

**GOODMAN PHILLIPS & VINEBERG**  
Counsel for Debtors and Debtors-in-Possession  
250 Yonge Street, Suite 2400  
Toronto, Ontario  
CANADA M5B 2M6  
(416) 979-1234  
Jessica Kimmel

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In. re:

GOLDEN BOOKS FAMILY  
ENTERTAINMENT, INC. et al.

Debtors.

(Chapter 11)

Case No. 99-10030 -  
99-10032

(JOINTLY ADMINISTERED)

**FIRST AND FINAL APPLICATION OF GOODMAN PHILLIPS & VINEBERG  
FOR COMPENSATION AND REIMBURSEMENT OF DISBURSEMENTS  
AS SPECIAL CANADIAN LITIGATION COUNSEL TO THE DEBTORS**

TO THE HONORABLE TINA L. BROZMAN  
CHIEF UNITED STATES BANKRUPTCY JUDGE

Goodman Phillips & Vineberg (“GPV” or the “Applicant”), special Canadian litigation counsel to the debtor and debtor in possession, Golden Books Publishing Company, Inc. (“Debtor”), as and for its first and final application pursuant to Section 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure for an award of compensation for professional services rendered and for reimbursement of expenses incurred in connection therewith (the “Application”), respectfully represents:

## I. INTRODUCTION

1. By this Application, GPV seeks an award of compensation for the professional services rendered by GPV as special Canadian litigation counsel to the Debtor for the period from February 26, 1999 through and including September 1, 1999<sup>1</sup> (the “Compensation Period”) in the amount of \$16,945.44 Cdn.<sup>2</sup>, being the Debtor’s one-third share of the professional fees of GPV for services rendered as special litigation counsel, representing 132.8 hours of professional services and 10.4 hours in paraprofessional and student-at-law services, and reimbursement of actual and necessary expenses incurred by GPV during the Compensation Period in connection with the rendition of such professional services in the amount of \$4,426.34 Cdn.<sup>2</sup>, being the Debtor’s one-third share of GPV’s total expenses incurred in connection with the professional services rendered as special litigation counsel.

2. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. Sections 1408 and 1409. The statutory predicates for the relief sought herein are Sections 330 and 331 of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure 2002(a) and 2016, Local Bankruptcy Rule 2016-1, which makes applicable the Administrative Order dated April 19, 1995 entitled “Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases” and the guidelines promulgated and adopted by the Executive Office of the United States Trustees for “Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. Section 330” (the “UST Guidelines”).

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<sup>1</sup> This was the last date that services were rendered for which a claim is made. There will be no future application for fees and expenses.

## II. BACKGROUND

3. On February 26, 1999 (the “Petition Date”), the Debtors filed voluntary petitions under Chapter 11 of the Bankruptcy Code and have continued in the management and operation of their businesses and properties as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

4. By order dated May 6, 1999 (the “Retention Order”), this Court approved the retention of Applicant, on a general retainer basis, as special Canadian litigation counsel pursuant to Section 327(d) of the Bankruptcy Code nunc pro tunc to February 26, 1999 to represent and advise the Debtor and to commence suit for recovery of insurance proceeds in connection with the cancellation of a 40-episode television series entitled “The Charlie Horse Music Pizza”. GPV’s retention was believed to be critical to the continuous and most economical pursuit of recovery of the insurance proceeds because the Toronto office of GPV had represented the Debtor and other parties since October 1998 in connection with the recovery of the proceeds. Further, GPV has extensive knowledge and experience in the areas of corporate, entertainment and insurance law.

5. GPV has received no payment and no promises for payment from any source for services rendered in connection with this case, except for the other two clients involved in the same litigation case who, together with the Debtor, each are responsible for their one-third respective shares of GPV’s accounts. The amounts for which compensation and reimbursement sought herein are limited to the Debtor’s one-third share only. There is no

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<sup>2</sup> As at September 15, 1999, the Canadian\$/U.S.\$ conversion rate was 1.4998 as obtained from the TD Financial Group in Toronto, Canada.

agreement or understanding between GPV and any other person other than members of the firm for the sharing of compensation to be received for services rendered in this case.

### **III. SUMMARY OF SERVICES RENDERED**

6. Since the commencement of its retention, GPV has rendered professional services to the Debtor and Debtor in Possession with respect to preparation for and attendance on examinations under oath in Vancouver, British Columbia requested by the insurer, Chubb Insurance Company of Canada (“Chubb”) under its policy; travelling from Toronto to New York to review all of the files of the Debtor and preparing same for the review of Chubb; meeting with representatives of the Debtor; receipt and review of the files of Aon Risk Services Inc.; review of Co-Venture Agreement; extensive review of all documentation and draft and serve Statement of Claim in Ontario Court proceedings; prepare Document Briefs on insurance coverage and loss; travel from Toronto to Vancouver to meet with clients to review key documents; attend settlement meeting with Chubb representatives and representatives of the Debtor; receipt and review of Chubb claim; draft Response to Demand for Particulars; receipt and review of Statement of Defence of Chubb; draft Reply to Defence of Chubb; review Statement of Defence of Aon; receipt and review of Motion Record of Chubb; and **taking** all **steps** necessary to expedite the action on behalf of the Debtor.

7. The foregoing summary of services rendered during the Compensation Period is not intended to burden the Court with the daily minutiae concomitant with GPV’s representation as the Debtor’s special Canadian litigation counsel, but is merely to highlight certain areas that identify the steps required in the carriage of the action. GPV’s day-to-day services and the time expended in the performance of those services are set forth in Exhibit A

annexed hereto which represents an itemized version of accounts rendered by GPV to its clients. The Debtor is responsible only for one-third of the amount of the accounts rendered.

8. GPV maintains computerized records of time expended by solicitors and paraprofessionals in the rendition of the professional services rendered to the Debtor. These time records were made contemporaneously with the rendering of the services by the person performing such services and in the ordinary course of GPV's practice, and are presented in a form in compliance with the UST Guidelines (as previously defined herein) as Exhibit A. A schedule reflecting the name, position and practice area of the solicitor or paraprofessional, the year of admission to the Bar for each solicitor, the billing rate for each timekeeper, the total hours each expended and the dollar value associated therewith, is annexed hereto as Exhibit B.

9. It is GPV's policy to charge its clients in all areas of practice for all other expenses incurred in connection with each client's case. The expenses charged to clients include, among other things, telephone and telecopier tolls and other charges, special or hand delivery charges, document processing charges, photocopying charges, travel expenses, expenses for "working meals", computerized research and transcription costs, as well as non-ordinary overtime expenses such as overtime for secretarial personnel and other staff.

10. GPV also maintains computerized records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, the supporting documentation for which is available for inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested is annexed hereto as Schedule C.

#### **IV. ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

11. The professional services rendered by GPV have required a high degree of professional competence and its solicitors' unique knowledge and expertise. During the Compensation Period, GPV has expended substantial time and effort in performing services as special Canadian litigation counsel. It is respectfully submitted that the services were performed effectively, efficiently and economically, and the results of those services have benefited the Debtor and its estate.

12. With respect to the standards for compensation, Section 330(a)(1) of the Bankruptcy Code provides, inter alia, that the Court may award to a professional person:

- (A) reasonable compensation for actual, necessary services rendered by ... professional person, or attorney or by any paraprofessional employed by any such person; and
- (B) reimbursement for actual, necessary expenses.

11 U.S.C. 330(a)(1)(A). Subsection (3)(A) of Section 330 states, in pertinent part, that:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and

- (E) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. §330(3)(A) – (3)(E).

13. GPV's solicitors and paraprofessionals expended an aggregate of 143.2 hours in the performance of the professional services rendered on behalf of the Debtor, resulting in fees actually incurred in the aggregate amount of \$16,945.44 Cdn. (exclusive of expenses), which amount is the amount that other practitioners similar to GPV would seek for such services and which GPV would ordinarily request.

14. GPV spent its time economically and avoided unnecessary duplication of time spent. GPV is of the opinion that it has met the burden of proof required by Section 330 of the Bankruptcy Code.

15. In addition, GPV incurred actual out-of-pocket expenses in the rendition of the professional services set forth herein in the sum of \$4,426.34 Cdn. for which it requests payment in full. Exhibit C is a summary of these expenses incurred during the Compensation Period. These expenses are billed to the client at cost or have been adjusted to cost.

16. GPV's billing rates do not include charges for photocopying, telephone, telecopier charges, computerized research, travel charges, "working meals", secretarial overtime, postage and other office charges. GPV has reduced its charge for photocopying to 10¢ a page. GPV charges \$1.00 for the first page of facsimiles and 25¢ per page for each subsequent page. GPV has not included a charge for incoming facsimiles. These photocopying and outgoing facsimile charges are reflected in the out-of-pocket expenses claimed above.

## V. CONCLUSION

17. No prior application has been made to this or any other Court for the relief requested herein for the Compensation Period.
18. For the foregoing reasons, GPV respectfully requests that this Court enter an order:
- (a) approving the reimbursement of \$16,945.44 Cdn. for compensation for professional services rendered during the period February 26, 1999 to September 1, 1999;
  - (b) approving the reimbursement of GPV's out-of-pocket expenses incurred during the Compensation Period in the amount of \$4,426.34 Cdn.; and
  - (c) granting such further and other relief as this Honourable Court may deem just and proper.

**DATED** at Toronto, Canada.

September 21, 1999

**GOODMAN PHILLIPS & VINEBERG**

Special Canadian Counsel to the Debtors

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

Jessica Kimmel

A Member of the Firm

250 Yonge Street  
Suite 2400  
Toronto, Ontario  
M5B 2M6

Tel: (416) 979-2211  
Fax: (416) 979-1234



GOODMAN PHILLIPS & VINEBERG

250 YONGE STREET • SUITE 2400 • TORONTO ONTARIO CANADA M5B 2M6 • (416) 979 2211 • FAX (416) 979 1234

April 15, 1999

Charlie Horse Music Pizza Production Company Inc.  
116 East 2nd Avenue  
Vancouver, BC  
Canada V5T 3B5

ATTENTION: Shawn Williamson

SLE Production, Inc.  
c/o Golden Books Publishing Company Inc.  
888 7th Avenue  
New York, New York  
USA 10106

Attention: Olivier Gers and Susan Beckett

OUR FILE NO. GOVP/011803

OUR INVOICE NO. 302326

Re: "The Charlie Horse Music Pizza"

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TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE  
NOTED MATTER INCLUDING THE FOLLOWING:

Date TKID Hours Description

# GOODMAN PHILLIPS & VINEBERG

250 YONGE STREET • SUITE 2400 • TORONTO ONTARIO CANADA M5B 2M6 • (416) 979 2211 • FAX (416) 979 1234

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# GOODMAN PHILLIPS & VINEBERG

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# GOODMAN PHILLIPS & VINEBERG

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02/26/99	HBR	0.50	Inter-office conference between H.B. Radomski and J. Kimmel;
02/26/99	AIS	3.10	Drafting memorandum;
02/26/99	JEK	6.60	Meet with C. Fry; Meet with H. Lingraham and review additional documents to produce; discussions with W. Holburn; Attend at examination of C. Fry; Telephone conference: report to Golden Books and to H.Radomski re: examinations; review and organize new productions;
02/28/99	AIS	1.00	Drafting memorandum;
02/28/99	JEK	1.40	Draft letter reporting on examinations, draft schedules of undertakings; file management; draft correspondence to W. Holburn;
03/01/99	HBR	0.10	Review law;
03/03/99	JEK	1.10	Telephone conversation with M. Musselman; conference call with Olivier Gers; S. Beckett and S. Williamson; revise report and undertake schedules;
03/04/99	JEK	1.90	Communications with J. Buckley (C. Perry); telephone conversation with M. Holburn; revise reporting letter and schedules; correspondence to Aon/Ruben-Winkler;
03/05/99	JEK	0.10	Telephone conversation with J. Buckley; draft correspondence;
03/08/99	JEK	0.30	draft release for J. Rodby; receipt of transcripts;
03/09/99	HBR	0.10	Review correspondence;
03/11/99	JEK	0.30	Telephone conversation with H. Lingram; telephone conversation with M. Orell; various correspondence to Golden Books and Charlie Horse;
03/12/99	JEK	0.40	Receipt of correspondence from KCET and draft response; draft correspondence to W. Holburn; review various KCET issues; Telephone conversation with M. Musselman;

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03/15/99	JEK	8.60	review material in GPV files re: Chubb requests; attend at Golden Books in New York to review all Golden Books files and prepare material for Chubb review; meet with Olivier Gers and S. Beckett;
03/16/99	JEK	5.80	Continued review and notes re: Golden Books files; identify documents to be copied for GPV; prepare index of files and material; meet with M. Orell and W. Holburn and S. Beckett and O. Gers; revise correspondence to KCET;
03/17/99	JEK	1.70	Telephone conversation with S. Beckett and O. Gers; draft various correspondence; revise release; receipt of additional information and revise responses to undertakings;
03/18/99	JEK	0.80	Revisions to correspondence and schedules and release;
03/19/99	JEK	1.40	Telephone conversation with Heidi Lingren; conference call with O. Gers, M. Maister; S. Williamson, S. Beckett; revise correspondence; draft cover correspondence;
03/24/99	JEK	0.10	Telephone conversation with H. Lingren;
03/25/99	JEK	1.00	Telephone conversations with R. Reardon; revise release; review documents received from Golden Books and from Charlie Horse; revise correspondence to W. Holburn;
03/26/99	JEK	0.90	Telephone conversation with B. Kush; review Aon's files received; receipt of correspondence from H. Lingren; draft correspondence;

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OUR FEE \$

TIMEKEEPER SUMMARY

TKID	NAME	HOURS	RATE	TOTAL
JEK	Jessica A. Kimmel	32.40 hrs	\$298.48	\$ 9,670.75
HBR	Harry B. Radomski	0.70 hrs	\$449.43	\$ 314.60
AIS	Anita Sharma	4.10 hrs	\$100.00	\$410.00
				-----
				\$10,395.35
				-----

# GOODMAN PHILLIPS & VINEBERG

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## DISBURSEMENTS

Travel	2,964.12
Photocopy Charges - 722 copies x 10¢	72.20
Delivery	48.41
Telecopier Charges	180.00
Roim - Long Distance	314.00

TOTAL DISBURSEMENTS \$ 3,578.73

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FEES AND DISBURSEMENTS THIS INVOICE \$13,974.08

GST \$ 732.73

TOTAL THIS INVOICE \$14,706.81

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TOTAL AMOUNT DUE IN CANADIAN DOLLARS \$

THIS IS OUR ACCOUNT HEREIN  
GOODMAN PHILLIPS & VINEBERG

PER:

E. & O. E.  
HBR /

In accordance with Section 33 of the Solicitors Act interest will be charged at the rate of 5.25% per annum on unpaid fees, charges, or disbursements calculated one month from the date this statement is delivered.

# GOODMAN PHILLIPS & VINEBERG

250 YONGE STREET • SUITE 2400 • TORONTO ONTARIO CANADA M5B 2M6 • (416) 979 2211 • FAX (416) 979 1234

April 30, 1999

Golden Books Entertainment Group.  
888 Seventh Avenue  
New York, NY 10106-4100

ATTENTION: Olivier Gers

OUR FILE NO. GOMK/971953

OUR INVOICE NO. 303418

Re: "Charlie Horse Music Pizza"

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TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE  
NOTED MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
03/10/99	ALR	2.00	Meet with D. Zitzerman re: Co-Venture Agreement; Review file; Dictate letter to M. Musselman, copy to J. Kimmel; Revise letter.

=====

OUR FEE \$330.00

#### TIMEKEEPER SUMMARY

TKID	NAME	HOURS	RATE	TOTAL
ALR	Arthur Reinstein	2.00 hrs	\$165.00	\$330.00
				-----
				\$330.00
				-----

# GOODMAN PHILLIPS & VINEBERG

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Invoice #303418 -- page 2

## DISBURSEMENTS

Photocopy Charges - 62 copies x 10¢	6.20
Delivery	20.24

TOTAL DISBURSEMENTS	\$26.44
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FEES AND DISBURSEMENTS THIS INVOICE	\$356.44
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GST	\$0.00
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TOTAL THIS INVOICE	\$356.44
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TOTAL AMOUNT DUE IN CANADIAN DOLLARS	\$
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THIS IS OUR ACCOUNT HEREIN  
GOODMAN PHILLIPS & VINEBERG

PER:

E. & O. E.  
DBZ /

In accordance with Section 33 of the Solicitors Act interest will be charged at the rate of 5.25% per annum on unpaid fees, charges, or disbursements calculated one month from the date this statement is delivered.



# GOODMAN PHILLIPS & VINEBERG

250 YONGE STREET • SUITE 2400 • TORONTO ONTARIO CANADA M5B 2M6 • (416) 979 2211 • FAX (416) 979 1234

June 30, 1999

Charlie Horse Pizza Production Company, Inc.  
116 East 2<sup>nd</sup> Avenue  
Vancouver, British Columbia  
V5T 3B5

ATTENTION: Shawn Williamson

SLE Productions Inc.  
c/o Golden Books Family Entertainment  
888 7<sup>TH</sup> Avenue  
New York, New York USA 10106

ATTENTION: Oliver Gers

Golden Books Family Entertainment  
888 7<sup>TH</sup> Avenue  
New York, New York USA 10106

ATTENTION: Oliver Gers

OUR FILE NO. GOVP/011803

OUR INVOICE NO. 306499

Re: "The Charlie Horse Music Pizza"

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TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE  
NOTED MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
03/28/99	HBR	0.20	Review and revise correspondence;
03/29/99	JEK	0.70	Review material from Aon file; review correspondence; finalize various correspondence to W. Holburn and draft correspondence to clients;
03/30/99	JEK	1.60	Revise various correspondence; inter-office discussion between J. Kimmel and H. Radomski; conference call with S. Beckett, O. Gers, S. Williamson, M. Maister, H. Lingren, draft further correspondence;
03/30/99	HBR	0.50	Review correspondence, inter-office conference

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04/01/99	JEK	0.50	between H.B. Radomski and J. Kimmel; Telephone conversation with H. Lingren; receipt of correspondence from B. Kush; revise correspondence to W. Holburn; review and organize recent productions;
04/04/99	JEK	3.10	Review various documents and draft Statement of Claim;
04/05/99	HBR	0.80	Review and revise correspondence, review and revise Statement of Claim;
04/05/99	JEK	0.90	Review statutes and endorsements; revisions to Statement of Claim and correspondence;
04/06/99	HBR	0.10	Inter-office conference between H.B. Radomski and J. Kimmel;
04/06/99	JZC	0.25	Search corporate history, including: conduct on-line search for information on public record; review microfiche for historical information re: Chubb Insurance;
04/06/99	JZC	0.25	Search corporate history, including: conduct on-line search for information on public record; as required, review microfiche for historical information re: Gordon;
04/06/99	JZC	0.25	Search business names and partnerships, including: conduct search at Companies Branch, Ministry of Consumer and Commercial Relations for information on public record; obtain copies of relevant registration(s); provide search results re: Gordon;
04/06/99	JZC	0.25	Search business names and partnerships, including: conduct search at Companies Branch, Ministry of Consumer and Commercial Relations for information on public record; obtain copies of relevant registration(s); provide search results re: HSBC Securities;
04/06/99	JZC	0.25	Search corporate history, including: conduct on-line search for information on public record; review microfiche for historical information re: HSBC Securities;
04/06/99	JEK	0.90	Revisions to draft Statement of Claim and correspondence;
04/07/99	HBR	0.50	Review and revise draft Statement of Claim;
04/07/99	JEK	0.60	Revise and finalize draft Statement of Claim;
04/08/99	HBR	0.10	Inter-office conference between H.B. Radomski and J. Kimmel;
04/08/99	JZC	0.75	Search corporate history, including: conduct on-line search for information on public record; review microfiche for historical information re: Gordon Capital;
04/08/99	JEK	0.80	Telephone conversation with M. Maister; revise Statement of Claim;
04/12/99	JEK	0.10	Telephone conversation with O. Gers;

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04/14/99	JEK	0.10	Telephone conversation with O. Gers;
04/15/99	JEK	0.90	Correspondence to A. Holburn; correspondence to O. Gers, S. Beckett and S. Williamson; telephone conversation with S. Rutsky; Telephone conversation with W. Holburn; draft correspondence;
04/16/99	HBR	0.10	Inter-office conference between H.B. Radomski and J. Kimmel;
04/16/99	JEK	1.40	Participate in conference call; telephone conversation with M. Leblanc; correspondence to S. Rutsky;
04/20/99	HBR	0.30	Inter-office conference between H.B. Radomski and J. Kimmel;
04/20/99	JEK	0.50	Return calls to J. Buckley and W. Holburn; inter-office discussion between J. Kimmel and H. Radomski and review changes to Statement of Claim; telephone conversation with S. Beckett; telephone conversation with B. Kush; correspondence to W. Holburn;
04/21/99	HBR	0.10	Inter-office conference between H.B. Radomski and J. Kimmel;
04/21/99	JEK	1.50	Inter-office discussions between J. Kimmel and H. Radomski; correspondence to W. Holburn; revise Statement of Claim; correspondence to S. Beckett; review material from G. Walters;
04/22/99	JEK	0.20	Telephone conversations with S. Beckett;
04/23/99	JEK	0.90	Telephone conversation with G. Walters; review material and conflict searches; revise Affidavit; follow up on various issues re: conflicts; draft correspondence and memo;
04/26/99	JEK	0.90	Telephone conversations with G. Walters; continued review and comment on court materials; telephone conversation with S. Beckett;
04/27/99	JEK	5.60	Review all documents and prepare key document briefs on coverage and loss; prepare index and overview; finalize Golden Books Ch-11 affidavit;
04/28/99	DBZ	0.30	Discussion with J. Kimmel regarding potential conflict in bankruptcy proceeding and representation of CTW, Paramount, Mattel and Broadway Video in relation to Golden Books;
04/28/99	JEK	0.10	Finalize briefs and various correspondence;
04/29/99	HBR	10.00	Travel to Vancouver, prepare for meeting, review documentation, meeting between H.B. Radomski and S. Williamson et al.;
04/29/99	JEK	7.10	Inter-office discussion between J. Kimmel and H. Radomski to review key documents, chronology and prepare for meeting; attend in

# GOODMAN PHILLIPS & VINEBERG

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			Vancouver and meet with S. Beckett, O. Gers, S. Williamson, W. Laudet, M. Maister, B. Kush, H. Radomski and J. Kimmel;
04/30/99	HBR	9.00	Prepare for meeting, meeting between H.B. Radomski and W. Holburn et al, travel to Toronto;
04/30/99	JEK	6.10	Inter-office discussion between J. Kimmel and H. Radomski; attend settlement meeting with Chubb representatives and Golden Books, SLEP and Charlie Horse representatives; draft correspondence to follow up with Chubb and revise Statement of Claim to include Aon;
05/02/99	JEK	0.50	Revisions to correspondence and to draft
			Statement of Claim;
05/03/99	EB	0.50	Search corporate history, including: conduct on-line search for information on public record; review microfiche for historical information re: Ruben Winkler Entertainment Insurance Ltd;
05/03/99	EB	0.50	Search business names and partnerships, including: conduct search at Companies Branch, Ministry of Consumer and Commercial Relations for information on public record; provide search results re: Ruben Winkler;
05/03/99	JEK	1.10	Correspondence to clients re: negotiations; review corporate searches; correction to draft Statement of Claim; correspondence; receipt and review of Chubb claim; telephone conversation with O. Gers; telephone conversation with S. Williamson;
05/04/99	EB	0.50	Search corporate history, including: conduct on-line search for information on public record; review microfiche for historical information re: AON Entertainment Ltd;
05/04/99	EB	0.50	Search corporate history, including: conduct on-line search for information on public record; review microfiche for historical information re: AON Group Inc;
05/04/99	EB	0.50	Search corporate history, including: conduct on-line search for information on public record; review microfiche for historical information re: AON Risk Services Inc;
05/04/99	EB	0.50	Search corporate history, including: conduct on-line search for information on public record; review microfiche for historical information re: Arthur Winkler Insurance Agency Limited;
05/04/99	EB	0.50	Search business names and partnerships, including: conduct search at Companies Branch, Ministry of Consumer and Commercial

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			Relations for information on public record; obtain copies of relevant registration(s) re: AON/Ruben-Winkler;
05/04/99	HBR	2.00	Review and revise Statement of Claim, inter-office conference between H.B. Radomski and J. Kimmel;
05/04/99	JEK	0.30	Correspondence to clients re: response to British Columbia action; telephone conversation with M. Maister; inter-office discussion between J. Kimmel and H. Radomski;
05/05/99	HBR	0.70	Revise draft Statement of Claim, telephone conversation between H.B. Radomski and M. Maister, inter-office conference between H.B. Radomski and J. Kimmel;
05/05/99	JEK	1.30	Participate in conference call; review amended Statement of Claim;
05/06/99	HBR	0.50	Inter-office conference between H.B. Radomski and J. Kimmel, review documentation;
05/06/99	JEK	0.50	Telephone conversation with B. Cramer; telephone conversation with O. Gers;
05/07/99	HBR	0.80	Telephone conversation between H.B. Radomski and M. Maister, inter-office conference between H.B. Radomski and J. Kimmel, telephone conversation between H.B. Radomski and S. Williamson;
05/07/99	JEK	0.60	Telephone conversations with B. Cramer; finalize corporate searches; telephone conversation with M. Maister and H. Radomski; correspondence to and from B. Cramer;
05/09/99	HBR	1.00	Revise Statement of Claim;
05/10/99	HBR	1.40	Revise Statement of Claim, inter-office conference between H.B. Radomski and J. Kimmel;
05/11/99	HBR	2.00	Conference call among H.B. Radomski, J. Kimmel, S. Williamson, S. Beckett, O. Gers and M. Maister, revise Statement of Claim;
05/11/99	JEK	0.40	Telephone conversations with R. Friedman (re: Gorden Robertson); receipt and review of various facsimiles; correspondence to respond to S. Williamson inquiries;
05/13/99	HBR	0.80	Review and revise Statement of Claim, prepare correspondence, review correspondence re Finale;
05/14/99	JEK	0.30	Review final clause and BC caselaw re: forum non conveniens;
05/17/99	HBR	0.40	Inter-office conference between H.B. Radomski and J. Kimmel;
05/17/99	JEK	0.90	Inter-office discussion between J. Kimmel and H. Radomski; telephone conversations with B. Cramer; correspondence to B. Cramer;

# GOODMAN PHILLIPS & VINEBERG

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Invoice #306499 -- page 6

05/19/99	HBR	0.10	Review documentation;
05/19/99	JEK	0.20	Receipt of correspondence from S. Williamson and response (P. Brymer);
05/21/99	HBR	0.10	Inter-office conference between H.B. Radomski and J. Kimmel;
05/21/99	JEK	0.40	Telephone conversation with O. Gers; telephone conversation with S. Williamson; receipt of correspondence from S. Williamson and draft releases for P. Brymer;
05/25/99	JEK	0.90	Review Brymer contracts; draft Brymer release and correspondence; review material required for stay of proceedings; telephone conversation with B. Cramer; correspondence from and to W. Holburn; telephone conversation with O. Gers;
05/26/99	HBR	0.10	Inter-office conference between H.B. Radomski and J. Kimmel;
05/26/99	JEK	0.40	Telephone conversation with H. Lingren; revise various correspondence and releases; receipt of various correspondence from S. Williamson;
05/28/99	JEK	1.10	Participate in conference call and telephone conversation with H. Lingren;
05/28/99	HBR	1.20	Review correspondence, conference call;
05/30/99	HBR	0.10	Review correspondence;
05/31/99	JEK	1.60	Correspondence to Ontario counsel; draft demands and correspondence; review various contracts and draft releases (6); receipt of various correspondence;
05/31/99	HBR	0.10	Review correspondence;
06/01/99	JEK	0.60	Respond to J. Buckley; inquiries re: C. Perry; revise various materials;
06/01/99	HBR	0.10	Review correspondence;
06/02/99	HBR	0.10	Inter-office conference between H.B. Radomski and J. Kimmel;
06/03/99	HBR	0.20	Inter-office conference between H.B. Radomski and J. Kimmel;
06/04/99	HBR	0.10	Review Demand for Particulars;
06/06/99	HBR	0.10	Review correspondence;
06/08/99	HBR	0.40	Inter-office conference between H.B. Radomski and J. Kimmel;
06/13/99	HBR	0.20	Review draft response re particulars;

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OUR FEE

\$30,614.00

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Invoice #306499 page 7

## TIMEKEEPER SUMMARY

TKID	NAME	HOURS	RATE	TOTAL
JEK	Jessica A. Kimmel	45.60 hrs	\$300.00	\$13,680.00
HBR	Harry B. Radomski	34.20 hrs	\$460.00	\$15,732.00
DBZ	David B. Zitzerman	0.30 hrs	\$360.00	\$108.00
EB	Betty Buchanan	3.50 hrs	\$60.00	\$210.00
JZC	Judy Chavez	2.00 hrs	\$90.00	\$180.00

-----  
\$29,910.00  
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## DISBURSEMENTS

Agent Fees	73.11
Meetings	241.99
Issue Statement of Claim (GST Exempt)	132.00
Process Server	90.00
Search-Corporate File	347.00
Travel	1,945.86
Style Business Name Search	64.00
Travel	179.87
Photocopy Charges	483.60
Delivery	283.84
Telecopier Charges- Outgoing - \$1.25 first page	478.75
Roim - Long Distance \$0.25 following pages	336.04

TOTAL DISBURSEMENTS \$4,656.06

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FEES AND DISBURSEMENTS THIS INVOICE \$34,566.06

GST \$2,127.55

TOTAL THIS INVOICE \$36,693.61

# GOODMAN PHILLIPS & VINEBERG

250 YONGE STREET • SUITE 2400 • TORONTO ONTARIO CANADA M5B 2M6 • (416) 979 2211 • FAX (416) 979 1234

August 18, 1999

Charlie Horse Pizza Production Co., Inc.  
116 East 2nd Avenue  
Vancouver, BC  
Canada V5T 3B5

ATTENTION: Shawn Williamson

Golden Books Family Entertainment  
888 7<sup>th</sup> Avenue  
New York, New York USA 10106

ATTENTION: Olivier Gers

SLE Productions Inc.  
c/o Golden Books Family Entertainment  
888 7<sup>th</sup> Avenue  
New York, New York USA 10106

ATTENTION: Olivier Gers

OUR FILE NO. GOVP/011803

OUR INVOICE NO. 308507

Re: "The Charlie Horse Music Pizza"

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TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE  
NOTED MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
06/03/99	JEK	0.20	Receipt of correspondence from H. Poss; confirm position with H. Radomski re: production of transcripts; correspondence to clients; receipt of correspondence from W. Holburn;
06/04/99	JEK	0.20	Telephone conversation with S. Williamson;
06/08/99	JEK	0.80	Receipt and review of correspondence from S. Williamson; inter-office discussion between J. Kimmel and H. Radomski; review Aon correspondence and C. Fry evidence; draft response to Demand for Particulars;
06/09/99	JEK	0.70	Review S. Williamson correspondence; revise Response to Demand for Particulars; revise draft Releases; draft correspondence;
06/14/99	HBR	0.10	Inter-office conference between H.B. Radomski and J. Kimmel;

GST REGISTRATION NUMBER R119422962



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Invoice #308507 -- page 2

06/14/99	JEK	0.50	Review and address various comments on Response to Demand for Particulars; review Response; receipt of correspondence; draft correspondence;
06/15/99	HBR	0.10	Inter-office conference between H.B. Radomski and J. Kimmel;
06/15/99	JEK	0.30	Telephone conversation with O. Gers; telephone conversation with S. Williamson;
06/16/99	HBR	0.20	Inter-office conference between H.B. Radomski and J. Kimmel, review Response to Demand for Particulars;
06/16/99	JEK	0.20	Finalize Response to Demand for Particulars; receipt and drafting of various correspondence;
06/21/99	JEK	0.80	Telephone conversation with S. Beckett; draft Reply;
06/22/99	HBR	0.30	Review Statement of Defence of Chubb;
06/22/99	JEK	0.70	Continued drafting of Reply; correspondence to H. Poss; follow up on various draft correspondence;
06/23/99	HBR	0.10	Inter-office conference between H.B. Radomski and J. Kimmel;
06/23/99	JEK	0.30	Telephone conversation with S. Beckett and O. Gers; draft Reply;
06/24/99	JEK	0.20	Telephone conversation with S. Williamson;
06/25/99	HBR	0.30	Review and revise Reply;
06/28/99	HBR	0.90	Review and revise Reply;
06/28/99	JEK	1.10	Review Aon defence; review updated material on Performers' Settlement; revise Releases and draft correspondence;
06/30/99	HBR	0.50	Revise Reply;
06/30/99	JEK	0.30	Telephone conversation with H. Lingren; telephone conversation with J. Enders;
07/05/99	JEK	0.20	Receipt and review of correspondence from S. Williamson;
07/06/99	JEK	0.70	Review and revise draft Reply and correspondence; draft correspondence to Pass & Halfnight re: examinations and settlement of cast commitments; telephone conversation with H. Lingren; review memos to cast;
07/08/99	JEK	0.50	Revisions to Releases and correspondence; receipt and review of Motion Record; draft correspondence;
07/09/99	HBR	0.10	Inter-office conference between H.B. Radomski and J. Kimmel;
07/09/99	JEK	0.40	Revisions to Brymer Release and various correspondence; consider Chubb motion;
07/09/99	JEK	1.90	Inter-office discussion between J. Kimmel and H. Radomski; review motion; conference call to discuss Chubb motion; revise Reply; telephone

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Invoice #308507 - page 3

07/12/99	HBR	1.60	conversation with L. Hansen (Chubb); review correspondence from S. Williamson and finalize correspondence to Finale and Mr. Davis; Review Motion, revise Reply, review correspondence, inter-office conference between H.B. Radomski and J. Kimmel, conference call;
07/13/99	HBR	0.70	Inter-office conference between H.B. Radomski and J. Kimmel, review Reply;
07/13/99	JEK	0.20	Finalize various correspondence; review revised Reply;
07/14/99	HBR	0.50	Inter-office conference between H.B. Radomski and J. Kimmel, revise Reply;
07/14/99	JEK	0.90	Telephone call to L. Hansen; correspondence to H. Poss; conference call with clients;
07/15/99	JEK	0.10	Receipt and review of various correspondence from Charlie Horse;
07/18/99	HBR	0.40	Revise Reply;
07/21/99	HBR	0.20	Review policy of insurance;
07/22/99	HBR	0.10	Review Reply to Chubb;
07/27/99	JEK	0.10	Correspondence to S. Williamson;
08/02/99	JEK	0.20	Review UBCP contract re: residuals (exemption);

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TIMEKEEPER SUMMARY

TKID	NAME	HOURS	RATE	TOTAL
JEK	Jessica A. Kimmel	11.50 hrs	\$300.00	\$3,450.00
HBR	Harry B. Radomski	6.10 hrs	\$460.00	\$2,806.00
DA	Litigation Clerk	0.80 hrs	\$30.00	\$24.00
				-----
				\$5,280.00
				-----

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## DISBURSEMENTS

Agent Fees	1,090.70
Meetings	21.91
Travel	3,398.79
Photocopy Charges - 684 x 10¢	68.40
Telecopier Charges - Outgoing - \$1.25 first page	209.75
Roim - Long Distance \$0.25 following pages	184.55

TOTAL DISBURSEMENTS \$4,974.10

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FEEs AND DISBURSEMENTS THIS INVOICE \$11,254.10

GST \$444.39

TOTAL THIS INVOICE \$11,698.49

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THIS IS OUR ACCOUNT HEREIN  
GOODMAN PHILLIPS & VINEBERG

PER:

E. & O. E.  
HBR /

In accordance with Section 33 of the Solicitors Act interest will be charged at the rate of 5.25% per annum on unpaid fees, charges, or disbursements calculated one month from the date this statement is delivered.

GST REGISTRATION NUMBER R11942296

**EXHIBIT "B"**

Timekeeper	Position	Practice Area	Year of Admission	Hourly Billing Rate (Cdn\$)	Total Hours Expended	Dollar Value (Cdn\$)
Jessica Kimmel (JEK)	Partner	Litigation	1991	\$298.48/\$300	89.5	26,800.75
Harry B. Radomski (HBR)	Partner	Litigation	1978	\$449.43/\$460	41.0	18,852.60
Anita Sharma (AIS)	Student-at-law	-	-	\$100.00	4.1	410.00
Arthur Reinstein (ALR)	Associate	Corporate	1999	\$165.00	2.0	330.00
David B. Zitzerman (DBZ)	Partner	Corporate Entertainment	1983	\$360.00	0.3	108.00
Betty Buchanan (EB)	Paralegal	Corporate	-	\$60.00	3.5	210.00
Judy Chavez (JZC)	Paralegal	Corporate	-	\$90.00	2.0	180.00
Litigation Clerk (DA)	Paralegal	Litigation	-	\$30.00	0.8	24.00
<b>TOTAL</b>					<b>143.2</b>	<b>46,915.35</b>
Pro-rated share of Debtor of 1/3 of \$46,585.35						
100% Share of Debtor of \$330.00						
Share of Debtor						
Goods and Services Tax						
<b>Share of Fees for which Debtor is responsible</b>						<b>Cdn.\$16,945.44</b>
						<b>1,086.99</b>

**EXHIBIT "C"**

**DISBURSEMENTS**

**(a) Account dated April 15, 1999**

Travel	\$2,964.12	
Photocopy Charges – 722 copies x 10¢/copy	72.20	
Delivery	48.41	
Telecopier Charges - outgoing - \$1.25 first page, \$0.25 second page	180.00	
Long Distance	<u>314.00</u>	
		\$3,578.73

**(b) Account dated April 30, 1999**

Photocopy Charges – 62 copies x 10¢/copy	\$ 6.20	
Delivery	<u>20.24</u>	
		26.44

**(c) Account dated June 30, 1999**

Agent Fees	\$73.11	
Meetings	241.99	
Issue Statement of Claim	132.00	
Process Server	90.00	
Search – Corporate File	347.00	
Travel	1,945.86	
Style Business Name Search	64.00	
Travel	179.87	
Photocopy Charges – 4,836 copies x 10¢/copy	483.60	
Delivery	283.84	
Telecopier Charges - outgoing - \$1.25 first page, \$0.25 second page	478.75	
Long Distance	<u>336.04</u>	
		4,656.06

**(d) Account dated August 18, 1999**

Agent Fees	\$1,090.70	
Meetings	21.91	
Travel	3,398.79	
Photocopy Charges – 684 copies x 10¢/copy	68.40	
Telecopier Charges – Outgoing - \$1.25 first page, \$0.25 subsequent pages	209.75	
Long Distance	<u>184.55</u>	
		<u>4,974.10</u>

TOTAL DISBURSEMENTS	\$13,235.33
GOODS AND SERVICES TAX	<u>43.69</u>
GRAND TOTAL OF DISBURSEMENTS	\$13,279.02
<b>SHARE OF DISBURSEMENTS FOR WHICH DEBTOR IS RESPONSIBLE</b>	<b>Cdn.\$4,426.34</b>

**GOODMAN PHILLIPS & VINEBERG**  
Counsel for Debtors and Debtors-in-Possession  
250 Yonge Street, Suite 2400  
Toronto, Ontario  
CANADA M5B 2M6  
(416) 979-1234  
Jessica Kimmel

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In. re:

GOLDEN BOOKS FAMILY  
ENTERTAINMENT, INC. et al.

Debtors.

(Chapter 11)

Case No. 99-10030 -  
99-10032

(JOINTLY ADMINISTERED)

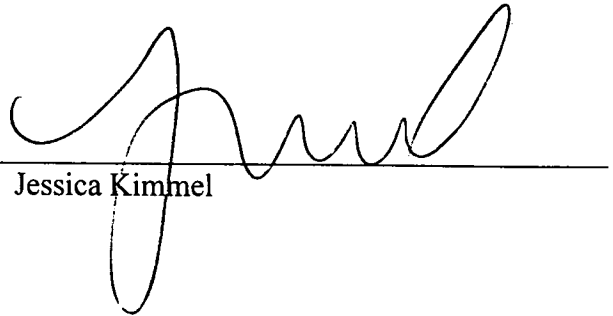
**AFFIDAVIT OF JESSICA KIMMEL**

**CITY OF TORONTO**            )  
  ) s.s.:  
**PROVINCE OF ONTARIO**    )

**JESSICA KIMMEL**, being duly sworn, deposes and says:

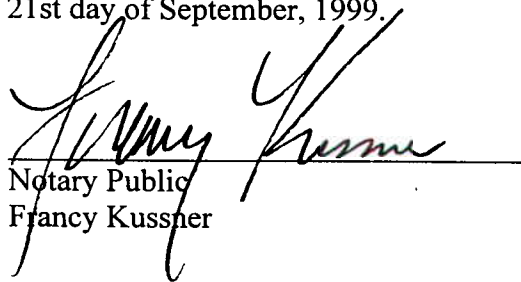
1. I am partner in the law firm of Goodman Phillips & Vineberg, which maintains offices for the practice of law at 250 Yonge Street, Suite 2400, Toronto, Ontario, Canada M5B 2M6 ("GPV"), counsel to the debtors and the debtors-in-possession, and I submit this Affidavit in connection with GPV's application for a first and final allowance of compensation for professional services rendered to and on behalf of the Debtor, Golden Books Publishing Company, Inc. ("Debtor") and for reimbursement of expenses incurred in connection therewith, for the period February 26, 1999, the date of filing of the Chapter 11 case, through and including September 1, 1999 (the "Confirmation Date").

2. In accordance with Rule 2016 of the Federal Rules of Bankruptcy Procedure, I hereby state that (i) all services for which compensation is sought were rendered to the Debtor solely in connection with the retainer of Goodman Phillips & Vineberg as special Canadian litigation counsel pursuant to the Order dated May 6, 1999 and compensation is not sought on behalf of any other committee, individual creditor or other person; (ii) GPV has received no payment or promise of payment for services rendered in this Chapter 11 case; (iii) no agreement or understanding exists between GPV and any other person for the sharing of compensation; and (iv) no division of compensation will be made by GPV except as between members or associates of the firm and no agreement prohibited by 18 U.S.C. §155 or 11 U.S.C. §504 has been made.



Jessica Kimmel

Sworn to before me this  
21st day of September, 1999.



Notary Public  
Francy Kussner

G25DAGGL\348334

**GOODMAN PHILLIPS & VINEBERG**  
Counsel for Debtors and Debtors-in-Possession  
250 Yonge Street, Suite 2400  
Toronto, Ontario  
CANADA M5B 2M6  
(416) 979-1234  
Jessica Kimmel

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In. re:

GOLDEN BOOKS FAMILY  
ENTERTAINMENT, INC. et al.

Debtors.

x

(Chapter 11)

Case No. 99-10030 -  
99-10032

(JOINTLY ADMINISTERED)

x

**CERTIFICATION OF JESSICA KIMMEL**

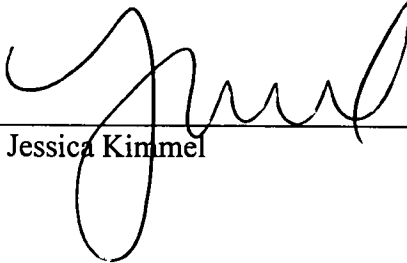
1. I, Jessica Kimmel, am a partner in the law firm of Goodman Phillips & Vineberg ("Applicant") and have been designated as Applicant's certifying professional with responsibility for Applicant's compliance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Bankruptcy Judges for the Southern District of New York on April 19, 1995 (the "Fee Guidelines").

2. I certify that (i) I have read Applicant's application (the "Application") for a first and final allowance of compensation for services rendered to the Debtor, Golden Books Publishing Company, Inc., and for reimbursement of expenses in connection therewith, for the period February 26, 1999, the date of the filing of this Chapter 11 proceeding, through and including September 1, 1999 (the "Confirmation Date"); (ii) to the best of my knowledge, information and belief formed after reasonable inquiry, the Application complies with mandatory



guidelines set forth in the Fee Guidelines; (iii) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought comply with the parameters set forth in the Fee Guidelines and the guidelines promulgated by the Executive Office of the United States Trustee (the "UST Guidelines"); (iv) except to the extent that fees and disbursements sought are prohibited by the Fee Guidelines or the UST Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Applicant and generally sought by Applicant's clients; (v) Applicant does not make a profit in providing any reimbursable services to the Debtor, whether the service is performed by Applicant in-house or through a third party; and (vi) copies of the Application were provided to the Debtor and Debtor's counsel and the United States Trustee on September 21, 1999. Applicant was unable to provide a draft of the Application to the Debtor and the Office of the United States Trustee at least 10 days before the date set by the Court or any applicable rules for filing fee applications in accordance with the Administrative Order of the United States Bankruptcy Court Southern District of New York dated April 19, 1995 and in accordance with the Fee Guidelines due to the constraints.

Dated: Toronto, Canada  
September 21, 1999



Jessica Kimmel

G25\DAGGL\348335