

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF WISCONSIN**

In re:

Case No. 11-20059-svk

ARCHDIOCESE OF MILWAUKEE,

Chapter 11

Debtor.

Hon. Susan V. Kelley

**MOTION FOR ORDER AUTHORIZING (A) MAINTENANCE OF EXISTING BANK
ACCOUNTS (B) CONTINUED USE OF ORDINARY COURSE ACCOUNTING
POLICIES AND PRACTICES AND (C) CONTINUED USE OF EXISTING CHECKS
AND BUSINESS FORMS**

Archdiocese of Milwaukee, debtor and debtor-in-possession (the “Debtor” or the “Archdiocese”), hereby submits this Motion (the “Motion”) for the entry of an order authorizing the Debtor to (a) maintain its existing bank accounts, (b) continue its ordinary course accounting policies and practices, and (c) continue its use of existing checks and business forms. In support of this Motion, the Debtor respectfully states as follows:

Jurisdiction

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of this proceeding is proper in this District and before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

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2. The statutory bases for the relief requested herein sections §§ 105(a), 345, 363, 364, 503, 507, 1107 and 1108 of Title 11 of the United States Code (the “Bankruptcy Code”).

Background

1. On January 4, 2011 (the “Petition Date”), the Debtor commenced its reorganization case (the “Reorganization Case”) by filing a voluntary petition for relief under the Bankruptcy Code.

2. The Debtor is continuing in possession of its property and is operating and managing its business, as a debtor in possession, pursuant to §§ 1107 and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or an examiner, and no official committee has been established.

3. For a description of the Archdiocese and its operations, the Debtor respectfully refers the Court and the parties in interest to the *Description of Debtor and Pre-filing History Affidavit of John J. Marek* (the “Marek History Affidavit”) and the *Affidavit of John J. Marek in Support of First Day Pleadings* (the “Marek First Day Affidavit”), both filed contemporaneously herewith, and incorporated herein by reference.

Relief Requested

A. The Debtor Should Be Granted Authority to Maintain Its Existing Bank Accounts

4. The United States Trustee for the Eastern District of Wisconsin (the “U.S. Trustee”) has established certain operating guidelines for a debtor-in-possession that operates its business (the “U.S. Trustee Guidelines”). In particular, the U.S. Trustee Guidelines require a Chapter 11 debtor-in-possession to open new bank accounts and close all existing accounts. This requirement was designed to (a) provide a clear line of demarcation between prepetition and

postpetition claims and payments and to (b) protect against the inadvertent payment of prepetition claims by preventing the banks from honoring checks drawn before the petition date.

5. Before the Petition Date, the Debtor, in the ordinary course of its business, maintained nineteen (19) bank accounts (collectively, the “Bank Accounts”) which are listed on Exhibit A, attached hereto. The Bank Accounts hold assets of the Debtor which include restricted and unrestricted funds as well as funds held for others.

6. The Debtor’s Bank Accounts are held at Associated Bank, National Association (“Associated Bank”), JPMorgan Chase Bank, National Association (“JPMorgan”), Johnson Bank (“Johnson Bank”), M&I Marshall and Ilsley Bank (“M&I Bank”), Park Bank (“Park Bank”), U.S. Bank National Association (“U.S. Bank”), U.S. Bank Trust National Association (“U.S. Bank Trust”), and Waukesha State Bank (“Waukesha State Bank”), all of which are FDIC insured banking institutions which have complied with the United States special depository procedures under 11 U.S.C. § 345 except for Waukesha State Bank. However, deposits in Waukesha State Bank are insured by the U.S. Government’s deposit protection insurance to levels well in excess of amounts held in that Bank or contemplated to be in that Bank. Consequently, such deposits are in compliance with 11 U.S.C. § 345. The general function of each of the Bank Accounts is described below.

7. The Debtor seeks a waiver of the U.S. Trustee’s requirement that the Bank Accounts be closed and that new postpetition bank accounts be opened. Complying with this U.S. Trustee requirement would be time-consuming, disruptive and would divert the Debtor’s efforts from focusing on its restructuring. Furthermore, maintaining the Bank Accounts would greatly facilitate the Debtor’s transition to the postpetition period. To avoid delays in paying debts incurred postpetition and to ensure as smooth a transition into chapter 11 as possible, the

Debtor should be permitted to maintain the existing Bank Accounts and, if necessary, to open new accounts and close existing accounts in the ordinary course of business operations.

8. The (19) Bank Accounts maintained by the Debtor contain property of the estate and property held for others which is not property of the estate. Further, many of the funds in the Bank Accounts are subject to charitable restrictions and constitute restricted funds which are not available to the creditors of the estate.

9. The current set of Bank Accounts and the processes and procedures used to track the funds in the accounts and transfer money to and from the accounts is carefully designed to keep track of funds in various categories of Debtor funds, restricted funds and funds held for others.

10. The Bank Accounts as currently constructed and the procedures and processes used to track and transfer funds into and out of these accounts are familiar to the Debtor's independent certified accountants who audit the Debtor's books and records each year. Modification of the Bank Accounts would add expense and uncertainty to the efforts of the Debtor's accountants and the preparation of audited financial statements as required by Wisconsin law.

11. In order to maintain a clear distinction between prepetition and postpetition claims and payments, and to prevent the inadvertent payment of prepetition claims, the Debtor has established procedures for tracking claims and payments that will allow the Debtor to separate prepetition and postpetition payments so that each can be treated in accordance with the Bankruptcy Code and this Court's orders. Furthermore, the Debtor will work closely with the banks at which it maintains the Bank Accounts to ensure that the banks honor only those payments that the Debtor is authorized and intends to make.

12. In other Chapter 11 cases, courts have waived the requirement that a debtor-in-possession close its bank accounts and have replaced this requirement with alternative procedures that provide the same protections. *See, e.g., In re GFI Wisconsin, Inc. f/k/a Grede Foundries, Inc.*, Case No. 09-14337 (RDM) (Bankr. W.D. Wis. July 2, 2009) (order authorizing the continued use of the Debtor's business cash management system); *In re FV Steel and Wire Company, et al.*, Case No. 04-22421 (SVK) (Bankr. E.D. Wis. Feb. 27, 2004); *In re Arrowhead Sys. LLC*, Case No. 02-B-20147 (MDM) (Bankr. E.D. Wis. Jan. 7, 2002); (Bankr. W.D. Wis. Oct. 4, 1996); *In re Conseco Inc.*, Case No. 02-49672 (CAD) (Bankr. N.D. Ill. Dec. 17, 2002); *In re UAL Corp.*, Case No. 02-B-48191 (ERW) (Bankr. N.D. Ill. Dec. 9, 2002) (same); *In re Dade Behring Holdings, Inc.*, Case No. 02-29020 (BWB) (Bankr. N.D. Ill. Aug. 1, 2002) (same); *In re National Steel Corp.*, Case No. 02-08699 (JHS) (Bankr. N.D. Ill. Mar. 6, 2002); *In re Amfac Hawaii, LLC*, Case No. 02-07637 (BWB) (Bankr. N.D. Ill. Feb. 27, 2002) (same); *In re Kmart Corp.*, Case No. 02-02474 (SS) (Bankr. N.D. Ill. Jan. 25, 2002) (same).

13. The following paragraphs provide a brief description of each of the Debtor's Bank Accounts.

Johnson Bank Disbursement Account

14. The Debtor maintains a checking account at Johnson Bank for use in the ordinary course of the Debtor's business operations, including payment of vendors (the "Johnson Bank Disbursement Account").

Johnson Bank Money Market Account

15. The Debtor maintains a money market account at Johnson Bank (the "Johnson Bank Money Market Account") because it offers a better interest rate than the Johnson Bank Disbursement Account. The Johnson Bank Money Market Account holds funds that are not immediately needed for use in the ordinary course of the Debtor's business. When funds in the

Johnson Bank Money Market Account are needed to pay the Debtor's expenses, funds are transferred to the Johnson Bank Disbursement Account.

Park Bank Collection Account

16. The Debtor's checking account at Park Bank is used for general revenue collection from multiple sources such as assessments from the parish corporations, fees collected from Debtor sponsored programs and various other receivables (the "Park Bank Collection Account"). Such funds are generally transferred to Johnson Bank.

Park Bank Cemetery Pre-Need Trust Account

17. The Debtor maintains an account at Park Bank to hold burial pre-payments (the "Park Bank Cemetery Pre-Need Trust Account"). The burial pre-payments received from an individual remain in the Park Bank Cemetery Pre-Need Trust Account until an individual's death, at which time the funds are transferred to the Park Bank Collection Account.

Park Bank Current Revenue Cemetery Accounts

18. When the Debtor receives payment for multiple cemetery related products or services the funds are deposited into the cemetery split check account (the "Park Bank Split Check Account") so that the funds can be divided (split) into proper accounts. Funds may be split from the account for (i) the receipt of payments related to burial plots, graves, and markers (the "Park Bank Cemetery Burial Account"), (ii) the receipt of revenue from mausoleum and memorialization sales (the "Park Bank Cemetery Mausoleum Account") or (iii) one of the Cemetery Pre-Need Trust Accounts at either Park Bank or U.S. Bank.

U.S. Bank Cemetery Pre-Need Trust Account

19. The U.S. Bank cemetery pre-need trust account (the "U.S. Bank Cemetery Pre-Need Trust Account") is used by the Debtor to hold burial pre-payments in the same fashion as the Park Bank Cemetery Pre-Need Trust Account.

U.S. Bank Special Account

20. The U.S. Bank special account is used to make payroll payments and payroll tax payments to the proper taxing authorities (the “U.S. Bank Special Account”). The U.S. Bank Special Account is funded by the Johnson Bank Disbursement Account.

U.S. Bank Household Account

21. The Debtor maintains an account to pay the various expenses of the Archbishop’s residence (the “U.S. Bank Household Account”). The U.S. Bank Household Account is funded by the Johnson Bank Disbursement Account.

JPMorgan Combined Collections Fiduciary Account

22. Bi-annually the Debtor facilitates two annual collections, known as the Combined Collections, on behalf of ten (10) beneficiaries for the United States Conference of Catholic Bishops (the “USCCB”) and deposits these collections to be forwarded for others in the JPMorgan combined collections fiduciary account (the “JPMorgan Combined Collections Fiduciary Account”). The USCCB seeks donations for a number of different charities (the “Selected Charities”), including Catholic Relief Services, the Retirement Fund for Religious, and the Catholic Home Mission, allowing the individual donors to determine which Selected Charities they wish their funds to support. The Debtor collects donations from the individual donors, keeps accurate records of which Selected Charities the donors designate their donations to support, and forwards these funds at the end of each calendar year for the proper Selected Charity.

JPMorgan Catholic Stewardship Appeal Lock-Box Account

23. Funds contributed to the 2010 and prior Catholic Stewardship Appeals were deposited in the JPMorgan Catholic Stewardship Appeal lockbox account (the “JPMorgan

Catholic Stewardship Appeal Lockbox”). Funds from this account are used in accordance with the purposes of the Catholic Stewardship Appeals.

JPMorgan Fiduciary Income Investment Accounts

24. The Debtor maintains three fiduciary investment accounts to provide custodial and investment services. They are referred to as the “JPMorgan Fiduciary Investment Checking, Money Market, and Investment Accounts” or, collectively, the “JPMorgan Fiduciary Investment Accounts”). These accounts hold a variety of funds including pre-2011 Catholic Stewardship Appeal funds, restricted gifts to the Debtor (the “Restricted Funds”) and/or funds held in trust (the “Trust Funds”). All funds are tracked and accounted for by the Debtor's accounting staff. Since the JPMorgan Fiduciary Investment Accounts operate as fiduciary trust accounts for the Debtor's funds and for other restricted and trust funds, it is important that they be maintained to accurately account for the various funds.

Associated Bank Newman Center Account

25. The Debtor maintains a checking account at Associated Bank in which contributions to the Newman Center at the University of Wisconsin-Milwaukee (the “Newman Center”) are deposited, and from which the Newman Center can pay various expenses (the “Associated Bank Newman Center Account”).

M&I Bank Maritime Ministry Fund Account

26. The Debtor maintains an account with M&I Bank to hold funds which were donated to support a ministry to travelers (the “M&I Bank Maritime Ministry Fund Account”). The funds in the M&I Bank Maritime Ministry Fund Account are restricted to this ministry.

U.S. Bank Trust Employee Pension Trust Account

27. The Debtor maintains a checking account with US Bank Trust (the “U.S. Bank Trust Employee Pension Trust Account”) which receives deposits from the Debtor and other

participating non-debtor Catholic entities to a noncontributory multiple-employer defined benefit pension plan for lay employees (the “Multiple-Employer Plan”).¹ The assets of the Multiple-Employer Plan in the U.S. Bank Trust Employee Pension Trust Account are periodically transferred to money managers to invest on behalf of the Multiple-Employer Plan. U.S. Bank Trust processes the pension payments owing under the Multiple-Employer Plan.

Waukesha State Bank League Trust Checking Account

28. The Debtor maintains a checking with Waukesha State Bank which holds the deposits from teams that participate in a grade school basketball league (the “League” and “Waukesha State Bank League Trust Checking Account”). Volunteers that organize and run the League use and manage these funds to pay the expenses of operating the League. The Debtor never makes any contributions or withdrawals from this account. The assets in the Waukesha State Bank League Trust Checking Account are not the Debtor’s property, but property of the League and the account is administered by League volunteers.

B. The Debtor Should Be Granted Authority to Continue Its Accounting Policies and Practices

29. The Debtor hereby seeks authority to continue its accounting policies and practices that allow it to determine with accuracy the amount and location of all the funds it holds, and whether they are the Debtor’s funds or funds held in trust.

30. It is critical that the Debtor continues to follow its prepetition accounting policies and practices for they allow the Debtor to efficiently coordinate transfers between the Bank Accounts, effectively operate its business, and accurately account for restricted funds and funds held for others.

¹ Non-debtor Catholic entities that participate in the Multiple-Employer Plan occasionally include with their contribution to the Multiple-Employer Plan checks to cover the accidental death and dismemberment insurance and life insurance of their employees. Any insurance money deposited in the US Bank Trust Employee Pension Trust Account is forwarded by the Debtor to the appropriate life insurance provider.

31. The Debtor's current accounting policies and practices, as well as the vast majority of the Bank Accounts, are tested and familiar to its employees. It functions well for the Debtor in terms of tracking expenditures, matching cash with cash needs, ease of account record keeping, movement of funds, and accounting for funds held in trust or subject to restrictions. Moreover, each year the Debtor's financial statements are audited by a public accounting firm, and the closing of the Debtor's Bank Accounts or any significant switch in accounting policies and practices would unnecessarily complicate that process

32. In addition, it would be inefficient and time consuming for the Debtor to establish an entirely new set of Bank Accounts and accounting policies and procedures. Preserving the "business as usual" atmosphere and avoiding the unnecessary distractions that would inevitably be associated with any substantial change in accounting policies and practices will facilitate the Debtor's reorganization efforts.

33. The Debtor's accounting policies and procedures have resulted in accurate and detailed records of funds in the Bank Accounts. Forcing the Debtor to close its Bank Accounts or significantly alter its accounting policies and practices could result in confusion over which funds the Debtor is holding are its own property, and which are held in trust.

34. Thus, under the circumstances, allowing the Debtor to maintain its accounting policies and practices is in the best interests of its estate and creditors. The Debtor will continue to maintain strict records with respect to all transfers of cash so that transactions can be readily traced and evaluated.

C. The Debtor Should Be Granted Authority To Use Existing Business Forms

35. To minimize expense to its estate, the Debtor requests that it be authorized to continue to use all correspondence, business forms (including, but not limited to, letterheads, purchase orders and invoices) existing immediately prior to the Petition Date without reference to

the Debtor's status as debtor-in-possession. With regard to correspondence, business forms and the like, parties doing business with the Debtor will likely be aware of its status as debtor-in-possession as a result of the size and notoriety of this Chapter 11 case, general press coverage and the publication notice for this Chapter 11 case. The Debtor further requests that it be authorized to use its existing stock of checks, manually modified to note the Debtor's status as debtor-in-possession. With respect to checks, replacement of the Debtor's check stock could take several weeks. It is unrealistic to expect that the Debtor postpone purchases or defer payment pending the stationer's delivery of check stock. A requirement that the Debtor change its checks and business forms would be expensive and burdensome to the Debtor's estate and disruptive to the Debtor's reorganization.

36. Other courts have allowed debtors to use their existing checks and business forms without the "debtor-in-possession" designation on each such check or form. *See In re GFI Wisconsin, Inc. f/k/a Grede Foundries, Inc.*, Case No. 09-14337 (RDM) (Bankr. W.D. Wis. July 2, 2009, Docket No. 95) (order authorizing the continued use of the Debtor's business forms without the "debtor-in-possession" designation on each form); *In re Gold-Standard Baking, Inc.*, 179 B.R. 98, 105-06 (Bankr. N.D. Ill. 1995) (holding United States Trustee's requirement prohibiting issuance of checks without "debtor-in-possession" designation to be unenforceable); *see also In re Dade Behring Holdings, Inc.*, Case No. 02-29020 (BWB) (Bankr. N.D. Ill. Aug. 1, 2002) (authorizing, *inter alia*, the continued use of existing checks and other business forms without requiring use of a "debtor-in-possession" legend).

37. For these reasons, the Debtor requests that it be authorized to use its existing business forms without being required to place the designation "debtor-in-possession" on each business form. However, the Debtor has obtained "debtor-in-possession" stamps for use with its

existing check stock and proposes to place the “debtor-in-possession” legend on each check issued.

Notice

38. The Debtor will serve notice of this Motion by electronic mail or facsimile as well as overnight delivery on the parties identified on the attached notice list (the “Notice List Recipients”).

39. Within three (3) business days of the entry of the order, notice of the Order will be given to the Notice List Recipients and those persons who have requested notice pursuant to Rule 2002 of the Bankruptcy Rules. In light of the nature of the relief requested, the Debtor submits that no further notice is required, pursuant to Bankruptcy Rules 9006(c)(1) and 9007, and asks the court to approve the same.

No Prior Request

40. No prior motion for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Debtor respectfully request that this Court: (i) enter an order granting the relief sought herein; and (ii) grant such other and further relief to the Debtor as the Court may deem proper.

Dated this 4th day of January, 2011.

ARCHDIOCESE OF MILWAUKEE
Debtor and Debtor-in-Possession
by its counsel,
Whyte Hirschboeck Dudek S.C.

By: /s/ Daryl L. Diesing

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EXHIBIT A

**Archdiocese of Milwaukee
Active Bank Accounts
December 16, 2010**

<u>Bank</u>	<u>Account No.</u>	<u>Type</u>
Johnson Bank		
(1) Disbursement Account	1001508246	C
(2) Money Market Account	1001508394	MM
Park Bank		
(3) Collection Account	610083465	C
(4) Cemetery Pre-Need Trust Account	17344263	C
(5) Cemetery Split Check Account	17349575	C
(6) Cemetery Burial Account	17276257	C
(7) Cemetery Mausoleum Account	17276273	C
U.S. Bank		
(8) Cemetery Pre-Need Trust Account	182380452520	C
(9) Special Account - payroll	112006925	C
(10) Household Account	121512731	C
JPMorgan		
(11) Combined Collections Fiduciary Account	20867707	C
(12) Catholic Stewardship Appeal Lockbox	20867022	C
(13) Fiduciary Income Investment Account	20867391	C
(14) Fiduciary Income Investment Account	293245906	MM
(15) Fiduciary Income Investment Account	95730195000	Inv.
Associated Bank		
(16) Newman Center UWM	80092104	C
M&I Bank		
(17) Maritime Ministry Fund	2347032	C
U.S. Bank Trust		
(18) Employee Pension Trust Account	112330936	C
Waukesha State Bank		
(19) League Trust Checking Account	10705120	C

Notice List

<p><i>Debtor and Debtor in Possession:</i> Archdiocese of Milwaukee 3501 S. Lake Dr. Milwaukee, WI 53207 Attn: John Marek, CFO Phone: 414-769-3334 Facsimile: 414-769-3408 Email: marekj@archmil.org</p>	<p><i>Counsel to Debtor and Debtor in Possession:</i> Whyte Hirschboeck Dudek S.C. 555 E. Wells St., Ste. 1900 Milwaukee, Wisconsin 53202-3819 Attn: Daryl L. Diesing Phone: 414-273-2100 Facsimile: 414-223-5000 Email: ddiesing@whdlaw.com barnold@whdlaw.com mgosman@whdlaw.com</p>
<p><i>Office of the United States Trustee</i> U.S. Trustee's Office 517 E. Wisconsin Ave., Room 430 Milwaukee, WI 53202 Attn: David W. Asbach Phone: 414-297-4480 Facsimile: 414-297-4478 Email: dave.w.asbach@usdoj.gov debra.schneider@usdoj.gov</p>	<p><i>Special Counsel to the Debtor and Debtor in Possession:</i> Quarles & Brady LLC 411 E. Wisconsin Ave., Suite 2040 Milwaukee, WI 53202 Phone: 414-277-5000 Facsimile: 414-271-3552 Email: jar@quarles.com dpm@quarles.com</p>
<p><i>Debtor's Notice and Claims Agent:</i> Kurtzman Carson Consultants LLC 2335 Alaska Ave. Los Angeles, CA 90245 Attn: Travis Vandell Phone: 310-823-9000 Facsimile: 310-751-1559 Email: tvandell@kccllc.com</p>	<p><i>Counsel to Certain Creditors listed on Debtor's 20 Largest:</i> Jeff Anderson & Associates P.A. 366 Jackson St., Ste 100 St. Paul, MN 55101 Attn: Jeff Anderson Phone : 651-227-9990 Facsimile : 651-297-6543 Email: jeff@andersonadvocates.com</p>
<p><i>Counsel to Secured Lender, Park Bank:</i> Joseph E. Fenzel S.C. 757 N. Broadway, Ste 600 Milwaukee, WI 53202-3612 Phone : 414-224-1601 Facsimile: 414-224-1602 Email: jfenzel@fenzellaw.com</p>	<p>Archdiocese of Milwaukee Priests Retiree Pension Plan Attn: John Marek 3501 S. Lake Dr. Milwaukee, WI 53207-0912 Phone: 414-769-3334 Facsimile: 414-769-3408 fax Email: marekj@archmil.org</p>

<p>Archdiocese of Milwaukee Lay Employees Pension Plan Attn: John Marek 3501 S. Lake Dr. Milwaukee, WI 53207-0912 Phone: 414-769-3334 Facsimile: 414-769-3408 Email: marekj@archmil.org</p>	<p>Archdiocesan Cemeteries of Milwaukee Union Employees' Pension Plan Attn: John Marek 3501 S. Lake Dr. Milwaukee, WI 53207-0912 Phone: 414-769-3334 Facsimile: 414-769-3408 Email: marekj@archmil.org</p>
<p>Archdiocese of Milwaukee Priests' Pension Plan Attn: John Marek 3501 S. Lake Dr. Milwaukee, WI 53207-0912 Phone: 414-769-3334 Facsimile: 414-769-3408 Email: marekj@archmil.org</p>	<p>M.H.S. Inc. Attn: Richard J. Anderson, III 742 W. Capitol Dr. Milwaukee, WI 53206-3327 Phone: 414-264-5440 Facsimile: 414-264-0672 Email: randerson@messmerhigh.com</p>
<p>Internal Revenue Service Central Insolvency PO Box 21126 Stop N781 Philadelphia, PA 19114 Facsimile: 215-516-2015</p> <p>Val Thomas IRS, Central Insolvency Unit 545 Zor Shrine Pl, Stop 5301 MSN Madison, WI 53719 Phone: 608-829-8127 Facsimile:</p>	<p>Wisconsin Department of Revenue Special Procedures Unit PO Box 8901 Madison, WI 53708-8901 Attn: Hiram F. Cutting Phone: 608-266-2772 Facsimile: 608-267-1037 Email: hirma.cutting@revenue.wi.gov</p> <p>2135 Rimrock Road 5-SPU Madison, WI 53713</p>
<p>Wisconsin Department of Justice Office of the Attorney General P.O. Box 7857 Madison, WI 53707-7857 Facsimile: 608-267-2779</p>	<p>Department of Workforce Development, Division of Unemployment Insurance PO Box 8914 Madison, WI 53708 Facsimile: 608-266-8221</p>
<p><i>Counsel to Any Official Committee(s):</i> To be included after such committee is appointed and counsel is retained</p>	<p>Milwaukee Laborer's Local 113 Attn: Anthony Niera, Business Manager 6310 W. Appleton Ave. Milwaukee, WI 53210 Phone: 414-873-4520 Facsimile: 414-873-5155 Email: contactus@milwlaborers113.org</p>

	<p><i>Johnson Bank:</i> Johnson Bank Attn: Ms. Jill Chapman 333 E. Wisconsin Ave. Milwaukee, WI 53202 Phone: 414-287-6472 Facsimile: 414-287-6458 Email: jchapman@johnsonbank.com</p>
<p><i>U.S. Bank N.A.:</i> U.S. Bank N.A. Attn: Mr. John J. Connelly MK-WI-T10S 777 E. Wisconsin Ave. Milwaukee, WI 53202 Phone: 414-765-6511 Facsimile: 414-765-5425 Email: john.connelly@usbank.com</p>	<p>JPMorgan Chase Bank, N.A.: JPMorgan Chase Bank, N.A. Attn: Michael L. Gietl WI1-2033 PO Box 2033 Milwaukee, WI 53201-2033 Phone: 414-977-6717 Facsimile: 414-977-6788 Email: Michael.l.gietl@chase.com</p>
<p><i>Associated Bank N.A.:</i> Associated Bank N.A. 330 E. Kilbourn Ave. Milwaukee, WI 53202 Phone: 414-271-1786 Facsimile: 414-283-2336</p>	<p><i>M&I Marshall & Ilsley Bank:</i> M&I Marshall & Ilsley Bank Attn: Ms. Brooke Napiwocki 250 E. Wisconsin Ave. Milwaukee, WI 53202 Phone: 414-390-1515 Facsimile: 414-390-1542 Email: brooke.napiwocki@micorp.com</p>
<p><i>Waukesha State Bank:</i> Waukesha State Bank 100 Bank St. PO Box 648 Waukesha, WI 53187 Phone: 262-522-7400 Facsimile: 262-522-7410</p>	

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF WISCONSIN**

In Re:

ARCHDIOCESE OF MILWAUKEE, INC.

Debtor.

Case No. 11-20059-svk

Chapter 11

Hon. Susan V. Kelley

**ORDER AUTHORIZING (A) MAINTENANCE OF EXISTING BANK
ACCOUNTS (B) CONTINUED USE OF ORDINARY COURSE ACCOUNTING
POLICIES AND PRACTICES AND (C) CONTINUED USE OF EXISTING CHECKS
AND BUSINESS FORMS**

Upon the Motion (the “Motion”)¹ of Archdiocese of Milwaukee, as debtor and debtor-in-possession (the “Debtor”), seeking entry of an order authorizing the Debtor to (a) maintain its

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

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existing bank accounts, (b) continue its ordinary course accounting policies and practices, and (c) continue its use of existing checks and business forms; and it appearing that the relief requested is essential to the continued operation of the Debtor's operations and is in the best interest of the Debtor's estate and creditors; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor:

IT IS HEREBY ORDERED:

1. The Motion is GRANTED.
2. The Debtor is authorized, but not directed, in the reasonable exercise of its business judgment, to (i) designate, maintain and continue to use, with the same account numbers, all of the bank accounts in existence on the Petition Date, including, without limitation, those accounts identified on Exhibit A to the Motion (the "Bank Accounts"); (ii) use, in their present form, all correspondence, business forms (including, but not limited to, letterheads, and invoices) existing immediately prior to the Petition Date without reference to Debtor's status as Debtor in possession and (iii) subject to manual modification to include a "debtor-in-possession" legend, use all existing checks and other documents related to the Bank Accounts existing immediately prior to the Petition Date and (iv) treat the Bank Accounts for all purposes as accounts of the Debtor as debtor in possession.
3. Nothing contained herein shall prevent the Debtor from opening any new bank accounts or closing any existing Bank Accounts as it may deem necessary and appropriate in its sole discretion.

4. Any bank with whom a Bank Account has been established by the Debtor may, without further order of this Court, rely and act upon any instruction or authorization given by the Debtor with respect to the deposit or transfer into, or withdrawal of funds from, the Bank Accounts, or with respect to opening of any new bank accounts or closing of any existing Bank Accounts.

5. The Debtor is hereby authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

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