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Signed and Filed: March 09, 2009

Handwritten signature of Dennis Montali in cursive script.

DENNIS MONTALI
U.S. Bankruptcy Judge

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11 Creditors

12 UNITED STATES BANKRUPTCY COURT
13 NORTHERN DISTRICT OF CALIFORNIA
14 SAN FRANCISCO DIVISION

15 In re:
16 HELLER EHRMAN LLP,
17 Debtors.

CASE NO.: 08-32514
Chapter 11

[NO HEARING REQUIRED]

19 **ORDER AUTHORIZING EMPLOYMENT OF DEVELOPMENT**
20 **SPECIALISTS, INC. AS CONSULTANTS FOR THE DEBTOR AND**
21 **OFFICIAL COMMITTEE OF UNSECURED CREDITORS'**

22 Upon the Application (the "Application") of the Debtor and Debtor in Possession herein
23 ("Debtor") and the Official Committee of Unsecured Creditors in the above-captioned bankruptcy
24 case (the "Committee"), to employ Development Specialists, Inc. ("DSI") as consultants to the
25 Debtor and to the Committee, upon the declaration of Bradley D. Sharp (the "Declaration") in
26 support of the Application, and the court being satisfied based on the representations made in the
27 Application and the Declaration that the partners and associates of DSI who will be engaged in
28 the chapter 11 case represent no interest adverse to Debtor's estate with respect to the matters

1 upon which they will be engaged; and that they are disinterested persons as that term is defined
2 under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy
3 Code; and it appearing that the relief requested is in the best interests of the Debtor's estate, its
4 creditors and other parties in interest; and it appearing that notice of this Application was
5 appropriate under the circumstances; and after due deliberation and sufficient cause appearing
6 therefore, it is hereby

7 ORDERED that the Application is granted; and it is further

8 ORDERED that the scope of DSI's employment for the Debtor shall generally include:

- 9 a. Providing management services and staffing as necessary to supplement
10 the Debtor's managers and employees;
- 11 b. Advising the Debtor on the wind up of the assets of the bankruptcy estate;
- 12 c. Advising the Debtor on issues regarding the structure of the wind up and
13 the staffing of the same;
- 14 d. Preparation of wind down plan and wind down budget; and
- 15 e. Performing such other tasks as may be agreed to by DSI and directed by
16 the Debtor or order of the Court.

17 ORDERED that the scope of DSI's employment for the Committee shall generally
18 include:

- 19 a. Providing litigation support and expert testimony regarding any claims
20 asserted against Bank of America and/or Citigroup by the Committee;
- 21 b. Assisting the Committee with its investigations into any assets of the
22 Debtor or with respect to any potential claims verses third parties that may be held by the estate;
- 23 c. Advising the Committee on the options for winding up the assets of the
24 bankruptcy estate and alternatives including but not limited to a conversion of the case; and
- 25 d. Performing such other tasks as may be agreed to by DSI and directed by
26 the Committee or order of the Court having jurisdiction over the Debtor.

27 ORDERED that the scope of DSI's employment jointly for the Committee shall generally
28 include:

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