

Debtors' Application for Entry of an Order Authorizing the Employment and Retention of De Pardieu Brocas Maffei A.A.R.P.I. as French Counsel *Nunc Pro Tunc* to April 23, 2009 (the "De Pardieu Application").

By the De Pardieu Application, the Debtors seek entry of an order authorizing the Debtors to retain and employ De Pardieu Brocas Maffei A.A.R.P.I. ("De Pardieu") as French counsel, *nunc pro tunc* to April 23, 2009.

As set forth in the De Pardieu Application, following the commencement of the Debtors' chapter 11 cases, the Debtors determined it was in the best interests of their estates to seek the retention of foreign counsel to advise the Debtors regarding foreign solvency laws, statutory audit considerations, and related restructuring matters with respect to the Debtors' foreign non-debtor subsidiaries. Accordingly, the Debtors seek to retain De Pardieu as French counsel. The Debtors believe De Pardieu is well suited to serve as French counsel in these chapter 11 cases, because De Pardieu has extensive experience in cross-border insolvencies. The Debtors state that they expect to file applications to retain additional foreign law firms to advise the Debtors with respect to their non-Debtor European subsidiaries; however, the Debtors maintain that as French counsel, De Pardieu will not duplicate the services that other firms may provide to the Debtors.

The Debtors propose to compensate De Pardieu for legal services provided in its capacity as French counsel in accordance with the firm's customary hourly rates. By category, the hourly rates of De Pardieu's professionals are as follows: (i) partners - €510; (ii) senior associates - €330; (iii) junior associates - €185; and (iv) trainees/paralegals - €100. The Debtors also propose to reimburse De Pardieu for expenses incurred in connection with the provision of legal services to the Debtors. De Pardieu will apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and any further orders of the Court.

The Debtors believe that De Pardieu has no disqualifying connections to the Debtors, their creditors or any other parties in interest in the Debtors' chapter 11 cases, and that De Pardieu does not hold or represent any interest adverse to the Debtors or their estates with respect to the matters on which they are to be engaged.