

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

FOAMEX INTERNATIONAL INC., *et al.*,) Chapter 11
)
Reorganized Debtors.) Case No. 05-12685 (KG)
)
) (Jointly Administered)

**SIXTEENTH INTERIM AND FINAL APPLICATION
OF PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
FOR INTERIM ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JANUARY 1, 2007 THROUGH FEBRUARY 1, 2007 AND FOR FINAL ALLOWANCE
FOR THE PERIOD FROM SEPTEMBER 19, 2005 THROUGH FEBRUARY 1, 2007**

Name of Applicant:	Paul, Weiss, Rifkind, Wharton & Garrison LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	September 19, 2005
Period for which interim compensation and reimbursement is sought:	January 1, 2007 through February 1, 2007
Amount of interim compensation sought as actual, reasonable and necessary:	\$626,232.75
Amount of interim expense reimbursement sought as actual, reasonable and necessary:	\$19,760.03
Period for which final compensation and reimbursement is sought:	September 19, 2005 through February 1, 2007
Amount of final compensation sought as actual, reasonable and necessary:	\$5,920,599.70 ¹
Amount of final expense reimbursement sought as actual, reasonable and necessary:	\$194,406.15 ²

¹ This amount is net of agreed fee reductions through November 2006.

² This amount is net of agreed expense reductions through November 2006.

This is an: X interim X final application

PRIOR MONTHLY FEE APPLICATIONS

Filing Date	Docket Number	Period Covered	Fees/Expenses Requested
12/5/05	399	9/19/05 – 10/31/05	\$388,885.75/\$24,195.12
1/17/06	546	11/1/05 – 11/30/05	\$273,390.25/\$17,144.12
2/14/06	691	12/1/05 – 12/31/05	\$266,530.50/\$6,479.38
3/31/06	872	1/1/06 – 1/31/06	\$269,221.50/\$6,532.08
4/19/06	952	2/1/06 – 2/28/06	\$233,775.50/\$4,798.24
5/15/06	1097	3/1/06 – 3/31/06	\$283,709.00/\$6,432.70
6/13/06	1211	4/1/06 – 4/30/06	\$233,406.00/\$9,162.99
7/18/06	1360	5/1/06 – 5/31/06	\$351,850.50/\$12,191.37
8/14/06	1467	6/1/06 – 6/30/06	\$356,410.00/\$10,890.97
8/29/06	1513	7/1/06 – 7/31/06	\$336,288.50/\$8,118.82
11/2/06	1870	8/1/06 – 8/31/06	\$727,094.00/\$22,226.95
11/14/06	1935	9/1/06 – 9/30/06	\$189,784.50/\$6,030.58
12/20/06	2110	10/1/06 – 10/31/06	\$551,211.25/\$13,241.15
2/7/07	2280	11/1/06 – 11/30/06	\$432,441.75/\$12,435.43
2/13/07	2304	12/1/06 – 12/31/06	\$436,278.00/\$16,126.22

PRIOR INTERIM QUARTERLY FEE APPLICATIONS

Filing Date and Docket Number	Period Covered	Total Fees/Expenses Requested	Date Order Date and Docket Number	Amount of Fees/Expenses Approved
2/14/06 Docket No. 692	9/19/05 – 12/31/05	\$928,806.50/\$47,818.62	3/14/06 Docket No. 791	\$919,156.50/\$46,458.62 ³
5/15/06 Docket No. 1099	1/1/06 – 3/31/06	\$786,706.00/\$17,763.03	7/12/06 Docket No. 1347	\$775,506.00 ⁴ /\$17,763.03
8/14/06 Docket No. 1470	4/1/06 – 6/30/06	\$941,666.50/\$32,245.33	9/22/06 Docket No. 1624	\$939,756.50 ⁵ /\$32,245.33
11/14/06	7/1/06 –	\$1,253,167.00/\$36,376.35	12/20/06	\$1,247,517.00 ⁶ /\$36,376.35

³ Prior to the deadline to object to the monthly fee application covering the period from September 19, 2005 through October 31, 2005, both the court-appointed fee auditor (the "Fee Auditor") and the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") communicated informal objections to the relief requested in the Application. With respect to the Fee Auditor's objection, Paul Weiss agreed to a \$4,500.00 reduction in fees. With respect to the U.S. Trustee's objection, Paul Weiss agreed to a \$1,360.00 reduction in expenses. (The Court's order approving the first quarterly interim application [Docket no. 791] inadvertently did not reflect the reduction in expenses; however, the amounts actually paid to Paul Weiss, which totalled \$46,458.62, did reflect such reduction). With respect to the Fee Auditor's informal objection regarding the monthly fee applications which covered November 2005 and December 2005, Paul Weiss agreed to a reduction in fees of \$2,300.00 and \$2,850.00, respectively.

⁴ With respect to the Fee Auditor's informal objections regarding the monthly fee applications which covered January 2006, February 2006 and March 2006, Paul Weiss agreed to a reduction in fees of \$2,700.00, \$5,500.00 and \$3,000.00, respectively.

⁵ With respect to the Fee Auditor's informal objections regarding the monthly fee applications which covered April 2006 and May 2006, Paul Weiss agreed to a reduction in fees of \$250.00 and \$1,660.00, respectively.

⁶ With respect to the Fee Auditor's informal objections regarding the monthly fee applications which covered July 2006, August 2006 and September 2006, Paul Weiss agreed to a reduction in fees of \$1,800.00, \$3,600.00 and \$250.00, respectively.

Filing Date and Docket Number	Period Covered	Total Fees/Expenses Requested	Date Order Date and Docket Number	Amount of Fees/Expenses Approved
Docket No. 1939	9/30/06		Docket No. 2107	
2/14/07 Docket No. 2312	10/1/06 – 12/31/06	\$1,419,931.00/\$41,802.80	Hearing is scheduled for 3/21/07	Pending Approval

⁷ With respect to the Fee Auditor's informal objections regarding the monthly fee applications which covered October 2006 and November 2006, Paul Weiss agreed to a reduction in fees of \$3,500.00 and \$4,000.00, respectively.

SUMMARY OF RATES AND HOURS BILLED DURING THE CASE APPLICATION PERIOD⁸

Name of Professional Person	Position With the Firm	Years of Experience	Hourly Billing Rate	Total Billed Hours	Total Compensation
Daniel J. Beller	Litigation Partner; admitted in 1973	35	\$830.00/\$910.00	10.50	\$8,755.00
Richard J. Bronstein	Tax Partner; admitted in 1974	33	\$830.00/\$910.00	70.40	\$59,888.33
Kelley A. Cornish	Bankruptcy Partner; admitted in 1984	24	\$830.00/\$910.00	28.30	\$25,721.00
Douglas R. Davis	Bankruptcy Partner; admitted in 1980	28	\$785.00/\$830.00	1.30	\$1,056.50
Peter E. Fisch	Real Estate Partner; admitted in 1990	18	\$760.00/\$835.00	10.30	\$8,540.50
Robert C. Fleder	Employee Benefits Partner; admitted in 1974	34	\$830.00/\$910.00	22.20	\$19,986.00
Harris Freidus	Real Estate Partner; admitted in 1990	20	\$760.00	1.10	\$836.00
Eric Goodison	Corporate Partner; admitted in 1988	20	\$820.00	.30	\$246.00
Brian Hermann	Bankruptcy Partner; admitted in 1997	11	\$585.00/\$640.00 /\$720.00	1,931.30	\$1,250,007.06
Meredith J. Kane	Real Estate Partner; admitted in 1983	25	\$895.00	.70	\$626.50
John C. Kennedy	Corporate Partner; admitted in 1989	19	\$765.00/\$850.00	16.00	\$12,526.42
Alan W. Kornberg	Bankruptcy Partner; admitted in 1978	30	\$785.00/\$830.00 /\$910.00	357.10	\$294,628.59
Jeffrey D. Marell	Corporate Partner; admitted in 1993	14	\$700.00	.20	\$140.00

⁸ Rate increases went into effect on October 1, 2005, and on October 1, 2006.

Name of Professional Person	Position With the Firm	Years of Experience	Hourly Billing Rate	Total Billed Hours	Total Compensation
Andrew N. Rosenberg	Bankruptcy Partner; admitted in 1992	16	\$740.00	1.00	\$740.00
Peter J. Rothenberg	Tax Partner; admitted in 1965	43	\$830.00/\$910.00	201.40	\$167,849.50
Raphael M. Russo	Corporate Partner; admitted in 1996	13	\$690.00	2.80	\$1,932.00
Jeffrey D. Saferstein	Bankruptcy Partner; admitted in 1990	18	\$760.00	.20	\$152.00
Jeffrey B. Samuels	Tax Partner; admitted in 1982	26	\$830.00	.80	\$664.00
Terry E. Schimek	Corporate Partner; admitted in 1979	28	\$830.00/\$910.00	67.20	\$56,832.00
Michael J. Segal	Employee Benefits Partner; admitted in 1984	24	\$910.00	.70	\$637.00
Stephen J. Shimshak	Bankruptcy Partner; admitted in 1983	27	\$785.00/\$830.00 /\$910.00	1.40	\$1,171.82
David R. Sicular	Tax Partner; admitted in 1984	24	\$785.00	.10	\$78.50
Moses Silverman	Litigation Partner; admitted in 1974	34	\$785.00/\$830.00 /\$910.00	49.40	\$39,951.00
Judith R. Thoyer	Corporate Partner; admitted in 1966	42	\$785.00/\$830.00 /\$910.00	474.20	\$409,246.11
Mark A. Underberg	Corporate Partner; admitted in 1982	25	\$715.00/\$800.00	79.00	\$56,816.50
Tristan M. Brown	Employee Benefits Counsel (no longer with the firm); admitted in 1996	11	\$565.00	.90	\$508.50
Peter M. Cohen	Corporate Counsel; admitted in 1997	12	\$565.00	43.30	\$24,464.50

Name of Professional Person	Position With the Firm	Years of Experience	Hourly Billing Rate	Total Billed Hours	Total Compensation
Valerie Demont	Corporate Counsel; admitted in 1996	12	\$545.00/\$565.00 /\$620.00	74.40	\$43,387.40
Andrew Finch	Litigation Counsel; admitted in 1998	10	\$510.00	1.20	\$612.00
Scott Grader	Corporate Counsel; admitted in 1981	27	\$650.00	29.20	\$18,980.00
Bruce Gruder	Corporate Counsel; admitted in 1991	17	\$545.00/\$565.00	.80	\$450.00
Michelle R. Jenkinson	Corporate Counsel; admitted in 1982	26	\$595.00	4.50	\$2,677.50
Stephen K. Koo	Corporate Counsel; admitted in 1988	20	\$620.00	297.10	\$177,823.00
Didier Malaquin	Corporate Counsel; admitted in 1984	31	\$595.00/\$650.00	128.50	\$77,788.50
Claudine K. Meredith-Goujan	Corporate Counsel; admitted in 1999	10	\$620.00	1.50	\$845.50
Diane Meyers	Bankruptcy Counsel; admitted in 1992	17	\$545.00/\$565.00 /\$620.00	316.10	\$182,274.90
William O'Brien	Environmental Counsel; admitted in 1987	21	\$595.00/\$650.00	5.20	\$3,286.50
Ron Aizen	Employee Benefits Associate (no longer with the firm); admitted in 2006	2	\$320.00/\$425.00	28.60	\$9,393.50
Samantha G. Amdursky	Bankruptcy Associate; admitted in 2006	2	\$320.00/\$425.00	16.50	\$5,720.17

Name of Professional Person	Position With the Firm	Years of Experience	Hourly Billing Rate	Total Billed Hours	Total Compensation
Andrew Bates	Corporate Associate; admitted in 1999	9	\$465.00	45.00	\$20,925.00
Justin Brass	Bankruptcy Associate; admitted in 2001	7	\$435.00/\$465.00 /\$525.00	1,056.30	\$500,739.45
Toby D. Clark	Bankruptcy Associate; admitted in 2005	3	\$415.00	12.30	\$5,104.50
Penny Dearborn	Bankruptcy Associate; admitted in 1999	9	\$575.00	17.40	\$10,005.00
Victor Delorenzo	Corporate Associate; admitted in 2006	2	\$425.00	54.10	\$22,992.50
Ephraim I. Diamond	Bankruptcy Associate; admitted in 2002	6	\$435.00/\$465.00 /\$525.00	1,511.40	\$735,222.00
Dexter Eng	Corporate Associate; not yet admitted	2	\$320.00/\$425.00	93.20	\$36,565.00
Jeremy Gladstone	Bankruptcy Associate; admitted in 2004	4	\$415.00/\$475.00	29.70	\$12,823.50
Stanislav Grigoryev	Corporate Associate; admitted in 2002	2	\$320.00/\$350.00	289.50	\$98,565.00
Riva B. Horwitz	Real Estate Associate; admitted in 2005	3	\$390.00/\$450.00	22.40	\$8,838.00
Sonia Inamdar	Tax Associate; admitted in 2005	3	\$390.00	.20	\$78.00
Lindsey Jones	Corporate Associate; admitted in 2006	2	\$425.00	23.10	\$9,817.50
Paul Koppel	Employee Benefits Associate; admitted in 2001	7	\$550.00	.30	\$165.00

Name of Professional Person	Position With the Firm	Years of Experience	Hourly Billing Rate	Total Billed Hours	Total Compensation
Brian Korn	Corporate Associate; admitted in 1997	10	\$510.00/\$575.00	477.90	\$263,411.00
Pang Lee	Corporate Associate; admitted in 2004	4	\$310.00/\$320.00	53.00	\$16,453.00
Guang Li	Corporate Associate; admitted in 2002	6	\$465.00	3.30	\$1,534.50
Joanna Mazur	Tax Associate (no longer with the firm); admitted in 2005	3	\$390.00	13.80	\$5,382.00
Emilio Mena	Corporate Associate; admitted in 2003	5	\$415.00/\$475.00	406.10	\$178,371.50
Erin Murphy	Employee Benefits Associate; admitted in 2001	7	\$465.00/\$525.00	80.80	\$42,330.00
Henry Seiji Newman	Litigation Associate; admitted in 2000	8	\$485.00/\$550.00	170.00	\$85,706.14
Ndidi Oriji	Corporate Associate (no longer with the firm); admitted in 2004	4	\$415.00	18.70	\$7,760.50
Melissa Prober	Litigation Associate; admitted in 2005	2	\$320.00/\$425.00	107.90	\$34,460.68
Rati Ranga	Corporate Associate; not yet admitted	1	\$350.00	9.00	\$3,150.00
Abigail Rosen	Bankruptcy Associate (no longer with the firm); admitted in 2006	2	\$320.00	29.40	\$9,408.00

Name of Professional Person	Position With the Firm	Years of Experience	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ross Rosenfelt	Bankruptcy Associate (no longer with the firm); admitted in 2003	5	\$405.00/\$445.00	700.90	\$309,707.04
Emily Sheehy	Real Estate Associate; not yet admitted	2	\$350.00	119.80	\$41,930.00
Aun Singapore	Corporate Associate; admitted in 2003	5	\$500.00	6.60	\$3,300.00
Darrelle M. Spears	Corporate Associate (no longer with the firm); admitted in 2001	7	\$485.00	5.20	\$2,505.26
Clinton Stauffer	Corporate Associate; admitted in 2002	6	\$475.00	7.50	\$3,562.50
Curtis J. Weidler	Bankruptcy Associate (no longer with the firm); admitted in 1998	9	\$510.00	2.80	\$1,428.00
Courtney L. Weiner	Litigation Associate; not yet admitted	1	\$350.00	22.90	\$8,015.00
Alexander Woods	Tax Associate; admitted in 2007	2	\$425.00	.50	\$212.50
Anne Yip	Corporate Associate; admitted in 2006	2	\$425.00	29.30	\$12,452.50
Mashiho Yuasa	Tax Associate; admitted in 2006	2	\$320.00/\$425.00	159.50	\$58,004.50
Netanella Zahavi	Bankruptcy Associate; admitted in 2005	3	\$390.00/\$450.00	755.30	\$309,733.15
Anat Aronowicz	Legal Interim	N/A	\$175.00	26.60	\$4,655.00
Daniel Burstein	Legal Interim	N/A	\$175.00	12.60	\$2,205.00
Stacy McDonald	Legal Interim	N/A	\$175.00	25.90	\$4,532.50

Name of Professional Person	Position With the Firm	Years of Experience	Hourly Billing Rate	Total Billed Hours	Total Compensation
Rebecca Zubaty	Legal Interim	N/A	\$175.00	94.40	\$16,520.00
SUBTOTAL				10,770.30	\$5,855,811.02
Staff Attorney & Paraprofessional Total				550.30	\$98,398.73
TOTAL				11,320.60	\$5,954,209.75⁹

⁹ This total amount accounts for the \$2,300 reduction in fees that Paul Weiss agreed to with respect to the Fee Auditor's informal objection regarding the Monthly Fee Application which covered the month of November 2005. The other fee reductions agreed to between Paul Weiss and the Fee auditor are not reflected in this total.

Name of Professional	Department	Hourly Billing Rate	Total Billed hours	Total Compensation
Staff Attorneys & Paraprofessionals:				
Trey Elmer	Corporate	\$290.00/\$310.00	10.30	\$2,987.00
Ramona L. Prioleau	Corporate	\$290.00/\$310.00	1.10	\$319.00
Eric Schecter	Tax	\$310.00	1.00	\$310.00
Peter Anderson	Corporate	\$155.00/\$170.00	13.30	\$2,193.50
Cory Bortnicker	Litigation	\$170.00	18.50	\$3,145.00
Carolyn Carlsen	Real Estate	\$200.00/\$205.00	9.30	\$1,905.00
Timothy Carney	Corporate	\$205.00	57.00	\$11,685.00
Marybeth Carroll	Real Estate	\$205.00	6.00	\$1,230.00
Jennifer Chang	Employee Benefits	\$170.00	60.20	\$10,234.00
Urnika Chatterjee	Practice Support (no longer with the firm)	\$170.00	.20	\$34.00
Iyesha Chestnut	Practice Support	\$210.00	1.00	\$210.00
Ronald Conliffe	Corporate	\$75.00/\$85.00	.80	\$66.00
Brooke Filler	Bankruptcy	\$155.00/\$160.00/\$170.00	137.60	\$22,266.05
Mariko Foster	Corporate	\$160.00/\$170.00	7.30	\$1,186.00
Aaron Gardner	Litigation	\$205.00/\$210.00	2.80	\$576.50
Brian Gutterman	Corporate	\$160.00	3.00	\$480.00
Danielle Hanley	Litigation	\$170.00	1.30	\$221.00
Katherine Harp	Corporate	\$155.00/\$160.00/\$170.00	19.00	\$2,988.50
William Keller	Corporate	\$170.00/\$205.00	1.50	\$269.00
Charlene Kwan	Corporate (no longer with the firm)	\$160.00	1.30	\$208.00
Ilya Lechtholz	Litigation	\$170.00	5.00	\$850.00
Michael Ludders	Corporate	\$160.00	1.40	\$224.00
Debora McCoy	Employee Benefits (no longer with the firm)	\$170.00	4.00	\$680.00
Joseph Monziona	Bankruptcy	\$200.00/\$205.00	36.30	\$7,305.00
Elisa Perry	Corporate	\$170.00/\$205.00	.50	\$99.00

Name of Professional	Department	Hourly Billing Rate	Total Billed hours	Total Compensation
Staff Attorneys & Paraprofessionals:				
Jared Ray	Practice Support	\$210.00	.50	\$105.00
Liana Rebollo	Corporate	\$170.00	18.00	\$3,060.00
Nida Rizvi	Corporate	\$170.00	1.80	\$306.00
Chandni Sharma	Corporate	\$170.00	2.50	\$425.00
Keith Sheppard	Corporate	\$195.00/\$200.00/\$205.00	22.10	\$4,525.66
Brooke Spiegel	Corporate	\$200.00	1.30	\$260.00
Ian Tracy	Practice Support	\$205.00	.70	\$143.50
Amanda Walker	Corporate	\$160.00/\$170.00	37.60	\$6,266.00
Steven Wu	Practice Support	\$210.00	1.00	\$210.00
Jose Luis Aleman	Bankruptcy	\$215.00	.70	\$150.50
Jennifer DeVito	Corporate	\$170.00/\$180.00	16.10	\$2,763.42
Barbara Feinman	Litigation	\$170.00/\$180.00	5.00	\$880.00
Erin Garry	Managing Attorney's Office	\$145.00	1.50	\$217.50
Nicholas Haylett	Corporate	\$280.00	1.10	\$308.00
Siu Leung	Litigation	\$170.00/\$180.00	6.10	\$1,038.71
William Makin	Practice Support (no longer with the firm)	\$205.00	3.30	\$676.50
Kathleen McCartin	Litigation	\$170.00/\$180.00	4.60	\$802.57
David Mitchum	Corporate	\$170.00/\$180.00	12.90	\$2,219.13
Theresa O'Leary	Corporate	\$170.00/\$180.00	9.10	\$1,566.85
Robert Poda	Litigation	\$145.00	.20	\$29.00
Jason Raymond	Litigation	\$170.00	1.50	\$253.84
Russell Switzer	Tax	\$170.00/\$180.00	2.80	\$484.00
Nancy Yohe	Corporate	\$170.00/\$180.00	.20	\$36.00
TOTAL			550.30	\$98,398.73

**SUMMARY OF COMPENSATION BY PROJECT CATEGORY DURING THE CASE
COMPENSATION PERIOD**

Project Category	Total Hours	Total Amount
Case Administration (701)	580.90	\$296,141.20
Court Hearings (702)	252.80	\$141,088.53
Cash Collateral and Debtor-in-Possession Financing (Code 703)	252.70	\$120,028.18
Schedules/Trustee Reporting (Code 704)	.90	\$576.00
Lease/Executory Contracts Issues (Code 705)	222.20	\$100,296.08
Use and Sale of Property (Code 706)	94.60	\$47,005.61
Claims Analysis, Objections and Resolutions (Code 707)	199.90	\$91,633.23
Stay Relief Matters (Code 709)	2.30	\$1,317.50
Reclamation Claims (Code 710)	7.70	\$2,657.51
Plan & Disclosure Statement (Code 712)	6,388.60	\$3,330,930.96
Creditor Inquiries (Code 713)	18.50	\$9,067.81
General Corporate Matters (Code 714)	485.20	\$322,714.15
Employee Matters (Code 715)	363.20	\$207,886.24
Retention of Professionals Fee (Code 717)	160.20	\$86,435.16
Applicant's Fee Application (Code 718)	504.50	\$210,825.40
Travel (Code 719) ¹⁰	84.40	\$26,768.92
Litigation (Code 721)	1,180.50	\$651,729.84
Tax Issues (Code 722)	444.50	\$272,131.10
Applicant's Retention (Code 723)	60.50	\$26,747.97
Fee Applications (Others) (Code 724)	16.50	\$8,228.36
TOTAL	11,320.60	\$5,954,209.75

¹⁰ Pursuant to Local Rule 2016-2(d)(viii), travel time during which no work was performed was billed at 50% of regularly hourly rates.

EXPENSE SUMMARY FOR THE CASE COMPENSATION PERIOD¹¹

Expense Category	Total Amount
Court Costs & Litigation Expenses	\$1,120.89
Client Organizational Expenses	\$4,167.14
Information Retrieval Services	\$54,952.98
Out-of-Town Travel	\$12,412.44
Miscellaneous	\$346.15
Word Processing	\$6,940.00
Overtime Expenses	\$39,653.52
Reproduction Expenses	\$43,456.11
Telephone Tolls and Telecopy	\$4,932.19
Mail & Messengers	\$2,380.18
Local Transportation Expenses	\$11,462.69
Business Expenses	\$13,941.86
TOTAL	\$195,766.15

¹¹ Paul Weiss charges 10 cents per page for photocopying and 40 cents per page, plus the cost of the telephone call, for outgoing facsimile transmission. Paul Weiss does not charge for incoming facsimile transmissions.

**SUMMARY OF RATES AND HOURS BILLED DURING THE
SIXTEENTH INTERIM APPLICATION PERIOD**

Name of Professional Person	Position With the Firm	Years of Experience	Hourly Billing Rate	Total Billed Hours	Total Compensation
Robert C. Fleder	Partner	34	\$910.00	5.90	\$5,369.00
Alan W. Kornberg	Partner	30	\$910.00	.40	\$364.00
Stephen J. Shimshak	Partner	27	\$910.00	.20	\$182.00
Judith R. Thoyer	Partner	42	\$910.00	56.30	\$51,233.00
Meredith J. Kane	Partner	25	\$895.00	.70	\$626.50
Peter J. Rothenberg	Partner	43	\$910.00	9.70	\$8,827.00
Richard J. Bronstein	Partner	33	\$910.00	.30	\$273.00
Terry E. Schimek	Partner	28	\$910.00	8.10	\$7,371.00
John C. Kennedy	Partner	19	\$850.00	.30	\$255.00
Peter E. Fisch	Partner	18	\$835.00	5.60	\$4,676.00
Mark A. Underberg	Partner	25	\$800.00	2.30	\$1,840.00
Eric Goodison	Partner	20	820.00	.30	\$246.00
Brian Hermann	Partner	11	\$720.00	76.60	\$54,540.00
Didier Malaquin	Counsel	31	\$650.00	15.90	\$10,335.00
Scott Grader	Counsel	27	\$650.00	12.10	\$7,865.00
Stephen K. Koo	Counsel	20	\$620.00	188.10	\$116,622.00
William O'Brien	Counsel	21	\$650.00	.10	\$65.00
Claudine K. Meredith-Goujan	Counsel	10	\$620.00	.70	\$434.00
Diane Meyers	Counsel	17	\$620.00	7.80	\$5,070.00
Penny Dearborn	Associate	9	\$575.00	17.40	\$10,005.00
Aun Singapore	Associate	5	\$500.00	5.30	\$2,650.00
Ephraim I. Diamond	Associate	6	\$525.00	183.80	\$95,576.25
Netanella Zahavi	Associate	3	\$450.00	104.70	\$47,115.00
Justin Brass	Associate	7	\$525.00	5.60	\$2,940.00
Ron Aizen	Associate (no longer with the Firm)	2	\$425.00	2.30	\$977.50
Victor Delorenzo	Associate	2	\$425.00	54.10	\$22,992.50
Dexter Eng	Associate	2	\$425.00	28.10	\$11,942.50
Erin Murphy	Associate	7	\$525.00	56.80	\$29,820.00
Emilio Meno	Associate	5	\$475.00	17.50	\$8,312.50

Name of Professional Person	Position With the Firm	Years of Experience	Hourly Billing Rate	Total Billed Hours	Total Compensation
Mashiro Yuasa	Associate	2	\$425.00	15.60	\$6,630.00
Lindsey Jones	Associate	2	\$425.00	13.60	\$5,780.00
Stanislav Grigoryev	Associate	2	\$350.00	40.20	\$14,070.00
Emily Sheehy	Associate	2	\$350.00	75.10	\$26,285.00
Brian Korn	Associate	10	\$575.00	69.80	\$40,135.00
Clinton Stauffer	Associate	6	\$475.00	6.90	\$3,277.50
Eric Schecter	Staff Attorney	N/A	\$310.00	1.00	\$310.00
Brooke Filler	Paralegal	N/A	\$170.00	6.90	\$1,173.00
Keith Sheppard	Paralegal	N/A	\$205.00	20.00	\$4,100.00
Urmika Chatterjee	Paralegal	N/A	\$170.00	.20	\$34.00
Katherine Harp	Paralegal	N/A	\$170.00	.90	\$153.00
Mariko Foster	Paralegal	N/A	\$170.00	1.80	\$306.00
Jennifer Chang	Paralegal	N/A	\$170.00	11.50	\$1,955.00
Timothy Charney	Paralegal	N/A	\$205.00	57.00	\$11,685.00
Chandni Sharma	Paralegal	N/A	\$170.00	2.50	\$425.00
Theresa O'Leary	Paralegal	N/A	\$180.00	.70	\$126.00
Kathleen McCartin	Paralegal	N/A	\$180.00	2.10	\$378.00
Jose Luis Aleman	Paralegal	N/A	\$215.00	.30	\$64.50
David Mitchum	Paralegal	N/A	\$180.00	.50	\$90.00
Nancy Yohe	Paralegal	N/A	\$180.00	.20	\$36.00
Russell Switzer	Paralegal	N/A	\$180.00	.80	\$144.00
Robert Poda	Paralegal	N/A	\$145.00	.20	\$29.00
Jennifer Devito	Paralegal	N/A	\$180.00	.40	\$72.00
Barbara Feinman	Paralegal	N/A	\$180.00	2.50	\$450.00
TOTAL				1197.70	\$626,232.75

SUMMARY OF COMPENSATION BY PROJECT CATEGORY DURING THE SIXTEENTH INTERIM APPLICATION PERIOD

Project Category	Total Hours	Total Amount
Case Administration (701)	15.90	\$9,175.00
Court Hearings (702)	20.60	\$11,331.50
Claims Analysis, Objections and Resolutions (Code 707)	12.70	\$7,662.00
Plan & Disclosure Statement (Code 712)	993.90	\$511,200.50
Creditor Inquiries (Code 713)	1.00	\$525.00
General Corporate Matters (Code 714)	10.50	\$8,201.00
Employee Matters (Code 715)	70.30	\$41,437.00
Applicant's Fee Application (Code 718)	36.20	\$15,648.50
Travel (Code 719) ¹²	5.20	\$1,530.75
Tax Issues (Code 722)	31.40	\$19,521.50
TOTAL	1197.7	\$626,232.75

¹² Pursuant to Local Rule 2016-2(d)(viii), travel time during which no work was performed was billed at 50% of regularly hourly rates.

EXPENSE SUMMARY FOR THE SIXTEENTH INTERIM APPLICATION PERIOD¹³

Expense Category	Total Amount
Client Organizational Expenses	\$253.89
Information Retrieval Services	\$3,047.47
Out-of-Town Travel	\$817.00
Overtime Expenses	\$6,658.82
Duplication Expenses	\$7,266.92
Communications	\$434.02
Mail & Messengers	\$383.31
Local Transportation Expenses	\$492.33
Business Expenses	\$406.27
TOTAL	\$19,760.03

¹³ Paul Weiss charges 10 cents per page for photocopying and 40 cents per page, plus the cost of the telephone call, for outgoing facsimile transmission. Paul Weiss does not charge for incoming facsimile transmissions.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

FOAMEX INTERNATIONAL INC., *et al.*,) Chapter 11
)
Reorganized Debtors.) Case No. 05-12685 (KG)
)
) (Jointly Administered)

**SIXTEENTH INTERIM AND FINAL APPLICATION
OF PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
FOR INTERIM ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JANUARY 1, 2007 THROUGH FEBRUARY 1, 2007 AND FOR FINAL ALLOWANCE
FOR THE PERIOD FROM SEPTEMBER 19, 2005 THROUGH FEBRUARY 1, 2007**

Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul Weiss”), counsel to Foamex International Inc., Foamex L.P., Foamex Latin America, Inc., Foamex Asia, Inc., FMXI LLC (formerly, FMXI, Inc.), Foamex Carpet Cushion LLC, and Foamex Mexico, Inc., the above captioned reorganized debtors (the “Reorganized Debtors”), and to Foamex Capital Corporation and Foamex Mexico II, Inc., former debtors that were dissolved pursuant to the Debtors’ Plan (as defined herein) (together with the Reorganized Debtors, collectively, the “Debtors”), applies to this Court for the entry of an order approving (i) allowance of compensation for professional services performed by Paul Weiss and reimbursement of its actual and necessary expenses incurred for the period commencing January 1, 2007 through and including February 1, 2007 (the “Sixteenth Interim Application Period”), and (ii) final allowance of compensation for professional services performed by Paul Weiss and reimbursement of its actual and necessary expenses incurred for the period commencing September 19, 2005 through and including February 1, 2007 (the “Case Compensation Period”). This application (the “Final Fee Application”) is for an award of compensation and reimbursement of expenses in the amount of \$6,115,005.85, consisting of

\$5,920,599.70 of fees and \$194,406.15 of expenses.¹⁴ This Final Fee Application is submitted pursuant to sections 330(a) and 331 of the United States Code, 11 U.S.C. §§ 101 *et. seq.* (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and this Court’s Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals (the “Interim Compensation Order”). In support of this Final Fee Application, Paul Weiss respectfully represents as follows:

Background

1. On September 19, 2005, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”).
2. On September 27, 2005, the Debtors submitted an application for the retention of Paul Weiss as counsel for the Debtors (the “Retention Application”). In support of the Retention Application, Paul Weiss submitted the affidavit of Alan W. Kornberg, a member of Paul Weiss, sworn to on September 26, 2005, as evidence of the qualifications of Paul Weiss to serve as the Debtors’ counsel.
3. On September 28, 2005, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors.
4. By order dated October 18, 2005, the Court approved the employment of Paul Weiss to serve as attorneys for the Debtors, effective nunc pro tunc to September 19, 2005. By

¹⁴ The total amount requested includes the fees and expenses incurred during the Sixteenth Interim Application Period for \$626,232.75 in fees and \$19,760.03 in expenses.

a separate order, the Court also approved the employment and retention of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”), as co-counsel, effective nunc pro tunc to September 19, 2005.

5. On October 23, 2006, the Debtors filed their first amended plan of reorganization and accompanying disclosure statement. On November 27, 2006, the Debtors filed the Debtors’ Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code Dated November 27, 2006, as Modified (the “Plan”) and accompanying disclosure statement (the “Disclosure Statement”). An order approving the Debtors’ Disclosure Statement and the procedures for soliciting votes for the Plan was entered on November 27, 2006. An order confirming the Debtors’ Plan was entered on February 1, 2007. On February 12, 2007, the Debtors’ Plan became effective.

6. This Court has jurisdiction over this Final Fee Application pursuant to 28 U.S.C. §§ 157 and 1334, and this matter is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code.

Relief Requested

7. Paul Weiss seeks this Court’s final approval for compensation on an hourly basis, plus reimbursement of actual, necessary expenses in the amounts of \$5,920,599.70 and \$194,406.15, respectively. Subject to its receipt of such approval, Paul Weiss seeks payment of the amount of such fees and expenses that remains unpaid to date.

8. Paul Weiss maintains records of all time expended in rendering services on the Debtors’ behalf. The summarized time records submitted as part of this Final Fee Application detail the work performed by Paul Weiss during the Case Compensation Period. Paul Weiss

attorneys and paraprofessionals prepare their time records substantially contemporaneously with the work performed.

**Summary of Services Rendered During the
Sixteenth Interim Application Period**

9. As set forth in greater detail in Paul Weiss' detailed time records, Paul Weiss advised the Debtors on virtually every aspect of these chapter 11 cases.

10. At all times, Paul Weiss organized its staff, delegated responsibility and coordinated services internally and with its Delaware co-counsel, Young Conaway, to maximize efficiency, avoid duplication and minimize the cost to the Debtors' estates. The professional services that Paul Weiss rendered to the Debtors during the Sixteenth Interim Application Period include the following (organized according to project billing areas):

(i) Case Administration (Code 701)

11. During the Sixteenth Interim Application Period, Paul Weiss performed various tasks in connection with the administration of these chapter 11 cases. This category covers services rendered by Paul Weiss that are not included in other categories, including time spent on the following activities: (a) administering, managing and coordinating the Debtors' cases on a day-to-day basis; (b) assisting the Debtors in fulfilling their duties as debtors-in-possession, including by complying with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Court and other applicable law; (c) preparing for and participating in regular update calls with the Debtors' management and other professionals; and (d) retrieving, distributing and reviewing various pleadings.

12. Paul Weiss seeks \$9,175.00 in compensation for its reasonable and necessary legal services rendered with respect to Case Administration during the Sixteenth Interim Application Period.

(ii) Court Hearings (Code 702)

13. During the Sixteenth Interim Application Period, Paul Weiss prepared for and attended the Debtors' Plan confirmation hearing.

14. Paul Weiss seeks \$11,331.50 in compensation for its reasonable and necessary legal services rendered with respect to Court Hearings during the Sixteenth Interim Application Period.

(iii) Claims Analysis, Objections & Resolutions (Code 707)

15. During the Sixteenth Interim Application Period, Paul Weiss continued its analysis of The Bank of New York's claim that the subordinated noteholders for the Debtors' note issuance that matured pre-petition are entitled to compound interest. Paul Weiss also negotiated a stipulation setting forth an agreed briefing and hearing schedule regarding The Bank of New York's claim.

16. Paul Weiss seeks \$7,662.00 in compensation for its reasonable and necessary legal services rendered with respect to Claims Analysis, Objections & Resolutions matters during the Sixteenth Interim Application Period.

(iv) Plan and Disclosure Statement (Code 712)

17. During the Sixteenth Interim Application Period, Paul Weiss prepared for confirmation of the Plan. Specifically, Paul Weiss negotiated, reviewed and commented on the various documents that comprised the Plan Supplement, including the exit loan facilities, the employment agreements with the reorganized Debtors' four most senior executives, the management incentive plan and the reorganized Debtors' charters and by-laws. In addition, Paul Weiss worked closely with the Debtors' rights agent on the rights offering that was launched in connection with the Plan. Finally, Paul Weiss drafted the Debtors' confirmation brief and related

pleadings and otherwise worked to position the Debtors to close the various transactions contemplated under the Plan and to emerge from chapter 11 on February 12, 2007.

18. Paul Weiss seeks \$511,200.50 in compensation for its reasonable and necessary legal services rendered with respect to the Plan and Disclosure Statement during the Sixteenth Interim Application Period.

(v) Creditor Inquiries (Code 713)

19. During the Sixteenth Interim Application Period, Paul Weiss responded to certain creditor inquiries concerning voting on the Plan and the releases contained therein.

20. Paul Weiss seeks \$525.00 in compensation for its reasonable and necessary legal services rendered with respect to Creditor Inquiries during the Sixteenth Interim Application Period.

(vi) General Corporate Matters (Code 714)

21. During the Sixteenth Interim Application Period, Paul Weiss prepared for and attended a meeting of Foamex International's board of directors on January 17, 2007.

22. Paul Weiss seeks \$8,201.00 in compensation for its reasonable and necessary legal services rendered with respect to General Corporate Matters during the Sixteenth Interim Application Period.

(vii) Employee Matters (Code 715)

23. During the Sixteenth Interim Application Period, Paul Weiss advised the Debtors in connection with certain employment agreements to be entered into between reorganized Foamex International and its four most senior executives, as well as on matters relating to the reorganized Debtors' management incentive plan.

24. Paul Weiss seeks \$41,437.00 in compensation for its reasonable and necessary legal services rendered with respect to Employee Matters during the Sixteenth Interim Application Period.

(viii) Applicant's Fee Applications (Code 718)

25. During the Sixteenth Interim Application Period, Paul Weiss filed its fourteenth monthly fee application, which covered November 2006, and its fifteenth monthly fee application, which covered December 2006. In addition, Paul Weiss reviewed and responded to the Court-appointed fee auditor's inquiries regarding Paul Weiss's thirteenth monthly fee application, which covered October 2006.

26. Paul Weiss seeks \$15,648.50 in compensation for its reasonable and necessary legal services rendered with respect to Applicant's Fee Applications during the Sixteenth Interim Application Period.

(ix) Travel (Code 719)

27. During the Sixteenth Interim Application Period, Paul Weiss traveled to and from Delaware to attend a court hearing on February 1, 2007.

28. At Paul Weiss' normal hourly rates, fees in the category of travel would total \$3,061.50 during the Sixteenth Interim Application Period; however, pursuant to Local Rule 2016-2(d)(iii), Paul Weiss seeks compensation for travel at 50% of that amount, or \$1,530.75.

(x) Tax Issues (Code 722)

29. During the Sixteenth Interim Application Period, Paul Weiss reviewed, revised and analyzed the tax-related provisions of the exit financing documents and addressed matters relating to the Debtors' net operating loss carryforwards.

30. Paul Weiss seeks \$19,521.50 in compensation for its reasonable and necessary legal services rendered with respect to Tax Issues during the Sixteenth Interim Application Period.

Request for Compensation

31. The compensation sought by Paul Weiss for the Sixteenth Interim Application Period represents 1,197.70 hours of professional services at the blended hourly rate of \$522.86. Of these 1,197.70 hours, partners accounted for 166.70 hours of professional services, counsel accounted for 224.70 hours, associates accounted for 696.80 hours and paraprofessionals accounted for 109.5 hours.¹⁵

32. On the basis of the descriptions set forth in this Final Fee Application and the accompanying exhibits, Paul Weiss submits that the legal services rendered to the Debtors and the expenses incurred on their behalf were necessary and beneficial to the Debtors and their estates.

33. This Final Fee Application has been prepared in accordance with the Bankruptcy Code, Bankruptcy Rule 2016, Local Rule 2016-2(c), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 and adopted May 17, 1996, applicable Third Circuit law, and the Interim Compensation Order.

¹⁵ A Summary of the hours spent, the name of each Paul Weiss professional and paraprofessional rendering services to the Debtors, the capacities in which each individual is employed by Paul Weiss, the hourly billing rate charged by Paul Weiss for services performed by each such individual, the aggregate number of hours spent in the Sixteenth Interim Application Period and the fees billed for professional services for which Paul Weiss seeks compensation precede this Final Fee Application. In addition, a summary of Paul Weiss's billing records during the Sixteenth Interim Application Period, broken down by the utilization of project codes and a schedule setting forth the actual and necessary expenses that Paul Weiss incurred during the Sixteenth Interim Application Period in connection with the performance of professional services as attorneys for the Debtors also precede this Final Fee Application.

34. The Interim Compensation Order authorizes each professional retained in these chapter 11 cases to serve a monthly fee application (each, a "Monthly Fee Application") upon certain Notice Parties (as defined in the Interim Compensation Order). Provided that no objections are filed within twenty (20) days, the requisite notice period provided in the Interim Compensation Order, the Debtors are directed to pay eighty percent (80%) of the compensation for professional services rendered and one hundred percent (100%) of the expenses incurred by the professionals for the corresponding Monthly Fee Application. Payment of the remaining 20% of fees is paid upon this Court's approval of interim fee applications (each, an "Interim Fee Application") filed at three-month intervals.¹⁶

35. By this Final Fee Application, Paul Weiss requests (i) final allowance of compensation for professional services rendered to the Debtors during the Case Compensation Period in the aggregate amount of \$5,920,599.70, and for the reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$194,406.15, and (ii) payment of the amount of such fees and expenses that remains unpaid as of the date hereof.

36. There is no agreement or understanding between Paul Weiss and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in connection with these cases.

37. The fees charged by Paul Weiss in this case were billed in accordance with its existing billing rates and procedures in effect during the Case Compensation Period. The rates Paul Weiss charges for the services rendered to the Debtors are the same rates Paul Weiss charges for services rendered in comparable nonbankruptcy matters. Paul Weiss' fees are reasonable based

¹⁶ A summary of the Monthly Fee Applications and the Interim Fee Applications that were submitted by Paul Weiss precede this Final Fee Application.

on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy matters in a competitive, national legal market.

38. A summary of the hours spent, the name of each Paul Weiss professional and paraprofessional rendering services to the Debtors, the capacities in which each individual is employed by Paul Weiss, the department in which each individual practices, the year in which each professional first was licensed to practice law, the hourly billing rate charged by Paul Weiss for services performed by each such individual, the aggregate number of hours spent in the Case Compensation Period and the fees billed for professional services for which Paul Weiss seeks compensation precede this Final Fee Application pursuant to Local Rule 2016-2(c).

39. In addition, a summary of Paul Weiss's billing records during the Case Compensation Period, broken down by the utilization of project codes and a schedule setting forth the actual and necessary expenses that Paul Weiss incurred during the Case Compensation Period in connection with the performance of professional services as attorneys for the Debtors precede this Final Fee Application pursuant to Local Rule 2016-2(c).

40. Paul Weiss maintains records of all time expended and expenses incurred in rendering services on the Debtors' behalf. The time records submitted as part of this Final Fee Application detail the work performed by Paul Weiss during the Sixteenth Interim Application Period. Time records detailing the work performed by Paul Weiss in the remainder of the Case Compensation Period were attached to each Monthly Fee Application and are incorporated herein by reference. Paul Weiss attorneys and paraprofessionals prepare their time records substantially contemporaneously with the work they perform. Detailed time records reflecting the time recorded for services rendered and expenses incurred during the Sixteenth Interim Application Period are attached hereto as Exhibit A. All time entries and requested expenses are in substantial compliance with this Court's Local Rules.

41. Annexed hereto as Exhibit B is an affidavit pursuant to Bankruptcy Rule 2016 and a certification pursuant to Order No. 32 of this Court's Local Rules by Brian S. Hermann, a member of Paul Weiss.

No Prior Request

42. No previous application for the relief sought herein has been made to this or any other Court, except for the previously filed Monthly and Interim Fee Applications.

Notice

43. Pursuant to the Interim Compensation Procedures Order, the Plan and this Court's order confirming the Plan, notice of this Final Fee Application has been provided to:

(i) counsel to the Debtors: Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, DE 19801 (Attn: Pauline K. Morgan); (ii) counsel to Bank of America, N.A.: Kaye Scholer LLP, 425 Park Avenue, New York, NY 10022-3598 (Attn: Albert Fenster and Marc Rosenberg); and Buchanon Ingersoll & Rooney, The Brandywine Building, 1000 West Street, Suite 1410, Wilmington, DE 19801 (Attn: Louis DeLucia and Jami Nimeroff); (iii) counsel to Silver Point Finance, LLC: Schulte Roth & Zabel LLP, 919 Third Avenue, New York NY 10022 (Attn: Frederic Ragucci); and Landis Rath & Cobb, LLP, 919 Market Street, Suite 600, Wilmington, DE 19899 (Attn: Adam C. Landis); (iv) counsel to the ad hoc committee of senior secured noteholders: Schulte Roth & Zabel LLP, 919 Third Avenue, New York NY 10022 (Attn: Adam Harris); and Richards Layton & Finger, 920 N. King Street, Wilmington, DE 19801 (Attn: John Knight); (v) counsel to the Creditors Committee: Lowenstein Sandler PC, 65 Livingston Ave., Roseland, NJ 07068 (Attn: Kenneth A. Rosen); and Greenberg Traurig, LLP, The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington DE 19801 (Attn: Donald Detweiler); (vi) counsel to the Significant Equityholders: Cleary Gottlieb

Steen and Hamilton LLP, One Liberty Plaza, NY, NY 10006 (Attn: James Bromley); and (vii) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, Room 2207, 844 King Street, Wilmington, DE 19801 (Attn: David Buchbinder, Esq.). The Debtors have also provided notice of this Application to the Court-appointed fee auditor in these cases pursuant to the Order Appointing Fee Auditor and Directing Related Procedures Concerning the Payment of Compensation and Consideration of Fee Applications: Morris Anderson & Associates, Ltd., No. 2 Pettinaro Drive, Millville, DE 19970 (Attn: Robert Troisio).

WHEREFORE, Paul Weiss respectfully requests that this Court:

- (a) finally award Paul Weiss compensation in the amount of \$5,920,599.70 for professional legal service rendered to the Debtors during the Case Compensation Period;
- (b) finally award reimbursement of \$194,406.15 of expenses incurred by Paul Weiss on the Debtors' behalf during the Case Compensation Period;
- (c) grant Paul Weiss such other and further relief as this Court deems just and proper.

Dated: Wilmington, Delaware
March 6, 2007


PAUL, WEISS, RIFKIND, WHARTON AND
GARRISON LLP

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