

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

<p>In re:</p> <p>WASHINGTON MUTUAL, INC. <i>et al.</i>,</p> <p style="text-align: right;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 08-12229 (MFW)</p> <p><b>Hearing Date: TBD</b></p> <p><b>Objection Deadline: January 12, 2012 at 4:00 p.m. (ET)</b></p>
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**THIRTY-EIGHTH MONTHLY APPLICATION OF PEPPER HAMILTON LLP,  
CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR  
THE PERIOD NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

Name of Applicant: Pepper Hamilton LLP

Authorized to provide professional services to: Co-Counsel to the Official Committee of Unsecured Creditors

Date of Retention: November 26, 2008 *nunc pro tunc* to October 15, 2008

Period for which compensation and reimbursement are sought: November 1, 2011 through November 30, 2011

Amount of compensation sought as actual, reasonable, and necessary: \$21,402.00

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$4,859.22

This is an:  monthly  interim  final application.

The Applicant intends to seek compensation in connection with the preparation of this Application at a later date.



If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested Fees, Expenses	Approved Fees, Expenses	Status
12/1/08 (Dkt. No. 367)	10/15/08 – 10/31/08	\$156,207.25 (fees) \$2,274.11 (expenses)	\$156,207.25 (fees) \$2,274.11 (expenses)	Approved on an Interim Basis
1/6/09 (Dkt. No. 540)	11/1/08 – 11/30/08	\$354,558.75 (fees) \$14,908.11 (expenses)	\$354,558.75 (fees) \$14,908.11 (expenses)	Approved on an Interim Basis
2/2/09 (Dkt. No. 636)	12/1/08 – 12/31/08	\$214,419.32 (fees) \$15,956.38 (expenses)	\$214,419.32 (fees) \$15,956.38 (expenses)	Approved on an Interim Basis
3/6/09 (Dkt. No. 748)	1/1/09 – 1/31/09	\$103,622.00 (fees) \$65,894.44 (expenses)	\$103,622.00 (fees) \$65,894.44 (expenses)	Approved on an Interim Basis
4/1/09 (Dkt. No. 833)	2/1/09 – 2/28/09	\$120,089.00 (fees) \$3,598.72 (expenses)	\$120,089.00 (fees) \$3,598.72 (expenses)	Approved on an Interim Basis
5/1/09 (Dkt. No. 977)	3/1/09 – 3/31/09	\$78,106.00 (fees) \$7,445.77 (expenses)	\$78,106.00 (fees) \$7,445.77 (expenses)	Approved on an Interim Basis
6/18/09 (Dkt. No. 1175)	4/1/09 – 4/30/09	\$94,698.50 (fees) \$5,119.92 (expenses)	\$94,698.50 (fees) \$5,119.92 (expenses)	Approved on an Interim Basis
7/8/09 (Dkt. No. 1271)	5/1/09 – 5/30/09	\$106,620.10 (fees) \$4,052.75 (expenses)	\$106,620.10 (fees) \$4,052.75 (expenses)	Approved on an Interim Basis
8/4/09 (Dkt. No. 1432)	6/1/09 – 6/30/09	\$111,558.00 (fees) \$4,160.15 (expenses)	\$111,558.00 (fees) \$4,160.15 (expenses)	Approved on an Interim Basis
9/8/09 (Dkt. No. 1591)	7/1/09 – 7/31/09	\$66,706.00 (fees) \$2,768.34 (expenses)	\$66,706.00 (fees) \$2,768.34 (expenses)	Approved on an Interim Basis
9/24/09 (Dkt. No. 1650)	8/1/09 – 8/31/09	\$55,440.00 (fees) \$4,847.20 (expenses)	\$55,440.00 (fees) \$4,847.20 (expenses)	Approved on an Interim Basis
10/24/09 (Dkt. No. 1771)	9/1/09 – 9/30/09	\$60,523.00 (fees) \$3,571.26 (expenses)	\$60,523.00 (fees) \$3,571.26 (expenses)	Approved on an Interim Basis
11/25/09 (Dkt. No. 1934)	10/1/09 – 10/31/09	\$115,833.00 (fees) \$3,331.31 (expenses)	\$115,833.00 (fees) \$3,331.31 (expenses)	Approved on an Interim Basis
12/28/09 (Dkt. No. 2061)	11/1/09 – 11/30/09	\$96,236.00 (fees) \$6,728.88 (expenses)	\$96,236.00 (fees) \$6,728.88 (expenses)	Approved on an Interim Basis
2/1/10 (Dkt. No. 2275)	12/1/09 – 12/31/09	\$28,434.50 (fees) \$5,410.08 (expenses)	\$28,434.50 (fees) \$5,410.08 (expenses)	Approved on an Interim Basis
2/26/10 (Dkt. No. 2427)	1/1/10 – 1/31/10	\$73,782.00 (fees) \$2,941.14 (expenses)	\$73,782.00 (fees) \$2,941.14 (expenses)	Approved on an Interim Basis
3/29/10 (Dkt. N. 2625)	2/1/10 – 2/28/10	\$38,820.50 (fees) \$3,828.20 (expenses)	\$38,820.50 (fees) \$3,828.20 (expenses)	Approved on an Interim Basis
4/30/10 (Dkt. N. 3607)	3/1/10 – 3/31/10	\$121,543.50 (fees) \$4,467.45 (expenses)	\$121,543.50 (fees) \$4,467.45 (expenses)	Approved on an Interim Basis
6/2/10 (Dkt. N. 4491)	4/1/10 – 4/30/10	\$62,381.00 (fees) \$4,699.00 (expenses)	\$62,381.00 (fees) \$4,699.00 (expenses)	Approved on an Interim Basis
7/1/210 (Dkt. N. 4844)	5/1/10 – 5/31/10	\$69,447.50 (fees) \$4,342.29 (expenses)	\$69,447.50 (fees) \$4,342.29 (expenses)	Approved on an Interim Basis

7/29/10 (Dkt. N. 5164)	6/1/10 – 6/30/10	\$38,015.50 (fees) \$7,603.10 (expenses)	\$38,015.50 (fees) \$7,603.10 (expenses)	Approved on an Interim Basis
9/3/10 (Dkt. N. 5383)	7/1/10 – 7/31/10	\$83,075.00 (fees) \$6,355.91 (expenses)	\$83,075.00 (fees) \$6,355.91 (expenses)	Approved on an Interim Basis
9/30/10 (Dkt. N. 5523)	8/1/10 – 8/31/10	\$42,295.50 (fees) \$5,512.39 (expenses)	\$42,295.50 (fees) \$5,512.39 (expenses)	Approved on an Interim Basis
10/29/10 (Dkt. N. 5718)	9/1/10 – 9/30/10	\$63,529.00 (fees) \$3,692.59 (expenses)	\$63,529.00 (fees) \$3,692.59 (expenses)	Approved on an Interim Basis
11/17/10 (Dkt. No. 5955)	10/1/10 – 10/31/10	\$51,466.50 (fees) \$11,828.07 (expenses)	\$51,466.50 (fees) \$11,828.07 (expenses)	Approved on an Interim Basis
12/23/10 (Dkt. No. 6424)	11/1/10 – 11/30/10	\$83,776.50 (fees) \$5,252.14 (expenses)	\$83,776.50 (fees) \$5,252.14 (expenses)	Approved on an Interim Basis
1/24/11 (Dkt. No. 6610)	12/1/10 – 12/31/10	\$65,355.00 (fees) \$9,301.67 (expenses)	\$65,355.00 (fees) \$9,301.67 (expenses)	Approved on an Interim Basis
3/1/11 (Dkt. No. 6834)	1/1/11 – 1/31/11	\$38,871.50 (fees) \$6,609.17 (expenses)	\$38,871.50 (fees) \$6,609.17 (expenses)	Approved on an Interim Basis
3/28/11 (Dkt. No. 7060)	2/1/11 – 2/28/11	\$27,294.00 (fees) \$7,597.83 (expenses)	\$21,835.20 (fees) \$7,597.83 (expenses)	Approved on an Interim Basis
4/25/11 (Dkt. No. 7185)	3/1/11 – 3/31/11	\$55,960.00 (fees) \$2,943.94 (expenses)	\$44,768.00 (fees) \$2,943.94 (expenses)	Approved on an Interim Basis
5/16/11 (Dkt. No. 7488)	4/1/11 – 4/30/11	\$27,357.00 (fees) \$4,610.22 (expenses)	\$21,885.60 (fees) \$4,610.22 (expenses)	Approved on an Interim Basis
7/15/11 (Dkt. No. 8257)	5/1/11 – 5/31/11	\$41,677.00 (fees) \$3,375.55 (expenses)	\$33,341.60 (fees) \$3,375.55 (expenses)	Approved on an Interim Basis
7/27/11 (Dkt. No. 8326)	6/1/11 – 6/30/1/11	\$173,957.75 (fees) \$4,949.98 (expenses)	\$139,166.20 (fees) \$4,949.98 (expenses)	Approved on an Interim Basis
8/22/11 (Dkt. No. 8527)	7/1/11 – 7/31/11	\$334,110.50 (fees) \$15,846.39 (expenses)	\$267,288.40 (fees) \$15,846.39 (expenses)	Approved on an Interim Basis
10/10/11 (Dkt. No. 8769)	8/1/11 – 8/31/11	\$200,899.50 (fees) \$17,808.15 (expenses)	\$160,719.60 (fees) \$17,808.15 (expenses)	Approved on an Interim Basis
10/27/11 (Dkt. No. 8913)	9/1/11 – 9/30/11	\$81,812.00 (fees) \$10,536.31 (expenses)	\$65,449.60 (fees) \$10,536.31 (expenses)	Approved on an Interim Basis
11/15/11 (Dkt. No. 9033)	10/1/11 – 10/31/11	\$95,242.00 (fees) \$11,780.09 (expenses)	\$76,193.60 (fees) \$11,780.09 (expenses)	

**COMPENSATION BY TIMEKEEPER**

<b><u>Name of Professional Person</u></b>	<b><u>Position With the Applicant and Number of Years in That Position</u></b>	<b><u>Hourly Billing Rate</u></b>	<b><u>Total Billed Hours</u></b>	<b><u>Total Compensation</u></b>
David B. Stratton	Partner (22 years) J.D. 1978	\$700.00	23.50	\$16,450.00
Evelyn J. Meltzer	Associate (10 years) J.D. 2001	\$405.00	2.20	\$891.00
John H. Schanne, II	Associate (3 years) J.D. 2008	\$310.00	0.40	\$124.00
Christopher Lano	Paralegal	\$215.00	11.70	\$2,515.50
Christopher A. Lewis	Paralegal	\$185.00	0.80	\$148.00
Rebecca Hudson	Paralegal	\$155.00	6.30	\$976.50
David Smith	Document Clerk	\$55.00	5.40	\$297.00

## COMPENSATION BY PROJECT CATEGORY

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	5.80	\$383.00
Creditors' Committee	15.00	\$10,500.00
Court Hearings	9.20	\$4,936.50
Fees	12.20	\$2,918.50
Fees/Objections	2.70	\$554.50
Employment of Professionals	0.90	\$139.50
General Litigation	3.90	\$1,550.00
Plan and Disclosure Statement	0.60	\$420.00
TOTAL HOURS:	50.30	
TOTAL FEES:	\$21,402.00	
BLENDED RATE:	\$425.49	

## **EXPENSE SUMMARY**

<b><u>Expense Category</u></b>	<b><u>Service Provider</u></b>	<b><u>Total Expenses</u></b>
Meals		\$56.50
Duplicating	(Internal) PARCELS, Inc.	\$448.00
Parcel Copy Work		\$1,703.19
Filing Fees		\$210.00
Messenger Service		\$276.30
Messenger Service – Overnight Courier		\$853.02
Postage		\$939.20
Reference Service		\$30.00
Reporting Services		\$319.50
Telephone		\$23.51
<b>TOTAL EXPENSES:</b>		<b>\$4,859.22</b>

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

In re:  WASHINGTON MUTUAL, INC. <i>et al.</i> ,  Debtors.	Chapter 11  Case No. 08-12229 (MFW)  <b>Hearing Date: TBD</b> <b>Objection Deadline: January 12, 2012 at 4:00 p.m. (ET)</b>
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**THIRTY-EIGHTH MONTHLY APPLICATION OF PEPPER HAMILTON LLP,  
CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR  
THE PERIOD NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

For its Thirty-Eighth Monthly Application for Compensation and Reimbursement of Expenses (the “Application”) Pepper Hamilton LLP (the “Applicant”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”), respectfully represents as follows:

**A. BACKGROUND**

1. On September 26, 2008 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).
2. Pursuant to 11 U.S.C. §§ 1107(a) and 1108, the Debtors continue to operate their businesses and manage their properties as a debtors-in-possession.
3. On October 15, 2008, the Office of the United States Trustee appointed the Committee pursuant to 11 U.S.C. § 1102. Pursuant to Section 1103(a) of the Bankruptcy Code, the Committee has selected Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) to serve as its lead counsel and Pepper Hamilton to serve as its Delaware counsel.

4. On November 26, 2008, the Court entered an Order Pursuant to 11 U.S.C. §§ 328(a) and 1103 Authorizing and Approving Employment and Retention of Pepper Hamilton LLP as Delaware Counsel to the Official Committee of Unsecured Creditors (Docket No. 358; the “Retention Order”). A copy of the Retention Order is attached hereto as Exhibit A.

5. Applicant has rendered services on behalf of the Committee from November 1, 2011 through November 30, 2011 totaling 50.30 hours, and in connection therewith requests allowance of interim compensation in the amount of \$21,402.00 and reimbursement of expenses in the amount of \$4,859.22.

6. The Debtors have paid Applicant \$1,804,703.10 for services rendered and expenses incurred from the commencement of these cases through November 30, 2011.

7. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with these Chapter 11 cases and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant's time records in the sum of \$21,402.00 regarding the Chapter 11 proceedings are annexed hereto as Exhibit B.

**B. DESCRIPTION OF SERVICES AND EXPENSES AND RELIEF REQUESTED**

8. Applicant’s services on behalf of the Committee are described in detail in Exhibit B. In general, Applicant has assisted co-counsel in representing the Committee in all aspects of the Debtors’ bankruptcy proceedings, including, without limitations, the following:

a. advise co-counsel and the Committee with respect to its rights, duties and powers in these cases;

b. assist and advise co-counsel and the Committee in its consultations with the Debtors, and other parties in interest, relating to the administration of these cases;



c. assist co-counsel and the Committee in analysis of FDIC, receivership and regulatory issues related to the interests of unsecured creditors;

d. assist and advise co-counsel and the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and other parties involved with the Debtors, and of the operation of the Debtors' businesses; and

e. advise co-counsel and the Committee respecting local standards, rules, practices and procedures.

9. To assist the Court in its review of the fees sought by Applicant, Applicant has separated its time entries in Exhibit B into the following categories:

a. Case Administration. This category includes time spent by Applicant in connection with the performance of its duties as counsel for the Committee which do not fall within any of the more specific categories discussed below. Time in this category was incurred (i) maintaining pleadings file; (ii) updating the hearing calendar; and (iii) preparing and organizing binders. The total fees sought under this category for the period November 1, 2011 through November 30, 2011 are \$383.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.1.

b. Creditors' Committee. This category includes time spent by Applicant participating in various Committee meetings. The total fees sought under this category for the period November 1, 2011 through November 30, 2011 are \$10,500.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.2.

c. Court Hearings. This category includes time spent preparing for and attending the November 2011 hearings and mediation. The total fees sought under this category for the period November 1, 2011 through November 30, 2011 are \$4,936.50. The

detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.3.

d. Fees. Entries in this category include time spent preparing Applicant's Thirty-Seventh Application for Compensation and Reimbursement of Expenses. Applicant also spent 5.7 hours filing and serving the applications for compensation of the Committee's other retained professionals. The total fees sought under this category for the period November 1, 2011 through November 30, 2011 are \$2,918.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.4.

e. Fees/ Objections. Entries in this category include the preparation, filing, and service of certificates of no objection regarding various applications for compensation and reimbursement of expenses filed by the Committee's professionals. The total fees sought under this category for the period November 1, 2011 through November 30, 2011 are \$554.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.5.

f. Employment of Professionals. This category includes time spent preparing and filing the supplemental verified statements of the Applicant. The total fees sought under this category for the period November 1, 2011 through November 30, 2011 are \$139.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.6.

g. General Litigation. This category includes time spent by the Applicant in connection with various litigation matters. The total fees sought under this category for the period November 1, 2011 through November 30, 2011 are \$1,550.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.7.

h. Plan and Disclosure Statement. This category includes time spent (i) conferring with colleagues on drafting of Plan; and (ii) reviewing correspondence related to the \$50 million change over. The total fees sought under this category for the period November 1, 2011 through November 30, 2011 are \$420.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.8.

The foregoing general description of services rendered in specific areas is not intended to be exhaustive of the scope of Applicant's activities on behalf of the Committee in these cases. The time records attached as Exhibit B present more completely the work performed by Applicant in each billing category during the period covered by this Application.

10. Applicant believes that the services rendered during the period November 1, 2011 through November 30, 2011 on behalf of the Committee are reasonably worth the sum of \$21,402.00, and Applicant requests the allowance of such sum. The blended hourly rate for all services rendered by Applicant during this period is \$425.49.

11. Applicant further requests reimbursement of costs expended on behalf of the Committee for the period ending November 30, 2011 in connection with this Chapter 11 proceeding in the sum of \$4,859.22 as set forth in the summary attached as Exhibit C.

12. The expenses incurred by Applicant may include long distance telephone calls, over-night delivery, travel expenses, local messenger service, meals, facsimiles, postage, duplicating, and computerized legal research charges, all of which Applicant normally bills to its non-bankruptcy clients at rates calculated to compensate Applicant for only the actual cost of the expense. The rate Applicant charges for photocopying is \$0.10 per page and out-going facsimile transmission charges are \$1.00 per page. Applicant does not charge for incoming facsimiles.

Consistent with the firm's charges to non-bankruptcy clients, where Applicant's Court Liaison Department handles electronic filings with the Court, Applicant charges a \$10.00 filing fee.

13. As outlined above, the attorneys who worked on these cases from November 1, 2011 through November 30, 2011 have various levels of expertise. From time to time these attorneys consulted with each other and other attorneys on different aspects of the case. It is submitted that this is a more efficient way to run a case than to expect a single attorney to be an expert in all applicable areas of law. If a single attorney were to attempt to run a case such as this, the attorney would have to learn through research what other attorneys know and can tell him based on their years of knowledge and experience. The primary attorneys and their areas of expertise are listed on Exhibit D attached hereto.

14. Applicant has reviewed the requirements of Del.Bankr.LR 2016-2 and believes that this Application complies with the requirements of the same.

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WHEREFORE, Applicant prays this Court enter an Order allowing Applicant interim compensation from November 1, 2011 through November 30, 2011 in the sum of \$21,402.00 and reimbursement of costs expended November 1, 2011 through November 30, 2011 in the sum of \$4,859.22, directing prompt payment of the same by the Debtors to the extent not previously paid, and granting such other and further relief as may be just.

Dated: December 22, 2011  
Wilmington, Delaware

PEPPER HAMILTON LLP

/s/ David B. Stratton  
David B. Stratton (DE No. 960)  
David M. Fournier (DE No. 2812)  
Evelyn J. Meltzer (DE No. 4581)  
Hercules Plaza, Suite 5100  
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(302) 777-6500  
Fax: (302) 421-8390

*Co-Counsel for the Official Committee of  
Unsecured Creditors*

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

In re:  WASHINGTON MUTUAL, INC. <i>et al.</i> ,  Debtors.	Chapter 11  Case No. 08-12229 (MFW)  <b>Hearing Date: TBD</b> <b>Objection Deadline: January 12, 2012 at 4:00 p.m. (ET)</b>
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**NOTICE OF APPLICATION**

TO: U.S. Trustee; Debtors, and Counsel to the Debtors.

Pepper Hamilton LLP, co-counsel to the Official Committee of Unsecured Creditors (hereinafter referred to as "Applicant"), has filed its **Thirty-Eighth Monthly Application for Compensation and Reimbursement of Expenses Incurred for the Period November 1, 2011 through November 30, 2011** (the "Application").

You are required to file a response to the attached Application on or before **January 12, 2012 at 4:00 p.m. (Prevailing Eastern Time)**.

At the same time, you must also serve a copy of the response upon the following parties:

David B. Stratton, Esq.  
David M. Fournier, Esq.  
Evelyn J. Meltzer, Esq.  
PEPPER HAMILTON LLP  
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Stephen D. Susman, Esq.  
Seth D. Ard, Esq.  
SUSMAN GODFREY, L.L.P.  
654 Madison Avenue, 5<sup>th</sup> Floor  
New York, NY 10065

A HEARING ON THE APPLICATION WILL BE SCHEDULED at the Court's convenience before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Date: December 22, 2012  
Wilmington, Delaware

/s/ David B. Stratton  
David B. Stratton (DE No. 960)  
David M. Fournier (DE No. 2812)  
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*Counsel to the Official Committee of Unsecured  
Creditors*



# **EXHIBIT A**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:  
WASHINGTON MUTUAL, INC. *et al.*,  
Debtors.

Chapter 11  
Case No. 08-12229 (MFW)  
Related D.I. 259

**ORDER PURSUANT TO 11 U.S.C. §§ 328(A) AND 1103 AUTHORIZING AND  
APPROVING THE EMPLOYMENT AND RETENTION OF PEPPER HAMILTON LLP  
AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS**

UPON CONSIDERATION OF the Application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors-in-possession (the "Debtors"), for an order, pursuant to 11 U.S.C. §§ 328(a) and 1103 and Federal Rules of Bankruptcy Procedure 2014(a) and 2016, authorizing the Committee to employ and retain the law firm of Pepper Hamilton LLP ("Pepper Hamilton") as its Delaware counsel *nunc pro tunc* to October 15, 2008; and upon the affidavit of David B. Stratton, Esquire, a partner of the firm of Pepper Hamilton (the "Affidavit"); and the Court finding based on the representations made in the Application and the Affidavit that Pepper Hamilton is a disinterested person as that term is defined under section 101(14) of the Bankruptcy Code, Pepper Hamilton does not hold or represent an interest adverse to the Debtors' estates with respect to the matters on which Pepper Hamilton is retained, and the employment of Pepper Hamilton as co-counsel to the Committee is appropriate; and after due deliberation and sufficient cause appearing therefore, it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

1. Pursuant to §§ 328 and 1103 of the Bankruptcy Code, the Committee is hereby authorized and empowered to employ the firm of Pepper Hamilton, *nunc pro tunc* to

October 15, 2008, as its co-counsel in this Chapter 11 case, and Pepper Hamilton is authorized to perform the services set forth in the Application.

2. Pepper Hamilton shall be compensated in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and such other procedures as may be fixed by order of this Court.

Dated: Nov. 26, 2008  
Wilmington, Delaware

  
\_\_\_\_\_  
THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT B.1**

**Time Detail by Task Code**

TASK CODE: B110 Case Administration

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
11/03/11	C. Lano	Receipt and review of Signed Omnibus Hearing Order.	0.10	215.00	21.50
11/03/11	C. Lano	Update hearing calendar.	0.10	215.00	21.50
11/03/11	D. Smith	Review and pull documents from pleadings file then print documents from docketing system and assemble agenda binder.	0.50	55.00	27.50
11/04/11	D. Smith	Review docket and organize pleadings file.	0.50	55.00	27.50
11/07/11	D. Smith	Review docket and organize pleadings file.	0.50	55.00	27.50
11/11/11	D. Smith	Review docket and organize pleadings file.	0.50	55.00	27.50
11/15/11	D. Smith	Review docket and organize pleading file.	0.50	55.00	27.50
11/21/11	C. Lano	Revise 2002 service list.	0.20	215.00	43.00
11/21/11	D. Smith	Review docket and organize pleadings file.	0.80	55.00	44.00
11/22/11	D. Smith	Review docket and organize pleadings file.	1.00	55.00	55.00
11/22/11	D. Smith	Review and pull documents from pleadings file then print documents from docketing system and assemble agenda binder per D. B. Stratton.	0.80	55.00	44.00
11/23/11	D. Smith	Review docket, organize pleadings files.	0.30	55.00	16.50
Total B110 Case Administration			<u>5.80</u>		<u>383.00</u>

## **EXHIBIT B.2**

TASK CODE: B150 Creditors' Committee

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
11/01/11	D. Stratton	Committee conference call and follow-up call with professionals.	1.50	700.00	1,050.00
11/02/11	D. Stratton	Participate in Committee conference call.	1.10	700.00	770.00
11/02/11	D. Stratton	Participate in Committee conference call re update.	0.70	700.00	490.00
11/04/11	D. Stratton	All hands call and follow up.	1.60	700.00	1,120.00
11/08/11	D. Stratton	Participate in Committee conference call.	1.00	700.00	700.00
11/10/11	D. Stratton	Committee professionals call re plan outline.	1.10	700.00	770.00
11/11/11	D. Stratton	All hands call.	1.00	700.00	700.00
11/14/11	D. Stratton	Participate in Committee conference call.	1.50	700.00	1,050.00
11/15/11	D. Stratton	Committee conference call.	1.70	700.00	1,190.00
11/17/11	D. Stratton	Participate in Committee call.	1.60	700.00	1,120.00
11/22/11	D. Stratton	Participate in Committee conference call.	1.20	700.00	840.00
11/28/11	D. Stratton	Committee Conference Call	1.00	700.00	700.00
Total B150 Creditors' Committee			15.00		10,500.00

## **EXHIBIT B.3**



TASK CODE: B155 Court Hearings

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
11/03/11	D. Stratton	Confer with F. Hodara re November 7 hearing.	0.20	700.00	140.00
11/03/11	C. Lano	Receipt and review 11/7/11 Agenda.	0.10	215.00	21.50
11/03/11	C. Lano	Confer with D. Smith re 11/7/11 Agenda.	0.10	215.00	21.50
11/03/11	C. Lano	Email Committee Professionals' 11/7/11 telephonic confirmations and Agenda.	0.30	215.00	64.50
11/04/11	D. Stratton	Confer with F. Hodara re November 7 hearing.	0.20	700.00	140.00
11/07/11	D. Stratton	Prepare for and attend omnibus hearing.	1.20	700.00	840.00
11/07/11	D. Stratton	Draft email to F. Hodara re hearing and continuation of mediation.	0.30	700.00	210.00
11/07/11	C. Lano	Research and provide D. Stratton 10/6/11 transcript.	0.20	215.00	43.00
11/08/11	C. Lano	Receipt and review of 11/7/11 transcript.	0.10	215.00	21.50
11/11/11	C. Lano	Email C. Greer and R. Johnson re 11/23/11 hearing.	0.20	215.00	43.00
11/11/11	C. Lano	Review court docket re 11/23/11 hearing.	0.10	215.00	21.50
11/14/11	C. Lano	Confer with Bankruptcy Court and R. Johnson re 11/23/11 hearing.	0.30	215.00	64.50
11/16/11	C. Lano	Coordinate with CourtCall re Committee Professional's 11/22/11 and 11/23/11	0.40	215.00	86.00

		telephonic appearances.			
11/18/11	C. Lano	Receipt and review of 11/22/11 Agenda.	0.10	215.00	21.50
11/18/11	C. Lano	Receipt and review of Committee Professional's 11/22/11 telephonic appearances and forward same to Committee.	0.20	215.00	43.00
11/18/11	C. Lano	Confer with D. Smith re 11/22/11 Agenda.	0.10	215.00	21.50
11/21/11	C. Lano	Receipt and review of 11/23/11 Agenda.	0.10	215.00	21.50
11/21/11	C. Lano	Confer with D. Smith re 11/23/11 hearing.	0.10	215.00	21.50
11/21/11	C. Lano	Review 11/23/11 telephonic confirmations and forward same to Committee Professionals.	0.30	215.00	64.50
11/21/11	C. Lano	Receipt and review of 11/22/11 Amended Agenda.	0.10	215.00	21.50
11/22/11	C. Lano	Confer with D. Stratton and D. Smith re 11/23/11 hearing.	0.20	215.00	43.00
11/23/11	D. Stratton	Prepare for and attend oral argument in LTW action.	4.20	700.00	2,940.00
11/28/11	C. Lano	Receipt and review of 11/23/11 Transcript.	0.10	215.00	21.50
Total B155 Court Hearings			<u>9.20</u>		<u>4,936.50</u>

## **EXHIBIT B.4**

TASK CODE: B160 Fees

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
11/02/11	E. Meltzer	E-mail to N. Guntmaker re Pepper Hamilton's October fees.	0.10	405.00	40.50
11/03/11	E. Meltzer	Reviewing and executing notices re FTI's September fee application (.1); e-mail to B. Hudson re same (.1).	0.20	405.00	81.00
11/03/11	R.S. Hudson	Prepare and file 25th fee application of FTI Consulting.	1.20	155.00	186.00
11/03/11	R.S. Hudson	Prepare and serve 25th fee application of FTI Consulting.	0.30	155.00	46.50
11/03/11	C. Lano	Review and revise Pepper Hamilton 10/11 Proforma.	1.40	215.00	301.00
11/04/11	E. Meltzer	Updating fee application chart (.2); e-mail to C. Lano and B. Hudson re quarterly fee applications (.1).	0.30	405.00	121.50
11/04/11	C. Lano	Confer with R. Buxbaum re Pepper Hamilton 10/11 Proforma.	0.10	215.00	21.50
11/07/11	C. Lano	Review email from R. Ozols re status of Akin Gump fee applications.	0.10	215.00	21.50
11/08/11	C. Lano	Update Fee Application Chart.	0.10	215.00	21.50
11/08/11	C. Lano	Revise FTI's Ninth Fee Application Request and forward same to K. Pate.	0.10	215.00	21.50
11/09/11	E. Meltzer	Reviewing and revising Pepper Hamilton's October	0.50	405.00	202.50

		time entries.			
11/09/11	C. Lano	Confer with D. Willauer re PH 10/11 Proforma.	0.20	215.00	43.00
11/10/11	R.S. Hudson	Prepare and file Pepper's 9th quarterly fee application.	0.40	155.00	62.00
11/10/11	R.S. Hudson	Prepare and file FTI's ninth quarterly fee application.	0.40	155.00	62.00
11/10/11	R.S. Hudson	Prepare and serve quarterly fee applications.	0.30	155.00	46.50
11/10/11	C. Lano	Prepare Pepper Hamilton and FTI Quarterly Fee Application Request.	0.40	215.00	86.00
11/10/11	C. Lano	Confer with R. Hudson re quarterly fee applications.	0.10	215.00	21.50
11/11/11	D. Stratton	Review and edit time entries for monthly fee application.	0.30	700.00	210.00
11/11/11	E. Meltzer	Reviewing and executing notices re Akin's September fee application (.1); speaking with C. Lano re Akin's quarterly fee application (.2).	0.30	405.00	121.50
11/11/11	R.S. Hudson	Prepare and file Akin Gump's 9th quarterly fee application.	0.40	155.00	62.00
11/11/11	R.S. Hudson	Prepare and serve Akin Gump's 9th quarterly fee application.	0.20	155.00	31.00
11/11/11	C. Lano	Prepare and file Akin Gump's 36th Fee Application.	0.40	215.00	86.00
11/11/11	C. Lano	Prepare and file Notice of Filing Application re Akin Gump's 36th Fee Application.	0.30	215.00	64.50
11/11/11	C. Lano	Prepare and serve Akin Gump's 36th Fee	0.30	215.00	64.50

		Application.			
11/11/11	C. Lano	Prepare and serve Notice of Filing Application.	0.20	215.00	43.00
11/11/11	C. Lano	Update Fee Application chart.	0.10	215.00	21.50
11/11/11	C. Lano	Revise Akin Gump's Quarterly fee application.	0.10	215.00	21.50
11/11/11	C. Lano	Confer with R. Ozol and re Hudson re filing Akin Gump's Quarterly fee application.	0.20	215.00	43.00
11/14/11	E. Meltzer	Preparing Pepper Hamilton's 37th fee application.	0.30	405.00	121.50
11/14/11	C. Lano	Finalize Pepper Hamilton 37th Fee Application.	0.80	215.00	172.00
11/15/11	C. Lano	Prepare and file Pepper Hamilton 37th Fee Application.	0.40	215.00	86.00
11/15/11	C. Lano	Prepare and file Notice of Filing Application re Pepper Hamilton 37th Fee Application.	0.30	215.00	64.50
11/15/11	C. Lano	Prepare and serve Pepper Hamilton 37th Fee Application.	0.20	215.00	43.00
11/15/11	C. Lano	Prepare and serve Notice of Filing Application.	0.30	215.00	64.50
11/15/11	C. Lano	Update Fee Application chart.	0.20	215.00	43.00
11/21/11	E. Meltzer	Speaking with C. Lano re fee application chart.	0.10	405.00	40.50
11/30/11	C. Lano	Email R. Ozols re Akin Gump's unredacted fee applications.	0.10	215.00	21.50
11/30/11	C. Lano	Receipt and review of Akin Gump's unredacted fee	0.10	215.00	21.50

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	applications.				
11/30/11	C. Lano	Prepare Akin Gump's unredacted fee applications for Bankruptcy Court.	0.40	215.00	86.00
Total B160 Fees			<u>12.20</u>	<u>2,918.50</u>	

# **EXHIBIT B.5**



TASK CODE: B161 Fees/Objections

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
11/03/11	E. Meltzer	Reviewing and executing certificate of no objection re Pepper Hamilton's 35th fee application.	0.10	405.00	40.50
11/03/11	R.S. Hudson	Prepare and file CNO re PH's 35th monthly fee application.	0.30	155.00	46.50
11/03/11	R.S. Hudson	Prepare and serve CNO re PH's 35th monthly fee application.	0.20	155.00	31.00
11/03/11	C. Lano	Prepare Certificate of No Objection to FTI's Thirty-Fourth Fee Application.	0.20	215.00	43.00
11/07/11	E. Meltzer	Reviewing and executing certificate of no objection re FTI's 34th fee application.	0.10	405.00	40.50
11/07/11	R.S. Hudson	Prepare and file CNO re FTI's 34th fee application.	0.30	155.00	46.50
11/07/11	R.S. Hudson	Prepare and serve CNO re FTI's 34th fee application.	0.20	155.00	31.00
11/21/11	E. Meltzer	Reviewing and executing certificate of no objection re Atkins' 35th fee application (.1); reviewing and executing certificate of no objection re Pepper Hamilton's 36th fee application (.1).	0.20	405.00	81.00
11/21/11	R.S. Hudson	Prepare and file CNOs to PH's 36th monthly fee application and Akin Gump's 35th monthly fee application.	0.50	155.00	77.50
11/21/11	R.S. Hudson	Prepare and serve CNOs to PH's 36th monthly fee	0.20	155.00	31.00

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		application and Akin Gump's 35th monthly fee application.			
11/21/11	C. Lano	Review docket and prepare Certificate of No Objection re Akin Gump's 35th Fee Application.	0.20	215.00	43.00
11/21/11	C. Lano	Review docket and prepare Certificate of No Objection re Pepper Hamilton's 36th Fee Application.	0.20	215.00	43.00
Total B161 Fees/Objections			<u>2.70</u>	<u>554.50</u>	

# **EXHIBIT B.6**

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TASK CODE: B170 - Employment of Professionals

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
11/01/11	R.S. Hudson	Prepare 20th verified statement of D. Stratton.	0.30	155.00	46.50
11/04/11	R.S. Hudson	Prepare and file 20th supplemental verified statement of D. Stratton.	0.40	155.00	62.00
11/04/11	R.S. Hudson	Prepare and serve 20th supplemental verified statement of D. Stratton.	0.20	155.00	31.00
Total B170 Employment of Professionals			0.90		139.50

# **EXHIBIT B.7**

TASK CODE: B191 General Litigation

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
11/01/11	D. Stratton	Numerous e-mails re settlement discussions and term sheet.	0.40	700.00	280.00
11/03/11	D. Stratton	R. Boller and J. Schanne re filing joinder in LTW case.	0.20	700.00	140.00
11/03/11	J.H. Schanne, II	Telephone call from C. Boyd re filing of joinder (.1); discuss same with D. Stratton (.1).	0.20	310.00	62.00
11/04/11	J.H. Schanne, II	Review and execute joinder (.1); e-mails re same (.1).	0.20	310.00	62.00
11/04/11	R.S. Hudson	Prepare and file Joinder in AP case.	0.30	155.00	46.50
11/04/11	R.S. Hudson	Prepare and serve Joinder.	0.20	155.00	31.00
11/04/11	C. Lano	Research and provide D. Stratton Defendant's Post-Trial Brief.	0.20	215.00	43.00
11/04/11	C. Lano	Prepare Joinder to Defendant's Post-Trial Brief.	0.30	215.00	64.50
11/04/11	C. Lano	Confer with R. Hudson re filing of Joinder to Defendant's Post-Trial Brief.	0.10	215.00	21.50
11/07/11	C. Lano	Review docket re mediation report.	0.10	215.00	21.50
11/10/11	C.A. Lewis	Set up ECF noticing for Committee team in multiple district court appeals cases.	0.40	185.00	74.00
11/11/11	C.A. Lewis	Resolving ECF noticing issues in preference cases.	0.40	185.00	74.00
11/14/11	D. Stratton	Review run off note term sheet.	0.20	700.00	140.00

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11/14/11	D. Stratton	Review LT budget.	0.20	700.00	140.00
11/16/11	D. Stratton	Confer with R. Johnson re mediator in appeals.	0.20	700.00	140.00
11/22/11	D. Stratton	Prepare for LTW oral argument.	0.30	700.00	210.00
Total B191 General Litigation			<u>3.90</u>		<u>1,550.00</u>

# **EXHIBIT B.8**



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TASK CODE: B320 Plan and Disclosure Statement

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
11/15/11	D. Stratton	Conference call to discuss plan drafting.	0.40	700.00	280.00
11/16/11	D. Stratton	Review e-mails re \$50 million change over.	0.20	700.00	140.00
Total B320 Plan and Disclosure Statement			0.60		420.00

# EXHIBIT C

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**Summary of Expenses**

<u>Expenses</u>	<u>Value</u>
Meals	56.50
Duplicating	448.00
PARCELS COPY WORK	1,703.19
Filing Fees	210.00
Messenger Service	276.30
Messenger Service - Overnight Courier	853.02
Postage	939.20
Reference Service	30.00
Reporting Services	319.50
Telephone	23.51
Total	<hr/> 4,859.22

**Detail of Expenses**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/08/11	TEL	Soundpath conference call	1	22.96	22.96
08/10/11	TEL	Long Distance Telephone - 08/10/2011	2	0.28	0.55
11/01/11	MES4	FedEx: FRED S HODARA, ESQ NEW YORK CITY	1	16.44	16.44
11/01/11	MES4	FedEx: SCOTT L ALBERINO, E WASHINGTON	1	16.44	16.44
11/01/11	MES4	FedEx: DAVID P SIMONDS, ES LOS ANGELES	1	31.92	31.92
11/01/11	MES4	FedEx: PARKER C FOLSE, III SEATTLE	1	31.92	31.92
11/01/11	MES4	FedEx: STEPHEN D SUSMAN, E NEW YORK CITY	1	21.21	21.21
11/01/11	MES4	FedEx: MARCIA L GOLDSTEIN, NEW YORK CITY	1	16.44	16.44
11/01/11	MES4	FedEx: CHAD SMITH SEATTLE	1	31.92	31.92
11/02/11	CON	Meals - JOHN SCHANNE -DINNER WHILE WORKING LATE 10/25/11	1	56.50	56.50
11/02/11	RPT	Reporting Services - VERITEXT/NEW YORK REPORTING LANO-CERTIFIED TRANSCRIPT 10/6/11	1	189.40	189.40
11/02/11	RPT	Reporting Services - VERITEXT/NEW YORK REPORTING LANO-CERTIFIED TRANSCRIPT 10/7/11	1	66.10	66.10
11/03/11	DUP	DUP - Hudson Rebecca S. - 11/03/2011	345	0.10	34.50
11/04/11	DUP	DUP - Parcels - 11/04/2011	837	0.10	83.70
11/04/11	DUP	DUP - Hudson Rebecca S. - 11/04/2011	19	0.10	1.90
11/07/11	DUP	DUP - Parcels - 11/07/2011	348	0.10	34.80
11/07/11	MES	102411 - MESSENGER SERVICE	1	7.50	7.50
11/07/11	MES	102411 - MESSENGER SERVICE	1	7.50	7.50
11/07/11	MES	102611 - MESSENGER SERVICE	1	7.50	7.50

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
11/07/11	MES	102711 - MESSENGER SERVICE	1	7.50	7.50
11/07/11	MES	102711 - MESSENGER SERVICE	1	7.50	7.50
11/07/11	MES	102711 - MESSENGER SERVICE	1	7.50	7.50
11/07/11	POS	LANO 102611 - Postage	1	5.28	5.28
11/07/11	POS	LANO 102611 - Postage	1	166.32	166.32
11/08/11	DUP4	HUDSON 102511 - PARCELS COPY WORK	1	22.57	22.57
11/08/11	DUP4	HUDSON 102411 - PARCELS COPY WORK	1	439.36	439.36
11/08/11	MES	LANO 101911 - PARCELS COURIER SERVICE	1	10.00	10.00
11/08/11	MES	CARIGNAN 101911 - PARCELS COURIER SERVICE	1	48.80	48.80
11/08/11	MES4	FedEx: Chad Smith SEATTLE	1	17.00	17.00
11/08/11	MES4	FedEx: Fred S Hodara, Esq NEW YORK CITY	1	10.21	10.21
11/08/11	MES4	FedEx: Peter J Gurfein, Es LOS ANGELES	1	17.00	17.00
11/08/11	MES4	FedEx: Stephen D Susman, E NEW YORK CITY	1	21.21	21.21
11/08/11	MES4	FedEx: Marcia L goldstein, NEW YORK CITY	1	10.21	10.21
11/08/11	MES4	FedEx: Scott L Alberino Es WASHINGTON	1	10.21	10.21
11/08/11	MES4	FedEx: Parker C Flose, Edg SEATTLE	1	17.00	17.00
11/08/11	MES4	FedEx: Chad Smith SEATTLE	1	17.00	17.00
11/08/11	MES4	FedEx: Marcia L Goldstein, NEW YORK CITY	1	10.21	10.21
11/08/11	MES4	FedEx: Parker Folse, Edgar SEATTLE	1	17.00	17.00
11/08/11	MES4	FedEx: Stephen Susman, Seth NEW YORK CITY	1	21.21	21.21

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
11/08/11	MES4	FedEx: Fred S Hodara Esq NEW YORK CITY	1	10.21	10.21
11/08/11	MES4	FedEx: Scott L Alberino, E WASHINGTON	1	10.21	10.21
11/08/11	MES4	FedEx: David P Simonds, Es LOS ANGELES	1	17.00	17.00
11/11/11	DUP	DUP - Parcels - 11/11/2011	328	0.10	32.80
11/11/11	DUP	DUP - Lano Christopher - 11/11/2011	1,352	0.10	135.20
11/15/11	DUP	DUP - Parcels - 11/15/2011	1,249	0.10	124.90
11/15/11	MES4	FedEx: BRIAN S ROTHSCHILD, NEW YORK CITY	1	14.46	14.46
11/15/11	MES4	FedEx: JONATHAN HOCHMAN, ES NEW YORK CITY	1	14.46	14.46
11/15/11	MES4	FedEx: THOMAS MOERS MYERS, NEW YORK CITY	1	14.46	14.46
11/15/11	MES4	FedEx: ARTHUR STEINBERG, ES NEW YORK CITY	1	14.46	14.46
11/15/11	MES4	FedEx: PAUL N SILVERSTEIN, NEW YORK	1	14.46	14.46
11/15/11	POS	HUDSON 110711 - Postage	1	144.32	144.32
11/15/11	POS	LANO 111011 - Postage	1	166.32	166.32
11/15/11	POS	HUDSON 110311 - Postage	1	144.32	144.32
11/15/11	POS	HUDSON 110411 - Postage	1	177.12	177.12
11/15/11	RPT	Reporting Services - VERITEXT/NEW YORK REPORTING -CERTIFIED TRANSCRIPT	1	64.00	64.00
11/21/11	DUP4	HUDSON 101811 - PARCELS COPY WORK	1	870.88	870.88
11/21/11	DUP4	HUDSON 110311 - PARCELS COPY WORK	1	214.58	214.58

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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
11/21/11	DUP4	HUDSON 111011 - PARCELS COPY WORK	1	155.80	155.80
11/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 11/10/11 COURTCALL	1	30.00	30.00
11/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 11/10/11 COURTCALL	1	30.00	30.00
11/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 11/10/11 COURTCALL	1	30.00	30.00
11/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 11/10/11 COURTCALL	1	30.00	30.00
11/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 11/10/11 COURTCALL	1	30.00	30.00
11/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 11/10/11 COURTCALL	1	30.00	30.00
11/21/11	FEE	Filing Fees - AMERICAN EXPRESS LOGAN - 11/10/11 COURTCALL	1	30.00	30.00
11/21/11	MES	HUDSON 110311 - PARCELS COURIER SERVICE	1	15.00	15.00
11/21/11	MES	HUDSON 110311 - PARCELS COURIER SERVICE	1	90.00	90.00
11/22/11	DUP	DUP - Smith David A. - 11/22/2011	2	0.10	0.20
11/22/11	MES	111111 - MESSENGER SERVICE	1	7.50	7.50
11/22/11	MES	111111 - MESSENGER SERVICE	1	7.50	7.50
11/22/11	MES	111111 - MESSENGER SERVICE	1	7.50	7.50
11/22/11	MES	111111 - MESSENGER SERVICE	1	7.50	7.50
11/22/11	MES	111111 - MESSENGER SERVICE	1	7.50	7.50
11/22/11	MES	111111 - MESSENGER SERVICE	1	7.50	7.50
11/22/11	MES4	FedEx: FRED S HODARA,ESQ NEW YORK CITY	1	12.14	12.14
11/22/11	MES4	FedEx: SCOTT L ALBERINO, E WASHINGTON	1	12.14	12.14

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
11/22/11	MES4	FedEx: PARKER C FOLSE III, SEATTLE	1	27.55	27.55
11/22/11	MES4	FedEx: STEPHEN D SUSMAN, E NEW YORK CITY	1	23.14	23.14
11/22/11	MES4	FedEx: MARCIA L GOLDSTEIN, NEW YORK CITY	1	12.14	12.14
11/22/11	MES4	FedEx: CHAD SMITH SEATTLE	1	27.55	27.55
11/22/11	MES4	FedEx: DAVID P SIMONDS, ES LOS ANGELES	1	27.55	27.55
11/22/11	MES4	FedEx: CHAD SMITH SEATTLE	1	21.18	21.18
11/22/11	MES4	FedEx: FRED S HODARA, ESQ NEW YORK CITY	1	14.42	14.42
11/22/11	MES4	FedEx: MARCIA L GOLDSTEIN, NEW YORK CITY	1	14.42	14.42
11/22/11	MES4	FedEx: SCOTT L ALBERINO, E WASHINGTON	1	14.42	14.42
11/22/11	MES4	FedEx: DAVID P SIMONDS, ES LOS ANGELES	1	21.18	21.18
11/22/11	MES4	FedEx: STEPHEN D SUSMAN, E NEW YORK CITY	1	21.17	21.17
11/22/11	MES4	FedEx: PARKER C FOLSE, III SEATTLE	1	21.18	21.18
11/22/11	MES4	FedEx: CHAD SMITH SEATTLE	1	21.18	21.18
11/22/11	MES4	FedEx: MARCIA L GOLDSTEIN, NEW YORK CITY	1	14.42	14.42
11/22/11	MES4	FedEx: STEPHEN D SUSMAN, E NEW YORK	1	14.42	14.42
11/22/11	MES4	FedEx: PARKER C FOLSE, III SEATTLE	1	21.18	21.18
11/22/11	MES4	FedEx: DAVID P SIMONDS, ES LOS ANGELES	1	21.18	21.18
11/22/11	MES4	FedEx: FRED S HODARA, ESQ NEW YORK CITY	1	14.42	14.42



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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
11/22/11	MES4	FedEx: SCOTT L ALBERINO, E WASHINGTON	1	14.42	14.42
11/22/11	MES4	FedEx: STEPHEN D SUSMAN, E NEW YORK CITY	1	10.17	10.17
11/22/11	MES4	FedEx: CHRIS LANO WILMINGTON	1	7.18	7.18
11/28/11	MES	111111 - MESSENGER SERVICE	1	7.50	7.50
11/28/11	MES	111511 - MESSENGER SERVICE	1	7.50	7.50
11/28/11	MES	111511 - MESSENGER SERVICE	1	7.50	7.50
11/28/11	POS	LANO 111511 - Postage	1	135.52	135.52
11/29/11	REF3	LEXIS/NEXIS FILE & SERVE - REFERENCE SERVICE	1	30.00	30.00
		Total			<hr/> 4,859.22

## **EXHIBIT D**

## BIOGRAPHIES

David B. Stratton – Mr. Stratton is a Partner in the Corporate Restructuring and Bankruptcy Practice Group of Pepper Hamilton LLP and has been practicing law since 1978. He is co-chair of the firm's Corporate Restructuring and Bankruptcy Practice Group. He is a member of the American Bar Association Business Law Section and a member of the Bankruptcy Subcommittee of the Banking Committee. He is also a member of the bar of Delaware.

Evelyn J. Meltzer – Ms. Meltzer is an Associate in the Corporate Restructuring and Bankruptcy Practice Group of Pepper Hamilton LLP and has been practicing law since 2001. She is a member of the bars of Delaware and Pennsylvania.

John H. Schanne, II – Mr. Schanne is an Associate in the Corporate Restructuring and Bankruptcy Practice Group of Pepper Hamilton LLP and has been practicing law since 2008. He is a member of the bar of Delaware.

**CERTIFICATE OF SERVICE**

I, David B. Stratton, hereby certify that on the 22<sup>nd</sup> of December, 2011, I did serve the foregoing **Thirty-Eighth Monthly Application of Pepper Hamilton LLP, Co-Counsel for the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses Incurred for the Period November 1, 2011 through November 30, 2011** by causing a true and correct copy thereof to be served upon those parties listed on the attached service list in the manner indicated.

/s/ David B. Stratton  
David B. Stratton (DE No. 960)

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