

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

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

**APPLICATION FOR NINTH AND FINAL ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP AS CO-COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Name of Applicant: Young Conaway Stargatt & Taylor, LLP

Authorized to Provide
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: June 11, 1999

Interim Period for which compensation and
reimbursement is sought: August 1, 2001 through January 31, 2002

Final Period for which compensation and
reimbursement is sought: June 11, 1999 through January 31, 2002

Amount of Interim Compensation sought
as actual, reasonable, and necessary: \$110,625.50

Amount of Interim Expense Reimbursement sought
as actual, reasonable, and necessary: \$12,409.08

Amount of Final Compensation sought
as actual, reasonable, and necessary: \$753,388.50

Amount of Final Reimbursement sought
as actual, reasonable and necessary: \$77,382.14

Interim Fee Application Period, Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Fees Paid or to be paid (80%)	Amount of Expenses Paid or to be paid (100%)	Amount of Holdback Fees Sought
First 6/11/99-10/31/99 [Docket No. 3378] Filed 3/15/00	\$70,322.00	\$2,147.14	\$70,322.00 (paid 100%)	\$2,147.14	--0--
Second 11/1/99-1/31/00 Filed 7/15/01, [Docket No. 4820A]	\$30,167.00	\$5,069.57	\$24,133.60	\$5,069.57	\$6,033.40 pending
Third 2/1/00-4/30/00 [Docket No. 6436] Filed 2/13/01	\$34,028.50	\$6,862.42	\$27,222.80	\$6,862.42	\$6,805.70 pending
Fourth 5/1/00-8/31/00 [Docket No. 6787] Filed 4/5/01	\$177,909.50	\$19,936.39	\$142,327.60	\$19,936.39	\$35,581.90 pending
Fifth 9/1/00-10/31/00 [Docket No. 7257] Filed 6/26/01	\$181,052.00	\$14,866.43	\$144,841.60	\$14,866.43	\$36,210.40 pending
Sixth 11/1/00-1/31/01 [Docket No. 7868] Filed 9/6/01	\$77,355.00	\$5,894.64	\$61,884.00	\$5,894.64	\$15,471.00 paid
Seventh 2/1/01-4/30/01 [Docket No. 8762] Filed 12/21/01	\$96,661.00	\$6,603.30	\$77,328.80	\$6,603.30	\$19,332.20 pending
Eighth 5/1/01-6/1/01 [Docket No. 8778] Filed 12/27/01	\$45,590.00	\$5,740.31	\$36,472.00	\$5,740.31	\$9,118.00 pending
TOTALS	\$713,085.00	\$67,120.20	\$584,533.40	\$67,119.20	\$128,552.60

COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position with the app. and no. of years in that position	Hourly billing rate (incl. chgs)	Total billed hours	Total compensation
James L. Patton	Partner since 1989. Joined firm as an associate in 1983. Member of DE Bar since 1983.	\$475.0	2.00	950.00
Maureen D. Luke	Joined firm as associate in 1999. Member of Pennsylvania Bar since 1992. Member Delaware Bar since 1992.	\$345.00 <u>1/02</u> \$355.00	259.50	89,548.50
Richard H. Morse	Partner since 1981. Joined the firm as an associate in 1975. Member Del. Bar since 1975.	\$375.00	0.90	337.50
Craig D. Grear	Partner since 2000. Joined firm as associate in 1996. Member Del. Bar since 1990.	\$350.00	2.60	910.00
Maribeth Minella	Joined the firm as an associate in 2001.	\$180.00	2.00	360.00
Kevin Profitt	Joined the firm as an associate in 2001.	\$180.00	3.40	612.00
Joseph Barry	Joined the firm as an associate in 2001. Member of the NY Bar since 2001	\$190.00	15.60	2,964.00
Debbie Laskin	Paralegal 15 years	\$130.00 <u>1/02</u> \$140.00	80.60	10,547.00
Chandra Rudloff	Paralegal 2 years	\$95.00	0.80	76.00
Bridgett Vazquez	Paralegal 1 year	\$95.00	0.30	28.50

Name of Professional Person	Position with the app. and no. of years in that position	Hourly billing rate (incl. chgs)	Total billed hours	Total compensation
Stephanie Hubloue	Paralegal 1 year	\$95.00	9.70	921.50
Debbie McIntyre	Clerk	\$35.00	71.10	2,488.50
Amy Vari	Clerk	\$35.00	0.10	3.50
Patsy Petlock	Clerk	\$35.00	10.10	353.50
Cathy Collins	Clerk	\$35.00	12.50	437.50
Pam Mason	Clerk	\$35.00	2.00	70.00
Stephanie Warren	Clerk	\$35.00	0.50	17.50

Grand Total: 473.70 hrs. \$110,625.50
Blended Rate: \$233.53 /hour

EXPENSE SUMMARY

Expense Category	Total Expenses
Duplication @.15 per page	\$2,814.40
Postage	\$368.88
Long Distance Telephone	\$165.45
Federal Express	\$427.58
Fax	
Per page	\$152.00
Toll charge	\$7.09
Deposition (Wilcox & Fetzer)	\$3,504.75
Delivery (Parcels, DDR)	\$1,892.53
Outside Duplication Services (Lason)	\$89.36
Computerized Legal Research	\$2,544.42
Filing Fees	\$96.10
Staff Overtime	\$16.17
Transportation	\$195.20
Working Meals	\$135.15
TOTAL DISBURSEMENTS	\$12,409.08

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**APPLICATION FOR NINTH AND FINAL ALLOWANCE OF
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TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pursuant to sections 330 and 331 of the United States Bankruptcy Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure, (the "Bankruptcy Rules") the law firm of Young Conaway Stargatt & Taylor, LLP (hereinafter "YCS&T") hereby moves this Court for an order awarding it reasonable compensation for professional legal services rendered to the Official Committee of Unsecured Creditors (the "Committee") in the bankruptcy cases of the above-captioned debtors (the "Debtors") in the amount of \$110,625.50 together with reimbursement for actual and necessary expenses incurred in the amount of \$12,409.08 for the period commencing August 1, 2001 to and including January 31, 2001 (the "Fee Period") and (ii) a final award of compensation for professional services rendered to the Committee for Unsecured Creditors in the amount of \$753,388.50 together with reimbursement for actual and necessary expenses incurred in the amount of \$77,382.14 for the period commencing June 11, 1999 through and including January 31, 2002 (the "Final Fee Period"). In support of its application (the "Application"), YCS&T respectfully represents as follows:

1. Pursuant to an Order entered by this Court on September 14, 1999 (the "Retention Order"), YCS&T was employed under a general retainer to serve as counsel to the Committee in connection with these chapter 11 cases. The Retention Order authorized YCS&T to be compensated on an hourly basis and to be reimbursed for the actual and necessary out-of-pocket expenses incurred in this representation. At all relevant times, YCS&T has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interests of the Debtors.

2. All services for which compensation is requested by YCS&T were performed for or on behalf of the Committee.

3. YCS&T has complied with (i) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under Section 330 of the Bankruptcy Code, dated January 30, 1996 (the "U.S. Trustee's Guidelines"), (ii) this Court's "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") and (iii) this Court's Revised 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 December 12, 2001 (the "Revised Administrative Order").

4. Attached hereto as Exhibit A1 is a detailed statement of fees incurred and services rendered from August 1, 2001 through August 30, 2000, showing the amount of \$23,306.50 due for fees and \$868.79 for reimbursement of expenses.

5. Attached hereto as Exhibit A2 is a detailed statement of fees incurred and services rendered from September 1, 2001 through September 30, 2001, showing the amount of \$18,176.00 due for fees and \$3,855.35 for reimbursement of expenses.

6. Attached hereto as Exhibit A3 is a detailed statement of fees incurred and services rendered from October 1, 2001 through October 31, 2001 showing the amount of \$11,790.00 due for fees and \$649.45 for reimbursement of expenses.

7. Attached hereto as Exhibit A4 is a detailed statement of fees incurred and services rendered from November 1, 2001 through November 30, 2001 showing the amount of 45,135.50 due for fees and \$3,488.45 for reimbursement of expenses.

8. Attached hereto as Exhibit A5 is a detailed statement of fees incurred and services rendered from December 1, 2001 through December 31, 2001 showing the amount of \$10,278.50 due for fees and \$3,330.81 for reimbursement of expenses.

9. Attached hereto as Exhibit A6 is a detailed statement of fees incurred and services rendered from January 1, 2002 through January 31, 2002 showing the amount of \$1,939.00 due for fees and \$216.23 for reimbursement of expenses.

SUMMARY OF SERVICES RENDERED

10. The YCS&T attorneys who have rendered professional services in these cases during the Ninth Fee Period are James L. Patton, Maureen D. Luke, Richard H. Morse, Craig D. Gear, Maribeth Minella, Kevin Profitt, and Joseph Barry. Paraprofessional services were provided by Debbie Laskin, Chandra Rudloff, Stephanie

Hublouc and Bridgett Vazquez. Filing and related services were provided by Debbie McIntyre, Patsy Petlock, Stephanie Warren, Pam Mason, Cathy Collins and Amy Vari.

11. YCS&T, by and through the above-named persons, has assisted in the analyses and evaluation of pleadings filed on behalf of or against the Debtors, and in the investigation and assessment of property of the Debtors, including further examination and evaluation of Collateral Trust Agreement issues, evaluation of claims asserted against the Debtors, review of sales of the Debtors' property, review and analyses of lease issues, analyses and evaluation of potential preference claims, review of the Debtors' proposed disclosure statement and identification of issues relating thereto, review and analyses of plan issues, research, analyses and drafting of response to motions seeking the establishment of certain reserves for fees and expenses that may be incurred in connection with the resolution of Collateral Trust Agreement issues and related disputes and has advised the Committee with respect to legal matters in connection with these chapter 11 proceedings. Further, YCS&T has prepared and/or assisted in the preparation of various other motions, applications, orders, complaints and other documents submitted to the Court for consideration, has attended and participated at hearings before this Court and has performed all necessary professional services, which are described and narrated in detail in the Exhibits annexed hereto.

SUMMARY OF SERVICES BY PROJECT

12. The time spent and fees incurred are categorized as follows:

Category	Hours	Fees
General Case Administration	131.90	10,362.50
Preparation For And Attendance At Court Hearings	129.40	37,877.50
Cash Collateral/DIP Financing	1.60	552.00
Lease/Executory Contract Issues	4.60	1,587.00
Use Sale Or Lease Of Property (Section 363)	10.00	3,450.00
Claims Analysis, Objections and Resolutions	17.70	6,106.50
Meetings	1.50	517.50
Stay Relief Matters	0.80	517.50
Other Adversary Proceedings	19.50	5,449.50
Plan And Disclosure Statement Issues, Exclusivity Issues	102.00	33,503.00
General Corporate Matters	0.20	69.00
Asset Analysis	0.90	310.50
Retention Of Professionals and Fee Issues	30.10	4,906.00
Fee Application Preparation	20.90	4,697.00
Collateral Trust Agreement	2.60	961.00
TOTAL	473.70	110,625.50

DISBURSEMENTS

13. YCS&T has incurred out-of-pocket disbursements during the Ninth Fee Period in the amount of \$12,409.08. This disbursement sum includes, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by YCS&T to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Ninth Fee Period may be found in the attachments hereto as Exhibit B.

14. Costs incurred for overtime and computer assisted research are not included in YCS&T's normal hourly billing rates and, therefore, are itemized and included in YCS&T's disbursements. Pursuant to General Order #32, YCS&T represents that its rate for duplication is \$.15 per page, its effective rate for outgoing telecopier transmissions is approximately \$1.00 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions and there is no surcharge for computerized research. The effective telecopier rate charged to the Debtors by YCS&T is considerably lower than the rate customarily charged by the firm to its non-bankruptcy clients.

VALUATION OF SERVICES

15. Attorneys and paraprofessionals of YCS&T have expended a total of 473.70 hours in connection with this matter during the Ninth Fee Period.

16. The nature of the work performed by these persons is fully set forth in the attachments hereto. These are YCS&T's normal hourly rates for work of this character. The reasonable value of the services rendered by YCS&T during the Ninth Fee Period is \$110,625.50.

17. YCS&T believes that the time and fee entries included in Exhibits A 1-6 and B attached hereto are in compliance with the requirements of Del. Bankr. LR 2016-2.

18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under this title.

WHEREFORE, YCS&T requests that allowance be made to it in the sum of \$110,625.50 as compensation for necessary professional services rendered to the Committee for the Ninth Fee Period and the sum of \$12,409.08 for reimbursement of actual necessary costs and expenses incurred during that period and that the Court approve on a final basis compensation in the amount of \$753,388.50 and reimbursement of expenses in the amount of \$77,382.14 and further requests such other and further relief as this Court may deem just and proper.

Dated: February 26, 2002
Wilmington, DE

YOUNG CONAWAY STARGATT & TAYLOR, LLP



James L. Patton, Jr. (No. 2202)
Maureen D. Luke (No. 3062)
11th Floor, Rodney Square North
P.O. Box 391
Wilmington, Delaware 19899-0391
(302) 571-6600

Co-Counsel for the Official Committee of
Unsecured Creditors

VERIFICATION

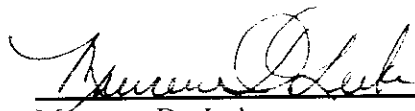
STATE OF DELAWARE)
) SS:
NEW CASTLE COUNTY)

Maureen D. Luke, after being duly sworn according to law, deposes and says:

1. I am an associate with the applicant firm, Young Conaway Stargatt & Taylor, LLP, and have been admitted to the Bar of the Supreme Court of Delaware since 1992.

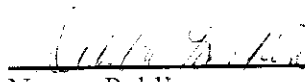
2. I have personally performed many of the legal services rendered by Young Conaway Stargatt & Taylor, LLP as counsel to the Committee and am familiar with all other work performed on behalf of the Committee by the lawyers in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



Maureen D. Luke

SWORN TO AND SUBSCRIBED before me this 17th day of February, 2002



Notary Public
My Commission Expires: 12/21/04
DEBBIE E. LASKIN
Notary Public - State of Delaware
My Comm. Expires Dec. 21, 2004