

and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is ORDERED that

1. The Application is GRANTED nunc pro tunc to the Commencement Date to the extent provided herein.

2. The Debtors are authorized to retain GCG as Claims Agent pursuant to the terms of the GCG Agreement, a copy of which is attached as **Exhibit B** to the Application.

3. GCG is appointed as agent for the Office of the Clerk of the United States Bankruptcy Court for the Southern District of Texas (the "**Clerk's Office**") and custodian of court records and, as such, is designated as the authorized repository for all proofs of claim filed in these chapter 11 cases and is authorized and directed to maintain official claims registers for each of the Debtors.

4. GCG is authorized and directed to perform all related tasks to process proofs of claim and maintain the official claims register (the "**Claims Register**") on behalf of the Clerk's Office including, without limitation:

- (a) notifying creditors of the setting of the first meeting of creditors pursuant to section 341(a) of the Bankruptcy Code;
- (b) assisting with and maintaining an official copy of the Debtors' schedules of assets and liabilities and statements of financial affairs (collectively, the "**Schedules**"), listing the Debtors' known creditors and the amounts owed thereto;
- (c) notifying all potential creditors of the existence and amount of their respective claims as set forth in the Schedules;
- (d) furnishing a form for the filing of proofs of claim, after approval of such notice and form by this Court;
- (e) docketing all proofs of claim received;
- (f) specifying in the Claims Register the following information for each claim docketed: (i) the claim number assigned, (ii) the date received, (iii) the name and address of the claimant and agent, if

applicable, who filed the claim, and (iv) the classification of the claim (*e.g.*, secured, unsecured, priority, etc.);

- (g) recording all transfers of claims and providing any notices of such transfers required by Bankruptcy Rule 3001;
- (h) making changes in the Claims Register pursuant to a Court order;
- (i) maintaining the official mailing list for each Debtor of all entities that have filed a proof of claim, which list shall be available upon request by a party in interest or the Clerk's Office; and
- (j) assisting with, among other things, the solicitation and the calculation of votes and the distribution as required in furtherance of confirmation of plan(s) of reorganization.

5. GCG is authorized to take such other action as is reasonably necessary to comply with all duties set forth in the Application and this Order.

6. The Debtors are authorized to pay GCG's undisputed fees and expenses as set forth in the GCG Agreement in the ordinary course of business without the necessity of GCG filing fee applications with this Court (without prejudice to the Debtors' right to dispute any such invoices).

7. GCG will comply with all requests of the Clerk's Office and the guidelines promulgated by the Judicial Conference of the United States for the implementation of 28 U.S.C. § 156(c).

8. In the event GCG is unable to provide the services set out in this Order, GCG will immediately notify the Clerk's Office and Debtors' counsel and cause to have all original proofs of claim and computer information turned over to another claims agent with the advice and consent of the Clerk's Office and Debtors' counsel.

9. If these cases convert to cases under chapter 7 of the Bankruptcy Code, GCG will continue to be paid for its services until the claims filed in these cases have been completely processed; provided, further, that if claims agent representation is necessary in the converted chapter 7 case, GCG will continue to be paid in accordance with 28 U.S.C. §156(c)

under the terms set out in the GCG Agreement and this Order.

10. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: Houston, Texas

October 29, 2009



UNITED STATES BANKRUPTCY JUDGE