

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

)				
In re:)		Chapter 11		
)				
TRIAD GUARANTY INC., ¹)		Case No. 13-11452 (MFW)		
)				
Debtor.)				
)		Re: Docket No. <u>41 + 52</u>		
)				

**ORDER GRANTING DEBTOR’S APPLICATION FOR ENTRY OF AN
ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
MORRISON & FOERSTER LLP AS SPECIAL COUNSEL TO DEBTOR
PURSUANT TO 11 U.S.C. §§ 327(e) AND 329(a)**

Upon the application (the “Application”)² of the Debtor, pursuant to sections 327(e) and 329(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1, for an order authorizing it to retain and employ Morrison & Foerster LLP (“Morrison & Foerster”) as special counsel nunc pro tunc to the Petition Date, all as more fully set forth in the Application; and the Court having reviewed the Application and the Princi Declaration, and having scheduled a hearing on the Application (the “Hearing”); and the Court having found that: (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iii) venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409; (iv) notice of this Application and the

¹ The last four digits of the Debtor’s federal taxpayer identification number are 8519. The location of the Debtor’s headquarters and the Debtor’s service address is 1900 Crestwood Blvd., Birmingham, AL 35210.

² Capitalized terms used herein as defined terms and not otherwise defined herein shall have those meanings ascribed to them in the Application.

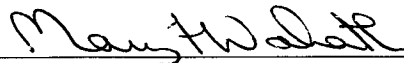
Hearing was appropriate under the circumstances; and (v) Morrison & Foerster does not hold or represent an interest adverse to the Debtor on the matters for which Morrison & Foerster is to be retained; and the Court having determined that the legal and factual bases set forth in the Application, the Princi Declaration, and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is approved.
2. The Debtor is authorized to retain and employ Morrison & Foerster as special counsel in this Bankruptcy Case, pursuant to section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1, on the terms and conditions set forth in the Application, nunc pro tunc to the June 3, 2013.
3. Morrison & Foerster shall be compensated for its services and reimbursed for any related expenses in accordance with the terms of the Engagement Agreement, subject to and further in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable orders or procedures of this Court, provided, however, that the Success Fee and Credit Amount referenced in the Engagement Agreement shall be respectively defined as set forth in the Application.
4. Morrison & Foerster is permitted to hold the Retainer through the duration of this Bankruptcy Case.

5. This Court shall retain jurisdiction to implement, interpret and enforce this Order.

Dated: July 8, 2013



HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE