



**SO ORDERED.**

**SIGNED this 30 day of October, 2008.**

*Dale L. Somers*

Dale L. Somers  
UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF KANSAS**

<b>In re:</b>	)	<b>In Proceedings Under Chapter 11</b>
	)	
<b>GATEWAY ETHANOL, L.L.C.</b>	)	<b>Case No. 08-22579-DLS</b>
	)	
<b>Debtor.</b>	)	

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT  
OF BRYAN CAVE LLP AS COUNSEL FOR GATEWAY ETHANOL, L.L.C.  
PURSUANT TO 11 U.S.C. §§ 327(a) AND 330 AND FED. R. BANKR. P. 2014**

Now on this 28<sup>th</sup> day of October, 2008, this matter having come before the Court upon Debtor's Application for Order Authorizing Retention and Employment of Bryan Cave LLP as Counsel for Gateway Ethanol, L.L.C., Pursuant to 11 U.S.C. §§ 327(a) and 330 and Fed. R. Bankr. P. 2014 (the "Application"), the Court having considered the issue and the arguments of Counsel, proper notice of the Application was given to appropriate creditors and interested parties, no objections were filed to the Application, and it appearing to the Court that Bryan Cave LLP neither holds nor represents an interest adverse to Debtor or the estate in the matters for which it is to be employed, and that Bryan Cave LLP is a disinterested person within the meaning of 11 U.S.C. § 101(14).

**IT IS HEREBY ORDERED** that Debtor's Application is granted, and that Bryan Cave LLP be retained as counsel for Debtor to render professional services including, without limitation, the following:

- (a) Advising Debtor with respect to its rights, powers and duties in this case;
- (b) Assisting and advising Debtor in its consultations with any appointed committee relative to the administration of this case;
- (c) Assisting Debtor in analyzing the claims of creditors and negotiating with such creditors;
- (d) Assisting Debtor with investigation of the assets, liabilities and financial condition of Debtor and reorganizing Debtor's business in order to maximize the value of Debtor's assets for the benefit of all creditors;
- (e) Advising Debtor in connection with any potential sale of assets or business;
- (f) Assisting Debtor in its analysis of and negotiation with any appointed committee or any third party concerning matters related to, among other things, the terms of a plan of reorganization;
- (g) Assisting and advising Debtor with respect to any communications with the general creditor body regarding significant matters in this case;
- (h) Commencing and prosecuting necessary and appropriate actions and/or proceedings on behalf of Debtor;
- (i) Reviewing, analyzing or preparing, on behalf of Debtor, all necessary applications, motions, answers, orders, reports, schedules, pleadings and other documents;
- (j) Representing Debtor at all hearings and other proceedings;
- (k) Conferring with other professional advisors retained by Debtor in providing advice to Debtor; and
- (l) Performing all other necessary legal services in these cases as may be requested by Debtor in these Chapter 11 proceedings; and
- (m) Assisting and advising Debtor regarding pending arbitration and litigation matters in which Debtor may be involved, including continued prosecution or defense of actions and/or negotiations on Debtor's behalf.

**IT IS FURTHER ORDERED** that said counsel for Debtor shall be entitled to receive reasonable compensation for its services and to receive reimbursement of actual, necessary expenses subject to the provisions and requirements of 11 U.S.C. § 330, Federal Rule of Bankruptcy Procedure 2016, and any other applicable or related statutes and rules.

**IT IS FURTHER ORDERED** that the Court's approval of an application in which a professional states an intention to be compensated at a specific hourly rate does not constitute approval of the hourly rate or other terms of compensation, and approval of the terms of compensation will be considered by the Court when a final allowance of compensation is made.

# # #

**ORDER SUBMITTED BY:**

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Attorneys for Debtor and Debtor in Possession