

**Emergency Application for Entry of an Order Authorizing (A) the Employment and Retention of KZC Services, LLC as Turnaround Consultants for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date and (B) Appointing John R. Boken Chief Restructuring Officer (the “KZC Retention Application”).**

By the KZC Retention Application, the Debtors seek entry of an order allowing them to retain and employ KZC Services, LLC (“KZC”) as turnaround consultants and John R. Boken (“Boken”), as chief restructuring officer. The Debtors assert that KZC and Boken have the necessary skills, qualifications and expertise to guide the Debtors through the chapter 11 cases. KZC will assign Boken, a KZC employee, as the chief restructuring officer (the “CRO”) of the Debtors. The Debtors believe the services to be provided are necessary to the success of their chapter 11 cases.

KZC, Boken and their associates will be compensated hourly with rates ranging from \$45-\$775 per hour. In addition, if the Debtors obtain either a consensual restructuring or a final order approving a plan of reorganization, the Debtors will pay KZC a consummation fee of \$3,500,000. The Debtors also seek authority to reimburse KZC for reasonable expenses. The Debtors have paid KZC a retainer of \$500,000, together with an additional advance payment of \$250,000. As part of his title as CRO, Boken will be entitled to the indemnities offered to other officers of the Debtors. KZC has agreed to waive indemnities for those employees who do not serve as officers of the Debtors, although the Debtors ask that the board of directors be granted the authority to grant indemnity to the employees of KZC. The Debtors state that KZC is disinterested and has no connections to the Debtors, their creditors, or other relevant parties.

*An interim order approving the KZC Retention Application was entered on January 31, 2008. A final order approving the KZC Retention Application was entered on March 26, 2008.*