

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

In re:	)	
	)	
	)	Case No. 04-027848-MBM
ACR MANAGEMENT, L.L.C., <u>et al.</u> , <sup>1</sup>	)	
	)	Chapter 11
	)	
Debtors.	)	(Jointly Administered)
	)	
ACR MANAGEMENT, L.L.C., et al.,	)	
	)	Related to Document No. 36
Movants,	)	
	)	
v.	)	
	)	
NO RESPONDENT.	)	
	)	

**ORDER (A) ESTABLISHING A PROCEDURE FOR TREATMENT OF  
RECLAMATION CLAIMS AND (B) PROHIBITING THIRD PARTIES FROM  
INTERFERING WITH DELIVERY OF THE DEBTORS GOODS**

Upon the motion (the “Motion”)<sup>2</sup> of the debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases seeking entry of an order (a) establishing a procedure for treatment of Reclamation Claims and (b) prohibiting third parties from interfering with delivery of the Debtors’ goods; and it appearing that the relief requested is essential to the continued operation of the Debtors' businesses and in the best interest of the

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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.

<sup>2</sup> Capitalized terms not defined herein shall have the same meaning ascribed in the Motion.

Debtors' estates and creditors; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §157(b)(2); and it appearing that venue of this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; 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 following procedures, outlined in the Motion for the treatment and processing of Reclamation Claims, if any, are hereby approved, unless otherwise ordered by the Court:

- (a) Any vendor asserting a Reclamation Claim must satisfy all requirements entitling it to a right of reclamation under applicable state law and section 546(c)(1) of the Bankruptcy Code, as described more fully in the Motion;
- (b) The Debtors will file a report (the "Report") on notice to each party in interest, setting forth the Reclamation Claims and categorizing such claims as valid or invalid pursuant to this Order;
- (c) Absent further order of the Court, the Report shall be filed by the Debtors within forty-five (45) days of the Court's ruling upon the Motion;
- (d) If the Debtors fail to file the Report within the required period of time, any holder of a Reclamation Claim (a "Reclamation Claimant") may bring a motion for allowance of its Reclamation Claim;
- (e) All parties in interest shall have the right and opportunity to object to the designation of any asserted Reclamation Claim as valid or invalid in the Report within twenty (20) days after such Report is filed (an "Objection");
- (f) The Reclamation Claims designated as invalid in the Report that are not properly the subject of a timely filed Objection, will be deemed invalid without further order of this Court; and
- (g) All valid Reclamation Claims allowed by the Court pursuant to the Report will be treated in accordance with the terms of the order allowing such claims; and it is further

ORDERED that the Debtors have not waived the right to object to any reclamation claim on any grounds, including the ground that reclamation claims are subject to any secured creditor's liens and that the debt secured by such liens exceeds the value of the goods subject to the reclamation claim; and it is further

ORDERED that the Debtors are hereby authorized to refuse all demands for actual reclamation and return of goods; provided, however, that pursuant to section 546(c) of the Bankruptcy Code the Debtors are authorized, in their discretion and upon the prior written consent of the DIP Agent (as defined in the First Day Affidavit) and otherwise subject to the DIP Budgets, the DIP Loan Amendment and the DIP Orders (as each term is defined in the First Day Affidavit), to make goods available for pick-up by any Reclamation Claimant (a) who timely demands in writing reclamation of goods pursuant to section 546(c) of the Bankruptcy Code and section 2-702 of the UCC, (b) whose goods the Debtors have accepted for delivery, and (c) who properly identifies the goods to be reclaimed; and it is further

ORDERED, that in accordance with sections 105 and 362 of the Bankruptcy Code and the Motion, unless otherwise ordered by the Court, Reclamation Claimants and others are not permitted to, and are hereby prohibited from, seeking to reclaim goods or interfering in any way with the post-petition shipment or delivery of goods to the Debtors; and it is further

ORDERED that nothing contained herein or in the Motion shall constitute a finding, or be deemed or interpreted to be an admission of any kind, that the Debtors have been, or are currently, insolvent; and it is further

ORDERED that nothing contained herein or in the Motion shall limit the Debtors' ability to make payments to creditors in accordance with any other orders of this Court; and it is further

ORDERED that nothing herein or in the Motion shall prejudice or otherwise affect the terms, provisions, protections and practices set forth in the DIP Orders; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order; 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 all time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: \_\_\_\_\_, 2004  
Pittsburgh, Pennsylvania

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United States Bankruptcy Judge