

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

In re:

CD LIQUIDATION CO. PLUS, LLC, f/k/a  
CYNERGY DATA, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-13038 (KG)

Jointly Administered

**CERTIFICATION OF COUNSEL REGARDING 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**

I, John H. Schanne, II, an associate with Pepper Hamilton LLP, counsel to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), hereby certify as follows:

1. 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) (“Final Order”).<sup>2</sup>

2. On October 26, 2009, the Sale closed.

3. The Prepetition Senior Agent, Working Capital DIP Lenders, Interchange DIP Lender, and the Debtors (collectively, the “Parties”) wish to amend the Final Order to, among other things, extend the Termination Date with respect to the Prepetition Senior Agent and

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<sup>1</sup> The Debtors are the following entities (with the last four digits of their federal tax identification numbers in parentheses): Cynergy Data, LLC (8677); Cynergy Data Holdings, Inc. (8208); Cynergy Prosperity Plus, LLC (4265). The mailing address for the Debtors is 30-30 47th Avenue, 9th Floor, Long Island City, New York 11101.

<sup>2</sup> All terms not defined herein shall have the meaning ascribed to them in the Final Order.

Prepetition Senior Lenders only in order to fund certain wind down expenses of Debtors under an agreed Budget through the use of Cash Collateral.

4. After negotiations, the Parties have agreed to the terms in the 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 (the “Agreed Order”), attached hereto as **Exhibit A**.

5. Pursuant to the Agreed Order, the definition of Termination Date is amended to be December 31, 2009, provided, however, that the Termination Date with respect to the Interchange DIP Facility was October 26, 2009.

6. Further, pursuant to the Agreed Order, the Debtors are authorized, but not directed, to use Cash Collateral to satisfy any budgeted payment obligation that accrues on or prior to the Termination Date, including, but not limited to, those that come due and payable after the Termination Date.

7. Further, pursuant to the Agreed Order, the budget attached as Exhibit A to the Agreed Order is the “Budget” as defined in the Final Order for the period through the Termination Date applicable to Debtors’ use of Cash Collateral.

8. Further, pursuant to the Agreed Order, effective as of October 26, 2009, there shall be no more advances under the Working Capital DIP Facility. Moreover, pursuant to the Agreed Order, effective immediately, Debtors may use up to \$20,531,461.83 of Cash Collateral, the cumulative total set forth in the Budget.

9. Further, pursuant to the Agreed Order, all other terms of the Final Order remain in full force and effect.

10. The Debtors respectfully request that the Court enter the Agreed Order attached hereto as **Exhibit A** at the Court's convenience.

Dated: November 30, 2009  
Wilmington, DE

Respectfully submitted,

PEPPER HAMILTON LLP

/s/ John H. Schanne, II

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*Counsel for the Debtors and Debtors in Possession*

# **EXHIBIT A**

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

In re:  CD LIQUIDATION CO. PLUS, LLC, f/k/a CYNERGY DATA, LLC, <i>et al.</i> , <sup>1</sup>  Debtors.	Chapter 11  Case No. 09-13038 (KG)  Jointly Administered
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**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 (“Final Order”).

B. On October 26, 2009, the Sale closed.

C. Prepetition Senior Agent, Working Capital DIP Lenders and Interchange DIP Lender wish to amend the Final Order to, among other things, extend 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.

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<sup>1</sup> The Debtors are the following entities (with the last four digits of their federal tax identification numbers in parentheses): Cynergy Data, LLC (8677); Cynergy Data Holdings, Inc. (8208); Cynergy Prosperity Plus, LLC (4265). The mailing address for the Debtors is 30-30 47th Avenue, 9th Floor, Long Island City, New York 11101.

IT IS ORDERED:

1. The definition of Termination Date is amended to be December 31, 2009, provided, however, that the Termination Date with respect to the Interchange DIP Facility was October 26, 2009.

2. The Debtors are authorized, but not directed, to use Cash Collateral to satisfy any budgeted payment obligation that accrues on or prior to the Termination Date, including, but not limited to, those that come due and payable after the Termination Date.

3. 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.

4. Effective as of October 26, 2009, there shall be no more advances under the Working Capital DIP Facility. Effective immediately, Debtors may use up to \$20,531,461.83 of Cash Collateral, the cumulative total set forth in the Budget.

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

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

Dated: \_\_\_\_\_, 2009  
Wilmington, Delaware

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Honorable Kevin Gross  
United States Bankruptcy Judge

# **EXHIBIT A**

**Cynergy Data  
Budget**

In \$000's Week Ending	1	2	3	4	5	6	7	8	9	10	Total	Due after 12/31/09	Total Cash In/(Out) Flow
	10/30/09	11/6/09	11/13/09	11/20/09	11/27/09	12/4/09	12/11/09	12/18/09	12/25/09	12/31/09			
<b>Beginning Operating Cash</b>	1,888	6,436	15,698	14,813	9,368	9,358	5,179	3,930	3,920	3,910	1,888	-	1,888
Cash Escrowed from Transaction	5,521	-	-	-	-	-	-	-	-	-	5,521	-	5,521
Harris RR and America One Reserve	-	(1,923)	-	-	-	-	-	-	-	-	(1,923)	-	(1,923)
<b>Receipt of Accrued Revenue</b>													
Discount Revenue Net of Interchange Fees	-	14,827	-	544	-	-	-	-	-	-	15,372	-	15,372
Assessments & Processing Fees	-	(1,395)	-	-	-	-	-	-	-	-	(1,395)	-	(1,395)
<b>Total Receipts</b>	5,521	11,509	-	544	-	-	-	-	-	-	17,575	-	17,575
<b>Accrued Expenses</b>													
Processing Fees	(905)	(1,495)	-	(517)	-	-	(1,238)	-	-	-	(4,155)	-	(4,155)
Commissions	(83)	-	(766)	(5,231)	-	-	-	-	-	-	(6,080)	-	(6,080)
Payroll	(328)	-	-	-	-	-	-	-	-	-	(328)	-	(328)
Operating Expenses	(3)	(50)	(50)	-	-	-	-	-	-	-	(103)	-	(103)
Accrued Professional Fees through 10/30	-	(567)	(59)	(232)	-	(4,144)	-	-	-	-	(5,002)	(405)	(5,408)
<b>Total Disbursements Related to Accrued Expenses</b>	(1,320)	(2,112)	(875)	(5,980)	-	(4,144)	(1,238)	-	-	-	(15,668)	(405)	(16,074)
<b>Wind Down Expenses</b>													
Comvest Fees	-	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(90)	-	(90)
Insurance	-	(25)	-	-	-	(25)	-	-	-	-	(50)	-	(50)
Preservation of Records	-	(50)	-	-	-	-	-	-	-	-	(50)	-	(50)
Tax Return Refund/(Cost)	136	(15)	-	-	-	-	-	-	-	-	121	(25)	96
Professional Fees Incurred after 10/30	-	-	-	-	-	-	-	-	-	(540)	(540)	(471)	(1,011)
<b>Wind Down Expenses Total</b>	136	(100)	(10)	(10)	(10)	(35)	(10)	(10)	(10)	(550)	(609)	(496)	(1,104)
<b>Non Operating Cash Items</b>													
Debt & Interest	-	(36)	-	-	-	-	-	-	-	-	(36)	-	(36)
Working Capital	210	-	-	-	-	-	-	-	-	-	210	-	210
<b>Total Non Operating Cash Items</b>	210	(36)	-	-	-	-	-	-	-	-	175	-	175
<b>Cash Gain/(Loss)</b>	4,548	9,261	(885)	(5,445)	(10)	(4,179)	(1,248)	(10)	(10)	(550)	1,472	(901)	572
<b>Ending Cash Balance</b>	6,436	15,698	14,813	9,368	9,358	5,179	3,930	3,920	3,910	3,360	3,360	(901)	2,460

DRAFT  
For Discussion Purposes Only  
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