

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

In re:

MIG, Inc.,

Debtor.

Chapter 11

Case No. 09-12118 (KG)

Re: Docket No. 5, 31

**ORDER AUTHORIZING (A) CONTINUED USE OF EXISTING
CASH MANAGEMENT SYSTEM, (B) MAINTENANCE OF
EXISTING BANK ACCOUNTS, AND (C) CONTINUED
USE OF EXISTING BUSINESS FORMS AND CHECKS**

Upon the motion (the “**Motion**”)¹ filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**”) pursuant to sections 105 and 363 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), Rules 6003 and 6004(h) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and those guidelines promulgated by the Office of the United States Trustee (the “**Guidelines**”) for entry of an order: (a) authorizing, but not directing, the continued use of the Debtor’s existing cash management system; (b) authorizing the maintenance of existing bank accounts; (c) authorizing the continued use of existing business forms and checks; and (d) providing any additional relief required in order to effectuate the foregoing; and the Court having reviewed the Motion, heard the statements of counsel in support of the relief requested in the Motion at the hearings before the Court, and considered the Objection to the Motion filed on behalf of the Official Committee of Unsecured Creditors of MIG Inc. (the “**Committee**”) filed at Docket No. 76 and the Debtors’ response filed at Docket No. 80; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that the proceeding is a core proceeding

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

pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of this Motion and the opportunity for a hearing on this Motion were appropriate under the particular circumstances; and after due deliberation and sufficient cause appearing therefor; and the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein,

THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is granted, except with respect to paragraph 15 referencing transfers “outside of the Debtor’s Wachovia Accounts,” the Debtor shall be required to seek court approval on notice to interested parties, including the Committee and the Office of the United States Trustee, prior to any post-petition transfers of cash of the estate to or for the benefit of any non-debtor subsidiary or parent of the Debtor or any affiliates thereof.

2. The Debtor shall immediately transfer the cash identified in its Schedule of Assets and Liabilities (Docket No. 67), Schedule B-13, in the amounts of \$40,400,000 and \$2,585,000, from the accounts of its wholly-owned subsidiaries ITC Cellular LLC and International TelCell Cellular LLC to either of the Debtor’s accounts identified at Schedule B-1 as the Wachovia Money Market Acct. xxxx7595 or Wachovia Master Funding Acct. xxxx7472. The Debtor shall provide notice to the Office of the United States Trustee and the Committee when the transfer is completed.

3. The Debtor is authorized, but not directed, to maintain and use its existing cash management system, as more fully set forth in the Motion. In connection with the ongoing utilization of the cash management system, the Debtor shall continue to maintain strict records

with respect to all transfers of cash so that all transactions may be readily ascertained, traced, recorded properly, and distinguished between pre-petition and post-petition transactions.

4. The Debtor is authorized to maintain and use the existing bank accounts listed on **Exhibit "A"** to the Motion (the "**Bank Accounts**") in the name and with the account numbers existing immediately prior to the Petition Date.

5. The requirement in the Guidelines that the Debtor establish a specific new bank account for tax payments is waived.

6. The Debtor shall retain the authority to close all or certain of its Bank Accounts and open new debtor-in-possession accounts, or otherwise make changes to its cash management system as it deems necessary to facilitate its chapter 11 case and operations, or as may be necessary to comply with the requirements of any debtor-in-possession financing facility or cash collateral usage approved by this Court. In the event that the Debtor opens or closes any additional bank accounts, such opening or closing shall be timely indicated on the Debtor's monthly operating reports or notice of such opening or closing shall otherwise be timely provided to the Office of the United States Trustee for the District of Delaware.

7. The Debtor is authorized to deposit funds in and withdraw funds from its Bank Accounts by all usual means including, but not limited to, checks, wire transfers, automated clearinghouse transfers, electronic funds transfers, and other debits and to treat the Bank Accounts for all purposes as debtor-in-possession accounts.

8. The Debtor is authorized to continue to use its pre-printed checks, correspondence, and business forms, including, but not limited to, purchase orders, letterhead, envelopes, promotional materials, and other business forms, substantially in the forms existing immediately prior to the Petition Date, without reference to the Debtor's debtor-in-possession

status; provided that the Debtor will add the "Debtor-in-Possession" designation to any new checks that it obtains or creates post-petition.

9. The Debtor may continue to allow third-party benefit providers' Check Writing Privileges in the ordinary course of business. The Debtor is further authorized to retain a third-party payroll processing service and allow such third-party payroll processing service access to the Bank Accounts for the purpose of processing the Debtor's post-petition payroll obligations in the ordinary course of its business.

10. The banks listed on **Exhibit "A"** to the Motion (collectively the "**Banks**") and any and all other financial institutions receiving or transferring funds from the Debtor are hereby authorized and directed to cooperate with respect to the Debtor's efforts to maintain and use its cash management system and accounts in accordance with the terms of this Order.

11. The existing deposit agreements between the Debtor and the Banks shall continue to govern the post-petition cash management relationship between the Debtor and the Banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect. Unless pursuant to further Order of this Court or with prior notice and written consent from the Committee and the Office of the United States Trustee, the Debtor and the Banks shall not implement any changes to the cash management systems and procedures approved herein, including, without limitation, effectuate the opening or closing of any bank accounts.

12. If any of the Banks honor a prepetition check, automated clearing house debit, wire transfer, or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtor to honor such prepetition check or item, (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an

innocent mistake made despite implementation of customary item handling procedures it shall not be deemed to be nor shall be liable to the Debtor or its estate or otherwise in violation of this Order, unless such honoring was the result of such Bank's gross negligence or willful misconduct.

13. Other than as set forth in this Order, subject to section 553 of the Bankruptcy Code, all Banks that maintain the Bank Accounts are prohibited from offsetting, affecting, freezing, or otherwise impeding the Debtor's use of any funds in the Bank Accounts on account of, or by reason of, any claim (as defined in Section 101(5) of the Bankruptcy Code) of any such Bank against the Debtor that arose before the Petition Date, absent further order of this Court.

14. The Debtor shall cause a copy of this Order to be served on all of the banks at which any Bank Account is maintained within five (5) business days of the date hereof.

15. Rule 6003 of the Bankruptcy Rules has been satisfied.

16. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062 or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

17. The Debtor is authorized and empowered to take all actions necessary to implement the relief granted in this Order.

18. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the interpretation or implementation of this Order.

Dated: July 30, 2009


UNITED STATES BANKRUPTCY JUDGE

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