

terms set forth in the engagement letter appended to the Application, is in the best interests of the Debtors and their estates, creditors and interest holders.

IT IS THEREFORE ORDERED THAT:

1. The Debtors' employment and retention of Ryan as their sales and use tax consultants to perform the services described in the Application and the engagement letter, effective as of April 2, 2004 and on the terms and conditions set forth in the Application and the engagement letter, is approved.

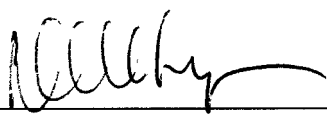
2. The fees payable to Ryan shall be subject to review only pursuant to the standards set forth in section 328(a) of the Bankruptcy Code and shall not be subject to the standard of review set forth in section 330 of the Bankruptcy Code.

3. Within three (3) business days of the entry of this Interim Order, counsel for the Debtors shall serve the Interim Order upon all parties entitled to receive notice of the Application.

4. This Interim Order shall become a Final Order on the twenty-seventh (27th) day after entry of this Interim Order without further notice or hearing unless an objection to the Interim Order is timely filed with the Court and served on counsel for the Debtors on or before twenty-six (26) days after entry of the Interim Order.

DATED: April 9, 2004

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HONORABLE D. MICHAEL LYNN
UNITED STATES BANKRUPTCY JUDGE