

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

In re:)	
)	Chapter 11
)	
LANG HOLDINGS, INC.,)	Case No. 09-12543 (KJC)
a Delaware corporation, <u>et al.</u> , ¹)	
)	(Joint Administration Pending)
)	
Debtors.)	
)	Ref. Docket No. 11

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 363
AUTHORIZING SATISFACTION OF PREPETITION CLAIMS
OF SHIPPERS, WAREHOUSEMEN AND LOGISTICS PROVIDERS**

Upon consideration of the Motion² of the above-captioned Debtors for entry of an order pursuant to sections 105(a) and 363 of the Bankruptcy Code authorizing the Debtors, in their discretion, to pay certain prepetition claims of shippers and warehousemen in the ordinary course of business; 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, 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.

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 have the meanings assigned to such terms in the Motion.

2. The Debtors are authorized, in their discretion and in the ordinary course of business, to pay the Freight Claims in an aggregate amount not to exceed \$475,000, without further order of the Court.

3. The Debtors, in their discretion, shall undertake appropriate efforts to cause the Freight Claimants to acknowledge that payment of their prepetition claims is conditioned upon the applicable Freight Claimants continuing to supply services to the Debtors on trade terms that, at a minimum, such Freight Claimants provided to the Debtors within the six months prior to the Petition Date, or such other trade terms that are at least as favorable to the Debtors as those in effect prior to the Petition Date, and the Debtors reserve the right to negotiate more favorable trade terms with any Freight Claimants as a condition to payment of any such prepetition claim. If any Freight Claimant does not continue to provide services on such terms, then (a) any payment on account of a prepetition claim received by such Freight Claimant shall be deemed, in the Debtors' sole discretion, an improper postpetition transfer and, therefore, recoverable by the Debtors in cash upon written request by the Debtors; and (b) upon recovery by the Debtors, any prepetition claim of such Freight Claimant shall be reinstated as if the payment had not been made. To the extent there exists an outstanding postpetition balance due from the Debtors to such Freight Claimant, the Debtors may elect to recharacterize and apply any payments made pursuant to this Order to such outstanding postpetition balance, and the Freight Claimant shall repay immediately in cash to the Debtors such paid amounts that exceed the postpetition obligations then outstanding and without any claim right of setoff or recoupment against the Debtors resulting thereby.

4. Nothing herein shall impair or prejudice the Debtors' ability to contest the extent, perfection, priority, validity or amounts of any claims held by the Freight Claimants. The

Debtors do not concede that any liens (contractual, common law, statutory or otherwise) satisfied pursuant to this Order are valid, and the Debtors expressly reserve all rights to contest the extent, validity or perfection or seek the avoidance of all such liens.

5. All applicable banks and other financial institutions are hereby authorized and directed to receive, process, honor and pay any and all checks evidencing amounts paid by the Debtors pursuant to the Motion, whether issued or presented prior to or after the Petition Date, provided that sufficient funds are on deposit in the applicable accounts to cover such payments. All banks and financial institutions are authorized and directed to rely on the representations of the Debtors as to which checks and wire transfers are issued or authorized to be paid pursuant to this Order.

6. The Debtors are authorized to issue postpetition checks as necessary to replace any prepetition checks that were issued with respect to the Freight Claims and may be dishonored and such reissued checks shall reduce the payment cap imposed by this Order.

7. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to this Order, (i) shall be deemed an assumption or adoption of any policy, program, practice, contract or agreement, or shall otherwise affect the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract or unexpired lease; or (ii) shall be deemed an admission as to the validity of the underlying obligation or a waiver of any rights the Debtors may have to subsequently dispute such obligation on any ground that applicable law permits.

8. Notwithstanding anything to the contrary herein, payments made pursuant to this Order shall be subject to (i) any requirements imposed on the Debtors under any order

entered by the Court approving postpetition financing and/or the use of cash collateral and (ii) any budget approved in connection therewith.

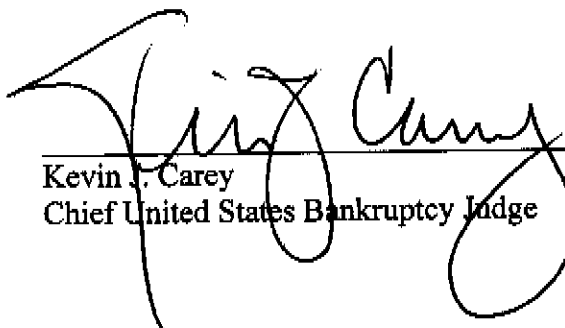
9. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

10. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

11. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

12. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware
July 17, 2009



Kevin J. Carey
Chief United States Bankruptcy Judge