

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

In re:)	
)	
ACR MANAGEMENT, L.L.C., <u>et al.</u> , ¹)	Case No. 04-027848-MBM
)	
Debtors.)	Chapter 11
)	(Jointly Administered)
)	
ACR MANAGEMENT, L.L.C., et al.,)	
)	Related to Document No. 144
Movants,)	
)	
v.)	
)	
NO RESPONDENT.)	
)	

ORDER PURSUANT TO 11 U.S.C. §§ 1107(A) AND 1108 AUTHORIZING THE DEBTORS TO EMPLOY AND COMPENSATE CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF THE DEBTORS’ BUSINESS

Upon the application (the “Application”)² of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order for authority to employ and compensate certain professionals utilized in the ordinary course of the Debtors’ businesses; and it appearing that the relief requested is essential to the continued operation of the Debtors’

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.

² Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Application.

businesses and is in the best interest of the Debtors' estates and creditors; and sufficient notice of the Application having been given under the circumstances; 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; and it appearing that venue of this proceeding and this Application is properly in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Application is granted; and it is further

ORDERED that the Debtors are authorized but not required to employ, and to pay reasonable fees and expenses of, the Ordinary Course Professionals to assist and advise the Debtors in the operation of their businesses and to defend the Debtors in matters arising in the ordinary course of the Debtors' businesses as described in the Application; and it is further

ORDERED that the Debtors are authorized but not required to pay each Ordinary Course Professional for services rendered up to \$15,000 per month, or \$150,000 during the pendency of the Chapter 11 Cases. The Debtors cannot pay more than such amounts for services rendered without an Order of this Court authorizing such higher amount. In the event the fees of any Ordinary Course Professional exceed \$15,000 per month, or \$150,000 during the course of the Chapter 11 Cases, such Ordinary Course Professional shall file a fee application with this Court for the amount of the fees in excess of the aforementioned limitations; and it is further

ORDERED that any payments to be made pursuant to this Order shall be subject to the terms of the DIP Orders, DIP Loan Amendment and the DIP Budgets (as each term is defined in the First Day Affidavit); and it is further

ORDERED that the Debtors will review statements of the Ordinary Course Professionals and determine their reasonableness in accordance with their customary prepetition practices; and it is further

ORDERED that, commencing on September 15, 2004, and on each December 15, March 15 and June 15 of every year thereafter in which the Chapter 11 Cases are pending, the Debtors shall file with the Court and serve on the United States Trustee a statement with respect to the immediately preceding three-month period (each, a "Quarter"). Such statement shall include the following information for that Ordinary Course Professional: (a) the name of the Ordinary Course Professional, (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the previous Quarter and (c) a general description of the services rendered by that Ordinary Course Professional; and it is further

ORDERED that parties-in-interest shall have forty-five (45) days following the filing of a quarterly accounting to file objections to payments to a particular Ordinary Course Professional reflected in that schedule; and it is further

ORDERED that in the event an objection to the amounts paid to an Ordinary Course Professional is filed, the Court shall determine the reasonableness and necessity of such fees and expenses; and it is further

ORDERED that each Ordinary Course Professional shall file an affidavit of disinterestedness with the Court substantially in the form attached to the Application as Exhibit B, and serve copies thereof on the Debtors, the Office of the United States Trustee, counsel to any statutory creditors' committee appointed in the Chapter 11 Cases and those parties requesting notice pursuant to Rule 2002(g) of the Bankruptcy Rules prior to or contemporaneous

with the submission to the Debtors of invoices accompanying a request for compensation; and it is further

ORDERED that Debtors shall not make any payment to any Ordinary Course Professional who has failed to file such affidavit of disinterestedness; and it is further

ORDERED that the Debtors, in their sole discretion, have the right to amend Exhibit A to the Application to add or remove Ordinary Course Professionals; and it is further

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

Pittsburgh, Pennsylvania
Dated: _____, 2004

United States Bankruptcy Judge