



the Court being satisfied with the representations made in the Application, the Horvat Affidavit, Goffman Affidavits and on the record at the Hearing; that Skadden, Arps represents no interest adverse to the Debtors' estates for purposes of section 327 of the Bankruptcy Code, that it is a "disinterested person" as that term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), and that its retention is necessary and in the best interests of the Debtors, their estates, creditors, and parties in interest; and it appearing that notice of the Application 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 Objection is denied, and the Application is GRANTED on a final basis.
2. Pursuant to Bankruptcy Code sections 327(a) and 329, the Debtors, as debtors-in-possession, are hereby authorized to employ and retain Skadden, Arps as their attorneys, effective as of the Petition Date, in accordance with the Application and this final order, and Skadden, Arps is authorized to perform the services described therein.
3. Skadden, Arps shall be compensated in accordance with the Application, subject to applicable provisions of the Bankruptcy Code, 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. Skadden, Arps is authorized to apply the amounts presently held as a retainer to pay any fees, charges and disbursements relating to services rendered to the Debtors prior to the Petition Date that remain unpaid as of such date and to hold any balance as a postpetition retainer to be applied towards unpaid fees, expenses and disbursements approved by the Court in connection with Skadden Arps' final fee application in these cases.

5. 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  
June 22, 2004

/s/ ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE