

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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

**FINAL ORDER (I) RESTRAINING UTILITIES FROM DISCONTINUING, ALTERING  
OR REFUSING SERVICE; (II) DETERMINING ADEQUATE ASSURANCE OF  
PAYMENT TO UTILITIES UNDER 11 U.S.C. § 366; AND  
(III) ESTABLISHING A PROCEDURE FOR DETERMINING ADEQUATE  
ASSURANCE OF PAYMENT TO UTILITIES**

Upon the motion of Forward Foods LLC (“Forward Foods” or “Debtor”), the debtor and debtor in possession in the above-captioned chapter 11 case, for entry of an interim and final order: (i) restraining the Utilities<sup>1</sup> from discontinuing, altering or refusing service; (ii) determining adequate assurance of payment to the Utilities furnishing utility services under section 366 of Title 11 of the United States Code (the “Bankruptcy Code”); and (iii) establishing a procedure for determining adequate assurance of payment to the Utilities (the “Motion”); and having heard the statements of Debtor’s counsel and the statements of other parties in interest who appeared; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that the Motion is in the best interests of the Debtor, its estate and its creditors; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and upon the Muldoon Affidavit; and after hearing hereon and all objections having been overruled or resolved; and after due deliberation and sufficient cause therefor, it is hereby:

---

<sup>1</sup> All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

**ORDERED** that the Motion is granted on a final basis; and it is further

**ORDERED** that subject to the procedures described below, no Utility (a) may alter, refuse, terminate or discontinue utility services to, and/or discriminate against the Debtor on the basis of the commencement of this Case or on account of outstanding prepetition invoices or (b) require additional assurance of payment, other than the Deposit, as a condition to the Debtor receiving utility services; and it is further

**ORDERED** that in no event may any Utility apply any postpetition payment to amounts due and owing for utility services rendered to the Debtor prior to the Petition Date. All postpetition payments made by the Debtor shall be treated as security deposits or applied to invoices for postpetition utility services; and it is further

**ORDERED** that subject to the procedures referenced herein, the Debtor has demonstrated that the Utilities will receive adequate assurance of payment in accordance with sections 366(b) and (c) of the Bankruptcy Code based on (i) the Debtor providing the Deposits, as defined in the Motion, to each party qualifying under section 366 of the Bankruptcy Code as a Utility and (ii) Debtor's ability to pay for postpetition services on a current basis; and it is further

**ORDERED** that the Debtor is authorized to amend Exhibit A to the Motion, in its discretion, to add or delete any Utility; and it is further

**ORDERED** that if any Utility that is added to or subtracted from Exhibit A after entry of this Order objects to the adequate assurance provided or not provided, as the case may be, by the Debtor, then such Utility shall have ten (10) days from the date a notice of such modification to Exhibit A is filed with this Court to file a written objection with the Court. The Utility must also serve a copy of the written objection on Debtor's counsel, Bradford J. Sandler, Esquire, Benesch Friedlander Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, DE 19801.

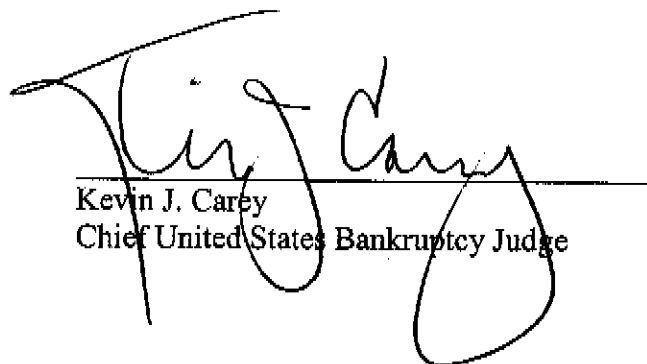
The objection must contain a statement (i) setting forth the location for which utility services are provided and the relevant account number(s), (ii) describing the deposits, prepayments or other security currently held by the objecting Utility and the amounts owing to such Utility, and (iii) explaining why the Deposit is not sufficient adequate assurance of future payment; and it is further

**ORDERED** that if no objection is filed within such ten day period, then the adequate protection provided by the Deposit is deemed satisfactory under section 366 of the Bankruptcy Code. If an objection is timely filed and served, then counsel for the Debtor and counsel for the Utility shall contact the Court to arrange for an expedited hearing on such objection. Notwithstanding the filing of an objection, an objecting Utility must continue to provide services pending entry of a final order with regard to the Utility's objection; and it is further

**ORDERED** that nothing in the Motion, Exhibit A, the Interim Order, or this Order constitutes a finding that any entity is or is not a utility company hereunder or under section 366 of the Bankruptcy Code; and it is further

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

Dated: March 18, 2009  
Wilmington, DE

  
Kevin J. Carey  
Chief United States Bankruptcy Judge