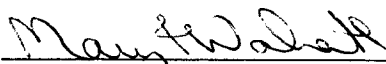


Declaration, the record of the Hearing and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted to the extent provided herein.
2. The Debtors are authorized to retain and compensate the OCPs identified on the OCP List attached hereto as Exhibit 1, in the ordinary course of business, in accordance with the Compensation Procedures attached hereto as Exhibit 2, which are incorporated herein by reference.
3. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
6. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, this Order shall be immediately effective and enforceable upon its entry.
7. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Date: April 11, 2013
Wilmington, Delaware



Honorable Mary F. Walrath
United States Bankruptcy Judge