

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
UBI Liquidating Corp., <u>et al.</u> , ¹)	Case No. 10-13005 (KJC)
)	
Debtors.)	Jointly Administered
)	
)	Objection Deadline: May 19, 2011 at 4:00 p.m. (EDT)

**SIXTH MONTHLY APPLICATION OF RICHARDS, LAYTON & FINGER, P.A.
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD
FROM MARCH 1, 2011 THROUGH MARCH 31, 2011**

Name of Applicant:	<u>Richards, Layton & Finger, P.A.</u>
Authorized to Provide Professional Services to:	<u>the above-captioned debtors and debtors in possession</u>
Date of Retention:	<u>October 13, 2010, <i>nunc pro tunc</i> to September 21, 2010</u>
Period for which compensation and reimbursement are sought:	<u>March 1, 2011 through March 31, 2011</u>

¹ The Debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are UBI Liquidating Corp. (3678), 100% Girls Ltd. (4150), 100% Girls of Georgia, Inc. (4159), 100% Girls of New York, Inc. (2149), 100 Percent Girls of New Jersey, Inc. (4167), A.S. Interactive, Inc. (3472), ASL Liquidating Corp. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), ASMCI Liquidating Corp. (4053), ASWL Liquidating Corp. (4152), ASIL 6, Inc. (3996), ASNJ 10, Inc. (4004), Carraizo Alto Apparel Corporation (4651), Church Street Retail, Inc. (5954), Kid Spot Ltd. (2585), Kidspot of Delaware, Inc. (2596), Kidspot of Illinois, Inc. (2606), Kidspot of Michigan, Inc. (2603), Kidspot of New Jersey, Inc. (2601), Kidspot of Ohio, Inc. (4705), Kidspot of Pennsylvania, Inc. (2599), Kidspot of Texas, Inc. (3809), Large Apparel of Alabama, Inc. (0624), Large Apparel of California, Inc. (2129), Large Apparel of Connecticut, Inc. (5161), Large Apparel of District of Columbia, Inc. (8613), Large Apparel of Florida, Inc. (2209), Large Apparel of Georgia, Inc. (3894), Large Apparel of Illinois, Inc. (4650), Large Apparel of Indiana, Inc. (4055), Large Apparel of Louisiana, Inc. (3790), Large Apparel of Maryland, Inc. (5158), Large Apparel of Michigan, Inc. (9420), Large Apparel of Mississippi, Inc. (5913), Large Apparel of Missouri, Inc. (2135), Large Apparel of New Jersey, Inc. (5157), Large Apparel of New York, Inc. (5956), Large Apparel of North Carolina, Inc. (8611), Large Apparel of Ohio, Inc. (3815), Large Apparel of Pennsylvania, Inc. (4057), Large Apparel of South Carolina, Inc. (2029), Large Apparel of Tennessee, Inc. (3895), Large Apparel of Texas, Inc. (3787), Large Apparel of Virginia, Inc. (2809), Large Apparel of Wisconsin, Inc. (3898), Marianne Ltd. (3940), Marianne USPR, Inc. (2193), Marianne VI, Inc. (2206), Metro Apparel of Kentucky, Inc. (7533), Metro Apparel of Massachusetts, Inc. (1367), The Essence of Body & Soul, Ltd. (4165), UACONJI Liquidating Corp. (2976), UACONYI Liquidating Corp. (4103), and UBTHC Liquidating Corp. (5909). The Debtors' corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

Amount of Compensation sought as actual, reasonable, and necessary:

\$62,866.40 (80% of \$78,583.00)

Amount of Expense Reimbursement sought as actual, reasonable, and necessary:

\$2,190.58

This is a(n): monthly interim final application

Prior Applications Filed:

Date Filed	Period Covered	Fees	Expenses
11/30/2010	9/21/10 - 10/31/10	\$539,918.50	\$81,981.58
12/30/2010	11/1/10 - 11/30/10	\$105,968.00	\$5,172.68
1/31/11	12/1/10 - 12/31/10	\$80,658.00	\$790.13
2/28/11	1/1/11 - 1/31/11	\$67,947.50	\$2,348.62
3/29/11	2/1/11 - 2/28/11	\$79,583.50	\$1,517.35
4/29/11	3/1/11 - 3/31/11	\$78,583.00	\$2,190.58

**COMPENSATION BY PROFESSIONAL
MARCH 1, 2011 THROUGH MARCH 31, 2011**

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Mark D. Collins	Joined firm as associate in 1993. Director in 1998. Member of DE Bar since 1991.	\$725	12.7	\$9,207.50
Michael J. Merchant	Joined firm as associate in 1999. Director in 2006. Member of DE Bar since 1999.	\$550	48.6	\$26,730.00
Paul N. Heath	Joined firm as associate in 1999. Director in 2007. Member of PA and DE Bar since 1998.	\$550	2.2	\$1,210.00
L. Katherine Good	Joined firm as associate in 2007. Member of PA Bar since 2007. Member of DE Bar since 2008.	\$340	61.1	\$20,774.00
Christopher M. Samis	Joined firm as associate in 2006. Member of PA & DE Bars since 2006.	\$340	0.2	\$68.00
Julie A. Finocchiaro	Joined firm as associate in 2009. Member of DE Bar since 2009.	\$255	29.7	\$7,573.50
Jamie E. Schairer	Paralegal since 2009. Joined firm in 2009.	\$200	49.6	\$9,920.00
Rebecca V. Speaker	Paralegal since 2001. Joined firm in 2001.	\$200	9.1	\$1,820.00
Ann Jerominski	Paralegal since 1995. Joined firm in 2000.	\$200	1.7	\$340.00
Cathy M. Greer	Paralegal since 1995. Joined firm in 2000.	\$200	1.7	\$340.00

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Robyn K. Sinclair	Paralegal since 2009. Joined firm in 2010.	\$200	0.6	\$120.00
Janel Gates	Paralegal since 2007. Joined firm in 2007.	\$200	0.3	\$60.00
Brenda D. Tobin	Case Management Assistant.	\$105	3.3	\$346.50
Amy Anderson Boom	Case Management Assistant.	\$105	0.7	\$73.50
TOTAL			221.5	\$78,583.00

Grand Total	\$78,583.00
Attorney Compensation	\$65,563.00
Total Attorney Hours	154.5
Blended Rate	\$424.36

Dated: April 29, 2011
Wilmington, Delaware

**COMPENSATION BY PROJECT CATEGORY
MARCH 1, 2011 THROUGH MARCH 31, 2011**

Project Category	Total Hours	Total Fees
Case Administration (A)	3.2	\$675.00
Creditor Inquiries (B)	0.9	\$202.00
Meetings (C)	0.2	\$110.00
Executory Contracts/Unexpired Leases (D)	50.1	\$12,262.00
Automatic Stay/Adequate Protection (E)	4.4	\$1,232.00
Plan of Re-Organization/Disclosure Statement (F)	42.9	\$21,232.50
Use, Sale, Lease of Assets (G)	28.0	\$12,017.00
Cash Collateral/DIP Financing (H)	0.0	\$0.00
Claims Administration (I)	33.1	\$15,372.00
Court Hearings (J)	21.9	\$4,920.00
General Corporate/Real Estate (K)	0.6	\$204.00
Schedules/SOFA/U.S. Trustee Reports (L)	0.1	\$20.00
Employee Issues (M)	1.9	\$1,085.50
Environmental (N)	0.0	\$0.00
Tax Issues (O)	5.0	\$1,640.50
Litigation/Adversary Proceedings (P)	3.7	\$1,321.00
RL&F Retention (Q-1)	0.0	\$0.00
Retention of Others (Q-2)	0.2	\$110.00
RL&F Fee Applications (R-1)	11.5	\$2,479.00
Fee Applications of Others (R-2)	10.1	\$2,347.50
Vendor/Supplies (S)	0.0	\$0.00
Non-Working Travel (T)	0.0	\$0.00
Utilities (U)	1.7	\$442.00
Insurance (V)	2.0	\$911.00
TOTAL	221.5	\$78,583.00

EXPENSE SUMMARY
MARCH 1, 2011 THROUGH MARCH 31, 2011

Expense Category	Service Provider (if applicable)	Total Expenses
Facsimile		\$0.00
Long Distance Telephone		\$101.47
In-House Reproduction (Duplication/Printing)	Copies: 1,228 @ \$.10/pg. Printing: 5,986 @ \$.10/pg.	\$721.40
Outside Reproduction		\$0.00
Legal Research	Lexis/Westlaw	\$714.14
Filing/Court Fees		\$0.00
Court Reporting		\$0.00
Travel Expenses		\$0.00
Inside Courier & Expense Carriers		\$0.00
Outside Courier & Expense Carriers	Fed Ex, Blue Marble	\$110.68
Postage		\$176.39
Binding		\$20.00
Business Meals	<i>See attached</i>	\$49.22
Document Retrieval	Pacer	\$297.28
Record Retrieval		\$0.00
RL&F Service Corp		\$0.00
Professional Services		\$0.00
Overtime		\$0.00
TOTAL		\$2,190.58

BUSINESS MEAL DETAIL

Date Posted	Provider	Meal & # of people	Description	Amount
2/28/11	Olive Garden	Dinner for 1	File omnibus CNO re: assumption notices and prepare binder for Judge Carey re: omnibus CNO re: assumption notices.	\$18.94
3/7/11	TGIFridays	Dinner for 1	E-file and serve rejection notices.	\$30.28
TOTAL				\$49.22

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FOR THE DISTRICT OF DELAWARE**

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)	
UBI Liquidating Corp., <u>et al.</u> , ¹)	Case No. 10-13005 (KJC)
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Debtors.)	Jointly Administered
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)	Objection Deadline: May 19, 2011 at 4:00 p.m. (EDT)

**SIXTH MONTHLY APPLICATION OF RICHARDS, LAYTON & FINGER, P.A.
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD
FROM MARCH 1, 2011 THROUGH MARCH 31, 2011**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the *Order Granting Motion of the Debtors for an Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 192] (the “Administrative Order”), Richards, Layton & Finger, P.A. (“RL&F”) hereby files this Sixth Monthly Application for

¹ The Debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are UBI Liquidating Corp. (3678), 100% Girls Ltd. (4150), 100% Girls of Georgia, Inc. (4159), 100% Girls of New York, Inc. (2149), 100 Percent Girls of New Jersey, Inc. (4167), A.S. Interactive, Inc. (3472), ASL Liquidating Corp. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), ASMCI Liquidating Corp. (4053), ASWL Liquidating Corp. (4152), ASIL 6, Inc. (3996), ASNJ 10, Inc. (4004), Carraizo Alto Apparel Corporation (4651), Church Street Retail, Inc. (5954), Kid Spot Ltd. (2585), Kidspot of Delaware, Inc. (2596), Kidspot of Illinois, Inc. (2606), Kidspot of Michigan, Inc. (2603), Kidspot of New Jersey, Inc. (2601), Kidspot of Ohio, Inc. (4705), Kidspot of Pennsylvania, Inc. (2599), Kidspot of Texas, Inc. (3809), Large Apparel of Alabama, Inc. (0624), Large Apparel of California, Inc. (2129), Large Apparel of Connecticut, Inc. (5161), Large Apparel of District of Columbia, Inc. (8613), Large Apparel of Florida, Inc. (2209), Large Apparel of Georgia, Inc. (3894), Large Apparel of Illinois, Inc. (4650), Large Apparel of Indiana, Inc. (4055), Large Apparel of Louisiana, Inc. (3790), Large Apparel of Maryland, Inc. (5158), Large Apparel of Michigan, Inc. (9420), Large Apparel of Mississippi, Inc. (5913), Large Apparel of Missouri, Inc. (2135), Large Apparel of New Jersey, Inc. (5157), Large Apparel of New York, Inc. (5956), Large Apparel of North Carolina, Inc. (8611), Large Apparel of Ohio, Inc. (3815), Large Apparel of Pennsylvania, Inc. (4057), Large Apparel of South Carolina, Inc. (2029), Large Apparel of Tennessee, Inc. (3895), Large Apparel of Texas, Inc. (3787), Large Apparel of Virginia, Inc. (2809), Large Apparel of Wisconsin, Inc. (3898), Marianne Ltd. (3940), Marianne USPR, Inc. (2193), Marianne VI, Inc. (2206), Metro Apparel of Kentucky, Inc. (7533), Metro Apparel of Massachusetts, Inc. (1367), The Essence of Body & Soul, Ltd. (4165), UACONJI Liquidating Corp. (2976), UACONYI Liquidating Corp. (4103), and UBTHC Liquidating Corp. (5909). The Debtors’ corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from March 1, 2011 through March 31, 2011 (the "Application"). By this Application, RL&F seeks a monthly allowance pursuant to the Administrative Order with respect to the sums of \$78,583.00 as compensation and \$2,190.58 for reimbursement of actual and necessary expenses for a total of \$80,773.58 for the period March 1, 2011 through and including March 31, 2011 (the "Compensation Period"). In support of this Application, RL&F respectfully represents as follows:

Background

1. On September 21, 2010 (the "Petition Date"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. RL&F was retained effective as of the Petition Date by this Court's Order dated October 13, 2010 (the "Retention Order"). The Retention Order authorized RL&F to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

Compensation Paid and Its Source

3. All services for which compensation is requested by RL&F were performed for or on behalf of the Debtors.

4. Except to the extent of the retainer paid to RL&F as described in the application seeking approval of RL&F's employment by the Debtors during the period covered by this Application, RL&F has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between RL&F

and any other person other than the directors of RL&F for the sharing of compensation to be received for services rendered in these cases.

Fee Statements

5. The fee statement for the Compensation Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of RL&F's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Administrative Order.

Actual and Necessary Expenses

6. A summary of actual and necessary expenses and daily logs of expenses incurred by RL&F during the Compensation Period is attached hereto as Exhibit B. RL&F charges all of its bankruptcy clients \$0.10 per page for photocopying expenses and \$0.10 per page for printing jobs of ten pages or larger. RL&F also charges all of its clients \$0.25 per page for out-going facsimile transmissions. Actual long-distance carrier charges for outgoing facsimile transmissions are reflected in the long-distance telephone charges.

7. Regarding providers of on-line legal research (e.g., LEXIS and WESTLAW), RL&F charges all of its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal RL&F's actual cost. RL&F currently is under contract to pay these providers a flat fee every month. Charging its clients the on-line providers' standard usage rates allows RL&F to cover adequately the monthly flat fees it must pay to these types of providers.

8. RL&F believes the foregoing rates are the market rates that the majority of law firms charges clients for such services. In addition, RL&F believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

9. The directors and associates of RL&F who have rendered professional services in these cases are as follows: Mark D. Collins, Michael J. Merchant, Paul N. Heath, L. Katherine Good, Christopher M. Samis and Julie A. Finocchiaro. The paraprofessionals of RL&F who have provided service to these attorneys in these cases are as follows: Jamie E. Schairer, Rebecca V. Speaker, Ann Jerominski, Cathy M. Greer, Robyn K. Sinclair, Janel Gates, Brenda D. Tobin and Amy Anderson Boom.

10. RL&F, by and through the above-named persons, has prepared and/or assisted in the preparation of various applications and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these cases, and has performed all necessary professional services which are described and narrated in detail hereinafter.

Summary of Services By Project

11. The services rendered by RL&F during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. The attorneys and paraprofessionals who rendered services relating to each category

are identified, along with the number of hours for each individual and the total compensation sought for each category, in Exhibit A attached hereto.

A. Case Administration/Miscellaneous Matters

Fees: \$675.00 Total Hours: 3.2

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars, communications with the U.S. Trustee, review of work in process reports, review of notices of appearance and maintaining service lists.

B. Creditor Inquiries

Fees: \$202.00 Total Hours: 0.9

This category includes all matters related to responding to creditor inquiries.

C. Meetings

Fees: \$110.00 Total Hours: 0.2

This category includes all matters related to preparing for and attending meetings with Debtors, the creditors' committees, individual creditors, the U.S. Trustee and co-counsel.

D. Executory Contracts/Unexpired Leases

Fees: \$12,262.00 Total Hours: 50.1

This category includes all matters related to contract and lease analysis and matters related to assumption, assignment or rejection of executory contracts and unexpired leases.

E. Automatic Stay/Adequate Protection

Fees: \$1,232.00 Total Hours: 4.4

This category includes all matters related to and including all motions to modify the automatic stay, issues related to the effect of the automatic stay or pending matters, and all

other types of actions where adequate protection is the central issue.

F. Plan of Reorganization/Disclosure Statement

Fees: \$21,232.50 Total Hours: 42.9

This category includes all matters related to review, formulation, negotiation, preparation and promulgation of plans of reorganization, disclosure statements, and related corporate documentation and research relating thereto.

G. Use, Sale, Lease of Assets

Fees: \$12,017.00 Total Hours: 28.0

This category includes all matters relating to acquisitions, dispositions and other postpetition uses of property of the estate.

H. Cash Collateral/DIP Financing

Fees: \$0.00 Total Hours: 0.0

This category includes all matters relating to negotiation and documentation of debtor in possession financing and post-confirmation financing, all cash collateral issues and related pleadings.

I. Claims Administration

Fees: \$15,372.00 Total Hours: 33.1

This category includes all matters related to and including claims administration matters and bar date matters, including claims objections and related contested matters.

J. Court Hearings

Fees: \$4,920.00 Total Hours: 21.9

This category includes all matters relating to preparation for and attendance at court hearings.

K. General Corporate/Real Estate

Fees: \$204.00 Total Hours: 0.6

This category includes all matters relating to transactional, corporate governance and related matters involving the debtors' business operations that are not part of a plan of reorganization or disclosure statement.

L. Schedules/SOFA/U.S. Trustee Reports

Fees: \$20.00 Total Hours: 0.1

This category includes preparation of schedules and amendments, statements of financial affairs and amendments, operating reports and other reports required by the U.S. Trustee or Bankruptcy Court.

M. Employee Issues

Fees: \$1,085.50 Total Hours: 1.9

This category includes all matters related to employee wages, benefits, collective bargaining issues, other employee relations matters, ERISA, and retirement benefits.

N. Environmental

Fees: \$0.00 Total Hours: 0.0

This category includes all environmental matters, other than environmental aspects of plan of reorganization.

O. Tax Issues

Fees: \$1,640.50 Total Hours: 5.0

This category includes all federal and state income, property, employment, excise and other tax matters, other than the tax aspects of plan of reorganization.

P. Litigation/Adversary Proceedings

Fees: \$1,321.00 Total Hours: 3.7

This category includes all matters relating to litigation and adversary proceedings.

Q-1. RL&F Applications

Fees: \$0.00 Total Hours: 0.0

This category includes all matters related to preparing applications to retain RL&F and supplements thereto.

Q-2. Retention of Others

Fees: \$110.00 Total Hours: 0.2

This category includes time spent reviewing applications for retention by other professionals, objecting to the retention of other professionals and assisting other professionals with preparing and filing retention applications.

R-1. RL&F Fee Application

Fees: \$2,479.00 Total Hours: 11.5

This category includes all time spent preparing, reviewing, filing, circulating and/or relating to monthly invoices and fee applications for RL&F.

R-2. Fee Application of Others

Fees: \$2,347.50 Total Hours: 10.1

This category includes time spent reviewing invoices or applications of other

professionals, objecting to fees of other professionals and assisting other professionals with filing and circulating monthly invoices and applications.

S. Vendor/Supplies

Fees: \$0.00 Total Hours: 0.0

This category includes all matters related to vendors and suppliers, including reclamation issues.

T. Non-Working Travel

Fees: \$0.00 Total Hours: 0.0

This category includes all travel time not otherwise chargeable.

U. Utilities

Fees: \$442.00 Total Hours: 1.7

This category includes all matters related to utility issues.

V. Insurance

Fees: \$911.00 Total Hours: 2.0

This category includes all matters related to insurance policies or coverage.

Valuation of Services

12. Attorneys and paraprofessionals of RL&F have expended a total of 221.5 hours in connection with this matter during the Compensation Period, as follows:

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Mark D. Collins	12.7	\$725
Michael J. Merchant	48.6	\$550
Paul N. Heath	2.2	\$550
L. Katherine Good	61.1	\$340
Christopher M. Samis	0.2	\$340
Julie A. Finocchiaro	29.7	\$255

<u>PARAPROFESSIONALS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Jamie E. Schairer	49.6	\$200
Rebecca V. Speaker	9.1	\$200
Ann Jerominski	1.7	\$200
Cathy M. Greer	1.7	\$200
Robyn K. Sinclair	0.6	\$200
Janel Gates	0.3	\$200
Brenda D. Tobin	3.3	\$105
Amy Anderson Boom	0.7	\$105

The nature of the work performed by these persons is fully set forth in Exhibit A attached hereto.

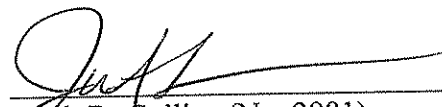
These are RL&F's normal hourly rates for work of this character. The reasonable value of the services rendered by RL&F to the Debtors during the Compensation Period is \$78,583.00.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by RL&F is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, RL&F has reviewed the requirements of Del. Bankr. L.R. 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, RL&F respectfully requests that the Court authorize that for the period March 1, 2011 through March 31, 2011, an allowance be made to RL&F pursuant to the terms of the Administrative Order, with respect to the sum of \$78,583.00 as compensation for necessary professional services rendered (80% of which equals \$62,866.40), and the sum of \$2,190.58 as 100% reimbursement of actual necessary costs and expenses, for a total of \$80,773.58 and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: April 29, 2011
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Paul N. Heath (No. 3704)
L. Katherine Good (No. 5101)
Julie A. Finocchiaro (No. 5303)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

Attorneys for the Debtors and Debtors in Possession

VERIFICATION

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

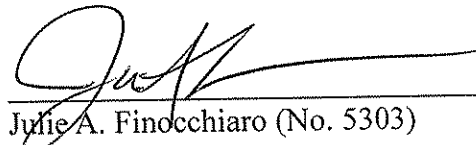
Julie A. Finocchiaro, after being duly sworn according to law, deposes and says:

a) I am an associate with the applicant firm, Richards, Layton & Finger, P.A.

and have been admitted to appear before this Court.

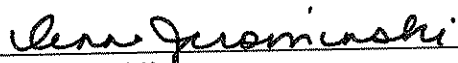
b) I am familiar with the work performed on behalf of the Debtors by the lawyers in the firm.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. L.R. 2016-2, and submit that the Application substantially complies with such rule.



Julie A. Finocchiaro (No. 5303)

SWORN AND SUBSCRIBED before me
this 26th day of April, 2011.



Notary Public
My Commission Expires: 2/14/12

ANN JEROMINSKI
Notary Public - State of Delaware
My Comm. Expires Feb. 14, 2012