

UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF KENTUCKY  
ASHLAND DIVISION

In re:	)	
	)	Chapter 11
	)	
SPECIAL METALS CORPORATION, <u>et al.</u> ,	)	Case Nos. 02-10335
	)	02-10338
Debtors.	)	(Jointly Administered)
	)	
	)	Judge William S. Howard

**FIFTH AND FINAL FEE APPLICATION REQUEST OF STOLL, KEENON & PARK,  
LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD  
APRIL 15, 2002 THROUGH NOVEMBER 30, 2003**

Comes Stoll, Keenon & Park, LLP (“Applicant”), local counsel to the Official Committee of Unsecured Creditors, and for its Fifth and Final Fee Application Request for allowance of compensation for services rendered and reimbursement of expenses incurred by Applicant from April 15, 2002 through November 30, 2003 (the “Fee Application Request”) respectfully represents as follows:

I. NARRATIVE SUMMARY.

A. Background.

Applicant is a firm of approximately 90 lawyers with considerable experience in bankruptcy, general corporate, litigation and business matters. Applicant was employed by and has acted as local counsel for the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned Chapter 11 case pursuant to order of this Court authorizing such employment. The Order was entered by the Court on May 6, 2002 and is attached hereto as Exhibit A.

By this Fee Application Request, pursuant to 11 U.S.C. §§ 328, 330 and 331, Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and this Court's Order entered May 2, 2002 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Administrative Procedures Order"), Applicant seeks allowance of compensation for legal services rendered and reimbursement of expenses necessarily incurred by Applicant in connection with services rendered as counsel for the Committee beginning on April 15, 2002 through November 30, 2003 (the "Final Fee Period") in the amounts of \$112,405.12 and \$15,181.35, respectively. Included in the final amount to be approved, Applicant seeks allowance of compensation for services rendered in the amount of \$17,216.50 and \$2,571.41 for expenses, for a total sum of \$19,787.91 for the period August 1, 2003 through November 30, 2003 (the "Fifth Fee Period"). The payment remaining outstanding for the Fifth Fee Period is \$3,443.30, which represents the 20% holdback. Applicant requests payment of the 20% holdback in accordance with the Administrative Procedures Order.

Applicant's first "Interim Fee Application Request", as that term is defined in the Administrative Procedures Order, was filed on September 16, 2002 seeking allowance of compensation for services rendered for the period April 15, 2002 through July 31, 2002 in the amount of \$42,016.50 and \$4,984.56 for expenses, for a total sum of \$47,001.06, and requesting payment of the 20% holdback in accordance with the Administrative Procedures Order. The first Interim Fee Application Request was approved by Court Order on October 24, 2002, and the amounts approved were paid by the Debtor. Applicant's second Interim Fee Application Request was filed January 14, 2003 seeking allowance of compensation for services rendered for the period August 1, 2002 through November 30, 2002 in the amount of \$19,764.00 and \$2,509.75 for expenses, for a total sum of \$22,273.75, and requesting payment of the 20% holdback in

accordance with the Administrative Procedures Order. The second Interim Fee Application Request was approved by Court Order on February 14, 2003 and the amounts approved were paid by the Debtor. Applicant's third Interim Fee Application Request was filed May 15, 2003 seeking allowance of compensation for services rendered for the period December 1, 2002 through March 31, 2003 in the amount of \$18,735.50 and \$2,908.44 for expenses, for a total sum of \$21,643.94, and requesting payment of the 20% holdback in accordance with the Administrative Procedures Order. The third Interim Fee Application Request was approved by Court Order on June 24, 2003 and the amounts approved were paid by the Debtor. Applicant's fourth Interim Fee Application Request was filed September 15, 2003 seeking allowance of compensation for services rendered for the period April 1, 2003 through July 31, 2003 in the amount of \$14,673.00 and \$2,207.19 for expenses, for a total sum of \$16,880.19, and requesting payment of the 20% holdback in accordance with the Administrative Procedures Order. The fourth Interim Fee Application Request was approved by Court Order on October 20, 2003 and the amounts approved were paid by the Debtor. This is a fifth and final fee application seeking approval of all services and expenses previously approved on an interim basis.

Applicant has previously filed the following “Fee Applications,” also as that term is defined in the Administrative Procedures Order (the “Fee Applications”):

<u>Period</u>	<u>Fees Requested</u>	<u>80% Payment</u>	<u>Expenses</u>	<u>Total Paid</u>	<u>Total Due</u>
<u>First Interim Fee Application Request</u>					
04/15-04/30	\$14,700.50	\$11,760.40	\$2,392.10	\$17,092.60	\$ 0.00
05/01-05/31	\$13,623.50	\$10,898.80	\$ 639.75	\$14,263.25	\$ 0.00
06/01-06/30	\$ 9,245.50	\$ 7,396.40	\$1,352.62	\$10,598.12	\$ 0.00
07/01-07/31	<u>\$ 4,447.00</u>	<u>\$ 3,557.60</u>	<u>\$ 600.09</u>	<u>\$ 5,047.09</u>	<u>\$ 0.00</u>
	\$42,016.50	\$33,613.20	\$4,984.56	\$47,001.06	\$ 0.00

Second Interim Fee Application Request

08/01-08-31	\$ 3,544.50	\$ 2,865.60	\$ 467.95	\$ 4,012.45	\$ 0.00
09/01-09-30	\$ 7,111.50	\$ 5,689.20	\$ 564.69	\$ 7,676.19	\$ 0.00
10/01-10/31	\$ 5,151.00	\$ 4,120.80	\$ 711.59	\$ 5,862.59	\$ 0.00
11/01-11/30	<u>\$ 3,957.00</u>	<u>\$ 3,165.60</u>	<u>\$ 765.52</u>	<u>\$ 4,722.52</u>	<u>\$ 0.00</u>
	\$19,764.00	\$15,841.20	\$2,509.75	\$22,273.75	\$ 0.00

Third Interim Fee Application Request

12/01-12/31	\$ 5,597.00	\$ 4,477.60	\$ 829.56	\$ 6,426.56	\$ 0.00
01/01-01/31	\$ 6,120.50	\$ 4,896.40	\$ 983.80	\$ 7,104.30	\$ 0.00
02/01-02/28	\$ 4,429.50	\$ 3,543.60	\$ 587.38	\$ 5,016.88	\$ 0.00
03/01-03/31	<u>\$ 2,588.50</u>	<u>\$ 2,070.80</u>	<u>\$ 507.70</u>	<u>\$ 3,096.20</u>	<u>\$ 0.00</u>
	\$18,735.50	\$14,988.40	\$2,908.44	\$21,643.94	\$ 0.00

Fourth Interim Fee Application Request

04/01-04/30	\$ 3,871.50	\$ 3,097.20	\$ 588.37	\$ 4,459.87	\$ 0.00
05/01-05/31	\$ 3,684.00	\$ 2,947.20	\$ 414.93	\$ 4,098.93	\$ 0.00
06/01-06/30	\$ 4,607.50	\$ 3,686.00	\$ 634.38	\$ 4,412.88	\$ 0.00
07/01-07/31	<u>\$ 2,510.00</u>	<u>\$ 2,008.00</u>	<u>\$ 569.51</u>	<u>\$ 3,079.51</u>	<u>\$ 0.00</u>
	\$14,673.00	\$11,738.40	\$2,207.19	\$16,880.19	\$ 0.00

Fifth Fee Application Request

08/01-08/31	\$ 2,114.50	\$ 1,691.60	\$ 693.72	\$2,385.32	\$ 422.90
09/01-09/30	\$10,729.50	\$ 8,583.60	\$1,046.12	\$9,629.72	\$2,145.90
10/01-10/31	\$ 3,443.50	\$ 2,754.80	\$ 658.49	\$3,413.29	\$ 688.70
11/01-11/30*	<u>\$ 929.00</u>	<u>\$ 743.20</u>	<u>\$ 173.08</u>	<u>\$ 916.28</u>	<u>\$ 185.80</u>
	\$17,216.50	\$13,773.20	\$2,571.41	\$16,344.61	\$3,443.30
Total	<u>\$112,405.50</u>	<u>\$89,954.40</u>	<u>\$15,181.35</u>	<u>\$117,461.85</u>	<u>\$3,443.30</u>

\* Applicant has not yet received payment for the November Fee Application as the time period for objections has not yet run (on or about January 12, 2004). The chart is prepared assuming that a timely payment will be made and will be adjusted if an objection is received. Applicant has not been paid, and has not received, any retainer, advance or other amount from any source on account of the representation of the Committee during the Final Fee Period except as disclosed above.

B. Terms of Employment.

All charges for services rendered and for reimbursement of costs incurred are at the rate and in the amounts Applicant customarily bills to and collects from other clients of the firm for

similar services. All services rendered by Applicant during the Final Fee Period were performed in connection with the representation of the Committee in this Chapter 11 case. Applicant believes that the amounts requested as compensation for services and for expenses are reasonable, necessary and should be approved.

Applicant's attorneys and paraprofessionals record the services they perform on daily timesheets in six minute increments. The timesheet entries are made substantially contemporaneously with the performance of the services described therein and are kept in the regular course of Applicant's business. The timesheet entries are set forth in chronological order for review and billing purposes on a monthly computer printout. The computer printout contains a verbatim reproduction of the time entries and the costs and expenses advanced and is maintained in the ordinary course of Applicant's business. The computer printouts include: (a) the date of each service rendered; (b) the total time devoted by the person to the services on the date; (c) a detailed description of each service rendered; (d) the amount of time spent on these services, broken down in detail by the specific tasks performed and the time devoted to the tasks; and (e) the identity of the person who rendered this service. The value of Applicant's time for services performed during the Final Fee Period has also been organized and subdivided among the separate submatters required by the guidelines promulgated by the Office of the United States Trustee ("Trustee's Guidelines").

These computer printouts cover the period April 15, 2002 through November 30, and were each attached to their respective Fee Applications as an exhibit. Because the Fee Applications and the computer printouts were served on the parties receiving this Fee Application Request and the Court, and because they are voluminous and have not changed, they are not attached to this Fee Application Request. Summaries of the fees for the Fifth Fee Period

by task code and by attorney are provided as Exhibits B-1 and C-1, respectively. Exhibit B-2 is a summary of the fees by project category under the Trustee's Guidelines for previously approved Fee Applications. Exhibit C-2 is a summary of fees incurred by individual professionals for previously approved Fee Applications. The detail will be provided upon request of the Court or any other party.

No agreement or understanding existed or does exist between Applicant and any other person for the sharing of compensation received or to be received by it in connection with the services rendered in this case. The Applicant is co-counsel with the firm of Blank Rome LLP (“Blank Rome”), but both firms maintain separate time and expense records and file separate applications. Both firms have worked diligently to ensure that there is no overlap in responsibilities and work load.

## II. SUMMARY OF SERVICES RENDERED.

A detailed and itemized description of the services rendered and expenses incurred in the Fifth Fee Period by Applicant is attached to each of the prior Fee Applications (copy provided upon request) and a summary is attached hereto as Exhibit B-1 and can be further described by project category consistent with the Trustee’s Guidelines as follows:

Asset Analysis and Recovery: This category covers time spent reviewing a status report regarding a preference waiver.

Asset Disposition: This category covers time attending a hearing on a motion to assume a contract with Thistle Processing.

Business Operations: This category covers time spent reviewing the FTI monthly report, as well as reviewing article regarding labor strike and new note..

Case Administration: This category includes all services rendered in general representation of the Committee, including general file maintenance and organization, hearing preparation and attendance, review of various pleadings, motions, orders and ECF notices, and communications with the Debtors' professionals and co-counsel.

Claims Admin and Objections: This category covers time reviewing a motion for an expedited appeal, as well as time expended in a conference with a shareholder.

Employee Benefits/Pensions: This category covers time spent reviewing the employee benefits motion, preparing for attending the hearing on same, reviewing various related pleadings, as well as communicating with co-counsel and other professionals regarding the hearing and other employee benefit related matters.

Fee/Employment Applications: This category covers time expended in reviewing SKP invoice; preparing, reviewing, filing and serving fee applications for SKP, Blank Rome and FTI; preparing certificate of no objection; updating fee application chart; serving fee orders; and communications with FTI and co-counsel regarding fee applications and orders.

Litigation: This category covers time communicating with Debtors' counsel and co-counsel regarding the PBGC litigation.

Financing: This category covers time spent communicating with co-counsel and Debtors' counsel regarding DIP facility.

Plan and Disclosure Statement: This category covers time spent communicating with co-counsel and other professionals regarding plan negotiations, revising and filing the Committee's Statement regarding the confirmation of the plan, reviewing objections to the plan, and attending the confirmation hearing. This category also covers time reviewing the Credit Lyonnais' notice of appeal, and hearing attendance on the motion to modify the plan, as well as communicating

with professionals regarding Louisville Fire Brick, mistaken conversion notice to creditors, and reviewing various pleadings.

Summary

The total time spent by Applicant on behalf of the Committee during the Fifth Fee Period was 114.9 hours broken down by attorney as follows:

<u>ATTORNEY/ (PARAPROFESSIONAL)</u>	<u>HOURS</u>	<u>BILLING RATE</u>	<u>TOTAL</u>
Laura Day DelCotto	1.1	\$295.00	\$ 324.50
Gregory D. Pavey	39.9	\$265.00	\$10,573.50
R. Eberley Davis	3.0	\$245.00	\$ 735.00
Heather G. Pennington	1.7	\$165.00	\$ 280.50
(Sara B. Lusk)	60.8	\$ 80.00	\$ 4,864.00
(Tina M. Hays)	6.6	\$ 80.00/45.00	\$ 304.00
(Jeff Frey)	1.8	\$ 75.00	\$ 135.00
<b>TOTAL</b>	<b>114.9</b>		<b>\$17,216.50</b>

III. PROPRIETY OF COMPENSATION SOUGHT.

The Bankruptcy Court is authorized, pursuant to Sections 328, 330 and 331 of the Bankruptcy Code, to award fees for services rendered and expenses incurred by attorneys and other professional persons representing debtors or official committees of creditors.

The Bankruptcy Court has broad discretion in deciding whether to allow compensation and in determining the amount of the compensation. Cle-Ware Industries, Inc. v. Sokolsky, 493 F.2d 863 (6<sup>th</sup> Cir. 1974); In re Microwave Products of America, 102 B.R. 661, 663-64 (Bankr. W.D. Tenn. 1989). Any award of interim compensation should be based upon the circumstances of the particular case. In re Heatherly, 179 B.R. 872 (Bankr. W.D. Tenn. 1995). Section 330(a) (3) of the Bankruptcy Code enumerates factors to consider in reviewing the propriety of requests for fees. 11 U.S.C. § 330(a)(3). The factors are: (a) the time spent; (b) the rates charged; (c) whether the services were necessary to the administration of, or beneficial toward the



completion of, the case; (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance and nature of the issue or task presented; and (e) whether compensation is reasonable based on customary fees charged by comparably skilled practitioners in cases other than bankruptcy cases.

Courts within this Circuit have employed the “lodestar approach” for calculating judicial awards of attorneys’ fees, which was articulated by the United States Court of Appeals for the Sixth Circuit in Boddy v. U.S. Bankruptcy Court, 950 F.2d 334, 337 (6<sup>th</sup> Cir. 1991). The lodestar method of determining reasonable attorneys’ fees involves multiplying the hours spent on a case, based on attorney time records, by a reasonable hourly rate of compensation for each attorney based on prevailing market rates for private law firms performing services for non-governmental clients. In re Crabtree, 45 B.R. 463 (Bankr. E.D. Tenn. 1984); In re Boddy, 950 F.2d at 337; In re Southern Industrial Banking Corp., 41 B.R. 606 (Bankr. E.D. Tenn. 1984).

Once calculated, this lodestar figure may be adjusted upward or downward to take into account the facts of the particular case. Blum v. Stenson, 465 U.S. 886, 989 (1984). Factors regarding the difficulty, complexity and contingent nature of the case compensation may thereafter be employed to arrive at a reasonable and just compensation in excess of the lodestar. Boddy, 950 F. 2d at 338. The services rendered by Applicant to the Committee during the Final Fee Period, as described in this Fee Application Request and in Applicant’s contemporaneously kept time records, meet or exceed the standards set forth in Sections 328, 330 and 331 of the Bankruptcy Code and applied by bankruptcy courts in this Circuit for determining the propriety of professional fees sought from the Estate.

Applicant’s fees for services rendered during the Fifth Fee Period are at the normal hourly rates for professional services of this type charged by each partner, associate and

paraprofessional of Applicant at the time such services were rendered and are in the total amount of \$17,216.50. The total fees for services rendered in the Final Fee Period is \$112,405.50.

Applicant believes and represents that the services rendered by it as described herein have been beneficial to the Committee and the Estate. Applicant further believes and represents that the compensation sought in connection herewith is reasonable based on the nature, extent, and value of such services, the time spent on such services, the cost of the comparable services rendered in cases other than bankruptcy cases, and the other factors adopted by the Sixth Circuit in the lodestar analysis of fee applications.

#### IV. NECESSARY EXPENSES INCURRED.

Section 330(a)(1)(B) of the Bankruptcy Code allows the Court to reimburse Applicant for the “actual, necessary expenses” incurred in this case. 11 U.S.C. § 330(a)(1)(B). In the course of its representation of the Committee during the Fifth Fee Period, Applicant incurred expenses in the total amount of \$2,571.41. A detailed list of those expenses is included in each prior Fee Application. The total expenses incurred in the Final Fee Period is \$15,181.35. By the Fee Application Request, Applicant also seeks allowance and reimbursement for those actual, reasonable and necessary expenses incurred by Applicant in representing the Committee.

Applicant normally seeks and receives reimbursement of postage, messenger, Federal Express, and other air courier, long distance telephone and telecopier charges, and document reproduction costs from its clients and reimbursement of such costs is sought hereby. Applicant believes that all of the expenses requested are reasonable, necessary and appropriately reimbursable in the case. Applicant requests that this Court approve the reimbursement sought.

V. ADMINISTRATIVE PROCEDURES ORDER HOLDBACK AMOUNTS

The Administrative Procedures Order provides that Applicant may request 80% of its reimbursable fees with a 20% holdback and 100% of its reimbursable costs no earlier than the 25<sup>th</sup> day of each calendar month. A professional may request payment of the holdback amounts in a formal fee application every 120 days. The 20% holdback for the Fee Applications filed during the Fifth Fee Period equals \$3,443.30 and payment is hereby requested.

VI. CERTIFICATION.

Applicant certifies that the Committee has received and reviewed the billing statements attached to the Fee Applications and has approved the filing of this Fee Application Request.

VII. CONCLUSION.

Applicant respectfully submits that its request for compensation in the amount of \$17,216.50 constitutes a fair and reasonable request for the quality and nature of the services performed. Applicant further submits that its request for reimbursement of actual and necessary expenses in the amount of \$2,571.41 is fair and reasonable and that such sums were necessarily expended by Applicant in the performance of its responsibilities. Finally, Applicant submits that this Court should grant final approval for all fees and expenses in the amounts of \$112,405.50 and \$15,181.35, respectively.

WHEREFORE, for all the foregoing reasons, pursuant to 11 U.S.C. §§ 328, 330 and 331 and the Administrative Procedures Order, Applicant prays that this Court enter an order:

A. Approving Applicant's request pursuant to this Fee Application Request for final approval of all compensation for services rendered and expenses incurred from April 15, 2002 through November 30, 2003 in the total amounts of \$112,405.50 and \$15,181.35, respectively, including allowance of fees and expenses in the amounts of \$17,216.50 and

\$2,571.41, respectively, for fees and expenses incurred from August 1, 2003 through November 30, 2003;

B. Permitting reimbursement of Applicant by Debtor in the total amount of \$19,787.91 for the Fifth Fee Period;

C. Authorizing and directing Debtor to pay the remaining approved amount, including the holdback of \$3,443.30, from the cash receipts and funds of Debtor; and

D. For such other and further relief as this Court may deem appropriate.

### **NOTICE**

PLEASE TAKE NOTICE that the foregoing will be brought on for a hearing before the Honorable William S. Howard at the United States Bankruptcy Court, 100 E. Vine Street, Lexington, Kentucky on February 5<sup>th</sup>, 2004 at 2:00 p.m., or as soon thereafter as counsel may be heard.

Gregory D. Pavey, Esq.  
Stoll, Keenon & Park, LLP  
300 W. Vine Street, Suite 2100  
Lexington, KY 40507  
Tel. No. (859) 231-3000  
Fax No. (859) 253-1093  
e-mail: pavey@skp.com

/s/ Gregory D. Pavey  
CO-COUNSEL FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS  
OF SPECIAL METALS CORPORATION AND  
ITS SUBSIDIARIES

### **CERTIFICATE OF SERVICE**

This is to certify that the foregoing has been served this the 12<sup>th</sup> day of January, 2004 by U.S. mail, postage prepaid, to all persons listed below:

Credit Lyonnais, New York Branch  
c/o Latham & Watkins  
Attn: Robert Rosenburg and Shari Siegel, Esq.  
885 Third Avenue, Suite 1000  
New York, NY 10022

Mark E. Richards, Esq.  
Blank Rome Tenzer & Greenblatt  
Chrysler Building  
405 Lexington Avenue  
New York, NY 10174-0208

United States Trustee's Office  
100 East Vine Street # 803  
Lexington, KY 40507

Robert G. Sable, Esq.  
McGuire Woods, LLP  
625 Liberty Avenue  
23<sup>rd</sup> Floor, Dominion Tower  
Pittsburgh, PA 15222

Gregory R. Schaaf, Esq.  
Greenebaum Doll & McDonald PLLC  
333 W. Vine Street, Suite 1400  
Lexington, KY 40588-1808

Special Metals Corporation  
Attn: Dennis Wanlass  
3200 Riverside Drive  
Huntington, WV 25705

/s/ Gregory D. Pavey  
CO-COUNSEL FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS  
OF SPECIAL METALS CORPORATION AND  
ITS SUBSIDIARIES

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UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF KENTUCKY  
ASHLAND DIVISION

EASTERN DISTRICT OF KENTUCKY

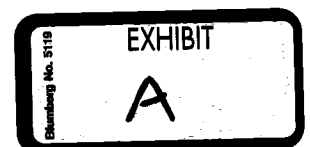
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MAY 06 2002

In re:	)		
	)	Chapter 11	AT LEXINGTON
	)		JERRY D. TRUITT, CLERK
SPECIAL METALS CORPORATION., <u>et al.</u> ,	)	Case Nos. 02-10335	U.S. BANKRUPTCY COURT
	)	02-10338	
Debtors.	)	(Jointly Administered)	
	)		
	)	Judge William S. Howard	

ORDER PURSUANT TO SECTIONS 328 AND 1103(a) OF THE  
BANKRUPTCY CODE AUTHORIZING THE RETENTION OF  
BLANK ROME COMISKY & McCAULEY LLP AND STOLL KEENON &  
PARK, LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS NUNC PRO TUNC AS OF APRIL 15, 2002

Upon the application ("Application") of the Official Committee of Unsecured Creditors (the "Committee") for an Order pursuant to Sections 328 and 1103(a) of Title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Committee to employ and retain *nunc pro tunc* as of April 15, 2002 the firms of Blank Rome Comisky & McCauley LLP (known in New York as Blank Rome Tenzer Greenblatt LLP, collectively "Blank Rome") as lead counsel to the Committee and Stoll Keenon & Park, LLP ("Stoll Keenon") (collectively known as the "Firms") as local counsel to the Committee, and upon the affidavits of Marc E. Richards and Laura Day DelCotto, each attached to the Application, and the Court being satisfied that (i) neither Blank Rome nor Stoll Keenon holds or represents an interest adverse to the Debtors, their creditors, their estates or the Committee with respect to the matters for which the Firms will be engaged; (ii) the Firms are qualified and eligible to serve as counsel, all within the meaning of Sections 328 and 1103(a) of the Bankruptcy Code; and (iii) the employment and retention of the Firms is



necessary and in the best interests of the Committee and the Debtors' estates, and sufficient cause appearing therefore; it is hereby

ORDERED AND ADJUDGED as follows:

1. Pursuant to Sections 328 and 1103(a) of the Bankruptcy Code, the Committee is hereby authorized and empowered to employ and retain the Firms *nunc pro tunc* as of April 15, 2002.

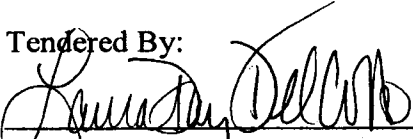
2. The compensation to be paid to the Firms for services to be rendered to the Committee plus reimbursements incurred in connection with such representation, if not otherwise paid by a third party, shall be determined by this Court upon appropriate application therefore in accordance with the Bankruptcy Code and applicable Federal Rules of Bankruptcy Procedure.

MAY 06 2002

Dated: MAY 06 2002, 2002

  
\_\_\_\_\_  
JUDGE, U.S. BANKRUPTCY COURT

Tendered By:

  
\_\_\_\_\_  
Laura Day DelCotto  
STOLL, KEENON & PARK, LLP  
300 W. Vine Street, Suite 2100  
Lexington, KY 40507  
(859) 231-3000

Pursuant to Local Rule 9022-1(c), Laura Day DelCotto shall cause a copy of this order to be served on each of the parties designated to received this order pursuant to Local Rule 9022-1(a) and shall file with the court a certificate of service of the Order upon such parties, within ten (10) days hereof.

## Exhibit B-1

	<b>August 2003</b>	<b>September 2003</b>	<b>October 2003</b>	<b>November 2003</b>	<b>TOTAL</b>
Asset Analysis and Recovery	0.00	53.00	0.00	0.00	53.00
Asset Disposition	0.00	0.00	132.50	0.00	132.50
Business Operations	132.50	0.00	0.00	0.00	132.50
Case Administration	927.00	2,812.50	2,020.50	514.00	6,274.00
Claims Administration and Objections	53.00	0.00	99.00	0.00	152.00
Employee Benefits/Pensions	0.00	3,507.50	0.00	0.00	3,507.50
Fee/Employment Applications	548.00	1,164.50	953.00	282.50	2,948.00
Financing	106.00	0.00	0.00	0.00	106.00
Litigation	0.00	0.00	0.00	132.50	132.50
Plan and Disclosure Statement	348.00	3,192.00	238.50	0.00	3,778.50
<b>Total Fees</b>	<b>2,114.50</b>	<b>10,729.50</b>	<b>3,443.50</b>	<b>929.00</b>	<b>17,216.50</b>
<b>Total Expenses</b>	<b>693.72</b>	<b>1,046.12</b>	<b>658.49</b>	<b>173.08</b>	<b>2,571.41</b>
<b>Total Fees and Expenses</b>	<b>2,808.22</b>	<b>11,775.62</b>	<b>4,101.69</b>	<b>1,102.08</b>	<b>19,787.91</b>



## Exhibit B-2

	<b>April 2002</b>	<b>May 2002</b>	<b>June 2002</b>	<b>July 2002</b>	<b>TOTAL</b>
Asset Analysis and Recovery				53.00	53.00
Asset Disposition		415.50		301.50	717.00
Business Operations	49.00	64.00	181.50	171.50	466.00
Case Administration	3,704.50	2,661.00	947.00	1,285.50	8,598.00
Claims Administration and Objections	377.50	102.00	106.00	122.50	708.00
Employee Benefits/Pensions			318.00	53.00	371.00
Fee/Employment Applications	3,749.00	3,705.00	2,945.50	1,850.50	12,250.00
Fee/Employment Objections		951.00	1,399.50		2,350.50
Financing	942.50	695.50		159.00	1,797.00
Litigation	1,636.50	220.50			1,857.00
Meetings of Creditors	4,241.50	4,809.00	3,348.00	397.50	12,796.00
Plan and Disclosure Statement				53.00	53.00
<b>Total Fees</b>	<b>14,700.50</b>	<b>13,623.50</b>	<b>9,245.50</b>	<b>4,447.00</b>	<b>42,016.50</b>
<b>Total Expenses</b>	<b>2,392.10</b>	<b>639.75</b>	<b>1,352.62</b>	<b>600.09</b>	<b>4,984.56</b>
<b>Total Fees and Expenses</b>	<b>17,092.60</b>	<b>14,263.25</b>	<b>10,598.12</b>	<b>5,047.09</b>	<b>47,001.06</b>

## Exhibit B-2

	August 2002	September 2002	October 2002	November 2002	TOTAL
Asset Analysis and Recovery		53.00			53.00
Asset Disposition				132.50	132.50
Business Operations	98.00	159.00	49.00		306.00
Case Administration	1,303.50	1,252.00	3,087.50	1,035.00	6,678.00
Claims Administration and Objections	79.50	291.50		106.00	477.00
Employee Benefits/Pensions	79.50	51.00	344.50	530.00	1,005.00
Fee/Employment Applications	1,780.00	2,481.00	1,098.50	1,384.00	6,743.50
Fee/Employment Objections	53.00	786.50		147.50	987.00
Financing		53.00		397.50	450.50
Litigation	151.00	371.50			522.50
Meetings of Creditors		1,560.00	245.00	224.50	2,029.50
Plan and Disclosure Statement		53.00	106.00		106.00
Relief from Stay Proceedings			220.50		220.50
<b>Total Fees</b>	<b>3,544.50</b>	<b>7,111.50</b>	<b>5,151.00</b>	<b>3,957.00</b>	<b>19,764.00</b>
<b>Total Expenses</b>	<b>467.95</b>	<b>564.69</b>	<b>711.59</b>	<b>765.52</b>	<b>2,509.75</b>
<b>Total Fees and Expenses</b>	<b>4,012.45</b>	<b>7,676.19</b>	<b>5,862.59</b>	<b>4,722.52</b>	<b>22,273.75</b>

## Exhibit B-2

	<b>December 2002</b>	<b>January 2003</b>	<b>February 2003</b>	<b>March 2003</b>	<b>TOTAL</b>
Asset Disposition	201.00	168.00	678.00	53.00	1,100.00
Business Operations	53.00		115.00	159.00	327.00
Case Administration	897.00	911.00	1,043.00	1,454.50	4,305.50
Claims Administration and Objections	53.00				53.00
Employee Benefits/Pensions	2,104.50				2,104.50
Fee/Employment Applications	1,031.50	2,746.50	2,239.50	651.00	6,668.50
Fee/Employment Objections	965.50	672.50			1,638.00
Financing	132.50		59.00		191.50
Meetings of Creditors	159.00	1,622.50	295.00	59.00	2,135.50
Relief from Stay Proceedings				212.00	212.00
<b>Total Fees</b>	<b>5,597.00</b>	<b>6,120.50</b>	<b>4,429.50</b>	<b>2,588.50</b>	<b>18,735.50</b>
<b>Total Expenses</b>	<b>829.56</b>	<b>983.80</b>	<b>587.38</b>	<b>507.70</b>	<b>2,908.44</b>
<b>Total Fees and Expenses</b>	<b>6,426.56</b>	<b>7,104.30</b>	<b>5,016.88</b>	<b>3,096.20</b>	<b>21,643.94</b>

## Exhibit B-2

	<b>April 2003</b>	<b>May 2003</b>	<b>June 2003</b>	<b>July 2003</b>	<b>TOTAL</b>
Asset Disposition				159.00	159.00
Business Operations	460.00		26.50	53.00	539.50
Case Administration	938.00	1,791.50	722.00	505.00	3,956.50
Claims Administration and Objections		59.00	26.50		85.50
Employee Benefits/Pensions				26.50	26.50
Fee/Employment Applications	760.00	1,097.00	1,017.50	494.00	3,368.50
Fee/Employment Objections		91.00	126.00		217.00
Meetings of Creditors	354.00	85.50	295.00		734.50
Plan and Disclosure Statement	1,359.50	560.00	2,394.00	1,272.50	5,586.00
<b>Total Fees</b>	<b>3,871.50</b>	<b>3,684.00</b>	<b>4,607.50</b>	<b>2,510.00</b>	<b>14,673.00</b>
<b>Total Expenses</b>	<b>588.37</b>	<b>414.93</b>	<b>634.38</b>	<b>569.51</b>	<b>2,207.19</b>
<b>Total Fees and Expenses</b>	<b>4,459.87</b>	<b>4,098.93</b>	<b>5,241.88</b>	<b>3,079.51</b>	<b>16,880.19</b>

## Exhibit C-1

<b>Attorney/Paraprofessional</b>	<b>August 2003</b>	<b>September 2003</b>	<b>October 2003</b>	<b>November 2003</b>
Laura Day DelCotto	324.50	0.00	0.00	0.00
Gregory D. Pavey	742.00	8,056.00	1,510.50	265.00
R. Eberley Davis	0.00	735.00	0.00	0.00
Heather G. Pennington	0.00	115.50	165.00	0.00
Sara B. Lusk	760.00	1,672.00	1,768.00	664.00
Tina M. Hays	288.00	16.00	0.00	0.00
Jeff L. Frey	0.00	135.00	0.00	0.00
<b>Totals:</b>	<b>2,114.50</b>	<b>10,729.50</b>	<b>3,443.50</b>	<b>929.00</b>

## Exhibit C-2

<b>Attorney/Paralegal</b>	<b>April 2002</b>	<b>May 2002</b>	<b>June 2002</b>	<b>July 2002</b>
Laura Day DelCotto	6,206.25	5,512.00	1,749.00	1,563.50
Gregory D. Pavay	5,010.25	4,557.00	3,724.00	588.00
Patricia K. Burgess	2,756.50	2,812.00	3,330.00	1,628.00
Sara B. Lusk	727.50	742.50	442.50	667.50
<b>Totals:</b>	<b>14,700.50</b>	<b>13,623.50</b>	<b>9,245.50</b>	<b>4,447.00</b>

## Exhibit C-2

<b>Attorney/Paralegal</b>	<b>August 2002</b>	<b>September 2002</b>	<b>October 2002</b>	<b>November 2002</b>
Laura Day DelCotto	795.00	1,086.50	901.00	1,775.50
Gregory D. Pavey	343.00	2,915.50	2,499.00	318.50
Patricia K. Burgess	1,461.50	2,220.00	851.00	888.00
Sara B. Lusk	945.00	877.50	900.00	975.00
Jeffery L. Frey		12.00		
<b>Totals:</b>	<b>3,544.50</b>	<b>7,111.50</b>	<b>5,151.00</b>	<b>3,957.00</b>

## Exhibit C-2

<b>Attorney/Paraprofessional</b>	<b>December 2002</b>	<b>January 2003</b>	<b>February 2003</b>	<b>March 2003</b>
Laura Day DelCotto	2,623.50	2,035.50	1,327.50	649.00
Gregory D. Pavey	661.50	742.00	583.00	1,033.50
Patricia K. Burgess	962.00	2,079.00	1,407.00	0.00
Heather G. Pennington	705.00	0.00	0.00	0.00
Stacey L. Poage	0.00	0.00	0.00	90.00
Sara B. Lusk	645.00	1,248.00	1,088.00	792.00
Carol K Klindera	0.00	16.00	24.00	24.00
<b>Totals:</b>	<b>5,597.00</b>	<b>6,120.50</b>	<b>4,429.50</b>	<b>2,588.50</b>



## Exhibit C-2

<b>Attorney/Paraprofessional</b>	<b>April 2003</b>	<b>May 2003</b>	<b>June 2003</b>	<b>July 2003</b>
Laura Day DelCotto	2,507.50	944.00	885.00	413.00
Gregory D. Pavey	424.00	1,060.00	2,491.00	1,298.50
Rhonda D. Houston	0.00	0.00	31.50	0.00
Sara B. Lusk	928.00	1,680.00	1,200.00	776.00
Tina M. Hays	0.00	0.00	0.00	22.50
Carol K Klindera	12.00	0.00	0.00	0.00
<b>Totals:</b>	<b>3,871.50</b>	<b>3,684.00</b>	<b>4,607.50</b>	<b>2,510.00</b>