

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF [insert District]

In re : Chapter 11
[insert Debtor(s)], *et al.*, :
Debtors. : Case
Number(s) [insert number(s)]
(Jointly Administered)

ORDER GRANTING DEBTOR(‘S)(S’) MOTION FOR AN ORDER [insert title]

Upon consideration of the Debtor(‘s)(s’) motion for an order [insert title] (the “Motion”) and any response(s) to the Motion, after due and proper notice of the motion was given and a hearing was held on the Motion, it is ORDERED that:

1. The Motion is GRANTED as modified herein.
2. The Debtor(s) is/are authorized to engage [insert name of temporary personnel firm]

on the terms described in the Motion, subject to the following terms, which apply notwithstanding anything in the Motion or any exhibit(s) related thereto to the contrary:

- (a.) [Insert name of temporary personnel firm] and its affiliates shall not act in any other capacity (for example, and without limitation, as a financial advisor, claims agent/claims administrator, or investor/acquirer) in connection with the above-captioned cases.
- (b.) In the event the Debtor(s) seek(s) to have [insert name of temporary personnel firm] personnel assume executive officer positions that are

different than the position(s) disclosed in the Motion, or to materially change the terms of the engagement by either (i) modifying the functions of personnel, (ii) adding new personnel, or (iii) altering or expanding the scope of the engagement, a motion to modify the retention shall be filed.

- (c.) [Insert name of temporary personnel firm] shall file with the Court with copies to the United States Trustee (“U.S. Trustee”) and all official committees a report of staffing on the engagement for the previous month. Such report shall include the names and functions filled of the individuals assigned. All staffing shall be subject to review by the Court in the event an objection is filed.
- (d.) No principal, employee or independent contractor of [insert name of temporary personnel firm] and its affiliates shall serve as a director of any of the above-captioned Debtor(s) during the pendency of the above-captioned cases.
- (e.) [Insert name of temporary personnel firm] shall file with the Court, and provide notice to the UST and all official committees, reports of compensation earned and expenses incurred on a monthly basis. Such reports shall contain summary charts which describe the services provided, identify the compensation earned by each executive officer and staff employee provided, and itemize the expenses incurred. Time records shall (i) be appended to the reports, (ii) contain detailed time entries describing the task(s) performed, and (iii) be organized by project category. Where

personnel are providing services at an hourly rate, the time entries shall identify the time spent completing each task in 1/10/hour increments and the corresponding charge (time multiplied by hourly rate) for each task; where personnel are providing services at a “flat” rate, the time entries shall be kept in hourly increments. All compensation shall be subject to review by the Court in the event an objection is filed.

- (f.) Success fees, transaction fees, or other back-end fees shall be approved by the Court at the conclusion of the case on a reasonableness standard and are not being pre-approved by entry of this Order. No success fee, transaction fee or back-end fee shall be sought upon conversion of the case, dismissal of the case for cause, or appointment of a trustee.
- (g.) The Debtor(s) is/are permitted to indemnify those persons serving as executive officers on the same terms as provided to the Debtor('s)(s') other officers and directors under the corporate bylaws and applicable state law, along with insurance coverage under the Debtor('s)(s') D&O policy.
- (h.) There shall be no indemnification of [\[insert name of temporary personnel firm\]](#) or its affiliates.
- (i.) For a period of three years after the conclusion of the engagement, neither [\[insert name of temporary personnel firm\]](#) nor any of its affiliates shall make any investments in the Debtor(s) or the Reorganized Debtor(s).
- (j.) [\[Insert name of temporary personnel firm\]](#) shall disclose any and all facts that may have a bearing on whether the firm, its affiliates, and/or any

individuals working on the engagement hold or represent any interest adverse to the Debtor(s), its/their creditors, or other parties in interest. The obligation to disclose identified in this subparagraph is a continuing obligation.

BY THE COURT:

**The Honorable [insert name]
United States Bankruptcy Judge**