

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

WASHINGTON
CHICAGONEW YORK
STAMFORD
PARSIPPANY
BRUSSELSAFFILIATE OFFICE:
MUMBAI, INDIA

Jennifer Convertibles, Inc. Creditors' Committee
Client 020649
Matter 0009
March 17, 2011
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/18/11	parties; email revised UCC1s to J. Adams for review. Revise closing documents to revert back to Natick Convertibles proper name (.5); review and provide comments to Mengnu closing documents (1.9); revise and circulate security agreement (.3); review, analyze and revise draft of intercreditor agreement from Mengnu and multiple conference and email correspondence with T. Sperry and E. Neiger regarding same (4.8).	JA	7.50
02/20/11	Review revised draft of intercreditor agreement from Mengnu and prepare email to E. Neiger and T. Sperry regarding same.	JA	2.00
02/21/11	Conference with J. Carr regarding litigation trust agreement (.2); conference with E. Neiger and T. Sperry regarding revised versions of closing documents (.7); review and analyze same (.8).	JA	1.70
02/22/11	Conferences and email correspondence with E. Neiger and T. Sperry regarding finalizing documents (.9); review and revise documents from Mengnu (2.0); conference with J. Nadritch regarding closing (.2); finalize signatures for Trust documents (.4); final revisions to documents and attend closing (3.0).	JA	6.50
02/22/11	Send UCC1s to CSC for filing; confirm timing of filing and evidence receipt; multiple email communication with J Adams relating to filing.	RM	0.20

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March 17, 2011
Page 5

Total Services for this Matter: 29,281.00

Other Charges:

Amount

Postage \$9.50
Duplication 0.80

Total Other Charges for this Matter: 10.30

Total this Invoice \$29,291.30

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Carr, James S	JSC	5.80	\$3,915.00
Page, Mark W	MWP	0.40	204.00
Mahat, Raxak	RM	3.40	1,190.00
Adams, Jason	JA	46.10	23,972.00

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #: 021-000-021
ACCOUNT NAME: KELLEY DRYE & WARREN LLP
ACCOUNT #: 135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

WASHINGTON
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NEW YORK
STAMFORD
PARSIPPANY
BRUSSELS

AFFILIATE OFFICES
MUMBAI, INDIA

Jennifer Convertibles, Inc. Creditors' Committee

March 17, 2011
Invoice No. 2416718

020649 Jennifer Convertibles, Inc. Creditors' Committee
0010 Committee Communications

ACCOUNT SUMMARY AND REMITTANCE FORM

FEEs: \$5,805.50
OTHER CHARGES: \$34.05

TOTAL AMOUNT DUE: \$5,839.55

TERMS: PAYMENT DUE UPON RECEIPT

PLEASE RETURN THIS PAGE WITH YOUR PAYMENT

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
345 PARK AVENUE
NEW YORK, NEW YORK 10154
ATTN: PRIVATE BANKING, 10TH FLOOR
ABA #: 021-000-021
ACCOUNT NAME: KELLEY DRYE & WARREN LLP
ACCOUNT #: 135-046110
PLEASE INDICATE CLIENT, MATTER AND
INVOICE NUMBER AS PAYMENT REFERENCE

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

WASHINGTON
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STAMFORD
PARSIPPANY
BRUSSELSAFFILIATE OFFICE
MUMBAI, INDIA

Jennifer Convertibles, Inc. Creditors' Committee

March 17, 2011
Invoice No. 2416718Client 020649
Matter 0010 Committee Communications

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
02/04/11	Telephone calls with two committee members regarding the court's decision with respect to Ashley and confirmation.	JSC	0.70
02/05/11	Draft summary of court decision on Ashley assumption and confirmation for Committee.	JA	1.50
02/07/11	Revise the note to the committee regarding the debtors' and Mengnu's decision on the best way to proceed with confirmation (.4); telephone call with a committee member regarding same (.4).	JSC	0.80
02/09/11	Draft email to committee regarding entry of confirmation order (.3); email correspondence and telephone conferences with committee member regarding effect of entry of confirmation order and steps to get to effective date (1.8).	JA	2.10
02/11/11	Review and revise ASK Financial engagement letter.	JA	1.10
02/14/11	Email to Committee regarding status of effective date and scheduling next committee call.	JA	0.40
02/22/11	Prepare agenda for Committee call (.4); multiple conferences with Committee members regarding serving on advisory committee (1.0); participate on Committee call (.9).	JA	2.30
02/22/11	Prepare for and participate in a committee call.	JSC	1.40

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Jennifer Convertibles, Inc. Creditors' Committee
Client 020649
Matter 0010
March 17, 2011
Page 2

Total Services for this Matter: 5,805.50

Other Charges:

Amount

Telephone \$34.05

Total Other Charges for this Matter: 34.05

Total this Invoice \$5,839.55

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March 17, 2011
Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Carr, James S	JSC	2.90	\$1,957.50
Adams, Jason	JA	7.40	3,848.00

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
ATTN: TREASURER'S DEPARTMENT
101 PARK AVENUE
NEW YORK, NEW YORK 10178
(212) 808-7800

PAYMENT BY WIRE:

JP MORGAN CHASE, N.A.
ABA #: 021-000-021
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ACCOUNT #: 135-046110
PLEASE INDICATE CLIENT, MATTER AND
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EXHIBIT D

Summary of Expenses

Expense Category	Amount
Books/Research Matters	\$232.86
Cab Service	\$22.10
Committee Members' Travel Related Expenses	\$2,776.79
Courier	\$225.50
Duplication	\$1,935.80
Lexis Research	\$269.46
Meals	\$45.37
Outside Messenger	\$12.00
Pacer	\$586.32
Postage	\$562.86
Telephone/Telecommunications	\$809.69
Westlaw Research	\$1,739.34
Document Production	\$18.75
Outgoing Facsimile	\$2.00
Total Expenses	\$9,238.84

EXHIBIT E
Certification

KELLEY DRYE & WARREN LLP

James S. Carr
Jason R. Adams
101 Park Avenue
New York, New York 10178
Tel: (212) 808-7800
Fax: (212) 808-7897

Counsel for the Official Committee of
Unsecured Creditors of Jennifer Convertibles, Inc., *et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<hr/>	
In re:) Chapter 11
JENNIFER CONVERTIBLES, INC., <i>et al.</i> ¹) Case No. 10-13779 (ALG)
Debtors.) (Jointly Administered)
)
)
<hr/>	

**CERTIFICATION OF JAMES S. CARR IN CONNECTION WITH THE FIRST
AND FINAL APPLICATION OF KELLEY DRYE & WARREN LLP, COUNSEL
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
JENNIFER CONVERTIBLES, INC. FOR FINAL ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
JULY 23, 2010 THROUGH FEBRUARY 22, 2011**

I, JAMES S. CARR, under penalty of perjury, state:

1. I am a partner in the law firm of Kelley Drye & Warren LLP (“Kelley Drye”). As required by General Order M-389, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective December 4, 2009 (collectively, the “Local Guidelines”), I submit this certification in connection with the

¹ The Debtors in these chapter 11 cases are: (i) Jennifer Convertibles, Inc.; (ii) Jennifer Convertibles Boylston MA, Inc.; (iii) Jennifer Chicago Ltd.; (iv) Elegant Living Management, Ltd.; (v) Hartsdale Convertibles, Inc.; (vi) Jennifer Management III Corp.; (vii) Jennifer Purchasing Corp.; (viii) Jennifer Management II Corp.; (ix) Jennifer Management V Ltd.; (x) Jennifer Convertibles Natick, Inc.; (xi) Nicole Convertibles, Inc.; and (xii) Washington Heights Convertibles, Inc.

First and Final Application (the "Application") of Kelley Drye & Warren LLP, Counsel for the Official Committee (the "Committee") of Unsecured Creditors of Jennifer Convertibles, Inc., *et al.* (the "Debtors"), for Final Allowance of Compensation For Professional Services Rendered And For Reimbursement of Expenses for the Fee Period From July 23, 2010 Through February 22, 2011.

2. In accordance with paragraph A(1) of the Local Guidelines, I certify that (a) I have read the Application; (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Local Guidelines and the UST Guidelines (as defined in the First Application); (c) except to the extent that fees or disbursements are prohibited by the Local Guidelines or UST Guidelines, the fees and expenses sought are billed at rates and in accordance with practices customarily employed by Kelley Drye and generally accepted by Kelley Drye's clients; and (d) in providing a reimbursable service, Kelley Drye does not make a profit on that service, whether the service is performed by Kelley Drye in-house or through a third party.

3. In accordance with paragraph A(2) of the Local Guidelines, I certify that the United States Trustee for the Southern District of New York, the Debtors and Debtors' counsel have all been provided not later than 21 days after the end of each month, or as soon thereafter as was reasonably practicable, with a statement of fees and expenses accrued during such month.

4. In connection with paragraph A(3) of the Local Guidelines, I certify that copies of the Application will be provided to, *inter alia*, (a) the former co-chairs of the Committee, (b) the Debtors, (c) counsel to the Debtors, and (d) the Office of the United States Trustee, at least fourteen (14) days before the date of the hearing on the Fist Application.

Dated: New York, New York
March 25, 2011

/s/ James S. Carr
James S. Carr

EXHIBIT F
Proposed Order

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

JENNIFER CONVERTIBLES, INC., *et al.*¹⁵

Debtors.

Chapter 11

Case No. 10-13779 (ALG)
(Jointly Administered)

**ORDER GRANTING APPLICATION FOR FINAL ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the First and Final Application of Kelley Drye & Warren LLP, Counsel for the Official Committee of Unsecured Creditors of Jennifer Convertibles, Inc., *et al.*, for Final Allowance of Compensation and Reimbursement of Expenses (the “Application”) for professional services rendered and expenses incurred during the period commencing July 23, 2010 through February 22, 2011; and a hearing having been held before this Court to consider the Application on April 27, 2011; and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefore, it is hereby

ORDERED that the Application is granted to the extent set forth in Schedule “A.”

Dated: New York, New York

United States Bankruptcy Judge
Southern District of New York

¹⁵

The Debtors in these chapter 11 cases are: (i) Jennifer Convertibles, Inc.; (ii) Jennifer Convertibles Boylston MA, Inc.; (iii) Jennifer Chicago Ltd.; (iv) Elegant Living Management, Ltd.; (v) Hartsdale Convertibles, Inc.; (vi) Jennifer Management III Corp.; (vii) Jennifer Purchasing Corp.; (viii) Jennifer Management II Corp.; (ix) Jennifer Management V Ltd.; (x) Jennifer Convertibles Natick, Inc.; (xi) Nicole Convertibles, Inc.; and (xii) Washington Heights Convertibles, Inc.

Case No: 10-13779

Case Name: JENNIFER CONVERTIBLES, INC., et al

CURRENT FEE PERIOD: JULY 23, 2010 TO FEBRUARY 22, 2011

Applicant	Date/Document No. of Application	Fees Requested	Fees Awarded	Expenses Requested	Expenses Awarded
Kelley Drye & Warren LLP	March 23, 2011/Docket Entry No. ___	\$620,222.50	[\$620,222.50]	\$9,238.84	[\$9,238.84]

Schedule A(1)

DATE: _____

INITIALS: ___ USBJ

Case No: 10-13779

Case Name: JENNIFER CONVERTIBLES, INC., et al

**SUMMARY: ALL FEE PERIODS
(INCLUDING THIS PERIOD)**

Applicant	Total Fees Requested*	Total Fees Awarded**	Total Expenses Requested	Total Expenses Awarded
Kelley Drye & Warren LLP	\$620,222.50	[\$620,222.50]	\$9,238.84	[\$9,238.84]

* Includes fees previously requested but not awarded (held back fees)
** Fees held back are treated as not having been awarded.

Schedule A(2)

DATE: _____

INITIALS ___ USBJ