

objection(s) to the Motion has/have been filed with the Clerk or been made known to the Court; having conducted a hearing held on April ____, 2009 on the Motion; no parties having raised an objection to the Motion at the hearing; finding that good cause exists for the entry of this order on the Motion without further delay or notice; and being duly advised in the premises, finds and it is hereby;

ORDERED:

1. Capitalized terms used in this Order but not otherwise defined herein, shall have the meanings given to them in the Motion.

2. The Motion is granted.

3. The Debtor is hereby authorized and empowered, but not required to pay the Authorities the Taxes, including but not limited to, sales and payroll withholding taxes described in the Motion.

4. The provisions of this Order shall become effective immediately. There is no just reason for delay in the entry of a final order as to all of the issues before the Court on the Motion and the Court hereby directs that this order be entered as a Final Order in this case in accordance with the terms stated herein.

5. Any payments or transfers made to the Authorities pursuant to this Order are not preferential payments pursuant to §547 of the Code, a transfer under §548 of the Code, or a post petition payment pursuant to §549 of the Code and, therefore, may not be avoided as such.

6. This Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to the implementation of this Order.

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