

States Constitution; and venue being proper in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this application was appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Kortanek Declaration, that Drinker Biddle does not hold or represent an adverse in connection with the cases, and that Drinker Biddle is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interests of the Ad Hoc Noteholder Group, the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application and the Kortanek Declaration, and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

It is hereby **ORDERED**, that:

1. The Application is **GRANTED** to the extent set forth herein.
2. Pursuant to sections 328 and 1103(a) of the Bankruptcy Code, the Ad Hoc Noteholder Group is authorized to employ and retain Drinker Biddle as counsel *nunc pro tunc* to February 1, 2018.
3. Drinker Biddle shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, any case-specific fee protocols approved by the Court and the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered by this Court, and any other applicable procedures and orders

of the Court. Drinker Biddle also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Drinker Biddle in these chapter 11 cases.

4. Drinker Biddle shall provide ten business days' notice to the Debtors, the U.S. Trustee, and the Ad Hoc Noteholder Group before any increases in the rates set forth in the Application or any agreement entered into in connection with the Ad Hoc Noteholder Group's retention of Drinker Biddle are implemented and shall file such notice with the Court, provided, however, that in the event that Drinker Biddle attorneys responsible for the matter do not have sufficient advance notice of such rate increases, Drinker Biddle shall provide notice to the Debtors, the U.S. Trustee, and the Ad Hoc Noteholder Group as soon as practicable after the information regarding rate increases becomes available to Drinker Biddle attorneys responsible for this matter. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. Drinker Biddle shall make all reasonable efforts to avoid any inappropriate duplication of services provided by any of the Ad Hoc Noteholder Group's other retained Professionals in these Chapter 11 Cases.

6. No agreement or understanding exists between Drinker Biddle and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received

for services rendered in connection with this case. Drinker Biddle shall not share or agree to share compensation received for services rendered in connection with this case with any other person other than as permitted by Bankruptcy Code section 504.

7. Notwithstanding anything in the Application to the contrary, Drinker Biddle shall, (i) to the extent that Drinker Biddle uses the services of independent contractors, subcontractors, or employees of foreign affiliates or subsidiaries (collectively, the “Contractors”) in this case, pass-through the cost of such Contractors to the Debtor at the same rate that Drinker Biddle pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for Drinker Biddle’s retention; and (iv) file with this Court such disclosures required by Bankruptcy Rule 2014.

8. Notwithstanding anything to the contrary in the Application, any order entered in connection therewith, or any agreement entered into in connection with the retention of Drinker Biddle, Drinker Biddle shall not seek reimbursement of expenses for office supplies.

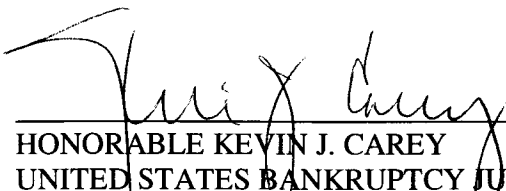
9. The Ad Hoc Noteholder Group and Drinker Biddle are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. For the avoidance of doubt, entry of this Order is without prejudice to the rights of the Creditors’ Committee and the Debtors to contend that work done by Drinker Biddle (including, but not limited to, work listed in the Application) was done in contravention of the Settlement Order, as beyond the scope listed in the Settlement Order.

11. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. During the course of these bankruptcy cases, this Court has and shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: April 5, 2018
Wilmington, Delaware



HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE