



interest; 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 Application is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and due and proper notice of this Application having been provided; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. Pursuant to section 327(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain Curtis as their attorneys on the terms set forth in the Application, effective *nunc pro tunc* to the Petition Date.
3. Curtis is authorized to render the following professional services to the Debtors:
  - (a) advise the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their businesses and properties;
  - (b) attend meetings and negotiate with representatives of creditors and other parties in interest;
  - (c) take all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors and representing the Debtors' interests in negotiations concerning litigation in which the Debtors are or become involved, including objections to claims filed against the Debtors' estates;
  - (d) prepare all motions, applications, answers, orders, reports and papers necessary to the administration of the Debtors' estates;
  - (e) take any necessary action on behalf of the Debtors to obtain approval of a disclosure statement and confirmation of a chapter 11 plan;

- (f) represent the Debtors in connection with cash collateral and postpetition financing matters;
- (g) advise the Debtors in connection with any potential sale of assets;
- (h) appear before this Court, any appellate courts and the U.S. Trustee and protect the interests of the Debtors' estates before those courts and the U.S. Trustee;
- (i) consult with the Debtors regarding tax matters;
- (j) represent the Debtors in connection with any interactions with any federal, state and local governmental agencies; and
- (k) perform all other necessary legal services and provide all other necessary legal advice to the Debtors in connection with their Chapter 11 Cases.

4. Curtis shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other such procedures as may be fixed by order of this Court.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. To the extent this Order is inconsistent with any prior order or pleading with respect to the Application in these cases, the terms of this Order shall govern.

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

Dated: September 2, 2009  
Wilmington, Delaware

  
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THE HONORABLE BRENDAN L. SHANNON  
UNITED STATES BANKRUPTCY JUDGE