003-00003588

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
QUALTEQ, INC., d/b/a VCT NEW JERSEY, INC., *et al.*,[1]	)	Case No. 11-12572 (KJC)
	)	Jointly Administered
Debtors.	)	**Re: Docket Nos. 7, 30 and 227**

FINAL ORDER AUTHORIZING USE OF CASH COLLATERAL IN WHICH OAKBROOK FINANCIAL ASSERTS AN INTEREST

Upon the motion (the "*Motion*")[2] of the above-captioned debtors and debtors in possession (collectively, the "*Debtors*") for entry of orders pursuant to sections 361 and 363 of title 11 of the United States Code (the "*Bankruptcy Code*") and Rule 4001 of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*"): (1) authorizing the Cash-Encumbered Debtors to use cash collateral; (2) scheduling a final hearing on the Motion; and (3) for other related relief as necessary; Oakbrook Financial ("*Oakbrook Financial*") having consented to use of its cash collateral ("*Cash Collateral*") on the terms set forth herein; the Court having considered the statements of counsel; and it appearing to the Court that granting relief on the terms and conditions herein contained is necessary and essential to enable Creative Automation Company, Unique Data Services, Inc., and University Subscription Services, Inc. (each a "*Borrower*" and collectively, the "*Borrowers*") to continue to operate their businesses; and it

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: (i) Qualteq, Inc., d/b/a VCT New Jersey, Inc. (4600); (ii) 1400 Centre Circle, LLC (7091); (iii) 5200 Thatcher, LLC (6991); (iv) 5300 Katrine, LLC (6016); (v) Anar Real Estate, LLC (9267); (vi) Automated Presort, Inc. (0850); (vii) Avadamma LLC (4775; 4800; 4810; 4829); (viii) Creative Automation Company (4350); (ix) Creative Investments, a General Partnership (5992); (x) Fulfillment Xcellence, Inc. (3461); (xi) The Borrowers Services, Inc. (4581); (xii) Unique Data Services, Inc. (1068); (xiii) Unique Embossing Services, Inc. (1043); (xiv) Unique Mailing Services, Inc. (2594); (xv) University Subscription Service, Inc. (3669); (xvi) Versatile Card Technology, Inc. (5258); (xvii) Veluchamy LLC (3434); and (xviii) Vmark, Inc. (5904).

appearing that Oakbrook Financial is adequately protected; and good cause appearing therefore, it is HEREBY ORDERED THAT:

1. The Court authorizes The Borrowers to use Cash Collateral for the disbursements set forth in the 13-week budgets (the "*Budgets*") attached hereto as follows:

Lender/Borrower	**Exhibit**
Oakbrook Financial/Creative Automation Company	A-1
Oakbrook Financial/Unique Data Services, Inc.	A-2
Oakbrook Financial/University Subscription Services, Inc.	A-3

2. The period covered by the Budgets and all successive Extended Budgets (as defined below) shall be referred to herein as the "Budget Period." Other than as expressly provided for herein, the Borrowers are and shall be authorized to use Cash Collateral exclusively for disbursements to the extent and in the amounts set forth in the Budgets. The Borrowers may use Cash Collateral in an amount equal to up to 15% more than a particular corresponding "category" in the Budgets (*e.g.*, "rent," "phone," or "utilities"), measured on a cumulative, weekly basis, provided that Cash Collateral is available. In the event that expenses for a particular week in any expense category come in under the amount set forth in the Budgets, such amounts shall roll forward and shall be available in future weeks and may be used by the Borrowers to off-set any overages for that particular expense category for future weeks. In the event that Oakbrook Financial and the Official Committee of Unsecured Creditors (the "Committee") consent, in writing, to the use of its Cash Collateral in a manner or amount which

[2] Capitalized terms not defined herein shall have the meanings provided in the Motion.

does not conform to the Budgets (such use of Cash Collateral, a "*Non-Conforming Use*"), the applicable Borrower shall be authorized pursuant to this Final Order to expend Cash Collateral for such Non-Conforming Use without further Court approval.

3. No later than three weeks prior to the end of each applicable Budget period, each Borrower will provide Oakbrook Financial and the Committee with an updated 13-week budget (each such budget an "*Extended Budget*") for the succeeding portion of the Budget Period. If neither Oakbrook Financial nor the Committee files an objection to the Extended Budget or the continued use of cash collateral in accordance with the procedures set forth herein, then the Extended Budget shall become effective on the first day of the first week provided for in the Extended Budget. In the event that Oakbrook Financial or the Committee has an objection to the Extended Budget or to the continued use of cash collateral, which cannot be consensually resolved, they shall file such objection with the Court within ten days of receipt of the Extended Budget, and a hearing shall be held on such objection prior to the expiration of the previously approved budget period.

4. The Borrowers shall not use Cash Collateral to make any intercompany loans or transfers outside the ordinary course of business without the prior consent of Oakbrook Financial and the Committee.

4. In addition to Oakbrook Financial's security interests, liens, rights, and other interests in and with respect to its collateral, as adequate protection for and to secure the payment of an amount equal to any diminution in the value of its collateral, each of the Borrowers hereby grants, solely to Oakbrook Financial (and not to any Lender that is not currently in privity with the Borrowers, *i.e.*, this Final Order does not authorize any "cross-collateralization") to the extent Oakbrook Financial had perfected security interests prior to the bankruptcy filing, security interests in and liens upon all the assets of such Borrower and all hereafter-acquired assets of

such Borrower, of the same kind and nature, and in the same type of collateral in which Oakbrook Financial held valid and perfected liens and security interests prior to the bankruptcy filing and the proceeds, products, rents, and profits thereof, whether arising from Section 552(b) of the Bankruptcy Code or otherwise, (*but not including any causes of action arising under the Bankruptcy Code*), senior to any other security interests, liens, or encumbrances, subject only to, in the following order of priority (a) valid, perfected, and enforceable prepetition liens which were senior to Oakbrook Financial's respective liens or security interests as of the Petition Date; (b) the payment of the United States Trustee's fees, pursuant to 28 U.S.C. § 1930; and (c) the amount of professional fees and disbursements accrued but unpaid as of the date of termination of each of the Borrower's use of Cash Collateral.

5. As and when a line item for professional fees is included in one or more of the Budgets, including, without limitation, line items included in prior interim Budgets, the Borrowers shall transfer cash in the amount of such line item to the professional for whose benefit the line item is included, to be held in trust (the "*Professional Fee Accounts*") by the professional at issue until applied to the allowed fees and disbursements of such professional pursuant to one or more orders of this Court, including the interim compensation procedures previously approved by the Court in these cases. Each payment made to the Professional Fee Accounts made pursuant to this paragraph shall be deemed to be and shall be treated as if such payment was, a security retainer paid to the applicable professionals as set forth in the Budgets, as of, and *nunc pro tunc* to, the Petition Date, free and clear of all liens, claims, and encumbrances.

6. The notice given by the Debtors of this Final Order was given in accordance with Bankruptcy Rule 4001(b). Within three business days after the Court's entry of this Final Order,

the Debtors shall mail copies of this Final Order to: (i) Oakbrook Financial; (ii) the United States Trustee; (iii) counsel to the Committee; and (iv) known holders of a Lien against any of the Debtors' assets (as set forth in the chart in the First Day Declaration).

7. This Final Order shall constitute findings of fact and conclusions of law and shall take effect and be fully enforceable *nunc pro tunc* to the Petition Date immediately upon entry hereof.

8. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

Dated: October 6, 2011
Wilmington, Delaware

United States Bankruptcy Judge

EXHIBIT A-1

Creative Automation Company

Week Number	1	2	3	4	5	6	7	8	9	10	11	12	13
Week ending Friday	9/23/11	9/30/11	10/7/11	10/14/11	10/21/11	10/28/11	11/4/11	11/11/11	11/18/11	11/25/11	12/2/11	12/9/11	12/16/11
Beginning Cash (Operational Acct. Only)	1,790,209	1,918,865	2,087,709	1,680,787	1,977,073	1,962,477	1,965,038	1,976,764	2,220,439	2,245,875	2,329,267	1,900,458	1,990,374
Weekly cash inflows (smoothed)	807,000	807,000	710,000	710,000	710,000	710,000	716,000	721,000	721,000	721,000	718,000	711,000	711,000
Payroll	304,731	77,572	304,731	77,572	401,731	77,572	304,731	77,572	304,731	77,572	304,731	77,572	304,731
Outside Services	163,425	158,153	158,153	158,153	158,153	158,153	190,675	190,675	190,675	190,675	255,675	255,675	255,675
Operating Supplies	113,337	113,337	109,681	109,681	109,681	109,681	132,235	132,235	132,235	132,235	177,313	177,313	177,313
Repair & Maintenance	16,615	16,615	16,615	16,615	16,615	16,615	16,615	16,615	16,615	16,615	16,615	16,615	16,615
Freight	2,186	2,186	2,116	2,116	2,116	2,116	2,551	2,551	2,551	2,551	3,420	3,420	3,420
Temporary Labor	20,168	20,168	19,518	19,518	19,518	19,518	23,531	23,531	23,531	23,531	31,553	31,553	31,553
License Fees			25,000					25,000				25,000	27,500
Accounting Services	5,417				5,417					5,417			
Legal Expense				4,833						4,833			
Advertising	42,000	900	900	900	900	900	900	900	900	900	900	900	900
Real estate Taxes											205,745		
Rent		33,500				33,500				33,500			
Software Maintenance													50959
T & E				16,080					16,080				16,080
Telephone		12,981				12,981				12,981			
Utilities		66,333				66,333				66,333			
Office Expenses	2,189	2,189	2,189	2,189	2,189	2,189	2,189	2,189	2,189	2,189	2,189	2,189	2,189
Equipment Lease	2,219				2,219					2,219			
Insurance													
Debt Service		60000				60000				60000			
Other	6,058	6,058	6,058	6,058	6,058	6,058	6,058	6,058	6,058	6,058	6,058	6,058	6,058
Interest			20,290				20,290					20,290	
Bank Fees			4,500				4,500					4,500	
Total Operational Payments	678,344	569,992	669,750	413,714	724,596	565,615	704,274	477,325	695,564	637,607	1,004,199	621,084	892,993
Adjustments													
Ending Cash from Operations	1,918,865	2,155,873	2,127,959	1,977,073	1,962,477	2,106,862	1,976,764	2,220,439	2,245,875	2,329,267	2,043,068	1,990,374	1,808,381
Bankruptcy Related Expenses													
Lead Counsel		23,559				47,118					47,118		
Local Counsel		3,298				3,298					3,298		
Debtor F/A		32,668				47,118					47,118		
Claims Agent		-				7,853					7,853		
Other Professionals		7,853				3,926					-		
Creditor Counsel		-				15,706					15,706		
Creditor F/A		-				15,706					15,706		
Creditor Local Counsel		-				1,099					1,099		
Court/Trustee		785				-					4,712		
Pre-Petition Crititical Vendors (per Order)		-	447,172			-					-		
Total Bankruptcy Related Expenses	-	68,164	447,172	-	-	141,825	-	-	-	-	142,610	-	-
Net Ending Cash	1,918,865	2,087,709	1,680,787	1,977,073	1,962,477	1,965,038	1,976,764	2,220,439	2,245,875	2,329,267	1,900,458	1,990,374	1,808,381

EXHIBIT A-2

Unique Data Services, Inc.

Week Number	1	2	3	4	5	6	7	8	9	10	11	12	13
Week ending Friday	9/23/11	9/30/11	10/7/11	10/14/11	10/21/11	10/28/11	11/4/11	11/11/11	11/18/11	11/25/11	12/2/11	12/9/11	12/16/11
Beginning Cash (Operational Acct. Only)	6,114	42,171	77	71,039	135,900	190,538	170,293	251,813	326,232	390,428	413,067	461,843	504,521
Weekly cash inflows	137,000	137,000	169,000	169,000	169,000	169,000	166,000	165,000	165,000	165,000	155,000	130,000	130,000
Payroll	45,284	46,223	45,284	46,223	45,284	46,223	45,284	46,223	45,284	46,223	45,284	46,223	45,284
Delivery - Freight & Postage	3,408	3,408	2,839	2,839	2,839	2,839	2,007	2,007	2,007	2,007	1,547	1,547	1,547
Subcontracting Services and Processing	3,231	3,231	2,692	2,692	2,692	2,692	1,903	1,903	1,903	1,903	1,466	1,466	1,466
Processing Supplies	3,242	3,242	2,701	2,701	2,701	2,701	1,910	1,910	1,910	1,910	1,472	1,472	1,472
Outside Temp. Services	27,000	27,000	21,613	21,613	21,613	21,613	15,282	15,282	15,282	15,282	11,774	11,774	11,774
Fulfillment Supplies	15,831	15,831	15,831	15,831	15,831	15,831	11,194	11,194	11,194	11,194	8,625	8,625	8,625
Insurance					20,578				20,578				20,578
Rent		41,496				41,496				41,496			
Utilities		17,000				17,000				17,000			
Telephone		2,700				2,700				2,700			
Repairs & Maintenance	1,823	1,823	1,823	1,823	1,823	1,823	1,823	1,823	1,823	1,823	1,823	1,823	1,823
Advertising	735	735	612	612	612	612	433	433	433	433	334	334	334
Vehicles				3,583				3,583				3,583	
Legal Fees				5,833				5,833				5,833	
Other	389	389	389	389	389	389	389	389	389	389	389	389	389
Interest Expense			4,267				4,267					4,267	
Interest Income			(13)				(13)					(13)	
Bank Fees													
Total Operational Payments	100,942	163,077	98,038	104,139	114,362	155,919	84,480	90,581	100,804	142,361	72,713	87,321	93,291
Ending Cash from Operations	42,171	16,094	71,039	135,900	190,538	203,619	251,813	326,232	390,428	413,067	495,354	504,521	541,230
Bankruptcy Related Expenses													
Lead Counsel		5,536				11,072					11,072		
Local Counsel		775				775					775		
Debtor F/A		7,677				11,072					11,072		
Claims Agent		-				1,845					1,845		
Other Professionals		1,845				923					-		
Creditor Counsel		-				3,691					3,691		
Creditor F/A		-				3,691					3,691		
Creditor Local Counsel		-				258					258		
Court/Trustee		185				-					1,107		
Total Bankruptcy Related Expenses	0	16,017	0	0	0	33,326	0	0	0	0	33,511	0	0
Net Ending Cash	42,171	77	71,039	135,900	190,538	170,293	251,813	326,232	390,428	413,067	461,843	504,521	541,230

EXHIBIT A-3

University Subscription Service, Inc.

Week Number	1	2	3	4	5	6	7	8	9	10	11	12	13
Week ending Friday	9/23/11	9/30/11	10/7/11	10/14/11	10/21/11	10/28/11	11/4/11	11/11/11	11/18/11	11/25/11	12/2/11	12/9/11	12/16/11
Beginning Cash (Operational Acct. Only)	27,198	31,359	17,227	24,700	16,824	26,748	12,710	20,006	23,170	28,866	24,398	23,944	20,098
Weekly cash inflows	28,000	28,000	34,000	34,000	34,000	34,000	37,000	39,000	39,000	39,000	40,000	43,000	43,000
Payroll	-	8,750	-	8,750	-	8,750	-	8,750	-	8,750	-	8,750	-
401-K Administration Fee													
Publication Costs	12,843	12,843	13,011	13,011	13,011	13,011	15,247	15,247	15,247	15,247	19,043	19,043	19,043
Postage	3,401	3,401	3,445	3,445	3,445	3,445	4,037	4,037	4,037	4,037	5,042	5,042	5,042
Printing	749	749	759	759	759	759	889	889	889	889	1,111	1,111	1,111
Outside Services	484	484	490	490	490	490	574	574	574	574	717	717	717
Operating Supplies	769	769	779	779	779	779	912	912	912	912	1,140	1,140	1,140
Rent		6,000				6,000				6,000			
Telephone		1,465				1,465				1,465			
Repairs & Maintenance	369	369	369	369	369	369	369	369	369	369	369	369	369
Accounting Fees	3,167				3,167					3,167			
Legal Fees				3,000				3,000				3,000	
Office Expense	944	944	944	944	944	944	944	944	944	944	944	944	944
Insurance				4,676					4,676				4,676
Debt Service				4,542					4,542				4,542
Other	1,113	1,113	1,113	1,113	1,113	1,113	1,113	1,113	1,113	1,113	1,113	1,113	1,113
Interest			1,258				1,258					1,258	
Bank Fees			4,359				4,359					4,359	
Total Operational Payments	23,839	36,887	26,527	41,876	24,076	37,124	29,704	35,836	33,304	43,468	29,480	46,847	38,697
Ending Cash from Operations	31,359	22,473	24,700	16,824	26,748	23,623	20,006	23,170	28,866	24,398	34,919	20,098	24,400
Bankruptcy Related Expenses													
Lead Counsel		1,813				3,626					3,626		
Local Counsel		254				254					254		
Debtor F/A		2,514				3,626					3,626		
Claims Agent		-				604					604		
Other Professionals		604				302					-		
Creditor Counsel		-				1,209					1,209		
Creditor F/A		-				1,209					1,209		
Creditor Local Counsel		-				85					85		
Court/Trustee		60				-					363		
Total Bankruptcy Related Expenses	0	5,245	0	0	0	10,914	0	0	0	0	10,974	0	0
Net Ending Cash	31,359	17,227	24,700	16,824	26,748	12,710	20,006	23,170	28,866	24,398	23,944	20,098	24,400