

**RECEIVED****UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY****OCT 26 2009**AT 8:30 \_\_\_\_\_ M  
WILLIAM T. WALSH  
CLERK

In re:

CONGOLEUM CORPORATION, et al.,

Debtors.

Civil Action No. 09-4371 (JAP)

Bankr. Case No. 03-51524 (KCF)

**ORDER GRANTING DEBTORS' MOTION FOR AN ORDER  
AUTHORIZING AND APPROVING FORM OF INDIVIDUAL,  
RELATED COMPANY, PROFESSIONAL AND TRADE CREDITOR  
AVOIDANCE ACTION TOLLING AGREEMENT PURSUANT TO  
SECTIONS 105(a) AND 546(a) OF THE BANKRUPTCY CODE**

Upon consideration of the motion (the "Motion") submitted by Congoleum Corporation ("Congoleum"), Congoleum Sales, Inc., and Congoleum Fiscal, Inc. (collectively, the "Debtors") for an order pursuant to §§ 105(a) and 546(a) of the Bankruptcy Code authorizing execution of certain Fourth Amended Tolling Agreements; and after due deliberation the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, and their creditors, and good and sufficient cause having been shown.

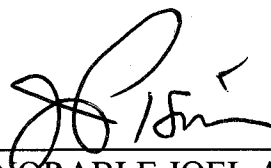
**IT IS HEREBY ORDERED THAT:**

1. The terms, conditions and form of the Fourth Amended Tolling Agreement<sup>1</sup> are hereby approved;

2. The process for soliciting and executing a Fourth Amended Tolling Agreement, as described in the Motion, is fair and reasonable and shall be binding upon all of the Tolling Parties and their attorneys-in-fact. The Debtors are authorized to rely upon the signatures of any attorney-in-fact as binding any Tolling Party named in any Fourth Amended Tolling Agreement executed by such attorney on their behalf; and

3. The Debtors are hereby authorized, without further order of this Court, to execute Fourth Amended Tolling Agreements with respect to the Tolling Parties, to execute any other documentation and perform such other acts as may be necessary to effect any Fourth Amended Tolling Agreement, and to perform in accordance with their terms.

Dated: Oct 27, 2009  
Trenton, New Jersey

  
\_\_\_\_\_  
THE HONORABLE JOEL A. PISANO  
UNITED STATES DISTRICT JUDGE

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<sup>1</sup> All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.