



**SO ORDERED.**

**SIGNED this 08 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 UNDER 11 U.S.C. §§ 327(a) AND 328(a) AUTHORIZING  
DEBTOR’S RETENTION OF WILLIAM BLAIR & COMPANY  
AS INVESTMENT BANKER AND FINANCIAL ADVISOR  
NUNC PRO TUNC TO THE PETITION DATE**

Now on this 7<sup>th</sup> day of October, 2008, this matter having come before the Court upon the Debtor’s Application Under 11 U.S.C. § 327(a) and §328(a) for Retention of William Blair & Company, L.L.C. as Investment Banker and Financial Advisor for Debtor and Debtor in Possession (the “Application”), and the Court having considered the Application, the Affidavit of Geoffrey A. Richards submitted in support thereof, the Letter Agreement between William Blair & Company, L.L.C. (“William Blair”) and Debtor attached as Exhibit A to the Application (together with the indemnification agreement attached as Exhibit A thereto, “Letter

Agreement”), the other pleadings on file in this case, and the arguments of counsel, and it appearing to the Court that William Blair neither holds nor represents an interest adverse to Debtor or its estate, that William Blair is a disinterested person within the meaning of 11 U.S.C. § 101(14); and that Debtor’s retention of William Blair under the terms of the Letter Agreement is in the best interest of Debtor’s estate; notice of the Application having been properly given;

**IT IS HEREBY ORDERED THAT** Debtor’s Application is granted *nunc pro tunc* to the petition date.

**IT IS FURTHER ORDERED** that Debtor is authorized, under 11 U.S.C. §§ 327(a) and 328(a), to employ and retain William Blair as its investment banker and financial advisor, under the terms set forth in the Letter Agreement which are approved in all respects.

**IT IS FURTHER ORDERED** that, pursuant to section 328(a) of the Bankruptcy Code, Debtor is authorized and directed to pay William Blair its fees as and when due, and reimburse William Blair for its reasonable expenses, as set forth in the Letter Agreement, subject to approval by the Court of its fee applications; provided that William Blair shall not be required to provide or conform to any schedule of hourly rates.

**IT IS FURTHER ORDERED** that the requirements set forth in Rule 6003(b) of the Bankruptcy Rules are satisfied by the contents of the Application or otherwise are deemed waived.

**IT IS FURTHER ORDERED** that notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062 or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

# # #

**ORDER SUBMITTED BY:**

Laurence M. Frazen, KS Fed. #70114

Tammee E. McVey, KS #14972

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