

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

In re:

CYNERGY DATA, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 09-13038 (KG)

Jointly Administered
Related Docket No. 16

**ORDER UNDER SECTIONS 327(A), 328(A) AND 329 OF THE BANKRUPTCY CODE
AND BANKRUPTCY RULES 2014, 2016 AND 5002 AUTHORIZING EMPLOYMENT
AND RETENTION OF PEPPER HAMILTON LLC AS
DELAWARE COUNSEL FOR DEBTORS**

Upon the application (the "Application")² of the above-captioned debtors and debtors-in-possession herein (collectively, the "Debtors"), pursuant to sections 327(a), 328(a) and 329 of the Bankruptcy Code and Bankruptcy Rules 2014, 2016 and 5002 for an order authorizing the employment and retention of Pepper Hamilton LLC ("Pepper Hamilton") as Delaware counsel for the Debtors; and upon the Verified Statement of David B. Stratton, a partner of Pepper Hamilton (the "Stratton Verified Statement"); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and the Court being satisfied that, except as set forth in the Stratton Verified Statement, Pepper Hamilton, its partners, counsel and associates (a) are not creditors, equity security holders or insiders of the Debtors, (b) are not and were not, within two years before the Petition Date, directors, officers or employees of the Debtors, (c) do not

¹ The Debtors are the following entities (with the last four digits of their federal tax identification numbers in parentheses): Cynergy Data, LLC (8677); Cynergy Data Holdings, Inc. (8208); Cynergy Prosperity Plus, LLC (4265). The mailing address for the Debtors is 30-30 47th Avenue, 9th Floor, Long Island City, New York 11101.

² Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Application.

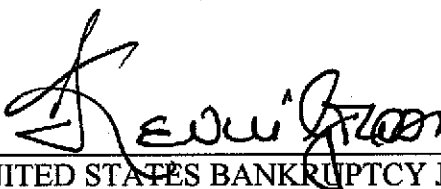
hold or represent any interest materially adverse to the interest of the Debtors' estates and (d) are not related to any judge of this Court, the U.S. Trustee or any employee of the U.S. Trustee in this District; and accordingly Pepper Hamilton, its partners, counsel and associates are "disinterested persons" within the meaning of section 101(14), as modified by section 1107(b) of the Bankruptcy Code; and its representation of the Debtors is permissible under sections 327(a) and 328(a) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interests of the Debtors, their creditors, and all parties-in-interest; and upon the Application and all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to sections 327(a), 328(a) and 329 of the Bankruptcy Code and Bankruptcy Rules 2014, 2016 and 5002, each of the Debtors, as a debtor-in-possession, is authorized to employ and retain Pepper Hamilton as its Delaware counsel, effective as of the Petition Date, to perform the services as set forth in the Application.
3. Pepper Hamilton shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules, the Local Rules and U.S. Trustee Guidelines and such other procedures as may be fixed by order of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

5. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall take effect immediately upon its entry.

Dated: Sept. 16 2009
Wilmington, Delaware


UNITED STATES BANKRUPTCY JUDGE