

Application establish just cause for the relief granted herein and the Court having determined that the relief sought in the Application is in the best interests of the Debtor and its estate; and after due deliberation and sufficient cause appearing it is hereby:

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED, as set forth herein.
2. Pursuant to 11 U.S.C. § 327(a) of the Bankruptcy Code, the Debtor is authorized to employ and retain E&Y as auditor and tax services provider *nunc pro tunc* to January 19, 2010 on the terms and conditions substantially set forth in the Engagement Agreements except as modified as herein.
3. E&Y shall be compensated and reimbursed in accordance with the procedures set forth in sections 328, 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and Local Rules as may then be applicable.
4. E&Y's entitlement to compensation under the Engagement Agreements shall be binding upon any successor or assignee of the Debtor, including, without limitation, a chapter 11 or 7 trustee.
5. The Debtor is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: February 18, 2010
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE