

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

In re:	)	Chapter 11
	)	
Conseco, Inc, <u>et al.</u>	)	Case No. 02-49672
	)	(Jointly Administered)
	)	The Honorable Carol A. Doyle
Debtors.	)	
	)	Docket under 02 B 49672
	)	

**NOTICE OF FILING**

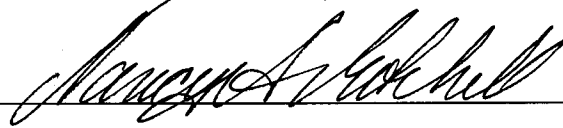
TO: SEE ATTACHED SERVICE LIST

PLEASE TAKE NOTICE that on **October 8, 2003**, we caused to be filed with the Clerk of the United States Bankruptcy Court for the Northern District of Illinois, 219 South Dearborn Street, Chicago, Illinois 60604, the **EIGHTH AND FINAL APPLICATION OF GREENBERG TRAURIG, P.C. FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES** (the "**Final Application**"). The Final Application seeks final allowance of compensation in the amount of \$2,484,006.75 and reimbursement of expenses in the amount of \$139,505.64 a total of \$2,623,512.39. The Final Application covers the time period beginning January 20, 2003 and ending September 9, 2003.

Dated: October 8, 2003

**GREENBERG TRAURIG, P.C.**

By: \_\_\_\_\_



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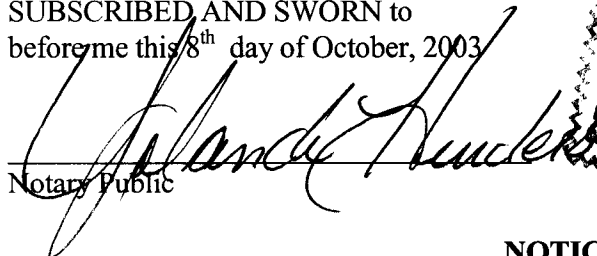
Former Counsel to the CFC Committee

**CERTIFICATE OF SERVICE**

I, Kerry Carlson, a non-attorney, hereby certify that on October 8, 2003, I caused a complete and accurate copy of the **Final Application** to be served via e-mail and United States Mail upon each of the parties identified below.

  
Kerry Carlson

SUBSCRIBED AND SWORN to  
before me this 8<sup>th</sup> day of October, 2003

  
Notary Public



**NOTICE PARTIES**

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Anup Sathy, Esq.  
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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
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	)	Chapter 11
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In re:	)	Case No. 02-49672
	)	
Conseco, Inc, <u>et al.</u> , <sup>1</sup>	)	The Honorable Carol A. Doyle
	)	
Debtors.	)	Objection Deadline:
	)	Hearing Date:

**EIGHTH AND FINAL APPLICATION OF  
GREENBERG TRAUIG, P.C. FOR ALLOWANCE OF FINAL  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Greenberg Traurig, P.C. (“**Applicant**”), as counsel to the Official Committee of Unsecured Creditors of the CFC Debtors (the “**CFC Committee**”), presents its eighth and final application (the “**Final Application**”) pursuant to and in accordance with (i) sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”); (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); (iii) the Court’s Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, entered on January 2, 2003 (the “**Administrative Order**”); and (iv) the Fee Review Committee Billing Guidelines, approved by this Court on September 17, 2003.

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<sup>1</sup> The Debtors are the following entities: (i) Conseco, Inc., CIHC, Incorporated, CTIHC, Inc., and Partners Health Group, Inc. (the “**Holding Company Debtors**”), (ii) Conseco Finance Corp. and Conseco Finance Servicing Corp. (the “**CFC Debtors**”), and (iii) Conseco Finance Corp. – Alabama, Conseco Finance Credit Corp., Conseco Finance Consumer Discount Company, Conseco Finance Canada Holding Company, Conseco Finance Canada Company, Conseco Finance Loan Company, Rice Park Properties Corporation, Landmark Manufactured Housing, Inc., Conseco Finance Net Interest Margin Finance Corp. I, Conseco Finance Net Interest Margin Finance Corp. II, Green Tree Financial Corp. – Two, Conseco Agency of Nevada, Inc., Conseco Agency of New York, Inc., Green Tree Floorplan Funding Corp., Conseco Agency, Inc., Conseco Agency of Alabama, Inc., Conseco Agency of Kentucky, Inc., and Crum-Reed General Agency, Inc. (the “**CFC Subsidiary Debtors**”), (iv) Green Tree Finance Corp. – Five and Green Tree Residual Finance Corp. I, and Conseco Finance Credit Card Funding Corp. (the “**New Debtors**” and, collectively with the Holding Company Debtors, the CFC Debtors and the CFC Subsidiary Debtors, the “**Debtors**”).

By this Final Application, Applicant seeks final approval of (i) compensation in the amount of \$2,484,006.75 and reimbursement of out-of-pocket expenses in the amount of \$139,505.64 incurred in connection with services rendered to the CFC Committee during the time period beginning January 20, 2003 and ending September 9, 2003 (the “**Final Period**”); and (ii) authorizing Applicant to apply the retainer in the amount of \$74,896.90 currently held on account to the final award of compensation and reimbursement of expenses requested herein. A Proposed Order (the “**Proposed Order**”) granting the requested relief is attached hereto. In support of this Final Application, Applicant respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over the Final Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(A) and (O).

2. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, and Bankruptcy Rule 2016(a).

### **BACKGROUND**

3. On December 17, 2002 (the “**Petition Date**”), the Holding Company Debtors and the CFC Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On February 3, 2003, the CFC Subsidiary Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On June 2, 2003, the New Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On June 24, 2003, Conseco Finance Credit Card Funding Corp. filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

4. Shortly after the Petition Date, the United States Trustee appointed the following three committees in the Chapter 11 Cases: (i) the Official Unsecured Creditors Committee for the Holding Company Debtors; (ii) the Official TOPrS Committee; and (iii) the Official Unsecured Creditors Committee for the CFC Debtors. The following creditors were appointed to serve as the CFC Committee in the CFC Debtors' cases:

- U.S. Bank National Association
- Millennium Partners, LLC
- Prudential Insurance Company
- Commonwealth Advisors, Inc.
- Deutsche Asset Management
- Jefferson Pilot Financial Insurance Company
- Morgan Keegan

5. On February 19, 2003, the Court entered an order (the "**Retention Order**") granting the CFC Committee's request to employ and retain Applicant as its attorneys pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, effective as of January 20, 2003. A copy of the Retention Order authorizing Applicant's employment is attached hereto as **Exhibit A**.

6. On September 9, 2003, this Court entered an Order confirming the CFC Debtors' Sixth Amended Joint Liquidating Plan of Reorganization (the "**CFC Plan**"). The Post Consummation Estate Agreement ("**PCEA**") was created under the CFC Plan for the benefit of holders of certain allowed claims. Bridge Associates, LLP and Anthony H.N. Schnelling, not individually, but solely representing Bridge Associates, LLP are the Plan Administrators under the PCEA.

#### **APPLICANT'S PRIOR REQUESTS**

7. On February 25, 2003, Applicant filed its first monthly application for interim compensation and reimbursement of expenses for the time period beginning January 20, 2003 and ending January 31, 2003 (the "**First Application**"). The First Application sought an interim

allowance of compensation in the amount of \$89,492.85 (representing 90% of the actual fees incurred in the amount of \$99,436.50) and \$328.17 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$89,821.02. On or about May 5, 2003, Applicant received a payment in the amount of \$89,821.02 from the CFC Debtors on account of the fees and expenses requested in the First Application.

8. On March 28, 2003, Applicant filed its second monthly application for interim compensation and reimbursement of expenses for the period beginning February 1, 2003 through February 28, 2003 (the “**Second Application**”). The Second Application sought an interim allowance of compensation in the amount of \$674,072.10 (representing 90% of the actual fees incurred in the amount of \$748,969.00) and \$68,047.04 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$742,119.14. On or about May 5, 2003, Applicant received a payment from the CFC Debtors on account of the fees and expenses requested in the Second Application in the amount of \$817,016.04. The amount paid included 100% of the requested fees and expenses. The CFC Debtors inadvertently paid Applicant the 10% of fees that were to be withheld pursuant to the Administrative Order. Applicant has not applied such amount to the fees, but after consultation with counsel to the CFC Debtors, is holding the overpayment in the amount of \$74,896.90 (the “**Retainer**”) as a retainer to be applied against the fees and expenses allowed pursuant to this Final Application.

9. On April 29, 2003, Applicant filed its third monthly application for interim compensation and reimbursement of expenses for the period beginning March 1, 2003 through March 31, 2003 (the “**Third Application**”). The Third Application sought an interim allowance of compensation in the amount of \$578,267.77 (representing 90% of the actual fees incurred in the amount of \$642,519.75) and \$23,903.31 for reimbursement of 100% of the actual and

necessary expenses incurred for a total of \$602,171.08. On or about June 18, 2003, Applicant received a payment in the amount of \$602,171.08 from the CFC Debtors on account of the fees and expenses requested in the Third Application.

10. On June 2, 2003, Applicant filed its fourth monthly application for interim compensation and reimbursement of expenses for the period beginning April 1, 2003 through April 30, 2003 (the “**Fourth Application**”). The Fourth Application sought an interim allowance of compensation in the amount of \$374,303.70 (representing 90% of the actual fees incurred in the amount of \$415,893.00) and \$15,891.13 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$390,194.83. On or about June 18, 2003, Applicant received a payment in the amount of \$390,194.83 from the CFC Debtors on account of the fees and expenses requested in the Fourth Application.

11. On or about June 25, 2003, Applicant filed its fifth monthly application for interim compensation and reimbursement of expenses for the period beginning May 1, 2003 through May 31, 2003 (the “**Fifth Application**”). The Fifth Application sought an interim allowance of compensation in the amount of \$137,007.00 (representing 90% of the actual fees incurred in the amount of \$152,230.00) and \$14,568.94 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$151,575.94. On or about August 8, 2003, Applicant received a payment in the amount of \$151,575.94 from the CFC Debtors on account of the fees and expenses requested in the Fifth Application.

12. On July 25, 2003, Applicant filed its sixth monthly application for interim compensation and reimbursement of expenses for the time period beginning June 1, 2003 and ending June 30, 2003 (the “**Sixth Application**”). The Sixth Application sought and interim allowance of compensation in the amount of \$167,006.25 (representing 90% of the actual fees

incurred in the amount of \$185,562.50) and \$7,830.44 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$174,836.69. On or about September 3, 2003, Applicant received a payment in the amount of \$174,836.69 from the CFC Debtors on account of the fees and expenses requested in the Sixth Application.

13. On August 29, 2003, Applicant filed its seventh monthly application for interim compensation and reimbursement of expenses for the time period beginning July 1, 2003 and ending July 31, 2003 (the “**Seventh Application**”). The Seventh Application sought and interim allowance of compensation in the amount of \$132,427.35 (representing 90% of the actual fees incurred in the amount of \$147,141.50) and \$7,129.15 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$139,556.50. On or about October 6, 2003, Applicant received a payment in the amount of \$139,556.50 from the CFC Debtors on account of the fees and expenses requested in the Seventh Application.

**EIGHTH INTERIM REQUEST**

14. This is Applicant’s eighth interim and final application for compensation and reimbursement of expenses. The eighth interim period covers the time period beginning August 1, 2003 and ending September 9, 2003 (the “**Eighth Interim Period**”). No previous application has been filed in connection with the fees and expenses incurred during the Eighth Interim Period.

15. As further detailed in the invoice attached hereto as **Exhibit B**, Applicant requests compensation for the professionals and paraprofessionals who have provided services to the CFC Committee during the Eighth Interim Period. A summary of the professionals who have provided services during the Eighth Interim Period is summarized as follows:

ATTORNEY	HOURS	RATE	AMOUNT
David D. Cleary	3.10	\$500.00	\$1,550.00
Peter H. Lieberman	1.50	\$500.00	\$750.00
Steve Mastbaum	8.40	\$500.00	\$4,200.00
Mark I. Michigan	3.40	\$450.00	\$1,530.00



Nancy A. Mitchell	27.10	\$500.00	\$13,550.00
Paul K. Morton	0.50	\$400.00	\$200.00
Nancy A. Peterman	50.00	\$440.00	\$22,000.00
Charles E. Stiver	3.30	\$4.75	\$1,567.50
Christopher M. Cahill	0.80	\$345.00	\$276.00
John T. Gregg	86.70	\$250.00	\$21,675.00
Patrick M. Jones	9.80	\$295.00	\$2,891.00
Ronald F. Labeledz	0.30	\$275.00	\$82.50
Robert W. Lannan	1.10	\$300.00	\$330.00
Andre L. Zafrani	2.90	\$345.00	\$1000.50
Paul A. Haskins	1.10	\$350.00	\$385.00
Ira P. Gould	28.70	\$450.00	\$7,175.00
SUBTOTAL:	228.70		\$79,162.50
<b>PARALEGAL PROJECT ASSISTANT</b>	<b>HOURS</b>	<b>RATE</b>	<b>AMOUNT</b>
Kerry E. Carlson	66.00	\$175.00	\$11,550.00
Yolanda Henderson	6.70	\$160.00	\$1,072.00
Kenneth J. Anderson	9.40	\$50.00	\$470.00
SUBTOTAL:	82.10		\$13,092.00
<b>TOTAL:</b>	<b>310.80</b>		<b>\$92,254.50</b>

16. The services performed by Applicant during the Interim Period have been categorized into project summaries, which are described below. Each project summary refers to specific pages of **Exhibit B**, which is attached hereto and incorporated herein by reference. **Exhibit B** includes detailed time entries showing the services provided in the category, the attorney providing the service, the date the service was provided, the time incurred and the value of such time.

**SUMMARY OF SERVICES RENDERED  
DURING THE EIGHTH INTERIM PERIOD**

**A. General Case Administration**

17. During the Eighth Interim Period, Applicant rendered various general legal services to the CFC Committee. The general administrative services in this category include, but are not limited to: (i) substantial review and analysis of the multiple pleadings and issues related to the Chapter 11 Cases; (ii) preparation and maintenance of the timeline of critical dates; (iii) coordination and participation in conferences with counsel to the Debtors, committee members, financial advisors

and other parties in interest regarding the general status of the case and going forward strategy; (iv) filing and serving motions and other papers with the Court; and (v) maintaining the service list, pleadings, correspondence, agreements and other documents relating to the Chapter 11 Cases.

18. Due to the complex nature of the Chapter 11 Cases, Applicant has utilized the services of paralegals to maintain and organize the voluminous documents which have been generated. Regular maintenance by the paralegals has served to keep the Applicant well apprised of the day-to-day happenings in the Chapter 11 Cases and has proved to be a valuable resource to Applicant and the CFC Committee.

19. Applicant expended 67.70 hours with a value of \$19,221.00 in this category during the Eighth Interim Period. See Exhibit B, pages 1-3 for a detailed description of these services.

**B. Claims Administration/Objections**

20. During the Eighth Interim Period, Applicant examined each of the Debtors' omnibus objections to claims and analyzed the objection's effect on the CFC Committee. Applicant researched and drafted the CFC Committee's reply to responses filed by numerous claimants in connection with the CFC Debtors' Eighth Omnibus Objection to Claims. In addition, Applicant prepared for and participated in several meetings with counsel to the CFC Debtors, representatives of Bankruptcy Management Corp., the claims agent appointed in the Chapter 11 Cases, and the proposed Plan Administrator to develop a strategy for the post-confirmation claims reconciliation process.

21. Applicant expended 76.30 hours with a value of \$18,627.00 in this category during the Eighth Interim Period. See Exhibit B, pages 4-8 for a detailed description of these services.

**C. Plan and Disclosure Statement**

22. During the Eighth Interim Period, Applicant closely reviewed and analyzed the Holding Company's proposed Fourth, Fifth and Sixth Amended Plans of Reorganization (the "Reorganizing Plans") and the CFC Debtors' proposed Fifth and Sixth Amended Plans of

Liquidation and Disclosure Statement (the "CFC Plan and Disclosure Statement", and together with the Reorganizing Plans, the "Plans"). Applicant analyzed carefully the effects that each of the proposed Plans would have on the CFC Committee and other creditors. Applicant analyzed issues raised in connection with the TOPrS and Holding Company Debtors' settlement and reviewed the motion to approve the settlement agreement related thereto. Applicant continued its participation in meaningful negotiations with the CFC Debtors and their constituents to develop (i) a consensual CFC Plan, (ii) terms of the underlying PCEA and (iii) order confirming the CFC Plan. On September 9, 2003, a mere nine month after the Petition Date, this Court confirmed both the Reorganizing Plan and the CFC Plan.

23. Applicant expended 61.00 hours with a value of \$24,758.50 in this category during the Eighth Interim Period. See Exhibit B, pages 9-11 for a detailed description of these services.

**D. Fee/Employment Applications**

24. During the Eighth Interim Period, Applicant drafted the Seventh Application described above. Applicant assisted the CFC Committee's financial advisors, Huron Consulting Group, to prepare and file its interim application for compensation. Applicant regularly reviewed the case docket to determine if objections to the pending applications for compensation had been filed, and prepared and filed Certificates of No Objection with respect to the same. Applicant also reviewed applications of other professionals employed in the Chapter 11 Cases.

25. Applicant expended 23.80 hours with a value of \$4,063.50 in this category during the Eighth Interim Period. See Exhibit B, pages 12 and 13 for a detailed description of these services.

**E. General Creditor Committee Matters**

26. During the Eighth Interim Period, Applicant participated in conference calls and meetings with CFC Committee members regarding general status and strategy relating to the Chapter 11 Cases, the proposed Plans and other issues important to the CFC Committee.

27. Applicant expended 10.50 hours with a value of \$4,329.00 in this category during the Eighth Interim Period. See Exhibit B, page 14 for a detailed description of these services.

**F. General Creditor Inquiries**

28. During the Eighth Interim Period, Applicant fielded phone calls and responded to messages and e-mails from general unsecured creditors and bondholders (or their attorneys) regarding the general status of the case and prospects for distribution. Applicant considers prompt and meaningful responses to each creditor inquiry to be an important element to the representation of the CFC Committee.

29. Applicant expended 1.20 hours with a value of \$394.00 in this category during the Eighth Interim Period. See Exhibit B, page 15 for a detailed description of these services.

**G. Court Hearings**

30. During the Eighth Interim Period, Applicant prepared for and attended numerous hearings before the Court, including several lengthy confirmation hearings. These services are grouped in this category because the hearings regularly involved multiple motions and subject matters.

31. Applicant expended 56.00 hours with a value of \$14,109.00 in this category during the Eighth Interim Period. See Exhibit B, pages 16 and 17 for a detailed description of these services.

**H. Sale of Property**

32. During the Eighth Interim Period, Applicant incurred a small amount of time reviewing the CFC Debtors' motion and proposed order amending the CFN sale agreement to include additional executory contracts.

33. Applicant expended 0.50 hours with a value of \$200.00 in this category during the Eighth Interim Period. See Exhibit B, page 18 for a detailed description of these services.

**I. Tax Matters**

34. During the Eighth Interim Period, Applicant researched certain underlying tax issues relating to confirmation of the Plan.

35. Applicant expended 13.80 hours with a value of \$6,552.50 in this category during the Eighth Interim Period. See **Exhibit B**, page 19 for a detailed description of these services.

**EXPENSES**

36. During the Eighth Interim Period, Applicant expended the sum \$1,807.46 for reasonable and necessary out-of-pocket expenses incurred in connection with its representation of the CFC Committee. The expenses incurred by Applicant during the Eighth Interim Period are summarized as follows:

EXPENSE	AMOUNT
Conference Calls	\$201.22
Federal Express Charges	\$244.07
Messenger Services	\$158.94
Photocopy expenses	\$438.90
Telephone Expenses	\$501.84
Local Travel	\$226.00
Information and Research	\$36.94
TOTAL:	\$1807.91

Such expenses are described in detail on **Exhibit B**, pages 21 through 25 attached hereto.

37. In accordance with the Administrative Order and this Court's Standing Order Number 10, Applicant represents the following with regard to its charges for actual and necessary costs and expenses during the Eighth Interim Period:

- (a) copy charges are \$.10 per page, which charge is reasonable, represents the cost of copy material, acquisition, maintenance, storage and operation of copy machines, together with a margin for recovery of cost expenditures.
- (b) Incoming facsimiles are not billed.

- (c) Outgoing facsimiles are not billed; however, the telephone connection charges for each facsimile are billed.
- (d) Applicant has charged for local travel, which includes cab fares and parking fees for attorneys, paralegals and staff in connection with attendance at meetings, court hearings and other activities necessitating case-related local travel. Applicant routinely charges both bankruptcy and non-bankruptcy clients for such local travel when the case demands work into the evening.

### **SUMMARY OF EIGHTH INTERIM REQUEST**

38. During the Eighth Interim Period, Applicant expended a total of 310.80 hours rendering professional services to the CFC Committee. Based upon the total number of hours spent in connection with Applicant's representation of the CFC Committee, the gross amount of fees incurred during the Eighth Interim Period is \$92,254.50. Because this is the Final Application, Applicant requests approval and payment of 100% of the professional fees incurred during the Eighth Interim Period.

39. As counsel to the CFC Committee, Applicant incurred a total of \$1,807.46 in out-of-pocket expenses during the Interim Period. Applicant requests approval and payment of 100% of the actual and necessary expenses incurred during the Eighth Interim Period.

### **FINAL REQUEST FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

40. During the Final Period, Applicant submitted a total of seven monthly applications for interim compensation and reimbursement of expenses in addition to the Eighth Interim Request described above. The First through Seventh Monthly Applications (together with the Eighth Interim Request, the "**Monthly Applications**") are attached hereto as **Group Exhibit C** and incorporated herein by reference. By this Final Application, Applicant requests entry of an Order (i) finalizing all of Applicant's previous awards; (ii) authorizing application of

the Retainer to the balance of the fees and expenses requested in the Final Application; and (iii) directing the Plan Administrator to pay the balance of unpaid fees in the amount of \$256,532.83 (after application of the Retainer) and expenses totaling \$1,807.46 withheld from or due and owing on the Monthly Applications.

41. The time period covered by each Monthly Application, the amounts requested, the amounts awarded and the balances due are summarized as follows:

<b>TIME PERIOD</b>	<b>FEES REQUESTED</b>	<b>EXPENSES REQUESTED</b>	<b>FEES PAID</b>	<b>EXPENSES PAID</b>	<b>FEES AND EXPENSES WITHHELD OR DUE AND OWING</b>
First Application January 20, 2003 – January 31, 2003	\$99,436.50	\$328.17	\$89,492.85	\$328.17	\$9,943.65
Second Application February 1, 2003 – February 28, 2003	\$748,969.00	\$68,047.04	\$674,072.10	\$68,047.04	\$74,896.90 <sup>2</sup>
Third Application March 1, 2003 – March 31, 2003	\$642,519.75	\$23,903.31	\$578,267.77	\$23,903.31	\$64,251.98
Fourth Application April 1, 2003 – April 30, 2003	\$415,893.00	\$15,891.13	\$374,303.70	\$15,891.13	\$41,589.30
Fifth Application May 1, 2003 – May 31, 2003	\$152,230.00	\$14,568.94	\$137,007.00	\$14,568.94	\$15,223.00
Sixth Application June 1, 2003 – June 30, 2003	\$185,562.50	\$7,830.44	\$167,006.25	\$7,830.44	\$18,556.25
Seventh Application July 1, 2003 – July 31, 2003	\$147,141.50	\$7,129.15	\$132,427.35	\$7,129.15	\$14,714.15
Eighth Interim Request August 1, 2003 – September 9, 2003	\$92,254.50	\$1,807.46	\$0.00	\$0.00	\$94,061.96
<b>Totals</b>	<b>\$2,484,006.75</b>	<b>\$139,505.64</b>	<b>\$2,152,577.02</b>	<b>\$137,698.18</b>	<b>\$333,237.19</b>

<sup>2</sup> As described in paragraph 7 above, Applicant currently holds a retainer in the amount of \$74,896.90 representing an overpayment of 10% of the fees which should have been withheld from the Second Application.

42. As further detailed in the Monthly Applications attached hereto as **Group Exhibit C**, Applicant requests final approval and allowance of compensation in the gross amount of \$2,484,006.75 for the professionals and paraprofessionals who have provided services to the CFC Committee during the Final Period. Attached to the Final Application as **Exhibit D** is a chart summarizing the hours spent by each professional who has provided services during the Final Period, their hourly billing rate and the total amount of fees incurred.

43. During the Final Period, Applicant expended a total of 6,985.20 hours rendering professional services to the CFC Committee. Applicant provided services with respect to twenty (20) separate matter categories, each of which are detailed in the Monthly Applications attached hereto as **Group Exhibit C**. Each of the Monthly Applications include a summary of services, detailed time entries showing the services provided in each category, the attorney providing the service, the date the service was provided, the time incurred and the value of such time. The services performed by Applicant during the Final Period have been categorized into project summaries which are detailed in **Exhibit E** attached hereto.

44. During the Final Period, Applicant incurred out of pocket expenses in the amount of \$139,505.64. Itemized expense reports are attached hereto as **Group Exhibit C**. A summary of the expenses incurred by Applicant during the Final Period are summarized in **Exhibit F** attached hereto.

### **SUMMARY AND CONCLUSION**

45. Applicant has diligently represented the CFC Committee during the Chapter 11 Cases. Partially through Applicant's tireless efforts to maximize the value of the CFC Debtors' businesses, the sale of the CFC Debtors assets has generated an anticipated 33% distribution to unsecured creditors, where at the onset of the Chapter 11 cases the prospect for a meaningful



distribution to unsecured creditors was unlikely. In addition, Applicant played an integral role in the successful confirmation of both the Reorganizing Debtor and CFC Debtor Plans in less than nine months, an exceptional conclusion to extremely complicated Chapter 11 proceedings.

46. Based upon the circumstances, the fair value of the professional services rendered by Applicant to the CFC Committee, the skill required, the nature of services rendered and the results obtained, the fees charged by Applicant for its services in the Chapter 11 Cases are reasonable.

47. Applicant requests entry of a final order allowing the fees requested in the Final Application in the amount of \$2,484,006.75. Applicant further requests entry of a final order authorizing and directing the Plan Administrator to pay the balance of fees withheld and/or unpaid from the Monthly Applications in the amount of \$331,429.73. This amount includes the 10% of fees withheld from the First through Seventh Monthly Applications plus the total amount of unpaid fees requested in Applicant's Eighth Interim Request. Applicant further requests authority to apply the Retainer against the fees allowed herein, leaving a balance of fees due and owing to Applicant in the amount of \$256,532.83.

48. Applicant further requests entry of a final order allowing the out-of-pocket expenses requested in the Final Application in the amount of \$139,505.64, and authorizing the Plan Administrator to pay the balance of requested expenses totaling \$1,807.46, which amount represents 100% of the expenses requested in the Eighth Interim Request.

49. All services for which Applicant requests compensation were performed for and on behalf of the CFC Committee, and not on behalf of any other entity.

50. No agreement or understanding exists between Applicant and any other person for sharing compensation that has been or will be received, except such sharing as is customary and

generally accepted among lawyers within a law firm.

51. No agreement or understanding, expressed or implied, has been or will be entered into for the purpose of fixing the fees or other compensation to be paid to any other attorney for any party in interest, to any other party in interest, or to any person for services rendered in connection with the Chapter 11 Cases.

**WHEREFORE**, Keith J. Shapiro, David D. Cleary, Nancy A. Mitchell and the law firm Greenberg Traurig, P.C. respectfully request that it be allowed reimbursement for its fees and expenses incurred during the Quarterly Period, described as follows:

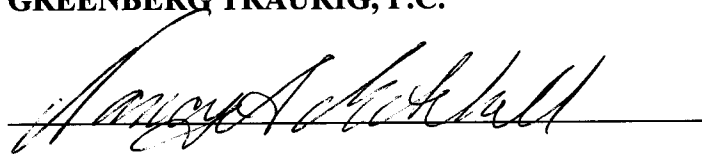
- (i) granting Applicant final compensation for services rendered as counsel to the CFC Committee in the amount of \$2,484,006.75 (\$331,429.73 of which remains unpaid at this time);
  - (ii) granting Applicant reimbursement of expenses incurred during the Final Period on behalf of the CFC Committee in the amount of \$139,505.64 (\$1,807.46 of which remains unpaid at this time);
  - (iii) authorizing Applicant to apply the \$74,896.90 Retainer to the balance of the balance of fees and expenses finally awarded in the Chapter 11 Cases;
  - (iv) authorizing and directing the Plan Administrator to remit the balance of the fees and expenses allowed to Applicant in the amount \$258,340.29;
- and

- (v) granting such other and further relief deemed appropriate under the circumstances.

Dated: October 8, 2003

**GREENBERG TRAURIG, P.C.**

By: \_\_\_\_\_

  
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