UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
J.L. FRENCH AUTOMOTIVE CASTINGS, INC., *et al.*,	)	Case No. 09-12445 (KG)
Debtors. [1]	)	(Jointly Administered)

Objection Deadline: November 13, 2009 at 4:00 p.m.
Hearing Date: To be scheduled

COVER SHEET FOR FINAL APPLICATION FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES OF VARNUM LLP AS SPECIAL COUNSEL TO DEBTOR FOR THE PERIOD FROM JULY 13, 2009 THROUGH SEPTEMBER 25, 2009

Name of Applicant:	Varnum LLP
Authorized to Provide Professional Services to:	Special counsel regarding general business operations, employee benefits and pension plans, financing, labor and employment, litigation and other non-bankruptcy matters
Date of Retention:	Order dated August 16, 2009, *nunc pro tunc* to July 13, 2009
Period for which Final Approval of Compensation and Reimbursement is Sought:	July 13, 2009 through September 25, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	$80,600.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	$1,427.99

This is a: ___ interim X final application

2969438

[1] The Debtors in these cases along with the last four digits of each of the Debtors' federal tax identification numbers are: J.L. French Automotive Castings, Inc. (3670); French Holdings LLC (0518); Nelson Metal Products LLC (4939); Allotech International LLC (5832); J.L. French LLC (8901); J.L. French Automotive, LLC (7075); and Central Die, LLC (7793). The Debtors' headquarters and mailing address is: 3101 South Taylor Drive, Sheboygan, Wisconsin 53082.

LOCAL FORM 102
(FEE APPLICATION)

Timekeeper	Name	Position	Average Rate	Hours	Amount
BJM	Jon M. Bylsma Joined Firm: Sept. 1993 Adm. MI Bar: 1993	Income Partner	$335.00	12.9	$4,321.50
LJM	LAWRENCE J. MURPHY Joined Firm: June 1998 Adm. MI Bar: 1979	Equity Partner	$425.00	10.6	$4,505.00
LT	LARRY J. TITLEY Joined Firm: June 1973 Adm. MI Bar: 1973	Equity Partner	$425.00	1.1	$467.50
MA	MARK S. ALLARD Joined Firm: June 1985 Adm. MI Bar: 1985	Equity Partner	$350.00	4.8	$1,680.00
MKS	MARY KAY SHAVER Joined Firm: September 1999 Adm. MI Bar: 1999	Equity Partner	$295.00	9.8	$2,891.00
MMC	MICHAEL S. MC ELWEE Joined Firm: November 1986 Adm. MI Bar: 1983	Equity Partner	$425.00	.9	$ 382.50
MWW	MICHAEL G. WOOLDRIDGE Joined Firm: June 1984 Adm. MI Bar: 1984	Equity Partner	$425.00	109.1	$45,517.50
PGR	PETER G. ROTH Joined Firm: September 1999 Adm. MI Bar: 1999	Income Partner	$300.00	5.8	$1,740.00
SJM	STEVEN J. MORREN Joined Firm: April 1992 Adm. MI Bar: 1992	Equity Partner	$340.00	.2	$68.00
RGD	RONALD DeWAARD Joined Firm: September 1990 Adm. MI Bar: 1990	Equity Partner	$355.00	.5	$177.50
RM	ROBERT D. MOLLHAGEN Joined Firm: January 2006 Adm. MI Bar: 1977	Equity Partner	$345.00	.4	$138.00
SRS	STEPHANIE SETTERINGTON Joined Firm: January 1998 Adm. MI Bar: 1998	Equity Partner	$300.00	3.3	$990.00
CH	CHARYN K. HAIN Joined Firm: January 1998 Adm. MI Bar: 1998	Partner	$275.00	1.7	$467.50
JES	JOAN E. SCHLEEF Joined Firm: September 1988	Equity Partner	$295.00	20.9	$6,165.50

	Adm. MI Bar: 1988				
KM	KIMBERLEY P. H. MITCHELL Joined Firm: July 2009 Adm. MI Bar: 2006	Associate	$235.00	5.6	$1,316.00
MPK	MICHAEL P. KLING Joined Firm: July 2005 Adm. MI Bar: 2005	Associate	$235.00	.8	$188.00
SWA	SETH W. ASHBY Joined Firm: August 2005 Adm. MI Bar: 2005	Associate	$235.00	31.7	$7,449.50
NF	NANCY L. FARNAM Joined Firm: December 2006 Adm. MI Bar: 1989	Associate	$275.00	5.0	$1,375.00
SSK	STEVEN S. KLUTING Joined Firm: September 2000 Adm. MI Bar: 2000	Income Partner	$280.00	1.5	$420.00
KEC	KATHRIN E. RICHARDS Joined Firm: September 2007 Adm. MI Bar: 2007	Associate	$205.00	1.1	$225.50
MM	MARY MANGUSE Joined Firm: January 1985	Paralegal	$210.00	.2	$42.00
RER	RUTH REICKARD Joined Firm: September 1983	Paralegal	$145.00	.5	$72.50
			TOTAL	**228.4**	**$80,600.00**
			Blended Rate		**$352.89**

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fee Requested
Business Operations	134.9	53,273
Employee Benefits / Pension	4.9	1,355.50
Fee/Employment Applications	4.4	1,199.00
Financing	48.2	12,589.00
Labor and Employment Matters	24.6	8,446.50
Litigation	11.4	3,737.00
Total	**228.4**	**$80,600.00**

EXPENSE SUMMARY

Expense Category	Service Provider (if appropriate)	Total Expenses
Express Delivery Charges	Federal Express	$231.96
Copy Charges	In-House @ $0.10 per copy	$173.40
Computer Legal Research	Westlaw at actual cost	$313.89
Computer Legal Research	Lexis at actual cost	$113.49
Travel Expense	Michael Wooldridge	$175.00
Professional Fee – Passport Service Fee	Rita Richter	$50.00
Professional Fee – Corporate Filing	Corporation Service Company	$60.25
Professional Fee – Consular Visa Fee	Consulate of China	$150.00
Professional Fee – Corporate Records	Dunn & Bradstreet	$60.00
Professional Fee - Filing Fee	State of Delaware	$100.00
	Total	**$1,427.99**

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
J.L. FRENCH AUTOMOTIVE CASTINGS, INC., *et al.*	Case No. 09-12445 (KG)
	(Jointly Administered)
Debtors[1].	

Objection Deadline: November 13, 2009 at 4:00 p.m.
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FIRST AND FINAL APPLICATION OF VARNUM LLP FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE CLAIM FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD JULY 13, 2009 THROUGH SEPTEMBER 25, 2009

Pursuant to §§ 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and this Court's *Order Authorizing Retention and Employment of Varnum LLP Nunc Pro Tunc to the Petition Date As Special Counsel For the Debtors and Debtors-In-Possession,* dated August 13, 2009 [Docket No. 221] (the "Retention Order"), Varnum LLP ("Varnum") hereby submits its First and Final Application for Allowance and Payment of Administrative Claim for Compensation and Reimbursement of Expenses for the Period July 13, 2009 through September 25, 2009 (the "Final Fee Application"). By this Final Fee Application, Varnum respectfully entry of an Order approving, allowing and awarding on a final basis a total of $82,027.99, consisting of fees in the amount of $80,600.00 and expenses in the amount of $1,427.99 for the period July 13, 2009 through September 25, 2009 (the "Fee Period"). In support of this Final Fee Application, Varnum respectfully states as follows:

[1] The Debtors in these cases along with the last four digits of each of the Debtors' federal tax identification numbers are: J.L. French Automotive Castings, Inc. (3670); French Holdings LLC (0518); Nelson Metal Products LLC (4939); Allotech International LLC (5832); J.L. French LLC (8901); J.L. French Automotive, LLC (7075); and Central Die, LLC (7793). The Debtors' headquarters and mailing address is: 3101 South Taylor Drive, Sheboygan, Wisconsin 53082.

I. PROCEDURAL HISTORY

1. On July 13, 2009 (the "Commencement Date"), the Debtors filed voluntary petitions under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. The Debtors operated their businesses and managed their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

2. On September 3, 2009, the Court entered an *Order Confirming Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 267].

3. By Notice of Occurrence of Effective Date of Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code on September 25, 2009 and Deadline for Filing Certain Claims [Docket No. 293] (the "Notice"), the Debtors gave notice that September 25, 2009 was the effective date of the Debtors' First Amended Joint Plan of Reorganization and October 26, 2009 was the last day for professionals to file final applications for compensation for professional fees and reimbursement of expenses.

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

II. VARNUM'S EMPLOYMENT AND RETENTION

5. By the Retention Order, the Debtors were authorized to retain Varnum as special counsel *nunc pro tunc* to the Commencement Date.

6. As disclosed in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Varnum LLP Nunc Pro Tunc as Special Counsel for the Debtors and Debtors Under Sections 327(e) and 328(a) of the Bankruptcy Code*, filed July 13, 2009 [Docket No. 5] (the "Application") and the *Declaration of Michael Wooldridge in Support of*

Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Varnum LLP Nunc Pro Tunc as Special Counsel for the Debtors and Debtors Under Sections 327(e) and 328(a) of the Bankruptcy Code, filed as an attachment to the Application (the "Declaration"), Varnum does not hold or represent any interest adverse to the Debtors or their estates with respect to any of the matters for which Varnum was retained.

7. Varnum may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and these chapter 11 cases. Varnum disclosed in the Declaration its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts.

III. Varnum's Final Fee Application

8. Pursuant to the Notice, Varnum is submitting this Final Fee Application. This Application seeks entry of an Order approving, allowing and awarding on a final basis a total of $82,027.99, consisting of professional fees in the amount of $80,600.00 and expenses in the amount of $1,427.99 for the Fee Period.

9. Varnum performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor or other entity.

10. Varnum 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 Final Fee Application. There is no agreement or understanding between Varnum and any other person for the sharing of compensation to be received for services rendered in these cases.

11. The Retention Order authorizes the Debtors to compensate Varnum at the hourly rates as set out in the Application and the Declaration, and for the actual and necessary out-of-

pocket expenses incurred during the applicable fee period, subject to the filing of an application in accordance with the Federal Rules of Bankruptcy Procedure, the local rules of this Court and such other orders as the Court may direct.

12. During the Fee Period, Varnum has rendered and performed services for the Debtors in the amount of $80,600.00 and incurred costs and expenses on behalf of the Debtors in the amount of $1,427.99, for a total of $82,027.99.

13. A summary statement of the professional services rendered during the Fee Period, the hourly rate of each professional providing such services and the expenses incurred is attached as Local Form 102 (Fee Application).

14. An itemization of the services rendered during the Fee Period and the applicable expenses are hereinafter set forth in detail on attached Exhibits A, B, and C, together with a time summary by attorney. Travel time during which no work is performed is separately described and is billed at no more than 50% of regular hourly rates. In total, Varnum has spent 228.4 hours providing the services hereinafter enumerated during the Fee Period.

The professional services that Varnum rendered during the Fee Period are grouped into titled categories as follows:

A. Business Operations:

Fees: $53,273.00 Hours: 134.9

This category relates to the debtor's business operations during the Chapter 11 proceedings, including, but not limited to, contract issues with customers and vendors, new business and planning related issues, tenant issues and other similar matters.

B. Employee Benefits / Pension:

Fees: $1,355.50 Hours: 4.9

This category relates to review of issues such as severance, retention, insurance, 401(k) coverage, and continuance of pension plans.

C. Fee/Employment Applications:

Fees: $1,199.00 Hours: 4.4

This category relates to preparation of employment and fee statements and/or applications; and review of motions relative to interim compensation procedures.

D. Financing:

Fees: $12,589.00 Hours: 48.2

This category relates to matters under §§ 361, 363 and 364 including cash collateral and secured claims, loan document analysis and exit financing.

E. Labor and Employment Matters:

Fees: $8,446.50 Hours: 24.6

This category relates to matters involving general and specific labor relations matters, employment matters, and labor advice other than severance, retention, 401k coverage and continuance of pension plan.

F. Litigation:

Fees: $3,737.00 Hours: 11.4

This category relates to prosecution and defense of current or future litigation matters, or providing advice to Debtors in retaining and supervising local counsel to do so.

15. Services of more than one attorney were avoided where possible. However, this was a large and complicated case. Where such services occurred, it was for the following reason: supervision by a senior attorney of a junior attorney or paralegal so that, where appropriate, tasks could be done by professionals at lower billing rates. Due to divided

responsibilities, occasionally it was necessary to have meetings among the attorneys with different responsibilities to disseminate information, assign tasks and coordinate efforts.

16. Varnum out-of-pocket expenses are itemized at the end of attached Exhibits A, B and C under the headings "Disbursements" and "Other Charges." Varnum charges: $0.10 per page for in-house photocopy expense and computer-assisted legal research at actual cost. Varnum does not charge its clients for outgoing or incoming facsimile transmissions, long distance telephone charges (except for teleconferences using an independent service), nor staff overtime hours.

17. In compliance with the terms of the *Order (Administrative) Establishing Procedures For Interim Compensation And Expense Reimbursement Of Professionals And Committee Members*, entered August 16, 2009 [Docket No. 224] (the "Interim Compensation Order"), copies of each attached monthly invoice were served upon the required parties in a timely fashion as follows:

A. Exhibit A – Invoice dated August 11, 2009

Invoice No. 796461

Time Period: July 13, 2009 through July 31, 2009

Date Served: September 25, 2009

Objections Received: None

Fees Billed	Expenses Billed	Fees Paid (80%)	Expenses Paid	Unpaid Balance
$15,585.50	$120.25	$0	$0	$15,705.75

B. Exhibit B – Invoice dated September 9, 2009

Invoice No. 798826

Time Period: August 1, 2009 through August 31, 2009

Date Served: September 25, 2009

Objections Received: None

Fees Billed	Expenses Billed	Fees Paid (80%)	Expenses Paid	Unpaid Balance
$27,710.50	$223.02	$0	$0	$27,933.52

C. Exhibit C – Invoice dated October 21, 2009

Invoice No. 802417

Time Period: September 1, 2009 through September 25, 2009

Date Served: October 26, 2009

Objections Received: None

Fees Billed	Expenses Billed	Fees Paid (80%)	Expenses Paid	Unpaid Balance
$37,304.00	$1,084.72	$0	$0	$38,388.72

18. In accordance with the factors enumerated in § 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Varnum is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services in other matters in a case under this title. Moreover, Varnum has reviewed the requirements of the Delaware Local Rules and believes that this Final Fee Application complies with such rules.

20. In summary, Varnum requests compensation for fees and expenses for the Fee Period in the total amount of $82,027.99 consisting of: (i) $80,600.00 for reasonable and necessary professional services rendered; and (ii) $1,427.99 for actual and necessary costs and expenses.

WHEREFORE, Varnum respectfully requests this Court enter an Order as follows:

A. Approving, allowing and awarding, on a final basis, a total of $82,027.99 consisting of: (i) $80,600.00 for reasonable and necessary professional services rendered and (ii) $1,427.99 for actual and necessary costs and expenses during the Fee Period;

B. Authorizing and directing the Debtors to pay Varnum the full amount awarded herein; and

C. Granting such other and further relief as this Court may deem just and proper.

Respectfully submitted,

Date: October 26, 2009

VARNUM LLP

By: Mary Kay Shaver

Michael W. Wooldridge (P37100)
Mary Kay Shaver (P60411)
Business Address:
Bridgewater Place - P.O. Box 352
Grand Rapids, MI 49501-0352
E-mail: mkshaver@varnumlaw.com
Telephone: (616) 336-6000

VERIFICATION

STATE OF MICHIGAN)
) ss.
COUNTY OF KENT)

I, Mary Kay Shaver, after being duly sworn according to law, deposes and says:

1. I am a Partner of Varnum LLP ("Varnum").

2. I have personally performed some of the services rendered by Varnum as special counsel to the Debtors in connection with the Debtors' cases, and I am familiar with the other work performed on behalf of the Debtors by other members of Varnum.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.

Mary Kay Shaver
Mary Kay Shaver

SWORN AND SUBSCRIBED
before me this 23 day of October, 2009.

Charlene A. Vondett
Charlene A. Vondett
Notary Public, Kent County, MI
Acting in Kent County, MI
My Commission Expires: 10/03/2011

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