

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

Chapter 11

In re:	)	
LERNOUT & HAUSPIE SPEECH	)	Case Nos. 00-4397 (JHW)
PRODUCTS N.V., <u>et al.</u> ,	)	through 00-4399 (JHW)
	)	
Debtors.	)	Jointly Administered
	)	<b>Hearing Date: October 12,2001</b>

**SECOND SUMMARY FEE APPLICATION REQUEST OF  
BROWN, RUDNICK, FREED & GESMER, P.C.,  
FOR THE PERIOD FROM APRIL 1,2001  
THROUGH AND INCLUDING JULY 31,2001**

In accordance with 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 (the "~~Compensation Order~~"), and entered in the above-captioned cases commenced by Lernout & Hauspie Speech Products N.V., Dictaphone Corporation and L&H Holdings USA, Inc. (collectively, the "~~L&H Group~~"), Brown, Rudnick, Freed & Gesmer, P.C. ("BRE&G"), hereby submits its Second Summary Fee Application Request (the "Request") for the period from April 1,2001 through and including July 31,2001.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Compensation Order.

BRF&G seeks interim court approval of the following Fee Applications:

Period Covered	Requested		Received	
	Fees	Expenses	Fees	Expenses
April 1 through April 30, 2001	\$68,076.75	\$2,286.40		
May 1 through May 31, 2001	\$16,253.00	\$1,769.80		
June 1 through June 30, 2001	\$26,651.50	\$675.77		
July 1 through July 31, 2001	\$17,321.00	\$410.22		
<b>Total</b>	<b>\$128,302.25</b>	<b>\$5,142.19</b>		

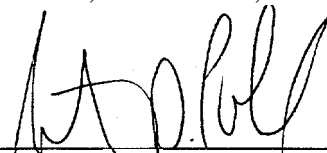
In accordance with the Compensation Order, BRF&G seeks interim approval of the full amount of the fees and expenses requested in the above-referenced Fee Applications and authorization for the L&H Group to pay the amounts requested in such Fee Applications in full.

WHEREFORE, after a hearing on the Request, which hearing will be scheduled at a date and time to be established at the convenience of the Court before the Honorable Judith H. Wizmur in the United States Bankruptcy Court, 824 Market Street, Wilmington, Delaware 19801, BRF&G respectfully requests that the Court enter the attached order and grant BRF&G such other and further relief as is just and appropriate.

Dated: Boston, Massachusetts  
September 13, 2001

Respectfully submitted,

BROWN, RUDNICK, FREED & GESMER, P.C.



Steven D. Pohl (BBO #555324)  
Brown, Rudnick, Freed & Gesmer, P.C.  
One Financial Center  
Boston, MA 02111  
(617) 856-8200  
Special Counsel for the Debtors



3. The L&H Group is authorized to disburse to BRF&G payments in the amount of (i) 100% of the remaining total fees set forth in the Fee Applications or \$\_\_\_\_\_, and (ii) 100% of the remaining total expenses set forth in the Fee Applications or \$\_\_\_\_\_, as set forth in the Request.

4. This Order shall take effect immediately upon its entry.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2001

\_\_\_\_\_  
Honorable Judith H. Wismur  
United States Bankruptcy Judge

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the attached First *Summary Fee* Application Request for Brown, Rudnick, Freed & Gesmer, P.C., for the Period From April 1, 2001 Through and Including July 31, 2001 was served on September 13, 2001, by first class mail, postage prepaid on the following:

Milbank, Tweed, Hadley & McCloy LLP  
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Akin, Gump, Strauss, Hauer & Feld, LLP  
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Attn: Daniel H. Golden, Esq.

The United States Trustee  
601 N. Walnut Street  
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Attn: Mark S. Kenney, Esq.

Walsh, Monzack and Monaco P.A.  
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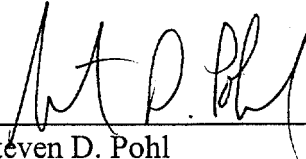
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L&H Group  
c/o Lernout & Hauspie Speech Products, N.V.  
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Wemmel, Belgium  
Attn: Thomas Denys, Esq., General Counsel  
& Senior Vice President

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Steven D. Pohl