

**Exhibit I-5. Sample Order Appointing Claims Agent**

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA

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In re: :  
: Chapter 11  
: Case No.  
:  
: (No Hearing requested)  
Debtor(s). :  
:  
:  
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ORDER AUTHORIZING EMPLOYMENT OF [name of claims agent] AS  
CLAIMS, VOTING AND NOTICING AGENT OF THE BANKRUPTCY  
COURT UNDER 28 U.S.C. § 156(c)

The Court having reviewed the Application for Order Appointing [name of claims agent] as Claims, Voting and Noticing Agent of the Bankruptcy Court Under 28 U.S.C. § 156(c) (the “Application”),<sup>1</sup> filed by [name of debtor], the debtor and debtor in possession herein (the “Debtor”) for entry of an order under 28 U.S.C. § 156(c) approving an agreement with [name of claims agent] appointing [name of claims agent] as claims administrator and noticing and balloting agent of the Bankruptcy Court (the “Claims and Noticing Agent”); and the court having reviewed the Application and the Declaration of [name of claims agent], and the Court being satisfied with the representations made in the Application and the [name of claims agent] that [name of claims agent] represents no interest adverse to the Debtor’s estate with respect to the matters upon which [name of claims agent] is to be engaged, that [name of claims agent] is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section I 107(b) of the Bankruptcy Code, and that [name of claims agent] appointment is necessary and would be in the best interests of the Debtor’s estate; and it appearing that proper and adequate notice has been given that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED, as of the commencement of this chapter 11 case.
2. [Name of claims agent] is appointed as the Claims and Noticing Agent in this chapter 11 case, as of the commencement of this case, pursuant to 28 U.S.C. § 15b(c), and is authorized to perform the following services as requested by the of-

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1. Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Application.

office of the Clerk of the Bankruptcy Court for the Northern District of California (the “Clerk’s Office”) or the Debtor:

(1) Serve required notices in this chapter 11 case, including:

(a) A notice of the bankruptcy filing, the Section 341 meeting of creditors, the claims bar date, etc. in a form or forms approved by the Clerk, the Office of the United States Trustee and this Court;

(b) Notices of objections to claims;

(c) Notices of any hearings on a disclosure statement and confirmation of a plan of reorganization or liquidation; and

(d) Such other miscellaneous notices as the Debtor or the Court may deem necessary or appropriate for an orderly administration of this chapter 11 case;

(2) Within five business days after the service of a particular notice, file with the Clerk’s Office an affidavit of service that includes (i) a copy of the notice served, (ii) an alphabetical list of persons on whom the notice was served, along with their addresses, and (iii) the date and manner of service;

(3) Maintain the originals of all proofs of claim and proofs of interest filed in these cases, until such time as the Clerk’s Office directs [name of claims agent] to return such original proofs of claims and interest and file-stamp all documents received with a stamp approved by the Clerk, and file-stamp and return any copies of documents received in the filer’s self-addressed, stamped envelope(s);

(4) Maintain official claims registers in these cases by docketing all proofs of claim and proofs of interest in a claims database that includes the following information for each such claim or interest asserted:

(a) The name and address of the claimant or interest holder and any agent thereof, if the proof of claim or proof of interest was filed by an agent;

(b) The date the proof of claim or proof of interest was received by [name of claims agent] and/or the Court;

(c) The claim number assigned to the proof of claim or proof of interest;

(d) The asserted amount and classification of the claim; and

(e) The debtor against which a proof of claim or interest is filed.

(5) Implement necessary security measures to ensure the completeness and integrity of the claims registers;

(6) Transmit to the Clerk’s Office a copy of the claims registers as requested by the Clerk’s Office;

(7) Maintain a current mailing list for all entities that have filed proofs of claim or proofs of interest and make such list available upon request to the Clerk’s Office or any party in interest;

(8) Provide access to the public for examination of copies of the proofs of claim or proofs of interest filed in these cases without charge during regular business hours, and provide copies of any such proofs of claim and proofs of interest to members of the public, upon request, at a cost that is no greater than the per-copy price that is charged by the Court’s third-party copy service;

(9) Record all transfers of claims pursuant to Bankruptcy Rule 3001(e) and provide notice of such transfers as required by Bankruptcy Rule 3001(e), and record all claims filed by a debtor or trustee pursuant to Bankruptcy Rule 3004 and provide notice of such claims as required by Bankruptcy Rule 3004;

(10) Comply with applicable federal, state, municipal and local statutes, ordinances, rules, regulations, orders and other requirements;

(11) Provide temporary employees to process claims, as necessary;

(12) Promptly comply with such further conditions and requirements as the Clerk's Office or the Court may at any time prescribe; and

(13) Provide such other claims processing, noticing and related administrative services as may be requested from time to time by the Debtor.

3. [Name of claims agent] also is authorized to continue assisting the Debtor with, among other things: (a) the preparation of their schedules, statement of financial affairs and master creditor lists and any amendments thereto; (b) the reconciliation and resolution of claims; and (c) the preparation, mailing and tabulation of ballots for the purpose of voting to accept or reject a plan of reorganization.

4. The fees and expenses of [name of claims agent] incurred in the performance of the above services in accordance with the Agreement appended to the [name of claims agent] Declaration as Exhibit "A" shall be treated as an administrative expense of the Debtor's chapter 11 estate and shall be paid by the Debtor on a monthly basis.

5. [Name of claims agent] shall submit monthly invoices to the Debtor. Simultaneously with the delivery to the Debtor of each monthly invoice for services rendered, [name of claims agent] shall deliver a copy of the invoice to the Office of the United States Trustee ("UST") and to counsel for the Official Committee of Unsecured Creditors ("Creditors' Committee"). The Debtor is hereby authorized to pay each [name of claims agent] invoice after the tenth day after the invoice has been submitted to the UST and Creditors' Committee counsel unless the Debtor is advised, within that 10-day period, that a party objects to the invoice, in which case the objecting party must schedule a hearing before the Court to consider the disputed invoice. At the conclusion of [name of claims agent] engagement, [name of claims agent], shall return to the Debtor any unused portion of its retainer.

IT IS SO ORDERED.

Dated: \_\_\_\_\_

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United States Bankruptcy Judge