

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

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In re:	:	Chapter 11
	:	
FORWARD FOODS LLC,	:	Case No. 09-10545 (KJC)
	:	
Debtor.	:	Objection Deadline: January 19, 2010 at 4:00 p.m. (EST)
	:	Hearing Date: Only if Objection Filed

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**NINTH MONTHLY APPLICATION OF CIARDI CIARDI & ASTIN FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR THE PERIOD NOVEMBER 1, 2009  
THROUGH NOVEMBER 30, 2009**

Name of Applicant:	<u>Ciardi Ciardi &amp; Astin</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	Order Entered April 23, 2009 <i>nunc pro tunc</i> to <u>February 27, 2009</u>
Period for which compensation and reimbursement is sought:	<u>November 1, 2009 through November 30, 2009</u>
Total amount of compensation sought as actual, reasonable and necessary:	<u>\$3,898.50</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$173.86</u>
This is a(n):	<u>  x  </u> monthly      _____ interim      _____ final application

This is Ciardi Ciardi & Astin's ninth monthly fee application filed in this case.

**Summary of Ciardi Ciardi & Astin's Monthly Fee Applications**

<b>Filing Date/Docket No.</b>	<b>Period</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>	<b>Order Date/Docket No.</b>	<b>Fees Approved</b>	<b>Expenses Approved</b>
April 24, 2009 DOC# 134	02/27/09 through 03/31/09	\$11,469.50	\$246.46	Docket No. 157 Filed 05/18/2009	\$9,175.60	\$246.46
May 26, 2009 DOC #163	4/1/09 through 4/30/09	\$8,377.50	\$1.10	Docket No. 182 Filed 06/18/2009	\$6,702.00	\$1.10
June 25, 2009 DOC # 191	5/1/09 through 5/31/09	\$4,450.00	\$0.00	Docket No. 203 Filed 7/17/2009	\$3,560.00	\$0.00
7/27/09 DOC # 213	06/1/09 through 06/30/09	\$3,945.50	\$0.00	Docket No. 220 Filed 8/18/2009	\$3,156.40	\$0.00
8/25/09 DOC # 227	7/1/09 through 7/31/09	\$7,107.00	\$0.00	Docket No. 234 Filed 9/17/2009	\$5,685.60	\$0.00
9/25/09 DOC # 251	8/1/09 through 8/31/09	\$2,004.00	\$0.00	Docket No. 271 Filed 10/20/2009	\$1,603.60	\$0.00

10/26/09 DOC # 278	9/1/09 through 9/30/09	\$4,621.50	\$0.00	Docket No. 298 Filed 11/25/2009	\$3,697.20	\$0.00
11/25/09 DOC # 299	10/1/09 through 10/31/09	\$6,330.00	\$57.12	Docket No. 314 Filed 12/17/2009	\$5,064.00	\$57.12
12/23/09 [TBD]	11/1/09 through 11/31/09	\$3,898.50	\$173.86	TBD	TBD	\$173.86

**Timekeeper Summary**

<b>Timekeeper</b>	<b>Position</b>	<b>Description</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
Thomas D. Bielli	Associate	Joined Firm in 2006. Member of PA bar since 2006. Area of Expertise: Bankruptcy Litigation.	\$275.00	9.2	\$2,530.00
Carl D. Neff	Associate	Joined Firm in 2009. Member of DE bar since 2006. Member of New Jersey bar since 2006. Area of Expertise: Bankruptcy.	\$275.00	3.1	\$852.50
Diane Dorgan	Paralegal	Joined Firm in 2009. Area of Expertise: Bankruptcy	\$120.00	3.5	\$420.00
Gaurav Patel	Paralegal	Joined Firm in 2009. Area of Expertise: Bankruptcy	\$120.00	0.8	\$96.00
			<b>Totals</b>	<b>16.6</b>	<b>\$3,898.50</b>

**Blended Rate: \$234.85**

**Project Category Summary**

<b>Project Category</b>	<b>Task Code</b>	<b>Hours</b>	<b>Amount</b>
Fee/Employment Applications	Apps	7.0	\$1,475.50
Case Administration	CA	0.8	\$220.00
Plan and Disclosure Statement	P&DS	8.0	\$1,983.00
Financing	FN	0.8	\$220.00
	<b>Totals</b>	<b>16.6</b>	<b>\$3,898.50</b>

**Expense Category Summary**

<b>Expense Category</b>	<b>Amount</b>
Copies (10 cents per page)	\$99.10
TDB Lunch	\$32.00
TDB Parking	\$10.50
TDB Mileage to Wilmington Office (58.66 @0.55)	\$32.26
<b>Total</b>	<b>\$173.86</b>

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FOR THE DISTRICT OF DELAWARE**

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In re:	:	Chapter 11
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FORWARD FOODS LLC,	:	Case No. 09-10545 (KJC)
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Debtor.	:	Objection Deadline: January 19, 2010 at 4:00 p.m. (EST)
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**NINTH MONTHLY FEE APPLICATION OF CIARDI CIARDI & ASTIN FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR THE PERIOD FROM NOVEMBER 1, 2009  
THROUGH NOVEMBER 30, 2009**

Pursuant to 11 U.S.C. §§ 330, 331, and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Ciardi Ciardi & Astin (“Ciardi”) hereby requests (the “Application”) compensation for its fees and reimbursement for its expenses for professional legal services rendered as counsel to the Official Committee of Unsecured Creditors (the “Committee”) in the amount of \$3,898.50 together with reimbursement for actual and necessary expenses incurred in the amount of \$173.86 for the period beginning November 1, 2009 through and including November 30, 2009 (the “Application Period”). In support of this Application, Ciardi represents as follows:

**Background**

1. On February 17, 2009, the Debtor filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”). Subsequent to that date, the Debtor has continued in the possession of its assets and in the operation of its business as a debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

2. On February 27, 2009, the Office of the United States Trustee appointed the Committee to represent the interests of all unsecured creditors of the Debtor. During the Committee's first meeting immediately following its formation, the Committee selected Jager Smith P.C. ("Jager Smith") to serve as its counsel, and the law firm of Ciardi, Ciardi & Astin to serve as its Delaware co-counsel.

3. On March 9, 2009, the Committee applied to this Court [Docket No. 79] for the approval of the employment of Ciardi in this case pursuant to Section 1103(a) of the Bankruptcy Code, Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), *nunc pro tunc* to February 27, 2009. On April 23, 2009, the Court entered the Order Authorizing the Employment and Retention of Ciardi Ciardi & Astin as Co-Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to February 27, 2009. [Docket No. 131] with respect thereto.

4. On March 18, 2009, the Court entered the *Order Authorizing and Establishing Procedures for Interim Payment of Compensation and Reimbursement of Expenses of Professionals and Committee Members Pursuant to Sections 105(a) and 331 of the Bankruptcy Code* (the "Compensation Order") [Docket No. 100], providing that professionals employed in this case may request monthly compensation and reimbursement of expenses, and further providing interested parties with an opportunity to object to such requests. The Compensation Order provides that in the event that no party in interest objects to such a request within fifteen days after service thereof, the Debtor is authorized to pay 80% of the compensation and 100% of the expenses requested in such monthly application. In accordance with the Compensation Order, Ciardi respectfully requests the payment of \$3,118.80 (which amount is 80% of the

\$3,898.50 in fees) as actual, reasonable and necessary compensation, and reimbursement of \$173.86 (which amount is 100% of the expenses) for its actual, reasonable and necessary expenses, for total of payment of \$3,292.66, with the balance of unpaid compensation in the amount of \$779.70 to be paid upon Court approval of an interim fee application to be submitted pursuant to the Compensation Order.

### **Jurisdiction and Venue**

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

### **Relief Requested**

6. Ciardi submits this Application pursuant to sections 330 and 331 of the Bankruptcy Code. All services for which compensation is requested were performed for, or on behalf of, the Chapter 11 Trustee.

7. This Application is the ninth monthly application filed by Ciardi in this case. In connection with the professional services described below, by this Application, Ciardi seeks compensation accrued during the Application Period in the amount of \$3,898.50 and expense reimbursement of \$173.86. Attached hereto as Exhibit A is a detailed statement of fees for services rendered in these cases during the Application Period supporting \$3,898.50 in compensation, and a detailed statement of expenses related thereto, totaling \$173.86.

### Summary of Services

8. Given the nature and value of the services provided by Ciardi to the Committee as described herein, the interim amounts sought under this Application are fair and reasonable pursuant to section 330 of the Bankruptcy Code.

9. Ciardi received no payment and no promises for payment from any source for services rendered in connection with these cases other than in accordance with the Bankruptcy Code. There is no agreement or understanding between Ciardi and any other person (other than members of Ciardi) for the sharing of compensation to be received for the services rendered in these cases.

10. Pursuant to an agreement between Ciardi and the Committee, Ciardi's fees in this case are billed at Ciardi's customary hourly rates. Ciardi also agreed that it will not charge any travel time associated with this case.

11. In general, pursuant to the Retention Order, the services that Ciardi rendered as counsel to the Committee included, without limitation, the following:

(a) providing legal advice with respect to its powers and duties as the Committee, an official committee appointed under section 1102 of the Bankruptcy Code;

(b) assisting in the investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtor, the operation of the Debtor's business, and any other matter relevant to this case or to the formulation of a plan or plans of reorganization or liquidation;

(c) preparing on behalf of the Committee necessary applications, motions, complaints, answers, orders, agreements and other legal papers;

(d) reviewing, analyzing and responding to all pleadings filed by the Debtor and appearing in Court to present necessary motions, applications and pleadings and to otherwise protect the interest of the Committee;

(e) consulting with the Debtor, its professionals and the U.S. Trustee concerning the administration of the Debtor's estate;

(f) representing the Committee in hearings and other judicial proceedings;

(g) advising the Committee on practice and procedure in the Bankruptcy Court for the District of Delaware; and

(h) performing all other legal services for the Committee in connection with this chapter 11 case.

12. The legal services rendered by Ciardi have been provided with as little duplication of effort as possible and are detailed by professional and project category in Exhibit A.

#### **Amounts Requested**

13. For the Application Period, Ciardi submits that the reasonable value of the professional services rendered on behalf of the Committee during the period covered by this Application is \$3,898.50, and therefore requests that the Court approve such amount and permit Ciardi to take from the funds of the Debtor's estate in the amount of \$3,118.80, representing 80% of the compensation sought for the period covered by this Application, pursuant to the Compensation Order.

14. Also pursuant to the Compensation Order, Ciardi requests reimbursement of 100% of the actual expenses it has incurred on behalf of the Committee during the period covered by this Application in the sum of \$173.86, the details of which are submitted herewith as Exhibit A. The actual expenses incurred by Ciardi during the period covered by this Application

include those for mail and express mail charges, photocopying charges, filing fees, and facsimile charges, all of which Ciardi has billed in a manner and at rates consistent with charges made generally to the firm's other clients. In accordance with Local Rule 2016-2(e)(iii), Ciardi is charging the amount of \$0.10 per page for photocopies and the amount of \$1.00 per page for outgoing facsimile transmittals.

15. Pursuant to Local Rule 2016-2, Ciardi represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

(a) Copying, printing and scanning charges are \$0.10 per page for which charge is reasonable and customary in the legal industry representing costs of copy materials, acquisition, maintenance, storage and operation of copy machines and printers, together with a margin for recovery of lost expenditures. In addition, Ciardi often utilizes outside copier services for high volume projects, and this Application may seek the recovery of those costs.

(b) Out-going facsimiles are billed at the rate of \$1.00 per page. The cost represents operator time, the maintenance of several dedicated facsimile telephone lines, supplies and equipment, and includes a margin for recovery of lost expenditures. Toll telephone charges are not billed. In addition, Ciardi utilizes the services of a carrier for high volume, multiple-destination fax transactions, and this Application may seek the recovery of those costs.

16. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amounts requested for compensation and expense reimbursement are fair and reasonable given: (a) the complexity of these cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services in non-bankruptcy cases.

17. Ciardi has reviewed the requirements of Local Rule 2016-2, and this Application and the Exhibit attached hereto comply with Local Rule 2016-2.

18. A copy of this Application has been sent to the Office of the United States Trustee, and notice of this Application has been sent to all parties requesting notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, Ciardi respectfully requests approval of Ciardi's fees in the amount of \$3,898.50 and expenses in the amount of \$173.86, for a total of \$4,072.36, for the period of November 1, 2009 through November 30, 2009, and authorizing Ciardi to take from the Debtor's estate fees in the amount of \$3,118.80 and expenses in the amount of \$173.86, for a total of \$3,292.66, pursuant to the Compensation Order.

Dated: December 28, 2009  
Wilmington, Delaware

CIARDI CIARDI & ASTIN

*/s/ Carl D. Neff*

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Daniel K. Astin (No. 4068)  
Anthony M. Saccullo (No. 4141)  
Mary E. Augustine (No. 4477)  
Carl D. Neff (No. 4895)  
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-and-

Albert A. Ciardi, III, Esquire  
Thomas D. Bielli, Esquire  
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*Counsel to the Official Committee  
of Unsecured Creditors*

# **EXHIBIT A**

***Ciardi Ciardi & Astin***  
Citizens Bank Center  
919 N. Market Street, Suite 700  
Wilmington, DE 19801

Ph: 302-658-1100

Fax: 302-658-1300

Forward Foods, LLC Official Committee of Unsecured Creditors

December 14, 2009

**Attention:**

File #: 6034-001

Inv #: Sample

**RE:** Forward Foods, LLC Official Committee of Unsecured Creditors

<b>DATE</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>	<b>LAWYER</b>
Nov-04-09	Review Notice of Hearing rearding fee applications	0.20	55.00	TDB
Nov-05-09	Review certification of counesl with resepect to insurance financing order	0.20	55.00	TDB
Nov-06-09	Review YRC's motion for administrative claim	0.20	55.00	TDB
Nov-10-09	Review Notice of Reschedules hearing related to confirmation	0.20	55.00	TDB
Nov-13-09	Review Debtor's counsel Fee Application	0.30	82.50	TDB
	Review Jager's Fee Application and review file with respect to same	0.30	82.50	TDB
Nov-15-09	Coordinate with T. Bielli and DD regarding filing of Jager Smith October fee application.	0.50	137.50	CDN
	Review Jager Smith's Fee application and review file with respect to same	0.30	82.50	TDB
	Review Jager Smith's Fee Application and review file with respect to same.	0.30	82.50	TDB
Nov-16-09	Review Ciardi October fee application;	0.30	82.50	CDN
	Review Jager Smith's Fee application	0.30	82.50	TDB

	E-file and serve Jager 8th Fee App	0.90	108.00	DMD
	Prepare CCA 8th Fee App	2.00	240.00	DMD
Nov-20-09	Review agenda	0.20	55.00	TDB
Nov-23-09	Review amended agenda	0.20	55.00	TDB
	Correspond with co-counsel with respect to Disclosure Statement hearing	0.20	55.00	TDB
	Review file with respect to items needed for disclosure statement hearing	0.20	55.00	TDB
	Review black-lined disclosure statements	0.30	82.50	TDB
	Review black-lined plan	0.30	82.50	TDB
Nov-24-09	Prepare for and attend hearing on 11/24/09;	1.30	357.50	CDN
	Reivew Order approving disclosure statement	0.30	82.50	TDB
	Prepare for disclosure hearing	1.00	275.00	TDB
	Meeting with co-counsel regarding disclosure statement hearing	2.00	550.00	TDB
	Attend hearing on disclosure statement	1.00	275.00	TDB
	Prepare two attorney hearing binders	0.60	72.00	DMD
	Prepare Binder for Court for Attorney	0.80	96.00	GAP
Nov-25-09	Review and finalize eighth Ciardi fee application and cause to be filed and served;	1.00	275.00	CDN
	Fee/Employment Applications Review CNO with respect to Ciardi Fee Application	0.10	27.50	TDB
	Review and revise and edit Ciardi Fee Application	0.50	137.50	TDB
Nov-30-09	Review monthly operating report	0.60	165.00	TDB

Totals

16.60

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\$3,898.50**DISBURSEMENTS**

Nov-24-09	photocopying	99.10
	TDB Lunch	32.00
	TDB parking	10.50
	TDB Mileage to Wilmington office 58.66 @ 0.55	32.26

Totals

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\$173.86

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

In re:	:	Chapter 11
	:	
FORWARD FOODS LLC,	:	Case No. 09-10545 (KJC)
	:	
Debtor.	:	<b>Objection Deadline: January 19, 2010 at 4:00 p.m. (EST)</b>
	:	<b>Hearing Date: Only if Objection Filed</b>

**NOTICE OF APPLICATION**

PLEASE TAKE NOTICE that on December 28, 2009, Ciardi Ciardi & Astin (“Ciardi”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Forward Foods LLC (the “Debtor”), filed its **Ninth Monthly Fee Application of Ciardi Ciardi & Astin for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from November 1, 2009 through November 30, 2009** (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that objections to the Application are to be filed with the Bankruptcy Court, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, and served upon, so as to be actually received by the undersigned counsel, no later than **January 19, 2010 at 4:00 p.m. (Eastern Time)**.

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

Dated: December 28, 2009  
Wilmington, Delaware

CIARDI CIARDI & ASTIN

*/s/ Carl D. Neff*

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-and-

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