

Objection Deadline: May 5, 2000, at 4:00 p.m.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE
MAR 25 2 51 PM '00

In re) Chapter 11
)
CELLNET DATA SYSTEMS, INC., et al.,) Case No. 00-844 (PJW)
)
Debtors.) Jointly Administered

**APPLICATION FOR ALLOWANCE OF COMMITTEE MEMBER EXPENSES
PURSUANT TO THIS COURT'S ADMINISTRATIVE ORDER ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF
EXPENSES OF PROFESSIONALS AND SECTION 503 OF THE BANKRUPTCY CODE**

Name of Applicant: The Official Committee of Unsecured Creditors
of CellNet Data Systems, Inc.

Date of Formation: February 15, 2000

Period for which reimbursement is sought: February 14, 2000 - February 16, 2000

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$3,021.00

This is the Official Committee of Unsecured Creditors' first application.

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re)	
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CELLNET DATA SYSTEMS, INC., <i>et al.</i>)	Case No.: 00-00844 (PJW)
)	(Jointly administered)
)	
Debtors.)	Chapter 11

**APPLICATION FOR ALLOWANCE OF COMMITTEE MEMBER EXPENSES
PURSUANT TO THIS COURT’S ADMINISTRATIVE ORDER ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF
EXPENSES OF PROFESSIONALS AND SECTION 503 OF THE BANKRUPTCY CODE**

The Official Committee of Unsecured Creditors (“Committee”) of CellNet Data Systems, Inc. and its affiliates (“Debtors”) hereby files its application, pursuant to Section 503 of the Bankruptcy Code and this Court’s Administrative Order, pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, for allowance of an administrative expense claim in the amount of \$3,021.00 (“Administrative Claim”), representing Victron, Inc.’s (“Victron”) expenses incurred as a member of the Committee. In support of its application, the Committee respectfully states:

1. CellNet Data Systems, Inc. (“CellNet”) and its affiliated debtors¹ (collectively “Debtors”) filed their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on February 4, 2000. The Debtors design, manufacture and operate telemetry systems which are currently deployed primarily to collect energy consumption data from remote locations for utility

¹ The affiliated debtors are: CellNet Funding, L.L.C.; CellNet Data Retrofit Services, Inc.; CellNet Data Services, Inc.; CellNet Data Services (AZ), Inc.; Cellnet Data Services (CA), Inc.; Cellnet Data Services (IS), Inc.; Cellnet Data Services (KC), Inc.; Cellnet Data Services (ME), Inc.; Cellnet Data Services (MSP), Inc.; Cellnet Data Services (NH), Inc.; Cellnet Data Services (PA), Inc.; Cellnet Data Services (SE), Inc.; Cellnet Data Services (SF), Inc.; Cellnet Data Services (SL), Inc.; Cellnet Data Services (TX), Inc.; CN Holdings (TX), Inc.; CN WAN Corp.; CN Frequency (IS), Inc.; CN Frequency (KC), Inc.; CN Frequency (ME), Inc.; CN Frequency (MSP), Inc.; CN Frequency (NH), Inc.; CN Frequency (PA), Inc.; CN Frequency (SE), Inc.; CN Frequency (SF), Inc.; CN Frequency (SL), Inc.; and CN Partners (TX) L.P.

companies in select regions of the United States.

2. Victron is a trade vendor of the Debtors. At the time of the filing of the petitions, the Debtors were indebted to Victron in the amount of \$2,589,834. Victron is one of the largest unsecured trade vendors of the Debtors.

3. Among the various first day orders signed and entered by the Court was an Administrative Order, pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals.

4. On February 15, 2000, the Office of the United States Trustee held an organizational meeting and selected the members of the Committee.

5. At the organizational meeting of creditors, pursuant to Bankruptcy Code Section 1102, Victron was appointed as a voting member of the Official Committee of Unsecured Creditors ("Committee") by the United States Trustee.

6. Victron was represented at the organizational meeting of creditors by its officers, Tod Yun and Justena Un Tseng. In connection with their appearance at the organizational meeting of creditors, Mr. Yun and Ms. Tseng incurred direct out-of-pocket expense for air travel in the amount of \$3,021.00. (A copy of the A-Travel invoice for Mr. Yun's and Ms. Tseng's airfare is attached hereto as Exhibit A.

ARGUMENT

Under the Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, and Bankruptcy Code Section 503(b)(3)(F), Victron, as a Member of the Creditors Committee, is Entitled to Reimbursement of its Expenses Incurred in Performance of its Duties

7. Victron, as a member of the Committee, is entitled to reimbursement of its expenses incurred in performance of its duties pursuant to the Court's Administrative Order,

pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and also pursuant to Bankruptcy Code Sections 503(b)(3)(F).

8. The Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals provides that "if a Committee is appointed, then each member of the Committee shall be permitted to submit statement of expenses supporting vouchers to counsel for the Committee, which shall collect and submit the Committee members' requests for reimbursement in accordance with the Compensation Procedures[.]"

9. Further, Section 503(b)(3)(F) provides that "a member of a committee appointed under section 1102" is entitled to reimbursement of its actual expenses "if such expenses are incurred in the performance of the duties of such committee." 11 U.S.C. § 503(b)(3)(F); see also In re First Merchants Acceptance Corp., 198 F.3d 394, 403 (3d Cir. 1999) (concluding that the unambiguous language of Section 503 entitles a creditors committee member to reimbursement of its expenses, when such expenses were incurred in connection with services performed for the committee).

10. The Committee was formed by the United States Trustee and Victron was elected as a member of the Committee. Victron incurred expenses for coach airfare for Mr. Yun's and Ms. Tseng's travel from San Francisco to attend the creditors' meeting. Victron has submitted to the Committee's counsel a copy of the A-Travel invoice for the airfare from San Francisco to attend the creditors' meeting. Victron, as a member of the Committee, is entitled to reimbursement of its expenses pursuant to the Court's Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and

Bankruptcy Code Section 503(b)(3)(F). Accordingly, Victron requests that this Court allow the reimbursement of its expenses for coach airfare for travel from San Francisco to attend the creditors' meeting in the amount of \$3,021.00.

CONCLUSION

For the reasons stated above, Victron, Inc. respectfully requests that the Court allow its expenses in the amount of \$3,021.00 as an administrative expense, and grant such other and further relief as is just and proper.

Dated: Wilmington, Delaware
April 25, 2000

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EXHIBIT A

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GOLDEN
GLOBE

012971 ITINERARY INVOICE
PAGE NO. 1
PNR: 1F-26L23J

TO: VICTRON

TRAVELER: **PASSENGER NAMES BELOW**

AGENT	BRANCH	CUSTOMER NO.	ACCOUNT NO.	DATE
				14FEB00

Code	Day	Date	City-Airport	Time	Carrier	Flight-Class Status	Service-Amount
	NO	14FEB	LV SAN FRANCISCO	730P	NETWORK	1170 OK BRACK	
		15FEB	AR PHILADELPHIA-PHL VIA LAS VEGAS	620A			18TOP 757
	TU	15FEB	LV PHILADELPHIA-PHL AR SAN FRANCISCO	815P 822P	UNITED	35R OK DINNER	05TOP JET

PASSENGER	TICKET NUMBER	AIR AMT
YUN, TODD, MR	0071520054539	1310.50
YUN, JUSTINA	0071520054539	1510.50
	AIR FARE	2790.70
	TAX	290.30
	TOTAL AIR FARE	3021.00
	AMOUNT CHARGED	3021.00

THIS AMOUNT WILL BE CHARGED TO CREDIT CARD# BY 3782 340003 63004

PLEASE RECONFIRM YOUR RESERVATION AT LEAST 72 HOURS
PRIOR TO YOUR DEPARTURE.

THANK YOU FOR YOUR BUSINESS

CODE:	CLASS:	STATUS:
A-Air T-Tour V-Other Travel Service	H-Hotel S-Surface C-Car	OK-Corrected PD-Request WL-Wait List



FUTURE GRAPHIC DESIGN (408) 241-7087

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on the 25th day of April, 2000, a copy of the foregoing document was served upon the parties-in-interest:

BY HAND DELIVERY

Mark D. Collins, Esq.
Richards, Layton & Finger
One Rodney Square
Wilmington, Delaware 19801

BY FIRST CLASS U.S. MAIL

Cellnet Data Systems, Inc.
125 Shoreway Road
San Carlos, CA 94070
Attn: Chief Administrative Officer

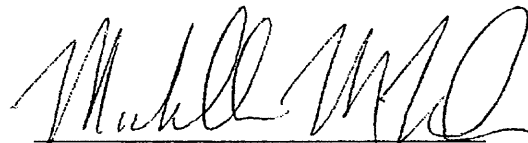
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