

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 retain and employ RL&F as their co-counsel under an evergreen retainer upon the terms and conditions set forth in the Application effective *nunc pro tunc* to the Petition Date.
3. RL&F shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Rules, the Guidelines and any other such procedures as may be fixed by order of this Court.
4. The prepetition retainer monies paid to RL&F and not expended for prepetition services and disbursements shall be held by RL&F as an evergreen retainer as security throughout the Debtors' Chapter 11 Cases until RL&F's fees and expenses are awarded and payable to RL&F on a final basis.
5. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

Dated: September 3, 2009
Wilmington, Delaware



THE HONORABLE BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE