

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:)	
)	Chapter 11
AMES HOLDING CORP., <i>et al.</i> , ¹)	
)	Case No. 09-14406 (CSS)
)	
Debtors.)	Jointly Administered
)	
)	Re: Docket No. 155

ORDER GRANTING DEBTORS' MOTION FOR AUTHORITY TO EMPLOY AND COMPENSATE PROFESSIONALS TO REPRESENT THE DEBTOR IN THE ORDINARY COURSE

This matter came to be heard upon the motion (the "Motion") of Ames Holding Corp., Axia Incorporated, TapeTech Tool Co., Inc., and Ames Taping Tool Systems, Inc. (each a "Debtor;" collectively, the "Debtors") for entry of an order pursuant to sections 105(a) and 327 of title 11 of the United States Code (the "Bankruptcy Code") for authority to employ and compensate professionals to represent the Debtors in the ordinary course;² and based upon the Motion and all of the proceedings before this Court, and after due deliberation and sufficient cause appearing therefor,

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. The Motion is GRANTED.

¹ The Debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are Ames Holding Corp. (6130), Axia Incorporated (5251), TapeTech Tool Co., Inc. (7106), and Ames Taping Tool Systems, Inc. (6440). The Debtors' corporate offices are located at 3350 Breckinridge Boulevard, Suite 100, Duluth, Georgia 30096.

² Capitalized terms used, but not otherwise defined herein, shall have the meanings ascribed to them in the Motion.

2. The Debtors be, and they hereby are, authorized and empowered, in their discretion, to employ and retain as of the Petition Date the Ordinary Course Professionals named on the list attached to the Motion as Exhibit B.

3. Payments of fees and expenses to an Ordinary Course Professional may be made, subject to availability of funds, as provided in the Motion and shall not be subject to the approval of the Court in accordance with 11 U.S.C. §§ 330 and 331, unless payments to such Ordinary Course Professional exceed \$10,000 on average per month or \$100,000 in the aggregate during the pendency of these cases. The compensation paid to the Ordinary Course Professionals described in the foregoing sentence shall nonetheless become subject to the approval of the Court in accordance with 11 U.S.C. §§ 330 and 331 if such compensation exceeds the limits set forth herein. In all other respects, such professionals shall be treated as Ordinary Course Professionals, and their retention shall be governed by this Order.

4. Approximately every 120 days, the Debtors shall file a Statement with the Court and serve such Statement upon the Notice Parties. The Statement shall include the following information for each 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 the Ordinary Course Professional during the preceding 120 days; and (c) a general description of the services rendered by the Ordinary Course Professional.

5. Within five (5) days after entry of this Order, the Debtors shall serve this Order upon each Ordinary Course Professional. On the later of (i) 30 days after entry of this Order or (ii) the date on which the Ordinary Course Professional receives notice from the Debtors that the Debtors desire to continue to employ the services of such Ordinary Course Professional, such

Ordinary Course Professional shall file with the Court, and serve upon the Notice Parties, a verified statement pursuant to Fed. R. Bankr. P. 2014, substantially in the form of the statement attached to the Motion as Exhibit C (the “OCP Affidavit”), including an explanation of pre-petition services rendered and post-petition services to be provided to the Debtors.

6. The Notice Parties shall have 20 days after the receipt of such OCP Affidavit, or such other time as may be agreed to by the Ordinary Course Professional or ordered by the Court (the “Objection Deadline”), to object to the retention of such Ordinary Course Professional. Objections, if any, shall be served upon such Ordinary Course Professional and the Notice Parties on or before the Objection Deadline. If any such objection cannot be resolved within 20 days of service, the matter shall be scheduled for hearing before the Court at the next regularly scheduled hearing or other available date otherwise agreeable to such Ordinary Course Professional, the Debtors and the Notice Party propounding the objection. If no objection is submitted on or before the Objection Deadline, or if any objection submitted is timely resolved as set forth above, then without further order of the Court, the employment, retention and compensation of such Ordinary Course Professional in accordance with this Order shall be deemed approved.

7. The Debtors are authorized, without need for further hearing or Order of the Court, to employ and retain Ordinary Course Professionals not presently listed in Exhibit B to the Motion (the “Additional Ordinary Course Professionals”) by filing with the Court a notice listing the Additional Ordinary Course Professionals that the Debtors intend to employ (each, an “OCP Notice”) and to serve the OCP Notice on the Notice Parties. Additionally, each additional Ordinary Course Professional listed in the OCP Notice shall serve an OCP Affidavit on the Notice Parties. If, within twenty (20) days of service of the OCP Affidavit, no objections are filed to any such

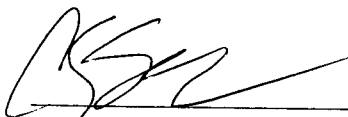
Additional Ordinary Course Professional, then retention of such Additional Ordinary Course Professional shall be deemed approved by the Court without a hearing or further order. For purposes of complying with the OCP Affidavit requirement above, the 30-day requirement for the Additional Ordinary Course Professionals shall run from the filing of the OCP Notice with the Court, but all other requirements for Ordinary Course Professionals set forth in this Order shall remain the same.

8. Notice of the Motion as provided therein shall be deemed good and sufficient notice thereof.

9. This Order shall be immediately effective.

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

Dated: 2/17, 2010
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE