

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

IN RE: _____ :
 :
 Debtor(s) : Case No. _____
 :
 : Chapter 11
 Movant(s) :
 :
 v. :
 :
 Respondent(s) :
 (If none then "No Respondent") :

**ORDER PURSUANT TO 11 U.S.C. § 327(a) AND FED. R. BANKR. P. 2014
AUTHORIZING THE EMPLOYMENT AND RETENTION OF _____
AS ADMINISTRATIVE AGENT, *NUNC PRO TUNC* TO THE RELIEF DATE**

Upon consideration of the Section 327 Application (the "***Section 327 Application***") (All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Section 327 Application) of _____ ("_____") and its debtor subsidiaries as debtors and debtors in possession (collectively, the "***Debtors***") seeking entry of an order pursuant to sections 327(a), 328(a), 330, and 331 of title 11 of the United States Code (the "***Bankruptcy Code***") and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "***Bankruptcy Rules***") and W. PA. LBR 1002-9 (the "***Local Bankruptcy Rules***") authorizing the retention of _____, Inc. ("_____") as administrative agent in the Debtors' chapter 11 cases on the terms and conditions set forth in the agreement between the Debtors and _____ (the "***Retention Agreement***"), attached hereto as **Exhibit 1** and all as described more fully in the Section 327 Application; and upon the Declaration of

_____ 's _____ (title), submitted in support of the Section 327 Application (the "_____ ***Declaration***"); and the Debtors having estimated that the size and complexity of these cases warrants the retention of an agent to assist with certain administrative duties; and the Court being satisfied that _____ has the capability and experience to provide such services and that _____ does not hold an interest adverse to the Debtors or their estates respecting the matters upon which it is to be engaged; and it appearing that the Court has jurisdiction to consider the Section 327 Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and it appearing that this matter is core pursuant to 28 U.S.C. § 157(b)(2)(A), (B) and (O); and it appearing that venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that _____ is disinterested and eligible for retention pursuant to Bankruptcy Code sections 101(14) and 327(a) and that the terms of the Retention Agreement are reasonable and appropriate; and good and sufficient notice of the Section 327 Application having been given and no other or further notice being required; and it appearing that the employment of _____ is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefore

AND NOW, this _____ ***day of*** _____ ***20***__, it is hereby ***ORDERED, ADJUDGED AND DECREED*** that:

- (1) The Section 327 Application is granted to the extent set forth herein.
- (2) The Debtors are authorized to employ and retain _____ as their *Administrative Agent* on the terms and conditions set forth in the Retention Agreement.

(3) _____ is authorized to provide the administrative services

warranted in these cases, including:

- (a) Creating and maintaining a publicly-accessible case administration website, _____ containing information about the Debtors, these cases, and their restructuring, including but not limited to the posting of a claim register, key pleadings, scheduled hearings, and press releases;
- (b) Hosting a toll-free telephone hotline, (800) xxx-xxxx, that provides information regarding these cases;
- (c) To the extent necessary, assisting with the preparation and filing of the Debtors' Schedules of Assets and Liabilities and the Statement of Financial Affairs;
- (d) Responding to creditor inquiries via telephone, letter, e-mail or facsimile, as appropriate;
- (e) Generating and providing claim reports and claim objection exhibits, as requested by the Debtors and their professionals;
- (f) Managing the preparation, compilation, and mailing of documents to creditors and other parties in interest in connection with the solicitation of a chapter 11 plan (a "***Plan***");
- (g) Managing the publication of legal notices, as requested;
- (h) Collecting and tabulating votes in connection with any and all Plans filed by the Debtors and providing ballot reports to the Debtors and their professionals;
- (i) Generating an official ballot certification and testifying, if necessary, in support of the ballot tabulation results; and
- (j) Managing any distribution pursuant to a confirmed Plan.

(4) _____ is authorized to take such other action to comply with

all duties set forth in the Section 327 Application.

(5) Notwithstanding anything to the contrary in the Retention Agreement, the retainer shall not be replenished after the Relief Date.

(6) _____ shall apply to the Court for allowances of

compensation and reimbursement of out-of-pocket expenses incurred in these cases after the Relief Date in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, (General Order in One), the guidelines established by the United States Trustee for the Western District of Pennsylvania and further orders of this Court. _____ will apply any unused portion of the retainer received from the Debtors first against all pre-Relief Date fees and expenses and then against the first application for fees and expenses that _____ will submit in these cases. If _____'s fees increase from the fees of the Retention Agreement, _____ shall file an affidavit with the Court describing such increases.

(7) In the event of an inconsistency between the Section 327 Application, Retention Agreement, and this Order, this Order shall govern.

(8) Notwithstanding any provision in this Order to the contrary, any payment authorized to be made, or any other authorization contained hereunder, shall be and hereby is subject in all respects to the terms and provisions of any and all orders of this Court authorizing the Debtors' use of cash collateral, including, without limitation, any budget(s) approved by the Court in connection therewith.

(9) This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

Date: _____, 20__

UNITED STATES BANKRUPTCY JUDGE