

A. Maintenance of Bank Accounts.

2. Under sections 105 and 363 of the Bankruptcy Code, the Debtor, in its discretion, is authorized, but not directed, to (a) designate, maintain and continue to use any and all of its respective Bank Accounts in existence as of the Petition Date, with the same account numbers, including, without limitation, the accounts identified in Exhibit A annexed hereto; (b) if necessary, open new accounts and give the U.S. Trustee prompt notice of each such newly opened account, wherever they are needed; provided, however, that any new bank account shall be with a bank that is insured by the FDIC or FSLIC and organized under the laws of the United States of America or any state therein and shall be designated a "debtor-in-possession" or "DIP" account by the respective bank; (c) treat the Bank Accounts and any such newly opened accounts for all purposes as accounts of the Debtor in its capacity as debtor-in-possession and (d) to pay its tax obligations out of its existing Bank Accounts rather than opening new Bank Accounts solely for tax payments.

B. Use of Business Forms.

3. The Debtor is authorized to continue to use its existing business forms and checks without alteration or change and without the designation "Debtor In Possession" or a "debtor in possession case number" imprinted upon them provided, however, in the event that the Debtor needs to purchase new check stock or any other business forms during the pendency of this chapter 11 case, such check stock or other business forms will include a legend referring to the Debtor as "Debtor-in-Possession" or "DIP".

C. Cash Management System.

4. The Debtor is authorized to continue to use its existing cash management system (including Bank Products services), and shall maintain through the use thereof detailed records

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

reflecting all transfers of funds under the terms and conditions provided for by the existing agreements with the institutions participating in the Debtor's cash management system, except as modified by this Order. In connection with the ongoing utilization of its cash management system, the Debtor shall continue to maintain records with respect to all transfers of cash so that all transactions may be readily ascertained, traced and recorded properly on the applicable accounts.

5. After the Petition Date, and subject to the terms of this Order, all Banks at which the Bank Accounts are maintained are authorized and directed to continue to administer the Bank Accounts as such accounts were maintained prepetition, without interruption and in the usual and ordinary course, and to pay any and all checks, wire transfers, ACH transfers, electronic fund transfers or other items presented, issued or drawn on the Bank Accounts on account of a claim arising on or after the Petition Date, so long as sufficient funds are in the Bank Accounts.

6. The Banks shall be restrained from honoring any check, draft, wire or ACH Transfer presented, issued or drawn on the Bank Accounts on account of a prepetition claim unless (a) authorized by an order of this Court, (b) not otherwise prohibited by a "stop payment" request received by the Banks from the Debtor and (c) supported by sufficient funds in the Bank Account in question.

7. Subject to the provisions of this Order, the Banks are authorized to accept and honor all representations from the Debtor as to which checks, drafts, wires or ACH transfers should be honored or dishonored consistent with any order(s) of this Court and governing law, whether such checks, drafts, wires or ACH transfers are dated prior to, on or subsequent to the Petition Date. To the extent that the Debtor directs that any prepetition checks, drafts, wires or ACH Transfers be dishonored, the Debtor may issue replacement checks, drafts, wires or ACH

Transfers to pay the amounts related to such dishonored checks, drafts, wires or ACH Transfers consistent with the orders of this Court.

8. Each Bank that maintains a Disbursement Account shall implement reasonable handling procedures designed to effectuate the terms of this Order. No Bank that implements such handling procedures and then honors a prepetition check, draft, wire, ACH transfer (excluding any ACH Transfer that the Banks are obligated to settle) or other item presented, issued or drawn on any Bank Account that is the subject of this Order (a) at the direction of the Debtor to honor such prepetition check, draft, ACH transfer or other item, (b) in good-faith belief that the Court has authorized such prepetition check, draft, wire, ACH transfer or other item to be honored or (c) as a result of an innocent mistake made despite implementation of such handling procedures shall be deemed to be liable to the Debtor or its estate or otherwise in violation of this Order.

9. Nothing contained in this Order shall prevent the Debtor and the Banks from implementing reasonable changes to the Debtor's cash management system, including, but not limited to, the opening of any additional bank accounts or closing of any Bank Account(s) as they may deem necessary and appropriate, and the Banks are authorized to honor the Debtor's requests to open or close, as the case may be, such bank accounts; provided, however, that any new account shall be with a Bank that is insured by the FDIC or the FSLIC and organized under the laws of the United States of America or any state therein and shall be designated a "debtor-in-possession" or "DIP" account by the respective Bank.

10. The Banks and the Credit Card Companies are authorized to charge and the Debtor is authorized to pay or honor, in its sole discretion, the Financial Fees, including, without

limitation, charge backs and amounts related to promotional fees, returns and exchanges (whether such items are dated prior to, on or subsequent to the Petition Date).

D. Investment Guidelines.

11. The Debtor is authorized to deposit and invest funds in accordance with the Investment Guidelines (as they may be modified by the requirements of any order of the Court approving the proposed postpetition financing), notwithstanding that the Investment Guidelines may not strictly comply in all respects with the investment guidelines expressly set forth in section 345 of the Bankruptcy Code. The Debtor's Banks are authorized and directed to accept and hold funds, at the Debtor's direction, in accordance with the Investment Guidelines.

13. The Debtor is hereby authorized to take such actions and execute such documents as may be required to carry out the intent and purpose of this Order.

14. Notwithstanding Interim Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

15. Any objection to the relief requested in the Motion on a permanent basis must (a) be filed in writing with the Court, at 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 by 4:00 p.m. (Eastern time) on the date that is 15 days after the entry of this Order (the "Objection Deadline") and (b) served so as to be actually received by the following parties by the Objection Deadline: (i) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, (Attn: David Buchbinder, Esq.), (ii) proposed counsel to the Debtor, Nixon Peabody LLP, 437 Madison Avenue, New York, New York 10022 (Attn: Joseph M. Gitto, Esq.), (iii) proposed local counsel to the Debtor, Womble Carlyle Sandridge & Rice, PLLC, 222 Delaware Avenue, Suite 1501, Wilmington, DE 19801 (Attn: Thomas M. Horan), and (iv) the official committee of unsecured creditors, if one has been appointed in this chapter 11 case.

16. If any timely objections are received, a hearing shall be held to consider such objections at the first regularly-scheduled omnibus hearing in this case. This order shall remain in effect until such hearing.

17. If no objections are timely filed and served as set forth herein, the proposed order shall be deemed a final order with no further notice or opportunity to be heard afforded to any party.

18. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware

June 30, 2009

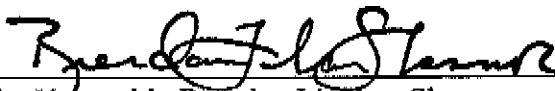

The Honorable Brendan Linehan Shannon
United States Bankruptcy Judge

Exhibit A

Debtor's Bank Accounts

Wells Fargo Bank, N.A.

Account Number: 4121161467

Wachovia Bank, N.A.

Account Number: 2000032589238

Wachovia Bank, N.A.

Account Number: 2000028310466