

c. The retention of BSI as the Debtors' claims, noticing and balloting agent is in the best interests of the Debtors and their estates, creditors, and interest holders; and it is therefore

ORDERED THAT,

1. In accordance with 28 U.S.C. § 156(c), the Debtors, as debtors-in-possession, are authorized to employ and retain BSI on an interim basis as claims, noticing and balloting agent effective as of the commencement of these cases, to render the following services:

- (a) Relieve the Clerk's Office of all noticing under any applicable rule of bankruptcy procedure;
- (b) File with the Clerk's Office a certificate of service, within ten (10) days after each service, which includes a copy of the notice, a list of persons to whom it was mailed (in alphabetical order), and the date mailed;
- (c) Maintain an up-to-date mailing list of all entities that have requested service of pleadings in these cases and a master service list of creditors and other parties in interest, which lists shall be available upon request of the Clerk's Office;
- (d) Comply with applicable state, municipal and local laws and rules, orders, regulations and requirements of Federal Government Departments and Bureaus;
- (e) Relieve the Clerk's Office of all noticing under any applicable rule of bankruptcy procedure relating to the institution of a claims bar date and the processing of claims;
- (f) At any time, upon request, satisfy the Court that it has the capability to efficiently and effectively notice, docket and maintain proofs of claim;
- (g) Furnish a notice of bar date approved by the Court for the filing of a proof of claim (including the coordination of publication, if necessary) and a form for filing a proof of claim to each creditor notified of the filing;
- (h) Maintain all proofs of claim filed against each of the Debtors' estates;

- (i) Maintain an official claims register by docketing all proofs of claim on a register containing certain information, including, but not limited to, the following:
 - (i) the name and address of claimant and agent, if agent filed proof of claim;
 - (ii) the date received;
 - (iii) the claim number assigned;
 - (iv) the amount and classification asserted;
 - (v) the comparative, scheduled amount of the creditor's claim (if applicable); and
 - (vi) pertinent comments concerning disposition of claims.
- (j) Maintain the original proofs of claim in correct claim number order, in an environmentally secure area, and protecting the integrity of these original documents from theft and/or alteration;
- (k) Transmit to the Clerk's Office an official copy of the claims register on a monthly basis, unless requested in writing by the Clerk's Office on a more/less frequent basis;
- (l) Maintain an up-to-date mailing list for all entities that have filed a proof of claim, which list shall be available upon request of a party in interest or the Clerk's Office;
- (m) Provide access to the public for examination of copies of the proofs of claim or proofs of interest filed in these cases without charge during regular business hours;
- (n) Record all transfers of claims pursuant to Bankruptcy Rule 3001(e) and provide notice of the transfer as required by Bankruptcy Rule 3001(e);
- (o) Maintain court orders concerning claims resolution;
- (p) Make all original documents available to the Clerk's Office upon request on an expedited immediate basis;
- (q) Promptly comply with such further conditions and requirements as the Clerk's Office may hereafter prescribe; and

- (r) Provide balloting services in connection with the solicitation process for any chapter 11 plan to which a disclosure statement has been approved by the Court.
2. Within three (3) business days of the entry of this Interim Order, counsel for the Debtors shall serve the Interim Order upon all parties entitled to receive notice of the Application.
3. The Clerk of the Bankruptcy Court shall forthwith release to BSI all Proofs of Claim that have been filed against the Debtors estates.
4. BSI shall be compensated in accordance with the procedures set forth in the Application.
5. Any dispute with respect to the fees and expenses requested by BSI shall be brought before this Court for a final determination.
6. BSI may be relieved of its duties as claims, noticing and balloting agent only upon leave of this Court.
7. This Interim Order shall be effective from July 14, 2003 through and including the date of final hearing on the Application.
8. To the extent of any conflict between the terms and conditions of the Application and the Interim Order, the terms and conditions of this Interim Order shall govern.
9. This Interim Order shall become a Final Order on the twenty-seventh (27th) day after entry of the Interim Order without further notice or hearing unless an objection to the Interim Order is timely filed with the Court and served on counsel for the Debtors on or before twenty-six (26) days after entry of the Interim Order.

The Court shall retain jurisdiction over any matters arising from or relating to the implementation or interpretation of this Order.

Dated: July 17, 2003


UNITED STATES BANKRUPTCY JUDGE

PREPARED BY:

Robin Phelan
State Bar No. 15903000
Judith Elkin
State Bar No. 06522200
Ian Peck
State Bar No. 24013306
HAYNES AND BOONE, LLP
901 Main Street
Suite 3100
Dallas, TX 75202
(214) 651-5000

-and-

Thomas E Lauria
State Bar No. 11998025
Michelle C. Campbell
State Bar No. 24001828
WHITE & CASE LLP
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, Florida 33131
(305) 371-2700

PROPOSED ATTORNEYS FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION