

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
Forward Foods LLC,)	Case No. 09-10545 (KJC)
Debtor.)	Re: Docket No. 10
)	
)	

**ORDER (A) AUTHORIZING CONTINUED USE OF THE DEBTORS' EXISTING
CENTRALIZED CASH MANAGEMENT SYSTEM AND EXISTING BANK ACCOUNTS;
(B) WAIVING CERTAIN OPERATING REQUIREMENTS; AND
(C) TERMINATING SWEEP AGREEMENT**

Upon the motion (the "Motion")¹ of Forward Foods LLC ("Forward Foods" or the "Debtor"), the debtor and debtor in possession in the above-captioned chapter 11 case, for entry of an order, pursuant to sections 345 and 363 of Title 11 (the "Bankruptcy Code") of the United States Code: (a) authorizing continued use of Debtor's existing centralized cash management system and existing bank accounts; (b) waiving certain operating requirements; and (c) requesting such related relief as the Court deems appropriate under the circumstances; the Court having reviewed the Motion, having considered the Muldoon Affidavit, and having heard the statements of counsel for Debtor in support thereof and the emergency relief requested therein; the Court finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and that this is a core proceeding pursuant to section 28 U.S.C. § 157(b)(2); (b) the granting of the Motion is in the best interests of the Debtor, its estate and creditors, and that, absent such relief, Debtor's efforts to prosecute a reorganization may be materially impaired; (c) adequate notice having been given and it appearing that no other or further notice is necessary; and (d) the legal and factual bases set forth in the Motion establish just cause for the relief herein granted; it is hereby:

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED THAT:

1. The Motion is granted.
2. Debtor is hereby authorized to continue using its current cash management systems, subject to modifications, if any, required by the terms of any cash collateral or debtor in possession financing order entered by the Court.
3. In connection with the ongoing operation of its cash management systems, Debtor is hereby directed to continue to maintain strict records with respect to all transfers of cash so that all transactions, including intercompany transactions, may be readily ascertained, traced, and recorded properly on intercompany accounts.
4. Debtor is hereby authorized to continue using its existing bank accounts as debtor in possession accounts in the same manner and with the same account numbers, styles, and document forms as those employed during the prepetition period; any requirement that such accounts be closed and that new bank accounts designated as debtor in possession accounts be established is hereby waived.
5. Debtor is hereby authorized, in its discretion, but subject to the terms of the DIP Facility, as approved by the Court, and in the exercise of its business judgment: (a) to close one or more of the bank accounts and, if needed, open new debtor in possession accounts; (b) to deposit funds in and withdraw funds from such accounts by all usual means, including, without limitation, checks, drafts, wire transfers, automated clearinghouse transfers, electronic fund transfers and other debits; and (c) to treat its prepetition bank accounts for all purposes as debtor in possession accounts.
6. The bank at which Debtor maintains bank accounts set forth on Exhibit B to the Motion (the "Bank"), is authorized and directed to continue to maintain, service and administer such bank accounts as accounts of Forward Foods, in Forward Food's capacity as a debtor in possession, without

interruption and in the usual and ordinary course, and provided that there are sufficient funds in the relevant accounts, to receive, process, honor and pay any and all checks, drafts, or automated clearing house transfers issued on the accounts on account of a claim, as such term is defined in section 101(5) of the Bankruptcy Code, arising on or after the Petition Date.

7. The Bank is further authorized and directed to accept and honor all representations from Debtor as to which checks should be honored and dishonored consistent with orders entered by this Court, whether the checks are dated prior to, on, or subsequent to the Petition Date and whether or not the Banks believe the payment is authorized by some other order of the Court; provided that the Banks shall not be held liable for improperly honoring or dishonoring any check, draft, or ACH Transfer presented, issued or drawn on Debtor's bank accounts on account of a claim (as that term is defined in section 101(5) of the Bankruptcy Code) arising before the Petition Date, which, at the direction of Debtor, was requested to be honored or dishonored as the case may be.

8. The Bank is further authorized to honor Debtor's requests to: (a) close any of Debtor's bank accounts; and (b) to open or close accounts other than the bank accounts in the United States.

9. The Bank shall not "sweep" deposits from the Debtor's accounts for application to prepetition obligations.

10. For all purposes in this Order, any and all accounts opened Debtor on or after the Petition Date at any Bank shall be deemed a bank account as if it had been opened prior to the Petition Date and listed on Exhibit B to the Motion, and any and all Banks at which such accounts are opened shall similarly be subject to the rights and obligations of this Order.

11. Debtor and the Bank are hereby authorized and directed to continue to perform pursuant to the terms of the pre-petition agreements that exist between them in relation to the operation of Debtor's bank accounts, except to the extent expressly directed by the terms of this Order to the

contrary. The parties to such agreements shall continue to enjoy the rights and remedies afforded to them under such agreements except to the extent modified by the terms of this Order or by operation of the Bankruptcy Code.

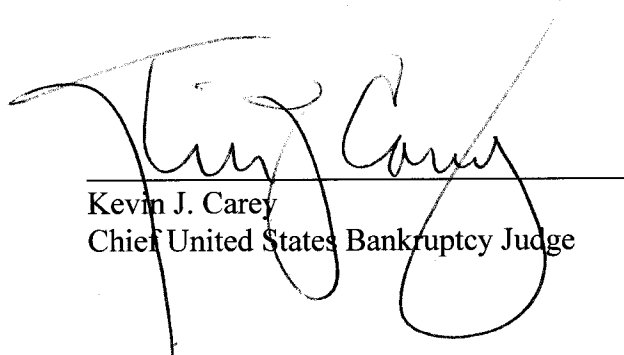
12. Cause exists for waiving the investment and deposit requirements set forth in section 345(b) of the Bankruptcy Code and the Debtor's obligation to comply with that section is hereby waived.

13. Debtor is hereby authorized to use its existing checks and other business forms in the same form as existing immediately prior to the Petition Date. Any requirement that Debtor obtain and utilize checks and business forms bearing the designation "Debtor in Possession" or containing information regarding this chapter 11 case be and hereby is waived.

14. Debtor shall serve a copy of this Order upon the Bank whose accounts are listed on Exhibit B to the Motion within five (5) business days of the entry of this Order.

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

Dated: Feb 18, 2009
Wilmington, Delaware



Kevin J. Carey
Chief United States Bankruptcy Judge