

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)
)	
)	(Joint Administration Requested)
Debtors.)	
_____)	Re: Docket No. 6

ORDER AUTHORIZING DEBTORS' CONTINUED USE OF EXISTING BANK ACCOUNTS AND CASH MANAGEMENT SYSTEM AND GRANTING RELATED RELIEF

Pending before the Court is the *Motion of the Debtors for an Order (i) Authorizing Continued Use of Existing Cash Management System, (ii) Authorizing Continued Use of Existing Bank Accounts and Forms, (iii) Authorizing the Continuation of Certain Intercompany Transactions, (iv) Granting An Extension of Time to Comply With Section 345(b) of the Bankruptcy Code, and (v) Granting Administrative Expense Status to Post-Petition Intercompany Transactions* (the "Motion") filed by the Debtors² on December 15, 2009; the Motion having been heard by the Court at a hearing held on December 16, 2009 (the "Hearing"); the Court having concluded that (a) it has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334, and that this is a core proceeding pursuant to 28 U.S.C. § 157(b); (b) notice of the Motion was sufficient under the circumstances; (c) the relief requested in the Motion is essential to the smooth and efficient operation of the Debtors' respective businesses and is in the best

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 in this Order, unless otherwise defined herein, shall have the meanings ascribed to such terms in the Motion.

interests of the Debtors' respective estates and creditors; and (d) sufficient cause supports the relief sought in the Motion; it is

ORDERED that the Motion is GRANTED to the extent provided herein; and it further

ORDERED that each Debtor is authorized and empowered, pursuant to sections 105(a), 345(b), and 363(c)(1) of the Bankruptcy Code, to maintain its existing Cash Management System; and it is further

ORDERED that each Debtor is authorized but not directed, in the exercise of its business judgment, to maintain and continue to use, with the same account numbers, each of the bank accounts listed on Exhibit B to the Motion (the "Bank Accounts"); and it is further

ORDERED that the Debtors are further authorized to (i) use, in their present form, the existing checks relating to the Bank Accounts; provided, however, that upon depletion of the Debtors' business forms stock, the Debtors will obtain new business forms stock reflecting their status as debtors-in-possession and (ii) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors-in-possession; and it is further

ORDERED that the banks listed on Exhibit B to the Motion (the "Banks") are hereby authorized and directed to continue to service and administer each Bank Account as accounts of the Debtors as debtors-in-possession without interruption and in the usual and ordinary course and to honor each Debtor's requests to receive, process, honor and pay any and all checks drawn on the Bank Accounts after December 14, 2009 (the "Petition Date") by the holders or makers thereof, as the case may be; provided, however, that any check drawn or issued by a Debtor before the Petition Date may be honored by a Bank only if authorized by other Order of the Court; and it is further

ORDERED that any Bank may rely on the representations of a Debtor with respect to whether any check or other transfer drawn or issued by such Debtor prior to the Petition Date should be honored pursuant to this Order, and such Bank shall not have any liability to any party for relying on such representations by such Debtor as provided for herein; and it is further

ORDERED that no Debtor shall make any request to the Banks to honor any check or other transfer drawn or issued by any Debtor prior to the Petition Date unless authorized by Order of the Court; and it is further

ORDERED that nothing contained herein shall prevent any Debtor from opening any new bank accounts or closing any existing Bank Accounts as such Debtor may deem necessary and appropriate, subject to the terms and conditions of the Credit Agreement; provided, however, that prior to establishing any new account or closing an existing account, such Debtor must provide at least three (3) days notice to the United States Trustee, to any official committee of unsecured creditors appointed in these chapter 11 cases and counsel to the Debtors' prepetition secured lenders; and it is further

ORDERED for banks that are party to a Uniform Depository agreement with the Office of the United State Trustee for the District of Delaware, that the Debtors are directed to contact the banks, within fifteen (15) days from the date of entry of this Order, to internally code each of the Debtors' Bank Accounts as "Debtor-in-Possession" accounts to ensure compliance with section 345 of the Bankruptcy Code, and the Debtors are also directed to provide any such correspondence and any response thereto to the United States Trustee; and it is further

ORDERED for banks that are not party to a Uniform Depository agreement with the Office of the United states Trustee for the District of Delaware, that the Debtors shall use their

good-faith efforts to cause the bank to execute a Uniform Depository agreement in a form prescribed by the Office of the United States Trustee within forty-five (45) days of the date of entry of this Order; and it is further

ORDERED that the Debtors are authorized to continue certain intercompany transactions by and among the Debtors and by and among the Debtors and Ames Canada, provided that the Debtors will not make any loans or other extensions of creditor to Ames Canada; and it is further

ORDERED that any Intercompany Claims created subsequent to the Petition Date against any Debtor as a result of Intercompany Transactions between and among the Debtors and between and among the Debtors and Ames Canada are hereby granted administrative priority status pursuant to 11 U.S.C. § 507(a)(2); and it is further

ORDERED that, except as provided herein, each Debtor is authorized to continue to use its existing checks without alteration and without the designation “Debtor in Possession” or “DIP” imprinted upon them; and it is further

ORDERED that the Debtors’ time to comply with section 345(b) of the Bankruptcy Code is hereby extended for a period of sixty (60) days from the date of this Order (the “Extension Period”); provided, however, that such extension is without prejudice to the Debtors’ right to request a further extension of the Extension Period or the waiver of the requirements of section 345(b) in these cases; and it is further

ORDERED that (i), to the extent applicable, the fourteen-day stay under Fed. R. Bankr. P. 6004(h) is hereby waived with respect to this Order and (ii) the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters

arising from the implementation of this Order.

Dated: December 16, 2009
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE