

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(Eastern Division)**

In re:)	
)	
MODERN CONTINENTAL)	Chapter 11
CONSTRUCTION CO., INC.,)	
)	Case No. 08-14558 (WCH)
Debtor.)	
)	

**SUPPLEMENTAL AFFIDAVIT OF PAUL F. O'DONNELL, III, ESQ. IN
SUPPORT OF APPLICATION BY DEBTOR AND DEBTOR-IN-POSSESSION
TO RETAIN HINCKLEY, ALLEN & SNYDER LLP AS SPECIAL COUNSEL**

Pursuant to Fed. R. Bankr. P. 2014(a) and 2016, and 28 U.S.C. § 1746, I, Paul F. O'Donnell, III, hereby submit this Supplemental Affidavit in support of the Application by Debtor and Debtor in Possession to Retain Hinckley, Allen & Counsel as Special Counsel and state as follows:

1. I am a partner of the law firm of Hinckley, Allen & Snyder LLP (“Hinckley Allen”), 28 State Street, Boston, Massachusetts 02109. I make this Supplemental Affidavit (the “Supplemental Affidavit”) in further support of the *Application by Debtor and Debtor-in-Possession to Retain Hinckley, Allen & Snyder LLP as Special Counsel* (the “Application”) filed on July 2, 2008 by Modern Continental Construction Co., Inc., the debtor and debtor-in-possession in the above-captioned Chapter 11 case (the “Debtor”).
2. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Application.
3. On July 2, 2008, I submitted an Affidavit in Support of the Application.

4. I am submitting this Supplemental Affidavit to clarify certain issues regarding the proposed role of Hinckley Allen as Special Counsel to the Debtor in the above-captioned Chapter 11 case.

5. The Debtor is a defendant in that certain case pending in the Suffolk County Superior Court, *Angel Del Valle and Raquel Ibarra Mora, Co-administrators of the Estate of Milena Del Valle, and Angel Del Valle, individually, v. Bechtel Corp., et al.* Civil Action No. 06-3654-BLS2 (the “Del Valle Litigation”).

6. Hinckley Allen has not entered an appearance as counsel to the Debtor in the Del Valle Litigation, and the firm of Mullen & McGourty is representing the Debtor therein. Due to the correlation between certain issues presented in the Del Valle Litigation and in the investigation of the Debtor conducted by the Office of the United States Attorney and the Office of the Massachusetts Attorney General, Hinckley Allen has monitored the proceedings in the Del Valle Litigation.

7. Hinckley Allen will not seek compensation from the Debtor’s estate for legal services rendered in the monitoring of the Del Valle Litigation or for its defense of the Bond Claim Cases.¹

8. Hinckley Allen will seek compensation from the Debtor’s estate solely with respect to the Special Counsel Matters, which are defined in the Application as (a) the *prosecution* of certain litigation currently pending before various state and federal courts both in the Commonwealth of Massachusetts and in other jurisdictions (collectively, the “Modern Litigation”), (b) any issues incident to, or related to, the Modern Litigation, including alternative dispute proceedings, (c) general corporate matters, (d) general employment matters, (e) general construction matters and (f) criminal

¹ The Bond Claim Cases are discussed in detail in the Application.

defense matters (*emphasis added*). For purposes of clarity, Hinckley Allen's services in connection with the Modern Litigation will involve the representation of the Debtor in prosecuting or otherwise pursuing affirmative claims that, if successful, would result in recovery for the Debtor's estate.² The Del Valle Litigation does not fall within the scope of the Modern Litigation.

9. I shall amend this Supplemental Affidavit immediately upon my learning that (a) any of the within representations are incorrect or (b) there is any change of circumstances relating thereto.

I declare under penalty of perjury that, to the best of my knowledge, the foregoing is true and correct.

Dated: July 8, 2008

/s/ Paul F. O'Donnell, III
Paul F. O'Donnell III, Esq.
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² Hinckley Allen will also file suggestions of bankruptcy in cases pending against the Debtor and will coordinate with outside counsel to file suggestions of bankruptcy in cases pending in various jurisdictions throughout the United States.