

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

IN RE:	)	Chapter 11
	)	
MOLL INDUSTRIES, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 10-11371 (MFW)
	)	
Debtors.	)	Jointly Administered
	)	
	)	<b>Related Docket Nos. 10 and 28</b>

**CERTIFICATION OF COUNSEL REGARDING FINAL  
ORDER UNDER SECTION 366 OF THE BANKRUPTCY CODE (I)  
PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING OR  
DISCONTINUING SERVICE, (II) DEEMING UTILITIES ADEQUATELY  
ASSURED OF PAYMENT, AND (III) ESTABLISHING PROCEDURES  
FOR DETERMINING ADEQUATE ASSURANCE OF PAYMENT**

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 Of Debtors Pursuant To Sections 105(a) And 366 of the Bankruptcy Code for Order (I) Prohibiting Utilities From Altering, Refusing, or Discontinuing Service, (II) Deeming Utilities Adequately Assured of Future Payment, and (III) Establishing Procedures for Determining Adequate Assurance of Payment (the “Motion”) (D.I. No. 10).

2. On April 29, 2010, the Court entered its Interim Order (I) Prohibiting Utilities From Altering, Refusing, or Discontinuing Service, (II) Deeming Utilities Adequately Assured of Future Payment, and (III) Establishing Procedures for Determining Adequate Assurance of Payment (the “Interim Order”) (Docket No. 28).

<sup>1</sup> 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. 83  
Date 5-20-10

3. On April 30, 2010, the Debtors filed their Notice of Entry of Interim Order and Notice of Final Hearing (the "Notice") (Docket No. 36).

4. The undersigned certifies that (i) he has received no formal 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, objections to the Motion were to be filed and served no later than May 13, 2010 at 4:00 p.m. The objection deadline was extended to May 18, 2010 for the Official Committee of Unsecured Creditors.

5. The Debtors did receive an informal objection from Randolph Electric Membership Cooperative ("REMC"). The Debtors and REMC have resolved that Objection pursuant to the terms of the revised proposed order with respect to the Motion attached hereto as Exhibit A (the "Proposed Order"). A redlined version of the Proposed 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*

William A. Hazeltine (No. 3294)

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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> , <sup>1</sup>	)	Case No. 10-11371 (MFW)
	)	Joint Administration Pending
Debtors.	)	
	)	<b>Related Docket No. 10 and 28</b>

**FINAL ORDER UNDER SECTION 366 OF THE BANKRUPTCY CODE (I)  
PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING OR  
DISCONTINUING SERVICE, (II) DEEMING UTILITIES ADEQUATELY  
ASSURED OF PAYMENT, AND (III) ESTABLISHING PROCEDURES  
FOR DETERMINING ADEQUATE ASSURANCE OF PAYMENT**

Upon the Motion (the "Motion") of Moll Industries, Inc. and its affiliated Debtors, as Debtors and Debtors-in-possession (the "Debtors"), for entry of an order, pursuant to Sections 105(a) and 331 of the Bankruptcy Code, (i) prohibiting the Utility Companies<sup>2</sup> from altering, refusing or discontinuing services, or discriminating against the Debtors on account of pre-petition invoices, (ii) deeming the Utility Companies to be adequately assured of payment on the basis of the Proposed Adequate Assurance (as defined below), and (iii) establishing procedures for resolving requests for additional assurance of payment; 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. 32), and it appearing that the relief

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<sup>1</sup> 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).

<sup>2</sup>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.

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:

ORDERED, ADJUDGED and DECREED that:

1. This Motion is GRANTED on a Final basis.
2. Except as otherwise set forth herein, all Utility Companies are: (i) prohibited from discontinuing, altering or refusing services to the Debtors on account of the commencement of this Chapter 11 case or any unpaid pre-petition charges; (ii) prohibited from discriminating against the Debtors, or requiring payment of a security deposit or receipt of any other security from the Debtors for continued service, as a result of the Debtors' commencement of this Chapter 11 case or any outstanding pre-petition invoices; and (iii) deemed to have received adequate assurance of payment in compliance with section 366 of the Bankruptcy Code.
3. Within ten (10) business days of the First Day Hearing, the Debtors shall provide a deposit to each Utility Company equal to the value of one-half month of the cost of such Utility Company's average monthly service, as interim adequate assurance.
4. The Utility Companies will be required to return the Adequate Assurance Deposit within the earlier of fifteen (15) days of the effective date of any confirmed plan of reorganization, or the date that the Debtors cease using the services provided by such Utility Company, including upon the closing on a sale of the Debtors' assets.
5. The Adequate Assurance Procedures for determining requests for additional assurance of payment as described in the Motion are approved on a Final basis as follows:
  - (a) Absent any further order of the Court and except as otherwise provided herein, Utility Companies will not be able to alter, refuse or discontinue service to, or discriminate against, the Debtors on account of the commencement of this Chapter 11 case or any unpaid pre-petition charges, and will not be permitted to demand payment of an additional deposit or receipt of other security in connection with any unpaid pre-petition charges;

(b) The Debtors will serve the Final Order via facsimile (if known) and first class mail within three (3) business days after the date that the Final Order is entered by the Court, on each of the Utility Companies identified on Exhibit A attached hereto. In the event that any Utility Company inadvertently has been omitted from Exhibit A, the Debtors, upon discovery of such omission, will file with the Court an amended Exhibit A (the "Amended Exhibit") adding the name of each inadvertently omitted and subsequently discovered Utility Company (the "Added Utility Companies"), and will promptly serve on each Added Utility Company the Motion, the Amended Exhibit and the Final Order or, if it has been entered, the Final Order (each such service, a "Supplemental Service") and each Added Utility Company will be subject to the terms of this Order;

(c) Any Utility Company will be able to submit a request for additional assurance of payment (an "Additional Payment Request") by submitting the request to counsel to the Debtors, Sullivan Hazeltine Allinson LLC, 4 East 8<sup>th</sup> Street, Suite 400, Wilmington, DE 19801, Attn: William A. Hazeltine, Esq.;

(d) Any Additional Payment Request must be in writing and: (i) set forth the location for which utility services are provided; (ii) include a summary of the Debtors' payment history relevant to the affected account(s), including any security deposits or other prepayments or assurances previously provided by the Debtors; (iii) describe in sufficient detail the reason(s) why the treatment afforded pursuant to the procedures set forth herein do not constitute satisfactory adequate assurance of payment; and (iv) include a proposal for what treatment would constitute adequate assurance of payment from the Debtors along with an explanation of why such proposal is reasonable;

(e) If a Utility Company makes an Additional Payment Request that the Debtors believe is reasonable, the Debtors will be authorized to comply, in their sole discretion, with such request without further order of the Court;

(f) If the Debtors believe that a Utility Company's Additional Payment Request is unreasonable, the Debtors shall promptly bring on for hearing at the next regularly scheduled omnibus hearing date a motion, pursuant to section 366(c)(2) of the Bankruptcy Code, seeking a determination from the Court that Proposed Adequate Assurance, plus any additional consideration offered by the Debtors, constitutes adequate assurance of payment (the "Determination Hearing");

(g) Pending resolution of a Utility Company's Additional Payment Request at a Determination Hearing, such Utility Company will be prohibited from altering, refusing or discontinuing service to the Debtors or discriminating against the Debtors on account of the commencement of these Chapter 11 cases or any unpaid pre-petition charges; and

(h) Based on the establishment of the Proposed Adequate Assurance, a Utility Company will be deemed to have adequate assurance of payment unless and until a future order of the Court is entered requiring further assurance of payment.

6. Within three (3) business days of entry of this Final Order, the Debtors shall serve this Final Order via facsimile (if known) and first class mail on the Utility Companies and on all other parties required to receive service hereunder.

7. Notwithstanding anything to the contrary in this Final Order, Randolph Electric Membership Cooperative ("REMC") shall be carved out of this Final Order upon the execution of an adequate assurance agreement between the Debtors and REMC, and such agreement entered into between the Debtors and REMC shall supersede this Final Order.

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

9. Notwithstanding the relief granted herein and any action taken pursuant hereto, nothing herein shall be deemed: (i) an admission as to the validity of any claim against the Debtors; (ii) a waiver of the Debtors' right to dispute any claim on any grounds; (iii) a promise or requirement to pay any claim; (iv) an implication or admission that any particular claim is of a type specified or defined hereunder; (v) a request or authorization to assume any agreement, contract or lease pursuant to Section 365 of the Bankruptcy Code; (vi) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (vii) a finding that any entity is or is not a Utility Company hereunder or under Section 366 of the Bankruptcy Code, whether or not such entity is listed on Exhibit A to the Motion.

10. Notwithstanding anything to the contrary contained in the Motion or this Order, any payment to be made, or authorization contained hereunder, shall be subject to the requirements imposed on the Debtors under any order regarding the use of cash collateral.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Final Order.

Dated: May \_\_, 2010  
Wilmington, Delaware

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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> , <sup>1</sup>	)	Case No. 10-11371 (MFW)
	)	Joint Administration Pending
Debtors.	)	
	)	<b>Related Docket No. 10 <u>and 28</u></b>

**INTERIM/FINAL ORDER UNDER SECTION 366 OF THE BANKRUPTCY CODE (I)  
PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING OR  
DISCONTINUING SERVICE, (II) DEEMING UTILITIES ADEQUATELY  
ASSURED OF PAYMENT, AND (III) ESTABLISHING PROCEDURES  
FOR DETERMINING ADEQUATE ASSURANCE OF PAYMENT**

Upon the Motion (the "Motion") of Moll Industries, Inc. and its affiliated Debtors, as Debtors and Debtors-in-possession (the "Debtors"), for entry of an order, pursuant to Sections 105(a) and 331 of the Bankruptcy Code, (i) prohibiting the Utility Companies<sup>2</sup> from altering, refusing or discontinuing services, or discriminating against the Debtors on account of pre-petition invoices, (ii) deeming the Utility Companies to be adequately assured of payment on the basis of the Proposed Adequate Assurance (as defined below), and (iii) establishing procedures for resolving requests for additional assurance of payment; 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. 32), and it appearing that the relief

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<sup>1</sup> 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).

<sup>2</sup>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.

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:

ORDERED, ADJUDGED and DECREED that:

1. This Motion is GRANTED on an ~~interim basis pending entry of a Final Order~~ basis.

2. Except as otherwise set forth herein, ~~pending entry of the Final Order~~, all Utility Companies are: (i) prohibited from discontinuing, altering or refusing services to the Debtors on account of the commencement of this Chapter 11 case or any unpaid pre-petition charges; (ii) prohibited from discriminating against the Debtors, or requiring payment of a security deposit or receipt of any other security from the Debtors for continued service, as a result of the Debtors' commencement of this Chapter 11 case or any outstanding pre-petition invoices; and (iii) deemed to have received adequate assurance of payment in compliance with section 366 of the Bankruptcy Code.

3. Within ten (10) business days of the First Day Hearing, the Debtors shall provide a deposit to each Utility Company equal to the value of one-half month of the cost of such Utility Company's average monthly service, as interim adequate assurance.

4. The Utility Companies will be required to return the Adequate Assurance Deposit within the earlier of fifteen (15) days of the effective date of any confirmed plan of reorganization, or the date that the Debtors cease using the services provided by such Utility Company, including upon the closing on a sale of the Debtors' assets.

5. The Adequate Assurance Procedures for determining requests for additional assurance of payment as described in the Motion are approved on an ~~interim~~ Final basis as follows:

(a) Absent any further order of the Court and except as otherwise provided herein, Utility Companies will not be able to alter, refuse or discontinue service to, or discriminate against, the Debtors on account of the commencement of this Chapter 11 case or any unpaid pre-petition charges, and will not be permitted to demand payment of an additional deposit or receipt of other security in connection with any unpaid pre-petition charges;

(b) The Debtors will serve the ~~Motion and the Interim~~Final Order via facsimile (if known) and first class mail within three (3) business days after the date that the ~~Interim~~Final Order is entered by the Court, on each of the Utility Companies identified on Exhibit A attached hereto. In the event that any Utility Company inadvertently has been omitted from Exhibit A, the Debtors, upon discovery of such omission, will file with the Court an amended Exhibit A (the "Amended Exhibit") adding the name of each inadvertently omitted and subsequently discovered Utility Company (the "Added Utility Companies"), and will promptly serve on each Added Utility Company the Motion, the Amended Exhibit and the ~~Interim~~Final Order or, if it has been entered, the Final Order (each such service, a "Supplemental Service") and each Added Utility Company will be subject to the terms of this Order;

(c) Any Utility Company will be able to submit a request for additional assurance of payment (an "Additional Payment Request") by submitting the request to counsel to the Debtors, Sullivan Hazeltine Allinson LLC, 4 East 8<sup>th</sup> Street, Suite 400, Wilmington, DE 19801, Attn: William A. Hazeltine, Esq.;

(d) Any Additional Payment Request must be in writing and: (i) set forth the location for which utility services are provided; (ii) include a summary of the Debtors' payment history relevant to the affected account(s), including any security deposits or other prepayments or assurances previously provided by the Debtors; (iii) describe in sufficient detail the reason(s) why the treatment afforded pursuant to the procedures set forth herein do not constitute satisfactory adequate assurance of payment; and (iv) include a proposal for what treatment would constitute adequate assurance of payment from the Debtors along with an explanation of why such proposal is reasonable;

(e) If a Utility Company makes an Additional Payment Request that the Debtors believe is reasonable, the Debtors will be authorized to comply, in their sole discretion, with such request without further order of the Court;

(f) If the Debtors believe that a Utility Company's Additional Payment Request is unreasonable, the Debtors shall promptly bring on for hearing at the next regularly scheduled omnibus hearing date a motion, pursuant to section 366(c)(2) of the Bankruptcy Code, seeking a determination from the Court that Proposed Adequate Assurance, plus any additional consideration offered by the Debtors, constitutes adequate assurance of payment (the "Determination Hearing");

(g) Pending resolution of a Utility Company's Additional Payment Request at a Determination Hearing, such Utility Company will be prohibited from altering, refusing

or discontinuing service to the Debtors or discriminating against the Debtors on account of the commencement of these Chapter 11 cases or any unpaid pre-petition charges; and

(h) Based on the establishment of the Proposed Adequate Assurance, a Utility Company will be deemed to have adequate assurance of payment unless and until a future order of the Court is entered requiring further assurance of payment.

6. Within three (3) business days of entry of this ~~Interim~~Final Order, the Debtors shall serve ~~the Motion and this Interim~~Final Order via facsimile (if known) and first class mail on the Utility Companies and on all other parties required to receive service hereunder.

~~7. A final hearing, on the Motion will be held on May 20, 2010, at 3:00 p.m. (prevailing Eastern Time). 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.~~

7. Notwithstanding anything to the contrary in this Final Order, Randolph Electric Membership Cooperative ("REMC") shall be carved out of this Final Order upon the execution of an adequate assurance agreement between the Debtors and REMC, and such agreement entered into between the Debtors and REMC shall supersede this Final Order.

8. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this ~~Interim~~ Order. ~~If no objections are filed to the Motion, this Court may enter a final order on the Motion without further notice or hearing.~~Final Order.

9. Notwithstanding the relief granted herein and any action taken pursuant hereto, nothing herein shall be deemed: (i) an admission as to the validity of any claim against the Debtors; (ii) a waiver of the Debtors' right to dispute any claim on any grounds; (iii) a promise or requirement to pay any claim; (iv) an implication or admission that any particular claim is of a type specified or defined hereunder; (v) a request or authorization to assume any agreement,

contract or lease pursuant to Section 365 of the Bankruptcy Code; (vi) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (vii) a finding that any entity is or is not a Utility Company hereunder or under Section 366 of the Bankruptcy Code, whether or not such entity is listed on Exhibit A to the Motion.

10. Notwithstanding anything to the contrary contained in the Motion or this Order, any payment to be made, or authorization contained hereunder, shall be subject to the requirements imposed on the Debtors under any order regarding the use of cash collateral.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this ~~Interim~~Final Order.

Dated: ~~April~~May \_\_, 2010  
Wilmington, Delaware

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

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

Type: bk

Chapter: 11 v

Office: 1 (Delaware)

Assets: y

Judge: MFW

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 5/20/2010 at 5:21 PM EDT and filed on 5/20/2010

**Case Name:** Moll Industries, Inc.**Case Number:** 10-11371-MFW**Document Number:** 83**Docket Text:**

Certification of Counsel (related document(s)[10], [28]) Filed by Moll Industries, Inc.. (Hazeltine, William)

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

**Document description:**Main Document**Original filename:**C:\fakepath\COC re DI 10.pdf**Electronic document Stamp:**

[STAMP bkecfStamp\_ID=983460418 [Date=5/20/2010] [FileNumber=8472052-0]  
[7c8ce95b54dbeb674d309cdd34047c429e7ac7f268e27724984254a3524c68c7154f  
a63f99bf08abef39476049cd459c908036f2c177634dbd9d68a378801c55]]

**10-11371-MFW Notice will be electronically mailed to:**

Donald F. Baty on behalf of Creditor Aastrom Biosciences, Inc.  
dfb@honigman.com

David L. Buchbinder  
david.l.buchbinder@usdoj.gov, david.l.buchbinder@usdoj.gov

Mark L. Desgrosseilliers on behalf of Creditor Committee Official Committee of Unsecured Creditors  
mdesgrosseilliers@wcsr.com, pgroff@wcsr.com

William A. Hazeltine on behalf of Debtor Moll Europe Holdings, LLC  
Bankruptcy001@sha-llc.com

Richard W. Riley on behalf of Creditor NexBank, SSB