

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
BREED TECHNOLOGIES, INC.,)
a Delaware corporation, et al.¹) Case No. 99-3399 (MFW)
) (Jointly Administered)
Debtors.)

**ORDER GRANTING SEVENTEENTH INTERIM
AND FINAL APPLICATION OF PACHULSKI, STANG,
ZIEHL, YOUNG & JONES P.C. FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM THE PETITION DATE THROUGH THE EFFECTIVE DATE**

This matter coming before the Court on the Seventeenth Interim and Final Application of Pachulski, Stang, Ziehl, Young & Jones P.C. for Compensation and Reimbursement of Expenses For the Period From the Petition Date Through the Effective Date (the "Application"), filed by Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J") or the "Firm"), counsel to the captioned debtors and reorganized debtors (collectively, the "Debtors"); the Court having reviewed the Application; 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 given to them in the Application.

¹ The Debtors are the following entities: Breed Technologies, Inc., Artistic Analytical Methods, Inc., Auto Trim, Inc., Breed Asian Holdings, Inc., Breed Automotive of Florida, Inc., Breed Automotive Technology, Inc., Breed Automotive West, Inc., Breed Automotive, L.P., Breed Electronics Limited Partnership, Breed Electronics of Nevada, Inc., Breed International Manufacturing Development Corp., Breed Manufacturing of Texas, Inc., Breed Safety Restraint Systems, Inc., Breed Steering Systems, Inc., Force Imaging Technologies, Inc., Hamlin, Incorporated, and Innovative MIM Technologies, Inc.

1652

B. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Section 14.1(e) of the Plan.

C. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

D. The Application and the notice thereof comply with the applicable requirements of the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines, Local Order No. 32, the Administrative Order, the Plan and the Confirmation Order.

E. PSZY&J's compensation for services rendered in connection with Debtors; chapter 11 cases, for which it seeks interim and final allowance in the Application, is reasonable and appropriate under sections 330(a)(A) and 331 of the Bankruptcy Code.


F. PSZY&J's expenses incurred in connection with Debtor's chapter 11 cases, for which it seeks reimbursement in the Application, are actual and necessary expenses under sections 330(a)(1)(B) and 331 of the Bankruptcy Code.

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED in its entirety.
2. An interim allowance of compensation of \$265,452.00 and reimbursement of expenses of \$86,594.97 incurred by PSZY&J as counsel to the Debtors during the period from December 1, 2000 through December 26, 2000 is approved.
3. A final allowance of compensation of \$4,521,625.50 and reimbursement of expenses of \$548,144.98 incurred by PSZY&J as counsel to the Debtors during the period from September 20, 1999 through December 26, 2000 is approved.

4. The Debtors are authorized and directed to pay all amounts approved in paragraphs 2 and 3 above that have not already been paid pursuant to this Order and all orders approving the Prior Interim Applications.

Dated: Feb. 22, 2001



The Honorable Mary F. Walrath

CC: Cataway & USF 2/23/01