

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
AMERICAN BANKNOTE	:	Case No. 05-10174 (PJW)
CORPORATION,	:	
	:	
Debtor.	:	[Re: Docket No. 6]

**ORDER AUTHORIZING APPOINTMENT OF MACKENZIE
PARTNERS, INC. AS BALLOTING AGENT
TO THE DEBTOR AND DEBTOR IN POSSESSION**

Upon the motion (the "Motion") by the above-captioned debtor and debtor in possession (the "Debtor") for the entry of an order pursuant to sections 327 and 328 of the Bankruptcy Code approving the appointment of MacKenzie Partners, Inc. ("MacKenzie") as and balloting agent to the debtor and debtor in possession in this case; and upon the affidavit of Jeanne M. Carr, Executive Vice President of MacKenzie and due notice of the Motion having been given under the circumstances; and it appearing that no other or further notice is necessary or required; and it appearing that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors and equity security holders and other parties in interest; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that pursuant to 28 U.S.C. § 156(c) MacKenzie is appointed as the balloting agent to the debtor and debtor in possession in this case, and is authorized to perform any and all services for the Debtor that are necessary or appropriate in connection with the services described in the Motion; and it is further

ORDERED that MacKenzie shall, on a monthly basis, submit detailed invoices to the Debtor for services rendered, with a copy to the Office of the United States Trustee; and it is further

ORDERED that the fees and expenses incurred by MacKenzie in the performance of the services described herein and in the Agreement¹ annexed to the Motion as Exhibit A shall be treated as an administrative expense of the Debtor's chapter 11 estate and be paid by the Debtor in the ordinary course of business; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated, Wilmington, Delaware

Jan. 21, 2005


United States Bankruptcy Judge

¹ All capitalized terms not otherwise herein defined shall have the meaning ascribed to such terms in the Motion.