



tion was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED as provided herein.
2. Pursuant to Bankruptcy Code sections 327(e) and 328(a), the Debtors, as debtors-in possession, are hereby authorized to retain Winston & Strawn as special counsel to the Board of Directors, effective as of June 7, 2004, in accordance with the Engagement Letter, the Application and this order, and Winston & Strawn is authorized to perform the services described therein.
3. Winston & Strawn shall be compensated in accordance with the Engagement Letter and the Application, subject to Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York, guidelines established by this Court, the United States Trustee Fee Guidelines, and the orders of this Court governing professional compensation in these cases.
4. The requirement of Local Bankr. R. 9013-1(b) that any motion filed shall be accompanied by a separate memorandum of law is satisfied by the Application.

Dated: New York, New York  
July 30, 2004

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE