

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 Diehl
_____)	

**APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF PIKE NURSERY HOLDING LLC FOR AUTHORITY TO EMPLOY
PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL
AS OF NOVEMBER 21, 2007**

NOW COMES the Official Committee of Unsecured Creditors of Pike Nursery Holding LLC in this chapter 11 case (the “Committee”) and applies to the Court pursuant to sections 327, 328, and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended and supplemented, the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure to employ Pachulski Stang Ziehl & Jones LLP (“Pachulski”) as its counsel (the “Application”). In support of the Application, the Committee respectfully represents as follows:

BACKGROUND

1. On November 14, 2007 (the “Petition Date”), Pike Nursery Holding LLC (the “Debtor”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor is continuing in possession of its properties and is operating and managing its business as a debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

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 Pachulski Stang Ziehl & Jones LLP as its counsel and Powell Goldstein as its co-counsel. The Committee selected Pachulski because its attorneys have had substantial experience in matters of this nature, and the Committee believes that Pachulski is well qualified to represent it. By submission of this Application, the Committee requests that the Court enter an order authorizing the Committee to retain and employ Pachulski, as of November 21, 2007, the date of the Committee's selection of Pachulski to serve as its counsel.

RELIEF REQUESTED

4. Pursuant to the Application, the Committee requests that the Court approve its retention of Pachulski as its co-counsel.

BASIS FOR RELIEF REQUESTED

5. The Committee has selected Pachulski as its co-counsel because of the firm's extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code.

6. Pachulski is experienced in handling, among other things, general corporate matters and financing issues. Accordingly, Pachulski has the necessary background to deal effectively with many of the potential legal issues and problems that may arise during the Debtor's bankruptcy case. The Committee believes that Pachulski is well qualified and able to represent it in this case in an efficient and timely manner.

7. Upon approval of the Application, Pachulski will render the following legal services to the Committee:

- a. provide legal advice and assistance to the Committee relative to the Debtors' administration of its chapter 11 case;
- b. represent the Committee at hearings held before the Court and communicate with the Committee regarding the issues raised, as well as the decisions of the Court;
- c. assist and advise the Committee in its examination and analysis of the conduct of the Debtors' affairs and the reasons for its chapter 11 filings;
- d. review and analyze all applications, motions, orders, statements of operations and schedules filed with the Court by the Debtors or third parties, advise the Committee as to their propriety, and, after consultation with the Committee, take appropriate action;
- e. assist the Committee in preparing applications, motions and orders in support of positions taken by the Committee, as well as prepare witnesses and review documents in this regard;
- f. apprise the Court of the Committee's analysis of the Debtors' operations;
- g. confer with the financial advisors and any other professionals retained by the Committee, if any are selected and approved, so as to advise the Committee and the Court more fully of the Debtors' operations;
- h. assist the Committee in its negotiations with the Debtors and other parties-in-interest concerning the terms of any proposed plan of reorganization;
- i. assist the Committee in its consideration of any plan of reorganization proposed by the Debtors or other parties-in-interest as to whether it is in the best interest of creditors and is feasible;

j. assist the Committee with such other services as may contribute to the confirmation of a plan of reorganization;

k. advise and assist the Committee in evaluating and prosecuting any claims that the Debtors may have against third parties;

l. assist the Committee in the determination of whether to, and if so, how to, sell the assets of the Debtors for the highest and best price; and

m. assist the Committee in performing such other services as may be in the interest of creditors, including, but not limited to, the commencement of, and participation in, appropriate litigation respecting the estate.

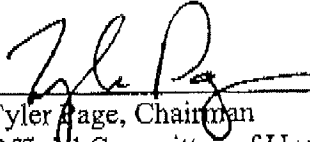
8. To the best of the Committee's knowledge, other than as discussed in Exhibit "A," Pachulski (i) does not represent any other entity in connection with this case, (ii) is "disinterested" as that term is defined in section 101 of the Bankruptcy Code, and (iii) does not represent or hold any interest adverse to the interest of the Debtor's bankruptcy estate with respect to the matters on which it is to be employed.

9. Pachulski has agreed to represent the Committee at its standard hourly rates, subject to a discounted rate for one attorney discussed below. Although other professionals at Pachulski may work on this case, the Committee anticipates that the following professionals will be the primary ones at Pachulski working on this case: Jeffrey N. Pomerantz at \$470.00 per hour (a reduction from his standard hourly rate of \$575), Jeffrey W. Dulberg at \$450.00 per hour, and Beth D. Dassa (paralegal) at \$165.00 per hour. Resumes for the above-named attorneys and paralegals are attached. Pachulski reserves the right to petition the Court for an enhancement based upon its efforts and the outcome of the case.

10. The statement required by Rule 2014(a) of the Federal Rules of Bankruptcy Procedure is attached as Exhibit "A."

WHEREFORE, the Official Committee of Unsecured Creditors of Pike Nursery Holding LLC respectfully requests that the Court enter an order (i) authorizing it to employ the law firm of Pachulski Stang Ziehl & Jones LLP to represent it as counsel in this chapter 11 case as of November 21, 2007, and (ii) grant such other and further relief as is just and proper.

Dated: November 30, 2007



Tyler Page, Chairman
Official Committee of Unsecured
Creditors of Pike Nursery Holding, LLC

EXHIBIT A

EXHIBIT "A"

**RULE 2014 VERIFICATION WITH REGARD
TO EMPLOYMENT OF PACHULSKI STANG ZIEHL & JONES LLP**

Personally appeared before the undersigned officer duly authorized to administer oaths, Jeffrey W. Dulberg, who, after being duly sworn, stated as follows:

1. I am over the age of 18 years and a partner of the law firm of Pachulski Stang Ziehl & Jones LLP ("Pachulski") and in that capacity I have personal knowledge and authority to speak on behalf of Pachulski with respect to the matters set forth herein. This Affidavit is offered in support of the Application of Official Committee of Unsecured Creditors of Pike Nursery Holding LLC for Authority to Employ Pachulski Stang Ziehl & Jones LLP as Co-Counsel as of November 21, 2007. Upon information and belief, the matters set forth in this Affidavit are true and correct.

2. I and the other attorneys of Pachulski who will be practicing before this Court have been admitted pro hac vice to practice law in the United States Bankruptcy Court for the Northern District of Georgia. Resumes of the attorneys who will be primarily responsible for these cases are attached as Exhibit "1."

3. Attached as Exhibit "2" is a description of the firm setting forth the qualifications of the firm and its attorneys.

4. Neither I nor Pachulski has agreed to share any compensation or reimbursement awarded in these cases with any other person except pursuant to the partnership agreement of Pachulski.

5. Pachulski has made the following investigation prior to submitting this declaration. Pachulski has undertaken a full and thorough review of its computer database which contains the names of clients and other parties interested in particular matters. Since the Debtor

has not yet filed its schedules, Pachulski has compiled this list from the pleadings on file to date and other information it has obtained. Pachulski will update the list of searched parties as additional parties become known. These parties include the Debtor, secured creditors, certain officers, equity holders, board members and the 20 largest unsecured creditors (collectively, the “Searched Parties”¹). Pachulski requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through Pachulski’s database and to enter into that data base conflict information regarding new clients or new matters. In particular, under my supervision, the parties disclosed in Exhibit “3” were searched in our database.

6. To the best of my knowledge, information and belief, neither Pachulski nor any partner, associate, employee, officer, or agent of Pachulski has any connection with the Debtor, the United States Trustee, any creditors, or any other party in interest or their respective attorneys and accountants, other than as disclosed herein or in Exhibit “4.”

7. Pachulski has approximately 55 attorneys, including both corporate attorneys and litigation attorneys. As a result, Pachulski may have in the past and may in the future from time to time, in matters unrelated to the Committee, the Debtor or the captioned bankruptcy case, represent other parties which are either debtors or creditors of the Debtor or of members of the Committee. While Pachulski has represented creditors of the estate in matters unrelated to these cases, Pachulski does not represent any entity other than the Committee with regard to the estate and/or matters affecting the estate. No other relationship will affect Pachulski’s representation of the Committee, and the firm is qualified as a “disinterested person” within the meaning of

¹ The representations contained in this Affidavit are limited to the Searched Parties.

section 101(14) of the Bankruptcy Code. At this time, Pachulski is unaware of any current representation of creditors of the Debtor except as set forth in Exhibit "4."

8. As part of its practice, Pachulski appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, including other professionals representing the Debtor, creditors and other parties in interest in this case. Various attorneys at Pachulski have worked with, against, or are friends with or are related to individuals working at professional firms identified on Exhibit "3." In certain instances, such professionals may have been clients of Pachulski, or Pachulski may have mediated disputes in which such professionals were parties or were counsel to such mediating parties. All of the other cases, proceedings and transactions in which Pachulski is involved and professionals representing the Debtor or other parties in interest are also involved are totally unrelated to the Debtor and this Chapter 11 case.

9. There are approximately 35 persons or entities listed on Exhibit "3". However, I anticipate that a review of Pachulski's client database with regard to all of the Debtor's creditors and parties in interest would disclose that Pachulski previously represented and/or currently represents one or more creditors or parties in interest (or one or more of their respective parent companies, subsidiaries and affiliates) in addition to those of the parties who are specifically identified in Exhibit "4." I am unaware, however, of any clients Pachulski has represented or represents which are related in any way to the Debtor or this case.

10. Upon information and belief, except as disclosed in Exhibit "4," neither Pachulski, nor any partner, associate, employee, officer or agent of Pachulski has any of the following affiliations with the Debtor: (1) as a creditor, equity security holder, or insider; (2) as an investment banker for any security of the Debtor outstanding now or within the last three

years; (3) as a director, officer, or employee of the Debtor within the last two years prior to the date of the filing of the petitions in these cases; or (4) as a holder of an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor.

11. To the best of my knowledge, information, and belief formed after reasonable inquiry, except as disclosed in Exhibit "4," neither I nor Pachulski holds or represents any interest adverse to the Debtor's estate.

12. Employment of Pachulski as counsel for the Committee is appropriate under sections 327, 328, and 1103 of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure.

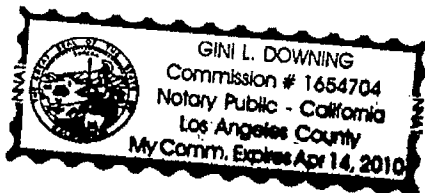
Dated: November 30, 2007


Jeffrey W. Dulberg

State of California)
County of Los Angeles)

Subscribed and sworn to (or affirmed) before me on this 30th day of November, 2007, by Jeffrey W. Dulberg, personally known to me or proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

(seal)



Signature Gini Downing
Notary Public

EXHIBIT 1
to EXHIBIT A

JEFFREY N. POMERANTZ

Mr. Pomerantz's practice includes representing companies in complex in and out-of-court financial restructurings. Mr. Pomerantz has particular expertise in restructurings in the restaurant and retail sectors, having represented debtors in The Cooker Restaurants, The Gingiss Group/Gary's Tuxedo's, Breuners Home Furnishings, Martin Lawrence Limited Editions, Sunbelt Nursery Group and Party America bankruptcy cases. Mr. Pomerantz also has an active creditors' committee practice, having represented the creditors' committees in Glazed Investments (Krispy Kreme), Spectrum Restaurant Group, Cimms, Inc., Sega Gameworks, Airnet Communications, Country Home Bakers and Bugle Boy Industries. Mr. Pomerantz's practice is generally focused on middle-market companies with annual revenues ranging from \$25-\$300 million. Mr. Pomerantz is a member of the national Board of Directors of the American Bankruptcy Institute and serves as co-chair of its annual Southwest Bankruptcy Program. Mr. Pomerantz is a graduate of New York University, where he also received his J.D. Mr. Pomerantz is admitted to practice in California, and is a resident in our Los Angeles office.

JEFFREY W. DULBERG

Mr. Dulberg has substantial experience representing debtors, creditors, asset purchasers, and committees in chapter 11 cases. He has handled numerous insolvency and commercial matters, including a wide variety of bankruptcy sales and appeals before the Bankruptcy Appellate Panel of the Ninth Circuit. Mr. Dulberg's recent representations have focused on mortgage companies, including subprime lenders, and he has spoken nationwide regarding these matters. Mr. Dulberg is a graduate of Swarthmore College and received his J.D. from UCLA. Mr. Dulberg was a teaching assistant with the UCLA Department of Political Science. He is admitted to practice in California and is a resident in our Los Angeles office. His representative matters include: (a) chapter 11 debtors: People's Choice Home Loans; Prime Measurement Products; Olympia

Group; RFB Cellular; Trend Technologies; Track 'n Trail; and the following creditors' committees: Sega GameWorks; Mercury Plastics; Custom Food Products (I).

BETH DASSA

Education: B.A. in Speech Communications, California State University Northridge, 1987. Attorney Assistant Training Program, University of California, Los Angeles (Paralegal Certificate, 1988). Employed by Pachulski Stang Ziehl & Jones LLP since January 2007. Working as a paralegal on chapter 7 and chapter 11 cases since 1998.

EXHIBIT 2
to EXHIBIT A

Firm Profile

Since 1983, Pachulski Stang Ziehl & Jones LLP has assembled a team of highly talented lawyers and developed a nationally recognized insolvency practice.

With offices in Los Angeles, San Francisco, New York and Wilmington, DE, we provide our clients with a unique combination of top-quality representation and small-firm economics and commitment. We have depth and expertise in four distinct, but closely related areas:

- Bankruptcy reorganizations and out-of-court workouts
- General business litigation
- Business transactions
- Avoidance, claims and other bankruptcy litigation

Our goal is to provide qualified, experienced and effective representation. We believe that the firm is well-equipped to deliver such representation to a wide variety of clients, from small businesses to large public corporations, and across many industries. We understand full well that we are judged by the results we achieve for our clients.

Business Reorganizations & Workouts

- Debtors
- Unsecured Creditors' Committees
- Special Interest Committees
- Trustees
- Examiners
- Secured and Major Unsecured Creditors
- Asset Purchasers and Investors
- Middle Market Bankruptcy

We have one of the largest and most highly regarded bankruptcy practices in the nation. Our bankruptcy attorneys are experienced in representing all of the major constituencies in bankruptcy proceedings and out-of-court workouts, including debtors, committees, trustees, secured and major unsecured creditors, bondholders, asset purchasers, and third-party plan proponents. Our clients include large public corporations as well as small businesses and individuals. Our effectiveness is enhanced by this breadth of experience and our capability in virtually all aspects of chapter 11 cases. Unsecured Creditors' Committees

Creditor Committee Representation

Official unsecured creditors' committees are established in most major chapter 11 cases to represent and protect the interests of trade creditors, bondholders, and other holders of unsecured debt. Members of the firm have represented committees in numerous significant cases, including:

Adesta Communications

The firm represented the creditors' committee of Adesta Communications, a fiber-optic network systems integration company with approximately \$450 million in debt. A reorganization plan was confirmed within a year of the filing.

Agway

The firm served as counsel to the creditors' committee of unsecured creditors of Agway, Inc., one of the largest agricultural cooperatives in the United States. At the time of filing, Agway had more than 66,000 members and in excess of \$1 billion of claims against it. With the active participation of the committee, Agway liquidated its various businesses during the case, including the sale of its Agronomy and Seedway businesses to Growmark for approximately \$65 million, the sale of its leasing business to Wells Fargo Leasing for approximately \$400 million, and the sale of its home heating oil and gas business to Suburban Propane for approximately \$200 million. The committee negotiated the plan of reorganization that was recently confirmed in Agway's case.

America West Airlines

America West, a major, Phoenix-based regional airline, confirmed a consensual plan of reorganization based on a path-breaking strategic alliance with Continental Airlines. Creditors who received stock in the reorganized airline were repaid in full with postpetition interest.

Bugle Boy

The firm represented the creditors' committee in the Bugle Boy Industries bankruptcy case. Bugle Boy was a clothing manufacturer and operated several hundred retail stores throughout the country. Although a distribution to general unsecured creditors seemed unlikely when the cases were filed, a liquidating plan was confirmed in June 2002 that provided for a distribution to creditors.

B.U.M. International

As committee counsel, the firm conceived and confirmed a plan of reorganization for the owner of the world recognized B.U.M. Equipment® mark. The committee plan placed B.U.M.'s assets and operations under the control of a corporation owned 100% by B.U.M.'s unsecured creditors.

Caribbean Petroleum

Caribbean Petroleum Corporation controlled 19% of the retail petroleum market in Puerto Rico through approximately 220 service stations, a 48,000 barrel-per-day refinery, a 2.2 million barrel tank farm, pipelines, and the only privately owned dock and terminal facility in San Juan Harbor. Notwithstanding in excess of \$80 million of secured debt, the committee was successful in negotiating a consensual plan that provided for an effective-date distribution of 40% and distributions of an additional 30% over the three-year period following the effective date.

Cimms

Counsel to the creditors' committee of one of the largest Burger King franchisees in the country, with approximately 100 restaurants in California, Washington, Hawaii, Texas, and Virginia.

Country Home Bakers

The firm represented the creditors' committee in the Country Home Bakers case pending in Connecticut bankruptcy court. Country Home Bakers manufactured cookies, cakes, and bread-related products. A liquidating plan was confirmed in June 2004 and creditors are expected to receive more than a 40% distribution on account of their claims.

Crescent Jewelers

Crescent is a leading West Coast-based specialty jewelry chain comprised of 123 stores located in 3 states with scheduled assets of \$128 million and liabilities of \$164 million. The firm represents the creditor's committee in this ongoing case, which currently features a sale process aimed at both strategic and financial buyers, together with efforts toward a negotiated plan of reorganization.

DAK Industries

The firm served as counsel to the creditors' committee of this consumer electronics catalogue company, which had annual sales of over \$200 million.

Direct TV Latin America

The firm represented the creditors' committee in this chapter 11 case involving unsecured debt in excess of \$2.5 billion. We successfully negotiated a consensual plan of reorganization that was confirmed less than twelve months following the petition date. The plan received the support of holders of in excess of 99% of unsecured claims.

Fedco

Counsel to the creditors' committee in the chapter 11 bankruptcy case of Fedco, which operated a chain of general merchandise retail stores in Southern California with annual sales of several hundred million dollars and approximately \$150 million of debt as of the petition date.

First Capital Holdings Corporation

A holding company whose insurance subsidiaries were seized by state insurance regulators, the bankruptcy of this multi-billion dollar concern was one of the nation's largest and most complex insurance-related insolvencies. In addition to billions of dollars of contingent and disputed claims, the company had bank and public debt in excess of \$400 million. The firm played the lead role in confirming a committee-generated plan of reorganization.

First Executive Corporation

We initiated and confirmed a committee-generated plan of reorganization for this holding company whose principal subsidiaries, including Executive Life Insurance Company, were seized by insurance regulators. The debtor had assets prior to the filing of nearly \$20 billion and unsecured debt, including contingent and disputed claims, in the tens of billions of dollars.

Foss Manufacturing

Foss makes non-woven fabrics used in the automotive industry as well as other applications.

Functional Restoration Medical Center

The firm represented the committee in the chapter 11 case of this owner and operator of a chain of MRI centers throughout Southern California. In light of evident management issues, the committee successfully sought the appointment of a chief restructuring officer and thereafter participated in an extensive marketing of the debtor's assets. With the assistance of the committee, the debtor was able to negotiate significant reductions in the secured debt held by various secured creditors. Within three months, the debtor was able to sell its assets at the market's maximum value.

Future Media Productions

Prior to the petition date, this DVD and CD replicator had significantly reduced its labor force and entered into an agreement for the sale of substantially all of its assets. The creditors'

committee, represented by the firm, determined that the proposed sale, subject to an auction and certain other restrictions, would maximize the recovery for the general unsecured creditors. The firm was also successful in identifying certain assets of the debtor that could be monetized through litigation, and is currently involved in litigation in an attempt to maximize the recovery for general unsecured creditors.

General Cinemas

At the time of its chapter 11 filing, General Cinemas was the eighth largest theatre chain in North America with approximately 750 screens mostly in the Midwest and Northeast.

Guy F. Atkinson Company

One of the largest construction companies in the United States, with revenue in excess of \$450 million in 1996, Atkinson built the Grand Coulee Dam, the United Nations headquarters and the Diablo Canyon nuclear power plant.

iLogistix

The firm represents the creditors' committee of Software Logistics Corporation d/b/a iLogistix. Prior to a going-concern sale of its assets in which the committee and the firm played a pivotal role, iLogistix was in the business of providing global supply chain management services to some of the largest technology companies in the world. The committee proposed a plan of liquidation for iLogistix that resulted in substantial recoveries for unsecured creditors.

Irving Tanning

We served as counsel to the official committee of unsecured creditors in the case of Irving Tanning Company, which is engaged in the business of treating and finishing cow hides into leather sold to manufacturers of leather products in the United States and worldwide. At the beginning of the case, the company's secured lender was insisting on a liquidation, and opposed the debtor's request to use cash collateral. The committee uncovered a potential claim against the secured lender and otherwise sought to resist efforts to liquidate the company. Ultimately, an orderly process for selling or reorganizing the company was established that resulted in a confirmed plan of reorganization funded by a financial buyer for the company, thereby sparing it from outright liquidation.

Key3Media

We represented the official committee of unsecured creditors in negotiating a restructuring of over \$100 million of secured debt and \$290 million of bond debt, all of which was accomplished in approximately four months.

Loews Cineplex Entertainment

Loews is the nation's second largest film-distribution company with over 3,500 screens and revenues exceeding \$1 billion.

Lynx Golf

Lynx was a well-known manufacturer of high-end golf clubs and related equipment. The committee actively participated in negotiations of a "new value" plan with the company's equity holders, which is expected to generate a return to general unsecured creditors of approximately 55%.

Mariner Post-Acute Network

The firm represented the creditors' committee in the bankruptcy case of Mariner Post-Acute

Network and its affiliated debtors. In this case involving one of the nation's largest operators of skilled nursing facilities, the firm successfully negotiated for a distribution to general unsecured creditors in a case where no such distribution was expected.

Mercury Plastics

The firm represented the committee in the chapter 11 case of Mercury Plastics in the United States Bankruptcy Court for the Central District of California. Through the Firm's efforts, the committee negotiated a consensual plan with the debtor's principals and outside investors that resulted in an 80% distribution to general unsecured creditors on the effective date of the plan.

Metricom

The firm represented the creditors' committee of Metricom, a wireless modem-based internet access provider with more than 60,000 subscribers in 13 markets nationwide. The committee directed the liquidation of the debtor's assets.

Northpoint Communications

The firm represents the committee for Northpoint, a nationwide provider of DSL internet services to 100,000 subscribers, with unsecured debt exceeding \$520 million. The company's assets were sold to AT&T for \$135 million.

Organized Living

The firm represents the committee in this case, which involves twenty-six retail stores selling products designed for organizing the home and office.

Orange County

A member of the firm served as counsel to the master unsecured creditors' committee in the county's chapter 9 case and played an active role in Sacramento in formulating, negotiating, and supporting passage of the county's pivotal recovery legislation.

Pannell Kerr Forster

This national accounting firm had over thirty offices, and liquidated and contingent liabilities in excess of \$800 million. The firm's efforts resulted in post-confirmation injunctive relief through a novel theory integrating a class-action suit against the former partners with the plan of reorganization, and which resulted in a published decision: *In re Madison Associates*, 183 B.R. 206 (Bankr. C.D. Cal. 1995).

Pennsylvania Fashions

As counsel to the creditors' committee, we uncovered litigation claims conveyed to a liquidating trust. Upon confirmation, the proceeds of the trust, together with a cash distribution from the reorganized debtor, yielded a 25 percent recovery for a position considered to be "under water" from the outset, as evidenced by the secured lenders recovering nothing on their large deficiency claim. The firm was awarded a bonus for the extraordinary result achieved.

Piknik Products Company

We were counsel to the creditors' committee in this chapter 11 bankruptcy case in Alabama. Piknik was a manufacturer and packager of condiments and beverages. As counsel to the committee, we participated in several successful asset sales for the debtor's bottling and condiment equipment, as well as the real property where its beverage operations took place. We successfully negotiated a liquidation plan with the debtor and other creditor constituencies.

Pizza Time Theaters

Pizza Time, aka Chuck-E-Cheese, operates a national chain of theme pizza restaurants and associated video-game parlors. The committee, represented by the firm, was instrumental in obtaining "consensual" confirmation of the debtor's plan of reorganization by aggressive pursuit of a competing plan of reorganization that offered substantially less to subordinated debentures holders.

Price Oil

Price Oil and its affiliates supply gasoline fuel to approximately 100 convenience store owners and operators throughout Alabama and the Florida panhandle. Although the debtors' secured lender has asserted first priority liens in substantially all of the debtors' assets and its claims are significantly undersecured, the Firm, as counsel to the creditors' committee, was successful in negotiating a global settlement by and among the lender, the debtors, major fuel supply companies, and other parties in interest. If the bankruptcy court approves the plan, unsecured creditors will receive a substantial recovery and other consideration, funded by the proceeds of the sale of the debtors' fuel contracts and other distribution assets,

Qintex Entertainment

This television production and distribution company and its related entities faced unsecured debt totaling more than \$100 million. We participated in a successful asset sale and negotiated a complex consensual plan of reorganization.

Sega Gameworks

We are counsel to the creditors' committee in the chapter 11 bankruptcy case of Sega Gameworks, currently pending in Los Angeles bankruptcy court. Gameworks was formed in 1986 as a joint venture among SEGA Enterprises, DreamWorks SKG, and Universal Studios, and is headquartered in Glendale, California. The enterprise includes fourteen full-scale location-based entertainment centers and four traditional video arcades.

SeraCare

The firm is counsel to the creditors' committee in this chapter 11 case of a publicly traded biotechnology company. Unsecured creditors are expected to achieve a full recovery in the case, plus interest.

Specialty Restaurants

This owner and operator of forty-six restaurants nationwide was also involved in real estate development, owned one of the world's largest collections of vintage World War II airplanes, and faced creditor claims in excess of \$30 million. The firm negotiated a reorganization plan that offered unsecured creditors 100% of their claims plus interest.

Tom's Foods

The firm represented the creditors' committee of Tom's Foods, Inc. The debtor was a leading regional snack food manufacturer with a strong presence in the Southeast and Southwest, with manufacturing operations in California, Florida, Georgia, Tennessee, and Texas. The debtor manufacture d over 250, and sells over 300, snack food products and had a distribution network servicing 43 states through more than 2,000 sales routes. The committee negotiated with the debtor regarding a sale of its assets, which were acquired by a competitor thereby allowing many of the debtor's vendors to continue their sales relationships.

Twin Cities Avanti Stores

Twin Cities Avanti Stores owned and operated 95 gas stations and convenience stores located mostly in Minnesota. The case was very litigious because of the secured creditor's deficiency claim of approximately \$30 million. Both the debtor and the secured creditor confirmed competing plans of reorganization. Under both plans, the general unsecured creditors received a 10% distribution.

Ultimate Electronics

The firm represented the creditors' committee (and, postconfirmation, the liquidating successor) in the chapter 11 case of this leading specialty retailer of high-end home entertainment and consumer electronics, operating more than 75 stores. In less than a year from the petition date, the debtors and the committee jointly proposed and confirmed a plan of liquidation, which continues to return distributions to unsecured creditors.

Waterlink

The firm represented the committee in negotiating the sale of the debtor's assets, and a joint plan that resulted in a significant distribution to unsecured creditors.

West Contra Costa Healthcare District

The firm represents the creditors' committee in the chapter 9 bankruptcy case of West Contra Costa Healthcare District. The District is a public agency created for the purpose of owning and operating a hospital in San Pablo, California.

Western Integrated Networks

The firm represented the creditors' committee of Winfirst, a "fiber to the home" provider of combined local telephone and cable-television service, together with high-speed internet access. Winfirst sold its assets to SureWest Communications as a going concern.

Wherehouse Entertainment, Inc.

The firm represented the committee for one of the largest retailers of prerecorded music in the United States in its second chapter 11 case. Substantially all of the assets of Wherehouse were acquired by Trans World Entertainment in a bankruptcy court-approved sale.

EXHIBIT 3
to EXHIBIT A

<u>DEBTOR</u>
PIKE NURSERY HOLDING, LLC
<u>SECURED CREDITORS/LENDERS</u>
PDIP LLC
Bank of America
PNC Bank
<u>TOP 20 UNSECURED CREDITORS</u>
Monrovia-West Coast
Wight Nurseries Inc.
Pennington Seed, Inc.
Grosouth, Inc.
Wenke Greenhouse
Border Concepts, Inc.
Bosse Concrete Products
Sims Bark Company Inc.
Flowerwood Nursery
Greenleaf Nursery Company-Texas
American Express Punch Card
Caffco-Naturline
Sunbelt Greenhouses
Baskin Nursery, Inc.
Dudley Nurseries, Inc.
Pavestone
Coweta Greenhouses Inc.
I.M. Flowers
Riverbend Nursery Inc.
Gerson International
<u>CURRENT AND FORMER OFFICERS/DIRECTORS</u>
Scott Schnell
Jeffrey Keenan
Stephen Aaronson
Spirit
<u>PROFESSIONALS</u>
Scroggins & Williamson
Powell Goldstein, LLP
King & Spalding

<u>EQUITYHOLDER</u>
Roark/Roark Capital
<u>LANDLORD / LESSOR</u>
Metropolitan Atlanta Regional Transit Authority
MARTA
Carter Lindbergh Retail, LLC

EXHIBIT 4
to EXHIBIT A

Disclosure of Connections

Parties	Description of Connection
Aurora Management Partners, Inc. ("Aurora") — Committee's proposed financial advisor	Pachulski has represented chapter 11 debtors and committees where members of Aurora have served as financial advisor to the debtor/committee and/or as restructuring officers.
Powell Goldstein, LLP	Pachulski represents a debtor in a chapter 11 case in which Powell represents Aurora as the debtor's financial advisors.
Monrovia (Committee Member)	Pachulski represents a debtor in a chapter 11 case that has an equity holder who is an employee of Monrovia

EXHIBIT B

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

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

**ORDER AUTHORIZING EMPLOYMENT OF PACHULSKI STANG ZIEHL &
JONES LLP AS CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF PIKE NURSERY HOLDING LLC AS OF NOVEMBER 21, 2007**

This matter having come before the Court on the Application of Official Committee of Unsecured Creditors of Pike Nursery Holding LLC for Authority to Employ Pachulski Stang Ziehl & Jones LLP (“Pachulski”) as Counsel as of November 21, 2007 (the “Application”)² and on a verification under Rule 2014 of the Federal Rules of Bankruptcy Procedure with regard to employment of Pachulski by Jeffrey W. Dulberg, a member of that firm, in support

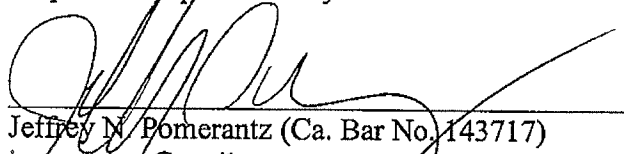
² Capitalized but undefined terms shall have the meanings assigned to them in the Application.

thereof and it appearing that (i) the procedures identified in the Rule 2014 verification regarding the procedure by which Pachulski searched for connections and (ii) information disclosed are reasonable and sufficient under the circumstances,

NOW, THEREFORE, IT IS HEREBY ORDERED AND ADJUDGED that the employment of Pachulski Stang Ziehl & Jones LLP as counsel to the Official Committee of Unsecured Creditors of Pike Nursery Holding LLC is APPROVED as of November 21, 2007, for the purposes set forth in the Application; provided, however, that any party in interest shall have twenty (20) days from the entry of this order to object to such employment. If no objection is received within such time, this Order shall be deemed final on the twenty-first (21st) day after its entry. If objection is received, the Court will set a hearing date and notice thereof will be provided. If any supplemental declarations are filed and served after entry of this Order, absent any objections filed within twenty (20) days after the filing and service of such supplemental declarations, the employment of Pachulski shall continue as authorized pursuant to this Order.

END OF DOCUMENT

Prepared and presented by:



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Proposed Counsel to the Official Committee of
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CERTIFICATE OF SERVICE

This is to certify that, on the 30th day of November 2007, I caused to be served a true and correct copy of the foregoing APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF PIKE NURSERY HOLDING LLC FOR AUTHORITY TO EMPLOY PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL, AS OF NOVEMBER 21, 2007, by depositing same in the United States Mail with sufficient postage affixed thereon to ensure delivery to the parties on the attached Service List.

/s/ Gwendolyn J. Godfrey

Gwendolyn J. Godfrey

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