

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

In re:

MIG, INC.,

Debtor.

Chapter 11

Case No. 09-12118 (KG)

Objection Deadline: March 4, 2010 at 4:00 p.m.

Hearing Date: March 18, 2010 at 3:00 p.m.

**COVER SHEET FOR SECOND INTERIM APPLICATION OF PROCTOR HEYMAN
LLP FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS SPECIAL
COUNSEL TO THE DEBTOR FOR THE PERIOD
FROM NOVEMBER 1, 2009 THROUGH DECEMBER 31, 2009**

Name of Applicant:

Proctor Heyman LLP

Authorized to Provide
Professional Services to:

Debtor in Possession

Date of Retention:

Retention Order entered September 18, 2009,
Effective as of August 6, 2009

Period for which compensation and
Reimbursement is sought:

November 1, 2009 – December 31, 2009

Amount of Compensation sought
as actual, reasonable and necessary:

\$10,100.00

Amount of Expense Reimbursement
sought as actual, reasonable and necessary: \$286.34

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

Monthly Application Summary: 2nd Interim Period

DOCKET NO. DATE FILED	PERIOD COVERED	REQUESTED FEES	REQUESTED EXPENSES	AGREED UPON REDUCTIONS	APPROVED FEES	APPROVED EXPENSES	TOTAL APPROVED	20% HOLDBACK DUE
3RD MONTHLY DKT #479, 12/22/09 CNO DKT #518, 01/12/10	11/01/09-11/30/09	\$7,295.00	\$0.00	\$0.00	\$5,836.00	\$0.00	\$5,836.00	\$1,459.00
4TH MONTHLY DKT #537, 01/27/10 CNO DKT TBF	12/01/09-12/31/09	\$2,805.00	\$286.34	\$0.00	\$2,244.00*	\$286.34*	\$2,530.34*	\$561.00

*Objection period not yet expired

TIMEKEEPER SUMMARY: 2ND INTERIM PERIOD

TIMEKEEPER	Position with Firm, Years in That Position, Year of Obtaining Relevant License, Experience/Practice Group	HOURLY BILLING RATE (INCL CHANGES)	3RD MONTHLY HOURS	4TH MONTHLY HOURS	TOTAL HOURS	3RD MONTHLY FEES	4TH MONTHLY FEES	TOTAL FEES
Vernon R. Proctor	Partner; Joined the firm in 2006; Member of the Delaware Bar since 1979; Experience/Practice Group: Business/Corporate	\$550.00	10.4	5.2	15.6	\$5,720.00	\$2,805.00	\$8,525.00
Dominick T. Gattuso	Partner; Joined the firm in 2008; Member of the Delaware Bar since 1997; Experience/Practice Group: Business/Corporate Litigation	\$450.00	3.5	0.0	3.5	\$1,575.00	\$0.00	\$1,575.00
TOTALS:			13.9	5.2	19.1	\$7,295.00	\$2,805.00	\$10,100.00
BLENDED RATE:		\$528.80						

CATEGORY SUMMARY: 2ND INTERIM PERIOD

CODE	PROJECT CATEGORY	3RD MONTHLY HOURS	4TH MONTHLY HOURS	TOTAL HOURS	3RD MONTHLY FEES	4TH MONTHLY FEES	TOTAL FEES
813	Fee/Employment Applications	2.9	3.5	6.4	\$1,575.00	\$1,925.00	\$3,500.00
814	Fee/Employment Objections	11.0	0.2	11.2	\$5,720.00	\$110.00	\$5,830.00
828	Non-Working Travel Time*	0.0	0.2	0.2	\$0.00	\$55.00	\$55.00
833	Court Hearings	0.0	1.3	1.3	\$0.00	\$715.00	\$715.00
	TOTALS:	13.9	5.2	19.1	\$7,295.00	\$2,805.00	\$10,100.00
	*Pursuant to L.R. 2016-2(d)(vii), the hours incurred in this category have been reduced by 50%.						

EXPENSE SUMMARY: 2ND INTERIM PERIOD

EXPENSE CATEGORY	4TH MONTHLY EXPENSES	TOTAL EXPENSES
Federal Express Charges		\$241.34
Messenger/Courier Service	Parcels, Inc.	\$45.00
	Total Expenses:	\$286.34

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**SECOND INTERIM APPLICATION OF PROCTOR HEYMAN LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL
TO THE DEBTOR AND DEBTOR IN POSSESSION FOR THE PERIOD
FROM NOVEMBER 1, 2009 TO AND INCLUDING DECEMBER 31, 2009**

Proctor Heyman LLP (“Proctor Heyman”), special counsel to the above-captioned debtor and debtor-in-possession (the “Debtor”), hereby submits its second interim application (the “Application”) for compensation and reimbursement of expenses for the period from November 1, 2009 to and including December 31, 2009 (the “Application Period”) pursuant to the Administrative Order Establishing Procedures For Interim Monthly Compensation of professions (the “Interim Compensation Order”) [Docket No. 93].

By this Application, Proctor Heyman seeks interim approval and allowance of compensation in the amount of \$10,100.00 and actual and necessary expenses in the amount of \$286.34 incurred during the Application Period as detailed in the following chart.

Application Period	Requested Fees	Requested Expenses	Approval Status	20% Holdback Due
November 1, 2009- November 30, 2009 (3rd Monthly) Docket #479, filed 12/22/09 CNO Docket #518, filed 01/12/10	\$7,295.00	\$0.00	Fees (80%): \$5,836.00 Expenses (100%): \$0.00 Total: \$5,836.00	\$1,459.00
December 1, 2009 – December 31, 2009 (4th Monthly) Docket #537, filed 01/27/10 CNO Docket TBF	\$2,805.00	\$286.34	Fees (80%): \$2,244.00* Expenses (100%): \$286.34* Total: \$2,530.34	\$561.00
TOTALS:	\$10,100.00	\$286.34	Fees (80%): \$8,080.00 Expenses (100%): \$286.34 Total: \$8,366.34	\$2,020.00

*Objection period not yet expired

WHEREFORE, in accordance with the Interim Compensation Order, Proctor Heyman seeks an order authorizing payment by the Debtors for 100% of the remaining unpaid total fees and expenses incurred during the Application Period.

Dated: February 12, 2010

PROCTOR HEYMAN LLP

/s/ Vernon R. Proctor
Vernon R. Proctor (# 1019)
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Dominick T. Gattuso (# 3630)
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1116 N. West Street
Wilmington, DE 19801
Telephone: (302) 472-7300
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Special Counsel for the Debtor and
Debtor-in-Possession

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

In re:

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Objection Deadline: March 4, 2010 at 4:00 p.m.

Hearing Date: March 18, 2010 at 3:00 p.m.

NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that Proctor Heyman LLP, special counsel for the Debtor and Debtor-in-Possession, filed their Second Interim Application for Compensation And Reimbursement Of Expenses As Counsel To The Debtor For The Period From November 1, 2009 Through And Including December 31, 2009 (the "**Application**"), with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the "**Bankruptcy Court**").

PLEASE TAKE FURTHER NOTICE that any response or objection to the relief sought in the Application must be filed with the Bankruptcy Court on or before **March 4, 2010, at 4:00 p.m. prevailing Eastern time** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of your response or objection upon: (a) special counsel for the Debtor, Proctor Heyman LLP, 1116 N. West Street, Wilmington, DE 19801, Attn: Vernon R. Proctor, Esq.; (b) counsel to the Official Committee of Unsecured Creditors, Baker & McKenzie LLP, One Prudential Plaza, 130 East Randolph Drive, Chicago, Illinois 60601, Attn: Carmen Lonstein, Esq.; and (c) the Office of the United States Trustee, 844 N. King Street, Suite 2207, Wilmington, DE 19801, Attn: Richard Schepacarter, Esq.

PLEASE TAKE FURTHER NOTICE THAT A HEARING WILL BE HELD ON THE APPLICATION ON **MARCH 18, 2010 at 3:00 p.m.** BEFORE THE HONORABLE KEVIN GROSS, UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, WILMINGTON, DELAWARE 19801.

Dated: February 12, 2010

PROCTOR HEYMAN LLP

/s/ Vernon R. Proctor

Vernon R. Proctor (# 1019)

E-mail: vproctor@proctorheyman.com

Dominick T. Gattuso (# 3630)

E-mail: dgattuso@proctorheyman.com

1116 N. West Street

Wilmington, DE 19801

Telephone: (302) 472-7300

Facsimile: (302) 472-7320

Special Counsel for the Debtor and Debtor-in-Possession

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Hearing Date: March 18, 2010 at 3:00 p.m.

**ORDER APPROVING SECOND INTERIM APPLICATION OF PROCTOR HEYMAN
LLP FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS SPECIAL
COUNSEL TO THE DEBTOR FOR THE PERIOD
FROM NOVEMBER 1, 2009 THROUGH DECEMBER 31, 2009**

Upon consideration of the Second Interim Application of Proctor Heyman LLP as Special Counsel to the Debtor for compensation and reimbursement of expenses for the period from November 1, 2009 to and including December 31, 2009 (the “**Application**”); and this Court having determined that proper and adequate notice has been given and that no other or further notice is necessary; and any objections to the Application having been resolved; and after due deliberation thereon; and good and sufficient appearing therefor, it is hereby

ORDERED, ADJUDGED and DECREED THAT:

1. Interim approval of the Application is GRANTED, and Proctor Heyman LLP is allowed compensation and reimbursement of expenses for the application periods in the amount set forth in its Application, subject to the filing of a final fee application by Proctor Heyman LLP.

2. The Debtor is authorized and directed to disburse to Proctor Heyman LLP payments in the amount of 100% of the remaining unpaid total fees as set forth in the Application and 100% of the remaining unpaid total expenses set forth in the Application.

Dated _____, 2010

KEVIN GROSS
U.S. BANKRUPTCY COURT JUDGE

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

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CERTIFICATE OF SERVICE

I, Vernon R. Proctor, hereby certify that on February 12, 2010, I caused to be served a copy of the Second Interim Application of Proctor Heyman LLP for Compensation and Reimbursement of Expenses as Special Counsel to the Debtor for the Period from November 1, 2009 To and Including December 31, 2009 to be served upon counsel in the manner listed below:

<p>VIA Hand Delivery Greenberg Traurig, LLP Scott D. Cousins, Esq. The Nemours Building 1007 North Orange Street Suite 1200 Wilmington, DE 19801 Counsel to the Debtor</p>	<p>VIA Hand Delivery Bifferato LLC Ian Connor Bifferato, Esq. 800 North King Street Wilmington, DE 19801 Counsel to the Committee</p>	<p>VIA Hand Delivery Richard T. Schepacarter, Esq. U.S. Department of Justice Office of the U.S. Trustee J. Caleb Federal Bldg 844 N. King Street, Suite 2207, Lockbox 35 Wilmington, DE 19801 302-573-6497</p>
<p>VIA Overnight Mail Baker & McKenzie LLP Carmen H. Lonstein, Esq. One Prudential Plaza 130 E. Randolph Dr. Chicago, IL 60601</p>	<p>VIA Overnight Mail Greenberg Traurig, LLP Maria DiConza, Esq. Metlife Building 200 Park Avenue New York, NY 10166</p>	<p>VIA Overnight Mail MIG, Inc. Natasha Alexeeva, Esq. 5960 Fairview Road Suite 400 Charlotte, NC 28210</p>

/s/ Vernon R. Proctor

Vernon R. Proctor, Esquire (# 1019)
PROCTOR HEYMAN LLP