

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

IN RE:	)	Chapter 11
)	
MOLL INDUSTRIES, INC., <i>et al.</i> , ¹	)	Case No. 10-11371 (MFW)
)	
Debtors.	)	Jointly Administered
)	
	)	Related Docket Nos. 6 and 32

CERTIFICATION OF COUNSEL REGARDING DOCKET NO. 6

The undersigned, proposed counsel for Moll Industries, Inc. and its affiliated debtors (the “Debtors”), debtors and debtors-in-possession in the captioned cases, hereby certifies as follows:

1. On April 27, 2010, the Debtors’ filed their *Motion for Order Authorizing Debtors To (A) Continue and Maintain Consolidated Cash Management System and Existing Bank Accounts; (B) Continue Use of Existing Business Forms; and (C) Granting Interim and Final Waiver of Section 345 Requirements* (the “Motion”) (Docket No. 6).

2. On April 29, 2010, the Court entered an *Interim Order (A) Continue and Maintain Consolidated Cash Management System and Existing Bank Accounts; (B) Continue Use of Existing Business Forms; and (C) Granting Interim and Final Waiver of Section 345 Requirements* (Docket No. 32).

3. The undersigned certifies that (i) he has received no answer, objection or responsive pleading with respect to the Motion and (ii) he has reviewed the Court’s docket in this case and no answer, objection or other responsive pleading to the Motion appears thereon.

Pursuant to the Notice of Motion, objections to the Motion were to be filed and served no later

¹ The Debtors in these cases are as follows: Moll Industries, Inc., Case No. 10-11371 (MFW); Moll Holdings, Inc., Case No. 10-11372 (MFW); Moll Europe Holdings, LLC, Case No. 10-11373 (MFW); and Moll Latin America Holdings, LLC, Case No. 10-11374 (MFW).

Docket No. 62
Date 5/19/2010

than May 14, 2010 at 4:00 p.m. The objection deadline was extended to May 18, 2010 for the Official Committee of Unsecured Creditors.

4. A proposed Final Order granting the Motion (the "Proposed Final Order is attached hereto as Exhibit A. A redlined version of the Proposed Final Order showing changes from the Interim Order is attached hereto as Exhibit B.

WHEREFORE, the Debtors respectfully request that this Honorable Court enter the Final Order attached hereto as Exhibit A.

Date: May 19, 2010
Wilmington, DE

SULLIVAN · HAZELTINE · ALLINSON LLC

/s/ William A. Hazeltine

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Proposed attorneys for Debtors and Debtors-in-Possession

EXHIBIT A

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

IN RE:	)	Chapter 11
)	
MOLL INDUSTRIES, INC., <i>et al.</i> , ¹	)	Case No. 10-11371 (MFW)
	)	Joint Administration Pending
)	
Debtors.	)	Related Docket Nos. 6 and 32

**FINAL ORDER GRANTING DEBTORS' MOTION FOR ORDER
AUTHORIZING DEBTORS TO (A) CONTINUE AND MAINTAIN
CONSOLIDATED CASH MANAGEMENT SYSTEM AND EXISTING
BANK ACCOUNTS; (B) CONTINUE USE OF EXISTING BUSINESS
FORMS; AND (C) GRANTING INTERIM WAIVER OF SECTION 345**

Upon the Motion² of Moll Industries, Inc. and its affiliated debtors, as debtors and debtors-ins-possession (the “Debtors”), pursuant to Sections 105(a), 345 and 363(b) of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), for an order authorizing the Debtors to continue and maintain their existing cash management system and existing bank accounts, continue using their existing business forms, and granting a waiver the requirements of Section 345 of the Bankruptcy Code; and upon consideration of the Declaration of Jeffrey C. Merritt in Support of First Day Motions and Applications; and the Court finding that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was due and proper under the circumstances; and the Court having entered an Order granting the relief requested in the Motion on an interim basis (Docket No. 28); and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and after due deliberation, and good and sufficient cause appearing therefore, it is hereby:

¹ The Debtors in these cases are as follows: Moll Industries, Inc., Case No. 10-11371 (MFW); Moll Holdings, Inc., Case No. 10-11372 (MFW); Moll Europe Holdings, LLC, Case No. 10-11373 (MFW); and Moll Latin America Holdings, LLC, Case No. 10-11374 (MFW).

² Unless it is plainly apparent from the context that another meaning is intended, all capitalized terms not otherwise defined shall have the meanings ascribed to them in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED on a Final basis as set forth herein.
2. The Debtors are hereby authorized to continue to use their Cash Management System and consolidate the management of their cash and cash equivalents including, without limitation, the transfer of funds in the ordinary course of business, when and in the amounts determined by the Debtors to be necessary to maintain the various aspects of their business operations.
3. The Debtors are hereby authorized to maintain and continue to use the Bank Accounts, and any other accounts of the Debtors maintained with the Banks, with the same account numbers, provided, however, that the Debtors shall be required to maintain their books and records so that intercompany transfers can be readily ascertained.
4. The Bank Accounts and any other accounts of the Debtors shall be treated for all purposes as accounts of the Debtors as debtors-in-possession.
5. The Debtors are hereby authorized to use, in their present form, pre-petition Business Forms provided, however, that the Debtors shall add a "DIP" designation to their checks when and if their currently-existing supply of checks is exhausted.
6. The requirements of Section 345 of the Bankruptcy Code shall be waived with respect to the Bank Accounts and any other accounts of the Debtors with the Banks.
7. For any of the Banks that are party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, the Debtors are directed to contact such 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 U.S. Trustee.

8. For any of the Banks that are not party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, the Debtors shall use their good-faith efforts to cause such Banks 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.

9. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

10. Notwithstanding any applicability of Bankruptcy Rule 6004, the terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order.

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

Dated: May ___, 2010
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE



EXHIBIT B

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

IN RE:	)	Chapter 11
)	
MOLL INDUSTRIES, INC., <i>et al.</i> , ¹	)	Case No. 10-11371 (MFW)
	)	Joint Administration Pending
)	
Debtors.	)	Related Docket No. Nos. 6 ——— and 32

**INTERIM/FINAL ORDER GRANTING DEBTORS' MOTION FOR ORDER
AUTHORIZING DEBTORS TO (A) CONTINUE AND MAINTAIN
CONSOLIDATED CASH MANAGEMENT SYSTEM AND EXISTING
BANK ACCOUNTS; (B) CONTINUE USE OF EXISTING BUSINESS
FORMS; AND (C) GRANTING INTERIM WAIVER OF SECTION 345**

Upon the Motion² of Moll Industries, Inc. and its affiliated debtors, as debtors and debtors-ins-possession (the “Debtors”), pursuant to Sections 105(a), 345 and 363(b) of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), for an order authorizing the Debtors to continue and maintain their existing cash management system and existing bank accounts, continue using their existing business forms, and granting a waiver the requirements of Section 345 of the Bankruptcy Code; and upon consideration of the Declaration of Jeffrey C. Merritt in Support of First Day Motions and Applications; and the Court finding that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was due and proper under the circumstances; and the Court having entered an Order granting the relief requested in the Motion on an interim basis (Docket No. 28); and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and after due deliberation, and good and sufficient cause appearing therefore, it is hereby:

¹ The Debtors in these cases are the following entities as follows: Moll Industries, Inc., Case No. 10-11371 (MFW); Moll Holdings, Inc., Case No. 10-11372 (MFW); Moll Europe Holdings, LLC, Case No. 10-11373 (MFW); and Moll Latin America Holdings, LLC, Case No. 10-11374 (MFW).

² Unless it is plainly apparent from the context that another meaning is intended, all capitalized terms not otherwise defined shall have the meanings ascribed to them in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED on a Final basis as set forth herein.

2. The Debtors are hereby authorized to continue to use their Cash Management System and consolidate the management of their cash and cash equivalents including, without limitation, the transfer of funds in the ordinary course of business, when and in the amounts determined by the Debtors to be necessary to maintain the various aspects of their business operations.

3. The Debtors are hereby authorized to maintain and continue to use the Bank Accounts, and any other accounts of the Debtors maintained with the Banks, with the same account numbers, provided, however, that the Debtors shall be required to maintain their books and records so that intercompany transfers can be readily ascertained.

4. The Bank Accounts and any other accounts of the Debtors shall be treated for all purposes as accounts of the Debtors as debtors-in-possession.

5. The Debtors are hereby authorized to use, in their present form, pre-petition Business Forms provided, however, that the Debtors shall add a "DIP" designation to their checks when and if their currently-existing supply of checks is exhausted.

6. The requirements of Section 345 of the Bankruptcy Code shall be waived with respect to the Bank Accounts and any other accounts of the Debtors with the Banks ~~for an interim period of 45 days.~~

7. For any of the Banks that are party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, the Debtors are directed to contact such 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 U.S. Trustee.

8. For any of the Banks that are not party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, the Debtors shall use their good-faith efforts to cause such Banks 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.

~~9. — A final hearing will be held on May 20, 2010 at 3:00 p.m. prevailing Eastern time to consider the Debtors' request for a waiver of the requirements of Section 345 on a final basis. Objections to the Motion, if any, must be filed and served so as to be received by counsel for the Debtors no later than 4:00 p.m. on the day that is seven days prior to the final hearing. In the absence of an objection, the Court may enter the relief requested in the Motion without further notice or a hearing.~~

~~10. — In the absence of objection, the Court may further extend such waiver for an appropriate period without further hearing.~~

~~119.~~ The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

~~1210.~~ Notwithstanding any applicability of Bankruptcy Rule 6004, the terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order.

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

Dated: ~~April~~ May ____, 2010
Wilmington, Delaware

THE HONORABLE ~~BRENDAN L.~~
~~SHANNON~~ MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

Miscellaneous:10-11371-MFW Moll Industries, Inc.

Type: bk Chapter: 11 v
 Assets: y Judge: MFW

Office: 1 (Delaware)
 Case Flag: LEAD, CLMSAGNT,
 PlnDue, DsclsDue

U.S. Bankruptcy Court**District of Delaware**

Notice of Electronic Filing

The following transaction was received from William A. Hazeltine entered on 5/19/2010 at 10:52 AM EDT and filed on 5/19/2010

Case Name: Moll Industries, Inc.

Case Number: 10-11371-MFW

Document Number: 62

Docket Text:

Certification of Counsel (related document(s)[6], [32]) Filed by Moll Industries, Inc.. (Attachments: # (1) Exhibit A# (2) Exhibit B) (Hazeltine, William)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:C:\fakepath\COC re DI 6.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=983460418 [Date=5/19/2010] [FileNumber=8464760-0]
 [04f96019cc4217b30dad21b4851b7646cb1c64f467b273c456f0a6c5da79419002a8
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Document description:Exhibit A

Original filename:C:\fakepath\COC re DI 6 - Ex A.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=983460418 [Date=5/19/2010] [FileNumber=8464760-1]
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Document description:Exhibit B

Original filename:C:\fakepath\COC re DI 6 - Ex B.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=983460418 [Date=5/19/2010] [FileNumber=8464760-2]
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10-11371-MFW Notice will be electronically mailed to:

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