IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: G.I. JOE'S HOLDING CORPORATION and G.I. JOE'S, INC.,[1] Debtors.	)	Chapter 11 Case No. 09-10713 (KG) Jointly Administered **Objection Deadline: May 18, 2011 at 4:00 p.m.** **Hearing Date: May 25, 2011 at 3:30 p.m.**

INTERIM (FOR THE PERIOD OCTOBER 1, 2009 THROUGH APRIL 30, 2011) AND FINAL APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROSKAUER ROSE LLP, AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE PERIOD FROM MARCH 4, 2009 THROUGH APRIL 30, 2011

Name of Applicant:	Proskauer Rose LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	*Nunc Pro Tunc* to March 4, 2009 by order entered April 2, 2009 [Docket No. 151]
Final Application Period for which Compensation and Reimbursement is Sought:	March 4, 2009 through April 30, 2011
Amount of Final Compensation Sought as Actual, Reasonable and Necessary:	$427,852.00
Amount of Final Expense Reimbursement Sought as Actual, Reasonable and Necessary:	$27,210.41

This is a: ___ monthly ___ interim _X_ final application.

The total time expended in connection with the preparation of this fee application is not included in this Final Fee Application as a portion of such time was expended after the Final Application Period.

[1] G.I. Joe's Holding Corporation (Federal Tax I.D. #20-8330022) and G.I. Joe's, Inc. (Federal Tax I.D. #93-0500948) have requested joint administration of their chapter 11 cases.

PRIOR APPLICATIONS FILED

Date & Docket No.	Filing Period	Requested Fees	Requested Expenses	CNO Date & Docket No.	Approved Fees	Approved Expenses	Unapproved Holdback
April 20, 2009 Docket No. 220	3/4/2009 through 3/31/2009	$145,415.20	$8,731.32	5/13/2009 Docket No. 264	$145,415.20	$8,731.32	$0.00*
May 28, 2009 Docket No. 320	4/1/2009 through 4/30/2009	$154,326.25	$13,972.18	6/19/2009 Docket No. 346	$154,326.25	$13,972.18	$0.00*
June 29, 2009 Docket No. 373	5/1/2009 through 5/31/2009	$74,413.50	$2,142.08	7/22/2009 Docket No. 373	$74,413.50	$2,142.08	$0.00*
July 13, 2009 Docket No. 397	6/1/2009 through 6/30/2009	$30,766.50	$1,249.73	8/3/2009 Docket No. 430	$30,766.50	$1,249.73	$0.00*
September 25, 2009 Docket No. 484	7/1/2009 through 7/31/09	$9,860.00	$738.67	10/20/2009 Docket No. 502	$7,888.00	$738.67	$1,972.00
September 25, 2009 Docket No. 485	8/1/2009 through 8/31/09	$6,648.00	$16.25	10/20/2009 Docket No. 503	$5,318.40	$16.25	$1,329.60
November 9, 2009 Docket No. 513	9/1/2009 through 9/30/2009	$1769.50	$51.12	12/2/2009 Docket No. 526	$1,415.60	$51.12	$353.90
TOTAL		**$423,198.95**	**$26,901.35**		**$419,543.45**	**$26,901.35**	**$3,655.50**

* Payment of holdback amounts for these applications was authorized pursuant to this Court's Omnibus Order Granting First Interim Fee Applications, dated September 18, 2009 [Docket No. 480].

I PROSKAUER PROFESSIONALS BILLING FOR FINAL APPLICATION PERIOD

Timekeeper	Position	Description	Rate[2]	Hours	Amount
Weise, Steven O.	Partner	Corporate California 1974	985.00	2.00	1,970.00
Thomas, Mark K.	Partner	Bankruptcy Illinois 1981, California 1981	860.00	10.00	8,600.00
Antoszyk, Peter J.	Partner	Corporate Massachusetts 1985, Florida 1987	825.00	49.20	40,590.00
Ellis, Steven M.	Partner	Corporate Massachusetts 1987	825.00	0.30	247.50
Schelberg, Neal S.	Partner	Labor New York 1980, D.C. 1985	765.00	0.50	382.50
Weinstein, Steven D.	Partner	Labor New York 1985	700.00	13.50	9,450.00
Possinger, Paul	Partner	Bankruptcy Illinois 1993	675.00	315.20	212,760.00
Chevlowe, Roberta K.	Senior Counsel	Labor New York 1991	675.00	0.40	270.00
Mandelman, Marc A.	Senior Counsel	Labor New York 1994	675.00	9.40	6,345.00
Stillings, Jeremy T.	Associate	Bankruptcy Illinois 2003	525.00	10.30	5,407.50
Davis, Sheri D.	Associate	Litigation Illinois 2001	495.00	39.10	19,354.50
Corbi, Richard J.	Associate	Bankruptcy New York 2006	440.00	155.80	59,881.00
Lazatin, Christine G.	Associate	Corporate New York 2006	440.00	0.40	176.00
Bauman, Reuven	Associate	Labor New York 2008	440.00	19.70	8,668.00
Spector, Catherine J.	Associate	Litigation Illinois 2005	415.00	1.70	683.00
Walter, Grayson T.	Associate	Bankruptcy Illinois 2006	400.00	80.30	32,120.00
Bartling, James W.	Associate	Corporate Massachusetts 2006	375.00	48.20	18,075.00
Gross, David G.	Associate	Labor California 2007	365.00	9.80	3,577.00
Feiertag, Tzvia	Associate	Labor California 2002, New Jersey 2002, New York 2003	340.00	4.30	1,462.00
Zouhary, Kathleen M.	Summer Associate	N/A	275.00	7.70	2,117.50

[2] Billing rates for Proskauer professionals are subject to periodic adjustment in accordance with firm policy and market practices. The rate indicated for each professional is the most current applicable billing rate.

Timekeeper	Position	Description	Rate[2]	Hours	Amount
Winters, Jennifer J.	Paralegal	N/A	265.00	5.60	1,484.00
Rice, Renee	Paralegal	N/A	195.00	6.20	1,209.00
Harris, Guy	Practice Support	N/A	225.00	19.00	4,275.00
Quervalu, Omar	Practice Support	N/A	225.00	1.00	225.00
Yak, Betty	Practice Support	N/A	225.00	3.50	787.50
Huang, Keith Q.X.	Practice Support	N/A	200.00	1.00	200.00
Subtotal				*814.10*	*$440,317.00*
Travel Time Writeoff (billed at 50%)					*($12,465.00)*
TOTAL				**814.10**	**$427,852.00**

Grand Total:
For Final Period **$427,852.00**

Total Hours:
For Final Period **814.10**

Blended Rate:
For Final Period **$525.55**

II COMPENSATION BY CATEGORY FOR FINAL APPLICATION PERIOD

Project Category	Hours	Amount
Travel Time[3]	37.60	12,465.00
General Case Administration	63.00	33,965.00
Asset Analysis and Recovery	12.90	8,002.50
First Day and Retention Pleadings	54.30	27,117.00
Financing and Cash Collateral Issues	44.30	29,517.50
Adversary Pleadings/Litigation	82.30	34,987.00
Plan and Disclosure Statement	0.00	0.00
Claims Administration and Objections	47.90	24,570.00
Fee/Employment Applications	34.50	14,704.00
Fee/Employment Objections	0.30	120.00
Corporate and Tax Matters	0.00	0.00
Asset Disposition	234.80	140,922.50
Contracts and Leases	100.00	50,799.50
Employee Benefits/Pensions	63.50	34,204.50
Meetings of Creditors	0.00	0.00
Relief From Stay Proceedings	37.70	15,777.50
401(k) Plan	0.00	0.00
401(k) Plan	0.00	0.00
Pension Plan	1.00	700.00
Totals	**814.10**	**$427,852.00**

[3] Amount includes a 50% writeoff for travel time.

III EXPENSE SUMMARY FOR FINAL APPLICATION PERIOD

Expense Category	Amount
Corporate Service	1,515.00
Delivery Charges	124.57
Lexis	4,723.00
Litigation Support (PACER)	162.08
Local Travel	650.80
Long Distance Telephone	368.93
Meals / Dinner Voucher	419.95
Out-Of-Town Meals	112.98
Out-Of-Town Travel	8,869.34
Outside Reproduction	667.66
Postage	2.13
Proofreading	33.75
Reproduction	60.20
Telephone Expense	141.52
Transcripts & Depositions	127.75
Westlaw	9,052.00
Word Processing	178.75
Totals	**$27,210.41**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: G.I. JOE'S HOLDING CORPORATION and G.I. JOE'S, INC.,[1] Debtors.	Chapter 11 Case No. 09-10713 (KG) Jointly Administered **Objection Deadline: May 18, 2011 at 4:00 p.m.** **Hearing Date: May 25, 2011 at 3:30 p.m.**

INTERIM (FOR THE PERIOD OCTOBER 1, 2009 THROUGH APRIL 30, 2011) AND FINAL APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROSKAUER ROSE LLP, AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION, FOR THE PERIOD FROM MARCH 4, 2009 THROUGH APRIL 30, 2011

The interim (for the period October 1, 2009 through April 30, 2011) and final application for compensation and reimbursement of expenses for the period from March 4, 2009 through April 30, 2011 (the "Application") of Proskauer Rose LLP ("Proskauer" or "Applicant"), counsel to G.I. Joe's Holding Corp. and G.I. Joe's, Inc., the above-captioned debtors and debtors in possession (the "Debtors"), respectfully represents as follows:

SUMMARY OF RELIEF REQUESTED

1. Proskauer submits this application pursuant to sections 330 and 331 of Title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively, the "Bankruptcy Rules"), and the Court's *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Members of Official Committees* dated April 2, 2009 [Docket No. 153] (the "Administrative Order"). By this Application, Proskauer seeks (i) interim allowance of reasonable compensation for professional services rendered to the Debtors for the period October

[1] G.I. Joe's Holding Corporation (Federal Tax I.D. #20-8330022) and G.I. Joe's, Inc. (Federal Tax I.D. #93-0500948) have requested joint administration of their chapter 11 cases.

1, 2009 through April 30, 2011 (the "Interim Application Period"); (ii) reimbursement of actual and necessary charges and disbursements incurred by Proskauer in the rendition of professional services on behalf of the Debtors during the Interim Application Period; (iii) final allowance of reasonable compensation for professional services rendered by Proskauer to the Debtors for the period March 4, 2009 through April 30, 2011 (the "Final Application Period"); and (iv) final reimbursement of actual and necessary charges and disbursements incurred by Proskauer in the rendition of professional services on behalf of the Debtors during the Final Application Period.

2. Proskauer submits this Application (a) for interim and final allowance of reasonable compensation for the actual, reasonable and necessary professional services that it has rendered as counsel for the Debtors in these cases during the Interim Application Period and Final Application Period and (b) for interim and final reimbursement of actual, reasonable and necessary expenses incurred in representing the Debtors during the Interim Application Period and Final Application Period.

3. Professional services and expenses for which compensation and reimbursement are sought were rendered and expended on behalf of the Debtors pursuant to the Bankruptcy Code. Proskauer believes it is appropriate that it be compensated for the time spent and be reimbursed for the expenses incurred in connection with this matter.

4. During the Interim Application Period, Proskauer (a) provided professional services to the Debtors and incurred fees totaling $4,653.05 and (b) incurred actual, reasonable and necessary expenses totaling $309.06. With respect to these amounts, as of the date of this Application, Proskauer has received no payments.

5. Proskauer seeks the final allowance of $427,852.00 for actual, reasonable and necessary legal services rendered to the Debtors during the Final Application Period and $27,210.41 for reimbursement of actual, reasonable and necessary expenses incurred in connection with the rendition of such services during the Final Application Period. With respect to fees and expenses incurred during the Final Application Period, Proskauer is requesting that the Debtors be authorized and directed to pay Proskauer an amount equal to the sum of the allowed compensation and expense reimbursement during the Final Application Period, less any amounts previously paid by the Debtors.[2]

JURISDICTION

6. The Court has jurisdiction over this Motion under 28 U.S.C. § 1334, which is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

7. On March 4, 2009 (the "Petition Date"), the Debtors filed with this Court voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their business and manage their affairs as debtors-in-possession.

8. On March 16, 2009 the Office of the United States Trustee appointed an official committee of unsecured creditors (the "Committee")

[2] Pursuant to the Administrative Order and various interim fee orders entered by this Court, to date Proskauer has been paid the aggregate amount of $419,543.45 as compensation and $26,901.35 for reimbursement of expenses.

9. The factual background relating to the Debtors' commencement of these Chapter 11 cases is set forth in detail in the Declaration of Patrick J. O'Malley, the Chief Restructuring Officer of the Debtors, in Support of First Day Motions filed on March 4, 2009 [Docket No. 15] and incorporated herein by reference.

10. On or about April 2, 2009, the Court entered the Administrative Order, authorizing certain professionals ("Professionals") to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within twenty (20) days after service of the monthly fee application, the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. All fees and expenses paid are on an interim basis until final allowance by the Court.

11. In accordance with the Administrative Order, prior to the filing of this Application, Proskauer filed monthly fee applications each month for the period from March 4, 2009 through and including September 30, 2009. Proskauer also filed an interim fee application for the Period March 4, 2009 through June 30, 2009. Proskauer's various monthly and interim fee applications are incorporated herein by reference.

12. The retention of Proskauer, as counsel to the Debtors, was approved, effective as of the Petition Date, by this Court's "Order Authorizing the Retention and Employment of Proskauer Rose LLP *Nunc Pro Tunc* to the Petition Date," entered on or about April 2, 2009 (the "Retention Order"). The Retention Order authorized Proskauer to be compensated on an hourly

basis and to be reimbursed for actual and necessary out-of-pocket expenses. All services for which Proskauer requests compensation were performed for or on behalf of the Debtors.

13. Proskauer has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Proskauer and any other person other than the partners of Proskauer for the sharing of compensation to be received for services rendered in these cases.

INTRODUCTION

14. During the Final Application Period, Applicant assisted the Debtors with the day to day operational and strategic issues that arose in connection with their continued wind-down process. Applicant attended to matters respecting the Debtors' continued use of cash collateral, including preparation of an order further extending the use thereof and preparation of a budget with respect thereto. Applicant also prepared a revised order dismissing the Debtors' Chapter 11 cases and advised the Debtors with respect to various dismissal and dissolution issues.

15. Applicant has endeavored to maintain a constructive dialogue with the Debtors' lenders, the Committee, various vendors, various landlords, their respective professional advisors and the United States Trustee in an effort to avoid potentially protracted and disruptive litigation and to attempt to arrive at a consensus where feasible.

16. Due in large part to Applicant's efforts during the course of these cases, (i) the Court approved a global settlement among the Debtors, the Debtors' secured lenders, and the Committee which provided a framework for the wind-down of the Debtors' estates and (ii) the Debtors liquidated their assets and wound down their estates in an orderly fashion. Pursuant to

an order of this Court, the Debtors and the Committee, with Applicant's assistance and counsel, reconciled and resolved all administrative claims against the Debtors' estates, made distributions representing payment in full to the holders of allowed administrative claims, and made a distribution from remaining proceeds to the Debtors' lenders. On March 10, 2011, this Court entered an order, among other things, authorizing the dismissal of the Debtors' Chapter 11 cases and approving the procedures for distributions to holders of allowed unsecured and administrative claims.

17. For these reasons, and the reasons detailed below, Applicant believes that an interim and final allowance of the fees and expenses sought herein is fully warranted.

PROSKAUER'S APPLICATION FOR COMPENSATION

18. Proskauer maintains computerized records of the time spent by all Proskauer professionals and paraprofessionals in connection with the Debtors' Chapter 11 cases. The fee statements for the Final Application Period are attached hereto as **Exhibit A**. These statements contain daily time logs describing the time spent by each attorney and paraprofessional during the Final Application Period. To the best of Proskauer's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules and the Administrative Order. Proskauer is particularly sensitive to issues of "lumping" and, unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. Proskauer's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. Proskauer has reduced its charges related to any non-working "travel time" to fifty percent (50%) of Proskauer's standard hourly rate. To the extent it is feasible, Proskauer professionals attempt to work during travel.

19. Set forth below is an overview of the major areas in which the Applicant rendered services to the Debtors during the Final Application Period. Due to the large number and complexity of the issues which arose during the Final Application Period, and so as not to unnecessarily burden this Court, Applicant has not attempted to describe every detail of such services; rather, Applicant has summarized the services rendered. The names of the partners and associates of Proskauer who have rendered professional services in these cases during the Final Application Period Period, and the paralegals and case management assistants of Proskauer who provided services to these attorneys during the Final Compensation Period, are set forth in the attached **Exhibit B**.

20. Applicant has been mindful of the need to provide services efficiently. Accordingly, Applicant has utilized attorneys possessing greater experience and expertise only when required by the importance of particular matters to the Debtors' reorganization efforts, and as requested by the Debtors. Applicant assigned junior attorneys where appropriate to render services required by the Debtors in as economical a manner as possible, consistent with obtaining a professional and expeditious result. Multiple attorneys of Applicant participated in conferences and internal meetings only when required to ensure that individuals working on matters possessed requisite information to perform particular tasks, or where the expertise and knowledge of more than one individual was required or requested.

I. General Case Administration[3]

Fees: $33,965.00; Hours: 63.00

21. This category represents coordination and compliance activities, including preparation of pleadings for filing, coordination of service lists, scheduling and preparation for hearings and other general case administration activities. During the compensation period, Proskauer prepared and filed various pleadings related to the bankruptcy cases, coordinated service to interested parties, oversaw the Debtors' compliance with requirements for certain financial documentation and other disclosures, and prepared and filed numerous motions, orders and notices. Proskauer attorneys also participated in regularly scheduled conference calls with the Debtors' management, accounting, and human resources personnel, and the Debtors' other professional advisors.

22. In addition, this category includes the time expended: (a) assisting the Debtors in preparing and filing their schedules of assets and liabilities and statements of financial affairs; (b) researching a variety of issues in order to advise the Debtors regarding their rights and responsibilities as debtors in possession; and (c) participating in planning and strategy conferences with the Debtors.

23. Finally, this category includes time spent by Proskauer performing tasks related to these chapter 11 cases that did not specifically fit into any other billing category.

[3] A summary of compensation by category for Final Application Period is attached hereto as **Exhibit C**.

II. Asset Analysis and Recovery

Fees: $8,002.50; Hours: 12.90

24. This category represents coordination and compliance activities, including preparation of pleadings for filing, coordination of service lists, scheduling and preparation for hearings on issues related to lien investigations and other litigation that arose during the chapter 11 cases.

III. First Day and Retention Pleadings

Fees: $27,117.00; Hours: 54.30

25. Services rendered by Proskauer in this category generally include, among other things, the preparation, review, and filing of various first day motions and retention applications for professionals in the Debtors' cases, addressing responses to such motions and applications, preparing for and attending hearings pertaining to such motions and applications, and preparing orders for all such motions and applications. Many of the "first day" pleadings were carried and heard on numerous different court occasions.

IV. Financing and Cash Collateral Issues

Fees: $29,517.50; Hours: 44.30

26. This category generally includes time spent on cash collateral and other financing matters. During the compensation period, Proskauer worked with the Debtors, the lenders and the Committee to address ongoing cash collateral and financing issues. At the outset of these cases, this work included evaluations related to the Debtors' proposed DIP financing, ongoing discussions with the lenders, and negotiations regarding the Debtors' use of cash collateral. As these cases progressed, Proskauer's activity with respect to cash collateral and financing involved preparation for contested cash collateral and DIP financing hearings, including:

preparation for and attendance at meetings with the lenders and financial advisors, meetings with the Debtors and other advisors, numerous conferences with the Court regarding hearing and discovery schedules, drafting multiple financing-related pleadings, negotiating and drafting consensual cash collateral/DIP financing orders.

V. Adversary Pleadings/Litigation

Fees: $34,987.00; Hours: 82.30

27. This category generally includes time spent prosecuting and defending against general contested matters during the bankruptcy case. Specifically, during the compensation period, Proskauer represented the Debtors in litigation regarding sale and structured dismissal-related issues, as well as other matters related to the Debtors' bankruptcy cases. Proskauer has avoided duplicating the work performed by its co-counsel.

VI. Claims Administration and Objections

Fees: $24,570.00; Hours: 47.90

28. This category includes matters relating to the review and analysis of claims against the Debtors' bankruptcy estates. During the compensation period, Proskauer reviewed, analyzed and responded to various claims asserted against the Debtors.

VII. Fee/Employment Applications

Fees: $14,704.00; Hours: 34.50

29. This category includes time spent with respect to a number of matters relating to the retention and payment of professionals in these cases, including, without limitation: (a) interfacing with the United States Trustee regarding retention matters with respect to case professionals and ordinary course professionals; (b) reviewing matters relating to the retention of

professionals; and (c) preparing fee applications for Proskauer and other professionals employed by the Debtor for compensation and reimbursement of expenses in accordance with the requirements of the Bankruptcy Code and the guidelines established by the Office of the United States Trustee.

VIII. Fee/Employment Objections

Fees: $120.00; Hours: 0.30

30. This category includes time spent with respect to a number of matters relating to the objection to retention and payment of professionals in these cases, including, without limitation: (a) interfacing with the United States Trustee regarding retention matters and fee requests with respect to case professionals and ordinary course professionals; and (b) reviewing fee application objections for Proskauer and other professionals employed by the Debtors' estates for compensation and reimbursement of expenses in accordance with the requirements of the Bankruptcy Code and the guidelines established by the Office of the United States Trustee.

IX. Asset Disposition

Fees: $140,922.50; Hours: 234.80

31. This category includes time spent with respect to the disposition of the Debtors' assets, including, but not limited to, negotiating, drafting and revising documents related to the sale of all or substantially all of the Debtors' assets pursuant to a 363 sale and handling procedures involving the sale process.

X. Contracts and Leases

Fees: $50,799.50; Hours: 100.00

32. This category includes time spent reviewing and analyzing certain of the Debtors' contractual relationships and vendor issues, and other related activities. During the compensation period, Proskauer spent time reviewing many leases and contracts in order to assist the Debtors in determining whether to assume or reject such contracts.

XI. Employee Benefits/Pensions

Fees: $34,204.50; Hours: 63.50

33. This category generally includes time spent on employment-related matters. During the compensation period, Proskauer devoted time to evaluating the Debtors' employee benefit programs. This assessment involved review of pertinent agreements and consultation with the Debtors regarding employee benefits programs.

XII. Relief from Stay Proceedings

Fees: $15,777.50; Hours: 37.70

34. This category generally includes time spent by Proskauer reviewing, analyzing and responding to various motions for relief from stay filed during the compensation period.

XIII. Pension Plan

Fees: $700.00; Hours: 1.00

35. This category generally includes time spent on employment-related matters. During the compensation period, Proskauer devoted time to evaluating the Debtors' pension plans. This assessment involved review of pertinent agreements and consultation with the Debtors regarding pension plans.

36. Attorneys and paraprofessionals of Proskauer expended a total 814.10 hours in connection with their representation of the Debtors during the Final Application Period. As stated above, the nature of work performed by these persons is fully set forth in **Exhibit A** attached hereto. These are Proskauer's normal hourly rates for work of this character. The reasonable value of the services rendered by Proskauer for the Debtors during the Final Application Period is $427,852.00.

PROSKAUER'S REQUEST FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES

37. A summary of actual and necessary expenses incurred by Proskauer for the Final Application Period is attached hereto as part of **Exhibit D**. Proskauer's photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client's account number into a device attached to the photocopier. Proskauer summarizes each client's photocopying charges on a daily basis.

38. Proskauer charges $1.00 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile transmissions reflects Proskauer's calculation of the actual costs incurred by Proskauer for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. Proskauer does not charge the Debtors for the receipt of faxes in these cases.

39. With respect to providers of on-line legal research services (e.g., LEXIS and WESTLAW), Proskauer charges the standard usage rates these providers charge for computerized legal research. Proskauer bills its clients the actual amounts charged by such

services, with no premium. Any volume discount received by Proskauer is passed on to the client.

40. Proskauer believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, Proskauer believes that such charges are in accordance with the guidelines set forth by the American Bar Association ("ABA") in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

41. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount of compensation requested by Proskauer is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

CERTIFICATION

42. The undersigned is a partner of the Applicant law firm Proskauer Rose LLP, and has been admitted to appear before this Court.

43. The undersigned is thoroughly familiar with the work performed on behalf of the Debtors by the lawyers and paraprofessionals of Applicant.

44. The undersigned has reviewed the Application and the facts set forth herein are true and correct to the best of the undersigned's knowledge, information and belief. Moreover, the undersigned has reviewed Del. Bankr. LR 2016-2 and the Administrative Order entered on or

about April 2, 2009, and submits that the Application substantially complies with such Rule and Order.

WHEREFORE, Proskauer respectfully requests that this Court enter a final order: (a) allowing Proskauer interim compensation in the amount of $4,653.05 for actual, reasonable and necessary professional services rendered on behalf of the Debtors during the Interim Application Period and interim reimbursement in the amount of $309.06 for actual, reasonable and necessary expenses incurred during the same period, (b) allowing Proskauer final compensation in the amount of $427,852.00, for actual, reasonable and necessary services rendered to or on behalf of the Debtors during the Final Application Period and final reimbursement of $27,210.41 for actual, reasonable and necessary expenses incurred during the same period, (c) authorizing and directing the Debtors, consistent with the settlement approved by the Court on March 10, 2011, to pay Proskauer an amount equal to the sum of such allowed compensation and reimbursement of expenses, less any amounts previously paid by the Debtors, and (d) granting such other further relief as the Court deems just and proper.

Dated: May 4, 2011
Chicago, Illinois

PROSKAUER ROSE LLP

/s/ Paul V. Possinger

Mark K. Thomas (admitted *pro hac vice*)
Paul V. Possinger (admitted *pro hac vice*)
Three First National Plaza
70 West Madison, Suite 3800
Chicago, Illinois 60602
Telephone: (312) 962-3550
Facsimile: (312) 962-3551

Counsel for Debtors and Debtors in Possession