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

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In re: :
: :
CHIYODA AMERICA, INC, : Case No. 09-15059 (AJG)
: Chapter 11 Case
Debtor. :
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**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
THE GARDEN CITY GROUP, INC. AS CLAIMS AND NOTICING AGENT FOR THE
DEBTOR**

Upon the application, dated August 19, 2009 (the "Application"), of Chiyoda America, Inc. ("Debtor"), pursuant to 28 U.S.C. § 156(c) authorizing the employment and retention of The Garden City Group, Inc. ("Garden City") as claims and noticing agent, as more fully set forth in the Application; and upon consideration of the affidavit of Jeffrey S. Stein sworn to on August [], 2009, a copy of which is attached to the Application as Exhibit B; and it appearing that noticing, receiving, docketing, and maintaining proofs of claims in this volume would be unduly time-consuming and burdensome for the office of the clerk (the "Clerk") of the bankruptcy court; and the Court being authorized under 28 U.S.C. § 156(c) to utilize, at the Debtor's expense, outside agents and facilities to provide notices to parties in title 11 cases and to receive, docket, maintain, photocopy and transmit proofs of claim; and the Court being satisfied that Garden City has the capability and experience to provide such services and that Garden City is a disinterested

person and does not hold or represent an interest adverse to the Debtor or its estate with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to all parties in interest; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

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

ORDERED that subject to the terms of this Order and 28 U.S.C. § 156(c), Bankruptcy Rule 2002 and Local Rule 5075-1, the Debtor is authorized to retain GCG, effective as of the date of the Application, to perform the services set forth in the Application, under the terms of the Retention Agreement, and to receive, maintain, record and otherwise administer the proofs of claim filed in this Chapter 11 case; and it is further

ORDERED that GCG is appointed as agent for the Clerk and as custodian of the court records, and as such, is designated as the authorized repository for all proofs of claim filed in this Chapter 11 case and is authorized and directed to maintain an official claims register for the Debtor and to provide the Clerk with access to the electronic record maintained by GCG and make the claims register available on GCG's website; and it is further

ORDERED that GCG is authorized and directed to perform all services related to processing proofs of claim and maintaining a claims register, including, without limitation:

(a) Notify all potential creditors of the filing of the bankruptcy petitions and of the setting of the first meeting of creditors, pursuant to § 341(a) of the Bankruptcy Code, under the proper provisions of the Bankruptcy Code and the Bankruptcy Rules;

(b) Maintain an official copy of the Debtor's Schedules, listing the Debtor's known creditors and the amounts owed thereto;

(c) Notify all potential creditors of the existence and amount of their respective claims as evidenced by the Debtor's books and records as set forth in the Schedules;

(d) Furnish a notice of the last date for the filing of proofs of claims and a form for the filing of a proof of claim, after such notice and form are approved by this Court;

(e) File with Clerk an affidavit or certificate of service with a copy of the notice, a list of persons to whom it was mailed (in alphabetical order), and the date the notice was mailed, within ten (10) days of service;

(f) Docket all claims filed in the case, maintain the official claims register (the "Claims Register") for the Debtor on behalf of the Clerk, and make the Claims Register available on GCG's website, unless otherwise directed;

(g) Specify, in the applicable Claims Register, the following information for each claim docketed: (i) the claim number assigned, (ii) the date received, (iii) the name and address of the claimant and, if applicable, the agent who filed the claim, and (iv) the classification(s) of the claim (e.g., secured, unsecured, priority, etc.);

(h) Record all transfers of claims and provide any notices of such transfers required by Bankruptcy Rule 3001(e);

(i) Make changes in the Claims Register pursuant to orders of this Court;

(j) Provide access to the public for examination of copies of the proofs of claim or proofs of interest filed in this case without charge during regular business hours;

(k) Maintain the official mailing list for Debtor of all entities that have filed a proof of claim, which list shall be available upon reasonable request by a party in interest or the Clerk;

(l) Assist with, among other things, solicitation and calculation of votes and distribution as required in furtherance of confirmation of plan(s) of reorganization;

(m) Thirty (30) days prior to the close of this case, submit an order dismissing GCG as the Claims and Noticing Agent and terminating the services of GCG as the Claims and Noticing Agent upon completion of its duties and responsibilities and upon the closing of this case; and

(n) At the close of the case, box and transport all original documents, in proper format, as provided by the Clerk's office, to the Federal Archives Record Administration; and it is further

ORDERED that GCG is authorized to take such other action as is necessary to comply with all duties set forth in the Application; and it further

ORDERED that the Debtor is authorized to compensate GCG on a monthly basis, in accordance with the Retention Agreement and this order, upon the receipt of reasonably detailed invoices setting forth the services provided by GCG in the prior month and the rates charged for each, and to reimburse GCG for all reasonable and necessary expenses it may incur, upon the presentation of appropriate documentation; and it is further

ORDERED that if this Chapter 11 case converts to a case under chapter 7 of the Bankruptcy Code, GCG will continue to be paid for its services until the claims filed in this

Chapter 11 case have been processed completely; if claims agent representation is necessary in the converted chapter 7 case(s), GCG will continue to be paid in accordance with 28 U.S.C. § 156(c) under the terms set out herein; and it is further

ORDERED that in the event that GCG is unable to provide the services set out in this Order, GCG immediately shall notify the Clerk and the Debtor's counsel and cause to have all original proofs of claim and computer information turned over to another claims agent with the advice and consent of the Clerk and Debtor's counsel; and it is further

ORDERED that GCG shall notify promptly the Clerk, the bankruptcy judge presiding over this case, and the Debtor in the event that GCG or any affiliate of GCG becomes a creditor or party in interest in this Chapter 11 case; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: New York, New York
August 25, 2009

s/Arthur J. Gonzalez

UNITED STATES BANKRUPTCY JUDGE