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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA

In re  
  
WASHINGTON GROUP  
INTERNATIONAL, INC., et al.,  
  
Debtors.

Case No. BK-N- *01-31627*  
Chapter 11

**ORDER AUTHORIZING THE (A)  
MAINTENANCE OF EXISTING  
BANK ACCOUNTS, (B) CONTINUED  
USE OF EXISTING BUSINESS  
FORMS, (C) CONTINUED USE OF  
EXISTING CASH MANAGEMENT  
SYSTEMS AND (D) CONTINUED  
TRANSFER OF FUNDS TO  
NON-DEBTOR SUBSIDIARIES AND  
JOINT VENTURES**

Hearing Date: May 14, 2001  
Hearing Time: 1:00 p.m.

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Upon the motion, dated May 13, 2001 (the "Motion"),<sup>1</sup> of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), for an order under 11 U.S.C. §§ 105 and 363 authorizing the (A) maintenance of existing bank accounts, (B) continued use of existing business forms, and (C) continued use of cash management systems and (D) continued transfer of funds to non-debtor subsidiaries; and upon the Affidavit of Stephen G. Hanks in Support of Chapter 11 Petition and First-Day Orders sworn to on May 13, 2001; and this Court having determined that granting the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. Pursuant to 11 U.S.C. §§ 105 and 363, the Debtors are authorized to: (a) designate, maintain and continue to use any and all of their respective concentration, depository, disbursement, payroll, or other accounts (collectively, the "Bank Accounts") in existence as of May 13, 2001 (the "Petition Date"), with the same account numbers, including, without limitation, the

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<sup>1</sup> All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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accounts identified in Exhibit A of the Motion (to the extent applicable); and (b) treat the Bank Accounts for all purposes as accounts of the Debtors, in their capacity as Debtors-in-Possession.

3. All banks at which the Bank Accounts are maintained, including, without limitation, those banks set forth on Exhibit A to the Motion (collectively, the "Banks"), are authorized and directed to continue to service and administer the Bank Accounts as accounts of the Debtors, in their capacity as Debtors-in-Possession, without interruption and in the usual and ordinary course; provided that there are sufficient funds in the relevant Bank Accounts to receive, process, honor and pay any and all checks, drafts or automated clearing house transfers ("ACH Transfers") issued on the Bank Accounts on account of a claim (as such term is defined in 11 U.S.C. § 101(5)) arising on or after the Petition Date.

4. The Banks are prohibited from honoring any check, draft or ACH Transfer presented, issued or drawn on the Bank Accounts on account of a claim (as such term is defined in 11 U.S.C. § 101(5)) arising before the Petition Date; except that the Banks are authorized and directed to honor checks, drafts or ACH Transfers that constitute a payment of a claim arising before the Petition Date that has been authorized and provided for in an order of this Court, including, but not limited to, payments of wages, fees, salaries, bonuses, commissions, severance pay, PTO,

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3 and payments for sales and use and withholding tax claims or any  
4 other payments, provided, however, that with respect to Bank  
5 Accounts held with Wells Fargo, the Debtors shall specify which  
6 checks the Banks are to honor or dishonor.

7           5. The Banks are authorized and directed to accept,  
8 honor and rely upon all representations from the Debtors as to  
9 which checks should be honored or dishonored consistent with  
10 orders entered by this Court, whether the checks are dated prior  
11 to, on or subsequent to the Petition Date and whether or not the  
12 Bank believes the payment is authorized by some other order of  
13 the Court; provided that the Banks shall not be held liable for  
14 improperly honoring or dishonoring any check, draft or ACH  
15 Transfer presented, issued or drawn on the Bank Accounts on  
16 account of a claim (as such term is defined in 11 U.S.C. §  
17 101(5)) arising before the Petition Date, which, at the direction  
18 of the Debtors was requested to be honored or dishonored, as the  
19 case may be, unless the Banks' actions were grossly negligent or  
20 willful.

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22           6. The Banks will be entitled to charge back returned  
23 items and ordinary course of business overdrafts against amounts  
24 from time to time on deposit in the Bank Accounts, regardless of  
25 whether the returned items or overdrafts relate to prepetition or  
26 postpetition items or balances. Normal servicing charges may be  
27 assessed and deducted in the ordinary course of business. No  
28 Bank that honors a prepetition check or other item drawn on any

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account that is the subject of this Order either (a) at the direction of the Debtors to honor such prepetition check or item or (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored or (c) as the result of an innocent mistake made despite implementation of reasonable item handling procedures, shall be deemed to be liable to the Debtors or their estates or otherwise in violation of this Order. Nothing contained herein shall prevent any Bank from terminating any cash management services upon not less than 30 days prior written notice to the Debtors and upon terms reasonably satisfactory to the Debtors and such Bank.

7. This Order is without prejudice to the Debtors' rights to (a) close any of the Bank Accounts or (b) open or close accounts other than the Bank Accounts at any banking institution(s). The Banks are authorized and directed to honor the Debtors' requests to (a) close any of the Bank Accounts and (b) to open or close accounts other than the Bank Accounts.

8. For all purposes in this Order, any and all accounts opened by the Debtors on or after the Petition Date at any Bank shall be deemed a Bank Account (as if it had been opened prior to the Petition Date and listed on Exhibit A to the Motion) and any and all Banks at which such accounts are opened shall similarly be subject to the rights and obligations of this Order.

9. The Debtors and the Banks are authorized and directed to continue to perform pursuant to the terms of the

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prepetition agreements that exist between them except to the extent expressly directed by the Bankruptcy Code or the terms of this Order to the contrary. The parties to such agreements shall continue to enjoy the rights and remedies afforded to them under such agreements except to the extent modified by the terms of this Order or by operation of the Bankruptcy Code.

10. The Debtors are authorized to execute any additional documents as may be required to carry out the intent and purpose of this Order.

11. The Debtors are authorized to continue to use their existing business forms, which checks and business forms shall not be required to include the legend "Debtors in Possession" or a "Debtor-in-Possession" number.

12. The Debtors are authorized and empowered to continue to manage their cash in a manner consistent with their practice prior to the Petition Date and to transfer funds to and from their subsidiaries, including the Non-debtor Affiliates, consistent with the Debtors' practice prior to the Petition Date; provided, however, that (i) the Debtors are directed to maintain strict records of all transfers so that all transactions, including, but not limited to, Intercompany Transactions, may be readily ascertained, traced and recorded properly on applicable accounts.

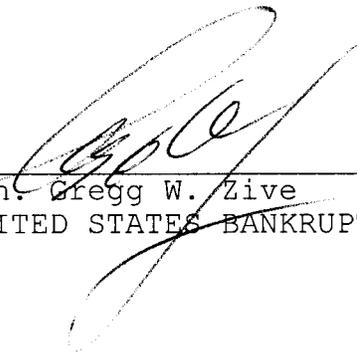
13. All Intercompany Transactions arising after the Petition Date shall be accorded superpriority status, with

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priority over any and all administrative expenses of the kind specified in Bankruptcy Code sections 503(b) and 507(b), subject and subordinate only to the priorities, liens, claims and security interests, if any, granted under any debtor-in-possession financing facility to which the Debtors become party and other valid liens.

14. The Debtors shall serve a copy of this Order on all banks whose Bank Accounts are listed on Exhibit A to the Motion within five (5) business days of the entry of this Order.

Dated: Reno, Nevada  
May 4, 2001

  
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Hon. Gregg W. Zive  
UNITED STATES BANKRUPTCY JUDGE