

In re:)	
ACR MANAGEMENT, L.L.C., <i>et al.</i> , ¹)	Chapter 11
)	
Debtors.)	Case No. 04-27848-MBM
)	(Jointly Administered)
ACR MANAGEMENT, L.L.C., <i>et al.</i> ,)	
)	Document No. _____
Movants,)	
)	Related to Document No. 1355
v.)	
)	Hearing Date and Time: June 21, 2005,
GEORGIA DEPARTMENT OF REVENUE,)	at 3:00 p.m.
)	
Respondent.)	Objection Deadline: _____
)	

This Stipulation and Agreed Order is made this ____th day of ____, 2005, by and between the Reorganized Debtors² and the Georgia Department of Revenue (the “DOR” or the “Claimant”) (together with the Reorganized Debtors, the “Parties”).

WHEREAS, this Court set December 13, 2004 (the “Bar Date”) as the last day for governmental entities to assert a “claim” against the Debtors’ estates by filing a proof of claim with the Debtors’ claims and noticing agent;

¹ 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.

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sales, use, and corporate net worth taxes for the tax periods January 1, 1997, through June 30, 2004;

WHEREAS, in Claim No. 907, the DOR, in part, asserts liability for taxes owed by the following: Anthony Crane Rental of Texas, Inc., (FEIN 52-1494477); Anthony Crane Rental of Georgia, Inc., (FEIN 58-1699576), and Anthony Crane Rental, Inc., (FEIN 25-1251095), all of which are not Debtor entities (collectively, the “Non-Debtors”);

WHEREAS, as of the Petition Date, these Non-Debtor entities were not affiliated with the Debtors in any manner other than one or more individuals that may have owned pre-petition equity interest(s) in one or more of the Debtors may have owned equity interest in one or more of these Non-Debtor companies;

WHEREAS, upon information and belief, Sale & Use Tax account numbers 200-05893833, 200-09276934, and 200-09857387 with the State of Georgia should be closed;

WHEREAS, on December 8, 2004, the DOR filed a second proof of claim in the Debtors’ Chapter 11 Cases, which claim was assigned Claim 908, in the amount of \$8,500.00 for withholding taxes from July 1, 1999, through June 30, 2004;

WHEREAS, on December 8, 2004, the DOR filed a third proof of claim in the Debtors’ Chapter 11 Cases, which claim was assigned Claim No. 909, in the amount of \$3,000.00 for withholding taxes from September, 2000 to the June 30, 2004;

WHEREAS, on December 30, 2004, the Bankruptcy Court entered an order confirming The Debtors’ Third Amended Joint Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code, dated December 29, 2004 (the “Plan”), and such Plan became effective pursuant to its terms on January 28, 2005;

WHEREAS, on March 3, 2005, the Reorganized Debtors filed their Debtors’ Objection to Proof of Claim Filed by the Georgia Department of Revenue Pursuant to 11 U.S.C. §§ 105(a), 502(b), 505(a) and Fed. R. Bankr. P. 3007 (CM/ECF#1355), which was later amended on March 4, 2005 (see CM/ECF#1363) (as amended, the “Objection”);

WHEREAS, a hearing on the Objection is currently scheduled for June 21, 2005;

WHEREAS, both the Claimant and the Debtors desire to resolve the Objection;

WHEREAS, as set forth in Article VIII(A)(1) of the Plan, the Reorganized Debtors have the exclusive authority to settle and compromise any and all Claims; and

WHEREAS, the Parties have negotiated a settlement of the Objection as is set forth hereafter;

NOW, THEREFORE, the Parties, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, agree as follows:

- i. The Claimant shall be and hereby is granted a priority tax claim in these Chapter 11 Cases in the amount of Three-Hundred Thousand Dollars (\$300,000.00);
- ii. Within five (5) business days after the entry of a final Order approving this Stipulation, the Reorganized Debtors shall tender to the Claimant by ordinary check the sum of Three-Hundred Thousand Dollars (\$300,000.00), which shall be accepted as payment in full satisfaction of such priority tax claim. The check shall reference the Debtors' Chapter 11 Case No. 04-27848, shall be made payable to "Georgia Department of Revenue," and shall be mailed to: Georgia Department of Revenue in c/o Wright Banks, Esquire, Department of Law, State of Georgia, 40 Capitol Square SW, Atlanta, GA, 30334-1300;
- iii. The Claimant shall also be and hereby is granted a non-priority claim in the amount of Seven-Hundred Thousand Dollars (\$700,000.00), which shall be treated as a non-priority Allowed Class 7 Anthony Crane General Unsecured Claim as described in Article III of the Debtors' Plan;
- iv. Within (10) ten business days after the entry of a final Order approving this Stipulation, the Claimant shall file with the Debtors' claims agent, BMC Group, (mail to: In re: ACR Management LLC et al., c/o BMC Group, f/k/a Bankruptcy Management Corporation, P.O. Box. 1055, El Segundo, CA 90245-1055], an amended proof of claim that characterizes Claim No. 907 now to be a non-priority general unsecured claim in the amount of Seven-Hundred Thousand Dollars (\$700,000.00), as set forth in paragraph (iii) above. A true and correct copy of a form for such proof of claim is attached hereto;
- v. Any remaining balance of Claim #907 shall hereby be disallowed and expunged in its entirety;
- vi. The Debtors are not liable for any tax liability owed by any or all of the Non-Debtors or other entities that are not debtors in this case as described in footnote 1. The DOR is hereby directed to send any and all future correspondence relating to the Non-Debtors to Mr. Paul Kania, W.B. Kania & Associates, 71 North Mt. Vernon Avenue, P.O. Box 759, Uniontown, PA 15401. This Order and Stipulation does not address the Georgia tax liabilities of any Non-Debtors or other entities that are not debtors in this case in any way;

- vii. Claim No. 908 shall be disallowed in its entirety;
- viii. Claim No. 909 shall be disallowed in its entirety;
- ix. Any and all other claims filed or otherwise assertable by the Claimant in the Debtors' Chapter 11 bankruptcy cases shall be disallowed in their entirety;
- x. Except as set forth in paragraphs i-ix above, the Claimant hereby releases the Debtors (including the Reorganized Debtors), their directors, officers, employees and assigns from all claims of liability for sales, uses, corporate net worth, and withholding taxes, whether known or unknown, arising from and/or related to pre-petition taxable periods. The Claimant does not release any Non-Debtors or other entities that are not debtors in this case as described in footnote 1;
- xi. The Debtors hereby release the Claimant from all claims of liability (including claims for refund) for sales, use, corporate net worth, and withholding taxes, whether known or unknown, arising from and/or related to pre-petition taxable periods.

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IN WITNESS WHEREOF the Parties have caused this Stipulation to be executed and delivered by their respective duly authorized representatives as of this ____ day of June, 2005.

Dated: June 21, 2005

GEORGIA DEPARTMENT OF REVENUE

By: 

Wright Banks
DEPARTMENT OF LAW,
STATE OF GEORGIA
40 Capitol Square SW
Atlanta, GA 30334-1300
Phone: 404-651-6247
Fax: (404) 657-3239
Email:
wright.banks@law.state.ga.us

Counsel for the Claimant

Dated: June 21, 2005

THE REORGANIZED DEBTORS

By: 

David B. Salzman, Esquire
Salene R. Mazur, Esquire
CAMPBELL & LEVINE, LLC
1700 Grant Building
Pittsburgh, PA 15219
Phone: 412.261.0310, ext. 120
Fax: 412.261.5066
Email: Srm@camlev.com
Counsel for the Reorganized Debtors

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The Stipulation of the Claimant and the Reorganized Debtors is hereby approved.

Entered:

William Mc Caff. 6/21/05
Chief United States Bankruptcy Judge
U.S. Bankruptcy Court for the Western District of Pennsylvania

FILED

JUN 23 2005

CLERK, U.S. BANKRUPTCY COURT
WEST. DIST. OF PENNSYLVANIA

Enterprise Systems Incorporated
11487 Sunset Hills Road
Reston, Virginia 20190-5234

CERTIFICATE OF SERVICE

District/off: 0315-2
Case: 04-27848

User: csus
Form ID: pdf900

Page 1 of 1
Total Served: 1

Date Rcvd: Jun 23, 2005

The following entities were served by first class mail on Jun 25, 2005.
aty +Salene R. Mazur, Campbell & Levine LLC, 1700 Grant Building, Pittsburgh, PA 15219-2348

The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jun 25, 2005

Signature:

