

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	
CATHOLIC DIOCESE OF WILMINGTON, INC., a Delaware Corporation, <sup>1</sup>	)	Chapter 11
	)	
Debtor.	)	Case No. 09-13560 (CSS)
	)	
	)	<b>Related Docket No. 96</b>
	)	
	)	
	)	

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**CERTIFICATION OF COUNSEL REGARDING TENTH INTERIM ORDER  
(I) AUTHORIZING THE DEBTOR TO USE ITS POOLED INVESTMENT ACCOUNT  
AND PROCESS WITHDRAWAL REQUESTS FROM NON-DEBTOR POOLED  
INVESTORS, SUBJECT TO CERTAIN LIMITATIONS; (II) WAIVING SECTION 345  
DEPOSIT GUIDELINES; (III) SCHEDULING A FURTHER INTERIM HEARING; AND  
(IV) GRANTING RELATED RELIEF**

I, Philip Trainer, Jr., counsel to the parish corporations and non-debtor Catholic entities that participate in the pooled investment account (the “Pooled Investment Account”) maintained by the Debtor at Bank of New York Mellon (together, the “Non-Debtor Participants”), hereby certify as follows:

1. On November 11, 2009, the Debtor filed the *Motion for (I) Interim and Final Orders (A) Authorizing the Debtor to Use Its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors in the Ordinary Course, (B) Waiving Section 345 Deposit Guidelines, (C) Scheduling a Final Hearing, and (D) Granting Related Relief; and (II) a Final Order Authorizing the Debtor to Take All Actions Necessary or Appropriate to Transfer Possession of Pooled Investment Funds to One or More Non-Debtor Fiduciaries* [Docket No. 96] (the “Motion”).

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 5439. The Debtor’s mailing address is 1925 Delaware Avenue, P.O. Box 2030, Wilmington, Delaware 19899-2030.

2. On June 9, 2010, the Court entered the *Ninth Interim Order (I) Authorizing the Debtor To Use Its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief* [Docket No. 526], granting the Motion on an interim basis to the extent set forth therein. Among other things, the Ninth Interim Order permitted the Debtor to authorize withdrawal requests of the Non-Debtor Participants from the Pooled Investment Account in the ordinary course, up to the amounts set forth in the order.

3. Undersigned counsel recently became aware that the Catholic Diocese Foundation (the “Foundation”) is in need of immediate funding in order to meet certain expenditures and financial obligations. As a result, undersigned counsel requested additional funding for the Foundation from the Pooled Investment Account. The Official Committee of Unsecured Creditors (the “Official Committee”) agreed to certain of those requests in the aggregate amount of \$236,156, which includes (i) \$74,406 for St. Paul School’s June and July 2010 payroll; (ii) \$94,250 for deacon formation training; (iii) \$37,500 for legal support; and (iv) \$30,000 for the Foundation’s audit.

4. Accordingly, undersigned counsel hereby submits a further interim order (the “Proposed Tenth Interim Order”) authorizing only (i) withdrawals previously authorized by the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth and Ninth Interim Orders; and (ii) the withdrawal by the Foundation of an additional \$236,156 from the Pooled Investment Account. Any additional withdrawals by the Foundation from the Pooled Investment Account will be subject to a further order to be submitted by the parties at a later date.

5. A copy of the Proposed Tenth Interim Order is attached hereto as Exhibit A. For the convenience of the Court and parties in interest, a blackline comparing the Proposed Tenth Interim Order with the Ninth Interim Order is attached hereto as Exhibit B.

6. The Non-Debtor Participants have provided a copy of the Proposed Tenth Interim Order to the Official Committee, the Office of the United States Trustee and the Custodian. None of these parties have objected to entry of the Proposed Tenth Interim Order.

WHEREFORE, the Non-Debtor Participants respectfully request that the Court enter the Proposed Tenth Interim Order at the earliest convenience of the Court.

Dated: June 25, 2010  
Wilmington, Delaware

Respectfully submitted,

**ASHBY & GEDDES, P.A.**

/s/ Philip Trainer, Jr.  
Philip Trainer, Jr. (No. 2788)  
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PTrainer@ashby-geddes.com

# **EXHIBIT A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
CATHOLIC DIOCESE OF WILMINGTON, INC., a Delaware Corporation, <sup>1</sup>	)	Case No. 09-13560 (CSS)
	)	
Debtor.	)	<b>Related to Docket Nos. 96, 115, 127, 128, 141, 285, 343, 344, 345, 347, 362, 387, 394, 423, 455, 526</b>

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**TENTH INTERIM ORDER (I) AUTHORIZING THE DEBTOR TO  
USE ITS POOLED INVESTMENT ACCOUNT AND PROCESS WITHDRAWAL  
REQUESTS FROM NON-DEBTOR POOLED INVESTORS, SUBJECT TO CERTAIN  
LIMITATIONS; (II) WAIVING SECTION 345 DEPOSIT GUIDELINES;  
(III) SCHEDULING A FURTHER INTERIM HEARING; AND  
(IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”) of the debtor and debtor in possession in the above-captioned case (the “Debtor”) for entry of an interim order, pursuant to sections 345(b), 363 and 105(a) of the Bankruptcy Code<sup>2</sup> (a) authorizing certain withdrawals from the Pooled Investment Account for the benefit of the Debtor and certain Pooled Investors (as hereinafter defined), (b) granting a further waiver of the deposit guidelines of section 345(b) of the Bankruptcy Code, (c) scheduling a final hearing, and (d) granting related relief, and the joinder of certain Pooled Investors in such Motion (the “Joinder”); and upon consideration of the responses to the Motion; and upon the entire record of this chapter 11 case; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 5439. The Debtor’s mailing address is 1925 Delaware Avenue, P.O. Box 2030, Wilmington, Delaware 19899-2030.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

28 U.S.C. § 157(b); and venue being proper in this District and before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Motion and opportunity for a hearing on the Motion was appropriate under the particular circumstances and that no other or further notice need be given; and the Court having entered the *Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief* [D.I. 141] (the “First Interim Order”) on November 20, 2009; and the Court having held a second interim hearing to consider the relief requested in the Motion on January 4, 2010 (the “Second Interim Hearing”); and the Court having entered the *Second Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief* [D.I. 285] (the “Second Interim Order”) on January 27, 2010; and the Court having entered the *Third Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief* [D.I. 347] (the “Third Interim Order”) on February 23, 2010; and the Court having held a third interim hearing to consider the relief requested in the Motion on March 1, 2010 (the “Third Interim Hearing”); and the Court having entered the *Fourth Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving*

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*Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief [D.I. 362] (the “Fourth Interim Order”) on March 2, 2010; and the Court having entered the *Fifth Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief [D.I. 387] (the “Fifth Interim Order”) on March 17, 2010; and the Court having entered the *Sixth Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief [D.I. 394] (the “Sixth Interim Order”) on March 26, 2010; and the Court having entered the *Seventh Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief [D.I. 423] (the “Seventh Interim Order”) on April 8, 2010; and the Court having entered the *Eighth Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief [D.I. 455] (the “Eighth Interim Order”) on April 30, 2010; and the Court having entered the *Ninth Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief [D.I. 526] (the******

“Ninth Interim Order”) on June 9, 2010, and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that, except to the extent specifically modified pursuant to this Order, all of the terms, conditions and provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth and Ninth Interim Orders shall remain in full force and effect; and it is further

ORDERED that, subject to the terms of the Custody Agreement, the Debtor is authorized to make withdrawals from the Pooled Investment Account and to process withdrawal requests of non-debtor Pooled Investors without further order of this Court, up to the applicable amounts set forth in the “Aggregate Cap” column on Exhibit A hereto (which amounts, for the avoidance of doubt, are cumulative of amounts set forth in the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth and Ninth Interim Orders); and it is further

ORDERED that, notwithstanding the immediately preceding paragraph or any other provision of this Order, the Custodian shall have no liability for, or otherwise be in violation of this Order, for acting in accordance with the Custody Agreement or processing any withdrawal or investment requests made by Debtor; and it is further

ORDERED that the Debtor is authorized to continue to invest and deposit funds into the Pooled Investment Account in accordance with its prepetition practices, without the need for a bond or other collateral as required by section 345(b) of the Bankruptcy Code, and the entities with which the Debtor’s Pooled Investment Funds are deposited and/or invested (including, without limitation, the Custodian) shall be excused from full compliance with the requirements of section 345(b) of the Bankruptcy Code until forty-five (45) days following the docketing of a final order directing compliance with section 345(b) as to specific accounts following the Fourth Interim Hearing (as hereinafter defined) on the relief requested in this

Motion, unless further extended by order of this Court following such Fourth Interim Hearing; and it is further

ORDERED that, subject to the terms of the immediately preceding paragraph, and effective *nunc pro tunc* to the Petition Date, the entities with which the Debtor's Pooled Investment Funds are deposited and/or invested (including, without limitation, the Custodian) are authorized to accept and hold or invest funds at the Debtor's direction, in accordance with the Debtor's prepetition investment practices; and it is further

ORDERED that the Debtor shall continue to utilize sub-fund accounting with respect to the Pooled Investor Account so that all postpetition transfers and transactions respecting the Pooled Investment Account shall be adequately and promptly documented in, and readily ascertainable from, the Debtor's books and records, to the same extent maintained by the Debtor prior to the commencement of this chapter 11 case; and it is further

ORDERED that nothing contained herein shall prevent the Debtor from establishing any additional sub-funds within the Pooled Investment Account as it may deem necessary and appropriate, and the Custodian is authorized to process the Debtor's request to account for transactions with respect to such sub-fund, and the Debtor shall provide notice of the same in its applicable monthly operating report filed in this case; and it is further

ORDERED that, subject to the limitations herein, and effective *nunc pro tunc* to the Petition Date, the Debtor and the Custodian are hereby authorized to exercise their respective rights and perform their respective obligations under the Custody Agreement in the ordinary course in accordance with prepetition practices without further order of this Court; without limiting the generality of the foregoing, the Custodian shall be authorized to surcharge the Pooled Investment Account as authorized in the Custody Agreement (including, without

limitation, reimbursements and offsets for the Prepetition Account Fees, post-petition fees and expenses, and overdrafts); and it is further

ORDERED that, effective *nunc pro tunc* to the Petition Date, the automatic stay of section 362 of the Bankruptcy Code is hereby modified to the extent necessary to permit or ratify, as applicable, any transactions contemplated by this Order; and it is further

ORDERED that a further interim hearing (the “Fourth Interim Hearing”) to consider the relief requested in the Motion shall be held in this Court as necessary; and it is further

ORDERED that, for the avoidance of doubt, nothing in this Order shall be interpreted or construed as a finding of fact or conclusion of law as to the nature or scope of the Debtor’s interest in any Pooled Investment Funds; and it is further

ORDERED that, for the avoidance of doubt, nothing in this Order shall be interpreted or construed as a finding of fact or conclusion of law as to the Custodian’s handling of the Pooled Investment Funds in the Pooled Investment Account; and it is further

ORDERED that the Debtor shall not transfer any property to the Prepetition Trusts without further order of this Court, after notice and a hearing; and it is further

ORDERED that, for the avoidance of doubt, nothing in this Order shall be interpreted or construed as a finding of fact or conclusion of law as to the Custodian’s consent to, or agreement with, any modifications to the Custody Agreement or with respect to transfer of any property to the Prepetition Trusts until the Custodian has approved such modifications in the handling of the Pooled Investment Funds in the Pooled Investment Account, such issues being expressly reserved for further consideration by the Custodian and the Debtor, and subject to further order of this Court, after notice and a hearing; and it is further

ORDERED that, for the avoidance of doubt, nothing in this Order shall be interpreted or construed as a finding of fact or conclusion of law as to the restricted or unrestricted nature of any Pooled Investment Funds, such issue being beyond the scope of the relief requested in the Motion; and it is further

ORDERED that, notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that, notwithstanding anything to the contrary in this Order, in the event Pooled Investment Funds or proceeds thereof transferred by the Debtor to a non-debtor Pooled Investor pursuant to this Order are determined to have been property of the Debtor's bankruptcy estate at the time of such transfer (such Pooled Investment Funds or proceeds, as applicable, the "Clawback Amounts"), such transfer shall be presumed to have been an unauthorized post-petition transfer within the meaning of section 549(a)(2)(B) of the Bankruptcy Code; provided, however, that such presumption may be rebutted by a showing that the transfer was made in the ordinary course of the Debtor's business within the meaning of section 363(c)(1) of the Bankruptcy Code; and it is further

ORDERED that, notwithstanding Bankruptcy Rule 6004(h), the terms and provisions of this Order shall be effective immediately upon entry hereof; and it is and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2010

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CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

<b>Pooled Investor</b>	<b>Amt. Auth. per 1st Interim Order</b>	<b>Additional Amt. Auth. per 2d Interim Order</b>	<b>Additional Amt. Auth. per 3d Interim Order</b>	<b>Additional Amt. Auth. per 4th Interim Order</b>	<b>Additional Amt. Auth. per 5th Interim Order</b>	<b>Additional Amt. Auth. per 6th Interim Order</b>	<b>Additional Amt. Auth. per 7th Interim Order</b>	<b>Additional Amt. Auth. per 8th Interim Order</b>	<b>Additional Amt. Auth. per 9th Interim Order</b>
DEBTOR	5,400,000	-	-	-	-	-	-	-	
NON-DEBTORS*									
<i>St. Ann Roman Catholic Church (Wilmington)</i>	-	-	-	-	-	10,000 <sup>1</sup>	-	-	
<i>St. Thomas the Apostle Roman Catholic Church</i>	-	-	-	-	-	-	-	-	
<i>St. Francis de Sales Roman Catholic Church</i>	-	-	-	-	-	-	-	-	
<i>St. John the Beloved Roman Catholic Church</i>	-	-	-	-	-	-	-	-	
Cathedral of St. Peter Roman Catholic Church	-	-	-	-	-	-	-	-	
St. Benedict Roman Catholic Church	-	-	-	-	-	-	-	-	
Corpus Christi Roman Catholic Church	-	-	50,000	-	25,000 <sup>2</sup>	-	-	25,000 <sup>3</sup>	64,000 <sup>4</sup>
St. Edmond Roman Catholic Church	-	-	-	-	-	-	-	-	
Holy Family Roman Catholic Church	-	-	135,897	-	-	-	-	-	
Holy Cross Roman Catholic Church	-	-	50,000	-	-	-	-	-	
Holy Rosary Roman Catholic Church	-	-	-	-	-	-	-	-	
St. Polycarp Roman	-	-	-	-	-	-	-	-	

\* Italics denotes non-debtor entities named as defendants in *Official Committee of Unsecured Creditors v. Catholic Diocese of Wilmington, Inc., et al. (In re Catholic Diocese of Wilmington, Inc.)*, Adv. Proc. No. 09-52866 (CSS) (Bankr. D. Del. 2009).

<sup>1</sup> The \$10,000 withdrawal is being paid to St. Ann's School.

<sup>2</sup> The \$25,000 withdrawal is being paid to the Corpus Christi School.

<sup>3</sup> The \$25,000 withdrawal is being paid to the Corpus Christi School.

<sup>4</sup> The \$64,000 withdrawal is being paid to the Corpus Christi School.

<b>Pooled Investor</b>	<b>Amt. Auth. per 1st Interim Order</b>	<b>Additional Amt. Auth. per 2d Interim Order</b>	<b>Additional Amt. Auth. per 3d Interim Order</b>	<b>Additional Amt. Auth. per 4th Interim Order</b>	<b>Additional Amt. Auth. per 5th Interim Order</b>	<b>Additional Amt. Auth. per 6th Interim Order</b>	<b>Additional Amt. Auth. per 7th Interim Order</b>	<b>Additional Amt. Auth. per 8th Interim Order</b>	<b>Additional Amt. Auth. per 9th Interim Order</b>
Catholic Church									
St. Luke Roman Catholic Church	-	-	-	-	-	-	-	-	
Our Lady of Lourdes Roman Catholic Church	-	-	40,000	-	-	-	-	-	
Our Mother of Sorrows Roman Catholic Church	-	-	23,620	-	-	-	-	-	
St. Paul Roman Catholic Church (Delaware City)	-	-	-	-	-	-	-	-	
St. Mary Refuge of Sinners Roman Catholic Church	-	-	-	-	-	-	-	-	
<i>Foundation</i>	150,000	45,000	219,500	-	-	-	-	-	
<i>DOW Schools</i>	-	-	-	-	-	-	-	-	
<i>Cemeteries</i>	75,000	-	132,500	-	-	-	72,000	-	
Charities	214,038	-	17,730	-	-	-	-	-	
<i>Siena Hall</i>	34,266	-	34,266	17,133	-	-	-	-	
<i>Children's Home</i>	31,656	-	31,656	15,828	-	-	-	-	
<i>Seton Villa</i>	25,040	-	37,560	-	-	-	-	-	
<i>Catholic Youth</i>	-	-	-	-	-	-	-	-	

<b>Pooled Investor</b>	<b>Additional Amount</b>	<b>Aggregate Cap (\$)</b>
DEBTOR		<b>5,400,000</b>
NON-DEBTORS*		
<i>St. Ann Roman Catholic Church (Wilmington)</i>		<b>10,000</b>
<i>St. Thomas the Apostle Roman Catholic Church</i>		-
<i>St. Francis de Sales Roman Catholic Church</i>		-
<i>St. John the Beloved Roman Catholic Church</i>		-
Cathedral of St. Peter Roman Catholic Church		-
St. Benedict Roman Catholic Church		-
Corpus Christi Roman Catholic Church		<b>164,000</b>
St. Edmond Roman Catholic Church		-
Holy Family Roman Catholic Church		<b>135,897</b>
Holy Cross Roman Catholic Church		<b>50,000</b>
Holy Rosary Roman Catholic Church		-
St. Polycarp Roman Catholic Church		-
St. Luke Roman Catholic Church		-
Our Lady of Lourdes Roman Catholic Church		<b>40,000</b>
Our Mother of Sorrows Roman Catholic Church		<b>23,620</b>
St. Paul Roman Catholic Church (Delaware City)		-
St. Mary Refuge of Sinners Roman Catholic Church		-
<i>Foundation</i>	<b>236,156</b>	<b>650,656</b>
<i>DOW Schools</i>		-
<i>Cemeteries</i>		<b>279,500</b>
<i>Charities</i>		<b>231,768</b>
<i>Siena Hall</i>		<b>85,665</b>
<i>Children's Home</i>		<b>79,140</b>
<i>Seton Villa</i>		<b>62,600</b>
<i>Catholic Youth</i>		-
<b>TOTAL</b>		<b>\$7,212,846</b>

\* Italics denotes non-debtor entities named as defendants in *Official Committee of Unsecured Creditors v. Catholic Diocese of Wilmington, Inc., et al. (In re Catholic Diocese of Wilmington, Inc.)*, Adv. Proc. No. 09-52866 (CSS) (Bankr. D. Del. 2009).

**EXHIBIT B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: )  
) Chapter 11  
)  
CATHOLIC DIOCESE OF WILMINGTON, ) Case No. 09-13560 (CSS)  
INC., a Delaware Corporation,<sup>1</sup> )  
) **Related to Docket Nos. 96, 115, 127, 128,**  
Debtor. ) **141, 285, 343, 344, 345, 347, 362, 387, 394,**  
) **423, 455, 526**

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**TENTH INTERIM ORDER (I) AUTHORIZING THE DEBTOR TO  
USE ITS POOLED INVESTMENT ACCOUNT AND PROCESS WITHDRAWAL  
REQUESTS FROM NON-DEBTOR POOLED INVESTORS, SUBJECT TO CERTAIN  
LIMITATIONS; (II) WAIVING SECTION 345 DEPOSIT GUIDELINES;  
(III) SCHEDULING A FURTHER INTERIM HEARING; AND  
(IV) GRANTING RELATED RELIEF**

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Upon the motion (the “Motion”) of the debtor and debtor in possession in the above-captioned case (the “Debtor”) for entry of an interim order, pursuant to sections 345(b), 363 and 105(a) of the Bankruptcy Code<sup>2</sup> (a) authorizing certain withdrawals from the Pooled Investment Account for the benefit of the Debtor and certain Pooled Investors (as hereinafter defined), (b) granting a further waiver of the deposit guidelines of section 345(b) of the Bankruptcy Code, (c) scheduling a final hearing, and (d) granting related relief, and the joinder of certain Pooled Investors in such Motion (the “Joinder”); and upon consideration of the responses to the Motion; and upon the entire record of this chapter 11 case; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 5439. The Debtor’s mailing address is 1925 Delaware Avenue, P.O. Box 2030, Wilmington, Delaware 19899-2030.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

28 U.S.C. § 157(b); and venue being proper in this District and before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Motion and opportunity for a hearing on the Motion was appropriate under the particular circumstances and that no other or further notice need be given; and the Court having entered the *Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief* [D.I. 141] (the “First Interim Order”) on November 20, 2009; and the Court having held a second interim hearing to consider the relief requested in the Motion on January 4, 2010 (the “Second Interim Hearing”); and the Court having entered the *Second Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief* [D.I. 285] (the “Second Interim Order”) on January 27, 2010; and the Court having entered the *Third Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief* [D.I. 347] (the “Third Interim Order”) on February 23, 2010; and the Court having held a third interim hearing to consider the relief requested in the Motion on March 1, 2010 (the “Third Interim Hearing”); and the Court having entered the *Fourth Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting*

*Related Relief* [D.I. 362] (the “Fourth Interim Order”) on March 2, 2010; and the Court having entered the *Fifth Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief* [D.I. 387] (the “Fifth Interim Order”) on March 17, 2010; and the Court having entered the *Sixth Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief* [D.I. 394] (the “Sixth Interim Order”) on March 26, 2010; and the Court having entered the *Seventh Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief* [D.I. 423] (the “Seventh Interim Order”) on April 8, 2010; and the Court having entered the *Eighth Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief* [D.I. 455] (the “Eighth Interim Order”) on April 30, 2010; and the Court having entered the Ninth Interim Order (I) Authorizing the Debtor to Use its Pooled Investment Account and Process Withdrawal Requests from Non-Debtor Pooled Investors, Subject to Certain Limitations; (II) Waiving Section 345 Deposit Guidelines; (III) Scheduling a Further Interim Hearing; and (IV) Granting Related Relief [D.I. 526] (the

[“Ninth Interim Order”](#)) on June 9, 2010, and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that, except to the extent specifically modified pursuant to this Order, all of the terms, conditions and provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth ~~and Ninth~~ Interim Orders shall remain in full force and effect; and it is further

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ORDERED that, subject to the terms of the Custody Agreement, the Debtor is authorized to make withdrawals from the Pooled Investment Account and to process withdrawal requests of non-debtor Pooled Investors without further order of this Court, up to the applicable amounts set forth in the “Aggregate Cap” column on [Exhibit A](#) hereto (which amounts, for the avoidance of doubt, are cumulative of amounts set forth in the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth ~~and Ninth~~ Interim Orders); and it is further

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ORDERED that, notwithstanding the immediately preceding paragraph or any other provision of this Order, the Custodian shall have no liability for, or otherwise be in violation of this Order, for acting in accordance with the Custody Agreement or processing any withdrawal or investment requests made by Debtor; and it is further

ORDERED that the Debtor is authorized to continue to invest and deposit funds into the Pooled Investment Account in accordance with its prepetition practices, without the need for a bond or other collateral as required by section 345(b) of the Bankruptcy Code, and the entities with which the Debtor’s Pooled Investment Funds are deposited and/or invested (including, without limitation, the Custodian) shall be excused from full compliance with the requirements of section 345(b) of the Bankruptcy Code until forty-five (45) days following the docketing of a final order directing compliance with section 345(b) as to specific accounts following the Fourth Interim Hearing (as hereinafter defined) on the relief requested in this

Motion, unless further extended by order of this Court following such Fourth Interim Hearing; and it is further

ORDERED that, subject to the terms of the immediately preceding paragraph, and effective *nunc pro tunc* to the Petition Date, the entities with which the Debtor's Pooled Investment Funds are deposited and/or invested (including, without limitation, the Custodian) are authorized to accept and hold or invest funds at the Debtor's direction, in accordance with the Debtor's prepetition investment practices; and it is further

ORDERED that the Debtor shall continue to utilize sub-fund accounting with respect to the Pooled Investor Account so that all postpetition transfers and transactions respecting the Pooled Investment Account shall be adequately and promptly documented in, and readily ascertainable from, the Debtor's books and records, to the same extent maintained by the Debtor prior to the commencement of this chapter 11 case; and it is further

ORDERED that nothing contained herein shall prevent the Debtor from establishing any additional sub-funds within the Pooled Investment Account as it may deem necessary and appropriate, and the Custodian is authorized to process the Debtor's request to account for transactions with respect to such sub-fund, and the Debtor shall provide notice of the same in its applicable monthly operating report filed in this case; and it is further

ORDERED that, subject to the limitations herein, and effective *nunc pro tunc* to the Petition Date, the Debtor and the Custodian are hereby authorized to exercise their respective rights and perform their respective obligations under the Custody Agreement in the ordinary course in accordance with prepetition practices without further order of this Court; without limiting the generality of the foregoing, the Custodian shall be authorized to surcharge the Pooled Investment Account as authorized in the Custody Agreement (including, without

limitation, reimbursements and offsets for the Prepetition Account Fees, post-petition fees and expenses, and overdrafts); and it is further

ORDERED that, effective *nunc pro tunc* to the Petition Date, the automatic stay of section 362 of the Bankruptcy Code is hereby modified to the extent necessary to permit or ratify, as applicable, any transactions contemplated by this Order; and it is further

ORDERED that a further interim hearing (the “Fourth Interim Hearing”) to consider the relief requested in the Motion shall be held in this Court as necessary; and it is further

ORDERED that, for the avoidance of doubt, nothing in this Order shall be interpreted or construed as a finding of fact or conclusion of law as to the nature or scope of the Debtor’s interest in any Pooled Investment Funds; and it is further

ORDERED that, for the avoidance of doubt, nothing in this Order shall be interpreted or construed as a finding of fact or conclusion of law as to the Custodian’s handling of the Pooled Investment Funds in the Pooled Investment Account; and it is further

ORDERED that the Debtor shall not transfer any property to the Prepetition Trusts without further order of this Court, after notice and a hearing; and it is further

ORDERED that, for the avoidance of doubt, nothing in this Order shall be interpreted or construed as a finding of fact or conclusion of law as to the Custodian’s consent to, or agreement with, any modifications to the Custody Agreement or with respect to transfer of any property to the Prepetition Trusts until the Custodian has approved such modifications in the handling of the Pooled Investment Funds in the Pooled Investment Account, such issues being expressly reserved for further consideration by the Custodian and the Debtor, and subject to further order of this Court, after notice and a hearing; and it is further

ORDERED that, for the avoidance of doubt, nothing in this Order shall be interpreted or construed as a finding of fact or conclusion of law as to the restricted or unrestricted nature of any Pooled Investment Funds, such issue being beyond the scope of the relief requested in the Motion; and it is further

ORDERED that, notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that, notwithstanding anything to the contrary in this Order, in the event Pooled Investment Funds or proceeds thereof transferred by the Debtor to a non-debtor Pooled Investor pursuant to this Order are determined to have been property of the Debtor's bankruptcy estate at the time of such transfer (such Pooled Investment Funds or proceeds, as applicable, the "Clawback Amounts"), such transfer shall be presumed to have been an unauthorized post-petition transfer within the meaning of section 549(a)(2)(B) of the Bankruptcy Code; provided, however, that such presumption may be rebutted by a showing that the transfer was made in the ordinary course of the Debtor's business within the meaning of section 363(c)(1) of the Bankruptcy Code; and it is further

ORDERED that, notwithstanding Bankruptcy Rule 6004(h), the terms and provisions of this Order shall be effective immediately upon entry hereof; and it is and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2010

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CHRISTOPHER S. SONTCHI  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

<b>Pooled Investor</b>	<b>Amt. Auth. per 1st Interim Order</b>	<b>Additional Amt. Auth. per 2d Interim Order</b>	<b>Additional Amt. Auth. per 3d Interim Order</b>	<b>Additional Amt. Auth. per 4th Interim Order</b>	<b>Additional Amt. Auth. per 5th Interim Order</b>	<b>Additional Amt. Auth. per 6th Interim Order</b>	<b>Additional Amt. Auth. per 7th Interim Order</b>	<b>Additional Amt. Auth. per 8th Interim Order</b>	<b>Additional Amt. Auth. per 9th Interim Order</b>
DEBTOR	5,400,000	-	-	-	-	-	-	-	
NON-DEBTORS*									
<i>St. Ann Roman Catholic Church (Wilmington)</i>	-	-	-	-	-	10,000 <sup>1</sup>	-	-	
<i>St. Thomas the Apostle Roman Catholic Church</i>	-	-	-	-	-	-	-	-	
<i>St. Francis de Sales Roman Catholic Church</i>	-	-	-	-	-	-	-	-	
<i>St. John the Beloved Roman Catholic Church</i>	-	-	-	-	-	-	-	-	
<i>Cathedral of St. Peter Roman Catholic Church</i>	-	-	-	-	-	-	-	-	
<i>St. Benedict Roman Catholic Church</i>	-	-	-	-	-	-	-	-	
<i>Corpus Christi Roman Catholic Church</i>	-	-	50,000	-	25,000 <sup>2</sup>	-	-	25,000 <sup>3</sup>	64,000 <sup>4</sup>
<i>St. Edmond Roman Catholic Church</i>	-	-	-	-	-	-	-	-	
<i>Holy Family Roman Catholic Church</i>	-	-	135,897	-	-	-	-	-	
<i>Holy Cross Roman Catholic Church</i>	-	-	50,000	-	-	-	-	-	
<i>Holy Rosary Roman Catholic Church</i>	-	-	-	-	-	-	-	-	
<i>St. Polycarp Roman Catholic Church</i>	-	-	-	-	-	-	-	-	

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\* Italics denotes non-debtor entities named as defendants in *Official Committee of Unsecured Creditors v. Catholic Diocese of Wilmington, Inc.*, et al. (*In re Catholic Diocese of Wilmington, Inc.*), Adv. Proc. No. 09-52866 (CSS) (Bankr. D. Del. 2009).

<sup>1</sup> The \$10,000 withdrawal is being paid to St. Ann’s School.  
<sup>2</sup> The \$25,000 withdrawal is being paid to the Corpus Christi School.  
<sup>3</sup> The \$25,000 withdrawal is being paid to the Corpus Christi School.  
<sup>4</sup> The \$64,000 withdrawal is being paid to the Corpus Christi School.

Pooled Investor	Amt. Auth. per 1st Interim Order	Additional Amt. Auth. per 2d Interim Order	Additional Amt. Auth. per 3d Interim Order	Additional Amt. Auth. per 4th Interim Order	Additional Amt. Auth. per 5th Interim Order	Additional Amt. Auth. per 6th Interim Order	Additional Amt. Auth. per 7th Interim Order	Additional Amt. Auth. per 8th Interim Order	Additional Amt. Auth. per 9th Interim Order
Catholic Church									
St. Luke Roman Catholic Church	-	-	-	-	-	-	-	-	
Our Lady of Lourdes Roman Catholic Church	-	-	40,000	-	-	-	-	-	
Our Mother of Sorrows Roman Catholic Church	-	-	23,620	-	-	-	-	-	
St. Paul Roman Catholic Church (Delaware City)	-	-	-	-	-	-	-	-	
St. Mary Refuge of Sinners Roman Catholic Church	-	-	-	-	-	-	-	-	
<i>Foundation</i>	150,000	45,000	219,500	-	-	-	-	-	
<i>DOW Schools</i>	-	-	-	-	-	-	-	-	
<i>Cemeteries</i>	75,000	-	132,500	-	-	-	72,000	-	
Charities	214,038	-	17,730	-	-	-	-	-	
<i>Siena Hall</i>	34,266	-	34,266	17,133	-	-	-	-	
<i>Children's Home</i>	31,656	-	31,656	15,828	-	-	-	-	
<i>Seton Villa</i>	25,040	-	37,560	-	-	-	-	-	
<i>Catholic Youth</i>	-	-	-	-	-	-	-	-	

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<b>Pooled Investor</b>	<b>Additional Amount</b>	<b>Aggregate Cap (\$)</b>
DEBTOR		<b>5,400,000</b>
NON-DEBTORS*		
<i>St. Ann Roman Catholic Church (Wilmington)</i>		<b>10,000</b>
<i>St. Thomas the Apostle Roman Catholic Church</i>		-
<i>St. Francis de Sales Roman Catholic Church</i>		-
<i>St. John the Beloved Roman Catholic Church</i>		-
Cathedral of St. Peter Roman Catholic Church		-
St. Benedict Roman Catholic Church		-
Corpus Christi Roman Catholic Church		<b>164,000</b>
St. Edmond Roman Catholic Church		-
Holy Family Roman Catholic Church		<b>135,897</b>
Holy Cross Roman Catholic Church		<b>50,000</b>
Holy Rosary Roman Catholic Church		-
St. Polycarp Roman Catholic Church		-
St. Luke Roman Catholic Church		-
Our Lady of Lourdes Roman Catholic Church		<b>40,000</b>
Our Mother of Sorrows Roman Catholic Church		<b>23,620</b>
St. Paul Roman Catholic Church (Delaware City)		-
St. Mary Refuge of Sinners Roman Catholic Church		-
<i>Foundation</i>	<b>236,156</b>	<b>650,656</b>
<i>DOW Schools</i>		-
<i>Cemeteries</i>		<b>279,500</b>
<i>Charities</i>		<b>231,768</b>
<i>Siena Hall</i>		<b>85,665</b>
<i>Children's Home</i>		<b>79,140</b>
<i>Seton Villa</i>		<b>62,600</b>
<i>Catholic Youth</i>		-
<b>TOTAL</b>		<b>\$7,212,846</b>

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\* Italics denotes non-debtor entities named as defendants in *Official Committee of Unsecured Creditors v. Catholic Diocese of Wilmington, Inc., et al. (In re Catholic Diocese of Wilmington, Inc.)*, Adv. Proc. No. 09-52866 (CSS) (Bankr. D. Del. 2009).

**CERTIFICATE OF SERVICE**

I, Philip Trainer, Jr., hereby certify that on June 25, 2010, I caused one copy of the foregoing document to be served upon the parties on the attached service list via first class U.S. Mail, postage prepaid, unless otherwise indicated.

*/s/ Philip Trainer, Jr. (#2788)*

\_\_\_\_\_  
Philip Trainer, Jr. (#2788)

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