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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	Case No. 07-33849
)	Jointly Administered
MOVIE GALLERY, INC., et al., ¹)	Chapter 11
)	Hon. Douglas O. Tice, Jr.
Debtors.)	
)	

**ORDER AUTHORIZING CERTAIN ATTORNEYS FROM KIRKLAND & ELLIS LLP
TO APPEAR AND PRACTICE *PRO HAC VICE* ON BEHALF OF THE DEBTORS**

Upon the motion (the “Motion”)² of Michael A. Condyles of Kutak Rock LLP for the admission *pro hac vice* of: (a) Richard M. Cieri, a partner in the law firm of Kirkland & Ellis LLP, 153 East 53rd Street, New York, New York 10022; (b) Anup Sathy, P.C., a partner in the law firm of Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601; (c) Marc J. Carmel, a partner in the law firm of Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601; (d) John F. Hagan, Jr., a partner in the law firm of Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601; (e) Ross M. Kwasteniet, an associate in the law firm of Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601; and (f) Joshua A. Sussberg, an associate in the law firm of Kirkland & Ellis LLP, 153 East 53rd Street, New York,

¹ The Debtors in the cases include: Movie Gallery, Inc.; Hollywood Entertainment Corporation; M.G. Digital, LLC; M.G.A. Realty I, LLC; MG Automation LLC; and Movie Gallery US, LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.



New York 10022; it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion, having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED

1. The Motion is granted in its entirety.
2. Richard M. Cieri, Anup Sathy, P.C., Marc J. Carmel, John F. Hagan, Jr., Ross M. Kwasteniet and Joshua A. Sussberg are authorized to appear and practice *pro hac vice* as counsel to each of the Debtors in the above-captioned chapter 11 cases.
3. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.
6. Notwithstanding anything to the contrary in the Administrative Procedures for Filing, Signing, Retaining and Verification of Pleadings and Papers in the Case Management/Electronic Case Filing (CM/ECF) System (Exhibit to Standing Order No. 06-4) limiting the distribution of logins and passwords for purposes of filing documents electronically to attorneys admitted to practice before the Court or any other restrictions set forth elsewhere,

Kirkland & Ellis LLP is authorized to sign and file electronically all notices, orders, motions, applications and other requests for relief, all briefs, memoranda, affidavits, declarations, replies and other documents filed in support of such documents and all objections and responses related to any such documents filed by any party in the Debtors' chapter 11 cases.

Richmond, Virginia

Date: October ____, 2007

United States Bankruptcy Judge

I ASK FOR THIS:

/s/ Michael A. Condyles

Michael A. Condyles, Bar No. 27807

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Proposed Co-Counsel to the Debtors