

that the relief requested in the Application is in the best interest of the Debtors, their estates, and creditors. Further, the Debtors will be jointly and severally liable for all fees and expenses incurred by Torrey Partners for services rendered to the Debtors pursuant to the Engagement Letter. The Court also finds that, given the circumstances and the nature of the relief requested, no further notice need be given.

The Court further finds that the compensation provided for in the Application and the Engagement Letter attached thereto as *Exhibit A-1* has been negotiated by the parties with the intent that Torrey Partners' compensation hereunder is subject to review by the Bankruptcy Court as provided by 11 U.S.C. § 328(a). The parties have established the compensation provided for herein with the express understanding that results achieved and the ultimate benefit to the estates of the work performed may be variable and have taken this into account in setting the fees and expenses to be paid to Torrey Partners under the Engagement Letter with the Debtors. The fees and expenses of Torrey Partners shall be payable in accordance with and subject to the applicable U.S. Trustee Guidelines, the requirements of the Bankruptcy Code and Rules and any order entered by this Court concerning the procedures for compensation of professionals whose employment must be approved by the Court. It is, therefore:

ORDERED that the employment of Torrey Partners, L.L.C. as Financial Advisor for the Debtors is hereby APPROVED pursuant to the terms and conditions of the Engagement Letter attached as *Exhibit A-1* to the Application.

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Order prepared and submitted by:

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