

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:) Chapter 11
)
Forward Foods, LLC) Case No. 09-10545 (KJC)
)
Debtor.) **Response Deadline: July 15, 2009 at 4:00 p.m. (EST)**
)
)

**THIRD MONTHLY APPLICATION OF BENESCH, FRIEDLANDER,
COPLAN & ARONOFF LLP FOR INTERIM COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS COUNSEL TO THE DEBTOR FOR THE PERIOD FROM
MAY 1, 2009 THROUGH MAY 31, 2009**

Name of Applicant: Benesch Friedlander Coplan & Aronoff
LLP

Authorized to Provide Professional Services to: Debtor

Date of Retention: February 17, 2009

Interim Period for which Compensation and Reimbursement of Expenses is Sought May 1, 2009 through May 31, 2009

Amount of Compensation Sought as Actual, Reasonable, and Necessary \$64,053.00

Amount of Expense Reimbursement Sought As Actual, Reasonable, and Necessary: \$2,281.50

This is an interim application.

The total time expended for fee application preparation is approximately 9.70 hours and the corresponding compensation requested is approximately \$1,992.50.

PREVIOUSLY FILED FEE APPLICATIONS

Fee Application Filed	Fees Requested	Expenses Requested	Certificate of No Objection Filed	Fees Allowed	Expenses Allowed
Docket No. 120 Filed 04/22/09	\$193,560.00	\$11,890.61	Docket No. 147 Filed 05/14/09	\$154,848.00	\$11,890.61
Docket No. 161 Filed 05/21/09	\$109,108.50	\$6,315.48	Docket No. 161 Filed 6/16/09	\$87,286.80	\$6,315.48

TIMEKEEPER SUMMARY

Name of Professional	Year Admitted to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
<u>Partners</u>				
William I. Kohn (WK)	1976 (Ohio)	\$695.00	41.50	\$28,842.50
Bradford J. Sandler (BJS)	2001 (Delaware)	535.00	10.80	5,778.00
Jenny Sheaffer (JS)	1998 (Ohio)	375.00	<u>5.00</u>	<u>1,875.00</u>
			57.30	\$36,495.50
<u>Associates</u>				
Kari Coniglio (KC)	2006 (Ohio)	\$230.00	48.00	\$11,040.00
Jennifer R. Hoover (JRH)	2008 (Delaware)	330.00	8.10	2,673.00
Rita Kline (RK)	2000 (Delaware)	295.00	5.80	1,711.00
Matthew Samsa (MS)	2008 (Ohio)	185.00	<u>17.90</u>	<u>3,311.50</u>
			79.80	\$18,735.50
<u>Paralegals</u>				
Lisa M. Behra (LMS)	N/A	\$175.00	35.30	\$6,177.50
Sandi Van Dyk (SV)	N/A	215.00	<u>12.30</u>	<u>2,644.50</u>
			47.60	\$8,822.00
TOTALS:			184.70	\$64,053.00

BLENDED RATE: \$346.79

COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
Case Administration	43.20	\$10,804.50
Financing	2.90	1,066.50
Firm Retention/Compensation	11.60	2,380.00
Other Professionals Retention/Compensation	2.20	552.00
Business Operations	16.30	5,527.50
Use/Adequate Protection/Relief from Stay	1.20	267.00
Executory Contracts/Unexpired Personal Property Leases	32.70	9,425.50
Real Estate Leases	1.50	1,042.50
Asset Disposition/Sale	3.90	2,031.50
Employee Issues	9.20	3,704.00
Claims	8.30	4,872.50
Plan and Disclosure Statement	12.90	8,965.50
Litigation	11.80	4,188.00
503(b)(9) Claims	27.00	9,226.00
TOTALS:	184.70	\$64,053.00

EXPENSE SUMMARY

EXPENSE CATEGORY	DESCRIPTION/SERVICE PROVIDER	TOTAL EXPENSES
Computer Research	Pacer	\$10.64
Computer Research	Westlaw	1,882.73
Delivery	Federal Express	66.91
Document Reproduction	In-house	226.10
Facsimile	In-house	72.72
Long Distance Calls	In-house	22.40
TOTALS:		\$2,281.50

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**THIRD MONTHLY APPLICATION OF BENESCH, FRIEDLANDER,
COPLAN & ARONOFF LLP FOR INTERIM COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS COUNSEL TO THE DEBTOR FOR THE PERIOD FROM
MAY 1, 2009 THROUGH MAY 31, 2009**

Benesch Friedlander Coplan & Aronoff LLP (“BFC&A”), counsel to Forward Foods, LLC (“Debtor”), debtor and debtor in possession, hereby submits its Third Monthly Application (the “Third Monthly Application”) for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtor for the Period from May 1, 2009 through May 31, 2009 (the “Fee Period”), pursuant to 11 U.S.C. §§ 327 and 1103, Rule 2016(a) of the Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rule 2016-2 and the Order Authorizing and Establishing Procedures for Interim Payment of Compensation and Reimbursement of Expenses to Professionals and Committee Members Pursuant to Sections 105(a) and 331 of the Bankruptcy Code (the “Administrative Order”) entered by the Court on March 18, 2009. In support of its application, BFC&A respectfully represents as follows:

I. JURISDICTION

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. This proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District and in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory basis for the

relief sought herein are sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

II. BACKGROUND

A. Case Commencement

2. On February 17, 2009 (the “Petition Date”), the Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtor is continuing to operate its business and manage its property and assets as debtor in possession. No trustee or examiner has been appointed in the Debtor’s chapter 11 case.

3. On March 4, 2009, a statutory committee of creditors (the “Committee”) was appointed in the Debtor’s chapter 11 case.

B. Retention of BFC&A

4. On February 17, 2009, the Debtor filed an Application to employ BFC&A as it’s counsel. The Bankruptcy Court entered an Order on March 18, 2009 employing BFC&A as Counsel to the Debtor effective as of the Petition Date.

III. REQUEST FOR RELIEF

5. Pursuant to the Administrative Order, BFC&A requests compensation for professional services rendered to the Debtor in the amount of \$64,053.00 and reimbursement of expenses incurred in the amount of \$2,281.50.

IV. SUMMARY OF SERVICES BY PROJECT

6. To assist the Court in its review of the fees sought by Applicant, below is a summary of the time billed by BFC&A under the project categories. A complete description of the attorneys and paraprofessionals that have rendered services relating to each category, the

number of hours billed by each individual and the total interim compensation sought is attached hereto as Exhibit A.

(i) Case Administration (Fees: \$10,804.50 – Total Hours: 43.20)

7. Services provided in this category by BFC&A professionals during the Fee Period involved the preparation of amendments to the Debtor's Schedules, review of various financial information provided by the Debtors, and preparation of hearing binders. Other services included (i) routine status and strategy conferences and other communications among counsel and among other professionals; (ii) maintenance of case records; and (iii) docket review.

(ii) Financing (Fees: \$1,066.50 – Total Hours: 2.90)

8. Services provided in this category by BFC&A professionals during the Fee Period related primarily to discussions between counsel for the Debtor and the Committee regarding potential causes of action against the prepetition and DIP Lenders and the review of draft complaints prepared by the Committee.

(iii) Firm Retention/Compensation (Fees: \$2,380.00 – Total Hours: 11.60)

9. Services provided in this category by BFC&A professionals included preparation and review of BFC&A's monthly fee statement.

(iv) Other Professional Retention/Compensation (Fees: \$552.00 - Total Hours: 2.20)

10. Services provided in this category by BFC&A professionals consisted primarily of the preparation of certificates of no objection regarding the applications to retain RSM McGladrey and McGladrey & Pullen as accountants and auditors to the Debtor and email correspondence regarding the entry of orders thereon.

(v) Business Operations (Fees: \$5,527.50 – Total Hours: 16.30)

11. Services provided by BFC&A professionals in this category during the Fee Period

involved a wide range of activities relating to the review and analysis of the Debtor's ongoing operations and financial performance, including (i) the analysis and preparation of the Debtor's claim against Peanut Corporation of America ("PCA"); (ii) review of outsourcing offers; and (iii) the drafting of a motion for the employment and compensation of ordinary course professionals.

(vi) Use/Adequate Protection/Relief from Stay (Fees: \$267.00 – Total Hours: 1.20)

12. Services provided in this category by BFC&A professionals consisted of the review and response to correspondence from counsel to the trustee in PCA's bankruptcy case regarding collection of outstanding obligations and correspondence with the Davis Family Trust regarding entry of an order approving the stipulation with the Debtor.

(vii) Executory Contracts/Unexpired Personal Property Leases (Fees: \$9,425.50 – Total Hours: 32.70)

13. Services provided in this category by BFC&A professionals consisted of (i) reviewing and analyzing of the Debtor's executory contracts; (ii) researching of assumption and rejection under Third Circuit law; and (iii) drafting motions to reject certain executory contracts.

(viii) Real Estate Leases (Fees: \$1,042.50 – Total Hours: 1.50)

14. Services provided in this category by BFC&A professionals consisted of the review of a renegotiated office lease and discussions with the Debtor relating thereto.

(ix) Asset Disposition/Sale (Fees: \$2,031.50 – Total Hours: 3.90)

15. Services provided in this category consisted of (i) the drafting and filing of certificates of no objection regarding the Debtor's Recall Motion; and (ii) preparation for the hearing on the Recall Motion.

(x) Employee Issues (Fees: \$3,704.00 – Total Hours: 9.20)

16. Services provided in this category by BFC&A professionals during the Fee Period relate to the revision of a performance bonus for certain employees of the Debtor and various

meetings with the Debtor representatives and the Committee to discuss the same.

(xi) Claims (Fees: \$4,872.50 – Total Hours: 8.30)

17. Services provided in this category by BFC&A professionals during the Fee Period primarily related to the review of certain personal injury claims asserted against the Debtor and meetings with the Debtor and counsel to discuss treatment of the claims.

(xii) Plan and Disclosure Statement (Fees: \$8,965.50 – Total Hours: 12.90)

18. Services provided in this category by BFC&A professionals during the Fee Period relate to (i) the outlining of a plan; (ii) the creation of classifications of claims; and (iii) correspondence with the Debtor, the Committee and the DIP Lenders to discuss budgeting issues and the Debtor's debt structure for formulation of a plan.

(xiii) Litigation (Fees: \$4,188.00 – Total Hours: 11.80)

19. Services provided in this category by BFC&A professionals relate to the representation of the Debtor in regards to patent infringement litigation.

(xiv) 503(b)(9) Claims (Fees: \$9,226.00– Total Hours: 27.00)

20. Services provided in this category by BFC&A professionals during the Fee Period relate to discussions with creditors regarding the amount and treatment of 503(b)(9) claims and research and negotiations relating to a motion for payment of a 503(b)(9) claim and a response to the Debtor's objection thereto filed by Clasen Quality Coatings, Inc.

V. ACTUAL AND NECESSARY EXPENSES INCURRED

21. BFCA has incurred total out of pocket disbursements during the Fee Period in the amount of \$2,281.50. This disbursement sum is broken down into categories of charges. A complete description of the expenses incurred by BFC&A during the Fee Period is attached hereto as Exhibit B.

22. BFC&A represents as follows with regard to its charges for actual and necessary costs and expenses during the Fee Period:

(a) Copy charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines and copy center, together with a margin for recovery of lost expenditures.

(b) Incoming facsimiles are not billed.

(c) Outgoing facsimiles are billed at the rate of \$1.00 per page. The cost represents operator time, maintaining several dedicated facsimile telephone lines, supplies and equipment, and includes a margin for recovery of lost expenditures.

VI. VALUATION OF SERVICES

23. Attorneys and paraprofessionals of BFC&A have expended a total of 184.70 hours in connection with this matter during the Fee Period. The reasonable value of the services rendered by BFC&A to the Debtor during the Fee Period is \$64,053.00. The rates charged are BFC&A's normal hourly rates for work of this character.

24. At all relevant times, BFCA has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code and has not represented nor held any interest adverse to the interest of the Debtor.

25. BFC&A has reviewed the requirements of Local Bankruptcy Rule 2016-2 and believes that this Application complies with the requirements of same.

26. There is no agreement or understanding between BFC&A and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in this case.

27. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of this case, (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.

WHEREFORE, pursuant to the Administrative Order, BFC&A respectfully requests compensation in the amount of \$53,523.90, representing 80% of the requested compensation for professional services rendered to the Debtor and 100% of the expenses incurred during the Fee Period and such other relief as this Court deems just and proper.

Dated: June 25, 2009

Respectfully submitted,

BENESCH, FRIEDLANDER,
COPLAN & ARONOFF LLP

By: /s/ Bradford J. Sandler

Bradford J. Sandler, Esquire (No. 4142)
Jennifer R. Hoover, Esquire (No. 5111)
222 Delaware Avenue, Suite 801
Wilmington, DE 19801
(302) 442-7010 (Telephone)
(302) 442-7012 (Facsimile)
bsandler@beneschlaw.com
jhoover@beneschlaw.com

-and-

William I. Kohn, Esquire (OH 0005749)
Kari Coniglio, Esquire (OH 0081463)
200 Public Square, Suite 2300
Cleveland, OH 44114
(216) 363-4500 (Telephone)
(216) 363-4588 (Facsimile)
wkohn@beneschlaw.com
kconiglio@beneschlaw.com

Counsel for Forward Foods LLC,
Debtor and Debtor in Possession

CERTIFICATION OF RESPONSIBLE ATTORNEY

Pursuant to the Guidelines for Applications for Compensation and Reimbursement of Expenses Adopted by the Executive Office for the United States Trustees Pursuant to the Bankruptcy Reform Act 1994, effective January 30, 1996 (“U.S.T. Guidelines”) and Local Bankruptcy Rule 2016-2 (the “Local Bankruptcy Rules”), the undersigned, as responsible attorney, certifies (a) I have read the foregoing application, (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the compensation and expense reimbursement sought conforms with the U.S.T. Guidelines and the Local Bankruptcy Rules, and (c) the compensation and expense reimbursement requested are billed at rates and in accordance with practices no less favorable to the Debtor than those customarily employed by BFC&A generally.

/s/ Bradford J. Sandler

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Jennifer R. Hoover, Esquire (No. 5111)
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kconiglio@beneschlaw.com

Counsel for Forward Foods LLC,
Debtor and Debtor in Possession

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing *Third Monthly Application of Benesch, Friedlander, Coplan & Aronoff LLP for Interim Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtor for the Period May 1, 2009 through May 31, 2009* and *Notice* thereof was served on the 25th day of June, 2009 via First Class United States mail, postage prepaid, to the following:

Forward Foods, LLC
Attn: Nancy Huber
P.O. Box 3197
Carson City, NV 89702

Allen Matkins Leck Gamble Mallory & Natsis
LLP
Attn: Debra A. Riley
501 West Broadway
15th Floor
San Diego, CA 92101-3541
(Counsel for Next Proteins, Inc.)

Buchalter Nemer
Attn: Matthew W. Kavanaugh
1000 Wilshire Boulevard
Suite 1500
Los Angeles, CA 90017-2457
(Counsel for The CIT Group/Commercial Services, Inc.)

Bodman LLP
Attn: David J. Nowaczewski
1901 St. Antoine Street
6th Floor at Ford Field
Detroit, MI 48226
(Counsel for Comerica Bank)

Emigrant Capital Corp.
Attn: Ed Burns and Ken Walters
6 E. 43rd Street
New York, NY 10017

Jager Smith, P.C.
Attn: Steven C. Reingold
One Financial Center
Boston, MA 02111
(Counsel for the Committee)

Office of the U.S. Trustee
Attn: Joseph McMahan
844 King Street
Suite 2207
Wilmington, DE 19801

/s/ Bradford J. Sandler
Bradford J. Sandler

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:) Chapter 11
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Forward Foods, LLC) Case No. 09-10545 (KJC)
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Debtor.) **Response Deadline: July 15, 2009 at 4:00 p.m. (EST)**
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NOTICE OF APPLICATION

To: Notice Parties (as defined in the Order Authorizing and Establishing Procedures for Interim Payment of Compensation and Reimbursement of Expenses to Professionals and Committee Members Pursuant to Sections 105(a) and 331 of the Bankruptcy Code (the “Administrative Order”) entered by the Court on March 18, 2009)

PLEASE TAKE NOTICE that on June 25, 2009, Benesch Friedlander Coplan & Aronoff LLP (“BFC&A”) filed its Third Monthly Application for Interim Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtor for the Period May 1, 2009 through May 31, 2009 (the “Application”) requesting compensation in the amount of \$64,053.00 and reimbursement of expenses in the amount of \$2,281.50.

PLEASE TAKE FURTHER NOTICE that pursuant to the Administrative Order, responses or objections to the Application, if any, are to be served upon William I. Kohn, Benesch, Friedlander, Coplan & Aronoff LLP, 200 Public Square, Suite 2300, Cleveland, OH 44114-2378 **so as to be received no later than 4:00 p.m. (EST) on July 15, 2009.** You must also serve a copy of your response or objection upon the Notice Parties.

PLEASE TAKE FURTHER NOTICE that if no objection or other response to the Application is timely served, the Debtor will be authorized to pay BFC&A 80% of the compensation requested and 100% of the expenses requested, subject to the procedures set forth in the Administrative Order, without further order of the Bankruptcy Court.

Dated: June 25, 2009

Respectfully submitted,

BENESCH, FRIEDLANDER,
COPLAN & ARONOFF LLP

By: /s/ Bradford J. Sandler

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wkohn@beneschlaw.com
kconiglio@beneschlaw.com

Counsel for Forward Foods LLC,
Debtor and Debtor in Possession

Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/04/09	KC	Meeting with W. Kohn, J. Hoover and S.Lepene to discuss open issues with lease, KEEBP, and Edner	0.30
05/04/09	JRH	Conference call with W. Kohn and K. Coniglio regarding status of open items.	0.20
05/04/09	SL	Conference with W. Kohn, J. Hoover and K. Coniglio regarding Lease, KERP and upcoming hearing	0.00
05/04/09	LMS	Analysis and organization of pleadings and related documents for file coding and cross-referencing	3.00
05/05/09	LMS	Analysis and organization of pleadings and related documents for file coding and cross-referencing	2.00
05/06/09	KC	Prepare binder for May 19 hearing	0.80
05/07/09	KC	Revise hearing binder and table of contents for May 19 hearing	0.50
05/07/09	LMS	Analysis and organization of pleadings and related documents for file coding and cross-referencing	4.50
05/07/09	SV	Review efile notices and download documents.	0.20
05/07/09	SV	Update docket and pleadings file.	0.10
05/07/09	SV	Update critical dates calendar.	0.10
05/07/09	SV	Review and edit agenda for 5/19/09.	0.50
05/07/09	SV	Telephone call to K. Coniglio regarding 5/19 hearing agenda.	0.10
05/08/09	KC	Meet with L. Behra to discuss and obtain notice of commencement (.20); meet with W. Kohn to discuss hearing binder for May 19 (.10)	0.30
05/08/09	LMS	Analysis and organization of pleadings and related documents for file coding and cross-referencing	4.30
05/11/09	LMS	Analysis and organization of pleadings and related documents for file coding and cross-referencing	1.00
05/11/09	SV	Review docket regarding 341 creditors meeting.	0.10

Date	Atty	Services	Hours
05/12/09	KC	Meet with W. Kohn regarding open issues with A/R split and ordinary course professionals	0.30
05/12/09	SV	Prepare agenda for 5/19.	0.20
05/14/09	BJS	Review draft agenda.	0.20
05/14/09	KC	Prepare binders and folders of orders for May 19 hearing	1.00
05/14/09	SV	File/serve setoff motion.	0.70
05/15/09	WK	Review notebook prepared for Court	0.40
05/15/09	BJS	Draft certification of counsel regarding docket entry 121.	0.30
05/15/09	BJS	Telephone call with W. Kohn regarding DE procedure.	0.10
05/15/09	BJS	Telephone call with K. Coniglio regarding omnibus hearing.	0.20
05/15/09	KC	Phone call with W. Kohn to discuss modifications to binders and filing of revised order (.20); phone call with L. Behra to coordinate materials for hearing preparation (.50)	0.70
05/15/09	LMS	Numerous telephone calls with K. Coniglio regarding revised agenda and hearing binders and prepare binders	3.80
05/15/09	SV	Prepare Certificate of Service regarding 5/15/09 agenda.	0.20
05/15/09	SV	File/serve agenda for 5/15/09.	0.90
05/15/09	SV	Prepare CNO and hearing binders for 5/19/09.	0.90
05/15/09	SV	Edit agenda for 5/19/09.	0.10
05/16/09	WK	Discuss itinerary for hearing with P. Muldoon	0.40
05/18/09	WK	Discuss waiver of hearing with B. Sandler	0.40
05/18/09	WK	Discuss cancellation of hearing and avoidance of travel to Delaware with P. Muldoon	0.50
05/18/09	WK	Notify counsel to Committee of hearing cancellation	0.30
05/18/09	WK	Confirm entry of Order with N. Huber	0.50
05/18/09	BJS	Various conferences with W. Kohn regarding hearing.	0.20
05/18/09	BJS	Various conferences with N. Hunt regarding agenda.	0.20

Date	Atty	Services	Hours
05/18/09	BJS	Various emails with S. Van Dyk regarding agenda.	0.30
05/18/09	BJS	Various emails with N. Hunt regarding hearing.	0.20
05/18/09	BJS	Various emails with P. Blair regarding settlement.	0.20
05/18/09	JRH	Telephone call with S. Van Dyk and K. Coniglio related to omnibus hearing.	0.20
05/18/09	LMS	Analysis and organization of pleadings and related documents for file coding and cross-referencing	1.50
05/18/09	LMS	Review schedules and SOFA regarding scheduling of patent litigation and report same to K. Coniglio	0.30
05/18/09	SV	Prepare amended agenda canceling hearing on 5/19/09.	0.20
05/18/09	SV	Telephone call with J. Hoover regarding omnibus motion and hearing.	0.10
05/18/09	SV	Telephone call to and from N. Hunt regarding omnibus hearing on 5/19.	0.20
05/18/09	SV	Review efile notices and download documents.	0.10
05/18/09	SV	Update docket and pleadings file.	0.10
05/18/09	SV	Update critical dates calendar.	0.10
05/19/09	WK	Request that copies of the Orders on Recall, auditors and accountants be forwarded to N. Huber	0.30
05/19/09	BJS	Review revised agenda and discuss with S. Van Dyk.	0.20
05/19/09	BJS	Telephone call with H. Zalum regarding status of Forward Foods.	0.20
05/19/09	LMS	Forward copies of orders entered on May 18, 2009 to N. Huber	0.20
05/19/09	LMS	Analysis and organization of pleadings and related documents for file coding and cross-referencing	0.20
05/19/09	SV	Prepare Certificate of Service regarding amended agenda.	0.20
05/19/09	SV	File/serve amended agenda for 5/19/09.	0.70
05/22/09	LMS	Review emails regarding updating schedules/matrix and respond to same	0.20
05/26/09	LMS	Review and revise Monthly Operating Report for April 2009	0.80

Date	Atty	Services	Hours
05/27/09	LMS	Analysis and organization of pleadings and related documents for file coding and cross-referencing	1.00
05/27/09	SV	Review efile notices and download documents.	0.20
05/27/09	SV	Update docket and pleadings file.	0.10
05/27/09	SV	Update critical dates calendar.	0.10
05/28/09	BJS	Review operating report.	0.10
05/28/09	LMS	Review documentation regarding amending schedules in preparation for meeting with W. Kohn and K. Coniglio	0.50
05/28/09	LMS	Meeting with K. Coniglio and W. Kohn regarding amending schedules and plan solicitation/voting issues	1.00
05/28/09	LMS	Preparation of April Monthly Operating Report for filing	0.20
05/29/09	WK	Update Committee counsel regarding preparation of Budget, moving to establish a bar date, and seeking a 60-day extension of exclusivity of Plan filing and voting	0.70
05/29/09	BJS	Various emails with L. Behra regarding address changes.	0.10
05/29/09	LMS	Analysis and organization of pleadings and related documents for file coding and cross-referencing	1.50
05/29/09	LMS	Preparation of Debtor's Notice of Change of Address and prepare same for filing	0.50
05/29/09	LMS	Email communication with claims agent regarding Debtor's change of address	0.20

Case Administration

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
WILLIAM KOHN	(WK)	\$695.00	3.50	\$2,432.50
BRADFORD J SANDLER	(BJS)	\$535.00	2.50	\$1,337.50
			<u>6.00</u>	<u>\$3,770.00</u>
<u>ASSOCIATE</u>				
KARI CONIGLIO	(KC)	\$230.00	3.90	\$897.00
JENNIFER R HOOVER	(JRH)	\$330.00	0.40	\$132.00
			<u>4.30</u>	<u>\$1,029.00</u>
<u>PARALEGAL</u>				
LISA M BEHRA	(LMS)	\$175.00	26.70	\$4,672.50
SANDI VAN DYK	(SV)	\$215.00	6.20	\$1,333.00
			<u>32.90</u>	<u>\$6,005.50</u>
		TOTAL:	<u>43.20</u>	<u>\$10,804.50</u>

Financing

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/01/09	WK	Complete execution of Committee extension and circulate	0.40
05/01/09	BJS	Review 9019 motion with committee and Emigrant.	0.40
05/01/09	KC	Revise motion to approve stipulation and corresponding notice and order (.60); file motion to approve stipulation with committee and banks (.20); e-mail correspondence with Garden City regarding service of motion to approve stipulation between debtor, committee and banks (.20)	1.00
05/08/09	BJS	Various emails with counsel regarding committee stipulation.	0.30
05/20/09	KC	Review draft complaints provided by committee	0.80

Financing

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
WILLIAM KOHN	(WK)	\$695.00	0.40	\$278.00
BRADFORD J SANDLER	(BJS)	\$535.00	0.70	\$374.50
			<u>1.10</u>	<u>\$652.50</u>
<u>ASSOCIATE</u>				
KARI CONIGLIO	(KC)	\$230.00	1.80	\$414.00
			<u>1.80</u>	<u>\$414.00</u>
		TOTAL:	<u>2.90</u>	<u>\$1,066.50</u>

Firm Retention/Compensation

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/06/09	LMS	Review and revise BFCA fees and expenses for April 2009	2.50
05/12/09	KC	Meet with L. Behra to discuss noticing of fee applications	0.30
05/12/09	LMS	Conference with W. Kohn regarding CNO relative to BFCA First Monthly Fee Application	0.10
05/12/09	LMS	Telephone call with S. Van Dyk regarding CNO relative to BFCA First Monthly Fee Application	0.10
05/12/09	LMS	Respond to inquiry from accounting regarding expense back-up for April Fee Statement	0.20
05/14/09	BJS	Various emails with L. Behra, W. Kohn regarding BFCA fee application.	0.30
05/14/09	LMS	Preparation of CNO regarding BFCA First Monthly Fee Application	0.40
05/18/09	KC	Meet with L. Behra to discuss fee applications and notice thereof	0.40
05/20/09	KC	Review pro forma to properly categorize time entries (1.0); meet with L. Behra to discuss narratives to fee application (.30); draft second fee application (1.40)	2.70
05/20/09	LMS	Prepare BFCA monthly fee application for April 2009	1.30
05/21/09	KC	Revise second fee application (.50); review budget for second application period with L. Behra (.50)	1.00
05/21/09	LMS	Preparation of BFCA monthly fee statement for April 2009	2.00
05/26/09	LMS	Prepare summary of amount requested by BFCA and amounts allowed through March	0.30

Firm Retention/Compensation

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	0.30	\$160.50
			<u>0.30</u>	<u>\$160.50</u>
<u>ASSOCIATE</u>				
KARI CONIGLIO	(KC)	\$230.00	4.40	\$1,012.00
			<u>4.40</u>	<u>\$1,012.00</u>
<u>PARALEGAL</u>				
LISA M BEHRA	(LMS)	\$175.00	6.90	\$1,207.50
			<u>6.90</u>	<u>\$1,207.50</u>
		TOTAL:	<u>11.60</u>	<u>\$2,380.00</u>

Other Professional Retention/Compensation

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/15/09	SV	File CNO's regarding application to employ auditors.	0.40
05/15/09	SV	File CNO's regarding application to employ accountant.	0.40
05/15/09	SV	Prepare CNO's regarding application to employ auditors.	0.20
05/15/09	SV	Prepare CNO's regarding application to employ accountants.	0.20
05/19/09	KC	Email correspondence with T. Bolt regarding entry of order on employment	0.20
05/26/09	BJS	Review committee's fee application.	0.30
05/26/09	LMS	Analysis of CNO's and monthly fee applications of Ciardi and Jager and prepare summary of amounts requested and allowed	0.50

Other Professional Retention/Compensation

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
BRADFORD J SANDLER	(BJS)	\$535.00	0.30	\$160.50
			<u>0.30</u>	<u>\$160.50</u>
<u>ASSOCIATE</u>				
KARI CONIGLIO	(KC)	\$230.00	0.20	\$46.00
			<u>0.20</u>	<u>\$46.00</u>
<u>PARALEGAL</u>				
LISA M BEHRA	(LMS)	\$175.00	0.50	\$87.50
SANDI VAN DYK	(SV)	\$215.00	1.20	\$258.00
			<u>1.70</u>	<u>\$345.50</u>
		TOTAL:	<u>2.20</u>	<u>\$552.00</u>

Business Operations

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/01/09	WK	Respond to message from J. Hartman from Marsen regarding outsourcing offer	0.40
05/07/09	KC	Review Peanut Corporation of America (PCA) bankruptcy docket regarding claims (.30) ; review letter from W. Schneider regarding payment of claim (.20); draft letter to W. Schneider regarding Forward Foods bankruptcy filing (.80)	1.30
05/08/09	WK	Discuss employee files requested by Next Proteins on company servers with N. Huber	0.40
05/12/09	WK	Discuss "ordinary course" professional status with D. Hubb of Silicon counsel	0.60
05/12/09	WK	Confirm with N. Huber the employment of Silicon counsel	0.50
05/12/09	KC	Prepare PCA claim analysis (2.0); meet with L. Behra to discuss amount of attorneys fees incurred as a result of PCA recall (.20); meet with W. Kohn to discuss PCA claim (.40); review PCA claim analysis (.60)	3.20
05/12/09	LMS	Discussions with K. Coniglio regarding Forward Foods Proof of Claim in Peanut Corp. of America case	0.20
05/12/09	LMS	Analysis and summary of fees and expenses billed in preparation of Forward Foods Proof of Claim in Peanut Corp. of America case	0.50
05/12/09	LMS	Revise Summary of Fees and Expenses regarding Proof of Claim in Peanut Corp. of America case	0.30
05/15/09	KC	Draft motion to employ Silicon as ordinary course professionals (3.50); draft order, notice and affidavit for motion to employ Silicon (1.30)	4.80
05/17/09	WK	Review materials for Ordinary Course Professional Motion to Employ, Affidavit, Notice and Proposed Order	0.80
05/17/09	WK	Circulate the Peanut Corporation of America claim to D. Mellott to consider action to maximize recovery	0.30

Date	Atty	Services	Hours
05/18/09	KC	Revise motion to employ Silicon as ordinary course professionals (.30); email to S. Reingold regarding motion to employ Silicon (.10); review email correspondence from D. Hubb with revisions to affidavit regarding employment of Silicon (.20); revise affidavit regarding Silicon (.40)	1.00
05/19/09	WK	Discuss further sources of damages for the PCA claim with N. Huber	0.30
05/19/09	BJS	Review ordinary course professional motion and discuss with S. Van Dyk.	0.40
05/19/09	KC	Finalize motion to employ Silicon as Ordinary Course professional	0.30
05/19/09	SV	Edit motion to retain Silicon.	0.10
05/19/09	SV	File motion to retain Silicon.	0.50
05/29/09	WK	Request review of Peanut Corporation of America proof of claim by N. Huber and P. Muldoon	0.40

Business Operations

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
WILLIAM KOHN	(WK)	\$695.00	3.70	\$2,571.50
BRADFORD J SANDLER	(BJS)	\$535.00	0.40	\$214.00
			<u>4.10</u>	<u>\$2,785.50</u>
<u>ASSOCIATE</u>				
KARI CONIGLIO	(KC)	\$230.00	10.60	\$2,438.00
			<u>10.60</u>	<u>\$2,438.00</u>
<u>PARALEGAL</u>				
LISA M BEHRA	(LMS)	\$175.00	1.00	\$175.00
SANDI VAN DYK	(SV)	\$215.00	0.60	\$129.00
			<u>1.60</u>	<u>\$304.00</u>
			<u>TOTAL:</u>	<u>16.30</u>
				<u>\$5,527.50</u>

Use/Adequate Protection/Relief from Stay

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/08/09	KC	Revise letter to PCA counsel (.30); meet with W. Kohn to discuss letter to PCA counsel (.10)	0.40
05/15/09	SV	File CNO's regarding motion to approve Davis stipulation.	0.40
05/15/09	SV	Prepare CNO's regarding motion to approve Davis stipulation.	0.20
05/19/09	KC	Email to D. Davis regarding entry of order on motion to compromise with Davis Family Trust	0.20

Use/Adequate Protection/Relief from Stay

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>ASSOCIATE</u>				
KARI CONIGLIO	(KC)	\$230.00	<u>0.60</u>	<u>\$138.00</u>
			0.60	\$138.00
<u>PARALEGAL</u>				
SANDI VAN DYK	(SV)	\$215.00	<u>0.60</u>	<u>\$129.00</u>
			0.60	\$129.00
		TOTAL:	<u>1.20</u>	<u>\$267.00</u>

Executory Contracts/Unexpired Personal Property Leases

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/06/09	WK	Review GE/CIT bank lease	0.70
05/06/09	WK	Review Raymond lease	0.40
05/06/09	WK	Review Canon lease	0.30
05/06/09	WK	Review Penske lease	0.50
05/06/09	WK	Review Truckee lease	0.40
05/06/09	KC	Review emails regarding leases of equipment (.30); meet with W. Kohn to discuss equipment leases (.40); review leases and draft memo to W. Kohn and N. Huber regarding treatment of leases (3.20); meet with W. Kohn to discuss assignment of leases (.40) ; meet with M. Samsa to discuss research regarding assumption of executory contracts (.50)	4.80
05/06/09	MJS	Research case law regarding assignment of contracts from DIP to reorganized Debtor	2.30
05/07/09	MJS	Research assumption and assignment between Debtor and Debtor in Possession in 3rd Circuit	0.90
05/07/09	MJS	Research 3rd Circuit law regarding assignment of contracts from DIP to reorganized debtor	2.10
05/07/09	MJS	Draft memorandum regarding 3rd Circuit assignments to W. Kohn/K. Coniglio	0.50
05/08/09	WK	Edit memorandum on personal property leases	0.70
05/08/09	KC	Revise memorandum on equipment leases	1.10
05/08/09	MJS	Research 3rd Circuit law regarding assignment of executory contracts to reorganized debtor prior to plan	2.10
05/09/09	KC	Draft motion to reject Truckee Meadows lease (1.0); draft notice of hearing on motion to reject Truckee Meadows lease (.20); draft order granting motion to reject Truckee Meadows lease (.40)	1.60
05/11/09	WK	Review issues arising from GE Lease, including normal purchase option and lack of financing statement	0.70

Date	Atty	Services	Hours
05/11/09	WK	Forward memorandum regarding executing leases to N. Huber with regard for information on Canon lease	0.40
05/11/09	WK	Review Canon matter with N. Huber	0.40
05/11/09	KC	Draft motion to reject Truckee lease (.50); meet with L. Behra to discuss noticing of motion to reject (.20); meet with W. Kohn to discuss memorandum regarding assumption/rejection of executory contracts (.20); revise memorandum regarding treatment of executory contracts and unexpired leases of equipment (1.3); draft email to N. Huber regarding lease payments made to GE/CitiCapital (.20); review M. Samsa's memo regarding assumption of executory contracts (.30)	2.70
05/11/09	MJS	Draft memorandum to K. Coniglio regarding assumption/assignment of executory contracts	1.70
05/12/09	WK	Discuss personal property leases with N. Huber	0.40
05/12/09	KC	Revise Truckee documents for filing	0.30
05/12/09	MJS	Research assignment of executory contracts	1.80
05/12/09	MJS	Draft memorandum regarding assignment of executory contracts to K. Coniglio	0.80
05/13/09	BJS	Review motion to reject lease.	0.30
05/13/09	BJS	Conference with S. Van Dyk regarding motion to reject lease.	0.20
05/13/09	KC	Phone call with S. Van Dyk regarding filing and noticing of motion to reject Truckee lease	0.30
05/13/09	MJS	Review memorandum to K. Coniglio regarding executory contracts	0.70
05/13/09	SV	Edit motion to reject contract.	0.30
05/13/09	SV	Prepare Certificate of Service	0.20
05/13/09	SV	Telephone call with K. Coniglio regarding motion to reject objection deadline.	0.10
05/13/09	SV	File/serve motion to reject lease.	0.80
05/14/09	BJS	Review motion to reject Cintas content.	0.30
05/14/09	KC	Draft motion to reject Cintas lease (.60); phone call with S. Van Dyk regarding filing and service of rejection motion (.20)	0.80

Date	Atty	Services	Hours
05/14/09	SV	File/serve motion to reject Cintas contract.	0.70
05/14/09	SV	Edit motion to reject Cintas contract.	0.20
05/14/09	SV	Prepare Certificate of Service for motion to reject Cintas contract.	0.20

Executory Contracts/Unexpired Personal Property Leases

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
WILLIAM KOHN	(WK)	\$695.00	4.90	\$3,405.50
BRADFORD J SANDLER	(BJS)	\$535.00	0.80	\$428.00
			<u>5.70</u>	<u>\$3,833.50</u>
<u>ASSOCIATE</u>				
KARI CONIGLIO	(KC)	\$230.00	11.60	\$2,668.00
MATTHEW J SAMSA	(MJS)	\$185.00	12.90	\$2,386.50
			<u>24.50</u>	<u>\$5,054.50</u>
<u>PARALEGAL</u>				
SANDI VAN DYK	(SV)	\$215.00	2.50	\$537.50
			<u>2.50</u>	<u>\$537.50</u>
		TOTAL:	<u>32.70</u>	<u>\$9,425.50</u>

Real Estate Leases

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/05/09	WK	Discuss office lease with N. Huber	0.50
05/06/09	WK	Review renegotiated office lease	0.70
05/06/09	WK	Report on revised office lease to N. Huber	0.30

Real Estate Leases

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
WILLIAM KOHN	(WK)	\$695.00	1.50	\$1,042.50
			<u>1.50</u>	<u>\$1,042.50</u>
		TOTAL:	<u>1.50</u>	<u>\$1,042.50</u>

Asset Disposition/Sale

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/14/09	KC	Revise final version of order on recall motion (.30); telephone call with S. Van Dyk regarding filing of amended exhibit and order (.30)	0.60
05/15/09	WK	Discuss materials for Court regarding Recall Motion	0.40
05/15/09	BJS	Various conferences with S. Van Dyk regarding recall motion; agenda.	0.40
05/15/09	SV	Prepare certification of counsel regarding Recall motion.	0.30
05/15/09	SV	File certification of counsel regarding Recall motion.	0.40
05/17/09	WK	Review Recall Motion to prepare presentation	1.80

Asset Disposition/Sale

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
WILLIAM KOHN	(WK)	\$695.00	2.20	\$1,529.00
BRADFORD J SANDLER	(BJS)	\$535.00	0.40	\$214.00
			<u>2.60</u>	<u>\$1,743.00</u>
<u>ASSOCIATE</u>				
KARI CONIGLIO	(KC)	\$230.00	0.60	\$138.00
			<u>0.60</u>	<u>\$138.00</u>
<u>PARALEGAL</u>				
SANDI VAN DYK	(SV)	\$215.00	0.70	\$150.50
			<u>0.70</u>	<u>\$150.50</u>
		TOTAL:	<u>3.90</u>	<u>\$2,031.50</u>

Employee Issues

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/05/09	WK	Conversation with counsel for Committee regarding Key Employee Earned Bonus Program	0.60
05/06/09	WK	Discussion with R. Ruiz regarding Schedule E claim plaid in ordinary course	0.30
05/06/09	WK	Discuss Committee issues regarding Earned Bonus Plan with S. Reingold	0.40
05/12/09	WK	Arrange for filing blackline Key Employee Earned Bonus Program	0.40
05/13/09	WK	Re-edit Earned Bonus Program with regard to termination provisions and vesting	0.50
05/13/09	KC	Create redline of KEEBP (.10); meet with W. Kohn to discuss modifications to KEEBP (.40); revise KEEBP (3.50); meet with S. Lepene to review amended KEEBP (.50)	4.50
05/13/09	SL	Assist K. Coniglio with review of KERP	0.00
05/14/09	WK	Finalize revised Employee Earned Bonus Agreement	0.60
05/14/09	BJS	Review revised incentive plan.	0.20
05/14/09	KC	Revise KEEBP (.20); meet with W. Kohn to discuss revisions to KEEBP (.50)	0.70
05/14/09	SV	Prepare notice of revised exhibit to KERP motion.	0.30
05/14/09	SV	Prepare Certificate of Service regarding revised exhibit H to setoff motion.	0.20
05/19/09	WK	Discuss notification to employees of Bonus Plan with P. Muldoon	0.50

Employee Issues

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
WILLIAM KOHN	(WK)	\$695.00	3.30	\$2,293.50
BRADFORD J SANDLER	(BJS)	\$535.00	0.20	\$107.00
			<u>3.50</u>	<u>\$2,400.50</u>
<u>ASSOCIATE</u>				
KARI CONIGLIO	(KC)	\$230.00	5.20	\$1,196.00
			<u>5.20</u>	<u>\$1,196.00</u>
<u>PARALEGAL</u>				
SANDI VAN DYK	(SV)	\$215.00	0.50	\$107.50
			<u>0.50</u>	<u>\$107.50</u>
			<u>9.20</u>	<u>\$3,704.00</u>
		TOTAL:		

Claims

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/05/09	WK	Discuss claims with P. Muldoon	0.40
05/07/09	LMS	Respond to inquiry from Garden City regarding proofs of claim	0.20
05/08/09	WK	Review proposed claims by Committee against CIT/Comerica	0.60
05/08/09	WK	Review proposed claim by Committee against Emigrant Capital	0.90
05/12/09	WK	Review classification of damages as a result of peanut recall	0.70
05/12/09	BJS	Various emails with J. Hoover regarding claims.	0.30
05/19/09	WK	Discuss need to amend Schedule F for patent dispute and personal injury claims with K. Coniglio	0.40
05/19/09	WK	Discuss personal injury claims with N. Huber and B. Ballard of Forward Foods	0.60
05/19/09	KC	Email correspondence with D. Hubb regarding personal injury claims	0.30
05/19/09	GL	Analyze damage spreadsheet related to peanut recall	0.00
05/27/09	WK	Forward schedule to N. Huber for payment	0.30
05/28/09	WK	Review personal injury claim	0.70
05/28/09	WK	Review all known unsecured claims with K. Coniglio and L. Behra, particularly with regard to dropped customers with recall claims, personal injury claims, rejected real and personal executory contracts and related changes to schedules	1.60
05/28/09	KC	Meet with L. Behra and W. Kohn to discuss claims and amendments to schedules	1.00
05/28/09	KC	Meet with W. Kohn to discuss claims	0.30

Claims

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
WILLIAM KOHN	(WK)	\$695.00	6.20	\$4,309.00
BRADFORD J SANDLER	(BJS)	\$535.00	0.30	\$160.50
			<u>6.50</u>	<u>\$4,469.50</u>
<u>ASSOCIATE</u>				
KARI CONIGLIO	(KC)	\$230.00	1.60	\$368.00
			<u>1.60</u>	<u>\$368.00</u>
<u>PARALEGAL</u>				
LISA M BEHRA	(LMS)	\$175.00	0.20	\$35.00
			<u>0.20</u>	<u>\$35.00</u>
			<u>TOTAL:</u>	<u>8.30</u>
				<u>\$4,872.50</u>

Plan and Disclosure Statement

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/06/09	SAL	Conference with K. Coniglio regarding treatment of assumed leases in Plan of Reorganization under Bankruptcy Code section 365 rules	0.00
05/07/09	WK	Forward Plan and Disclosure Statement examples to P. Muldoon, N. Huber and K. Walters	0.40
05/07/09	SAL	Conference with M. Samsa regarding treatment of assumed leases in Plan of Reorganization under Bankruptcy Code section 365 rules	0.00
05/14/09	WK	Commence outline of Plan treatment of claims	0.80
05/15/09	WK	Prepare memorandum for offices regarding material needed for Plan preparation	0.80
05/15/09	WK	Request materials needed to outline Plan scenarios including pro forma balance sheet, budget for 5 years and listing of unsecured creditors by size of obligation	0.60
05/19/09	WK	Discussion with P. Muldoon regarding structure of plan generally	0.60
05/19/09	WK	Work on proposed Emigrant debt structure for Plan	1.50
05/19/09	WK	Discuss budgeting issues with N. Huber	0.70
05/20/09	WK	Confirm time frame for Budget with S. Reingold	0.40
05/20/09	WK	Discuss secured debt structure with N. Huber to create Budget	0.60
05/26/09	WK	Prepare Checklist of materials needed for Plan preparation	0.50
05/26/09	WK	Discuss Checklist of needed materials with P. Muldoon and N. Huber	0.40
05/26/09	WK	Review initial draft of Plan budget	0.70
05/27/09	WK	Request creditor listing and balance sheet from N. Huber	0.40
05/27/09	WK	Review proposed debt structure with N. Huber	0.80

Date	Atty	Services	Hours
05/28/09	WK	Review revised creditor list	0.60
05/28/09	WK	Review Balance Sheet	0.50
05/28/09	WK	Review possible structure of convenience class and cash out option from general unsecured creditors	1.80
05/29/09	WK	Further review of Budget for Plan purposes	0.80

Plan and Disclosure Statement

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
WILLIAM KOHN	(WK)	\$695.00	12.90	\$8,965.50
			<u>12.90</u>	<u>\$8,965.50</u>
		TOTAL:	<u>12.90</u>	<u>\$8,965.50</u>

Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/05/09	JS	Review status of PBT's patent reexamination cases at the U.S. Patent and Trademark Office	0.10
05/08/09	WK	Provided N. Huber with materials to protect trademark	0.50
05/08/09	JS	Review correspondence from W. Kohn relating to transfer of trademark and patent matters, and request from Forward Foods	0.20
05/08/09	JS	Confer with I. Davidson concerning trademark watch notices	0.10
05/11/09	JS	Confer with W. Kohn concerning status of transfer of trademark and patent matters and review of signed materials from Forward Foods	0.10
05/11/09	JS	Correspond with DLA Piper concerning transfer of trademark and patent matters	0.10
05/12/09	JS	Confer with I. Davison concerning transfer of IP work including trademark watches	0.10
05/12/09	JS	Confer with R. Kline concerning request for counseling concerning trademark prosecution and watches	0.10
05/13/09	JS	Confer with R. Kline concerning handling of Forward Foods trademark matters and primary contact at Forward Foods (Ian Davison)	0.20
05/13/09	RK	Conference with Watch Notice Company regarding services	0.10
05/13/09	RK	Conference with J. Schaeffer regarding Forward Foods, LLC trademark issues	0.10
05/13/09	RK	Voicemail to I. Davison at Forward Foods, LLC	0.10
05/13/09	RK	Review trademark status report for Forward Foods LLC and U.S. Patent and Trademark Office database for status of marks	1.00
05/13/09	RK	Review U.S. Patent and Trademark Office database for ownership of U.S. trademarks by Next Proteins	0.10

Date	Atty	Services	Hours
05/14/09	JS	Phone conversation with I. Davison concerning Benesch's handling of patent and trademark work for Forward Foods, urgent matters and transfer of physical files	0.20
05/14/09	JS	Correspondence with I. Davison to follow-up to phone conversation on transfer of patent and trademark work to Benesch	0.10
05/18/09	JS	Review correspondence from I. Davison relating to pending patent cases	0.10
05/18/09	JS	Correspondence with E. Mathews concerning preparation of response to Office Action for pending patent case	0.10
05/18/09	JS	Review docket at the Patent and Trademark Office relating to pending reexaminations on PBT patents	0.10
05/19/09	WK	Forward Power of Attorney regarding patent litigation to J. Sheaffer	0.30
05/19/09	JS	Prepare correspondence with I. Davidson and W. Kohn concerning patent and trademark matters	0.10
05/19/09	JS	Phone call to I. DiBernardo of Stroock to discuss transfer of files relating to patent reexaminations	0.10
05/19/09	KC	Email correspondence with J. Sheaffer regarding patent claims	0.20
05/19/09	RK	Review numerous emails from I. Davison and numerous trademark watch notices; compare marks reported goods listed to Forward Foods LLC's marks for potential likelihood of confusion	1.50
05/19/09	RK	Conference call with I. Davison regarding trademark watch servie reporting strategy and recommendation for marks and classes searched, discuss history of company and relation to Next Proteins Inc. and discuss brand strategy and related trademark strategy	1.00
05/19/09	RK	Conference with J. Sheaffer regarding brand strategy and related trademark strategy	0.10
05/22/09	RG	Review request from J. Sheaffer; prepare file histories pursuant to request	0.00
05/24/09	JS	Review PBT's latest submission and arguments to the Patent and Trademark Office (in reexamination proceedings) in order to begin formulation of response to be filed with the Patent and Trademark Office	3.00
05/26/09	JS	Confer with Stroock concerning transfer of reexamination matter to Benesch	0.10

Date	Atty	Services	Hours
05/26/09	JS	Correspondence with I. DiBernardo concerning transfer of reexamination materials to Benesch	0.10
05/27/09	RK	Meeting with trademark watch service company regarding starting watch notice reporting for DETOUR mark, order same and review confirmation (0.6 hrs); conference call with H. Dunn regarding list of watched marks with Thomson Reuters to stop watching all marks (0.2 hrs); conference with I. Davison at Forward Foods regarding authorization to stop watch notice reports (0.2 hrs); conference call with Thomson Reuters to instruct to stop watch notices follow-up (0.2 hrs)	1.20
05/27/09	DHP	Attend to intake of intellectual property files from DLA Piper; compare files received to manifest; review docket reports for upcoming deadlines and actions; discuss same with J. Sheaffer	0.00
05/29/09	LC	Research continued examination in reexamination and amendments after final; research interpretation of term "less than" in patent claims	0.00
05/29/09	RK	Review list of marks canceled in watch notice	0.30
05/29/09	RK	Review and reply to email from Thomson Reuters confirming canceling watch notices	0.30

Litigation

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
WILLIAM KOHN	(WK)	\$695.00	0.80	\$556.00
JENNY SHEAFFER	(JS)	\$375.00	5.00	\$1,875.00
			<u>5.80</u>	<u>\$2,431.00</u>
KARI CONIGLIO	(KC)	\$230.00	0.20	\$46.00
RITA KLINE	(RK)	\$295.00	5.80	\$1,711.00
			<u>6.00</u>	<u>\$1,757.00</u>
			<u>11.80</u>	<u>\$4,188.00</u>
			<u>TOTAL:</u>	

503(b)(9) Claims

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2009

Date	Atty	Services	Hours
05/01/09	KC	E-mail correspondence with N. Huber regarding amounts owed to Airgas in 20-day period	0.20
05/04/09	KC	E-mail to J. Oliver regarding Airgas (.30); review Airgas documents from N. Huber (.10)	0.40
05/05/09	KC	Phone calls to R. Woodman regarding Malnove motion (.20); Phone call with G. MacDaniel regarding continuation of motion of Malnove (.50); phone calls with S. Van Dyk to discuss treatment of Malnove motion (.20)	0.90
05/06/09	WK	Review response by Clasen regarding 503(b)(9) objection	0.50
05/06/09	BJS	Review response of Clasen.	0.50
05/06/09	KC	Review response filed by Clasen (.30); meeting with W. Kohn and J. Hoover to discuss Clasen response (.30)	0.60
05/07/09	BJS	Conference with J. Hoover regarding 503(b)(9) issues.	0.40
05/07/09	KC	Phone call with J. Hoover to discuss Clasen reply (.20); phone call with B. Sandler to discuss Clasen reply (.20); review additional acknowledgment forms received and update spreadsheet (.40)	0.80
05/07/09	JRH	Telephone calls with K. Coniglio and B. Sandler regarding Clasen objection.	0.30
05/08/09	BJS	Review research regarding interplay of 503(b)(9) and UCC.	1.50
05/08/09	KC	E-mail to J. Hoover with documents regarding Clasen motion	0.10
05/08/09	JRH	Review Clasen reply, review caselaw, review outline, conference call with B. Sandler.	1.20
05/12/09	BJS	Various emails with W. Kohn regarding Clasen.	0.30
05/12/09	KC	Phone call with R. Woodman regarding Malnove Motion	0.20
05/13/09	WK	Review issue involving Clasen claim	0.30
05/13/09	BJS	Various emails with J. Hoover regarding Clasen.	0.20

Date	Atty	Services	Hours
05/13/09	BJS	Telephone call with W. Kohn regarding Clasen.	0.10
05/13/09	BJS	Conference with J. Hoover regarding status of research regarding Clasen.	0.30
05/13/09	BJS	Review memo of law regarding Clasen.	0.40
05/13/09	KC	Meet with W. Kohn to discuss response by Clasen (.20); phone call with J. Hoover regarding research for Clasen objection (.20); research for response (.80)	1.20
05/13/09	JRH	Telephone call with W. Kohn; prepare memo to file regarding results of research related to various 503 (b) (9) issues.	6.00
05/14/09	WK	Review memorandum on "receipt" for 503(b) (9) purposes	0.40
05/14/09	WK	Discuss stipulation with Clasen with B. Sandler	0.30
05/14/09	BJS	Telephone call with counsel for Clasen regarding 503(b) (9) motion.	0.20
05/14/09	BJS	Email to B. Hazeltine regarding Clasen.	0.10
05/14/09	BJS	Various emails with W. Kohn regarding Clasen.	0.20
05/14/09	BJS	Telephone call with J. Hoover regarding Clasen.	0.10
05/18/09	BJS	Telephone call with P. Blair regarding Clasen.	0.30
05/19/09	BJS	Various emails with A. Gibbs regarding settlement of Clasen.	0.30
05/19/09	KC	Review correspondence from McMaster Carr regarding 503(b) (9) claim (.20); review spreadsheet of acceptances for W. Kohn (.20)	0.40
05/26/09	KC	Email correspondence with R. Woodman regarding order authorizing payment of 503(b) (9) claimants and status of motion for payment (.20); telephone call with S. Smith regarding status of payments (.30)	0.50
05/27/09	WK	Review status of 503(b) (9) matter	0.60
05/27/09	KC	Meet with W. Kohn to discuss payment of 503(b) (9) claims (.30); revise 503(b) (9) payment spreadsheet (.50); meet with M. Samsa to discuss stipulation with Clasen (.30)	1.10
05/27/09	MJS	Conference with K. Coniglio regarding motion to compromise claim of Clasen	0.30
05/27/09	MJS	Draft Stipulation between Debtor and Clasen	1.10

Date	Atty	Services	Hours
05/28/09	KC	Meet with M. Samsa to review stipulations with Malnove and Clasen	0.40
05/28/09	JRH	Conference call with K. Coniglio; meeting with S. Van Dyk regarding local procedure for resolution of Clasen, 503(b)(9) claim.	0.20
05/28/09	SAL	Conference with M. Samsa regarding revision of proposed Agreed Order allowing 503(b)(9) claim of Clasen and relation of same to Bankruptcy Code compromise, notice/hearing requirements on resolved administrative claims	0.00
05/28/09	MJS	Discuss Agreed Order resolving 503(b)(9) Clasen claim with S. Laven and W. Kohn	0.40
05/28/09	MJS	Draft Agreed Order resolving 503(b)(9) claim of Clasen	1.30
05/28/09	MJS	Discuss Agreed Order resolving Clasen claim with B. Sandler	0.20
05/28/09	MJS	Review email from K. Coniglio regarding Malnove administrative claim and stipulation	0.20
05/28/09	MJS	Draft Malnove Stipuation	0.70
05/28/09	MJS	Review stipulations with K. Coniglio and W. Kohn and email to B. Sandler	0.30
05/29/09	KC	Review acknowledgement form from Airgas and update spreadsheet	0.20
05/29/09	KC	Telephone call with S. Smith from GTG regarding status of payments and proof of claim for balance	0.30
05/29/09	MJS	Telephone conference with B. Sandler regarding Clasen stipulation revisions	0.50

503(b)(9) Claims

<u>Attorney Name</u>		<u>Hourly Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>PARTNER</u>				
WILLIAM KOHN	(WK)	\$695.00	2.10	\$1,459.50
BRADFORD J SANDLER	(BJS)	\$535.00	4.90	\$2,621.50
			<u>7.00</u>	<u>\$4,081.00</u>
<u>ASSOCIATE</u>				
KARI CONIGLIO	(KC)	\$230.00	7.30	\$1,679.00
JENNIFER R HOOVER	(JRH)	\$330.00	7.70	\$2,541.00
MATTHEW J SAMSA	(MJS)	\$185.00	5.00	\$925.00
			<u>20.00</u>	<u>\$5,145.00</u>
			<u>TOTAL:</u>	<u>27.00</u>
				<u>\$9,226.00</u>

Computer Research

<u>Date</u>	<u>User</u>	<u>Description</u>	<u>Amount</u>
05/06/09	KC	Computer Research - Westlaw	35.16
05/06/09	MJS	Computer Research - Westlaw	370.67
05/07/09	MJS	Computer Research - Westlaw	439.92
05/08/09	XXX	Computer Research - Pacer PACER 3 PAGES	MAY 2009 0.24
05/08/09	XXX	Computer Research - Pacer PACER 1 PAGES	MAY 2009 0.08
05/08/09	XXX	Computer Research - Pacer PACER 1 PAGES	MAY 2009 0.08
05/08/09	XXX	Computer Research - Pacer PACER 1 PAGES	MAY 2009 0.08
05/08/09	XXX	Computer Research - Pacer PACER 3 PAGES	MAY 2009 0.24
05/08/09	XXX	Computer Research - Pacer PACER 21 PAGES	MAY 2009 1.68
05/08/09	XXX	Computer Research - Pacer PACER 3 PAGES	MAY 2009 0.24
05/11/09	MJS	Computer Research - Westlaw	142.23
05/12/09	MJS	Computer Research - Westlaw	236.80
05/12/09	XXX	Computer Research - Pacer PACER 9 PAGES	MAY 2009 0.72
05/13/09	JRH	Computer Research - Westlaw	27.50
05/13/09	KC	Computer Research - Westlaw	568.68
05/15/09	KC	Computer Research - Westlaw	61.77
05/15/09	XXX	Computer Research - Pacer PACER 3 PAGES	MAY 2009 0.24
05/15/09	XXX	Computer Research - Pacer PACER 2 PAGES	MAY 2009 0.16
05/15/09	XXX	Computer Research - Pacer PACER 4 PAGES	MAY 2009 0.32
05/15/09	XXX	Computer Research - Pacer PACER 1 PAGES	MAY 2009 0.08

05/15/09	XXX	Computer Research - Pacer PACER	MAY 2009	0.32
		4 PAGES		
05/18/09	XXX	Computer Research - Pacer PACER	MAY 2009	0.24
		3 PAGES		
05/18/09	XXX	Computer Research - Pacer PACER	MAY 2009	0.16
		2 PAGES		
05/18/09	XXX	Computer Research - Pacer PACER	MAY 2009	0.16
		2 PAGES		
05/21/09	XXX	Computer Research - Pacer PACER	MAY 2009	0.16
		2 PAGES		
05/21/09	XXX	Computer Research - Pacer PACER	MAY 2009	2.00
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05/21/09	XXX	Computer Research - Pacer PACER	MAY 2009	0.24
		3 PAGES		
05/21/09	XXX	Computer Research - Pacer PACER	MAY 2009	0.16
		2 PAGES		
05/21/09	XXX	Computer Research - Pacer PACER	MAY 2009	0.08
		1 PAGES		
05/28/09	XXX	Computer Research - Pacer PACER	MAY 2009	0.32
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05/28/09	XXX	Computer Research - Pacer PACER	MAY 2009	0.08
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05/28/09	XXX	Computer Research - Pacer PACER	MAY 2009	0.16
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05/28/09	XXX	Computer Research - Pacer PACER	MAY 2009	2.40
		30 PAGES		

TOTAL:

\$1,893.37

Federal Express

<u>Date</u>	<u>User</u>	<u>Description</u>	<u>Amount</u>
05/06/09	WK	Federal Express - Vendor: FEDERAL EXPRESS 04/20- TO MR. KENNETH L. WALTERS	19.62
05/22/09	WK	Federal Express - Vendor: FEDERAL EXPRESS TO PATRICK MULDOON 5/7	17.37
05/22/09	WK	Federal Express - Vendor: FEDERAL EXPRESS TO N. HUBER CFO 5/7	17.17
05/22/09	WK	Federal Express - Vendor: FEDERAL EXPRESS TO KENNETH L. WALTERS 5/7 - PG 21	12.75
		TOTAL:	<hr/> \$66.91

Document Reproduction

<u>Date</u>	<u>User</u>	<u>Description</u>	<u>Amount</u>
05/13/09	SV	Document Reproduction 228 copies	22.80
05/14/09	KC	Document Reproduction 130 copies	13.00
05/14/09	LMS	Document Reproduction 14 copies	1.40
05/14/09	SV	Document Reproduction 44 copies	4.40
05/15/09	LMS	Document Reproduction 309 copies	30.90
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05/27/09	DHP	Document Reproduction 11 copies	1.10
05/29/09	LMS	Document Reproduction 96 copies	9.60
		TOTAL:	<hr/> \$226.10

Fax

<u>Date</u>	<u>User</u>	<u>Description</u>	<u>Amount</u>
05/08/09	KC	Fax 5pages > 14348453666 LD = .00	2.50
05/15/09	SV	Fax 6pages > 2524330 LD = .00	3.00
05/15/09	SV	Fax 6pages > 16106667704 LD = 1.18	4.18
05/15/09	SV	Fax 6pages > 16103717972 LD = 1.57	4.57
05/15/09	SV	Fax 6pages > 12163634588 LD = .00	3.00
05/15/09	SV	Fax 6pages > 7787575 LD = .00	3.00
05/15/09	SV	Fax 6pages > 17752679057 LD = 1.18	4.18
05/15/09	SV	Fax 6pages > 4298600 LD = .00	3.00
05/15/09	SV	Fax 6pages > 14142988097 LD = 1.18	4.18
05/15/09	SV	Fax 6pages > 5736497 LD = .00	3.00
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05/19/09	SV	Fax 6pages > 16103717972 LD = 1.57	4.57
05/19/09	SV	Fax 6pages > 4288195 LD = .00	3.00
05/19/09	SV	Fax 6pages > 6581300 LD = .00	3.00
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05/19/09	SV	Fax 1pages > 5736497 LD = .00	0.50
05/19/09	SV	Fax 6pages > 17752679057 LD = 1.18	4.18

TOTAL:

\$72.72

Long Distance Calls

<u>Date</u>	<u>User</u>	<u>Description</u>	<u>Amount</u>
04/30/09	WK	Long Distance Calls SNFC JUN CA - EXT4182 4155868575 Duration: 00:02	0.70
04/30/09	WK	Long Distance Calls BOSTON MA - EXT4182 6179510500 Duration: 00:03:0	1.05
05/06/09	WK	Long Distance Calls CARSONCI NV - EXT4182 7757212701 Duration: 00:01	0.35
05/06/09	WK	Long Distance Calls BOSTON MA - EXT4182 6179510500 Duration: 00:11:0	3.85
05/07/09	WK	Long Distance Calls NEW YORK NY - EXT4182 2128504404 Duration: 00:07	2.45
05/07/09	KC	Long Distance Calls ARDMORE PA - EXT4690 6104534707 Duration: 00:07:	2.45
05/11/09	JS	Long Distance Calls SNFC CNT CA - EXT4453 4158607500 Duration: 00:01	0.35
05/12/09	WK	Long Distance Calls SNFC JUN CA - EXT4182 4155868575 Duration: 00:02	0.70
05/13/09	JS	Long Distance Calls SNFC CNT CA - EXT4453 4158607500 Duration: 00:01	0.35
05/14/09	JS	Long Distance Calls SNFC CNT CA - EXT4453 4158607500 Duration: 00:01	0.35
05/18/09	SV	Long Distance Calls WILMINGT DE - EXT7008 3022522927 Duration: 00:01	0.35
05/19/09	JS	Long Distance Calls NEW YORK NY - EXT4453 2128065867 Duration: 00:01	0.35
05/26/09	JS	Long Distance Calls NEW YORK NY - EXT4453 2128066444 Duration: 00:02	0.70
05/26/09	JS	Long Distance Calls NEW YORK NY - EXT4453 2128065867 Duration: 00:01	0.35
05/27/09	WK	Long Distance Calls RENO NV - EXT4182 7755272141 Duration: 00:19:00	6.65
05/29/09	KC	Long Distance Calls YERINGTO NV - EXT4690 7754633325 Duration: 00:04	1.40

TOTAL:

\$22.40