

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

In re:	)	Chapter 11
	)	
PIKE NURSERY HOLDING LLC,	)	Case No. 07-79129-MGD
	)	
Debtor.	)	Judge Mary Grace Diehl
	)	
	)	

## SUMMARY SHEET

Name of Applicant:	Powell Goldstein LLP 1201 W. Peachtree Street, N.W. 14 <sup>th</sup> Floor Atlanta, Georgia 30309-3488
Date Application for Employment was Filed:	April 10, 2008
Date of Order Authorizing Employment:	April 14, 2008
Professional Services Provided to:	Marcus A. Watson, chapter 7 Trustee of Pike Nursery Holding, LLC
Period for which Compensation is Sought:	March 25, 2008 through October 31, 2008
Amount of Fees Sought:	\$ 61,678.00
Amount of Expenses Sought:	\$ 3,984.64

This is a(n): X Interim Application        Final Application.

Aggregate Amount of Fees and Expenses Allowed to Date: N/A

Aggregate Amount of Fees and Expenses Paid to Date: N/A

Retainer: \$0.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

In re	)	Chapter 7
	)	
PIKE NURSERY HOLDING LLC	)	Case No. 07-79129-MGD
	)	
Debtor.	)	Judge Mary Grace Diehl
	)	

**FIRST INTERIM APPLICATION OF POWELL GOLDSTEIN LLP  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF  
EXPENSES AS SPECIAL LITIGATION COUNSEL TO MARCUS A.  
WATSON, CHAPTER 7 TRUSTEE OF PIKE NURSERY HOLDING, LLC  
MARCH 25, 2008 THROUGH OCTOBER 31, 2008**

**TO: THE HONORABLE MARY GRACE DIEHL  
UNITED STATES BANKRUPTCY JUDGE:**

Powell Goldstein LLP (“Applicant” or the “Firm”), as special litigation co-counsel to Marcus A. Watson, chapter 7 Trustee of Pike Nursery Holding LLC (the “Trustee”), respectfully applies to the Court for interim allowance of compensation for services rendered and reimbursement of expenses pursuant to Fed. R. Bankr. P. 2016 and section 330 of the Bankruptcy Code. Applicant shows the Court as follows:

1. Pike Nursery Holding LLC (the “Debtor”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code on November 14, 2007. The Debtor continued operating its business and managing its affairs as a debtor in possession until the appointment of a chapter 11 trustee on March 24, 2008.
2. On or about November 19, 2007, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee appointed seven (7) creditors to serve on the Committee.
3. At a meeting of the Committee on November 21, 2007, the Committee voted to retain Applicant as its co-counsel along with Pachulski Stang Ziehl & Jones LLP (“Pachulski Stang”).

4. By order entered on December 3, 2007, the Court approved the retention of Powell Goldstein as co-counsel to the Committee.

5. On March 6, 2008, the Committee filed an emergency motion for the appointment of a chapter 11 trustee. By order dated March 17, 2008, the Court ordered the appointment of a chapter 11 trustee. The Office of the United States Trustee appointed Marcus A. Watson as the chapter 11 trustee.

6. On March 19, 2008, Marcus A. Watson filed a Motion to Convert Case to Chapter 7 seeking authority to convert the Chapter 11 bankruptcy case to a Chapter 7 case. On March 24, 2008, the Court entered an order converting the case to chapter 7.

7. On or about April 1, 2008, the Office of the United States Trustee appointed Marcus A. Watson as chapter 7 Trustee (the "Chapter 7 Trustee"). On April 14, 2008 the Court entered its order authorizing the Chapter 7 Trustee to retain Powell Goldstein as special litigation counsel.

8. As special litigation counsel for the Chapter 7 Trustee, Applicant incurred fees and expenses totaling \$65,662.64 for the period March 25, 2008 through October 31, 2008 the "Application Period"), consisting of fees in the amount of \$61,678.00, and expenses in the amount of \$3,984.64. By this Application, Powell Goldstein seeks interim approval of its fees and expense for the Application Period.

9. As discussed above, the Trustee retained the Firm as special litigation co-counsel. As special litigation counsel, the Firm has worked cooperatively with the Trustee and his other professionals, including special litigation counsel Pachulski Stang, to assist the Trustee in evaluating litigation claims of the estate, pursuing such claims where appropriate, and rendering advice relating thereto. During the Application Period, the Firm's efforts have focused on (i) getting the Trustee and his general counsel up to speed on background information; (ii) working

with the Trustee's general counsel regarding obtaining information from third parties; (iii) working with the Trustee to make sure that the Debtor's documents relating to the "Roark" litigation are preserved; (iv) negotiating a resolution with PNC Bank ("PNC"); (v) preparing and filing the 9019 motion for the settlement with PNC and prosecuting such motion at two (2) hearings; (vi) preparing and filing the Firm's retention application; and (vii) analyzing various aspects of the "Roark" claims.

10. Pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure, (a) all services for which compensation is requested were performed on behalf of the Trustee and not on behalf of any other person or entity; (b) Applicant has received no allowance or payment for services for which compensation is requested; and (c) compensation awarded by the Court will not be shared except among the members and associates of the Firm.

WHEREFORE, Powell Goldstein LLP, as special litigation counsel for the Chapter 7 Trustee, prays that the Court allow, on an interim basis, fees and costs in the total amount of \$65,662.64 consisting of \$61,678.00 in fees, and \$3,984.64 in costs, for the period March 25, 2008 through October 31, 2008 and for such other and further relief as the Court may deem appropriate.

[remainder of page intentionally left blank]

This 19th day of November 2008.

Very respectfully,

/s/ Robert M.D. Mercer

Robert M.D. Mercer (Ga. Bar No. 502317)

[rmerc@pogolaw.com](mailto:rmerc@pogolaw.com)

POWELL GOLDSTEIN, LLP

One Atlantic Center, 14<sup>th</sup> Floor

1201 West Peachtree Street, N.W.

Atlanta, Georgia 30309-3488

(404) 572-6600 Telephone

(404) 572-6999 Facsimile

Co-Counsel to Marcus A. Watson, chapter 7

Trustee

## **EXHIBIT A**

### **Itemization of Services and Expenses**

TAXPAYER'S I.D. No. 58-0391492

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GOLDSTEIN** LLP

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REMIT PAYMENT TO:  
ACCOUNTS RECEIVABLE  
POWELL GOLDSTEIN LLP  
PO BOX 198923  
ATLANTA GA 30384 - 8923

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PIKE NURSERY HOLDING LLC UNSECURED CREDITOR  
ATTN MARCUS A WATSON SR  
CHAPTER 11 TRUSTEE  
SUITE 450  
3091 GOVENORS LAKE DRIVE  
NORCROSS GA 30071

NOVEMBER 18, 2008

SPECIAL COUNSEL TO THE TRUSTEE

BILLING ATTORNEY: R. MERCER

**INVOICE SUMMARY**

INVOICE NUMBER: 3408334

MATTER NUMBER: 151214.00001

FOR PROFESSIONAL SERVICES THROUGH OCTOBER 31, 2008:

TOTAL SERVICES FOR THIS INVOICE	\$ 61,678.00
TOTAL DISBURSEMENTS AND OTHER CHARGES	3,984.64
<b>TOTAL THIS INVOICE</b>	<b><u>\$ 65,662.64</u></b>



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MITTEE  
SPECIAL COUNSEL TO THE TRUSTEE

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INVOICE #: 3408334

MATTER #: 151214.00001  
BILLING ATTORNEY: R. MERCER

For Professional Services Rendered through October 31, 2008

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/25/08	R. MERCER	Follow up with Mr. Christy regarding PNC extension and Roark copying documents for purposes of preservation	0.30
03/26/08	R. MERCER	Prepare correspondence to Messrs. Watson and Christy regarding documents being copied (.1); conference with Mr. Christy regarding background information and strategies regarding asserting claims against Roark and PNC (1.0)	1.10
03/26/08	W.L. HAGENAU	Discussion with Mr. Mercer regarding trustee appointment and litigation	0.20
03/27/08	R. MERCER	Exchange correspondence with Mr. Christy regarding PNC surcharge status conference (.4); review draft of a stipulation from Mr. Christy extending deadline to assert claims against PNC and prepare correspondence to Mr. Pomerantz regarding same (.2)	0.60
03/27/08	R. MERCER	Follow up with Mr. Christy regarding obtaining disks of Debtor documents (.3); review correspondence from Mr. Christy regarding document production by PNC (.1); prepare correspondence to Mr. Christy regarding obtaining documents from Mr. Williamson (.1); prepare correspondence to Mr. Watson regarding meeting at corporate headquarters to review documents (.1)	0.60
03/27/08	R. MERCER	Telephone conference with Mr. Dulberg regarding retention issues	0.20
03/28/08	R. MERCER	Telephone conference with Messrs. Watson and Christy regarding items to be addressed in the case (.6); legal research regarding redacted (.6); conference with Mr. Watson regarding claims against Roark (1.0)	2.20



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BILLING ATTORNEY: R. MERCER

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
03/31/08	R. MERCER	Review documents at the corporate headquarters and interview Michelle Greene (2.7); conference with Mr. Pomerantz regarding same and surcharge issues (.2); conference with Mr. Watson regarding various issues (.3); review bar date motion (.2); work on to-do list for PNC and Roark litigation (.8); telephone conference with Mr. Christy regarding strategic issues in Roark and PNC litigation (1.2)	5.40
04/01/08	R. MERCER	Review motion for disbursement of funds and prepare correspondence to Messrs. Watson, Christy, and Pomerantz regarding same (.3); legal research regarding same (.3); various telephone conference with Messrs. Watson, Christy, and Pomerantz regarding various strategic issues (3.0)	3.50
04/02/08	R. MERCER	Work on retention application and disclosure (1.7); follow up with Mr. Christy regarding disclosures (.2); follow up with Mr. Pomerantz regarding application (.1)	2.00
04/02/08	R. MERCER	Prepare correspondence to Messrs. Watson and Christy regarding documents Roark agreed to produce (.2); prepare correspondence to Mr. Watson regarding flow of funds and sources and uses of funds (.2); prepare correspondence to Mr. Christy regarding litigation hold letter (.2); prepare correspondence to Mr. Christy regarding D&O policy, review correspondence from Mr. Christy and follow up with Mr. Pomerantz (.2); attention to document production issues (.4); prepare correspondence to Mr. Watson regarding preservation of evidence acknowledgment (.4)	1.60
04/03/08	R. MERCER	Work on special counsel retention application disclosure, affidavit, and proposed order (3.8); exchange comments with Messrs. Pomerantz and Dulberg regarding same (.6)	4.40



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BILLING ATTORNEY: R. MERCER

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/04/08	R. MERCER	Review and revise application, disclosure affidavit, and proposed order incorporating comments from Pachulski Stang (1.9); exchange various emails with Messrs. Pomerantz and Dulberg regarding retention application (.4); follow up with Mr. Christy via emails regarding retention applications (.2)	2.50
04/04/08	R. MERCER	Review correspondence from Mr. Christy regarding challenging PNC attorney's fees	0.10
04/06/08	R. MERCER	Review response to PNC's motion and send comments to Mr. Christy	0.50
04/07/08	R. MERCER	Review correspondence from Mr. Christy regarding redacted : redacted redacted (.7); review correspondence from Mr. Christy regarding hearing and prepare correspondence to Mr. Pomerantz regarding same (.4)	1.10
04/07/08	R. MERCER	Review comments from Mr. Christy on retention applications (.3); telephone conference with Mr. Pomerantz regarding same (.4); work on revisions to applications (.9); prepare correspondence to Messrs. Watson and Christy regarding same (.1)	1.70
04/08/08	R. MERCER	Follow up with Mr. Watson regarding retention application	0.20
04/09/08	R. MERCER	Conference with Mr. Christy regarding various strategic issues (.2); follow on telephone conference with Mr. Pomerantz regarding same (.2)	0.40
04/09/08	R. MERCER	Telephone conference with Mr. Christy regarding retention issues	0.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/10/08	R. MERCER	Revise applications for Mr. Christy's signature based on Mr. Watson's availability and prepare correspondence to Mr. Christy regarding same (.2); review disclosure affidavit and prepare correspondence to Mr. Christy regarding same (.5); attention to filing applications and uploading proposed orders (.4); respond to inquiry from Mr. Christy regarding retention (.1)	1.20
04/11/08	R. MERCER	Review correspondence from court regarding issue with proposed order (.1); telephone conference with Ms. Moody regarding same (.1); revise orders and attention to uploading same (.1)	0.30
04/14/08	R. MERCER	Review correspondence from Mr. Christy regarding full production of PHRD documents and respond to same	0.20
04/17/08	R. MERCER	Attention to correspondence from counsel for purchaser regarding dispute	0.20
04/22/08	R. MERCER	Review stipulation regarding deadline to assert claims against PNC and follow up with Mr. Pomerantz regarding same	0.60
04/23/08	R. MERCER	Telephone conference with Mr. Watson regarding claims against PNC (.8); follow up with Mr. Pomerantz regarding same (.4)	1.20
04/24/08	D. ASHBURN	Conference call with Mr. Mercer regarding <del>redacted</del> <del>redacted</del>	0.20
04/24/08	R. MERCER	Prepare memorandum to Mr. Pomerantz regarding privilege issues (.1); legal research regarding claims against PNC (2.2)	2.30
04/25/08	C. GALANEK	Conference with Mr. Mercer regarding <del>redacted</del>	0.20
04/25/08	R. MERCER	Exchange e-mails with Mr. Christy regarding PNC document production and follow up with Mr. Pomerantz regarding same	0.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
04/28/08	R. MERCER	Prepare correspondence to Messrs. Pomerantz and Sanders regarding summary of documents relating to PNC and transactions (.5); follow up with Mr. Pomerantz regarding same (.1)	0.60
04/29/08	R. MERCER	Telephone conferences with Mr. Pomerantz regarding PNC and transaction (.2); prepare correspondence to Messrs. Pomerantz and Sanders regarding same (.5); review and revise documents regarding same (.8); telephone conference with Messrs. Pomerantz and Sanders regarding claims against PNC (.6); review correspondence from Mr. Christy regarding PHRD document production (.1); legal research regarding claims against PNC (.2)	2.40
04/30/08	R. MERCER	Telephone conference with Mr. Watson regarding pursuing claims against PNC (.6); prepare correspondence to Mr. Pomerantz regarding same (.1); telephone conference with Mr. Pomerantz regarding status (.3); prepare correspondence to Messrs. Watson and Christy regarding claims against PNC (1.0)	2.00
05/01/08	R. MERCER	Telephone conference with Mr. Pomerantz regarding claims against PNC (0.3); telephone conference with Mr. Watson regarding same (0.4); follow-up with Mr. Pomerantz regarding same (0.2)	0.90
05/02/08	R. MERCER	Review correspondence from Mr. Christy regarding PHRD documents and follow-up with Mr. Christy regarding same (0.2); follow-up with Mr. Pomerantz by telephone (0.3) and e-mail (0.2) regarding approach	0.70
05/06/08	R. MERCER	Telephone conferences with Mr. Watson regarding claims against PNC and associated strategy (0.4); telephone conference with Mr. Pomerantz regarding same (0.1); review correspondence from Mr. Christy regarding proceeding of Rule 2004 exam (0.1)	0.60



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/07/08	R. MERCER	Telephone conference with Mr. Christy regarding PNC's unwillingness to negotiate and proceeding with Rule 2004 exams (0.3); prepare correspondence to Mr. Christy regarding PHRD documents and PNC document retention policy (0.1); telephone conference with Mr. Watson and Mr. Pomerantz regarding pursuing claim against PNC (0.5); prepare correspondence to Mr. Pomerantz regarding same (0.1); work on motion to extend deadline to assert claims against PNC, including review of PNC correspondence regarding discovery and drafting notice (1.4); follow up with Mr. Pomerantz regarding next steps (0.4); prepare correspondence to Mr. Watson and Mr. Christy regarding extending deadline, etc. (0.2)	2.90
05/08/08	R. MERCER	Telephone conference with Mr. Pomerantz regarding pursuing claim against PNC (0.3); telephone conference with Mr. Christy regarding settlement and prepare correspondence to Mr. Christy regarding same (0.3)	0.60
05/09/08	R. MERCER	Telephone conference with Mr. Christy regarding meeting with PNC and settlement discussions (0.4); prepare correspondence to Mr. Christy regarding the same (0.2); follow up with Mr. Pomerantz regarding same (0.1)	0.80
05/11/08	R. MERCER	Telephone conference with Mr. Watson regarding strategy regarding claims against PNC <del>redacted</del>	1.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/12/08	R. MERCER	Prepare correspondence to Mr. Christy regarding extension of PNC deadline (0.1); review correspondence from Mr. Christy and follow up with Mr. Pomerantz regarding strategy issues (0.3); review surcharge analysis and prepare memorandum to Ms. Mackle regarding research starting points, case cites, etc. (0.5); review various pleadings, etc. as part of PNC analysis, including administrative claim information (0.8); telephone conference with Mr. Christy regarding claims against PNC (0.4); review various documents (0.6); review PDIP fee application (0.2); prepare memorandum to Messrs. Pomerantz and Christy regarding same	3.00
05/13/08	R. MERCER	Telephone conference with Mr. Pomerantz regarding pursuing claims against PNC (0.8); telephone conference with Mr. Watson regarding same (0.2); attention to administrative claims (0.4); follow up with Messrs. Christy and Williams regarding information regarding administrative claims (0.2); related follow up with Mr. Pomerantz regarding same (0.4)	2.00
05/14/08	R. MERCER	Review various documents produced by PNC (0.6); prepare correspondence to Mr. Christy regarding Rule 2004 document production and 2004 examination (0.2)	0.80
05/15/08	R. MERCER	Telephone conference with Mr. Pomerantz regarding pursuing claims against PNC (0.7); review correspondence to Mr. Pomerantz regarding status of research memo (0.1); prepare correspondence to Mr. Pomerantz regarding redacted redacted redacted (0.1)	0.90
05/16/08	R. MERCER	Exchange e-mails with Messrs. Watson, Pomerantz, and Christy in advance of call (0.3); exchange e-mails with Mr. Pomerantz regarding document retention issues related to litigation and receive correspondence from Mr. Watson regarding information relating to PNC (0.2); telephone conference with Messrs. Watson, Pomerantz, and Christy regarding strategy regarding PNC (1.2)	1.70



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/17/08	R. MERCER	Exchange emails with Mr. Pomerantz regarding call with Mr. Langdon	0.30
05/19/08	R. MERCER	Prepare for telephone conference with PNC's inhouse and outside counsel regarding settlement including telephone conference and follow up with Mr. Watson (.4) and Mr. Pomerantz (.2) and review notes (.5); telephone conference with PNC's inhouse and outside counsel regarding settlement (.7)	1.80
05/22/08	R. MERCER	Telephone conference with Mr. Watson regarding PNC negotiations (0.5); follow up with Mr. Pomerantz regarding status (0.2); prepare correspondence to Mr. Langdon regarding Rule 2004 exam dates (0.1); review correspondence from Mr. Langdon and follow up regarding reviewing loan ledger, etc. (0.2); review correspondence from Mr. Christy regarding various negotiations and prepare correspondence to Mr. Christy regarding same (0.2); prepare correspondence to Mr. Watson regarding payoff information from Mr. Langdon and other items and review same (0.2); telephone conference with Mr. Langdon regarding bases for claims against PNC and leases for surcharge, as potential 2004 exam dates, and settlement (0.9)	2.20



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MATTER #: 151214.00001  
BILLING ATTORNEY: R. MERCER

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/23/08	R. MERCER	Telephone conference with Mr. Watson regarding PNC settlement strategy (0.7); telephone conference with Mr. Christy regarding settlement and prepare correspondence regarding the same (0.2); review correspondence from Mr. Langdon regarding payoff information and review same (0.4); prepare correspondence to Mr. Langdon regarding same and related follow up regarding payoff information (0.7); follow up with Mr. Christy regarding settlement (0.2); telephone conference with Mr. Langdon regarding settlement; various phone calls (0.4); telephone conference with client and Mr. Pomerantz regarding same (0.2); follow up with Messrs. Watson and Christy regarding status (0.2); telephone conference with Mr. Langdon regarding PNC's position on settlement (0.2); prepare correspondence to Messrs. Watson and Christy regarding status (0.2); telephone conference with Mr. Langdon regarding settlement and reach tentative settlement (0.6); review correspondence from Mr. Landgon regarding tentative settlement and respond to same (0.2); review correspondence from Mr. Watson regarding status of settlement and respond to same (0.1); prepare correspondence to Mr. Langdon regarding extension of response deadline (0.1)	4.40





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/27/08	R. MERCER	Follow up with Mr. Christy regarding settlement of PNC, including various e-mails and telephone calls (0.5); review and respond to correspondence from Mr. Langdon regarding 9019 motion (0.2); prepare settlement agreement with PNC (2.0); prepare correspondence to Messrs. Christy and Pomerantz regarding comments on same (0.2); follow up with Mr. Pomerantz regarding comments on same (0.2); follow up with Mr. Christy regarding same (0.3); prepare correspondence to Mr. Langdon regarding proposed settlement agreement (0.1); prepare correspondence to Messrs. Watson and Christy regarding same and regarding filing affidavit to PNC's motion to reconsider (0.1); telephone conference with court's law clerk regarding timing of filing objection to motion reconsider (0.1); legal research and work on objection to motion to reconsider (0.4)	6.20
05/28/08	R. MERCER	Work on opposition to PNC's motion to reconsider (1.9); work on 9019 motion (1.2); telephone conference with Ms. Quackenboss regarding 9019 motion (0.2); telephone conference with Ms. Perignat regarding 9019 motion (0.3); work on finalizing 9019 motion and settlement agreement, including numerous e-mail exchanges and telephone conferences with Mr. Langdon (1.0); follow up with Mr. Christy regarding arguments on motion to reconsider (0.2); prepare notice of hearing for 9019 motion and attention to filing and service (0.4); telephone conferences with Mr. Jacobson regarding settlement (0.6); telephone conference with Mr. Pomerantz regarding strategic issues regarding settlement (0.4); prepare correspondence to various administrative claimants and creditors (0.2)	6.20
05/29/08	D.A. FIELD	Assist with preparation for hearing on PNC 9019 motion	1.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
05/29/08	R. MERCER	Review and respond to correspondence from Mr. Williamson regarding PNC settlement (0.2); review MVA invoices (0.2); telephone conference with counsel for Gas South regarding PNC settlement motion (0.6); prepare for and attend hearing on PNC 9019 motion (7.4)	8.20
05/30/08	R. MERCER	Prepared proposed order on trustee's 9019 motion for PNC (1.2); prepare correspondence to Messrs. Watson and Christy regarding same (0.2); review correspondence from Mr. Christy and revise order accordingly (0.4); prepare correspondence to Mr. Langdon regarding proposed order (0.1); telephone conferences with Mr. Langdon regarding proposed order (0.1); telephone conference with Ms. Borders regarding proposed order (0.2); telephone conference with Ms. Perignat regarding proposed order (0.2); prepare correspondence to various counsel regarding approving proposed order (0.1); telephone conference with Mr. Watson regarding various matters (0.2); follow on telephone conference with Ms. Perignat regarding approval of proposed order (0.2); telephone conferences with Ms. Moody and Mr. Langdon regarding status of proposed order (0.4); telephone conference with law clerk regarding status of order (0.2); follow-up regarding wire transfers (0.4); follow up with Mr. Pomerantz regarding litigation issue (0.2)	3.90
06/04/08	R. MERCER	Review correspondence from Mr. Christy regarding <del>redacted</del> and follow up with Mr. Pomerantz regarding the same	0.10
06/05/08	G. GODFREY	Conference with Mr. Mercer regarding <del>redacted</del>	0.20
06/05/08	R. MERCER	Conference with Mr. Pomerantz regarding <del>redacted</del> <del>redacted</del> (.3); initial <del>redacted</del> : research (.6); telephone conference with Mr. Christy regarding same (.4); conference with Ms. Godfrey regarding associated research (.2)	1.50

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SPECIAL COUNSEL TO THE TRUSTEE

NOVEMBER 18, 2008  
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INVOICE #: 3408334

MATTER #: 151214.00001  
BILLING ATTORNEY: R. MERCER

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
06/05/08	R. MERCER	Telephone conference with Mr. Christy regarding <del>redacted</del> <del>redacted</del>	0.40
06/06/08	G. GODFREY	Research regarding <del>redacted</del> <del>redacted</del> <del>redacted</del> <del>redacted</del> (4.0); conference with Mr. Mercer regarding research findings (.1); review case law and notes to file/summary regarding findings (.9); further research regarding <del>redacted</del> <del>redacted</del> (3.0); conferences with Mr. Mercer regarding findings (1.0)	9.00
06/06/08	R. MERCER	Conference with Ms. Godfrey regarding research on <del>redacted</del> <del>redacted</del> (.4) and continued research <del>redacted</del> <del>redacted</del> (3.2)	3.60
06/09/08	R. MERCER	Conference with Mr. Krystinik regarding <del>redacted</del> <del>redacted</del> (0.3); prepare memorandum to Mr. Krystinik regarding same (0.3)	0.60
06/10/08	J. KRYSTINIK	<del>redacted</del> <del>redacted</del> <del>redacted</del> <del>redacted</del> (0.8); telephone work session with R. Mercer regarding same (0.2).	1.00
06/10/08	R. MERCER	Follow up with Mr. Christy regarding <del>redacted</del> including e-mails and voice mail	0.60
06/11/08	R. MERCER	Exchange e-mails with Mr. Christy regarding <del>redacted</del> and prepare correspondence to Messrs. Watson and Christy regarding agreed upon approach	0.80
06/12/08	R. MERCER	Various conferences with Mr. Watsons regarding preparing for PNC 9019 hearing (.6); prepare for and telephone conference with Mr. Watson and Christy regarding PNC 9019 hearing (.5); conference with Mr. Brockman regarding <del>redacted</del> ; review cases and follow up with Mr. Brockman regarding same (.4); prepare memorandum to Mr. Chrsty regarding same (.4); prepare proposed 9019 order (.8); prepare for hearing including review of various pleadings (.4)	3.30



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
06/12/08	W.B. BROCKMAN	Conference with Mr. Mercer regarding redacted follow-up research regarding same	0.70
06/13/08	R. MERCER	Prepare for and attend hearing on PNC Bank 9019 motion (7.6); prepare revised proposed order (.4)	8.00
06/16/08	R. MERCER	Telephone conference with Mr. Pomerantz regarding PNC settlement	0.20
06/17/08	R. MERCER	Review and comment on Gas South order and follow up with Mr. Christy (0.4); work on proposed 9019 order for PNC and prepare correspondence to Mr. Langdon (0.4); work on proposed settlement agreement and circulate draft to Mr. Christy (0.5)	1.30
06/18/08	R. MERCER	Telephone conference with Mr. Langdon and telephone conference with Mr. Christy regarding the same	0.40
06/19/08	R. MERCER	Exchange e-mails with Mr. Langdon regarding terms of DIP Financing order (0.3); prepare correspondence to Mr. Christy regarding same (0.1)	0.40
06/20/08	R. MERCER	Exchange e-mails with Mr. Langdon regarding proposed orders	0.40
06/23/08	R. MERCER	Prepare correspondence to Messrs. Watson, Pomerantz, and Christy regarding PNC's attorneys' fees and related follow up	0.40
06/26/08	R. MERCER	Telephone conference with Mr. Watson regarding PNC fees (0.2); follow up with Mr. Langdon regarding revisions to order and settlement (0.2); review and comment on proposal by PNC (0.4); follow up with Mr. Langdon (0.2)	1.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
06/27/08	R. MERCER	Prepare correspondence to Ms. Perignat regarding proposed 9019 order (0.1); prepare correspondence to Mr. Langdon regarding status of settlement agreement (0.1); review correspondence from and prepare correspondence to Mr. Langdon regarding same (0.1); work on settlement agreement and changes to proposed order (0.4); prepare correspondences to Mr. Langdon regarding revision to order (0.2); prepare correspondence to Mr. Jacobson and Ms. Perignat regarding draft of proposed order and settlement agreement (0.1)	1.00
06/30/08	R. MERCER	Meeting with Mr. Watson regarding various strategic issues	1.80
07/01/08	R. MERCER	Prepare correspondence to Mr. Watson regarding executing PNC settlement agreement (0.1); prepare correspondence to Mr. Langdon regarding executing PNC settlement agreement (0.1)	0.20
07/03/08	R. MERCER	Prepare correspondence to Mr. Watson regarding executing settlement agreement (0.1); prepare correspondence to Mr. Langdon regarding having PNC execute same (0.1)	0.20
07/07/08	R. MERCER	Exchange various emails with Mr. Langdon regarding settlement (.1); same with Mr. Christy regarding same (.4)	0.50
07/08/08	R. MERCER	Review correspondence from Mr. Langdon and prepare correspondence to Mr. Langdon regarding addressing typo in the proposed order (.3); follow up regarding same (.1)	0.40
07/09/08	R. MERCER	Telephone call from clerk regarding revisions to proposed order and revise same (.5); prepare correspondence to various attorneys regarding same and respond to correspondence from Mr. Jacobson regarding same (.2)	0.70



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
07/11/08	R. MERCER	Review correspondence from Mr. Marc Watson Jr. regarding abandoning files; prepare correspondence to Mr. Pomerantz regarding same	0.20
07/17/08	R. MERCER	Review and respond to correspondence from Mr. Marc Watson Jr. regarding abandoning documents (.1); prepare correspondence to Mr. Pomerantz regarding same (.4)	0.60
07/18/08	R. MERCER	Prepare correspondence to Mr. Marc Watson Jr. regarding documents not to abandon	0.20
07/21/08	R. MERCER	Review correspondence from Mr. Langdon regarding wire transfer for MVA attorneys' fees	0.10
07/23/08	R. MERCER	Review correspondence from Mr. Langdon regarding wiring money for MVA fees and prepare correspondence to Mr. Watson regarding same	0.10
07/30/08	R. MERCER	Prepare correspondence to Mr. Watson regarding status	0.10
08/12/08	R. MERCER	Telephone conference with Mr. Watson regarding redacted redacted and follow up regarding same	1.20
08/13/08	R. MERCER	Prepare correspondence to Mr. Watson regarding follow up telephone conference	0.10
08/15/08	R. MERCER	Receive correspondence from and prepare correspondence to Mr. Watson regarding redacted	0.10
08/20/08	R. MERCER	Telephone conference with Mr. Watson regarding strategic considerations	0.60
08/26/08	R. MERCER	Prepare correspondence to Mr. Watson regarding redacted redacted	0.20
09/02/08	R. MERCER	Telephone conference with Mr. Watson; telephone conference with Mr. Christy	0.10
09/04/08	R. MERCER	Review correspondence from Mr. Watson and report on administrative status	0.40



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
09/08/08	R. MERCER	Review leveraged leaseback "LBO style" complaint in the Mervyn's case (1.1) and prepare correspondence to Mr. Pomerantz regarding same (.1)	1.20
09/09/08	R. MERCER	Review correspondence from Mr. Watson regarding analysis	0.10
09/17/08	R. MERCER	Follow up regarding retention issue	0.20
10/02/08	R. MERCER	Receive correspondence to Mr. Watson regarding <del>redacted</del> prepare correspondence to Mr. Watson and prepare correspondence to Mr. Pomerantz regarding same	0.20
10/13/08	R. MERCER	Follow up with Messrs. Watson and Pomerantz regarding <del>redacted</del>	0.20
10/15/08	R. MERCER	Follow up with Mr. Watson regarding upcoming telephone conference	0.10
10/16/08	R. MERCER	Follow up regarding telephone conference with Messrs. Watson, Christy, and Pomerantz	0.10
10/17/08	R. MERCER	Telephone conference with Messrs. Watson, Christy and Pomerantz regarding <del>redacted</del> <del>redacted</del> and strategic considerations	2.20
10/20/08	R. MERCER	Telephone conference with Mr. Christy regarding <del>redacted</del> <del>redacted</del>	0.60
10/28/08	R. MERCER	Follow up with Mr. Christy regarding meeting <del>redacted</del> <del>redacted</del>	0.10
10/29/08	R. MERCER	Telephone conference with Mr. Christy regarding meeting <del>redacted</del>	0.10
10/30/08	R. MERCER	Telephone conference with Mr. Christy regarding meeting	0.10

Summary of Fees

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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
C. GALANEK	0.20	450.00	90.00
D. ASHBURN	0.20	385.00	77.00
D.A. FIELD	1.60	210.00	336.00
G. GODFREY	9.20	285.00	2,622.00
J. KRYSTINIK	1.00	310.00	310.00
R. MERCER	5.70	475.00	2,707.50
R. MERCER	121.10	455.00	55,100.50
W.B. BROCKMAN	0.70	480.00	336.00
W.L. HAGENAU	0.20	495.00	99.00
TOTAL	139.90	440.87	61,678.00

Total Fees for Professional Services \$ 61,678.00

## Reimbursable Disbursements and Other Charges

Conferencing	\$ 34.09
Federal Express	226.28
Database searching	271.52
Westlaw	1,849.31
Copying expenses	1,603.44
Total Reimbursable Costs	\$ 3,984.64