

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|                                   |   |                        |
|-----------------------------------|---|------------------------|
| IN RE:                            | ) | Chapter 11             |
|                                   | ) |                        |
| Ames Holding Corp., <i>et al.</i> | ) | Case No. 09-14406(CSS) |
|                                   | ) |                        |
|                                   | ) | Jointly Administered   |
| Debtors.                          | ) |                        |
|                                   | ) |                        |

**ORDER DIRECTING APPOINTMENT OF FEE EXAMINER**

The Court having determined that the size and complexity of these cases will result in the filing of numerous and lengthy professional fee applications; and it further appearing that the appointment of a fee examiner pursuant to Rule 9017 of the Federal Rules of Bankruptcy Procedure, Rule 706 of the Federal Rules of Evidence and Rule 2016-2(j) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, is in the best interests of the debtors' estates, their creditors and all parties in interest; it further appearing that (a) the Court has subject-matter jurisdiction over this matter pursuant to 11 U.S.C. § 1334 and (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that sufficient cause exists to appoint a fee examiner;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The debtors and the Official Committee of Unsecured Creditors (if appointed) shall confer regarding the appointment of a fee examiner and the establishment of

related procedures concerning the fee examiner's review of the professional fee applications.

2. No interim nor final fee applications shall be considered by the Court prior to the review by the fee examiner and the submission of a report to the Court.
3. The debtors shall submit under certification of counsel by no later than February 24, 2009, a proposed order regarding the appointment of a fee examiner and the establishment of related procedures concerning the fee examiner's review of the Professional Claims. The certification shall indicate whether the proposed order has the consent of the Official Committee of Unsecured Creditors (if appointed); and, if not, the scope and basis of any dispute.

  
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Christopher S. Sontchi, Judge  
United States Bankruptcy Court

Dated: 12/16, 2009