

presented, hereby finds that: (i) the Firm and its partners, of counsel, and associates do not hold or represent any interest adverse to the Debtors, its creditors, or their estates with respect to the matters for which the Firm will be engaged. It is therefore:

ORDERED that the employment of Fulbright & Jaworski, L.L.P. as Special Counsel for the Debtors, is hereby APPROVED; it is further

ORDERED that, pursuant to Bankruptcy Code § 327(e) and Local Rule 2014(c), the Debtors shall be, and hereby are, authorized and immediately empowered to employ and retain the Firm as their special counsel for matters referred to in the Application, *nunc pro tunc* to the Petition Date; it is further

ORDERED that the Firm shall be compensated by the Debtors, in accordance with the procedures set forth in Bankruptcy Code §§ 330 and 331, the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court, and the Order on Motion for Order Establishing Monthly Fee and Expense Reimbursement Procedure [Doc. #82]; it is further

ORDERED that the Debtors shall be jointly and severally liable for all fees and expenses incurred by the Firm related to the matters addressed in the Application and supporting Verified Statement; it is further

ORDERED that the Firm shall perform any and all services necessary to convert and file the foreign patent application which will allow the Debtors to continue their research of Advexin (Ad-p523) by the close of business on Monday, January 26, 2009; it is further

ORDERED that on or before Monday, February 2, 2009, the Firm shall provide Debtors¹ and counsel for Westat, Inc. (“Westat”) an anticipated, estimated budget for and detail of services to be performed within the one hundred twenty (120) days following entry of this Order (excluding the services necessary to meet the Monday, January 26, 2009, deadline) (the “120

4230840.1
50911.2

¹ Debtor shall provide ² a copy of same to the US Trustee.
Proprietary information shall either be redacted or held in confidence.

Day Budget”). The 120 Day Budget is the Firm’s anticipated estimate of the services to be provided; it is not a cap or a limit on the fees that may be charged by the Firm; it is further

ORDERED that Westat shall have the right to object to items contained in the 120 Day Budget by the close of business on February 9, 2009. Any objection not resolved between the Debtors and Westat shall be set for a hearing on or before February 23, 2009; and it is further

ORDERED that notwithstanding any objections lodged by Westat respecting the 120 Day Budget (unless previously resolved by the Court), the Firm is expressly authorized to perform any and all work necessary to prevent any loss of rights of the Debtors and/or their estates between the entry of this Order and February 23, 2009, and any objections to fees and expenses of the Firm for such work performed prior to February 23, 2009 shall be subject only to objections under the Bankruptcy Code §§ 330 and 331, the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court, and the Order on Motion for Order Establishing Monthly Fee and Expense Reimbursement Procedure [Doc. #82]; and it is further

ORDERED that the Firm shall submit to the Debtors and Westat an additional budget or budgets for subsequent time periods beyond the 120 Day Budget at least 30 days prior to the conclusion of the 120 Day Budget period. Any objections to any subsequent budget raised by Westat and not resolved by agreement shall be resolved by the Court prior to the commencement of any such work to be performed by the Firm in any subsequent budget period; and it is further

ORDERED that Westat shall serve the Debtors and the Firm with any objections lodged with respect to the 120 Day Budget or any additional budget for subsequent time periods beyond the 120 Day Budget.

#

This order was prepared and submitted by:

Kell C. Mercer
State Bar No. 24007668
BROWN MCCARROLL, L.L.P.
111 Congress Avenue, Suite 1400
Austin, Texas 78701
(512) 472-5456
(512) 226-7324 (fax)

ATTORNEYS FOR DEBTORS

Copies to:

Fulbright & Jaworski, L.L.P.
Berry D. Spears
600 Congress Avenue
Suite 2400
Austin, Texas 78701

Barbara M. Barron
Barron, Newburger, Sinsley & Wier, P.L.L.C.
1212 Guadalupe Street, Suite 104
Austin, Texas 78701