

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: : Jointly Administered
: Case No. 99-1244 (PJW)
LOEWEN GROUP INTERNATIONAL, : Chapter 11
INC., a Delaware corporation, et al., :
: **Objections Due By: March 25, 2002**
: **by 4:00 p.m. (ET)**
Debtors. : **Hearing Date: May 10, 2002 at 2:00 p.m.**

**FINAL APPLICATION OF
DORSEY & WHITNEY LLP AS SPECIAL COUNSEL FOR
DEBTORS AND DEBTORS-IN-POSSESSION, FOR
ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD JUNE 1, 1999 THROUGH JANUARY 1, 2002**

Name of Applicant: Dorsey & Whitney LLP

Authorized to Provide
Professional Services to: Debtors

Date of Retention: June 1, 1999

Period for which Compensation
and reimbursement is sought: June 1, 1999 through January 1, 2002

Amount of compensation sought as
actual, reasonable and necessary: \$674,963.95

Amount of reimbursement sought as
actual, reasonable and necessary: \$ 14,105.49

This is an _____ interim X final application

The time expended in the preparation of Dorsey & Whitney's Final Fee Application (approximately \$7,900.00) will be billed directly to the client post-effective date.

Prior Interim Monthly Applications Filed:

Date App. Filed	Period Covered By Application	Docket No. of the App.	Amount of Fees Requested	Amount of Expenses Requested	Method of Approval for Payment ¹	Amount of Fees Paid	Amount of Expenses Paid	Balance Due
9/10/99	6/1/99 -- 7/31/99	#656	\$51,613.00	\$ 1,157.76	Order #2942	\$51,613.00	\$ 1,157.76	0
9/24/99	8/1/99 -- 8/31/99	#832	\$29,372.50	\$ 285.11	Order #2951	\$29,372.50	\$ 285.11	0
10/25/99	9/1/99 -- 9/30/99	#2598	\$34,646.50	\$ 100.51	Order #2948	\$34,646.50	\$ 100.51	0
11/24/99	10/1/99 -- 10/31/99	#2738	\$38,078.75	\$ 82.45	Order #3101	\$38,078.75	\$ 82.45	0
12/23/99	11/1/99 -- 11/30/99	#2911	\$23,849.25	\$ 227.50 2	Order #3672	\$23,849.25	\$ 227.50	0
1/25/00	12/1/99 -- 12/31/99	#3041	\$35,028.00	\$ 436.79	Order #3325	\$35,028.00	\$ 436.79	0
2/25/00	1/1/00 -- 1/31/00	#3290	\$41,749.00	\$ 765.47	Order #4796	\$41,749.00	\$ 765.47	0
3/24/00	2/1/00 -- 2/29/00	#3438	\$26,098.75	\$ 699.94	Order #5023	\$26,098.75	\$ 699.94	0
4/24/00	3/1/00 -- 3/31/00	#3702	\$40,341.50	\$ 1,446.52	Order #5142	\$40,341.50	\$ 1,446.52	0
5/25/00	4/1/00 -- 4/30/00	#3787	\$15,842.00	\$ 782.72	Order #5123	\$15,842.00	\$ 782.72	0
6/23/00	5/1/00 -- 5/31/00	#4700	\$15,881.00	\$ 1,605.61	Order #5383	\$15,881.00	\$ 1,605.61	0
8/2/00	6/1/00 -- 6/30/00	#4855	\$19,682.00	\$ 651.90	CNO #5091	\$15,745.60	\$ 651.90	\$3,936.40
8/28/00	7/1/00 -- 7/31/00	#4991	\$14,845.50	\$ 384.15	CNO #5585	\$11,876.40	\$ 384.15	\$2,969.10
9/25/00	8/1/00 -- 8/31/00	#5279	\$26,281.50	\$ 370.91	CNO #5586	\$21,025.20	\$ 370.91	\$5,559.52
10/26/00	9/1/00 -- 9/30/00	#6317	\$18,074.50	\$ 412.27	CNO #6459	\$14,459.60	\$ 412.27	\$3,614.90
11/29/00	10/1/00 -- 10/31/00	#5784	\$33,590.50	\$ 319.25	CNO #6032	\$26,872.40	\$ 319.25	\$6,718.10
1/2/01	11/1/00 -- 11/30/00	#5999	\$23,512.50	\$ 495.58	CNO #6421	\$23,512.50	\$ 495.58	0
2/6/01	12/1/00 -- 12/31/00 ³	#6417	\$ 8,326.27	\$ 145.08	CNO #6512	\$ 8,326.27	\$ 145.08	0
3/23/01	1/1/01 -- 1/31/01 ⁴	#6727	\$22,697.43	\$ 157.50	CNO #6829	\$22,697.43	\$ 157.50	0
4/11/01	2/1/01 -- 2/28/01	#6813	\$23,767.50	\$ 421.48	CNO #7003	\$23,767.50	\$ 421.48	0
5/2/01	3/1/01 -- 3/31/01	#6914	\$18,908.50	\$ 545.87	CNO #7067	\$18,908.50	\$ 545.87	0

- 1 The Method of Approval for Payment will be either by Court Order, if the Court has signed an order approving the fees and expenses, or by Certificate of No Objection as provided under the amended interim fee procedure whereby there is automatic payment of 80% of the fees and 100% of the expenses upon the filing of such a Certificate of No Objection.
- 2 Total reflects \$3.00 overpayment of expenses in Fifth Fee Application.
- 3 18th Fee Application: This fee total reflects a \$1,290.40 credit, which involves two Unapplied Fees - \$1,000 and \$290.40. The \$1,000 UA Fee credit was applied to matter #4, first to expenses (\$6.64) and then to fees (\$993.36). The \$290.40 UA Fee credit was applied to matter #24, first to expenses (\$110.28) and then to fees (\$180.12).
- 4 19th Fee Application: Fee total reflects a \$21.92 UA Fee credit given to Matter #4, applied \$19.85 to expenses, then the \$2.07 to fees (UA Fee credit from matter #25).

5/29/01	4/1/01 – 4/30/01	#7090	\$ 8,961.00	\$ 297.79	CNO #7218	\$ 8,961.00	\$ 297.79	0
7/2/01	5/1/01 – 5/31/01	#7311	\$13,509.00	\$ 464.66	CNO #7485	\$10,807.20	\$ 464.66	\$2,701.80
7/31/01	6/1/01 – 6/30/01	#7597	\$11,187.00	\$ 295.91	CNO #7799	\$ 8,949.60	\$ 295.91	\$2,237.40
8/29/01	7/1/01 – 7/31/01	#7835	\$ 7,114.50	\$ 80.03	CNO #8013	\$ 5,691.60	\$ 80.03	\$1,422.90
10/2/01	8/1/01 – 8/31/01	#8095	\$ 9,038.50	\$ 185.51	CNO #8578	\$ 7,230.80	\$ 185.51	\$1,807.70
10/30/01	9/1/01 – 9/30/01	#8397	\$10,296.50	\$ 148.12	CNO #8579	\$ 8,237.20	\$ 148.12	\$2,059.30
11/28/01	10/1/01 – 10/31/01	#8588	\$19,647.50	\$ 374.28	CNO #8790	\$15,718.00	\$ 374.28	\$3,929.50
1/22/02	11/1/01 – 11/30/01	#8839	\$27,166.00	\$ 433.28			0	\$27,599.28
2/15/02	12/1/01 – 12/31/01	#9032	\$ 5,857.50	\$ 331.54			0	\$6,169.04
TOTAL			\$674,963.95	\$14,105.49 5		\$605,287.05	\$13,340.67	\$70,724.94

⁵ Total reflects \$3.00 adjustment for overpayment of expenses in Fifth Fee Application. Also, at the time of the Thirteenth Fee Application Loewen was given a credit against expenses in the amount of \$687.37. All credit was applied towards expenses in the Thirteenth and Fourteenth Fee Application. During the Fourteenth Fee application, the expense total of \$370.91 was reduced by the remaining credit of \$303.22 (excess copy charges (6/1/99 to 6/30/00) and After Hours Secretarial Support.

ATTACHMENT TO FEE APPLICATION

(For Period June 1, 1999 Through January 1, 2002)

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Earliest Year of Obtaining License to Practice, Area of Expertise (all as of 1/2002)	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Nancy Gallup	Partner/3 yrs./1981/Employee Benefits	\$275/295/340/360	1,092.25	\$339,978.75
Norman Milks	Associate/1/2 yr./1975/Employee Benefits (left firm 9/1999)	\$215/235	414.40	\$ 91,510.00
Deirdre Thomas	Associate/2 yrs./1990/Employee Benefits (left firm 3/2001)	\$175/200/215/240	297.70	\$ 58,291.50
Alan Ross	Associate/1 1/2 yrs./2000/Employee Benefits	\$110/170/200	301.80	\$ 51,585.00
Stephen Gottschalk	Partner/23 yrs./1972/Employee Benefits	\$340/365	2.50	\$ 900.00
Marianne O'Bara	Of Counsel/3 yrs./1980/Employee Benefits	\$240/270/305/310	14.90	\$ 4,293.50
Kim Anderson	Partner/11 yrs./1983/Banking	\$270/300/340	8.75	\$ 2,501.50
Robert Burns	Partner/24 yrs./1972/Employee Benefits	\$355	.25	\$ 88.75
Wendy Moss	Paralegal/2 1/2 yrs./Not Applicable/Employee Benefits	\$100/110/125/145	975.90	\$112,578.25
John Haine	Special Partner/5 yrs./1983/Employee Benefits	\$275/315	2.50	\$ 697.50
Tim Goodman	Associate/3 yrs./1998/Employee Benefits	\$150/200	22.3	\$ 3,387.50
Paul Jaenicke	Of Counsel/3 mths./1962/Employee Benefits	\$240	9.95	\$ 2,388.00
Leslie Anderson	Partner/6 yrs. 1983/Employee Benefits	\$285	.25	\$ 71.25
Karn Copa	Paralegal/9 yrs./Not Applicable/Employee Benefits	\$135	5.75	\$ 776.25
Amy Limeres	Associates/2 yrs./1995/Employee Benefits (left firm 5/2001)	\$215	26.40	\$ 5,676.00
Jan Lawrence	Librarian	\$100	.30	\$ 30.00
Don Carlson	Partner/24 yrs./1970/Employee Benefits	\$365	1.50	\$ 547.50
Cynthia Basham	Paralegal/1 yr./Not Applicable/Corporate	\$120	1.00	\$ 120.00
Kristyn Mullin	Associate/5 yrs./1993/Employee Benefits	\$235	.50	\$ 117.50
Christine L. Peterson-Stromgren	Staff Attorney/6 yrs./1993/Employee Benefits	\$235	.25	\$ 58.75
William J. Evans	Associate/3 yrs./1992/Labor and Employment	\$290	1.70	\$ 493.00
David Overstreet	Associate/2 yrs./1993/Employee Benefits	\$245	.20	\$ 49.00
Total			3181.05	\$676,139.50
GRAND TOTAL:		\$676,139.50		
BLENDED RATE:		\$212.55		

COMPENSATION BY PROJECT CATEGORY

LOEWEN GROUP INTERNATIONAL, INC.

(Case No. 99-01244/PJW)

(For the Period June 1, 1999 Through January 1, 2002)

Project Category	Total Hours	Total Fees
Dispositions (449495-00003)	63.55	\$ 14,116.50
Lange (449495-00004)	222.35	\$ 41,493.00
Osiris (449495-00005)	113.05	\$ 29,540.50
Puerto Rico (449495-00006)	86.00	\$ 18,406.50
Welfare (449495-00007)	208.10	\$ 47,996.25
Weinstein (449495-00008)	503.35	\$ 83,075.00
Loewen 401(k) Plan Administration (449495-00009)	1,240.05	\$278,062.00
Arlington (449495-00011)	1.70	\$ 365.50
Security Industrial (449495-00012)	5.80	\$ 1,308.00
Acacia (449495-00013)	72.65	\$ 19,113.50
401(k) Acquisitions (449495-00014)	17.90	\$ 3,118.75
Cemetery Association (449495-00016)	285.55	\$ 52,799.50
Elmwood Pension Plan (449495-00022)	133.30	\$ 28,904.00
Chapter 11 Matters (449495-00024)	120.65	\$ 35,683.50
New York Cemetery (449495-00025)	107.05	\$ 22,157.00
TOTAL	3,181.05	\$676,139.50

EXPENSE SUMMARY

LOEWEN GROUP INTERNATIONAL, INC.

(Case No. 99-01244/PJW)

(For the Period June 1, 1999 Through January 1, 2002)

Expense Category	Service Provider	Total Expenses
Overnight Delivery Charges	Federal Express	\$ 3,123.67
Long Distance Telephone Charges	Dorsey & Whitney LLP	\$ 2,591.83
Photocopy Charges	Dorsey & Whitney LLP	\$ 4,294.28
Facsimile Charges	Dorsey & Whitney LLP	\$ 1,279.90
Postage Charges	Dorsey & Whitney LLP	\$ 47.79
Other	Dorsey & Whitney LLP	\$ 1,000.00
After Hours Secretarial Support	Dorsey & Whitney LLP	\$ 1,732.25
After Hours Support - Expense	Dorsey & Whitney LLP	\$ 84.99
Computerized Legal Research	Dorsey & Whitney LLP	\$ 28.96
Supplies	Dorsey & Whitney LLP	\$ 1.59
Computer Services While Traveling	Dorsey & Whitney LLP	\$ 54.00
Grand Total Expenses		\$14,239.26
Less credits applied with respect to 18 th and 19 th Fee Applications (see footnotes 2 and 3 to Table entitled "Prior Interim Monthly Applications Filed"), and \$3.00 adjustment for overpayment of expenses in Fifth Fee Application.		(\$ 136.77)
Net Grand Total Expense		\$14,105.49

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	:	Case No. 99-1244 (PJW)
LOEWEN GROUP INTERNATIONAL,	:	Chapter 11
INC., a Delaware corporation, <u>et al.</u> ,	:	Objections Due By: March 25, 2002
	:	by 4:00 p.m. (ET)
Debtors.	:	Hearing Date: May 10, 2002 at 2:00 p.m.

**FINAL APPLICATION OF DORSEY & WHITNEY LLP AS SPECIAL
COUNSEL FOR DEBTORS AND DEBTORS-IN-POSSESSION, FOR
ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD JUNE 1, 1999 THROUGH JANUARY 1, 2002**

The Application of Dorsey & Whitney LLP respectfully shows unto the Court the following:

1. On June 1, 1999, the Debtors commenced their respective reorganization case by filing voluntary petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors' Chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly. Debtors continue to operate their businesses and manage their properties as Debtors in Possession pursuant to Sections 1107 and 1008 of the Bankruptcy Code.
2. The Court has jurisdiction over this matter pursuant to 28 U.S.C §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
3. Pursuant to that Application of Debtors and Debtors in Possession for an Order Authorizing Them to Retain and Employ Dorsey & Whitney as Special Counsel (the "Employment Application"), the Debtors sought to retain and employ Dorsey as special counsel

in these chapter 11 cases, pursuant to Section 327(e) of the Bankruptcy Code. The Debtors sought to retain and employ Dorsey & Whitney to provide legal service to the Debtors with respect to broad-based employee benefit arrangements subject to the Employee Retirement Income Security Act of 1974 (as amended), such as the Debtors' 401(k) plan and various welfare benefits. An engagement letter between LGII and Dorsey, dated as of April 23, 1999 and accepted by LGII on May 10, 1999 (the "Engagement Letter"), attached to the Employment Application as Exhibit C, reflects the terms and conditions of Dorsey's engagement by the Debtors. On or about June 1, 1999, the Court entered an Order Authorizing Debtors and Debtors in Possession to Retain and Employ Dorsey & Whitney, LLP as Special Counsel (the "Retention Order"), authorizing Dorsey's limited retention as special counsel to Debtors. A true and correct copy of the Retention Order is attached as Exhibit A.

4. As set forth in the Employment Application, Dorsey has rendered legal advice with respect to employee benefits matters to the Debtors as needed throughout the course of these Chapter 11 cases. In particular, Dorsey has provided, among others, the following legal services for the Debtors:

- ongoing advice regarding administration of, and documentation for, various broad-based employee benefit plans subject to the Employee Retirement Income Security Act of 1974 (as amended), including the Loewen Group International, Inc. 401(k) Retirement Plan, and various welfare benefit plans;
- advice regarding the effects of various corporate transactions on employee benefits; and
- advice regarding the disposition of various qualified retirement plans that were maintained by certain prior acquisitions.

5. By its Administrative Order, Pursuant to Sections 105(a) And 331 Of The Bankruptcy Code, Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (D.I. 569) dated August 24, 1999, 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 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, the Debtors could pay 100% of the fees requested and 100% of the disbursements requested.

6. By its 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 (D.I. 5859) dated December 12, 2000, the Court established revisions to the procedures for interim compensation and reimbursement of expenses for all professionals in these cases. In particular, the Court authorized that, upon the expiration of twenty (20) days after the service, the Professional may file a Certificate Of No Objection with the Court, after which the Debtors are authorized to pay each professional an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of the expenses requested in such monthly interim fee application and (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection.

7. On December 4, 2001, this Court entered the Findings Of Fact, Conclusions of Law And Order Confirming Fourth Amended Joint Plan Of Reorganization Of Loewen Group International, Inc., Its Parent Corporation And Certain Of Their Debtor Subsidiaries, As Modified (D.I. 8671) (the "Confirmation Order") confirming the Fourth Amended Joint Plan Of

Reorganization Of Loewen Group International, Inc., Its Parent Corporation And Certain Of Their Debtor Subsidiaries, As Modified (the "Plan"). Under the Plan and the Confirmation Order, the Court retained jurisdiction to consider final applications by retained professionals. These applications had to be filed within sixty days of January 2, 2002, the Plan's effective date. Pursuant to the Confirmation Order, Dorsey submits this fee application for a final order (the "Final Fee Application") for final allowance of compensation for actual and necessary professional services by it as counsel for the Debtors in the amount of \$674,963.95 (of which the sum of \$605,287.05 was previously paid pursuant to prior orders of this Court), together with reimbursement for actual and necessary expenses incurred in the amount of \$14,105.49 (of which the sum of \$13,340.67 was previously paid pursuant to prior orders of this Court) for the period June 1, 1999 through and including January 1, 2002 (the "Application Period"). This is Dorsey's Final Fee application. Dorsey has filed thirty prior applications setting forth in detail actual and necessary professional services rendered on behalf of the Debtors, together with actual and necessary expenses incurred on behalf of the Debtors, for the Application Period.

8. Any payment made pursuant to the interim monthly fee applications under either procedure is subject to final approval of all fees and expenses. Upon approval of a professional's final fee application, the Debtors will be authorized to pay the 20% holdback and any other amounts remaining unpaid that are approved.

9. Accordingly, Dorsey has effectively ceased its representation of the Debtors and is now representing the reorganized Debtors. Although Dorsey and the Debtors believe that substantially all transition work has been accomplished, there may be discrete tasks or discussions regarding the prior conduct of the cases for which Dorsey may later seek compensation.

10. 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. Dorsey believes it is appropriate that it be compensated for the time spent and be reimbursed for the expenses incurred in connection with these matters.

Fee Statements

11. This is Dorsey's final fee application. As indicated above, Dorsey has filed thirty prior applications setting forth in detail actual and necessary professional services rendered on behalf of the Debtors, together with actual and necessary expenses incurred on behalf of the Debtors, for the period June 1, 1999 to January 1, 2002. These interim monthly fees and expenses are listed in the chart as Exhibit B along with the amounts of fees and expenses requested, the amounts Dorsey has been paid, the balance remaining due and the docket number of each monthly application.

12. The attorneys and paraprofessionals with Dorsey who rendered services for the debtors are listed in Exhibit C, attached, on a monthly basis.

13. Dorsey's attorneys and paraprofessionals expended a total of 3181.05 hours rendering services to the Debtors during the period of Dorsey's employment in these cases. The blended rate for these services over Application Period is \$212.55.

14. The summaries of the services rendered by Dorsey by project category during the Application Period are attached hereto as Exhibit D.

Disbursements

15. Dorsey has incurred actual, reasonable and necessary out-of-pocket disbursements during the Application Period in the amount of \$14,105.49. This disbursement sum is broken down into categories of charges and the monthly summaries of the expenses incurred by Dorsey is included in Exhibit E attached hereto. Photocopying is charged at no more than \$0.15/page;

outgoing faxes are charged at \$.50/page plus any long distance charges (but not to exceed a total cost of \$1.00/page); long distance, computer research and overnight delivery are charged at vendor rates; reimbursement for actual out of pocket expenses of after-hours secretarial is charged at actual cost (and no time charges have been made for after-hours secretarial assistance after charges reflected in the Eleventh Fee Application, per advice of the Court).

16. Dorsey has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and secretaries at Dorsey so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Dorsey has sought to coordinate with other professionals involved in these cases so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtors. We believe we have been successful in this regard.

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

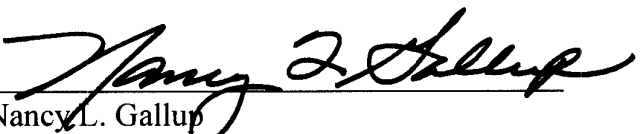
18. The undersigned has reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certifies to the best of his information, knowledge and belief that this application complies with Local Rule 2016-2.

WHEREFORE, Dorsey & Whitney respectfully requests that the Court enter an order substantially in the form attached hereto (1) approving Dorsey & Whitney LLP's compensation for necessary professional services it rendered to the Debtor during the Application Period in the amount of \$674,963.95 and actual necessary costs and expenses incurred during that period in

the amount of \$14,105.49 and (2) authorizing and directing the Debtor to pay the outstanding balance of the fees and expenses as set forth in Exhibit A, less any amounts paid after the filing of this Final Application; and granting such other and further relief as the Court may deem just and proper.

Dated: February 27, 2002.

DORSEY & WHITNEY LLP

By: 
Nancy L. Gallup
(Bar No. 22696 - Washington)
Special Counsel to Debtors and Debtors in
Possession

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