

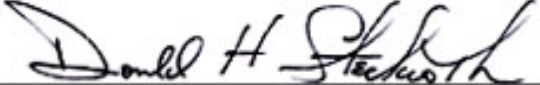


<p>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</p>	
<p>Caption in Compliance with D.N.J. LBR 9004-2(c)</p> <p>COLE, SCHOTZ, MEISEL, FORMAN &amp; LEONARD, P.A. A Professional Corporation 25 Main Street P. O. Box 800 Hackensack, NJ 07602-0800 Michael D. Sirota, Esq. Warren A. Usatine, Esq. (201) 489-3000 (201) 489-1536 Facsimile Proposed Attorneys for Zayat Stables, LLC, Debtor-in-Possession</p>	
<p>In re:</p> <p>ZAYAT STABLES, LLC,</p> <p style="text-align: center;">Debtor-in-Possession.</p>	<p>Case No. 10-13130 (DHS) Chapter 11</p>

**ORDER AUTHORIZING THE DEBTOR'S EMPLOYMENT AND RETENTION OF J.H. COHN LLP AS FINANCIAL ADVISORS PURSUANT TO 11 U.S.C. § 327(a) NUNC PRO TUNC TO THE FILING DATE**

The relief set forth on the following pages, numbered two (2) and three (3), is hereby **ORDERED.**

**DATED: 03/01/2010**


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 Honorable Donald H. Steckroth  
 United States Bankruptcy Judge

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Debtor: ZAYAT STABLES, LLC  
Case No: 10-13130 (DHS)  
Caption of Order: ORDER AUTHORIZING THE DEBTOR'S EMPLOYMENT AND RETENTION OF J.H. COHN LLP AS FINANCIAL ADVISORS PURSUANT TO 11 U.S.C. § 327(a) *NUNC PRO TUNC* TO THE FILING DATE

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THIS MATTER having been opened to the Court by Zayat Stables, LLC, the within debtor and debtor-in-possession (the "Debtor"), upon an Application (the "Application") for entry of an Order approving the Debtor's retention of J.H. Cohn LLP ("J.H. Cohn") as its financial advisors in this proceeding pursuant to 11 U.S.C. § 327(a) *nunc pro tunc* to the Filing Date;<sup>1</sup> and the Court having considered the Application, the Katz Affidavit in support thereof and the Debtor's Engagement Letter with J.H. Cohn attached to the Application as **Exhibit A**; and the Court being satisfied that J.H. Cohn does not hold or represent any interest adverse to the Debtor, its estate or creditors, and is a disinterested person within the meaning of Sections 327 and 101(14) of the Bankruptcy Code, and that said employment would be in the best interest of the Debtor and its estate; and notice of the proposed retention having been given in accordance with the requirements of D.N.J. LBR 2014-1(a), as evidenced by the Certificate of Compliance with D.N.J. LBR 2014-1(a); and for other good cause shown,

IT IS ORDERED as follows:

1. The retention of J.H. Cohn as financial advisors to the Debtor is hereby authorized and approved pursuant to 11 U.S.C. § 327(a) effective as of the Filing Date.

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<sup>1</sup> All capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Application.

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2. Any and all compensation to be paid to J.H. Cohn for services rendered on the Debtor's behalf shall be fixed by application to this Court in accordance with Sections 330 and 331 of the Bankruptcy Code and such Rules of Local and Federal Bankruptcy Procedure as may then be applicable, unless an alternate arrangement for interim compensation is authorized by the Court.

3. A true copy of this Order shall be served on all parties-in-interest within seven (7) days hereof.