IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
NEWNAN DIVISION

In re:	)	Chapter 11
	)	
DAN RIVER INC., *et al.*,	)	Case Nos. 04-10990 through 04-10993
	)	Jointly Administered
	)	
Debtors.	)	Judge Drake
	)	

MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2004, FOR AN ORDER DIRECTING THE PRODUCTION OF DOCUMENTS AND AUTHORIZING THE ISSUANCE OF SUBPOENAS FOR ORAL EXAMINATIONS

The Official Committee of Unsecured Creditors appointed in these cases (the "Committee"), by its undersigned counsel, Alston & Bird LLP, files this Motion pursuant to, *inter alia*, Rule 2004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") seeking the entry of an Order of this Court, substantially in the form annexed hereto, authorizing the examination of Deutsche Bank Securities Inc. ("Deutsche Bank Securities"), the sole book-running manager of $157 million in 12¾% unsecured notes issued by the Debtors a year prior to these bankruptcy cases. In support of this Motion, the Committee respectfully represents as follows:

I. Jurisdiction and Statutory Predicates

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are Sections 105(a), 1103(c)(1), (2) and (5) and

1109(b) of Title 11 of the United States Code (the "Bankruptcy Code") and Bankruptcy Rule 2004.

II. Background

2. On March 31, 2004 (the "Petition Date"), Dan River Inc. ("Dan River") and certain of its affiliates (collectively the "Debtors") filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors have continued to operate their businesses and manage their affairs as debtors in possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

3. On April 12, 2004, the Office of the United States Trustee created the Committee, pursuant to 11 U.S.C. § 1102(a). On April 29, 2004, the Committee filed its application to retain Alston & Bird LLP as its local counsel, *nunc pro tunc* to the Petition Date, which application has been approved by this Court.

III. Relief Requested

4. The Debtors have indicated that they intend to emerge from bankruptcy quickly. In addition, the Committee has been given only ninety days from the date of its formation to investigate any claims against, or to challenge the claims or liens of, Deutsche Bank Trust Company Americas ("Deutsche Bank Trust"), the agent for the Debtors' secured lending group,[1] as well as other secured creditors and related parties (and any of their affiliates, agents, employees, etc.).[2] *See* Interim Debtor-in-Possession Financing Order

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[1] The investigation period and accompanying release that goes into effect thereafter does not apply to claims against Deutsche Bank Securities, however.

[2] The investigation period was at first only sixty days from the date of Committee formation; however, during a hearing with respect to the approval of the Debtors' DIP financing on April 27, 2004, counsel for Deutsche Bank Trust, acting as agent for the secured lenders, agreed to extend the period to initiate litigation against the secured lenders to ninety

[Docket No. 60], at ¶¶ F, G, 20 and 21. Accordingly, a significant matter for the newly formed Committee has been the commencement of a thorough review of the Debtors' relationship with (i) Deutsche Bank Trust and (ii) Deutsche Bank Securities, the sole book-running manager of the Debtors' $157 million in 12¾% unsecured notes (the "12¾% Notes"). This investigation is warranted for a variety of reasons. First, it is unusual that only one year after such a large issuance of notes, and after but one interest payment on the 12¾% Notes, the Debtors would be in default and forced to file for bankruptcy protection. Indeed, the Debtors have admitted that their significant sales declines that precipitated these bankruptcy cases began during the second quarter of 2003, *see* Declaration of Barry F. Shea in Support of First Day Applications and Motions [Docket No. 31], presumably at or near the time of the issuance of the 12¾% Notes, which took place in April of 2003. Second, while Deutsche Bank Securities played a lead role in the placement of the 12¾% Notes, its affiliate, Deutsche Bank Trust, was acting as the agent for the Debtors' secured lenders. Third, while some of the $149.2 million in proceeds of the sale of the 12¾% Notes were used to repay $120 million in pre-existing unsecured debt, the balance was used to pay pre-existing secured debt and to pay $9 million in professional fees. Fourth, these actions, and other actions in relation to Deutsche Bank Securities' activities with its affiliates, may warrant legal action against Deutsche Bank Securities and Deutsche Bank Trust—or they may not. The Committee

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days from Committee formation. If the sixty day period is applicable, the Committee would be required to file a complaint no later than June 11, 2004. Under the agreement of Deutsche Bank's counsel, using the ninety day period in which to object or to file a complaint, the Committee would have until July 12, 2004. *See* Bankruptcy Rule 9006(a) (extending until the next day (Monday, July 12, 2004) for the filing of the complaint where the last day of the period so computed is a Sunday (in this case, July 11, 2004)). *See also* Appointment and Notice of Appointment of Committee of Creditors Holding Unsecured Claims, dated April 12, 2004 [docket no. 122].

simply cannot know without a review of documents in the possession of Deutsche Bank Securities, and possibly an oral examination or examinations of officials of Deutsche Bank Securities.

5. During the week of May 3, 2004 counsel to the Committee communicated with counsel to the Debtors and counsel to Deutsche Bank Trust, both of which entities indicated they would voluntarily provide documents to the Committee. On May 7, 2004, the Committee sent document requests to those entities. Deutsche Bank Securities, on the other hand, did not respond to the Committee's inquiries, thus necessitating this Motion.[3]

6. Accordingly, by this Motion, the Committee seeks to conduct an examination of Deutsche Bank Securities, by compelling it to produce, in response to a subpoena if an order is entered approving this Motion, the items described in Exhibit A. In addition, if deposition or depositions become necessary after a review of such documents, the Committee seeks authority to conduct such depositions.

IV. Basis For Relief

7. Bankruptcy Rule 2004 provides that "[o]n motion of any party in interest, the court may order the examination of any entity." By its very terms, the scope of the examination under Bankruptcy Rule 2004 is broad and allows a party in interest, such as the Committee, to inquire with regard to the "acts, conduct, or property or to the liabilities and financial condition of the debtor, or to any matter which might affect the administration of the

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[3] As of the date of the filing of this motion, neither the Debtors nor Deutsche Bank Trust have produced any documents (other than certain closing documents and related materials) to the Committee. While the Committee expects good faith compliance by the Debtors and Deutsche Bank Trust with respect to ongoing requests for information by the Committee, the Committee, of course, reserves all rights to request authority to take the

debtor's estate." Fed. R. Bankr. P. 2004(b); *see also Moore v. Eason (In re Bazemore)*, 216 B.R. 1020, 1023 (Bankr. S.D. Ga. 1998) ("The scope of a Rule 2004 examination is 'unfettered and broad.'") (citations omitted); *In re Wilcher*, 56 B.R. 428, 433 (Bankr. N.D. Ill. 1985) ("The general rule is that the scope of a Rule 2004 examination is very broad and a great latitude of inquiry is ordinarily permitted.") (citations omitted).

8. Accordingly, an examination under Bankruptcy Rule 2004 is appropriate here, where the Committee is attempting to determine the scope of the matters concerning the Debtors' pre-petition refinancing of its indebtedness, which re-financing was very quickly followed by the Debtors' bankruptcy cases. *See In re Sun Med. Mgmt., Inc.*, 104 B.R. 522, 524 (Bankr. M.D. Ga. 1989) ("Bankruptcy Rule 2004 examinations are allowed for the purpose of discovering assets and unearthing frauds."); *In re Drexel Burnham Lambert Group, Inc.*, 123 B.R. 702, 708 (Bankr. S.D.N.Y. 1991) ("The object of the examination of the bankrupt and other witnesses [under Bankruptcy Rule 2004] is to show the condition of the estate and to enable the Court to discover its extent and whereabouts, and to come into possession of it, that the rights of the creditor may be preserved.")(footnote omitted); *Eastern Air Line Pilots Ass'n Int'l v. Am. Nat'l Bank & Trust Co. (In re Ionosphere Clubs)*, 156 B.R. 414, 432 (S.D.N.Y. 1993) ("Because the purpose of the Rule 2004 investigation is to aid in the discovery of assets, any third party who can be shown to have a relationship with the debtor can be made subject to a Rule 2004 investigation."). Absent the relief requested herein, the Committee will be unable to fulfill its duties, as the Debtors and Deutsche Bank Trust, which have agreed to voluntarily produce documents, may not have the materials

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production of documents and oral testimony pursuant to the provisions of Rule 2004 from the Debtors, Deutsche Bank Trust and any other entity holding relevant information.

possessed by Deutsche Bank Securities, which served in a different capacity from Deutsche Bank Trust. As the Second Circuit Court of Appeals noted in an earlier case:

> [T]he trustee was entitled to examine anyone who had had dealings with [the debtor] or any of his companies, because it was impossible otherwise to unravel such a tangled corporate skein. When people take part in building such a labyrinth, it may be burdensome to help in finding the path out, but it is a public duty which they cannot avoid, and they may only ask protection against inquiries made in bad faith.

Marx v. Chase Nat'l Bank, 117 F.2d 800, 802 (2d Cir. 1941).

9. Finally, the proposed order granting this Motion contemplates that Deutsche Bank Securities will begin producing documents immediately, as they are located by Deutsche Bank Securities, but in all events, the production must be complete within twenty days, with a privilege log produced within twenty days as well. This schedule is consistent with the purpose of Bankruptcy Rule 2004, which is to "expeditiously gain . . . needed information." *United States v. Wellham (In re Wellham)*, 53 B.R. 195, 198 (Bankr. M.D. Tenn. 1985). Moreover, while this is an expedited production, it is only so because of the limitations set forth in the Interim Financing Order, as noted in paragraph 4, above. It is entirely within the power of Deutsche Bank Trust, an affiliate of Deutsche Bank Securities, to extend that period, in which case the Committee would work with Deutsche Bank Securities to produce documents on a less expedited basis. Until that time, however, expedited production is necessary in order for the Committee to fulfill its duties.

10. In addition, the proposed order granting the requested relief authorizes the Committee to issue a subpoena for testimony to Deutsche Bank Securities relative to the matters referenced in the document production request. The Committee submits that it may be necessary to obtain the sworn testimony of certain officers and/or employees of Deutsche

Bank Securities. Pursuant to Bankruptcy Rule 2004(c), this Court may compel the attendance of an entity for examination as provided in Bankruptcy Rule 9016 for the attendance of a witness at a hearing or trial. *See* Bankruptcy Rule 9016 (incorporating Rule 45 of the Federal Rules of Civil Procedure). To the extent necessary, the Committee will issue a subpoena in the appropriate judicial district to obtain the documents and testimony of Deutsche Bank Securities.

V. Notice

11. Notice of this Motion has been provided to counsel to Deutsche Bank Securities, counsel to the Debtors, the Office of the United States Trustee, and to the Master Service List in these cases, consistent with the Order Establishing Notice Procedures [Docket No. 42]. The Committee respectfully submits that no further notice is required for this Application. Finally, the Committee respectfully requests the Court enter the Order annexed hereto subject to any pertinent motion to quash that Deutsche Bank Securities may assert, so as to expedite the process and without the necessity for hearing prior to the entry of the annexed order.

WHEREFORE, the Committee respectfully requests that this Court enter an order, substantially in the form annexed hereto, (i) granting this Motion through the entry of the annexed order without the necessity for a hearing, (ii) permitting the examination of Deutsche Bank Securities, on the terms set forth above, and (iii) granting such other relief that the Court deems just and appropriate.

This 13th day of May, 2004.

ALSTON & BIRD LLP

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EXHIBIT A - DOCUMENTS TO BE PRODUCED

DEFINITIONS

The terms used herein shall have the meanings ascribed to them in the definitions set forth below:

1) The term "document" is intended to have the broadest possible meaning under Rule 34 of the Federal Rules of Civil Procedure, as incorporated by Rule 7034 of the Federal Rules of Bankruptcy Procedure, and includes, without limitation, any writings, drawings, graphs, charts, photographs, phonorecords, electronic, recorded, digitally encoded, graphic, and/or other data compilations from which information can be obtained, translated if necessary, by the respondent through detection devices into reasonably usable form, or other information, including originals, translations and drafts thereof and all copies bearing notations and marks not found on the original. The term "document" includes, without limitation, emails, PowerPoint or similar presentation materials, term sheets, commitment letters, pitch books, offering circulars, private placement memoranda, road show materials, internal credit approval reports and memoranda, reviews and/or analyses of financial statements, closing indices, desk files, affidavits, appointment books, appraisals, articles from publications, audit and scope plans, audit workpapers, books, books of account, account statements, cables, calendars, charts, checks (cancelled or uncancelled), check stubs, confirmations, contracts, financial statements, forms, invoices, journals, ledgers, letters, lists, memoranda, minutes, notations, notes, opinions, orders, pamphlets, papers, partners' and employees' personnel files, partners' and employees' review check lists, permanent files, pictures, press releases, projections, prospectuses, publications, receipts, recordings of conferences, conversations or meetings, reports, statements, statistical records, studies, summaries, tabulations, telegrams,

telephone records, telex messages, transcripts, audio tapes, videotapes, transcripts, vouchers, understandings, work papers, copies of records and documents, and sheets or things similar to any of the foregoing however denominated, and with respect to all of the foregoing, whether in paper, database, electronic or other format(s).

The term "document" further means any document now or at any time in the possession, custody, or control of the entity to whom this document request is directed (together with any predecessors, successors, affiliates, subsidiaries or divisions thereof, and their officers, directors, employees, agents and attorneys). Without limiting the term "control" as used in the preceding sentence, a person is deemed to be in control of a document if the person has the right to secure the document or a copy thereof from another person having actual possession thereof.

2) "Concerning" means relating to, referring to, describing, evidencing or constituting.

3) "Dan River" means Dan River Inc., The Bibb Company LLC, Dan River International, Ltd. and Dan River Factory Stores, Inc. (and any predecessor thereof), any of their subsidiaries (and any predecessors thereof), directors, officers, employees, affiliates, representatives, advisors, agents, attorneys, associates or any other person acting on their behalf.

4) "Deutsche Bank" means Deutsche Bank Securities (and any predecessor thereof), any of its subsidiaries (and any predecessors thereof), directors, officers, employees, affiliates, representatives, advisors, agents, attorneys, associates or any other person acting on its behalf.

5) The words "you" or "your" refers to Deutsche Bank and includes any or all past or present employees, partners, agents, representatives, officers, attorneys, or other persons or entities acting or purporting to act for or on your behalf.

6) "Deutsche Bank Trust Company Americas" means Deutsche Bank Trust Company Americas (and any predecessor thereof), any of its subsidiaries (and any predecessors thereof), directors, officers, employees, affiliates, representatives, advisors, agents, attorneys, associates or any other person acting on its behalf.

7) "Communication" means the transmittal of information (in the form of facts, ideas, inquiries or otherwise).

INSTRUCTIONS

1) The documents covered by this request include all documents in your possession, custody or control. Unless otherwise indicated, this request covers all documents generated or received by you during the period from July 1, 2002 through and including the date of production.

2) Each request for the production of documents shall be deemed to be continuing in nature. If at any time additional documents come into your possession, custody or control or are brought to your attention, prompt supplementation of your response to these requests is required.

3) You shall produce all documents in the manner in which they are maintained in the usual course of your business and/or you shall organize and label the documents to correspond with the categories in this request. A request for a document shall be deemed to include a request for any and all file folders within which the document was contained, transmittal sheets, cover letters, exhibits, enclosures, or attachments to the document in addition to the document itself.

4) If and to the extent documents are maintained in a database or other electronic format, you shall produce along with the document(s) software that will enable access to the

electronic document(s) or database as you would access such electronic document(s) or database in the ordinary course of your business.

5) Documents shall be produced in such fashion as to identify the department, branch or office in which they were located and, where applicable, the natural person in whose possession it was found and the business address of each document's custodian(s).

6) Any document withheld from production based on a claim of privilege or any similar claim shall be identified by (1) the type of document, (2) the general subject matter of the document, (3) the date of the document, and (4) such other information as is sufficient to identify the document including the author of the document, the addressee of the document, and, where not apparent, the relationship of the author and the addressee to each other. The nature of each claim of privilege shall be set forth.

7) Documents attached to each other should not be separated.

8) Documents not otherwise responsive to this discovery request shall be produced if such documents mention, discuss, refer to, or explain the documents which are called for by this discovery request.

9) The fact that another party produces a document does not relieve you of the obligation to produce your copy of the same document, even if the two documents are identical.

10) In producing documents and other materials, you are requested to furnish all documents or things in your possession, custody or control, regardless of whether such documents or materials are possessed directly by you or your directors, officers, agents, employees, representatives, subsidiaries, managing agents, affiliates, accountants, investigators, or by your attorneys or their agents, employees, representatives or investigators.

11) If you object to any part of any request, you shall state fully the nature of the objection. Notwithstanding any objections, you shall nonetheless comply fully with the other parts of the request not objected to.

12) Each document request shall be construed independently and not with reference to any other document request for the purpose of limitation.

13) The terms "all" and "each" shall be construed as "all and each."

14) The connectives "and" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the discovery request all responses that might otherwise be construed to be outside of its scope.

15) The use of the singular form of any word includes the plural and vice versa. The past tense shall include the present tense and vice versa.

REQUESTED DOCUMENTS

1) All documents concerning any transactions or financings, including, but not limited to, credit agreements, loan agreements, and debt or securities offerings, for Dan River in which you were involved from July 1, 2002 through March 31, 2004.

2) All documents concerning any communications between you and Dan River regarding any transactions or financings covered by request no. 1 above.

3) All documents concerning the years ending December 31, 2002 through 2003 relating to any services that you provided concerning filings by Dan River with the Securities and Exchange Commission under the Securities Exchange Act of 1934, the Securities Act of 1933 and any other federal securities laws, including but not limited to, all Form 10-Ks, all Form 10-Qs, all Form 8-Ks, all annual reports, all registration statements, all proxy and information statements and all Form 3s, 4s, and 5s filed by Dan River's Section 16 reporting persons.

4) All documents concerning the years ending December 31, 2002 through 2003 relating to any services that you provided concerning filings by Dan River with state securities (or "blue sky") regulatory authorities.

5) All documents concerning the years ending December 31, 2002 through 2003 relating to any services that you provided concerning:

(a) Dan River press releases;

(b) analyst conference calls hosted by or in which Dan River participated;

(c) any scripts and/or road show presentations used to encourage any potential investors to purchase Dan River securities whether pursuant to a public or private offering of Dan River securities;

(d) analyst conferences hosted, attended or participated in by Dan River (including documents relating to presentations made by Dan River and materials distributed by Dan River at those conferences);

(e) analyst reports and research done by analysts relating to Dan River (including reports by "short sellers");

(f) communications with analysts, investment banks and/or broker/dealers, including but not limited to, communications regarding analyst coverage and/or compliance with Regulation FD;

(g) communications between you, Dan River and/or any other Dan River agents and the New York Stock Exchange (and the other exchanges on which Dan River securities traded) and/or the National Association of Securities Dealers (and any of its affiliates), including all correspondence and filings with these bodies relating to Dan River;

(h) Securities and Exchange Commission comment and response letters thereto relating to any disclosure and/or compliance issues relating to Dan River;

(i) communications between Dan River and any accounting firm or outside accountant;

(j) communications between Dan River and any outside law firm;

(k) Rule 10b5-1 plans relating to any sales of securities by any Dan River employee, executive officer, director or other affiliate;

(l) meetings, deliberations and communications relating to Dan River's board of directors and the committees thereof, including all presentations, memoranda, resolutions and minutes of the meetings of Dan River's board of directors and the committees thereof;

(m) outside public relations/investor relations firms engaged by Dan River; and

(n) credit rating agencies, any including any correspondence with or presentations to these credit rating agencies.

6) All documents concerning the years ending December 31, 2002 through 2003 relating to any offerings and sales of securities by Dan River not registered under the Securities Act of 1933, including but not limited to, offerings and sales made pursuant to Rule 144A, Regulation D, Section 4(2) of the Securities Act of 1933 and/or Regulation S.85.

7) Any documents concerning any communication, including, but not limited to, memoranda or reports, to the board of directors of Dan River, any members thereof, any special committees thereof, such as the Audit Committee, the Special Committee, or the Compensation Committee, any accountants, attorneys, or advisors thereto, or any executive or

in-house counsel, including, but not limited to, drafts, notes, documents relating to interviews, legal research, internal memoranda, and communications with third parties.

8) Documents sufficient to identify your policies and procedures concerning file, document, electronic, or other information retention and/or destruction.

9) All sales materials, marketing materials, and "pitch books" concerning any actual or proposed transaction with Dan River.

10) All documents concerning your internal review, analysis, rejection, or approval of any actual or proposed transaction with Dan River, including, but not limited to, forms, minutes, and reports of loan committees and commitment committees.

11) All closing binders and other closing documents related to any transaction with Dan River.

12) All documents that summarize, condense, characterize, depict, or comment on the terms of any actual or proposed transaction with Dan River.

13) All documents concerning the investment rating or credit rating of Dan River, including, but not limited to, communications with any rating agency and presentation materials by or concerning Dan River.

14) All e-mail or other electronic communications between and among your officers, directors, partners, members or employees or between and among your officers, directors, partners, members or employees and third parties concerning Dan River, regardless of whether such e-mails or other electronic communications are stored on a personal computer, network computer system, backup computer tape and/or disk, or by some other storage mechanism.

15) All fairness opinions, legal opinions, valuations, revenue analyses, profitability analyses, or forecasts concerning any actual or contemplated transaction with Dan River.

16) All documents concerning any communications between you and any accountants or counsel for Dan River.

17) All documents you sent to or received from accountants, investment bankers, or financial advisors concerning the structuring, financing or accounting relating to Dan River.

18) All documents concerning communications between you and Deutsche Bank Trust Company Americas regarding any financing transactions entered into by Dan River from July 1, 2002 through March 31, 2004.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
NEWNAN DIVISION

In re:	)	Chapter 11
	)	
DAN RIVER INC., *et al.*,	)	Case Nos. 04-10990 through 04-10993
	)	Jointly Administered
	)	
Debtors.	)	Judge Drake
	)	

ORDER AUTHORIZING AND DIRECTING THE PRODUCTION OF DOCUMENTS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2004

Upon the Motion (the "Motion"), dated May 13, 2004 of the Official Committee of Unsecured Creditors appointed in these cases (the "Committee"), pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for an examination of Deutsche Bank Securities Inc. ("Deutsche Bank Securities"); and finding that good cause exists to grant the Motion and require Deutsche Bank Securities to produce the documents requested by the Committee, on an expedited basis, and to submit to oral examination; and finding that notice of the Motion is adequate, and that no further notice is necessary; accordingly, it is hereby

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Committee is hereby authorized to issue subpoenas or other process to compel the production of documents from, and the testimony of, Deutsche Bank Securities; and it is further

ORDERED, that Deutsche Bank Securities is directed to produce on a rolling basis all responsive documents described in Exhibit A to the Motion, and that, in any event, Deutsche Bank Securities is directed to produce all responsive documents within twenty (20) days of

service of a subpoena (unless otherwise agreed to by the Committee), subject to any documents withheld under a claim of privilege; and it is further

ORDERED, that Deutsche Bank Securities shall produce all responsive documents (or copies thereof) at the offices of Alston & Bird LLP, counsel to the Committee, 90 Park Avenue, New York, New York 10016 (unless otherwise agreed to by the Committee); and it is further

ORDERED, that Deutsche Bank Securities is directed to provide counsel for the Committee with a privilege log in accordance with Rule 7026 of the Bankruptcy Rules within twenty (20) days of the date of service of a subpoena (unless otherwise agreed to by the Committee); and it is further

ORDERED, that Deutsche Bank Securities shall also submit to oral examination or examinations, upon receipt of a subpoena in accordance with Bankruptcy Rules 2004 and 9016; and it is further

ORDERED, that as provided by Bankruptcy Rule 7062, this Order shall be effective and enforceable immediately upon entry; and it is further

ORDERED, that this Order is without prejudice to the rights of the Committee to apply for further discovery from or examination of any other entity or individual; and it is further

ORDERED that counsel to the Committee is directed to serve a copy of this Order on Deutsche Bank Securities, the Office of the United States Trustee, counsel for the Debtor's pre-petition secured lenders, the indenture trustee for the Debtors' senior note holders, counsel to the Agent for the Debtors' proposed debtor-in-possession lenders, the Debtors' thirty largest unsecured creditors on a consolidated basis and any counsel or party that has

filed a notice of appearance or request for notice, within two business days of entry of this Order.

Dated: _____, 2004.

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W. HOMER DRAKE, JR.
UNITED STATES BANKRUPTCY JUDGE

Prepared and Presented by:

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