

Exhibit C

Form of Affidavit of Disinterestedness

5. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties in interest in these Chapter 11 Cases.

6. Neither I nor any principal, partner, director or officer of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

7. Neither I nor any principal, partner, director or officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

8. The Debtors owe the Firm \$[] for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532.

9. As of the date the Chapter 11 Cases were commenced (the "**Petition Date**"), the Firm [**was/was not**] party to an agreement for indemnification with certain of the Debtors. [**If there is such an agreement: A copy of such agreement is attached as Exhibit A to this Affidavit**].

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on [_____], 2011

By: _____
[AFFIANT]

State of [_____]
County of [_____]

Subscribed and sworn to before me on this ____ day of _____, 2011, by _____, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

WITNESS my hand and official seal.

Signature _____
Commission # _____

My Comm. Expires _____