

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re: : Chapter 11
:
VION PHARMACEUTICALS, INC., : Case No. 09-14429 (CSS)
:
Debtor.¹ :
: Re: Docket No. 36
:
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**ORDER AUTHORIZING THE DEBTOR TO EMPLOY AND RETAIN
RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL
TO THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

This matter coming before the Court on the *Motion to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors Nunc Pro Tunc to the Petition Date* (the "Motion") [Docket No. 36]; the Court having reviewed the Motion; the Court finding that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core matter pursuant to 28 U.S.C. § 157(b)(2)(A); and (c) notice of the Motion was sufficient under the circumstances; the Court having considered the Affidavit of John H. Knight (the "Knight Affidavit"); the Court having determined that the legal and factual bases set forth in the Motion and the Knight Affidavit establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.
2. Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Motion.

¹ The Debtor in this case, along with the last four digits of the federal tax identification number for the Debtor, is Vion Pharmaceuticals, Inc. (1221). The Debtor's corporate offices are located at 4 Science Park, New Haven, Connecticut 06511.

3. Pursuant to section 327(a) of the Bankruptcy Code, the Debtor is authorized to retain and employ RL&F as its co-counsel under an evergreen retainer upon the terms and conditions set forth in the Motion effective *nunc pro tunc* to the Petition Date.

4. RL&F shall be compensated in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other such procedures as may be fixed by order of this Court.

5. Notwithstanding the possible applicability of Rule 6004(h) of the Bankruptcy Rules, the terms and conditions of this order shall be immediately effective and enforceable upon its entry.

6. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. The Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

Dated: 1/20, 2010
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE