

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

TRIBUNE COMPANY, et al.,¹

Reorganized Debtors.

Chapter 11

Case No. 08-13141 (KJC)

Jointly Administered

**FEE EXAMINER'S FINAL REPORT REGARDING THE
SIXTEENTH INTERIM APPLICATION OF CHADBOURNE & PARKE LLP**

Stuart Maue (the “**Fee Examiner**”) submits this Final Report pursuant to the *Order Appointing Fee Examiner and Establishing Related Procedures for Compensation and Reimbursement of Expenses for Professionals and Consideration of Fee Applications* [Docket No. 546] (the “**Fee Examiner Order**”) in connection with the *Sixteenth Interim Application of Chadbourne & Parke LLP* [Docket No. 13009] (the “**Fee Application**”). The Fee Application seeks approval of fees that total \$560,883.50 and reimbursement of expenses that total \$113,022.62 for the period from September 1, 2012 through November 30, 2012. Chadbourne &

¹ The Debtors, or successors-in-interest to the Debtors, in these chapter 11 cases, along with the last four digits of each entity's federal tax identification number, are: Tribune Company (0355); California Community News, LLC (5306); Chicago Tribune Company, LLC (3437); Chicagoland Publishing Company, LLC (3237); Chicagoland Television News, LLC (1352); forsalebyowner.com, LLC (4276); ForSaleByOwner.com Referral Services LLC (9205); Hoy Publications, LLC (2352); Internet Foreclosure Service, LLC (6550); KDAF, LLC (6969); KIAH, LLC (4014); KPLR, Inc. (7943); KRCW, LLC (1772); KSWB, LLC (7035); KTLA, LLC (3404); KTXL, LLC (3844); KWGN, LLC (5347); Los Angeles Times Communications LLC (1324); Magic T Music Publishing Company, LLC (6522); NBBF, LLC (0893); Oak Brook Productions, LLC (2598); Orlando Sentinel Communications Company, LLC (3775); Sun-Sentinel Company, LLC (2684); The Baltimore Sun Company, LLC (6880); The Daily Press, LLC (9368); The Hartford Courant Company, LLC (3490); The Morning Call, LLC (7560); TMS News and Features, LLC (2931); Tower Distribution Company, LLC (9066); Towering T Music Publishing Company, LLC (2470); Tribune 365, LLC (7847); Tribune Broadcasting Company, LLC (2569); Tribune Broadcasting Hartford, LLC (1268); Tribune Broadcasting Indianapolis, LLC (6434); Tribune Broadcasting Seattle, LLC (2975); Tribune CNLBC, LLC (0347); Tribune Direct Marking, LLC (1479); Tribune Entertainment Company, LLC (6232); Tribune Investments, LLC (6362); Tribune Media Services, LLC (1080); Tribune Media Services London, LLC (6079); Tribune ND, LLC (4926); Tribune Publishing Company, LLC (9720); Tribune Television New Orleans, Inc. (4055); Tribune Washington Bureau, LLC (1088); WDCW, LLC (8300); WGN Continental Broadcasting Company, LLC (9530); WPHL, LLC (6896); WPIX, LLC (0191); WPMT, LLC (7040); WSFL, LLC (5256); WXMI, LLC (3068). The corporate headquarters and the mailing address for each entity listed above is 435 North Michigan Avenue, Chicago, Illinois 60611.

Parke LLP (“**Chadbourne**”) serves as co-counsel to the Official Committee of Unsecured Creditors of the Debtors (the “**Committee**”).

Background

1. On December 8, 2008 (the “**Petition Date**”), Tribune Company and its listed subsidiaries and affiliates (each a “**Debtor**” and collectively the “**Debtors**”), each filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Under this Court’s *Order Directing Joint Administration Chapter 11 Cases* dated December 10, 2009 [Docket No. 43], these cases are being jointly administered pursuant to Rule 1015(b) of the Bankruptcy Rules.

2. On January 16, 2009, the Committee filed the *Application of the Official Committee of Unsecured Creditors of Tribune Company, et al., Pursuant to 11 U.S.C. §§ 327 and 1103 and Fed. R. Bankr. P. 2014, for an Order Authorizing the Employment and Retention of Chadbourne & Parke LLP as Co-Counsel, Effective as of December 18, 2008* [Docket No. 243] (the “**Retention Application**”). By order dated February 20, 2009 [Docket No. 429], this Court approved the retention of Chadbourne (the “**Retention Order**”).

3. Chadbourne submitted the Fee Application pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, (January 14, 2011) [Docket No. 225] (the “**Interim Compensation Order**”).

Applicable Standards

4. In light of the size and complexity of these Chapter 11 cases, this Court appointed the Fee Examiner “to act as a special consultant to the Court for professional fee and expense analysis and review, as described in [the Fee Examiner Order]” and observed that “it is necessary to establish uniform procedures for the review, allowance, and payment of fees and expenses of

Case Professionals to ensure compliance with section 330 of the Bankruptcy Code and other applicable rules and guidelines.” *Fee Examiner Order* ¶¶ 1, 3.

5. The Fee Examiner reviewed the Fee Application for compliance with Sections 330 and 331 of the Bankruptcy Code (the “**Bankruptcy Code**”), the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and the United States Trustee Guidelines for Reviewing Applications for Compensation & Reimbursement of Expenses filed under 11 U.S.C. § 330 (28 C.F.R. Part 58, Appendix A) (the “**UST Guidelines**”). In addition, the Fee Examiner reviewed the Fee Application for general compliance with legal precedent established by the United States Bankruptcy Court for the District of Delaware, the United States District Court for the District of Delaware, the Third Circuit Court of Appeals, state ethics rules, other applicable precedent, and industry standards.

6. Pursuant to Section 330 of the Bankruptcy Code, the Court may award professionals “reasonable compensation for actual, necessary services.” *11 U.S.C. § 330(a)(1)(A)*. In evaluating 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)(A-F)*.

7. A fee applicant bears the burden of proof on all of the elements of a fee application, including proving that the services provided were necessary and reasonable and that the billed expenses were necessary, reasonable, and actually incurred. A fee application must comply with the format and content requirements outlined in the applicable guidelines and bankruptcy rules. Moreover, the exercise of billing judgment by attorneys is ethically mandated; it is an inherent and unavoidable component of every fee application. A fee applicant must make a good faith effort to exclude excessive, redundant or otherwise unnecessary hours from a fee request.

8. The Fee Examiner completed the preliminary evaluation of the Fee Application, the Retention Application, the Retention Order, the Interim Compensation Order, and all related filings and provided a Preliminary Report to Chadbourne for review and comment. The firm responded to the Fee Examiner with an oral and written response, and the Fee Examiner and Chadbourne engaged in subsequent written communication. After consideration of the additional information provided by the firm, the Fee Examiner now issues this final report (the “**Final Report**”) “in a format designed to opine whether the requested fees of the Case Professional meet the applicable standards of section 330 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Guidelines.” *Fee Examiner Order* ¶5.

DISCUSSION OF FINDINGS

Technical Requirements

9. **Reconciliation of Fees and Expenses.** The Fee Examiner compared the total amount of fees and expenses requested in the Fee Application (“**Fees Requested**” and

“**Expenses Requested**”) to the fees and expenses actually documented in the electronic and/or hard copy data received from the firm (“**Fees Computed**” and “**Expenses Computed**”). The Fee Examiner determined that the Fees Requested exceeded the Fees Computed by \$587.50, resulting in an apparent overcharge. The discrepancy was the result of task hours within several entries that did not equal the time billed for the entry as a whole, as was displayed in **Exhibit A** to the Preliminary Report. Chadbourne agreed with the Fee Examiners calculations, which results in a fee reduction in the amount of \$587.50. Exhibit A has been omitted from the Report.

The Fee Examiner further determined that there was no discrepancy between the Expenses Requested and the Expenses Computed. The figures in this report and the accompanying exhibits reflect Fees Computed and Expenses Computed.

10. **Block Billing.** The Local Rules provide that “[a]ctivity descriptions shall not be lumped – each activity shall have a separate description and a time allotment.” *Local Rule 2016-2(d)(vii)*. The UST Guidelines further provide that where a timekeeper’s daily time entries exceed 0.50 hour on a daily aggregate, “services should be noted in detail and not combined or ‘lumped’ together, with each service showing a separate time entry.” *UST Guidelines ¶(b)(4)(v)*.² The Delaware Bankruptcy Court has found that time entries that generally only combine work on one issue, and a conference/communication with the client or opposing counsel on the same issue, while technically blocked billing, will not be objectionable.³ The Fee Examiner identified block billed entries totaling 46.70 hours and \$32,549.50 in

² The judicial response to block billing varies. Some courts summarily disallow all fees in excess of one-half hour for each lumped entry, e.g., *In re Brous*, 370 B.R. 563, 570 (Bankr. S.D.N.Y. 2007), whereas other courts apply an across the board percentage reduction, e.g., *In re Baker*, 374 B.R. 489, 496 (Bankr. E.D.N.Y. 2007). Across the board cuts range from five to 100 percent. See *id.* at 495 n.7 and cases cited.

³ See *In re Worldwide Direct, Inc.*, 316 B.R. 637, 643 (Bankr. D. Del. 2004) (the court did disallow 100% of the block billed entries that combined more than one discrete task and issue from which it could not determine the amount of time that was allocated to each task).

associated fees, as were displayed in **Exhibit B** to the Preliminary Report.⁴ However, none of the block billed entries were objectionable under the precedent established by this Court. Exhibit B is omitted from the Final Report.

11. **Time Increments.** The Local Rules provide that “[a]ctivities shall be billed in tenths of an hour (six (6) minutes).” *Local Rule 2016-2(d)(iv)*. The UST Guidelines further provide that time entries “should be kept contemporaneously with the services rendered in time periods of tenths of an hour.” *UST Guidelines* ¶(b)(4)(v). Chadbourne complied with the applicable rules regarding time increments.

12. **Potential Double Billing.** The Fee Examiner identified entries that appear to have been inadvertently duplicated (*i.e.*, on the same date by the same timekeeper with the identical or nearly identical description and time increment). The questioned tasks, totaling 1.00 hour and \$295.00 in associated fees, were highlighted in bold and marked with an ampersand [&] in **Exhibit C** to the Preliminary Report. The Fee Examiner requested comment from Chadbourne. In response, Chadbourne agreed to voluntarily reduce its fees in the amount of \$295.00. Exhibit C has been omitted from the Final Report.

Review of Fees

13. **Firm Staffing.** The UST Guidelines state that fee applications should identify the “[n]ames and hourly rates of all applicant’s professionals and paraprofessionals who billed time, [an] explanation of any changes in hourly rates from those previously charged, and [a] statement of whether the compensation is based on the customary compensation charged by comparably skilled practitioners in cases other than cases under title 11.” *UST Guidelines* ¶(b)(1)(iii). The

⁴ This Final Report includes exhibits that detail and support the findings discussed herein. Each time entry associated with a specific category, as well as a summary of the total hours and fees, is displayed in the exhibit. The tasks included in a specific category are underlined in the fee exhibits. For purpose of context, other tasks within the same entry are also displayed but not underlined, and are not included in the total hours and fees for the exhibit category.

Fee Application provided the names, positions, and hourly rates of the 21 Chadbourne professionals and paraprofessionals who billed to this matter, consisting of 7 partners, 2 counsel, 9 associates, and 3 paraprofessionals. A summary of hours and fees billed by each timekeeper is displayed in **Exhibit D**.

The firm billed a total of 886.70 hours with associated fees of \$560,296.00.⁵ The following table displays the hours and fees computed by timekeeper position and the percentage of total hours and fees for each position:

Position	Hours	Percentage of Total Hours	Fees	Percentage of Total Fees
Partner	398.00	45%	\$332,577.00	59%
Counsel	38.10	4%	25,534.50	5%
Associate	354.50	40%	173,796.50	31%
Paraprofessional	96.10	11%	28,388.00	5%
TOTAL	886.70	100%	\$560,296.00	100%

The blended hourly rate for the Chadbourne professionals is \$672.79 and the blended hourly rate for professionals and paraprofessionals is \$631.89.

14. **Hourly Rate Increases.** Chadbourne did not increase the hourly rate of professionals during this interim period.

15. **Timekeepers' Roles.** A court may not allow compensation of fees for duplicative or unnecessary services. *See 11 U.S.C. § 330(4)*. With this directive in mind, the Fee Examiner reviewed the billing entries of each timekeeper to evaluate his or her contribution to the representation, including a comparison to others' efforts. On the whole, Chadbourne timekeepers appeared to perform either core team responsibilities necessary to the engagement, or performed limited but discrete, necessary, and/or fungible tasks that did not appear to be duplicated by other professionals. However, the Fee Examiner requested additional information

⁵ This amount reflects the Fees Computed.

regarding the necessity and scope of the role performed by one of the Chadbourne timekeepers, whose fee entries were set forth in **Exhibit E** of the Preliminary Report, which totaled 1.60 hours with associated fees of \$1,400.00. The Firm responded by provided the additional information the Fee Examiner requested, which removed the timekeeper from the questioned category. Exhibit E has been omitted from this Report.

16. **Meetings, Conferences, Hearings, and Other Events.** The Local Rules provide that “activity descriptions shall individually identify all meetings and hearings, each participant, the subject(s) of the meeting or hearing, and the participant’s role” *Local Rule 2016-2(d)(ix)*, and the UST Guidelines further provide that “[i]f more than one professional from the applicant firm attends a hearing or conference, the applicant should explain the need for multiple attendees.” *UST Guidelines ¶(b)(4)(v)*. While it may be appropriate to have multiple attendees at some meetings, conferences, hearings or other events, it is the applicant’s burden to justify overlapping staffing and to identify each participant’s role.

The Fee Examiner identified occasions where two or more Chadbourne timekeepers attended the same meeting, conference, hearing, or other event. Contrary to Local Rules and UST Guidelines, neither the Fee Application nor the activity descriptions explained the role of each participant or the need for multiple attendees. The entries, totaling 19.00 hours with \$13,726.00 in associated fees, were displayed in **Exhibit F** to the Preliminary Report. In each instance where multiple timekeepers attended a meeting, conference, hearing or other event, the Fee Examiner identified the timekeeper who appeared most responsible for the matter or the particular event (*i.e.*, the attorney leading rather than observing a conference). The potentially duplicative and unnecessary timekeepers’ entries totaled 11.10 hours with \$6,914.50 in associated fees, and were highlighted in bold and marked with an ampersand [&] in the exhibit.

The Fee Examiner requested that the firm provide what the Local Rules and UST Guidelines mandate -- an explanation of the duplicative attendees' roles and comment on the necessity of the multiple attendees for each event, with attention to any meeting or event where more than two firm timekeepers were present.

In response to the Preliminary Report, Chadbourne and the Fee Examiner discussed the entries in question. The information conveyed substantiated the need for multiple timekeepers at the various meetings and/or events. After obtaining the additional information, the Fee Examiner determined the requirements of the Local Rules and UST Guidelines had been satisfied. No recommendation for a fee reduction is appropriate, and Exhibit F has been omitted from this Report.

17. **Intraoffice Conferences.** Frequent intraoffice conferences may indicate inappropriate levels of staffing, unnecessary conferring, or the use of inexperienced personnel. The Fee Examiner identified billing activities by Chadbourne timekeepers describing intraoffice conferences totaling 44.10 hours with \$30,100.50 in associated fees, or 5% of the total Fees Computed, which was displayed in **Exhibit G** to the Preliminary Report. The Fee Examiner observed that in certain instances, two or more timekeepers invoiced fees associated with the same intraoffice conference. The entries describing intraoffice conferences invoiced by two or more firm personnel totaled 19.10 hours with \$13,830.50 in associated fees and are highlighted in bold and marked with an ampersand [&] in the Exhibit. The Fee Examiner noted that Chadbourne reduced its percentage of intraoffice conferences from the previous interim period and requested that the firm continues to strive to eliminate unnecessary intraoffice conferencing. The Fee Examiner makes no recommendation for a fee reduction. Exhibit G has been omitted from the Final Report.

18. **Complete and Detailed Task Descriptions.** Local Rule 2016-2(d) states that activity descriptions “shall be sufficiently detailed to allow the Court to determine whether all the time, or any portion thereof, is actual, reasonable and necessary.” The Local Rules further provide that fee applications “shall include complete and detailed activity descriptions,” each activity description “shall include the type of activity (*e.g.*, phone call, research),” each activity description “shall include the subject matter (*e.g.*, exclusivity motion, section 341 meeting),” and that activity descriptions “shall individually identify all meetings and hearings, each participant, the subject(s) of the meeting or hearing and the participant’s role.” *Local Rule 2016-2(d)(ii, v, vi, and ix)*. The UST Guidelines provide that “time entries for telephone calls, letters, and other communications should give sufficient detail to identify the parties to and the nature of the communication. Time entries for court hearings and conferences should identify the subject of the hearing or conference.” *UST Guidelines ¶(b)(4)(v)*.

The Fee Examiner identified entries totaling 3.20 hours with \$3,085.00 in associated fees in which a conference or other communication was insufficiently described. This lack of detail hinders a reviewer’s ability to determine the reasonableness and necessity of the activity, and is in violation of the applicable guidelines. The entries were displayed in **Exhibit H** to the Preliminary Report. Chadbourne was invited to comment on the questioned entries or to bring them into compliance by providing the missing participant and/or subject matter information. Chadbourne and the Fee Examiner discussed various time entries, which were ultimately removed from the questioned category. For the remainder of the questioned activities, however, the firm agreed to a voluntary fee reduction in the amount of \$2,388.50. No additional fee reduction is warranted. Exhibit H has been omitted from the final report.

19. **Administrative Activities.** Activities associated with the day-to-day operations of the firm are considered administrative in nature and as such are reflected in the hourly rates charged by the firm. The Fee Examiner reviewed each timekeeper's billing activities and identified one time entry that appeared to be administrative in nature. The entry described preparation of appellate briefs for attorney review. The questioned entry, which totaled 1.80 hours with \$531.00 in associated fees, was displayed in **Exhibit I** to the Preliminary Report. The Fee Examiner requested additional information from the firm regarding the nature of the task. In response, Chadbourne agreed to voluntarily reduce its fees by an amount of \$531.00. Exhibit I has been omitted from the final report.

20. **Clerical Activities.** Typically, clerical activities are those tasks that do not require legal acumen and may effectively be performed by administrative assistants, secretaries, or support personnel, and like administrative activities are generally reflected in the hourly rates charged by a firm. In the 3rd Circuit, however, clerical-type activities performed by professionals and/or paraprofessionals are subject to a reduced billing rate. The Fee Examiner did not identify any tasks describing clerical-type activities.

21. **Travel.** The Local Rules provide that nonworking travel time "shall be separately described and may be billed at no more than 50% of regular hourly rates." *Local Rule 2016-2(d)(viii)*. Chadbourne did not invoice fees for travel.

22. **Chadbourne Retention/Compensation.** Chadbourne billed 99.80 hours with associated fees of \$43,662.00 for retention and/or compensation activities. The fee entries describing Chadbourne's retention/compensation activities are displayed in **Exhibit J**, which is included in the Final Report for the Court's reference.

23. **Other Firms' Retention/Compensation.** Chadbourne billed 27.50 hours with associated fees of \$15,812.50 for the retention and/or compensation of other firms. The fee entries describing these activities are displayed in **Exhibit K** to the Preliminary Report, which is included in the Final Report for the Court's reference.

Review of Expenses

24. **Itemization of Expenses.** The Local Rules provide that fee applications "shall contain an expense summary by category for the entire period of the request" and "shall itemize each expense within each category, including the date the expense was incurred, the charge and the individual incurring the expense, if available." *Local Rule 2016-2(e)(i-ii)*. The UST Guidelines further provide that expenses "must be actual and necessary and supported by documentation as appropriate" and that applicants should disclose "a detailed itemization of all expenses incurred, [a] description of expense (*e.g.*, type of travel, type of fare, rate, destination), [the] method of computation, and, where relevant, name of the person incurring the expense and purpose of the expense. Itemized expenses should be identified by their nature (*e.g.*, long distance telephone, copy costs, messengers, computer research, airline travel, etc.) and by the month incurred." *UST Guidelines ¶(b)(5)(iii)*. Chadbourne provided an itemization for the firm expenses that included the category, the date, the description, the amount, and the name of the timekeeper who incurred the charge.

25. **Photocopies.** The Local Rules provide that copying charges shall not exceed \$0.10 per page. *Local Rule 2016-2(e)(iii)*. Chadbourne stated in the Application that the firm's rate for duplication is \$0.10 per page.

26. **Computer-Assisted Legal Research.** The Local Rules provide that computer-assisted legal research charges "shall not be more than the actual cost." *Local Rule*

2016-2 (e)(iii). The Application states: “With respect to legal research expenses, Chadbourne has entered into flat-fee contracts with Lexis/Nexis and Westlaw for the provision of online research services. In order to determine charges to individual clients, the flat fees charged to Chadbourne by Lexis/Nexis and Westlaw are allocated among those clients based on the actual number and scope of searches conducted on behalf of those clients.”

27. **Overtime Expenses.** Chadbourne requested reimbursement of late night and weekend carfare totaling \$174.55 and late night and weekend meals totaling \$113.49. Although a firm may have a policy that personnel may be reimbursed for travel home when working late and meals for employees while working late, such charges are generally considered part of the firm’s overhead. These charges, totaling \$288.04, were displayed in **Exhibit L** to the Preliminary Report. Chadbourne and the Fee Examiner discussed this issue, and while Chadbourne believes that the questioned costs are appropriate and fully compensable, on an interim basis – and without waiving the right to request full payment at a final fee hearing – the firm acknowledged the expense reduction will be made and will not contest the reduction of \$288.04 at the interim hearing. Exhibit L has been omitted from this Report.

CONCLUSION

The Fee Examiner submits this final report regarding Chadbourne & Parke LLP’s Fee Application and the fees and expenses discussed above. The Fee Examiner recommends the approval of fees in the amount of \$557,081.50 (\$560,883.50 minus \$3,802.00) and reimbursement of expenses in the amount of \$112,734.58 (\$113,022.62 minus \$288.04) for the period from September 1, 2012 through November 30, 2012. The findings are set forth in the summary on the following page.

CHADBOURNE & PARKE LLP**SUMMARY OF FINDINGS****Sixteenth Interim Application (September 1, 2012 through November 30, 2012)****A. Amounts Requested and Computed**

Fees Requested	\$560,883.50	
Expenses Requested	<u>113,022.62</u>	
TOTAL FEES AND EXPENSES REQUESTED		<u>\$673,906.12</u>
Fees Computed	\$560,296.00	
Expenses Computed	<u>113,022.62</u>	
TOTAL FEES AND EXPENSES COMPUTED		<u>\$673,318.62</u>
Discrepancy in Fees	<u>\$ 587.50</u>	
TOTAL DIFFERENCE BETWEEN COMPUTED AND REQUESTED FEES AND EXPENSES		<u>\$ 587.50</u>

B. Recommended Fee Allowance and Expense Reimbursement

Fees Requested	\$560,883.50	
<i>Discrepancy in Fees</i>		<i>(\$ 587.50)</i>
<i>Agreed Reduction for Potential Double Billing</i>		<i>(295.00)</i>
<i>Agreed Reduction for Vague Communications</i>		<i>(2,388.50)</i>
<i>Agreed Reduction for Administrative Activities</i>		<i><u>(531.00)</u></i>
Subtotal		<i>(\$3,802.00)</i>
RECOMMENDED FEE ALLOWANCE		<u>\$557,081.50</u>
Expenses Requested	\$113,022.62	
<i>Uncontested Reduction for Overtime Expenses</i>		<i><u>(\$288.04)</u></i>
Subtotal		<i>(\$288.04)</i>
RECOMMENDED EXPENSE REIMBURSEMENT		<u>112,734.58</u>
TOTAL RECOMMENDED FEE ALLOWANCE AND EXPENSE REIMBURSEMENT		<u>\$669,816.08</u>

Respectfully submitted,

STUART MAUE

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Fee Examiner

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document has been served via First Class Mail, postage prepaid, to the following Notice Parties on the 21st day of May, 2013.

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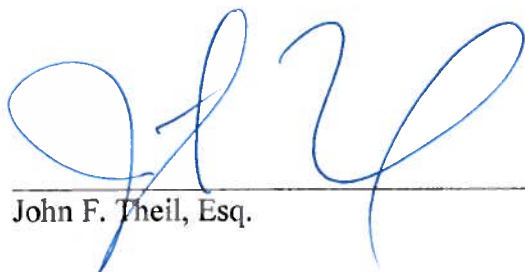
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SUMMARY OF HOURS AND FEES BY POSITION AND INDIVIDUAL**COMPUTED AT STANDARD RATES****Chadbourne & Parke LLP**

<u>INITIALS</u>	<u>NAME</u>	<u>POSITION</u>	<u>MINIMUM RATE</u>	<u>MAXIMUM RATE</u>	<u>HOURS COMPUTED</u>	<u>FEES COMPUTED</u>
0351	LeMay, David M.	PARTNER	\$925.00	\$925.00	145.40	\$134,495.00
1426	Deutsch, Douglas E.	PARTNER	\$745.00	\$745.00	150.40	\$112,048.00
3042	Rosenblatt, Andrew	PARTNER	\$745.00	\$745.00	59.30	\$44,178.50
0525	Seife, Howard	PARTNER	\$995.00	\$995.00	38.30	\$38,108.50
6587	Gallai, David	PARTNER	\$705.00	\$705.00	2.20	\$1,551.00
0095	McCormack, Thomas J.	PARTNER	\$875.00	\$875.00	1.60	\$1,400.00
0361	Leder, Richard M.	PARTNER	\$995.00	\$995.00	0.80	\$796.00
No. of Billers for Position: 7		Blended Rate for Position:	\$835.62		398.00	\$332,577.00
					% of Total: 44.89%	% of Total: 59.36%
7699	Ashley, Marc D.	COUNSEL	\$695.00	\$695.00	19.20	\$13,344.00
7681	Stenger, James A.	COUNSEL	\$645.00	\$645.00	18.90	\$12,190.50
No. of Billers for Position: 2		Blended Rate for Position:	\$670.20		38.10	\$25,534.50
					% of Total: 4.30%	% of Total: 4.56%
6870	Roitman, Marc	ASSOCIATE	\$495.00	\$495.00	150.00	\$74,250.00
6879	Zafran, Kimberly	ASSOCIATE	\$565.00	\$565.00	61.90	\$34,973.50
6951	Distefano, Michael	ASSOCIATE	\$435.00	\$435.00	69.60	\$30,276.00
6906	Daucher, Eric	ASSOCIATE	\$495.00	\$495.00	51.10	\$25,294.50
6980	Apfel, Joshua	ASSOCIATE	\$395.00	\$395.00	11.20	\$4,424.00
6988	Shinneman, Erin	ASSOCIATE	\$395.00	\$395.00	4.60	\$1,817.00
6959	Stebinger, Nicolas	ASSOCIATE	\$435.00	\$435.00	2.20	\$957.00
5899	Asnani, Pooja	ASSOCIATE	\$435.00	\$435.00	2.10	\$913.50
6930	Voelker, Andrea	ASSOCIATE	\$495.00	\$495.00	1.80	\$891.00
No. of Billers for Position: 9		Blended Rate for Position:	\$490.26		354.50	\$173,796.50
					% of Total: 39.98%	% of Total: 31.02%
8036	Bava, David	PARAPROFESSIONA	\$295.00	\$295.00	58.10	\$17,139.50
7797	Lamb, Helen M.	PARAPROFESSIONA	\$295.00	\$295.00	36.90	\$10,885.50
5229	Moloney, Lori F.	PARAPROFESSIONA	\$330.00	\$330.00	1.10	\$363.00

EXHIBIT D

SUMMARY OF HOURS AND FEES BY POSITION AND INDIVIDUAL

COMPUTED AT STANDARD RATES

Chadbourn & Parke LLP

<u>INITIALS</u>	<u>NAME</u>	<u>POSITION</u>	<u>MINIMUM RATE</u>	<u>MAXIMUM RATE</u>	<u>HOURS COMPUTED</u>	<u>FEES COMPUTED</u>
No. of Billers for Position:	3	Blended Rate for Position:	\$295.40		96.10	\$28,388.00
					% of Total: 10.84%	% of Total: 5.07%
Total No. of Billers:	21	Blended Rate for Report:	\$631.89		886.70	\$560,296.00

EXHIBIT J

CHADBOURNE RETENTION/COMPENSATION

Chadbourne & Parke LLP

TIMEKEEPER NAME	HOURS	FEES
Bava, D	7.10	2,094.50
Daucher, E	38.00	18,810.00
Deutsch, D	12.30	9,163.50
Distefano, M	4.40	1,914.00
Lamb, H	36.90	10,885.50
Roitman, M	0.60	297.00
Seife, H	0.50	497.50
	99.80	\$43,662.00

MATTER NAME	HOURS	FEES
Fee/Retention Applications	99.80	43,662.00
	99.80	\$43,662.00

EXHIBIT J

CHADBOURNE RETENTION/COMPENSATION

Chadbourne & Parke LLP

DATE	TIMEKEEPER NAME	ENTRY HOURS	HOURS	FEES	TASK HOURS	~	DESCRIPTION
09/04/12	Daucher, E	0.80	0.80	396.00		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>RESEARCH REGARDING DELAWARE PRECEDENT RE: CERTAIN FEE ISSUES.</u>
Tue	1314083010/1429						
09/04/12	Deutsch, D	1.50	1.50	1,117.50	0.20	F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>REVIEW INQUIRY FROM FEE EXAMINER (.2);</u>
Tue	1314083010/1431				0.20	F 2	<u>DISCUSS ADDITIONAL RESEARCH ON SAME (.2)</u>
					0.30	F 3	<u>AND RESEARCH RESULTS WITH ERIC DAUCHER (.3);</u>
					0.20	F 4	<u>CALL WITH ADAM LANDIS RE: FEE EXAMINER INQUIRY (.2);</u>
					0.60	F 5	<u>CALL WITH FEE EXAMINER RE: VARIOUS FEE ISSUES (.6).</u>
09/04/12	Lamb, H	3.60	3.60	1,062.00		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>BEGIN REVIEW OF BILLING PROFORMAS/DAILY TIME DETAIL IN PREPARATION OF MONTHLY FEE APPLICATION.</u>
Tue	1314083010/1432						
09/05/12	Deutsch, D	0.30	0.30	223.50	0.30	F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>REVIEW FEE EXAMINERS' REPORT (.3).</u>
Wed	1314083010/1434						
09/06/12	Lamb, H	4.70	4.70	1,386.50		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>FURTHER REVIEW OF BILLING PROFORMAS/DAILY TIME DETAIL IN PREPARATION OF MONTHLY FEE APPLICATION.</u>
Thu	1314083010/1433						
09/10/12	Lamb, H	2.20	2.20	649.00		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>RESEARCH AND PREPARATION OF WORK DESCRIPTION SUMMARIES IN PREPARATION OF MONTHLY FEE APPLICATION.</u>
Mon	1314083010/1437						
09/12/12	Deutsch, D	1.00	1.00	745.00	0.60	F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>MEETING WITH HELEN LAMB TO DISCUSS FEE APPLICATION MATTERS (.6);</u>
Wed	1314083010/1439				0.40	F 2	<u>REVIEW AND EDIT DRAFT FEE STATEMENT SUMMARY DISTRIBUTION REPORT (.4).</u>
09/12/12	Lamb, H	1.60	1.60	472.00		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>FURTHER RESEARCH AND PREPARATION OF WORK DESCRIPTION SUMMARIES FOR FEE APPLICATION.</u>
Wed	1314083010/1440						
09/17/12	Distefano, M	0.70	0.70	304.50		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>DRAFT CHADBOURNE'S SIXTH SUPPLEMENTAL DISCLOSURE AFFIDAVIT.</u>
Mon	1314083010/1444						
09/18/12	Distefano, M	3.00	3.00	1,305.00	2.20	F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>REVIEW AND REVISE CHADBOURNE SIXTH SUPPLEMENTAL DISCLOSURE (2.2);</u>
Tue	1314083010/1446				0.80	F 2	<u>DRAFTED EMAIL TO COMMITTEE RE SAME (.8).</u>
09/19/12	Deutsch, D	3.10	2.30	1,713.50	0.20	F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>REVIEW AND MAKE FINAL EDITS TO MEMORANDUM TO COMMITTEE ON DIRECTOR/OFFICER ATTORNEY FEE REQUESTS AND PAYMENTS (.2);</u>
Wed	1314083010/1447				0.30	F 2	<u>REVIEW FURTHER COMMENTS FROM DAVID LEMAY ON REVISED COURT FILING RE: RETENTION MATTER (.3);</u>
					0.30	F 3	<u>DRAFT REVISIONS TO MEMORANDUM TO COMMITTEE ON DISCLOSURE MATTERS (.3);</u>
					2.30	F 4	<u>REVIEW AUGUST FEE STATEMENT TIME ENTREES AND EDIT SAME (2.3).</u>

~ See the last page of exhibit for explanation

EXHIBIT J

CHADBOURNE RETENTION/COMPENSATION

Chadbourne & Parke LLP

DATE	TIMEKEEPER NAME	ENTRY HOURS	HOURS	FEES	TASK HOURS	~	DESCRIPTION
09/19/12	Lamb, H	1.00	1.00	295.00	0.30	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVIEW FEE EXAMINER PRELIMINARY REPORT ON TWELFTH INTERIM FEE PERIOD (.3);
Wed	1314083010/1448				0.70	F	2 RESEARCH CERTAIN EXPENSE ISSUES RAISED IN REPORT AND PREPARE RESPONSIVE EXHIBITS (.7).
09/19/12	Seife, H	0.20	0.20	199.00		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVIEW OF CHADBOURNE 6TH DISCLOSURE AFFIDAVIT.
Wed	1314083010/1467						
09/20/12	Lamb, H	0.70	0.70	206.50	0.20	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVIEW ALVAREZ FEE SPREADSHEET (.2)
Thu	1314083010/1450				0.50	F	2 AND PROVIDE REVISED FEE STATUS/ESTIMATE THROUGH EFFECTIVE DATE (.5).
09/21/12	Daucher, E	1.30	1.30	643.50	0.20	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 MEETING WITH D. DEUTSCH TO DISCUSS RESPONSE TO FEE EXAMINER'S PRELIMINARY REPORT (.2);
Fri	1314083010/1462				1.10	F	2 PRELIMINARY ANALYSIS OF FEE EXAMINER'S PRELIMINARY REPORT (1.1).
09/21/12	Deutsch, D	0.90	0.90	670.50	0.60	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 PRELIMINARY REVIEW OF FEE EXAMINER'S QUARTERLY DRAFT REPORT (.6);
Fri	1314083010/1459				0.30	F	2 CONFERENCE WITH ERIC DAUCHER TO DISCUSS PROPOSED RESPONSE TO SAME (.3).
09/24/12	Bava, D	1.10	1.10	324.50	1.10	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 PREPARE EXHIBIT TO BE USED IN CONNECTION WITH FEE EXAMINER'S REPORT RELATED TO TWELFTH INTERIM FEE APPLICATION (1.1).
Mon	1314083010/1458						
09/24/12	Deutsch, D	1.20	1.20	894.00	1.20	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVIEW, EDIT DRAFT AND DRAFT INSERTS FOR AUGUST FEE APPLICATION DESCRIPTIONS (1.2).
Mon	1314083010/1455						
09/24/12	Distefano, M	0.70	0.70	304.50	0.70	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 FINALIZED CHADBOURNE'S SIXTH DISCLOSURE AFFIDAVIT (.7).
Mon	1314083010/1457						
09/24/12	Lamb, H	1.30	1.30	383.50		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 FINALIZE MONTHLY FEE APPLICATION FOR FILING.
Mon	1314083010/1456						
09/25/12	Bava, D	1.40	1.40	413.00	1.40	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 COMPLETE EXHIBIT TO BE USED IN CONNECTION WITH FEE EXAMINER'S REPORT RELATED TO TWELFTH INTERIM FEE APPLICATION (1.4).
Tue	1314083010/1460						
09/26/12	Daucher, E	3.70	3.70	1,831.50		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 ANALYSIS OF FEE EXAMINER'S PRELIMINARY REPORT ON 12TH INTERIM PERIOD AND RELATED TIME RECORDS AND EXPENSE RECORDS.
Wed	1314083010/1468						
09/26/12	Deutsch, D	0.20	0.20	149.00	0.10	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 DISCUSS FEE EXAMINER'S REVIEW OF 12TH QUARTERLY FEE APPLICATION WITH ERIC DAUCHER (.1);
Wed	1314083010/1464				0.10	F	2 E-MAIL FEE EXAMINER RE: SAME (.1).
09/26/12	Lamb, H	0.30	0.30	88.50	0.20	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVIEW DRAFT OMNIBUS FEE ORDER FOR ELEVENTH FEE PERIOD (.2);
Wed	1314083010/1463				0.10	F	2 EMAIL TO P.RATKOWIAK REGARDING AMOUNTS (.1).

~ See the last page of exhibit for explanation

EXHIBIT J

CHADBOURNE RETENTION/COMPENSATION

Chadbourne & Parke LLP

DATE	TIMEKEEPER NAME	ENTRY HOURS	HOURS	FEE\$	TASK HOURS	~	DESCRIPTION
09/27/12	Daucher, E	1.80	1.80	891.00		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>DRAFTING RESPONSE TO FEE EXAMINER'S REPORT ON 12TH INTERIM FEE PERIOD REQUEST.</u>
Thu	1314083010/1469						
09/28/12	Daucher, E	3.70	3.70	1,831.50		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>DRAFTING FOR REPLY TO FEE EXAMINER'S RESPONSE TO 12TH INTERIM FEE REQUEST.</u>
Fri	1314083010/1470						
10/01/12	Bava, D	0.80	0.80	236.00	0.80	F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>REVISE EXHIBIT TO RESPONSE TO FEE EXAMINER (.80).</u>
Mon	1314098010/163						
10/01/12	Daucher, E	4.60	4.60	2,277.00		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>REVIEW OF TIME RECORDS AND DRAFTING FOR RESPONSE TO FEE EXAMINER'S PRELIMINARY REPORT ON TWELFTH INTERIM FEES.</u>
Mon	1314098010/169						
10/02/12	Daucher, E	3.70	3.70	1,831.50		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>REVIEW OF TIME RECORDS AND DRAFTING FOR RESPONSE TO FEE EXAMINER'S PRELIMINARY REPORT ON TWELFTH INTERIM FEES.</u>
Tue	1314098010/170						
10/02/12	Lamb, H	2.70	2.70	796.50		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>REVIEW OF BILLING PROFORMAS/DAILY TIME DETAIL IN PREPARATION OF MONTHLY FEE APPLICATION.</u>
Tue	1314098010/164						
10/03/12	Daucher, E	5.50	5.50	2,722.50	2.20	F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>REVIEW OF TIME RECORDS AND DRAFTING RESPONSE TO FEE EXAMINER'S PRELIMINARY REPORT ON TWELFTH INTERIM FEE REQUEST (2.2);</u>
Wed	1314098010/171				3.30	F 2	<u>DRAFT EXHIBITS TO SAME (3.3).</u>
10/04/12	Daucher, E	3.60	3.60	1,782.00	1.20	F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>REVISE RESPONSE LETTER TO FEE EXAMINER'S PRELIMINARY REPORT ON TWELFTH INTERIM FEES (1.2);</u>
Thu	1314098010/172				1.90	F 2	<u>COMPLETE DRAFTING OF EXHIBITS TO SAME (1.9);</u>
					0.50	F 3	<u>FIRST ROUND OF REVISIONS TO SAME (.5)</u>
10/04/12	Deutsch, D	2.70	2.70	2,011.50	1.80	F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>REVIEW AND EDITING DRAFT RESPONSE TO FEE EXAMINER RE: 12TH FEE APPLICATION (1.8);</u>
Thu	1314098010/168				0.90	F 2	<u>RESEARCH AND DRAFT TWO ADDITIONAL INSERTS FOR SAME (.9).</u>
10/04/12	Lamb, H	1.30	1.30	383.50		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>BEGIN PREPARATION OF WORK DESCRIPTION SUMMARIES IN PREPARATION OF SEPTEMBER FEE APPLICATION.</u>
Thu	1314098010/167						
10/05/12	Daucher, E	1.20	1.20	594.00		F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>REVISE RESPONSE LETTER (AND EXHIBITS) TO FEE EXAMINER'S PRELIMINARY REPORT ON TWELFTH INTERIM FEES.</u>
Fri	1314098010/175						
10/05/12	Lamb, H	3.50	3.50	1,032.50	2.20	F 1	<i>MATTER NAME: Fee/Retention Applications</i> <u>FURTHER REVIEW OF BILLING PROFORMAS/DAILY TIME DETAIL IN PREPARATION OF SEPTEMBER FEE APPLICATION (2.2);</u>
Fri	1314098010/165				1.30	F 2	<u>DRAFT FIFTEENTH INTERIM FEE APPLICATION (1.3).</u>

~ See the last page of exhibit for explanation

EXHIBIT J

CHADBOURNE RETENTION/COMPENSATION

Chadbourne & Parke LLP

DATE	TIMEKEEPER NAME	ENTRY HOURS	HOURS	FEES	TASK HOURS	~	DESCRIPTION
10/08/12	Lamb, H	1.10	1.10	324.50		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>FINALIZE DRAFT OF FIFTEENTH INTERIM FEE APPLICATION.</u>
Mon	1314098010/166						
10/11/12	Deutsch, D	1.10	0.30	223.50	0.40	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVIEW AND ANALYSIS FROM JPM'S COUNSEL RE: PROPOSAL ON NON-HOURLY SECURED LENDER PROFESSIONAL FEE REVIEW (.4);
Thu	1314098010/176				0.20	F	2 REVIEW RELATED PLAN PROVISION RE: COMMITTEE'S OBLIGATIONS ON SAME (.2);
					0.20	F	3 DISCUSS ISSUE WITH DAVID LEMAY TO DETERMINE NEXT STEPS (.2);
					0.30	F	4 <u>CALL WITH FEE EXAMINER RE: CHADBOURNE'S 12TH FEE APPLICATION (.3).</u>
10/12/12	Deutsch, D	0.30	0.30	223.50	0.30	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>REVIEW AND MAKE FINAL EDITS TO 15TH INTERIM FEE APPLICATION (.3).</u>
Fri	1314098010/177						
10/16/12	Lamb, H	1.80	1.80	531.00		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>FURTHER RESEARCH AND PREPARATION OF WORK DESCRIPTION SUMMARIES FOR MONTHLY FEE APPLICATION.</u>
Tue	1314098010/180						
10/25/12	Lamb, H	1.60	1.60	472.00	0.70	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>REVIEW AND FINALIZE SEPTEMBER FEE APPLICATION (.7);</u>
Thu	1314098010/185				0.90	F	2 <u>FINALIZE EXHIBITS TO SAME (.9).</u>
10/26/12	Deutsch, D	1.20	0.60	447.00	0.60	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>REVIEW SEPTEMBER FEE STATEMENT SUMMARY DESCRIPTIONS AND EDIT SAME (.6);</u>
Fri	1314098010/187				0.10	F	2 REVIEW LAST TWO WEEKLY ORDINARY COURSE PROFESSIONAL REPORTS (.1);
					0.20	F	3 REVIEW LAST TWO WEEKLY REGULAR PROFESSIONAL FEE REPORTS (.2);
					0.30	F	4 DRAFT INSERT FOR SEPTEMBER FEE STATEMENT SUMMARY DESCRIPTIONS (.3).
10/26/12	Roitman, M	0.60	0.60	297.00	0.40	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>REVIEW AND COMMENT UPON DRAFT FEE APPLICATION RE: PLAN LITIGATION IN DISTRICT COURT (0.4);</u>
Fri	1314098010/189				0.20	F	2 <u>CONFER WITH H. LAMB RE: SAME (0.2)</u>
11/05/12	Lamb, H	2.20	2.20	649.00		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>REVIEW OF BILLING PROFORMAS/DAILY TIME RECORDS IN PREPARATION OF OCTOBER FEE APPLICATION.</u>
Mon	1314110010/1040						
11/08/12	Lamb, H	1.80	1.80	531.00		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>BEGIN PREPARATION OF WORK DESCRIPTION SUMMARIES FOR OCTOBER FEE APPLICATION.</u>
Thu	1314110010/1039						
11/14/12	Lamb, H	1.30	1.30	383.50		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>CONTINUE RESEARCH AND PREPARATION OF WORK DESCRIPTION SUMMARIES FOR MONTHLY FEE APPLICATION.</u>
Wed	1314110010/1043						
11/19/12	Lamb, H	1.30	1.30	383.50		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>FURTHER RESEARCH AND PREPARATION OF WORK DESCRIPTION SUMMARIES FOR MONTHLY FEE APPLICATION.</u>
Mon	1314110010/1045						
11/21/12	Bava, D	1.60	1.60	472.00	1.60	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>PREPARE FEE SUMMARIES FOR THE 14TH AND 15TH INTERIM PERIODS (1.60).</u>
Wed	1314110010/1050						

~ See the last page of exhibit for explanation

EXHIBIT J

CHADBOURNE RETENTION/COMPENSATION

Chadbourne & Parke LLP

DATE	TIMEKEEPER NAME	ENTRY HOURS	HOURS	FEES	TASK HOURS	~	DESCRIPTION
11/21/12	Deutsch, D	1.00	1.00	745.00	1.00	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>REVIEW AND EDIT DRAFT FEE STATEMENT FOR OCTOBER (1.0);</u>
Wed	1314110010/1048						
11/21/12	Lamb, H	1.80	1.80	531.00	0.60	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>REVIEW FEE EXAMINER PRELIMINARY REPORT ON THIRTEENTH INTERIM FEES (.6);</u>
Wed	1314110010/1047				1.20	F	2 <u>RESEARCH ON ISSUES RAISED ON CERTAIN PORTIONS OF REPORT AND PREPARE RESPONSE TO SAME (1.2).</u>
11/21/12	Lamb, H	1.10	1.10	324.50		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>REVIEW D.DEUTSCH COMMENTS AND REVISE AND FINALIZE DRAFT OF FEE APPLICATION.</u>
Wed	1314110010/1049						
11/27/12	Bava, D	1.60	1.60	472.00	1.60	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>PREPARE EXHIBIT TO BE USED IN CONNECTION WITH RESPONSE TO FEE EXAMINER'S REPORT FOR THE 13TH QUARTERLY PERIOD (1.6).</u>
Tue	1314110010/1053						
11/29/12	Bava, D	0.60	0.60	177.00	0.60	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>FINALIZE EXHIBIT TO BE USED IN CONNECTION WITH RESPONSE TO FEE EXAMINER'S REPORT FOR THE 13TH QUARTERLY PERIOD (.60).</u>
Thu	1314110010/1056						
11/29/12	Daucher, E	4.40	4.40	2,178.00		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>ANALYSIS OF RECORDS AND DRAFTING FOR RESPONSE TO FEE EXAMINER'S PRELIMINARY REPORT ON 13TH INTERIM FEE APPLICATION.</u>
Thu	1314110010/1059						
11/29/12	Seife, H	0.30	0.30	298.50		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>REVIEW OF QUARTERLY FEE SUMMARIES.</u>
Thu	1314110010/1061						
11/30/12	Daucher, E	3.70	3.70	1,831.50		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 <u>ANALYSIS OF RECORDS AND DRAFTING FOR RESPONSE TO FEE EXAMINER'S 13TH PRELIMINARY REPORT.</u>
Fri	1314110010/1058						
Total			99.80	\$43,662.00			
Number of Entries:	56						

~ See the last page of exhibit for explanation

EXHIBIT J

CHADBOURNE RETENTION/COMPENSATION

Chadbourne & Parke LLP

SUMMARY OF HOURS AND FEES BY INDIVIDUAL

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>FEES</u>
Bava, D	7.10	2,094.50
Daucher, E	38.00	18,810.00
Deutsch, D	12.30	9,163.50
Distefano, M	4.40	1,914.00
Lamb, H	36.90	10,885.50
Roitman, M	0.60	297.00
Selfe, H	0.50	497.50
	<u>99.80</u>	<u>\$43,662.00</u>

SUMMARY OF HOURS AND FEES BY MATTER

<u>MATTER NAME</u>	<u>HOURS</u>	<u>FEES</u>
Fee/Retention Applications	<u>99.80</u>	<u>43,662.00</u>
	<u>99.80</u>	<u>\$43,662.00</u>

(-) REASONS FOR TASK HOUR ASSIGNMENTS

F FINAL BILL

EXHIBIT K

OTHER FIRMS' RETENTION/COMPENSATION

Chadbourne & Parke LLP

TIMEKEEPER NAME	HOURS	FEES
Bava, D	1.10	324.50
Deutsch, D	11.80	8,791.00
Distefano, M	11.70	5,089.50
LeMay, D	0.40	370.00
Roitman, M	2.50	1,237.50
	27.50	\$15,812.50

MATTER NAME	HOURS	FEES
Fee/Retention Applications	27.50	15,812.50
	27.50	\$15,812.50

EXHIBIT K

OTHER FIRMS' RETENTION/COMPENSATION

Chadbourne & Parke LLP

DATE	TIMEKEEPER NAME	ENTRY HOURS	HOURS	FEES	TASK HOURS	~	DESCRIPTION
<i>MATTER NAME: Fee/Retention Applications</i>							
09/04/12	Distefano, M	0.30	0.30	130.50	0.10	F	1 PREPARE WEEKLY PROFESSIONAL FEE REPORT (.1)
Tue	1314083010/1430				0.20	F	2 AND ORDINARY COURSE PROFESSIONAL REPORT (.2).
<i>MATTER NAME: Fee/Retention Applications</i>							
09/06/12	Deutsch, D	0.30	0.30	223.50	0.30	F	1 REVIEW LAST WEEK'S ORDINARY COURSE PROFESSIONAL FEE REPORT (.3).
Thu	1314083010/1438						
<i>MATTER NAME: Fee/Retention Applications</i>							
09/06/12	Distefano, M	0.40	0.40	174.00	0.40	F	1 DRAFT EMAIL TO COMMITTEE RE ZUCKERMAN APPEARANCE MODIFICATION (.4).
Thu	1314083010/1435						
<i>MATTER NAME: Fee/Retention Applications</i>							
09/07/12	Distefano, M	0.30	0.30	130.50	0.20	F	1 PREPARE WEEKLY PROFESSIONAL FEE REPORT (.2)
Fri	1314083010/1436				0.10	F	2 AND ORDINARY COURSE PROFESSIONAL REPORT (.1).
<i>MATTER NAME: Fee/Retention Applications</i>							
09/10/12	Deutsch, D	0.30	0.30	223.50	0.30	F	1 REVIEW WEEKLY PROFESSIONAL FEE REPORT (.3).
Mon	1314083010/1441						
<i>MATTER NAME: Fee/Retention Applications</i>							
09/13/12	Deutsch, D	0.20	0.20	149.00	0.20	F	1 REVIEW PROFESSIONAL FEE APPLICATION SUMMARY REPORT (.2).
Thu	1314083010/1442						
<i>MATTER NAME: Fee/Retention Applications</i>							
09/14/12	Distefano, M	0.40	0.40	174.00	0.20	F	1 PREPARE WEEKLY PROFESSIONAL FEE REPORT (.2)
Fri	1314083010/1443				0.20	F	2 AND ORDINARY COURSE PROFESSIONAL REPORT (.2).
<i>MATTER NAME: Fee/Retention Applications</i>							
09/17/12	Deutsch, D	0.60	0.60	447.00	0.40	F	1 REVIEW NOTES/E-MAILS RE: RETENTION MATTER FOR POSSIBLE UPDATE TO COMMITTEE ON SAME (.4);
Mon	1314083010/1461				0.20	F	2 EXCHANGE E-MAILS WITH ERIC DISTEFANO RE: SAME (.2).
<i>MATTER NAME: Fee/Retention Applications</i>							
09/18/12	Deutsch, D	2.30	2.30	1,713.50	0.30	F	1 REVIEW E-MAILS/MATERIALS ON COMMITTEE DISCLOSURE ISSUES (.3);
Tue	1314083010/1445				0.20	F	2 DISCUSS RESEARCH ON SAME WITH MICHAEL DISTEFANO (.2);
					1.40	F	3 REVIEW AND REVISE TWO RELATED DRAFT DISCLOSURE DOCUMENT (1.4);
					0.20	F	4 DISCUSS RELATED ISSUE WITH ADAM LANDIS (.2);
					0.20	F	5 DISCUSS FINAL EDITS TO SAME WITH MICHEL DISTEFANO (.2).
<i>MATTER NAME: Fee/Retention Applications</i>							
09/19/12	Deutsch, D	3.10	0.80	596.00	0.20	F	1 REVIEW AND MAKE FINAL EDITS TO MEMORANDUM TO COMMITTEE ON DIRECTOR/OFFICER ATTORNEY FEE REQUESTS AND PAYMENTS (.2);
Wed	1314083010/1447				0.30	F	2 REVIEW FURTHER COMMENTS FROM DAVID LEMAY ON REVISED COURT FILING RE: RETENTION MATTER (.3);
					0.30	F	3 DRAFT REVISIONS TO MEMORANDUM TO COMMITTEE ON DISCLOSURE MATTERS (.3);
					2.30	F	4 REVIEW AUGUST FEE STATEMENT TIME ENTREES AND EDIT SAME (2.3).
<i>MATTER NAME: Fee/Retention Applications</i>							
09/19/12	Distefano, M	0.40	0.40	174.00	0.40	F	1 DRAFTED EMAIL TO COMMITTEE RE RETENTION ISSUE (.4).
Wed	1314083010/1449						

~ See the last page of exhibit for explanation

EXHIBIT K

OTHER FIRMS' RETENTION/COMPENSATION

Chadbourne & Parke LLP

DATE	TIMEKEEPER NAME	ENTRY HOURS	HOURS	FEES	TASK HOURS	~	DESCRIPTION
09/21/12	Distefano, M	0.50	0.50	217.50	0.40	F	<i>MATTER NAME: Fee/Retention Applications</i>
Fri	1314083010/1452				0.10	F	1 DRAFTED EMAIL TO COMMITTEE RE RETENTIN ISSUE (.4);
							2 DRAFTED EMAILS TO D. DEUTSCH RE SAME (.1).
09/22/12	Distefano, M	1.10	1.10	478.50	0.80	F	<i>MATTER NAME: Fee/Retention Applications</i>
Sat	1314083010/1451				0.30	F	1 PREPARE WEEKLY PROFESSIONAL FEE REPORT (.8)
							2 AND ORDINARY COURSE PROFESSIONAL REPORT (.3).
09/23/12	Distefano, M	0.30	0.30	130.50	0.10	F	<i>MATTER NAME: Fee/Retention Applications</i>
Sun	1314083010/1453				0.20	F	1 DRAFTED EMAIL TO D. DEUTSCH RE RETENTION ISSUE (.1);
							2 COMPLETED WEEKLY ORDINARY COURSE FEES REPORT (.2)
09/24/12	Distefano, M	0.20	0.20	87.00	0.20	F	<i>MATTER NAME: Fee/Retention Applications</i>
Mon	1314083010/1454						1 DRAFTED EMAIL TO COMMITTEE RE RETENTION ISSUE (.2).
09/28/12	Distefano, M	0.40	0.40	174.00	0.20	F	<i>MATTER NAME: Fee/Retention Applications</i>
Fri	1314083010/1465				0.20	F	1 PREPARE ORDINARY COURSE PROFESSIONALS REPORT (.2)
							2 AND CASE PROFESSIONALS FEE REPORTS (.2).
09/30/12	Deutsch, D	0.60	0.60	447.00	0.20	F	<i>MATTER NAME: Fee/Retention Applications</i>
Sun	1314083010/1466				0.10	F	1 REVIEW LAST TWO WEEKLY PROFESSIONAL FEE APPLICATION REPORTS (.2);
					0.30	F	2 E-MAIL MICHAEL DISTEFANO RE: QUESTION ON UPDATE FOR SAME (.1);
							3 REVIEW LAST TWO WEEKLY ORDINARY COURSE PROFESSIONAL REPORTS (.3).
10/05/12	Deutsch, D	0.20	0.20	149.00	0.20	F	<i>MATTER NAME: Fee/Retention Applications</i>
Fri	1314098010/173						1 EXCHANGE E-MAILS WITH MICHAEL DISTEFANO RE: QUESTION ON ORDINARY COURSE PROFESSIONALS (.2).
10/05/12	Distefano, M	0.60	0.60	261.00	0.30	F	<i>MATTER NAME: Fee/Retention Applications</i>
Fri	1314098010/174				0.30	F	1 PREPARE CASE PROFESSIONALS FEE REPORT (.3)
							2 AND ORDINARY COURSE PROFESSIONALS REPORT (.3).
10/08/12	Deutsch, D	0.60	0.60	447.00	0.20	F	<i>MATTER NAME: Fee/Retention Applications</i>
Mon	1314098010/179				0.20	F	1 REVIEW INQUIRY FROM MEDIATOR RE: BILLING ISSUE (.2);
					0.20	F	2 E-MAILS WITH KATE STICKLES RE: FOLLOW-UP ON SAME (.2);
					0.20	F	3 EXCHANGE RELATED E-MAILS WITH MEDIATOR (.2).
10/08/12	Deutsch, D	0.40	0.40	298.00	0.20	F	<i>MATTER NAME: Fee/Retention Applications</i>
Mon	1314098010/186				0.20	F	1 REVIEW LAST TWO WEEKLY ORDINARY COURSE PROFESSIONAL REPORTS (.2);
							2 REVIEW LAST TWO WEEKLY PROFESSIONAL FEE REPORTS (.2);
10/11/12	Deutsch, D	1.10	0.80	596.00	0.40	F	<i>MATTER NAME: Fee/Retention Applications</i>
Thu	1314098010/176				0.20	F	1 REVIEW AND ANALYSIS FROM JPM'S COUNSEL RE: PROPOSAL ON NON-HOURLY SECURED LENDER PROFESSIONAL FEE REVIEW (.4);
					0.20	F	2 REVIEW RELATED PLAN PROVISION RE: COMMITTEE'S OBLIGATIONS ON SAME (.2);
					0.20	F	3 DISCUSS ISSUE WITH DAVID LEMAY TO DETERMINE NEXT STEPS (.2);
					0.30	F	4 CALL WITH FEE EXAMINER RE: CHADBOURNE'S 12TH FEE APPLICATION (.3).
10/12/12	Distefano, M	1.10	1.10	478.50	0.70	F	<i>MATTER NAME: Fee/Retention Applications</i>
Fri	1314098010/178				0.40	F	1 PREPARE WEEKLY CASE PROFESSIONALS FEE REPORT (.7);
							2 PREPARE ORDINARY COURSE PROFESSIONALS REPORT (.4).

~ See the last page of exhibit for explanation

EXHIBIT K

OTHER FIRMS' RETENTION/COMPENSATION

Chadbourne & Parke LLP

DATE	TIMEKEEPER NAME	ENTRY HOURS	HOURS	FEES	TASK HOURS	~	DESCRIPTION
10/20/12	Distefano, M	0.80	0.80	348.00	0.50	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 PREPARE WEEKLY CASE PROFESSIONAL FEE REPORT (.5);
Sat	1314098010/181				0.30	F	2 PREPARE ORDINARY COURSE PROFESSIONALS REPORT (.3).
10/24/12	Bava, D	1.10	1.10	324.50	1.10	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVIEW AND ANALYSIS OF COMMITTEE PROFESSIONALS' FEES FOR THE 14TH AND 15TH INTERIM PERIODS RE: UPDATED TOTALS (1.10).
Wed	1314098010/182						
10/24/12	Deutsch, D	0.30	0.30	223.50	0.30	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 EXCHANGE E-MAILS WITH MICHAEL DISTEFANO RE: NOTICE TO COMMITTEE ON PROFESSIONAL FEE ISSUE (.3).
Wed	1314098010/190						
10/24/12	Distefano, M	0.60	0.60	261.00	0.60	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVIEWED COMMITTEE PROFESSIONALS FEES (.6).
Wed	1314098010/183						
10/25/12	Deutsch, D	1.90	1.90	1,415.50	1.60	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVIEW AND MARK-UP SEPTEMBER FEE STATEMENT (1.6);
Thu	1314098010/184				0.30	F	2 EXCHANGE E-MAILS WITH OTHER COMMITTEE CASE PROFESSIONALS RE: BILLING REPORT FOR COMMITTEE (.3).
10/26/12	Deutsch, D	1.20	0.60	447.00	0.60	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVIEW SEPTEMBER FEE STATEMENT SUMMARY DESCRIPTIONS AND EDIT SAME (.6);
Fri	1314098010/187				0.10	F	2 REVIEW LAST TWO WEEKLY ORDINARY COURSE PROFESSIONAL REPORTS (.1);
					0.20	F	3 REVIEW LAST TWO WEEKLY REGULAR PROFESSIONAL FEE REPORTS (.2);
					0.30	F	4 DRAFT INSERT FOR SEPTEMBER FEE STATEMENT SUMMARY DESCRIPTIONS (.3).
10/26/12	Distefano, M	0.90	0.90	391.50	0.40	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 PREPARE ORDINARY COURSE PROFESSIONALS REPORT (.4);
Fri	1314098010/188				0.50	F	2 PREPARE CASE PROFESSIONALS FEE REPORT (.5).
11/01/12	LeMay, D	0.40	0.40	370.00		F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVISE MEMO REGARDING COMMITTEE MEMBER FEE REIMBURSEMENT.
Thu	1314110010/1036						
11/01/12	Roitman, M	1.50	1.50	742.50	1.50	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVISE MEMORANDUM TO COMMITTEE RE: PAYMENT OF COMMITTEE MEMBER PROFESSIONAL FEES UNDER THE DCL PLAN (1.5)
Thu	1314110010/1037						
11/02/12	Distefano, M	0.40	0.40	174.00	0.20	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 PREPARE ORDINARY COURSE (.2)
Fri	1314110010/1034				0.20	F	2 AND CASE PROFESSIONALS FEE REPORTS (.2).
11/05/12	Roitman, M	0.60	0.60	297.00	0.30	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 REVISE MEMORANDUM TO COMMITTEE RE: PAYMENT COMMITTEE MEMBER PROFESSIONAL FEES UNDER THE DCL PLAN (0.3);
Mon	1314110010/1035				0.30	F	2 DRAFT EMAIL TO COMMITTEE RE: SAME (0.3)
11/07/12	Distefano, M	0.20	0.20	87.00	0.20	F	<i>MATTER NAME: Fee/Retention Applications</i> 1 UPDATE TO WEEKLY CASE PROFESSIONALS FEE REPORT (.2).
Wed	1314110010/1038						

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EXHIBIT K

OTHER FIRMS' RETENTION/COMPENSATION

Chadbourne & Parke LLP

		ENTRY			TASK			
DATE	TIMEKEEPER NAME	HOURS	HOURS	FEES	HOURS	~	DESCRIPTION	
MATTER NAME: Fee/Retention Applications								
11/09/12	Distefano, M	0.40	0.40	174.00	0.20	F	1	PREPARE CASE PROFESSIONALS (.2)
Fri	1314110010/1041				0.20	F	2	AND ORDINARY COURSE PROFESSIONALS FEE REPORTS (.2).
MATTER NAME: Fee/Retention Applications								
11/12/12	Deutsch, D	0.70	0.70	521.50	0.30	F	1	REVIEW LAST TWO WEEKLY PROFESSIONAL FEE APPLICATION REPORTS (.3);
Mon	1314110010/1042				0.10	F	2	E-MAIL MICHAEL DISTEFANO RE: QUERY ON RELATED ISSUE (.1);
					0.30	F	3	REVIEW LAST ORDINARY COURSE PROFESSIONAL REPORT (.3).
MATTER NAME: Fee/Retention Applications								
11/16/12	Distefano, M	0.30	0.30	130.50	0.10	F	1	PREPARE WEEKLY CASE PROFESSIONALS (.1)
Fri	1314110010/1044				0.20	F	2	AND ORDINARY COURSE PROFESSIONALS FEE REPORTS (.2).
MATTER NAME: Fee/Retention Applications								
11/19/12	Deutsch, D	0.40	0.40	298.00	0.20	F	1	REVIEW PROFESSIONAL FEE APPLICATION REPORT (.2);
Mon	1314110010/1046				0.20	F	2	REVIEW ORDINARY COURSE PROFESSIONAL REPORT (.2);
MATTER NAME: Fee/Retention Applications								
11/21/12	Distefano, M	0.70	0.70	304.50	0.30	F	1	PREPARE WEEKLY ORDINARY COURSE PROFESSIONALS (.3)
Wed	1314110010/1051				0.40	F	2	AND CASE PROFESSIONALS FEE REPORTS (.4).
MATTER NAME: Fee/Retention Applications								
11/26/12	Distefano, M	0.80	0.80	348.00	0.20	F	1	UPDATE WEEKLY PROFESSIONALS FEE REPORT (.2);
Mon	1314110010/1052				0.60	F	2	REVIEWED 14TH AND 15TH QUARTERLY FEE SUMMARIES AND DRAFTED EMAIL TO COMMITTEE RE SAME (.6).
MATTER NAME: Fee/Retention Applications								
11/27/12	Deutsch, D	0.50	0.50	372.50	0.20	F	1	REVIEW E-MAIL FROM DAVIS POLK (ELI VONNEGUT) RE: SENIOR LENDER BILLING MATTER (.2);
Tue	1314110010/1055				0.20	F	2	REVIEW/RESEARCH RELATED MATERIALS (.2);
					0.10	F	3	E-MAIL DAVID LEMAY RE: SAME (.1);
MATTER NAME: Fee/Retention Applications								
11/27/12	Roitman, M	0.40	0.40	198.00	0.40	F	1	CONFER WITH D. DEUTSCH AND D. LEMAY RE: INQUIRY FROM COMMITTEE MEMBER IN CONNECTION WITH COMMITTEE MEMBER FEE/EXPENSE CLAIMS (0.4)
MATTER NAME: Fee/Retention Applications								
11/30/12	Deutsch, D	0.30	0.30	223.50	0.30	F	1	EXCHANGE MULTIPLE E-MAILS WITH ELI VONNEGUT RE: SENIOR LENDER BILLING ITEMS (.3).
Fri	1314110010/1060							
MATTER NAME: Fee/Retention Applications								
11/30/12	Distefano, M	0.60	0.60	261.00	0.20	F	1	UPDATE WEEKLY CASE PROFESSIONALS FEE REPORT (.2)
Fri	1314110010/1057				0.20	F	2	AND ORDINARY COURSE PROFESSIONALS REPORT (.2);
					0.20	F	3	POSTED FEE SUMMARIES TO INTRALINKS (.2).
Total			27.50	\$15,812.50				
Number of Entries:			45					

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EXHIBIT K

OTHER FIRMS' RETENTION/COMPENSATION

Chadbourne & Parke LLP

SUMMARY OF HOURS AND FEES BY INDIVIDUAL

<u>TIMEKEEPER NAME</u>	<u>HOURS</u>	<u>FEES</u>
Bava, D	1.10	324.50
Deutsch, D	11.80	8,791.00
Distefano, M	11.70	5,089.50
LeMay, D	0.40	370.00
Roitman, M	2.50	1,237.50
	<u>27.50</u>	<u>\$15,812.50</u>

SUMMARY OF HOURS AND FEES BY MATTER

<u>MATTER NAME</u>	<u>HOURS</u>	<u>FEES</u>
Fee/Retention Applications	27.50	15,812.50
	<u>27.50</u>	<u>\$15,812.50</u>

(-) REASONS FOR TASK HOUR ASSIGNMENTS

F FINAL BILL