



“*Cases*”), have a vested interest in their economic and efficient administration, especially in view of the Debtors’ operating performance since commencement of the Cases.

2. The First Out DIP Agent submits that the decisions of the U.S. Trustees to *not* appoint an Equity Committee when requested by the Interested Shareholders – not only once, but twice – speak for themselves as to the frivolous nature of the Motion. Nonetheless, as the issue is now before the Court, the First Out DIP Agent supports the Debtors’ Objection and arguments that the appointment of an Equity Committee is inappropriate and unnecessary under the circumstances of these Cases. As set forth in the Debtors’ Objection, it is unlikely that equity interest holders have any economic stake in the Debtors or that, on balance, the concern for adequate representation outweighs consideration of the costs – both tangible and intangible – of an Equity Committee to the Debtors’ estates and on the resources of this Court, particularly where equity security holders’ interests are otherwise adequately represented.

3. The Interested Shareholders and other equity holders may continue to appear and be heard on any issue in these cases, pursuant to 11 U.S.C. § 1109(b). If the Court determines that their work results in a substantial contribution to the estates, they may be reimbursed for their expenses under 11 U.S.C. § 503(b)(3)(D).

4. For the reasons set forth in the Debtors' Objection, the First Out DIP Agent respectfully requests that this Court deny the Motion. The First Out DIP Agent reserves the right to supplement this joinder at the hearing on the Motion.

Dated: St. Louis, Missouri  
March 29, 2013

Respectfully submitted,  
**HUSCH BLACKWELL LLP**

/s/ Marshall Turner

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as First Out DIP Agent*

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true and correct copy of the foregoing was served via the Court's CM/ECF system on all parties receiving ECF notices in this case on this 29th day of March, 2013.

/s/ Marshall Turner