

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.
2. Pursuant to Bankruptcy Code sections 327(e), 328 and 329, the Debtors, as debtors-in possession, are hereby authorized to retain Dechert as special conflicts counsel, nunc pro tunc to September 14, 2004, in accordance with the Engagement Letter, the Application and this order, and Dechert is authorized to perform the services described therein.
3. With respect to services rendered on behalf of the Debtors, Dechert shall be compensated in accordance with 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
_____, 2004

UNITED STATES BANKRUPTCY JUDGE