

The court incorporates by reference in this paragraph and adopts as the findings and orders of this court the document set forth below.



/S/ RUSS KENDIG

**Russ Kendig
United States Bankruptcy Judge**

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
AT CANTON**

----- X
 In re: : Chapter 11
 :
 : Case No. 10-60702
 SCHWAB INDUSTRIES, INC.,¹ :
 : Judge Russ Kendig
 Debtor. :
 : Joint Administration Pending
 ----- X

----- X
 In re: : Chapter 11
 :
 : Case No. 10-60703
 MEDINA CARTAGE CO., :
 : Judge Russ Kendig
 Debtor. :
 : Joint Administration Pending
 ----- X

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's tax identification number are: Schwab Industries, Inc. (2467); Medina Cartage Co. (9373); Medina Supply Company (3995); Quality Block & Supply, Inc. (2186); O.I.S. Tire, Inc. (7525); Twin Cities Concrete Company (9196); Schwab Ready-Mix, Inc. (8801); Schwab Materials, Inc. (8957); and Eastern Cement Corp. (7232).

CLE - 2521130.1

In re: : Chapter 11
: :
MEDINA SUPPLY COMPANY, : Case No. 10-60704
: :
Debtor. : Judge Russ Kendig
: :
: Joint Administration Pending

----- X
In re: : Chapter 11
: :
QUALITY BLOCK & SUPPLY, INC., : Case No. 10-60705
: :
Debtor. : Judge Russ Kendig
: :
: Joint Administration Pending

----- X
In re: : Chapter 11
: :
O.I.S. TIRE, INC., : Case No. 10-60706
: :
Debtor. : Judge Russ Kendig
: :
: Joint Administration Pending

----- X
In re: : Chapter 11
: :
TWIN CITIES CONCRETE COMPANY, : Case No. 10-60707
: :
Debtor. : Judge Russ Kendig
: :
: Joint Administration Pending

----- X
In re: : Chapter 11
: :
SCHWAB READY-MIX, INC., : Case No. 10-60708
: :
Debtor. : Judge Russ Kendig
: :
: Joint Administration Pending

----- X

In re: : Chapter 11
: :
SCHWAB MATERIALS, INC., : Case No. 10-60709
: :
Debtor. : Judge Russ Kendig
: :
: Joint Administration Pending

----- X
In re: : Chapter 11
: :
EASTERN CEMENT CORP., : Case No. 10-60710
: :
Debtor. : Judge Russ Kendig
: :
: Joint Administration Pending

ORDER (A) AUTHORIZING DEBTORS TO MAINTAIN EXISTING BANK ACCOUNTS AND TO CONTINUE THE USE OF EXISTING CASH MANAGEMENT SYSTEM, AND (B) GRANTING A LIMITED WAIVER OF THE DEPOSIT GUIDELINES SET FORTH IN BANKRUPTCY CODE SECTION 345

Upon consideration of the motion, dated February 28, 2010 (the “Motion”), of Schwab Industries, Inc. and its affiliated and related debtors and debtors-in-possession* (collectively, the “Debtors”), for entry of an order (a) authorizing Debtors to maintain existing Bank Accounts and to continue the use of the existing Cash Management System, and (b) granting a limited waiver of the deposit guidelines established under section 345 of the Bankruptcy Code; and based upon the Affidavit of David R. Exley in Support of Chapter 11 Petition and First-Day Motions, filed concurrently with the Motion; and after due deliberation and hearing, 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 each

* The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number are: Schwab Industries, Inc. (2467); Medina Cartage Co. (9373); Medina Supply Company (3995); Quality Block & Supply, Inc. (2186); O.I.S. Tire, Inc. (7525); Twin Cities Concrete Company (9196); Schwab Ready-Mix, Inc. (8801); Schwab Materials, Inc. (8957); and Eastern Cement Corp. (7232)..

Debtor, its estate, creditors, and other parties in interest; (v) adequate and proper notice of the Motion and the hearing thereon has been given and that no other or further notice is necessary; (vi) cause exists for waiving the investment and deposit requirements set forth in Section 345(b) of the Bankruptcy Code; and (vii) good and sufficient cause exists for the granting of the relief requested in the Motion as set forth herein. Accordingly,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Motion.
3. Debtors are authorized to continue to use its current Cash Management System (including Checks and Forms, subject to the limitations provided in the Motion). Debtors, in their discretion, are authorized and empowered to designate, maintain and continue to use any and all of the Bank Accounts in existence as of the Petition Date, with the same account numbers, and to treat the Bank Accounts for all purposes as accounts of Debtors, in their capacity as debtors-in-possession.
4. All banks and other financial institutions at which the Bank Accounts are maintained (collectively, the "Banks"), are authorized to continue to service and administer the Bank Accounts as accounts of Debtors, in their capacity as debtors-in-possession, without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, ACH, automated transfers or other transfers (the "Transfers") issued on the Bank Accounts with respect to any claim arising on or after the Petition Date; *provided, however*, that sufficient funds, whether deposited prior or subsequent to the Petition Date, are in the Bank Accounts to cover and permit payment thereof.

5. The Banks are directed not to honor any check, draft, or Transfers presented, issued or drawn on the Bank Accounts on account of a claim arising before the Petition Date, except that the Banks maintaining the Bank Accounts are authorized to honor checks, drafts, or Transfers which constitute a payment authorized and provided for by any order of this Court, including, among other obligations, payments of wages and payments for sales and use taxes and withholding tax obligations; *provided, however*, that:

Sufficient funds, whether deposited prior or subsequent to the Petition Date, are in the Bank Accounts to cover and permit payment thereof; and

Any depository transfers, Transfers, Intercompany Transfer or other similar drafts issued in the name of Debtor that are used to transfer monies between Debtor's Bank Accounts should be honored and paid to the extent consistent with past practices.

6. The Banks are authorized to accept and honor all representations from Debtors as to which checks should be honored or dishonored, whether the checks are dated prior to, on or subsequent to the Petition Date and whether or not the Bank believes the payment is authorized by some other order of the Court.

7. Any prepetition final payment made by any Bank of a check, draft or other item drawn against any of the Bank Accounts, or any cashier's check, treasurer's check or other instrument issued by any Bank for the account of or on behalf of Debtors, that was required to be made prepetition pursuant to a "midnight deadline" or otherwise, shall be deemed paid and cleared prepetition for all purposes, whether or not such payment was debited from any of the Bank Accounts prior to the commencement of Debtors' Cases.

8. Debtors shall serve a copy of this Order on all Banks where the Bank Accounts exist within five (5) business days after the entry of this Order.

9. This Order is without prejudice to Debtors' rights to (a) close any of the Bank Accounts, or (b) open or close accounts other than the Bank Accounts at any bank or other financial institution, which shall then be considered Bank Accounts for purposes of this Order.

10. The Banks are authorized and directed to honor Debtors' requests to (a) close any of the Bank Accounts, and (b) to open or close accounts other than the Bank Accounts.

11. For all purposes in this Order, any and all accounts opened by Debtors on or after the Petition Date at any Bank shall be deemed a Bank Account and any banks at which such accounts are opened similarly shall be subject to the rights and obligations of this Order.

12. Debtors and the Banks are hereby authorized to continue to perform pursuant to the terms of the prepetition agreements that exist between them except to the extent expressly directed by the terms of this Order to the contrary. The parties to such agreement 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.

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

14. Debtors' obligation to comply with section 345 is hereby waived.

15. Debtors are authorized and empowered to continue to manage their cash, their Bank Accounts, their Checks, their Forms, and their Cash Management System in a manner consistent with its practice prior to the Petition Date.

16. Debtors are authorized to continue to use their Checks and Forms, without alteration, and shall not be required to include the legend "Debtor-in-Possession" or a "debtor-in-possession number" on such Checks and Forms until such Checks and Forms are exhausted.

IT IS SO ORDERED.

###

Respectfully submitted,

/s/ Christopher W. Peer

Lawrence E. Oscar (0022696)
Daniel A. DeMarco (0038920)
Christopher B. Wick (0073126)
Christopher W. Peer (0076257)
HAHN LOESER & PARKS LLP
200 Public Square, Suite 2800
Cleveland, Ohio 44114
Telephone: (216) 621-0150
Facsimile: (216) 241-2824
E-mail: leoscar@hahnlaw.com
dademarco@hahnlaw.com
cwick@hahnlaw.com
cpeer@hahnlaw.com

Proposed Counsel to the Debtors

NO OBJECTION

DANIEL M. MCDERMOTT
United States Trustee, Region 9

By:

/s/ Maria D. Giannirakis

Maria D. Giannirakis (0038220)
U.S. Department of Justice
Office of the United States Trustee
H.M. Metzenbaum U.S. Courthouse
201 Superior Avenue East, Suite 441
Cleveland, Ohio 44114-1240
Telephone: (216) 522-7800
Facsimile: (216) 522-7193