

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

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 In re: : Chapter 11  
 :  
 UBI Liquidating Corp., et al.,<sup>1</sup> : Case No. 10-13005 (KJC)  
 a Delaware corporation, :  
 :  
 Debtors. : **Objection Deadline: January 3, 2012**  
 : **Hearing Date: TBD**  
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**SUMMARY OF THE ELEVENTH MONTHLY APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT  
OF EXPENSES AS FINANCIAL ADVISOR TO THE DEBTORS FOR THE PERIOD  
FROM SEPTEMBER 1, 2011 THROUGH DECEMBER 1, 2011**

**AND**

**FINAL FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE DEBTORS  
FOR THE PERIOD FROM SEPTEMBER 21, 2010 THROUGH DECEMBER 1, 2011**

Name of Applicant:	PricewaterhouseCoopers LLP (“PwC”)
Authorized to provide professional services to:	Debtors and debtors-in-possession <sup>2</sup>
Date of Retention:	Order retaining PwC <i>nunc pro tunc</i> to September 21, 2010 entered on October 13, 2010

<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 Urban Brands, Inc. (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), Ashley Stewart Ltd. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), Ashley Stewart Management Co., Inc. (4053), Ashley Stewart Woman Ltd. (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), Urban Acquisition Corporation of New Jersey, Inc. (2976), Urban Acquisition Corporation of New York, Inc. (4103), and Urban Brands TM Holding Co. (5909). The Debtors’ corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

<sup>2</sup>Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the applicable Motion or Order referenced.

Period for which compensation and reimbursement are sought:	September 1, 2011 through December 1, 2011 (the "Fee Period")
Amount of Compensation sought as actual, reasonable, and necessary:	\$4,538.40 (80% of \$5,673.00)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$0.00
Final Period for which compensation and reimbursement is sought:	September 21, 2010 through December 1, 2011 (the "Final Fee Period")
Amount of Compensation sought as actual, reasonable and necessary:	\$1,301,194.00
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 11,480.28

This is a(n):  X  monthly   interim  X  final application.

The time expended for fee application preparation was 6.60 hours and the corresponding compensation requested is \$2,777.00.

### **SUMMARY OF PREVIOUSLY FILED FEE APPLICATIONS**

App No	App Date [Dkt No]	Filing Period	Fees Requested	Expenses Requested	CNO Date [Dkt No]	Fees Approved (80% or 100%)	Expenses Approved (100%)	Fees Pending (20% Holdback)
1	12/28/2010 [613]	09/21/2010 11/30/2010	\$711,014.00	\$6,970.88	01/20/2011 [695]	\$711,014.00	\$6,970.88	\$0.00
2	02/03/2011 [770]	12/01/2010 12/31/2010	\$101,424.50	\$784.00	02/25/2011 [1000]	\$101,424.50	\$784.00	\$0.00
3	03/04/2011 [1085]	01/01/2011 01/31/2011	\$93,628.00	\$937.00	03/28/2011 [1176]	\$93,628.00	\$937.00	\$0.00
4	03/29/2011 [1185]	02/01/2011 02/28/2011	\$104,830.00	\$858.20	04/21/2011 [1213]	\$104,830.00	\$858.20	\$0.00
5	05/10/2011 [1237]	03/01/2011 03/31/2011	\$110,145.50	\$965.20	06/02/2011 [1261]	\$110,145.50	\$965.20	\$0.00
6	05/25/2011 [1250]	04/01/2011 04/30/2011	\$90,891.00	\$694.80	06/17/2011 [1283]	\$90,891.00	\$694.80	\$0.00
7	06/27/2011 [1293]	05/01/2011 05/31/2011	\$50,665.00	\$270.20	07/21/2011 [1323]	\$50,665.00	\$270.20	\$0.00
8	07/27/2011 [1329]	06/01/2011 06/30/2011	\$14,487.00	\$0.00	08/18/2011 [1358]	\$11,589.60	\$0.00	\$2,897.40
9	08/25/2011 [1366]	07/01/2011 07/31/2011	\$14,118.00	\$0.00	09/16/2011 [1396]	\$11,294.40	\$0.00	\$2,823.60
10	09/21/2011 [1401]	08/01/2011 08/31/2011	\$4,318.00	\$0.00	10/13/2011 [1434]	\$3,454.40	\$0.00	\$863.60
<b>Total</b>			<b>\$1,295,521.00</b>	<b>\$11,480.28</b>		<b>\$1,288,936.40</b>	<b>\$11,480.28</b>	<b>\$6,584.60</b>

This is the eleventh Monthly Fee Application and Final Fee Application filed by PwC.

**FEE PERIOD**

**SUMMARY OF HOURS AND FEES BY PROJECT CATEGORY**

<b>Project Category and Task Code</b>	<b>Hours</b>	<b>Total Compensation</b>
<b>Restructuring Advisory Services</b>		
Disclosure Statement, Plan of Reorganization Documents and Creditor Recoveries	1.60	\$896.00
Tax Matters	5.00	\$2,000.00
<b>Subtotal - Restructuring Advisory Services</b>	<b>6.60</b>	<b>\$2,896.00</b>
<b>Bankruptcy Requirements and Obligations</b>		
Monthly, Interim, and Final Fee Applications	6.60	\$2,777.00
<b>Subtotal - Bankruptcy Requirements and Obligations</b>	<b>6.60</b>	<b>\$2,777.00</b>
<b>Total Hours and Compensation</b>	<b>13.20</b>	<b>\$5,673.00</b>

**EXPENSE SUMMARY**

There were no expenses incurred during the Fee Period.

**FINAL FEE PERIOD**

**SUMMARY OF HOURS AND FEES BY PROJECT CATEGORY**

<b>Project Category and Task Code</b>	<b>Hours</b>	<b>Total Compensation</b>
<b>Restructuring Advisory Services</b>		
Review and Analysis of Business Operations and Business Plan Preparation and Review	202.30	\$103,187.00
363 and Asset Purchase Agreement Discussions and Analysis	338.60	\$180,651.00
DIP Financing, Weekly Cash Flows and Wind-Down Budget Related Matters and Analysis	41.10	\$24,551.00
Correspondence, Meetings and Discussions with UCC	197.30	\$104,842.00
Calls and Meetings with Prospective Investors	272.60	\$154,306.00
Calls and Meetings with Management and Debtors' Counsel	59.30	\$31,476.00
Disclosure Statement, Plan of Reorganization Documents and Creditor Recoveries	126.60	\$68,450.00
Bankruptcy Reporting (e.g. SOFA and SOAL)	328.10	\$131,275.00
Preparation / Attendance at Court Hearings	24.20	\$18,876.00
Tax Matters	479.90	\$194,406.00

<b>Project Category and Task Code</b>	<b>Hours</b>	<b>Total Compensation</b>
<b>Restructuring Advisory Services (continued)</b>		
Travel Time	17.30	\$9,584.00
Claims Analysis	94.50	\$50,085.00
Employee Benefits	3.50	\$1,855.00
Retainer		\$-31,510.00
Post-Closing Analyses for Asset Purchase Agreement	237.70	\$134,832.00
Post-Closing/Post-Petition Disbursement Review	92.90	\$49,237.00
Asset Analysis and Recovery	9.70	\$5,141.00
<b>Subtotal - Restructuring Advisory Services</b>	<b>2,525.60</b>	<b>\$1,231,244.00</b>
<b>Bankruptcy Requirements and Obligations</b>		
Relationship Check and Disinterestedness	5.60	\$2,037.00
Monthly, Interim, and Final Fee Applications	236.10	\$67,913.00
<b>Subtotal - Bankruptcy Requirements and Obligations</b>	<b>241.70</b>	<b>\$69,950.00</b>
<b>Total Hours and Compensation</b>	<b>2,767.30</b>	<b>\$1,301,194.00</b>

**EXPENSE SUMMARY**

PwC professionals incurred \$11,480.28 in expenditures during the Final Fee Period

<b>Transaction Type</b>	<b>Total Expenditures</b>
Lodging	\$2,916.12
Meals	\$490.30
Mileage Allowance	\$4,616.40
Parking	\$244.00
Public/Ground Transportation	\$3,093.90
Rental Car	\$119.56
<b>Total Expenditures</b>	<b>\$11,480.28</b>

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Debtors. : **Objection Deadline: January 3, 2012**  
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**ELEVENTH MONTHLY APPLICATION OF PRICEWATERHOUSECOOPERS LLP  
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REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE DEBTORS  
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**FINAL FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE DEBTORS  
FOR THE PERIOD FROM SEPTEMBER 21, 2010 THROUGH DECEMBER 1, 2011**

PricewaterhouseCoopers LLP (“PwC”), financial advisor for the above-captioned debtors and debtors in possession (collectively, “UBI Liquidating Corp., et al.,” or the “Debtors”),

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<sup>3</sup> The Debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are Urban Brands, Inc. (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), Ashley Stewart Ltd. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), Ashley Stewart Management Co., Inc. (4053), Ashley Stewart Woman Ltd. (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), Urban Acquisition Corporation of New Jersey, Inc. (2976), Urban Acquisition Corporation of New York, Inc. (4103), and Urban Brands TM Holding Co. (5909). The Debtors’ corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

submits this eleventh monthly fee application (the "Monthly Fee Application")<sup>4,5</sup> for the period from September 1, 2011 through December 1, 2011 (the "Fee Period") seeking (i) compensation in the amount of \$5,673.00 for the reasonable and necessary financial advisory services PwC rendered to the Debtors during the Fee Period; (ii) reimbursement for the actual and necessary expenses PwC incurred during the Fee Period in the amount of \$0.00; and (iii) for the period of September 21, 2010 through December 1, 2011 (the "Final Fee Application") of PwC for allowance and approval of interim compensation for professional services rendered by PwC to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with its financial advisory services from September 21, 2010 through December 1, 2011 (the "Final Fee Period"). In support of this Monthly Fee Application and Final Fee Application, PwC respectfully states as follows:

1. This Court entered an order (Docket No. 1447) (the "Confirmation Order") confirming the Joint Plan of Liquidation Under Chapter 11 Plan of the Bankruptcy Code, dated July 20, 2011 [Docket No. 1384] (together with all exhibits attached thereto and the Plan Supplement filed on September 30, 2011 [Docket No. 1413], the "Plan"). The Plan became effective on December 1, 2011 (the "Effective Date").

2. On October 13, 2010, this Court entered the Administrative Order. Pursuant to the procedures set forth in the Administrative Order, Professionals may request monthly

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<sup>4</sup> The Debtors submit this Monthly Fee Application 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"), the Order Pursuant to Sections 327(a), 328 and 1107 of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules Authorizing the Retention of PricewaterhouseCoopers LLP as Financial Advisor Effective to the Debtors nunc pro tunc to the Petition Date and Granting Relief Under Local Rule 2016-2, dated October 13, 2010 [Docket No.190] (the "Retention Order"), 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, dated October 13, 2010 [Docket No. 192] (the "Administrative Order") and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules").

<sup>5</sup> Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the applicable Motion or Order referenced.

compensation and reimbursement, and the Notice Parties (as defined in the Administrative Order) may object to such requests. If an objection to a Professional's request is not filed and served by the Objection Deadline, the Professional shall file a certificate of no objection with the Court, after which the Debtors shall be authorized to pay each Professional the Actual Payment equal to the lesser of (i) 80% of the fees and 100% of the expenses requested in the Monthly Fee Application or (ii) 80% of the fees and 100% of the expenses not subject to an objection.

a) PwC has previously filed ten (10) Monthly Fee Applications with the Court, which have also been incorporated into Interim Fee Application requests.

3. Furthermore, the Administrative Order provides that professionals are to file and serve upon notice parties a request (an "Interim Fee Application") for interim Court approval and allowance of the Monthly Fee Applications during the respective fee period covered by the Interim Fee Application request.

a) On December 28, 2010, PwC submitted its first Interim Fee Application for services rendered and expenditures incurred from September 21, 2010 through November 30, 2010, requesting \$711,014.00 in fees and \$6,970.88 in expenditures [Docket No. 613]. On March 2, 2011, the Court approved these fees and expenses [Docket No. 1055].

b) On March 30, 2011, PwC submitted its second Interim Fee Application for services rendered and expenditures incurred from December 1, 2010 through February 28, 2011, requesting \$299,882.50 in fees and \$2,579.20 in expenditures [Docket No. 1189]. The second Interim Fee Application was approved on June 28, 2011 [Docket No. 1295].

c) On June 30, 2011, PwC submitted its third Interim Fee Application for services rendered and expenditures incurred from March 1, 2011 through May 31, 2011, requesting \$251,701.50 in fees and \$1,930.20 in expenditures [Docket No. 1303]. The third Interim Fee Application was approved on August 9, 2011 [Docket No. 1345].

d) On September 23, 2011, PwC submitted its fourth Interim Fee Application for services rendered and expenditures incurred from June 1, 2011 through August 31, 2011, requesting \$32,923.00 in fees and \$0.00 in expenditures [Docket No. 1405]. The fourth Interim Fee Application will be approved as part of the Final Fee Application.

4. PwC is filing the attached fee statement (the “Statement”) for compensation for professional services rendered and reimbursement of expenses made in these cases during the Fee Period. The Statement contains detailed time logs describing the actual and necessary services provided by PwC for the hourly services during the Fee Period, as well as other detailed information required to be included in Monthly Fee Applications. The Statement is comprised of several exhibits which are attached hereto as:

- Exhibit A, provides a summary of the hours and compensation by project;
- Exhibit B, provides a summary of the hours and compensation by project category and task code;
- Exhibit C-1, provides the name and position of each professional, cumulative hours worked by project, hourly billing rates for the hourly compensation, and the corresponding compensation requested; and
- Exhibit C-2, provides the daily activity descriptions for the hourly compensation, including the activity description, time and billing rates associated with each activity.

**REASONABLE AND NECESSARY SERVICES RENDERED BY PwC DURING THE FEE PERIOD**

5. This is the eleventh Monthly Fee Application for interim compensation that PwC has filed with the Court in these chapter 11 cases. The following itemization breaks down the services:

<b>Project Category and Task Code</b>	<b>Hours</b>	<b>Total Compensation</b>
<b>Restructuring Advisory Services</b>		
Disclosure Statement, Plan of Reorganization Documents and Creditor Recoveries	1.60	\$896.00
Tax Matters	5.00	\$2,000.00
<b>Subtotal - Restructuring Advisory Services</b>	<b>6.60</b>	<b>\$2,896.00</b>
<b>Bankruptcy Requirements and Obligations</b>		
Monthly, Interim, and Final Fee Applications	6.60	\$2,777.00
<b>Subtotal - Bankruptcy Requirements and Obligations</b>	<b>6.60</b>	<b>\$2,777.00</b>
<b>Total Hours and Compensation</b>	<b>13.20</b>	<b>\$5,673.00</b>



**A. SERVICES RENDERED - RESTRUCTURING ADVISORY SERVICES**

6. Consistent with prior Monthly Fee Application submissions, PwC provides a summary of the hours and fees within each project category included in the description of services. The hours and corresponding fees shown below represent the services provided during the Fee Period.

7. Disclosure Statement, Plan of Reorganization Documents and Creditor Recoveries (1.60 hours, \$896.00 in fees) - Activities included in this category primarily includes time spent by PwC reviewing and providing comments on the Chapter 11 versus Chapter 7 liquidation analysis prepared by management in preparation for the Plan confirmation hearing.

8. Tax Matters (5.00 hours, \$2,000.00 in fees) - Activities included in this category primarily includes time spent by PwC analyzing priority tax claims filed by the States of Ohio and Texas and preparing analyses to be utilized to reconcile and correct claim amounts.

**B. SERVICES RENDERED - BANKRUPTCY REQUIREMENTS AND OBLIGATIONS**

9. Monthly, Interim, and Final Fee Applications (6.60 hours, \$2,777.00 in fees) - During the Fee Period, PwC bankruptcy retention professionals worked with the engagement team to prepare and finalize the tenth Monthly Fee Application covering the period of August 1, 2011 through August 31, 2011 for submission to the Court as well as prepared the Fourth Interim Fee Application and provided consultation regarding the Final Fee Application.

10. PwC charged and now requests those fees that are reasonable and customary in this marketplace for similar chapter 11 cases. The compensation structure and the summaries provided represent customary fees and rates that are routinely billed to PwC's many clients. Based on the compensation structure and the services performed by each individual during the Fee Period, the total reasonable value of such services rendered during the Fee Period is

\$5,673.00. PwC advisory professionals expended a total of 13.20 hours working on these chapter 11 cases during the Fee Period. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these chapter 11 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 the Bankruptcy Code.

11. In addition, the Statement: (a) identifies the individuals who rendered services in each subject matter (as defined below); (b) describes each activity or service that each individual performed; and (c) states the number of hours (in half-hour increments, as approved in the Retention Order) spent by each individual providing the hourly services.

12. To the best of PwC's knowledge, this Monthly Fee Application and Final Fee Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines, Local Rule 2016-2 and the Administrative Order.

**REASONABLE AND NECESSARY EXPENDITURES INCURRED BY PwC DURING THE FEE PERIOD**

13. There were no expenses incurred during the Fee Period.

**FINAL PERIOD SUMMARY**

14. Pursuant to the Administrative Compensation Order, PwC has previously distributed ten Monthly Fee Applications for compensation for professional services rendered and reimbursement of expenses made in these cases during the Final Fee Period:

- (a) This is PwC's eleventh Monthly Fee Application representing the remaining \$5,673.00 in fees and \$0.00 in expenses during the Fee Period.
- (b) On December 28, 2010, PwC submitted its first Interim Fee Application for services rendered and expenditures incurred from September 21, 2010 through November 30, 2010, requesting \$711,014.00 in fees and \$6,970.88 in expenditures [Docket No. 613]. On March 2, 2011, the Court approved these

fees and expenses [Docket No. 1055].

- (c) On March 30, 2011, PwC submitted its second Interim Fee Application for services rendered and expenditures incurred from December 1, 2010 through February 28, 2011, requesting \$299,882.50 in fees and \$2,579.20 in expenditures [Docket No. 1189]. The second Interim Fee Application was approved on June 28, 2011 [Docket No. 1295].
- (d) On June 30, 2011, PwC submitted its third Interim Fee Application for services rendered and expenditures incurred from March 1, 2011 through May 31, 2011, requesting \$251,701.50 in fees and \$1,930.20 in expenditures [Docket No. 1303]. The third Interim Fee Application was approved on August 9, 2011 [Docket No. 1345].
- (e) On September 23, 2011, PwC submitted its fourth Interim Fee Application for services rendered and expenditures incurred from June 1, 2011 through August 31, 2011, requesting \$32,923.00 in fees and \$0.00 in expenditures [Docket No. 1405]. The fourth Interim Fee Application will be approved as part of the Final Fee Application.

15. By this Final Fee Application, PwC is requesting final approval of the Monthly Fee Applications filed with the Court. Accordingly, PwC is seeking final approval of fees in the amount of \$1,301,194.00 and expenses in the amount of \$11,480.28. The fees sought by this Final Fee Application reflect an aggregate of 2,767.30 hours of professional time spent and recorded in performing financial advisory services to the Debtors during the Final Fee Period at a blended average hourly rate of \$470.20.

**RELIEF REQUESTED RETENTION AND CONTINUING DISINTERESTEDNESS OF PwC**

16. The Retention Order authorized the Debtors to retain PwC as its financial advisor effective as of September 21, 2010 in connection with these chapter 11 cases and all related matters. The Debtors are authorized to compensate PwC in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines established by the U.S. Trustee and such other procedures as may be fixed by order of the Court.

17. Except as otherwise disclosed in the Declaration of Perry Mandarino in Support of the Monthly Fee Application of the Debtors and Debtors-in-Possession for an Order Pursuant to Sections 327(a), 328 and 1107 of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules Authorizing the Retention of PricewaterhouseCoopers LLP as financial advisor to the Debtors *Nunc Pro Tunc* to the Petition Date and Granting Relief Under Local Rule 2016-2 (the "Declaration") filed on September 28, 2010 [Docket No. 90], to the best of PwC's knowledge, PwC does not hold or represent any interest adverse to the Debtors or their estates and is a disinterested person as defined in section 101(14) of the Bankruptcy Code.

18. PwC may have represented, may currently represent or in the future may represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases. PwC disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts in the Declaration. If PwC becomes aware of material new information related to these chapter 11 cases, PwC will file a supplemental declaration with the Court.

19. During the Fee Period, PwC performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates and not on behalf of any committee, creditor or other person.

20. Except as provided herein or in the application to retain PwC, PwC 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 these chapter 11 cases.

21. Pursuant to Bankruptcy Rule 201(b), PwC has not shared, nor has PwC agreed to share (a) any compensation it received or may receive with another person other than with the partners, counsel and associates of PwC or (b) any compensation another person or party

received or may receive.

**REPRESENTATIONS**

22. In summary, by this Monthly Fee Application and Final Fee Application, PwC requests: (a) interim payment of compensation for fees and expenses in the total amount of \$4,538.40 consisting of: (i) \$4,538.40 which is 80% of the fees, \$5,673.00 incurred by the Debtors for reasonable and necessary professional services rendered by PwC; and (ii) \$0.00 for actual and necessary expenses; (b) final compensation for professional services rendered as financial advisor for the Debtors in the sum of (i) \$1,301,194.00 incurred by the Debtors for reasonable and necessary professional services rendered by PwC; and (ii) \$11,480.28 for actual and necessary expenses during the Final Fee Period; and (c) such other further relief as is just and proper.

WHEREFORE, PwC requests that it be allowed reimbursement for its fees and expenses incurred during the Fee Period and Final Fee Period that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: December 12, 2011

**PRICEWATERHOUSECOOPERS LLP**



Perry Mandarino

300 Madison Avenue

New York, NY 10017

Telephone (646) 471-7589

Facsimile (813) 329-0605

*Financial Advisor for the Debtors and Debtors in Possession*

## Schedule of Exhibits

### **SERVICES RENDERED - HOURLY RATE BASED FEES**

- Exhibit A, provides a summary of the hours and compensation by project;
- Exhibit B, provides a summary of the hours and compensation by project category and billing category;
- Exhibit C-1, provides the name and position of each professional, cumulative hours worked by project, hourly billing rates for the hourly compensation, and the corresponding compensation requested; and
- Exhibit C-2, provides the daily activity descriptions for the hourly compensation, including the activity description, time and billing rates associated with each activity.