

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

<b>In re:</b> <b>LOEWEN GROUP</b> <b>INTERNATIONAL, INC., a Delaware</b> <b>Corporation, <u>et al.</u>,</b>  <b>Debtors.</b>	<b>Jointly Administered</b> <b>Case No. 99-1244 (PJW)</b> <b>Chapter 11</b>
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**TWENTY-FOURTH AND FINAL FEE APPLICATION OF DRESDNER KLEINWORT  
WASSERSTEIN (F/K/A WASSERSTEIN PERELLA & CO., INC.), AS  
INVESTMENT BANKER AND FINANCIAL ADVISOR FOR THE DEBTORS AND  
DEBTORS-IN-POSSESSION FOR ALLOWANCE OF FINAL COMPENSATION FOR  
ACTUAL, REASONABLE AND NECESSARY SERVICES RENDERED AND FOR  
REIMBURSEMENT OF ALL ACTUAL, REASONABLE AND NECESSARY  
EXPENSES INCURRED FOR THE PERIOD  
JUNE 1, 1999 THROUGH JANUARY 1, 2002**

Name of Applicant: Dresdner Kleinwort Wasserstein, Inc.

Authorized to Provide  
Professional Services to: Loewen Group International, Inc.

Date of Retention June 1, 1999

Period for which compensation  
and reimbursement is sought: Final (6/01/99 -1/01/02)  
Twenty-Fourth (6/01/01-1/01/02)

Amount of compensation sought  
as actual, reasonable, and necessary: Final (\$7,049,998.01)  
Twenty-Fourth (\$2,725,086.00)

Amount of expense reimbursement sought  
as actual, reasonable, and necessary: Final (\$519,808.54)  
Twenty-Fourth (\$27,969.32)

This is the Final Fee Application.

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
09/10/99	06/01/99-07/31/99	\$350,000.00/\$60,776.97	\$350,000.00/\$60,776.97
09/24/99	08/01/99-08/31/99	\$150,000.00/\$11,553.74	\$150,000.00/\$11,553.74
10/27/99	09/01/99-09/30/99	\$150,000.00/\$22,525.67	\$150,000.00/\$22,525.67
11/29/99	10/01/99-10/31/99	\$150,000.00/\$36,516.22	\$150,000.00/\$36,516.22
12/28/99	11/01/99-11/30/99	\$150,000.00/\$77,414.43	\$150,000.00/\$77,414.43
01/31/00	12/01/99-12/31/99	\$150,000.00/\$51,482.57	\$150,000.00/\$51,482.57
02/25/00	01/01/00-01/31/00	\$150,000.00/\$31,117.02	\$150,000.00/\$31,117.02
03/27/00	02/01/00-02/29/00	\$150,000.00/\$18,605.55	\$150,000.00/\$18,605.55
05/03/00	03/01/00-03/31/00	\$150,000.00/\$33,981.09	\$150,000.00/\$33,981.09
05/26/00	04/01/00-04/30/00	\$150,000.00/\$14,922.41	\$150,000.00/\$14,922.41
06/29/00	05/01/00-05/31/00	\$150,000.00/\$16,816.42	\$150,000.00/\$16,816.42
07/27/00	06/01/00-06/30/00	\$150,000.00/\$31,698.61	\$120,000.00/\$31,698.61
09/14/00	07/01/00-07/31/00	\$150,000.00/\$5,973.40	\$120,000.00/\$5,973.40
10/04/00	08/01/00-08/31/00	\$150,000.00/\$4,591.50	\$120,000.00/\$4,591.50
11/08/00	09/01/00-09/30/00	\$150,000.00/\$21,052.16	\$120,000.00/\$21,052.16
12/19/00	10/01/00-10/31/00	\$150,000.00/\$3,265.88	\$120,000.00/\$3,265.88
07/07/01	11/01/00-11/30/00	\$150,000.00/\$6,788.56	\$120,000.00/\$6,788.56
03/15/01	12/01/00-12/31/00	\$150,000.00/\$18,656.49	\$120,000.00/\$18,656.49
04/11/01	1/01/01-1/31/01	\$690,788.00/\$6,901.90	\$690,788.00/\$6,901.90
06/08/01	2/01/01-2/28/01	\$219,375.00/\$5,927.50	\$219,375.00/\$5,927.50
07/26/01	3/01/01-3/31/01	\$171,688.00/\$3,926.77	\$171,688.00/\$3,926.77
09/25/01	4/01/01-4/30/01	\$150,000.00/\$5,431.87	\$150,000.00/\$5,431.87
11/8/01	5/1/01-5/31/01	\$193,063.00/\$1,912.49	Pending

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FOR THE DISTRICT OF DELAWARE**

**In re:  
LOEWEN GROUP  
INTERNATIONAL, INC., a Delaware  
Corporation, et al.,**

**Debtors.**

**Jointly Administered  
Case No. 99-1244 (PJW)  
Chapter 11**

**TWENTY-FOURTH AND FINAL FEE APPLICATION OF DRESDNER KLEINWORT  
WASSERSTEIN (F/K/A WASSERSTEIN PERELLA & CO., INC.), AS  
INVESTMENT BANKER AND FINANCIAL ADVISOR FOR THE DEBTORS AND  
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ACTUAL, REASONABLE AND NECESSARY SERVICES RENDERED AND FOR  
REIMBURSEMENT OF ALL ACTUAL, REASONABLE AND NECESSARY  
EXPENSES INCURRED FOR THE PERIOD  
JUNE 1, 1999 THROUGH JANUARY 1, 2002**

Dresdner Kleinwort Wasserstein, Inc. (“DrKW”) the financial advisor to LOEWEN GROUP INTERNATIONAL, INC., et al. (the “Debtors”), the above-captioned reorganized debtors, hereby submits this Twenty-Fourth and Final Application (the “Application”) for allowance of compensation for services rendered by DrKW from the commencement of these chapter 11 cases on June 1, 1999 to January 1, 2002 (the “Final Compensation Period”), including for the period June 1, 2001 through and including January 1, 2002 (the “Twenty-Fourth Application”), and reimbursement of actual and necessary expenses incurred during the Twenty-Fourth and Final Compensation Periods pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”) and Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and respectfully represents as follows:

## BACKGROUND

1. On June 1, 1999, the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code.

2. By its Order Approving Retention of DrKW as Financial Advisor for The Debtors In Possession (the "Retention Order") (D.I. 48) dated June 1, 1999, the Court authorized the Debtors to retain DrKW as financial advisor to the Debtors in these cases on the terms and conditions set forth in the Application and Engagement Letter (as defined in the Retention Order). DrKW has acted as financial advisor for the Debtors since June 1, 1999. A copy of the Retention Order is attached hereto as Exhibit B, and incorporated herein by reference.

3. The Court has jurisdiction over this Twenty-Fourth and Final Applications pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory and other legal predicates for the relief requested herein are the following: (a) sections 330 and 331 of the Bankruptcy Code; (b) Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); (c) the 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 August 24, 1999, (the "Interim Compensation Order"); (d) the Amended Administrative Order ("Amended Administrative Order"), dated December 12, 2000; and (e) Local Rule No. 2016-1 of the United States Bankruptcy Court for the District of Delaware ("Local Rule 2016-1"). A copy of the Interim Compensation Order is attached hereto as Exhibit A and incorporated herein by reference.

5. During these chapter 11 cases, the Debtors, along with the assistance of DrKW, completed a comprehensive restructuring of its capital structure as well as rationalized its business via the disposition of over 325 non-core funeral homes and cemeteries.

6. 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., 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.

#### **SUMMARY OF PROFESSIONAL COMPENSATION AND EXPENSE REIMBURSEMENT REQUESTED**

7. By this Application, DrKW requests allowance of \$2,753,055.32 for the Twenty-Fourth Compensation Period, representing \$2,725,086.00 as compensation for professional services rendered and \$27,969.32 for reimbursement of actual and necessary expenses incurred during the Twenty-Fourth Compensation Period from June 1, 2001 through and including January 1, 2002. Compensation for professional services rendered includes, monthly retainers of \$1,050,000.00, Sale Transaction Fees of \$636,969.00 and a final Restructuring Fee of \$1,038,117.00. In addition, DrKW requests a final allowance of \$7,569,806.55 for the Final Compensation Period, representing total compensation of \$7,049,998.01 for professional services rendered which includes monthly retainers of

\$4,700,000.00, Sale Transaction Fees of \$1,311,883.00 and a final Restructuring Fee of \$1,038,117.00, and reimbursement for actual and necessary expenses of \$519,808.54.

8. Since DrKW has already received payments from the Debtors totaling \$4,628,140.62, DrKW hereby requests payment for the remaining balance of \$2,941,665.93.

9. All of the services for which DrKW seeks approval of compensation were rendered solely for and on behalf of the Debtors and not on behalf of any other person or party in interest.

10. DrKW submits that this Application complies with sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a), this Court's Interim Compensation Order of August 24, 1999, and the Guidelines adopted by the Executive Office for the United States Trustee.

#### **FEE SUMMARY**

11. The Engagement Letter provides that DrKW will be compensated subject to the jurisdiction and approval of the Court as required by the Bankruptcy Code. According to the terms of the Engagement Letter, the Debtors agreed to pay DrKW the following cash fees that are capped at a total maximum aggregate fee of \$6,500,000.00 plus 50% of the monthly retainer credits during 2001.

(a) A monthly financial advisory fee of \$200,000.00 for each of the first two months and \$150,000.00 (the "Monthly Advisory Fee") thereafter;

(b) A Restructuring Transaction Fee<sup>1</sup> contingent upon the consummation of a Restructuring and payable at the closing thereof, equal to .35% of the sum of the aggregate principal amount of the Debtors' funded indebtedness, the liquidation preference

of the Debtors' preferred stock and/or the face value of other debt obligations restructured in such Restructuring;

(c) A Sale Transaction Fee at the closing of each Sale Transaction of an amount equal to (i) 1.25% of the Aggregate Consideration paid in each Sale up to and including \$100 million;

(d) Monthly fees in (a) are to be credited against both the Sale and Restructuring Transaction Fees. Credit is 50% of the monthly fees for the first six months, and 100% thereafter.

12. DrKW seeks approval of both the Restructuring and Sale Transaction Fees which total \$ 2,350,000.00 and are calculated as follows and capped at \$6,500,000.00:

**Sale Transaction Fee Calculations**

	<u>Sale Transaction Percentage</u>	<u>Aggregate Consideration</u>	<u>Transaction Fee</u>
Jan. 2001	1.25%	\$43,263,000	\$540,788
Feb. 2001	1.25%	\$5,550,000	\$69,375
Mar. 2001	1.25%	\$1,735,000	\$21,688
May 2001	1.25%	\$3,445,000	\$43,063
<b>Sale Transaction Fees Submitted</b>			<b>\$674,914</b>
June 2001	1.25%	\$2,495,000	\$31,188
July 2001	1.25%	\$1,200,000	\$15,000
Aug 2001	1.25%	\$488,000	\$6,100
Sept 2001	1.25%	\$2,890,870	\$36,136
Oct 2001	1.25%	\$1,880,000	\$23,500
Nov 2001	1.25%	\$35,850,000	\$448,125
Dec-Feb 2002	1.25%	\$6,153,611	\$76,920
<b>Sale Transaction Fees for 24th Period</b>			<b>\$636,969</b>
<b>Total Sale Fees</b>		<b>\$104,950,481.00</b>	<b>\$1,311,883.00</b>

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<sup>1</sup> All capitalized terms used in paragraphs 11 and 12 shall have the meaning ascribed to them in the Engagement Letter and Retention Application.

### Restructuring Fee Calculation

	<u>Sale Transaction</u> <u>Percentage</u>	<u>Aggregate</u> <u>Indebtedness</u>	
Restructuring Fee	.35%	\$2,100,000,000	\$7,350,000.00
Fee Cap			\$6,500,000.00
Less Total Sale Fees			(\$1,311,883.00)
Less Monthly Retainer Credits			(\$4,150,000.00)
<b>Total Restructuring Fee Due</b>			<b>\$1,038,117.00</b>

13. The award of such fees under section 330(a) of the Bankruptcy Code is widely recognized. In re UDC Homes, Inc., 203 B.R. 218, 220-222 (Bankr. D. Del. 1996); In re Intellogic Trace, Inc., 188 B.R. 557, 560-2 (Bankr. W.D. Tex. 1995); In re Gillett Holdings, Inc., 137 B.R. 452, 459 (Bankr. D. Colo. 1991) (“success fee” is “entirely acceptable” upon proper evaluation by creditors and consideration by the court). As stated by the court in UDC Homes, the Engagement Letter’s fee structure should not be viewed as a “monthly fee plus a bonus fee” but, rather, “based upon a restructuring fee concept ... that certain financial advisors typically agree to in merger and acquisition or restructuring transactions work performed outside of bankruptcy. In such a restructuring, a financial advisor representing the company to be restructured may be compensated on the basis of a percentage of certain financial benchmarks relating to the resulting transaction.” 203 B.R. at 222. See also In re Intellogic Trace, 188 B.R. at 560 (“[A] ‘success’ fee is less a bonus than it is an incentive, designed to induce maximum return, on the theory that, but for the fee, the professional would not even have bothered to take on the engagement.”). To the extent, therefore, that a restructuring fee represents a fair bargain by the parties and market practice, it should be approved. See generally In re Busy Beaver Bldg. Centers, Inc., 19 F.3d 833, 849 (3d Cir. 1994); see also In re Intellogic Trace, 188 B.R. at 560 (“Though the original agreement made between the parties is not controlling, it is at least a relevant piece of information, especially if the evidence also suggests arms’-length bargaining,



relatively equal bargaining positions, and other indicia that the agreement falls within the range that the market might generate in the absence of a bankruptcy.”)

14. In addition, on information and belief the fees owed to DrKW under the Engagement Letter are well within the range of fees paid to other investment banks in similar transactions.

15. DrKW respectfully submits that the fees for the services that it has rendered to the Debtors is fully justified and reasonable based upon the factors listed in section 330(a)(3) of the Bankruptcy Code and relevant authorities, including (a) the time and labor spent on such services, (b) the rates charged for such services, including the contingent nature of the fee, (c) whether the services were necessary or beneficial to the completion of the chapter 11 case, (d) the novelty and difficulty of the issues presented, (e) the skill necessary to perform the services properly, (f) the preclusion of other employment, (g) the customary fees charged to other clients for similar services by DrKW and other investment banks, (h) awards in similar cases, (i) time constraints, (j) the amounts involved and the results obtained, (k) the experience, reputation and ability of the professionals rendering services, (l) the lack of a prior professional relationship between DrKW and the Debtors, and (m) the indisputable success of these chapter 11 cases.

16. As shown in the following description of DrKW’s responsibilities, services and resources dedicated to the Debtors’ restructuring and sale transactions, the foregoing factors all strongly support the award of DrKW’s requested compensation.

## SUMMARY OF DrKW'S SERVICES

17. DrKW fulfilled its role as financial advisor to the Debtors in a manner which facilitated the successful restructuring of the Debtors and enabled the Debtors to maximize value for creditors through its successful reorganization and sale of non-core funeral home and cemetery assets. DrKW's thorough analysis of the restructuring alternatives available to the Debtors helped the Board and management understand the strategic and financial implications of various restructuring alternatives. In addition, DrKW provided thoughtful advice in assisting the Debtors in negotiating with its creditors and successfully resolving the CTA litigation. DrKW also advised the Debtors on developing its post reorganization capital structure. DrKW actively participated in the sale of the Debtors' non-core funeral and cemetery properties, which resulted in the sale of over 325 properties in over 50 transactions. DrKW applied a wide array of resources in advising the Debtors, drawing on the restructuring, mergers and acquisitions, and capital markets expertise of its professionals involved in these cases. Throughout these cases, DrKW provided the following services to the Debtors:

### Preparation of Strategic Alternatives:

Throughout these cases, the Debtors' senior management and its Board of Directors have been advised by DrKW on various strategies relating to the Debtors' financial reorganization. These include, but were not limited to: reorganization alternatives, capital structure issues, CTA strategy, restructuring proposal alternatives and mergers and acquisition advice.

### Debtor –in-Possession ("DIP") Financing:

DrKW assisted the Debtors in obtaining DIP financing and preparing a DIP financial model for potential DIP lenders. DrKW helped the Debtors structure and negotiate the final DIP agreement.

### Development of Asset Rationalization Program:

DrKW was instrumental in helping the Debtors to develop a database of information to review the viability of its funeral home and cemetery operations on a property by property basis. DrKW

then assisted the Debtors in analyzing this data to determine the list of core and non-core properties which formed the basis for the Business Plan and Asset Divestiture Program.

Development of Business Plan:

DrKW assisted the Debtors and Zolfo Cooper in preparing and reviewing its 2000 budget as well as its financial projections and strategic business plan.

Management of Asset Divestiture Program:

DrKW worked extensively with the Debtors to both structure and execute the Debtors' divestiture of approximately 400 properties. DrKW and the Debtors divided the sale properties into 26 regional packages of properties to maximize sale value. DrKW executed and distributed over 750 confidentiality agreements on behalf of the Debtors and prepared over 2000 information packages which were sent to potential bidders. DrKW managed the receipt and review of over 400 letters of intent to determine which bidders should continue in the divestiture process. DrKW oversaw the due diligence of the bidders and advised the Debtors on validity of the bids. DrKW negotiated final purchase prices with the bidders and helped to structure the purchase transactions. DrKW also managed the auction processes which resulted in over \$15 million of additional proceeds to the estate. The Asset Divestiture Program began on December 17, 1999 and concluded in December 2001 when the Court approved the sale of the last properties in the divestiture program. The divestiture program raised over \$110 million for the estate through over 50 individual transactions and relieved the Debtors of over 325 non-core properties..

Development of Valuation and Debt Capacity:

DrKW prepared an extensive valuation and debt capacity analysis which was first presented to the Board of Directors in June 2000 and was used to develop the Debtors' restructuring proposal. The analysis was updated prior to Confirmation and was used during the Debtors' contested Confirmation hearing to uphold the Debtors' view on value and debt capacity.

Development of the Restructuring Proposal:

DrKW built a restructuring model which was used to develop the various restructuring alternatives available to the Debtors. DrKW negotiated with Creditors on the Debtors' behalf and helped structure the eventual proposed restructuring plan. DrKW also assisted the Company in structuring and negotiating the post-reorganization debt instruments.

CTA Negotiation Advice:

DrKW assisted the Debtors in negotiating with its Creditors to resolve the CTA matter. DrKW provided the Debtors with analysis showing Creditor recoveries in various scenarios and helped the Court Appointed Arbitrator to get the information necessary to develop his views.

### Plan Confirmation Testimony:

DrKW assisted the Debtors' outside bankruptcy counsel in defending the Debtors' Plan of Reorganization during the multi-day Confirmation Hearing. DrKW examined the objecting parties' analyses and helped develop evidence to support the Debtors' case, which was ultimately upheld by the Court. In addition, DrKW provided expert witness testimony regarding valuation and feasibility during the Confirmation Hearing.

18. The following summary is a description of the services rendered by DrKW to the Debtors during the Twenty-Fourth and Final Compensation Periods. A detailed description of the work performed, categorized by project code, and those day-to day services and the time expended in performing such services for the Twenty-Fourth and Final Compensation Period is fully set forth in Exhibit C.

### Coordination of the Chapter 11 Process and Administration

This category includes time spent by DrKW preparing fee applications, expense summaries and time records for the Debtors' cases as well as other miscellaneous case administration matters.

### Interface with Professionals, Official Committees and Other Parties-In-Interest

This category includes time spent by DrKW on telephone conversations and in meetings with the other Professionals involved in these cases, including the Official Committees' legal and financial professionals and the professionals involved by other parties of interest. This category also includes the preparation of materials that were presented at any of these meetings. In addition, this category includes time spent by DrKW on telephone conversations and in meetings with the Debtors, the Debtors' attorneys, and other professionals and parties in interest regarding the status of the case. This category also includes the preparation and review of court documents filed by the Debtors and other parties in interest.

### Business Operations Planning, Monitoring, Reporting and Analysis

- Assisted the Debtors with its asset rationalization program to determine which properties were core and non-core;
- Reviewed and analyzed the Debtors' historical and projected operating results and liquidity requirements,
- Advised the Debtors with respect to the CTA dispute and litigation;
- Advised the Debtors during negotiations with the Creditors' Committee regarding the Debtors' proposed capital structure;
- Assisted the Debtors to prepare presentation material for the Creditors' Committee and its advisors; and

- Assisted the Debtors in developing and evaluating various operating scenarios.

General Corporate Finance, Including Chapter 11 and Exit Financing, Securities Design, Valuation, Merger, Acquisition and Divestiture Activities and Taxation Issues

- Developed strategic alternatives to advise Senior Management and the Board of Directors on its restructuring alternatives and options;
- Developed financial models of the Debtors' operating performance;
- Developed recapitalization/financing models and ran multiple scenarios to determine optimal capital structure and financing alternatives;
- Conducted valuation analysis to determine recoveries and reorganization values;
- Managed confidentiality agreement negotiations and numerous purchase price discussions with potential purchasers of disposition properties;
- Advised the Debtors in terms of determining potential exit financing, including negotiations with several investors; and
- Participated in developing the Debtors' defense to valuation and feasibility objections made by a creditor during the confirmation hearing;
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Disclosure Statement and Plan of Reorganization

This category includes time spent by DrKW in advising the Debtors on the development of a term sheet relating to the plan of reorganization and disclosure statement, as well as revision to the several disclosure statements that have been filed with the Court. The category also includes the preparation time and attending at both the disclosure statement and plan of reorganization hearings.

Travel

This category includes the time spent travelling to and from the Debtors offices or to other destinations on the Debtors' behalf, including related meetings.

**TIME RECORDS**

19. The amount of the fees and expenses sought in this application and DrKW's billing processes are consistent with market practice both in and out of a bankruptcy

context. DrKW does not bill its clients based on the number of hours expended by its professionals. Accordingly, DrKW has not established hourly rates for its professionals and DrKW professionals generally do not maintain detailed time records of the work performed for its clients. DrKW has, however, maintained contemporaneous time records in the Debtors' case in accordance with the court order approving DrKW's retention. Time records of the hours expended during the Twenty-Fourth Compensation Period in the aggregate of 750 hours, and during the Final Compensation Period in the aggregate of 10,124.70 are attached hereto as Exhibit C.

#### **ACTUAL AND NECESSARY EXPENSES**

20. Attached hereto as Exhibit D is a schedule of the actual and necessary expenses incurred by DrKW in connection with its representation of the Debtors during the Twenty-Fourth and Final Application Periods. DrKW seeks reimbursement of actual and necessary expenses incurred by DrKW during the Twenty-Fourth Compensation Period in the amount of \$27,969.32, and during the Final Compensation Period in the aggregate amount of \$519,808.54.

#### **FINAL COMPENSATION AND EXPENSE REIMBURSEMENT REQUESTED**

21. DrKW has not received any payment or promise of payment for its services or expenses in connection with these chapter 11 cases other than those disclosed in its Retention Application and previous fee applications.

22. No agreement or understanding exists between DrKW and any other person for the sharing of compensation received or to be received for services rendered by DrKW in or in connection with these chapter 11 cases.

23. No agreement prohibited by 18 U.S.C. § 155 has been or will be made by DrKW in connection with these chapter 11 cases.

24. By this Application, DrKW requests allowance of \$2,753,055.32 for the Twenty Fourth Compensation Period, representing \$2,725,086.00 as compensation for professional services rendered and \$27,969.32 for reimbursement of actual and necessary expenses incurred. In addition, DrKW seeks final allowance of \$7,569,806.54 for the Final Compensation Period, representing \$7,049,998.01 as compensation for professional fees rendered, which includes the Restructuring and Sale Transaction Fees of \$2,350,000.00 plus monthly retainers of \$4,700,000.00 and \$519,808.54 as reimbursement for actual and necessary expenses incurred.

**WHEREFORE**, DrKW respectfully requests entry of an order substantially in the form of Exhibit E attached hereto, authorizing (i) final allowance of \$7,569,806.55 for the Final Compensation Period; (ii) that such sums be authorized for payment, less amounts previously paid to DrKW pursuant to the Retention Order or described herein, resulting in a payment of \$2,941,665.93 and (iii) for such other and further relief as is just and proper.

I declare under penalty of perjury that the forgoing Application, with exhibits, is true and correct to the best of my knowledge.

Dated: New York, New York  
March 1, 2002

DRESDNER KLEINWORT WASSERSTEIN, INC.

By 

Martin Lewis  
Managing Director  
1301 Avenue of the Americas  
New York, New York 10019  
(212) 969-2700