

<p>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</p>	
<p>Caption in Compliance with D.N.J. LBR 9004-2(c) COLE, SCHOTZ, MEISEL, FORMAN & LEONARD, P.A. A Professional Corporation Court Plaza North 25 Main Street P.O. Box 800 Hackensack, NJ 07602-0800 Michael D. Sirota, Esq. David M. Bass, Esq. Felice R. Yudkin, Esq. (201) 489-3000 (201) 489-1536 Facsimile Proposed Attorneys for Crumbs Bake Shop, Inc., <i>et al.</i>, Debtors-in-Possession</p>	
<p>In re:</p>	<p>CRUMBS BAKE SHOP, INC., <i>et al.</i>,¹ Debtors-in-Possession.</p>

Case No. 14-
 (Jointly Administered)
 Judge:
 Chapter 11
Hearing Date and Time:
 _____, 2014, at __: __.m.

ORDER: (A) AUTHORIZING THE DEBTORS TO CONTINUE USING THEIR EXISTING CASH MANAGEMENT SYSTEM; (B) AUTHORIZING THE DEBTORS TO CONTINUE USING THEIR BANK ACCOUNTS AND BUSINESS FORMS; AND (C) WAIVING THE DEBTORS' COMPLIANCE WITH INVESTMENT GUIDELINES UNDER 11 U.S.C. § 345(B)

The relief set forth on the following pages, numbered two (2) through seven (7), is hereby **ORDERED**.

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's tax identification number are: Crumbs Bake Shop, Inc. (5274); Crumbs Holdings LLC (8045); Crumbs 42nd Street II, LLC (5913); Crumbs Broad Street, LLC (5319); Crumbs Broadway LLC (2653); Crumbs Federal Street, LLC (9870); Crumbs Garment Center LLC (5142); Crumbs Grand Central LLC (5030); Crumbs Greenvale LLC (6562); Crumbs Greenwich, LLC (3097); Crumbs Hoboken, LLC (5808); Crumbs II, LLC (5633); Crumbs Larchmont, LLC (8460); Crumbs Lexington LLC (0286); Crumbs Park Avenue LLC (5273); Crumbs Retail Bake Shops, LLC (f/k/a Crumbs Fulton Street, LLC) (0930); Crumbs Stamford, LLC (8692); Crumbs Third Avenue LLC (6756); Crumbs Times Square LLC (1449); Crumbs Union Square LLC (8629); Crumbs Union Station LLC (6968); Crumbs West Madison, LLC (5017); Crumbs Woodbury LLC (2588).

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THIS MATTER having been opened to the Court by Crumbs Bake Shop, Inc., *et al.*, the within debtors and debtors-in-possession (the “**Debtors**”), by and through their proposed counsel, Cole, Schotz, Meisel, Forman & Leonard, P.A., for entry of an Order: (a) authorizing the Debtors to continue using their existing cash management system; (b) authorizing the Debtors, as applicable, to continue using their bank accounts and business forms; and (c) waiving compliance with investment guidelines under 11 U.S.C. § 345(b) (the “**Motion**”);² and it appearing that good and sufficient notice of the Motion having been provided in accordance with the Order Regarding Application for Expedited Consideration of First Day Matters previously entered by the Court, as evidenced by the Affidavit of Service filed with the Court; and the Court having considered all the moving papers, the opposition thereto, if any, and the arguments of counsel, if any; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and other good cause having been shown,

² All capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Verified Application submitted in support of the Motion (the “**Application**”).

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U.S.C. § 345(B)

IT IS ORDERED as follows:

1. The Debtors are authorized, on an interim basis for the next sixty (60) days, or such additional time as may be extended for “cause,” to maintain, in their sole discretion, the Cash Management System.

2. The Debtors hereby are authorized, on an interim basis for the next sixty (60) days, or such additional time as may be extended for “cause,” to maintain, in their sole discretion, the Bank Accounts identified on Exhibit A to the Application, instead of opening debtor-in-possession accounts.

3. The requirements of 11 U.S.C. § 345(b) hereby are waived, on an interim basis, for the next sixty (60) days.

4. If the Office of the United States Trustee (“UST”) does not file a written objection within sixty (60) days from the date hereof, or such additional time as may be extended for “cause,” the Debtors, as applicable, shall be authorized to maintain and utilize the Cash Management System and Bank Accounts on a permanent basis, without compliance with the investment guidelines set forth in 11 U.S.C. § 345(b). If the UST files a written objection within the sixty (60) day period, the Court will schedule the matter for a hearing. In such event, the Debtors, as applicable, shall be authorized to maintain the Cash Management System and Bank

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Accounts, and shall be excused from opening debtor-in-possession accounts, pending further
Order of the Court.

5. If the Debtors open any new bank or other accounts, they shall designate such
accounts as “DIP” accounts with the case number listed therein and provide the UST with notice
of same within seven (7) days thereof. The UST shall have sixty (60) days to object thereto or
such additional time as may be extended for “cause.”

6. The Debtors are authorized to continue using their existing Business Forms
without alteration or change, except that any Debtor that issues a check shall stamp each check
with a “DIP” reference. In the event a Debtor purchases new Business Forms during the
pendency of these Chapter 11 cases, such forms shall include a legend referring to that Debtor’s
status as a debtor-in-possession.

7. Except as otherwise expressly provided in this Order, all banks at which the Bank
Accounts are maintained are authorized and directed to continue to service and administer the
Bank Accounts as accounts of the applicable Debtor as a debtor-in-possession, without
interruption and in the ordinary course, and to receive, process, honor and pay any and all
checks, drafts, wires, and automated clearing house transfers issued and drawn on the Bank
Accounts after the Filing Date by the holders or makers thereof, as the case may be.

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8. The Debtors are directed to maintain records of all transfers within the Cash Management System so that all transfers and transactions shall be adequately and promptly documented in, and readily ascertainable from, their books and records, to the same extent maintained by the Debtors prior to the commencement of these Chapter 11 cases. The Debtors are also directed to maintain their books and records so as to provide a clear line of demarcation between prepetition and post-petition transactions and operations.

9. Subject to paragraph 5 herein, the Debtors are authorized to open new Bank Accounts or close existing Bank Accounts as they deem necessary and appropriate in their sole discretion.

10. For any banks at which the Debtors hold accounts that are party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of New Jersey, within fifteen (15) days of entry of this Order, the Debtors shall (a) contact each such bank, (b) provide the Debtors' employer identification numbers, and (c) identify each account held at such bank as being held by a debtor-in-possession in a bankruptcy case.

11. For any banks at which the Debtors hold accounts that are not party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of New Jersey, the Debtors shall use their good-faith efforts to cause each such bank to execute a

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Uniform Depository Agreement in a form prescribed by the Office of the United States Trustee for the District of New Jersey within forty-five (45) days of the date of this Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

12. The Debtors shall maintain accurate and detailed records of any and all intercompany transactions, including transfers and disbursements, so that all such transactions may be readily ascertained, traced, recorded and accounted for in the post-petition period.

13. This Order is without prejudice to the Debtors' right to seek a further interim waiver of the requirements of Section 345(b).

14. The Debtors are authorized to take all actions necessary to implement the relief granted in this Order.

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

16. A true copy of this Order shall be served on all parties-in-interest by regular mail within seven (7) days hereof.