

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:

COMDISCO, INC.
et al.,

Debtors.

Case No. 01-24795

(Jointly Administered)
Chapter 11
Hon. Ronald Barliant

FILED
KENNETH S. GARDNER, CLERK
PS REP. - CC

AUG 30 2002

SEP 03 2002
FILED
UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS

**FIRST APPLICATION OF CERTAIN MEMBERS OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR REIMBURSEMENT OF EXPENSES**

The Official Committee of Unsecured Creditors (the "Creditors' Committee") of Comdisco, Inc., et al. by its attorneys Latham & Watkins, hereby submits its First Application (the "Application") of Certain Members of the Official Committee of Unsecured Creditors for Reimbursement of Expenses for the Period Ending August 12, 2002 (the "Reimbursement Period"), and respectfully represents:

JURISDICTION AND VENUE

1. Pursuant to 28 U.S.C. §§157 and 1334, this Court has jurisdiction over this matter. This is a core proceeding pursuant to 28 U.S.C. § 157(B). The venue of this proceeding is proper pursuant to 28 U.S.C. § 1409. The statutory basis for relief sought herein is provided in section 503(b) of the United States Bankruptcy Code (the "Bankruptcy Code").

BACKGROUND

2. On July 16, 2001, Comdisco, Inc. ("Comdisco" or the "Debtor") and each of its affiliated companies filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code").

02 AUG 30 PM 5:29

007010781000

2696

3. On July 25, 2001, the United States Trustee appointed the Official Committee of Unsecured Creditors of Comdisco, Inc. (the "Creditors' Committee").

4. This is the Creditors' Committee's first application for reimbursement of expenses. No prior application has been made to this or any other court.

5. As of August 27, 2002, the individual members of the Creditors' Committee have received a total of \$32,785.48 from the Debtor as interim reimbursement for their reasonable expenses.

REIMBURSEMENT REQUESTED

6. This Application is made by the Creditors' Committee in accordance with Section 503(b)(3)(F) of the Bankruptcy Code.

7. Various members of the Creditors' Committee request reimbursement and final allowance of expenses in the aggregate sum of \$82,405.41, which disbursements were incurred during the Reimbursement Period in connection with the Creditors' Committee's representation of the interests of the Debtors' unsecured creditors.*

8. The members of the Creditors' Committee have fulfilled their obligations under section 1103 of the Bankruptcy Code through active participation in this case, including negotiating a plan or reorganization that is expected to pay unsecured creditors nearly 90 cents on the dollar and was accepted by over 99% of the unsecured creditors voting on the plan.

* Certain members of the Creditors' Committee have not yet submitted their final reimbursement requests. The Creditors' Committee anticipates including any supplemental amounts requested in a Final Application to be filed by September 26, 2002. The Creditors' Committee requests that the expenses set forth herein be finally allowed and that any additional expenses subsequently submitted be separately considered.

9. Creditors' Committee members are unpaid participants in the Debtors' chapter 11 cases. They are volunteers who expend time and effort so that all unsecured creditors may be assured that all options have been considered and that decisions have been made in the best interests of the unsecured creditors. These services are sometimes provided at the expense of Creditors' Committee members' other business obligations. The Creditors' Committee submits that reimbursement of the actual and necessary costs incurred and recorded by each Creditors' Committee member in performing services for the benefit of the Debtors' estate and the unsecured creditors is well warranted.

10. Creditors' Committee members have participated in regular Creditors' Committee meetings. Many Creditors' Committee meetings have been held telephonically to limit travel costs.

SUMMARY OF EXPENSES INCURRED

11. As reflected in the annexed report of expenses attached as Exhibit A, this Application is for reimbursement of the actual and necessary expenses incurred by the following parties:

<u>Party</u>	<u>Total Charge</u>	<u>Total Paid</u>	<u>Total Unpaid</u>
Bank of America	\$13,229.44	\$4,986.84	\$8,242.60
The Royal Bank of Scotland	\$19,166.28	\$13,848.84	\$5,317.44
Prudential Financial	\$3,203.88	\$0.00	\$3,203.88
Citibank, N.A.	\$27,793.43	\$0.00	\$27,793.43
Orrick, Herrington & Sutcliff, LLP	\$4,950.23	\$3,019.50	\$1,930.73
Credit Lyonnais	\$5,924.11	\$4,457.17	\$1,466.94

Party	Total Charge	Total Paid	Total Unpaid
State Street Bank	\$1,664.91	\$0.00	\$1,664.91
Wells Fargo	\$6,473.13	\$6,473.13	\$0.00
Total:	\$82,405.41	\$32,785.48	\$49,619.93

12. No request for allowance has previously been made for the expenses sought pursuant to this Application.

WHEREFORE, the Creditors' Committee respectfully requests that the Court enter an order allowing reimbursement of (a) \$13,229.44 to Bank of America (including amounts not yet paid totaling \$8,242.60); (b) \$19,166.28 to The Royal Bank of Scotland (including amounts not yet paid totaling \$5,317.44); (c) \$3,203.88 to Prudential Financial (including amounts not yet paid totaling \$3,203.88); (d) \$27,793.43 to Citibank, N.A. (including amounts not yet paid totaling \$27,793.43); (e) \$4,950.23 to Orrick, Herrington & Sutcliff, LLP (including amounts not yet paid totaling \$1,930.73); (f) \$5,924.11 to Credit Lyonnais (including amounts not yet paid totaling \$1,466.94); (g) \$1,664.91 to State Street Bank (including amounts not yet paid totaling \$1,664.91); (h) \$6,473.13 to Wells Fargo; (i) authorize the Debtors to immediately pay all expenses allowed as part of this Application; and (j) grant such other and further relief as may be just and proper. A proposed order is attached hereto.

Dated: August 30, 2002