



ORDERED that the procedures outlined in the Motion shall apply to those persons or entities who are subject to the Bankruptcy Code provisions relating to the employment and compensation of professionals (collectively, the “Professionals”).

The Request Procedure, as outlined in the Motion, is as follows:

- (a) Each court-approved professional shall serve a fee request (the “Request”) to the Debtors, counsel for Debtors, the U.S. Trustee, Counsel for any committee appointed under Bankruptcy Code § 1102 or, before the appointment of any such committee, each of the creditors that the Debtors, in compliance with FED. R. BANKR. P 1007(d), included on the filed lists of 20 largest unsecured creditors (to the extent the applicable Debtors could identify such creditors), as those lists may subsequently be amended, and any other creditor or party in interest that requests notice (collectively, the “Notice Parties”). The Request should be a detailed statement of services rendered and expenses incurred by each professional for the month. The Request shall be filed and served within thirty (30) days after the end of the month for which compensation is sought, except that the first Request shall include fees and expenses from the effective date of employment.
- (b) The Request shall relate to services rendered and expenses incurred during the prior month; shall seek payment of monthly compensation in an amount equal to eighty percent (80%) of the fees sought and one hundred (100%) of the expenses incurred during the prior month; and shall indicate the amount requested, the total time expended, the names of the Professionals who performed the services, and the hourly billing rate for each Professional. The Request shall be accompanied by a detailed listing of the time expended by the Professionals who performed the services and the costs incurred during the month.
- (c) Each Professional electing to file a Request shall serve a copy of said Request on the Notice Parties or on any party who has specifically requested notice of the monthly fee requests by making said request in writing, filing it with the Court and serving it on the Notice Parties.
- (d) Any objection to the payment of fees or reimbursement of expenses in a Request must be filed with the Court and served on the Notice Parties within ten (10) days of the date the Request was mailed. If no objection is timely filed and served, the Debtors shall be authorized to make payment as requested therein within ten (10) days. If an objection is timely filed and served, then the Debtors shall be authorized to make payment within ten (10) days as requested in the Request only of the appropriate percentage of those amounts that are not in dispute. The disputed amounts in the Request shall be heard and resolved by the Court at the hearing on the Interim Application for such period.

- (i) Any disputed amount must have a description of the objection to each line item in dispute; its shall not be sufficient to simply object to all fees and expenses.
  - (ii) If there are no objections to any line item, then the fee that accompanies that line item shall be paid as set forth herein above.
- (e) Professionals may be paid from a segregated bank account, reserved for the benefit of Professionals, established by the Debtors and designated as the “Professionals Account” or from other assets of the Debtors. The Debtors shall transfer sufficient funds into the Professionals Account on a regular basis, subject to the entry of applicable cash collateral orders establishing the necessary amount for transfer. Funds deposited in the Professionals Account shall be held in trust by the Debtors for the benefit of the Professionals and, except as modified by further orders of the Court, if any, shall not be subject to the claims or liens of any creditor (whether pre-petition or post-petition claims or liens) of the Debtors, except claims of Professionals for post-petition services rendered. Payments made to Professionals from the Professionals Account shall not be subject to disgorgement unless the fees or expenses of such Professional are disallowed under Bankruptcy Code §§ 330 or 331.
- (f) Commencing with the period that ends March 3, 2009, each Professional who has filed a Request or is otherwise seeking interim compensation shall file with the Court and serve on the Notice Parties an interim fee application with a summary of the activities of the Professional (the “Interim Application”), in accordance with Bankruptcy Code § 331, and FED. R. BANKR. P. 2016 and 2002(a)(7). The Interim Application shall seek approval of one hundred percent (100%) (including the twenty percent (20%) held back from monthly payments) of the requested interim compensation and reimbursement of expenses, including any compensation and reimbursement made pursuant to a Request, during the prior 120-day period.
- (g) Each Request, any objection to a Request, and any response to an objection shall be delivered by U.S. mail and e-mail to the following:
  - (i) Introgen Therapeutics, Inc., 301 Congress Avenue, Suite 1850, Austin, Texas 78701 (Attn: David Enloe, Chief Operating Officer and Chief Financial Advisor);
  - (ii) Counsel to the Debtors, Brown McCarroll, L.L.P., 111 Congress Avenue, Suite 1400, Austin, Texas 78701 (Attn: Patricia Tomasco, ptomasco@mailbmc.com, and Kell C. Mercer, kmercer@mailbmc.com);
  - (iii) Office of the United States Trustee, 903 San Jacinto Blvd., Suite 230, Austin, Texas 78701 (Attn: Valerie L. Wenger);

- (iv) Counsel for any committee appointed under Bankruptcy Code § 1102 or, before the appointment of any such committee, each of the creditors that the Debtors, in compliance with FED. R. BANKR. P 1007(d), included on the filed lists of 20 largest unsecured creditors (to the extent the applicable Debtors could identify such creditors), as those lists may subsequently be amended; and
- (v) Any other creditor or party in interest who requests notice.

Adoption of the monthly fee and expense reimbursement procedure set forth herein is fair and reasonable and in the best interests of the Debtors' estate and its creditors. Pursuant to the Court's authority under Bankruptcy Code § 102(1), compliance with the fee procedures set forth herein will be deemed to satisfy FED. R. BANKR. P. 2016 and Bankruptcy Code § 330. It is further ordered that nothing in this Motion or in the monthly procedures set forth herein shall relieve any Professional from the obligation to file Final Applications for Allowance of Fees pursuant to 11 U.S.C. §§ 328 and 330.

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Order prepared and submitted by:

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