SO ORDERED

Dated July 10, 2003

PAUL MANNES
U. S. BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Greenbelt Division)

In re:	)	
USGen New England, Inc.,	)	Chapter 11
Debtor.	)	Case No. 03-30465 PM

ORDER APPROVING DEBTOR'S AGREEMENT WITH BANKRUPTCY SERVICES LLC AND APPOINTING BSI AS AGENT OF THE BANKRUPTCY COURT PURSUANT TO 28 U.S.C. § 156(c)

Upon consideration of (i) the Motion For Order Approving Debtor's Agreement (the "Agreement") With Bankruptcy Services LLC ("BSI") And Appointing BSI As Agent Of The Bankruptcy Court Pursuant To 28 U.S.C. § 156(c) (the "Motion") filed by USGen New England, Inc., debtor and debtor in possession (the "Debtor"); (ii) the Agreement; (iii) the affidavit of Kathy Gerber of BSI in support of the Motion; and (iv) the Affidavit Of Ernest K. Hauser In Support Of First-Day Motions And Applications; and it appearing that due and sufficient notice of the Motion has been given and no further notice is required; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Motion is granted; and it is further

ORDERED, that BSI is appointed as the Claims Agent (as defined in the Motion) and is authorized to perform the services set forth in the Agreement and Motion, as requested by the Clerk's Office or the Debtor; and it is further

ORDERED, that the Debtor is authorized to retain and employ BSI effective as of the Petition Date to perform the noticing, claims processing, balloting, disbursement, and other services described in the Motion, including, but not limited to, receiving, maintaining, recording and otherwise administering proofs of claim filed in this chapter 11 case; and it is further

ORDERED, that pursuant to § 503(b)(1)(A) of the Bankruptcy Code, the fees and expenses of BSI incurred pursuant to the Agreement are to be treated as an administrative expense of the Debtor's chapter 11 estate, and shall be paid by the Debtor in the ordinary course of business after the submission of an invoice in reasonable detail describing the basis for the fees and expenses requested to be paid thereto; and it is further

ORDERED, that if this case is converted to a case under chapter 7 of the Bankruptcy Code, BSI will continue to be paid for its services until all claims in this case have been processed; and if claims agent representation is necessary in the converted chapter 7 case, BSI will continue to be paid in accordance with 28 U.S.C. § 156(c) upon the terms of the Agreement and hereof; and it is further

ORDERED, that the Debtor is authorized to pay BSI a retainer in the amount of $10,000 to be applied against BSI's final invoice for services provided in this case; and it is further

ORDERED, that if BSI is unable to provide the services set forth in the Agreement, BSI will immediately notify the Clerk's Office, the Debtor and the Debtor's counsel and cause all original proofs of claim and computer information turned over to another claims

agent with the advice and consent of the Clerk, the Debtor and the Debtor's counsel; and it is further

ORDERED, that the Court shall retain jurisdiction over any matters arising from or relating to the implementation or interpretation of this Order.

END OF ORDER

cc:

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