

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

	)	
In re:	)	
	)	Case No. 04-0_____(____)
ACR MANAGEMENT, L.L.C., et al., <sup>1</sup>	)	
	)	Chapter 11
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Docket No. ____
ACR MANAGEMENT, L.L.C., et al.,	)	
	)	
Movants,	)	
	)	
v.	)	
	)	
NO RESPONDENT.	)	
	)	

**ORDER UNDER 11 U.S.C. §§ 363, 364, 1107 AND 1108 (A) AUTHORIZING (i) MAINTENANCE OF EXISTING BANK ACCOUNTS, (ii) CONTINUED USE OF EXISTING BUSINESS FORMS, (iii) CONTINUED USE OF EXISTING CASH MANAGEMENT SYSTEM, (iv) CONTINUED PERFORMANCE UNDER INTERCOMPANY AGREEMENTS AND (B) GRANTING SUPERPRIORITY STATUS TO POSTPETITION INTERCOMPANY CLAIMS**

Upon the motion (the “Motion”)<sup>2</sup> of the debtors and debtors-in-possession in the above-captioned Chapter 11 Cases (collectively, the “Debtors”) seeking entry of an order under sections 363,

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<sup>1</sup> The Debtors are the following entities: ACR Management, L.L.C., Anthony Crane Rental Holdings, L.P., ACR/Dunn Acquisition, Inc., Anthony Crane Capital Corporation, Anthony Crane Holdings Capital Corporation, Anthony Crane International, L.P., Anthony Crane Sales & Leasing, L.P., Anthony International Equipment Services Corporation, Anthony Sales & Leasing Corporation, Carlisle Equipment Group, L.P., Carlisle GP, L.L.C., Husky Crane, Inc., Anthony Crane Rental, L.P., d/b/a Maxim Crane Works, Maxim Crane Works, LLC, Sacramento Valley Crane Service, Inc., The Crane & Rigging Company, LLC, Thompson & Rich Crane Service, Inc.

364, 1107 and 1108 of title 11 of the United States Code (the “Bankruptcy Code”) (a) authorizing the Debtors to (i) maintain existing bank accounts, (ii) continue to use existing checks, correspondence and business forms, (iii) continue to use the existing cash management system, (iv) continue to perform under the Intercompany Agreements and (b) granting superpriority status to postpetition intercompany claims; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is properly in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtors are authorized but not directed, in the reasonable exercise of their business judgment, to (i) designate, maintain and continue to use, with the same account numbers, all of the bank accounts in existence on the Petition Date, including, without limitation, those accounts identified on Exhibit A to the Motion (the “Bank Accounts”), (ii) use, in their present form, all correspondence and business forms (including, but not limited to letterhead, purchase orders, invoices, etc.), as well as checks existing immediately before the Petition Date, without reference to their status as debtors-in-possession, and other documents related to the Bank Accounts and (iii) treat the Bank

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<sup>2</sup> Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion.

Accounts for all purposes as accounts of the Debtors as debtors-in-possession subject, in all respects, to the DIP Budgets, the DIP Loan Amendment and the DIP Orders (as each such term is defined in the First Day Affidavit); and it is further

ORDERED that the Debtors are authorized to continue utilizing their integrated cash management system to manage their cash, to pay intercompany payables and extend intercompany credit, in a manner consistent with the Debtors' prepetition practice and subject to the requirements set forth in the DIP Budgets, the DIP Loan Amendment and the DIP Orders (as each such term is defined in the First Day Affidavit); and it is further

ORDERED that nothing contained herein shall prevent the Debtors from opening any new bank accounts or closing any existing bank accounts as they may deem necessary and appropriate in their sole discretion, subject to the DIP Budgets, the DIP Loan Amendment and the DIP Orders (as each such term is defined in the First Day Affidavit); and it is further

ORDERED that the Debtors may disburse funds by wire transfers, ACH payments and other means; and it is further

ORDERED that the Debtors are authorized, but not required, to continue performing under and honoring their respective obligations and commitments under the Intercompany Agreements subject to the requirements set forth in the DIP Budgets, the DIP Loan Amendment and the DIP Orders (as each such term is defined in the First Day Affidavit); and it is further

ORDERED that, pursuant to section 364(c)(1) of the Bankruptcy Code, all Intercompany Claims arising after the Petition Date owed by an individual Debtor to another individual Debtor shall be accorded superpriority status with priority over any and all priorities and claims, including claims relating to administrative expenses of the kind specified in sections 503(b) and 507(b) of the Bankruptcy Code,

subject and subordinate only to the priorities, liens, claims and security interests that may be granted under sections 363 and 364 of the Bankruptcy Code, or otherwise, in connection with any debtor-in-possession credit facility pursuant to the DIP Orders; and it is further

ORDERED that the Debtors shall cause a copy of this Order to be served on all of the banks at which any Bank Account is maintained within five business days of the date hereof; and it is further

ORDERED that the Debtors are hereby authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further.

ORDERED that, notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2004

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United States Bankruptcy Judge