

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
PUMPKIN PATCH LLC, ¹)	Case No. 09-12200 (BLS)
)	
Debtor.)	Objections Due: December 14, 2009 at 10:45 a.m. EST
)	Hearing Date: December 7, 2009 at 4:00 p.m. EST
)	

**FIRST INTERIM FEE APPLICATION OF NIXON PEABODY LLP,
COUNSEL FOR THE DEBTOR FOR THE PERIOD
JUNE 29, 2009 THROUGH SEPTEMBER 30, 2009**

Name of Applicant:	<u>Nixon Peabody LLP</u>
Authorized to Provide Professional Services to:	<u>Debtor</u>
Date of Retention Order:	July 22, 2009 (<i>nunc pro tunc</i> to June 29, 2009)
Period for Which Compensation and Reimbursement is Sought:	<u>June 29, 2009 through</u> <u>September 30, 2009</u>
Amount of Compensation Sought as Actual, Reasonable and Necessary:	<u>\$133,024.00</u>
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	<u>\$2,647.94</u>

This is an Interim Fee Application.

¹ The last four digits of Pumpkin Patch LLC's federal tax identification number are 4007. The mailing address for Pumpkin Patch LLC is 951 Mariners Island Boulevard, Suite 650, San Mateo, CA 94404.

Summary of Monthly Fee Applications for Interim Period:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
September 2, 2009	June 29, 2009 through July 31, 2009	\$85,722.00	\$1,830.49	\$68,577.60	\$1,830.49
October 5, 2009	August 1, 2009 through August 31, 2009	\$33,549.50	\$756.11	\$26,839.60	\$756.11
November 2, 2009	September 1, 2009 through September 30, 2009	\$13,752.50	\$61.34	Pending	Pending

Summary of Objections to Monthly Fee Applications: None to date.

**TIME SUMMARY TO FIRST INTERIM APPLICATION OF NIXON PEABODY LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES**

<u>Name</u>	<u>Year of Admission</u>	<u>Hourly Rate</u>	<u>Total Hours</u>	<u>Total Fees</u>
Partner				
Dennis J. Drebsky	1970	\$865.00	47.4	\$41,001.00
Ronald W. Nelson	1975	\$635.00	20.6	\$13,081.00
Paul E. Schrier	1985	\$665.00	1.9	\$1,263.50
Peter J. Alfano	1995	\$645.00	0.5	\$322.50
Associate/Law Clerk				
Lee Harrington	1999	\$495.00	12.0	\$5,940.00
Joseph Gitto	2000	\$555.00	104.8	\$58,164.00
Alex Horn	2005	\$345.00	19.3	\$6,658.50
John Garibaldi	2007	\$335.00	18.9	\$6,331.50
Ulrika Palsson ²	N/A	\$545.00	0.4	\$218.00
Paraprofessionals				
Stephanie Schinella	N/A	\$220.00	0.2	\$44.00
TOTAL				
			226.0	\$133,024.00
Total Blended Rate		\$588.60		

² Law clerks are law school graduates who are not presently admitted to practice.

PROJECT CATEGORY SUMMARY

Project Category	Total Hours	Total Fees
Asset Analysis and Recovery	40.6	\$20,364.00
Asset Disposition	18.8	\$10,696.00
Business Operations	3.6	\$2,734.00
Case Administration	126.4	\$79,740.00
Claims Administration and Objections	1.3	\$939.50
Fee/Employment Applications	9.1	\$3,214.50
Financing	1.1	\$584.50
Meetings of and Communications with Creditors	20.0	\$2,683.50
Plan and Disclosure Statement	4.3	\$11,672.00
Tax Issues	0.8	\$396.00
TOTAL	226.0	\$133,024.00

EXPENSE SUMMARY

Description	Amount
Airfare	\$1,399.00
Cab Fares	\$119.63
Copier	\$33.80
Domestic Telephone Calls	\$0.96
Express Delivery Service	\$34.28
Filing/Recording Fees	\$149.95
Lodging	\$240.90
Long Distance Calls	\$1.21
Meals	\$17.84
Travel	\$650.37
TOTAL	\$2,647.94

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
PUMPKIN PATCH LLC, ¹)	Case No. 09-12200 (BLS)
)	
Debtor.)	Objections Due: December 14, 2009 at 10:45 a.m. EST
)	Hearing Date: December 7, 2009 at 4:00 p.m. EST
)	

Nixon Peabody LLP (“NP”) hereby submits its First Interim Fee Application as Counsel to the Debtor and Debtor in Possession for the Period June 29, 2009 through September 30, 2009 (the “Fee Application”), pursuant to sections 327, 330(a), and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 issued by the Executive Office for United States Trustees (the “Guidelines”), and this Court's *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals*, dated July 22, 2009 (the “Interim Compensation Order”)² [Docket No. 92]. By this Fee Application, NP seeks (i) interim allowance of compensation in the amount of \$133,024.00 and actual and necessary expenses in the amount of \$2,647.94, for a total allowance of \$135,671.94; and (ii) payment of the

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² Capitalized terms used herein but not capitalized shall have the meaning(s) ascribed to them in the Interim Compensation Order.

heretofore unpaid amount of such fees and expenses, for the period June 29, 2009 through September 30, 2009 (the “Interim Period”). In support of this Application, NP respectfully represents as follows:

I. Jurisdiction

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 157(b)(2).

2. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

II. Background

3. On June 29, 2009 (the “Commencement Date”), the Debtor filed a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Code.

4. The Debtor continues to manage and operate its business as debtor in possession under Bankruptcy Code sections 1107 and 1108.

5. The Office of the United States Trustee has not appointed an official committee of unsecured creditors in this case [D.I. 55].

III. Summary of Application for the Compensation Period

6. By this Application, and in accordance with the Interim Compensation Order, NP requests approval of the Interim Compensation Amount and the Interim Expense Amount for the Interim Period.

7. By this Court's Order dated July 22, 2009, the Debtor was authorized to employ and retain NP as its attorneys effective as of the Commencement Date (the “Retention Order”). The Retention Order authorizes the Debtor to compensate NP in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules,

and such other procedures as were to be fixed by order of the Court. On July 22, 2009, the Court entered the Interim Compensation Order, which established such procedures.

8. During the Interim Period, NP performed the services for which it is seeking compensation for the Debtor and its estate. In addition, NP received no payment and no promises of payment from any source, other than the Debtor, for services rendered, or to be rendered, in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between NP and any other person, other than members of the firm, for the sharing of compensation received for services rendered in this case.

9. NP's monthly fee applications during the Interim Period have been filed and served in accordance with the Interim Compensation Order.

IV. Relief Requested

10. By this Application, NP requests that the Court approve payment of one-hundred percent (100%) of the fees and expenses incurred by NP during the Interim Period.

11. At all relevant times, NP has been a disinterested person as that term is defined in Bankruptcy Code section 101(14) and has not represented or held an interest adverse to the interest of the Debtor.

12. All services for which compensation is requested by NP were performed for or on behalf of the Debtor.

13. NP has received no payment and no promises for payment from any source other than the Debtor for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fee Application. There is no agreement or understanding between NP and any other person other than the partners of NP for the sharing of compensation to be received for services rendered in these cases.

14. The professional services and related expenses for which NP requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of NP's professional responsibilities as attorneys for the Debtor. NP's services have been necessary and beneficial to the Debtor and its estate, creditors and other parties in interest.

15. In accordance with the factors enumerated in Bankruptcy Code section 330, NP respectfully submits that the amount requested by NP is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, NP has reviewed the requirements of Del. Bankr. LR 2016-2 and the Interim Compensation Order and believes that this Application complies with such Rule and Order. To the extent that this Fee Application fails to comply with Del. Bankr. LR 2016-2 in any respect, NP submits that such non-compliance is non-material, and respectfully requests that such non-compliance be waived.

WHEREFORE, NP respectfully requests that the Court enter an order providing that (i) interim allowance be made to NP for the period from June 29, 2009 through September 30, 2009 in the sum of \$133,024.00, as compensation for necessary professional services rendered, and the sum of \$2,647.94, for reimbursement of actual necessary costs and expenses, for a total of \$135,671.94; (ii) that the Debtors be authorized and directed to pay to NP the heretofore unpaid amount of such sums; and (iii) for such other and further relief as may be just and proper.

Dated: November 17, 2009

NIXON PEABODY LLP
Attorneys for Pumpkin Patch Retail LLC
Debtor and Debtor in Possession

By: /s/ Dennis J. Drebsky
Dennis J. Drebsky
437 Madison Avenue
New York, New York 10022
(212) 940-3000

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
PUMPKIN PATCH LLC, ¹)	Case No. 09-12200 (BLS)
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Debtor.)	Objections Due: December 14, 2009 at 10:45 a.m. EST
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**NOTICE OF FIRST INTERIM FEE APPLICATION OF NIXON PEABODY LLP,
COUNSEL TO THE DEBTOR FOR THE PERIOD
JUNE 29, 2009 THROUGH SEPTEMBER 30, 2009**

PLEASE TAKE NOTICE that Nixon Peabody LLP filed its First Interim Fee Application as Counsel to the Debtor for the Period June 29, 2009 through September 30, 2009 (the "Fee Application"), seeking compensation for the reasonable and necessary services rendered to the Debtors in the amount of \$133,024.00 and reimbursement for actual and necessary expenses in the amount of \$2,647.94.

PLEASE TAKE NOTICE THAT a hearing regarding the Fee Application will take place on **December 14, 2009 at 10:45 a.m. (EST)** before the Honorable Brendan Linehan Shannon, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, DE 19801.

PLEASE TAKE NOTICE that, pursuant to the Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals, dated July 22, 2009 (the "Interim Compensation Order"), objections, if any, to the Interim Fee Application Request must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties (as such term is defined in the Interim Compensation Order)

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so as to be **actually received by 4:00 p.m. (EST) on December 7, 2009.** If no objections are timely-filed to the Interim Fee Application Request, the Court may enter an order granting the Interim Fee Application Request without hearing.

Dated: November 17, 2009

**WOMBLE CARLYLE SANDRIDGE
& RICE, PLLC**

/s/ Thomas M. Horan

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Co-Counsel to the Debtor and Debtor-in-Possession