

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
Chemtura Corporation, et al. : Case No. 09-11233 (REG)
: :
Debtors. : (Jointly Administered)
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**ORDER AUTHORIZING THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF CHEMTURA CORPORATION, ET AL.
TO RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP
AS COUNSEL, NUNC PRO TUNC TO MARCH 26, 2009**

Upon the application dated May 4, 2009 (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Chemtura Corporation, et al. (collectively the “Debtors”) for an order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the Committee to retain and employ the law firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), nunc pro tunc to March 26, 2009, and upon the Declaration of Daniel H. Golden, Esq., a member of the firm of Akin Gump, dated May 4, 2009 (the “Golden Declaration”); and it appearing that the partners, counsel and associates of Akin Gump who will perform services on behalf of the Committee in these chapter 11 cases are duly qualified to practice before this Court; and the Court finding, based on the representations made in the Application and the Golden Declaration, that Akin Gump does not represent any interest adverse to the Committee and/or the Debtors’ estates with respect to the matters upon which it is to be engaged, that it 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, that its employment is necessary and in the best interests of the Committee and the Debtors’ estates; that

adequate notice of the Application having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefore, it is:

ORDERED, that the Application is approved to the extent provided herein; and it is further

ORDERED, that in accordance with section 1103(a) and, with respect to Akin Gump's hourly rates, section 328(a) of the Bankruptcy Code, and Bankruptcy Rule 2014(a), the Committee is hereby authorized and empowered to employ and retain the firm of Akin Gump as its counsel, nunc pro tunc to March 26, 2009, to represent the Committee in these cases under chapter 11 of the Bankruptcy Code and such retention is hereby approved; and it is further

ORDERED that Akin Gump shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable from time to time, and such procedures as may be fixed by order of this Court; and it is further

ORDERED that, if Akin Gump's billing rates are increased on an across-the-board basis, Akin Gump will make specific disclosures of such increase in the applicable monthly fee statement; and it is further

ORDERED that the Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Application; and it is further

ORDERED that the terms and conditions of this order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this order.

Dated: May 22, 2009
New York, New York

s/ Robert E. Gerber
HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE