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PROPOSED COUNSEL FOR THE
OFFICIAL COMMITTEE OF RETIREES

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|-----------------------|---------------------------|
| In re |) Case No. 03-17949 (PCB) |
| |) Jointly Administered |
| SOLUTION, INC., |) |
| and related entities, |) Chapter 11 |
| |) |
| Debtors. |) |

**ORDER AUTHORIZING EMPLOYMENT OF COUNSEL
FOR THE PROPOSED OFFICIAL COMMITTEE OF RETIREES**

Upon considering the Application to Approve Employment of Counsel for the Proposed Official Committee of Retirees (“Application”), the lack of opposition to the Application, and the records and pleadings on file in this case, and finding good cause, and that notice of the Application was adequate under the circumstances,

IT IS HEREBY ORDERED that the Application is granted.

IT IS HEREBY FURTHER ORDERED that the employment of Spencer Fane Britt Browne LLP (“Spencer Fane”) and Haskell, Slaughter, Young & Rediker, LLC (“Haskell

Slaughter”) as legal counsel to the Official Committee of Retirees (“Retiree Committee”) shall be, and it hereby is, authorized pursuant to 11 U.S.C. §101 *et seq.*, including but not limited to Sections 327, 328, 330 and 1114(b)(2), as of January 9, 2004.

IT IS HEREBY FURTHER ORDERED that Spencer Fane and Haskell Slaughter (collectively the “Firms”) shall be compensated on an hourly basis with reimbursement of expenses. The allowance and payment of fees and expenses shall be made in compliance with the professional compensation order entered in this case, the United States Bankruptcy Code, Federal Rules of Bankruptcy Procedure and Local Rules of this Court.

IT IS HEREBY FURTHER ORDERED that the Firms’ allowed fees and expenses shall be included within the “carveout” from the claims and liens of post-petition lenders on terms at least as favorable as those provided for counsel for the unsecured creditors committee and in a maximum amount which is not less than \$1 million for each Firm.

DATED: February 20, 2004

/s/ Prudence Carter Beatty
HONORABLE PRUDENCE C. BEATTY
UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served by electronic mail through the Bankruptcy Court's ECF System on the 18th day of February, 2004, at St. Louis, Missouri:
