

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X		Chapter 11
In re:	:	
	:	Case Nos. 00-4397 (JHW)
LERNOUT & HAUSPIE SPEECH	:	through 00-4399 (JHW)
PRODUCTS N.V., <u>et al.</u> ,	:	
	:	Jointly Administered
Debtors.	:	
	:	Hearing Date: To be determined
-----X		

**THIRTIETH AND FINAL FEE APPLICATION OF  
BRYAN CAVE LLP, SPECIAL COUNSEL FOR THE DEBTORS,  
FOR (I) INTERIM ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES ON BEHALF OF THE DEBTORS  
FOR THE PERIOD OF MARCH 2, 2004 THROUGH APRIL 2, 2004,  
AND (II) FINAL ALLOWANCE OF COMPENSATION AND FOR  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
FROM NOVEMBER 29, 2000 THROUGH APRIL 2, 2004**

Name of Applicant:	Bryan Cave LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	January 18, 2001( <i>nunc pro tunc</i> to November 29, 2000)
Periods for which compensation and reimbursement is sought:	Interim Compensation for the Period of March 2, 2004, through and including April 2, 2004 (the "Interim Application Period")  Final Compensation for the Period of November 29, 2000, through and including April 2, 2004 (the "Final Application Period")

Amount of compensation sought as actual, reasonable, and necessary: Interim Period: \$103,985.00

Final Period: \$1,045,754.05

Amount of reimbursement sought as actual, reasonable and necessary:

Interim Period: \$1,817.10

Final Period: \$57,807.81

This is an  interim

final application

The total time expended related to fee application preparation is approximately 0 hours and the corresponding compensation requested is approximately 0.

If this is not the first application filed, disclose the following for each prior application:

**LERNOUT & HAUSPIE SPEECH PRODUCTS N.V., et al.**

Previous Fee Applications		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees *	Expenses
January 25, 2001	November 29, 2000 - December 31, 2000	\$23,946.90	\$3,545.24	\$19,157.52	\$3,545.24
April 3, 2001	January 1, 2001 - January 31, 2001	\$131,712.90	\$7,665.78	\$105,370.32	\$7,665.74
April 4, 2001	February 1, 2001 - February 28, 2001	\$245,060.80	\$19,216.09	\$196,048.24	\$19,215.77
May 14, 2001	March 1, 2001 - March 31, 2001	\$204,433.50	\$749.96	\$163,546.80	\$749.96
July 16, 2001	April 1, 2001 - April 30, 2001	\$196,026.80	\$11,145.80	\$156,821.44	\$11,145.80
September 17, 2001	May 1, 2001 - May 31, 2001	\$37,542.50	\$5,574.55	\$30,034.00	\$5,574.55
September 17, 2001	June 1, 2001 - June 30, 2001	\$13,926.40	\$209.62	\$11,141.12	\$209.62
September 17, 2001	July 1, 2001 - July 31, 2001	\$27,922.75	\$558.67	\$22,338.20	\$558.67
October 5, 2001	August 1, 2001 - August 31, 2001	\$6,357.00	\$755.80	\$5,085.60	\$755.80
October 30, 2001	September 1, 2001 - September 30, 2001	\$8,684.00	\$1,865.37	\$6,947.20	\$1,865.37
January 14, 2002	October 1, 2001 - October 31, 2001	\$8,027.00	\$1,146.27	\$6,421.60	\$1,146.27
January 14, 2002	November 1, 2001 - November 30, 2001	\$1,529.50	\$2,116.83	\$1,423.60	\$2,116.83
March 22, 2002	December 1, 2001 - December 31, 2001	\$8,569.50	\$612.47	\$6,855.60	\$612.47
April 26, 2002	January 1, 2002 - January 31, 2002	\$5,337.50	\$88.96	\$4,270.00	\$88.96
April 26, 2002	February 1, 2002 - February 28, 2002	\$977.50	\$27.20	\$782.00	\$27.20
June 14, 2002	March 1, 2002 - March 31, 2002	\$942.50	\$ .60	\$754.00	\$ .60
June 14, 2002	April 1, 2002 - April 30, 2002	\$3,505.00	\$14.95	\$2,804.00	\$14.95

Previous Fee Applications		Requested		Approved	
July 10, 2002	May 1, 2002 – May 30, 2002	\$3,977.50	\$201.85	\$3,182.00	\$201.85
August 26, 2002	June 1, 2002 – June 30, 2002	\$2,830.00	\$64.15	\$2,264.00	\$64.15
August 26, 2002	July 1, 2002- July 31, 2002	\$1,445.50	\$91.38	\$1,156.40	\$91.38
October 2, 2002	August 1, 2002 – August 31, 2002	\$1,690.00	\$68.55	\$1,690.00	\$68.55
October 29, 2002	September 1, 2002 – September 30, 2002	\$1,547.50	\$45.72	\$1,547.50	\$45.72
December 9, 2002	October 1, 2002 – October 31, 2002	\$2,572.00	\$74.96	\$2,572.00	\$74.96
January 28, 2003	November 1, 2002 – November 30, 2002	\$1,018.50	\$30.29	\$1,018.50	\$30.29
January 28, 2003	December 1, 2002 – December 31, 2002	\$382.50	\$28.90	\$382.50	\$28.90
June 3, 2003	January 1, 2003 – January 31, 2003	\$1,412.50	\$62.70	\$1,412.50	\$62.70
June 3, 2003	February 1, 2003 – February 28, 2003	\$211.00	\$28.05	\$211.00	\$28.05
July 18, 2003	March 1, 2003 – March 31, 2003	\$90.00	\$0.00	\$90.00	\$0.00
July 18, 2003	April 1, 2003 – April 30, 2003	\$90.00	\$0.00	\$90.00	\$0.00
June 1, 2004	March 2, 2004 -- April 2, 2004	\$103,985.00	\$1,817.10	\$0.00	\$0.00
<b>Total</b>	<b>November 29, 2000 to April 2, 2004</b>	<b>\$1,045,754.05</b>	<b>\$57,807.81</b>	<b>\$755,417.64</b>	<b>\$55,990.35</b>

\* represents 80% of fees, pursuant to Administrative Fee Order dated January 4, 2001.

**LERNOUT & HAUSPIE SPEECH PRODUCTS N.V., et al.**

<p align="center"><b>TIME AND COMPENSATION BREAKDOWN</b>  <b>Interim Application Period</b>  <b>(March 2, 2004 Through April 2, 2004)</b></p>				
<b>Name of Professional</b>	<b>Position / Number of Years</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
T. D. Pritchard	Partner/Admitted to Massachusetts Bar in 1978; Joined Bryan Cave in 1999.	\$425.00	1.40	\$595.00
J. M. Altman	Partner/Admitted to Connecticut Bar in 1975; Joined Bryan Cave in 2002.	\$535.00	.30	\$160.50
E. Rieder	Partner/Admitted to New York Bar in 1987; Joined Bryan Cave in 2002.	\$535.00	31.00	\$16,585.00
D. P. Waxman	Partner/Admitted to New York Bar in 1993; Joined Bryan Cave in 2002.	\$400.00	9.90	\$3,960.00
E. D. Greim	Associate/Admitted to Missouri Bar in 2002; Joined Bryan Cave in 2002.	\$245.00	13.20	\$3,234.00
O. Shakoor	Associate Pending Admission; Joined Bryan Cave in 2001.	\$245.00	105.90	\$25,945.50
J. D. Kircher	Associate Pending Admission; Joined Bryan Cave in 2003.	\$220.00	26.50	\$5,830.00
Z. H. Triger	Associate Pending Admission; Joined Bryan Cave in 2002.	\$220.00	33.30	\$7,326.00
E. M. Hijar	Associate Pending Admission; Joined Bryan Cave in 2002.	\$220.00	4.70	\$1,034.00

**TIME AND COMPENSATION BREAKDOWN**  
**Interim Application Period**  
**(March 2, 2004 Through April 2, 2004)**

<b>Name of Professional</b>	<b>Position / Number of Years</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
A. B. Alba	Associate/Admitted to New Jersey Bar in 2003; Joined Bryan Cave in 2002.	\$245.00	35.90	\$8,795.50
R. E. Barber Schwartz	Associate/Admitted to the New York Bar in 2003; Joined Bryan Cave in 2002.	\$245.00	95.90	\$23,495.50
E. M. Weiss	Legal Assistant since 1987; Joined Bryan Cave in 1996.	\$135.00	4.20	\$567.00
R. Giraud	Legal Assistant; Joined Bryan Cave in 2002.	\$190.00	6.70	\$1,273.00
T. E. Chapple	Legal Assistant since 1995; Joined Bryan Cave in 2001.	\$180.00	28.80	\$5,184.00
<b>Total</b>			<b>397.70</b>	<b>\$103,985.00</b>

Grand Total: \$103,985.00  
Blended Rate: \$261.46

**LERNOUT & HAUSPIE SPEECH PRODUCTS N.V., et al.**

<b>TIME AND COMPENSATION BREAKDOWN</b>			
<b>Final Application Period</b>			
<b>(November 29, 2000 Through April 2, 2004)</b>			
<b>Name of Professional and Position</b>	<b>Hourly Billing Rate (Including Rate Changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
J. M. Altman Partner	\$535.00	0.30	\$160.50
W. B. Bavinger, III Partner	\$400.00	1.00	\$400.00
J. M. Cole Partner	\$410.00	32.50	\$13,325.00
A. C. Esslinger Partner	\$448.00	0.50	\$224.00
D. G. Lents Partner	\$422.00	0.50	\$211.00
L. A. Palans Partner	\$339.00	5.10	\$1,728.90
L. A. Palans Partner	\$361.00	4.40	\$1,588.40
T. D. Pritchard Partner	\$420.00	37.40	\$15,708.00
T. D. Pritchard Partner	\$425.00	568.60	\$241,655.00
E. Rieder Partner	\$535.00	31.00	\$16,585.00
D. C. Schwartz Partner	\$410.00	1.00	\$410.00
P. D. Van Cleve Partner	\$327.00	0.25	\$81.75
D. P. Waxman Partner	\$400.00	9.90	\$3,960.00
K. J. Wolf Partner	\$305.00	0.30	\$91.50
S. S. Kaye Counsel	\$335.15	6.60	\$2,212.00
A. F. Williams Counsel	\$300.00	274.10	\$82,230.00
A. B. Alba Associate	\$245.00	35.90	\$8,795.50
H. R. Badami	\$285.00	4.60	\$1,311.00

**TIME AND COMPENSATION BREAKDOWN**  
**Final Application Period**  
**(November 29, 2000 Through April 2, 2004)**

<b>Name of Professional and Position</b>	<b>Hourly Billing Rate (Including Rate Changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Associate			
R. E. Barber Schwartz Associate	\$245.00	95.90	\$23,495.50
B. S. Barrett Associate	\$260.00	96.20	\$25,012.00
J. Berger Associate	\$210.00	200.20	\$42,042.00
L. A. Brilleman Associate	\$330.00	1.50	\$495.00
R. A. Ford Associate	\$180.00	552.45	\$99,441.00
J. S. Healy Associate	\$163.70	4.60	\$753.00
E. D. Greim Associate	\$245.00	13.20	\$3,234.00
E. M. Hajar Associate	\$220.00	4.70	\$1,034.00
J. D. Kircher Associate	\$220.00	26.50	\$5,830.00
B. E. Parisi Associate	\$205.00	301.50	\$61,807.50
E. G. Pinto Associate	\$170.00	213.50	\$36,295.00
T. M. Ridino Associate	\$170.00	150.40	\$25,568.00
O. Shakoor Associate	\$245.00	105.90	\$25,945.50
A. C. Shaw Associate	\$163.27	11.00	\$1,796.00
A. C. Shaw Associate	\$225.00	0.50	\$112.50
S. P. Swanz Associate	\$250.00	721.00	\$180,250.00
Z. H. Triger Associate	\$220.00	33.30	\$7,326.00
J. L. Wyatt Associate	\$170.00	178.50	\$30,345.00



**TIME AND COMPENSATION BREAKDOWN**  
**Final Application Period**  
**(November 29, 2000 Through April 2, 2004)**

<b>Name of Professional and Position</b>	<b>Hourly Billing Rate (Including Rate Changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
V. Brooks Legal Assistant	\$135.00	105.20	\$14,202.00
T. E. Chapple Legal Assistant	\$180.00	28.80	\$5,184.00
S. P. Darling Legal Assistant	\$135.00	2.50	\$337.50
R. Giraud Legal Assistant	\$190.00	6.70	\$1,273.00
V. Kline Legal Assistant	\$145.00	3.60	\$522.00
E. M. Weiss Legal Assistant	\$135.00	428.50	\$57,847.50
J. H. Walther Librarian	\$80.00	1.50	\$120.00
L. A. Whitbeck Librarian	\$90.00	0.60	\$54.00
W. O. Anderson, III Legal Clerk	\$80.00	25.40	\$2,032.00
G. A. Dawkins Legal Clerk	\$90.00	4.50	\$405.00
G. A. Dawkins Legal Clerk	\$100.00	6.90	\$690.00
S. K. Ko I.S. Support Supervisor	\$80.00	6.00	\$480.00
C. H. Rondan Support Specialist	\$85.00	13.50	\$1,147.50
<b>TOTAL:</b>		<b>4862.50</b>	<b>\$1,045,754.05</b>

Grand Total: \$1,045,754.05  
Blended Rate: \$215.07

**LERNOUT & HAUSPIE SPEECH PRODUCTS N.V., et al.**

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Other Contested Matters	397.70	\$103,985.00

**EXPENSES SUMMARY FOR INTERIM APPLICATION PERIOD  
(March 2, 2004 Through April 2, 2004)**

<b>Expense Category</b>	<b>Total</b>
Photocopies (no more than \$.25 per page)	\$781.50
FedEx	\$1,022.40
Fax Charges	\$12.00
Telephone (Long Distance)	\$1.20
<b>TOTAL</b>	<b>\$1,817.10</b>

**LERNOUT & HAUSPIE SPEECH PRODUCTS N.V., et al.**

**EXPENSES SUMMARY FOR FINAL APPLICATION PERIOD  
(November 29, 2000 Through April 2, 2004)**

<b>Expense Category</b>	<b>Total</b>
Photocopies (no more than \$.25 per page)	\$6,928.60
Delivery Services / Federal Express	\$3,259.56
Fax Charges	\$1,134.00
Litigation Support Vendors	\$25,975.60
Local Transportation	\$1,598.43
Telephone (Long Distance)	\$4,434.63
Postage	\$41.86
Word Processing	\$36.00
Computerized Legal Research	\$4,526.73
Out-of-Town Travel	\$3,861.97
Meals	\$1.50
Other (Computer Upgrades)	\$347.92
Business Conference Expenses	\$399.96
Court Reporting Services	\$4,536.00
Secretary Overtime Charges	\$607.50
Computer Support Services	\$76.00
Outside Consulting Services	\$41.55
<b>Total</b>	<b>\$57,807.81</b>

**Objection Deadline:**

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

-----X		Chapter 11
In re:	:	
	:	Case Nos. 00-4397 (JHW)
LERNOUT & HAUSPIE SPEECH	:	through 00-4399 (JHW)
PRODUCTS N.V., <u>et al.</u> ,	:	
	:	Jointly Administered
Debtors.	:	
	:	Hearing Date: To be determined
-----X		

**THIRTIETH AND FINAL FEE APPLICATION OF  
BRYAN CAVE LLP, SPECIAL COUNSEL FOR THE DEBTORS,  
FOR (I) INTERIM ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES ON BEHALF OF THE DEBTORS FOR  
THE PERIOD OF MARCH 2, 2004 THROUGH APRIL 2, 2004, AND  
(II) FINAL ALLOWANCE OF COMPENSATION AND FOR  
REIMBURSEMENT OF EXPENSES INCURRED FOR  
THE PERIOD FROM NOVEMBER 29, 2000 THROUGH APRIL 2, 2004**

The law firm of Bryan Cave LLP (“Bryan Cave”), special counsel to the Debtors, pursuant to 11 U.S.C. §§ 327, 329, 330 and 331, Bankruptcy Rule 2016 and that 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 Thirtieth and Final Fee Application of Bryan Cave as Special Counsel for the Debtors for Allowance of Compensation Incurred (the “Final Fee Application”) seeking (i) interim allowance of reasonable compensation for professional services rendered by Bryan Cave LLP to Debtors, and reimbursement of expenses incurred during the period of March 2, 2004, through April 2, 2004 (the “Interim Application

Period”), (ii) final allowance of reasonable compensation for professional services rendered by Bryan Cave for the period from November 29, 2000 through April 2, 2004 (the “Final Application Period”), including payment of legal fees allowed by the Court and ordered “held back” from distribution, 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, Bryan Cave 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 “Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. On December 18, 2000, Bryan Cave filed its retention application, and accompanying affidavit, with the Court (together, the “Retention Application”). The Retention Application sought the Court’s approval of Bryan Cave as special counsel to the Debtors in these cases to represent the Debtors in an investigation being conducted by the Securities and Exchange Commission (“SEC”) and any related proceedings, to represent the Audit Committee in connection with its investigation and any ongoing issues arising therefrom, and to advise current management in connection with the restatement of the financial statements (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 or about January 3, 2001. An order authorizing the retention and employment of Bryan Cave was entered by this Court on or about January 18, 2001.

3. By order dated January 4, 2001, 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 (the "Amended Interim Fee Order"). By order dated July 17, 2001 (the "Second Amended Interim Order", together with the Amended Interim Fee Order, the "Fee Order"), the Court amended its prior orders. Pursuant to the Fee Order, 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 an 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 Fee Order, Bryan Cave submits this application for the Interim Application Period of March 2, 2004 through April 2, 2004, and for the Final Application Period of November 29, 2000 through April 2, 2004.

#### **Billing History**

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

#### **Relief Requested**

5. Professional services and expenses for which compensation and reimbursement are sought were rendered and expended on behalf of the Debtors pursuant to Chapter 11 of the Bankruptcy Code. Bryan Cave believes it is appropriate that it be compensated for the time spent and be reimbursed for the expenses incurred in connection with these matters.

6. During the Interim Application Period, Bryan Cave rendered legal services to the Debtors having a value of \$103,985.00 calculated at Bryan Cave's usual and customary hourly rates, as more specifically set forth herein. In addition, Bryan Cave incurred expenses in the amount of \$1,817.10. Thus, the total amount of fees and expenses for which Bryan Cave seeks approval for the Interim Application Period is \$105,802.10. Bryan Cave has received no payment with respect to these amounts as of the date of this Final Fee Application.

7. During the Final Application Period, Bryan Cave rendered legal services to the Debtors having a value of \$1,045,754.05, calculated at Bryan Cave's usual and customary hourly rates, as more specifically set forth herein. In addition, Bryan Cave incurred expenses in the amount of \$57,807.81. Thus, the total amount of fees and expenses for which Bryan Cave seeks approval for the Final Application Period is \$1,103,561.50. Bryan Cave has received \$899,063.79 in payment with respect to allowed fees as of the date of this application. This sum is comprised of the amounts awarded, plus the payments of various fee amounts previously held back. As of the date of this application, not including the interim fees sought herein, Bryan Cave is still seeking payment of \$42,705.26 of fees "held back" from distribution throughout the Final Application Period that have not yet been paid. By this Final Fee Application, Bryan Cave seeks final allowance of all legal fees and reimbursement of all expenses incurred in connection with its representation of the Debtors in these cases, as well as payment thereof from available funds.

#### **Basis for Relief**

8. As set forth in the Retention Application, the Debtors retained Bryan Cave as special counsel (a) to represent the Debtors in an investigation being conducted by the Securities and Exchange Commission ("SEC") and any related proceedings; (b) to represent the Audit Committee in connection with its investigation and any ongoing issues arising therefrom; (c) to

advise current management in connection with the restatement of the financial statements; and (d) to advise on such other matters as the Debtors may request from time to time. The Debtors retained Bryan Cave because of its pre-petition representation of the Debtors and its experience and knowledge in SEC investigations and complex corporate and securities matters.

9. The following summary highlights the major areas in which Bryan Cave rendered services during the Final Application Period, prior to the Interim Application Period.

a. SEC Investigation. Prior to the commencement of these cases, Bryan Cave represented the Debtors in connection with an investigation conducted by the SEC. This investigation was not stayed by the Debtors' filing in this Court. The Debtors sought and were approved to receive Bryan Cave's services due to its pre-petition representation and the institutional knowledge gained in this matter. Among other things, Bryan Cave (i) communicated with the SEC regarding developments in the investigation; and (ii) communicated with the Debtors and their counsel regarding the status of the investigation.

b. Audit Committee. Prior to the commencement of these cases, Bryan Cave represented the Audit Committee of the Board of Directors and conducted an internal investigation into the financial statements of the Debtors on the Audit Committee's behalf. Bryan Cave continued to advise the Audit Committee in connection with outstanding issues arising from this investigation, and to advise the Debtors as to the adoption of the recommendations contained in the Audit Committee Report.

10. With respect to Bryan Cave's services during the Interim Application Period, after a long period of relative inactivity, Bryan Cave's services increased sharply in the first quarter of 2004, as a result of a subpoena served by plaintiffs in the securities fraud class action



("Plaintiffs") pending in the U.S. District Court for the District of Massachusetts against former accountants and officers and directors of the Debtors. The subpoena sought documents arising from Bryan Cave's representation of the Debtors in the SEC Investigation and the Audit Committee. Bryan Cave attempted to limit the amount of work required to respond to the subpoena by, among other things, exploring with Milbank Tweed Hadley & McCloy, LLP ("Milbank"), the Debtors general bankruptcy counsel, whether the Debtors continued to wish to assert attorney-client privilege in response to the subpoena. The Debtors advised Bryan Cave that they did wish to assert the privilege, and requested that Bryan Cave take an active role in responding to the subpoena, as Bryan Cave's familiarity with the litigation and the documents could not be duplicated without occasioning onerous additional expense upon the estates.

11. Thereafter, Bryan Cave negotiated and entered into a stipulation with counsel for Plaintiffs, designed to reduce the cost and burden of the document production while still preserving privilege. The stipulation established a procedure for review of documents and identification of privileged materials. The actual document review pursuant to the stipulation was carried out jointly by Milbank and Bryan Cave. This project necessitated assigning a team of associates and paralegals to perform the review and logging of documents. Bryan Cave was responsible for initially assembling and organizing the universe of responsive documents, comprising approximately 100 boxes of documents.

12. After searching for and assembling the documents, Bryan Cave made a preliminary determination of which boxes were most likely to contain privileged or work-product documents, and which were likely non-privileged. Milbank handled the review of the presumptively non-privileged documents. Bryan Cave handled the review of the 30 boxes of documents which were predominantly privileged or subject to the work-product doctrine, and

therefore had not only to be reviewed but also described in sufficient detail to create a privilege log. The privilege log generated by this work is approximately 300 legal-sized pages.

13. Attached hereto at Attachment A are the detailed time entries indicating the daily work performed by each professional during the Interim Allowance Period with respect to whom compensation is sought, and an itemized list of expenses incurred by Bryan Cave during the Interim Application Period, with available supporting documentation for expenses exceeding \$25.00.

14. During the Debtor's Chapter 11 case, Bryan Cave previously applied for payment of fees and reimbursement of expenses for the periods November 29, 2000 through December 31, 2000; January 1, 2001 through January 31, 2001; February 1, 2001 through February 28, 2001; March 1, 2001 through March 31, 2001; April 1, 2001 through April 30, 2001; and May 1, 2001 through May 31, 2001; June 1, 2001 through June 30, 2001; July 1, 2001 through July 31, 2001; August 1, 2001 through August 31, 2001; September 1, 2001 through September 30, 2001; October 1, 2001, through October 31, 2001; November 1, 2001 through November 30, 2001; December 1, through December 31, 2001; January 1, 2002 through January 31, 2002; February 1, through February 28, 2002; March 1, through March 31, 2002, April 1, 2002, through April 30, 2002; May 1, through May 31, 2002, June 1, through June 30, 2002; July 1, 2002 through July 31, 2002, August 31, 2002 through August 31, 2002; September 1, 2002 through September 30, 2002; October 1, 2002 through October 31, 2002; November 1, 2002 through November 30, 2002, December 1, 2002 through December 31, 2002; January 1, 2003 through January 31, 2003; February 1, 2003 through February 28, 2003; March 1, 2003 through March 31, 2003; April 1, 2003 through April 30, 2003 and; March 2, 2004 through April 2, 2004. Bryan Cave does not hold a retainer.

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

16. The undersigned has reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certifies to the best of her information, knowledge and belief that this application complies with Local Rule 2016-2.

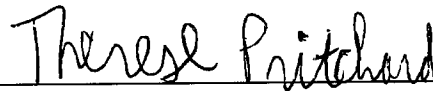
WHEREFORE, Bryan Cave LLP respectfully requests that this Court enter an order in the form attached hereto:

1. Awarding Bryan Cave \$103,985.00 in fees and \$1,817.10 for reimbursement of expenses, in connection with its representation of the Debtors for the Interim Application Period.;
2. Awarding Bryan Cave \$1,045,754.04 in fees and \$57,807.81 for reimbursement of expenses, in connection with its representation of the Debtors for the Final Application Period, including payment of any fees previously held back from distribution that have not yet been paid; and
- 3.. Granting such other and further relief as is just and appropriate in all of the circumstances.

Dated: Washington, DC  
June 1, 2004

Respectfully submitted,

BRYAN CAVE LLP



Therese D. Pritchard  
700 Thirteenth Street, N.W., Suite 700  
Washington, DC 20005  
(202) 508-6000  
Special Counsel for the Debtors