

UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF NEVADA

FILED AND ENTERED
ON DOCKET

'03 JUN 20 25:00

In re

AMERCO, a Nevada corporation,

Debtor.

BK-03- 52103 GWZ

Chapter 11

**ORDER PURSUANT TO 11 U.S.C.
§§ 105(A), 345 AND 363:
(A) ALLOWING DEBTOR TO
MAINTAIN EXISTING BANK
ACCOUNTS, CONTINUE USING
EXISTING CASH MANAGEMENT
SYSTEM, CONTINUE USING
EXISTING BUSINESS FORMS, AND
CONTINUE INTERCOMPANY
TRANSACTIONS WITH NON-DEBTOR
SUBSIDIARIES AND AFFILIATES;
AND (B) WAIVING INVESTMENT AND
DEPOSIT REQUIREMENTS**

Date of Hearing: June 20, 2003

Time of Hearing: 3:00 p.m. P.D.T.

Upon the motion, dated June 20, 2003 (the "**Motion**"), of the above-captioned debtor and debtor-in-possession (the "**Debtor**"), for entry of an order, under sections 105(a) and 363 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "**Bankruptcy Code**"), authorizing: (i) continued maintenance of existing bank accounts; (ii) continued use of existing cash management system; (iii) continued use of existing business forms; (iv) continuation of intercompany transactions with non-debtor subsidiaries and affiliates; and (v) waiving investment and deposit requirements; and upon the "Declaration of Andrew Stevens in Support of Chapter 11 Petition and First Day Orders," this Court finds that: (i) it has jurisdiction over the matters raised in the Motion under 28 U.S.C. §§ 157 and 1334; (ii) venue of this matter is proper

under 28 U.S.C. §§ 1408 and 1409; (iii) this matter is a core proceeding under 28 U.S.C. § 157(b)(2); (iv) the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors, and other parties-in-interest; (v) adequate and proper notice of the Motion has been given and that no other or further notice is necessary under the circumstances; and (vi) good and sufficient cause exists for the granting of the relief requested in the Motion as set forth herein,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.

A. Maintenance of Bank Accounts

2. Under sections 105 and 363 of the Bankruptcy Code, the Debtor, in its discretion, is authorized and empowered to: (a) designate, maintain and continue to use any and all of its respective special, clearing, investment, reserve and miscellaneous accounts (collectively, the "**Pre-Petition Bank Accounts**") in existence as of June 15, 2003 (the "**Petition Date**"), with the same account numbers, including, without limitation, the accounts identified in Exhibit "A" attached to the Cash Management Motion; (b) if necessary, open new accounts, and give the United States Trustee prompt notice of such newly-opened account, wherever they are needed, irrespective of whether such banks are designated depositories in the District of Nevada (such new accounts, together with the Pre-Petition Bank Accounts shall hereinafter be identified as the "**Bank Accounts**"); and (c) treat the Bank Accounts and any such newly opened accounts for all purposes as accounts of the Debtor, in its capacity as debtor-in-possession.

3. All banks at which the Bank Accounts are maintained, including, without limitation, those banks set forth on Exhibit A to the Cash Management Motion (collectively, the "**Banks**"), are authorized and directed to continue to service and administer the Bank Accounts as such accounts were maintained before the Petition Date, without interruption and in the usual

and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wire transfers, electronic funds transfers (“EFT Transfers”) or automated clearing house transfers (“ACH Transfers”) issued or drawn on the Bank Accounts, where there are sufficient funds ^{on deposit} in such accounts to pay the applicable EFT Transfers or ACH Transfers, provided, however, that unless otherwise ordered by the Court, no checks, drafts, wire transfers, EFT Transfers or ACH Transfers (excluding any ACH Transfers the Banks are obligated to settle) or other items presented, issued or drawn on the Bank Accounts before the Petition Date shall be honored.

4. Consistent with the terms of the preceding paragraph, the Banks maintaining the Bank Accounts are authorized and directed to honor any and all checks, drafts, wire transfers, EFT Transfer or ACH Transfers, where there are sufficient funds ^{on deposit} in such accounts to pay the applicable EFT Transfers or ACH Transfers, which constitute a payment of a claim arising before the Petition Date that has been authorized and provided for in any separate order of this Court, including, but not limited to, payments of wages, fees, salaries, severance pay, and certain trade payments.

5. Any Bank with an allowable pre-petition claim against the Debtor shall be entitled to, and is hereby granted, adequate protection for the use of its cash collateral in its Bank Accounts at the time of the commencement of this bankruptcy proceeding in the form of a first priority post-petition replacement lien on post-petition deposits to its Bank Accounts to the extent it allows any types of withdrawals from such Bank Accounts post-petition. No Bank shall be required by this Order to allow the withdrawal of funds constituting cash collateral subject to an administrative freeze, and this Order shall be without prejudice to the rights of any Bank to apply to this Court for additional or alternative adequate protection. In the event of any conflict between this paragraph and the Stipulated Order Authorizing Consensual Use of Cash Collateral

and Granting Adequate Protection (the "Stipulated Order"), the provisions of the Stipulated Order shall control.

6. Subject to there being sufficient funds ^{on deposit} in the applicable Bank Accounts to cover EFT Transfers and ACH Transfers, the Banks are authorized and directed to accept and honor all representations from the Debtor as to which checks should be honored or dishonored consistent with orders entered by this Court, whether the checks are dated before, on, or after the Petition Date and whether or not the Bank believes the payment is authorized by some other order of the Court; provided that the Banks shall not be held liable for improperly honoring or dishonoring any check, draft, EFT Transfer 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, which, at the direction of the Debtor was requested to be honored or dishonored, as the case may be, unless the Banks' actions were grossly negligent.

7. Banks may charge back and revoke provisional credits for deposited items which are returned unpaid and charge the amounts of these items against balances from time to time on deposit in the Bank Accounts, regardless of whether such items were deposited pre-petition or post-petition and regardless of whether the items are returned pre-petition or post-petition. Customary service charges and fees may be assessed and deducted in the ordinary course of business.

8. Nothing contained in this Order precludes the Debtor's right to: (a) close any of the Bank Accounts; or (b) open or close accounts other than the Bank Accounts at any banking institution(s) as necessitated by the entry of the Debtor into secured financing after the Petition Date or in the ordinary course of their business.

9. Subject to any rights of the Banks under applicable agreements with the Debtor or its affiliates or under this Order, the Banks are authorized and directed to honor the Debtor's requests to close any of the Bank Accounts or accounts other than the Bank Accounts and authorized to open accounts at the Debtor's request.

10. Nothing in this Order shall be construed to authorize or direct any Bank to extend credit to either the Debtor or any of the Debtor's affiliates participating in the Debtor's cash management system other than in a manner that is consistent in all respects with the manner in which the Bank Accounts were maintained and operated before the Petition Date.

B. Cash Management System

11. The Debtor is authorized to continue using its existing cash management system, as generally described in the Motion, and shall maintain through the use thereof detailed records reflecting all transfers of funds under the terms and conditions provided for by the existing agreements with the institutions participating in the cash management system, except as modified by this Order.

C. Use of Business Forms

12. The Debtor is authorized to continue to use its existing business forms and checks attached to this Order as the "Composite Exhibit C" without alteration or change and without the designation "Debtor-in-Possession" or a "debtor-in-possession case number" imprinted upon them.

D. Intercompany Transactions

13. The Debtor is authorized to continue to manage cash and cash equivalents in accordance with past practice and to transfer funds from affiliated entity to affiliated entity, including, without limitation, transfers from/to the Debtor, to/from non-debtor subsidiaries and

affiliates, on an "as, when and where" basis and in the amounts necessary to maintain usual and customary business operations. In the event of any conflict between the provisions of this paragraph, on the one hand, and the Stipulated Order or the Loan Documents (as defined in the Stipulated Order), on the other: (a) the Stipulated Order shall control with respect to an intercompany transaction involving Cash Collateral; and (b) the Loan Documents shall control with respect to an intercompany transaction by a non-debtor Guarantor (as defined in the Stipulated Order). The Debtor will continue to maintain detailed records reflecting all transfers between itself and any subsidiary or affiliate (and among subsidiaries and/or affiliates) so that all intercompany cash transfers can be readily ascertained. In the event that any statutory committee objects to this relief within ten days following its formation, the Debtor shall request a final hearing with respect thereto. In the absence of such an objection, this relief shall be final.

E. Investment Requirements

14. On an interim basis, cause exists for waiving the investment and deposit requirements set forth in section 345(b) of the Bankruptcy Code, and the Debtor's obligation to comply with that section is hereby waived. The Debtor is authorized to continue to invest monies of the estate pursuant to the investment guidelines set forth in the Motion. Pursuant to the proposed investment guidelines, the Debtor will invest cash in its sole discretion in: (i) securities issued or fully guaranteed or insured by the United States Government or an agency thereof; (ii) interest-bearing certificates of deposit, time deposits, and bankers' acceptances; (iii) commercial paper having at least an "A2/P2" credit rating from Standard & Poor's Corporation ("S&P") or Moody's Investor Service, Inc. ("Moody's"); (iv) repurchase obligations whose (A) collateral meets the aforementioned investment criteria; (B) market value of the underlying collateral must be at least 102% of the purchase price of the repurchase agreements at all times;

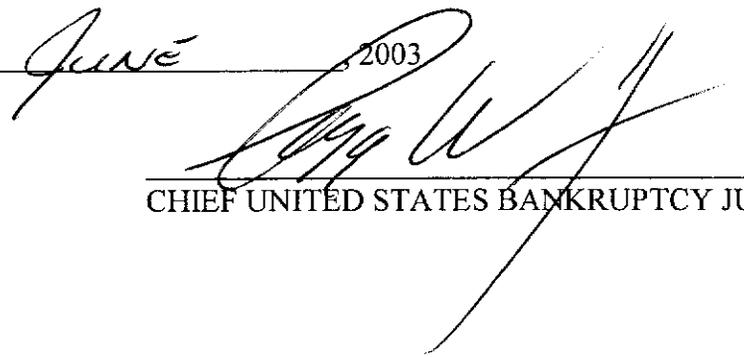
and (v) money market funds that (A) have at least \$500 million in assets; (B) offer immediate redemption of shares; (C) have a minimum three years of investment history; and (D) meet credit criteria required for outright purchases. All foreign investments, regardless of type, must be in U.S. dollar denominations. In the event that any statutory committee objects to this relief within ten days following its formation, the Debtor shall request a final hearing with respect thereto. In the absence of such an objection, this relief shall be final.

F. Miscellaneous Provisions

15. The Debtor is hereby authorized to execute any additional documents as may be required to carry out the intent and purpose of this Order.

16. The Debtor shall serve a copy of this Order on all Banks whose Bank Accounts are listed on Exhibit A to the Cash Management Motion within three (3) business days of the date of entry of this Order.

Dated this 20 of June 2003



CHIEF UNITED STATES BANKRUPTCY JUDGE

Exhibit A
[See attached]

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Account Description	Bank Name	Bank Account Number	Latest Activity
Special Account	Bank One Arizona	0174-0588	Current
Clearing Account	JPMorgan Chase	321-031776	Current
Investment Account	Federated Investors Prime Money Market Fund	15800	Current
Cash Account	Compass Bank	87176622	No activity since November 2002
Reserve Account	Compass Bank	87176290	No activity since November 2002
Cash Reserve Account	Compass Bank	87176282	No activity since November 2002

Exhibit B
[See attached]

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EXHIBIT B DESCRIPTION OF CASH MANAGEMENT SYSTEM

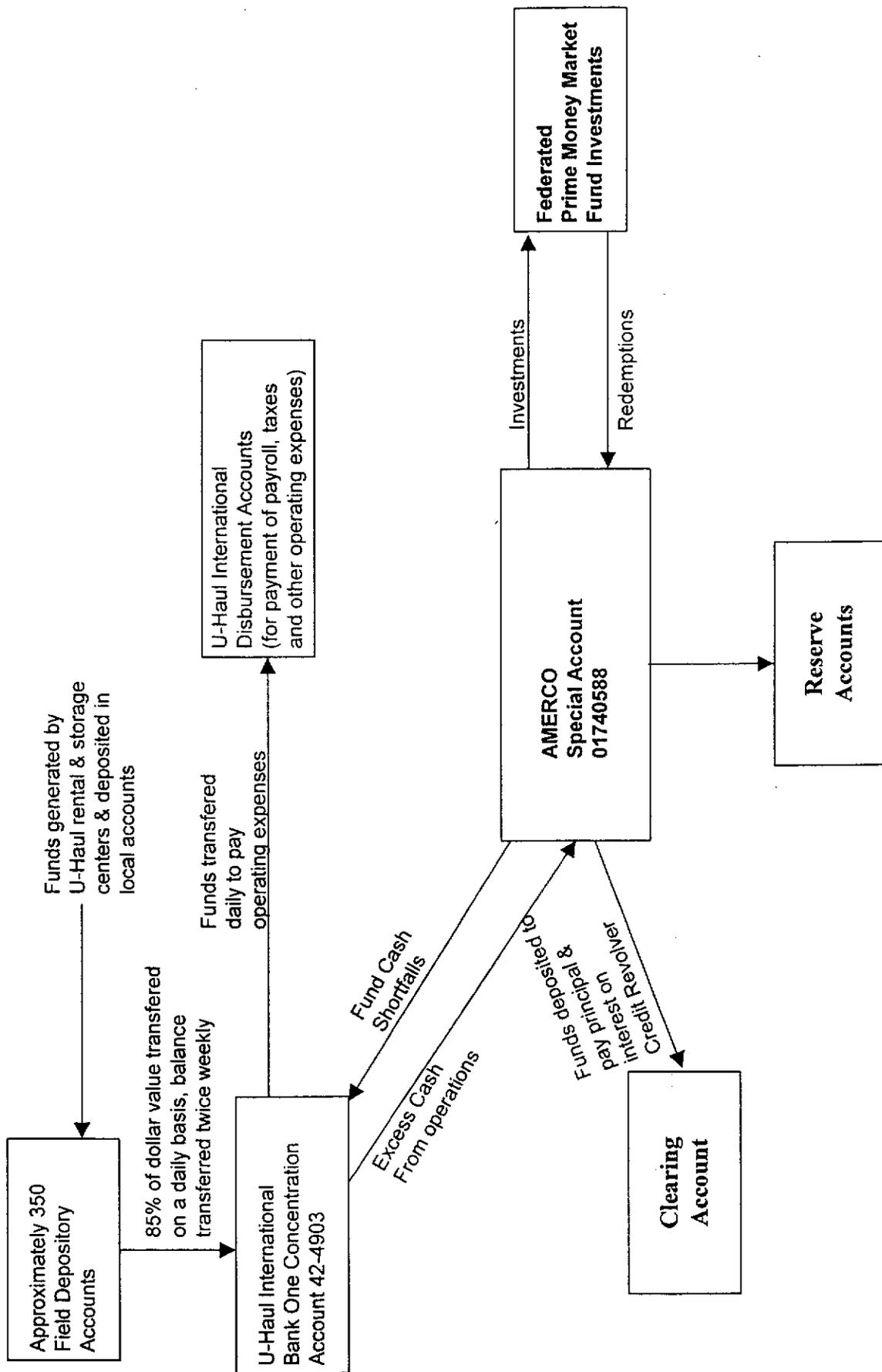


Exhibit C
[See attached]

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A M E R C O
1325 AIRMOTIVE WAY • SUITE 100 • RENO, NV • 89502-3239

Rocky D. Wardrip
Assistant Treasurer

AMERCO
1234 RIVERWAY • SUITE 101 • BLVD. N/MS 520-020

AMERCO

OXFORD

UTAH

TR

AMERCO
AMERICAN

AMERCO®

1325 AIRMOTIVE WAY - SUITE 100 • RENO, NEVADA 89502-3239 • (775) 688-8300 • Fax: (775) 688-6336



EMelares

AMERCO
1025 AIRCOTE WAY • SUITE 101 • GENO, NV • 89502-2291

Exhibit D
[See attached]

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**RESOLUTION OF THE
EXECUTIVE FINANCE COMMITTEE
OF AMERCO, A NEVADA CORPORATION
By Unanimous Written Consent**

WHEREAS, in the course of its operations the Company acquires funds for its general operation, and from time to time it is prudent to invest all or part of such funds for the short term because it is not practicable to immediately apply such funds to the purpose for which they were acquired;

NOW, THEREFORE, BE IT RESOLVED; that the Treasurer and Assistant Treasurer of AMERCO be, and hereby are, authorized to invest such funds for the short term until such time as it is reasonably prudent to apply such funds to their intended ultimate purpose; and

FURTHER RESOLVED, that such authority to invest shall include placing such funds in:

(a) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, Canada or the United Kingdom (or by any agency of the United States of America, Canada or the United Kingdom, to the extent such obligations are backed by the full faith and credit of the United States of America, Canada or the United Kingdom, respectively), in each case maturing within one year from the date of acquisition thereof;

(b) investments in "repurchase agreements", which repurchase agreements are validly and fully collateralized by direct obligations of the United States of America, Canada or the United Kingdom (or by any agency of the United States of America, Canada or the United Kingdom, to the extent such obligations are backed by the full faith and credit of the United States of America, Canada or the United Kingdom, respectively);

(c) investment in certificates of deposit maturing within one year from the date of acquisition thereof, issued by or deposited in (i) any commercial bank or trust company organized under the laws of the United States of America or any state thereof and the deposits of which are insured by the Federal Deposit Insurance Corporation; provided (x) such certificates of deposit are denominated in United States dollars and (y) that any such commercial bank or trust company shall have capital, surplus and undivided profits aggregating not less than \$100,000,000 and shall have outstanding long-term certificates of deposit or debt

\\sdc\securities\investments\ak

obligations rated at least A-2 by Standard & Poor's Corporation ("S&P") or P-2 by Moody's Investors Service, Inc. ("Moody's");

(d) investments in commercial paper of corporations organized under the laws of the United States of America or any state thereof, accorded a rating of at least A-2 by S&P or P-2 by Moody's and maturing not more than 270 days from the date of acquisition thereof;

(e) investments in bankers acceptances maturing within 180 days from the date of creating thereof, accepted by any commercial bank or trust company organized under the laws of the United States of America or any state thereof, Canada or the United Kingdom having capital, surplus and undivided profits aggregating not less than \$100,000,000 (or its equivalent); and

(f) investments in institutional money market funds which hold investments exclusively as set forth in (a) through (e) above.

Dated as of this 16th day of May, 1994.

Aubrey Johnson

Aubrey Johnson, Director

Charles J. Mayer

Charles J. Mayer, Director

Edward J. Shoen

Edward J. Shoen, Director