

4001(b) and 4001(c) of the Bankruptcy Rules.

The Court having considered the Motion and the exhibits attached thereto, including, without limitation, the 13-Week Budget, and an interim hearing on the Motion having been held before this Court on October 6, 2011 (the “Interim Hearing”), and that certain interim order having been entered on October 6, 2011 ([Docket No. 56], the “Interim Order”) granting the Motion on an interim basis, and upon the record made by the Debtors at the Interim Hearing, in the Declaration of Steven C. Sanchioni in Support of First Day Applications and Motions [Docket No. 3], and in the Declaration of Ryan S. Bouley in Support of Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Adequate Protection to Prepetition Secured Parties, and (IV) Granting Liens and Superpriority Claims [Docket No. 26], and upon the emergency request of the Debtors and as consented to by the Debtors, the Committee, the Prepetition Secured Parties, the DIP Agent and the DIP Lenders, the Interim Order is hereby amended and extended (this “Second Interim Order”) as follows after due deliberation and consideration and good and sufficient cause appearing therefore:

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. The relief granted herein shall be effective *nunc pro tunc* to October 5, 2011.
2. The Interim Order shall remain in effect except as expressly modified herein.
3. Use of Cash Collateral. For the avoidance of doubt, the “date of the Final Hearing” referred to in paragraph 12 of the Interim Order shall mean November 1, 2011.
4. Authorization to Borrow Under the DIP Facility. Notwithstanding

anything in the Interim Order or the DIP Facility to the contrary, paragraph 2(b) of the Interim Order shall be and hereby is modified to provide that, until entry of the Final Order and without further order of this Court, the aggregate principal amount of all outstanding Advances, inclusive of the Existing Letters of Credit to be deemed issued pursuant to the DIP Facility Agreement as provided in the Interim Order, shall not exceed \$56,378,664.

5. Deemed Use of Cash Collateral. Notwithstanding anything in the Interim Order or the DIP Facility to the contrary, paragraph 10 of the Interim Order shall be and hereby is modified to provide that, if the Debtors need additional Advances to fund their business and operations, they may request upon three (3) business days notice to the DIP Agent such Advances under the DIP Facility so long as the total principal amount deemed outstanding or advanced under the DIP Facility does not exceed \$56,378,664 (inclusive of the deemed issued Existing Letters of Credit) on an interim basis.

6. Carve-Out. Notwithstanding anything in the Interim Order or the DIP Facility to the contrary, paragraph 5(a) of the Interim Order shall be and hereby is modified to provide that the Carve-Out shall mean, among other things, the Professional Fees of any professional of the Official Committee of Unsecured Creditors (the "Committee") appointed in these Cases pursuant to section 1103 of the Bankruptcy Code in an amount not to exceed \$225,000 during the first thirty (30) days from the Petition Date.

7. Budget. Notwithstanding anything in the Interim Order or the DIP Facility to the contrary, upon entry of this Second Interim Order, the "13-Week Budget" shall initially refer to the "13-week Cash Flow Budget" attached hereto as Exhibit A and, thereafter, the most recent 13-Week Budget delivered by the Borrower to the Administrative Agent in accordance with §8.4(f) of the DIP Facility Agreement.

8. Reservation of Rights. Neither entry of the Interim Order or this Second Interim Order nor the terms of such orders shall impair the rights of the Committee or any members of the Committee to, among other things, object to (i) the Motion; (ii) approval of the DIP Facility, (iii) entry of the Final Order or (iv) any terms contained in the DIP Facility Agreement, in each case on any and all grounds, all of which rights are expressly preserved.

9. Final Hearing. The Final Hearing shall be continued before this Court on November 1, 2011 at 9:00 a.m. Prevailing Eastern Time at the United States Bankruptcy Court for the District of Delaware, Wilmington, Delaware, with objections due to be filed by October 27, 2011 at 4:00 p.m. Prevailing Eastern Time and responses to objections due to be filed by October 31, 2011 at 12:00 p.m. (noon) Prevailing Eastern Time.

10. This Second Interim Order may be signed in counterparts.

Dated: October 24, 2011
Wilmington, DE



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE