

DUPLICATE

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
FIRST MERCHANTS ACCEPTANCE) Case No. 97-1500 (JJF)
CORPORATION,)
)
Debtor.)

SECOND AND FINAL APPLICATION FOR REIMBURSEMENT OF EXPENSES

Name of Applicant: The Members of the Official
Committee of Unsecured Creditors

Date of Retention: July 28, 1997

Period for which reimbursement
is sought: November 1, 1997 -
March 16, 1998

Amount of Expense Reimbursement sought
as actual, reasonable and necessary: \$31,480.34

This is an: ___ interim ___X___ final application

The total time expended for expense application preparation is approximately 7.65 hours and the corresponding compensation requested in the Pepper Hamilton application is approximately \$803.25.

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

<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees, Expenses</u>	<u>Approved Fees, Expenses</u>
11/25/97	7/28/97-10/31/96	\$44,591.23	

76,071.57 total expenses

1996

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
FIRST MERCHANTS ACCEPTANCE) Case No. 97-1500 (JJF)
CORPORATION,)
)
Debtor.)

**SECOND AND FINAL APPLICATION FOR
REIMBURSEMENT OF EXPENSES OF THE MEMBERS OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
NOVEMBER 1, 1997 THROUGH MARCH 16, 1998**

Pepper Hamilton LLP¹ ("Applicant"), co-counsel for the Official Committee of Unsecured Creditors ("Committee") appointed in the captioned cases, states:

1. The Committee was appointed by Order of this Court dated July 28, 1997.
2. During the course of these proceedings, it was necessary for Committee members to travel to and attend meetings between the Committee and the Debtors' representatives and other parties in interest concerning matters that required investigation, negotiation and decision by the Committee. The Committee's plan negotiating subcommittee, consisting of James Graves, Joel Denney and Eric Grubelich, was actively involved in the negotiations which resulted in the excellent result for unsecured creditors in this case, and incurred significant travel and related expenses in connection therewith.

1. Pepper, Hamilton & Scheetz LLP formally changed its name to Pepper Hamilton LLP as of January 2, 1998.

3. The members of the Committee have incurred expenses in the aggregate amount of \$31,480.34 in the performance of their duties from November 1, 1997 through March 16, 1998². A summary of the expenses requested by each member is attached hereto as Exhibit A. Copies of invoices supporting the expense request submitted for this period are attached as a part of Exhibit A.

4. Attached as Exhibit B is a proposed Order approving reimbursement of the Committee members' expenses.

5. The expenses were incurred while the Committee was performing its functions in accordance with the Order appointing the Committee.

6. The expenses incurred by the Committee members were necessary to permit the effective performance of the Committee's fiduciary duties. Applicant requests Court approval of reimbursement of expenses incurred by the Committee members.

WHEREFORE, Applicant requests that the expenses incurred by the members of the Creditors' Committee for such portions of the period November 1, 1997 through March 16, 1998 as are reflected on Exhibit A be approved in the total amount of \$31,480.34, and that any

2. J.C. Bradford hereby withdraws the request for compensation stated in the First Interim Application for Reimbursement of Expenses filed by the Official Committee of Unsecured Creditors on November 25, (continued...) 1997, and enters the amount listed herein as the total amount requested for reimbursement of expenses for the period July 23, 1997 through March 2, 1998.

outstanding amounts be paid forthwith.

PEPPER HAMILTON LLP

By: _____

David B. Stratton #960
David M. Fournier #2812
P.O. Box 1709
1201 Market Street, Suite 1600
Wilmington, DE 19899
302-777-6500
Co-Counsel for the Unsecured
Creditors' Committee