Sander L. Esserman
State Bar No. 06671500
Andrea L. Ducayet
State Bar No. 24032790
Heather J. Panko
State Bar No. 24049516
STUTZMAN, BROMBERG, ESSERMAN & PLIFKA,
A Professional Corporation
2323 Bryan Street, Suite 2200
Dallas, TX 75201-2689
Phone: (214) 969-4900
Facsimile: (214) 969-4999

COUNSEL FOR STEVEN A. FELSENTHAL,
IN HIS CAPACITY AS COURT-APPOINTED MEDIATOR

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	Chapter 11
PILGRIM'S PRIDE CORPORATION, *et al.*,	§	Case No. 08-45664-DML-11
	§	Jointly Administered
Debtors.	§	

SUMMARY COVERSHEET TO FINAL APPLICATION OF STUTZMAN, BROMBERG, ESSERMAN & PLIFKA, A PROFESSIONAL CORPORATION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO STEVEN A. FELSENTHAL, COURT-APPOINTED MEDIATOR, FOR THE PERIOD FROM MARCH 19, 2009 THROUGH DECEMBER 31, 2009

Fee Application of Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, As Counsel to Steven A. Felsenthal, Court-Appointed Mediator, for the period of March 19, 2009 through December 31, 2009.

Capacity:	Counsel to Steven A. Felsenthal Court-Appointed Mediator	Chapter:	Chapter 11

Debtors: Pilgrim's Pride Corporation
PFS Distribution Company
PPC Transportation Company
To-Ricos, Ltd.
To-Ricos, Distribution, Ltd.
Pilgrim's Pride Corporation of West Virginia, Inc.
PPC Marketing, Ltd.

Case No: 08-45664-DML-11

Retainer Received: None

Amount Previously Paid by Estate: $78,684.44

Amount Requested:

Total Fees:	$76,628.75
Total Expenses	$2,055.69
Total:	$78,684.44

Voluntary Reductions:

Fee Reductions:	$1,000.00
Expense Reductions:	N/A
Total Reductions:	$1,000.00

Expenses:

In-House Photocopies:	$84.20	Local Travel/Parking:	$14.00
Outsourced Photocopies:	$1,322.97	Meals:	$0.00
Long Distance Telephone:	$10.46	CourtCall:	$101.00
Pacer/Westlaw:	$357.07	Transcripts:	$48.00
Deliveries/Postage:	$116.19	Facsimiles:	$1.80
		Total Expenses:	$2,055.69

Hourly Rates:

	Attorneys	Paralegals
Highest Rates:	$700.00/hour	$175.00/hour
Hours Billed:	196.80	6.60
Average:	$390.29	$169.55

/s/ Andrea L. Ducayet
Andrea L. Ducayet

3/31/2010
Date

Sander L. Esserman
State Bar No. 06671500
Andrea L. Ducayet
State Bar No. 24032790
Heather J. Panko
State Bar No. 24049516
STUTZMAN, BROMBERG, ESSERMAN & PLIFKA,
A Professional Corporation
2323 Bryan Street, Suite 2200
Dallas, TX 75201-2689
Phone: (214) 969-4900
Facsimile: (214) 969-4999

COUNSEL FOR STEVEN A. FELSENTHAL,
IN HIS CAPACITY AS COURT-APPOINTED MEDIATOR

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	Chapter 11
PILGRIM'S PRIDE CORPORATION, *et al.*,	§	Case No. 08-45664-DML-11
	§	Jointly Administered
Debtors.	§	

FINAL APPLICATION OF STUTZMAN, BROMBERG, ESSERMAN & PLIFKA, A PROFESSIONAL CORPORATION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO STEVEN A. FELSENTHAL, COURT-APPOINTED MEDIATOR, FOR THE PERIOD FROM MARCH 19, 2009 THROUGH DECEMBER 31, 2009

NAME OF APPLICANT:	Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation
AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES TO:	Steven A. Felsenthal, Court-Appointed Mediator
DATE OF RETENTION:	March 19, 2009

PERIOD FOR WHICH COMPENSATION AND REIMBURSEMENT IS SOUGHT:	March 19, 2009 through December 31, 2009
TOTAL FEES BILLED:	$76,628.75
TOTAL EXPENSES INCURRED:	$2,055.69
TOTAL FEES AND EXPENSES:	$78,648.44
TOTAL AMOUNT OF FEES PAID:	$76,628.75
TOTAL AMOUNT OF EXPENSES PAID:	$2,055.69
UNPAID FEES AND EXPENSES:	$0.00
PERCENTAGE OF TOTAL FEES & EXPENSES ATTRIBUTABLE TO BANKRUPTCY MATTERS:	100%
PERCENTAGE OF TOTAL FEES & EXPENSE ATTRIBUTABLE TO NON-BANKRUPTCY MATTERS:	0%
INTERIM OF FINAL APPLICATION:	This is Applicant's first and final application for compensation and reimbursement of expenses in these cases.

TO THE HONORABLE D. MICHAEL LYNN,
UNITED STATES BANKRUPTCY JUDGE:

Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation ("SBEP" or "Applicant"), hereby submits this Final Application of Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, for Compensation and Reimbursement of Expenses Incurred as Counsel to Steven A. Felsenthal, Court-Appointed Mediator, for the Period from March 19, 2009 through December 31, 2009 (the "Application"), pursuant to 11 U.S.C. § 328, 329, 330 and 331, Federal Rule of Bankruptcy Procedure 2016, Local Bankruptcy Rule 2016.1, Order Granting Motion for (I) Appointment of A Fee Review Committee and (II) Amendment of the Interim Compensation Order (the "Amended Compensation Procedures Order"), the Court's Findings of

Fact, Conclusions of Law, and Order Confirming Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (As Modified) (the "Confirmation Order"), and the Guidelines for Compensation and Expense Reimbursement of Professionals adopted by the Northern District on December 21, 2000, via General Order No. 00-7 (the "Northern District Guidelines"). By this Application, Applicant seeks final approval and payment of all amounts in this Application for legal services performed and expenses incurred during the period commencing March 19, 2009 through and including December 31, 2009[1] (the "Compensation Period"). In support hereof, Applicant respectfully represents the following:

JURISDICTION

l. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On December 1, 2008 (the "Petition Date"), Pilgrim's Pride Corporation and various affiliates (the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), thereby commencing the above-captioned bankruptcy cases.

3. On or about February 7, 2009, the Debtors filed their Motion for Authorization to Enter into an Amendment to the DIP Credit Agreement in Connection with the Debtors' Determination to Idle Certain Underperforming Plants (the "Plant Idling Motion") [Docket No. 987]. By their Plant Idling Motion, the Debtors sought authority to modify previously entered

[1] Pursuant to the Confirmation Order, final fee applications are only required to cover Applicant's fees and expenses through December 10, 2009 (the "Confirmation Date"). However, the Fee Review Committee requested that Applicant submit its entire December 2009 invoice to the Fee Review Committee. Thus, in order to be consistent with those fees and expenses that were submitted to the Fee Review Committee, this Application seeks approval of Applicant's fees and expenses incurred through December 31, 2009.

orders respecting financing in order to, *inter alia*, expend funds to idle (i.e., temporarily shut down) plants operated by Debtors in Douglas, Georgia; El Dorado, Arkansas; and Farmerville, Louisiana.

4. On March 17, 2009, numerous parties filed objections to the Debtors' Plant Idling Motion asserting that it would result in substantial job losses in Douglas, El Dorado and Farmerville, as a result of both termination of employees at the plants in those communities and the resulting shut-down of farms operated by approximately 430 chicken growers that supplied those plants. *See* Objection of Numerous Chicken Growers in Louisiana and Arkansas to Debtors' Plant Idling Motion or, Alternatively, Motion for Continuance Due to Failure to Give Statutory Notice Under Rule 2002(c)(1) [Docket No. 1208]; Objection of the Douglas-Coffee Parties to the Debtors' Plant Idling Motion [Docket No. 1209]; and Response of El Dorado Parties to Debtors' Plant Idling Motion [Docket No. 1211]. The parties opposing the Debtors' Plant Idling Motion (collectively, the "Opposing Parties") asserted that the plants were in fact profitable and, alternatively, could be sold to interested third-party bidders.

5. In connection with their objections to the Debtors' Plant Idling Motion, the Douglas-Coffee Parties also filed an Emergency Motion to Continue Hearing on the Plant Idling Motion and for Expedited Discovery (the "Douglas Continuance Motion") [Docket No. 1200]. The El Dorado Parties also filed an Emergency Motion to Continue Hearing on the Plant Idling Motion and for Expedited Discovery (the "El Dorado Continuance Motion" [Docket No. 1213] and, together with the Douglas Continuance Motion, the "Continuance Motions").[2]

6. On March 19, 2009, the Court conducted a hearing on the Continuance Motions. The Court reviewed the Plant Idling Motion, the objections filed thereto by the Opposing Parties,

[2] The Douglas-Coffee Parties also filed an Emergency Motion to Compel the Debtors to Operate in the Ordinary Course and to Cease Idling the Douglas Plant Pending Approval of the Same. [Docket No. 1201]. The Eldorado Parties filed a similar motion seeking to compel the Debtors to cease idling the El Dorado Plant. [Docket No. 1212].

and the Continuance Motions and concluded, *inter alia*, that the Opposing Parties should have a full opportunity to contest the Plant Idling Motion.

7. On March 19, 2009, following the hearing, the Court entered the Order Granting Continuance, Directing Discovery and Appointing Mediator and Directing Mediation (the "Mediation Order") [Docket No. 1245], continuing the hearing on the Debtors' Plant Idling Motion to April 14, 2009; authorizing expedited discovery in connection therewith; ordering the Debtors and the Opposing Parties to mediate the issues raised by or in response to the Plant Idling Motion; and appointing Steven A. Felsenthal (the "Mediator") to serve as mediator. A true and correct copy of the Mediation Order is attached hereto as Exhibit A.

8. On March 23, 2009, the Mediator filed his Application for Order Authorizing Court-Appointed Mediator, Steven A. Felsenthal, to Retain and Employ Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, As His Counsel as of March 19, 2009 [Docket No. 1287], seeking authorization to employ Applicant as his counsel in these cases. On March 24, 2009, the Court entered an order approving the retention of Applicant as counsel to the Mediator, *nunc pro tunc*, to March 19, 2009 [Docket No. 1295]. A true and correct copy of the Order Authorizing Court-Appointed Mediator, Steven A. Felsenthal, to Retain and Employ Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, As his Counsel as of March 19, 2009 is attached hereto as Exhibit B.

9. The Mediator was appointed by the Court to mediate the issues raised in connection with the Plant Idling Motion and objections thereto, and to explore the possibility of maintaining the operations at the El Dorado and Douglas facilities. In connection with his charge, the Mediator held numerous conferences and mediation sessions with the Debtors, the unsecured creditors committee, and counsel for the growers affected by the idling of these plants.

The Mediator also consulted with governmental and local economic development organizations, prospective purchasers, persons in the industry and other interested persons.

10. As a result of the efforts of the Mediator and his counsel, as well as the efforts of all parties involved, the Plant Idling Motion and objections thereto were resolved. With respect to the El Dorado and Douglas plants, the Debtors agreed to pay monies to create two separate distribution funds, one for each plant, to compensate the chicken growers for some of the losses incurred in connection with the idling of the plants and to pay certain administrative expenses. The Mediator facilitated the negotiations regarding the creation of these funds and was also responsible for implementing and managing the distribution of the funds to the growers. The Mediator and his counsel continue to oversee the administration of the fund related to the Douglas plant and are currently facilitating discussions among the parties in an effort to reach agreement with respect to the final distribution to be paid from this fund. With respect to the Farmerville plant, the Mediator oversaw the negotiation and drafting of the asset purchase agreement and related documents in connection with the sale of this plant.

11. On December 10, 2009, the Court entered the Confirmation Order, confirming the Debtors' Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code (as modified) (the "Plan"). The Plan became effective on December 28, 2009.

12. Pursuant to the Confirmation Order, all professionals seeking allowance of compensation and reimbursement of expenses from the Debtors' estates are required to file final applications for compensation and reimbursement of expenses on or before March 31, 2010.

SUMMARY OF REQUEST

13. By this Application, Applicant seeks final approval of the sum of $76,628.75 for professional services rendered during the Compensation Period and $2,055.69 for reimbursement

of expenses incurred in connection with the rendition of such services, for a total final award of $78,684.44.

14. For the Court's review, attached hereto as Exhibit C is a summary of the services rendered by Applicant's professionals, including the professional's hourly billing rate, the total time expended, and the total value of the time incurred. Also, attached hereto as Exhibit D is a summary of the time expended by Applicant's professionals and the total value of the time incurred organized by project task category.

15. Applicant maintains computerized records of the time spent by its professionals in connection with the rendition of professional services to the Mediator. Copies of these computerized records (as incorporated into monthly invoices) for the Compensation Period are attached hereto as Exhibit E.

16. Attached hereto as Exhibit F is an itemization of the actual and necessary expenses incurred by Applicant during the Compensation Period on behalf of the Mediator in connection with the rendition of the services described herein. All such expenses are reflected in the books and records of Applicant, contemporaneously maintained in the ordinary course of business.

17. Pursuant to the terms of the Amended Compensation Procedures Order, Applicant, as indicated in the chart below, submitted monthly fee statements to the members of the Fee Review Committee throughout the Compensation Period and received periodic payments from the Debtors on account of those invoices.

Invoice Number	**Period Covered**	**Total Hours**	**Total Fees Requested**	**Total Expenses Requested**	**Payment Received**	**Outstanding Balance**
110442	03/19/09 – 04/30/09	109.60	$44,183.75	$940.61	$45,124.36	—
112170	May 2009	24.20	$8,971.00	$389.46	$9,360.46	—
112750	June 2009	12.60	$4,356.00	$282.92	$4,638.92	—
113964	July 2009	12.20	$4,246.00	$367.26	$4,613.26	—
114665	August 2009	11.90	$2,812.50[3]	$20.60	$2,833.10	—
114781	September 2009	2.60	$1,015.00	—	$1,015.00	—
115725	October 2009	1.90	$642.50	—	$642.50	—
116327	November 2009	12.90	$4,987.50	$33.20	$5,020.70	—
116508	December 2009	15.50	$5,414.50	$21.64	$5,436.14	—
Totals		203.40	$76,628.75	$2,055.69	$78,684.44	

18. As of March 25, 2010, the outstanding balance owed to Applicant for services rendered during the Compensation Period was $0.00.

19. Other than the payments made by the Debtors to Applicant in accordance with this Court's Amended Compensation Procedures Order, Applicant has not received payment of compensation or reimbursement of expenses in these chapter 11 cases for its services rendered to

[3] During the Second Quarterly Compensation Period and at the request of the Fee Review Committee, Applicant issued a $1,000.00 credit to the Debtors' estate. This credit reduced Applicant's August 2009 fees from $3,812.50 to $2,812.50.

the Mediator[4] and does not have any agreement or understanding with any other person for the sharing of compensation to be received for services rendered during the Debtors' chapter 11 cases.

20. Through this Application, Applicant seeks entry of an order granting final approval of compensation for professional services rendered in the amount of $76,628.75 and reimbursement of $2,055.69 in expenses incurred during the Compensation Period.

DESCRIPTION OF SERVICES RENDERED DURING THE COMPENSATION PERIOD

A. Case Administration

21. During the Compensation Period, Applicant routinely and promptly reviewed dockets and pleadings filed in these cases, and maintained such pleadings. Applicant routinely and promptly communicated with the Mediator regarding the status of these cases and the mediations. Applicant advised the Mediator of all material developments of which it became aware during these cases, and made efforts to ensure compliance with this Bankruptcy Court, the Office of the United States Trustee and/or the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure.

22. Applicant seeks compensation for 18.15 hours of reasonable and necessary legal fees incurred in the category of Case Administration during the Compensation Period in the total amount of $5,366.50.

B. Retention

23. During the Compensation Period, Applicant attended to various issues relating to

[4] As disclosed in the First Amended Verified Statement of Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation Pursuant to Fed. R. Bankr. P. 2019(a) Applicant also represents certain plaintiff's law firms in these cases in connection with the assertion of their clients' claims against Pilgrim's Pride Corporation for violation of the Fair Labor Standards Act. Applicant also serves as counsel to Lazard Feres & Co. LLC, the Debtors' investment banker.

the retention of professionals by the Mediator. In connection with these matters, Applicant reviewed and analyzed the relevant pleadings and orders in these bankruptcy cases. Applicant also prepared the Mediator's application to employ Applicant as his counsel in these cases. In addition, Applicant prepared and filed two verified statements regarding its representation of multiple parties in these bankruptcy cases as required pursuant to Federal Rule of Bankruptcy Procedure 2019.

24. Applicant seeks compensation for 29.45 hours of reasonable and necessary legal fees incurred in the category of Retention during the Compensation Period in the total amount of $11,364.00.

C. Fee Applications

25. During the Compensation Period, Applicant prepared and served the appropriate monthly fee statements and quarterly fee statements for itself and the Mediator, as required pursuant to the Amended Compensation Procedures Order and the procedures adopted by the Fee Review Committee. Applicant also reviewed the reports of the Fee Review Committee and responded to various inquiries made by the Fee Review Committee.

26. Applicant seeks compensation for 27.60 hours of reasonable and necessary legal fees incurred in the category of Fee Applications during the Compensation Period in the total amount of $7,713.00.

D. Mediation

27. During the Compensation Period, Applicant assisted the Mediator with various tasks associated with the mediation of the motion to idle the Douglas, El Dorado, and Farmerville facilities. Applicant also assisted the Mediator with the negotiations regarding efforts to sell certain facilities and the administration of two funds to compensate the growers

who supplied chickens to the El Dorado and Douglas plants. In order to assist the Mediator with these tasks, Applicant reviewed pleadings filed in these cases relating to the mediation. Applicant also conducted research on various issues raised in the mediation. Applicant also assisted the Mediator with the preparation and review of term sheets and asset purchase agreements. In addition, Applicant assisted the Mediator with the review and analysis of a substantial contribution claim asserted by counsel for certain growers in connection with the mediation.

28. Applicant seeks compensation for 119.40 hours of reasonable and necessary legal fees incurred in the category of Mediation during the Compensation Period in the total amount of $49,475.25.

E. Hearings

29. During the Compensation Period, Applicant prepared for and attended various hearings and status conferences as necessary to address issues raised in connection with the mediation of the Plant Idling Motion and other matters relating to the Mediator's charge in these cases.

30. Applicant seeks compensation for 8.80 hours of reasonable and necessary legal fees incurred in the category of Hearings during the Compensation Period in the total amount of $3,710.00.

STANDARD FOR ALLOWANCE OF FEES AND EXPENSES

31. Section 330 of the Bankruptcy Code authorizes the bankruptcy court to award an applicant, as counsel for a debtor, trustee, creditors' committee or other professionals employed pursuant to 11 U.S.C. § 327, reasonable compensation for its services and reimbursement of its

expenses. Specifically, Section 330 of the Bankruptcy Code states as follows:

> (a)(1) After notice to the parties in interest and the United States trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a trustee, a consumer privacy ombudsman appointed under section 332, an examiner, or an ombudsman appointed under section 333, or a professional person employed under section 327 or 1103 –
>
> (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and
>
> (B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1).

32. Section 330(a)(3) of the Bankruptcy Code provides that in determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent and value of the services rendered to the estate, taking into account all relevant factors, including:

> (A) the time spent on such services;
>
> (B) the rates charged for such services;
>
> (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [title 11];
>
> (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance and nature of the problem, issue, or task addressed;
>
> (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
>
> (F) whether the compensation is reasonable, based on the customary compensation charged by comparably-skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3)(A-F).

33. As analyzed below, Applicant believes that the elements governing awards of compensation justify the allowance prayed for herein.

(a) Time Spent on Services. As more specifically described in the Application, a total of 203.40 hours of professional services were rendered by Applicant on behalf of the Mediator from March 19, 2009 through December 31, 2009. Applicant's records of the time expended for rendition of professional services as mediator, as well as for rendition of services to all of Applicant's other clients, consist of contemporaneous handwritten or computer-generated time entries by individual attorneys and paraprofessionals, which have been placed in computer records maintained by Applicant. When more routine tasks were involved, Applicant utilized the talents of its less experienced attorneys or paraprofessionals whenever possible to reduce the overall fees in this matter without sacrificing the quality of services rendered. The professionals, the hours spent, and the hourly rate charged by each professional covered by this Application are set forth in the chart included in Exhibit C.

(b) Rates Charged for the Services. Applicant represents and would demonstrate that the hourly rates charged by Applicant for the services performed in these proceedings are competitive and customary for the degree of skill and expertise required in the performance of similar services rendered by other experienced bankruptcy counsel and other professionals in matters of this type. The fees requested herein have been

computed in accordance with Applicant's standard hourly rates for services rendered to non-insolvency clients.

(c) Benefit of the Services. Applicant respectfully submits that its services to date herein have been highly beneficial to the bankruptcy estates. Through Applicant's efforts, the Debtors and other parties in interest resolved the objections to the Plant Idling Motion and the growers have been compensated for some of the losses incurred in connection with the idling of the affected plants.[5] Applicant also assisted the mediator as he oversaw the negotiation and drafting of the asset purchase agreement and other related documents in connection with the sale of the Farmerville plant.

(d) Whether Services Were Performed in a Reasonable Amount of Time. Applicant represents and would demonstrate to this Court that the services were performed in a reasonable amount of time given the complexity of the issues involved in these chapter 11 proceedings as well as the current economic climate.

(e) Whether Compensation is Reasonable. Applicant represents and would demonstrate that the compensation sought in connection with the services rendered and expenses incurred in connection with these cases is reasonable and is commensurate with those rates charged by comparable, skilled practitioners. The hourly billing rate for the Compensation Period of each professional and paraprofessional performing services on behalf of

[5] The Douglas growers were paid an initial distribution on or about July 16, 2009, and the Mediator is currently facilitating negotiations among the Douglas-Coffee County Economic Development Association, Cottingham & Porter, P.C. and Counsel for Certain of the Douglas growers regarding payment of a final distribution.

the Mediator are as follows:

Name	Position	Billable Rate
Sander L. Esserman	Shareholder	$700.00
Van J. Hooker	Shareholder	$425.00
Andrea L. Ducayet	Associate	$365.00
David J. Parsons	Associate	$365.00
Heather J. Panko	Associate	$275.00
Cindy L. Jeffery	Paralegal	$175.00
Melanie R. Fain	Paralegal	$95.00

34. Applicant's fee allowance is based upon the normal hourly charges that Applicant charges non-insolvency clients. Taking into consideration the time and labor spent, the nature and extent of the representation, and the nature of these proceedings, Applicant believes the allowance prayed for herein is reasonable.

35. Furthermore, under the lodestar approach to fee calculation, which was first articulated by the Third Circuit in *Lindy Bros. Builders, Inc. v. American Radiator & Standard Sanitary Corp.*, 487 F.2d 161, 167 (3d Cir. 1973), and is now the settled method for calculating reasonable attorneys' fees in the federal courts, *see generally Louisiana Power & Light Co. v. Kellstrom*, 50 F.3d 319, 323-24 (5th Cir. 1995), *cert. denied*, 516 U.S. 862 (1995); *United States Football League v. National Football League*, 887 F.2d 408, 413 (2d Cir. 1989), *cert. denied*, 493 U.S. 1071 (1990); *In re Cena's Fine Furniture, Inc.*, 109 B.R. 575, 580-81 (E.D.N.Y. 1990), the Court must make an initial objective determination of attorneys' fees by multiplying Applicant's reasonable hourly rate by the number of hours reasonably expended by Applicant in performing services. The lodestar amount may then be adjusted by taking the twelve subjective

factors set forth in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974), into consideration, *In re Farah*, 141 B.R. 920 (Bankr. W.D. Tex. 1992), even though the Johnson factors are generally subsumed within the lodestar calculation. *Pennsylvania v. Delaware Valley Citizen's Council for Clean Air*, 478 U.S. 546, 563-64 (1986). The *Johnson* factors are: (a) the time and labor required; (b) the novelty and complexity of the issues presented; (c) the skill required to properly perform the legal services rendered; (d) preclusion of other employment due to acceptance of the engagement; (e) customary fee charges for like work; (f) whether the fee is fixed or contingent; (g) time limitations imposed by circumstances or the client; (h) the amount in controversy and results obtained; (i) the experience, reputation and ability of counsel; (j) the undesirability of the case; (k) the nature and length of the professional relationship between counsel and client; and (l) fee awards in similar cases. *See Johnson*, 488 F.2d at 717-19. In the instant cases, Applicant respectfully submits that, based upon the objective and subjective factors, the fees sought are reasonable. Under these factors, the fees requested herein are reasonable.

(a) Time and Labor Required. Applicant has spent 203.40 hours of professional time during the period covered by this Application. The professionals, the hours spent, and the hourly rate charged by each professional covered by this Application are set forth in Exhibit C.

(b) Novelty and Difficulty of the Questions. Although the issues in these cases have not been particularly difficult for Applicant, the analysis of the various issues surrounding the idling of the Douglas, El Dorado, and Farmerville plants and developing procedures to compensate the growers affected by the idling of these plants for some of their losses was time

consuming and labor intensive at times. The time spent by Applicant during the Compensation Period included reviewing pleadings and other papers submitted to the Mediator in connection with the mediation of the Plant Idling Motion; reviewing term sheets and other agreements; communicating with the Debtors, counsel for the growers and other interested parties regarding matters related to the mediation; assisting the Mediator with the implementation and administration of the funds established to compensate the growers; reviewing and analyzing a request for reimbursement of expenses of the type specified under Sections 503(b)(3) and (4) of the Bankruptcy Code in connection with the fund established for the Douglas growers; preparing a motion for authority to distribute final distributions to the Douglas growers, et al, and attending status conferences and hearings before this Court.

(c) Skills Requisite to Perform the Services Properly. The Mediator required counsel with significant skill to assist him in the administration of the mediation of the Plant Idling Motion and objections thereto.

(d) Preclusion of Other Employment. Applicant was not precluded from other employment during these cases.

(e) Customary Fees. The rates charged by Applicant are the normal rates charged for the work performed in similar matters for similar clients of this law firm, without consideration of size and degree of responsibility, difficulty, complexity, and results achieved.

(f) Whether Fee is Fixed or Contingent. As in all bankruptcy cases, fees of

the Applicant are subject to the review, approval and/or discretion of the Court in determining the value of services to the estate as well as being subject to the availability of funds in the estate and, accordingly, are, in that sense, contingent.

(g) Time Limitations by the Client or Other Circumstances. The circumstances under which Applicant is employed as counsel to the Mediator caused Applicant to experience some time demands at various junctures of this chapter 11 proceeding.

(h) Amount Involved and Results Obtained. The efforts of Applicant and the Mediator resulted in the consensual resolution of numerous issues raised by the Debtors' Plant Idling Motion. The mediation resulted in a settlement, including withdrawal of the objections to the Plant Idling Motion and the Debtors establishing two separate funds to compensate the growers affected by the idling of the El Dorado and Douglas plants for some of the losses incurred in connection with the idling of these plants. Applicant also assisted the Mediator as he oversaw the negotiation and drafting of the asset purchase agreement and other related documents in connection with the sale of the Farmerville plant.

(i) The Experience, Reputation and Ability of the Attorneys. Applicant has acted as counsel for various debtors, creditors' committees, trustees, examiners and unsecured and/or secured creditors in numerous other bankruptcy cases. Applicant also has experience in general corporate, real estate, and litigation matters and, as a result of its prior and current

representations, has developed considerable skill in matters that are important in these cases.

(j) The Undesirability of the Case. These cases are not considered particularly undesirable. However, any bankruptcy case is generally undesirable due to the contingent nature of payment resulting from the need for Court approval of all fees and expenses and the potential for uncertainty of the availability of funds to pay the approved fees and expenses.

(k) The Nature and Length of the Professional Relationship of the Client. Applicant has not provided professional services to the Debtors in the past. Thus, Applicant's professional relationship with the Debtors began on March 19, 2009, when Applicant was retained as counsel to the mediator in these cases. Applicant has been employed as counsel to the Mediator, a shareholder of the firm, in other matters prior to these cases.

(l) Awards in Similar Cases. The compensation sought is consistent with the reasonable compensation awarded in other cases of this size and scope.

36. Accordingly, for all of the above reasons, Applicant respectfully submits that the fees sought in this Application are reasonable under Section 330 of the Bankruptcy Code and applicable case law standards.

SUMMARY OF EXPENSES

37. Applicant has incurred actual and necessary out-of-pocket expenses in connection with the rendition of services to the Mediator in the amount of $2,055.69, as set forth in Exhibit F, during the Compensation Period. These expenses are actual, necessary, out-of-pocket

expenses that are not properly included in overhead, and arise exclusively from and are traceable to Applicant's services rendered to the Mediator in these cases, which were incurred for the benefit of the estates and are, therefore, reimbursable by the estates. No allowable disbursement is treated as a "profit center" involving a markup over actual cost. There is no minimum dollar charge with respect to any expense item, and the charges set forth are those charged routinely to other clients. With respect to photocopying charges, Applicant's general policy is to charge its clients the rate of $0.20 per page, as such represents a good faith estimate of the actual cost of the copies. These charges are intended to cover Applicant's costs for the services; Applicant does not believe that the charges constitute a profit. A determination of the actual expense per page for photocopying and facsimile services is dependent on both the volume of copies or facsimiles and the total expense attributable to photocopying and facsimiles on an annual basis. Long-distance phone charges, delivery expenses, and computer research time are billed at actual rates charged Applicant.

NOTICE

38. Notice of this Application has been provided pursuant to Bankruptcy Rule 2002, the Local Bankruptcy Rules, and the Amended Compensation Procedures Order.

CONCLUSION

39. As set forth herein, Applicant believes the fees and expenses sought in this Application are just and reasonable under Sections 330 and 331 of the Bankruptcy Code and applicable case law standards.

WHEREFORE, PREMISES CONSIDERED, Applicant respectfully requests entry of an order (a) granting final approval of compensation for professional services rendered in the amount of $76,628.75 and reimbursement of $2,055.69 in expenses incurred during the Compensation Period, for a total final award of $78,684.44, and (b) granting such other and further relief as may be appropriate.

Respectfully submitted this 31st day of March 2010.

STUTZMAN, BROMBERG, ESSERMAN & PLIFKA
A Professional Corporation

By: */s/ Andrea L. Ducayet*
Sander L. Esserman
State Bar No. 06671500
Andrea L. Ducayet
State Bar No. 24032790
Heather J. Panko
State Bar No. 24049516

2323 Bryan Street, Suite 2200
Dallas, TX 75201-2689
Phone: (214) 969-4900
Facsimile: (214) 969-4999

COUNSEL FOR STEVEN A. FELSENTHAL, IN HIS CAPACITY AS COURT-APPOINTED MEDIATOR

CERTIFICATION OF COMPLIANCE WITH GUIDELINES FOR COMPENSATION AND EXPENSE REIMBURSEMENT OF PROFESSIONALS

This is to certify that (i) I have read the Application; (ii) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with the Guidelines for Compensation and Reimbursement of Professionals (the "Guidelines") of the United States Bankruptcy Court for the Northern District of Texas, except as specifically noted in the Application; and (iii) the compensation and expense reimbursement requested are billed at rates in accordance with practices of those customarily employed by Applicant and generally accepted by Applicant's clients.

/s/ Andrea L. Ducayet
Andrea L. Ducayet

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 31st day of March 2010, she caused a true and correct copy of the foregoing to be served upon all parties requesting electronic service under ECF, the parties listed below via electronic mail, and all parties listed on the attached Service list via first class mail, postage prepaid.

/s/ Andrea L. Ducayet
Andrea L. Ducayet

Nancy Rapoport
University of Nevada, Las Vegas
William S. Boyd School of Law
nancy.rapoport@unlv.edu

David J. Bechstein
Vice President, Bank of Montreal
david.bechstein@bmo.com

Ronald Seigley
Vice President
CoBank & Division Manager, Special Assets
rseigley@cobank.com

Ronald Borcky
International Paper Company
ronald.borcky@ipaper.com

James Leda
PPM America
james.leda@ppmamerica.com

Jana Owens
Pilgrim's Pride Corporation
jana.owens@pilgrimspride.com

Nicole Hawkins
Pilgrim's Pride Corporation
nicole.hawkins@pilgrimspride.com

Lisa L. Lambert
Office of the United States Trustee
Lisa.L.Lambert@usdoj.gov

Erin Schmidt
Office of the United States Trustee
Erin.Schmidt2@usdoj.gov

Emelia Allen
Boyd Graduate
emelia.allen@students.law.unlv.edu

Jocelyn Burton
Boyd Law Student
boydlawjmb@yahoo.com

Amberlea Davis
Boyd Graduate
ppc@thisisatest.com

Michael D. Hazen
Boyd Graduate
michaelhazen@wdemail.com

Annette Mann
Boyd Administrative Assistant
annette.mann@unlv.edu

Cristina Olson
Boyd Law Student
cristina.olson@students.law.unlv.edu

Michelle Alarie
Boyd Law Student
michelle.alarie@students.law.unlv.edu