

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

In re:	)	Chapter 11
	)	
PUMPKIN PATCH LLC, <sup>1</sup>	)	Case No. 09-12200 (BLS)
	)	Objection Deadline: June 1, 2010 at 4:00 p.m. (EDT)
Debtor.	)	
	)	

**NOTICE OF TENTH MONTHLY APPLICATION OF WOMBLE CARLYLE SANDRIDGE & RICE, PLLC FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS FOR THE DEBTOR FOR THE PERIOD APRIL 1, 2010 THROUGH APRIL 30, 2010**

PLEASE TAKE NOTICE that on May 10, 2010, Womble Carlyle Sandridge & Rice, PLLC (“WCSR”), filed the attached **Tenth Monthly Application Of Womble Carlyle Sandridge & Rice, PLLC For Compensation For Services Rendered And Reimbursement Of Expenses As Attorneys For The Debtor For The Period April 1, 2010 Through April 30, 2010** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom #3, Wilmington, Delaware 19801 (the “Court”).

PLEASE TAKE FURTHER 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 Application must be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, and be served upon (i) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 2nd Floor, 844 King Street, Wilmington, Delaware 19801, Attn: David Buchbinder, Esq.; (ii) the Debtor, Pumpkin Patch LLC, c/o

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<sup>1</sup> The last four digits of Pumpkin Patch LLC’s federal tax identification number are 4007. The mailing address for Pumpkin Patch LLC is 1112 Montana Ave., #455, Santa Monica, CA 90403.

Distribution Resources, 233001 54th Avenue South, Kent, Washington 98032; and (iii) counsel to the Debtor, Nixon Peabody LLP, 437 Madison Avenue, New York, New York 10056, Attn: Dennis J. Drebsky, Esq.; and Womble Carlyle Sandridge and Rice, PLLC, 222 Delaware Avenue, Suite 1501, Wilmington, Delaware 19801, Attn: Thomas M. Horan (collectively, the “Notice Parties”) so as to be *actually received* no later than **4:00 p.m. (EDT) on June 1, 2010** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received, and the parties are unable to reach a resolution of such objections, WCSR may either (i) file a motion seeking resolution of the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Monthly Payment and the Actual Monthly Payment made to the affected Professional (the “Incremental Amount”); or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and dispose of the Objection if requested by the parties. Only those objections made in writing and timely filed and received in accordance with the Interim Compensation Order and the procedures described herein will be considered by the Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, if no objection to the Application is timely filed, served, and received by the Objection Deadline, WCSR may file a certificate of no objection (a “CNO”) with the Court with respect to the fees and expenses requested in the Application. Upon filing of a CNO, the Debtor will be authorized and directed to pay WCSR an amount equal to the lesser of (i) 80% of the fees and 100% of expenses requested in the Application or (ii) 80% of the fees and 100% of the expenses in the Application not subject to an objection without need for further order of the Court.

Dated: May 10, 2010

**WOMBLE CARLYLE SANDRIDGE  
& RICE, PLLC**

/s/ Thomas M. Horan

Mark L. Desgrosseilliers (DE Bar No. 4083)

Thomas M. Horan (DE Bar No. 4641)

222 Delaware Avenue, Suite 1501

Wilmington, DE 19801

Telephone: (302) 252-4320

Facsimile: (302) 252-4330

E-mail: mdesgrosseilliers@wcsr.com

E-mail: thoran@wcsr.com

-and-

Dennis J. Drebsky

**NIXON PEABODY LLP**

437 Madison Avenue

New York, New York 10022

Telephone: (212) 940-3000

Facsimile: (212) 940-3111

Lee Harrington (DE Bar No. 4046)

**NIXON PEABODY LLP**

100 Summer Street

Boston, MA 02110

Telephone: (617) 345-6016

Facsimile: (866) 741-0618

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



Fee Applications Filed:

		REQUESTED		APPROVED	
Date Filed/ Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
9/2/2009 D.I. 137	6/29/2009- 7/31/2009	\$25,463.50	\$1,442.29 <sup>2</sup>	\$25,463.50	\$1,442.29
9/23/2009 D.I. 146	8/1/2009- 8/31/2009	\$7,020.50	\$185.69	\$7,020.50	\$185.69
10/19/2009 D.I. 157	9/1/2009- 9/30/2009	\$4,881.50	\$132.60	\$4,881.50	\$132.60
11/13/2009 D.I. 181	10/1/2009- 10/31/2009	\$4,057.50	\$5.00	\$3,246.00	\$5.00
12/23/2009 D.I. 199	11/1/2009- 11/30/2009	\$2,522.00	\$2.20	\$2,017.60	\$2.20
1/12/2010 D.I. 208	12/1/2009- 12/31/2009	\$3,086.50	\$24.20	\$2,469.20	\$24.20
2/23/2010 D.I. 234	1/1/2010- 1/31/2010	\$6,087.50	\$34.60	\$4,870.00	\$34.60
3/17/2010 D.I. 355	2/1/2010- 2/28/2010	\$2,384.50	\$17.50	\$1,907.60	\$17.50
4/21/2010 D.I. 297	3/1/2010- 3/31/2010	\$8,248.50	\$48.10	Pending	Pending

<sup>2</sup> In its First Monthly Fee Application [D.I. 137], WCSR sought reimbursement of expenses in the amount of \$1,700.49. However, WCSR has taken a reduction of \$258.20 in the amount sought for expenses in respect of its First Monthly Fee Application. Accordingly, the actual amount sought for expenses for that period is \$1,442.29.

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY WOMBLE  
CARLYLE SANDRIDGE & RICE, PLLC ON BEHALF OF THE DEBTOR FOR  
THE PERIOD APRIL 1, 2010 THROUGH APRIL 30, 2010**

NAME OF PROFESSIONAL PERSON	POSITION/DATE ADMITTED TO BAR/NUMBER OF YEARS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION SOUGHT <i>(REFLECTS REDUCTIONS)</i>
Thomas M. Horan	Associate – Admitted to Delaware Bar 2005; Joined WCSR in 2009	\$340	7.10	\$2,414.00
Heidi Sasso	Paralegal; Joined WCSR in 2007	\$215	12.10	\$2,601.50
Kathy Lytle	Paralegal; Joined WCSR in 2006	\$205	0.30	\$61.50
<b>TOTALS</b>			<b>19.50</b>	<b>\$5,077.00</b>
<b>TOTAL BLENDED RATE</b>				<b>\$ 260.36</b>

**SUMMARY OF SERVICES BY TASK CODE FOR PROFESSIONAL SERVICES  
 RENDERED BY WOMBLE CARLYLE SANDRIDGE & RICE, PLLC  
 ON BEHALF OF THE DEBTOR FOR THE PERIOD  
APRIL 1, 2010 THROUGH APRIL 30, 2010**

Task Code	Task Description	Hours	Amount
BKBO	Business Operations/Meetings with Debtor	.20	\$68.00
BKCO	Claims Objections	.70	\$238.00
BKE	Executory Contracts/Lease Agreements	1.20	\$308.00
BKF	Fee Application/Monthly Billing	1.90	\$446.00
BKFA	Fee Application Preparation	4.10	\$1,005.50
BKFO	Fees of Others	.90	\$206.00
BKG	General Case Administration	.50	\$105.50
BKH	Court Hearings/Preparation/Agenda	4.40	\$1,021.00
BKO	Claims Administration	.10	\$21.50
BKPO	Plan of Reorganization	5.50	\$1,657.50
	<b>Total:</b>	<b>19.50</b>	<b>\$5,077.00</b>

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES INCURRED  
BY WOMBLE CARLYLE SANDRIDGE & RICE, PLLC  
ON BEHALF OF THE DEBTOR FOR THE PERIOD  
APRIL 1, 2010 THROUGH APRIL 30, 2010**

<b>EXPENSES</b>	<b>AMOUNTS</b>
Messenger/Courier Service	\$ 13.00
Photocopies	\$ 28.10
<b>Total Expenses Requested:</b>	<b>\$ 41.10</b>



2010 through April 30, 2010 (the “Compensation Period”) in the amount of \$5,077.00 (the “Interim Compensation Amount”), (ii) immediate interim payment of 80% of the Interim Compensation Amount, or \$4,061.60, and (ii) reimbursement of its actual and necessary expenses in the amount of \$41.10 incurred during the Compensation Period (the “Interim Expense Amount”), respectfully represents:

### **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 [Docket No. 55].

### **III. Summary of Application for the Compensation Period**

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

7. Before the Commencement Date, WCSR received a \$20,000 retainer and advance (the “Retainer”) from the Debtor as security for payment of the firm’s fees and expenses for professional services to be performed relating to the preparation for and prosecution of this

Chapter 11 case. Pre-petition, WCSR incurred a total of \$11,375.00 in fees and expenses which was paid pre-petition from the Retainer. As to the Commencement Date Retainer balance, WCSR's retention terms with the Debtor provide for maintaining the Retainer on an "evergreen" basis, such that it would not be applied to post-petition fees and expenses of the firm until the conclusion of the firm's engagement. In connection with WCSR's retention in this case, however, WCSR agreed that the Retainer would only be applied to the firm's allowed expenses, but otherwise in accordance with its engagement terms.

8. By this Court's Order dated July 22, 2009, the Debtor was authorized to retain WCSR as its attorneys effective as of the Commencement Date, with regard to the filing and prosecution of this case and all related matters (the "Retention Order"). The Retention Order authorizes the Debtor to compensate WCSR 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.

9. During the Compensation Period, WCSR performed the services for which it is seeking compensation for the Debtor and its estate. In addition, WCSR 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 WCSR and any other person, other than members of the firm, for the sharing of compensation received for services rendered in this case.

10. WCSR maintains computerized records of the time spent by all WCSR attorneys and paraprofessionals in connection with its representation of the Debtor. Subject to redaction where necessary to preserve the attorney-client privilege, relevant copies of the computerized

records for the Compensation Period are attached as Exhibit A and Exhibit B, as further described below.

**A. Summary of Services Rendered by WCSR During the Compensation Period**

11. This Application is the tenth monthly application for Interim Compensation that WCSR has filed with the Court in this case. During the Compensation Period, WCSR provided significant professional services to the Debtor and its estate in its efforts to maximize value to the estate's stakeholders. WCSR has advised and represented the Debtor in connection with the operation of its business and all other matters arising in the performance of its duties as debtor in possession. WCSR has (i) prepared various pleadings, motions, and other documents; (ii) prepared for hearings in the case, and appeared before this Court at such hearings; and (iii) performed all of the other professional services that are described in this Application. Moreover, WCSR has minimized the need for judicial intervention in this case by close cooperation with the Office of the United States Trustee and other parties in interest.

12. Attached as Exhibit A are WCSR's itemized time records for professionals and paraprofessionals performing services for the Debtor during the Compensation Period.

13. During the Compensation Period, WCSR billed the Debtor for time expended by attorneys and paraprofessionals based on hourly rates ranging from \$205 to \$340 per hour. The professional services performed by WCSR on behalf of the Debtor during the Compensation Period required an aggregate expenditure of 19.50 recorded hours by WCSR's members, counsel, associates, and paraprofessionals. WCSR's blended hourly rate for services provided during the Compensation Period is \$260.36.

14. The fees charged by WCSR as set forth in Exhibit A are billed in accordance with WCSR's existing billing rates and procedures in effect during the Compensation Period. The

rates WCSR charges for the services rendered by its professionals and paraprofessionals in this chapter 11 case are the same rates that WCSR charges for professional and paraprofessional services rendered in comparable non-bankruptcy related matters in a competitive national legal market.

15. All entries itemized in WCSR's time records comply with the requirements set forth in Local Rule 2016-2, including, without limitation, (i) the utilization of project categories, (ii) a description of each activity or service that each individual performed, and (iii) the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services. Each project category in Exhibit A is organized in accordance with WCSR's internal system of project category or work codes (each a "Task Code"). If a Task Code does not appear, then WCSR did not bill time or expenses for that Task Code during the Compensation Period, but may bill time for that Task Code in the future. In accordance with Local Rule 2016-2(d)(x), all activity descriptions in Exhibit A are presented chronologically within each Task Code category.

16. The professional services performed by WCSR were necessary and appropriate to the administration of this case. The professional services performed by WCSR were in the best interests of the Debtor and other parties in interest. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and time-sensitive nature of the problems, issues, or tasks involved. The professional services were performed with expedition and in an efficient manner.

17. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested 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; (e) WCSR's established expertise in the bankruptcy field; and (f) the costs of comparable services other than in a case under the Bankruptcy Code.

**B. Actual and Necessary Expenses of WCSR**

18. Pursuant to Local Rule 2016-2(e), attached as Exhibit B are WCSR's itemized records detailing expenses incurred on behalf of the Debtor during the Compensation Period.

19. As more fully described in Exhibit B, WCSR seeks reimbursement for expenses in connection with messenger/courier services. All entries detailed in Exhibit B comply with the requirements set forth in Local Rule 2016-2(e), including an itemization of the expenses by category, the date the expense was incurred, and the individual incurring the expense, where available.

20. WCSR generally charges \$0.20 per page for photocopying expenses; however, in accordance with Local Rule 2016- 2(e), WCSR has only charged the Debtor \$0.10 per page for photocopying expenses. WCSR does not charge for outgoing facsimile transmissions.<sup>3</sup> The rates charged by WCSR for Westlaw and Lexis computerized research vary according to the type of research conducted and the specific files researched, but, in any event, such charges are billed at cost, as set forth in Exhibit B. As per the Guidelines, WCSR has not requested reimbursement of expenses related to overhead charges, such as secretarial services and proofreading.

21. WCSR has incurred \$41.10 in out-of-pocket expenses incurred as reasonable and necessary costs relating to serving as Delaware co-counsel to the Debtor during the Compensation Period. These charges are intended to cover WCSR's direct costs incurred in representing the Debtor, which costs are not incorporated in any respect into WCSR's hourly billing rates. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services. Only clients who actually use services of the types set forth in Exhibit B are separately charged for such

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<sup>3</sup> To the extent WCSR uses an outside vendor for volume faxing, WCSR bills those charges at cost. WCSR seeks competitive market rates for such outside vendor services.

services. WCSR has made every effort to minimize its expenses in this case. The actual expenses incurred in providing professional services were necessary, reasonable, and tailored to serve the needs of the Debtor.

**C. The Requested Compensation Should Be Allowed**

22. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. *See* 11 U.S.C. § 331. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1)(A)(B). Section 330 of the Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

23. WCSR respectfully submits the professional services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary for and beneficial to the Debtor's orderly administration of its estate and its rehabilitation efforts. WCSR diligently worked to anticipate or respond to the Debtor's needs and assist the Debtor's navigation of the chapter 11 process. Such services and expenditures were necessary to and in the best interests of the Debtor's estate and creditors. WCSR further submits the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtor, its estate, and all parties in interest.

24. Whenever possible, WCSR sought to minimize the costs of its services to the Debtor by assigning tasks as appropriate to junior attorneys and paraprofessionals whose rates are lower. WCSR's delegation as such has resulted in a very desirable blended rate for its timekeepers in this engagement.

25. Moreover, the vast majority of the services performed by members, counsel, and associates of WCSR were rendered by members of the Bankruptcy and Creditors' Rights practice group. In so doing, WCSR brought to bear the utmost in relevant experience for the Debtor and its estate.

26. In sum, the services rendered by WCSR were necessary and beneficial to the Debtor's estate and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly, approval of the

compensation for professional services and reimbursement of expenses sought herein is warranted.

**D. Reservation**

27. To the extent time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of this Application, or WCSR has for any other reason not sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Compensation Period, WCSR reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

**IV. Notice**

28. Notice of this Application will be served upon: (i) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 2nd Floor, 844 King Street, Wilmington, Delaware 19801, Attn: David Buchbinder, Esq.; (ii) the Debtor, Pumpkin Patch LLC, c/o Distribution Resources, 233001 54th Avenue South, Kent, Washington 98032; and (iii) co-counsel to the Debtor, Nixon Peabody LLP, 437 Madison Avenue, New York, New York 10056, Attn: Dennis J. Drebsky, Esq.

## V. Conclusion

WHEREFORE, WCSR respectfully requests (a) interim allowance of \$5,077.00 for professional services rendered to the Committee, and (b) the approval and payment of (i) interim compensation for professional services rendered as attorneys in the amount of \$4,061.60, an amount equal to eighty percent (80%) of the fees incurred during the Application Period; (ii) reimbursement of \$41.10, for actual, necessary costs and expenses incurred in these cases, and (iii) such other and further relief as is just and proper.

Dated: May 10, 2010  
Wilmington, Delaware

### **WOMBLE CARLYLE SANDRIDGE & RICE, PLLC**

/s/ Thomas M. Horan

Mark L. Desgrosseilliers (DE Bar No. 4083)

Thomas M. Horan (DE Bar No. 4641)

222 Delaware Avenue, Suite 1501

Wilmington, DE 19801

Telephone: (302) 252-4320

Facsimile: (302) 252-4330

E-mail: mdesgrosseilliers@wcsr.com

E-mail: thoran@wcsr.com

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

CERTIFICATION

STATE OF DELAWARE            )  
  )  
COUNTY OF NEW CASTLE        )

Thomas M. Horan hereby certifies as follows:

1. I am an attorney with the applicant firm, Womble Carlyle Sandridge & Rice, PLLC, and have been admitted to appear before this Court.

2. I have personally performed many of the legal services rendered by Womble Carlyle Sandridge & Rice, PLLC as attorneys to the Debtor, Pumpkin Patch LLC, and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals in the firm.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information, and belief. Moreover, I have reviewed Local Rule 2016-2(f) and submit that the Application substantially complies with such rule. To the extent the Application does not comply with Local Rule 2016-2(f), I believe such non-compliance to be non-material, and respectfully request that such non-compliance be waived.

Dated: May 10, 2010

  /s/ Thomas M. Horan  
Thomas M. Horan

**EXHIBIT "A"**

**TIMEKEEPER SUMMARY**

<b>Attorney:</b>	<b>Hours:</b>	<b>Amount:</b>	<b>Rate:</b>
Horan, Thomas M.	7.10	\$ 2,414.00	\$ 340.00
Lytle, Kathleen E*	0.30	\$ 61.50	\$ 205.00
Sasso, Heidi E*	12.10	\$ 2,601.50	\$ 215.00
<b>Totals:</b>	<u>19.50</u>	<u>\$ 5,077.00</u>	

\* If an asterisk appears above, it designates a Legal Assistant or other non-lawyer professional.

**TASK SUMMARY**

<b>Task Code</b>	<b>Task Description</b>	<b>Hours</b>	<b>Amount</b>
BKBO	Business Operations/Meetings with Debtor	0.20	68.00
BKCO	Claims Objections	0.70	238.00
BKE	Executory Contracts/Lease Agreements	1.20	308.00
BKF	Fee Application/Monthly Billing	1.90	446.00
BKFA	Fee Application Preparation	4.10	1,005.50
BKFO	Fees of Others	0.90	206.00
BKG	General Case Administration	0.50	105.50
BKH	Court Hearings/Preparation/Agenda	4.40	1,021.00
BKO	Claims Administration	0.10	21.50
BKPO	Plan of Reorganization	5.50	1,657.50
	<b>Total</b>	<u>19.50</u>	<u>5,077.00</u>

**ITEMIZED SERVICES BILL**

<b>Date:</b>	<b>Description:</b>	<b>Attorney:</b>	<b>Hours:</b>	<b>Rate:</b>	<b>Amount:</b>
<b>BKBO - Business Operations/Meetings with Debtor</b>					
04/01/2010	Review and revise notice of debtor's change of address	Horan, Thomas M.	0.10	340.00	\$ 34.00
04/15/2010	Review letter from Blue Cross regarding post-petition invoices; email to D. Drebsky regarding same	Horan, Thomas M.	0.10	340.00	\$ 34.00
<b>Total for Task:</b>					\$ 68.00
<b>BKCO - Claims Objections</b>					
04/15/2010	Review and revise first omnibus claims objection and order (.5); conference with Mark Desgrosseilliers regarding same (.1); emails with D. Lee regarding same (.1)	Horan, Thomas M.	0.70	340.00	\$ 238.00
<b>Total for Task:</b>					\$ 238.00
<b>BKE - Executory Contracts/Lease Agreements</b>					
04/05/2010	Emails with D. Drebsky regarding order approving Dulles lease assumption	Horan, Thomas M.	0.10	340.00	\$ 34.00
04/05/2010	Review and revise certificate of no objection regarding second interim fee applications	Horan, Thomas M.	0.20	340.00	\$ 68.00
04/05/2010	Review and revise certificates of no objection regarding motion to approve Dulles lease assumption and motion to seal exhibit regarding same	Horan, Thomas M.	0.10	340.00	\$ 34.00
04/05/2010	Draft certificate of no objection regarding Dulles lease motion (.2); file and serve (.2)	Sasso, Heidi E*	0.40	215.00	\$ 86.00
04/05/2010	Draft certificate of no objection regarding motion to seal Dulles lease motion; file and serve	Sasso, Heidi E*	0.40	215.00	\$ 86.00
<b>Total for Task:</b>					\$ 308.00
<b>BKF - Fee Application/Monthly Billing</b>					
04/02/2010	Draft order, Exhibit A and certification of counsel regarding second interim fee applications	Sasso, Heidi E*	0.80	215.00	\$ 172.00
04/05/2010	File and serve certification of counsel regarding second interim fee order	Sasso, Heidi E*	0.30	215.00	\$ 64.50
04/05/2010	Conference with T. Horan regarding status of fee applications	Sasso, Heidi E*	0.10	215.00	\$ 21.50

**ITEMIZED SERVICES BILL**

04/21/2010	Review and revise certificates of no objection regarding February 2010 fee applications for Womble Carlyle Sandridge & Rice and Nixon Peabody	Horan, Thomas M.	0.10	340.00	\$ 34.00
04/22/2010	Correspondence to client regarding certificates of no objection regarding October, December and February fee applications	Sasso, Heidi E*	0.40	215.00	\$ 86.00
04/29/2010	Intraoffice communications regarding Judge Shannon chambers' request for delivery of certification of counsel and order regarding second interim fee application	Horan, Thomas M.	0.10	340.00	\$ 34.00
04/30/2010	Review order granting second interim fee applications	Horan, Thomas M.	0.10	340.00	\$ 34.00
				<b>Total for Task:</b>	\$ 446.00

**BKFA - Fee Application Preparation**

04/09/2010	Review and revise bill for Womble Carlyle March 2010 fee application	Horan, Thomas M.	0.30	340.00	\$ 102.00
04/19/2010	Review bill for Womble Carlyle Sandridge & Rice March 2010 fee application	Horan, Thomas M.	0.10	340.00	\$ 34.00
04/21/2010	Review and revise March 2010 fee application for Womble Carlyle Sandridge & Rice	Horan, Thomas M.	0.20	340.00	\$ 68.00
04/21/2010	Draft Womble Carlyle Sandridge & Rice's ninth monthly fee application (1.0); file and serve with court (0.5)	Sasso, Heidi E*	1.50	215.00	\$ 322.50
04/21/2010	Draft certificate of no objection regarding Womble Carlyle Sandridge & Rice's eighth monthly fee application (.2); file and serve with (.2)	Sasso, Heidi E*	0.40	215.00	\$ 86.00
04/27/2010	Revise third quarterly fee application of Womble Carlyle Sandridge & Rice	Horan, Thomas M.	0.40	340.00	\$ 136.00
04/27/2010	Draft Womble Carlyle Sandridge & Rice third quarterly fee application	Sasso, Heidi E*	1.10	215.00	\$ 236.50
04/30/2010	Transmit order granting interim fee applications to counsel	Lytle, Kathleen E*	0.10	205.00	\$ 20.50
				<b>Total for Task:</b>	\$ 1,005.50

**BKFO - Fees of Others**

04/20/2010	Review and revise Nixon Peabody March 2010 fee application; emails with A. Horn regarding same	Horan, Thomas M.	0.10	340.00	\$ 34.00
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**ITEMIZED SERVICES BILL**

04/20/2010	Draft notice of Nixon Peabody ninth monthly fee application (.2); file and serve ninth monthly application (.2)	Sasso, Heidi E*	0.40	215.00	\$ 86.00
04/21/2010	Draft certificate of no objection regarding Nixon Peabody eighth monthly fee application (0.2); file and serve (0.2)	Sasso, Heidi E*	0.40	215.00	\$ 86.00
				<b>Total for Task:</b>	\$ 206.00

**BKG - General Case Administration**

04/01/2010	Draft notice of change of address (.20); correspondence to Garden City regarding same (.10)	Sasso, Heidi E*	0.30	215.00	\$ 64.50
04/07/2010	File affidavits of service regarding (i) Nixon Peabody February Fee Application and (ii) certificates of no objection regarding Dulles motions	Lytle, Kathleen E*	0.10	205.00	\$ 20.50
04/20/2010	File affidavits of service regarding agendas, disclosure statement and plan	Lytle, Kathleen E*	0.10	205.00	\$ 20.50
				<b>Total for Task:</b>	\$ 105.50

**BKH - Court Hearings/Preparation/Agenda**

04/05/2010	Review and approve agenda for April 7, 2010 omnibus hearing	Horan, Thomas M.	0.10	340.00	\$ 34.00
04/05/2010	Prepare April 7, 2010 Omnibus hearing binder	Sasso, Heidi E*	0.70	215.00	\$ 150.50
04/05/2010	Draft agenda for April 17, 2010 Omnibus hearing (.70); telephone call to and telephone call from court regarding continuing fee applications (.10); file and serve (.30)	Sasso, Heidi E*	1.10	215.00	\$ 236.50
04/15/2010	Review and revise agenda for April 19, 2010 omnibus hearing (.1); emails with L. Harrington and Heidi Sasso regarding same (.1); emails with D. Drebsky regarding hearing (.1)	Horan, Thomas M.	0.30	340.00	\$ 102.00
04/15/2010	Draft April 19, 2010 Omnibus hearing agenda (.5); preparation of hearing binder (.4); file and serve agenda (.3)	Sasso, Heidi E*	1.20	215.00	\$ 258.00
04/15/2010	Conference with T. Horan regarding April 19, 2010 hearing	Sasso, Heidi E*	0.10	215.00	\$ 21.50
04/16/2010	Teleconference with J. Walker at Judge Shannon's chambers regarding cancellation of April 19, 2010 hearing	Horan, Thomas M.	0.10	340.00	\$ 34.00
04/16/2010	Teleconference with D. Drebsky regarding April 19, 2010 hearing	Horan, Thomas M.	0.10	340.00	\$ 34.00

**ITEMIZED SERVICES BILL**

04/16/2010	Preparation of hearing binders for April 19, 2010 hearing	Sasso, Heidi E*	0.50	215.00	\$ 107.50
04/27/2010	Telephone call to court regarding scheduling of Omnibus hearing dates	Sasso, Heidi E*	0.20	215.00	\$ 43.00
				<b>Total for Task:</b>	\$ 1,021.00

**BKO - Claims Administration**

04/06/2010	Coordinate service of Dulles order	Sasso, Heidi E*	0.10	215.00	\$ 21.50
				<b>Total for Task:</b>	\$ 21.50

**BKPO - Plan of Reorganization**

04/01/2010	Emails regarding further amendments to disclosure statement in response to U.S. Trustee comments	Horan, Thomas M.	0.10	340.00	\$ 34.00
04/13/2010	Emails with L. Harrington and D. Drebsky regarding status of disclosure statement	Horan, Thomas M.	0.10	340.00	\$ 34.00
04/14/2010	Review and revise first amended plan and disclosure statement	Horan, Thomas M.	0.30	340.00	\$ 102.00
04/14/2010	Preparation of exhibits to first amend disclosure statement	Sasso, Heidi E*	0.50	215.00	\$ 107.50
04/14/2010	File and serve first amended disclosure statement	Sasso, Heidi E*	0.40	215.00	\$ 86.00
04/14/2010	File and serve first amended plan	Sasso, Heidi E*	0.30	215.00	\$ 64.50
04/14/2010	File Blackline Plan and disclosure statement	Sasso, Heidi E*	0.20	215.00	\$ 43.00
04/16/2010	Draft and revise disclosure statement order related filings	Horan, Thomas M.	1.10	340.00	\$ 374.00
04/16/2010	Conference with T. Horan regarding revised disclosure statement order and exhibits; preparation for filing	Sasso, Heidi E*	0.30	215.00	\$ 64.50
04/19/2010	Prepare final form of solicitation package (1.1); emails with D. Drebsky and L. Harrington regarding same (.1); teleconference with D. Drebsky and L. Harrington regarding same (.1); emails with Garden City Group regarding same (.2); review revised materials from Garden City Group (.4)	Horan, Thomas M.	1.90	340.00	\$ 646.00
04/20/2010	Multiple communications via telephone and email with Garden City Group regarding preparation and distribution of plan solicitation materials	Horan, Thomas M.	0.10	340.00	\$ 34.00
04/21/2010	Emails with Garden City Group regarding service of plan solicitation packages	Horan, Thomas M.	0.10	340.00	\$ 34.00

**ITEMIZED SERVICES BILL**

04/27/2010	Review Texas Comptroller Objection to Plan; email to D. Drebsky and L. Harrington regarding same	Horan, Thomas M.	0.10	340.00	\$ 34.00
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**Total for Task:** \$ 1,657.50

**Total for Services:** \$ 5,077.00

\* If an asterisk appears above, it designates a Legal Assistant or other non-lawyer professional.

**EXHIBIT "B"**

**DISBURSEMENT SUMMARY**

<b>Date:</b>	<b>Description:</b>	<b>Amount:</b>
	Messenger/Courier Service	\$ 13.00
	Photocopies	\$ 28.10
	<b>Total Disbursements:</b>	<u>\$ 41.10</u>

Any disbursement appearing on our statements as Business Meals and Entertainment is stated at cost. The Revenue Reconciliation Act of 1993 reduced the deductibility of these expenses to you from 80% to 50%. We maintain the supporting documentation for these costs and will make the documentation available to you upon request.

**DISBURSEMENTS AND OTHER CHARGES**

<b>Date:</b>	<b>Description:</b>	<b>Attorney:</b>	<b>Quantity:</b>	<b>Amount:</b>
Mar 24, 2010	Messenger/Courier Service TriState Courier & Carriage, Inc. - To Bankruptcy	Swyka, Marie C		\$ 6.50
Apr 10, 2010	Messenger/Courier Service TriState Courier & Carriage, Inc. - To Judge Shannon	Swyka, Marie C		\$ 6.50
Apr 16, 2010	Photocopies	Quigley, Lauren R.	275	\$ 27.50
Apr 16, 2010	Photocopies	Quigley, Lauren R.	6	\$ 0.60
			<b>Total Disbursements:</b>	<b>\$ 41.10</b>

Any disbursement appearing on our statements as Business Meals and Entertainment is stated at cost. The Revenue Reconciliation Act of 1993 reduced the deductibility of these expenses to you from 80% to 50%. We maintain the supporting documentation for these costs and will make the documentation available to you upon request.