

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
Forward Foods LLC,)	Case No. 09-10545 (KJC)
)	
Debtor.)	Re: Docket No. 12
)	
)	

**ORDER PURSUANT TO SECTIONS 105(a), 363, 507(a) AND 1107 OF
THE BANKRUPTCY CODE AND FEDERAL RULE OF BANKRUPTCY PROCEDURE
6003, AUTHORIZING DEBTOR TO PAY
PREPETITION WAGES, COMPENSATION, EMPLOYMENT
BENEFITS AND RELATED RELIEF**

Upon consideration of the motion (the "Motion") of the debtor and debtor in possession in the above-captioned chapter 11 case, for entry of an order pursuant to sections 105, 363, 507(a)(4) and 507(a)(5) of Title 11 (the "Bankruptcy Code") of the United States Code, and Rule 6003 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") for entry of an order (i) authorizing, but not directing, the Debtor in the ordinary course of business, to (a) pay certain prepetition employee salaries, wages, paid time off, and other contractual compensation, as the case may be; (b) make payments for which employee payroll deductions were made; (c) pay benefits under employee benefit plans and all costs incident to the payment of such benefits (including payroll-related taxes and processing costs); (d) pay reimbursable prepetition business expenses; and (ii) directing all banks and other financial institutions to receive, process, honor, and pay any and all checks drawn on the Debtor's account for payment of such prepetition employee obligations; and upon the Muldoon Affidavit; and due and sufficient notice having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested in the Motion is in the best interests of the Debtor, its estate, and its creditors; and after due deliberation thereon and sufficient cause appearing therefore, it is hereby

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the Debtor is authorized, but not directed, to pay, in their sole discretion, the Prepetition Compensation,¹ as and when it becomes due, upon entry of this Order, provided however, that payments on account of Prepetition Compensation and Employee Benefits shall be subject to, and capped at, the limits described in sections 507(a)(4, 5) of the Bankruptcy Code; provided further, that payments on account of Prepetition Compensation are subject to an aggregate cap of \$150,000; and it is further

ORDERED that the Debtor is authorized, but not directed, to honor in the ordinary course of business those liabilities that arose under the Debtor's paid time off policies or practices, except as otherwise set forth in the Motion; and it is further

ORDERED that that the Debtor is authorized, but not directed, to pay all prepetition Reimbursable Expenses in the ordinary course of business, including those incurred prior to the Petition Date, subject to an aggregate cap of \$50,000.

ORDERED that the Debtor is authorized, but not directed, in its sole discretion, to honor and continue their Employee Benefits that were in effect as of the Petition Date to the extent requested in the Motion; provided, however, such relief shall not be deemed an assumption of any such Employee Benefits, including policies, plans, programs, practices, and procedures under section 365 of the Bankruptcy Code; provided further, that payments on account of Prepetition Compensation and Employee Benefits shall be subject to, and capped at, the limits described in sections 507(a)(4, 5) of the Bankruptcy Code; and it is further

ORDERED that Debtor's banks are authorized and directed to receive, process, honor, and pay all of the Debtor's prepetition checks and fund transfers on account of any of the prepetition employee obligations, and further Debtor's banks are prohibited from placing holds

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

on, or attempting to reverse, any automatic transfers to any account of an Employee or other party for prepetition employee obligations; and it is further

ORDERED that Debtor may pay any and all withholding, including social security, FICA, federal and state income taxes, garnishments, health care payments, 401(k) withholdings, or otherwise, as the case may be, whether these withholdings related to pre or post-petition periods; and it is further

ORDERED that the requirements of Bankruptcy Rule 6003 are satisfied; and it is further

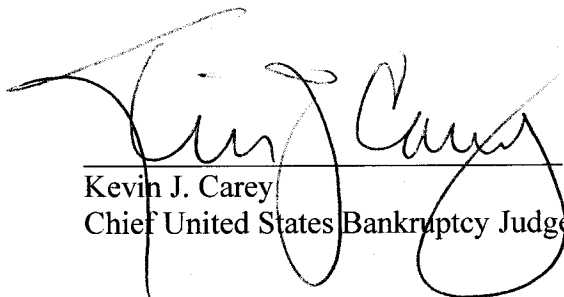
ORDERED that nothing herein shall be construed as a request for authority to assume any executory contract pursuant to 11 U.S.C. § 365, or otherwise waive or impair any rights of the Debtor arising from section 365 of the Bankruptcy Code; and it is further

ORDERED that this Order empowers but does not direct the Debtor to effectuate any of the payments discussed herein; and it is further

ORDERED that this Order shall be effective immediately upon entry hereof; and it is further

ORDERED that this Court shall retain jurisdiction over any and all matters arising from or related to this Order.

Dated: Feb 18, 2009
Wilmington, DE


Kevin J. Carey
Chief United States Bankruptcy Judge