

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

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In re:	:	Chapter 11
	:	
UBI Liquidating Corp., <i>et al.</i> , <sup>1</sup>	:	Case No. 10-13005 (KJC)
	:	Jointly Administered
	:	
Debtors.	:	<b>Objection Deadline: May 23, 2011 at 4:00 p.m.</b>

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**SUMMARY OF SIXTH MONTHLY APPLICATION OF COOLEY LLP, LEAD  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD MARCH 1, 2011 THROUGH MARCH 31, 2011**

Name of Applicant:	<u>Cooley LLP</u>
Authorized to Provide Professional Services to:	<u>The Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>November 12, 2010 <i>nunc pro tunc</i> to October 1, 2010</u>
Period for which compensation and reimbursement is sought:	March 1, 2011 through March 31, 2011
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$16,441.50</u>
80% of Compensation sought	

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<sup>1</sup> 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.

as actual, reasonable and necessary: \$13,153.20

Amount of Expense Reimbursement sought  
as actual, reasonable and necessary: \$689.06

This is a(n):  Monthly  Interim  Final Fee Application

The total time expended in connection with the preparation of this fee application is not included in this Sixth Monthly Fee Application as such time was expended after the Compensation Period.

**Prior Applications:** First Monthly Application of Cooley LLP, Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from October 1, 2010 Through October 31, 2010 (D.I. 525); Second Monthly Application of Cooley LLP, Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from November 1, 2010 Through November 30, 2010 (D.I. 614); Third Monthly Application of Cooley LLP, Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from December 1, 2010 Through December 31, 2010 (D.I. 824); Fourth Monthly Application of Cooley LLP, Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from January 1, 2011 Through January 31, 2011 (D.I. 1078); Fifth Monthly Application of Cooley LLP, Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from February 1, 2011 Through February 28, 2011 (D.I. 1201).

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY COOLEY LLP ON  
BEHALF OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD OF MARCH 1, 2011 THROUGH MARCH 31, 2011**

<b>Name of Professional Person</b>	<b>Position of Professional Person</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Lawrence C. Gottlieb	Partner	\$955	8.6	\$8,213.00
Jay R. Indyke	Partner	\$850	0.2	\$170.00
Cathy R. Hershcopf	Partner	\$765	0.8	\$612.00
Michael A. Klein	Associate	\$595	12.3	\$7,318.50
Robert B. Winning	Associate	\$320	0.4	\$128.00
<b>Total Fees</b>				<b>\$16,441.50</b>
<b>Total Hours</b>			<b>22.3</b>	
<b>Blended Rate</b>				<b>\$737.29</b>

**SUMMARY OF SERVICES BY TASK CODE FOR PROFESSIONAL SERVICES  
 RENDERED BY COOLEY LLP ON BEHALF OF THE OFFICIAL  
 COMMITTEE OF UNSECURED CREDITORS  
 FOR THE PERIOD MARCH 1, 2011 THROUGH MARCH 31, 2011**

<b>Task Code</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
B01	Asset Analysis and Recovery	1.6	\$1,528.00
B02	Asset Disposition	5.2	\$3,306.00
B03	Business Operations	0.0	\$0
B04	Case Administration	2.5	\$2,133.50
B05	Claims	1.2	\$782.00
B06	Employee Benefits/Pensions	0.0	\$0
B07	Fee/Employment Applications	3.4	\$2,074.00
B08	Fee/Employment Objections	0.0	\$0
B09	Financing and Cash Collateral	0.0	\$0
B10	Litigation	3.2	\$3,056.00
B11	Meetings	1.2	\$1,146.00
B12	Plan and Disclosure Statement	3.5	\$2,082.50
B13	Relief from Stay Proceedings	0.0	\$0
B14	Travel	0.0	\$0
B15	Accounting/Auditing	0.0	\$0
B16	Business Analysis	0.0	\$0
B17	Corporate Finance	0.0	\$0
B18	Leases and Executory Contracts	0.3	\$214.50
B19	Preparation For and Attendance at Court Hearings	0.2	\$119.00
B20	Reconstruction Accounting	0.0	\$0
B21	Tax Issues	0.0	\$0
B22	Valuation	0.0	\$0
B23	Avoidance Actions	0.0	\$0
B24	Regulatory Compliance	0.0	\$0
B25	Foreign Proceedings	0.0	\$0
<b>TOTALS BY TASK CODE</b>		<b>22.3</b>	<b>\$16,441.50</b>

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES INCURRED BY COOLEY  
LLP ON BEHALF OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD OF MARCH 1, 2011 THROUGH MARCH 31, 2011**

<b>Subject Matter Categories</b>	<b>Amount</b>
Audio/Video Conferencing Services	\$41.84
Committee Member Expense Reimbursement	\$599.75 <sup>2</sup>
Meals	\$18.91
Reproduction of Documents	\$7.20
Telephone	\$21.36
<b>TOTAL EXPENSES REQUESTED</b>	<b>\$689.06</b>

<sup>2</sup>

This amount includes expenses by a Committee member in connection with attendance at the January 13, 2011 Committee meeting. A copy of the Committee member's expense reimbursement request and expense backup documentation is attached hereto on pages 9 through 17 of Exhibit A.

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

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In re:	:	Chapter 11
	:	
UBI Liquidating Corp., <i>et al.</i> , <sup>1</sup>	:	Case No. 10-13005 (KJC)
	:	Jointly Administered
	:	
Debtors.	:	Objection Deadline: May 23, 2011 at 4:00 p.m.

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**SIXTH MONTHLY APPLICATION OF COOLEY LLP, LEAD COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OF MARCH 1, 2011 THROUGH MARCH 31, 2011**

**TO THE HONORABLE KEVIN J. CAREY,  
UNITED STATES BANKRUPTCY JUDGE:**

Cooley LLP (“Applicant”), lead counsel to the Official Committee of Unsecured Creditors (the “Committee”) of UBI Liquidating Corp., *et al.*,<sup>2</sup> as debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned jointly administered chapter 11 cases, respectfully represents:

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<sup>1</sup> 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.

<sup>2</sup> Formerly Urban Brands, Inc., *et al.*

## INTRODUCTION

1. This is Applicant's sixth monthly application (the "Application") for allowance of compensation and reimbursement of expenses pursuant to section 331 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") and this Court's *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*, dated October 13, 2010 (the "Interim Compensation Order") (Doc. No.192).

2. This Application seeks allowance of compensation for legal services rendered by Applicant in the total amount of **\$16,441.50** and reimbursement of certain actual and necessary expenses incurred by (or first billed by outside vendors to) Applicant and by a Committee member (in connection with a Committee meeting) in the amount of **\$689.06** for the period of March 1, 2011 through March 31, 2011 (the "Compensation Period"), all as more fully set forth below. Pursuant to the Interim Compensation Order, if no objections are filed to this Application, the Debtors are authorized to pay Applicant 80% of its fees, in the amount of \$13,153.20, and 100% of its expenses. This Application complies with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Interim Compensation Order.

## **BACKGROUND**

3. On September 21, 2010 (the "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

4. On October 1, 2010, the Committee was appointed in these cases by the Office of the United States Trustee for the District of Delaware, consisting of the following 7 members: (i) Simon Property Group, (ii) GGP Limited Partnership, (iii) International Inspirations Ltd., (iv) Angel Made in Heaven Inc., (v) Signsorce, Inc., (vi) Natural Collection Corp. and (vii) Rosenthal & Rosenthal, Inc. That same day, the Committee met and decided that it wished to employ Cooley LLP as its lead counsel and Ballard Spahr LLP as its local counsel to advise and represent it in these proceedings *nunc pro tunc* to October 1, 2010.

5. On October 21, 2010, the Committee filed its *Application to Employ/Retain Cooley LLP as Lead Counsel to the Official Committee of Unsecured Creditors* (Doc. No. 297), as to which there was no objection. Applicant's retention was approved by order of the Court entered on November 12, 2010 (Doc. No. 492).

6. Pursuant to the Interim Compensation Order, Applicant is required to file monthly fee applications with this Court. If no objections are filed to this Application, the Debtors are authorized to pay Applicant 80% of its fees and 100% of its expenses.

## **JURISDICTION AND STATUTORY PREDICATES**

7. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this



Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are §§ 105(a), 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

**SERVICES RENDERED DURING PRESENT COMPENSATION  
PERIOD OF MARCH 1, 2011 AND MARCH 31, 2011**

8. During the Compensation Period, Applicant's services to the Committee included professional advice and representation in connection with discrete categories in these chapter 11 cases. The aggregate hours and amount for each category is set forth below and on the summary sheet to this Application.

9. During the Compensation Period, Applicant, on behalf of and in consultation with the Committee, maintained an active role in these chapter 11 cases.

10. To apprise this Court of the legal services rendered during the Compensation Period, Applicant sets forth the following summary of legal services rendered. The summary is intended only to highlight the general categories of services performed by Applicant on behalf of the Committee during the Compensation Period. It is not intended to set forth each and every item of professional services which Applicant performed.

**Asset Analysis and Recovery (01)**

11. This category includes time expended by Applicant monitoring inventory and reviewing recovery analyses. Applicant expended 1.6 hours of time in this category for a charge of \$1,528.00.

**Asset Disposition (02)**

12. This category includes time expended by Applicant in connection with post-closing issues related to the disposition of the Debtors' assets. Applicant spent time in this category reviewing and revising the proposed purchase price adjustment settlement with the purchaser of the Debtors' assets (the "Settlement Agreement"), and attending to other issues

related to the purchase price reconciliation. Applicant expended 5.2 hours of time in this category for a charge of \$3,306.00.

**Case Administration (04)**

13. This category includes time expended by Applicant relating to a variety of activities concerning the day-to-day management and prosecution of these chapter 11 cases. Services rendered in this project category include regular contact with Committee members and other parties in these cases regarding administrative issues. Applicant expended 2.5 hours of time for a charge of \$2,133.50.

**Claims (05)**

14. This category includes time expended by Applicant with respect to various claims asserted against the Debtors. Applicant spent time in this category, *inter alia*, attending to issues related to 503(b)(9) claims. Applicant expended 1.2 hours of time for a charge of \$782.00.

**Fee/Employment Applications (07)**

15. This category includes time expended by Applicant on matters concerning the retention and compensation of various professionals in the Debtors' bankruptcy cases. Applicant spent time during the Compensation Period on issues concerning, among other things: (i) preparation of Applicant's fifth fee statement; and (ii) review of the fee statements of other estate professionals.

16. Applicant expended 3.4 hours of time for a charge of \$2,074.00 for services rendered with respect to matters relating to fee/employment applications.

### **Litigation (10)**

17. This category includes time expended by Applicant with respect to litigation matters. Applicant expended 3.2 hours for a charge of \$3,056.00.

### **Meetings (11)**

18. This category includes time expended by Applicant participating in meetings regarding the Settlement Agreement. Applicant expended 1.2 hours of time for a charge of \$1,146.00 for services rendered with respect to matters relating to meetings.

### **Plan and Disclosure Statement (12)**

19. This category includes time expended by Applicant reviewing and revising various iterations of the Debtors' plan and disclosure statement. Applicant expended 3.5 hours of time for a charge of \$2,082.50 in this category.

### **MATTERS PERTAINING TO APPLICANT**

20. Applicant maintained contemporaneous time records indicating the time that each attorney and para-professional spent working on a particular matter and the nature of the work performed. Copies of these time records are annexed to this Application as **Exhibit "A"**. The total number of hours expended by Applicant's attorneys and para-professionals during the Compensation Period in conjunction with this case is 22.3. All of the services have been rendered by those individuals at Applicant's firm as listed on the summary sheet filed contemporaneously herewith.

21. The personnel who have expended extensive time on this matter during the Compensation Period are as follows: (a) Lawrence C. Gottlieb: Mr. Gottlieb has been actively involved in all supervisory and day-to-day aspects of these cases; and (b) Michael A. Klein: Mr. Klein was responsible for various day-to-day issues that arose during the Compensation Period.

22. Many of the items that have been reviewed are unique to retail-type bankruptcy proceedings. It is respectfully submitted that Applicant's expertise in retail bankruptcy cases has caused certain issues to be reviewed without difficulty, as other bankruptcy attorneys without expertise in retail cases would have had to spend more time researching issues and, in addition, would not have been familiar with the issues applicable to this type of case. Some of the more recent retail chapter 11 cases in which Applicant has been retained include: Against All Odds in Newark, New Jersey; Any Mountain in Santa Rosa, California; Archibald Candy Corporation in Chicago, Illinois; Bag n' Baggage in Dallas, Texas; Blockbuster in New York, New York; Bombay in Fort Worth, Texas; Boscov's in Wilmington, Delaware; Casual Male in New York, New York; Claim Jumper in Wilmington, Delaware; Dry Ice in St. Louis, Missouri; Eddie Bauer in Wilmington, Delaware; EPV Solar in Newark, New Jersey; Filene's Basement in Wilmington, Delaware; Gottschalk's in Wilmington, Delaware; Harvey Electronics in New York, New York; Jacobson's Stores in Detroit, Michigan; Leather Loft Stores in Manchester, New Hampshire; Leatherland in Toledo, Ohio; Lenox Sales in New York, New York; Levitz Home Furnishings, Inc. in New York, New York; Long Rap in Washington, D.C.; Moe Ginsburg in New York, New York; Pizzeria Uno in New York, New York; PLVTZ in New York, New York; Princeton Ski Shops in Newark, New Jersey; Ritz Camera in Wilmington, Delaware; Steve & Barry's in New York, New York; Shoe Pavilion in Los Angeles, California; Sierra Snowboard in San Jose, California; Steve's Shoes in Kansas City, Kansas; Sun Apparel Warehouse in Philadelphia, Pennsylvania; Today's Man II in Camden, New Jersey; and Troutman's Emporium in Eugene, Oregon.

23. Applicant also has extensive experience representing creditors' committees in Delaware cases, including Big 10 Tires, Bob's Stores, Boscov's, Claim Jumper, Copelands

Enterprises, Cosmetic Center, Domain, Eddie Bauer, Filene's Basement, Goody's, Gottschalks, Hancock Fabrics, J. Silver Clothing, Just for Feet, KB Toys, Kuppenheimers, Lids Corporation, Lillian Vernon, Loehmann's, Long John Silver's Restaurants, Mervyn's, Montgomery Ward II, Pic 'N Pay Stores, Renaissance Cosmetics, Scotty's, Sharper Image, Today's Man I, Urban Brands, Weiner's Stores, Wickes and Woodworker's Warehouse.

24. Applicant rendered all the professional services for which compensation is requested herein in connection with the Debtors' chapter 11 cases in furtherance of Applicant's professional responsibilities as attorneys for the Committee.

25. During the Compensation Period, the partners, associates and para-professionals of Applicant devoted 22.3 hours in rendering professional services to the Committee, all of which time was reasonable and necessary.

26. Applicant, by experience, training and ability, is fully qualified to perform the services for which compensation is sought herein. Applicant represents or holds no interest adverse to the Committee with respect to the matters upon which it is engaged.

27. No agreement or understanding exists between Applicant and any other entity for the sharing of compensation to be received for services rendered in or in connection with these chapter 11 cases.

#### **EXPENSES**

28. Annexed as part of the summary sheet to this Application is a list of the necessary and actual disbursements incurred during the Compensation Period in connection with the above-described services. The list is derived from the information found on Exhibit "A". These records indicate that Applicant has advanced or will have advanced during the Compensation Period, the sum of **\$89.31** in necessary and actual out-of-pocket expenses. In connection with

these expenses, it should be noted that Applicant charges \$1.00 per page for outgoing telefacsimilies with no charge for incoming telefacsimilies, 10¢ per page for photocopying and charges for meals only necessitated by meetings with the Debtors or the Committee or when Applicant's personnel would work on this case through a normal meal period. In addition, a Committee member incurred expenses in connection with attending a Committee meeting, totaling **\$599.75**.<sup>3</sup>

### **CONCLUSION**

29. Applicant respectfully submits that the professional services that it rendered during the Compensation Period were necessary and beneficial to the Committee and respectfully requests that this Court allow Applicant the sum of **\$16,441.50** for professional fees plus the sum of **\$689.06** representing Applicant's actual and necessary out-of-pocket disbursements incurred during the Compensation Period (inclusive of Committee member reimbursable expenses). Pursuant to the Interim Compensation Order, Applicant requests that the Debtors be authorized and directed to pay Applicant 80% of its total fees billed during the Compensation Period (**\$13,153.20**) and 100% of its expenses to the extent no objection to this Application is filed.

### **NOTICE, PRIOR APPLICATION AND CERTIFICATION**

30. Pursuant to the Interim Compensation Order, notice of this Application has been provided to (i) the Debtors; (ii) counsel for the Debtors; (iii) counsel to the Debtors' prepetition and postpetition lenders; and (iv) the US Trustee. Applicant submits that the foregoing constitutes good and sufficient notice and that no other or further notice need be given.

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<sup>3</sup> A copy of the Committee member's expense reimbursement request and expense backup documentation is attached hereto on pages 9 through 17 of Exhibit A.

31. No previous application for the relief sought herein has been made to this or any other court.

Applicant has reviewed the requirements of the Local Rules and this Application complies with those rules.

**WHEREFORE**, Applicant hereby respectfully requests: (i) an interim allowance of compensation for Applicant's duly authorized, necessary and valuable services to the Committee during the Compensation Period in the aggregate amount of **\$16,441.50** and payment of 80% of such amount (\$13,154.20); (ii) reimbursement to Applicant for actual and necessary expenses incurred during the Compensation Period in connection with the aforesaid services in the aggregate amount of **\$689.06**; and (iii) such other and further relief as the Court deems just and proper.

Dated: April 29, 2011  
New York, New York

COOLEY LLP  
1114 Avenue of the Americas  
New York, New York 01136  
(212) 479-6000  
Lawrence C. Gottlieb (LG 2565)  
Cathy Hersheopf (CH 5875)  
Jeffrey L. Cohen (JC 2556)  
Michael Klein (MK 7479)

/s/ Lawrence C. Gottlieb

*Lead Counsel for the Official Committee Of  
Unsecured Creditors*