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U.S. BANKRUPTCY COURT
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Attorneys for the Debtors and
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re

WASHINGTON GROUP
INTERNATIONAL, INC., et al.,

Debtors.

Case No. BK-N-01-31627
Chapter 11

**ORDER UNDER 11 U.S.C.
§ 327(e) AUTHORIZING
DEBTORS TO RETAIN AND
EMPLOY JONES, DAY, REAVIS &
POGUE AS SPECIAL COUNSEL**

Hearing Date: May 14, 2001
Hearing Time: 1:00 p.m.

This matter having coming before the Court on the
application, dated May 13, 2001 (the "Application"),¹ of

SCANNED

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

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Washington Group Inter-national, Inc. ("WGI") and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession (collectively, the "Debtors") for an order under 11 U.S.C. § 327(a) authorizing them to retain and employ Jones, Day, Reavis & Pogue ("Jones Day") as special counsel; and the Court having reviewed the Affidavit of Robert Dean Avery and the Disclosure of Compensation of Jones, Day, Reavis & Pogue in Accordance with section 329 of the Bankruptcy Code and Rule 2016(b) of the Federal Rules of Bankruptcy; and the Court being satisfied with the representations made in the Application and Affidavit that Jones Day represents no interest adverse to the estates, that it is a "disinterested person" as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, that its employment is necessary and in the best interests of the Debtors' estates, creditors and other parties-in-interest; and it appearing that notice of the Application was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record herein, and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application be, and it hereby is, GRANTED.
2. The Debtors are authorized to retain and employ

Jones Day as their counsel in these chapter 11 cases, pursuant to

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section 327(e) of the Bankruptcy Code, nunc pro tunc as of the
Petition Date.

3. Jones Day is authorized to perform the following
legal services for the Debtors: general corporate, finance,
securities, mergers and acquisition, tax, litigation matters, and
other matters, as needed throughout the course of these chapter
11 cases.

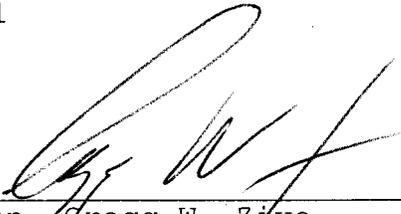
4. Jones Day shall be compensated for its services
and reimbursed for any related expenses in accordance with
applicable provisions of the Bankruptcy Code, the Bankruptcy
Rules, the Local Rules and any other applicable orders of this
Court.

5. Jones Day is authorized to (a) complete its
reconciliation of prepetition fees and expenses actually incurred
through the Petition Date no later than July 13, 2001 and
(b) make a corresponding adjustment to the amount and application
of the Retainer described in paragraph 13 of the Application and
paragraph 2 of the Disclosure of Compensation on or about that
date; provided, that Jones Day shall not apply any portion of the
Retainer to fees and expenses incurred from and after the

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Petition Date unless and until authorized to do so by a further order of this Court.

Dated: Reno, Nevada
_____, 2001



Hon. Gregg W. Zive
UNITED STATES BANKRUPTCY JUDGE

APPROVED/~~DISAPPROVED~~



Nicholas Strozza, Esq.
Office of the United States Trustee