

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

MIG, INC.,

Debtor.

Chapter 11

Case No. 09-12118 (KG)

Ref. Docket No. 4

**ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES  
FOR INTERIM MONTHLY COMPENSATION OF PROFESSIONALS**

Upon the motion (the “**Motion**”)<sup>1</sup> filed by the above-captioned debtor and debtor-in-possession (the “**Debtor**”) entry of an order administrative order establishing procedures for interim monthly compensation of professionals; and the Court, having reviewed the Motion and having heard the statements of counsel in support of the relief requested in the Motion at the hearing before the Court (the “**Hearing**”), finds that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, that this is a core matter pursuant to 28 U.S.C. § 157(b)(2), that notice of the Motion and the Hearing were sufficient under the circumstances and that no further notice need be given; and the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein,

THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is Granted.
2. Except as may otherwise be provided in other orders of this Court authorizing the retention of specific professionals, all Professionals in these cases shall seek interim monthly payment of Compensation in accordance with the following procedures (the “**Compensation Procedures**”):

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

a. On or after the 20th day of each calendar month, beginning with August 2009, each of the Professionals seeking interim compensation shall file with the Court an application (the “**Monthly Fee Application**”) pursuant to Section 331 of the Bankruptcy Code, for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month (the “**Monthly Compensation Period**”) and serve a copy of such Monthly Fee Application on: (i) the Debtor, MIG, Inc., 5960 Fairview Road, Suite 400, Charlotte, N.C. 28210, Attention: Natahsa Alexeeva; (ii) proposed counsel for the Debtor, Greenberg Traurig, LLP, The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, Delaware 19801, Attention: Scott C. Cousins, Esq. and Greenberg Traurig, LLP, MetLife Building, 200 Park Avenue, New York, New York, 10166, Attention: Maria J. DiConza, Esq.; (iii) Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801; and (iv) counsel to any official committee appointed in this case (subsequent to its appointment in this case), including the Committee (collectively, the “**Notice Parties**”). All Monthly Fee Applications shall comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), applicable Third Circuit law, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and the Guidelines established by the Office of the United States Trustee.

b. Each Notice Party will have twenty days after filing and service of a Monthly Fee Application to object to such application

(the “**Objection Deadline**”). Upon the expiration of the Objection Deadline, each Professional may file a certificate of no objection or a certificate of partial no objection with the Court, whichever is applicable, after which the Debtor is authorized to pay each Professional an amount (the “**Actual Payment**”) equal to the lesser of (i) eighty (80) percent of the fees and one hundred (100) percent of the expenses requested in the Monthly Fee Application (the “**Maximum Payment**”), or (ii) eighty (80) percent of the fees and one hundred (100) percent of the expenses not subject to an objection pursuant to subparagraph (c) below.

c. If any Notice Party objects to a Professional’s Monthly Fee Application, it must file with the Court and serve on the affected Professional and each of the Notice Parties a written objection (the “**Objection**”), which must be filed with the Court and received by the affected Professional and the Notice Parties on or before the Objection Deadline. Thereafter, the objecting party and the affected Professional may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution of the Objection within twenty (20) days after service of the Objection, the affected Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Payment and the Actual Payment made to the affected Professional (the “**Incremental Amount**”); or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and dispose of the Objection if requested by the parties.

d. Each Professional may submit the first Monthly Fee Application on or after August 20, 2009, and such Monthly Fee Application shall be for the period from the Petition Date through July 31, 2009.

e. Beginning with the period ending September 30, 2009, at three-month intervals or at such other intervals convenient to the Court (the “**Interim Fee Period**”), each Professional shall file with the Court and serve on the Notice Parties a request for interim Court approval and allowance, pursuant to Section 331 of the Bankruptcy Code, of the compensation and reimbursement of expenses sought in the Monthly Fee Applications filed during the Interim Fee Period (an “**Interim Fee Application**”). The Interim Fee Application must include a summary of the Monthly Fee Applications that are the subject of the request and any other information requested by the Court or required by the Local Rules of this Court.

f. Each Professional must file and serve its Interim Fee Application within 45 days of the conclusion of the Interim Fee Period for which the request seeks allowance of fees and reimbursement of expenses. The first Interim Fee Application shall cover the time between the Petition Date through and including September 30, 2009, and shall be filed on or before November 16, 2009. Any Professional who fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses under the Compensation Procedures until such time as the Interim Fee Application is submitted.

g. The Debtor shall request a hearing on the pending Interim Fee Applications at least every six months. The Debtor, however, may request that a hearing be held every three months or at such other intervals as the Court deems appropriate.

h. The pendency of an objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from the future payment of compensation or reimbursement of expenses, unless the Court orders otherwise. In addition, any professional that fails to file a Monthly Fee Application or an Interim Fee Application when due or permitted will be ineligible to receive further interim payments of fees or expenses under the Compensation Procedures until such time as Monthly Fee Application or Interim Fee Application is submitted by the Professional. There will be no other penalties for failing to file a Monthly Fee Application or an Interim Fee Application in a timely manner.

i. Neither (i) the payment of, nor the failure to pay in whole or in part, monthly interim compensation and reimbursement of expenses nor, (ii) the filing of, nor failure to file, an objection will bind any party-in-interest or the Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of the Professionals. All fees and expenses paid to the Professionals are subject to disgorgement until final allowance by the Court.

3. Each member of any official committee appointed in this case is permitted to submit statements of expenses (excluding fees and expenses of such committee members'

counsel) and supporting vouchers to counsel to such committee, who shall collect and submit the committee members' requests for reimbursement in accordance with the approved procedure for monthly and interim compensation and reimbursement of Professionals.

4. Only the Notice Parties shall be entitled to receive Monthly Fee Applications, the Interim Fee Applications, and the notice of hearing on Interim Fee Applications (the "**Hearing Notice**"), and all other parties who file a request for service pursuant to Bankruptcy Rule 2002 shall be entitled to receive only the Hearing Notice.

5. The Debtor shall include all payments made to Professionals on the monthly operating report, detailed so as to state the amount paid to each of the Professionals.

6. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

7. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware

July 29, 2009

  
UNITED STATES BANKRUPTCY JUDGE