

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re: : Chapter 11
: :
ULTIMATE ELECTRONICS, INC., et al. : Case No. 05-10104 (PJW)
: :
Debtors. : Jointly Administered
: :
: **Hearing Date: 4/26/06 @ 9:30 a.m. (Eastern)**
----- X **Objections Due: 4/10/06 @ 4:00 p.m. (Eastern)**

**NOTICE OF FINAL APPLICATION OF HOGAN & HARSTON L.L.P. FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS SPECIAL CORPORATE COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM JANUARY 11, 2005 THROUGH AND INCLUD-
ING JANUARY 11, 2006**

PLEASE TAKE NOTICE that on February 24, 2006, the debtors (the "Debtors") in the above-captioned jointly-administered cases (the "Bankruptcy Cases") filed and served the **Final Application of Hogan & Hartson L.L.P. for Compensation for Services Rendered and Reimbursement of Expenses as Special Corporate Counsel to the Debtors for the Period from January 11, 2005 Through and Including January 11, 2006** (the "Application").

PLEASE TAKE FURTHER NOTICE that the Debtors have requested that objections, if any, to the Application or the relief requested therein must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 Market Street, Wilmington, Delaware 19801, and

served so as to be received no later than **4:00 p.m. (Eastern) on April 10, 2006** by:

(1) undersigned former counsel to the Debtors; (2) the Plan Administrator for Liquidating Ultimate, 321 W. 84th Ave., Suite A, Thornton, Colorado 80260 (Attn.: David Carter); (3) Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn.: William K. Harrington, Esq.); (4) counsel for the Agent for the Debtors' Prepetition and Post-Petition Lenders, Bingham McCutchen LLP, 150 Federal Street, Boston, Massachusetts 02110 (Attn.: Robert A.J. Barry, Esq.), Bingham McCutchen LLP, 399 Park Avenue, New York, New York 10022 (Attn.: Tina L. Brozman, Esq., and Jeffrey T. Kirshner, Esq.) and Richards, Layton & Finger, PA, One Rodney Square, P.O. Box 551, Wilmington, Delaware 19899 (Attn.: Daniel J. DeFranceschi, Esq., and Jason M. Madron, Esq.); (5) counsel for the Plan Administrator and former counsel for the Official Committee of Unsecured Creditors, Haynes and Boone, LLP, 901 Main Street, Suite 3100, Dallas, Texas 75202-3789 (Attn.: Robin E. Phelan, Esq., and Mark X. Mullin, Esq.) and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19801 (Attn.: Laura Davis Jones, Esq., and Sandra G. M. Selzer, Esq.); (6) Morris Anderson & Associates Ltd., #2 Pettinaro Drive, Millville, Delaware 19970 (Attn.: Mr. Robert Troisio); and (7) Hogan & Hartson L.L.P., One Tabor Center, Suite 1500, 1200 Seventeenth Street, Denver, Colorado 80202 (Attn.: Paul Hilton, Esq.).

PLEASE TAKE FURTHER NOTICE that the Debtors have requested that a hearing with respect to the Application be held on **April 26, 2006 at 9:30 a.m. (Eastern)** before the Honorable Peter J. Walsh in the Bankruptcy Court, 824 Market Street, Wilmington, Delaware 19801. Only those objections made in writing and timely filed with the Bankruptcy Court and received by undersigned counsel may be considered by the Bankruptcy Court at such hearing.

Dated: Wilmington, Delaware
February 24, 2006



Gregg M. Galardi (I.D. No. 2991)
Mark L. Desgrosseilliers (I.D. No. 4083)
Matthew P. Ward (I.D. No. 4471)
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Wilmington, Delaware 19899-0636
Telephone: (302) 651-3000
Facsimile: (302) 651-3001

Former counsel to the Debtors

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Debtors,	:	Jointly Administered
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COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS SPECIAL CORPORATE COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM
JANUARY 11, 2005 THROUGH AND INCLUDING JANUARY 11, 2006**

Name of Applicant: Hogan & Hartson L.L.P.

Authorized to provide professional services to: Ultimate Electronics, Inc., et al.

Date of retention: Effective January 11, 2005

Period for which compensation and reimbursement are sought: January 11, 2005
through and including January 11, 2006

Amount of compensation sought as actual, reasonable and necessary: \$157,794.00

Amount of expense reimbursement sought as actual, reasonable and necessary:
\$3,953.16

This is a: monthly interim X final application.

The total approximate time expended for preparation of this Final Application is estimated to be approximately 16 hours (as set forth, in part, herein), and the corresponding compensation requested is estimated to be no more than approximately \$8,000.00. Work on certain monthly applications and on this Final Application that occurred after the conclusion of the Entire Case Period has been included in the foregoing estimate and in this Final Application, as has an estimate of time required after the filing of this Final Application to prepare for and attend the hearing on this Final Application.

**PRIOR APPLICATIONS
HOGAN & HARTSON L.L.P.**

Period Covered	Docket No.	Date Filed	Requested Fees, Expenses		Paid Fees, Expenses	
November 1, 2005 to November 30, 2005	1365	2/14/06	\$1,167.50	\$0.00	\$0.00	\$0.00
October 1, 2005 to October 31, 2005	1364	2/14/06	\$321.00	\$5.40	\$0.00	\$0.00
September 1, 2005 to September 30, 2005	1172	11/11/05	\$239.50	\$24.06	\$239.50	\$24.06
August 1, 2005 to August 31, 2005	1171	11/11/05	\$2,263.00	\$8.26	\$2,263.00	\$8.26
July 1, 2005 to July 31, 2005	1170	11/11/05	\$3,221.00 ¹	\$14.52	\$3,221.00	\$14.52
June 1, 2005 to June 30, 2005	882	8/01/05	\$2,592.50 ²	\$11.56	\$2,592.50	\$11.56
May 1, 2005 to May 31, 2005	881	8/01/05	\$5,589.00	\$29.78	\$5,589.00	\$29.78
April 1, 2005 to April 30, 2005	751	6/14/05	\$14,360.00	\$1,455.41	\$14,360.00	\$1,455.41
March 1, 2005 to March 31, 2005	601	5/11/05	\$2,979.00	\$168.74	\$2,979.00	\$168.74
February 1, 2005 to February 28, 2005	600	5/11/05	\$28,562.50	\$201.17	\$28,562.50	\$201.17
January 11, 2005 to January 31, 2005	567	5/3/05	\$96,499.00	\$2,034.26	\$96,499.00	\$2,034.26

1 This amount reflects \$250.00 in accommodations arising from the fee examiner's review of Hogan & Hartson's monthly fee applications for the period from July 2005 through September 2005.

2 This amount reflects \$5,639.50 in accommodations arising from the fee examiner's review of Hogan & Hartson's monthly fee applications for the period from January 2005 through June 2005.

**COMPENSATION BY PROFESSIONAL PERSON
HOGAN & HARTSON L.L.P.
(JANUARY 11, 2005 - JANUARY 11, 2006)**

NAME	YEAR OF ADMISSION	RATE	HOURS	AMOUNT
<u>PARTNERS</u>				
Edwin P. Aro	1989	\$450	.60	\$270.00
Edward C. Dolan	1978	\$550	18.10	\$9,955.00
Bruce W. Gilchrist	1981	\$625	.50	\$312.50
Scott A. Golden	1993	\$490	.70	\$343.00
Tracy Gray	1991	\$475	1.00	\$475.00
Paul Hilton	1978	\$535	128.30	\$68,640.50
David L. London	1994	\$395	1.20	\$474.00
Daniel Shea	1975	\$500	.50	\$250.00
Andrew J. Trubin	1980	\$550	9.90	\$5,445.00
Craig A. Ulman	1977	\$570	2.70	\$1,539.00
TOTAL PARTNERS			163.50	\$87,704.00
<u>COUNSEL</u>				
Kraig Washburn	1996	\$365	7.40	\$2,701.00
TOTAL COUNSEL			7.40	\$2,701.00
<u>ASSOCIATES</u>				
Timothy R. Aragon	2002	\$265	108.80	\$28,825.50
Carin M. Kutcipal	1998	\$325	7.10	\$2,307.50
Richard J. Mattera	1997	\$325	65.90	\$21,417.50
Virginia Morgan	1996	\$235	.50	\$117.50
Nicole M. Sykes	2000	\$285	49.60	\$14,136.00
TOTAL ASSOCIATES			231.90	\$66,804.00
<u>PARAPROFESSIONALS</u>				
Sally A. Laurila		\$130	1.20	\$156.00
Joy Lloyd		\$165	2.60	\$429.00
TOTAL PARAPROFESSIONALS			3.80	\$585.00
TOTAL			406.60	\$157,794.00
BLENDED HOURLY RATE				\$388.08

COMPENSATION BY PROJECT CATEGORY
HOGAN & HARTSON L.L.P.
(JANUARY 11, 2005 - JANUARY 11, 2006)

Project Category	Total Hours	Total Fees
Business Operations	105.10	\$42,768.50
Corporate Governance	70.30	\$26,939.50
NASDAQ	36.60	\$13,560.50
SEC	69.60	\$24,389.00
Mark Wattles Transaction	17.60	\$5,972.00
DIP Financing	79.80	\$31,366.50
Litigation	22.40	\$10,016.00
D&O Insurance	5.20	\$2,782.00
TOTAL	406.60	\$157,794.00

EXPENSE SUMMARY
HOGAN & HARTSON L.L.P.
(JANUARY 11, 2005 - JANUARY 11, 2006)

Expense Category	Total Expenses
Computer Legal Research	\$1,409.68
Long Distance Telephone	\$35.46
Telecopy/fax (@ \$1.00 per page)	\$51.00
In-House Reproduction (@ \$0.15 per page)	\$579.75
Postage	\$19.51
Outside Reproduction	\$129.75
Corporation Service Company Research	\$1,492.80
Filing/Court Fees	\$25.00
Messenger/Courier Service	\$3.00
Air Freight	\$207.21
TOTAL	\$3,953.16

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Hogan & Hartson L.L.P. ("Hogan & Hartson"), counsel for Ultimate Electronics, Inc. ("Ultimate") and the six direct and indirect subsidiaries that are debtors and debtors-in-possession in the above-captioned cases (together with Ultimate, the "Debtors"), submits this final application (the "Final Application") seeking allowance of interim compensation and reimbursement of expenses under 11 U.S.C. §§ 330 and 331 for the period from January 11, 2005 through and including January 11, 2006 (the "Entire Case Period"). Through the Final Application, Hogan & Hartson also seeks approval of certain fees and expenses incurred after the Entire Case Period in connection with preparing and filing certain fee applications (including but

not limited to the Final Application). In support of the Final Application and the request for approval of fees incurred after the Entire Case Period, Hogan & Hartson respectfully represents the following:

BACKGROUND

1. On January 11, 2005 (the "Petition Date"), the Debtors³ each filed a voluntary petition in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, as amended (the "Bankruptcy Code").

2. The Office of the United States Trustee appointed the Official Committee of Unsecured Creditors (the "Creditors' Committee") on or about January 21, 2005. No trustee has been appointed in the Debtors' chapter 11 cases.

3. On September 21, 2005, the Debtors and the Creditors' Committee filed the Disclosure Statement (as amended, the "Disclosure Statement") with Respect to Joint Plan (as amended, the "Plan") of Reorganization of Ultimate Electronics, Inc. and its Affiliated Debtors and Debtors-in-Possession, and the Official Committee of Unsecured Creditors, dated September 21, 2005 (Docket No. 1038), which Disclosure Statement attached the Plan as Exhibit A thereto.

4. On October 26, 2005, the Court entered an order (Docket No. 1131) (the "Solicitation Procedures Order") approving the Disclosure Statement and certain procedures in connection with soliciting acceptances of the Plan. On October 26,

³ The Debtors were Ultimate Electronics, Inc., Fast Trak, Inc., Ultimate Electronics Texas LP, Ultimate Leasing Corp., Ultimate Intangibles Corp., Ultimate Electronics Partners Corp. and Ultimate Electronics Leasing LP.

2005, the Debtors filed a copy of the Disclosure Statement (Docket No. 1133) as approved by the Court pursuant to the Solicitation Procedures Order, along with a copy of the Plan attached as Exhibit A to such Disclosure Statement, which Plan the Debtors and the Creditors' Committee solicited for acceptance. Pursuant to the Solicitation Procedures Order, the hearing (the "Confirmation Hearing") on confirmation of the Plan was scheduled for December 9, 2005, at 9:30 a.m.

5. On November 22, 2005, the Debtors filed a supplement to the Plan (Docket No. 1211), which contained certain exhibits to the Plan.

6. On December 7, 2005, the Debtors and the Creditors' Committee filed the Amended Joint Plan of Reorganization of Ultimate Electronics, Inc. and its Affiliated Debtors and Debtors-in-Possession, and the Official Committee of Unsecured Creditors, dated December 9, 2005 (Docket No. 1245) (as amended, the "Amended Plan"). Also on December 7, 2005, the Debtors and the Creditors' Committee filed a proposed form of Findings of Fact, Conclusions of Law and Order Confirming Joint Plan of Reorganization of Ultimate Electronics, Inc. and its Affiliated Debtors and Debtors-in-Possession, and the Official Committee of Unsecured Creditors (Docket No. 1248).

7. On December 9, 2005, after conducting the Confirmation Hearing, the Court confirmed the Amended Plan and entered its Findings of Fact, Conclusions of Law and Order Confirming Joint Plan of Reorganization of Ultimate Electronics, Inc. and its Affiliated Debtors and Debtors-in-Possession, and the Official Committee of

Unsecured Creditors (Docket No. 1265) (the "Confirmation Order").

JURISDICTION

8. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This Final Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

9. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

RETENTION OF HOGAN & HARTSON

10. On January 11, 2005, the Debtors applied to the Court for an order authorizing them to retain Hogan & Hartson pursuant to an engagement agreement dated December 13, 2004 (the "Engagement Agreement") as their Special Corporate Counsel, effective as of the Petition Date, to provide general corporate, federal securities law, mergers and acquisition projects, contract matters and other services as the Debtors and Hogan & Hartson may agree. 4/

11. On March 1, 2005, the Court entered an order (the "Retention Order") authorizing the Debtors to employ Hogan & Hartson as their Special Corporate Counsel effective as of the Petition Date to provide (i) non-bankruptcy advice regarding corporate, transactional and securities matters (not duplicative of the

4/ Information concerning the experience and standing at the bar of Hogan & Hartson attorneys on this engagement are described in the application and related materials filed by Hogan & Hartson in support of its retention in this case (as such materials may have been amended, the "Retention Application") (Docket Nos. 22 and 752), which are incorporated herein by reference.

services rendered by the Debtors' primary bankruptcy counsel, Skadden, Arps, Slate, Meagher & Flom, LLP ("Skadden, Arps"), (ii) legal representation in connection with certain litigation with respect to which Hogan & Hartson was retained by the Debtors prior to the Petition Date, and (iii) legal representation in those matters for which the Debtors' principal bankruptcy counsel, Skadden, Arps, is precluded from representing the Debtors. A copy of the Retention Order is attached hereto as Exhibit A.

PROFESSIONAL PAYMENT PROCEDURES

12. On February 14, 2005, this Court entered an Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 197) (the "Administrative Order"). A copy of the Administrative Order is attached hereto as Exhibit B.

13. Pursuant to the terms of the Administrative Order, professionals of the Debtors and the Creditors' Committee were authorized to submit monthly applications for compensation (each a "Monthly Application"). If no objection was filed to a Monthly Application within twenty (20) days of the date of filing such application, then payment without further order of eighty percent (80%) of the fees and one hundred percent (100%) of the expenses set forth in the applicable Monthly Application was authorized.

14. Every three (3) months beginning with the three-month period ending

March 2005, each professional was to file a quarterly interim fee application (each a "Quarterly Fee Application"). This Court would then make a determination, after hearing (each an "Interim Fee Hearing"), whether the remaining twenty percent (20%) of fees sought in the preceding months (the "Hold-Back"), as set forth in the Quarterly Fee Applications, could be paid by the Debtors.

15. As set forth in the chart preceding this Final Application, Hogan & Hartson filed Monthly Applications for all periods other than December through the Effective Date. Hogan & Hartson also filed three Quarterly Fee Applications through the period ending September 30, 2005.

16. Pursuant to the Administrative Order, the Court held a hearing on the first Quarterly Fee Applications on July 15, 2005 at 3:00 p.m., during which the Court approved the payment of all Hold-Back amounts requested in the first Quarterly Fee Applications.

17. Pursuant to the Administrative Order, a hearing on the second Quarterly Fee Applications filed by the Debtors' professionals was scheduled for September 14, 2005. However, prior to such hearing, the Court informed counsel for the Debtors that it requested the appointment of a fee examiner in the Debtors' chapter 11 cases. Therefore, at the September 14, 2005 hearing, rather than consider the Quarterly Fee Applications, the Court entered its Order Appointing Fee Auditor and Directing Related Procedures Concerning the Payment of Compensation and Consideration of Fee Applications (Docket No. 1014) (the "Compensation Order").

18. Pursuant to the Compensation Order, a fee examiner (the "Fee Examiner") was appointed in the Debtors' chapter 11 cases. The Compensation Order provides that the Fee Examiner shall review all fee applications and, following such review and discussions with the professionals submitting such applications, shall submit a final report summarizing whether the requested fees and disbursements meet the applicable standards of section 330 of the Bankruptcy Code and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"). Each professional submitting a fee application shall have twenty days after the filing of the Fee Examiner's final report to respond to such report. Otherwise, such professional may submit a certification of counsel, after which submission the Debtors are authorized to pay such professional the fees and expenses approved in the final report with respect to such professional's application.

19. Pursuant to the Administrative Order, the Court held an Interim Fee Hearing on the second and third Quarterly Fee Applications on December 28, 2005 at 2:30 p.m., during which the Court approved the payment of all Hold-Back amounts requested in the second and third Quarterly Fee Applications that were filed in time to be considered at such Interim Fee Hearing. The Court has not held any subsequent Interim Fee Hearings in these bankruptcy cases.

20. The Amended Plan requires the filing of all final fee applications by no

later than forty-five (45) days after the Effective Date, or February 25, 2006.⁵ It further provides for an objection deadline of forty-five (45) days after the filing date of each final fee application. Accordingly, this Final Application has been filed in accordance with the requirements of the Amended Plan.

21. In compliance with the procedures outlined in the Administrative Order and the Compensation Order, Hogan & Hartson is filing this Final Application for compensation for professional services rendered and reimbursement of disbursements made in these cases during the Entire Case Period.

PREPETITION RETAINER FUNDS

22. As more fully set forth in the First Monthly Application of Hogan & Hartson L.L.P. for Compensation for Services Rendered and Reimbursement of Expenses as Special Corporate Counsel to the Debtors for the Period from January 11, 2005 through and including January 31, 2005 (the "First Monthly Fee Application") filed with the Court on May 3, 2005, as of the Petition Date, Hogan & Hartson held the remainder of a retainer paid pre-petition of \$89,334.92 to be applied against fees and disbursements incurred by Hogan & Hartson (the "Retainer"). Hogan & Hartson anticipated that it would have recovered all pre-petition fees and expenses from the Retainer before the filing of the petition on the Petition Date. Hogan & Hartson subsequently determined that, between January 8, 2005 and the time of the filing of the

⁵ Because the Effective Date occurred on January 11, 2006, the forty-fifth day would be February 25, 2006 (a Saturday). Accordingly, the deadline for filing final fee applications is Monday, February 27, 2006.

petition on the Petition Date, Hogan & Hartson professionals performed 83.9 hours of work with a time value of \$29,257.00 which was outstanding and, through inadvertence, was not recovered from the Retainer pre-petition. The pre-petition sum of \$29,257.00 owed Hogan & Hartson was secured by the Retainer. As more fully set forth in the First Monthly Fee Application, Hogan & Hartson respectfully requested that the Court modify the stay of proceedings to the extent necessary to allow Hogan & Hartson to offset such outstanding pre-petition amount and draw down against the Retainer to pay these fees and expenses incurred pre-petition and secured by the Retainer. Such request was granted by the Court in the Order Granting Payment of Fees and Expenses Requested in Amended and Restated First Interim Application of Hogan & Hartson L.L.P. for Compensation for Services Rendered and Reimbursement of Expenses as Special Corporate Counsel to the Debtors for the Period from January 11, 2005 through and including March 31, 2005, dated August 10, 2005 (Docket No. 922).

23. In addition to the pre-petition amount referenced above, Hogan & Hartson has drawn down against the Retainer to pay certain fees and expenses incurred by Hogan & Hartson and approved by the Court. At this time, there are no funds remaining in the Retainer.

RELIEF REQUESTED

24. By this Final Application, Hogan & Hartson seeks entry of an order granting final approval, and directing payment, to the extent not already paid, of (a)

compensation in the amount of \$157,794.00 for professional services rendered during the Entire Case Period as counsel to the Debtors in these chapter 11 cases, which amount is derived solely from the applicable hourly billing rates of the firm's personnel who rendered such services, (b) reimbursement of actual and necessary out-of-pocket disbursements and charges in the amount of \$3,953.16 incurred in the rendition of required professional services on behalf of the Debtors during the Entire Case Period, (c) compensation in the amount of approximately \$4,510.00 for services rendered after the Effective Date in connection with preparing this Final Application and certain additional monthly applications.

25. The amounts of compensation and reimbursement sought herein are net of certain voluntary reductions made by Hogan & Hartson in the aggregate amount of \$5,889.50.⁶

26. This Final Application is also made without prejudice to the firm's right to seek further interim allowances and/or a final allowance of compensation in the future in accordance with the Retention Order and the Administrative Order.

27. Hogan & Hartson has received no promise of payment for professional services rendered or to be rendered in this case other than in accordance with the provisions of the Bankruptcy Code.

⁶ In the event that any objections to this Final Application are filed, Hogan & Hartson reserves the right to seek payment for all or any part of the client accommodation.

BASIS FOR RELIEF

28. Hogan & Hartson submits that the legal services and advice that it rendered to the Debtors in connection with their chapter 11 cases during the Entire Case Period were necessary and beneficial to the Debtors, their creditors and their estates. Throughout these cases, Hogan & Hartson provided a high level of service to the Debtors and devoted substantial time to numerous issues as more fully set forth below.

29. During the Entire Case Period, attorneys and paraprofessionals of Hogan & Hartson devoted a total of 406.60 hours to representation of the Debtors in their chapter 11 cases. Of the aggregate time expended, 163.50 hours were spent by partners, 7.40 hours were spent by counsel, 231.90 hours were spent by associates and 3.80 hours were spent by paraprofessionals. Schedules showing the name and position of each such partner, counsel, associate, summer associate and paraprofessional, together with that person's first date of admission to the bar (if applicable), hours worked during the Entire Case Period and hourly billing rate are provided at the front of this Final Application.

30. A schedule showing the name and position of the professionals and paraprofessionals who rendered services for Liquidating Ultimate (as defined in the Amended Plan) after the Effective Date, together with such professionals' (as applicable) first date of admission to the bar, approximate hours worked after the Effective Date and hourly billing rate is provided below:

<u>NAME</u>	<u>YEAR OF ADMIS- SION</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
<u>PARTNERS</u>				
Paul Hilton	1978	\$535	1.0	\$535.00
TOTAL PARTNERS			1.0	\$535.00
<u>ASSOCIATES</u>				
Timothy Aragon	2002	\$265	15.0	\$3,975.00
TOTAL ASSOCIATES			15.0	\$3,975.00
TOTAL			16.0	\$4,510.00
BLENDED HOURLY RATE				\$281.88

31. Hogan & Hartson ' attorneys, legal assistants and support staff billed their services in this case after the Effective Date, as they have through the course of the bankruptcy cases, to matters corresponding to particular activities in the bankruptcy cases. The following is a summary chart of those matters:

Project Category	Total Hours	Total Fees
Business Operations and Contracts	16.0	\$4,510.00
TOTAL	16.0	\$4,510.00

DESCRIPTION OF SERVICES RENDERED

32. It is not practical to describe every phone call made, meeting attended, document generated or other service provided in the Debtors' cases during the Entire Case Period. Hogan & Hartson's Monthly Applications on file in these cases provide summary descriptions of the services rendered by Hogan & Hartson during the subject time periods for substantive project categories occupying significant amounts of professional time for such periods. Moreover, the time records attached to each such Monthly Application contain the detailed descriptions of each task performed during the subject time periods. The detail for the expenses incurred during the subject time periods is also included in such Monthly Applications.

33. This Final Application highlights, as set forth below, the most significant services performed by Hogan & Hartson for the Debtors during these cases by focusing on the project categories for the Entire Case Period. A summary by project category of the matters on which Hogan & Hartson professionals spent time during the Entire Case Period is provided at the front of this Final Application.

A. Business Operations and Contracts Matters (Amount Sought: \$42,768.50)

During the Entire Case Period, professionals at Hogan & Hartson advised the Debtors with respect to various general corporate matters including matters related to the negotiation, review and revision of certain contracts with suppliers, negotiations with the Debtors' audit firm regarding the completion of its work with respect to quarterly and annual financial statements, and negotiations with the Debtors' investment banking firm regarding the payment of investment banking fees. Hogan & Hartson also assisted the Debtors with numerous operational issues that arose during the Entire Case Period. Hogan & Hartson performed this work with respect to

general corporate matters because of Hogan & Hartson's (i) role as special corporate counsel to the Debtors, (ii) knowledge of the Debtors' affairs, and (iii) proximity to the Debtors' management and files located at the Debtors' headquarters in Denver, CO. Hogan & Hartson did not perform work with respect to general corporate matters that was duplicative of the work performed by Skadden, Arps.

During the Entire Case Period, Hogan & Hartson professionals devoted a total of 105.10 hours to general corporate matters for which compensation is sought, with a total time value of \$42,768.50.

B. DIP Financing
(Amount Sought: \$31,366.50)

During the Entire Case Period, Hogan & Hartson worked with the Debtors, Skadden, Arps and lender bank representatives as local counsel and corporate counsel in connection with a proposed debtor-in-possession financing facility (the "DIP Financing"). Hogan & Hartson professionals assisted with the compilation of schedules of information which were included in the documentation for the DIP Financing and provided opinions of counsel in connection with the DIP Financing. Hogan & Hartson acted in a supporting role to Skadden, Arps with respect to the DIP Financing because of Hogan & Hartson's (i) knowledge of the Debtors' affairs, (ii) relationships with the Debtors' local counsel and (iii) proximity to the Debtors' management and files located at the Debtors' headquarters in Denver, CO. Hogan & Hartson professionals coordinated with Skadden, Arps and did not perform work with respect to the DIP Financing that was duplicative of the work performed by Skadden, Arps.

During the Entire Case Period, Hogan & Hartson professionals devoted a total of 79.80 hours to DIP Financing matters for which compensation is sought, with a total time value of \$31,366.50.

C. Corporate Governance
(Amount Sought: \$26,939.50)

During and immediately prior to the Entire Case Period, Ultimate held several meetings of its Board of Directors. During the Entire Case Period, Hogan & Hartson professionals attended meetings of Ultimate's Board of Directors and its Audit Committee and provided advice relating to corporate governance matters to Ultimate's Board of Directors, Audit Committee and management. In addition, during the Entire Case Period, Hogan & Hartson professionals completed minutes of several meetings of

Ultimate's Board of Directors, including minutes of several meetings held immediately prior to the Entire Case Period in connection with the approval of the bankruptcy filing, the transaction with Mark Wattles Enterprises, LLC and the DIP Financing. Hogan & Hartson professionals also compiled and distributed corporate and contract materials to newly appointed members of Ultimate's Board of Directors. Hogan & Hartson performed this work with respect to corporate governance matters because of Hogan & Hartson's (i) role as special corporate counsel to the Debtors, (ii) knowledge of the Debtors' affairs, and (iii) proximity to the Debtors' management and files located at the Debtors' headquarters in Denver, CO. Hogan & Hartson did not perform work with respect to corporate governance matters that was duplicative of the work performed by Skadden, Arps.

During the Entire Case Period, Hogan & Hartson professionals devoted a total of 70.30 hours to matters pertaining to corporate governance for which compensation is sought, with a total time value of \$26,939.50.

D. SEC Matters

(Amount Sought: \$24,389.00)

During the Entire Case Period, Hogan & Hartson professionals assisted the Debtors with the completion, and filing with the SEC, of several reports, forms and exhibits (the "SEC Filings") in connection with the transaction with Mark Wattles Enterprises, LLC, the DIP Financing, the delisting of Ultimate's securities and related matters. Hogan & Hartson professionals drafted disclosure for the SEC Filings, reviewed the SEC Filings for compliance with the rules and regulations of the SEC, and arranged for the SEC filings to be filed with the SEC.

During the Entire Case Period, Hogan & Hartson professionals devoted a total of 69.60 hours to SEC matters for which compensation is sought, with a total time value of \$24,389.00.

E. NASDAQ Matters

(Amount Sought: \$13,560.50)

During the Entire Case Period, Hogan & Hartson professionals provided advice regarding the Debtors' non-compliance with various continued listing standards of NASDAQ. In addition, Hogan & Hartson assisted the Debtors in preparing for and participating in a hearing with NASDAQ.

During the Entire Case Period, Hogan & Hartson professionals devoted a total of 36.60 hours to NASDAQ matters for which compensation is sought, with a total time value of \$36,560.50.

F. Litigation Matters
(Amount Sought: \$10,016.00)

During the Entire Case Period, Hogan & Hartson worked with the Debtors on various matters relating to litigation involving the Debtors, including attention to matters related to In re Ultimate Electronics, Inc. Securities Litigation, the securities litigation involving the Debtors, and assisting Skadden, Arps with the compilation of a list of litigation parties and counsel entitled to notice of the Debtors' bankruptcy. Hogan & Hartson acted in a supporting role to Skadden, Arps with respect to the compilation of the list of litigation parties and counsel entitled to notice because of Hogan & Hartson's (i) knowledge of the Debtors' affairs, (ii) relationships with the Debtors' local counsel and (iii) proximity to the Debtors' management and files located at the Debtors' headquarters in Denver, CO. Hogan & Hartson did not perform work with respect to litigation matters that was duplicative of the work performed by Skadden, Arps.

During the Entire Case Period, Hogan & Hartson professionals devoted a total of 22.40 hours to matters relating to litigation for which compensation is sought, with a total time value of \$10,016.00.

G. Wattles Transaction
(Amount Sought: \$5,972.00)

During the Entire Case Period, Hogan & Hartson worked with the Debtors and Mark Wattles Enterprises, LLC ("Wattles") to complete certain post-closing matters in connection with (i) a sale of 6.85 million shares of Ultimate common stock to Wattles for \$4.45 million, an option from Ultimate to purchase 1.85 million shares of Ultimate common stock, an option from Mr. & Mrs. William Pearse and a voting agreement from Mr. and Mrs. Pearse and certain Pearse family trusts, as well as restructuring of Ultimate's Board of Directors (the "Equity Transactions"), and (ii) \$5.55 million of additional debt financing from Wattles and revised loan terms that provide for Wells Fargo Retail Finance, LLC to replace Back Bay Capital Funding LLC and the other lenders under the Debtors' credit facilities, pursuant to a new debtor-in-possession loan aggregating \$118.6 million (the "Debt Transactions").

Among the tasks completed by Hogan & Hartson professionals during the Entire Case Period in connection with the Equity Transactions and Debt Transactions were arranging for the issuance of the Ultimate common stock, and completing certain closing and post-closing matters related to the transactions. Hogan & Hartson performed this work with respect to the Equity Transactions and Debt Transactions because of Hogan & Hartson's (i) role as special corporate counsel to the Debtors, (ii) knowledge of the Debtors' affairs, and (iii) role in the negotiation, documentation and closing of the Equity Transactions and Debt Transactions. Hogan & Hartson did not perform work with respect to such matters that was duplicative of the work performed by Skadden, Arps.

During the Entire Case Period, Hogan & Hartson professionals devoted a total of 17.60 hours to matters pertaining to the Equity Transactions and Debt Transactions with Wattles for which compensation is sought, with a total time value of \$5,972.00.

**H. D&O Insurance Matters
(Amount Sought: \$2,782.00)**

During the Entire Case Period, Hogan & Hartson worked with Debtors on various matters relating to directors' and officers' liability insurance, including assisting the Debtors to obtain new coverage and analyzing run-off and tail coverage issues. Hogan & Hartson professionals devoted a total of 5.20 hours to these matters and Hogan & Hartson seeks compensation for these matters in the aggregate amount of \$2,782.00.

ALLOWANCE OF COMPENSATION

34. Bankruptcy Code section 330 authorizes the Court to award "reasonable compensation for actual, necessary services rendered by the professional person." 11 U.S.C. § 330. In order to evaluate a request for allowance of fees by a professional person, a court must determine whether the services rendered were actual and necessary and the fees requested are reasonable. Hogan & Hartson respectfully submits that its request for a final award of compensation for the Entire Case Period satisfies that standard.

35. Because of the benefits realized by the Debtors, the standing at the bar of the attorneys who rendered services, the amount of work done, the time consumed, the skill required, and the contingent nature of the compensation, Hogan & Hartson requests final approval of compensation earned during the Entire Case Period for a total of \$157,794.00. In addition, Hogan & Hartson seeks final approval of approximately \$4,510.00 in fees incurred after the Effective date through the date hereof (plus fees for any additional time incurred after the Effective Date that has not been posted to Hogan & Hartson's accounting system) in connection with fee applications required to be filed. Hogan & Hartson reserves the right to return to this court to seek additional payment for services performed or expenses incurred during the Entire Case Period or after the Effective Date (to the extent necessary) that are not yet reflected in the firm's accounting system because of customary delays, or to amend the amounts listed herein to correct any inadvertent bookkeeping errors.

36. Hogan & Hartson achieved cost efficiencies by designating a core group of one partner and three associates to work on essentially all matters in connection with the Debtors' cases. These individuals performed a majority of the tasks performed by Hogan & Hartson in connection with the Debtors' cases during the Entire Case Period and assigned discrete matters to other attorneys as necessary. This (i) allowed some attorneys to work almost exclusively on discrete matters in the Debtors' cases, (ii) permitted individuals with knowledge of the Debtors and

relationships with their management to complete a majority of the required work, and (iii) enabled Hogan & Hartson to avoid performing duplicative or unnecessary work.

37. Other than between Hogan & Hartson and their members, no agreement or understanding exists between Hogan & Hartson and any other person or persons for the sharing of compensation received or to be received for professional services rendered in or in connection with these cases, nor will any be made except as permitted under Bankruptcy Code section 504(b)(1).

38. Hogan & Hartson has received no promise of payment for professional services rendered in these cases other than in accordance with the provisions of the Bankruptcy Code.

REIMBURSEMENT OF EXPENSES

39. Bankruptcy Code section 330(a)(1)(B) provides for reimbursement to approved professionals for all "actual, necessary expenses."

40. Consistent with the firm's policy with respect to its other clients, Hogan & Hartson is seeking reimbursement for other charges and disbursements incurred as out-of-pocket expenses in the rendition of necessary services to the Debtors and their estates. These charges and disbursements include, among other things, costs for telephone charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees and other fees related to trials and hearings.

41. A complete description of each expense incurred during these cases

can be obtained in the Monthly Applications. Additionally, a chart summarizing the expenses for the Entire Case Period is included at the front of this Final Application. Hogan & Hartson's policy requires all attorneys to retain and submit for review receipts and/or invoices for all disbursements incurred through outside vendors. Hogan & Hartson maintains all receipts and/or invoices related to each client's disbursement account in a central storage facility, and such records can be produced upon request.

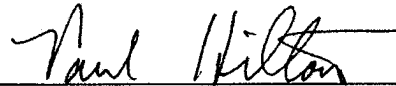
42. Hogan & Hartson has disbursed, and requests reimbursement for, \$3,953.16, which represents actual, necessary expenses incurred in the rendition of professional services in these cases during the Entire Case Period.

CERTIFICATE OF COMPLIANCE AND WAIVER

43. Finally, the undersigned representative of Hogan & Hartson certifies that he has reviewed the requirements of Local Rule 2016-2 and that the Final Application substantially complies with that Local Rule. To the extent that the Final Application does not comply in all respects with the requirements of Local Rule 2016-2, Hogan & Hartson believes that such deviations are not material and respectfully requests that any such requirements be waived.

WHEREFORE Hogan & Hartson respectfully requests that the Court enter an order granting final approval, and directing payment of (a) compensation for professional services rendered as attorneys for the Debtors during the Entire Case Period in the sum of \$157,794.00; (b) reimbursement of actual and necessary expenses incurred during the Entire Case Period in the sum of \$3,953.16; (c) compensation for professional services rendered as attorneys for the Debtors after the Effective Date in the sum of approximately \$4,510.00;⁷ and that the Court grant such other and further relief as is just and proper.

Dated: Denver, Colorado
February 24, 2006



Paul Hilton, Esq.
HOGAN & HARTSON L.L.P.
One Tabor Center, Suite 1500
1200 Seventeenth Street
Denver, CO 80202
Telephone: (303) 899-7300
Facsimile: (303) 899-7333

**Attorneys for the Debtors and
Debtors-in-Possession**

⁷ Subject to the right of Hogan & Hartson to seek payment of additional fees and expenses for services rendered after the Effective Date from the Plan Administrator and/or through an application with this Court.

Exhibit A

Retention Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- x
In re: : Chapter 11
ULTIMATE ELECTRONICS, INC., et al., : Case No. 05-10104 (PJW)
Debtors. : Jointly Administered
----- x Related Docket No. 22

ORDER PURSUANT TO 11 U.S.C. §§ 327(e) AND 329 AND
BANKRUPTCY RULES 2014(a) AND 5002 AUTHORIZING
DEBTORS TO RETAIN HOGAN & HARTSON L.L.P. AS
SPECIAL CORPORATE COUNSEL TO THE DEBTORS

Upon the application dated January 11, 2005 (the "Application"),¹
wherein Ultimate Electronics, Inc. ("Ultimate Electronics") and six (6) of its
subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned
cases (collectively, the "Debtors"), moved this Court for entry of an order, pursuant to
sections 327(e) and 329 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq.,
as amended (the "Bankruptcy Code"), and Rules 2014(a) and 5002 of the Federal
Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing them to employ
and retain Hogan & Hartson L.L.P. ("Hogan & Hartson"); and upon the Affidavit and
Statement of Paul Hilton of Hogan & Hartson and the Affidavit of David A. Carter, in

¹ Capitalized terms used but not defined herein shall have the meanings ascribed
to such terms in the Motion related hereto.

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Support of Chapter 11 Petitions and First Day Orders; and it appearing to the Court that due and adequate notice of the Application having been given, that no other notice need be given, that Hogan & Hartson neither holds nor represents any interest adverse to any of the Debtors' estates, that Hogan & Hartson is "disinterested" as that term is defined in section 101(14) of the Bankruptcy Code and that the relief requested in the Application is in the best interests of the Debtors', their estates and their creditors; and after due deliberation thereon and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED.
 2. In accordance with sections 327(e) and 329 of the Bankruptcy Code and Rules 2014(a) and 5002 of the Bankruptcy Rules, each of the Debtors, as a debtor-in-possession, is authorized to employ and retain Hogan & Hartson as its Special Corporate Counsel under a general retainer as of the Petition Date to provide (i) non-bankruptcy advice regarding corporate, transactional and securities matters (not duplicative of the services rendered by the Debtors' primary bankruptcy counsel, Skadden, Arps, Slate, Meagher & Flom, LLP ("Skadden, Arps")), (ii) legal representation in connection with certain litigation with respect to which Hogan & Hartson was retained by the Debtors prior to the Petition Date and (iii) legal representation in those matters for which the Debtors' principal bankruptcy counsel, Skadden, Arps, is precluded from representing the Debtors; and
-

3. Hogan & Hartson shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.

Dated: Wilmington, Delaware
March 1, 2005

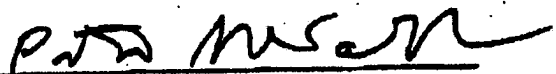

The Honorable Peter J. Walsh
United States Bankruptcy Judge

Exhibit B

Administrative Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- x
In re: : Chapter 11
ULTIMATE ELECTRONICS, INC., et al. : Case No. 05-10104 (PJW)
Debtors. : Jointly Administered
----- x Related Docket No. 20

ADMINISTRATIVE ORDER PURSUANT TO
11 U.S.C. §§ 105(a) AND 331 ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

Upon the motion dated January 11, 2005 (the "Motion"),¹ wherein Ultimate Electronics, Inc. ("Ultimate Electronics") and six (6) of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), moved this Court for entry of an administrative order, pursuant to sections 105(a) and 331 of the Bankruptcy Code, establishing procedures for interim compensation and reimbursement of expenses of professionals specifically retained by order of this Court; the Court finds that (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion related hereto.

Motion is in the best interests of the Debtors, their estates and their creditors;
(iv) proper and adequate notice of the Motion and the hearing thereon has been given
and no other or further notice is necessary; and (iv) upon the record herein, after due
deliberation thereon, good and sufficient cause exists for the granting of the relief as
set forth herein.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. Except as may otherwise be provided in Court orders authorizing the retention of specific professionals, all professionals in these cases may seek interim compensation in accordance with the following procedures:

- a. No earlier than the 25th day of each month following the month for which compensation is sought (the "Monthly Fee Application Date"), each Professional will file a monthly fee application (the "Monthly Fee Application") with the Court and shall serve the same on the following parties (collectively, the "Notice Parties"): (i) the Debtors at Ultimate Electronics, Inc., 321 W. 84th Avenue, Suite A, Thornton, CO 80260 (Attn: David A. Carter); (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, IL 60606 (Attn: J. Eric Ivester); (iii) counsel to the Debtors' postpetition lenders, Bingham McCutchen LLP, 150 Federal Street, Boston, MA 02110-1726 (Attn: Robert

Barry) and Baker Hosts L.L.P., 2001 Ross Avenue, Dallas, TX 75201-2980 (Attn: Jack Kenzie); (iv) counsel to any official committee appointed in these cases; and (v) the United States Trustee. The first Monthly Fee Application shall be filed on or about February 25, 2005 for the period ending January 31, 2005.

b. Each Notice Party will have twenty (20) days after service of a Monthly Fee Application to object (the "Objection Deadline") to such application. Upon the expiration of the Objection Deadline, such Professional may file a certificate of no objection or a certificate of partial objection with the Court, whichever is applicable, after which the Debtors are directed to pay each Professional an amount (the "Actual Interim Payment") equal to the lesser of (i) 80% of the fees and 100% of the expenses requested in the Monthly Fee Application (the "Maximum Payment") or (ii) 80% of the fees and 100% of the expenses not subject to an objection.

c. If any Notice Party objects to a Professional's Monthly Fee Application, the objecting party must file a written objection (each, an "Objection") with the Court and serve such Objection on the Professional and each of the Notice Parties so that such Objection is received on or before the Objection Deadline. Thereafter the objecting party and the Professional may attempt to resolve the Objection on a consensual basis. If the parties are

unable to reach a resolution of the Objection within 20 days after service of the Objection, then the Professional may either (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Payment and the Actual Interim Payment made to the affected Professional (the "Incremental Amount"), or (ii) forgo payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and dispose of the Objection, if requested by the parties.

d. Beginning with the period ending March 31, 2005, at three-month intervals or at such other intervals convenient to the Court (the "Interim Fee Period"), each of the Professionals must file with the Court an interim fee application (the "Interim Fee Application") for compensation and reimbursement of expenses sought in the Monthly Fee Applications filed during such period. Each Professional shall serve (i) its Interim Fee Application on the Notice Parties and (ii) notice of its Interim Fee Application (which identifies the Professional seeking compensation, discloses the period for which the payment of fees and reimbursement of expenses are being sought and describes the amount of the fees and expenses sought) on all parties that have entered their appearance under Rule 2002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). The Interim Fee

Application must include a summary of the Monthly Fee Applications that are the subject of the request, but need not include the narrative discussion generally included in monthly fee applications. Each Professional must file its Interim Fee Application within forty-five (45) days after the end of the Interim Fee Period for which the request seeks allowance of fees and reimbursement of expenses. The first Interim Fee Application should cover the Interim Fee Period from the Petition Date through and including March 31, 2005. Any Professional that fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses with respect to any subsequent Interim Fee Period until such time as an Interim Fee Application is filed and served by the Professional.

c. The Debtors shall request that the Court schedule a hearing on the Interim Fee Applications at least once every six months, or at such other intervals as the Court deems appropriate. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for a hearing, upon the Professional's filing of a certificate of no objection. Upon allowance by the Court of a Professional's Interim Fee Application, the Debtors shall promptly pay such Professional all requested fees (including the 20% holdback) and costs not previously paid.

f. The pendency of an Objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from the future payment of compensation or reimbursement of expenses.

g. Neither the payment of nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses, nor the filing of or failure to file an Objection, will bind any party in interest (including a party served with monthly statements pursuant to paragraph 2(a) hereof) or the Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of the Professionals.

h. All fees and expenses paid to the Professionals are subject to disbursement until final allowance by the Court.

3. Each member of the committee(s) (if appointed) is permitted to submit statements of expenses and supporting vouchers to counsel for the committee(s), and counsel for the committee(s) will collect and file such requests for reimbursement in accordance with the foregoing procedures for monthly and interim compensation and reimbursement of the Professionals.

4. Notice of interim and final fee applications and any hearings thereon given in accordance with the compensation procedures set forth above shall be deemed sufficient and adequate and in full compliance with the applicable

provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of the United States Bankruptcy Court for the District of Delaware.

5. The Debtors shall include all payments to Professionals on their monthly operating reports, detailed so as to state the amount paid to each Professional.

6. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

7. Any and all other and further notice of the relief requested in the Motion is dispensed with and waived.

8. Notwithstanding anything herein to the contrary, the Debtors' rights to seek approval of alternative procedures for interim compensation and reimbursement of expenses of Professionals are preserved.

Dated: Wilmington, Delaware
February 24, 2005



The Honorable Peter J. Walsh
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	x	
In re:	:	Chapter 11
	:	
ULTIMATE ELECTRONICS, INC., <u>et al.</u> ,	:	Case No. 05-10104 (PJW)
	:	
Debtors.	:	Jointly Administered
	:	
	x	Related Docket No. ____

**ORDER GRANTING PAYMENT OF FEES AND EXPENSES REQUESTED
IN FINAL APPLICATION OF HOGAN & HARTSON L.L.P. FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS SPECIAL CORPORATE COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM JANUARY 11, 2005 THROUGH AND
INCLUDING JANUARY 11, 2006**

This Court having previously authorized the employment of Hogan & Hartson L.L.P. (“Hogan & Hartson”) in the cases of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”); a Notice of Hearing (the “Notice”)¹ on the Final Application of Hogan & Hartson L.L.P. for Compensation for Services Rendered and Reimbursement of Expenses as Special Corporate Counsel to the Debtors for the Period from January 11, 2005 through and including January 11, 2006 (the “Final Fee Application”) having been filed and served; the Court having conducted a hearing on the Final Fee Application and having determined that the Final Fee Application seeks reasonable compensation for actual,

¹ Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Notice.

necessary services rendered by Hogan & Hartson in these cases and reimbursement for actual, necessary expenses incurred in the rendition of such services; it appearing that Notice has been properly and adequately served and that no other or further notice is necessary; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The fees and expenses requested in the Final Fee Application, including any fees and expenses incurred after the Effective Date for preparing the Final Fee Application or otherwise, are hereby approved and allowed on a final basis in the amounts set forth on Exhibit A attached to this Order.

2. Liquidating Ultimate and/or the Plan Administrator are hereby authorized and directed to promptly pay Hogan & Hartson the difference, if any, between the allowed amount of fees and expenses approved by this Order and the actual payments received by Hogan & Hartson. Such payment shall be made no later than five (5) business days from the entry of this order as a final order of this Court.

3. Hogan & Hartson is authorized to apply any retainer funds previously advanced by the Debtors against any amounts approved by this Order.

4. This Order is without prejudice to the right of Hogan & Hartson to seek further allowance and payment of compensation and reimbursement of expenses upon application to this Court.

Dated: Wilmington, Delaware
April __, 2006

Honorable Peter J. Walsh
United States Bankruptcy Judge

EXHIBIT A

Date Filed	Period Covered	Requested Fees, Expenses		Paid Fees, Expenses		Fees, Expenses To Be Paid	
N/A	Post Effective Date (estimated)	\$4,510.00	\$0.00	\$0.00	\$0.00	\$4,510.00	\$0.00
2/14/06	November 1, 2005 to November 30, 2005	\$1,167.50	\$0.00	\$0.00	\$0.00	\$1,167.50	\$0.00
2/14/06	October 1, 2005 to October 31, 2005	\$321.00	\$5.40	\$0.00	\$0.00	\$321.00	\$5.40
11/11/05	September 1, 2005 to September 30, 2005	\$239.50	\$24.06	\$239.50	\$24.06	\$0.00	\$0.00
11/11/05	August 1, 2005 to August 31, 2005	\$2,263.00	\$8.26	\$2,263.00	\$8.26	\$0.00	\$0.00
11/11/05	July 1, 2005 to July 31, 2005	\$3,221.00 ²	\$14.52	\$3,221.00	\$14.52	\$0.00	\$0.00
8/01/05	June 1, 2005 to June 30, 2005	\$2,592.50 ³	\$11.56	\$2,592.50	\$11.56	\$0.00	\$0.00
8/01/05	May 1, 2005 to May 31, 2005	\$5,589.00	\$29.78	\$5,589.00	\$29.78	\$0.00	\$0.00
6/14/05	April 1, 2005 to April 30, 2005	\$14,360.00	\$1,455.41	\$14,360.00	\$1,455.41	\$0.00	\$0.00
5/11/05	March 1, 2005 to March 31, 2005	\$2,979.00	\$168.74	\$2,979.00	\$168.74	\$0.00	\$0.00
5/11/05	February 1, 2005 to February 28, 2005	\$28,562.50	\$201.17	\$28,562.50	\$201.17	\$0.00	\$0.00
5/3/05	January 11, 2005 to January 31, 2005	\$96,499.00	\$2,034.26	\$96,499.00	\$2,034.26	\$0.00	\$0.00

² This amount reflects \$250.00 in accommodations arising from the fee examiner's review of Hogan & Hartson's monthly fee applications for the period from July 2005 through September 2005.

³ This amount reflects \$5,639.50 in accommodations arising from the fee examiner's review of Hogan & Hartson's monthly fee applications for the period from January 2005 through June 2005.

CERTIFICATE OF SERVICE

I, Matthew P. Ward, hereby certify that on the 24th day of February, 2006, I caused the foregoing **Final Application of Hogan & Hartson L.L.P. for Compensation for Services Rendered and Reimbursement of Expenses as Special Corporate Counsel to the Debtors for the Period from January 11, 2005 Through and Including January 11, 2006** to be served on the parties listed on Exhibit A, attached hereto, by first-class mail, postage prepaid, unless otherwise indicated thereon.



Matthew P. Ward

Exhibit A
Ultimate Electronics, Inc.
Service List

Former Counsel to the Debtors:

Gregg M. Galardi, Esq.
Mark L. Desgrosseilliers, Esq.
Matthew P. Ward, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
One Rodney Square
P.O. Box 636
Wilmington, DE 19899
Tel: 302-651-3000
Fax: 302-651-3001

Former Special Corporate Counsel to the Debtors:

Paul Hilton, Esq.
Hogan & Hartson L.L.P.
One Tabor Center, Suite 1500
1200 Seventeenth Street
Denver, CO 80202
Tel: 303-454-2414
Fax: 303-899-7333

Plan Administrator for Liquidating Ultimate:

David A. Carter
Ultimate Electronics, Inc.
321 W. 84th Avenue, Suite A
Thornton, CO 80260

Office of the United States Trustee:

Bill Harrington, Esq.
Office of the U.S. Trustee
844 King Street
Suite 2207, Lockbox 35
Wilmington, DE 19801
Tel: 302-573-6491
Fax: 302-573-6497

Counsel to the Agent for the Debtors'

Postpetition Lenders:

Robert A.J. Barry, Esq.
Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110
Tel: 617-951-8000
Fax: 617-951-8736

Tina L. Brozman, Esq.
Jeffrey T. Kirshner, Esq.
Bingham McCutchen LLP
399 Park Avenue
New York, NY 10022
Tel: 212-705-7756
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Daniel J. DeFranceschi, Esq.
Jason M. Madron, Esq.
Richards, Layton & Finger, PA
One Rodney Square
P.O. Box 551
Wilmington, DE 19899
Tel: 302-651-7700
Fax: 302-651-7701

Counsel to Ultimate Acquisition Partners, L.P.:

Jack Kinzie, Esq.
Baker Botts L.L.P.
2001 Ross Avenue
Dallas, TX 75201
Tel: 214-953-6500
Fax: 214-953-6503

Former Financial Advisors to the Debtors:

Robert J. Duffy
FTI Consulting
125 High Street, Suite 1402
Boston, MA 02110
Tel: 303-689-8829
Fax: 303-689-8802

Counsel to the Plan Administrator:

Robin E. Phelan, Esq.
Mark X. Mullin, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, TX 75202-3789
Tel: 214-651-5000
Fax: 214-651-5940

Laura Davis Jones, Esq.
Sandra G. McLamb, Esq.
Pachulski, Stang, Ziehl, Young, Jones &
Weintraub P.C.
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Wilmington, DE 19899-8705
Tel: 302-652-4100
Fax: 302-652-4400

Fee Examiner:
Mr. Robert Troisio
Morris Anderson & Associates Ltd.
#2 Pettinaro Drive
Millville, DE 19970
By Overnight Delivery