

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

In re:) Chapter 11
)
MIG, Inc.,) Case No. 09-12118 (KG)
)
) (Jointly Administered)
Debtors.)
) **Objection Deadline: March 5, 2010 at 4:00 p.m.**
) **Hearing Date: March 18, 2010 at 3:00 p.m.**

**SECOND INTERIM FEE APPLICATION OF LAZARD FRERES & CO. LLC,
INVESTMENT BANKER AND FINANCIAL ADVISOR TO THE DEBTORS FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OCTOBER 1, 2009 THROUGH DECEMBER 31, 2009**

Name of Applicant: **Lazard Frères & Co. LLC**

Authorized to Provide Professional Services to: **Debtors and Debtors-in-Possession**

Date of Retention: **September 8, 2009 nunc pro tunc July 28, 2009**

Application Period: **October 1, 2009 through December 31, 2009**

Amount of Compensation sought as actual,
reasonable and necessary: **\$525,000.00**

Amount of Expense Reimbursement sought as
actual, reasonable and necessary: **\$80,066.52**

Less: Amounts Paid to Date: **(\$168,063.78)**

Net Amount of Compensation Requested: **\$437,002.74**

This is a: ___ monthly X interim ___ final application.

Summary of Fee Applications for Compensation Period

| Date & Docket No. | Period Covered | Requested Fees (A) | Requested Expenses (B) | CNO Date & Docket No. | Approved Fees (B) | Approved Expenses (D) | Amounts Paid (E) | Holdback Amount (A+B-E) |
|-------------------|---------------------------|--------------------|------------------------|-----------------------------|-------------------|-----------------------|------------------|-------------------------|
| 11/25/09 [394] | 10/01/09 through 10/31/09 | \$175,000.00 | \$28,063.78 | Objection Deadline 12/25/09 | \$140,000.00 | \$28,063.78 | \$168,063.78 | \$35,000.00 |
| 02/04/10 [TBD] | 11/01/09 through 11/30/09 | \$175,000.00 | \$1,579.54 | Objection Deadline TBD | \$0.00 | \$0.00 | \$0.00 | \$176,579.54 |
| 02/04/10 [TBD] | 12/01/09 through 12/31/09 | \$175,000.00 | \$50,423.20 | Objection Deadline TBD] | \$0.00 | \$0.00 | \$0.00 | \$225,423.20 |
| Totals | 10/01/09 through 12/31/09 | \$525,000.00 | \$80,066.52 | N/a | \$140,000.00 | \$28,063.78 | \$168,063.78 | \$437,002.74 |

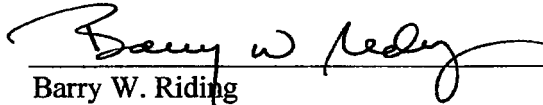
In accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals and Committee Members (the “Administrative Order”) entered by this Court on July 29, 2009 [Docket No. 93], Lazard Frères & Co. LLC, (“Lazard”) hereby submits its second interim fee application (the “Interim Fee Application”) seeking (i) interim approval and allowance of the full amount of the fees and expenses requested in the above-referenced monthly fee applications for the period covering October 1, 2009 through December 31, 2009 (collectively, the “Fee Applications”)¹, and (ii) authorization for MIG, Inc. and certain of its subsidiaries and affiliates (collectively, the “Debtors”) to pay the full amounts requested in the Fee Application, including the 20% holdback of fees provided for in the Administrative Order.

WHEREFORE, Lazard respectfully requests that the Court enter the attached order and grant such further relief as is just and proper.

¹ Each of the Fee Applications is incorporated by reference as if set forth herein.

Dated: February 6, 2010
New York, New York

LAZARD FRÈRES & CO. LLC

A handwritten signature in black ink, appearing to read "Barry W. Riding", is written over a horizontal line.

Barry W. Riding
Managing Director
Lazard Frères & Co. LLC
30 Rockefeller Plaza, 61st Floor
New York, NY 10020
(212/632-6000)
Investment Banker to the Debtors

**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 5, 2010 @ 4:00 p.m.

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

NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that Lazard Freres & Co. LLC, Investment Banker and Financial Advisor to the Debtor and Debtor in Possession, filed their *Second Interim Fee Application For Allowance of Compensation 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 5, 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 16, 2010

GREENBERG TRAURIG, LLP



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Counsel to the Debtor and Debtor-in-Possession

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

In re:

MIG, Inc,

Debtors.

Chapter 11

Case No. 09-12118 (KG)

Jointly Administered

Ref. Docket No. _____

**ORDER APPROVING SECOND INTERIM APPLICATION OF LAZARD FRERES &
CO. LLC, INVESTMENT BANKER AND FINANCIAL ADVISOR TO THE DEBTORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM OCTOBER 1, 2009 TO AND INCLUDING DECEMBER 31, 2009**

Upon consideration of the Second Interim Application of Lazard Frères & Co. LLC, (“Lazard”), Investment Banker and Financial Advisor to MIG Inc. (“MIG”), and certain of its subsidiaries and affiliates (collectively, the ‘Debtors’) for compensation and reimbursement of expenses for the period from October 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 cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. Interim approval of the Application is GRANTED, and Lazard 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 Lazard.

2. The Debtors are authorized and directed to disburse to Lazard 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

HONORABLE KEVIN GROSS
U.S. BANKRUPTCY COURT JUDGE