

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE SOUTHERN DISTRICT OF GEORGIA
 SAVANNAH DIVISION

FILED
 at 2 O'clock & 50 min PM
 Date 1/28/05

MICHAEL F. McHUGH, CLERK
 United States Bankruptcy Court
 Savannah, Georgia *JB*

 In re:) Case No.05-40129
)
 FRIEDMAN'S INC., et al.,) Chapter 11
) Joint Administration Pending
)
) Hon. Lamar W. Davis, Jr.
 Debtors.)

**ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 329
 AUTHORIZING THE EMPLOYMENT AND RETENTION OF SKADDEN,
 ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATED
LAW PRACTICE ENTITIES AS ATTORNEYS FOR THE DEBTORS**

Upon the application dated January 18, 2005 (the "Application"),¹
 wherein Friedman's Inc. ("Friedman's") and seven of its subsidiaries and
 affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the
 above-captioned cases (collectively, the "Debtors") moved for entry of an
 order, pursuant to 11 U.S.C. §§ 327(a) and 329, authorizing each of the Debtors
 to employ and retain the law firm of Skadden, Arps, Slate, Meagher & Flom LLP
 and its affiliated law practice entities (collectively, "Skadden") under a general
 retainer as their attorneys; and upon the Affidavit and Statement of George N.

¹ Unless otherwise defined herein, all capitalized terms shall have the
 meaning ascribed to them in the Motion.

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Panagakís. (the "Panagakís Affidavit"), a member of Skadden and the Affidavit of Sam Cusano, in Support of Chapter 11 Petitions and First Day Orders; and the Court being satisfied with the representations made in the Application and the Panagakís Affidavit that said attorneys represent no interest adverse to any of the Debtors' estates, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, that their employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that under the circumstances, proper and adequate notice of the Motion and the hearing thereon has been given and that no other or further notice is necessary; 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. Pursuant to sections 327(a), 328(a) and 329 of the Bankruptcy Code, each of the Debtors, as a debtor-in-possession, is authorized to employ and retain Skadden, Arps as its attorneys as of the Petition Date to perform the services as set forth in the Application.

2. This Order is granted on an interim basis pending a twenty (20) day period by any party in interest to object to this Order becoming a final order.

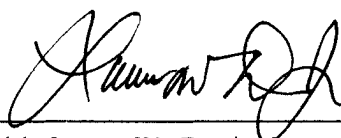
3. The Debtors shall serve a copy of this Order upon counsel for the Debtors' prepetition lenders, the Debtors' twenty (20) largest creditors, counsel for the informal creditor committee, and the office of the United States Trustee. If no party files an objection to this Order becoming a final order within twenty (20) days after service thereof, or if an objection is filed and subsequently overruled, this Order shall become final without further action. To the extent an objection is filed, this Order shall remain in force on an interim basis pending disposition of such objection.

4. Skadden, Arps shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and Local Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.

5. Skadden, Arps is authorized to apply the Retainer (as such term is defined in the Application) to pay any fees, charges and disbursements relating to services rendered to the Debtors prior to the Petition Date (as such term is defined in the Application) that remain unpaid as of such date and shall hold the

remaining portion of the Retainer for application to fees, charges and disbursements relating to services rendered subsequent to the Petition Date as may be further ordered by the Court.

So Ordered in Savannah, Georgia this 27th day of January, 2005



Honorable Lamar W. Davis, Jr.
United States Bankruptcy Judge

Order prepared by:

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