

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:)
)
HAYES LEMMERZ INTERNATIONAL ,) **Case No 01-11490 (MFW)**
Inc., et al.,) **Chapter 11**
) **(Jointly Administrated)**
Debtors.)

**APPLICATION FOR COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP

Authorized to Provide
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: February 26, 2002 (nunc pro tunc to December 17, 2001)

Period for which compensation
and reimbursement is sought: December 17, 2001 through June 3, 2003

Amount of Compensation sought as
actual, reasonable, and necessary: \$3,038,788.25

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$173,637.65

Period for which Compensation is
sought pursuant to Section 503(b)
of the Bankruptcy Code: December 5, 2001 through December 16, 2001

Amount of Compensation sought as
actual, reasonable and necessary: \$75,625.75

This is a final fee application.

Prior Fee Applications:

Time Period	Fees	Expenses	Status
12/17/01 – 02/28/02	\$725,171.00	\$23,123.73	Payment received pursuant to an Order of this Court.
03/01/02 – 03/27/02	\$331,051.60	\$22,244.93	Payment received pursuant to an Order of this Court.
03/28/02 – 4/30/02	\$241,658.00	\$15,022.62	Payment received pursuant to an Order of this Court.
05/01/02 – 05/31/02	\$149,909.75	\$14,177.07	Payment received pursuant to an Order of this Court.
06/01/02 – 06/30/02	\$79,661.50	\$594.27	Payment received pursuant to an Order of this Court.
07/01/02 – 07/31/02	\$61,086.00	\$5,055.34	Payment received pursuant to an Order of this Court.
08/01/02 – 08/31/02	\$119,114.50	\$4,818.49	Payment received pursuant to an Order of this Court.
09/01/02 – 09/30/02	\$205,268.00	\$3,109.14	Payment received pursuant to an Order of this Court.
10/01/02- 10/31/02	\$222,723.50	\$10,516.03	Payment received pursuant to an Order of this Court..
11/01/02 – 11/30/02	\$221,195.25	\$14,228.96	Payment received pursuant to an Order of this Court.

Time Period	Fees	Expenses	Status
12/01/02 – 12/31/02	\$180,994.50	\$15,430.87	Pending. Payment received pursuant to Administrative Fee Order.
01/01/03 – 01/31/03	\$121,088.00	\$6,485.14	Pending. Payment received pursuant to Administrative Fee Order.
02/01/03 – 02/28/03	\$135,821.50	\$20,128.11	Pending. Payment received pursuant to Administrative Fee Order.
03/01/03 – 03/31/03	\$106,259.75	\$5,799.50	Pending. Payment received pursuant to Administrative Fee Order.
04/01/03 – 04/30/03	\$45,479.00	\$6,074.59	Pending. Payment received pursuant to Administrative Fee Order.
05/01/03 – 06/03/03	\$79,441.00	\$6,669.26	Pending. Payment received pursuant to Administrative Fee Order.

**ATTACHMENT B
TO THE FEE APPLICATION
DECEMBER 17, 2001 THROUGH JUNE 3, 2003**

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Total Billed Hours	Hourly Billing Rate	Total Compensation
David Botter	Partner for 2 years; Admitted in 1990; Financial Restructuring Department	204.60	\$450.00	\$92,070.00
David Botter	Partner for 2 years; Admitted in 1990; Financial Restructuring Department	237.60	\$500.00	\$118,800.00
Clarice Davis	Partner for 11 years; Admitted in 1969; Corporate Department	7.00	\$425.00	\$2,975.00
Martine DeWitte	Partner for 10 years; Admitted in 1994 (Belgium); Corporate Department	13.10	\$450.00	\$5,895.00
Patrick Fenn	Partner for 12 years; Admitted in 1983; Tax Department	13.30	\$675.00	\$8,977.50
Ronald Goldberg	Partner for 6 years; Admitted in 1987; Corporate Department	0.70	\$525.00	\$367.50
Daniel H. Golden	Partner for 17 years; Admitted in 1978; Financial Restructuring Department	9.50	\$615.00	\$5,842.50
Daniel H. Golden	Partner for 17 years; Admitted in 1978; Financial Restructuring Department	313.00	\$675.00	\$211,275.00
Daniel H. Golden	Partner for 17 years; Admitted in 1978; Financial Restructuring Department	22.80	\$735.00	\$16,758.00
Charles Gores	Partner 23 years; Admitted in 1968; Corporate Department	1.00	\$550.00	\$550.00
Robin Green	Partner for 3 years; Admitted in 1988; Real Estate Department	0.90	\$450.00	\$405.00
Douglas Killip	Partner for 7 years; Admitted in 1988; Tax Department	26.00	\$500.00	\$13,000.00
Edward Lazarus	Partner; Admitted in 1994; Litigation Department	1.80	\$550.00	\$990.00
Stuart LeBlang	Partner for 7 years; Admitted in 1990; Tax Department	3.90	\$595.00	\$2,320.50
Robert Pees	Partner for 9 years; Admitted in 1986; Litigation Department	185.50	\$525.00	\$97,387.50
Kim E. Ramsey	Partner for 13 years; Admitted in 1981; Corporate Department	818.20	\$450.00	\$368,190.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Total Billed Hours	Hourly Billing Rate	Total Compensation
Kim E. Ramsey	Partner for 13 years; Admitted in 1981; Corporate Department	133.10	\$500.00	\$66,550.00
Andrew Rossman	Partner for 2 years; Admitted in 1992; Litigation Department	0.80	\$450.00	\$360.00
Pat Ryan	Partner for 15 years; Admitted in 1982; Corporate Department	1.40	\$450.00	\$630.00
Pat Ryan	Partner for 15 years; Admitted in 1982; Corporate Department	1.10	\$500.00	\$550.00
Adrienne A. Scerbak	Partner for 1 year; Admitted in 1994; ERISA Department	1.50	\$435.00	\$652.50
Jose Villarreal	Partner for 18 years; Admitted in 1979; Litigation Department	2.80	\$500.00	\$1,400.00
David Zensky	Partner for 8 years; Admitted in 1988; Litigation Department	1.40	\$525.00	\$735.00
Ariane D. Austin	Senior Counsel for 3 years; Admitted in 1991; Litigation Department	745.50	\$425.00	\$316,837.50
Ariane D. Austin	Senior Counsel for 3 years; Admitted in 1991; Litigation Department	6.40	\$450.00	\$2,880.00
Patrick Cox	Counsel for 2 years; Admitted in 1997; Tax Department	64.70	\$390.00	\$25,233.00
Patrick Cox	Counsel for 2 years; Admitted in 1997; Tax Department	48.20	\$400.00	\$19,280.00
Ruth Klarman	Senior Counsel for 15 years; Admitted in 1976; Corporate Department	12.40	\$450.00	\$5,580.00
Rachel Helyar	Counsel for 2 years; Admitted in 1997; Litigation Department	0.50	\$360.00	\$180.00
Mitchell Hurley	Counsel for 2 years; Admitted in 1981; Litigation Department	4.40	\$350.00	\$1,540.00
Steven Jordan	Counsel for 1 year; Admitted in 1995; Tax Department	1.55	\$365.00	\$565.75
Laurent Pavageau	Counsel for 2 years; Admitted in 1996; Tax Department	0.80	\$390.00	\$312.00
Rajat Shah	Counsel for 2 years; Admitted in 1997; Corporate Department	10.20	\$300.00	\$3,060.00
David Simonds	Counsel for 1 year; Admitted in 1993; Financial Restructuring Department	5.20	\$375.00	\$1,950.00
Bruce Simonetti	Counsel for 3 years; Admitted in 1994; ERISA Department	4.00	\$355.00	\$1,420.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Total Billed Hours	Hourly Billing Rate	Total Compensation
Bruce Simonetti	Counsel for 3 years; Admitted in 1994; ERISA Department	49.50	\$425.00	\$21,037.50
Bruce Simonetti	Counsel for 3 years; Admitted in 1994; ERISA Department	8.50	\$435.00	\$3,697.50
Michael Small	Senior Counsel for 2 years; Admitted in 1988; Litigation Department	26.40	\$475.00	\$12,540.00
Lynda Stadler	Counsel for 2 years; Admitted in 1996; ERISA Department	192.20	\$350.00	\$67,270.00
Lynda Stadler	Counsel for 2 years; Admitted in 1996; ERISA Department	31.20	\$390.00	\$12,168.00
Robert Stark	Counsel for 2 years; Admitted in 1996; Financial Restructuring Group	44.60	\$375.00	\$16,725.00
Robert Stark	Counsel for 3 years; Admitted in 1996; Financial Restructuring Group	1,155.80	\$400.00	\$462,320.00
Robert Stark	Counsel for 3 years; Admitted in 1996; Financial Restructuring Group	292.65	\$450.00	\$131,692.50
Jeff Anapolsky	Associate for 1 year; Admitted in 2000; Financial Restructuring Department	3.60	\$200.00	\$720.00
Carlos Bermudez	Associate for 1 year; Admitted in 2002, Corporate Department	6.00	\$200.00	\$1,200.00
John W. Berry	Associate for 4 years; Admitted in 1999; Litigation Department	127.60	\$305.00	\$38,918.00
James Chou	Associate for 6 years; Admitted in 1996; Litigation Department	31.20	\$350.00	\$10,920.00
Ken Davis	Associate for 6 years; Admitted in 1996; Financial Restructuring Department	15.30	\$320.00	\$4,896.00
Vincenzo DeLeo	Associate for 4 years; Admitted in 1998; Litigation Department	8.75	\$305.00	\$2,668.75
Christine Doniak	Staff Attorney for 2 years; Admitted in 1998; Litigation Department	47.80	\$175.00	\$8,365.00
Priscilla Ferguson	Associate for 3 years; Admitted in 1999; Intellectual Property Group	54.80	\$250.00	\$13,700.00
Randall Gartin	Associate for 1 year; Admitted in 2001, Financial Restructuring Department	21.20	\$200.00	\$4,240.00
Nava Hazan	Associate for 3 years; Admitted in 2000; Financial Restructuring Group	31.80	\$280.00	\$8,904.00
Allan Hill	Associate for 1 year; Not Admitted; Financial Restructuring Department	1.60	\$245.00	\$392.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Total Billed Hours	Hourly Billing Rate	Total Compensation
Rebecca Johah	Associate for 2 years; Admitted in 2001; Financial Restructuring Department	35.60	\$200.00	\$7,120.00
Blossom Kan	Associate for 4 years; Admitted in 1998; Litigation Department	14.50	\$305.00	\$4,422.50
Dan Keene	Associate for 3 years; Admitted in 1999; Intellectual Property Department	266.50	\$250.00	\$66,625.00
Brian Kilmer	Associate for 4 years; Admitted in 1999; Financial Restructuring Department	12.00	\$375.00	\$4,500.00
Matthew I. Kramer	Associate for 3 years; Admitted in 1999; Financial Restructuring Department	30.80	\$275.00	\$8,470.00
Matthew I. Kramer	Associate for 3 years; Admitted in 1999; Financial Restructuring Department	392.70	\$320.00	\$125,664.00
Seth Lebowitz	Associate for 6 years; Admitted in 1997; Tax Department	29.60	\$360.00	\$10,656.00
Julia S. Marx	Associate for 7 years; Admitted in 1994; Real Estate Department	0.50	\$325.00	\$162.50
Merri H. McCoy	Associate for 12 years; Admitted in 1990; Real Estate Department	64.50	\$325.00	\$20,962.50
Jennifer Munzel	Associate for 4 years; Admitted in 1997; Corporate Department	1.70	\$275.00	\$467.50
Jennifer Munzel	Associate for 4 years; Admitted in 1997; Corporate Department	564.40	\$300.00	\$169,320.00
Jennifer Munzel	Associate for 4 years; Admitted in 1997; Corporate Department	10.40	\$325.00	\$3,380.00
Nina Niejahr	Associate for 12 years; Admitted in 1995 (Belgium); Public Law & Policy Department	11.50	\$300.00	\$3,450.00
Sarah Paxson	Associate for 1 year; Admitted in 2001; Intellectual Property Department	14.00	\$200.00	\$2,800.00
Charles Riely	Associate for 1 year; Admitted in 2002; Litigation Department	255.30	\$230.00	\$58,719.00
Charles Riely	Associate for 1 year; Admitted in 2002; Litigation Department	39.30	\$250.00	\$9,825.00
Shuba Satyaprasad	Associate for 3 years; Admitted in 1998; Financial Restructuring Department	61.20	\$280.00	\$17,136.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Total Billed Hours	Hourly Billing Rate	Total Compensation
Jena Tarleton	Associate for 3 years; Admitted in 1999; Litigation Department	189.70	\$280.00	\$53,116.00
Kerry Thompson	Associate for 1 years; Admitted in 2003; Financial Restructuring Department	46.20	\$230.00	\$10,626.00
Kerry Thompson	Associate for 1 years; Admitted in 2003; Financial Restructuring Department	98.00	\$245.00	\$24,010.00
Kerry Thompson	Associate for 1 years; Admitted in 2003; Financial Restructuring Department	161.90	\$275.00	\$44,522.50
Daniel Vira	Associate for 4 years; Admitted in 1998; ERISA Department	38.80	\$270.00	\$10,476.00
Daniel Vira	Associate for 4 years; Admitted in 1998; ERISA Department	142.50	\$305.00	\$43,462.50
Sara Wahl	Associate for 3 years; Admitted in 2000; Financial Restructuring Department	29.90	\$230.00	\$6,877.00
Kristen Gudewicz	Law Clerk; Third Year Law Student	16.10	\$150.00	\$2,415.00
Stacey Brock	Staff Attorney for 1 year; Admitted in 2000; Litigation Department	0.20	\$155.00	\$31.00
Desri Clark	Legal Assistant for 5 years; Corporate Department	339.50	\$100.00	\$33,950.00
Roberto Gonzalez	Legal Assistant for 2 years; Litigation Department	65.35	\$135.00	\$8,822.25
Roberto Gonzalez	Legal Assistant for 2 years; Litigation Department	16.50	\$145.00	\$2,392.50
Frank Grese	Legal Assistant for 1 year; Financial Restructuring Department	1.80	\$140.00	\$252.00
Frank Grese	Legal Assistant for 1 year; Financial Restructuring Department	4.50	\$150.00	\$675.00
Christina Jung	Legal Assistant for 3 years; Financial Restructuring Department	92.30	\$150.00	\$13,845.00
Christina Jung	Legal Assistant for 3 years; Financial Restructuring Department	10.60	\$160.00	\$1,696.00
Stacey Howell	Legal Assistant for 3 years; Corporate Department	2.50	\$125.00	\$312.50
Vicki Martin	Legal Assistant for 6 years; Financial Restructuring Department	9.80	\$140.00	\$1,372.00
Susan McCoy	Legal Assistant for 1 year; Litigation Department	8.00	\$70.00	\$560.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Total Billed Hours	Hourly Billing Rate	Total Compensation
Evelyn Munoz	Legal Assistant for 7 years; Financial Restructuring Department	71.50	\$150.00	\$10,725.00
Lisa Murphy	Legal Assistant for 14 years; Corporate Department	17.70	\$115.00	\$2,035.50
Cindy Nanton	Legal Assistant for 1 year; Litigation Department	9.00	\$70.00	\$630.00
Reginald Orcel	Legal Assistant for 3 years; Litigation Department	0.20	\$165.00	\$33.00
T. Randerson	Legal Assistant for 1 year; Litigation Department	3.00	\$140.00	\$420.00
Michael Robson	Legal Assistant for 1 year; Litigation Department	2.50	\$80.00	\$200.00
George Ruge	Legal Assistant for 19 years; Litigation Department	4.00	\$150.00	\$600.00
George Ruge	Legal Assistant for 19 years; Litigation Department	3.50	\$160.00	\$560.00
Peter J. Sprofera	Legal Assistant for 27 years; Financial Restructuring Department	153.70	\$165.00	\$25,360.50
Peter J. Sprofera	Legal Assistant for 27 years; Financial Restructuring Department	28.60	\$175.00	\$5,005.00
Darryl Thompson	Case Clerk for 2 years; Financial Restructuring Department	8.40	\$125.00	\$1,050.00
Vickee Turner	Legal Assistant for 2 years; Litigation Department	3.25	\$150.00	\$487.50
Linda Wilcox	Legal Assistant for 10 years; Real Estate Department	9.70	\$125.00	\$1,212.50
Azalia Wynter	Legal Assistant for 2 years; Litigation Department	8.00	\$150.00	\$1,200.00
TOTALS:		8,450.75		\$3,038,788.25

Total Amount of Fees: \$3,038,788.25
Total Number of Hours: 8,450.75
Blended Hourly Rate: \$359.59

**COMPENSATION BY PROJECT CATEGORY
FOR THE PERIOD
DECEMBER 17, 2001 THROUGH JUNE 3, 2003**

Project Category	Total Hours	Total Fees
General Case Administration	567.50	205,020.00
Akin Gump Fee Application/Monthly Billing Reports	266.50	57,643.00
Analysis of Other Professionals Fee Applications	143.80	47,191.00
Review of Schedules/Statements	44.60	14,294.00
Retention of Professionals	193.50	74,066.50
Creditors Committee Meetings	225.30	104,786.50
Court Hearings	220.50	87,246.50
Financial Reports and Analysis	35.20	16,662.50
Exit and DIP Financing	129.00	54,922.00
Executory Contracts/License Agreements	40.00	11,363.50
Claims Analysis/Claims Objections	49.40	16,096.00
Analysis of Pre-Petition Transactions	955.10	312,633.50
Analysis of Secured Claims/Adequate Protection	2,141.45	702,492.25
Lift Stay Litigation	8.70	2,755.50
General Adversary Proceedings	180.60	67,000.50
Tax Issues	112.75	47,411.75
Labor Issues/Employee Benefits	354.80	127,579.50
Real Estate Issues	67.70	22,941.00
Exclusivity	8.30	2,858.00
Plan and Disclosure Statement/Related Plan Documentation	1,296.45	580,287.50
Asset Sales/Business Liquidations	72.70	29,615.50
Travel (Billed at 50% of actual time)	52.85	19,660.00
Investigation of Accounting Irregularities	972.65	313,846.25
Prepetition Stock Repurchase Program	66.70	22,500.00
Analysis of Synthetic Leases	215.10	85,343.00
Avoidance Complaint	29.15	\$12,572.50
TOTAL	8,450.75	\$3,038,788.25

**HAYES LEMMERZ INTERNATIONAL, INC.
DISBURSEMENT SUMMARY
DECEMBER 17, 2001 THROUGH JUNE 3, 2003**

DISBURSEMENT	AMOUNT
Courier Service/Postage	\$3,235.47
Long Distance Telephone/Conference Calls	\$27,793.22
Duplicating/Third Party Duplicating	\$17,174.08
Facsimile	\$2,081.50
Filing Fees	%546.13
Meals/Committee Meeting Expenses	\$4,694.24
Miscellaneous	\$70.00
Secretarial Overtime	\$466.29
Trademark Service Fees	\$11,544.68
Travel Expenses	\$30,465.51
Washington Associate	\$1,938.65
Computerized Legal Research & Research Charges	\$74,134.88
Credit for Prior Expenses	(\$507.00)
TOTAL	\$173,637.65

**ATTACHMENT B
TO THE FEE APPLICATION
DECEMBER 5, 2001 THROUGH DECEMBER 17, 2001**

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
Daniel H. Golden	Partner for 17 years; Admitted in 1978; Financial Restructuring Department	30.20	\$615.00	\$18,573.00
Kim E. Ramsey	Partner for 13 years; Admitted in 1981; Corporate Department	30.80	\$450.00	\$13,860.00
Ariane D. Austin	Special Counsel for 3 years; Admitted in 1991; Litigation Department	5.20	\$380.00	\$1,976.00
Rajat Shah	Counsel for 2 years; Admitted in 1997m Corporate department	27.20	\$300.00	\$8,160.00
Robert Stark	Counsel for 3 years; Admitted in 1996; Financial Restructuring Department	59.70	\$375.00	\$22,387.50
Jamison A. Diehl	Associate for 2 years; Admitted in 2002i; Litigation Department	2.40	\$245.00	\$588.00
Matthew I. Kramer	Associate for 3 years; Admitted in 1999; Financial Restructuring Department	14.30	\$275.00	\$3,932.50
Jennifer Munzel	Associate for 4 years; Admitted in 1997; Corporate Department	17.50	\$275.00	\$4,812.50
Margo L. Figley	Legal Assistant 2 years; Litigation Department	0.75	\$125.00	\$93.75

Total Amount of Fees: \$75,625.75
Total Number of Hours: 191.55
Blended Hourly Rate: \$394.81

**COMPENSATION BY PROJECT CATEGORY
FOR THE PERIOD
DECEMBER 5, 2001 THROUGH DECEMBER 16,2001**

Project Category	Total Hours	Total Fees
General Case Administration	60.50	\$21,922.50
Creditors Committee Meetings	20.30	\$10,200.00
Court Hearings	4.10	\$1,537.50
DIP and Exit Financing	28.00	\$14,100.00
Analysis of Pre-Petition Transactions	74.35	\$26,372.75
Labor Issues/Employee benefits	3.00	\$1,065.00
Travel (billed at 50% of actual time)	1.30	\$357.50
TOTAL	191.55	\$75,625.75

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

**HAYES LEMMERZ INTERNATIONAL,
INC., et al.,**

Debtors.

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Chapter 11

Case No. 01-11490 (MFW)

Jointly Administered

**APPLICATION OF AKIN GUMP STRAUSS
HAUER & FELD LLP, CO-COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, FOR (I) FINAL ALLOWANCE
AND AWARD OF COMPENSATION AND FOR THE REIMBURSEMENT OF
EXPENSES FOR SERVICES RENDERED DURING THE PERIOD FROM
DECEMBER 17, 2001 TO JUNE 3, 2003 AND (II) FINAL ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES PURSUANT TO 11
U.S.C. § 503(B) FOR SERVICES RENDERED DURING THE PERIOD FROM
DECEMBER 5, 2001 TO DECEMBER 16, 2001**

**TO THE HONORABLE MARY F. WALRATH,
UNITED STATES BANKRUPTCY COURT JUDGE:**

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump” or “Applicant”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Hayes Lemmerz International, Inc. (“Hayes”) and its affiliated debtors and debtors-in-possession (collectively, with Hayes, the “Debtors”), for its application (the “Application”) pursuant to 11 U.S.C. §§ 330 and 503(b) for a final allowance and award of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents:

I. INTRODUCTION

1. By this Application, Akin Gump seeks (i) a final allowance and award of compensation for the professional services rendered by Akin Gump as co-counsel for the Committee for the period December 17, 2001 through June 3, 2003 (the “Compensation Period”) in the amount of \$3,038,788.25, representing 7,562.75 hours in professional services and 888.00 hours in law clerk and paraprofessional services; (ii) a final allowance and award for reimbursement of actual and necessary expenses incurred by Akin Gump during the Compensation Period in connection with the rendition of such professional services and paraprofessional services in the amount of \$173,637.65; and (iii) a final allowance of compensation and award of expenses pursuant to 11 U.S.C. § 503(b) for services rendered during the period from December 5, 2001 to December 16, 2001 (the “Pre-Committee Period”) in the amount of \$75,625.75.

2. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 330(a) and 503 and Federal Rules of Bankruptcy Procedure 2002(a) and 2016(a).

II. BACKGROUND

3. On December 5, 2001 (the “Petition Date”), the Debtors filed with this Court their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

4. On May 12, 2003, this Court entered its Findings of Fact, Conclusions of Law and Order Under 11 U.S.C. Section 1129 and Fed. R. Bankr. P. 3020 Confirming Modified First Amended Plan of Reorganization (the “Plan”). On June 3, 2003, the Plan went effective.

5. In September 2001, the Debtors commenced negotiations with an informal committee (the “Informal Committee”) comprised of certain holders of the Debtors’ 11.875% Senior Notes due 2006, the 11% Senior Subordinated Notes due 2006, the 9.125% Subordinated Notes due 2007, and the 8.25 % Senior Subordinated Notes due 2008 (collectively, the “Notes”) in an effort to reach a consensual restructuring of the Debtors’ debt obligations. Akin Gump served as counsel to the Informal Committee. The Informal Committee dissolved prior to the formation of the Creditors’ Committee.

6. On December 17, 2001 (the “Committee Formation Date”), pursuant to Bankruptcy Code Section 1102, the United States Trustee appointed the Committee consisting of seven members.¹ On the Committee Formation Date, the Committee selected Akin Gump to serve as its co-counsel pursuant to Bankruptcy Code Section 1103(a). On February 26, 2002, this Court entered an order approving the retention of Akin Gump nunc pro tunc to December 17, 2001.

¹ On the Effective Date the Committee was comprised of the following six members: ALCOA, Industrial Systems Associates, Inc., National Steel Corporation, HSBC Bank USA, US Bank & Trust National Association, and Wells Fargo Bank Minnesota, National Association.

7. Except with respect to the receipt of payment for services rendered prepetition to the Informal Committee, Applicant has not received any payment, nor has it received any promises of payment, from any source for services rendered in connection with these cases. Applicant has not entered into any agreement or understanding with any other person (other than members of Akin Gump) for the sharing of compensation to be received for the services rendered in these cases.

8. Akin Gump is also seeking, pursuant to Section 503(b) of the Bankruptcy Code, approval of compensation and expenses for the period between the Petition Date and the Committee Formation Date.

9. As stated in the Affirmation of David H. Botter, Esq., annexed hereto as Exhibit "A," all of the services for which final allowance of compensation is sought herein were rendered for or on behalf of the Committee, or, in connection with the services rendered between the Petition Date and the Committee Formation Date, the constituencies represented by the Committee, solely in connection with these cases.

10. Pursuant to the terms of the Administrative Fee Order, Akin Gump filed its First Application for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered during the Period December 17, 2001 through February 28, 2002, in the amounts of \$725,171.00 for fees and \$23,123.73 for expenses incurred during that time period (the "First Interim Fee Application"); Second Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period March 1, 2002 through March

27, 2002 in the amounts of \$331,314.50 for fees and \$23,123.73 for expenses incurred during that time period (the “Second Interim Fee Application”); Third Application for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered during the Period March 28, 2002 through April 30, 2002 in the amount of \$241,658.00 for fees and \$22,244.93 for expenses incurred during that time period (the “Third Interim Fee Application”); Fourth Application for Interim Allowance of Compensation and Reimbursement of Expenses for Services rendered during the Period May 1, 2002 through May 31, 2002 in the amounts of \$149,909.75 for fees and \$14,177.07 for expenses incurred during that time period (the “Fourth Interim Fee Application”); Fifth Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period June 1, 2002 through June 30, 2002 in the amounts of \$79,661.50 for fees and \$594.57 for expenses incurred during that time period (the “Fifth Interim Fee Application”); Sixth Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period July 1, 2002 through July 31, 2002 in the amounts of \$61,086.00 for fees and \$5,055.34 for expenses incurred during that time period (the “Sixth Interim Fee Application”); Seventh Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period August 1, 2002 through August 31, 2002 in the amounts of \$119,114.50 for fees and \$4,818.49 for expenses incurred during that time period (the “Seventh Interim Fee Application”); Eighth Application for Interim Allowance of

Compensation and for Reimbursement of Expenses for Services Rendered during the Period September 1, 2002 through September 30, 2002 in the amounts of \$205,268.00 for fees and \$3,109.14 for expenses incurred during that time period (the “Eighth Interim Fee Application”); Ninth Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period October 1, 2002 through October 31, 2002 in the amounts of \$222,723.50 for fees and \$10,516.03 for expense incurred during that time period (the “Ninth Interim fee Application”); Tenth Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period November 1, 2002 through November 30, 2002 in the amounts of \$221,195.25 for fees and \$14,228.95 for expenses incurred during that time period (the “Tenth Interim Fee Application”); Eleventh Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period December 1, 2002 through December 31, 2002 in the amounts of \$180,994.50 for fees and \$15,430.87 for expenses incurred during that time period (the “Eleventh Interim Fee Application”); Twelfth Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period January 1, 2003 through January 31, 2003 in the amounts of \$121,088.00 for fees and \$6,485.14 for expenses incurred during that time period (the “Twelfth Interim Fee Application”); Thirteenth Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period February 1, 2003

through February 28, 2003 in the amounts of \$135,821.50 for fees and \$20,128.11 for expenses incurred during that time period (the “Thirteenth Interim Fee Application”); Fourteenth Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period March 1, 2003 through March 31, 2003 in the amounts of \$106,259.75 for fees and \$5,799.50 for expenses incurred during that time period (the “Fourteenth Interim Fee Application”); Fifteenth Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period April 1, 2003 through April 30, 2003 in the amounts of \$45,479.00 for fees and \$6,074.59 for expenses incurred during that time period (the “Fifteenth Interim Fee Application”); and Sixteenth Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period May 1, 2003 through June 3, 2003 in the amounts of \$79,441.00 for fees and \$6,669.26 for expenses incurred during that time period (the “Sixteenth Interim Fee Application”) (collectively the “Akin Gump’s Interim Fee Applications”).

11. In addition, Akin Gump has filed its First Interim Fee Request with respect to the First Interim Fee Application and the Second Interim Fee Application, and Akin Gump has filed its Second Interim Fee Request with respect to the Third Interim Fee Application, the Fourth Interim Fee Application, the Fifth Interim Fee Application, the Sixth Interim Fee Application, the Seventh Interim Fee Application, and the Eighth Interim Fee Application (collectively, “Akin Gump’s Interim Fee

Requests”). This Court has entered orders approving Akin Gump’s Interim Fee Requests. Pursuant to orders entered by this Court, Akin Gump has received payment of the fees requested and the expenses requested in its First Interim Fee Application, Second Interim Fee Application, Third Interim Fee Application, Fourth Interim Fee Application, Fifth Interim Fee Application, Sixth Interim Fee Application, Seventh Interim Fee Application, the Eighth Interim Fee Application and the Ninth Interim Fee Application. Pursuant to the Administrative Fee Order, Akin Gump has received 80% of the fees requested and 100% of the expenses requested in its Tenth Interim Fee Application, Eleventh Interim Fee Application, Twelfth Interim Fee Application, Thirteenth Interim Fee Application, Fourteenth Interim Fee Application, Fifteenth Interim Fee Application and Sixteenth Interim Fee Application.

III. SUMMARY OF SERVICES RENDERED

12. Since December 17, 2001, Akin Gump has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the Debtors’ unsecured creditors. The variety and complexity of these cases and the need to act or respond on an expedited basis in furtherance of the Committee’s needs have required the expenditure of substantial time by personnel from several legal disciplines, on an as-needed basis.

13. Akin Gump maintained written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Committee. Such time records were made contemporaneously with the rendition of

services by the person rendering such services and in the ordinary course of Akin Gump's practice, and are presented in a form which is in compliance with the Local Rules for the District of Delaware. The time records for Akin Gump's Interim Fee Applications are too voluminous to be filed electronically and, thus, are not attached hereto. However, Akin Gump will serve a copy of this Application upon the Debtors, the counsel to the Debtors' secured lenders and the Office of the United States Trustee with all time records attached thereto. Akin Gump will make such time records available to any party-in-interest upon request.

14. Akin Gump also maintained records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are also available for inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested is annexed hereto as Exhibit "B."

15. Akin Gump respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly contributed to the effective administration of these cases.

16. The following summary of services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in time records referred to above. Rather, it is merely an attempt to highlight certain of those areas in which services were rendered to the

Committee, as well as to identify some of the problems and issues that Akin Gump was required to address.

(i) Case Administration

17. At the request of the Committee, Akin Gump assisted in or took the lead in analyzing all motions filed by the Debtors and third parties and advised the Committee on its own initiatives and directions for the cases. In addition, Akin Gump coordinated all Committee activities, including attending to member issues and interacting with the Committee's co-chairs in setting agendas for Committee meetings and conference calls. Akin Gump worked with the Committee's financial advisor, Chanin Capital Partners, in connection with business, financial and legal issues facing the Committee.

18. Akin Gump reviewed, analyzed and apprised the Committee of all pleadings filed by the Debtors and other parties in interest with this Court in these cases. Due to Akin Gump's experience in counseling creditors' committees, Akin Gump believes it was able to efficiently address all issues relating to case administration that have arisen during the pendency of these cases.

(ii) Monitoring Professional Fees

19. During the Compensation Period, Akin Gump assisted the Committee in fulfilling its statutory duty by closely reviewing all applications filed by various estate professionals for the payment of compensation and reimbursement of expenses.

(iii) Committee Meetings and Other Meetings with Professionals

20. During the Compensation Period, Akin Gump had numerous telephonic conferences with the Debtors and their professionals and with various third parties and their professionals to discuss and address material issues relating to the Debtors' Chapter 11 cases. Prior to its meetings with the Committee, Akin Gump reviewed each pending matter requiring the Committee's attention and all underlying documentation in connection therewith. Thereafter, Akin Gump discussed each of these matters with the full Committee, as well as individual Committee members, and assisted the Committee in formulating a position thereon. In addition, Akin Gump prepared memoranda to the Committee during the Compensation Period discussing the status of important matters in these proceedings.

21. Through the meetings, telephone conferences and correspondence, Akin Gump assisted the Committee in fulfilling its statutory duties to make informed decisions regarding the various issues which have arisen in these cases, to monitor closely the Debtors' management of these proceedings, and to reach independent conclusions on the merits of specific matters, as well as regarding the prospects of reorganization.

(iv) Court Hearings

22. Akin Gump attorneys appeared at hearings before the Court and actively asserted the Committee's position at such hearings. Akin Gump's advocacy on behalf of the Committee in hearings before the Court is discussed more specifically

below in the descriptions of some of the specific areas of these cases that required Akin Gump's attention.

(v) Due Diligence and Examination of Bank Liens

23. Akin Gump expended considerable time conducting necessary due diligence on the Debtors. Among other things, Akin Gump closely reviewed the Debtors' pre-petition books, records, transactions and operations. Akin Gump professionals reviewed thousands of pages of documents produced by the Debtors and CIBC in response to broad due diligence requests. Akin Gump also spent hours on the telephone and attending in person meetings with the Debtors' professionals and management discussing the Debtors' business operations, financial and other legal and business relationships, the causes of the Debtors' financial issues and assets of the Chapter 11 estates.

24. This task required the expertise of Akin Gump professionals of various disciplines, including financial restructuring, litigation, corporate, intellectual property, real estate, and employee benefits. Additionally, the task was made that much more time consuming by two case-specific factors. First, starting in August 2001, the Debtors replaced most of their senior management team, meaning that few of the Debtors' employees had first-hand knowledge of many of the transactions and business relationships that were established in the years preceding the Petition Date. Second, the Debtors were not able to locate copies of many of the documents critical to

the Committee's due diligence. As a result, much of the Committee's due diligence was an exercise in "piecing together" important facts.

25. Akin Gump also spent considerable time examining the facts and law applicable to the Committee's determination as to whether grounds existed for challenging any pre-petition transfers of, among other things, security interests to CIBC on behalf of certain pre-petition purportedly secured lenders (the "Pre-Petition Banks"). This work was conducted on an expedited basis. Pursuant to the Court's Final Order Authorizing the Debtors to Enter into Post-Petition Financing Agreement and Obtain Post-Petition Financing and Provide Adequate Protection and Granting Liens, Security Interests and Superpriority Liens, entered by this Court on January 28, 2002, the Committee had a finite period of time to examine whether grounds existed to avoid, among other things, liens conveyed to CIBC that purportedly secure the claims asserted by the Pre-Petition Banks. Akin Gump's work in connection with its analysis of the liens and security interests of the Pre-Petition Banks led directly to the settlements that were embodied in the Plan.

(vi) Employee Benefits Issues

26. On the Petition Date, the Debtors filed a motion for authorization to continue, on a post-petition basis, certain pre-petition employee benefits programs (the "Employee Obligation Motion"). Prior to the Compensation Period, the Debtors also filed a motion for authorization to implement a "Critical Employee Retention Program," which included substantial retention and incentive bonuses for employees,

as well as authorization to assume a number of senior executive employment agreements (the “CERP Motion”).

27. Akin Gump, in conjunction with the Committee’s financial advisor, reviewed and performed extensive analyses on the Debtors’ Employee Obligation Motion and CERP Motion. Akin Gump had telephonic conferences with the Debtors and their professionals to address the Committee’s concerns with respect to the same. Through these negotiations, Akin Gump was able to negotiate important changes to the Employee Obligation Motion and the CERP Motion.

(vii) Asset Sales

28. During the Compensation Period, Akin Gump conducted diligence on many of the Debtors’ asset purchases, including the purchase of Wheland Foundry, LLC (“Wheland”). Once the Committee consented to the Wheland transaction, Akin Gump oversaw consummation of the transaction, including the review of the relevant asset purchase agreement and attendant documents.

(viii) Investigation of Accounting Irregularities

29. During the Compensation Period, Akin Gump continued its extensive examination of the Debtors’ reported accounting irregularities. As part of its investigation, Akin Gump reviewed thousands of pages of documents bearing on the reasons for the Debtors’ historic accounting irregularities. Akin Gump’s investigation was focused on, among other things, identifying who was responsible for and who bore liability to the estates because of the Debtors’ accounting irregularities and, in turn, the

Debtors' financial collapse. This examination included an analysis of the Debtors' insurance policies and an effort to prevent unnecessary dissipation of policy proceeds.

(ix) Adversary Proceedings

30. During the Compensation Period, Akin Gump prepared and successfully prosecuted motions to intervene in certain adversary proceedings filed in the Debtors' Chapter 11 cases. Akin Gump also jointly prepared objection papers to, and opposed in Court, a motion filed by certain creditors seeking Rule 2004 discovery to assist them in prosecuting an unrelated civil suit pending before a different court, which motion ultimately was denied by this Court.

(x) Plan and Disclosure Statement

31. Akin Gump performed extensive work in connection with the formulation of the Plan and related disclosure statement (the "Disclosure Statement"). Akin Gump was active in reviewing the Debtors' drafts of the Plan and Disclosure Statement, providing comments to the Debtors and negotiating key terms of the Plan throughout the pendency of these cases. Akin Gump participated in significant negotiations with the Debtors over many provisions of the Plan and drafted certain of the Plan documents, including the Liquidating Trust Agreement. On May 12, 2003, this Court entered an order confirming the Plan. The Plan went effective on June 3, 2003. In addition, Akin Gump attended the hearings with respect to confirmation of the Plan and participated in all discussions regarding Plan objections and resolution of same.

IV. FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

32. The factors to be considered in awarding attorneys fees have been enumerated in In re First Colonial Corporation of America, 544 F.2d 1291, 1298-99 (5th Cir. 1977), reh'g denied, 547 F.2d 573, cert. denied, 431 U.S. 904, which standards have been adopted by most courts. Akin Gump respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

(A) The Time and Labor Required. The professional services rendered by Akin Gump on behalf of the Committee have required the continuous expenditure of substantial time and effort, under significant time pressures. The services rendered required a high degree of professional competence and expertise in order to be administered with skill and dispatch.

(B) The Novelty and Difficulty of Questions. In this case, as in all others in which the firm is involved, Akin Gump's effective advocacy and creative approach have helped clarify and resolve such issues.

(C) The Skill Requisite to Perform the Legal Services Properly. Akin Gump believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Akin Gump's practice, and its creative approach to the resolution of issues will contribute to the maximization of distributions to the Debtors' unsecured creditors.

- (D) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Akin Gump's insolvency department, Akin Gump's representation of the Committee has not precluded its acceptance of new clients.
- (E) The Customary Fee. The fee sought herein is based upon Akin Gump's normal hourly rates for services of this kind. Akin Gump respectfully submits that the fee sought herein is not unusual given the magnitude and complexity of these cases and the time expended in attending to the representation of the Committee, and is commensurate with fees Akin Gump has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.
- (F) Whether the Fee is Fixed or Contingent. Pursuant to sections 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under section 327 of the Code are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained.
- (G) Time Limitations Imposed by Client or Other Circumstances. As already indicated, Akin Gump has been required to attend to certain issues arising in these cases in a compressed and urgent time-frame.
- (H) The Amount Involved and Results Obtained. Through the efforts of Akin Gump, the Committee has been an active participant in these

Chapter 11 cases, and its constructive assistance, as well as criticism, has greatly contributed to enhancement of the recoveries available to the Debtors' creditors and to the efficient administration of these cases.

(I) The Experience, Reputation and Ability of the Attorneys. Akin Gump has a large and sophisticated financial restructuring practice and is playing and has played a major role in numerous cases of national import including, for example, the reorganization proceedings of Carmike Cinemas, Inc., Polaroid Corporation, The LTV Corporation, OpTel, Inc., Pillowtex Corporation, Scott Cable Communications, Inc., Genesis Health Ventures, Inc., and Golden Books Publishing Company, Inc. Akin Gump's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Akin Gump has called upon the expertise of its partners and associates in other practice areas to perform the wide ranging scope of the legal work necessitated by these cases.

(J) The "Undesirability" of the Case. These cases are not undesirable.

(K) Nature and Length of Professional Relationship. Akin Gump was selected as counsel to the Committee on December 17, 2001. The Court entered an order on February 26, 2002 authorizing the, nunc pro tunc, employment and retention of Akin Gump to December 17, 2001. Akin Gump has been rendering services continuously to the Committee since

December 17, 2001 and continuing through the Compensation Period, as necessary and appropriate.

V. ALLOWANCE OF COMPENSATION

33. The professional services rendered by Akin Gump required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically, and the results obtained to date have benefited not only the members of the Committee, but also the unsecured creditor body as a whole and the Debtors' estates.

34. With respect to the level of compensation, 11 U.S.C. § 330(a)(1) provides, in pertinent part, that the Court may award to a professional person:

reasonable compensation for actual, necessary services rendered ...

Section 330(a)(3)(A), in turn, provides 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(a)(3)(A). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

35. The total time spent by Akin Gump attorneys and paraprofessionals during the entire Compensation Period was 8,450.75 hours. The work involved was carefully assigned in light of the experience and expertise required for a particular task. Daniel Golden led the engagement for the Committee and was assisted by David Botter, Robert Stark and Kerry Thompson from Akin Gump's financial restructuring department. Corporate attorney Kimberly Ramsey spearheaded all of the corporate work for the Committee. Finally, Robert Pees and Ariane Austin, from Akin Gump's litigation department represented the Committee in connection with many of the contested matters in these cases. Akin Gump submits that such efficient staffing resulted in an economical and consistent representation of the Committee.

VI. ALLOWANCE OF COMPENSATION FOR PRE-COMMITTEE FEES AND EXPENSES

36. Akin Gump is also seeking final allowance for \$75,625.75 in fees pursuant to Section 503(b) of the Bankruptcy Code for services rendered during the Pre-Committee Period.

37. Section 503(b) of the Bankruptcy Code authorizes the Court, after notice and a hearing to allow as administrative expenses (i) “the actual necessary expenses...incurred by” an unofficial committee “in making a substantial contribution in a case under” Chapter 11 of the Bankruptcy Code, (ii) “reasonable compensation for professional services rendered by an attorney... of any [unofficial committee] whose expenses is allowable under [Section 503(b)(3)(D)], based on the time, the nature, the extent, and the value of such services, and the cost of comparable services other than in a case under [the Bankruptcy Code], and (iii) reimbursement for actual, necessary expenses incurred by such attorney,” 11 U.S.C. §503(b)(3)(D)(4); 11 U.S.C. §503(b)(4).

38. Under Section 503(b), an applicant must establish by a preponderance of the evidence that the services it rendered for which it seeks compensation provided a substantial benefit to the estate. Michael Q. Lebron, Michael C. Lebron and Anthony Lebron v. Mechem Financial, Inc., 27 F.3d 937 (3rd Cir. 1994); In re U.S. Lines Inc., 103 B.R. 427, 429 (Bankr. S.D.N.Y. 1989), aff’d 1991 WL 67464 (S.D.N.Y. 1991); see In re McLean Industries, Inc., 88 B.R. 36, 38 (Bankr. S.D.N.Y. 1988); In re Jack Winter Apparel, Inc., 119 B.R. 619, 622 (E.D. Wis. 1990); In re Hanson Industries, Inc., 90 B.R. 405, 409 (Bankr. D. Minn. 1988); In D.W.G..K. Restaurants, Inc., 89 B.R. 684, 689 (Bankr. S.D. Cal. 1988).

39. Although the Bankruptcy Code does not define the term “substantial contribution,” courts have found that an applicant satisfies the substantial contribution

test when it has provided “actual and demonstrable benefit to the debtor’s estate, its creditors, and to the extent relevant, the debtor’s shareholders.” Michael Q. Lebron, 27 F.3d at 937; U.S. Lines, 103 B.R. at 429; see In re Richton International Corp., 15 B.R. 854, 856 (Bankr. S.D.N.Y. 1981) (“[s]ervices which substantially contribute to a case are those which foster and enhance, rather than retard or interrupt the progress of reorganization”).

40. Factors that courts have considered in determining whether an applicant has made a substantial contribution in a Chapter 11 case include whether the services (a) were provided to benefit the estate itself or all the parties in the bankruptcy case, (b) conferred a direct, significant, and demonstrably positive benefit upon the estate, and (c) were duplicative of services performed by others. See In re FRG, Inc., 124 B.R. 653, 658 (Bankr. E.D. Pa. 1991); In re Buttes Gas & Oil Co., 112 B.R. 191, 194 (Bankr. S.D. Tex. 1989).

41. Akin Gump’s representation of the interests of unsecured creditors during the Pre-Committee Period satisfies these factors. The unsecured creditors’ interest were represented and protected by Akin Gump in connection with the important relief requested by the Debtors in the first day motions and the hearings held regarding same. The work performed by Akin Gump directly benefited the Debtors’ estates and all unsecured creditors because, among other things, Akin Gump facilitated negotiations among the various parties in interest and, upon the formation of the Committee, Akin Gump was able to immediately advise the Committee on the

Debtors, their history and their pre- and post- Petition Date restructuring activities. Such knowledge was the foundation to formulating a strategy to protect the interests of unsecured creditors throughout the Debtors' Chapter 11 cases. Moreover, the majority of the work performed by Akin Gump during the Pre-Committee Period was work that the Committee and its counsel would have been required to do anyway in accordance with their fiduciary duties to unsecured creditors and, thus, does not represent additional expenditures by the Debtors' estates, but simply performance of the Committee's duties in a manner consistent with the Committee's need to become apprised of important case issues on a timely basis.

42. The total time spent by Akin Gump professional during the Pre-Committee Period was 191.55 hours. The work involved and, thus, the time expended was carefully assigned in light of the experience and expertise required for a particular task. Annexed hereto as Exhibit C" are the time records for the services rendered during the Pre-Committee Period. As shown by this Application and supporting documents, Akin Gump spent its time economically and without unnecessary duplication of time in all matters in these cases.

VII. CONCLUSION

43. As shown by this application and supporting documents, Akin Gump spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit "D" is a schedule of the hours expended by the attorneys, law clerks and paraprofessionals during the entire Compensation Period, their normal

hourly rates and the value of their services. Attached hereto as Exhibit "E" is a schedule of the hours expended by the attorneys and legal assistants during the Pre-Committee Period. In addition, Akin Gump incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the sum of \$173,418.35 for which Akin Gump respectfully requests reimbursement in full.

44. The disbursements and expenses have been incurred in accordance with Akin Gump's normal practice of charging clients for expenses clearly related to and required by particular matters. Akin Gump has endeavored to minimize these expenses to the fullest extent possible.

45. Akin Gump's billing rates do not include charges for photocopying, telephone and telecopier toll charges, computerized research, travel expenses, "working meals," secretarial overtime, postage and certain other office services, since the needs of each client for such services differ. Akin Gump believes that it is fairest to charge each client only for the services actually used in performing services for it. In these proceedings, Akin Gump charges \$.15 per page for internal duplicating and \$.25 per page for outgoing facsimile transmissions. Akin Gump does not charge for incoming facsimile transmissions.

46. No agreement or understanding exists between Akin Gump and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

47. No prior application has been made in this or in any other Court for the relief requested herein for the Compensation Period.

WHEREFORE, Akin Gump respectfully requests that this Court enter an order:

(a) approving and awarding the allowance of \$3,038,788.25 for compensation for professional services rendered to the Committee during the period December 17, 2001 through and including June 3, 2003;

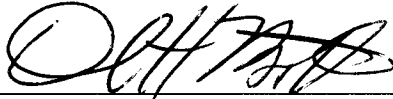
(b) approving and awarding the reimbursement of Akin Gump's out-of-pocket expenses incurred in connection with the rendering of such services during the period December 17, 2001 through and including June 3, 2003 in the amount of \$173,637.65;

(c) approving and awarding, pursuant to Section 503(b) of the Bankruptcy Code, compensation for services rendered to the Committee during the Pre-Committee period in the amount of \$75,625.75; and

(d) granting such other and further relief as this Court may deem just and proper. .

Dated: New York, New York
August 1, 2003

**AKIN GUMP STRAUSS HAUER
& FELD LLP**

By: 

David H. Botter
A Member of the Firm
590 Madison Avenue
New York, New York 10022-2524
(212) 872-1000
Co-Counsel to the Official Committee of
Unsecured Creditors