

BLANK ROME LLP
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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 DEBTOR IN POSSESSION TO RETAIN BLANK ROME LLP
AS COUNSEL NUNC PRO TUNC TO AUGUST 19, 2009**

Upon the application (the “Application”) of Chiyoda America, Inc. (the “Debtor”) for the entry of an order authorizing the retention of Blank Rome LLP (“Blank Rome”) as their attorneys, effective *nunc pro tunc* to the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”); and upon the Verified Statement of Michael Z. Brownstein, a partner at Blank Rome, filed with the Application, as amended by the First Amendment to Verified Statement of Michael Z. Brownstein filed on September 9, 2009 (the “Brownstein Affidavit”); and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core

proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Application and the Brownstein Affidavit; and the Court being satisfied based on the representations and disclosures made in the Application and the Brownstein Affidavit that (a) Blank Rome does not hold or represent an interest adverse to the Debtor's estate and (b) Blank Rome is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and it appearing to the Court that the relief requested is in the best interests of the Debtor's estate, its creditors, and other parties in interest; and good, adequate, and sufficient cause has been shown to justify the immediate entry of this Order; and notice of the Application appearing to be adequate and appropriate under the circumstances; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, that the Application is granted subject to the terms and conditions of this Order; and it is hereby

ORDERED, that pursuant to § 327 of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure, the Debtor be, and hereby is, authorized and empowered to retain and employ the firm of Blank Rome in accordance with the Application and Brownstein Affidavit as its bankruptcy counsel in its chapter 11 case under a general retainer nunc pro tunc to the date the Debtor commenced its chapter 11 case; and it is further

ORDERED, that Blank Rome shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtor's chapter 11 case in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines established by the Office of the United States Trustee for

the Southern District of New York, and any other applicable procedures and orders of the Court;
and it is further

ORDERED that notwithstanding anything in the Application or the Engagement Letter, as amended, to the contrary, including paragraph 9 of the Addendum to the Engagement Letter dated June 1, 2009, during the pendency of this Chapter 11 case as contemplated by the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and any confirmed Plan of Reorganization, this Court shall retain jurisdiction over all matters arising out of and/or pertaining to Blank Rome's engagement and any matters, claims, rights or disputes arising from or related to the implementation of this Order; and it is further

ORDERED, that the Debtor (and/or Blank Rome) will notify, in writing, the Court, the Office of the United States Trustee, the Official Committee of Unsecured Creditors, and any other parties in interest entitled to notice under the Orders entered by this Court, of any proposed across-the-board billing rate adjustments and the proposed effective date for such adjustments.

Dated: September 23, 2009
New York, New York

s/Arthur J. Gonzalez
United States Bankruptcy Judge