

Objection Deadline: June 17, 2002

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**FINAL FEE APPLICATION OF BROWN RUDNICK BERLACK ISRAELS LLP,¹
AS SPECIAL COUNSEL FOR DICTAPHONE CORPORATION, FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD NOVEMBER 29, 2000 THROUGH MARCH 28, 2002)**

Name of Applicant: Brown Rudnick Berlack Israels LLP

Authorized to Provide Professional Services to: Dictaphone Corporation

Date of Retention: January 8, 2001

¹ On or about February 1, 2002, Brown, Rudnick, Freed & Gesmer, P.C. merged with the firm of Berlack, Israels & Liberman. The successor firm name is Brown Rudnick Berlack Israels LLP.

Period for which compensation and reimbursement is sought:

November 29, 2000 through March 28, 2002 (the "Final Application Period")

Amount of compensation sought as actual, reasonable, and necessary for the Final Application Period:

\$60,194.00

This is an interim

 x final application

Amounts in Interim Application attributable to Dictaphone Corporation.

Application	Fee Period	Requested Fees	Approved Fees	Pending Fees
First Interim	11/29/00-12/31/00	\$2,646.00	\$2,646.00	--*
Second Interim	1/1/01-1/31/01	\$3,346.00	\$3,346.00	--*
Third Interim	2/1/01-2/28/01	\$0.00	\$0.00	--*
Fourth Interim	3/1/01-3/31/01	\$3,148.50	\$3,148.50	--*
Fifth Interim	4/1/01-4/30/01	\$1,118.50	\$1,118.50	--*
Sixth Interim	5/1/01-5/31/01	\$1,152.00	\$1,152.00	--*
Seventh Interim	6/1/01-6/30/01	\$152.50	\$152.50	--*
Eighth Interim	7/1/01-7/31/01	\$2,658.00	\$2,658.00	--*
Ninth Interim	8/1/01-8/31/01	\$0.00	\$0.00	\$0.00
Tenth Interim	9/1/01-9/30/01	\$1,088.00	--	\$1,088.00 ⁺
Eleventh Interim	10/1/01-10/31/01	\$588.00	--	\$588.00 ⁺
Twelfth Interim	11/1/01 – 11/30/01	\$11,425.00	--	\$11,425.00 ⁺
Thirteenth Interim	12/1/01 – 12/31/01	\$12,488.50	--	\$12,488.50 ⁺⁺
Fourteenth Interim	1/1/02 – 1/31/02	\$4,336.00	--	\$4,336.00 ⁺⁺
Fifteenth Interim	2/1/02 – 2/28/02	\$8,715.00	--	\$8,715.00 ⁺⁺
Sixteenth Interim	3/1/02 – 3/28/02	\$7,331.00	--	\$7,331.00 ⁺⁺
Total		\$60,193.00	\$14,221.50	\$45,971.50

* A portion of BRBI's total fees, amounting to \$68,041.20, attributable to all Debtors were not allowed on an interim basis at interim hearings. For purposes of this application, BRBI has not attempted to break out those fees and attribute any portion to Dictaphone.

⁺ Fees remaining unpaid (not yet heard at interim fee hearings).

⁺⁺ No timely objections filed pertaining to interim fee application, however, 80% portion and expenses not yet paid.

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AS SPECIAL COUNSEL FOR DICTAPHONE CORPORATION
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES INCURRED
(FOR THE PERIOD NOVEMBER 29, 2000 THROUGH MARCH 28, 2002)**

The law firm of Brown Rudnick Berlack Israels LLP (“BRBI”), special counsel to the Debtors, pursuant to 11 U.S.C. §330 and 331, Bankruptcy Rule 2016 and that certain Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals approved by this Court on January 4, 2001, as amended, hereby files this Final Fee Application for Allowance of Compensation for Services Rendered and

Reimbursement of Expenses (the “Final Fee Application”) seeking entry of an order for final allowance and approval of compensation in the amount of \$60,194.00 for the period of November 29, 2000 through March 28, 2002 (the “Final Application Period”) relating to Dictaphone Corporation (“Dictaphone”) only. BRBI has not separately allocated its out-of-pocket costs to Dictaphone Corporation for purpose of this Final Fee Application. In support of this Final Fee Application, BRBI states as follows:

1. On November 29, 2000, the Debtors filed original voluntary petitions under Chapter 11 of the United States Bankruptcy Code (the “Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. On January 14, 2000, BRBI filed its retention application with the Court (the “Retention Application”). The Retention Application sought the Court’s approval of BRBI as special counsel to the Debtors in these cases for certain corporate, securities and local law matters (as more particularly described in the Retention Application) nunc pro tunc to November 29, 2000. No objections having been filed, a Certification of No Objection was filed with the Court on January 3, 2001. An order authorizing the retention and employment of BRBI was entered by this Court on or about January 8, 2001.

3. By order dated January 4, 2001, as amended by order dated April 10, 2001, further amended by the Order Appointing Fee Auditor and Directing Related Procedures dated April 26, 2001 and further amended by the Second Amended Administrative Order dated July 17, 2001 and further amended by the Supplemental Order to Second Amended Administrative Order dated September 12, 2001 (together, the “Amended Interim Fee Order”), the Court established a procedure for interim compensation and reimbursement of expenses for all professionals in these cases. In particular, the Court authorized the submission to certain interested parties on negative

notice of monthly 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. Pursuant to the Amended Interim Fee Order, BRBI submits this Final Fee Application for the period November 29, 2000 through March 28, 2002.

4. As set forth in the Retention Application, the Debtors retained BRBI as special counsel to work on (a) general corporate matters; (b) securities matters, including periodic filings with the SEC; (c) employee benefit plan matters, including matters BRBI was working on at the time these cases were commenced; (d) matters for which local counsel may be necessary in Massachusetts and Connecticut (including, possibly in connection with pending securities class action litigation and employment law matters); (e) potential sales of assets with which BRBI has substantial background knowledge, and (f) such other matters as the Debtors may request from time to time. The Debtors retained BRBI because of its prepetition representation of the Debtors and its experience and knowledge in corporate and securities matters regarding companies doing business in Belgium and the United States.

5. In addition, from time to time during the Final Application Period, BRBI attended to certain discrete matters relating specifically to Dictaphone Corporation, including matters relating to: (i) administration of retirement plans; (ii) spin off and establishment of a new 401(k) plan for Dictaphone, including negotiating trust and service agreements with Fidelity Investments;

(iii) providing advice to human resources and Dictaphone's legal group on ERISA related issues; and (iv) preparing and filing a determination letter report with the Internal Revenue Service.

6. BRBI also attended to matters concerning the background and structures of Dictaphone's debt obligations arising from LHSP's May 2000 acquisition of Dictaphone (including Dictaphone's intercompany debt with LHSP and Dictaphone's limited guaranty of LHSP's syndicated credit facility).

7. Set forth below is a time and compensation breakdown by timekeeper for the Final Application Period.

TIME AND COMPENSATION BREAKDOWN FOR FINAL APPLICATION PERIOD				
Name of Professional Person	Position/Employment History	Hourly Billing Rate	Total Hours Billed	Total Compensation
Philip J. Flink	Member/Admitted to Massachusetts Bar in 1981; Joined BRF&G in 1984	\$500.00	3.10	\$1,550.00
George Chimento	Member/Admitted to Massachusetts Bar in 1982; Joined BRF&G in 1996	\$490.00	4.50	\$2,205.00
Steven B. Levine	Member/Admitted to Massachusetts Bar in 1981; Joined BRF&G in 1981	\$460.00	4.20	\$1,932.00
David H. Murphree	Member/Admitted to New York Bar in 1974; Admitted to Massachusetts Bar in 1977; Joined BRF&G in 1982	\$460.00	2.70	\$1,242.00
Douglas A. Cohen	Member/Admitted to Connecticut Bar in 1992; Joined BRF&G in 1992	\$460.00	.80	\$368.00
Steven D. Pohl	Member/Admitted to Massachusetts Bar in 1989; Joined BRBI in 1989	\$380.00	6.50	\$2,470.00
Jayne M. Donegan	Member/Admitted to Rhode Island Bar in 1989; Joined BRF&G in 1993	\$380.00	1.10	\$418.00
James L. Hauser	Associate/Admitted to Massachusetts Bar in 1994; Joined BRBI in 1999	\$340.00	118.90	\$40,188.00

TIME AND COMPENSATION BREAKDOWN FOR FINAL APPLICATION PERIOD				
Name of Professional Person	Position/Employment History	Hourly Billing Rate	Total Hours Billed	Total Compensation
Theodore D. Lustig	Associate/Admitted to Massachusetts Bar in 1994; Joined BRF&G in 1998	\$285.00	5.70	\$1,624.50
Kathleen Scheidt	Associate/Admitted to Indiana Bar in 1998; Joined BRF&G in 2000	\$275.00	17.50	\$4,812.50
Scott P. DeMartino	Associate/Admitted to Connecticut Bar in 1998 and to Massachusetts Bar in 2001; Joined BRBI in 2000	\$245.00	2.00	\$490.00
Regina C. Cheung	Associate/Admitted to Massachusetts Bar in 1999; Joined BRF&G in 1999	\$210.00	6.00	\$1,260.00
Maura M. Toler	Paralegal since 1995; Joined BRF&G in 1999	\$165.00	9.60	\$1,604.00
Elizabeth C. Robinson	Paralegal since 1997; Joined BRF&G in 1994	\$150.00	.20	\$30.00
TOTAL:			182.80	\$60,194.00

Grand Total: \$60,194.00
Blended Rate: \$329.29

8. As provided in the Amended Interim Fee Order, BRBI allocated its fees and expenses attributable to Lernout & Hauspie Speech Products N.V. (“L&H NV”), Dictaphone Corporation (“Dictaphone”) and L&H Holdings USA, Inc. (“L&H Holdings”) in each interim fee application filed by BRBI. Each interim fee application included separate invoices specifically attributable to Dictaphone.

9. Attached hereto as Exhibit A is a summary of the value of the services rendered by BRBI to Dictaphone during the Final Application Period.

10. Attached hereto as Exhibit B are the detailed time entries relating to Dictaphone indicating the daily work performed by each professional with respect to whom compensation is sought during the Final Application Period.

11. BRBI has previously applied for payment of fees and reimbursement of expenses attributable to Dictaphone for the period November 29, 2000 through and including March 28, 2002 during the Debtors' Chapter 11 case. BRBI does not hold a retainer.

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

13. 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.

WHEREFORE, Brown Rudnick Berlack Israels LLP respectfully requests that this Court

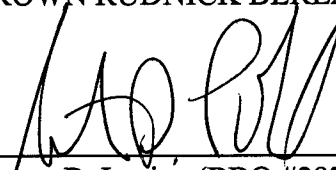
enter an order in the form attached hereto:

1. Awarding BRBI \$60,194.00 in fees in connection with its representation of Dictaphone Corporation during the Final Interim Application Period from November 29, 2000 through March 28, 2002;
2. Granting such other and further relief as is just and appropriate in all of the circumstances.

Dated: Boston, Massachusetts
May 28, 2002

Respectfully submitted,

BROWN RUDNICK BERLACK ISRAELS LLP



Steven B. Levine (BBO #297150)
Steven D. Pohl (BBO #555324)
One Financial Center
Boston, MA 02111
(617) 856-8200
Special Counsel for the Debtors