

Debtors' Application for an Order Authorizing the Employment and Retention of Kilpatrick Stockton LLP as Special Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to March 22, 2010 (the "Kilpatrick Stockton Application").

By the Kilpatrick Stockton Application, the Debtors seek entry of an order authorizing the Debtors to retain and employ Kilpatrick Stockton LLP ("Kilpatrick Stockton") as special counsel *nunc pro tunc* to March 22, 2010.

On October 7, 2009, the Debtors filed an application to expand the scope of the ordinary course retention of Howrey LLP ("Howrey") as special counsel in these chapter 11 cases to represent the Debtors in connection with insurance coverage litigation. On October 20, 2009, the Court approved the Debtors' motion and authorized the expanded retention of Howrey. On March 19, 2010, Jeffrey M. Lesner Esq., the Howrey partner primarily responsible for the representation of the Debtors in the insurance coverage litigation resigned from Howrey. On March 22, 2010, Mr. Lesner joined Kilpatrick Stockton as a partner. Accordingly, the Debtors now seek to retain and employ Kilpatrick Stockton as special counsel in place of Howrey.

As set forth in the Kilpatrick Stockton Application, Kilpatrick Stockton will represent the Debtors in connection with insurance coverage litigation and will advise the Debtors with respect to, among other things (i) legacy liabilities, (ii) insurance procurement, (iii) insurance claim handling and prosecution, (iv) the coordination of defense for asbestos and toxic tort claims, and (v) insurance coverage litigation related to diacetyl claims.

The Debtors believe that Kilpatrick Stockton is well suited to serve as special counsel to the Debtors because Mr. Lesner and others members of the Kilpatrick Stockton team formerly employed by Howrey have considerable knowledge concerning insurance matters. The Debtors further assert that Mr. Lesner and the Kilpatrick Stockton team have provided similar services to the Debtors and certain of their affiliates for more than 15 years, and that Kilpatrick Stockton will be able to represent the Debtors in an efficient manner because Mr. Lesner and other Kilpatrick Stockton attorneys have gained considerable institutional knowledge of the Debtors' insurance coverage over the course of such period. In addition, the Debtors maintain that the services to be provided by Kilpatrick Stockton will not be duplicative of the services provided by the Debtors' other professionals.

The Debtors propose to compensate Kilpatrick Stockton in accordance with Kilpatrick Stockton's customary hourly rates. By category, Kilpatrick Stockton's hourly rates are as follows: (i) partners - \$375 to \$730; (ii) counsel - \$310 - \$725; (iii) associates - \$240 to \$460; (iv) paralegals - \$120 to \$265. The Debtors will also reimburse Kilpatrick Stockton for all other expenses incurred in connection with the services provided. Kilpatrick Stockton will apply to the Bankruptcy Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules and the local bankruptcy rules for the Southern District of New York.

The Debtors submit that Kilpatrick Stockton has no connections with the Debtors, their creditors or any other parties in interest in these chapter 11 cases, except that Kilpatrick Stockton has represented certain of the Debtors' creditors and other entities and parties in interest in matters wholly unrelated to the chapter 11 cases. The Debtors further submit that Kilpatrick Stockton

does not hold or represent any interest adverse to the Debtors or their estates with respect to the matters on which Kilpatrick Stockton is to be engaged.

The Kilpatrick Stockton Application has been scheduled for presentment on June 3, 2010 at 12:00 p.m. (ET), with a corresponding objection deadline of June 3, 2010 at 11:30 a.m. (ET).