THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

In re: Whitehall Trust, et al.,[1] Debtors.	Chapter 11 Case No. 25-15241(PMM) (Joint Administration Requested) Hearing: December 30, 2025 at 9:00 a.m.

MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER: (A) AUTHORIZING CONTINUED USE OF THE DEBTORS' CASH MANAGEMENT SYSTEM, EXISTING BANK ACCOUNTS, AND BUSINESS FORMS; (B) WAIVING CERTAIN UNITED STATES TRUSTEE REQUIREMENTS, AND (C) GRANTING RELATED RELIEF

The above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby move the Court, pursuant to this motion (this "Motion"), for the entry of an order, substantially in the form attached hereto as Exhibit A: (i) authorizing the Debtors to continue using their existing bank accounts, cash management system, and business forms in the ordinary course and in the same manner as prior to the petition date, (ii) waiving certain bank account and related requirements of the Office of the United States Trustee for the Eastern District of Pennsylvania (the "U.S. Trustee"), and (iii) granting related relief. In support of this Motion, the Debtors respectfully state as follows:

Jurisdiction

1. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 1334.

2. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

3. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are Sections 105(a), 363(c) and 345(b) of the Bankruptcy Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), Rules 6003 and 6004 of

[1] The Debtors in these Chapter 11 Cases are: (i) Whitehall Trust; (ii) Saucon Trust; (iii) Whitehall Manor, Inc. (5606); (iv) Saucon Valley Manor, Inc. (2894).

the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 9014-3 of the Local Bankruptcy Rules for the Eastern District of Pennsylvania (the "Local Rules").

Factual Background

5. On the date hereof (the "Petition Date"), the Debtors each filed a petition for relief under Chapter 11 of title 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. As of the date of the filing of this Motion, no official committee of unsecured creditors, trustee, or examiner has been appointed or designated in these cases.

The Debtors' Operations

7. Concurrently with the filing of this Motion, the Debtors have sought procedural consolidation and joint administration of these Chapter 11 Cases.

8. Whitehall Manor, Inc. ("Whitehall") and Saucon Valley Manor, Inc. ("SVM," and, together with Whitehall, the "Manors") are Pennsylvania S-corporations. Through their missions, the Manors operate award winning senior living facilities at properties owned by Whitehall Trust and Saucon Trust (collectively, the "Trusts"). Real property located at 1177 Sixth Street, Whitehall Township, PA is held in trust by Whitehall Trust and real property located at 1050 Main Street, Hellertown PA is held in trust by Saucon Trust. The Trusts lease the properties to Whitehall and SVM, respectively, and Whitehall and SVM operate their Manors at those locations.

9. The Manors are classified as Personal Care Homes ("PCH") regulated under 55 PA Code 2600. PCHs are not designed for seniors to age in place, which distinguish such facilities from Assisted Living Communities ("ALC") and Skilled Nursing Facilities ("SNF"). PCHs are not required by regulation, for example, to have nurses or doctors on staff or to provide transportation, unlike ALCs and SNFs. Residents with increased care needs are not eligible for PCH.

10. The Manors' residents are private pay. The Manors provide 24-hour supervision for

adults and help with the tasks of daily living such as bathing, dressing, medication assistance, and meal preparation. Available services are based on the resident's needs after an evaluation.

11. Operations will continue in the ordinary course and will continue to be supported by the loans from the owners, subject to court approval.

12. The factual background relating to the Debtors' commencement of these Chapter 11 Cases is set forth in detail in the First Day Declaration filed on the Petition Date and incorporated herein by reference.

Cash Management System

13. Prior to the Petition Date, and in the ordinary course of business, the Debtors utilized a cash management system, generally comprised of intercompany credit transactions and utilization of several bank accounts (the "Cash Management System") to collect receivables from operations, pay down debts, pay vendors, manage and support business operations, and pay employees.

14. As of 2025, pursuant to an amendment to the leases between the Manor Debtors, as tenants, and the Trust Debtors, as landlords, the Manors pay the Trusts' obligations, such as property taxes and insurance, directly to those collecting entities as an offset of their rental obligations. The Manors also pay the expense of repairs and maintenance of the properties. The Debtors intend to continue with this arrangement in the ordinary course of business post-petition.

15. The use of the Cash Management System is essential to enable the Debtors to centrally control and monitor funds, ensure cash availability and liquidity, reduce administrative expenses by facilitating the movement of funds from centralized accounting and books and records, and develop accurate account balance and cash flow information and/or reports. These controls are crucial given the volume of transactions, donations and government funding managed through the Cash Management System.

16. More specifically, prior to the Petition Date, and in the ordinary course of business,

the Debtors maintained the following separate bank accounts (collectively, the "Bank Accounts"):

Whitehall Accounts

- **Main Operating Account:** Maintained with Truist Bank (Account No. XXXX6454)

  The Main Operating Account is the Debtors' primary deposit/revenue collection and disbursement account. Receipts for this account are primarily received from residents. Disbursements from the Main Operating Account pay the Whitehall Trusts' property taxes as an offset of back rent, and pay insurance premiums and premium financing payments as well as other business obligations. The Main Operating Account is also used to fund the Payroll Account. The Main Operating Account is also used for intercompany transfers.

  Payroll Account: Maintained with Truist Bank (Account No. XXXX5102)

  Reserve Account for Rent Payments: Maintained with Truist Bank (Account No. XXXX5651)

  Escrow Account: Maintained with Truist Bank (Account No. XXXX7012)

Saucon Accounts

- **Main Operating Account:** Maintained with Truist Bank (Account No. XXXX5579).

  The Main Operating Account is the Debtors' primary deposit/revenue collection and disbursement account. Receipts for this account are primarily received from residents. Disbursements from the Main Operating Account pay the Saucon Trust's property taxes as an offset of back rent, and pay insurance premiums and premium financing payments as well as other business obligations. The Main Operating Account is also used to fund the Payroll Account. The Main Operating Account is also used for intercompany transfers.

  Payroll Account: Maintained with Truist Bank (Account No. XXXX4602)

  Reserve Account for Rent Payments: Maintained with Truist Bank (Account No. XXXX5678)

  General Checking Accounts: Maintained with Truist Bank (Account No. XXXX7020 and Account No. XXXX2423)

17. Each of the Debtors' above-referenced Bank Accounts is held at an authorized depository with the United States Trustee for the Eastern District of Pennsylvania.

18. Any disruption of the Cash Management System would be extremely detrimental

to the Debtors' operations and, therefore, maintaining the Cash Management System and Bank Accounts will help facilitate a smooth transition into Chapter 11. Due to the confusion and delay that would result from opening new bank accounts and organizing a new cash management system, the Debtors requests that the Court authorize the continued use of the Cash Management System and Bank Accounts and waive any contrary banking requirements of the Office of the U.S. Trustee.

The Debtors' Existing Business Forms and Books and Records

19. As part of their Cash Management System, the Debtors utilize preprinted business forms (the "Business Forms") in the ordinary course of their operations. The Debtors also maintain books and records to document, among other things, their revenues and expenses (collectively, the "Books & Records").

20. To minimize expenses to their estates and to avoid confusion on the part of their employees, creditors, and other parties in interest, the Debtors request that the Court authorize them to continue to use all Business Forms and Books and Records (including, without limitation, letterhead, purchase orders, checks, and invoices) as such forms as were in existence immediately before the Petition Date and without reference to the Debtors' status as debtors in possession. The Debtors shall replace existing stock with new forms identifying their status as debtors in possession as existing stock is depleted.

Relief Requested

21. The Debtors seek entry of an order authorizing the Debtors to continue to use their Bank Accounts, Cash Management System, Business Forms, and Books and Records in the ordinary course and in the same manner as before the Petition Date and waiving certain bank account and related requirements of the U.S. Trustee.2

[2] Notwithstanding anything herein to the contrary, the Debtors reserve their rights to close their pre-petition Bank Accounts and open new accounts or modify Business Forms as may be necessary in the Debtors' business judgment.

22. Specifically, the Debtors seek authority to (i) maintain and continue to use the Debtors' Bank Accounts, in the same manner and with existing account numbers, styles, and document forms; (ii) deposit funds in, and withdraw funds from, the Bank Accounts by usual means, including check, wire transfer, automated clearinghouse transfer, draft, electronic fund transfer, centralized lockbox, or other items presented, issued, or drawn on the bank accounts; (iii) pay prepetition and ordinary-course bank fees for the Bank Accounts; (iv) perform their obligations under the Bank Accounts' governing documents and agreements; (v) treat the Bank Accounts for all purposes as "debtor in possession" accounts, (vi) otherwise continue to use their pre-petition Cash Management System, including obtaining credit from and reimbursing Pennsylvania Ventures, in the ordinary course, and (vii) open or close any bank accounts in the ordinary course of business or as is necessary to carry out the terms and conditions of any orders of the Court.

23. In furtherance of that relief, and to maintain efficient operations during these cases, the Debtors also request that their banks be authorized to continue to administer, service, and maintain the Bank Accounts, as they were prepetition, without interruption and in the Debtors' ordinary course of business.

24. In that regard, the Debtors seek authorization and direction to the Debtors' banks to continue to receive, process, honor, and pay (or to reissue, as may be necessary) all checks, drafts, wires, automated clearinghouse transfers, electronic fund transfers, or other items presented, issued, or drawn on the Bank Accounts on account of any claim this Court grants the Debtors approval to pay arising before, on, or after the Petition Date, and in reliance on the Debtors' representations of such authority, subject to the applicable bank accounts containing sufficient funds.

25. Both here and in other first-day motions, the Debtors seek authority to pay certain prepetition obligations. For some of these obligations, the Debtors may have issued disbursements before the Petition Date that have yet to clear. For others, the Debtors will issue a disbursement

once they have Court authority to do so. In this regard, the Debtors request that their banks be authorized to accept and honor all representations from the Debtors as to which of these disbursements should be honored. If any bank nevertheless dishonors a Court-approved disbursement, the Debtors request authority to issue replacement disbursements consistent with the orders of this Court.

26. Further, because the banks are not in a position to independently verify or audit whether they may honor a particular Court-approved prepetition disbursement, the Debtors further request that the Court order that no bank be liable to the Debtors or their estates, or otherwise be in violation of such orders, for honoring a prepetition disbursement or other disbursement at the Debtors' direction.

27. The Debtors will immediately (a) contact its bank, (b) provide the bank with each of the Debtors' employer identification numbers, and (c) identify each of their Bank Accounts held at such bank as being held by a debtor in possession in the Debtors' chapter 11 cases and instruct them to rename the Bank Accounts as "Debtor in Possession" accounts with the Petition Date and the lead case number included on the account title.

Basis for Relief

A. The Continued Use of the Debtors' Cash Management System, Bank Accounts, Business Forms, and Books and Records Is Essential to the Debtors' Ongoing Operations and Restructuring Efforts.

28. Continued use of the Debtors' Cash Management System, including their Bank Accounts, Business Forms, and Books and Records is essential to the Debtors' ongoing operations and restructuring efforts.

29. The Debtors' operations would be severely harmed by the disruption, confusion, delay, and cost that would most certainly result from creating a new cash management system,

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including the closure of the Bank Accounts, the opening of new accounts, and the immediate printing of new business forms with a "Debtor in Possession" designation on them.

30. As set forth herein, the Debtors submit that approval of the continued use of the Debtors' Cash Management System, Bank Accounts, Business Forms, and Books and Records is appropriate under the Bankruptcy Code and consistent with Chapter 11 practice in the Third Circuit and this district.

31. Section 363(c)(1) of the Bankruptcy Code authorizes a debtor in possession to "use property of the estate in the ordinary course of business without notice or a hearing." 11 U.S.C. § 363(c)(1).

32. "The framework of section 363 is designed to allow a trustee (or debtor in possession) the flexibility to engage in ordinary transactions without unnecessary creditor and bankruptcy court oversight, while protecting creditors by giving them an opportunity to be heard when transactions are not ordinary." *In re Roth Am., Inc.*, 975 F.2d 949, 952 (3d Cir. 1992).

33. Included within the purview of Section 363(c) is a debtor's ability to continue the "routine transactions" necessitated by a debtor's cash management system. *Amdura Nat'l Distrib. Co. v. Amdura Corp. (In re Amdura Corp.)*, 75 F.3d 1447, 1453 (10th Cir. 1996). Thus, as one bankruptcy court has explained, "[a]pproval of cash management systems and related procedures and transactions employed in the ordinary course of a debtor's business is common . . . ." *In re Federated Dep't Stores, Inc.*, 1990 Bankr. LEXIS 84, at *2-4 (Bankr. S.D. Ohio Jan. 15, 1990).

34. In addition, Section 105(a) of the Bankruptcy Code empowers the Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a).

35. In similar Chapter 11 cases, courts often waive the requirement to open new bank accounts and obtain new business forms (at least until the existing business forms stock was depleted) on the grounds these requirements are impractical and potentially detrimental to a

debtor's post-petition business operations and restructuring efforts. *See, e.g., In re Domus BWW Funding, LLC*, Case No. 22-11162(ELF) (Bankr. E.D. Pa. May 11, 2022).

36. The Debtors have utilized their Cash Management System as part of their ordinary pre-petition business practices. Given the corporate and financial structure of the Debtors, and the demands of transitioning to Chapter 11, it would be difficult to establish an entirely new cash management system. The delays that would result from opening new accounts, revising cash management procedures, and instructing customers to redirect payments would unquestionably disrupt the Debtors' operations.

37. In addition, the requirement to maintain all accounts separately would decentralize the Debtors' Cash Management System. Courts have noted that an integrated cash management system "allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash." *In re Columbia Gas Sys., Inc.*, 136 B.R. 930, 934 (Bankr. D. Del. 1992), *aff'd in part and rev'd in part*, 997 F.2d 1039 (3d Cir. 1993). The Third Circuit has agreed, emphasizing that a requirement to maintain all accounts separately "would be a huge administrative burden and economically inefficient." *In re Columbia Gas Sys., Inc*., 997 F.2d at 1061; *see also In re Southmark Corp.*, 49 F.3d 1111, 1114 (5th Cir. 1995) (finding that a cash management system allows the debtor "to administer more efficiently and effectively its financial operations and assets").

38. The Debtors submit that only through the continuation of the above-described Cash Management System in the ordinary course of business can the Chapter 11 reorganization process be achieved in an efficient and cost-effective manner, particularly given the lag between the Debtors providing services and incurring obligations in the course of their business operations. No party in interest will be prejudiced by the Debtors continuing their existing Cash Management System. The Debtors will maintain records of all pre-petition and post-petition transfers within the Cash Management System, so that all transfers and transactions will be documented in their Books

& Records to the same extent such information was maintained by the Debtors prior to the Petition Date.

39. In addition, no party in interest will be prejudiced or injured by the Debtors' maintenance of the Bank Accounts and Business Forms in the ordinary course of business because parties doing business with the Debtors will be aware of the Debtors' status as debtors in possession. Conversely, if the Debtors were required to replace their existing accounts and forms, it would necessarily disrupt the Debtors' businesses and potentially delay the Debtors' receipt of government payments and other revenues, thereby impairing Debtors' efforts to preserve the value of their estates and reorganize in an efficient manner.

40. The Debtors submit that their efforts are prudent and sufficient to protect the interests of parties dealing with the Debtors on a post-petition basis, while avoiding unnecessary expense and administrative delays at this critical time.

B. The Court Should Authorize the Debtors to Continue Using Debit, Wire, Automatic Clearing House Payment, and other Electronic Funds Transfers.

41. The Debtors request that the Court grant further relief from the guidelines of the U.S. Trustee to the extent they require the Debtors to make all disbursements by check with a notation representing the reason for the disbursement.

42. In the ordinary course of business, the Debtors conduct transactions by debit, wire, or ACH payment and other similar methods, particularly intercompany reimbursements to Pennsylvania Ventures. To deny the Debtors the opportunity to conduct transactions by electronic means or other modern methods would unnecessarily delay and disrupt the Debtors' business operations, as well as create additional costs to the Debtors.

C. Cause Exists to Authorize and Direct the Debtors' Financial Institutions to Honor Checks and Electronic Fund Transfers.

43. Finally, this Court should authorize the Debtors' banks to continue to receive, process, honor, and pay (or to reissue, as may be necessary) all checks, drafts, wires, automated

clearinghouse transfers, electronic fund transfers, or other items presented, issued, or drawn on the Bank Accounts on account of any claim this Court grants the Debtors approval to pay arising before, on, or after the Petition Date, and in reliance on the Debtors' representations of such authority, subject to the applicable Bank Accounts containing sufficient funds.

44. The Debtors should have sufficient availability of funds to pay the amounts described herein in the ordinary course of business by virtue of cash reserves, expected cash flows from ongoing business operations, and anticipated access to debtor-in-possession financing. Also, under the Debtors' existing Cash Management System, checks or wire transfer requests can readily be identified as relating to an authorized payment. Therefore, the Debtors believe that unauthorized checks or wire transfer requests will not be honored inadvertently.

D. The Requirements of Bankruptcy Rule 6003 Have Been Satisfied.

45. The Debtors submit that the relief requested herein is necessary and appropriate, is in the best interests of their estates and all other interested parties and should be granted in all respects. The Debtors further submit that because the relief requested in this Motion is necessary to avoid immediate and irreparable harm to the Debtors, as set forth herein, Bankruptcy Rule 6003 has been satisfied.

E. Request for Waiver of Stay.

46. The Debtors also request that the Court waive the stay imposed by Bankruptcy Rule 6004(h), which provides that "[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of fourteen (14) days after entry of the order, unless the court orders otherwise." As described above, the relief that the Debtors seek in this Motion is immediately necessary for the Debtors to be able to continue to operate their organizations and preserve value for the benefit of creditors. The Debtors respectfully request that the Court waive

the fourteen-day stay imposed by Bankruptcy Rule 6004(h), as the critical nature of the relief sought herein justifies immediate relief.

Reservation of Rights

47. Nothing contained in this Motion is an admission of the validity of any claim against the Debtors, a waiver of the Debtors' or any other party's rights to dispute any claim, or an approval or assumption of any agreement, contract, or lease under Section 365 of the Bankruptcy Code. If this Court grants the relief requested in this Motion, any Court-authorized payment is not an admission of the validity of any claim or a waiver of the Debtors' or any other party's rights to subsequently dispute such claim. In addition, authorization to pay the claims described in this Motion will not be deemed a direction to the Debtors to pay such claims; rather, the Debtors will make such payments in their discretion.

Notice

48. This Motion has been served upon (a) the Office of the United States Trustee for the Eastern District of Pennsylvania; (b) the Commonwealth of Pennsylvania, Department of Labor and Industry; (c) the Commonwealth of Pennsylvania, Department of Revenue; (d) the Office of the Attorney General of Pennsylvania; (e) the entities listed on the Consolidated List of Creditors Holdings the 20 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (f) Internal Revenue Service; (g) Duane Morris; (h) Truist Bank; (i) Whitehall Township Tax Office (j) Commonwealth of Pennsylvania, Department of Human Services; (k) Whitehall Coplay School District; (l) Borough of Hellertown; (m) County of Northhampton; (n) Saucon School District (o) Lehigh Valley LLC I; (p) Portnoff Law & Associates; (q) Office of the Unites States Attorney General for the Eastern District of Pennsylvania; and (r) all parties who have requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

No Prior Request

49. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request (i) entry of an order substantially in the form of Exhibit A, and (ii) such other and further relief as the Court deems appropriate.

Dated: December 26, 2025
Philadelphia, Pennsylvania

/s/ Michelle V. Lee

DILWORTH PAXSON LLP
Lawrence G. McMichael
Anne M. Aaronson
Michelle V. Lee
1650 Market St., Suite 1200
Philadelphia, PA 19103
Telephone: (215) 575-7000
Facsimile: (215) 575-7200
Email: lmcmichael@dilworthlaw.com
aaaronson@dilworthlaw.com
mlee@dilworthlaw.com

Proposed Counsel for the Debtors and Debtors-in-Possession

EXHIBIT A

(Proposed Order)

THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

In re:	)	Chapter 11
Whitehall Trust, et al.,[1]	)	Case No. 25-
	)	
Debtors.	)	Joint Administration Requested

INTERIM ORDER: (A) AUTHORIZING CONTINUED USE OF THE DEBTORS' CASH MANAGEMENT SYSTEM, EXISTING BANK ACCOUNTS, AND BUSINESS FORMS; (B) WAIVING CERTAIN UNITED STATES TRUSTEE REQUIREMENTS, AND (C) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (this "Order"): (i) authorizing the Debtors to (a) continue their cash management system, maintain their existing bank accounts, business forms, and books and records, (b) waive certain bank account and related requirements of the U.S. Trustee, and (c) granting related relief, all as more fully set forth in the Motion; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of this Motion and opportunity for a hearing on this Motion was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The Motion is **GRANTED** on an interim basis as set forth herein.

2. The final hearing (the "Final Hearing) on the Motion shall be held on February __, 2026 at 11:00 a.m., prevailing Eastern Standard Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Eastern Standard Time,

[1] The Debtors in these Chapter 11 Cases are: (i) Whitehall Trust; (ii) Saucon Trust; (iii) Whitehall Manor, Inc. (5606); (iv) Saucon Valley Manor, Inc. (2894).
[2] Capitalized terms used, but not otherwise defined herein, shall have the meanings set forth in the Motion.

on **January 30,** 2026 and shall be served upon (a) proposed counsel to the Debtors; (b) the United States Trustee; and (c) the Committee of Unsecured Creditors (if any) and its counsel; and the top 20 largest Unsecured Creditors.

3. The Debtors are authorized and empowered, on an interim basis, to: (a) designate, maintain and continue to use any or all of its Bank Accounts held at Truist Bank, in the names of (i) Whitehall Manor, Inc. Operating Account; (ii) Whitehall Manor, Inc. Payroll Account (iii) Whitehall Manor, Inc. Reserve Account (iv) Whitehall Manor, Inc. Escrow Account; (v) Saucon Valley Manor, Inc ("SVMI") Main Operating Account; (vi) SVMI Payroll Account; (vii) SVMI Reserve Account (the "Bank Accounts"); and (viii) SVMI General Checking Account, with the account numbers existing immediately before the Petition Date; (b) deposit funds in and withdraw funds from these Bank Accounts by all usual means, including, without limitation, checks, wire transfers, automated transfers and other debits; (c) pay any ordinary course bank fees incurred in connection with the existing Bank Accounts that come due after the Petition Date, and perform the Debtors' obligations under the documents and arrangements governing the existing Bank Accounts; and (d) treat the pre-petition Bank Accounts for all purposes as debtor-in-possession accounts; provided that in the case of each of (a) through (d), such action is taken in the ordinary course of business and consistent with past practice.

4. For any bank at which the Debtors holds Bank Accounts that are party to a Uniform Depository Agreement with the Office of the U.S. Trustee, the Debtors shall as soon as possible (a) contact such bank, (b) provide such bank with the Debtors' employer identification numbers, and (c) identify each of their Bank Accounts held at such bank as being held by a debtor in possession in the Debtors' chapter 11 cases and instruct them to rename the Bank Accounts as "Debtor in Possession" accounts with the Petition Date and the bankruptcy case number

included on the account title.

5. For any bank at which the Debtors hold Bank Accounts that is not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the Bank to execute a Uniform Depository agreement in a form prescribed by the U.S. Trustee within thirty (30) days of the date of this Interim Order. If the Bank does not execute a Uniform Depository Agreement with the U.S. Trustee within thirty (30) days of the date of this Interim Order, the Debtors shall close all Bank Accounts at such Bank and open Bank Accounts at a bank that is party to a Uniform Depository Agreement with the U.S. Trustee.

6. Truist Bank may rely on the representation of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other order of this Court, and Truist Bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein.

7. The Debtors are authorized, on an interim basi,s to continue using their Business Forms and Books & Records as described in the Motion, without reference to their status as debtors in possession; provided that, with respect to checks which the Debtors or their agents print themselves, the Debtors shall begin printing the "Debtor in Possession" legend and the bankruptcy case number on such items within fourteen (14) days of the date of entry of this Interim Order. The Debtors shall replace existing stock with new forms identifying their status as debtors in possession as existing stock is depleted.

8. Unless otherwise provided in this Interim Order or other order of this Court, no bank shall honor or pay any bank payments drawn on the Bank Accounts or otherwise issued or dated prior to the Petition Date. Any of the Debtors' banks may rely on the representations of the

Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other order of this Court, and such bank shall not have any liability to any party for relying on such representations by the Debtors as provided for herein.

9. Except as otherwise expressly provided in this Interim Order Truist Bank is authorized and directed to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, ACH transfers, automated transfers, electronic funds transfers, and other debits issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be, *subject to* the applicable Bank Accounts containing sufficient funds. The Debtors' existing deposit agreements between the Debtors and their existing depository and disbursement banks shall continue to govern the post-petition cash management relationship between the Debtors and the banks on an interim basis pending the Final Hearing, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect.

10. The Debtors shall immediately (a) contact its bank, (b) provide the bank with each of the Debtors' employer identification numbers, and (c) identify each of their Bank Accounts held at such bank as being held by a debtor in possession in the Debtors' chapter 11 cases and instruct them to rename the Bank Accounts as "Debtor in Possession" accounts with the Petition Date and the lead case number included on the account title.

11. The Debtors are authorized to open any new bank accounts or close any existing Bank Accounts as they may deem necessary and appropriate in their sole discretion, provided, however, that the Debtors give notice within seven (7) days to the Office of the United States

Trustee for the Eastern District of Pennsylvania and any statutory committees appointed in this chapter 11 case; provided, further, however that the Debtors shall open any such new Bank Account at banks that have executed a Uniform Depository Agreement with the Office of the United States Trustee for the Eastern District of Pennsylvania, or at such banks that are willing to immediately execute such an agreement.

12. The Debtors are authorized to: (a) pay pre-petition amounts outstanding as of the date hereof, if any, owed to their banks as service charges for the maintenance of the Cash Management System; and (b) reimburse the banks for any claims arising before or after the Petition Date in connection with customer checks deposited with the banks that have been dishonored or returned as a result of insufficient funds in the Bank Accounts.

13. The Debtor shall maintain accurate and detailed records of all transfers including but not limited to, intercompany transfers, so that all transactions may be readily ascertained, traced, recorded properly and distinguished between pre-petition and post-petition transactions.

14. The Debtors are prohibited obtaining credit from and reimbursing Pennsylvania Venture Capital and/or any other entity or persons, including any insiders, absent further order of the Court.

15. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Interim Order.

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

17. Notwithstanding the possible applicability of Rules 6004, 7062, or 9014 of the Bankruptcy Rules, or otherwise, the terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

18. All time periods set forth in this Interim Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

19. Within one (1) business day after entry of this Interim Order, the Debtors shall serve a copy of this Interim Order on the banks at which the Bank Accounts are maintained.

20. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Interim Order.

Dated: ______________________________

Honorable Patricia Mayer