

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re: :  
: Jointly Administered  
BREED Technologies, Inc., : Case No. 99-3399 (MFW)  
a Delaware corporation, et al., :  
: Chapter 11  
Reorganized Debtors. :

**ORDER GRANTING IN PART THE FINAL FEE  
APPLICATION OF JONES, DAY, REAVIS & POGUE FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

This matter coming before the Court on the Final Application of Jones, Day, Reavis & Pogue for Allowance of Compensation and Reimbursement of Expenses (the "Application") filed by Jones, Day, Reavis & Pogue ("Jones Day"), special litigation counsel to the above-captioned debtors and reorganized debtors (collectively, the "Debtors"); the Court having reviewed the Application and all pleadings relating thereto; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

- A. Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Application.
- B. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, Article 14 of the Plan and paragraph 44 of the Confirmation Order.
- C. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- D. The Application and the notice of the Application comply, as applicable, with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Interim Compensation Order, the Guidelines, Local Order #32, the Plan and the Confirmation Order.
- E. Jones, Day, Reavis & Pogue's compensation for services rendered in connection with its representation of the Debtors, for which it seeks interim and final allowance

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in the Application, is reasonable and appropriate under sections 330(a)(1)(A) and 331 of the Bankruptcy Code.

F. As approved herein, Jones, Day, Reavis & Pogue's expenses incurred in connection with its representation of the Debtors, for which it seeks reimbursement in the Application, are actual and necessary expenses within the meaning of sections 330(a)(1)(B) and 331 of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED in part as provided herein.
2. A final allowance of compensation of \$3,587,407.85 and reimbursement of expenses of \$1,287,744.95 incurred by Jones, Day, Reavis & Pogue as special litigation counsel to the Debtors during the period from September 30, 1999 through December 26, 2000 is approved.
3. The Debtors are hereby authorized and directed to pay Jones, Day, Reavis & Pogue all amounts approved in paragraph 2 above that have not already been paid pursuant to orders approving the Prior Applications.
4. Jones, Day, Reavis & Pogue may seek approval of a final allowance of reimbursement of additional expenses not approved hereby in the amount of \$706,594.75 upon at least twenty (20) days notice to parties in interest.

Dated: March 20, 2001

  
UNITED STATES BANKRUPTCY JUDGE

Movant to send copies to all parties and file certificate of service with the court.