

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

JENNIFER CONVERTIBLES, INC., *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 10-13779 (ALG)  
(Jointly Administered)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT  
OF KELLEY DRYE & WARREN LLP AS COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
JENNIFER CONVERTIBLES, INC., ET AL., NUNC PRO TUNC TO JULY 23, 2010**

Upon the application (the “Application”)<sup>2</sup> dated August 18, 2010, of the Official Committee of Unsecured Creditors (the “Committee”) of Jennifer Convertibles, Inc., *et al.* (collectively, the “Debtors”), pursuant to sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 5002, and Local Bankruptcy Rule 2014-1, for authority to retain and employ the law firm of Kelley Drye & Warren LLP (“Kelley Drye”), *nunc pro tunc* to July 23, 2010; and upon the declaration of James S. Carr, a partner at Kelley Drye, dated August 18, 2010 (the “Carr Declaration”), filed in support of the Application; and the Court being satisfied and finding, based on the representations made in the Application and the Carr Declaration, that Kelley Drye represents no interest adverse to the Committee or the Debtors’ estates with respect to the matters upon which it is to be engaged; that Kelley Drye’s employment is necessary and in the best interests of the Committee and the Debtors’ estates; that adequate notice of the

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<sup>1</sup> The Debtors in these chapter 11 cases are: (i) Jennifer Convertibles, Inc.; (ii) Jennifer Convertibles Boylston MA, Inc.; (iii) Jennifer Chicago Ltd.; (iv) Elegant Living Management, Ltd.; (v) Hartsdale Convertibles, Inc.; (vi) Jennifer Management III Corp.; (vii) Jennifer Purchasing Corp.; (viii) Jennifer Management II Corp.; (ix) Jennifer Management V Ltd.; (x) Jennifer Convertibles Natick, Inc.; (xi) Nicole Convertibles, Inc.; and (xii) Washington Heights Convertibles, Inc.

<sup>2</sup> Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Application.

Application has been given and that no other notice need to be given; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED that:

1. The Application is GRANTED.

2. In accordance with ~~sections 328 and~~ section 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 5002, and Local Bankruptcy Rule 2014-1, the Committee is hereby authorized and empowered to employ and retain the firm of Kelley Drye as its counsel, *nunc pro tunc* to July 23, 2010, to represent the Committee in these cases under the Bankruptcy Code, and such retention and employment is hereby approved.

3. Kelley Drye shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable from time to time, and such procedures as may be fixed by order of this Court.

4. **Kelley Drye shall notify the Court and the U.S. Trustee of any change in the hourly rates charged by Kelley Drye prior to the new rates taking effect.**

**5.** This Court shall retain jurisdiction over the implementation and interpretation of this Order.

Dated: New York, New York  
September \_\_\_\_, 2010

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THE HONORABLE ALLAN L. GROPPER  
UNITED STATES BANKRUPTCY JUDGE