



made in the Application, and the Ramsey Declaration that (a) RC is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, (b) RC does not represent any person or entity having an interest adverse to the Committee in connection with the chapter 11 cases, (c) RC does not hold or represent an interest adverse to the interests of the Debtors’ estates with respect to matters on which RC is employed, (d) RC has no connection to the Debtors, their creditors or any other party in interest except as disclosed in the Ramsey Declaration and (e) the retention and employment of RC as counsel to the Committee, is reasonable, necessary and appropriate and is in the best interests of the Committee; and this Court having found that notice of the Application was sufficient under the circumstances, and that, except as otherwise ordered herein, no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. In accordance with Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rule 2014-1, the Committee is hereby authorized to employ and retain RC as its counsel in the above-captioned chapter 11 cases on the terms and conditions set forth in the Application and Ramsey Declaration.
3. RC is authorized to render the professionals services set forth in the Application and the Ramsey Declaration.
4. RC shall use its reasonable efforts to avoid any duplication of services provided by any of the Committee’s other retained professionals in the chapter 11 cases.
5. RC shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with RC’s representation of the Committee in

the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, and any compensation guidelines, applicable procedures, or orders issued by this Court.

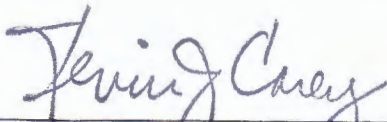
6. This Order shall be immediately effective and enforceable upon its entry.

7. The Committee and RC are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

8. To the extent the Application or the Ramsey Declaration is inconsistent with the terms of this Order, the terms of this Order shall govern.

9. This Court shall retain exclusive jurisdiction over all matters pertaining to this Order and the Application.

Dated: March 13, 2019

  
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THE HONORABLE KEVIN J. CAREY  
U.S. BANKRUPTCY COURT