

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
MORTGAGE LENDERS) Case No. 07-10146 (PJW)
NETWORK USA, INC.,¹)
)
Debtor.)

**ORDER PURSUANT TO SECTIONS 105(A), 327, 328 AND 330 OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTOR TO RETAIN,
EMPLOY AND COMPENSATE CERTAIN PROFESSIONALS UTILIZED
BY THE DEBTOR IN THE ORDINARY COURSE OF BUSINESS**

Upon the Motion² of the above-captioned debtor and debtor in possession (the “Debtor”) for entry of an order pursuant to sections 105(a), 327, 328 and 330 of the Bankruptcy Code, authorizing it to retain, employ, and compensate certain professionals in the ordinary course of business without further order of the Court; the Court having reviewed the Motion; the 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 of this Chapter 11 Case in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409, and (d) notice of the Motion was sufficient under the circumstances; the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested is in the best interests of the Debtor’s estate, its creditors and other parties in interest;

¹ Debtor’s EIN: XX-XXX7394;
Debtor’s Address: Middlesex Corporate Center, 213 Court Street, 11th Floor, Middletown, CT 06457

² Capitalized terms used herein and not otherwise defined shall have the same meaning as in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Debtor is authorized to retain and employ, effective as of the Petition Date, the Ordinary Course Professionals listed on Exhibit A to the Motion, without the need to file separate, formal retention applications for each Ordinary Course Professional and obtain retention orders for each.
3. Within five (5) business days after the date of entry of this Order, the Debtor shall serve this Order and the form of Affidavit attached to the Motion as Exhibit B upon each Ordinary Course Professional.
4. On the later of (a) thirty (30) days after entry of an order by this Court granting the Motion, or (b) prior to the date an Ordinary Course Professional provides any services to the Debtor following the Petition Date, each Ordinary Course Professional shall file with this Court, and serve upon the Notice Parties, a disclosure affidavit of the proposed professional (the "Affidavit") in substantially the form attached to the Motion as Exhibit B, which includes the following information: (a) a description of the effort(s) that were taken to search for connections with parties in interest; (b) a description of the proposed scope of services to be provided by the Ordinary Course Professional; (c) the rate(s) proposed to be charged for the services; (d) all information otherwise required to be disclosed pursuant to Federal Rule of Bankruptcy Procedure 2014; and (e) to the extent that the Ordinary Course Professional was not providing services as of the Petition Date, the date on which such services began postpetition.
5. The Notice Parties shall have ten (10) days after service of each Ordinary Course Professional's Affidavit (the "Objection Period") to object to the retention of such

professional. Any such objections shall be timely served upon the Ordinary Course Professional to whom the objection applies, the Debtor, and the Notice Parties. If any such objection is filed and cannot be resolved and/or withdrawn within twenty (20) days after service of such objection, this Court shall adjudicate the matter at a hearing scheduled by the Debtor at a mutually convenient time. If no timely objection is filed and received, or if any objection is withdrawn, the Debtor shall be authorized to retain the Ordinary Course Professional as a final matter without further order of this Court. Nothing herein shall preclude an Ordinary Course Professional from applying to the Court, pursuant to sections 330 and 331 of the Bankruptcy Code, for compensation for all work performed on behalf of the Debtor from the date an Affidavit is filed until such retention request is denied by the Court or withdrawn by the Debtor.

6. The Debtor may not make any payments to any Ordinary Course Professionals unless (i) the Ordinary Course Professional has filed the Affidavit, (ii) the Objection Period has expired, and (iii) no timely objection is pending, or, if a timely objection is received, (a) the objection is resolved and withdrawn, or (b) such retention is otherwise approved by the Court.

7. The Debtor is authorized, without need for further hearing or order from this Court, to employ and retain Ordinary Course Professionals not currently listed on Exhibit A to the Motion by filing with this Court, and serving on the Notice Parties, a Supplemental Notice listing the name of the professional, together with a brief description of the services to be rendered, and by otherwise complying with the terms of this Order.

8. The Debtor is authorized to pay to each Ordinary Course Professional listed on Exhibit A to the Motion, one hundred percent (100%) of each Ordinary Course

Professional's fees and expenses not to exceed the monthly caps for each such Ordinary Course Professional set forth on Exhibit A hereto.² Each Ordinary Course Professional must submit reasonably detailed billing statements indicating the nature of the services rendered, calculated in accordance with such professional's standard billing practices (without prejudice to the Debtor's normal right to dispute any such billing statements).

9. If in any given month the fees and expenses for any one Ordinary Course Professional exceeds the monthly cap for such professional set forth on Exhibit A, such Ordinary Course Professional shall be required to apply for approval by the Court of all such Ordinary Course Professional's fees and expenses for such month under sections 330 and 331 of the Bankruptcy Code; provided, however, that such Ordinary Course Professional shall be entitled to an interim payment of up to the amount of the applicable monthly cap as a credit against the invoices for such month ultimately allowed by the Court.

10. All payments to any one Ordinary Course Professional shall be subject to 11 U.S.C. §§ 328(c) and 330 of the Bankruptcy Code, which provides generally that the Court may deny allowance of compensation for services and reimbursement of expenses if such professional person is not a disinterested person, or represents or holds an interest adverse to the interest of the estate with respect to the matter on which such professional person is employed or for reasons set forth in section 330. All payments to an Ordinary Course Professional are further subject to Federal Rules of Bankruptcy Procedures, the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware, and such

² One Ordinary Course Professional (Harper & Whitfield) will be permitted to charge a flat fee of \$10,000 (rather than a monthly rate) to perform an audit of the Debtor's 401(k) plan in accordance with applicable law.

procedures as may be approved by order of this Court for professionals involved in the conduct of this case, if payments to such Ordinary Course Professional exceed the applicable cap in fees and expenses during any one month.

11. Within thirty (30) days after the last day of March, June, September and December of each year this Chapter 11 Case are pending, the Debtor shall file with this Court and serve upon the Notice Parties a statement that includes the following information for each Ordinary Course Professional: (a) the name of the Ordinary Course Professional; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the statement period; and (c) a short statement of the type of services rendered by such Ordinary Course Professional.

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

Dated: _____, 2007

United States Bankruptcy Judge