

**BANKRUPTCY PROCEDURE APPROVING AND AUTHORIZING THE
DEBTORS TO ENTER INTO A PROPOSED SETTLEMENT**

This matter coming before the Court on the motion (the "Motion") **Doc. No. 1294, in Case # 09-37010**] for an order approving and authorizing the Debtors to enter into the proposed compromise and settlement agreement (the "Settlement Agreement") between ERC², Sovereign and PPF pursuant to Rule 9019(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Court having reviewed the Motion and having heard the statements of counsel regarding the relief requested in the Motion at a hearing (the "Hearing"); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) venue of these chapter 11 cases in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409, and (d) notice of the Motion and the Hearing was sufficient, the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein and it appearing that the relief requested is in the best interest of the Debtors and their estates; it is hereby

ORDERED, that the Motion is granted in its entirety; and it is further

ORDERED, that pursuant to Bankruptcy Rule 9019, the Settlement Agreement is hereby approved; and it is further

ORDERED, that the Debtors are hereby authorized to take any and all steps to enter into the Settlement Agreement; and it is further

² Each capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Motion.

ORDERED, that the Bankruptcy Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to this Order.

End of Order