

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

LANG HOLDINGS, INC.,
a Delaware corporation, et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 09-12543 (KJC)
)
) (Joint Administration Pending)
)
) Ref. Docket No. 9

**ORDER (I) APPROVING CONTINUED USE OF CASH MANAGEMENT SYSTEM,
(II) AUTHORIZING USE OF PREPETITION BANK ACCOUNTS AND EXISTING
CHECKS AND BUSINESS FORMS, (III) WAIVING THE REQUIREMENTS OF
11 U.S.C. § 345(b) ON AN INTERIM BASIS; AND (IV) GRANTING ADMINISTRATIVE
EXPENSE STATUS TO POSTPETITION INTERCOMPANY CLAIMS**

Upon consideration of the Motion² of the above-captioned Debtors for entry of an order (i) authorizing and approving the Debtors' continued use of their existing cash management system, (ii) authorizing and approving the Debtors to continue using prepetition bank accounts and existing checks and business forms, (iii) waiving the requirements of section 345(b) of the Bankruptcy Code on an interim basis with respect to the Debtors' deposit and investment practices, and (iv) granting administrative expense status to postpetition intercompany claims; and upon consideration of the Gilner Declaration and the entire record of these chapter 11 cases; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided under the circumstances; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates,

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Lang Holdings, Inc. (9551); Turner Acquisition, Inc. (2115); Avalanche Publishing Acquisition, Inc. (3038); The Lang Companies, LLC (9182); Avalanche Publishing, Inc. (9793); and The Lang Store, Ltd. (2398). The mailing address of each of the Debtors is 514 Wells Street, Delafield, Wisconsin 53018.

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

their creditors and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby:

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED.
2. The Debtors are authorized to continue to use their Cash Management System.
3. The Debtors are authorized, in the reasonable exercise of their business judgment, to (i) designate, maintain and continue to use, with the same account numbers, all of their Bank Accounts in existence on the Petition Date, including, without limitation, those Bank Accounts identified in Exhibit A to the Motion (the "Bank Accounts"), (ii) use their present forms and other documents related to the Bank Accounts; (iii) treat such Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; and (iv) preserve the reporting and accounting mechanisms used by the Debtors in respect of the Bank Accounts.
4. Subject to, and to the extent not inconsistent with, any order of the court related to the usage of cash collateral or approving any debtor-in-possession financing facility, the Cash Management Banks are hereby authorized to (i) continue to service and administer all such accounts as accounts of the relevant Debtor as debtor in possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks and drafts and automated clearing house transfers drawn on, or electronic transfer requests made on, said account after the Petition Date by the holders or makers thereof, as the case may be to the extent funds are available in said account which such checks, drafts or wire transfers are drawn and, with respect to automated clearing house transfers, only to the extent such transfers are pre-funded; and (ii) enter into deposit account control agreements with the collateral agent under any

debtor-in-possession financing facility; provided, however, that any check drawn or issued by the Debtors before the Petition Date may be honored by any bank only if specifically authorized by order of this Court.

5. All checks and other debits presented to the Bank Accounts in respect of checks, drafts, wire transfers or automated clearing house transfers issued or initiated by the Debtor prior to the Petition Date shall not be processed, honored or paid by the Banks, except for checks authorized to be paid pursuant to order of this Court and identified to the Banks by check number and bank account number, and the Banks are entitled to rely on Debtors' instructions and shall be indemnified by Debtors with respect to any and all claims or losses arising from the Banks' good faith reliance on such instructions, except Debtors shall not indemnify the Banks for their gross negligence or malfeasance.

6. Notwithstanding any other provision of this Order, no Cash Management Bank that honors a prepetition check or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtors, (b) in good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of reasonable item handling procedures, shall be deemed to be liable to the Debtors or their estates or otherwise in violation of this Order.

7. Nothing contained herein shall prevent the Debtors from opening any new bank accounts or closing any Bank Accounts as they may deem necessary and appropriate and any such bank account opened by the Debtors on or after the Petition Date shall for purpose of this Order be deemed a Bank Account; provided, however, that the Debtors shall promptly notify the Office of the United States Trustee for the District of Delaware and counsel to any statutory committee appointed in these chapter 11 cases, of an account closing or an account opening.

8. Subject to the consent of the lenders under the postpetition secured financing facility, the Debtors and the Cash Management Banks may, without further order of this Court, agree to and implement changes to the Cash Management System and procedures in the ordinary course of business.

9. Nothing in this Order shall in any way alter or impair the rights and remedies of any of the non-debtor parties to the account agreements in effect with respect to the Bank Accounts, including, without limitation, the Banks' ability to close any of the Bank Accounts pursuant to the terms of such agreements upon at least thirty (30) days prior written notice to the Debtors and the Office of the United States Trustee for the District of Delaware and counsel to any statutory committee appointed in these chapter 11 cases of any such proposed closure or the ability to immediately terminate or modify certain banking services associated with the Bank Accounts.

10. The Debtors are authorized to pay to the Banks any fees payable under the account agreements with respect to the Bank Accounts in the ordinary course of business as an administrative expense pursuant to the same payment procedures employed prior to the Petition Date and the automatic stay is modified to the extent necessary to allow the Banks to set off against amounts on deposit in the Bank Accounts any such fees and in such event the Banks shall provide Debtors and the Office of the United States Trustee for the District of Delaware and counsel to any statutory committee appointed in these chapter 11 cases with written notice thereof within five business days.

11. Pursuant to section 364(a) of the Bankruptcy Code, the Debtors are authorized to, in connection with the ordinary course of operation of the Cash Management System, obtain unsecured credit and incur unsecured debt in the ordinary course of business

without notice and a hearing; provided, however, that the Banks are authorized to dishonor any drafts or demands that are not prefunded and reserve the right at any time to demand that the Debtors cash collateralize any existing or future exposure as a result of providing automatic clearing house services.

12. Each Debtor is authorized to continue to use its existing checks without alteration and without the designation "Debtor-in-Possession" imprinted upon them; provided, however, that following the depletion of the Debtors' business form stock, the Debtors will obtain new check stock reflecting their status as debtors in possession.

13. Effective *nunc pro tunc* to the Petition Date, the Cash Management Banks shall be and hereby are authorized and directed to receive, process, honor and pay any and all prepetition and postpetition checks drawn on and electronic transfers authorized for payment by the Court.

14. The Debtors shall maintain records in accordance with their normal and customary practices reflecting all transfers of funds under the terms and conditions provided by the existing agreements with the institutions participating in the Cash Management System. In connection with the ongoing utilization of the Cash Management System, the Debtors shall continue to maintain records with respect to all transfers of cash so that all transactions may be ascertained, traced and recorded properly on the applicable accounts.

15. The Debtors are authorized to continue to deposit funds in accordance with their established deposit practices in effect as of the commencement of these cases. To the extent such deposit practices are not consistent with the requirements of section 345(b) of the Bankruptcy Code or of the U.S. Trustee Operating Guidelines for Chapter 11 Cases, such

requirements are waived for sixty (60) days, on an interim basis only, without prejudice to the Debtors' right to seek a further interim waiver.

16. The Debtors are authorized, from and after the Petition Date, to continue to engage in intercompany transactions. All Intercompany Claims held by one Debtor against another Debtor arising from postpetition intercompany transfers shall be entitled to administrative expense priority pursuant to section 503(b)(1) of the Bankruptcy Code junior and subordinate in right of payment to the superpriority administrative expense claims granted to the postpetition lenders, or to the Debtors' prepetition secured lenders in connection with the use of cash collateral, grant of adequate protection or any debtor-in-possession financing facility. In connection therewith, the Debtors shall continue to maintain current records with respect to all transfers of cash so that all transactions, including intercompany transactions, may be readily ascertained, traced and recorded properly on applicable intercompany accounts.

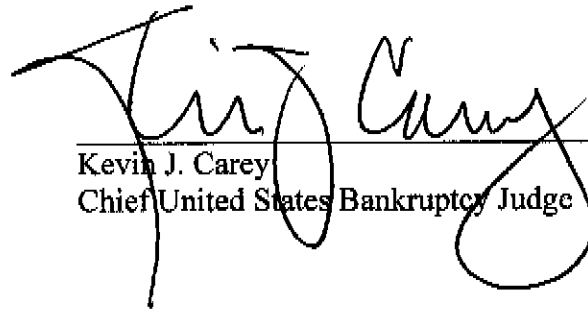
17. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall constitute, nor is it intended to constitute, the assumption or adoption of any contract or agreement under Section 365 of the Bankruptcy Code.

19. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

Dated: Wilmington, Delaware
July 17, 2009



Kevin J. Carey
Chief United States Bankruptcy Judge