

ORIGINAL

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA

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In re:

CASE NO. 04-34915-BK-PGH
COMMISSION CLERK

EPICUS COMMUNICATIONS GROUP, INC.
et al.,

Chapter 11

050000

Debtors.

Joint Administration

**ORDER AUTHORIZING AND APPROVING POST-PETITION FINANCING,
PURSUANT TO SECTION 364(C)(1)**

THIS MATTER came before the Court on September 21, 2005, upon Epicus Communications Group, Inc. and Epicus, Inc.'s, (the "Debtors") and AJW Partners, LLC, AJW Offshore, Ltd., AJW Qualified Partners, LLC and New Millennium Capital Partners II, LLC's (collectively, the "AJW Group") Joint Motion to Approve Post-Petition Financing, Pursuant to 11 U.S.C. § 364(c)(1) (the "Motion"). Having reviewed the Motion, heard argument of counsel, and the Court being otherwise fully advised in the premises, it is

ORDERED AND ADJUDGED as follows:

1. The Motion is hereby granted, as more particularly set forth herein.

2. The Debtors are authorized to borrow from the NIR Group an amount up to \$250,000, as needed, and subject to the discretion of the NIR Group, which advances shall be entitled to priority over any and all administrative expenses of the kind specified in Sections 503(b) and 507(b) of the Bankruptcy Code pursuant to Section 364(c)(1) of the Bankruptcy Code, subject only to rights granted to BellSouth Telecommunications, Inc. under the Amended Stipulation for Use of Cash Collateral of BellSouth Telecommunications, Inc., approved by the Court's Preliminary Order, dated November 24, 2004.

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3. Any amounts advanced pursuant to this Order shall be immediately due and payable by the Debtors, with interest at the rate of 9% per annum, on the Effective Date of the Debtors' First Amended Joint Plan of Reorganization under Chapter 11, from the proceeds generated from the issuance of new debentures of Reorganized Epicus Communications, Inc. pursuant to the Plan.

4. Pursuant to, and to the extent of, the provisions of Section 364(e) of the Bankruptcy Code, the priority granted by this Order shall be binding on the Debtors, their estates and their successors and assigns even if this Order is reversed or modified on appeal.

5. Notwithstanding Bankruptcy Rule 7062, the terms and conditions of this Order shall be: (a) immediately enforceable pursuant to Bankruptcy Rule 8005; and (b) not be stayed absent (1) an application by a party in interest for such stay in conformance with Bankruptcy Rule 8005, and (2) a hearing upon notice to the Debtors and the NIR Group.

6. The provisions of this Order and any actions taken pursuant hereto shall survive entry of any orders which may be entered confirming any plan of reorganization or which may be entered converting the Chapter 11 Cases from Chapter 11 to Chapter 7 of the Bankruptcy Code; *provided, further*, that the terms and provisions of this Order, shall continue in this or any superseding case under the Bankruptcy Code and the priority granted to the NIR Group herein shall continue as provided by this Order until the Debtors obligations to the NIR Group in connection with the post-petition advance authorized herein are satisfied in full.

7. The provisions of this Order shall be binding upon and inure to the benefit of the NIR Group, the Debtors, the Debtors' estates and their respective successors and assigns (including any trustee appointed as a representative of any Debtor's estate or in any subsequent proceeding under the Bankruptcy Code).

8. A final hearing to approve the post-petition financing approved on an interim basis herein shall be set for September 30, 2005 at 10:00 a.m.

ORDERED in the Southern District of Florida on September 21, 2005

PAUL G. HYMAN

**HONORABLE PAUL G. HYMAN, JR.
UNITED STATES BANKRUPTCY JUDGE**

Copies Furnished To:

Alvin Goldstein, Esq.

(Alvin Goldstein, Esq. shall serve a copy of this Order upon all interested parties and shall file a Certificate of Service with the Court.)