

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. The Debtors' decision to utilize estate funds to procure the Proposed Coverage, upon terms and conditions no less favorable to the Debtors than those attached to the Motion as Exhibit A, is reasonable and appropriate under the circumstances.
3. The Debtors are authorized to consummate the purchase of the Proposed Coverage and to take any and all actions necessary or desirable to perform the Debtors' obligations and transactions contemplated thereby, including, but not limited to, paying the premiums or any other fees and charges necessary to obtain the Proposed Coverage.
4. Provided that the Debtors procure the Proposed Coverage, any and all Claims (as that term is defined in section 101(5) of the Bankruptcy Code) against the Debtors or their estates for indemnification, reimbursement or contribution asserted by or on behalf of the Debtors' directors and officers shall be withdrawn (or deemed withdrawn) on the effective date of any plan of reorganization for the Debtors.

5. The requirements of Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York for the filing of a memorandum of law is waived.

6. Notwithstanding Rule 6004(g) of the Federal Rules of Bankruptcy Procedure, this Order shall take effect immediately upon its entry.

Dated: New York, New York
October 15, 2004

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE