

**Objection Deadline: January 13, 2010 at 4:00 p.m. (Prevailing Eastern Time)**  
**Presentment Date and Time: January 20, 2010 at 10:00 a.m. (Prevailing Eastern Time)**  
**Hearing Date and Time (if an Objection is Filed): TBD**

GODFREY & KAHN, S.C.  
780 North Water Street  
Milwaukee, Wisconsin 53202  
Telephone: (414) 273-3500  
Facsimile: (414) 273-5198  
Timothy F. Nixon (TN 2644)

*Proposed Attorneys for Fee Examiner*

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
:   
In re :   
: Chapter 11  
MOTORS LIQUIDATION COMPANY, et al., :   
: Case No. 09-50026 (REG)  
Debtors. :   
: (Jointly Administered)  
----- X

**APPLICATION OF THE FEE EXAMINER FOR AUTHORIZATION  
TO EMPLOY AND RETAIN GODFREY & KAHN, S.C. AS COUNSEL TO THE FEE  
EXAMINER, NUNC PRO TUNC TO DECEMBER 28, 2009**

TO: THE HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE

The Fee Examiner of General Motors Corporation (n/k/a Motors Liquidation Company) (“GM”) and certain of its affiliates in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the “Debtors”), submits this Application pursuant to the Stipulation and Order With Respect to Appointment of a Fee Examiner [Docket No. 4708] (the “Fee Examiner Order”) for Authorization to Employ, *Nunc Pro Tunc*, Godfrey & Kahn, S.C. (“G&K” or the “Firm”) as counsel for the Fee Examiner (this “Application”) and respectfully represents:

### **Preliminary Statement**

1. The Court appointed the Fee Examiner to monitor the fees and expenses incurred by professionals in these chapter 11 cases in a December 23, 2009 Order. With this Application, the Fee Examiner seeks entry of an order, pursuant to the Fee Examiner Order, authorizing the employment of G&K to assist the Fee Examiner in his analysis of the fees and expenses of Retained Professionals<sup>1</sup> in these cases, effective as of December 28, 2009. The scope and estimated costs of the engagement of G&K are outlined in this Application. In support of this Application, the Fee Examiner relies on his own affidavit, already on file, and on the Affidavit of Timothy F. Nixon, Partner of G&K (the “Nixon Affidavit”), attached as **Exhibit A**.

### **Background**

2. Commencing on June 1, 2009 and periodically thereafter (as applicable, the “Commencement Date”), Debtors commenced in this Court voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Federal Rule of Bankruptcy Procedure 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to 11 U.S.C. §§ 1107(2) and 1108.

3. On June 3, 2009, Diana G. Adams, the United States Trustee appointed the statutory committee of unsecured creditors pursuant to 11 U.S.C. § 1102 (the “Creditors’ Committee”).

4. On December 23, 2009, the United States Trustee nominated Brady C. Williamson as examiner in the above-captioned chapter 11 cases (the “Fee Examiner”) and, by the Fee Examiner Order of the same date, the Court approved the U.S. Trustee’s appointment.

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<sup>1</sup> Terms not defined in this pleading have the meaning ascribed to them in the Fee Examiner Order.

### **Jurisdiction**

5. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

### **GM's Business**

6. Prior to the events leading up to these chapter 11 cases, for over 100 years GM and its approximately 463 direct and indirect wholly-owned subsidiaries have been a major component of the United States manufacturing and industrial base, as well as the market leader in the United States automotive industry.

7. Additional information regarding the Debtors' businesses, capital structures, and the circumstances leading to the commencement of these chapter 11 cases is contained in the Affidavit of Frederick A. Henderson Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York filed on June 1, 2009 [Docket No. 21].

### **Basis for Relief Requested**

8. The U. S. Trustee and the Fee Examiner have determined that the volume of fee and expense applications from retained professionals warrants assistance from counsel who can contribute to the Examiner's analyses of requests and appear before the Court, if necessary, for or with him. Accordingly, the Fee Examiner has selected G&K, the firm with which he has long been associated, as the best qualified and most cost-effective professional to support the Fee Examiner, in his review of fee and expense requests.

### **G&K's Qualifications**

9. G&K's Bankruptcy and Restructuring Practice Group represents clients in matters ranging from informal workouts to sophisticated corporate reorganizations. It has represented clients in cases before the United States Supreme Court, and before the Courts of Appeal as well as appearing in bankruptcy courts throughout the United States, including some of the country's

largest bankruptcies among others: Lehman Brothers Holdings, Inc., Lillian Vernon, Saint Vincent's Catholic Medical Centers, Tower Automotive, Calpine, Dana Corporation, Delphi Corporation, Northwestern Corporation and Global Crossing, Ltd. It has specifically been involved in fee analysis and fee litigation.

10. In 2009 alone, G&K successfully filed and completed one of the only Chapter 15 cases outside of New York and Delaware, representing a Canadian receiver, as well as completed the first successful pre-packaged bankruptcy of a bank holding company under the Bankruptcy Code.

11. The Fee Examiner seeks to retain G&K as his counsel because, among other things, G&K has provided and can provide high-quality bankruptcy services to its clients in a timely and cost-effective manner.

#### **Services to Be Provided by G&K**

12. The Fee Examiner has engaged G&K to provide services including:

- (a) Reviewing the Fee Applications and Invoices for compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines, and the Local Rules and Orders of the Court;
- (b) Assist the Fee Examiner in appearing at hearings;
- (c) Assist the Fee Examiner with legal issues raised by inquiries to and from the Retained Professionals and any other professional services provider retained by the Fee Examiner (the "Provider");
- (d) Where necessary, attend meetings between the Fee Examiner, Provider, and the Retained Professionals;
- (e) Assist the Fee Examiner with the preparation of periodic reports with respect to additional subjects regarding professional fees and expenses;
- (f) Assist the Fee Examiner in developing protocols and making reports and recommendations; and
- (g) Such other services as the Fee Examiner may request.

13. Other than in connection with legal advice to the Fee Examiner and assisting in his analysis, G&K will not duplicate the work performed by the Fee Examiner or any other professionals.

14. The employment of G&K is in the best interest of the Debtors' estates and of these cases as a whole because it will aid in the Fee Examiner's analysis of fees and expenses, provide another point of contact for the Retained Professionals, and augment the Fee Examiner's ability to properly and efficiently analyze a large volume of fee and expense requests within appropriate time frames. From the inception of these cases through December 23, 2009, it appears the Retained Professionals have submitted applications for fees and expenses in excess of \$36.2 million.

15. The Fee Examiner believes that G&K will materially aid in reviewing these and future fee and expense requests, and that G&K's bankruptcy experience in this area will enable the Debtors to achieve substantial benefits by maximizing cost control and efficiency.

#### **Compensation**

16. The Fee Examiner, subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and further orders of the Court, proposes to have the Debtors compensate G&K at the Firm's regular hourly rates for legal and non-legal personnel and to reimburse G&K for all reasonable and necessary expenses under 11 U.S.C. §§ 330 and 331. G&K's hourly rate structure ranges from \$525 to \$325 for partners, \$495 to \$205 for associates and special counsel, and \$195 to \$110 for paraprofessionals. These rates may change from time to time in accordance with G&K's established billing practices and procedures.

17. G&K will apply to the Court for the interim and final allowance of compensation and reimbursement of expenses in accordance with the Order Pursuant to 11 U.S.C. § 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of

Professionals (the “Compensation Order”) dated August 7, 2009 [Docket No. 3711] with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and otherwise applicable administrative orders and guidelines.

18. According to G&K’s books and records, after a comprehensive review, it has not received any compensation for services rendered in the Debtors’ chapter 11 cases.

**Other Provisions**

19. G&K’s engagement may be terminated by the Fee Examiner at any time without liability, except that following such termination, G&K shall remain entitled to any fees accrued but not yet paid prior to such termination.

**G&K’s Connections with Parties in Interest  
and Possible Conflicts of Interest**

20. To the best of the Fee Examiner’s knowledge, information, and belief, other than as set forth in the Nixon Affidavit and the Affidavit and Disclosure Statement on behalf of Brady C. Williamson with respect to Appointment of Fee Examiner and Counsel, G&K has not represented and has no relationship with: (i) the Debtors; (ii) their creditors or equity security holders; (iii) any other parties-in-interest in this case; (iv) the respective attorneys and accountants of any of the foregoing; or (v) the United States Trustee or any person employed in the Office of the United States Trustees, in any matter relating to these cases.

**Applicable Legal Authority**

21. On December 23, 2009, the Court entered the Fee Examiner Order [Docket No. 4708]. The Fee Examiner Order, in relevant part, provides that the “Fee Examiner may retain or consult with attorneys or other professionals if he or she determines that such retention is necessary to discharge his duties, with such retention to be subject to Court approval under standards equivalent to those set forth in 11 U.S.C. § 327.” *Id.*, at ¶ 6.

22. The Fee Examiner has determined that he requires qualified counsel to help him and to provide legal counsel in the course of his work. Pursuant to this authority, the Fee Examiner has selected G&K.

**Procedure**

23. This Application presents no novel issues of law and the Fee Examiner requests that the requirement of the service and filing of a separate memorandum of law under Local Bankruptcy Rule 9013-1(b) be deemed satisfied by this Application.

24. No previous application for the relief sought has been made to this or any court.

**Nunc Pro Tunc**

25. G&K has performed work in good faith, beginning on December 28, 2009, to assist the Fee Examiner in analyzing the Retained Professionals' fees and expenses. G&K performed this work at the direction of the Fee Examiner. Accordingly, it is appropriate that G&K be retained *nunc pro tunc* to December 28, 2009. See Nixon Affidavit at ¶ 8.

**Conclusion**

WHEREFORE, the Fee Examiner respectfully requests the entry of an order, substantially in the form annexed hereto, as **Exhibit B**, granting the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: January 5, 2010.

**Fee Examiner**

By: /s/ Brady C. Williamson  
Brady C. Williamson  
Fee Examiner

**EXHIBIT A**



GODFREY & KAHN, S.C.  
780 North Water Street  
Milwaukee, Wisconsin 53202  
Telephone: (414) 273-3500  
Facsimile: (414) 273-5198  
Timothy F. Nixon (TN 2644)

*Proposed Attorneys for Fee Examiner*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: :  
: Chapter 11  
MOTORS LIQUIDATION COMPANY, et al., : Case No. 09-50026-REG  
: Jointly Administered  
Debtors. :  
-----X

**AFFIDAVIT AND DISCLOSURE STATEMENT ON BEHALF OF  
TIMOTHY F. NIXON WITH RESPECT TO  
APPOINTMENT OF COUNSEL TO FEE EXAMINER**

STATE OF WISCONSIN )  
) SS.  
COUNTY OF MILWAUKEE )

Timothy F. Nixon, being duly sworn and on oath, states that:

1. He practices law as a shareholder of Godfrey & Kahn, S.C., a law firm with its principal offices at 780 North Water Street in Milwaukee, Wisconsin, and One East Main Street, in Madison, Wisconsin, other offices in Wisconsin, and in Washington, D.C.

2. He is a member of the State Bar of New York, admitted to practice in the September 2006 term, and the Bar of the Southern District of New York, admitted to practice April 16, 2007. He is also a member of the State Bar of Wisconsin (No. 1013753), admitted to practice there in 1991, and he is admitted to practice before the U.S. Supreme Court, the U.S. Court of Appeal for the Seventh Circuit, and federal district and bankruptcy courts in a variety of jurisdictions.

3. He submits this affidavit, at the request of the Fee Examiner and the United States Trustee, in connection with the Stipulation and Order with Respect to Appointment of a Fee Examiner [Docket No. 4708] approved by this Court on December 23, 2009. Unless otherwise noted, the affidavit is based on personal knowledge and will be timely amended as previously unknown or undisclosed and relevant information comes to his attention.

4. Godfrey & Kahn, which employs more than 180 attorneys, has a large and diversified legal practice that primarily, though not exclusively, represents corporate and association clients based in Wisconsin. Among these clients are financial institutions, insurance companies, automobile dealerships, parts manufacturers, business and industry groups, and others that may have a direct or indirect interest in these proceedings. However, except as otherwise noted below, Godfrey & Kahn does not represent anyone in connection with these proceedings, nor has it ever filed a claim in these proceedings.

5. In 2009 and prior to the Commencement Date (June 1, 2009) of this proceeding, Godfrey & Kahn has represented General Motors Corporation in proceedings in state, federal, and administrative courts in Wisconsin. Those matters have involved dealer termination, consumer fraud, and products liability issues. They were either

substantively concluded before the Commencement Date or are subject to the automatic stay and their resolution, without the involvement of Godfrey & Kahn, in this proceeding.

A list of the matters appears as **Appendix A** to this affidavit.

A. Neither the Debtors nor any committee in this proceeding has retained Godfrey & Kahn for any matter. Godfrey & Kahn has never appeared in this proceeding for any client although it did provide procedural advice to at least one client whose contract was assumed.

B. Purely as a transitional matter to provide notice of the Chapter 11 filing, Godfrey & Kahn did file pleadings for General Motors in state administrative forums after the Commencement Date. The charge for those services was \$670.70.

C. In the one year period ending September 30, 2009, Godfrey & Kahn received less than .03 of its annual revenue in fees attributable to legal services for General Motors Corp. in the matters listed on **Appendix A**.

D. Some of the amounts described above were paid by or for General Motors Corp. during the statutory preference period. A list of the Godfrey & Kahn invoices and the complementary payments in the 90 days before June 1, 2009 appears as **Appendix B**.

6. He has reviewed the list of Retained Professionals<sup>1</sup> provided by the U.S. Trustee in connection with the stipulated appointment of a fee examiner. Godfrey & Kahn does not represent any entity on that list.

A. In the interests of full disclosure, however, Godfrey & Kahn has had and has co-counsel or local counsel relationships with a number of non-Wisconsin

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<sup>1</sup> Terms not defined in this affidavit have the meaning ascribed to them in the Fee Examiner Order.

firms, including Jenner & Block and Jones Day, on a variety of matters. Those matters included cases involving General Motors prior to the Commencement Date.

B. The Fee Examiner, also Partner at Godfrey & Kahn, serves on the board of directors of a non-profit environmental organization with a former managing partner of Jenner & Block, who still has some management responsibilities at that firm.

C. In addition, Godfrey & Kahn is working with FTI, another Retained Professional, on behalf of a large group of national and international financial institutions as shared clients with a national law firm and FTI, in a matter which is in no way connected to this proceeding.

7. At Godfrey & Kahn, at least three partners/shareholders, four associates, and four staff professionals or paralegals regularly represent clients in matters involving Chapter 11 proceedings, whether as debtors, as members of a committee or a committee, or as creditors (secured and unsecured). These are the names and normal hourly rates for those attorneys, subject to periodic adjustment beginning on January 1, 2011:

|                                  |       |
|----------------------------------|-------|
| Brady C. Williamson, Partner     | \$495 |
| Timothy F. Nixon, Partner        | \$450 |
| Katherine Stadler, Partner       | \$410 |
| Carla O. Andres, Special Counsel | \$350 |
| Jennifer B. Herzog, Associate    | \$265 |
| Brian J. Cahill, Associate       | \$265 |
| Peggy L. Heyrman, Associate      | \$205 |
| Zerithea G. Raiche, Paralegal    | \$160 |

|                               |       |
|-------------------------------|-------|
| Maribeth Roufus, Paralegal    | \$160 |
| Jill Bradshaw, Research Team  | \$170 |
| Jamie Kroening, Research Team | \$110 |

8. Godfrey & Kahn has performed work in good faith, beginning on December 28, 2009, to assist the Fee Examiner in analyzing the Retained Professionals' fees and expenses. Godfrey & Kahn performed this work at the direction of the Fee Examiner.

9. He and other members and employees of the firm would provide the Fee Examiner with legal counsel and appear for or with him in this matter subject to Court approval and its normal procedures for the retention and payment of professionals.

10. He is a member of the American College of Bankruptcy and the American Bankruptcy Institute among other professional organizations. His full curriculum vitae is on line at [http://www.gklaw.com/attorney.cfm?attorney\\_id=95](http://www.gklaw.com/attorney.cfm?attorney_id=95). In connection with these organizations, and in various Chapter 11 proceedings, he and other members and employees of Godfrey & Kahn have had and have professional contact with attorneys associated with the Retained Professionals.

11. This affidavit constitutes the statement of Timothy F. Nixon pursuant to sections 327(a), 328(a), 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

Dated: January 5, 2010.

/s/ Timothy F. Nixon

Timothy F. Nixon  
780 North Water Street  
Milwaukee, Wisconsin 53202  
Telephone: (414) 273-3500  
Facsimile: (414) 273-5198  
E-mail: [tnixon@gklaw.com](mailto:tnixon@gklaw.com)

Subscribed and sworn to before me  
this 5<sup>th</sup> day of January, 2010.

/s/ Carla O. Andres

Notary Public, State of Wisconsin  
My Commission is permanent

## APPENDIX A

### GODFREY & KAHN - GENERAL MOTORS CORPORATION MATTERS

1. *Waltersdorf v. ABC Insurance Company et al.*, Case No. 07-CV-298, Rock County (Wisconsin) Circuit Court. Godfrey & Kahn was co-counsel with Jenner & Block in this products liability case. The parties settled the case in early May 2009. A final stipulated order of dismissal was entered on July 16, 2009. Godfrey & Kahn did not bill for, nor was it paid for, any fees incurred after the Chapter 11 filing date.
2. *Scaffidi v. General Motors Corporation*, Case No. TR-07-0042, State of Wisconsin Division of Hearings and Appeals. Godfrey & Kahn was co-counsel with Jones Day in this dealer termination administrative proceeding, which settled—before completion of the administrative hearing—in December 2008.
3. *Felten v. General Motors Corporation*, Case No. 08-C-344, U.S. District Court for the Western District of Wisconsin. Godfrey & Kahn was co-counsel with Kirkland & Ellis in this class-action products liability/consumer fraud case, which also settled in 2008.
4. *Vande Hey Brantmeier Chevrolet, Buick, Pontiac, Inc. v. General Motors Corporation*, Case No. TR-08-0046, State of Wisconsin Division of Hearings and Appeals. Godfrey & Kahn was co-counsel with Jones Day in this dealer termination administrative proceeding, which was heard and concluded in February 2009. The case was submitted to the Division for ruling on post hearing briefs. On June 9, 2009, Godfrey & Kahn submitted a Notice of Bankruptcy to the Division of Hearings and Appeals, which stayed the administrative proceeding. Godfrey & Kahn billed for and was paid \$440.70 for its work to prepare and file the Notice of Bankruptcy. On June 11, 2009, Godfrey & Kahn entered into an agreement with Jones Day by which Jones Day agreed to pay (and did pay) Godfrey & Kahn \$153,717.85 for its role as counsel for General Motors. Jones Day had received funds from General Motors for local counsel invoices. Under the agreement, Godfrey & Kahn agreed (i) to defend any bankruptcy claim or action initiated by a representative of the bankruptcy estate to recover from Jones Day any portion of the funds paid to Godfrey & Kahn; and (ii) either to pay directly to the estate or to reimburse Jones Day any amounts that might be ordered to be repaid to the estate from the funds ultimately paid to Godfrey & Kahn.
5. *In the Matter of 4J's Inc., d/b/a Great Country Motors v. General Motors*, Case No. TR-09-0015, State of Wisconsin Division of Hearings and Appeals. Godfrey & Kahn was co-counsel with Jones Day in this dealer termination administrative proceeding. On June 10, 2009, Godfrey & Kahn submitted a Notice of Bankruptcy to the Division of Hearings and Appeals, which stayed the administrative proceeding. Godfrey & Kahn billed for and was paid \$230.00 for

its work to prepare and file the Notice of Bankruptcy with the Division of Hearings and Appeals.



**APPENDIX B**

**GODFREY & KAHN/GM MATTER INVOICES/PAYMENTS  
RECEIVED AFTER 3/1/2009**

*Waltersdorf (003441-0006) (See Schedule A) (All paid by Jenner & Block)*

| <b>Invoice Number</b> | <b>Invoice Date</b> | <b>Invoice Amount</b> | <b>Payment Date</b> | <b>Payment Amount</b> |
|-----------------------|---------------------|-----------------------|---------------------|-----------------------|
| 469605                | 1/28/09             | \$188.00              | 2/24/09             | \$188.00              |
| 473567                | 3/23/09             | \$352.00              | 4/4/09              | \$352.00              |
| 475771                | 4/21/09             | \$1139.00             | 6/1/09              | \$1139.00             |
| 477417                | 5/11/09             | \$700.00              |                     |                       |
| 479573                | 6/8/09              | \$174.00              |                     |                       |

*Felten (003441-0008) (See Schedule A) (All paid by General Motors Company)*

| <b>Invoice Number</b> | <b>Invoice Date</b> | <b>Invoice Amount</b> | <b>Payment Date</b> | <b>Payment Amount</b> |
|-----------------------|---------------------|-----------------------|---------------------|-----------------------|
| 456744                | 8/27/08             | \$16,082.80           | 8/17/09             | \$16,082.80           |
| 458707                | 9/23/08             | \$849.00              |                     |                       |
| 461597                | 10/22/08            | \$1897.00             | 8/17/09             | \$1897.00             |
| 463873                | 11/17/08            | \$87.00               | 8/17/09             | \$87.00               |

*Vande Hey Brantmeier (003441-0009) (See Schedule A) (All paid by Jones Day)*

| <b>Invoice Number</b> | <b>Invoice Date</b> | <b>Invoice Amount</b> | <b>Payment Date</b> | <b>Payment Amount</b> |
|-----------------------|---------------------|-----------------------|---------------------|-----------------------|
| 472516                | 3/9/09              | \$120,834.86          | 6/11/09             | \$120,834.86          |
| 473568                | 3/23/09             | \$16,183.50           | 4/6/09              | \$16,183.50           |
| 475772                | 4/21/09             | \$18,676.45           | 6/11/09             | \$18,676.45           |
| 477814                | 5/15/09             | \$14,206.54           | 6/11/09             | \$14,206.54           |
| 482867                | 7/22/09             | \$565.70              | 11/3/09             | \$565.70              |
| 485211                | 8/20/09             | \$105.00              |                     |                       |

**EXHIBIT B**

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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:  
In re :  
: Chapter 11  
MOTORS LIQUIDATION COMPANY, et al., :  
: Case No. 09-50026 (REG)  
Debtors. :  
: (Jointly Administered)  
----- X

**ORDER PURSUANT TO SECTION 327(A) OF THE BANKRUPTCY CODE  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
GODFREY & KAHN, S.C. AS COUNSEL TO THE FEE EXAMINER  
NUNC PRO TUNC AS OF DECEMBER 28, 2009**

Upon the application (the “Application”) of the Fee Examiner for an order, pursuant to the Stipulation and Order With Respect to Appointment of a Fee Examiner [Docket No. 4708], authorizing the Fee Examiner to retain Godfrey & Kahn, S.C. (“G&K”) as fee and expense counsel for purposes of analysis of the fees and expenses in the above-captioned cases; and upon the Affidavit of Timothy F. Nixon, annexed to the Application as Exhibit A; and notice of the Application having been given as set forth in the Notice of Presentment; and it appearing that such notice is due and sufficient and that no further or other notice is required; and the Court being satisfied that G&K does not hold or represent an interest adverse to the Debtors’ estates and that G&K is a “disinterested person” as such term is defined under section 101(14) of the Bankruptcy Code, and that the employment of G&K is necessary and in the best interests of the Fee Examiner and these cases; and the Court having determined that the legal and factual basis set forth in the Application establishes just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, accordingly,

**IT IS HEREBY ORDERED THAT:**

1. Subject to the terms and conditions of this Order, the Application is granted.
2. The terms not otherwise defined herein shall have the meaning ascribed to them in the Application.
3. The Fee Examiner is authorized to employ, retain, compensate, and reimburse G&K as its fees and expense counsel on the terms and conditions set forth in the Application and this Order, effective *nunc pro tunc* to December 28, 2009.
4. G&K shall be compensated and reimbursed for its expenses consistent with the Order Granting Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 3711].
5. To the extent that the Application is inconsistent with this Order, the terms of this Order shall control.
6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: January \_\_\_\_, 2010.

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The Honorable Robert E. Gerber  
United States Bankruptcy Judge