

Hearing Date: May 10, 2002
Objection Deadline: @ 4:00 p.m.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re: :
 :
 : **Jointly Administered**
 LOEWEN GROUP INTERNATIONAL, : **Case No. 99-1244 (PJW)**
 INC., a Delaware corporation, et al., :
 : **Chapter 11**
 Debtors. :

**FIRST AND FINAL APPLICATION OF WYATT, TARRANT & COMBS, LLP AS
SPECIAL COUNSEL FOR DEBTORS AND DEBTORS IN POSSESSION
FOR ALLOWANCE OF FEES AND EXPENSES**

Name of Applicant: Wyatt, Tarrant & Combs, LLP

Authorized to provide professional services to: Debtors

Date of retention: June 1, 1999

Period for which compensation and reimbursement is Sought: February 16, 2000 - December 31, 2001

Amount of compensation sought as actual, reasonable and necessary: \$99,951.08

Amount of reimbursement sought as actual, reasonable and necessary: \$4,206.00

This is an _____ interim XXXX final application

The total time expended for the preparation of this application and addressing related fee issues, is approximately 21.5 hours, consisting of 6.5 hours by E. Franklin Childress, partner, and 15.0 hours by Angela Knight, Paralegal, and the corresponding compensation requested is approximately \$2,774.00.

This is the first and final application.

TO THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE:

The Application of Wyatt, Tarrant & Combs, LLP ("WTC") respectfully shows unto the Court the following:

1. On June 1, 1999 (the "Petition Date"), 831 of the Debtors commenced their respective reorganization cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. On December 30, 1999, Debtor Neweol (Delaware), L.L.C. commenced its voluntary chapter 11 case. On May 29, 2001, Debtors HMP Acquisition, Inc., Memory Gardens, Inc. and OVC Association commenced their voluntary chapter 11 cases. On June 25, 2001, Debtor Loewen Financial Corporation commenced its voluntary chapter 11 case. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly.

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. Debtor Loewen Group International, Inc., a Delaware corporation ("LGII"), is a wholly-owned subsidiary of Debtor The Loewen Group Inc., a British Columbia corporation ("TLGI"). The other Debtors are either direct or indirect subsidiaries or affiliates of LGII. On June 1, 1999, TLGI and certain of the Debtors' Canadian affiliates (collectively, the "Canadian Debtors") commenced insolvency proceedings under the Canadian Companies' Creditors Arrangement Act in the Ontario Superior Court of Justice in Toronto, Ontario.

4. Pursuant to the Application of Debtors and Debtors in Possession for an Order Authorizing Them to Retain and Employ WTC (the "Employment Application"), the Debtors sought to retain and employ WTC as special counsel in these chapter 11 cases, pursuant to

section 327(e) of the Bankruptcy Code. The Debtors sought to retain and employ WTC to provide any and all legal services to the Debtors relating to labor, employment and certain litigation matters, described in the Employment Application, necessary or appropriate in connection with the Debtors' Chapter 11 cases. On or about October 12, 2001, the Court entered an Order Authorizing Debtors and Debtors in Possession to Retain and Employ Wyatt, Tarrant & Combs, LLP as Special Counsel (the "Retention Order"), authorizing WTC's limited retention as special counsel to Debtors. A true and correct copy of the Retention Order is attached as Exhibit "A".

5. As set forth in the Employment Application, WTC has rendered legal services to the Debtors with respect to labor and employment, general litigation, real estate, contract, intellectual property and potentially other matters as needed throughout the remaining pendency of these chapter 11 cases. In particular, the Debtors anticipated that Wyatt would and did perform, among others, the following legal services:

- (a) advise and assist the Debtors with respect to labor and employment matters under federal and state law, including (i) labor matters brought by or before the National Labor Relations Board, (ii) employment matters brought by the United States Equal Employment Opportunity Commission and state agencies having similar powers and (iii) employment litigation matters pending in courts in various jurisdictions;
- (b) advise and assist the Debtors with respect to ongoing employment and employment-related issues;
- (c) represent the Debtors in certain litigation matters pending primarily in the States of Tennessee, Kentucky and Indiana; and
- (d) advise and assist the Debtors on miscellaneous matters, involving

real estate, contract, and other nonbankruptcy issues comparable to those as to which Wyatt provided services prior to the Petition Date or as an Ordinary Course Professional. Attached hereto as Collective Exhibit "B" are true and correct copies of WTC's invoices for services rendered to the Debtors during the period February 16, 2000 through December 31, 2001 (the "Application Period"), excluding those fees and expenses paid by Debtor in the ordinary course of business per previous Order, post-petition. Attached as Exhibit "C" is a summary of the invoices of WTC organized by project categories, which itemize all services performed by WTC attorneys and legal assistants and provide a detailed description of the services provided, as well as summary of the hours and fees for each matter.

6. As indicated in Collective Exhibit "B", WTC devoted 650.20 hours to these matters during the Application Period, having a value of \$99,951.08 at WTC's normal billing rates. The names of the attorneys and legal assistants involved in this matter, the time spent by each of them and their normal billing rates in matters of this type are as shown on the Information By Professional Chart included in this Application as Exhibit "D".

7. WTC has also incurred out-of-pocket expenses in the additional sum of \$4,206.00 with respect to the Application Period. The breakdown of categories of expenses by project category is attached as Exhibit "E". Photocopying is charged at no more than \$.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 are made for after-hours secretarial assistance). Detail regarding dates, providers, etc. is included in Collective Exhibit "B".

8. WTC has made no prior Applications for allowance of fees or expenses in connection with Debtors' bankruptcy cases.

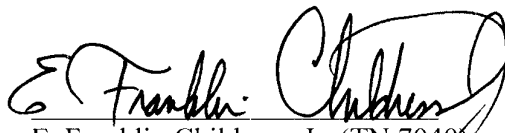
9. WTC certifies that the Debtors, their representatives, and all other parties entitled to receive a copy of this Application pursuant to Section 2(a) of that Administrative Order, Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated August 24, 1999 (the "Administrative Order"), will receive and will have the opportunity to review this Application for compensation and reimbursement of expenses, as provided in the Administrative Order.

10. Attached as Exhibit "F" is an Affidavit of Robert L. Crawford, Esq., submitted pursuant to Section 504 of the Bankruptcy Code.

11. 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, WTC respectfully requests that an Order be entered herein granting WTC an interim allowance in the amount of \$99,951.08, plus reimbursement of their additional out of pocket expenses in the sum of \$4,206.00, for a total of \$104157.08 for services rendered during the Application Period.

Dated: February 28, 2002.


E. Franklin Childress, Jr. (TN 7040)
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