

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF KANSAS**

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

**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 328(a) AND FED. R. BANKR. P. 2014**

COMES NOW Gateway Ethanol, L.L.C., Debtor and Debtor in Possession (“Debtor”), and submits its 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 328(a) and Fed. R. Bankr. P. 2014 (the “Application”) pursuant to 11 U.S.C. §§ 327(a) and 328(a), and Fed. R. Bankr. P. 2014 and 2016. In support of this Application, the Debtor respectfully represents as follows:

1. Debtor has filed its voluntary petition under Chapter 11 of the United States Bankruptcy Code.
2. Debtor has determined that it is necessary to employ counsel and desires to retain and employ Laurence M. Frazen and Tammee E. McVey of the firm of Bryan Cave LLP as counsel to the Debtor.
3. Laurence M. Frazen, Tammee E. McVey, and the other attorneys within the firm of Bryan Cave LLP are duly licensed and qualified attorneys, and, in the opinion of the Debtor, Laurence M. Frazen, Tammee E. McVey and the firm of Bryan Cave LLP are amply qualified to act as counsel for its estate.
4. Debtor has selected Bryan Cave LLP based on its considerable experience in bankruptcy, real estate, corporate finance, corporate transactions, employee benefits, litigation,

tax, and other areas of commercial law. Additionally, given Bryan Cave LLP's familiarity with the Debtor and the circumstances surrounding the financing and construction of Debtor's ethanol plant, the Debtor believes that said attorneys are particularly well qualified to represent the Debtor in this case.

5. During the course of its past representation of the Debtor, Bryan Cave has acquired knowledge of the Debtor's business, financial affairs, and ethanol plant construction problems. In selecting Bryan Cave as its counsel, the Debtor considered Bryan Cave's knowledge of the Debtor's business and plant construction issues, as well as its expertise and experience in reorganization and bankruptcy law. Bryan Cave has served as counsel to debtors and creditors in various Chapter 11 bankruptcy cases. Laurence M. Frazen and Tammee E. McVey, the attorneys with Bryan Cave who are responsible for representing Debtor in matters related to this reorganization and who will appear before this Court, are members of Bryan Cave's restructuring, reorganization and bankruptcy client service group, with experience in a wide range of Chapter 11 bankruptcy cases and issues. The attorneys with Bryan Cave who are responsible for representing Debtor in pending arbitration and litigation matters are members of Bryan Cave's commercial litigation client service group with substantial experience in construction arbitration and litigation.

6. Bryan Cave's depth of experience in Chapter 11 reorganizations and its familiarity with the Debtor and its business and plant construction issues make Bryan Cave uniquely qualified to deal with the legal issues that may arise in the context of the Debtor's Chapter 11 proceedings. Therefore, Debtor desires to employ generally the professional services of such counsel including, without limitation, the following, under the direction of Debtor:

- (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;
- (l) Performing all other necessary legal services in this case 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.

7. In addition to Bryan Cave, the Debtor proposes to employ other professionals that are necessary to a successful and efficient resolution of this Chapter 11 case. Each of these professionals will provide necessary services and each is uniquely qualified to provide the services for which they are being retained. The Debtor and its various counsel and professionals will ensure that there will not be undue duplication of effort or overlap of work between and among the various counsel and professionals, and that the estate receives the best possible value.

8. To the best of the Debtor's knowledge and based on the Affidavit of Laurence M. Frazen, a partner with Bryan Cave, which is attached hereto as Exhibit A (the "Frazen Affidavit") and the Affidavit of Tammee E. McVey, an associate with Bryan Cave, which is attached hereto as Exhibit B (the "McVey Affidavit"), Bryan Cave does not hold or represent an interest adverse to this estate and is a "disinterested person" within the meaning of Sections 101(14) and 327 of the Bankruptcy Code for the purpose of representing the Debtor in this Chapter 11 proceeding.

9. The firm of Bryan Cave LLP has agreed to represent the Debtor on the basis of customary hourly rates and will also require reimbursement for out-of-pocket expenses. The hourly rates for 2008 charged by the attorneys and paraprofessionals anticipated to work on this case range from \$85 to \$530.

10. To the best of the Debtor's knowledge and based on the Frazen Affidavit and the McVey Affidavit, Bryan Cave has not represented any creditors of the Debtor in connection with any matters adverse to the Debtor, or in any capacity in which confidential knowledge of a creditor has been acquired that would bear on the proposed retention by the Debtor. As disclosed in the Frazen Affidavit and the McVey Affidavit, Bryan Cave may represent certain of the Debtor's creditors and other parties in interest in matters unrelated to these proceedings. Bryan Cave has fully informed the Debtor of its ongoing representation of such entities, and the Debtor has consented and hereby reaffirms its consent to Bryan Cave's continued representation of these entities in matters unrelated to these proceedings. The Debtor believes that Bryan Cave's current and future representation of these entities will not in any way adversely affect Bryan Cave's representation of the Debtor.

11. While Bryan Cave may not be in a position to sue directly certain of Debtor's creditors on behalf of the Debtor because of its representation of certain creditors in

unrelated matters, the Debtor is not yet certain what, if any, suits of this nature would become necessary. To the extent that any such litigation or adverse representation to a client of Bryan Cave does become necessary, the Debtor will engage unrestricted counsel for such purpose.

12. The affidavits of disinterestedness of Laurence M. Frazen and Tammee E. McVey have been filed contemporaneously herewith.

13. Debtor understands that Bryan Cave intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any order of the Court permitting interim fee applications and compensation. Debtor, subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, proposes to pay Bryan Cave its customary hourly rates in effect from time to time as set forth in the Frazen Affidavit and the McVey Affidavit.

14. Timing of payment for services rendered in these proceedings by Bryan Cave shall be subject to the availability of sufficient assets and funds of the estate.

15. If Bryan Cave's retention and employment are not immediately approved by the Court as requested herein, Debtor will suffer immediate and irreparable harm. Due to the tight timelines associated with the contemplated Section 363 sale process much work needs to be done by counsel on behalf of Debtor within the first 20 days of this case. Debtor requires the immediate assistance of counsel to address the myriad of issues that will arise in this fast-paced case. As set forth above, Bryan Cave's advice, knowledge, and insight are vital to Debtor's ability to meet the contemplated Section 363 sale process timelines, and to preserve and enhance asset value for creditors. Accordingly, Debtor's request to employ Bryan Cave qualifies for immediate relief under Federal Rule of Bankruptcy Procedure 6003.

WHEREFORE, the Debtor respectfully requests that the Court enter an Order authorizing the Debtor to employ the firm of Bryan Cave LLP as counsel for the Debtor and for such other and further relief as in the premises the Court deems just and equitable.

Respectfully submitted,

BRYAN CAVE LLP

By: /s/ Laurence M. Frazen

Laurence M. Frazen KS Fed. #70114

Tammee E. McVey KS #14972

3500 One Kansas City Place

1200 Main Street

Kansas City, Missouri 64105

Telephone: (816) 374-3200

Facsimile: (816) 374-3300

Attorneys for Debtor and Debtor in Possession