**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE SOUTHERN DISTRICT OF TEXAS**
**HOUSTON DIVISION**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
| ASCEND ELEMENTS, INC., *et al.*,[1] | ) | Case No. 26-90440 (CML) |
| Debtors. | ) | (Jointly Administered) |

**CERTIFICATE OF NO OBJECTION REGARDING EMERGENCY MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE TO OPERATE THEIR EXISTING CASH MANAGEMENT SYSTEM; (B) MAINTAIN THEIR EXISTING BANK ACCOUNTS; (C) PAY RELATED PREPETITION OBLIGATIONS; AND (D) CONTINUE TO PERFORM INTERCOMPANY TRANSACTIONS; AND (II) GRANTING RELATED RELIEF**

[Relates to Dkt. No. 7]

Pursuant to the *Procedures for Complex Cases in the Southern District of Texas* (the "Complex Case Procedures"), the undersigned counsel for the above-captioned debtors (the "Debtors") certifies as follows:

1. On April 9, 2026, the Debtors filed the *Debtors' Emergency Motion for Entry of Interim and Final Orders (i) Authorizing the Debtors to (A) Continue to Operate Their Existing Cash Management System; (B) Maintain Their Existing Bank Accounts; (C) Pay Related Prepetition Obligations; and (D) Continue to Perform Intercompany Transactions; and (ii) Granting Related Relief* [Dkt. No. 7] (the "Cash Management Motion").

2. On April 10, 2026, the Bankruptcy Court for the Southern District of Texas (the "Court") entered the *Interim Order (i) Authorizing the Debtors to (A) Continue to Operate Their*

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Ascend Elements, Inc. (2893)and Ascend Elements US, LLC (8309). The location of the Debtors' service address is: 133 Flanders Road, Westborough, MA 01581.

*Existing Cash Management System; (B) Maintain Their Existing Bank Accounts; (C) Pay Related Prepetition Obligations; and (D) Continue to Perform Intercompany Transactions; and (ii) Granting Related Relief* [Dkt. No. 45] (the "Interim Cash Management Order").

3. Pursuant to the Interim Cash Management Order, the deadline to file objections and responses to entry of a final order on the Cash Management Motion was May 1, 2026 (the "Objection Deadline").

4. Pursuant to paragraph 44 of the Complex Case Procedures, the undersigned represents to the Court that the Debtors are unaware of any objections to the Cash Management Motion, and that counsel has reviewed the docket and no objection or response appears thereon.

5. Attached hereto as **Exhibit A** is a clean copy of the revised proposed order (the "Revised Proposed Order") for consideration, which reflects certain informal comments to the proposed order received from the Official Committee of Unsecured Creditors.

6. Attached hereto as **Exhibit B** is a redline reflecting changes made to the proposed order attached to the Cash Management Motion.

7. The Debtors request that the Court grant the Cash Management Motion and enter the Revised Proposed Order.

Dated: May 7, 2026

Respectfully submitted,

**NORTON ROSE FULBRIGHT US LLP**

By: */s/ Ryan Manns*
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***Proposed Counsel to the Debtors and Debtors in Possession***

**Certificate of Service**

I certify that on May 7, 2026 I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

*/s/ Ryan Manns*
Ryan Manns

# Exhibit A

## Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE SOUTHERN DISTRICT OF TEXAS**
**HOUSTON DIVISION**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
| ASCEND ELEMENTS, INC. *et al.*,[1] | ) | Case No. 26-90440 (CML) |
| Debtors. | ) | (Jointly Administered) |

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE TO OPERATE THEIR EXISTING CASH MANAGEMENT SYSTEM; (B) MAINTAIN THEIR EXISTING BANK ACCOUNTS; (C) PAY RELATED PREPETITION OBLIGATIONS; AND (D) CONTINUE TO PERFORM INTERCOMPANY TRANSACTIONS; AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of a final order (this "Final Order"), (i) authorizing the Debtors to (a) continue operating their Cash Management System, (b) maintain their existing Bank Accounts, (c) pay related prepetition obligations, and (d) continue to perform Intercompany Transactions, and (ii) granting certain related relief, all as more fully set forth in the Motion and the First Day Declaration; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and the *Order of Reference to Bankruptcy Judges* from the United States District Court for the Southern District of Texas, entered May 24, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Ascend Elements, Inc. (2893) and Ascend Elements US, LLC (8309). The location of the Debtors' service address is: 133 Flanders Road, Westborough, MA 01581.

[2] Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates, as contemplated by Bankruptcy Rule 6003; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court, if any; and this Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT**:

1. The Debtors are authorized, in the ordinary course of business and consistent with prepetition practices to (a) maintain and continue using the Cash Management System as described in the Motion and honor any prepetition or postpetition obligations related to the use thereof, including the payment of Bank Fees; (b) maintain and continue to use the Bank Accounts identified on **Exhibit B** to the Motion; (c) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including electronic fund transfers, wire transfers, ACH transfers, credit card transactions, checks, and other debits or electronic means; (d) maintain their Books and Records and their existing Business Forms (including letterhead) without reference to the Debtors' status as debtors in possession; *provided* that once the Debtors have exhausted their existing stock of checks, the Debtors shall ensure that any new Business Forms are clearly labeled "Debtor In Possession" as soon as it is reasonably practicable to do so; and (e) treat their prepetition Bank Accounts for all purposes as debtor-in-possession accounts; *provided*, that the Debtors shall

provide 5 business days' prior written notice to the U.S. Trustee, any statutory committee appointed in these chapter 11 cases, and counsel to the CLN Secured Parties of any material changes to their Cash Management System (the "Notice Parties").

2. The Debtors are authorized, but not directed, to continue the Corporate Card Program and to pay any prepetition or postpetition amounts related thereto, *provided* that new postpetition cash payments made on account of charges incurred after the entry of this Final Order under the Corporate Card Program shall not exceed an aggregate amount of $100,000 without further order of the Court and in consultation with counsel to the Official Committee of Unsecured Creditors (the "Committee").

3. Nothing contained herein shall prevent the Debtors from closing any Bank Accounts as they may deem necessary and appropriate, subject to providing reasonable prior written notice to the Notice Parties, to the extent consistent with any orders of this Court and the terms of any prepetition financing agreements. The Banks are authorized to honor the Debtors' requests to close such Bank Accounts.

4. The Debtors are authorized to open new bank accounts so long as (a) any such new account is designated as a "Debtor-in-Possession" account with the Debtors' existing bank or with a bank that (i) is insured with the FDIC or the Federal Savings and Loan Insurance Corporation, (ii) is designated as an authorized depository by the U.S. Trustee, and (iii) agrees to be bound by the terms of this Final Order, and (b) the Debtors provide 5 business days' prior written notice to the Notice Parties; *provided,* that all accounts opened by any of the Debtors on or after the Petition Date at any bank shall, for purposes of this Final Order, be deemed a Bank Account subject to this Final Order as if it had been listed on **Exhibit B** to the Motion, *provided further*, that such opening shall be timely indicated on the Debtors' monthly operating reports.

5. The Banks are authorized to continue to maintain, service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business. The Banks are authorized to receive, process, honor, and pay any and all electronic fund transfers, wire transfers, ACH transfers, checks and drafts issued by the Debtors within thirty days prior to the Petition Date.

6. The Banks are authorized to charge, and the Debtors are authorized to pay, honor, or allow any undisputed Bank Fees associated with the Bank Accounts, and charge back returned checks or other items to the Bank Accounts in the ordinary course, including any prepetition amounts.

7. The Banks are authorized to accept, hold, or invest funds in accordance with the Debtors' instructions.

8. The Banks shall not honor payments for which the Debtors issued a stop payment order in accordance with the governing documents.

9. Within twenty-one days of the entry of this Final Order, the Debtors shall serve a copy of this Final Order on the Banks and identify each of their Bank Accounts as being held by a debtor in possession.

10. The Debtors are authorized, but not directed, to continue to enter into and engage in Intercompany Transactions and to take any actions related thereto on the same terms as, and consistent with, the Debtors' operation of the business in the ordinary course during the prepetition period. For the avoidance of doubt, the Debtors shall not make any investments, loans, or other non-ordinary course transfers to any non-Debtor affiliates without the prior written notice to counsel to the Senior Secured Holders. The Debtors shall continue to record and reconcile intercompany receivables and payables through the Cash Management System consistent with

prepetition practices; *provided*, however, that such records shall be made available upon request by the Notice Parties.

11. The Debtors shall provide written notice to counsel to the Committee within 3 business days' after consummating any single Intercompany Transaction or series of related Intercompany Transactions outside the ordinary course of business.

12. All postpetition payments owed by a Debtor to a non-Debtor foreign affiliate in connection with any Intercompany Transaction shall be subject to the Non-Debtor Affiliate Funding Cap.

13. Pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, all postpetition payments on account of any Intercompany Transactions between and among the Debtors, including any interest and fees related thereto, shall in each case be accorded administrative expense status; *provided, that* any such administrative expense status shall be junior and subordinate to any carve-out and any superpriority administrative expense claims granted pursuant to any interim and final orders, as applicable, approving the Debtors' use of cash collateral or postpetition secured debtor-in-possession financing of the Debtors.

14. Notwithstanding anything to the contrary contained in the Motion or this Final Order, any payment to be made and any relief or authorization granted hereunder shall be limited by, and shall be subject to, the requirements imposed on the Debtors in any orders entered by this Court authorizing the Debtors' use of cash collateral (any such order, a "CC Order"), including, for the avoidance of doubt, any budget and the terms of any definitive documentation in connection therewith (the "CC Documents"). To the extent of any conflict (but solely to the extent of such conflict) between the terms of the Motion or this Final Order and the terms of any CC Order or any CC Documents, the terms of the CC Order or such CC Document, as applicable, will govern.

15. The Debtors shall continue to maintain current, detailed, and accurate records with respect to all transfers so that all transactions, including Intercompany Transactions, may be readily ascertained, traced, and recorded properly on applicable intercompany accounts, and distinguished between prepetition and postpetition transactions; *provided* that, such records shall be provided to counsel to the Senior Secured Holders counsel and to the Committee a weekly report pursuant made pursuant to this Final Order beginning upon entry of this Final Order and ending upon entry of an order confirming a plan or dismissing or converting these chapter 11 cases, with each weekly report to be delivered no later than seven (7) days after the end of the applicable reporting period. To the extent that the transfers within the Cash Management System are disbursements, they will be noted and reflected on the monthly operating reports and post confirmation reports filed by the Debtors.

16. The Banks are authorized to process, honor and pay all electronic fund transfers or checks drawn on the Debtors' Bank Accounts after the Petition Date by holders, makers, or other parties entitled to issue instructions with respect thereto, *provided*, that sufficient funds are available in the applicable Bank Account to make the payments.

17. The Banks are authorized to process, honor and pay all checks issued by the Debtors within ninety days prior to the Petition Date, solely if such checks are on account of payments that have been authorized pursuant to an order of the Court and sufficient funds are on deposit in the applicable Bank Accounts to make such payments.

18. The Banks may rely upon the representations of the Debtors with respect to whether any check, draft, wire, payment order, or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to any order of this Court, and no bank that honors such a prepetition check, draft, wire, payment order, or other transfer drawn on any Bank Account (a)

at the direction of the Debtors or (b) in a good-faith belief that this Court has authorized such prepetition check, draft, wire, payment, or other transfer to be honored shall be deemed to be, nor shall be, liable to the Debtors or their estates or any other party on account thereof or otherwise be deemed to be in violation of this Final Order.

19. To the extent any of the Debtors' Bank Accounts are not in compliance with Bankruptcy Code section 345(b) or any of the U.S. Trustee's requirements or guidelines, the Debtors shall have 45 days from the Petition Date, without prejudice to seeking an additional extension, to either come into compliance with Bankruptcy Code section 345(b) and any of the U.S. Trustee's requirements or guidelines; *provided* that nothing herein shall prevent the Debtors or the U. S. Trustee from seeking further relief from the Court to the extent that an agreement cannot be reached. The Debtors may obtain a further extension of the time period set forth in this paragraph by written stipulation with the U.S. Trustee, the Committee and filing such stipulation on the Court's docket without the need for further Court order.

20. All time periods set forth in this Final Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

21. Notwithstanding the relief granted herein and any actions taken pursuant to such relief, and subject to the administrative status afforded pursuant to this Final Order, nothing in this Final Order shall be deemed: (a) an admission by the Debtors as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors', or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an

administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission by the Debtors as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

22. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003.

23. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

24. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

25. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order.

26. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

# Exhibit B

## Redline of
## Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE SOUTHERN DISTRICT OF TEXAS**
**HOUSTON DIVISION**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
| ASCEND ELEMENTS, INC. *et al.*,[1] | ) | Case No. 26-90440 (~~ARP~~CML) |
| Debtors. | ) | (Jointly Administ~~ration~~ered ~~Requested~~) |

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE TO OPERATE THEIR EXISTING CASH MANAGEMENT SYSTEM; (B) MAINTAIN THEIR EXISTING BANK ACCOUNTS; (C) PAY RELATED PREPETITION OBLIGATIONS; AND (D) CONTINUE TO PERFORM INTERCOMPANY TRANSACTIONS; AND (II) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of a final order (this "Final Order"), (i) authorizing the Debtors to (a) continue operating their Cash Management System, (b) maintain their existing Bank Accounts, (c) pay related prepetition obligations, and (d) continue to perform Intercompany Transactions, and (ii) granting certain related relief, all as more fully set forth in the Motion and the First Day Declaration; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and the *Order of Reference to Bankruptcy Judges* from the United States District Court for the Southern District of Texas, entered May 24, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Ascend Elements, Inc. (2893) and Ascend Elements US, LLC (8309). The location of the Debtors' service address is: 133 Flanders Road, Westborough, MA 01581.

[2] Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates, as contemplated by Bankruptcy Rule 6003; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court, if any; and this Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT**:

1. The Debtors are authorized, in the ordinary course of business and consistent with prepetition practices to (a) maintain and continue using the Cash Management System as described in the Motion and honor any prepetition or postpetition obligations related to the use thereof, including the payment of Bank Fees; (b) maintain and continue to use the Bank Accounts identified on **Exhibit B** to the Motion; (c) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including electronic fund transfers, wire transfers, ACH transfers, credit card transactions, checks, and other debits or electronic means; (d) maintain their Books and Records and their existing Business Forms (including letterhead) without reference to the Debtors' status as debtors in possession; *provided* that once the Debtors have exhausted their existing stock of checks, the Debtors shall ensure that any new Business Forms are clearly labeled "Debtor In Possession" as soon as it is reasonably practicable to do so; and (e) treat their prepetition Bank Accounts for all purposes as debtor-in-possession accounts; *provided*, that the Debtors shall

provide ~~3~~5 business days' prior written notice to the U.S. Trustee, any statutory committee appointed in these chapter 11 cases, and counsel to the CLN Secured Parties of any material changes to their Cash Management System (the "Notice Parties").

2. The Debtors are authorized, but not directed, to continue the Corporate Card Program and to pay any prepetition or postpetition amounts related thereto~~.~~, *provided* that new postpetition cash payments made on account of charges incurred after the entry of this Final Order under the Corporate Card Program shall not exceed an aggregate amount of $100,000 without further order of the Court and in consultation with counsel to the Official Committee of Unsecured Creditors (the "Committee").

3. Nothing contained herein shall prevent the Debtors from closing any Bank Accounts as they may deem necessary and appropriate, subject to providing reasonable prior written notice to the Notice Parties, to the extent consistent with any orders of this Court and the terms of any prepetition financing agreements. The Banks are authorized to honor the Debtors' requests to close such Bank Accounts.

4. The Debtors are authorized to open new bank accounts so long as (a) any such new account is designated as a "Debtor-in-Possession" account with the Debtors' existing bank or with a bank that (i) is insured with the FDIC or the Federal Savings and Loan Insurance Corporation, (ii) is designated as an authorized depository by the U.S. Trustee, and (iii) agrees to be bound by the terms of this Final Order, and (b) the Debtors provide ~~3~~5 business days' prior written notice to the Notice Parties; *provided,* that all accounts opened by any of the Debtors on or after the Petition Date at any bank shall, for purposes of this Final Order, be deemed a Bank Account subject to this Final Order as if it had been listed on **Exhibit B** to the Motion, *provided further*, that such opening

shall be timely indicated on the Debtors' monthly operating reports.

5. The Banks are authorized ~~and directed~~ to continue to maintain, service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business. The Banks are authorized to receive, process, honor, and pay any and all electronic fund transfers, wire transfers, ACH transfers, checks and drafts issued by the Debtors within thirty days prior to the Petition Date~~, solely if such electronic fund transfers, wire transfers, ACH transfers, checks and drafts are on account of payments that have been authorized pursuant to an order of the Court and sufficient funds are on deposit in the applicable Bank Accounts to cover such payments.~~.

6. The Banks are authorized to charge, and the Debtors are authorized to pay, honor, or allow any undisputed Bank Fees associated with the Bank Accounts, and charge back returned checks or other items to the Bank Accounts in the ordinary course, including any prepetition amounts.

7. The Banks are authorized to accept, hold, or invest funds in accordance with the Debtors' instructions.

8. The Banks shall not honor payments for which the Debtors issued a stop payment order in accordance with the governing documents.

~~7~~9. Within twenty-one days of the entry of this Final Order, the Debtors shall serve a copy of this Final Order on the Banks and identify each of their Bank Accounts as being held by a debtor in possession.

~~8~~10. The Debtors are authorized, but not directed, to continue to enter into and engage in Intercompany Transactions and to take any actions related thereto on the same terms as, and consistent with, the Debtors' operation of the business in the ordinary course during the prepetition period. For the avoidance of doubt, the Debtors shall not make any investments, loans, or other non-ordinary course transfers to any non-Debtor affiliates without the prior written notice to

counsel to the Senior Secured Holders. The Debtors shall continue to record and reconcile intercompany receivables and payables through the Cash Management System consistent with prepetition practices; *provided*, however, that such records shall be made available upon request by the Notice Parties.

11. The Debtors shall provide written notice to counsel to the Committee within 3 business days' after consummating any single Intercompany Transaction or series of related Intercompany Transactions outside the ordinary course of business.

~~9~~12. All postpetition payments owed by a Debtor to a non-Debtor foreign affiliate in connection with any Intercompany Transaction shall be subject to the Non-Debtor Affiliate Funding Cap.

~~10~~13. Pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, all postpetition payments on account of any Intercompany Transactions between and among the Debtors, including any interest and fees related thereto, shall in each case be accorded administrative expense status; *provided, that* any such administrative expense status shall be junior and subordinate to any carve-out and any superpriority administrative expense claims granted pursuant to any interim and final orders, as applicable, approving the Debtors' use of cash collateral or postpetition secured debtor-in-possession financing of the Debtors.

~~11~~14. Notwithstanding anything to the contrary contained in the Motion or this Final Order, any payment to be made and any relief or authorization granted hereunder shall be limited by, and shall be subject to, the requirements imposed on the Debtors in any orders entered by this Court authorizing the Debtors' use of cash collateral (any such order, a "CC Order"), including, for the avoidance of doubt, any budget and the terms of any definitive documentation in connection therewith (the "CC Documents"). To the extent of any conflict (but solely to the extent of such conflict) between the terms of the Motion or this Final Order and the terms of any CC Order or

any CC Documents, the terms of the CC Order or such CC Document, as applicable, will govern.

~~12~~15. The Debtors shall continue to maintain current, detailed, and accurate records with respect to all transfers so that all transactions, including Intercompany Transactions, may be readily ascertained, traced, and recorded properly on applicable intercompany accounts, and distinguished between prepetition and postpetition transactions; *provided* that, such records shall be provided to counsel to the Senior Secured Holders ~~upon request~~counsel and to the Committee a weekly report pursuant made pursuant to this Final Order beginning upon entry of this Final Order and ending upon entry of an order confirming a plan or dismissing or converting these chapter 11 cases, with each weekly report to be delivered no later than seven (7) days after the end of the applicable reporting period. To the extent that the transfers within the Cash Management System are disbursements, they will be noted and reflected on the monthly operating reports and post confirmation reports filed by the Debtors.

~~13~~16. The Banks are authorized to process, honor and pay all electronic fund transfers or checks drawn on the Debtors' Bank Accounts after the Petition Date by holders, makers, or other parties entitled to issue instructions with respect thereto, *provided*, that sufficient funds are available in the applicable Bank Account to make the payments.

~~14~~17. The Banks are authorized to process, honor and pay all checks issued by the Debtors within ninety days prior to the Petition Date, solely if such checks are on account of payments that have been authorized pursuant to an order of the Court and sufficient funds are on deposit in the applicable Bank Accounts to make such payments.

~~15~~18. The Banks may rely upon the representations of the Debtors with respect to whether any check, draft, wire, payment order, or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to any order of this Court, and no bank that honors such a prepetition check, draft, wire, payment order, or other transfer drawn on any Bank Account (a)

at the direction of the Debtors or (b) in a good-faith belief that this Court has authorized such prepetition check, draft, wire, payment, or other transfer to be honored shall be deemed to be, nor shall be, liable to the Debtors or their estates or any other party on account thereof or otherwise be deemed to be in violation of this Final Order.

~~16~~19. To the extent any of the Debtors' Bank Accounts are not in compliance with Bankruptcy Code section 345(b) or any of the U.S. Trustee's requirements or guidelines, the Debtors shall have 45 days from the Petition Date, without prejudice to seeking an additional extension, to either come into compliance with Bankruptcy Code section 345(b) and any of the U.S. Trustee's requirements or guidelines; *provided* that nothing herein shall prevent the Debtors or the U. S. Trustee from seeking further relief from the Court to the extent that an agreement cannot be reached. The Debtors may obtain a further extension of the time period set forth in this paragraph by written stipulation with the U.S. Trustee, the Committee and filing such stipulation on the Court's docket without the need for further Court order.

~~17~~20. All time periods set forth in this Final Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

~~18~~21. Notwithstanding the relief granted herein and any actions taken pursuant to such relief, and subject to the administrative status afforded pursuant to this Final Order, nothing in this Final Order shall be deemed: (a) an admission by the Debtors as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors', or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an

administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission by the Debtors as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

~~19~~22. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003.

~~20~~23. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

~~21~~24. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

~~22~~25. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order.

~~23~~26. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.