

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

In re:

CD LIQUIDATION CO., LLC, f/k/a
CYNERGY DATA, LLC, *et al.*,²

Debtors.

Chapter 11

Case No. 09-13038 (KG)

Jointly Administered

Related Docket No. 11, 281, 424, 590, 701, 787, 883, 1215

**SIXTH STIPULATED ORDER AMENDING FINAL ORDER (I) AUTHORIZING
USE OF CASH COLLATERAL, (II) AUTHORIZING POSTPETITION
FINANCING, (III) GRANTING SENIOR PRIMING LIENS AND
SUPERPRIORITY CLAIMS, AND (IV) GRANTING ADEQUATE
PROTECTION TO THE PREPETITION SECURED PARTIES**

Upon the stipulation of the parties and the Court being fully advised in the premises, the Court finds as follows:

A. On October 16, 2009, this Court entered the Final Order (I) Authorizing Use of Cash Collateral, (ii) Authorizing Postpetition Financing, (iii) Granting Senior Priming Liens and Superpriority Claims, and (iv) Granting Adequate Protection to the Prepetition Secured Parties (Docket No. 281) (as amended, the "Final Order").

B. On December 4, 2009, the Court entered a Corrected Stipulated Order Amending Final Order (I) Authorizing Use of Cash Collateral, (II) Authorizing Postpetition Financing, (III) Granting Senior Priming Liens and Superpriority Claim, and (IV) Granting Adequate Protection to the Prepetition Secured Parties (Docket No. 424) (the "Dec. 4 Order") approved by all of the Prepetition Senior Agent, Prepetition Senior Lenders and the Interchange DIP Lender, under which the Termination Date was extended to December 31, 2009.

² The Debtors are the following entities (with the last four digits of their federal tax identification numbers in parentheses): CD Liquidation Co., LLC f/k/a Cynergy Data, LLC (8677); Cynergy Data Holdings, Inc. (8208); CD Liquidation Co. Plus, LLC f/k/a Cynergy Prosperity Plus, LLC (4265). The mailing address for the Debtors is 30-30 47th Avenue, 9th Floor, Long Island City, New York 11101.

C. On February 12, 2010, the Court entered the Second Stipulated Order Amending Final Order (I) Authorizing Use of Cash Collateral, (II) Authorizing Postpetition Financing, (III) Granting Senior Priming Liens and Superpriority Claims, and (IV) Granting Adequate Protection to the Prepetition Secured Parties (Docket No. 590) (the “Feb. 12 Order”) approved by all of the Prepetition Senior Agent, Prepetition Senior Lender and the Interchange DIP Lender, under which the Termination Date was extended to March 1, 2010. The Interchange DIP Loan has not been paid in full.

D. On April 19, 2010, the Court entered the Third Stipulated Order Amending Final Order (I) Authorizing Use of Cash Collateral, (II) Authorizing Postpetition Financing, (III) Granting Senior Priming Liens and Superpriority Claims, and (IV) Granting Adequate Protection to the Prepetition Secured Parties (Docket No. 701) (the “April 19 Order”) approved by the Prepetition Senior Agent and the Prepetition Senior Lender, under which the Termination Date was extended to May 31, 2010.

E. On June 16, 2010, the Court entered the Fourth Stipulated Order Amending Final Order (I) Authorizing Use of Cash Collateral, (II) Authorizing Postpetition Financing, (III) Granting Senior Priming Liens and Superpriority Claims, and (IV) Granting Adequate Protection to the Prepetition Secured Parties (Docket No. 701) (the “June 16 Order”) approved by the Prepetition Senior Agent and the Prepetition Senior Lender, under which the Termination Date was extended to July 30, 2010.

F. On August 19, 2010, the Court entered the Fifth Stipulated Order Amending Final Order (I) Authorizing Use of Cash Collateral, (II) Authorizing Postpetition Financing, (III) Granting Senior Priming Liens and Superpriority Claims, and (IV) Granting Adequate Protection to the Prepetition Secured Parties (Docket No. 883) (the “August 19 Order”) approved by the

Prepetition Senior Agent and the Prepetition Senior Lender, under which the Termination Date was extended to November 30, 2010.

G. The Prepetition Senior Agent and the Working Capital DIP Lenders wish to amend the Final Order to, among other things, extend (through the expected Effective Date of the recently confirmed Joint Plan Of Liquidation) the Termination Date with respect to the Prepetition Senior Agent and Prepetition Senior Lenders only in order to fund certain wind down expenses of Debtors under an agreed Budget through the use of Cash Collateral.

IT IS ORDERED:

1. The definition of Termination Date under the Final Order is amended to be January 15, 2011, provided, however, that the Termination Date with respect to the Interchange DIP Facility remains October 26, 2009. The definition of Termination Event under the Final Order is amended to also include a default under the Dec. 4 Order, the Feb. 12 Order, the April 19 Order, the June 16 Order, the August 19 Order or this Order.

2. The budget attached as Exhibit A is the "Budget" as defined in the Final Order for the period through the Termination Date applicable to Debtors' use of Cash Collateral.

3. Effective as of October 26, 2009, there shall be no more advances under the Working Capital DIP Facility. Effective immediately, the Debtors may use Cash Collateral solely as, when and in the amounts set forth in the Budget. For each line item in the Budget, through the earlier of a Termination Event or the Termination Date, budgeted amounts of Cash Collateral which are unused in any week may be used in subsequent weeks for the purpose intended under the Budget.

4. All terms not otherwise defined in this Order, shall have the meanings given to them in the Final Order.

5. All other terms of the Final Order remain in full force and effect.

Dated: DEC. 30, 2010
Wilmington, DE



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A
(BUDGET)

CD Liquidation, LLC
Cash Collateral Extension Budget

	12/1 - 12/31	1/1 - 1/15	Post 1/15 (Effective Date)	Total
Beginning Operating Cash Balance	1,133,459	659,622	332,265	1,133,459
Cash Receipts	49,583	-	-	49,583
Professional Fees	(313,420)	(310,357)	(743,081)	(1,366,858)
US Trustee Fees	-	(15,000)	-	(15,000)
Operating Expenses	(110,000)	(2,000)	-	(112,000)
Other Expenses	(200,000)	-	-	(200,000)
Funding from Escrow	-	-	410,816	410,816
Net Cash Flow	(473,837)	(327,357)	(332,265)	(1,133,459)
Ending Operating Cash Balance	659,622	332,265	-	-

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