

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

MIG, INC.,

Debtor.

Chapter 11

Case No. 09-12118(KG)

Objection Deadline: March 1, 2010 at 4:00 p.m.

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

**SECOND INTERIM APPLICATION OF
DEBEVOISE & PLIMPTON LLP FOR COMPENSATION OF SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS
SPECIAL CORPORATE AND LITIGATION COUNSEL TO THE DEBTOR
FOR THE PERIOD FROM OCTOBER 1, 2009 THROUGH DECEMBER 31, 2009**

Name of applicant:

Debevoise & Plimpton LLP

Authorized to provide professional services to:

Debtor and Debtor in Possession

Date of retention:

Order entered August 21, 2009 [Docket No. 148], effective *nunc pro tunc* to June 18, 2009

Period for which compensation and reimbursement is sought:

October 1, 2009 through December 31, 2009

Amount of compensation sought as actual, reasonable and necessary:

\$ 248,225.75

Amount of expense reimbursement sought as actual, reasonable and necessary:

\$ 6,457.91

This is an: monthly

interim

final application.

This is the second interim fee application for Debevoise & Plimpton LLP in this case.

Summary of Previous Monthly Fee Applications for Debevoise & Plimpton LLP

| Date & Docket No. | Filing Period | Requested Fees | Requested Expenses | CNO Date & Docket No. | Approved Fees | Approved Expenses | Total Approved | 20% Holdback Due |
|----------------------------------|--|-----------------------|---------------------------|--|----------------------|--------------------------|-----------------------|-------------------------|
| 10/1/09 Docket No. 224 | 06/18/09 through 08/31/09 | \$265,370.50 | \$7,159.90 | Objection Deadline 10/21/09 | \$212,296.40 | \$7,159.90 | \$219,456.30 | \$53,074.10 |
| 10/20/09 Docket No. 300 | 09/01/09 through 09/30/09 | \$113,792.50 | \$2,167.32 | Objection Deadline 11/19/09 | \$91,034.00 | \$2,167.32 | \$93,201.32 | \$22,758.50 |
| <i>1st Interim Total</i> | <i>6/18/09 through 9/30/09</i> | <i>\$379,163.00</i> | <i>\$9,327.22</i> | <i>Objection Deadline 12/10/09</i> | <i>\$379,163.00</i> | <i>\$9,327.22</i> | <i>\$388,490.22</i> | |
| 11/20/09 Docket No. 380 | 10/01/09 through 10/31/09 | \$136,720.25 | \$1,795.92 | Objection Deadline 12/10/09 | \$109,376.20 | \$1,795.92 | \$111,172.12 | \$27,344.05 |
| 12/29/09 Docket No. 490 | 11/01/09 through 11/31/09 | \$67,849.00 | \$4,384.91 | Objection Deadline 1/18/10 | \$54,279.20 | \$4,384.91 | \$58,664.11 | \$13,569.80 |
| 1/21/10 Docket No. 530 | 12/01/09 through 12/31/09 | \$43,656.50 | \$277.08 | Objection Deadline 2/10/10 | \$34,925.20 | \$277.08 | \$35,202.28 | \$8,731.30 |
| <i>2nd Interim Total</i> | <i>10/01/09 through 12/31/09</i> | <i>\$248,225.75</i> | <i>\$6,457.91</i> | <i>Objection Deadline / /10</i> | <i>\$198,580.60</i> | <i>\$6,457.91</i> | <i>\$205,038.51</i> | <i>\$49,645.15</i> |

**Summary of Compensable Time and Fees - Attorneys and Paraprofessionals
October 1, 2009 - December 31, 2009**

| Name of Professional, Position and Number of Years in that Position | Year Admitted to Practice | Hourly Billing Rate | Total Billed Hours | Total Fees |
|--|--|------------------------------------|-----------------------------------|----------------------|
| Steven Klugman (Litigation partner, 24½ years) | 1979 | \$ 990.00 | 70.1 | \$ 69,399.00 |
| Gary W. Kubek (Litigation partner, 14½ years) | 1979 | \$ 980.37 * | 99.2 | \$ 97,253.00 |
| Guy Lewin-Smith (Corporate partner, 2 years) | 1986 | \$ 1,075.59 * | 30.6 | \$ 32,913.00 |
| Gregory V. Gooding (Corporate partner, 13½ years) | 1989 | \$ 981.32 * | 3.8 | \$ 3,729.00 |
| Mark W. Friedman (Litigation partner, 10½ years) | 1993 | \$ 970.00 | 1.3 | \$ 1,261.00 |
| Jasmine Powers (Corporate partner, ½ year) | 2000 | \$ 763.19 * | 4.7 | \$ 3,587.00 |
| Subtotal - Partner: | | | <u>209.7</u> | <u>\$ 208,142.00</u> |
| Eliza Sporn Fromberg (Litigation associate, 7¼ years) | 2002 | \$ 651.30 * | 9.2 | \$ 5,992.00 |
| Courtney M. Dankworth (Litigation associate, 2¼ years) | 2008 | \$ 545.00 | 26.6 | \$ 14,469.75 |
| Derek P. Alexander (Corporate associate, 1¼ years) | 2009 | \$ 458.26 * | 18.1 | \$ 8,294.50 |
| Subtotal - Associate: | | | <u>53.9</u> | <u>\$ 28,756.25</u> |
| Laurel B. Lambert (Sr. litigation case mgr., 14½ years) | n/a | \$ 280.00 | 1.9 | \$ 532.00 |
| Edward B. Bradley (Litigation analyst, 4¾ years) | n/a | \$ 235.00 | 5.6 | \$ 1,316.00 |
| Daphna Eisenberg (Freelance legal assistant, 12¾ years) | n/a | \$ 135.00 | 10.0 | \$ 1,350.00 |
| Subtotal - Legal Assistant: | | | <u>17.5</u> | <u>\$ 3,198.00</u> |
| Richard B. Wolff (Financial analyst, 17¾ years) | n/a | \$ 242.62 * | 32.4 | \$ 7,861.00 |
| Subtotal - Discovery/Data Mgmt. | | | <u>32.4</u> | <u>\$ 7,861.00</u> |

| Name of Professional, Position and Number of Years in that Position | Year Admitted to Practice | Hourly Billing Rate | Total Billed Hours | Total Fees |
|--|--|------------------------------------|-----------------------------------|-----------------------------|
| Millicent V. Emmitt (Research manager, 2½ years) | n/a | \$ 280.00 | 0.3 | \$ 84.00 |
| Subtotal - Library: | | | <u>0.3</u> | <u>\$ 84.00</u> |
| Joan A. Baffa (Asst. managing clerk, 2 years) | n/a | \$ 230.00 | 0.2 | \$ 46.00 |
| Nicole O. Aiken (Docket clerk, 6¼ years) | n/a | \$ 160.00 | 0.2 | \$ 32.00 |
| Ronald Dorville (Docket clerk, 4¼ years) | n/a | \$ 110.00 | 0.5 | \$ 55.00 |
| William Lutz (Docket clerk, 4 years) | n/a | \$ 115.00 | 0.1 | \$ 11.50 |
| Michael R. Shannon (Docket clerk, 1¼ years) | n/a | \$ 100.00 | 0.4 | \$ 40.00 |
| Subtotal - Managing Atty: | | | <u>1.4</u> | <u>\$ 184.50</u> |
| Time And Fee Summary Total: | | | <u><u>315.2</u></u> | <u><u>\$ 248,225.75</u></u> |

Blended Hourly Rate: \$ 787.64

* Reflects blended rate due to rate increase effective December 1, 2009

Compensation by Project Category
October 1, 2009 - December 31, 2009

| <u>Project Category</u> | <u>Total Hours</u> | <u>Total Fees</u> | <u>Total Disbursements</u> |
|---------------------------------------|------------------------|--------------------------|--------------------------------|
| General Corporate Matters | 33.7 | \$ 35,943.00 | \$ 0.10 |
| General Litigation Matters | 21.5 | \$ 9,691.50 | \$ 104.04 |
| Litigation - Appraisal Action Appeal | 198.9 | \$ 178,470.50 | \$ 6,327.81 |
| Retention and Fee Application Matters | 56.1 | \$ 20,335.50 | \$ 25.96 |
| Non-Working Travel* | 5.0 | \$ 3,785.25 | \$ - |
| Total: | <u>315.2</u> | <u>\$ 248,225.75</u> | <u>\$ 6,457.91</u> |

* The fee guidelines of the District of Delaware state that non working travel time is compensable at one-half of the allowed hourly rates. In recognition thereof, Debevoise & Plimpton LLP requests compensation for one-half of the non working travel time actually incurred, at the full allowed hourly rates. The amount of non working travel time actually incurred during the covered period and its corresponding full value were, respectively, 9.9 hours and \$7,570.50.

Summary of Expenses
October 1, 2009 - December 31, 2009

| <u>Expense Category</u> | <u>Service Provider</u> | <u>Amount</u> |
|---|------------------------------------|---------------|
| <u>Charges</u> | | |
| Duplicating (1,381 pages @ \$.10) | Debevoise & Plimpton LLP | \$ 138.10 |
| Word processing and related document preparation charges | Debevoise & Plimpton LLP | \$ 485.77 |
| Total Charges: | | \$ 623.87 |
| <u>Disbursements</u> | | |
| Lawyer Travel | Amtrak, hotel, meal vendors, taxis | \$ 1,992.75 |
| Professional overtime expenses | meal vendors, taxis | \$ 205.48 |
| Administrative overtime expenses | individuals, meal vendors, taxis | \$ 612.85 |
| Computerized research | Lexis, Westlaw | \$ 734.18 |
| Outside Copying | Transperfect Document Management | \$ 1,884.60 |
| Telephone toll calls | AT&T | \$ 9.08 |
| Telephone conferencing vendors | Soundpath Legal Conferencing | \$ 20.39 |
| Conference room catering | Flik International | \$ 73.56 |
| Express deliveries and outside messengers | Federal Express, DHL, UPS | \$ 276.99 |
| Online docketing and document research & retrieval services | Pacer | \$ 24.16 |
| Total Disbursements: | | \$ 5,834.04 |
| Total Charges and Disbursements: | | \$ 6,457.91 |

General Corporate Matters
Summary of Compensable Time and Fees - Attorneys and Paraprofessionals
October 1, 2009 - December 31, 2009

| <u>Name</u> | <u>Rate</u> | <u>Hours</u> | <u>Fees</u> |
|---------------------------------|--------------|--------------|---------------------|
| Guy Lewin-Smith | \$1,075.59 * | 30.6 | \$ 32,913.00 |
| Gregory V. Gooding | \$ 990.00 * | 1.8 | \$ 1,769.00 |
| Mark W. Friedman | \$ 970.00 | 1.3 | \$ 1,261.00 |
| Subtotal - Partner: | | <u>33.7</u> | <u>\$ 35,943.00</u> |
| Time And Fee Summary Total: | | <u>33.7</u> | <u>\$ 35,943.00</u> |
| Blended Hourly Rate: | \$1,066.56 | | |

* Reflects blended rate due to rate increase effective December 1, 2009

General Litigation Matters
Summary of Compensable Time and Fees - Attorneys and Paraprofessionals
October 1, 2009 - December 31, 2009

| <u>Name</u> | <u>Rate</u> | <u>Hours</u> | <u>Fees</u> |
|-----------------------------|-------------|--------------------|---------------------------|
| Steven Klugman | \$ 990.00 | 1.8 | \$ 1,782.00 |
| Gary W. Kubek | \$ 980.00 | 1.3 | \$ 1,274.00 |
| Subtotal - Partner: | | <u>3.1</u> | <u>\$ 3,056.00</u> |
| | | | |
| Eliza Sporn Fromberg | \$ 650.60 * | 6.7 | \$ 4,359.00 |
| Courtney M. Dankworth | \$ 545.00 | 1.7 | \$ 926.50 |
| Subtotal - Associate: | | <u>8.4</u> | <u>\$ 5,285.50</u> |
| | | | |
| Daphna Eisenberg | \$ 135.00 | 10.0 | \$ 1,350.00 |
| Subtotal - Legal Assistant: | | <u>10.0</u> | <u>\$ 1,350.00</u> |
| | | | |
| Time And Fee Summary Total: | | <u><u>21.5</u></u> | <u><u>\$ 9,691.50</u></u> |

Blended Hourly Rate: \$ 450.77

* Reflects blended rate due to rate increase effective December 1, 2009

Litigation - Appraisal Action Appeal
Summary of Compensable Time and Fees - Attorneys and Paraprofessionals
October 1, 2009 - December 31, 2009

| <u>Name</u> | <u>Rate</u> | <u>Hours</u> | <u>Fees</u> |
|-----------------------------|-------------|--------------|----------------------|
| Steven Klugman | \$ 990.00 | 68.3 | \$ 67,617.00 |
| Gary W. Kubek | \$ 980.39 * | 95.4 | \$ 93,529.00 |
| Gregory V. Gooding | \$ 980.00 | 2.0 | \$ 1,960.00 |
| Subtotal - Partner: | | <u>165.7</u> | <u>\$ 163,106.00</u> |
| | | | |
| Eliza Sporn Fromberg | \$ 650.00 | 1.6 | \$ 1,040.00 |
| Courtney M. Dankworth | \$ 545.00 | 22.4 | \$ 12,208.00 |
| Subtotal - Associate: | | <u>24.0</u> | <u>\$ 13,248.00</u> |
| | | | |
| Laurel B. Lambert | \$ 280.00 | 1.9 | \$ 532.00 |
| Edward B. Bradley | \$ 235.00 | 5.6 | \$ 1,316.00 |
| Subtotal - Legal Assistant: | | <u>7.5</u> | <u>\$ 1,848.00</u> |
| | | | |
| Millicent V. Emmitt | \$ 280.00 | 0.3 | \$ 84.00 |
| Subtotal - Library: | | <u>0.3</u> | <u>\$ 84.00</u> |
| | | | |
| Joan A. Baffa | \$ 230.00 | 0.2 | \$ 46.00 |
| Nicole O. Aiken | \$ 160.00 | 0.2 | \$ 32.00 |
| Ronald Dorville | \$ 110.00 | 0.5 | \$ 55.00 |
| William Lutz | \$ 115.00 | 0.1 | \$ 11.50 |
| Michael R. Shannon | \$ 100.00 | 0.4 | \$ 40.00 |
| Subtotal - Managing Atty: | | <u>1.4</u> | <u>\$ 184.50</u> |
| | | | |
| Time And Fee Summary Total: | | <u>198.9</u> | <u>\$ 178,470.50</u> |
| | | | |
| Blended Hourly Rate: | \$ 897.29 | | |

* Reflects blended rate due to rate increase effective December 1, 2009

Retention & Fee Application Matters
Summary of Compensable Time and Fees - Attorneys and Paraprofessionals
October 1, 2009 - December 31, 2009

| <u>Name</u> | <u>Rate</u> | <u>Hours</u> | <u>Fees</u> |
|---------------------------------|-------------|--------------|---------------------|
| Jasmine Powers | \$ 763.19 * | <u>4.7</u> | <u>\$ 3,587.00</u> |
| Subtotal - Partner: | | 4.7 | \$ 3,587.00 |
| | | | |
| Eliza Sporn Fromberg | \$ 658.89 * | 0.9 | \$ 593.00 |
| Derek P. Alexander | \$ 458.26 * | <u>18.1</u> | <u>\$ 8,294.50</u> |
| Subtotal - Associate: | | 19.0 | \$ 8,887.50 |
| | | | |
| Richard B. Wolff | \$ 242.62 * | <u>32.4</u> | <u>\$ 7,861.00</u> |
| Subtotal - Discovery/Data Mgmt. | | 32.4 | \$ 7,861.00 |
| | | | |
| Time And Fee Summary Total: | | <u>56.1</u> | <u>\$ 20,335.50</u> |
| | | | |
| Blended Hourly Rate: | \$ 362.49 | | |

* Reflects blended rate due to rate increase effective December 1, 2009

Non-Working Travel*
Summary of Compensable Time and Fees - Attorneys and Paraprofessionals
October 1, 2009 - December 31, 2009

| <u>Name</u> | <u>Rate</u> | <u>Hours*</u> | <u>Fees</u> |
|-----------------------------|-------------|---------------|--------------------|
| Gary R. Kubek | \$ 980.00 | <u>2.50</u> | <u>\$ 2,450.00</u> |
| Subtotal - Partner: | | 2.50 | \$ 2,450.00 |
| Courtney M. Dankworth | \$ 545.00 | <u>2.45</u> | <u>\$ 1,335.25</u> |
| Subtotal - Associate: | | 2.45 | \$ 1,335.25 |
| Time And Fee Summary Total: | | <u>4.95*</u> | <u>\$ 3,785.25</u> |
| Blended Hourly Rate: | \$ 764.70 | | |

* The fee guidelines of the District of Delaware state that non working travel time is compensable at one-half of the allowed hourly rates. In recognition thereof, Debevoise & Plimpton LLP requests compensation for one-half of the non working travel time actually incurred, at the full allowed hourly rates. The amount of non working travel time actually incurred during the covered period and its corresponding full value were, respectively, 9.9 hours and \$7,570.50.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

MIG, INC.,

Debtor.

Chapter 11

Case No. 09-12118(KG)

**Objection Deadline: March 1, 2010 at 4:00 p.m.
Hearing Date: March 18, 2010 at 3:00 p.m.**

**SECOND INTERIM APPLICATION OF
DEBEVOISE & PLIMPTON LLP FOR COMPENSATION OF SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS
SPECIAL CORPORATE AND LITIGATION COUNSEL TO THE DEBTOR
FOR THE PERIOD FROM OCTOBER 1, 2009 THROUGH DECEMBER 31, 2009**

By this interim application (the “Application”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the administrative order of this Court dated July 30, 2009 establishing procedures for interim compensation and reimbursement of professionals (the “Compensation Order”) [Docket No. 93], Debevoise & Plimpton LLP (“Debevoise”) seeks interim approval and allowance of compensation in the above-captioned case of MIG, Inc. (the “Debtor”) for professional legal services rendered by Debevoise as Special Corporate and Litigation Counsel to the Debtor in the amount of \$248,225.75, together with reimbursement for actual and necessary expenses incurred in the amount of \$6,457.91 for the period commencing October 1, 2009 through and including December 31, 2009 (the “Application Period”), as detailed in the following chart:

Summary of Oct.–Dec. Monthly Fee Applications for Debevoise & Plimpton LLP

| Date & Docket No. | Filing Period | Requested Fees | Requested Expenses | CNO Date & Docket No. | Approved Fees | Approved Expenses | Total Approved | 20% Holdback Due |
|----------------------------------|--|-----------------------|---------------------------|---|----------------------|--------------------------|-----------------------|-------------------------|
| 11/20/09 Docket No. 380 | 10/01/09 through 10/31/09 | \$136,720.25 | \$1,795.92 | Objection Deadline 12/10/09 | \$109,376.20 | \$1,795.92 | \$111,172.12 | \$27,344.05 |
| 12/29/09 Docket No. 490 | 11/01/09 through 11/31/09 | \$67,849.00 | \$4,384.91 | Objection Deadline 1/18/10 | \$54,279.20 | \$4,384.91 | \$58,664.11 | \$13,569.80 |
| 1/21/10 Docket No. 530 | 12/01/09 through 12/31/09 | \$43,656.50 | \$277.08 | Objection Deadline 2/10/10 | \$34,925.20 | \$277.08 | \$35,202.28 | \$8,731.30 |
| 2nd Interim Total | 10/01/09 through 12/31/09 | \$248,225.75 | \$6,457.91 | Objection Deadline / /10 | \$198,580.60 | \$6,457.91 | \$205,038.51 | \$49,645.15 |

[The remainder of this page is intentionally blank.]

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

Dated: New York, New York
February 12, 2010

DEBEVOISE & PLIMPTON LLP

/s/ Jasmine Powers
Jasmine Powers, Esq.
919 Third Avenue
New York, New York 10022
Telephone: (212) 909-6000
Fax: (212) 909-6836

*Special Corporate and Litigation Counsel
to the Debtor*

**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 1, 2010 at 4:00 p.m.

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

NOTICE OF INTERIM FEE APPLICATION

PLEASE TAKE NOTICE that Debevoise & Plimpton LLP, Special Corporate and Litigation Counsel to the Debtor and Debtor in Possession, filed their *Second Interim Application For Compensation of Services Rendered And Reimbursement Of Expenses For The Period From October 1, 2009 Through 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**”).

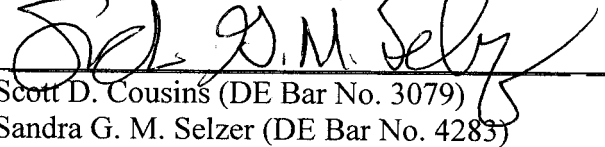
PLEASE TAKE FURTHER NOTICE that any response or objection to the relief sought in the Application must be filed with the Bankruptcy Court on or before **march 1, 2010, at 4:00 p.m. prevailing Eastern time** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon: (a) counsel for Debtor, Greenberg Traurig, LLP, 200 Park Avenue, New York, NY 10166, Attn: Nancy A. Mitchell, Esq., and Greenberg Traurig LLP, The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, DE 19801, Attn: Scott D. Cousins, 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

GREENBERG TRAURIG, LLP



Scott D. Cousins (DE Bar No. 3079)

Sandra G. M. Selzer (DE Bar No. 4283)

The Nemours Building

1007 North Orange Street, Suite 1200

Wilmington, DE 19801

Telephone: (302) 661-7000

Facsimile: (302) 661-7360

cousinss@gtlaw.com

selzers@gtlaw.com

-and-

Nancy A. Mitchell

Maria J. DiConza

200 Park Avenue

New York, New York 10166

Telephone: (212) 801-9200

Facsimile: (212) 801-6400

mitchelln@gtlaw.com

diconzam@gtlaw.com

Counsel to the Debtor and Debtor-in-Possession