

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

| | | |
|---------------------------|---|------------------------|
| In re: |) | |
| |) | |
| LERNOUT & HAUSPIE SPEECH |) | Chapter 11 |
| PRODUCTS N.V., |) | Case No. 00-4397 (JHW) |
| Debtor |) | |
| |) | |
| In re: |) | |
| |) | |
| DICTAPHONE CORPORATION, |) | Chapter 11 |
| Debtor |) | Case No. 00-4398 (JHW) |
| |) | |
| In re: |) | |
| |) | |
| L&H HOLDINGS (USA), INC., |) | Chapter 11 |
| Debtor |) | Case No. 00-4399 (JHW) |
| |) | |
| |) | |

**AMENDED EIGHTEENTH AND FINAL FEE APPLICATION OF BROMBERG &
SUNSTEIN, LLP AS SPECIAL COUNSEL FOR THE DEBTORS FOR (I) INTERIM
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED ON BEHALF
OF THE DEBTORS FOR THE PERIOD AUGUST 1, 2002, THROUGH JANUARY 24,
2003, AND (II) FINAL ALLOWANCE OF COMPENSATION AND FOR
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
NOVEMBER 29, 2000, THROUGH JANUARY 24, 2003**

| | |
|--|---|
| Name of Applicant: | Bromberg & Sunstein, LLP |
| Authorized to Provide Professional Services to: | Debtors |
| Date of Retention As Special Counsel: | March 29, 2001 (<i>nunc pro tunc</i> to November 29, 2000) |
| Period for which compensation and reimbursement is sought: | Interim Compensation for the Period August 1, 2002, through and including January 24, 2003 (the "Interim Application Period") Final Compensation for the Period November 29, 2000, through and including |

January 24, 2003 (the "Final Application Period")

Amount of interim compensation sought as actual, reasonable, and necessary: **\$10,892.50**

Amount of interim reimbursement sought as actual, reasonable and necessary **\$990.69**

Amount of final compensation sought as actual, reasonable, and necessary: **\$487,926.50**

Amount of final reimbursement sought as actual, reasonable and necessary **\$279,266.73**

This is an ___ interim application final application

There are 30.5 hours represented in the preparation and filing of Bromberg & Sunstein's Final Fee Application, which covers the period from November 29, 2000, to January 24, 2003. Bromberg & Sunstein is seeking compensation for fees associated with this work in the amount of \$7,197.00.

Following is information regarding each prior application filed by Bromberg & Sunstein LLP:

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------------------|-------------------|----------------|--------------------|--------------------------|-------------------|
| 04/30/01 D.I. #655 | 11/29/00-3/31/01 | \$94,733.50 | \$44,434.76 | \$94,733.50 | \$44,434.76 |
| 06/04/01 D.I. #817 | 04/01/01-04/30/01 | \$61,493.00 | \$55,106.68 | \$55,493.00 ¹ | \$55,106.68 |
| 06/26/01 D.I. #918 | 05/01/01-05/31/01 | \$58,504.00 | \$46,639.79 | \$58,356.00 ² | \$46,639.79 |
| 07/25/01 D.I. #1021 | 06/01/01-06/30/01 | \$78,780.00 | \$37,249.18 | \$78,780.00 | \$37,249.18 |
| 08/24/01 D.I. #1100 | 07/01/01-07/31/01 | \$32,453.50 | \$28,450.60 | \$32,453.00 | \$28,450.60 |
| 09/28/01 D.I. #1345 | 08/01/01-08/31/01 | \$42,061.00 | \$11,664.81 | \$42,061.00 | \$11,664.81 |

¹ In its Order, dated March 1, 2002, (D.I. # 2277) the Court reduced Bromberg & Sunstein's fees for the Period April 1, 2001, through April 30, 2001, by \$6,000.00.

² In its Order, dated March 1, 2002, (D.I. # 2277) the Court reduced Bromberg & Sunstein's fees for the Period May 1, 2001, through May 31, 2001, by \$148, based on an accounting error in Bromberg & Sunstein's Third Interim Fee Application. Bromberg & Sunstein recognizes this error and agrees with the Court's reduction of fees by \$148.

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|-------------------------------------|-------------------|----------------|--------------------|---|-------------------|
| 10/31/01 D.I. #1562 | 09/01/01-09/30/01 | \$44,431.50 | \$18,040.64 | \$34,431.50 ³ | \$18,040.64 |
| 11/28/01 D.I. #1676 | 10/01/01-10/31/01 | \$14,637.50 | \$18,395.13 | \$14,637.50 | \$18,395.13 |
| 12/31/01 D.I. #1875 | 11/01/01-11/30/01 | \$10,231.00 | \$7,818.58 | \$10,231.00 | \$7,818.58 |
| 01/28/02 D.I. #1993 | 12/01/01-12/31/01 | \$9,020.50 | \$2,099.64 | \$7,216.40 (80% Fees). Awaiting Court approval for 20% holdback of fees | \$2,099.64 |
| 02/27/02 D.I. #2238 | 01/01/02-01/31/02 | \$4,611.50 | \$6,524.57 | \$3,689.20 (80% Fees). Awaiting Court approval for 20% holdback of fees | \$6,524.57 |
| 03/25/02 D.I. #2347 | 02/01/02-02/28/02 | \$8,568.50 | \$437.00 | \$6,854.80 (80% Fees). Awaiting Court approval for 20% holdback of fees | \$437.00 |
| 04/25/02 D.I. #2438 | 03/01/02-03/31/02 | \$7,615.50 | \$651.35 | \$6,092.40 (80% Fees). Awaiting Court approval for 20% holdback of fees | \$651.35 |
| 05/28/02 D.I. #2528 | 04/01/02-04/30/02 | \$4,394.00 | \$262.54 | \$3,515.20 (80% Fees). Awaiting Court approval for 20% holdback of fees | \$262.54 |
| 11/01/02 D.I. #2887 ⁴ | 05/01/02-05/31/02 | \$1,636.00 | (\$132.76) | \$1,308.80 (80% Fees). Awaiting Court approval for 20% holdback of fees | (\$132.76) |

³ In its Order, dated September 11, 2002, (D.I. # 2805) the Court reduced Bromberg & Sunstein's fees for the Summary Period August 1, 2001, through November 30, 2001, by \$10,000.00.

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------------------|--------------------------|---------------------|---------------------|---|---------------------|
| 08/20/02 D.I. #2763 | 06/01/02-06/30/02 | \$1,356.00 | \$37.49 | \$1,084.80 (80% Fees). Awaiting Court approval for 20% holdback of fees | \$37.49 |
| 09/17/02 D.I. #2807 | 07/01/02-07/31/02 | \$2,507.00 | \$596.04 | \$2,005.60 (80% Fees). Awaiting Court approval for 20% holdback of fees | \$596.04 |
| TOTAL: | 11/29/00-07/31/02 | \$477,034.00 | \$278,276.04 | \$452,943.70 | \$278,276.04 |

**Interim Application Period
(August 1, 2002 Through January 24, 2003)**

| Name of Professional Person and Position/Employment History | Hourly Billing Rate (Including Rate Changes) | Total Hours Billed | Total Compensation |
|---|--|--------------------|--------------------------|
| Lisa M. Tittlemore <i>Partner; Admitted to Mass. Bar in 1994</i> | \$340.00 \$375.00 | 0.5 4.8 | \$170.00 \$1,800.00 |
| Judith R.S. Stern <i>Associate; Admitted to Mass. Bar in 1986</i> | \$270.00 | 1.1 | \$297.00 |
| Nicole (Zawarski) Killen <i>Associate; Admitted to Mass. Bar in 1998</i> | \$265.00 | 1.1 | \$291.50 |
| Brian M. Donovan <i>Associate; Admitted to Mass. Bar in 2002</i> | \$190.00 \$210.00 | 7.3 25.7 | \$1,387.00 \$5,397.00 |
| Monroe M. Horn <i>Information Technology Manager</i> | \$195.00 | 4.0 | \$780.00 |
| Anna M. Daley <i>Paralegal</i> | \$140.00 | 5.5 | \$770.00 |
| TOTAL: | | 50.0 | \$10,892.50 |

⁴ Amended Interim Application, filed pursuant to agreement with Debtors. Original Application for Period 05/01/02-05/31/02, was filed on 07/10/02 (D.I. #2676).

Final Application Period
(November 29, 2000 Through January 24, 2003)

| Name of Professional Person and Position/Employment History | Hourly Billing Rate (Including Rate Changes) | Total Hours Billed | Total Compensation |
|---|---|---------------------------|----------------------------|
| Bruce D. Sunstein <i>Founding Partner; Admitted to Mass. Bar in 1977</i> | \$440.00 | 1.3 | \$572.00 |
| | \$500.00 | 38.8 | \$19,400.00 |
| Lee Carl Bromberg <i>Founding Partner; Admitted to Mass. Bar in 1972 and New York Bar in 1970</i> | \$440.00 | 0.5 | \$220.00 |
| Edward J. Dailey <i>Partner; Admitted to Mass. Bar in 1971</i> | \$410.00 | 10.5 | \$4,305.00 |
| Robert L. Kann <i>Partner; Admitted to Mass. Bar in 1983 and Florida Bar in 1979</i> | \$410.00 | 7.1 | \$2,911.00 |
| Thomas C. Carey <i>Partner; Admitted to Mass. Bar in 1981</i> | \$395.00 | 2.7 | \$1,066.50 |
| Timothy M. Murphy <i>Partner; Admitted to Mass. Bar in 1988; California Bar in 1987 and New York Bar in 1986</i> | \$395.00 | 1.5 | \$592.50 |
| Kerry L. Timbers <i>Partner; Admitted to Mass. Bar in 1988</i> | \$375.00 | 2.2 | \$825.00 |
| Julia Huston <i>Partner; Admitted to Mass. Bar in 1992</i> | \$345.00 | 10.2 | \$3,519.00 |
| | \$400.00 | 0.2 | \$80.00 |
| Lisa M. Tittamore <i>Partner; Admitted to Mass. Bar in 1994</i> | \$285.00 | 113.40 | \$32,319.00 |
| | \$340.00 | 10.9 | \$3,706.00 |
| | \$375.00 | 4.8 | \$1,800.00 |
| Anne Marie Longobucco <i>Associate; Admitted to Mass. Bar in 2001; District of Columbia Bar in 1996; Virginia Bar in 1995 and New York Bar in 1992</i> | \$250.00 | 0.2 | \$50.00 |
| | \$295.00 | 47.2 | \$13,924.00 |
| Judith R.S. Stern <i>Associate; Admitted to Mass. Bar in 1986</i> | \$250.00 | 7.5 | \$1,875.00 |
| | \$270.00 | 5.9 | \$1,593.00 |
| | \$295.00 | 132.6 | \$37,617.00* |
| | \$350.00 | 4.6 | \$1,610.00 |
| | | | *includes \$1,500 discount |
| Theodore E. MacVeagh <i>Associate; Admitted to Mass. and New York Bars in 1993</i> | \$295.00 | 0.1 | \$29.50 |
| Lincoln S. Jalelian <i>Associate; Admitted to Mass. Bar in 1992</i> | \$295.00 | 155.3 | \$45,813.50 |
| Jennifer M. Reynolds <i>Associate; Admitted to Mass. Bar in 1998 and Kentucky Bar in 1999</i> | \$260.00 | 4.0 | \$1,040.00 |
| W. Jay Sandvos <i>Associate; Admitted to Mass. Bar in 1997</i> | \$220.00 | 29.3 | \$6,446.00 |
| | \$260.00 | 316.4 | \$82,264.00 |
| | \$300.00 | 1.5 | \$450.00 |

| Name of Professional Person and Position/Employment History | Hourly Billing Rate (Including Rate Changes) | Total Hours Billed | Total Compensation |
|---|---|-------------------------------|--|
| Nicole (Zawarski) Killen <i>Associate; Admitted to Mass. Bar in 1998</i> | \$185.00 \$220.00 \$265.00 | 4.2 136.3 32.5 | \$777.00 \$29,986.00 \$8,612.50 |
| Jean Tibbetts <i>Associate; Admitted to Mass. Bar in 1998</i> | \$190.00 \$220.00 \$260.00 | 3.7 53.5 2.5 | \$703.00 \$11,770.00 \$650.00 |
| Elizabeth P. Morano <i>Associate; Admitted to Mass. Bar in 1999</i> | \$180.00 | 10.00 | \$1,800.00 |
| David R. Foss <i>Associate; Admitted to Mass. Bar in 1999</i> | \$180.00 | 4.5 | \$810.00 |
| Alton Hornsby <i>Associate; Admitted to District of Columbia Bar in 2000 and Georgia Bar in 1997</i> | \$175.00 \$180.00 | 1.7 33.4 | \$297.50 \$6,012.00 |
| F. James Coe <i>Associate; Admitted to Mass. Bar in 1999</i> | \$165.00 \$180.00 | 1.9 190.3 | \$313.50 \$34,254.00 |
| Jennifer R. Adler <i>Associate; Admitted to Mass. Bar in 1999 and New Jersey Bar in 2000</i> | \$150.00 \$180.00 | 8.5 4.8 | \$1,275.00 \$864.00 |
| Brian M. Donovan <i>Paralegal: May-June 2001</i> <i>Associate: August 2001 – Present;</i> <i>Admitted to Mass. Bar in 2002</i> | \$125.00 \$165.00 \$190.00 \$210.00 | 22.4 146.3 65.1 25.7 | \$2,800.00 \$24,139.50 \$12,369.00 \$5,397.00 |
| Shaun P. Montana <i>Summer Associate</i> | \$140.00 | 32.7 | \$4,578.00 |
| Monroe M. Horn <i>Information Technology Manager</i> | \$195.00 | 17.0 | \$3,315.00 |
| Anna M. Daley <i>Paralegal</i> | \$115.00 \$125.00 \$140.00 | 12.7 155.4 9.1 | \$1,460.00 \$19,425.00 \$1,274.00 |
| Denamarie D'Eramo <i>Paralegal</i> | \$125.00 | 9.0 | \$1,125.00 |
| Rita DeSalvo <i>Paralegal</i> | \$125.00 | 0.7 | \$87.50 |
| Ralph Falcone <i>Paralegal</i> | \$125.00 | 32.5 | \$4,062.50 |
| Leslie B. Goldberg <i>Paralegal</i> | \$125.00 | 31.4 | \$3,925.00 |
| Nicole January <i>Paralegal</i> | \$125.00 \$140.00 | 48.8 1.6 | \$6,100.00 \$224.00 |
| Vicki E. Lannigan <i>Paralegal</i> | \$125.00 | 11.0 | \$1,375.00 |
| Jessica Niro <i>Paralegal</i> | \$115.00 \$125.00 | 15.1 196.0 | \$1,736.50 \$24,500.00 |
| Dorothy Real <i>Paralegal</i> | \$125.00 | 30.8 | \$3,850.00 |
| Karen L. Whitehouse <i>Paralegal</i> | \$125.00 \$140.00 | 24.2 1.3 | \$3,025.00 \$182.00 |
| TOTAL: | | | \$487,926.50 |

**Expenses For Interim Application Period
(August 1, 2002 Through January 24, 2003)**

| Expense Category | Total Expenses |
|--|-----------------|
| Photocopies (Outside Service Provider) | \$89.58 |
| Photocopies (\$.15 per page) | \$303.90 |
| Federal Express | \$63.83 |
| Postage & Delivery | \$15.70 |
| Telephone Charges | \$2.56 |
| Facsimiles (\$1.00 per page) | \$37.00 |
| Foreign Associates | \$158.00 |
| Computer Research | \$320.12 |
| TOTAL: | \$990.69 |

**Expenses for Final Application Period
(November 29, 2000 Through January 24, 2003)**

| Expense Category | Total Expenses |
|--|---------------------|
| USPTO Fees | \$68,046.00 |
| Other Filing Fees | \$1,934.00 |
| Trademark Searches | \$6,564.50 |
| Annuity Payments | \$18,292.00 |
| Washington Counsel | \$1,188.00 |
| Local Counsel | \$2,679.21 |
| Patent Drawing Fees | \$2,123.45 |
| Parking | \$18.00 |
| Photocopies (Outside Service Provider) | \$89.58 |
| Photocopies (\$.15 per page) | \$8,474.85 |
| Federal Express | \$5,195.20 |
| Postage & Delivery | \$1,183.70 |
| Telephone Charges | \$394.47 |
| Facsimiles (\$1.00 per page) | \$1,453.00 |
| Foreign Associates | \$159,948.68 |
| Computer Research | \$1,682.09 |
| TOTAL: | \$279,266.73 |

To date, Debtors have paid Bromberg & Sunstein \$400,337.06 for services rendered during the Final Application Period and reimbursed Bromberg & Sunstein \$246,030.91 for expenses incurred on behalf of the Debtors during the Final Application Period. Thus, \$87,589.44 remains to be paid for services rendered during the Final Application Period, and \$33,235.82 remains to be paid in reimbursement for expenses incurred on behalf of the Debtors during the Final Application Period.

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

| | | |
|---------------------------|---|------------------------|
| In re: |) | |
| |) | Chapter 11 |
| LERNOUT & HAUSPIE SPEECH |) | |
| PRODUCTS N.V., |) | Case No. 00-4397 (JHW) |
| Debtor |) | |
| In re: |) | |
| |) | Chapter 11 |
| DICTAPHONE CORPORATION, |) | Case No. 00-4398 (JHW) |
| Debtor |) | |
| In re: |) | |
| |) | Chapter 11 |
| L&H HOLDINGS (USA), INC., |) | Case No. 00-4399 (JHW) |
| Debtor |) | |
| |) | |

**AMENDED EIGHTEENTH AND FINAL FEE APPLICATION OF BROMBERG &
SUNSTEIN, LLP AS SPECIAL COUNSEL FOR THE DEBTORS FOR (I) INTERIM
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED ON BEHALF
OF THE DEBTORS FOR THE PERIOD AUGUST 1, 2002, THROUGH JANUARY 24,
2003, AND (II) FINAL ALLOWANCE OF COMPENSATION AND FOR
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
NOVEMBER 29, 2000, THROUGH JANUARY 24, 2003**

The law firm of Bromberg & Sunstein LLP, Special Counsel to the Debtors, pursuant to 11 U.S.C. §§ 327, 330 and 331, Bankruptcy Rule 2016 and the Second Amended Administrative Order, Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated July 17, 2001, hereby submits this Amended Eighteenth and Final Fee Application of Bromberg & Sunstein LLP as Special Counsel for the Debtors for Allowance of Interim Compensation and Reimbursement of Expenses Incurred (the “Final Fee Application”) seeking (i) interim allowance of reasonable compensation for professional services rendered by Bromberg & Sunstein to Debtors and reimbursement of expenses incurred during the period of August 1, 2002, through January 24, 2003 (the “Interim Application Period”), (ii) final allowance of

reasonable compensation for professional services rendered by Bromberg & Sunstein to the Debtors for the period November 29, 2000, through January 24, 2003, and final reimbursement of actual and necessary expenses incurred in the rendition of required professional services during the same period, as set forth more particularly herein, and (iii) payment of the foregoing from such sources as are available. In support of its Final Fee Application, Bromberg & Sunstein states as follows:

General Background

1. On November 29, 2000, the Debtors filed original voluntary petitions under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").
2. By order dated January 4, 2001 (the "Interim Fee Order"), the Court established a procedure for interim compensation and reimbursement of expenses for all professionals in these cases, which was amended on April 10, 2001. By order dated July 17, 2001 (the "Second Amended Interim Fee Order"), the Court amended its prior orders. Pursuant to the Interim Fee Order and Second Amended Interim Fee Order, the Court authorized the submission to certain interested parties on negative notice of interim fee applications by professionals employed under sections 327, 328 or 1103 of the Bankruptcy Code (which includes professionals employed by the Debtors) and a procedure by which, in the absence of any objection to the interim fee application within twenty (20) days of the submission thereof, the Debtors would be authorized to pay 80% of the fees requested and 100% of the disbursements requested.
3. On February 27, 2001, Debtors filed the Application of L&H Group for Order Authorizing Employment and Retention of Bromberg & Sunstein Nunc Pro Tunc As Special Counsel to L&H Group (the "Retention Application"). The Retention Application sought the Court's approval of Bromberg & Sunstein as special counsel to the Debtors in these cases for

certain intellectual property matters (as more particularly described in the Retention Application) *nunc pro tunc* to November 29, 2000. An order authorizing the retention and employment of Bromberg & Sunstein as Special Counsel was entered by this Court on March 29, 2001.

Billing History

4. Pursuant to the Interim Fee Order, the Court established procedures for interim compensation and reimbursement of expenses for certain professionals. Bromberg & Sunstein has filed and served on negative notice previous fee applications as set forth herein in accordance with the terms of the Interim Fee Order.

5. Bromberg & Sunstein submits its Final Fee Application (i) for interim allowance of reasonable compensation for actual, reasonable and necessary professional services by it as Special Counsel for the Debtors for the period from August 1, 2002, through January 24, 2003, and for reimbursement of actual, reasonable and necessary expenses incurred in representing the Debtors during that same period, (ii) for final allowance of reasonable compensation for actual, reasonable and necessary professional services by it as Special Counsel for the Debtors in these cases for the period from November 29, 2000, through January 24, 2003, and (iii) for final reimbursement of actual, reasonable and necessary expenses incurred in representing the Debtors during that same period.

Relief Requested

6. By this Final Fee Application, Bromberg & Sunstein seeks approval and allowance of (a) reasonable interim compensation in the amount of \$3,695.50 for actual and necessary professional services provided by it as Special Counsel to Debtors during the Interim Application Period; (b) reimbursement of expenses incurred during that period in the amount of \$990.69; and (c) \$7,197.00 for preparation of this Final Fee Application. Bromberg & Sunstein has received no payment with respect to these amounts as of the date of this application.

7. Further, Bromberg & Sunstein seeks (a) compensation on a final basis for actual and necessary professional services provided by it as Special Counsel to Debtors during the Final Application Period in the amount \$487,926.50, and (b) reimbursement of expenses in the amount of \$279,266.73 incurred during the same period. Thus, the total amount of fees and expenses for which Bromberg & Sunstein seeks final approval is \$767,193.23.

Basis For Relief

7. As set forth in the Retention Application, Debtors retained Bromberg & Sunstein as Special Counsel to work on intellectual property matters, including but not limited to intellectual property matters that Bromberg & Sunstein was working on at the time these cases were commenced. The Debtors retained Bromberg & Sunstein because of its pre-petition representation of the Debtors and its experience and knowledge in intellectual property matters in the United States and worldwide.

8. Debtors required certain services of Bromberg & Sunstein related to the Debtors' portfolio of patents and trademarks. The Debtors required Bromberg & Sunstein for these services due, in large part, to Bromberg & Sunstein's long-time representation and institutional knowledge of the technologies of Lernout & Hauspie and its subsidiaries. Bromberg & Sunstein assisted the Debtors in: (i) maintaining their portfolio of patents, trademarks and copyrights pertinent to their core technologies, including speech recognition, text-to-speech, speech compression, and machine translation; (ii) providing advice regarding the filing strategy for patents, copyrights and trademarks; (iii) working with inventors to file patent applications covering innovations as they are developed; (iv) working with personnel to file trademark applications pertinent to product introductions; and (v) assisting the Debtors with issues related to transfer of certain intellectual property assets.

10. Expenses incurred included: charges for work performed at Bromberg & Sunstein's request by associates abroad in connection with the filing and maintenance of patent and trademark applications; charges related to legal research in connection with Bromberg & Sunstein's Motion to Withdraw as Special Counsel; and expenses such as those for Federal Express, postage, photocopying and the like. These expenses are a typical and expected part of intellectual property practice and are necessary in protecting and maintaining Debtors' intellectual property rights. Bromberg & Sunstein states that it seeks reimbursement from Debtors only after it pays these expenses itself on behalf of Debtors.

11. Attached hereto as Exhibit A are the detailed time entries indicating the daily work performed by each professional during the period August 1, 2002, through August 31, 2002, and an itemized list of the expenses incurred by Bromberg & Sunstein during the Period August 1, 2002, through August 31, 2002, with available supporting documentation for expenses exceeding \$25.00.

12. Attached hereto as Exhibit B are detailed time entries indicating the daily work performed by each professional during the period September 1, 2002, through January 24, 2002, and an itemized list of the expenses incurred by Bromberg & Sunstein during the period September 1, 2002, through January 24, 2003, with available supporting documentation for expenses exceeding \$25.00.

13. Bromberg & Sunstein has, at all times, made every effort to represent Debtors in the most efficient and economical manner possible. Tasks were assigned to attorneys, paralegals and staff at Bromberg & Sunstein with the object of having the work performed by those most familiar with task, while also having the work performed, whenever possible, by the qualified professional with the lowest hourly rate.

14. No agreement or understanding exists between Bromberg & Sunstein and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

15. The undersigned has reviewed the requirements of Rule 2016-2 of the Local Rules for the United States Bankruptcy Court for the District of Delaware and believes that this application complies with that Rule.

16. By agreement with the Debtors, Bromberg & Sunstein has agreed to reduce the amount sought in fees for the Interim Application Period from \$17,414.50 to \$10,892.50 and for the Final Application Period from \$494,448.50 to \$487,926.50.

WHEREFORE, Bromberg & Sunstein, LLP, respectfully requests that this Court enter an order:

1. Allowing Bromberg & Sunstein: (i) interim compensation of \$10,892.50 in fees for actual, reasonable and necessary professional services rendered during the Interim Application Period, (ii) interim reimbursement of \$990.69 for actual, reasonable and necessary expenses incurred during the Interim Application Period, (iii) final compensation of \$487,926.50 in fees for actual, reasonable and necessary professional services rendered during the period November 29, 2000, through and including January 24, 2003, and (iv) final reimbursement of \$279,266.73 for actual, reasonable and necessary expenses incurred during the period from November 29, 2000 through and including January 24, 2003;

2. Authorizing and directing the Debtors to make payment to Bromberg & Sunstein in the amount of \$8,714.00 for fees (representing 80% of \$10,892.50) and \$990.69 for expenses (representing 100% of expenses), with the remaining amount of fees requested (\$2,178.50) by Bromberg & Sunstein to be held back until after the Court's hearing on this Eighteenth Interim Fee Application;

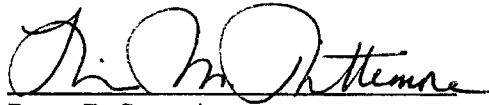
3. Authorizing and directing the Debtors to pay Bromberg & Sunstein's allowed final compensation and expense reimbursement in the total amount of \$487,926.50 for fees and \$279,266.73 for expenses, less the amount previously paid by the Debtors for the period November 29, 2000, through and including January 24, 2003.

4. Approving all prior payments made to Bromberg & Sunstein on behalf of or from Debtors in accordance with the Interim Fee Order.

5. Granting such other and further relief as is just and appropriate in all of the circumstances.

Dated: Boston, Massachusetts
February 25, 2003

Respectfully submitted,
BROMBERG & SUNSTEIN LLP

A handwritten signature in black ink, appearing to read "Lisa M. Titemore", written over a horizontal line.

Bruce D. Sunstein
Lisa M. Titemore
Brian M. Donovan
BROMBERG & SUNSTEIN LLP
125 Summer Street, 11th Floor
Boston, MA 02110-1618
Special Counsel for the Debtors