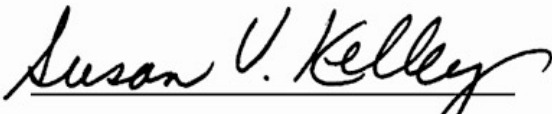


THE FOLLOWING ORDER  
IS APPROVED AND ENTERED  
AS THE ORDER OF THIS COURT:



DATED: February 23, 2011

  
Honorable Susan V. Kelley  
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF WISCONSIN

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In re:

Archdiocese of Milwaukee

Case No. 11-20059-SVK  
Chapter 11

Debtor in Possession

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ORDER APPROVING THE APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS PURSUANT TO FED.R.BANKR.P. 2014(a) FOR ORDER UNDER SECTION 1103(a) OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT AND RETENTION OF HOWARD, SOLOCHEK & WEBER, S.C. AS LOCAL COUNSEL TO THE COMMITTEE NUNC PRO TUNC TO JANUARY 25, 2011

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UPON CONSIDERATION OF the Application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of the debtor in the above-captioned Chapter 11 Bankruptcy case (collectively, the "Debtor"), for an order, pursuant to section 1103(a) of Title 11, United States Code (the "Bankruptcy Code") and Bankruptcy Rule 2014,

authorizing the Committee to employ and retain the law firm of Howard, Solochek & Weber, S.C. ("HS&W") as its local counsel *nunc pro tunc* to January 25, 2011; and upon the affidavit of Albert Solochek, Esquire, a partner of the firm of HS&W (the "Affidavit"); and the Court finding based on the representations made in the Application and the Affidavit that, said attorneys do not represent any entity having an adverse interest in connection with the cases, they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, they do not hold or represent an interest adverse to the estate with respect to the matters on which HS&W is retained, and the employment of HS&W as counsel to the Committee is appropriate; there being no objections; and after due deliberation and sufficient cause appearing therefore, it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

1. Pursuant to §§ 328 and 1103 of the Bankruptcy Code, the Committee is hereby authorized and empowered to employ the firm of HS&W, *nunc pro tunc* as of January 25, 2011, as its local counsel in this Chapter 11 case, and HS&W is authorized to perform the services set forth in the Application.

2. HS&W shall be compensated in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and such other procedures as may be fixed by order of this Court.

3. If the assets of the estate are insufficient to pay administrative costs, including fees to professionals appointed by court order, interim payments on said fees may not be allowed if it cannot be shown that there is a reasonable likelihood that the estate will in the future generate sufficient cash to pay all administrative expenses in full.

4. The terms and conditions of all fee arrangements are subject to the provisions of 11 U.S.C. §328(a) which states in part that, “the court may allow compensation different from the compensation provided under such terms and conditions after the conclusion of such employment, if such terms and conditions prove to have been improvident in light of developments not capable of being anticipated at the time of the fixing of such terms and conditions.”

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