

WEIL, GOTSHAL & MANGES LLP
Attorneys for American Household, Inc.
767 Fifth Avenue
New York, New York 10153
(212) 310-8000
Lori R. Fife (LF 2839)
George A. Davis (GD 2761)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
In re : Chapter 11 Case No.
:
SUNBEAM CORPORATION, : 01-40291 (AJG)
:
Debtor. :
:
----- X

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE GUIDELINES
FOR REVIEWING APPLICATIONS FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. §§ 330 AND 331**

FIFTH AND FINAL APPLICATION

NAME OF APPLICANT:	Weil, Gotshal & Manges LLP	
ROLE IN THE CASE:	Attorneys for the Debtor	
CURRENT APPLICATION:	Fees Incurred:	\$960,081.75
	Less 25% Non-Working Travel	<u>(\$1,065.00)</u>
	Total Fees Requested	\$959,016.75
	Expenses Requested:	\$61,136.29
PRIOR APPLICATIONS:	Fees Previously Requested:	\$2,398,998.01
	Fees Previously Awarded:	\$2,351,813.49
	Expenses Previously Requested:	\$317,215.75
	Expenses Previously Awarded:	\$317,215.75
FINAL APPLICATION:	Fees Incurred:	\$3,439,635.50 ¹
	Less 25% Non-Working Travel	<u>(\$5,221.75)</u>
	Total Fees Requested	\$3,434,413.75
	Expenses Requested:	\$378,352.06

¹ Including amounts previously heldback during the chapter 11 case totalling \$123,779.66.

HOURS BILLED

Partners and Counsels:

Name of Professional	Department and Year Admitted	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Harvey R. Miller	BF&R – 1959	\$750.00	60.45	\$45,337.50
		700.00	19.25	13,475.00
Marcia L. Goldstein	BF&R – 1976	725.00	0.20	145.00
Irwin H. Warren	B&SL – 1975	725.00	2.00	1,450.00
		685.00	6.35	4,349.75
Greg A. Danilow	B&SL – 1975	725.00	2.55	1,848.75
		695.00	6.40	4,448.00
		685.00	1.30	890.50
Catherine T. Dixon	C – 1982	725.00	0.50	362.50
		685.00	6.70	4,589.50
Richard A. Rothman	L – 1978	680.00	0.10	68.00
Raymond O. Geitz	C – 1982	680.00	1.35	918.00
		645.00	1.05	677.25
Lori Fife	BF&R – 1984	680.00	57.00	38,760.00
		630.00	9.00	5,670.00
Stephen A. Radin	B&SL – 1984	680.00	121.75	82,790.00
		630.00	0.50	315.00
Warrant T. Buhle	C – 1977	680.00	1.15	782.00
Stuart J. Goldring	T – 1984	680.00	6.50	4,420.00
		580.00	5.15	2,987.00
Simeon Gold	C -1974	665.00	0.15	99.75
Michael K. Kam	T – 1987	610.00	17.40	10,614.00
		580.00	8.15	4,727.00
George A. Davis	BF&R – 1991	580.00	234.70	136,126.00
		500.00	53.35	26,675.00
Howard B. Dicker	C – 1990	550.00	0.90	495.00
David I Bower	T – 1979	505.00	0.25	126.25
David Hird	TP&R – 1977	500.00	1.80	900.00
		440.00	0.45	198.00
Diane Harvey	B&SL – 1992	500.00	13.20	6,600.00
		450.00	0.40	180.00
Nicholas J. Pappas	L – 1989	485.00	0.20	97.00
TOTAL			640.20	\$401,121.75

BF&R - Business Finance & Restructuring;
T – Tax;
C – Corporate;
B&SL – Business and Securities Litigation;
L – Litigation

Associates:

Name of Professional	Department and Year Admitted	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Daniel S. Cahill	B&SL – 1997	\$475.00	78.60	\$37,335.00
Nancy Y. Tong	T – 1994	450.00	165.65	74,542.50
		420.00	2.25	945.00
Joseph Krassy	C – 1977	450.00	5.50	2,475.00
		370.00	3.00	1,110.00
Michelle R. Goldstein-Roman	T – 1990	450.00	5.45	2,452.50
		410.00	6.90	2,829.00
Christine Agnew	T – 1998	420.00	18.55	7,791.00
Timothy E. Graulich	BF&R – 1995	420.00	199.70	83,874.00
		375.00	16.45	6,168.75
Daniel S. Holzman	C – 1999	400.00	0.60	240.00
Michael Dojlidko	C – 1999	400.00	39.90	15,960.00
		360.00	4.30	1,548.00
Monique A. Morreale	BF&R – 1999	400.00	0.20	80.00
		360.00	0.05	18.00
Simone I. Baker	BF&R – 2003	400.00	130.60	52,240.00
		360.00	3.75	1,350.00
P. J. Himelfarb	C – 1991	400.00	0.75	300.00
Alida R. Stanley	TP&R - *	400.00	2.00	800.00
Sofia Giatrakos	B&SL – 2000	380.00	1.50	570.00
		330.00	22.35	7,375.50
Daniel Sangeap	B&SL – 2001	380.00	0.35	133.00
Oren A. Shapiro	C – 2002	350.00	1.10	385.00
Jeffrey R. Gleit	BF&R – 2001	350.00	310.65	108,727.50
		290.00	85.25	24,722.50
Catherine Ciarletta	B&SL – 2001	350.00	0.45	157.50
Gabriel G. Matus	C - 2001	350.00	0.35	122.50
Lorella Berard	B&SL – 2002	350.00	168.20	58,870.00
Theresa M. Hyatte	C – 1997	335.00	1.15	385.25
Steven Greenfield	T – 1999	330.00	3.65	1,204.50
Randie P. Ullman	B&SL – 2002	305.00	12.60	3,843.00
Scott J. Greenberg	BF&R - *	250.00	0.25	62.50
Chayim D. Neubort	T - *	250.00	3.00	750.00
Alison S. Aaronson	B&SL - *	250.00	21.95	5,487.50
Sirin P. Thada	B&SL - *	250.00	19.50	4,875.00
Joshua Y. Milgrim	T - LAW CLERK	100.00	15.00	1,500.00
TOTAL			1,351.50	\$511,230.00

BF&R - Business Finance & Restructuring;
T – Tax;
C – Corporate;
B&SL – Business and Securities Litigation
TP&R – Trade Practices and Regulatory Law;
* Admission Pending

Paraprofessionals:

Name of Professional	Department	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Frances Fredrick	X	165.00	0.75	123.75
Matthew Viola	C	165.00	0.40	66.00
		150.00	6.60	990.00
Cherryl Stephen	X	155.00	0.20	31.00
Kathleen Lee	BF&R	155.00	17.80	2,759.00
		145.00	2.00	290.00
Savino Ignomirello	BF&R	155.00	207.60	32,178.00
		145.00	25.20	3,654.00
John Donlon	C	140.00	4.00	560.00
Debra Roth	C	140.00	0.15	21.00
Lori A. Seavey	BF&R	140.00	0.40	56.00
		130.00	0.60	78.00
Shauin Wang	BF&R	140.00	1.50	210.00
Laura L. Saal	BF&R	140.00	2.25	315.00
		130.00	5.70	741.00
Gina C Buccellato	BF&R	135.00	4.15	560.25
Angela Chiarelli	B&SL	135.00	2.00	270.00
		125.00	7.95	993.75
Julianna N. Mather	B&SL	135.00	0.50	67.50
Philip Barahona	X	130.00	0.10	13.00
Rachel Weidler	BF&R	125.00	0.20	25.00
Michael Garris	BF&R	125.00	1.00	125.00
Kristin D. Koppenhaver	BF&R	125.00	0.15	18.75
Joshua Weintraub	BF&R	125.00	1.05	131.25
		120.00	0.75	90.00
Marie J. Carmant	X	115.00	0.10	11.50
Daniela M. Pugh	X	115.00	0.05	5.75
Kermit Marks	X	115.00	0.45	51.75
Mark Ribaud	MC	110.00	5.00	550.00
Andrea Wilmer	BF&R	95.00	9.35	888.25
Leroy Canty	BF&R	95.00	8.50	807.50
Donald Etienne	BF&R	95.00	3.50	332.50
Luis L. Pasion	MC	95.00	5.25	498.75
David Rivera	MC	90.00	2.30	207.00
Maximiliano Greco	X	65.00	0.15	9.75
TOTAL			327.65	\$47,730.00

BF&R - Business Finance & Restructuring;
C – Corporate;
B&SL – Business and Securities Litigation;
MC – Managing Clerk;
X – Library

Total:

Professional	Blended Rate	Total Billed Hours	Total Compensation
Partners And Counsel	626.56	640.20	\$401,121.75
Associates	378.27	1,351.50	\$511,230.00
Paraprofessionals	145.67	327.65	\$47,730.00
Total		2,319.35	\$960,081.75
Less 25% Non-Working Travel			[1,065.00]
Grand Total			\$959,016.75

WEIL, GOTSHAL & MANGES LLP
Attorneys for American Household, Inc.
767 Fifth Avenue
New York, New York 10153
(212) 310-8000
Lori R. Fife (LF 2839)
George A. Davis (GD 2761)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
In re : Chapter 11 Case No.
:
SUNBEAM CORPORATION, : 01-40291 (AJG)
:
Debtor. :
:
----- X

FIFTH AND FINAL APPLICATION OF WEIL, GOTSHAL & MANGES LLP,
AS ATTORNEYS FOR THE DEBTOR, FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES

TO THE HONORABLE ARTHUR J. GONZALEZ
UNITED STATES BANKRUPTCY JUDGE:

Weil, Gotshal & Manges LLP (“WG&M”), attorneys for Sunbeam Corporation (“Sunbeam” or the “Debtor”) n/k/a American Household, Inc. (“AHI”), as debtor in this chapter 11 case (the “Debtor”), for its fifth and final application (the “Application”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for allowance of compensation for professional services rendered from February 6, 2001 through December 18, 2002, including the period of August 1, 2002 through December 18, 2002 (the “Current Compensation Period”), and for reimbursement of its actual and necessary expenses incurred during the Current Compensation Period, respectfully represents:

BACKGROUND

1. On February 6, 2001 (the “Commencement Date”), Sunbeam Corporation and substantially all of its direct and indirect domestic operating subsidiaries (the “Subsidiaries”) commenced cases under chapter 11 of the Bankruptcy Code. The chapter 11 cases of the Subsidiaries are being administered separately from the chapter 11 case of AHI.

2. Pursuant to an order of the Court dated February 6, 2001 (the “Interim Retention Order”), the Debtor was authorized to retain WG&M as its attorneys to render legal services in the prosecution of this chapter 11 case on an interim basis, through and including March 8, 2001, pending a final hearing to consider any objections filed to the Debtor’s application for authority to employ WG&M. Upon request of the United States Trustee, WG&M submitted a supplemental affidavit, dated March 5, 2001, disclosing additional information concerning certain of WG&M’s existing clients that are parties in interest in this case. A further supplemental affidavit was filed by WG&M on March 14, 2001. No objections were filed to WG&M’s retention and, thus, pursuant to an order dated March 8, 2001, the Debtor’s retention of WG&M became final.

3. On April 23, 2001, the Debtor filed its Statement of Financial Affairs, Schedule of Assets and Liabilities and Schedule of Executory Contracts and Unexpired Leases (collectively, the “Schedules”). Supplemental Schedules were filed on July 6, 2001, June 3, 2002, October 28, 2002, and November 14, 2002, respectively.

4. By order dated November 27, 2002 (the “Confirmation Order”), this Court confirmed the Debtor’s Third Amended Plan of Reorganization Under Chapter 11 of the

Bankruptcy Code, dated November 25, 2002 (the “Plan”).¹ The conditions to effectiveness of the Plan were either waived or satisfied and the Plan was substantially consummated in accordance with its terms on December 18, 2002 (the “Effective Date”). On the Effective Date, the appointment of the statutory creditors’ committee (the “Creditors’ Committee”) terminated.

**SUMMARY OF PROFESSIONAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES REQUESTED**

5. This Application has been prepared in accordance with (i) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”), (ii) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), (iii) the Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals (the “Administrative Order” and, collectively with the Local Guidelines and UST Guidelines, the “Guidelines”), and (iv) this Court’s order, dated November 27, 2002, confirming the Plan. Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as Exhibit “A.”

6. WG&M seeks allowance of compensation for professional services rendered to the Debtor during the Current Compensation Period, in the aggregate amount of \$959,016.75² and for reimbursement of expenses incurred in connection with the rendition of

¹ Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Plan and the Debtor’s Second Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated October 2, 2002.

² Due to the administrative burden of separately itemizing billing for Sunbeam and its subsidiaries that are debtors in separately administered cases, unless noted otherwise, WG&M has allocated fifty percent (50%) of the total time

such services in the aggregate amount of \$61,136.29. During the Current Compensation Period, WG&M attorneys and paraprofessionals expended a total of 2,319.35 hours for which compensation is requested.

7. This Application also is WG&M's final application for allowance of compensation and reimbursement of expenses for the period spanning from the Commencement Date through December 18, 2002.³ Thus, WG&M respectfully requests that the Court, in addition to awarding WG&M the fees and expenses requested for the Current Compensation Period, (i)(a) award on a final basis the aggregate fees in the amount of \$2,351,813.49 previously awarded to WG&M on an interim basis pursuant to prior fee orders of the Court, (b) award on a final basis the aggregate expenses in the amount of \$317,215.75 previously awarded on an interim basis to WG&M pursuant to such prior fee orders, and (ii) allow payment of all amounts previously held back during the chapter 11 case (the "Holdback") in the amount of \$123,779.65.

8. The fees charged by WG&M in this case are billed in accordance with its existing billing rates and procedures in effect during the chapter 11 case. The rates WG&M charges for the services rendered by its professionals and paraprofessionals in this chapter 11 case are the same rates WG&M charges for professional and paraprofessional services rendered in comparable nonbankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive national legal market. With respect to non-working travel and after discussions

and amounts due for professional services and reimbursement of expenses to the separately administered cases of Sunbeam and the Subsidiary Debtors.

³ Pursuant to the Plan and the Confirmation Order, professional fees and expenses incurred after the Effective Date of the Plan in connection with the implementation of the Plan will be paid by AHI in the ordinary course of business without further order of the Court.

with the Office of the United States Trustee, WG&M is seeking allowance of seventy-five percent (75%) of the amount billed.

9. Pursuant to the UST Guidelines, annexed hereto as Exhibit “B” is a schedule setting forth all of WG&M professionals and paraprofessionals who have performed services in this chapter 11 case, including during the Current Compensation Period, the capacities in which each such individual is employed by WG&M, the department in which each individual practices, the hourly billing rate charged by WG&M for services performed by such individual, the aggregate number of hours expended in this matter and fees billed therefor, and the year in which each professional was first licensed to practice law.

10. Annexed hereto as Exhibit “C” is a schedule specifying the categories of expenses for which WG&M is seeking reimbursement and the total amount for each such expense category.

11. Pursuant to Section II.D of the UST Guidelines, annexed hereto as Exhibit “D” is a summary of WG&M’s time records for this chapter 11 case, including the Current Compensation Period. Exhibit “D” provides a listing of project categories as hereinafter described.

12. WG&M maintains computerized records of the time spent by all WG&M attorneys and paraprofessionals in connection with the prosecution of the Debtor’s chapter 11 case. Subject to redaction for the attorney-client privilege where necessary to protect the Debtor’s estate, copies of these computerized records will be furnished to the Court and the United States Trustee for the Southern District of New York (the “United States Trustee”) in the format specified by the UST Guidelines.

13. Prior to the commencement of this case, the Debtor paid WG&M an aggregate amount of \$1,343,694.87 in respect of professional services rendered and for disbursements incurred and as retainers for services to be rendered and disbursements to be incurred in connection with (a) the Debtor's efforts prior to the commencement of the chapter 11 case to restructure its obligations out of court, (b) the preparation for the Debtor's chapter 11 case, and (c) certain other related matters. As of February 3, 2003, WG&M has a retainer in the amount of \$808,218.84 to be applied against payment for services rendered or to be rendered and expenses incurred or to be incurred on behalf of Sunbeam and the Subsidiary Debtors.

14. To the extent that time or disbursement charges for services rendered or disbursements incurred were not processed prior to the filing of this Application, WG&M reserves the right to request additional compensation for such services and reimbursement of such expenses in a supplement to this application (the "Supplement"). WG&M proposes that, if a Supplement is necessary, it will provide the Court, the Debtor and the United States Trustee for the Southern District of New York with the Supplement and the time records and disbursements, prepared in the format specified by the Guidelines, that form the basis for the additional charges in the Supplement. If, within 15 days of the service of such records, no party upon whom such records were served objects to the Supplement, WG&M shall be entitled to receive payment for such fees and expenses from the Debtor's estate without further leave or notice of the Court.

SUMMARY OF SERVICES

15. As outlined more fully below, during the Current Compensation Period, WG&M was required to render a substantial amount of professional services in connection with this chapter 11 case. On occasion these services were performed under severe time constraints

and were necessary to deal with the various critical issues typically faced by a debtor in a chapter 11 case and certain unique needs of the Debtor.

16. WG&M rendered professional services in furtherance of, among others activities, the following: (i) prepared pleadings regarding various administrative and operational activities on behalf of the Debtor; (ii) responded to the myriad of creditor inquiries concerning the chapter 11 case; (iii) provided counseling regarding compliance with the statutory and judicially imposed responsibilities under chapter 11 of the Bankruptcy Code; (iv) provided counseling with respect to negotiations with the Debtor's prepetition and postpetition lenders regarding a consensual amended plan of reorganization; and (v) prepared for and successfully completed hearings held on November 20, 2002 and November 25, 2002, after which the Bankruptcy Court entered an order confirming the Plan. In that regard, WG&M prepared and/or filed on behalf of the Debtor approximately 46 motions, applications and other relevant documents during the Current Compensation Period.

17. The following is a summary of the significant professional services rendered by WG&M during the Current Compensation Period. This summary is organized in accordance with WG&M's internal system of project or work codes.

a. General Case Administration and Document Management (Work Codes W110 and W140)

- Participated in numerous meetings and telephone conferences with the Debtor's management and employees concerning the chapter 11 case, operational issues and problems and plan confirmation and consummation issues.
- Performed general document review and maintained project list, confirmation checklist and timeline, case calendar and case docket of documents filed with the Court.

b. Court Filings (Work Code W130)

- Prepared and filed with the Court numerous motions, applications, responses and objections necessary to the successful reorganization of the Debtor's business and administration of its estate.

c. WG&M Retention/Billing/Fee Applications and Other Retention/Fee Applications (Work Codes W151-W152)

- Prepared for and successfully conducted hearing on October 30, 2002, at which the Court approved certain interim fee applications of the Debtor's professionals.
- Prepared and filed with the Court the supplemental application for order authorizing (A) assignment of engagement letter between the Debtor and Dresdner Kleinwort Wasserstein, Inc. to Miller Buckfire Lewis & Co., LLC, (B) amendment to assigned engagement letter, (C) retention of Miller Buckfire Lewis & Co., LLC as financial advisor and investment banker to the Debtor, and (D) continued retention of Dresdner Kleinwort Wasserstein, Inc. as investment banker to the Debtor.
- Conducted telephone conferences with the Debtor and its professionals regarding retention, compensation and other issues.

d. Committee Communications, Governmental/Regulatory Communications, Bank Communications, Equity and Equity Holders Communications and other Communications (Work Codes W161-W163, W166 and W168)

- Telephone calls with the Creditors' Committee regarding exclusivity and plan confirmation issues.
- Responded to telephone calls and letters received from equity holders regarding the Debtor's plan of reorganization.
- Prepared for and participated in meetings and conference calls with the Debtor's prepetition and postpetition lenders to discuss business developments, the Debtor's financial results, and plan confirmation and consummation issues.

e. Non-Working Travel (Work Code W180)

- Travel to and from Court and various other meetings and conferences.

f. General Business Operations, Employee Issues, Governance/Board of Directors (Work Codes W210, W240 and W290)

- Participated in numerous meetings and telephone conferences with the Debtor's management and employees concerning the chapter 11 case, operational issues and problems, and plan confirmation and consummation issues.
- Participated in numerous conferences and meetings with all chapter 11 professionals and the Debtor to discuss strategy, recent developments in the case and plan confirmation and consummation issues.

g. DIP Financing/Cash Management (Work Code W220)

- Advised Debtor regarding debtor in possession financing and cash management issues.

h. Tax Issues (Work Code W260)

- Analyzed tax issues relating to business operations and Debtor's plan of reorganization and advised the Debtor with respect to such issues.

i. Non-Bankruptcy Litigation (Work Code W280)

- Assisted in preparation of brief to be filed in Arthur Anderson litigation.

j. Erickson Action (Work Code W281)

- Prepared and filed with the United States District for the Southern District of New York the counterdesignation of additional items to be included in the record on appeal by Daniel Ray Erickson.

k. Stay Relief/Adequate Protection (Work Code W310)

- Conducted various telephone conferences and responded to correspondence received requesting relief from the automatic stay.

l. Asset Dispositions, Assumption/Rejection of Executory Contracts and Assumption/Rejection of Unexpired Leases (Work Codes W320, W340 and W350)

- Advised the Debtor regarding the treatment of various unexpired leases and executory contracts, including characterization, assumption and rejection options and postpetition obligations.
- Prepared and filed with the Court the Debtor's fifth motion for an order pursuant to section 365(d)(4) of the Bankruptcy Code extending the time

within which the Debtor may assume or reject unexpired leases of nonresidential real property.

- Prepared for and successfully conducted hearing on October 15, 2002, at which the Court entered an order extending the Debtor's time to assume or reject unexpired leases of nonresidential real property to confirmation of the Debtor's plan of reorganization.
- m. Claims Processing/Reconciliation and Claims Determination (Work Codes W420 and W430)
 - Responded to numerous telephone calls and letters received from creditors and other parties in interest concerning this case, the Debtor's plan of reorganization, the consequences of filing claims against the Debtor, the rights of debtors and creditors under the Bankruptcy Code and related issues.
 - Reviewed and analyzed claims filed against the Debtor's estate.
 - Prepared and/or filed with the Court the following: (i) motion pursuant to Bankruptcy Rule 9019 for approval of settlement agreement between Sunbeam Corporation, Seaboard Surety Corporation and Glenn and Carol Wellman, (ii) motion for order authorizing and directing the Clerk of the Court to file under seal exhibit "1" to the Debtor's motion pursuant to Bankruptcy Rule 9019 for approval of settlement agreement between Sunbeam Corporation, Seaboard Surety Corporation and Glenn and Carol Wellman, (iii) first, second and third omnibus objections to proofs of claim, and (iv) second and third supplements to Debtor's Schedule F.
 - Prepared for and successfully conducted hearing on September 13, 2002 at which the Court entered orders (i) authorizing and directing the Clerk of the Court to file under seal exhibit "1" to the motion approving settlement agreement between Sunbeam Corporation, Seaboard Surety Corporation and Glenn and Carol Wellman, and (ii) approving settlement agreement between Sunbeam Corporation, Seaboard Surety Corporation and Glenn and Carol Wellman.
 - Prepared for and successfully conducted hearing on December 11, 2002, at which the Court entered an order granting the Debtor's first and second omnibus objections to proofs of claim.
- n. General Plan of Reorganization, Exclusivity, Business Plan, Plan Formulation/Negotiation, Disclosure Statement Approval, Plan Confirmation, Plan Implementation and Exit Facility (Work Codes W510, W520, W530, W540, W550, W560, W570 and W580)
 - Prepared and filed with the Court the following (i) second amended disclosure statement pursuant to section 1125 of the Bankruptcy Code (as modified), (ii)

the Plan, (iii) motion for order (a) approving disclosure statement, (b) establishing voting record holder date, (c) approving solicitation procedures, forms of ballots, and manner of notice and (d) fixing the date, time and place for the confirmation hearing and the deadline for filing objections thereto, (iv) response to objections to Debtor's second amended disclosure statement pursuant to section 1125 of the Bankruptcy Code, (v) brief in support of confirmation of plan of reorganization, (vi) response to objections to confirmation of plan of reorganization, (vii) opposition brief to motion for stay pending appeal filed by Oaktree Capital Management, LLC, (viii) plan supplement to third amended plan of reorganization, and (ix) first, second and third amended plan supplements to plan of reorganization.

- Prepared for and successfully conducted hearing on August 14, 2002, at which the Court entered an order extending the exclusive period pursuant to section 1121(d) of the Bankruptcy Code to December 15, 2002.
- Prepared for and successfully conducted hearing on October 4, 2002 at which the Court entered an order (a) approving the second amended disclosure statement pursuant to section 1125 of the Bankruptcy Code, (b) establishing voting record holder date, (c) approving solicitation procedures, forms of ballots, and manner of notice and (d) fixing the date, time and place for the confirmation hearing and the deadline for filing objections thereto.
- Prepared for and successfully conducted hearings on November 20, 2002 and November 25, 2002, after which the Court entered an order confirming the Plan.
- Prepared for and successfully conducted hearings on December 10, 2002, at which this Court and the United States District Court for the Southern District of New York denied the motions for stay pending appeal filed by Oaktree Capital Management, LLC, Daniel Ray Erickson and Francis J. Robinson.
- Advised the Debtor with respect to plan of reorganization issues.
- Provided counseling with respect to consummation of the Plan.
 - o. Equity Securities (Work Code W600)
- Advised the Debtor with respect to the issuance of securities and reporting requirements as a result of the Plan.

18. The foregoing professional services performed by WG&M were necessary and appropriate to the administration of the Debtor's chapter 11 case. A schedule setting forth the motions, responses, and other documents prepared and filed by WG&M during the Current

Compensation Period is attached hereto as Exhibit “E.” A schedule setting forth the Court hearings and conferences attended by WG&M during the Current Compensation Period is attached hereto as Exhibit “F.” The professional services performed by WG&M were in the best interests of the Debtor and other parties in interest. Compensation for the foregoing services as requested is commensurate with the complexity, importance and nature of the problems, issues or tasks involved. The professional services were performed with expedience and in an efficient manner.

19. A significant amount of the services performed by members and associates of WG&M were rendered by the Business Finance & Restructuring Department (“BF&R”). WG&M has a preeminent practice in this area and enjoys a national reputation for its expertise in financial reorganizations and restructurings of troubled entities, with approximately 70 attorneys specializing in this area of law.

20. The professional services performed by WG&M on behalf of the Debtor during the Current Compensation Period required an aggregate expenditure of 2,319.35 recorded hours by WG&M’s members, counsel, associates and paraprofessionals. Of the aggregate time expended, 646.2 recorded hours were expended by partners and counsel of WG&M, 1,351.5 recorded hours were expended by associates and 327.65 recorded hours were expended by paraprofessionals of WG&M.

21. During the Current Compensation Period, WG&M’s hourly billing rates for attorneys ranged from \$200 to \$700 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$458.08 (based on 1,991.7 recorded hours for attorneys at WG&M’s regular billing rates in effect at the time of the performance of services). Such fees are reasonable based on the customary

compensation charged by comparably skilled practitioners in comparable bankruptcy cases in a competitive national legal market. As noted, attached hereto is a schedule listing each WG&M professional and paraprofessional who performed services in this case, including during the Current Compensation Period, the hourly rate charged by WG&M for services performed by each such individual and the aggregate number of hours and charges by each such individual.

ACTUAL AND NECESSARY DISBURSEMENTS OF WG&M

22. As set forth in Exhibit “C” hereto, WG&M has disbursed \$61,136.32 expenses incurred in providing professional services during the Current Compensation Period. With respect to photocopying expenses, WG&M charges all of its clients \$.20 per page. With respect to facsimile expenses, in compliance with the Guidelines, WG&M does not charge for facsimile transmissions, other than the cost of long distance facsimiles at applicable toll charge rates, which invariably are less than \$1.25 per page as permitted by the Guidelines. Each of these categories of expenses does not exceed the maximum rate set by the Guidelines. These charges are intended to cover WG&M’s direct operating costs, which costs are not incorporated into the WG&M hourly billing rates. Only clients who actually use services of the types set forth in Exhibit “C” are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services. The amount of the standard photocopying charge is intended to allow WG&M to cover the related expenses of its photocopying service. A determination of the actual expenses per page for photocopying, however, is dependent on both the volume of copies and the total expenses attributable to photocopying on an annual basis.

23. The time constraints imposed by the circumstances of this case have required WG&M’s attorneys and other employees at times to devote time during the evenings

and on weekends to the performance of legal services on behalf of the Debtor. These extraordinary services were essential to meet deadlines, timely respond to inquiries on a daily basis from creditors and other parties in interest, and satisfy the demands of the Debtor's business and the administration of its estate. While WG&M has not charged the Debtor for any overtime expense, consistent with firm policy, attorneys and other employees of WG&M who worked late into the evenings or on weekends were reimbursed for their reasonable meal costs and their cost for transportation from the office to home. WG&M's regular practice is not to include components for those charges in overhead when establishing billing rates and to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of services. The reimbursement amounts do not exceed those set forth in the Guidelines.

24. In addition, due to the location of the Debtor's business in relation to WG&M's offices, frequent long distance telephone calls were required. On several occasions, overnight delivery of documents and other materials was required as a result of circumstances necessitating the use of such express services. These disbursements are not included in WG&M's overhead for the purpose of setting billing rates. WG&M has made every effort to minimize its disbursements in this case. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Debtor, its estate, and creditors.

FINAL COMPENSATION REQUESTED BY WG&M

25. As stated above, this Application also is WG&M's final application for allowance of compensation and reimbursement of expenses for the period spanning from the Commencement Date through December 18, 2002. Thus, WG&M also requests that the Court,

in addition to awarding WG&M the fees and expenses requested for the Current Compensation Period, (i)(a) award on a final basis the aggregate fees in the amount of \$2,351,813.49 previously awarded to WG&M on an interim basis pursuant to prior fee orders of the Court, (b) award on a final basis the aggregate expenses in the amount of \$317,215.75 previously awarded on an interim basis to WG&M pursuant to such prior fee orders, and (ii) allow payment of all amounts previously held back during the chapter 11 case in the amount of \$123,779.65.

26. During the pendency of this chapter 11 case, an extraordinary amount of professional services were required, often under limited time constraints, to deal with various critical issues and crises faced by Sunbeam. For example, WG&M advised Sunbeam with respect to the (a) stabilization of its operations and relationships with its vendors, customers and employees as a result of the chapter 11 filing and the inability to emerge within the original six to nine month timeline, (b) restructuring of Sunbeam's businesses so they are less susceptible to the market conditions that delayed Sunbeam's emergence from chapter 11, (c) analyzing and conducting the sale of various non-core assets, including the sale of its professional scales business, (d) analyzing and addressing the adversary proceeding commenced by the statutory committee of unsecured creditors against the Banks and certain of their affiliates and (e) assisted Sunbeam in developing and negotiating a consensual plan of reorganization supported by its major creditor constituency, the Banks.

27. Throughout this case, WG&M prepared and filed, on behalf of Sunbeam, several hundred pleadings, including applications, motions, briefs, responsive pleadings, schedules, plans, disclosure statements, stipulations and other pleadings. More detailed descriptions of the services rendered in the periods prior to the Current Compensation Period are

contained in prior fee applications filed by WG&M in this cases and each such application is incorporated herein by reference as if fully set forth herein.

28. WG&M advised and assisted Sunbeam in every phase of its chapter 11 case. A core team of partners and associates from WG&M's BF&R department worked with Sunbeam through the pendency of this case. Of the 9,690.85 hours billed by WG&M partners, associates and paraprofessionals during this chapter 11 case, 3,973.20 hours or approximately 41% of the total hours were billed by a core group of five attorneys and two paraprofessionals from WG&M's BF&R department. Where needed, WG&M drew upon additional attorneys from other departments to provide specific expertise. WG&M's services to Sunbeam in this chapter 11 case were performed in an efficient and cost-effective manner and facilitated Sunbeam's highly successful reorganization. Under the circumstances, WG&M's request for final allowance of compensation for professional services and reimbursement of expenses should be approved as requested.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

29. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including --

- (A) the time spent on such services;

- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

30. In the instant case, WG&M respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for and beneficial to the Debtor's rehabilitation and reorganization effort. Such services and expenditures were necessary to and in the best interests of the Debtor's estate. WG&M further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtor, its estate, and all parties in interest.

31. In sum, the services rendered by WG&M were necessary and beneficial to the Debtor's estate, and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved, and approval of the compensation sought herein is warranted.

32. There is no agreement or understanding between WG&M and any other person, other than members of the firm, for the sharing of compensation to be received for the services rendered in this case.⁴

33. WG&M has been advised by the Debtor that, to date, all quarterly fees have been paid to the United States Trustee.

MEMORANDUM OF LAW

34. The Debtor submits that the relevant legal authorities are set forth herein and that the requirement pursuant to Local Bankruptcy Rule 9013-1 that the Debtor file a memorandum of law in support of this Application is satisfied.

NOTICE

35. Notice of this Application has been provided to the United States Trustee and the attorneys for the Debtor's prepetition and postpetition lenders. AHI submits that no other or further notice need be provided.

CONCLUSION

WHEREFORE WG&M respectfully requests (i) an allowance of the compensation for professional services rendered during the Current Compensation Period in the amount of \$959,016.75 and reimbursement for actual and necessary expenses of WG&M incurred during the Current Compensation Period in the amount of \$61,136.29, (ii) that the Court (a) award on a final basis the aggregate fees in the amount of \$2,351,813.49 previously awarded on an interim basis to WG&M pursuant to prior fee orders of the Court, and (b) award on a final

⁴ As of August 30, 2002, Harvey R. Miller resigned as a partner of WG&M and became a managing director of Greenhill & Co., LLC. Mr. Miller continues to provide legal services to AHI in his capacity as an independent contractor to WG&M, and continues to bill for his legal services through WG&M. Mr. Miller's time, however, is billed and collected for his own account.

basis the aggregate expenses in the amount of \$317,215.75 previously awarded to WG&M by the Debtor pursuant to such prior fee orders, (iii) allow payment of the Holdback in the amount of \$123,779.65, (iv) the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to WG&M's right to seek additional compensation for services performed and expenses incurred during this chapter 11 case, which were not processed at the time of this Application; and (v) the Court grant WG&M such other and further relief as is just.

Dated: New York, New York
February 7, 2003

/s/ George A. Davis
Lori R. Fife (LF 2839)
George A. Davis (GD 2761)
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Fax: (212) 310-8007

Attorneys for American Household, Inc.