



<p>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY</p> <p>Caption in compliance with D.N.J. LBR 9004-2(c)</p> <p>McCARTER & ENGLISH, LLP Charles A. Stanziale, Jr. Joseph Lubertazzi, Jr. Lisa S. Bonsall Jeffrey T. Testa Four Gateway Center, 100 Mulberry Street Newark, NJ 07102 Telephone: (973) 622-4444/Facsimile: (973) 624-7070</p> <p>and</p> <p>WEIL, GOTSHAL & MANGES LLP Michael F. Walsh Philip Rosen Ted S. Waksman 767 Fifth Avenue New York, NY 10153 Telephone: (212) 310-8000/Facsimile: (212) 310-8007</p> <p><i>Proposed Co-Counsel for Debtors and Debtors in Possession</i></p>
<p>In re: TCI 2 HOLDINGS, LLC, <u>et al.</u>, Debtors.</p>

Chapter 11
Case No.: 09-13654 (JHW)
(Jointly Administered)

ORDER AUTHORIZING DEBTORS TO RETAIN, EMPLOY AND COMPENSATE WEIL, GOTSHAL & MANGES LLP AS CO-COUNSEL FOR THE DEBTORS, NUNC PRO TUNC TO THE PETITION DATE

The relief set forth on the following pages, numbered two (2) through four (4), is hereby

ORDERED.

DATED: 5/13/2009



Judith H. Wizmur, Chief Judge
United States Bankruptcy Court

Debtors:

TCI 2 Holdings, LLC, et al.

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Case Nos.:

09-13654 (JHW)

Caption of Order:**ORDER AUTHORIZING DEBTORS TO RETAIN, EMPLOY AND COMPENSATE WEIL GOTSHAL, LLP AS BANKRUPTCY CO-COUNSEL FOR THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

An application (the “Application”) was filed by TCI 2 Holdings, LLC (“TCI”) and its subsidiary and other affiliated entities, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), authorizing the Debtors to retain, employ and compensate Weil, Gotshal & Manges LLP (“Weil Gotshal”) as co-counsel for the Debtors, nunc pro tunc to the date hereof (the “Petition Date”). After reviewing the Application, the Affidavit of Michael F. Walsh (the “Walsh Affidavit”) Regarding Disinterestedness in Support of Debtors’ Application, and the Declaration of John P. Burke in Support of First Day Applications and Motions for good cause shown; and a hearing (the “Hearing”) having been held to consider the relief requested in the Application; and the appearances of all interested parties having been noted in the record of the Hearing; this Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409, and (d) notice of the Application and Hearing given by the Debtors was due and proper and that no other or further notice need be provided; this Court being fully advised and having determined that, except as set forth in the Walsh Affidavit, Weil Gotshal does not hold or represent any interest materially adverse to the Debtors, their creditors, or any other party in interest, or their respective attorneys or accountants; Weil Gotshal is a “disinterested person,” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; this Court having determined that the employment of Weil Gotshal is necessary and in the best interests of the Debtors, their estates and creditors, and all parties in

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interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation,

IT IS HEREBY ORDERED THAT:

The Application is GRANTED.

1. The Debtors are hereby authorized, pursuant to sections 327(a), 328, 329, 330, 503(b) and 507 of title 11 of the United States Code (the "Bankruptcy Code"), rules 2014, 2016 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and rules 2014-1 and 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the "Local Bankruptcy Rules"), to retain Weil Gotshal as co-counsel to the Debtors, under a general retainer, in accordance with Weil Gotshal's normal hourly rates and disbursement policies as set forth in the Walsh Affidavit.
2. The retention of Weil Gotshal in these cases shall be effective nunc pro tunc as of the Petition Date.
3. Weil Gotshal shall apply for compensation and reimbursement in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, the Local Bankruptcy Rules, any guidelines established by the United States Trustee for the District of New Jersey, and such other procedures as may be fixed by order of this Court.
4. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
5. Notice of the Application is deemed good and sufficient.

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6. The requirement pursuant to Local Bankruptcy Rule 9013-2 that the Debtors file a memorandum of law in support of the Application is hereby waived.

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