

110000-07

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

RECEIVED-FPSC
11 NOV -8 AM 10:23
COMMISSION
CLERK

In re: Chapter 11
OPEN RANGE COMMUNICATIONS LLC, Case No. 11-13188 (KJC)
Debtor.¹ Related Docket Nos. 7, 48 and 155

FINAL ORDER (I) AUTHORIZING, BUT NOT DIRECTING, THE DEBTOR TO PAY CERTAIN PREPETITION TAXES AND (II) AUTHORIZING BANKS TO HONOR RELATED CHECKS AND ELECTRONIC TRANSFERS

Upon the Motion (the "Motion"),² of the above-captioned debtor and debtor in possession pursuant to sections 105(a), 363(b), 507(a)(8), and 541 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004 for entry of an order (i) authorizing the Debtor to pay, in its discretion, certain prepetition taxes and fees and (ii) authorizing banks and other financial institutions to honor and process electronic transfers or checks related thereto; and upon consideration of the Motion and all pleadings related thereto, including the Edwards Declaration; and upon consideration of the reservation of rights filed by the Universal Service Administrative Company at Docket No. 134; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was due and proper under the circumstances; and it appearing that the relief requested in the Motion is in the best interests of the Debtor, its estate and creditors; and after due deliberation, and good and sufficient cause appearing therefor,

¹ The last four digits of the Debtor's federal tax identification number are 0894.

² Capitalized terms used but not defined herein shall have the meaning assigned to such terms in the Motion.

49524/0001-8014870v2

COM
APA
ECR
ECL
RAD
SRC
ADM
OPC
CLK

Docket No: 176
Entered: 10/31/11

DOCUMENT NUMBER DATE

08244 NOV -8 =

FPSC-COMMISSION CLERK

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis.
2. The Debtor is authorized but not directed to pay all prepetition Taxes to the Taxing Authorities in the ordinary course of its businesses up to an aggregate amount of \$180,000 (the "Tax Cap").
3. The Banks are hereby authorized to receive, process, honor, and pay any and all checks and transfer requests evidencing amounts paid by the Debtor pursuant to this Order, whether presented prior to or after the Petition Date.
4. The Banks are authorized to rely on the representations of the Debtor as to which checks are issued or authorized to be paid pursuant to this Order, without any further inquiry and without liability for following the Debtor's instructions.
5. To the extent that the Taxing Authorities have otherwise not received payment for any of the Taxes owed, the Debtor is authorized to issue checks, or to provide for another means of payment, to the Taxing Authorities, to the extent necessary to pay all outstanding Taxes.
6. This Order is without prejudice to the Debtor's rights to contest the amounts of any Taxes on any grounds they deem appropriate.
7. Nothing in this Order shall be deemed to be a final determination regarding the Debtor's prepetition obligations to the Universal Service Administrative Company ("USAC") and USAC has expressly reserved its rights to (i) assert claims against the Debtor within this Chapter 11 proceeding and (ii) conduct an audit of the Debtor's telecommunications revenues if USAC determines an audit is required.
8. This Order is without prejudice to the Debtor's right to seek Court authority to increase the Tax Cap.

9. The Debtor is hereby authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

10. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived.

11. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice or otherwise deemed waived.

12. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Dated: Oct 3, 2011
Wilmington, Delaware


The Honorable Kevin J. Carey
United States Bankruptcy Judge