

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
deCODE genetics, Inc.¹) Case No. 09-14063 (PJW)
Debtor.) Re: Docket No. 5
) Hearing Date: December 9, 2009 at 10:30 a.m.
) Objection Deadline: December 4, 2009 at 4:00 p.m.

NOTICE OF (A) ENTRY OF INTERIM ORDER (I) AUTHORIZING DEBTOR TO CONTINUE USE OF CASH MANAGEMENT SYSTEM, BANK ACCOUNTS AND BUSINESS FORMS AND (II) AUTHORIZING DEBTOR TO FUND ESSENTIAL OPERATIONS OF A NON-DEBTOR SUBSIDIARY AND (B) SCHEDULING OF A FINAL HEARING THEREON

PLEASE TAKE NOTICE that on November 16, 2009, deCODE genetics, Inc. (“the Debtor”) filed the *Motion of the Debtor and Debtor in Possession for Entry of an Order (I) Authorizing Debtor to Continue Use of Cash Management System, Bank Accounts and Business Forms and (II) Authorizing Debtor to Fund Essential Operations of a Non-debtor Subsidiary* [Docket No. 5] (the “Cash Management Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”). A copy of the Cash Management Motion is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that on November 18, 2009, the Court entered the *Interim Order (I) Authorizing Debtor to Continue Use of Cash Management System, Bank Accounts and Business Forms and (II) Authorizing Debtor to Fund Essential Operations of a Non-debtor Subsidiary* [Docket No. 23] (the “Interim Cash Management Order”). A copy of the Interim Cash Management Order is attached hereto as Exhibit B.

PLEASE TAKE FURTHER NOTICE that a further hearing with respect to the final relief requested in the Cash Management Motion will be held on **December 9, 2009 at 10:30**

¹ The debtor in this case, along with the last four digits of the federal tax identification number for the debtor, is deCODE genetics, Inc. (6704)

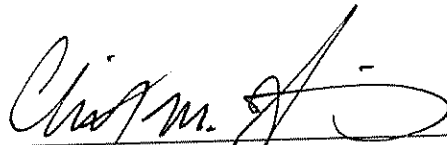
a.m. (Eastern Standard Time) before The Honorable Peter J. Walsh at the Bankruptcy Court, 824 Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that objections or responses to the final relief requested in the Cash Management Motion, if any, must be made in writing, filed with the Bankruptcy Court, and served so as to be received by: (a) the Debtor, c/o deCODE genetics, Inc., Sturlugata 8, Reykavik, Iceland (Attn: Kari Stefansson); (b) counsel to the Debtor, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq. and Christopher M. Samis, Esq.); (c) corporate counsel to the Debtor, Mintz Levin Cohn Ferris Glovsky and Popeo P.C., One Financial Center, Boston, MA 02111 (Attn: Richard P. Kelly, Esq.) and Stevens & Lee P.C., 1105 N. Market Street, Wilmington DE, 19801 (Attn: Marsha Novick, Esq.); (d) counsel to any committee appointed in these chapter 11 cases; (e) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David L. Buchbinder, Esq.); (f) counsel to the prepetition and postpetition lender, O'Melveny & Myers LLP 400 South Hope Street, Los Angeles, CA 90071 (Attn: Andrew M. Parlen, Esq.); and (g) local counsel to the prepetition and postpetition lender, Ciardi, Ciardi & Astin, P.C. 919 Market Street, Wilmington, DE 19801 (Attn: Carl Neff, Esq.), on or before **December 4, 2009 at 4:00 p.m. (Eastern Standard Time)**.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE CASH MANAGEMENT MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE FINAL RELIEF REQUESTED IN THE CASH MANAGEMENT MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: November 18, 2009
Wilmington, Delaware

Respectfully submitted,



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EXHIBIT A

Bankruptcy Code and Rule 2015-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules").

GENERAL BACKGROUND

1. On November 16, 2009 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code").

2. The Debtor continues to operate its business and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or official committee of unsecured creditors has been appointed in this chapter 11 case.

A. Overview of Debtor's Businesses and Performance

3. The Debtor was incorporated in 1996. Through its subsidiary Islensk erf dagreining ehf ("ehf"), an Icelandic private limited company, it is engaged in gene discovery with the goal of bringing to market DNA-based reference laboratory tests and consumer genome analysis services to assess individual risk of common diseases. ehf also provides genomics services to third parties. In 2002, the Debtor acquired MediChem Life Sciences, Inc. ("MediChem"). Through MediChem's subsidiaries, deCODE Chemistry, Inc. ("Chemistry"), deCODE Biostructures, Inc. ("Biostructures") and Emerald BioSystems, Inc. ("Emerald"), the Debtor expanded its business to include the discovery and commercialization of novel therapeutics designed against certain targets identified in its population based gene discovery work. In addition, these subsidiaries offer drug discovery services and products to third-party customers. In September 2009, the Debtor terminated operations of Chemistry and, in November 2009, it sold Biostructures and Emerald to an unrelated third party.

4. The Debtor has developed and is marketing six DNA-based diagnostic tests for assessing individual risk of disease. It also operates deCODEme, a consumer genetics analysis

service. The Debtor's lead drug development programs include DG041 for the prevention of arterial thrombosis, G051 and DG031 for the prevention of heart attack and DG071 for Alzheimer's and other cognitive disorders, the intellectual property underlying which is held substantially by ehf. These compounds are in clinical development and the Debtor has been seeking licensing or other collaborative arrangements for ehf to advance the development of these programs or, alternatively, an outright sale of one or more of the compounds.

5. Since its inception, the Debtor has devoted its resources primarily to research and development. It incurred a net loss of \$80.9 million, \$95.5 million and \$85.5 million in 2008, 2007 and 2006, respectively, and had an accumulated deficit of \$712.2 million as of December 31, 2008. Indeed, the Debtor has never generated a profit and has not generated significant revenues except for payments received in connection with its research and development collaborations with pharmaceutical companies, from contract services, the sale of Emerald products and instruments and under grants. The Debtor's research and development expenditures and general and administrative costs have exceeded its revenue to date. Moreover, the Debtor believes that significant additional amounts will be required to develop its diagnostics and deCODEme™ products and services, fund research and development and undertake product development (including drug development and related clinical trials). The Debtor does not expect to receive material revenues from commercial sales of products developed using its technology in the near term and expects to incur net losses for several years.

6. The Debtor's corporate headquarters and ehf's management staff and gene discovery business are located in Reykjavik, Iceland in an approximately 150,000 square-foot building which is leased by ehf under a 15-year operating lease expiring in 2020. The lease is in payment default because rent was not paid for October 2009. The landlord has not retaken

possession of the premises but has obtained from the Reykjavik District Court a temporary restraining order to prevent ehf from transferring its Icelandic and US patent rights in an apparent attempt to recover amounts allegedly due and owing under the lease. The Debtor and ehf continue to occupy the premises and conduct their business activities therefrom. The facilities of Chemistry are located in Woodridge, Illinois in a 103,000 square-foot facility leased under a 17-year lease expiring in 2024. The lease is in default as Chemistry was unable to and did not pay rent for the month of September 2009 or thereafter. As a consequence, the landlord has terminated the lease and, the Debtor believes, drawn on a letter of credit, which had been arranged and secured by \$5 million of cash collateral. The Debtor was a lease guarantor and, as such, posted the cash collateral.

B. The Debtor's Capital and Debt Structure

i. Prepetition Debt

7. In April 2004 and November 2006, the Debtor issued an aggregate of \$230 million of unsecured 3.5% Senior Convertible Notes due April 15, 2011 (the "Notes") pursuant to Indentures dated April 14, 2004 and November 17, 2006. The Bank of New York is the indenture trustee for the Notes. A semi-annual payment of interest on the Notes was due and payable on or about October 15, 2009, but was not paid prior to the expiration of a 30-day grace period that ran on November 16, 2009. The Debtor did not have the financial wherewithal to make and did not make such interest payment, including by borrowing under either the Bridge Loan or the DIP Loan (each as described below).

ii. Bridge Loan

8. Additionally, on September 11, 2009, the Debtor entered into a bridge loan facility (the "Bridge Loan") with Saga Investments LLC ("Saga"). The Debtor and its subsidiaries, MediChem and Biostructures (collectively, the "Prepetition Borrowers"), entered

into that certain Secured Promissory Note dated as of September 11, 2009 (the "Original Note"), whereby Saga agreed to provide the Prepetition Borrowers with a secured loan in the original principal amount of \$700,000 (the "Existing Credit Facilities"). The other direct and indirect subsidiaries of the Debtor (the "Guarantors") guaranteed the Prepetition Borrowers' obligations under the Original Note, as it may be amended from time to time. Biostructures and Emerald were released from their obligations in connection with the Note at the time of their sale. The Original Note was subsequently amended and restated on nine occasions to increase the principal amount of the Original Note to \$5.424 million. Interest under the Amended and Restated Note is payable in arrears on the first day of each month at a rate of 8% by increasing the then aggregate principal amount of the loan outstanding on such date. Moreover, the outstanding obligations under the Amended and Restated Note are secured by liens on substantially all of the Prepetition Borrowers' and Guarantors' assets. As of the Petition Date, the aggregate amount outstanding under the Amended and Restated Note is approximately \$3,055,262.20.

iii. Capital Structure

9. As of the Petition Date, the Debtor has approximately 61.4 million shares of common stock outstanding.

C. Events Leading to the Filing of the Chapter 11 Case

i. The Debtor's Liquidity Needs

10. As described above, the Debtor has not generated material revenue and needs to obtain financing in order to continue operations. During 2008, the Debtor sought to obtain financing through collaborations and licensing arrangements, public or private equity offerings, and other forms of financing without sufficient success to sustain its operations. The Debtor's situation was worsened by the global economic crisis and its effect on capital markets and by the

illiquidity and decline in value of approximately \$30 million of auction-rate securities (“ARS”) in which Lehman Brothers, Inc. had invested a portion of the Debtor’s cash resources in violation of the Debtor’s cash management instructions. It also sought, without success, to restructure the Notes.

ii. Marketing Efforts

11. In the summer of 2008, the Debtor began a review of its long-term business strategy and in mid-August 2008 engaged the Stanford Group Company (“SGC”) as financial advisor to, among other things, advise and assist it in evaluating strategic alternatives and identifying buyers and partners for business units, programs and intellectual property and pursue possible advantageous transactions and relationships. SGC and management of the Debtor contacted, and discussed or negotiated with, numerous potential partners and buyers for the Debtor’s various business units and assets, as well as with large holders of the Notes. After SCG collapsed in February 2009 for reasons unrelated to this case, management, under the oversight and direction of a special committee of the board of directors (the “Special Committee”) that was established in October 2008, continued such efforts but was unable to consummate a material transaction or restructure the Notes. The Debtor was able to meet some of its short-term liquidity needs through the sale of rights to a diagnostics test to an industry player and the sale of ARS to an Icelandic bank, but the net proceeds only provided interim funding, which was soon exhausted. In the Winter and Spring of 2009, the Debtor’s long-term economic prospects worsened considerably as operating costs continued significantly to surpass cash flow.

12. Starting in late March 2009, the Debtor, through management and a representative of the Special Committee, commenced discussions with investors in Saga about the possibility of a transaction to restructure the Notes, obtain funding from such investors and continue the Debtor’s gene discovery business. The Debtor continued its discussions with such investors, as

well as other contacted parties, into the summer of 2009. In August 2009, investors in Saga indicated a willingness to pursue a sale transaction under section 363 of the Bankruptcy Code whereby Saga would acquire the capital stock of ehf, any assets related to ehf's business held by the Debtor or its non-Debtor U.S. subsidiaries and some or all of the drug compounds.

13. As discussed above, on September 11, 2009, Saga and the Debtor entered into the Original Note implementing the Bridge Loan. At about such time, the Special Committee engaged restructuring professionals from a major accounting firm to advise and assist the Debtor in evaluating the proposed transaction with Saga, as well as any alternative transactions that may be available, and to assist the Debtor in navigating through the pre-bankruptcy and bankruptcy processes. On September 23, 2009, the parties entered into a nonbinding term sheet (the "Term Sheet") that contemplated a proposed sale transaction, an amendment and extension of the secured bridge loan and the provision of debtor in possession secured financing, with Saga serving as the DIP lender, in connection with a chapter 11 filing. The Term Sheet also contained a binding exclusive dealings provision that terminated on October 8, 2009. The Debtor and Saga proceeded to negotiate a definitive sale transaction agreement, but did not enter into such an agreement until November 16, 2009.

14. Following the expiration of the exclusive dealings period, the Debtor, through the Special Committee and certain members of management, with the assistance of its restructuring professionals, identified a list of strategic and financial parties (in addition to Saga) that it viewed as potential purchasers of the Debtors' assets (either as an alternative to Saga or as a competing bidder through an auction process). Over a period of several weeks until the present, contacts have been made and discussions have been held in some cases with approximately 15 of such potential transactional parties but without an alternative transaction being entered into.

iii. The Stalking Horse APA

15. The Debtor's efforts culminated in the negotiation and execution of an asset purchase agreement with Saga (the "Stalking Horse APA") for the sale of (a) all of the equity interests of ehf and (b) all intellectual property rights and other tangible and intangible assets of the Debtor and its direct and indirect U.S. subsidiaries related to (i) the business conducted by ehf and its subsidiary or (ii) the drug compounds that the Debtor has historically designated as DG041, DG051 and DG071. The Debtor has also entered into a debtor-in-possession financing credit agreement (the "DIP Credit Agreement") with Saga whereby Saga, as lender, will provide a loan in an aggregate amount not to exceed \$11,117,928 in accordance with an agreed-upon budget. The Debtor believes that the DIP Credit Agreement provides the Debtor with sufficient liquidity to commence and consummate a sale process under section 363 of the Bankruptcy Code that will enable the Debtor to maximize value for creditors and other interested parties. The Stalking Horse APA will serve as the basis for this Court supervised sale process that will involve an auction designed to maximize the value of the Debtor's estate for the benefit of its economic stakeholders. Following consummation of the proposed sale, the liquidation of the Debtor and its subsidiaries will be completed pursuant to a plan of liquidation for the benefit of the Debtor's economic stakeholders.

SPECIFIC BACKGROUND

A. Description of the Debtor's Cash Management System

16. As set forth in the First Day Affidavit, in the ordinary course of business, the Debtor utilizes a centralized cash management system to collect funds, transfer them to a concentration account and disburse them to pay operating expenses (collectively, the "Cash Management System").

17. As set forth below, the continuation of the Cash Management System will not prejudice the rights of any party in interest, but rather will benefit all creditors by minimizing disruptions to the Debtor's business and by preserving the administrative savings which the Cash Management System currently provides. The Cash Management System provides a cost-effective and efficient means of managing the Debtor's finances, and maintenance of the Cash Management System will benefit all creditors by reducing the daily operating expenses of the Debtor's estates. Failure to continue the Cash Management System would disrupt the Debtor's operations and impose a financial and administrative burden on the estates.

18 As of the Petition Date, the Debtor maintained with various banks (the "Cash Management Banks") the bank accounts (the "Bank Accounts") identified on Exhibit C attached hereto. The Debtor maintains that substantially all of the Bank Accounts are in financially stable banking institutions with FDIC or FSLIC insurance (up to an applicable limit on each account). A description of the Bank Accounts and the function of each is set forth below.²

- (a) Citizens Bank - Operating Account: The Debtor maintains a central concentration account at Citizens Bank (the "Citizens Operating Account"). In the ordinary course of the Debtor's business, this account is used to pay all debts, including payroll, interest payments and trade payables.
- (b) PayPal Account: The Debtor receives payments for diagnostic and deCODEme services through the PayPal Account. PayPal charges a fee for each transaction. Cash is transferred from the PayPal account to the Citizens Operating Account.
- (c) Morgan Stanley - Investment: The Debtor uses this account to hold excess cash for a greater rate of return. There is currently a minimal amount of cash held in this account (less than \$1,000).³

² A chart depicting the Debtor's Cash Management System is attached hereto as Exhibit D.

³ As the amount in this account is far less than the \$100,000 FDIC insurance cap, the Debtor respectfully submits that this investment account does not implicate the requirements of section 345(b) of the Bankruptcy Code.

- (d) Various Unused Accounts: The Debtor also has several open accounts that it does not use in the ordinary course of business. All of these accounts have a zero balance.

19. The Debtor's Cash Management System is similar to those commonly employed by corporate entities of comparable size and complexity to the Debtor. Indeed, businesses use such systems because of the numerous benefits provided, including, without limitation, the ability to: (a) quickly create status reports on the location and amount of funds, which allows management to track and control such funds; (b) ensure cash availability; and (c) reduce administrative costs through a centralized method of coordinating the collection and movement of funds. Granting the Debtor authority to continue using the Cash Management System will help facilitate a smooth transition into the chapter 11 case.

B. The Debtor's Existing Business Forms

20. In the ordinary course of business, the Debtor uses numerous varieties of business forms. To minimize expenses to its estate and avoid confusion on the part of employees, customers and suppliers, the Debtor respectfully requests that the Court authorize the Debtor to continue to use all correspondence and business forms (including, without limitation, letterhead, purchase orders and invoices) as such forms were in existence immediately before the Petition Date without reference to the Debtor's status as a debtor in possession; provided, however, that the Debtor will obtain new check stock reflecting its status as a debtor in possession once all existing check stock on hand is exhausted. With such authorization, the Debtor will be able to avoid the expense and delay of ordering entirely new business forms.

C. The Debtor's Funding of Certain Non-debtor Subsidiaries

21. In the ordinary course of the Debtor's business, the Debtor funds the operations of certain of its U.S. Non-debtor subsidiaries.⁴ The Debtor also funds the operations of ehf, its Icelandic subsidiary. In its business judgment, the Debtor has decided to wind-down the operations of its U.S. Non-debtor Subsidiaries by selling certain of their assets and otherwise pursuing their organized liquidation and dissolution. The Debtor is not seeking authority at this time to fund the U.S. Non-debtor Subsidiaries.

22. However, as described in greater detail above and in the First Day Affidavit, the Debtor desires to sell its equity interest in ehf in this chapter 11 proceeding. Accordingly, by this Motion, the Debtor is seeking the authority to provide limited funding to ehf in order to maximize the value achieved through the sale of its equity interest in ehf.

RELIEF REQUESTED

23. By this Motion, the Debtor seeks entry of an order authorizing it to: (a) continue the use of its Cash Management System, including use of all Bank Accounts (with the same account numbers); (b) treat the Bank Accounts for all purposes as accounts of the Debtor as a debtor in possession; (c) if needed, open new debtor in possession accounts; and (d) use, in their present form, all correspondence and business forms (including, without limitation, letterhead, purchase orders and invoices), and other documents related to the Bank Accounts existing immediately before the Petition Date, without reference to the Debtor's status as debtor in possession.

⁴ The U.S. non-debtor subsidiaries are MediChem Life Sciences, Inc., deCODE Chemistry, Inc. and deCODE Biostructures, Inc. (collectively, the "U.S. Non-debtor Subsidiaries")

24. The Debtor further requests that the Court authorize the Cash Management Banks (i) to continue to maintain, service and administer such accounts and (ii) to debit the Debtor's accounts in the ordinary course of business on account of: (a) all checks drawn on the Debtor's accounts that are cashed at the Cash Management Banks or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (b) all checks or other items deposited in one of the Debtor's accounts with the Cash Management Banks prior to the Petition Date that have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent that the Debtor was responsible for such items prior to the Petition Date and payment of such prepetition amounts has been authorized by an order of this Court; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to the Cash Management Banks as service charges for the maintenance of the Cash Management System. Moreover, the Debtor seeks authorization to provide limited funding for the essential operations of ehf.

BASIS FOR RELIEF

A. **The Continued Use of the Debtor's Cash Management System Is Essential to the Debtor's Ongoing Operations and Restructuring Efforts**

25. As described in the First Day Affidavit, the Debtor's business and financial affairs require them to collect, disburse and move funds through numerous bank accounts. The Office of the United States Trustee has established certain operating guidelines for debtors-in-possession relating to cash management systems (the "UST Guidelines"). These UST Guidelines require, among other things, that a debtor: (a) establish one debtor in possession account for all estates' funds required for the payment of taxes (including payroll taxes); (b) close all existing bank accounts and open new debtor in possession accounts; (c) maintain a separate debtor in possession account for cash collateral and obtain checks that bear the

designation “debtor in possession”; and (d) reference the bankruptcy case number and type of account on such checks. However, in other chapter 11 cases, courts in this and other Districts often waive these requirements on the grounds they are impractical and potentially detrimental to a debtor’s postpetition business operations and restructuring efforts.⁵

26. The Debtor has utilized its Cash Management System in its current structure for several years as part of its ordinary and usual business practices. Given the corporate and financial structure of the Debtor, it would be difficult to establish an entirely new cash management system. To comply with the UST Guidelines, the Debtor also would need to execute new signatory cards and depository agreements and create a new manual system for issuing checks and paying postpetition obligations.⁶ The delays that would result from opening these accounts, revising cash management procedures, and instructing customers to redirect payments would disrupt the Debtor’s business.

27. In addition, the requirement to maintain all accounts separately would decentralize the Debtor’s cash management system. Courts in this District have noted that an integrated cash management system “allows efficient utilization of cash resources and recognizes

⁵ See, e.g., In re Filene’s Basement, Inc., Case No. 09-11525 (MFW) (Bankr. D. Del. May 5, 2009); In re AbitibiBowater Inc., Case No. 09-11296 (KJC) (Bankr. D. Del. Apr. 17, 2009); In re Sportsman’s Warehouse, Inc., Case No. 09-10990 (CSS) (Bankr. D. Del. Mar. 23, 2009); In re The Fairchild Corporation, Case No. 09-10899 (CSS) (Bankr. D. Del. Mar. 20, 2009); In re Masonite Corporation, Case No. 09-10844 (PJW) (Bankr. D. Del. Mar. 17, 2009); In re Robbins Bros. Corporation, Case No. 09-10708 (PJW) (Bankr. D. Del. Mar. 5, 2009); In re Nortel Networks Inc., Case No. 09-10138 (KG) (Bankr. D. Del. Jan. 15, 2009); In re Tribune Company, Case No. 08-13141 (KJC) (Bankr. Dec. 10, 2008); In re Motor Coach Industries International, Inc., Case No. 08-12136 (BLS) (Bankr. D. Del. Sept. 16, 2008); In re Linens Holding Co., Case No. 08-10832 (CSS) (Bankr. D. Del. May 2, 2008); In re Wickes Holdings, LLC, Case No. 08-10212 (KJC) (Bankr. D. Del. Feb. 5, 2008); In re Delta Financial Corp., Case No. 07-11880 (CSS) (Bankr. D. Del. Dec. 19, 2007); In re Pope & Talbot, Inc., Case No. 07-11738 (CSS) (Bankr. D. Del. Nov. 21, 2007); In re Tweeter Home Entm’t Group, Inc., Case No. 07-10787 (PJW) (Bankr. D. Del. June 13, 2007); In re Comdial Corporation, Case No. 05-11492 (CSS) (Walrath, J.) (Bankr. D. Del. May 27, 2005).

⁶ Notwithstanding anything herein to the contrary, the Debtor reserves its right to close its prepetition Bank Accounts and open new accounts as may be necessary in the Debtor’s business judgment and consistent with any postpetition debtor in possession financing arrangement approved by the Court. The Debtor will give notice, however, to the United States Trustee and any official committees that may be appointed in this chapter 11 case prior to opening or closing a bank account.

the impracticalities of maintaining separate cash accounts for the many different purposes that require cash.” In re Columbia Gas Sys., Inc., 136 B.R. 930, 934 (Bankr. D. Del. 1992), aff’d in part and rev’d in part, 997 F.2d 1039 (3d Cir. 1993). The United States Court of Appeals for the Third Circuit has agreed, emphasizing that a requirement to maintain all accounts separately “would be a huge administrative burden and economically inefficient.” Columbia Gas, 997 F.2d at 1061; see also In re Southmark Corp., 49 F.3d 1111, 1114 (5th Cir. 1995) (finding that the cash management system allows the debtor “to administer more efficiently and effectively its financial operations and assets”).

B. Maintaining the Cash Management System Will Not Harm Parties in Interest

28. Approval of the Cash Management System will greatly facilitate the Debtor’s transition into chapter 11 by, among other things, avoiding administrative inefficiencies and expenses and minimizing delays in payment of postpetition debts. Parties in interest will not be harmed by the Debtor’s maintenance of the Cash Management System, including its Bank Accounts, because the Debtor has implemented appropriate mechanisms to ensure that payments will not be made on any debts incurred before the Petition Date, other than those authorized by the Court. Specifically, the Debtor has centralized its accounts payable systems and implemented restrictions that prohibit payments from being issued without prior approval of the Debtor’s finance department.

29. In light of the Debtor’s protective measures, the Debtor submits that maintaining the Cash Management System is in the best interests of its estate and creditors.

C. The Court Should Authorize the Debtor to Continue Using Debit, Wire and Automatic Clearing House Payments

30. The Debtor requests that the Court grant further relief from the UST Guidelines to the extent they require the Debtor to make all disbursements by check. In particular, the UST

Guidelines require that all receipts and all disbursements of estate funds be made by check with a notation representing the reason for the disbursement.

31. In the ordinary course of business, the Debtor conducts transactions by debit, wire or automatic clearing house payments (“ACH Payments”) and other similar methods. In addition, a certain percentage of the Debtor’s customer receipts are received through wire payments. Moreover, certain intercompany transfers are made by wire payment. To deny the Debtor the opportunity to conduct transactions by debit, wire or ACH Payment or other similar methods would interfere with the Debtor’s performance of its contracts and unnecessarily disrupt the Debtor’s business operations.

D. The Court Should Authorize the Debtor to Continue to Use Existing Business Forms

32. As described above, in the ordinary course of business, the Debtor uses numerous varieties of business forms. To minimize expenses to the estates, the Debtor requests authority to continue to use all correspondence and business forms (including, but not limited to, letterhead, purchase orders and invoices) as such forms were in existence immediately prior to the Petition Date; provided, however, that upon depletion of the Debtor’s business forms stock, the Debtor will obtain new business forms stock reflecting its status as a debtor in possession.

33. By virtue of the nature and scope of the Debtor’s business operations, use of new business forms will increase the Debtor’s costs. Nonetheless, the Debtor will adjust its check stock to reflect its status as a debtor in possession in accordance with the UST Guidelines.

34. Because parties doing business with the Debtor undoubtedly will be aware of the Debtor’s status as a debtor in possession, changing business forms is unnecessary and unduly burdensome. In other cases, courts in this District have allowed debtors to use their prepetition

business forms without the “debtor in possession” label, at least until the debtors’ existing business forms stock was depleted.⁷

E. The Debtor Should be Permitted to Fund Certain Essential Operations of ehf

35. Additionally, the Debtor requests limited authority to fund certain essential operations of ehf. The Debtor’s stock in ehf is the central asset subject to the sale process in this chapter 11 case. Thus, maintaining the value and functionality of ehf is of paramount importance for the success of the sale transaction and, in turn, the outcome of this chapter 11 case for the Debtor’s economic stakeholders. Specifically, the Debtor is seeking to fund payroll and other employment costs for approximately 150 employees of ehf, as well as ehf’s operating costs. The sale is expected to close in January 2010. Thus, with respect to ehf, the Debtor estimates the total support costs during this short time-frame will not exceed \$6,550,000.

36. The Debtor submits that the benefit of ensuring that the assets subject to the sale are protected vastly outweighs the limited cost of funding the support costs of ehf. Additionally, the funding of the support costs of ehf is contemplated by and provided for in the budget associated with the debtor in possession financing arrangement that the Debtor is contemporaneously seeking approval of from this Court.

⁷ See, e.g., In re Filene’s Basement, Inc., Case No. 09-11525 (MFW) (Bankr. D. Del. May 5, 2009); In re AbitibiBowater Inc., Case No. 09-11296 (KJC) (Bankr. D. Del. Apr. 17, 2009); In re Sportsman’s Warehouse, Inc., Case No. 09-10990 (CSS) (Bankr. D. Del. Mar. 23, 2009); In re The Fairchild Corporation, Case No. 09-10899 (CSS) (Bankr. D. Del. Mar. 20, 2009); In re Masonite Corporation, Case No. 09-10844 (PJW) (Bankr. D. Del. Mar. 17, 2009); In re Robbins Bros. Corporation, Case No. 09-10708 (PJW) (Bankr. D. Del. Mar. 5, 2009); In re Nortel Networks Inc., Case No. 09-10138 (KG) (Bankr. D. Del. Jan. 15, 2009); In re Tribune Company, Case No. 08-13141 (KJC) (Bankr. Dec. 10, 2008); In re Motor Coach Industries International, Inc., Case No. 08-12136 (BLS) (Bankr. D. Del. Sept. 16, 2008); In re Linens Holding Co., Case No. 08-10832 (CSS) (Bankr. D. Del. May 2, 2008); In re Wickes Holdings, LLC, Case No. 08-10212 (KJC) (Bankr. D. Del. Feb. 5, 2008); In re Lillian Vernon Corporation, Case No. 08-10323 (BLS) (Bankr. D. Del. Feb. 21, 2008); In re Sharper Image Corporation, Case No. 08-10322 (KG) (Bankr. D. Del. Feb. 20, 2008); In re Tweeter Home Entm’t Group, Inc., Case No. 07-10787 (PJW) (Bankr. D. Del. June 13, 2007).

37. For all of these reasons, the Debtor believes it is necessary and appropriate to permit the Debtor to provide limited funding to ehf in an interim amount not to exceed \$3,150,000 and a final amount not to exceed \$6,550,000 (inclusive of the \$3,150,000 interim funding amount).

BANKRUPTCY RULE 6003 COMPLIANCE

38. The Debtor further submits that because the relief requested in this Motion is necessary to avoid immediate and irreparable harm to the Debtor for the reasons set forth herein, Rule 6003 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") has been satisfied.

REQUEST FOR WAIVER OF STAY

39. The Debtor further seeks a waiver of any stay of the effectiveness of the order approving this Motion under Rule 6004(h) of the Bankruptcy Rules or otherwise. As set forth above, the payments proposed herein are essential to prevent potentially irreparable damage to the Debtor's operations, value and ability to reorganize. Accordingly, the Debtor submits that ample cause exists to justify a waiver of any stay imposed by Bankruptcy Rule 6004(h), to the extent it applies, or otherwise.

NOTICE

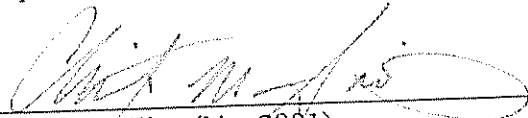
40. The Debtor has provided notice of this Motion by facsimile and/or overnight mail to: (a) the Office of the United States Trustee for the District of Delaware; (b) each of the Debtor's creditors holding the twenty (20) largest unsecured claims; (c) counsel to the Debtor's prepetition and proposed postpetition secured lender; (d) the Internal Revenue Service; (e) the Securities and Exchange Commission; (f) the United States Department of Justice; and (g) the Cash Management Banks. As this Motion is seeking first-day relief, notice of this Motion and

any order entered hereon will be served on all parties required by Local Rule 9013-1(m). Due to the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtor respectfully submits that no further notice of this Motion is required.

WHEREFORE, for the reasons set forth herein and in the First Day Affidavit, the Debtor respectfully requests that the Court enter an order, substantially in the forms attached hereto as Exhibit A and Exhibit B, respectively, (a) authorizing the Debtor to continue to use its Cash Management System, Bank Accounts and business forms; (b) authorizing the Debtor to fund the essential functions of ehf; and (c) granting such further relief as the Court may deem just and proper.

Dated: November 16, 2009
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Christopher M. Samis (No. 4909)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

*Proposed Attorneys for the Debtor and
Debtor in possession*

EXHIBIT A

(Interim Order)

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

In re:)	Chapter 11
)	
deCODE genetics, Inc. ¹)	Case No. 09- _____ ()
)	
)	
Debtor.)	

**INTERIM ORDER (I) AUTHORIZING DEBTOR TO CONTINUE USE
OF CASH MANAGEMENT SYSTEM, BANK ACCOUNTS AND BUSINESS
FORMS AND (II) AUTHORIZING DEBTOR TO FUND ESSENTIAL
OPERATIONS OF A NON-DEBTOR SUBSIDIARY**

Upon consideration of the *Motion of the Debtor and Debtor in Possession for Entry of an Order (I) Authorizing Debtor to Continue Use of Cash Management System, Bank Accounts and Business Forms and (II) Authorizing Debtor to Fund Essential Operations of a Non-debtor Subsidiary* (the "Motion"), filed by the above-captioned debtor and debtor in possession (the "Debtor"), in the above-captioned chapter 11 case; and upon the *Affidavit of Dr. Kari Stefansson, Chief Executive Officer and President of Debtor and Debtor in Possession, in Support of the First Day Motions*; the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), and (iii) notice of the Motion was sufficient under the circumstances and that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtor and its estate; and after due deliberation and sufficient cause appearing therefore;

¹ The debtor in this case, along with the last four digits of the federal tax identification number for the debtor, is deCODE genetics, Inc. (6704).

It is hereby ORDERED that,

1. The Motion is GRANTED on an interim basis to the extent provided herein until such time as the Court conducts a final hearing on this matter (the "Final Hearing Date").

2. The Final Hearing Date shall be on _____, 2009 at ____:____ a.m./p.m. (Eastern Time) and any objections or responses to the Motion shall be filed on or before five (5) business days prior to the Final Hearing Date and served on the parties required by Local Rule 2002-1(b).

3. The Debtor is authorized, but not directed, to continue using the Cash Management System as described in the Motion.

4. The Debtor is authorized to: (a) continue to use, with the same account numbers, the bank accounts in existence on the Petition Date, including, without limitation, those accounts identified on Exhibit 1 attached hereto (the "Bank Accounts"); (b) treat the Bank Accounts for all purposes as accounts of the Debtor as a debtor in possession; (c) open new debtor in possession accounts, as contemplated by the DIP Facility; and (d) use, in their present form, all correspondence and business forms (including, without limitation, letterhead, purchase orders and invoices), and other documents related to the Bank Accounts, without reference to the Debtor's status as a debtor in possession; provided however, that any new check stock will include the debtor in possessions designation.

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 Debtor pursuant to the Motion, whether presented prior to or after the Petition Date.

6. Each of the Debtor's Cash Management Banks are authorized, subject to the terms of this Order, to continue to maintain, service and administer such accounts.

7. Each of the Debtor's Cash Management Banks are authorized, subject to the terms of this Order, to debit the Debtor's accounts in the ordinary course of business on account of: (a) all checks drawn on the Debtor's accounts that are cashed at the Cash Management Banks or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (b) all checks or other items deposited in one of the Debtor's accounts with the Cash Management Banks prior to the Petition Date that have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent that the Debtor was responsible for such items prior to the Petition Date and payment of such prepetition amounts has been authorized by an order of this Court; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to the Cash Management Banks as service charges for the maintenance of the Cash Management System.

8. Any Cash Management Bank may rely on the representations of the Debtor with respect to whether any check or other payment order drawn or issued by the Debtor prior to the Petition Date should be honored pursuant to this Order, and such Cash Management Bank shall not have any liability to any party for relying on such representations by the Debtor as provided for herein.

9. The Cash Management Banks are authorized to charge, and the Debtor is authorized to pay, honor or allow, prepetition and postpetition fees, costs, charges and expenses (the "Bank Fees"), and charge back returned items to the Bank Accounts in the ordinary course.

10. The Debtor is authorized to open any new bank accounts or close any existing bank accounts as they may deem necessary and appropriate in its sole discretion; provided that the Debtor give notice to the Office of the United States Trustee for the District of

Delaware and any official committees appointed in this chapter 11 case prior to opening or closing a Bank Account.

11. The Debtor is authorized to provide funding to ehf; provided however, that the amount of such funding shall not exceed \$3,150,000 on an interim basis.

12. The Cash Management Banks are authorized to pay obligations in accordance with this or any separate order of this Court.

13. As soon as practicable after the entry of this Order, the Debtor shall serve a copy of this Order on the Cash Management Banks.

14. Rule 6003 of the Federal Rules of Bankruptcy Procedure has been satisfied.

15. Notwithstanding the possible applicability of Rule 6004(h) of the Federal Rules of Bankruptcy Procedure, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

16. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtor under any approved debtor in possession financing facility, any budget in connection therewith and any order regarding the use of cash collateral.

17. Nothing in the Motion or this Order, nor as a result of the Debtor's payment of claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity or priority of any claim against the Debtor; (b) a waiver of the Debtor's rights to dispute any claim; or (c) an approval or assumption of any agreement, contract or lease pursuant to the section 365 of the Bankruptcy Code.

18. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

19. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2009
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

(List of Bank Accounts)

Current Cash Management System Bank Accounts

Bank Name	Account Type	Account Numbers
Citizens Bank	Operating (active)	110515-996-2
Paypal	Customer Payments (active)	DLZF5NMAY6XF2
Morgan Stanley	Investment (active)	72-6049-01-8
Citizens Bank	Money Market (inactive)	110792-212-4
Citizens Bank	Savings (inactive)	1163-872265
JP Morgan Chase (Broker: Lehman)	Investment (inactive)	140-094-221
The Bank of New York (Broker: Credit Suisse)	Investment (inactive)	25C-001341
Citibank (Broker: Bear Stearns)	Investment (inactive)	9253186
Citibank (Broker: Morgan Stanley)	Investment (inactive)	40611172
Fifth Third Bank	Savings (inactive)	30169117

EXHIBIT B

(Final Order)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
deCODE genetics, Inc.¹) Case No. 09- _____ ()
)
)
)
Debtor.)

**FINAL ORDER (I) AUTHORIZING DEBTOR TO CONTINUE USE
OF CASH MANAGEMENT SYSTEM, BANK ACCOUNTS AND BUSINESS
FORMS AND (II) AUTHORIZING DEBTOR TO FUND ESSENTIAL
OPERATIONS OF A NON-DEBTOR SUBSIDIARY**

Upon consideration of the *Motion of the Debtor and Debtor in Possession for Entry of an Order (I) Authorizing Debtor to Continue Use of Cash Management System, Bank Accounts and Business Forms and (II) Authorizing Debtor to Fund Essential Operations of a Non-debtor Subsidiary* (the "Motion"), filed by the above-captioned debtor and debtor in possession (the "Debtor"), in the above-captioned chapter 11 case; and upon the *Affidavit of Dr Kari Stefansson, Chief Executive Officer and President of Debtor and Debtor in Possession, in Support of the First Day Motions*; the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), and (iii) notice of the Motion was sufficient under the circumstances and that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtor and its estate; and after due deliberation and sufficient cause appearing therefore;

¹ The debtor in this case, along with the last four digits of the federal tax identification number for the debtor, is deCODE genetics, Inc (6704)

It is hereby ORDERED that,

1. The Motion is GRANTED.
2. The Debtor is authorized to provide funding to ehf; provided however, that the amount of such funding shall not exceed \$6,550,000 on a final basis.
3. As soon as practicable after the entry of this Order, the Debtor shall serve a copy of this Order on the Cash Management Banks.
4. Notwithstanding the possible applicability of Rule 6004(h) of the Federal Rules of Bankruptcy Procedure, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.
6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2009
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT C

(List of Bank Accounts)

Current Cash Management System Bank Accounts

Bank Name	Account Type	Account Numbers
Citizens Bank	Operating (active)	110515-996-2
Paypal	Customer Payments (active)	DLZF5NMAY6XF2
Morgan Stanley	Investment (active)	72-6049-01-8
Citizens Bank	Money Market (inactive)	110792-212-4
Citizens Bank	Savings (inactive)	1163-872265
JP Morgan Chase (Broker: Lehman)	Investment (inactive)	140-094-221
The Bank of New York (Broker: Credit Suisse)	Investment (inactive)	25C-001341
Citibank (Broker: Bear Stearns)	Investment (inactive)	9253186
Citibank (Broker: Morgan Stanley)	Investment (inactive)	40611172
Fifth Third Bank	Savings (inactive)	30169117

EXHIBIT D

(Cash Management System Chart)

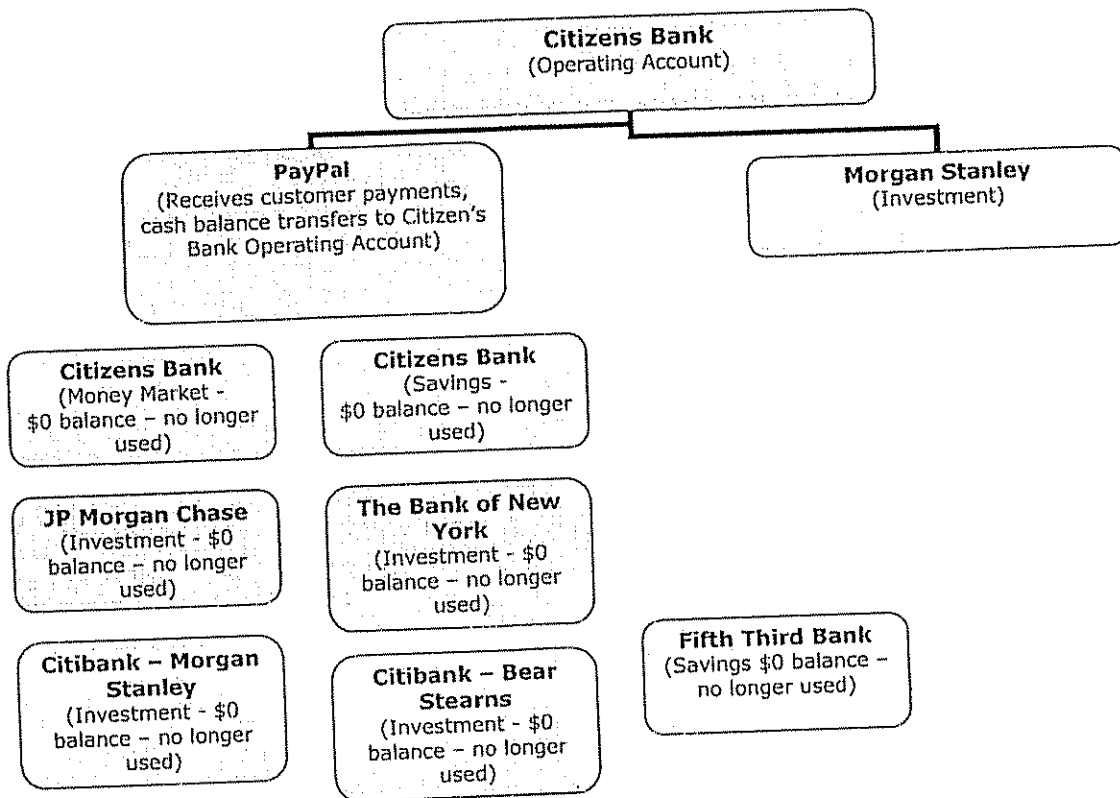


EXHIBIT B

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

In re:)	Chapter 11
)	
deCODE genetics, Inc. ¹)	Case No. 09-14063 (PJW)
)	
)	
Debtor.)	Re: Docket No. 5

**INTERIM ORDER (I) AUTHORIZING DEBTOR TO CONTINUE USE
OF CASH MANAGEMENT SYSTEM, BANK ACCOUNTS AND BUSINESS
FORMS AND (II) AUTHORIZING DEBTOR TO FUND ESSENTIAL
OPERATIONS OF A NON-DEBTOR SUBSIDIARY**

Upon consideration of the *Motion of the Debtor and Debtor in Possession for Entry of an Order (I) Authorizing Debtor to Continue Use of Cash Management System, Bank Accounts and Business Forms and (II) Authorizing Debtor to Fund Essential Operations of a Non-debtor Subsidiary* (the "Motion"), filed by the above-captioned debtor and debtor in possession (the "Debtor"), in the above-captioned chapter 11 case; and upon the *Affidavit of Dr. Kari Stefansson, Chief Executive Officer and President of Debtor and Debtor in Possession, in Support of the First Day Motions*; the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), and (iii) notice of the Motion was sufficient under the circumstances and that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtor and its estate; and after due deliberation and sufficient cause appearing therefore;

It is hereby ORDERED that,

¹ The debtor in this case, along with the last four digits of the federal tax identification number for the debtor, is deCODE genetics, Inc (6704).

1. The Motion is GRANTED on an interim basis to the extent provided herein until such time as the Court conducts a final hearing on this matter (the "Final Hearing Date").

2. The Final Hearing Date shall be on December 9, 2009 at 10:30 a.m./p.m. (Eastern Time) and any objections or responses to the Motion shall be filed on or before five (5) business days prior to the Final Hearing Date and served on the parties required by Local Rule 2002-1(b).

3. The Debtor is authorized, but not directed, to continue using the Cash Management System as described in the Motion.

4. The Debtor is authorized to: (a) continue to use, with the same account numbers, the bank accounts in existence on the Petition Date, including, without limitation, those accounts identified on Exhibit 1 attached hereto (the "Bank Accounts"); (b) treat the Bank Accounts for all purposes as accounts of the Debtor as a debtor in possession; (c) open new debtor in possession accounts, as contemplated by the DIP Facility; and (d) use, in their present form, all correspondence and business forms (including, without limitation, letterhead, purchase orders and invoices), and other documents related to the Bank Accounts, without reference to the Debtor's status as a debtor in possession; provided however, that any new check stock will include the debtor in possessions designation.

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 Debtor pursuant to the Motion, whether presented prior to or after the Petition Date.

6. Each of the Debtor's Cash Management Banks are authorized, subject to the terms of this Order, to continue to maintain, service and administer such accounts.

7. Each of the Debtor's Cash Management Banks are authorized, subject to the terms of this Order, to debit the Debtor's accounts in the ordinary course of business on account of: (a) all checks drawn on the Debtor's accounts that are cashed at the Cash Management Banks or exchanged for cashier's checks by the payees thereof prior to the Petition Date; (b) all checks or other items deposited in one of the Debtor's accounts with the Cash Management Banks prior to the Petition Date that have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent that the Debtor was responsible for such items prior to the Petition Date and payment of such prepetition amounts has been authorized by an order of this Court; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to the Cash Management Banks as service charges for the maintenance of the Cash Management System.

8. Any Cash Management Bank may rely on the representations of the Debtor with respect to whether any check or other payment order drawn or issued by the Debtor prior to the Petition Date should be honored pursuant to this Order, and such Cash Management Bank shall not have any liability to any party for relying on such representations by the Debtor as provided for herein.

9. The Cash Management Banks are authorized to charge, and the Debtor is authorized to pay, honor or allow, prepetition and postpetition fees, costs, charges and expenses (the "Bank Fees"), and charge back returned items to the Bank Accounts in the ordinary course.

10. The Debtor is authorized to open any new bank accounts or close any existing bank accounts as they may deem necessary and appropriate in its sole discretion; provided that the Debtor give prompt notice to the Office of the United States Trustee for the District of Delaware (the "UST") and any official committees appointed in this chapter 11 case

prior to opening or closing a Bank Account. Further, any bank with which the Debtor seeks to open a new bank account must be a party to a Uniform Depository Agreement ("UDA") with the UST or be willing to immediately execute a UDA with the UST.

11. The Debtor shall maintain detailed records in the ordinary course reflecting transfers of cash, if any, including any intercompany transfers, so as to permit all such transactions to be readily ascertainable.

12. The Debtor is authorized to provide funding to ehf; provided however, that the amount of such funding shall not exceed \$3,150,000 on an interim basis.

13. The Cash Management Banks are authorized to pay obligations in accordance with this or any separate order of this Court.

14. As soon as practicable after the entry of this Order, the Debtor shall serve a copy of this Order on the Cash Management Banks.

15. Rule 6003 of the Federal Rules of Bankruptcy Procedure has been satisfied.

16. Notwithstanding the possible applicability of Rule 6004(h) of the Federal Rules of Bankruptcy Procedure, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

17. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtor under any approved debtor in possession financing facility, any budget in connection therewith and any order regarding the use of cash collateral.

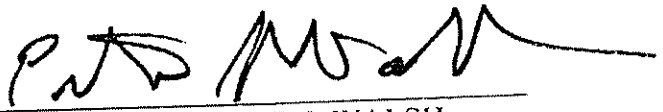
18. Nothing in the Motion or this Order, nor as a result of the Debtor's payment of claims pursuant to this Order, shall be deemed or construed as: (a) an admission as

to the validity or priority of any claim against the Debtor; (b) a waiver of the Debtor's rights to dispute any claim; or (c) an approval or assumption of any agreement, contract or lease pursuant to the section 365 of the Bankruptcy Code.

19. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

20. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: November 18, 2009
Wilmington, Delaware



THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

(List of Bank Accounts)

Current Cash Management System Bank Accounts

Bank Name	Account Type	Account Numbers
Citizens Bank	Operating (active)	110515-996-2
Paypal	Customer Payments (active)	DLZF5NMAY6XF2
Morgan Stanley	Investment (active)	72-6049-01-8
Citizens Bank	Money Market (inactive)	110792-212-4
Citizens Bank	Savings (inactive)	1163-872265
JP Morgan Chase (Broker: Lehman)	Investment (inactive)	140-094-221
The Bank of New York (Broker: Credit Suisse)	Investment (inactive)	25C-001341
Citibank (Broker: Bear Stearns)	Investment (inactive)	9253186
Citibank (Broker: Morgan Stanley)	Investment (inactive)	40611172
Fifth Third Bank	Savings (inactive)	30169117