

Exhibit A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

In re:) Chapter 11
)
TWG CAPITAL, INC.,) Case No. 12-11019-BHL-11
)
Debtor.)

ORDER ON FIRST DAY MOTION FOR ORDER AUTHORIZING (A) MAINTENANCE OF EXISTING BANK ACCOUNTS, (B) CONTINUED USE OF EXISTING BUSINESS FORMS, AND (C) CONTINUED USE OF EXISTING CASH MANAGEMENT SYSTEM

This matter is before the Court on the *First Day Motion For Order Authorizing (A) Maintenance Of Existing Bank Accounts, (B) Continued Use Of Existing Business Forms, And (C) Continued Use of Existing Cash Management System* (the "Cash Management Motion") filed by TWG Capital, Inc. (the "Debtor"), the debtor and debtor in possession in the above-captioned Chapter 11 case. The Court, having reviewed the Cash Management Motion, and after due deliberation and a hearing, finds that (i) it has jurisdiction over the matters raised in the Cash Management Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157; (iii) the relief requested is in the best interests of the Debtor, its estate, its creditors, and other parties in interest; (iv) proper and adequate notice of the Cash

Management Motion and the hearing thereon has been given and no other or further notice is necessary; and (v) good and sufficient cause exists for the granting of the relief as set forth herein. Accordingly,

IT IS HEREBY ORDERED that:

1. The Cash Management Motion is GRANTED.
2. The Debtor is authorized but not directed, in the reasonable exercise of its business judgment, to (i) designate, maintain and continue to use, with the same account numbers, the bank accounts in existence on the Petition Date,¹ including, without limitation, those accounts identified in the Cash Management Motion (the "Bank Accounts"), (ii) use, in its present form, checks and other documents related to the Bank Accounts, (iii) treat the Bank Accounts for all purposes as the accounts of the Debtor as a debtor in possession and (iv) pay any ordinary course postpetition bank fees that may be incurred in connection with the Bank Accounts.
3. The banks at which any Bank Account is maintained (collectively, the "Banks") are hereby authorized and directed to continue to service and administer the Bank Accounts as accounts of the Debtor as a debtor in possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, or automated clearing house transfers ("ACH Transfers") drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, and (subject to this Order) to process, honor, pay or settle all wire transfers initiated before the Petition Date by the holders or makers

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Cash Management Motion.

thereof, as the case may be so long as sufficient funds are in the Bank Accounts and in accordance with any agreements governing the Bank Accounts.

4. The Banks, and to the extent collected funds are available in the applicable Bank Accounts, shall only honor checks, drafts, wires or ACH Transfers or other withdrawals made, drawn or issued in payment of prepetition claims which the Debtor specifically identifies for payment. The Banks shall provide the Debtor immediately with a list of issued but open (not presented) checks, and the Debtor shall promptly upon receipt of such list identify the checks to be honored and paid.

5. The Banks are authorized and directed to accept and honor all representations or instructions from the Debtor as to which checks, drafts, wires or ACH Transfers should be honored or dishonored, consistent with any order(s) of this Court, whether the checks, drafts, wires or ACH Transfers are dated prior to, on, or subsequent to the Petition Date, and whether or not the Banks believe the payment is or is not authorized by any order(s) of the Court.

6. Nothing contained herein shall prevent the Debtor from opening any new bank accounts or closing any existing bank accounts as it may deem necessary and appropriate.

7. The Debtor is authorized to continue to use the Business Forms, substantially in the form existing immediately before the Petition Date, without alteration and without the designation "Debtor in Possession" imprinted upon them.

8. The Debtor is hereby authorized to continue to utilize the existing cash management system in its current form, except to the extent it may need to be modified in accordance with the debtor in possession financing arrangements.

9. The Debtor shall cause a copy of this Order to be served on the Banks within five (5) business days of the date hereof.

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