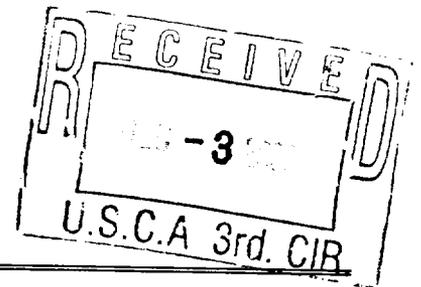


No. 03-4526



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**IN THE UNITED STATES COURT OF APPEALS  
FOR THE THIRD CIRCUIT**

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**In re ACQUISITION PARTNERS, L.P., FERNWOOD ASSOCIATES, L.P.  
AND DEUTSCHE BANK TRUST COMPANY AMERICAS,  
Petitioners.**

(Related to U.S. Bankruptcy Court for the District of Delaware No. 01-01139)

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On Petition for a Writ of Mandamus to Judge Alfred M. Wolin, United States District  
Judge of New Jersey, sitting by designation in the United States District Court for the  
District of Delaware

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**RESPONSE OF W.R. GRACE TO  
EMERGENCY PETITION FOR A WRIT OF MANDAMUS**

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**KIRKLAND & ELLIS LLP**

David M. Bernick, P.C.  
Janet S. Baer  
James M. Kapp, III  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000

**PACHULSKI, STANG, ZIEHL,  
YOUNG, JONES & WEINTRAUB P.C.**

Laura Davis Jones (#2436)  
David W. Carickhoff, Jr. (#3715)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705  
(Courier 19801)  
(302) 652-4100

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**December 3, 2003**

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Pursuant to this Court's order of November 26, 2003, debtor/respondent W.R. Grace and its affiliated debtors (collectively "Grace") respectfully submit this response to the Emergency Petition for a Writ of Mandamus filed in Case No. 03-4526.

## INTRODUCTION

The five asbestos bankruptcies assigned to Judge Wolin by Judge Becker's order of November 27, 2001, present an enormous challenge, and Judge Wolin responded to that challenge by adopting novel and unorthodox procedures. These cases, accordingly, do not fit neatly into established doctrinal pigeon-holes, but instead present novel and far-reaching issues. Under these circumstances, careful analysis is particularly appropriate, including due consideration of both the potentially significant differences, as well as the similarities, among the five cases.

The mandamus petition filed in this case, however, is simply a "me too" effort to piggy-back on the mandamus petition previously filed in the *Owens Corning* case, No. 03-4212. Rather than discussing the facts particular to the Grace bankruptcy, the petition simply parrots the arguments and facts set forth in the *Owens Corning* petition and requests the same relief. Petitioners thus fail to address what, in Grace's view, is the fundamental and threshold question presented here: whether expedited mandamus relief is necessary and appropriate in *this* case above and beyond any such relief granted in the *Owens Corning* case.

Given that mandamus is a drastic and extraordinary remedy that is to be rarely invoked, it does not appear that petitioners have carried their heavy burden in this regard. All proceedings in this case have been stayed in the district court pending the resolution of the *Owens Corning* petition, so that no separate emergency relief is warranted here: the parties in this case can simply await the ruling in *Owens Corning* and then apply it here in a deliberate manner. If Judge Wolin's use of Messrs. Hamlin and Gross is inherently inconsistent with any permissible role for court advisors, then even substantial differences in the quantity and quality of the work performed by those advisors in the various bankruptcies may be legally irrelevant. But if the particulars of what they did matter, case-specific factual development will be required.

Grace consistently has sought to avoid becoming a vehicle for the strategic agendas of others, and continues to pursue that approach here. Regardless of whether it has fared well or poorly in its case before Judge Wolin, Grace has not sought recusal and has not supported the recusal motions of others. Accordingly, this response will acquaint the Court with the background and status of the *Grace* case in particular, and also point out that petitioners do not appear to have satisfied the rigorous standard for mandamus relief.

## **FACTUAL BACKGROUND**

### **1. The purpose of the *Grace* case**

Grace filed for bankruptcy on April 2, 2001, a casualty of the dramatic upswing in asbestos claims over the previous year. In submissions made on the first day of the case, Grace recited the financial strength of the company and set out comprehensively the core problem that had to be solved in the Chapter 11 cases: to ascertain Grace's true asbestos liability, separating the small number of meritorious claims from thousands of claims of dubious legal merit. Grace also analyzed the procedures uniquely available in Chapter 11 for addressing this problem. In essence, Grace proposed the deployment of both the bankruptcy claims process and the traditional rules of litigation to address key issues underpinning Grace's legal liability.

### **2. Proceedings prior to the assignment to Judge Wolin**

The *Grace* case originally was assigned to Judge Farnan of the District of Delaware. Early on, Judge Farnan called upon Grace to flesh out its proposal for defining liability by crafting a proposed case management order. Such an order was submitted and the matter was fully briefed. A hearing on this crucial aspect of the case was set for November 27, 2001. But the hearing was cancelled that very morning because Judge Farnan had just learned that the case was to be re-assigned.

### **3. The new organization adopted by Judge Wolin**

As the Court already has been informed by others, Judge Wolin convened an informal meeting of all interested parties shortly after the cases were reassigned. At that meeting, Judge Wolin described the broad outlines of an organization that would be used to accomplish the very substantial task he had undertaken. The basic elements included the division of the work in each case between the district and bankruptcy courts, the use of court advisors, and the invitation of *ex parte* communications to facilitate the prosecution of the cases.

While Grace did not and has not determined the degree to which each of these elements is novel, its impression was that the scheme as a whole was indeed without precedent. At the same time, there was no question but that the challenge faced by the district court was, as Judge Wolin since has described it, “extraordinary.” Regarding potential conflicts, Grace raised a concern regarding Judge Dreier, due to prior litigation in which his firm represented Grace. Grace was not aware at the time of the role being played by Messrs. Hamlin and Gross in the *G-I Holdings* case.

### **4. Proceedings in the *Grace* case since the reassignment**

The *Grace* case essentially revolves around four liability issues: (1) liability for asbestos personal injury; (2) liability for asbestos property damage; (3) liability for property damages arising out of a particular attic insulation product (ZAI) that

contains trace amounts of asbestos; and (4) fraudulent conveyance claims arising out of 1996 and 1998 transactions that effectively spun off two significant portions of Grace's operations to Fresenius Medical Care Holdings, Inc., and Sealed Air Corporation, respectively.

Once the case was reassigned, these various litigation matters were divided up among District Judge Wolin and Bankruptcy Judge Fitzgerald. Significant progress has been made on the two litigation tracks assigned to Judge Fitzgerald, *i.e.*, property damage and ZAI. The fraudulent conveyance claims were intensively litigated before Judge Wolin and were settled on the eve of trial. Judge Wolin also assumed responsibility for the personal injury litigation, but that litigation has not progressed significantly to date.

This recitation is relevant to ascertaining the impact of Messrs. Gross and Hamlin on the *Grace* case specifically. Previous to the recusal effort, it had been Grace's impression that Mr. Hamlin had done nothing of any consequence specific to the *Grace* case. It was Grace's further understanding that Mr. Gross's sole substantial contribution to the *Grace* case consisted of his apparently successful exertions as a mediator between the tort claimants, on the one hand, and Sealed Air and Fresenius, on the other hand, in the fraudulent conveyance cases. The proposed settlements of those cases, if both approved, could yield over \$1 billion in benefit to the Grace estates.

More detailed scrutiny of the fee applications now confirms that Messrs. Gross and Hamlin have had no apparent impact on the *Grace* case specifically, excepting only the settlement of the fraudulent conveyance litigation. Mr. Hamlin has spent only six hours on activities specific to the *Grace* case. *See* Hamlin Fee Application Excerpts (attached at Tab A). This time encompassed the discrete task of drafting a memo regarding an appeal pertaining to property damage claims. *See id.* The only other time that Mr. Hamlin has billed to the *Grace* case is a one-fifth allocation of the approximately 38 total hours that he has billed evenly to all five cases. *See id.* The fee applications do not describe work on any issue relating to the interests of future claimants.

Mr. Gross, for his part, was only involved in the *Grace* case to act as a mediator in connection with the Fresenius and Sealed Air litigation. Beyond this activity, Mr. Gross' fee applications reflect only 1.60 hours billed specifically to the *Grace* case for a single phone call with Mr. McGovern. *See* Gross Fee Application Excerpts (attached at Tab B). The only other time billed to the *Grace* case is a one-fifth allocation of the approximately 560 total hours billed by Mr. Gross and his associates evenly to all the five cases. *See id.*

##### **5. Grace's motion for appointment of a Futures Representative**

Given the posture of the case until this year, there was little need to put a Futures Representative in place. Activity in the *Grace* case consisted largely of

litigation collateral to the main issue of liability for asbestos personal injury claims, and settlement discussions with representatives of current claimants showed no tangible prospect for a consensual plan of reorganization.

Following resolution of the fraudulent conveyance litigation, settlement discussions commenced again. And while, once again, these discussions proved unsuccessful, the process pointed up the need to obtain a Futures Representative. Finding candidates for this position who would be acceptable to all parties was not easy: there are very few people who both have the necessary background and also have not taken positions historically which no party finds problematic. Grace considered a variety of possible candidates, including Messrs. Gross and Hamlin. All candidates had both positives and negatives. Grace and the Personal Injury Committee ultimately agreed upon Mr. Hamlin. Counsel for the Property Damage Claimants, Unsecured Creditors, and Equity holders were still pondering the matter when Grace's application was filed. At that time, no counsel had stated that any Committee would object.

By this time, Grace was aware of Mr. Hamlin's service as Futures Representative in the *G-I Holdings* case. This fact supported, rather than detracted from, his qualifications to act in a similar capacity in the *Grace* case. Grace obviously was aware of Mr. Hamlin's role as an advisor to Judge Wolin as well. This too was regarded as a positive factor. Grace was and is unaware of any

assignment made to Mr. Hamlin as an advisor that would create a conflict with his service as a Futures Representative, and his relationship with Judge Wolin as an advisor held out the promise that his actions as a representative would reflect not only advocacy for the interests of future claimants but also consideration of the interests of the bankruptcy case as a whole.

Grace therefore was set to file the application for Mr. Hamlin's appointment on Monday, October 13, which was the last day such an application could be filed in order to be heard by Judge Fitzgerald at the next omnibus hearing. After the close of business the prior Friday, counsel for Grace learned that a recusal motion had been filed in the *Owens Corning* case. This motion was obtained by Grace's counsel on Monday, October 13. Grace felt that Mr. Hamlin's prior involvement as an advisor in the *Grace* case was minimal, and Grace proceeded to file the application.

The evolving efforts to use Grace's application in aid of those seeking recusal in the *Owens Corning* case began shortly thereafter. Grace first was served with a subpoena by the movants in *Owens Corning*, seeking broad discovery regarding the conduct of the *Grace* case. Grace responded by expressing a willingness to negotiate more limited discovery. All discovery related to recusal was stayed by Judge Wolin shortly thereafter, on October 23, 2003. Discovery then was sought by the petitioners here, who inquired into the circumstances

surrounding Grace's application for the appointment of Mr. Hamlin. Because this too appeared to be related to the *Owens Corning* case, and because the Court since had issued orders in connection with that case, Grace moved to hold its application in abeyance until the *Owens Corning* matter had been resolved. After Grace afforded petitioners certain discovery, they agreed to suspend any further request for discovery until the application was revived. Finally, during a subsequent omnibus hearing, Judge Fitzgerald stated that she did not believe Mr. Hamlin could serve as a Futures Representative, and Grace withdrew its application.

The petition for mandamus in the *Owens Corning* case was filed on October 27, 2003. At that time, no motion to recuse or disqualify Judge Wolin had been filed with respect to the *Grace* case. On November 5, 2003, in response to a stay entered by this Court in the *Owens Corning* proceeding two days earlier, Judge Wolin stayed all proceedings before the district court in this case and other related asbestos bankruptcies. Despite that stay, on November 14 petitioners moved to recuse Judge Wolin from the *Grace* case. Then, a mere seven days later, petitioners filed their petition for mandamus in this Court requesting either (a) recusal of Judge Wolin, or (b) an order that Judge Wolin "expedite consideration" of petitioner's week-old recusal motion.

## ARGUMENT

As stated at the outset, Grace expresses no view regarding the legal underpinnings for the recusal motions filed in the *Owens Corning* case or this case. The legal issues are novel, and the factual record is minimal. Perhaps most important, petitioners have not even attempted to satisfy their burden of proving that mandamus relief is necessary and appropriate in the *Grace* case above and beyond any such relief in the *Owens Corning* case—presumably because they are more interested in creating the appearance of a “growing consensus” favoring recusal, *Credit Suisse First Boston Br. of Nov. 21, 2003* at p.4, than in providing solid legal analysis of the relevant issues.

### **I. The Factual Record In This Case Has Not Been Developed.**

The roles undertaken by Messrs. Hamlin and Gross in the *G-I Holdings* case are well-defined: to act as (and on behalf of) a statutory representative of future claimants. The allegedly conflicting role of advising Judge Wolin, however, is less clear on its face and requires scrutiny of the facts. Those facts may, and apparently do, vary by case. The facts that may be critical are likely those bearing upon the scope and substance of the advisory role. The overarching consideration is “whether a reasonable person, knowing all the acknowledged circumstances, might question the district judge’s continued impartiality.” *In re School Asbestos Litig.*, 977 F.2d 764, 781 (3d Cir. 1992).

In the *Grace* case, there could well be advisory roles that might create a real or apparent conflict. The clearest case would be one in which the advisors spoke to the merit or value of future claims against Grace. But the record now before the Court does not reflect that Messrs. Hamlin or Gross were asked for or furnished any such advice in the *Grace* case.

Indeed, none of the active litigation has implicated future claimants, and none of the settlement discussions have gotten past an impasse with current personal injury claimants. It is precisely these facts which have accounted for the absence of a Futures Representative—there has been no need for such a representative because matters relating to future claims simply have not been on the table.

It is possible, of course, that Messrs. Hamlin and Gross were asked to advise Judge Wolin on issues relating to future claims in general, without reference to the *Grace* case in particular. Again, however, there is no record of this before the Court. The absence of any evidence that Messrs. Gross and Hamlin were asked to advise Judge Wolin with regard to future claims also has a corollary: there is no evidence that the activities of those individuals in the *G-I Holdings* case have played any part in the *Grace* case.

In the *Owens Corning* case, this Court at least has the benefit of the affidavits of the advisors ordered by the district court on October 28, 2003. Here,

there is no such record, yet petitioners forge ahead as if absence of a factual record is immaterial, or as if the factual record from *Owens Corning* fits all the cases.

In a similar vein, petitioners focus on *ex parte* contacts with reference to the *Owens Corning* case or all five related asbestos bankruptcies generally. Pet. at 18-21. But the nature and scope of the involvement of Messrs. Hamlin and Gross has varied substantially from case to case. In fact, Judge Wolin has adjudicated very few issues of *any* kind in the *Grace* case and none have related to asbestos personal injury claims, much less the future personal injury claims that are the focus of Messrs. Hamlin and Gross in the *G-I Holdings* case. Specifically, in the *Grace* case, Judge Wolin has decided only:

- to affirm Judge Fitzgerald's Order denying the motion of the ZAI Claimants to strike the Proofs of Claim filed by Grace on behalf of such Claimants. *See* 8/30/02 Order, Docket No. 2646.
- to decline to accept the appeal of Judge Fitzgerald's Order establishing a Bar Date for Asbestos Property Damage Claims, approving a Proof of Claim Form, and approving a Bar Date Notice Program. *See* 8/16/02 Order, Docket No. 2555.
- to vacate Judge Fitzgerald's Order denying certain asbestos claimant's request to modify the scope of the preliminary injunction entered by the Bankruptcy Court enjoining certain actions from proceeding

against Maryland Casualty Company and remanding for further proceedings. *See* 7/16/02 Order, Case No. 02-1549, Docket No. 20.

- to approve the settlement agreement with Fresenius with respect to certain fraudulent conveyance claims that could yield an approximately \$100 million benefit to the Grace estates. *See* 6/25/03 Order, Case No. 02-2211, Docket No. 522.
- various issues regarding discovery and the standard of proof for fraudulent conveyance claims. In this connection, Judge Wolin was explicit that he was not reaching the issue of estimating personal injury liability for any purpose other than to decide solvency as of 1998. *See* 7/29/02 Opinion, Case No. 02-211, Docket No. 121.

None of these matters specifically involved current, much less future, personal injury claims. If the factual record is relevant to determining whether the roles played by Messrs. Hamlin and Gross violated the rules of propriety, then this mandamus petition fails to engage the factual record, and further case-specific factual development is warranted.

## **II. Mandamus In The *Grace* Case Appears Unwarranted And Unwise.**

As the Supreme Court and this Court have emphasized time and again, a writ of mandamus is an “extraordinary remedy” appropriate “only [in] exceptional circumstances amounting to a judicial usurpation of power.” *Will v. United States*,

389 U.S. 90, 95 (1967) (internal quotation omitted); *see also In re Federal-Mogul Global, Inc.*, 300 F.3d 368, 378-79 & n.6 (3d Cir. 2002); *In re Flat Glass Antitrust Litig.*, 288 F.3d 83, 91 (3d Cir. 2002); *Sporck v. Peil*, 759 F.2d 312, 314 (3d Cir. 1985). Accordingly, mandamus is “rarely invoked,” *In re United States*, 273 F.3d 380, 385 (3d Cir. 2001), and appropriate only where “the party seeking ... the writ ha[s] no other adequate means to attain the relief he desires,” *Kerr v. U.S. Dist. Ct.*, 426 U.S. 394, 403 (1976). Needless to say, “comity between the district and appellate courts is best served by resort to mandamus only in limited circumstances.” *Kelly v. Ford Motor Co.*, 110 F.3d 954, 964 (3d Cir. 1997).

Either the issues presented by petitioners are identical to the issues presented by the *Owens Corning* petition, or they are not. If the issues are indeed identical, then this Court’s ruling in *Owens Corning* can be swiftly applied by any district court receiving this case. If the issues are not identical, then it makes sense for the parties to have an opportunity to review this Court’s decision in *Owens Corning* and analyze whether any of the differences are dispositive. Accordingly, whether any relief is appropriate in this case can and should be decided in light of *Owens Corning*, and in the interim there is no prejudice to petitioners here because all proceedings in the district court have been stayed. Petitioners have not demonstrated any need for this Court to “pile on” Judge Wolin by entertaining and resolving more mandamus petitions than necessary. The extent to which there are

factual and legal differences between this case and *Owens Corning*, and the extent to which such differences bear on the recusal issue, can be addressed in a deliberate, non-emergency fashion based upon this Court's resolution of the *Owens Corning* petition.

In short, in light of *Owens Corning*, petitioners in this case have "adequate alternative means to obtain the relief" they are seeking, *Mallard v. United States*, 490 U.S. 296, 309 (1989): by filing an *amicus* brief in that case, and then subsequently arguing in the district court that the result in that case should (or should not) govern here. Certainly petitioners' gratuitous and belated mandamus petition should not force the district court, Grace, or this Court to opine prematurely on how the recusal issues presented in *Owens Corning* compare with the undeveloped facts in this case. Petitioners simply do not appear to have met the demanding mandamus standard, wholly apart from the merits of their substantive claims.

That petitioners have no need of emergency relief is demonstrated by their delayed reaction to the October 23 recusal motion in *Owens Corning*. It was the movants in *Owens Corning* who first sought to reach out to the *Grace* case, causing the issuance of a subpoena for discovery into Grace's just-filed application for appointment of a Futures Representative. Grace initiated discussions with

counsel for the *Owens Corning* movants concerning the scope of the proposed discovery, but the discovery was stayed shortly thereafter by Judge Wolin.

It was only after discovery was stayed with respect to the recusal motion in *Owens Corning* that petitioners here commenced their own discovery effort, propounding formal discovery into the Grace's application for the appointment of Mr. Hamlin as a futures representative. The timing of this discovery in relation to the stayed discovery strongly suggested that the motive had nothing to do with the *Grace* case itself and everything to do with serving the interests of the recusal motion in *Owens Corning*. Moreover, petitioners made no effort to reach out to Grace informally to obtain information, contrary to a well-established practice of doing so in the past. Both because the discovery appeared linked to the recusal motion and because this Court had just issued its order of October 30 indicating its intent to take up the recusal issue, Grace felt that the most appropriate posture was simply to remain neutral. Accordingly, it filed a request that its application for appointment of a futures representative be held in abeyance. After Grace agreed to furnish documents reflecting communications related to its application, petitioners agreed to suspend any further discovery.

Nevertheless, petitioners belatedly moved for recusal of Judge Wolin. Their motion was filed one month after the recusal motion in *Owens Corning*. It also came after the petition for mandamus in *Owens Corning*, after this Court's

issuance of a stay and briefing schedule in *Owens Corning*, and after Judge Wolin's stay of proceedings involving the *Grace* bankruptcy. Then, only one week after moving for recusal, petitioners sought a petition for mandamus from this Court. Why petitioners could not wait more than a week for a district court decision, when they had waited over one month after the recusal motion in *Owens Corning* to file their own copycat motion, is not explained in the petition. Also unexplained is why petitioners require the extraordinary relief of mandamus when they are the beneficiaries of a stay of proceedings before the district court. It thus appears that petitioners have not carried their heavy "burden to demonstrate that [their] right to the writ is clear and indisputable." *Federal-Mogul*, 300 F.3d at 379 (quotation omitted).

## CONCLUSION

For the foregoing reasons, Grace does not believe that recusal in this case should or must be addressed by way of expedited mandamus proceedings. Rather, recusal should be considered first in the district court with this Court's guidance from *In re Owens Corning*.

Dated: December 3, 2003

KIRKLAND & ELLIS LLP  
David M. Bernick, P.C.  
Janet S. Baer  
James W. Kapp, III  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000

and

PACHULSKI, STANG, ZIEHL, YOUNG JONES &  
WEINTRAUB P.C.

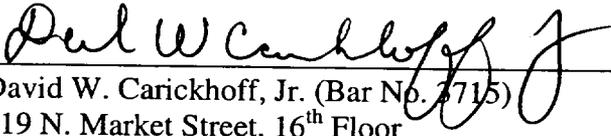
  
\_\_\_\_\_  
Laura Davis Jones (DE Bar No. 2436)  
David W. Carickhoff, Jr. (DE Bar No. 3715)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier 19801)  
(302) 652-4100

Co-Counsel for the Debtors and Debtors in Possession

**CERTIFICATE OF SERVICE**

I, David W. Carickhoff, Jr., hereby certify that on the 3<sup>rd</sup> day of December, 2003,  
I caused a copy of the foregoing **Response of W.R. Grace to Emergency Petition for a Writ of  
Mandamus** to be served on the attached Service List in the manner there indicated.

PACHULSKI, STANG, ZIEHL, YOUNG, JONES  
& WEINTRAUB P.C.



---

David W. Carickhoff, Jr. (Bar No. 3715)  
919 N. Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
Telephone: 302-652-4100  
Facsimile: 302-652-4400

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(Counsel to Debtors and Debtors in Possession)  
Laura Davis Jones, Esquire  
David Carickhoff, Esquire  
Pachulski, Stang, Ziehl, Young & Jones  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705

(Counsel to Debtors and Debtors in Possession)  
Hamid R. Rafatjoo, Esquire  
Pachulski, Stang, Ziehl, Young & Jones  
10100 Santa Monica Boulevard, Suite 1100  
Los Angeles, CA 90067-4100

(Copy Service)  
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Vito I. DiMaio  
10th & King Streets  
Wilmington, DE 19801

***Overnight Delivery***  
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Martin Luther King Federal Bldg. & Courthouse  
50 Walnut Street  
Room 5032  
Newark, NJ 07102

***Overnight Delivery***  
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Allegheny Professional Center  
Suite 203  
1798 Old Route 220 North  
Duncansville, PA 16635

***Overnight Delivery***  
Honorable Leonard I. Garth  
Martin Luther King Federal Bldg. & Courthouse  
50 Walnut Street  
Room 5040  
Newark, NJ 07102

***Overnight Delivery***  
(Counsel for Acquisition Partners, L.P., Fernwood Associates, L.P. and Deutsche Bank Trust Company Americas)  
Joanne B. Willis, Esquire  
Jennifer L. Scoliard, Esquire  
Klehr, Harrison, Harvey, Branzburg & Ellers LLP  
919 Market Street  
Suite 1000  
Wilmington, DE 19809

***Overnight Delivery***  
(Counsel for Acquisition Partners, L.P., Fernwood Associates, L.P. and Deutsche Bank Trust Company Americas)  
Richard Mancino, Esquire  
Marc Abrams, Esquire  
Christopher J. St Jeanos, Esquire  
Nisha Menon, Esquire  
787 Seventh Avenue  
New York, NY 10019

***Overnight Delivery***  
Kevin D. McDonald  
1221 McKinney  
Suite 4550  
Houston, TX 77010

***Overnight Delivery***  
Sonya M. Longo  
Budd Larner Rosenbaum Greenberg & Sade  
150 JFK Parkway, CN 1000  
Short Hills, NJ 07078-0999

***Overnight Delivery***

Douglas Gordon  
607 Market Street  
Suite 103  
Knoxville, TN 37902

***Overnight Delivery***

Afshin Miraly  
Law Department-City Hall  
93 Highland Ave.  
Somerville, Ma 02143

***Overnight Delivery***

Roxie Huffman Viator  
2728 Western Ave.  
Orange, TX 77630

***Overnight Delivery***

Stephen Donato  
1500 MONY Tower I  
Syracuse, NY 13221-4976

***Overnight Delivery***

Brian L. Hansen  
1600 Atlanta Financial Center  
3343 Peachtree Rd., N.E.  
Atlanta, GA 30326

***Overnight Delivery***

Anthony F. Parise  
Office of University Counsel  
300 CCC Building, Garden Avenue  
Ithaca, NY 14853

***Overnight Delivery***

Ted N. Pettit  
Case Bibelow & Lombardi  
A Law Corporation  
Pacific Guardian Center, Mauka Tower  
737 Bishop Street, Suite 2600  
Hoolulu, HI 96813

***Overnight Delivery***

Jeffrey T. Wegner  
1650 Farnam Street  
Omaha, NE 68102-2186

***Overnight Delivery***

Ben Furth  
201 Sansome Street  
Suite 1000  
San Francisco, CA 94104

***Overnight Delivery***

Gerard G. Pecht  
1301 McKinney  
Suite 5100  
Houston, TX 77010-3095

***Overnight Delivery***

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1000 Tallan Building  
Two Union Square  
Chattanooga, TN 37402-2552

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Lewis & Slovak  
P.O. Box 2325  
Great Falls, MT 59403

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Linebarger Goggan  
PO Box 17428  
Austin, TX 78760

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(Counsel to Debtors and Debtors in Possession)

Laura Davis Jones, Esquire  
David Carickhoff, Esquire  
Pachulski, Stang, Ziehl, Young & Jones  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705

(Counsel to Debtors and Debtors in Possession)

Hamid R. Rafatjoo, Esquire  
Pachulski, Stang, Ziehl, Young & Jones  
10100 Santa Monica Boulevard, Suite 1100  
Los Angeles, CA 90067-4100

(Copy Service)

Parcels, Inc.  
Vito I. DiMaio  
10th & King Streets  
Wilmington, DE 19801

***Hand Delivery***

(Counsel to Official Committee of Unsecured Creditors)

Michael R. Lastowski, Esquire  
Duane, Morris & Heckscher LLP  
1100 North Market Street, Suite 1200  
Wilmington, DE 19801-1246

***Hand Delivery***

(Local Counsel to DIP Lender)

Steven M. Yoder, Esquire  
The Bayard Firm  
222 Delaware Avenue, Suite 900  
P.O. Box 25130  
Wilmington, DE 19899

***Hand Delivery***

(Local Counsel to Asbestos Claimants)

Marla Eskin, Esquire  
Campbell & Levine  
Chase Manhattan Centre  
1201 N. Market Street, Suite 1500  
Wilmington, DE 19801

***Hand Delivery***

(Counsel for The Chase Manhattan Bank)

Mark D. Collins, Esquire  
Deborah E. Spivack, Esquire  
Richards, Layton & Finger, P.A.  
One Rodney Square  
P.O. Box 551  
Wilmington, DE 19899

***Hand Delivery***

(Counsel for Property Damage Claimants)

Michael B. Joseph, Esquire  
Ferry & Joseph, P.A.  
824 Market Street, Suite 904  
P.O. Box 1351  
Wilmington, DE 19899

***Hand Delivery***

(United States Trustee)

Frank J. Perch, Esquire  
Office of the United States Trustee  
844 King Street, Room 2311  
Wilmington, DE 19801

***Hand Delivery***

(Equity Committee Counsel)

Teresa K. D. Currier  
Klett Rooney Lieber & Schorling  
1000 West Street, Suite 1410  
Wilmington, DE 19801

***Overnight Delivery***

(Counsel to Debtor)

James H.M. Sprayregen, Esquire  
James Kapp, III, Esquire  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, IL 60601

***Overnight Delivery***

(W. R. Grace & Co.)  
David B. Siegel  
W.R. Grace and Co.  
7500 Grace Drive  
Columbia, MD 21044

***Overnight Delivery***

(Official Committee of Unsecured  
Creditors)  
Lewis Kruger, Esquire  
Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, NY 10038-4982

***Overnight Delivery***

(Official Committee of Personal Injury  
Claimants)  
Elihu Inselbuch, Esquire  
Rita Tobin, Esquire  
Caplin & Drysdale, Chartered  
399 Park Avenue, 27<sup>th</sup> Floor  
New York, NY 10022

***Overnight Delivery***

(Official Committee of Property Damage  
Claimants)  
Scott L. Baena, Esquire  
Member  
Bilzin Sumberg Dunn Baena Price &  
Axelrod LLP  
First Union Financial Center  
200 South Biscayne Blvd, Suite 2500  
Miami, FL 33131

***Overnight Delivery***

(Equity Committee Counsel)  
Philip Bentley, Esquire  
Kramer Levin Naftalis & Frankel LLP  
919 Third Avenue  
New York, NY 10022

***Overnight Delivery***

Peter Van N. Lockwood, Esquire  
Julie W. Davis, Esquire  
Trevor W. Swett, III, Esquire  
Nathan D. Finch, Esquire  
Caplin & Drysdale, Chartered  
One Thomas Circle, N.W.  
Washington, DC 20005

***Overnight Delivery***

(Counsel to Official Committee of  
Unsecured Creditors)  
William S. Katchen, Esquire  
Duane, Morris & Heckscher LLP  
One Riverfront Plaza, 2<sup>nd</sup> Floor  
Newark, NJ 07102

***Overnight Delivery***

(Counsel to DIP Lender)  
J. Douglas Bacon, Esquire  
Latham & Watkins  
Sears Tower, Suite 5800  
Chicago, IL 60606

**ATTACHMENT A**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

FILED

2002 MAY -6 AM 9:41

In Re: General Asbestos

Chapter 11

Clerk  
U.S. BANKRUPTCY COURT  
OF DELAWARE  
Case Nos. 00-4471, ~~00-4469~~,  
00-4470,  
01-1139 through 01-1200  
01-10578, et al.  
01-2094 through 01-2104  
00-3837 through 00-3854

**FIRST APPLICATION OF C. JUDSON HAMLIN  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES AS A COURT APPOINTED ADVISOR  
FOR THE PERIOD FROM JANUARY 1, 2002 THROUGH FEBRUARY 28, 2002**

Name of Applicant: C. Judson Hamlin

Authorized to Provide  
Professional Services to: Alfred M. Wolin, U.S.D.J.

Date of Order: December 28, 2001

Period for which Compensation and  
Reimbursement Are Sought: January 1, 2002 through February 28, 2002

Amount of Compensation Sought as  
Actual, Reasonable and Necessary: \$11,160.00

Amount of Expense Reimbursement Sought  
as Actual, Reasonable and Necessary: \$14.20

This is an:  interim  final application

The total time expended for fee application preparation is approximately \_\_\_\_\_ hours and the corresponding compensation requested is approximately \$ N/A.

If this is not the first application filed, disclose the following for each prior application:



**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Computer Assisted Legal Research		
Facsimile (with rates)		
Telephone, Postage, Photocopying		
Outside Reproduction		
Outside Research		
Filing/Court Fees		
Court Reporting		
Courier & Express Carriers (e.g., Federal Express)	Federal Express	\$14.20
Tolls, Parking		

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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IN RE: ARMSTRONG WORLD : Chapter 11  
INDUSTRIES, INC., et al., : Case Nos. 00-4471, 00-4469, 00-4470  
: (Jointly Administered)  
Debtors. :

---

IN RE: W. R. GRACE & CO., : Chapter 11  
et al., : Case Nos. 01-1139 through 01-1200  
: (Jointly Administered)  
Debtors. :

---

IN RE: FEDERAL MOGUL : Chapter 11  
GLOBAL, INC., T & N : Case Nos. 01-10578, et al.  
LIMITED, et al., : (Jointly Administered)  
Debtors. :

---

IN RE: USG CORPORATION, : Chapter 11  
a Delaware Corporation, : Case Nos. 01-2094 through 01-2104  
et al., : (Jointly Administered)  
Debtors. :

---

IN RE: OWENS CORNING, : Chapter 11  
et al., : Case Nos. 00-3837 through 00-3854  
: (Jointly Administered)  
Debtors. :

Objections due: May 16, 2002  
Hearing date set only if  
objections are timely filed

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IN RE: GENERAL ASBESTOS

FIRST APPLICATION OF THE COURT APPOINTED  
ADVISOR C. JUDSON HAMLIN, FOR AN INTERIM  
ALLOWANCE OF FEES FOR ACTUAL AND NECESSARY  
SERVICES RENDERED AND FOR REIMBURSEMENT OF  
EXPENSES INCURRED FOR THE PERIOD  
JANUARY 1, 2002 THROUGH FEBRUARY 28, 2002

TO THE HONORABLE ALFRED M. WOLIN, U.S.D.J.:

Pursuant to 11 U.S.C. §330 and §331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, C. Judson Hamlin hereby moves this Honorable Court for an Order allowing an interim allowance of reasonable compensation with respect to the five above-captioned Chapter 11 cases for professional services rendered in his capacity as a Court Appointed Advisor in connection with the Court's management of these very large, mass-tort bankruptcy cases, in the amount of \$11,160.00 and reimbursement of related expenses of \$14.20 for the period of January 1, 2002 through February 28, 2002.

In support of this Application and pursuant to Bankruptcy Rule 2016, C. Judson Hamlin respectfully represents as follows:

1. On various dates, the debtors in the above-captioned cases filed voluntary petitions for reorganization relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§101-1330. The debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On December 28, 2001, the Court appointed C. Judson Hamlin and several other persons as "Court Appointed Advisors" to assist the Court as set forth in that Order and in subsequent Orders with the management of the above-captioned very large, mass-tort bankruptcy cases and to undertake such duties as the Court has and may in the future assign to C.

Judson Hamlin. A copy of this Order is attached hereto as Exhibit A.

3. By its Order dated March 19, 2002, the Court withdrew the reference to the Bankruptcy Court for any application for allowance of fees and/or costs by Court Appointed Advisors and gave leave to the Court Appointed Advisors to file interim fee applications in accordance with the directions set forth therein. A copy of this Order is attached hereto as Exhibit B. This Application is the first such application by C. Judson Hamlin.

4. There is no agreement or understanding between C. Judson Hamlin and any other person, other than the members, associates and employees of the law firm of Purcell, Ries, Shannon, Mulcahy & O'Neill, of which C. Judson Hamlin is of counsel, for the sharing of compensation received or to be received for services rendered in connection with these proceedings.

5. No agreement exists with any person or entity regarding the rate or amount of compensation C. Judson Hamlin shall receive in connection with his appointment by this Court. The hourly rate of \$450.00 is reasonable and customary for an attorney of C. Judson Hamlin's experience rendering services such as those involved with his appointment as Court Appointed Advisor.

6. C. Judson Hamlin has expended a total of 26.3 hours in rendering professional services as a Court Appointed Advisor. The time spent and the services rendered were

reasonable in relation to the size and complexity of the matters handled, not duplicative of other services rendered, and necessary to the administration of the debtors' estates. An overall billing statement is attached as Exhibit C. Exhibit C sets forth the total hours spent by C. Judson Hamlin related to all five consolidated bankruptcies.

7. The billing statement attached as Exhibit C presents the hours expended in increments of one-tenth of an hour, with a description of the service rendered for each entry.

8. In addition to the time expended in rendering services, C. Judson Hamlin incurred out-of-pocket expenses in connection with his appointment as Court Appointed Advisor in the amount of \$14.20. These expenses were reasonable in relation to the size and complexity of the matters handled, not duplicative of other expenses incurred, and necessary to the administration of the debtors' estates.

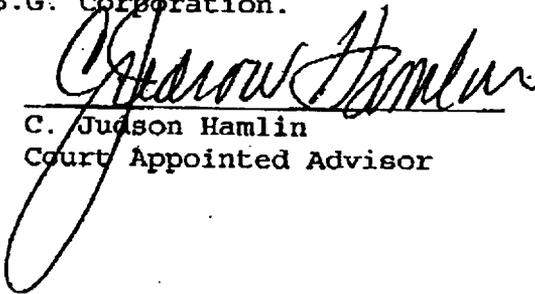
9. C. Judson Hamlin respectfully submits that the compensation for services and reimbursement of expenses requested is consistent with the nature and extent of the services rendered for the period January 1, 2002 through February 28, 2002, the size and complexity of the case, the time, labor and special expertise brought to bear on the questions, and other related factors.

10. A proposed form of Order is submitted herewith.

WHEREFORE, C. Judson Hamlin respectfully requests that an interim allowance of compensation for fees for services rendered and reimbursement of costs be allowed, in the amount

of \$11,174.20 subject to disgorgement as may be directed in a final Order of allowance at the conclusion of these Chapter 11 cases.

WHEREFORE, C. Judson Hamlin further respectfully requests that the interim allowance of his fees and costs be allocated evenly among the debtors as to all consolidated proceedings as set forth in Exhibit C for a total amount of \$11,174.20, resulting in each debtor paying \$2,234.84. The sum of fees and costs allowed against each debtor pursuant to this interim allowance shall total \$2,234.84 against Federal-Mogul Global, Inc.; \$2,234.84 against W. R. Grace & Co.; \$2,234.84 against Armstrong World Industries, Inc.; \$2,234.84 against Owens Corning; and \$2,234.84 against U.S.G. Corporation.

  
C. Judson Hamlin  
Court Appointed Advisor

Dated: 4/26, 2002

CALL THROUGH NUMBER 00/00/00-02/28/02

US DISTRICT CT. BANKRI

CLIENT 0250 MATTER 14554 ARBITRATION/MEDIATION  
BILL. TIME : CJH C. JUDSON HAMLIN CJH COUNSEL  
ORIG TIME : CJH C. JUDSON HAMLIN CJH COUNSEL

DATE	TIMEKEEPER	HOURS	AMOUNT	DESCRIPTION
01/07/02	CJH	4.00	1,800.00	Meeting with Judge Wolin's Chambers U.S. District Courthouse, Newark, N.J. with Prof. F. Govern, Hon. W. Drier, Hon. J. Keefe, and D. Gross re: organization of responsibilities.
01/07/02	CJH	2.00	450.00	Travel to and from Newark, N.J. at Half Time
01/10/02	CJH	3.00	1,350.00	Review of materials, research of applicable law, Internet research of Pending Bankruptcy Pleadings
01/18/02	CJH	6.00	2,700.00	Conference at Rudd, Larner with D. Gross, F. McGovern, J. Keefe, W. Drier and Judge Wolin.
01/18/02	CJH	1.00	225.00	Travel to and from Livingston, N.J. at Half Time
01/19/02	CJH	4.00	1,800.00	Review of material distributed at 1/18/02 meeting
02/20/02	CJH	.30	135.00	Telephone call with D. Gross re: agenda for 2/27/02 meeting with Judge Wolin.
02/25/02	CJH	1.00	450.00	Review of transcript of Vairo conference call re: current asbestos issues from IRS Warburg research.
02/27/02	CJH	5.00	2,250.00	Conference with Judge Wolin and management Committee at U.S. Courthouse, Newark, NJ

TIMEKEEPER TOTALS

CJH	26.30	424 /hr	11,160.00
TOTAL	26.30	\$	11,160.00

DISBURSEMENTS

12/11/01	FEDL	14.20	Federal Express from C. J. Hamlin to United States District Court.
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DISBURSEMENT TOTALS

FEDL	14.20
DISB TOTAL	\$ 14.20
BILL TOTAL	\$ 11,174.20

LAST ACTIVE 02/28/02

LAST PAYMENT / /

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In Re: General Asbestos

Chapter 11

Case Nos. 00-4471, 00-4469,  
00-4470,  
01-1139 through 01-1200  
01-10578, et al.  
01-2094 through 01-2104  
00-3837 through 00-3854

**SECOND APPLICATION OF PURCELL, RIES, SHANNON, MULCAHY & O'NEILL  
ON BEHALF OF C. JUDSON HAMLIN FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS A COURT APPOINTED  
ADVISOR FOR THE PERIOD FROM MARCH 1, 2002 THROUGH OCTOBER 28, 2002**

Name of Applicant: C. Judson Hamlin

Authorized to Provide Professional Services  
to: Alfred M. Wolin, U.S.D.J.

Date of Order: December 28, 2001

Period for which Compensation and  
Reimbursement Are Sought: March 1, 2002 through October 28, 2002

Amount of Compensation Sought as Actual,  
Reasonable and Necessary: \$ 14,760.00

Amount of Expense Reimbursement Sought as  
Actual, Reasonable and Necessary: \$ 41.95

This is an:  interim  final application

The total time expended for fee application preparation is approximately hours and the corresponding compensation requested is approximately \$ N/A<sup>1</sup>

If this is not the first application filed, disclose the following for each prior application:

<sup>1</sup> C. Judson Hamlin's First Fee Application was prepared entirely by Budd Lamer Gross Rosenbaum Greenberg & Sade, P.C ("Budd Lamer"). To avoid duplication, the time expended and compensation requested appears only on Budd Lamer's Second Fee Application.

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
5/3/2002	1/1/02 -- 2/28/02	\$11,160.00	\$14.20	\$11,160.00	\$14.20

**ATTACHMENT B  
TO FEE APPLICATION**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including charges)	Total Billed Hours	Total Compensation
C. Judson Hamlin	Admitted to Practice in 1963	\$450.00	33.8	\$14,760.00
<b>Grand Total:</b>		<b>\$450.00</b>		<b>\$14,760.00</b>
<b>Blended Rate:</b>				

**COMPENSATION BY PROJECT CATEGORY**

Project Category	Total Hours	Total Fees
General Asbestos Advisor	6.3	\$2,835.00
W.R. Grace	6.0	\$2,700.00
USG Corporation	4.0	\$1,800.00
Armstrong World Industries	8.0	\$3,600.00
Owens Corning	7.0	\$3,150.00
Federal Mogul Global	0.5	\$225.00
Travel Time	2.0	\$450.00

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Computer Assisted Legal Research		
Facsimile (with rates)	\$0.25 per page	\$1.50
Telephone, Postage, Photocopying		
Outside Reproduction		
Outside Research		
Filing/Court Fees		
Court Reporting		
Travel Expenses	Parking	\$26.85
Courier & Express Carriers	Federal Express	\$13.60
Other (explain)		

Local Form 102 (Fee Application/Attachment B)

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE: ARMSTRONG WORLD  
INDUSTRIES, INC., et al.,

Debtors.

Chapter 11  
Case Nos. 00-4471, 00-4469, 00-4470  
(Jointly Administered)

IN RE: W. R. GRACE & CO.,  
et al.,

Debtors.

Chapter 11  
Case Nos. 01-1139 through 01-1200  
(Jointly Administered)

IN RE: FEDERAL MOGUL  
GLOBAL, INC., T & N  
LIMITED, et al.,

Debtors.

Chapter 11  
Case Nos. 01-10578, et al  
(Jointly Administered)

IN RE: USG CORPORATION,  
a Delaware Corporation,  
et al.,

Debtors.

Chapter 11  
Case Nos. 01-2094 through 01-2104  
(Jointly Administered)

IN RE: OWENS CORNING,  
et al.,

Debtors.

Chapter 11  
Case Nos. 00-3837 through 00-3854  
(Jointly Administered)

Hearing date set only if objections are timely  
filed

IN RE: GENERAL ASBESTOS

SECOND APPLICATION OF PURCELL, RIES, SHANNON,  
MULCAHY & O'NEILL FOR COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES ON BEHALF OF C. JUDSON HAMLIN AS A  
COURT APPOINTED ADVISOR FOR THE PERIOD FROM  
MARCH 1, 2002 THROUGH OCTOBER 28, 2002

**TO THE HONORABLE ALFRED M. WOLIN, U.S.D.J.:**

Pursuant to 11 U.S.C. §330 and §331 and Rule 2016 of the General Rules of Bankruptcy Procedure, Purcell, Ries, Shannon, Mulcahy & O'Neill ("Purcell Ries") hereby moves this Honorable Court on behalf of C. Judson Hamlin for an Order awarding an interim allowance of reasonable compensation with respect to the five above-captioned Chapter 11 cases for professional services rendered in C. Judson Hamlin's capacity as a Court Appointed Advisor in connection with the Court's management of these very large, mass-tort bankruptcy cases, in the amount of \$14,760.00 and reimbursement of related expenses of \$41.95 for the period of March 1, 2002 through October 28, 2002.

In support of this Application and pursuant to Bankruptcy Rule 2016, C. Judson Hamlin respectfully represents as follows:

1. On various dates, the debtors in the above-captioned cases filed voluntary petitions for reorganization relief under Chapter 11 of Title 11 of U.S.C. §§101-1330. The debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107 (a) and 1108 of the Bankruptcy Code.

2. On December 28, 2001, the Court appointed Mr. Hamlin and several other persons as "Court Appointed Advisors" to assist the Court, as set forth in that Order and in subsequent Orders, with the management of the above-captioned very large, mass-tort bankruptcy cases and to undertake such duties as the Court has and may in the future assign to Mr. Hamlin. A copy of this Order is annexed hereto as Exhibit A.

3. By its Order dated March 19, 2002, the Court withdrew the reference to the Bankruptcy Court for any application for allowance of fees and/or costs by Court Appointed Advisors and gave leave to the Court Appointed Advisors to file interim fee applications in

accordance with the directions set forth therein. A copy of this Order is annexed hereto as Exhibit B. This Application is the second such application by C. Judson Hamlin.

4. There is no agreement or understanding between Mr. Hamlin and any other person, other than the members, associates and employees of the law firm of Purcell Rice of which Mr. Hamlin is of counsel, for the sharing of compensation received or to be received for services rendered in connection with these proceedings.

5. No agreement exists with any person or entity regarding the rate or amount of compensation Mr. Hamlin shall receive in connection with his appointment by this Court. The hourly rate of \$450.00 is reasonable and customary for an attorney of Mr. Hamlin's experience rendering services such as those involved with his appointment as Court Appointed Advisor.

6. Mr. Hamlin has expended a total of 33.8 hours in rendering professional services as a Court Appointed Advisor. The time spent and the services rendered were reasonable in relation to the size and complexity of the matters handled, not duplicative of other services rendered, and necessary to the administration of the debtors' estates. An overall billing statement is attached as Exhibits C setting forth the total hours spent by Mr. Hamlin related to all five consolidated bankruptcies.

7. The billing statement attached as Exhibits C presents the hours expended in increments of one-tenth of an hour, with a description of the service rendered for each entry.

8. In addition to the time expended in rendering services, C. Judson Hamlin incurred out-of-pocket expenses in connection with his appointment as a Court Appointed Advisor in the amount of \$41.95, as set forth in Exhibit C. These expenses were reasonable in relation to the size and complexity of the matters handled, not duplicative of other expenses incurred, and necessary to the administration of the debtor's estates.

9. C. Judson Hamlin respectfully submits that the compensation for services and reimbursement of expenses requested is consistent with the nature and extent of the services rendered for the period March 1, 2002 through October 28, 2002, the size and complexity of the case, the time, labor and special expertise brought to bear on the questions, and other related factors.

10. C. Judson Hamlin, having reviewed Local Rule 2016-2 regarding compensation and reimbursement of expenses, certifies that this application complies with the requirements of Local Rule 2016-2.

11. A proposed form of order is submitted herewith.

WHEREFORE, C. Judson Hamlin respectfully requests that an interim allowance of compensation for fees for services rendered and reimbursement of costs be allowed, in the amount of \$14,801.95, subject to disgorgement as may be directed in a final Order of allowance at the conclusion of these Chapter 11 cases.

WHEREFORE, C. Judson Hamlin further respectfully requests that the interim allowance of his fees and costs be allocated among the debtors as follows:

1. Evenly among the debtors as to all consolidated proceedings as set forth in Exhibit C for a total amount of \$3,326.95, resulting in each debtor paying \$665.39;

2. Plus the additional sums of \$2,700.00 as to the debtor W.R. Grace; \$1,800.00 as to the debtor USG Corporation; \$3,600.00 as to the debtor Armstrong World Industries; \$3,150.00 as to the debtor Owens Corning; and \$225.00 as to the debtor Federal Mogul.

The sum of fees and costs allowed against each debtor pursuant to this interim allowance shall total \$890.39 against Federal-Mogul Global, Inc.; \$3,365.39 against W. R. Grace & Co.; \$4,265.39 against Armstrong World Industries, Inc.; \$3,815.39 against Owens Corning; and

\$2,465.39 against U.S.G. Corporation.

  
\_\_\_\_\_  
C. JUDSON HAMLIN  
Court Appointed Advisor

Dated: 12/3/02, 2002

C"

Purcell, Rice, Shannon, Mulcahy & O'Neill, Esqs.  
Crossroads Business Center  
One Pluckemin Way P O Box 754  
Bedminster, NJ 07921-0754  
(908) 658-3800

October 29, 2002

Billed through 10/24/02

Client # 0930-14554-004 CJH

HON. ALFRED WOLIN  
U.S. DISTRICT COURT, NJ

CASE CAPTION: U.S. DISTRICT COURT BANKRUPTCY MATTERS  
OUR TAX I.D.: 22-2017746

Balance forward as of bill number 003 dated 07/09/02	\$13,012.61	
Payments received since last bill (last payment 08/20/02)	\$ 6,704.52	
A/R Adjustments made since last bill	\$ 3,626.85	CI
Net balance forward	\$ 2,681.24	

FOR PROFESSIONAL SERVICES RENDERED

03/18/02 CJH	Review of published asbestos litigation article forwarded by D. Gross	.50 hrs 450 /hr	225.00
03/21/02 CJH	Receipt and review of Orders and procedures for fee applications	.50 hrs 450 /hr	225.00
05/14/02 CJH	Review of article submitted by W. Drier re: asbestos victim claims	1.00 hrs 450 /hr	450.00
05/14/02 CJH	Review of confidential memorandums submitted by insurance interests addressing substantive and procedural issues.	1.00 hrs 450 /hr	450.00
05/17/02 CJH	Meeting and conference at U.S. District Courthouse, Newark, NJ with J. Wolin, D. Gross, J. Keefe, J. Drier, Prof. McGovern	3.00 hrs 450 /hr	1,350.00
05/17/02 CJH	Travel to and from Newark at 1/2 time	2.00 hrs 225 /hr	450.00
08/10/02 CJH	Review and research of motion and briefs filed in application of Official Committee of asbestos property damage claimants for leave to appeal decision of The Bankruptcy Court in the matter of (W.R. GRACE & CO.)	3.00 hrs 450 /hr	1,350.00
08/12/02 CJH	Drafting and editing of memo regarding application by Official Committee of Asbestos Property Damage claimant for leave to appeal decision of Bankruptcy Court in the Matter of (W.R. GRACE & CO.)	3.00 hrs 450 /hr	1,350.00
08/17/02 CJH	Research and review of motion for leave to appeal (BY USG)	2.00 hrs 450 /hr	900.00
08/17/02 CJH	Drafting of memo regarding merits of USG motion for (J. WOLIN)	2.00 hrs 450 /hr	900.00

MR. ALFRED WOLIN

Client #

0950-14554-004 CJH

PAGE 2

09/07/02	CJH	Review of briefs and appendix and draft memo re: Plaintiff motion for leave to appeal in (ARMSTRONG) matter	4.00 hrs	450 /hr	1,800.00
09/14/02	CJH	Research and drafting of memo regarding motion for leave to appeal in (ARMSTRONG)	4.00 hrs	450 /hr	1,800.00
09/25/02	CJH	Telephone conference with E. WOHLFORTH re: various legal issues applicable to all cases (SHARED BY ALL BANKRUPTCY CASES)	.30 hrs	450 /hr	135.00
09/30/02	CJH	Continued drafting of memo re: Plant (OWEN CORNING) appeal	1.00 hrs	450 /hr	450.00
09/30/02	CJH	Receipt and initial review of appeal in (FEDERAL MOBLIL) Computer Sales Intl.	.50 hrs	450 /hr	225.00
10/07/02	CJH	Final drafting of memo re: Plant appeal re: (OWENS CORNING) bankruptcy matter	5.00 hrs	450 /hr	2,250.00
10/08/02	CJH	Final edit of (OWENS CORNING) memo	1.00 hrs	450 /hr	450.00
		C. JUDSON HAMLIN CJH COUNSEL	2.00 hrs	225 /hr	450.00
		C. JUDSON HAMLIN CJH COUNSEL	31.80 hrs	450 /hr	14,310.00
			33.80 hrs		

DISBURSEMENTS

Parking fees for C. J. Hamlin at Newark Court	8.95
Parking fees for C. J. Hamlin at Newark Court	8.95
Parking fees for C. J. Hamlin at Newark Court	8.95
Facsimile charge at \$ --.25 per page;	1.50
Federal Express from C. J. Hamlin to Evans Wohforth	13.60

Total disbursements for this matter \$ 41.95

BILLING SUMMARY

C. JUDSON HAMLIN CJH COUNSEL	450.00
C. JUDSON HAMLIN CJH COUNSEL	14,310.00
TOTAL FEES	\$14,760.00
TOTAL DISBURSEMENTS	\$ 41.95
TOTAL CHARGES FOR THIS BILL	\$14,801.95
UNPAID BALANCE	\$ 2,681.24
TOTAL BALANCE	\$17,483.19

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In Re: General Asbestos

Chapter 11

Case Nos. 00-4471, 00-4469,  
00-4470,  
01-1139 through 01-1200  
01-10578, et al.  
01-2094 through 01-2104  
00-3837 through 00-3854

**THIRD APPLICATION OF PURCELL, RIES, SHANNON, MULCAHY & O'NEILL ON  
BEHALF OF C. JUDSON HAMLIN FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS A COURT APPOINTED  
ADVISOR FOR THE PERIOD OF NOVEMBER 1, 2002 THROUGH MARCH 31, 2003**

Name of Applicant:	C. Judson Hamlin
Authorized to Provide Professional Services to:	Alfred M. Wolin, U.S.D.J.
Date of Order:	December 28, 2001
Period for which Compensation and Reimbursement Are Sought:	March 1, 2002 through October 28, 2002
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$ 3,447.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$ 30.21
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	

The total time expended for fee application preparation is approximately \_\_\_\_\_ hours and the corresponding compensation requested is approximately \$ N/A<sup>1</sup>

If this is not the first application filed, disclose the following for each prior application:

<sup>1</sup> C. Judson Hamlin's Third Fee Application was prepared entirely by Saiber Schlesinger Satz & Goldstein, L.L.C., ("SSS&G") and Norris, McLaughlin & Marcus, L.L.C., ("NMM"). To avoid duplication, the time expended and compensation requested appears only on SSS&G's First & NMM's Second Fee Application.

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
5/3/2002	1/1/02 -- 2/28/02	\$11,160.00	\$14.20	\$11,160.00	\$14.20
12/5/2002	3/1/02- 10/28/02	\$14,760.00	\$41.95	\$14,760.00	\$41.95



**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Computer Assisted Legal Research		
Facsimile (with rates)		
Telephone, Postage, Photocopying		
Outside Reproduction		
Outside Research		
Filing/Court Fees		
Court Reporting		
Travel Expenses		
Courier & Express Carriers	Federal Express	\$30.21
Other (explain)		

**Local Form 102 (Fee Application/Attachment B)**

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE: ARMSTRONG WORLD  
INDUSTRIES, INC., et al.,

Debtors.

Chapter 11  
Case Nos. 00-4471, 00-4469, 00-4470  
(Jointly Administered)

IN RE: W. R. GRACE & CO.,  
et al.,

Debtors.

Chapter 11  
Case Nos. 01-1139 through 01-1200  
(Jointly Administered)

IN RE: FEDERAL MOGUL  
GLOBAL, INC., T & N  
LIMITED, et al.,

Debtors.

Chapter 11  
Case Nos. 01-10578, et al  
(Jointly Administered)

IN RE: USG CORPORATION,  
a Delaware Corporation,  
et al.,

Debtors.

Chapter 11  
Case Nos. 01-2094 through 01-2104  
(Jointly Administered)

IN RE: OWENS CORNING,  
et al.,

Debtors.

Chapter 11  
Case Nos. 00-3837 through 00-3854  
(Jointly Administered)

Hearing date set only if objections are timely  
filed

IN RE: GENERAL ASBESTOS

THIRD APPLICATION OF PURCELL, RIES, SHANNON,  
MULCAHY & O'NEILL FOR COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES ON BEHALF OF C. JUDSON HAMLIN AS A  
COURT APPOINTED ADVISOR FOR THE PERIOD FROM  
NOVEMBER 1, 2002 THROUGH MARCH 31, 2003

**TO THE HONORABLE ALFRED M. WOLIN, U.S.D.J.:**

Pursuant to 11 U.S.C. §330 and §331 and Rule 2016 of the General Rules of Bankruptcy Procedure, Purcell, Rics, Shannon, Mulcahy & O'Neill ("Purcell Rics") hereby moves this Honorable Court on behalf of C. Judson Hamlin for an Order awarding an interim allowance of reasonable compensation with respect to the five above-captioned Chapter 11 cases for professional services rendered in C. Judson Hamlin's capacity as a Court Appointed Advisor in connection with the Court's management of these very large, mass-tort bankruptcy cases, in the amount of \$3,447.00 and reimbursement of related expenses of \$30.21 for the period of November 1, 2002 through March 31, 2003.

In support of this Application and pursuant to Bankruptcy Rule 2016, C. Judson Hamlin respectfully represents as follows:

1. On various dates, the debtors in the above-captioned cases filed voluntary petitions for reorganization relief under Chapter 11 of Title 11 of U.S.C. §§101-1330. The debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107 (a) and 1108 of the Bankruptcy Code.
2. On December 28, 2001, the Court appointed Mr. Hamlin and several other persons as "Court Appointed Advisors" to assist the Court, as set forth in that Order and in subsequent Orders, with the management of the above-captioned very large, mass-tort bankruptcy cases and to undertake such duties as the Court has and may in the future assign to Mr. Hamlin. A copy of this Order is annexed hereto as Exhibit A.
3. By its Order dated March 19, 2002, the Court withdrew the reference to the Bankruptcy Court for any application for allowance of fees and/or costs by Court Appointed Advisors and gave leave to the Court Appointed Advisors to file interim fee applications in

accordance with the directions set forth therein. A copy of this Order is annexed hereto as Exhibit B. This Application is the third such application by C. Judson Hamlin.

4. There is no agreement or understanding between Mr. Hamlin and any other person, other than the members, associates and employes of the law firm of Purcell Ries of which Mr. Hamlin is of counsel, for the sharing of compensation received or to be received for services rendered in connection with these proceedings.

5. No agreement exists with any person or entity regarding the rate or amount of compensation Mr. Hamlin shall receive in connection with his appointment by this Court. The hourly rate of \$450.00 is reasonable and customary for an attorney of Mr. Hamlin's experience rendering services such as those involved with his appointment as Court Appointed Advisor.

6. Mr. Hamlin and other professionals associated with Purcell Ries expended a total of 5 hours in rendering professional services related to C. Judson Hamlin's position as a Court Appointed Advisor. The time spent and the services rendered were reasonable in relation to the size and complexity of the matters handled, not duplicative of other services rendered, and necessary to the administration of the debtors' estates. Overall billing statements are attached as Exhibit C setting forth the total hours spent by Mr. Hamlin and his associates related to all five consolidated bankruptcies.

7. The billing statements attached as Exhibit C presents the hours expended in increments of one-tenth of an hour, with a description of the service rendered for each entry.

8. In addition to the time expended in rendering services, Purcell Ries incurred out-of-pocket expenses in connection with C. Judson Hamlin's appointment as a Court Appointed Advisor in the amount of \$30.21, as set forth in Exhibit C. These expenses were reasonable in relation to the size and complexity of the matters handled, not duplicative of other expenses

incurred, and necessary to the administration of the debtor's estates.

9. C. Judson Hamlin respectfully submits that the compensation for services and reimbursement of expenses requested is consistent with the nature and extent of the services rendered for the period November 1, 2002 through March 31, 2003, the size and complexity of the case, the time, labor and special expertise brought to bear on the questions, and other related factors.

10. C. Judson Hamlin, having reviewed Local Rule 2016-2 regarding compensation and reimbursement of expenses, certifies that this application complies with the requirements of Local Rule 2016-2.

11. A proposed form of order is submitted herewith.

**WHEREFORE**, C. Judson Hamlin respectfully requests that an interim allowance of compensation for fees for services rendered and reimbursement of costs be allowed, in the amount of \$3,447.20, subject to disgorgement as may be directed in a final Order of allowance at the conclusion of these Chapter 11 cases.

**WHEREFORE**, C. Judson Hamlin further respectfully requests that the interim allowance of his fees and costs be allocated among the debtors as follows:

1. Evenly among the debtors as to all consolidated proceedings as set forth in Exhibit C for a total amount of \$514.70, resulting in each debtor paying \$102.90;

2. Plus the additional sums of \$57.00 as to the debtor W.R. Grace; \$85.50 as to the debtor USG Corporation; \$114.00 as to the debtor Armstrong World Industries; \$171.00 as to the debtor Owens Corning; and \$2535.00 as to the debtor Federal Mogul.

**WHEREFORE**, the sum of fees and costs allowed against each debtor pursuant to this interim allowance shall total \$2,637.90 against Federal-Mogul Global, Inc.; \$159.50 against W.

R. Grace & Co.; \$216.90 against Armstrong World Industries, Inc.; \$273.90 against Owens  
Corning; and \$188.40 against U.S.G. Corporation.



---

C. JUDSON HAMLIN  
Court Appointed Advisor

Dated: \_\_\_\_\_, 2003

Exhibit C

Purcell, Ries, Shannon, Mulcahy & O'Neill, Esqs.  
Crossroads Business Center  
One Pluckemin Way P O Box 754  
Bedminster, NJ 07921-0754  
(908) 658-3800

April 17, 2003

Billed through 04/10/03

Client # 0950-14554-007 CJH

HON. ALFRED WOLIN  
U.S. DISTRICT COURT, NJ

CASE CAPTION: U.S. DISTRICT COURT BANKRUPTCY MATTERS  
OUR TAX I.D.: 22-2017766

Balance forward as of bill number 005 dated 01/31/03 \$ 2,688.29

FOR PROFESSIONAL SERVICES RENDERED

03/10/03 LC	Review file and create case index (.6); identify, analyze and index documents for case index update (.7) integrate correspondence and pleadings (A1) into index (.7) and update case index (.5)	2.50 hrs	95 /hr	237.50
03/26/03 LC	Identify, analyze and index documents for summation update	.50 hrs	95 /hr	47.50
03/27/03 LC	Continue to identify, analyze and index documents for summation update.	.60 hrs	95 /hr	57.00
04/09/03 LC	Identify, analyze and index documents for case index update.	.50 hrs	95 /hr	47.50
04/10/03 LC	Preparation of documents for preliminary index re: testimony before the Senate (.4); update case index (.2); review and analysis of documents for case index update and integrate documents into index (.4).	1.00 hrs	95 /hr	95.00
	LYNN CITRINO	5.10 hrs	95 /hr	484.50
		5.10 hrs		

DISBURSEMENTS

Federal Express from C. J. Hamlin to Whitney Chelnik, Esq.	11.48
Federal Express from C. J. Hamlin to E. Evans Wohlforth, Jr.	18.73

Total disbursements for this matter \$ 30.21

BILLING SUMMARY

LYNN CITRINO	484.50
TOTAL FEES	\$ 484.50

HON. ALFRED WOLIN

Client #

0950-14554-007 CJH

PAGE 2

TOTAL DISBURSEMENTS	\$ 30.21
TOTAL CHARGES FOR THIS BILL	\$ 514.71
UNPAID BALANCE	\$ 2,688.29
TOTAL BALANCE	\$ 3,203.00

Purcell, Ries, Shannon, Mulcahy & O'Neill, Esqs.  
Crossroads Business Center  
One Pluckemin Way P O Box 754  
Bedminster, NJ 07921-0754  
(908) 638-3800

April 17, 2003

Billed through 04/10/03

Client # 0950/A-14554-001 CJH

OWENS CORNING

CASE NAME: OWENS CORNING  
OUR TAX I.D.: 22-2017766

FOR PROFESSIONAL SERVICES RENDERED

02/03/03 LC	Continue organization of documents for database entry for Owens Corning.	.40 hrs
02/03/03 LC	Review, index and update database correspondence, discovery and pleadings for Owens Corning.	.30 hrs
02/04/03 LC	Retrieve and prepare documents re: Opinions for Owens Corning.	.10 hrs
03/10/03 LC	Identify, analyze and index documents for case index update for Owens Corning.	1.00 hrs

BILLING SUMMARY

LYNN CITRINO	1.80 hrs	95 /hr	171.00
TOTAL FEES	1.80 hrs		\$ 171.00
TOTAL CHARGES FOR THIS BILL			\$ 171.00

Purcell, Ries, Shannon, Mulcahy & O'Neill, Esqs.  
Crossroads Business Center  
One Pluckemin Way P O Box 754  
Bedminster, NJ 07921-0754  
(908) 458-3800

April 17, 2003

Billed through 04/10/03

Client # 0950/B-14534-001 CJH

W.R. GRACE

CASE NAME: W.R. GRACE  
OUR TAX I.D.: 22-2017766

FOR PROFESSIONAL SERVICES RENDERED

03/31/03 LC Identify, analyze and index documents for case  
index update general file, W.R. Grace .60 hrs

BILLING SUMMARY

LYNN CITRINO	.60 hrs	95 /hr	57.00
TOTAL FEES	.60 hrs	\$	57.00
TOTAL CHARGES FOR THIS BILL		\$	57.00

Purcell, Ries, Shannon, Mulcahy & O'Neill, Esqs.  
Crossroads Business Center  
One Pluckemin Way P O Box 754  
Bedminster, NJ 07921-0754  
(908) 658-3800

April 17, 2003

Billed through 04/10/03

Client # 0950/C-14554-001 CJM

ARMSTRONG

CASE NAME: ARMSTRONG  
OUR TAX I.D.: 22-2017766

FOR PROFESSIONAL SERVICES RENDERED

02/03/03 LC	Continue organization of documents for database entry for Armstrong.	.30 hrs
02/03/03 LC	Review, index and update database pleadings for Armstrong.	.50 hrs
02/03/03 LC	Review, index and update database correspondence, discovery and pleadings for Armstrong.	.30 hrs
02/04/03 LC	Retrieve and prepare documents re: Opinions for Armstrong.	.10 hrs

BILLING SUMMARY

LYNN CITRINO	1.20 hrs	95 /hr	114.00
TOTAL FEES	1.20 hrs		\$ 114.00
TOTAL CHARGES FOR THIS BILL			\$ 114.00

Purcell, Ries, Shannon, Mulcahy & O'Neill, Esqs.  
Crossroads Business Center  
One Pluckemin Way P O Box 754  
Bedminster, NJ 07921-0754  
(908) 658-3800

April 17, 2003

Billed through 04/10/03

Client # 0950/D-14554-001 CJH

FEDERAL MOGUL

CASE NAME: FEDERAL MOGUL  
OUR TAX I.D.: 22-2017766

FOR PROFESSIONAL SERVICES RENDERED

02/03/03 LC	Continue organization of documents for database entry for Federal Mogul.	.30 hrs
02/03/03 LC	Review, index and update database pleadings for Federal Mogul.	.50 hrs
02/03/03 LC	Review, index and update database correspondence, discovery and pleadings for Federal Mogul.	.40 hrs
02/04/03 LC	Search Internet - United State Bankruptcy Court, Delaware for opinion by Judge Randall Newsome for appeal for Federal Mogul.	.80 hrs
02/17/03 CJH	Research and drafting memorandum for the court re: issues in CSI appeal in Federal Mogul.	4.00 hrs
02/18/03 CJH	Final edit of memorandum for District Court re: CSI appeal in Federal Mogul matter.	1.00 hrs
02/19/03 LC	Draft cover explanatory note forwarding CSI v. Federal Mogul original documents to E. Evans Wohlforth.	.50 hrs
03/31/03 LC	Identify, analyze and index documents for case index update general file, Federal Mogul.	.50 hrs

BILLING SUMMARY

C. JUDSON HAMLIN	CJH	COUNSEL	5.00 hrs	450 /hr	2,250.00
LYNN CITRINO			3.00 hrs	95 /hr	285.00
TOTAL FEES			8.00 hrs		\$ 2,535.00

TOTAL CHARGES FOR THIS BILL \$ 2,535.00

Purcell, Ries, Shannon, Mulcahy & O'Neill, Esqs.  
Crossroads Business Center  
One Pluckemin Way P O Box 754  
Bedminster, NJ 07921-0754  
(908) 658-3800

April 17, 2003

Billed through 04/10/03

Client # 0950/E-14554-001 CJH

U.S. GYPSUM

CASE NAME: U.S. GYPSUM  
OUR TAX I.D.: 22-2017766

FOR PROFESSIONAL SERVICES RENDERED

02/04/03 LC	Retrieve and prepare documents re: Opinions for U.S. Gypsum.	.20 hrs
03/31/03 LC	Identify, analyze and index documents for case index update general file, U.S. Gypsum	.50 hrs
04/10/03 LC	Update U.S. Gypsum case index.	.20 hrs

BILLING SUMMARY

LYNN CITRINO	.90 hrs	95 /hr	85.50
TOTAL FEES	.90 hrs	\$	85.50
TOTAL CHARGES FOR THIS BILL		\$	85.50

**ATTACHMENT B**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

FILED

2002 MAY -6 AM 9-42

In Re: General Asbestos

Chapter 11

Case Nos. 00-4471, 00-4469,  
00-4470,  
01-1139 through 01-1200  
01-10578, et al.  
01-2094 through 01-2104  
00-3837 through 00-3854

CLERK  
U.S. BANKRUPTCY COURT  
DISTRICT OF DELAWARE

**FIRST APPLICATION OF BUDD, LARNER, GROSS, ROSENBAUM,  
GREENBERG & SADE, P.C. FOR COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
ON BEHALF OF DAVID R. GROSS AS A COURT APPOINTED ADVISOR  
FOR THE PERIOD FROM DECEMBER 27, 2001 THROUGH FEBRUARY 28, 2002**

Name of Applicant: Budd, Lerner, Gross, Rosenbaum,  
Greenberg & Sade, P.C.

Authorized to Provide  
Professional Services to: Alfred M. Wolin, U.S.D.J.

Date of Order: December 28, 2001

Period for which Compensation and  
Reimbursement Are Sought: December 27, 2001 through February 28,  
2002

Amount of Compensation Sought as  
Actual, Reasonable and Necessary: \$54,285.00

Amount of Expense Reimbursement Sought  
as Actual, Reasonable and Necessary: \$1,589.95

This is an:  interim  final application

The total time expended for fee application preparation is approximately \_\_\_ hours and the corresponding compensation requested is approximately \$(to be included on second application).

If this is not the first application filed, disclose the following for each prior application:

387261

Local Form 101 (Fee Application Cover Sheet)

2074

**ATTACHMENT B  
TO FEE APPLICATION**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
David R. Gross	Partner, admitted to practice in 1960	\$450	97.8	\$44,010.00
Marchetti. Kathleen C.	Partner, admitted to practice in 1981	\$300	0.3	\$90.00
Sonya M. Longo	Senior Associate, admitted to practice in 1995	\$225	15.0	\$3,375.00
Whitney R. Chelnik	Associate, admitted to practice in 2001	\$150	43.0	\$6,450.00
Kevin R. Daniels	Paralegal	\$75	0.8	\$60.00
Donna R. Deency	Paralegal	\$75	4.0	\$300.00
Grand Total:			160.9 hrs	\$54,285.00
Blended Rate:				

**COMPENSATION BY PROJECT CATEGORY**

Project Category	Total Hours	Total Fees
General Asbestos Advisor	160.9	\$54,285.00

### EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Telephone Charges		\$5.62
Parking/Tolls		\$111.00
Photocopying		\$500.50
Facsimile		\$65.00
Legal Research Services	Westlaw	\$485.67
Meals		\$171.21
Mileage		\$17.36
Courier & Express Carriers (e.g., Federal Express)	Federal Express	\$27.59
Travel Expenses		\$206.00

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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IN RE: ARMSTRONG WORLD : Chapter 11  
INDUSTRIES, INC., et al., : Case Nos. 00-4471, 00-4469, 00-4470  
: (Jointly Administered)  
Debtors. :

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IN RE: W. R. GRACE & CO., : Chapter 11  
et al., : Case Nos. 01-1139 through 01-1200  
: (Jointly Administered)  
Debtors. :

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IN RE: FEDERAL MOGUL : Chapter 11  
GLOBAL, INC., T & N : Case Nos. 01-10578, et al.  
LIMITED, et al., : (Jointly Administered)  
Debtors. :

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IN RE: USG CORPORATION, : Chapter 11  
a Delaware Corporation, : Case Nos. 01-2094 through 01-2104  
et al., : (Jointly Administered)  
Debtors. :

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IN RE: OWENS CORNING, : Chapter 11  
et al., : Case Nos. 00-3837 through 00-3854  
: (Jointly Administered)  
Debtors. :

Objections due: May 16, 2002  
Hearing date set only if  
objections are timely filed

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IN RE: GENERAL ASBESTOS

FIRST APPLICATION OF BUDD, LARNER, GROSS,  
ROSENBAUM, GREENBERG & SADE, P.C. ON BEHALF OF  
THE COURT APPOINTED ADVISOR DAVID R. GROSS FOR  
AN INTERIM ALLOWANCE OF FEES FOR ACTUAL AND  
NECESSARY SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE  
PERIOD DECEMBER 27, 2001 THROUGH FEBRUARY 28,  
2002

TO THE HONORABLE ALFRED M. WOLIN, U.S.D.J.:

Pursuant to 11 U.S.C. §330 and §331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, Budd, Lerner, Gross, Rosenbaum, Greenberg & Sade, P.C. ("Budd Lerner") hereby moves this Honorable Court on behalf of David R. Gross for an Order awarding an interim allowance of reasonable compensation with respect to the five above-captioned Chapter 11 cases for professional services rendered in David R. Gross' capacity as a Court Appointed Advisor in connection with the Court's management of these very large, mass-tort bankruptcy cases, in the amount of \$54,285.00 and reimbursement of related expenses of \$1,589.95 for the period of December 27, 2001 through February 28, 2002.

In support of this Application and pursuant to Bankruptcy Rule 2016, Budd Lerner respectfully represents as follows:

1. On various dates, the debtors in the above-captioned cases filed voluntary petitions for reorganization relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§101-1330. The debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On December 28, 2001, the Court appointed David R. Gross and several other persons as "Court Appointed Advisors" to assist the Court as set forth in that Order and in subsequent Orders with the management of the above-captioned very large, mass-tort bankruptcy cases and to undertake such

duties as the Court has and may in the future assign to David R. Gross. A copy of this Order is attached hereto as Exhibit A.

3. By its Order dated March 19, 2002, the Court withdrew the reference to the Bankruptcy Court for any application for allowance of fees and/or costs by Court Appointed Advisors and gave leave to the Court Appointed Advisors to file interim fee applications in accordance with the directions set forth therein. A copy of this Order is attached hereto as Exhibit B. This Application is the first such application by Budd Lerner on behalf of David R. Gross.

4. There is no agreement or understanding between David R. Gross and any other person, other than the members, associates and employees of the law firm of Budd Lerner of which David R. Gross is a member for the sharing of compensation received or to be received for services rendered in connection with these proceedings.

5. No agreement exists with any person or entity regarding the rate or amount of compensation David R. Gross shall receive in connection with his appointment by this Court. The hourly rate of \$450.00 is reasonable and customary for an attorney of David R. Gross' experience rendering services such as those involved with his appointment as Court Appointed Advisor. The hourly rate of \$300.00 is reasonable and customary for an attorney of Kathleen C. Marchetti's experience rendering services such as those involved in this matter. The hourly rate of \$225.00 is reasonable and

customary for an attorney of Sonya M. Longo's experience rendering services such as those involved in this matter. The hourly rate of \$150.00 is reasonable and customary for an attorney of Whitney R. Chelnik's experience rendering services such as those involved in this matter. The hourly rate of \$75.00 is reasonable and customary for paralegal services.

6. David R. Gross and other professionals associated with Budd Larner have expended a total of 160.9 hours in rendering professional services related to David R. Gross' position as a Court Appointed Advisor. The time spent and the services rendered were reasonable in relation to the size and complexity of the matters handled, not duplicative of other services rendered, and necessary to the administration of the debtors' estates. An overall billing statement is attached as Exhibit C. Exhibit C sets forth the total hours spent by David R. Gross and other professionals associated with Budd Larner related to all five consolidated bankruptcies.

7. The billing statement attached as Exhibit C presents the hours expended in increments of one-tenth of an hour, with a description of the service rendered for each entry.

8. In addition to the time expended in rendering services, Budd Larner incurred out-of-pocket expenses in connection with David R. Gross' appointment as a Court Appointed Advisor in the amount of \$1,589.95. These expenses were reasonable in relation to the size and complexity of the matters handled, not duplicative of other expenses incurred, and necessary to the administration of the debtors' estates.

9. Budd Larner, on behalf of David R. Gross, respectfully submits that the compensation for services and reimbursement of expenses requested is consistent with the nature and extent of the services rendered for the period December 27, 2001 through February 28, 2002, the size and complexity of the case, the time, labor and special expertise brought to bear on the questions, and other related factors.

10. A proposed form of Order is submitted herewith.

WHEREFORE, David R. Gross respectfully requests that an interim allowance of compensation for fees for services rendered and reimbursement of costs be allowed, in the amount of \$55,874.95 subject to disgorgement as may be directed in a final Order of allowance at the conclusion of these Chapter 11 cases.

WHEREFORE, David R. Gross further respectfully requests that the interim allowance of Budd Larner's fees and costs be allocated evenly among the debtors as to all consolidated proceedings as set forth in Exhibit C for a total amount of \$55,874.95, resulting in each debtor paying \$11,174.99. The sum of fees and costs allowed against each debtor pursuant to this interim allowance shall total \$11,174.99 against Federal-Mogul Global, Inc.; \$11,174.99 against W. R. Grace & Co.; \$11,174.99 against Armstrong World Industries, Inc.;

\$11,174.99 against Owens Corning; and \$11,174.99 against  
U.S.G. Corporation.



David R. Gross  
Court Appointed Advisor  
BUDD LARNER GROSS ROSENBAUM  
GREENBERG & SADE, P.C.  
150 John F. Kennedy Parkway  
Short Hills, NJ 07078-0999  
(973) 379-4800

Dated: April 26, 2002

BUDD LARNER GROSS ROSENBAUM GREENBERG & SADE, P.C.  
150 John F. Kennedy Parkway CN 1000  
Short Hills, N.J. 07078-0999  
(973) 379-4800 Fax (973) 379-7734  
Tax ID: 22-2321266

April 19, 2002

Bill Number 48069

File Number 008507-00001

General Asbestos Bankruptcy Committee  
c/o Honorable Alfred M. Wolin  
United States District Court  
Martin Luther King Jr. Federal  
Building and Courthouse  
Room 4069  
50 Walnut Street  
P.O. Box 999  
Newark, NJ 07101

#### FOR PROFESSIONAL SERVICES

Re: General Asbestos (PA & Delaware Bankruptcy)

#### LEGAL SERVICES

Through February 28, 2002

12/27/01	DRG	Meeting with Judge Wolin and F. McGovern	3.00 Hrs
12/31/01	DRG	Meeting and telephone call re: agenda	1.20 Hrs
01/03/02	DRG	Telephone conference re: agenda	1.60 Hrs
01/04/02	DRG	Meeting at USDC re: special masters	10.00 Hrs
01/07/02	DRG	Meeting at USDC re: special masters	4.00 Hrs
01/08/02	DRG	Telephone conference with (Name Withheld); conference with J. Keefe	1.80 Hrs
01/09/02	DRG	Review of documents; telephone conference F. McGovern re: N.Y.C. case	4.20 Hrs
01/10/02	WRC	Meet with D. Gross re: case background	2.00 Hrs
01/10/02	WRC	Meet with D. Novack re: asbestos background material	0.50 Hrs
01/11/02	WRC	Telephone call to Judge Wolin's Clerk re: orders; research Order No. 31 from In re: Silicone Breast Implants litigation	0.40 Hrs
01/11/02	WRC	Review notes from meeting with D. Gross	0.20 Hrs
01/11/02	WRC	Research Supreme Court cases re: ADA	0.30 Hrs
01/11/02	WRC	Review file from D. Gross re: class actions	0.50 Hrs

General Asbestos Bankruptcy Committee

Re: General Asbestos (PA & Delaware Bankruptcy)

01/14/02	DRG	Meeting re: 706 panel; telephone calls to (Name Withheld) re: same	1.80 Hrs
01/14/02	SML	Conference with W. Chelnik re: court orders and related calendar matters	0.20 Hrs
01/14/02	WRC	Meet with D. Gross re: orders issued by Judge Wolin; telephone call to G. Hanson re: same; research orders on line; review same and prepare outline of due dates	2.50 Hrs
01/14/02	WRC	Meet with D. Gross re: correspondence; review file for same	0.60 Hrs
01/14/02	WRC	Review asbestos materials	1.50 Hrs
01/14/02	WRC	Meet with S. Longo re: calendar	0.10 Hrs
01/15/02	DRG	Meeting at USDC with Judge Wolin	3.00 Hrs
01/15/02	WRC	Telephone call to Judge Wolin's Clerk re: correspondence; review file for same	0.60 Hrs
01/15/02	WRC	Meet with D. Gross re: calendar and in-office meeting scheduled for January 18th	0.40 Hrs
01/15/02	WRC	Review asbestos materials	1.00 Hrs
01/16/02	WRC	Meet with K. Daniels re: calendar; review correspondence from K. Daniels re: same	0.30 Hrs
01/16/02	WRC	Research re: debtor's information	0.60 Hrs
01/16/02	KRD	Meetings with IT Department re: electronic calendar	0.40 Hrs
01/17/02	WRC	Review Supreme Court cases re: class actions and research articles re: 706 panels	4.50 Hrs
01/17/02	WRC	Research article requested by Judge Wolin	0.20 Hrs
01/18/02	DRG	Preparation for and meeting at Short Hills with J. Keefe, C. Hamlin, W. Dreier and F. McGovern (management committee) and Judge Wolin	7.50 Hrs
01/18/02	WRC	In-office conference re: case strategy	5.00 Hrs
01/18/02	WRC	Review orders and correspondence	0.30 Hrs
01/21/02	DRG	Review of all submissions by various parties	2.50 Hrs
01/22/02	DRG	Review materials; telephone calls with (Name Withheld)	1.00 Hrs
01/23/02	WRC	Telephone call to Judge Wolin's clerk; review file	0.20 Hrs
01/23/02	WRC	Review meeting notes from January 18, 2002 and prepare memorandum	5.00 Hrs
01/23/02	WRC	Meet with K. Daniels re: calendar	0.30 Hrs
01/24/02	WRC	Review correspondence from K. Daniels; meet with K. Daniels re: calendar	0.20 Hrs
01/24/02	WRC	Research Third Circuit case requested by D. Gross	0.50 Hrs
01/24/02	WRC	Review and revise memorandum to D. Gross	0.30 Hrs
01/24/02	KRD	Update calendar	0.40 Hrs

General Asbestos Bankruptcy Committee

Re: General Asbestos (PA & Delaware Bankruptcy)

01/25/02	WRC	Telephono call to Judge Wolin's clerk	0.20 Hrs
01/26/02	DRG	Conference at USDC re: procedures	3.00 Hrs
01/28/02	DRG	Meeting with (Name Withheld) and F. McGovern re: insurance issues, telephone conference re: same	3.00 Hrs
01/28/02	WRC	Review and revise calendar entries	0.70 Hrs
01/28/02	WRC	Review and file correspondence and order from Judge Wolin	0.20 Hrs
01/29/02	DRG	Meeting at Short Hills with (Name Withheld) and at USDC with Judge Wolin (Name Withheld) and management committee	5.10 Hrs
01/29/02	DRG	Telephone conferences with (Name Withheld), J. Keefe and C. Hamlin	0.80 Hrs
01/29/02	SML	Review calendar re: pending proceedings	0.10 Hrs
01/30/02	DRG	Preparation for and meeting at Judge Wolin's Chambers	7.00 Hrs
01/30/02	KM	Confer with W. Chelnik and D. Gross concerning upcoming events	0.30 Hrs
01/30/02	WRC	Meet with D. Gross and K. Marchetti re: case status	0.80 Hrs
01/31/02	DRG	Telephone conversation with Judge Wolin; telephone conversations with (Name Withheld) re: February meetings	0.80 Hrs
01/31/02	SML	Review court documents re: pending proceedings; conference with W. Chelnik re: same	0.30 Hrs
01/31/02	WRC	Telephone call to Judge Wolin's clerk re: February 8th hearing; review file for related documents; research briefs re: motion to transfer	0.80 Hrs
02/05/02	SML	Obtain overview of pending motions before Judge Wolin relating to friction defendants	0.80 Hrs
02/05/02	WRC	Research filings in Federal-Mogul Global, Inc. re: hearing set for February 8th	0.70 Hrs
02/06/02	WRC	Research and prepare filings for S. Longo re: hearing on motions to transfer	2.50 Hrs
02/07/02	DRG	Meeting with management committee	2.10 Hrs
02/07/02	SML	Review motion papers re: transfer of friction claims and requested Daubert hearing	3.20 Hrs
02/07/02	WRC	Research filings from Pennsylvania District Court	0.30 Hrs
02/08/02	SML	Attend oral argument on friction defendants' motion to transfer claims to bankruptcy court in Wilmington, Delaware	10.20 Hrs
02/11/02	DRG	Preparation for and meeting with Judge Wolin (Name Withheld) and F. McGovern at USDC	4.50 Hrs

General Asbestos Bankruptcy Committee

Re: General Asbestos (PA & Delaware Bankruptcy)

02/11/02	WRC	Meet with S. Longo re: February 8th hearing in Delaware; meet with D. Gross re: same	0.20 Hrs
02/12/02	DRG	Conference re appeal and Judge Wolin's Order	1.00 Hrs
02/13/02	DRG	In-office conference with (Name Withheld) re: hearing before Judge Wolin on 2/14 re: compensation; telephone conference re: appeal and Judge Wolin's order	1.50 Hrs
02/14/02	DRG	Meeting at Judge Wolin's Chambers with (Name Withheld); discussion with F. McGovern re: individual bankruptcies; telephone conference with (Name Withheld); meeting at Short Hills with (Name Withheld) re: insurance issues	8.80 Hrs
02/15/02	WRC	Review message from C. McCarthy; prepare and distribute documents to management committee	0.50 Hrs
02/19/02	DRG	Telephone conference with Judge Wolin and (Name Withheld)	2.50 Hrs
02/19/02	WRC	Review correspondence from G. Hanson and Judge Wolin's opinion re: motion to transfer; prepare memorandum to S. Longo and D. Gross re: same	0.50 Hrs
02/20/02	DRG	Telephone conference with Judge Wolin, F. McGovern, (Names Withheld)	1.50 Hrs
02/21/02	DRG	Meeting with Judge Wolin	3.50 Hrs
02/22/02	DRG	Telephone calls to F. McGovern, (Names Withheld)	2.10 Hrs
02/22/02	SML	Conferences with D. Deeney re: file organization	0.20 Hrs
02/22/02	WRC	Meet with D. Deeney re: consolidation Order; review file	0.50 Hrs
02/22/02	DRD	Review documents, pleadings, correspondence regarding general information, conference with W. Chelnik regarding asbestos documents; prepare and organize files, correspondence and pleading boards	4.00 Hrs
02/25/02	WRC	Review articles re: asbestos litigation	1.00 Hrs
02/27/02	DRG	Meeting at Judge Wolin's Chambers with management Committee and (Name Withheld) re: Federal Mogul (Travel at 1/2 time)	6.20 Hrs
02/27/02	WRC	Attend meeting with management committee re: case strategy (Travel at 1/2 time)	6.00 Hrs
02/28/02	DRG	Telephone calls re: bankruptcy; review cases; telephone calls with (Name Withheld) and F. McGovern	2.80 Hrs
02/28/02	WRC	Review correspondence and orders from G. Hanson	0.10 Hrs

TOTAL LEGAL SERVICES

\$54,285.00



UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE: ARMSTRONG WORLD :  
INDUSTRIES, INC., et al., :  
: Chapter 11  
: Case Nos. 00-4471, 00-4469,  
: 00-4470  
: (Jointly Administered)  
Debtors. :

IN RE: W. R. GRACE & Co., :  
et al., :  
: Chapter 11  
: Case Nos. 01-1139 through  
: 01-1200  
: (Jointly Administered)  
Debtors. :

IN RE: FEDERAL MOGUL :  
GLOBAL, INC., T & N LIMITED, :  
et al., :  
: Chapter 11  
: Case Nos. 01-10578, et al.  
: (Jointly Administered)  
Debtors. :

IN RE: USG CORPORATION, :  
a Delaware Corporation, et al., :  
: Chapter 11  
: Case Nos. 01-2094 through  
: 01-2104  
: (Jointly Administered)  
Debtors. :

IN RE: OWENS CORNING, :  
et al., :  
: Chapter 11  
: Case Nos. 00-3837 through  
: 00-3854  
: (Jointly Administered)  
Debtors. :

Hearing date set only if  
objections are timely filed

**FIRST APPLICATION OF D. R. GROSS & ASSOCIATES, LLC  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES ON BEHALF OF DAVID R. GROSS  
AS A COURT APPOINTED ADVISOR FOR THE PERIOD FROM  
SEPTEMBER 1, 2002 THROUGH NOVEMBER 7, 2002**

**TO THE HONORABLE ALFRED M. WOLIN, U.S.D.J.:**

Pursuant to 11 U.S.C. § 330 and § 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, D. R. Gross & Associates, LLC ("Gross & Associates") hereby moves this Honorable Court on behalf of David R. Gross for an Order awarding an interim allowance of reasonable compensation with respect to the five above-captioned Chapter 11 cases for professional services rendered in David R. Gross's capacity as a Court Appointed Advisor in connection with the Court's management of these very large, mass-tort bankruptcy cases, in the amount of \$49,118.00 and reimbursement of related expenses of \$236.80 for the period of September 1, 2002 through November 7, 2002.

In support of this Application, Gross & Associates respectfully represents as follows:

1. On various dates, the debtors in the above-captioned cases filed voluntary petitions for reorganization relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330. The debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
2. On December 28, 2001, the Court appointed David R. Gross and several other persons as Court Appointed Advisors ("Advisors") to assist the Court as set forth in that Order, and in subsequent Orders, with the management of the above-captioned very large, mass-tort bankruptcy cases and to undertake such duties as the Court has and may in the future assign to David R. Gross. A copy of this Order is annexed hereto as Exhibit A.
3. By its Order dated March 19, 2002, the Court withdrew the reference to the bankruptcy Court for any application for allowance of fees and/or costs by the

Advisors and gave leave to the Advisors to file interim fee applications in accordance with the directions set forth therein. A copy of this Order is annexed hereto as Exhibit B. This application is the first such application by Gross & Associates on behalf of David R. Gross.

4. For the compensation period from September 1, 2002 through November 7, 2002, there was no agreement or understanding between David R. Gross and any other person, other than the members, associates and employees of Gross & Associates, of which David R. Gross is a member, for the sharing of compensation received or to be received for services rendered in connection with these proceedings.<sup>1</sup>

5. No agreement exists with any person or entity regarding the rate or amount of compensation David R. Gross shall receive in connection with his appointment by this Court. The hourly rate of \$450.00 is reasonable and customary for an attorney of David R. Gross's experience rendering services such as those involved with his appointment as an Advisor. The hourly rate of \$160.00 is reasonable and customary for an attorney of Whitney R. Chelnik's experience rendering services such as those involved in this matter.

6. David R. Gross and other professionals associated with Gross & Associates have expended a total of 126.10 hours totaling \$49,118.00, in rendering professional services related to David R. Gross's position as a Court Appointed Advisor. The time spent and the services rendered were reasonable in relation to the size and complexity of the matters handled, not duplicative of other services rendered, and

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<sup>1</sup> Since November 11, 2002, Mr. Gross has become a member of Saiber, Schlesinger, Satz & Goldstein, L.L.C., One Gateway Center, 13<sup>th</sup> Floor, Newark, NJ 07102. However, throughout the entire compensation period covered by this application, September 1, 2002 through November 7, 2002, he was a member of only D. R. Gross & Associates, L.L.C.

necessary to the administration of the debtors' estates. An overall billing statement is annexed hereto as Exhibit C setting forth the total hours spent by David R. Gross and other professionals associated with Gross & Associates related to all five consolidated bankruptcies.

7. The billing statement annexed hereto as Exhibit C presents the hours expended in increments of one-tenth of an hour, with a description of the service rendered for each entry.

8. In addition to the time expended in rendering services, Gross & Associates incurred out-of-pocket expenses in connection with David R. Gross's appointment as a Court Appointed Advisor in the amount of \$236.80. These expenses were reasonable in relation to the size and complexity of the matters handled, not duplicative of other expenses incurred, and necessary to the administration of the debtors' estates.

9. Gross & Associates, on behalf of David R. Gross, respectfully submits that the compensation for services and reimbursement of expenses requested is consistent with the nature and extent of the services rendered for the period September 1, 2002 through November 7, 2002, the size and complexity of the cases, the time, labor and special expertise brought to bear on the questions and other related factors.

10. David R. Gross, having reviewed Local Rule 2016-2 regarding compensation and reimbursement of expenses, certifies that this application complies with the requirements of Local Rule 2016-2.

11. A proposed form of Order is submitted herewith.

WHEREFORE, David R. Gross respectfully requests that an interim allowance of compensation for fees for services rendered and reimbursement of costs be allowed, in

the amount of \$49,354.80 subject to disgorgement as may be directed in a final Order of allowance at the conclusion of these Chapter 11 cases.

**WHEREFORE**, David R. Gross further respectfully requests that the interim allowance of Gross & Associates' fees and costs be allocated evenly among the debtors as to all consolidated proceedings as set forth in Exhibit C for a total amount of \$49,354.80, resulting in each debtor paying \$9,870.96. The sum of fees and costs allowed against each debtor pursuant to this interim allowance shall therefore total \$9,870.96 against Federal-Mogul Global, Inc.; \$9,870.96 against W. R. Grace & Co.; \$9,870.96 against Armstrong World Industries, Inc.; \$9,870.96 against Owens Corning; and \$9,870.96 against U.S.G. Corporation.



**DAVID R. GROSS**  
Court Appointed Advisor  
D. R. GROSS & ASSOCIATES, LLC  
C/o Saiber, Schlesinger, Satz & Goldstein  
One Gateway Center  
13<sup>th</sup> Floor  
Newark, New Jersey 07102  
(973) 622-3333

DATED: December 4, 2002

**D. R. Gross & Associates, LLC**  
55 Madison Avenue, Suite 400  
Morristown, NJ 07960  
973-285-3355 FAX 973-285-3356

December 1, 2002  
Bill Number: 01  
File No. 8507-1

General Asbestos Bankruptcy Committee  
C/o Honorable Alfred M. Wolin  
United States District Court  
Martin Luther King Jr. Federal  
Building & Courthouse, Room 4069  
50 Walnut Street  
Newark, New Jersey 07101

**FOR PROFESSIONAL SERVICES RENDERED**

Re: General Asbestos (PA & Delaware Bankruptcy)

**LEGAL SERVICES RENDERED**

Through November 8, 2002

09/03/02	DRG	Meeting with Judge Wolin re Grace/Sealed Air	5.2 Hrs
09/04/02	DRG	Telephone conferences with [REDACTED] and [REDACTED]	1.8 Hrs
09/06/02	WRC	Telephone Conference with Evans Wohlforth re: fee applications; conference with David Gross re: same	0.3 Hrs
09/09/02	DRG	Meeting with Judge Wolin, [REDACTED] and Evans Wohlforth	4.8 Hrs
09/10/02	DRG	Telephone conferences re: Liberty, Armstrong and Sealed Air	3.4 Hrs
09/11/02	DRG	Telephone conferences re: Liberty, Armstrong and	

09/11/02	DRG	Sealed Air Telephone conferences with Francis McGovern and Evans Wohlforth re: Sealed Air and Owens Corning meeting	3.4 Hrs
09/12/02	DRG	Telephone conference with Francis McGovern and Judge Wolin re: Grace/Sealed Air	2.1 Hrs
09/13/02	DRG	Review documents re: Sealed Air/Grace and Federal Mogul	1.8 Hrs
09/13/02	WRC	Conference with David Gross re: bill; conference with Diane Souza re: updated bill and payment from first fee application; telephone conferences with Evans Wohlforth re: second fee Application	2.6 Hrs
09/15/02	DRG	Telephone conferences with [REDACTED] and [REDACTED] re: Sealed Air	.50 Hrs
09/17/02	DRG	Sealed Air meeting in NYC re: settlement discussions with [REDACTED]	1.80 Hrs
09/17/02	WRC	Review bills re: February - August; revise same; prepare correspondence to Budd Lerner detailing revisions to be made	4.20 Hrs
09/18/02	WRC	Conference with David Gross re: meal charges; telephone conferences with Pat Mundrick re: revisions	1.50 Hrs
09/18/02	DRG	Appearance at United States District Court before Judge Wolin re: Sealed Air motion and meeting	.50 Hrs
09/19/02	DRG	Telephone conference with [REDACTED]	5.40 Hrs
09/19/02	DRG	Telephone conferences with Francis McGovern and Judge Wolin re: Liberty	.40 Hrs
09/21/02	DRG	Telephone calls re: Armstrong and Sealed Air	1.50 Hrs
09/22/02	DRG	Telephone calls re: Sealed Air	1.80 Hrs
09/25/02	DRG	Meeting with Francis McGovern, Judge Wolin, plaintiff and defense attorneys re:	1.30 Hrs

09/26/02	DRG	Halliburton Meeting with Judge Wolin and Francis McGovern at United States District Court	4.00 Hrs
09/27/02	DRG	Telephone conference with Court, Francis McGovern and counsel for Sealed Air	4.00 Hrs
10/01/02	DRG	Conference call with Court	1.50 Hrs
10/02/02	DRG	Review PPG correspondence - Mt. McKinley; telephone Conference with Francis McGovern and Judge Wolin re: Gen Re	5.20Hrs
10/03/02	WRC	Meet with Suzanna Loncer from Norris McLaughlin re: Preparation of second fee application; review filings and procedure of first fee application	2.50Hrs
10/03/02	DRG	Meeting with Judge Wolin and Francis McGovern re: Sealed Air/Grace; review documents to Court by parties	.70Hrs
10/07/02	DRG	Preparation and appearance before Judge Wolin	3.80Hrs
10/08/02	DRG	Review documents; telephone conference with Francis McGovern	4.80Hrs
10/09/02	DRG	Review documents; telephone conference with Judge Wolin and Francis McGovern	3.80Hrs
10/10/02	DRG	Telephone conference re: insurance	2.00Hrs
10/15/02	DRG	Telephone conferences with [redacted] re: insurance issues	1.00Hrs
10/17/02	DRG	Appearance before Judge Wolin; meeting with Judge Wolin and insurance representatives	2.10Hrs
10/18/02	DRG	Telephone conferences with Judge Wolin and Francis McGovern	1.60Hrs
10/21/02	DRG	Meeting with Judge Wolin [redacted]	2.00Hrs
10/23/02	DRG	Telephone conferences re: various settlements	5.00Hrs
10/23/02	WRC	Draft first fee application for D.R. Gross & Associates; review previous applications;	2.20Hrs

10/24/02	WRC	research forms from Delaware Court site; review local rules	2.00Hrs
		Prepare proposed Orders and revise application; review and revise bill; telephone conference with Suzanna Loncar re: same; revise application re: fees and time period	
10/25/02	WRC	Various telephone conferences with all debtors re: payment of fees; prepare correspondence re: same	3.40Hrs
10/28/02	DRG	Telephone conferences re: various bankruptcy matters	2.30Hrs
10/28/02	WRC	Various telephone conferences re: USG payment of fee applications; calls to Suzanna Loncar re: same; telephone calls re: Armstrong payments	1.80Hrs
10/29/02	DRG	Telephone conferences with Francis McGovern	.90Hrs
10/30/02	DRG	Telephone conferences with Francis McGovern re: Sealed Air/Grace and Armstrong	1.00Hrs
10/30/02	WRC	Telephone call from Suzanna Loncar re: payments; calls to J. Keefe re: same	1.80Hrs
11/04/02	WRC	Prepare second application re: Dreier; review materials from Norris McLaughlin re: bills and service lists; telephone conferences re: same; review D.R. Gross & Associates' application	.30Hrs
11/04/02	DRG	Telephone conferences with insurance representatives and plaintiffs' counsel re: Grace and Armstrong	5.20Hrs
11/04/02	WRC	Revise first fee application re: D.R. Gross & Associates	2.80Hrs
11/05/02	DRG	Various telephone calls and meeting re: insurance issues	.50Hrs
11/05/02	WRC	Review and revise bills re: Dreier, Hamlin, Keefe & Budd Larner; prepare second application re: Hamlin & Keefe; review updated research re:	3.40Hrs

		service lists; telephone calls re: revised bills	7.80Hrs
11/07/02	DRG	Review documents re: Grace; review correspondence to Court from various parties	2.00Hrs
11/07/02	WRC	Telephone calls re: revised billings	.40Hrs

TOTAL LEGAL SERVICES            \$49,118.00

**LEGAL SERVICES SUMMARY**

Gross, David R.	99.80 Hrs	450/hr	\$44,910.00
Chelnik, Whitney R.	<u>26.30 Hrs</u>	160/hr	<u>\$ 4,208.00</u>
	126.10 Hrs		\$49,118.00

**DISBURSEMENTS**

Through November 8, 2002

Long Distance Telephone Calls	\$	12.37
Parking	\$	61.85
Meals	\$	<u>162.58</u>

TOTAL DISBURSEMENTS            \$    236.80

TOTAL THIS BILL                    \$49,354.80

FILED  
IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE  
2002 JAN - 2 AM 11:18

In Re: General Asbestos  
US BANKRUPTCY COURT  
DISTRICT OF DELAWARE

60  
Chapter 11

Case Nos. 00-  
4471, 00-4469,  
00-4470, 01-1139  
through 01-1200,  
01-10578, et al.,  
01-2094 through  
1-2104 and 00-  
3837 through 00-  
3854.

SECOND FEE APPLICATION OF BUDD, LARNER, ROSENBAUM,  
GREENBERG & SADR, P.C. FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FROM  
MARCH 1, 2002 THROUGH AUGUST 31, 2002 IN CONJUNCTION  
WITH THE COURT APPOINTMENT OF DAVID R. GROSS AS AN ADVISOR

Name of Applicant:

Budd, Lerner, Rosenbaum,  
Greenberg & Sade, P.C.

Authorized to Provide  
Professional Services to:

Alfred M. Wolin,  
U.S.D.J.

Date of Order:

December 28, 2001

Period for which Compensation and  
Reimbursement Are Sought:

March 1, 2002 through  
August 31, 2002

Amount of Compensation Sought as  
Actual, Reasonable and Necessary:

\$126,659.00

Amount of Expense Reimbursement Sought  
as Actual, Reasonable and Necessary:

\$9,043.94

This is an:  interim  final application

The total time expended for fee application preparation for all  
five court appointed advisors is approximately 116.9 hours and

419880

Local Form 101 (Fee Application Cover Sheet)

3200

the corresponding compensation requested is approximately \$16,132.50.

If this is not the first application filed, disclose the following for each prior application:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
5/06/02	12/01-02/02	\$54,285.00	\$1,589.95	\$54,285.00	\$1,589.95

**ATTACHMENT B  
TO FEE APPLICATION**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
David R. Gross	Former Partner, admitted to practice in 1960	\$450	226.50	\$101,925.00
Joseph J. Schiavone	Partner, admitted to practice in 1980	\$290	9.10	\$2,639.00
Sonya M. Longo	Counsel, admitted to practice in 1995	\$225	13.60	\$3,060.00
Whitney R. Chelnik	Associate, admitted to practice in 2001	\$150	104.50	\$15,675.00
Kevin R. Daniels	Paralegal	\$75	0.20	\$15.00
Donna R. Deeney	Paralegal	\$75	44.60	\$3,345.00
Grand Total: 398.50 hrs.                      \$126,659.00				
Blended Rate:				

**COMPENSATION BY PROJECT CATEGORY**

Project Category	Total Hours	Total Fees
Case Administration	281.60	\$110,526.50
Employment/Fee Applications	116.90	\$16,132.50

**EXPENSE SUMMARY**

Expense Category	Service Provider (if applicable)	Total Expenses
Telephone Charges		\$18.22

Parking/Tolls		\$168.00
Photocopying		\$6,504.75
Facsimile		\$100.00
Legal Research Services	Pacer	\$7.07
Train Fare		\$35.00
Mileage		\$17.05
Courier & Express Carriers (e.g., Federal Express)	Federal Express, J.E.M. Messenger Service and Postage	\$444.89
Travel Expenses	Lodging and Taxis	\$1,748.96

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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IN RE: ARMSTRONG WORLD : Chapter 11  
INDUSTRIES, INC., et al., : Case Nos. 00-4471, 00-4469, 00-4470  
: (Jointly Administered)

Debtors. :

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IN RE: W. R. GRACE & CO., : Chapter 11  
et al., : Case Nos. 01-1139 through 01-1200  
: (Jointly Administered)

Debtors. :

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IN RE: FEDERAL MOGUL : Chapter 11  
GLOBAL, INC., T & N : Case Nos. 01-10578, et al.  
LIMITED, et al., : (Jointly Administered)

Debtors. :

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IN RE: USG CORPORATION, : Chapter 11  
a Delaware Corporation, : Case Nos. 01-2094 through 01-2104  
et al., : (Jointly Administered)

Debtors. :

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IN RE: OWENS CORNING, : Chapter 11  
et al., : Case Nos. 00-3837 through 00-3854  
: (Jointly Administered)

Debtors. :

Objections due: January 13, 2003

Hearing date set only if

objections are timely filed

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IN RE: GENERAL ASBESTOS

SECOND APPLICATION OF BUDD, LARNER, ROSENBAUM,  
GREENBERG & SADE, P.C. ON BEHALF OF THE COURT  
APPOINTED ADVISOR DAVID R. GROSS FOR AN INTERIM  
ALLOWANCE OF FEES FOR ACTUAL AND NECESSARY  
SERVICES RENDERED AND FOR REIMBURSEMENT OF  
EXPENSES INCURRED FOR THE PERIOD FROM MARCH 1,  
2002 THROUGH AUGUST 31, 2002

TO THE HONORABLE ALFRED M. WOLIN, U.S.D.J.:

Pursuant to 11 U.S.C. §330 and §331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, Budd, Larner, Rosenbaum, Greenberg & Sade, P.C. ("Budd Larner") hereby moves this Honorable Court for an Order awarding a second interim allowance of reasonable compensation with respect to the five above-captioned Chapter 11 cases for professional services rendered in conjunction with the Court Appointment of David R. Gross as an Advisor in connection with the Court's management of these very large, mass-tort bankruptcy cases, in the amount of \$126,659.00 and reimbursement of related expenses of \$9,043.94 for the period from March 1, 2002 through August 31, 2002.

In support of this Application and pursuant to Bankruptcy Rule 2016, Budd Larner respectfully represents as follows:

1. On various dates, the debtors in the above-captioned cases filed voluntary petitions for reorganization relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§101-1330. The debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On December 28, 2001, the Court appointed David R. Gross and several other attorneys as "Court Appointed Advisors" to assist the Court as set forth in that Order and

in subsequent Orders with the management of the above-captioned very large, mass-tort bankruptcy cases and to undertake such duties as the Court may assign. A copy of the Appointment Order is attached hereto as Exhibit A.

3. By its Order dated March 19, 2002, the Court withdrew the reference to the Bankruptcy Court for any application for allowance of fees and/or costs by Court Appointed Advisors and gave leave to the Court Appointed Advisors to file interim fee applications in accordance with the directions set forth therein. A copy of the March 19, 2002 Order is attached hereto as Exhibit B. This Application is the second such application by Budd Larner.

4. There is no agreement or understanding between the members, associates and employees of Budd Larner and any other individuals or entities for the sharing of compensation received or to be received by this firm for services rendered in connection with these proceedings.

5. No agreement exists with any person or entity regarding the rate or amount of compensation Budd Larner shall receive in connection with the appointment of David R. Gross by this Court. The hourly rate of \$450.00 is reasonable and customary for an attorney of David R. Gross' experience in rendering services such as those involved with his duties as a Court Appointed Advisor. The hourly rate of \$290.00 is reasonable and customary for an attorney of Joseph S. Schiavone's experience in rendering services such as those involved in this matter. The hourly rate of \$225.00 is

reasonable and customary for an attorney of my experience in rendering services such as those involved in this matter. The hourly rate of \$150.00 is reasonable and customary for an attorney of Whitney R. Chelnik's experience in rendering services such as those involved in this matter. The hourly rate of \$75.00 is reasonable and customary for paralegal services.

6. David R. Gross and other professionals associated with Budd Larner have expended a total of 398.50 hours in rendering professional services through August 31, 2002 related to David R. Gross' position as a Court Appointed Advisor. The time spent and the services rendered were reasonable in relation to the size and complexity of the matters handled, not duplicative of other services rendered, and necessary to the administration of the debtors' estates. An overall billing statement is attached as Exhibit C. Exhibit C sets forth the total hours spent by David R. Gross and other professionals associated with Budd Larner.

7. The billing statement attached as Exhibit C presents the hours expended in increments of one-tenth of an hour with a description of the service rendered for each entry.

8. In addition to the time expended in rendering services, Budd Larner incurred out-of-pocket expenses in connection with David R. Gross' appointment as a Court

Appointed Advisor in the amount of \$9,043.94. These expenses were reasonable in relation to the size and complexity of the matters handled, not duplicative of other expenses incurred, and necessary to the administration of the debtors' estates.

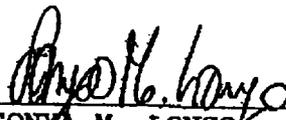
9. Budd Larner respectfully submits that the sought compensation for services and reimbursement of expenses is consistent with the nature and extent of the services rendered for the period from March 1, 2002 through August 31, 2002, the size and complexity of the case, the time, labor and special expertise brought to bear on the questions, and other related factors.

10. A proposed form of Order is submitted herewith.

WHEREFORE, Budd Larner respectfully requests that an interim allowance of compensation for fees for services rendered and reimbursement of costs be allowed in the amount of \$135,702.94, subject to disgorgement as may be directed in a final Order of allowance at the conclusion of these Chapter 11 cases.

WHEREFORE, Budd Larner further respectfully requests that the interim allowance of its fees and costs be allocated evenly among the debtors as to all consolidated proceedings as set forth in Exhibit C for a total amount of \$135,702.94, resulting in each debtor paying \$27,140.59. The sum of fees and costs allowed against each debtor pursuant to this interim allowance shall total \$27,140.59 against Federal-Mogul Global, Inc.; \$27,140.59 against W. R. Grace & Co.; \$27,140.59 against

Armstrong World Industries, Inc.; \$27,140.59 against Owens  
Corning; and \$27,140.59 against U.S.G. Corporation.



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SONYA M. LONGO  
BUD LARNER ROSENBAUM  
GREENBERG & SADE, P.C.  
150 John F. Kennedy Parkway  
Short Hills, NJ 07078-0999  
(973) 379-4800

Dated: December 31, 2002

**EXHIBIT C**

BUDD LARNER ROSENBAUM GREENBERG & SADE, P.C.  
150 John F. Kennedy Parkway CN 1000  
Short Hills, N.J. 07078-0999  
(973) 379-4800 Fax (973) 379-7734  
Tax ID: 22-2321266

October 31, 2002

Bill Number 56179

File Number 008507-00001

General Asbestos Bankruptcy Committee  
c/o Honorable Alfred M. Wolin  
United States District Court  
Martin Luther King Jr. Federal  
Building and Courthouse  
Room 4069  
50 Walnut Street  
P.O. Box 999  
Newark, NJ 07101

**FOR PROFESSIONAL SERVICES**

Re: General Asbestos (PA & Delaware Bankruptcy)

**LEGAL SERVICES**

Through August 31, 2002

Case Administration

03/01/02	DRG	Review Federal Mogul material; interoffice conference with S. Longo [G101]	2.50 Hrs
03/02/02	DRG	Receipt and review correspondence; telephone conversation with F. McGovern [G101]	1.10 Hrs
03/04/02	SML	Review calendar re: pending matters [G101]	0.10 Hrs
03/05/02	WRC	Telephone calls from D. Gross; telephone call to J. Barbee re: March 15th meeting; prepare correspondence to J. Barbee re: March 15th meeting; telephone calls to W. Dreier, J. Keefe, C. Hamlin and F. McGovern re: scheduling of March 14th meeting; telephone calls to G. Hanson re: March 14th meeting; prepare memorandum to D. Gross re: scheduling of meetings on March 14th and 15th [G101]	3.00 Hrs
03/06/02	DRG	Telephone calls to F. McGovern, Judge Wolin and experts re: statistics [G101]	0.50 Hrs

General Asbestos Bankruptcy Committee

Re: General Asbestos (PA & Delaware Bankruptcy)

03/06/02	WRC	Telephone calls with F. McGovern, W. Dreier, C. Hamlin, J. Keefe and G. Hanson re: possible meeting of the management committee [G101]	0.70 Hrs
03/07/02	WRC	Review correspondence and prepare memorandum to D. Gross re: same; telephone calls with F. McGovern, E. Wohlforth; meet with D. Gross re: Federal Mogul meeting [G101]	0.40 Hrs
03/08/02	DRG	Conference with (Name Withheld) and F. McGovern [G101]	2.60 Hrs
03/08/02	DRD	Update files with opinions from Judge Wolin and notes regarding Federal Mogul [G101]	0.30 Hrs
03/11/02	DRG	Meeting in New York City with (Name Withheld) and representative from (Name Withheld) re: insurance issues [G101]	3.00 Hrs
03/13/02	WRC	Telephone calls with C. Hamlin and G. Hanson re: management committee meeting [G101]	0.20 Hrs
03/13/02	WRC	Review article re: asbestos lawsuits [G101]	0.50 Hrs
03/14/02	DRG	Breakfast meeting with Francis McGovern; meeting with Judge Wolin, et al. [G101]	8.00 Hrs
03/14/02	DRG	Dinner meeting with F. McGovern et al. re: Federal Mogul [G101]	3.80 Hrs
03/14/02	JJS	Preparation for meetings with Federal Mogul representatives [G101]	2.10 Hrs
03/15/02	DRG	Meeting at Short Hills office re: Federal Mogul with (Names Withheld) [G101]	6.00 Hrs
03/15/02	JJS	Preparation for attendance at meeting with Federal Mogul representatives; preparatory meeting with D. Gross re: same [G101]	5.90 Hrs
03/15/02	WRC	Attend meeting re: Federal Mogul bankruptcy and insurance issues [G101]	3.00 Hrs
03/17/02	DRG	Telephone conference with (Names Withheld) re: Federal Mogul [G101]	1.10 Hrs
03/18/02	DRG	Teleconference; meeting with (Name Withheld) [G101]	4.50 Hrs
03/18/02	WRC	Telephone call to F. McGovern re: possible meeting dates [G101]	0.20 Hrs
03/19/02	WRC	Review memorandum and article from J. Schiavone re: California insurance decision; research case referred to in article; prepare memorandum to D. Gross and J. Schiavone re: same [G101]	1.00 Hrs
03/22/02	DRG	Conference call on Federal Mogul with (Name Withheld) [G101]	1.00 Hrs

General Asbestos Bankruptcy Committee

Re: General Asbestos (PA & Delaware Bankruptcy)

03/22/02	JJS	Teleconference with (Name Withheld); follow-up teleconference with David Gross; review of cases [G101]	1.10 Hrs
03/22/02	DRD	Review documents and prepare files for D. Gross [G101]	0.80 Hrs
03/25/02	WRC	Review e-mail correspondence from G. Hanson re: recent orders; review orders [G101]	0.20 Hrs
03/26/02	SML	Review file re: pending proceedings [G101]	0.10 Hrs
03/28/02	DRD	Conference with W. Chelnik regarding fee application and service list; research Pacer for service list; conference with S. Longo regarding research results [G101]	5.00 Hrs
03/29/02	DRG	Telephone conference with (Name Withheld) and F. McGovern re: insurance [G101]	2.20 Hrs
04/01/02	DRG	Telephone call on documents from (Name Withheld) re: insurance companies; preparation for meeting [G101]	2.60 Hrs
04/01/02	SML	Review Liberty Mutual's position re: interest in Armstrong World Industries bankruptcy proceeding [G101]	1.30 Hrs
04/01/02	KRD	Review and organize incoming mail for attorney review [G101]	0.20 Hrs
04/04/02	DRG	Dinner meeting with Judge Wolin, F. McGovern and (Name Withheld) [G101]	3.00 Hrs
04/05/02	DRG	Meeting at Judge Wolin's Chambers (Names Withheld) and F. McGovern [G101]	6.20 Hrs
04/05/02	WRC	Review correspondence from G. Hanson re: order appointing W. Dreier; review same [G101]	0.20 Hrs
04/05/02	WRC	Telephone call from D. Gross re: April 26 meeting [G101]	0.10 Hrs
04/08/02	WRC	Telephone calls with offices of C. Hamlin, W. Dreier, J. Keefe and F. McGovern re: scheduling meeting for April 26, 2002; call to G. Hanson to confirm time and date; draft memorandum to D. Gross re: same [G101]	0.40 Hrs
04/09/02	DRG	Meeting with (Name Withheld) and others re: bankruptcies [G101]	3.50 Hrs
04/09/02	SML	Conference with W. Chelnik re: proposed revisions to bill [G101]	0.10 Hrs
04/09/02	WRC	Telephone calls with C. Hamlin's office re: scheduling meeting for April 26th; telephone calls to F. McGovern and J. Bridgers re: same; meet with C. McCarthy re: same; telephone call from G. Hanson re: Judge Wolin's availability [G101]	1.00 Hrs
04/10/02	DRG	Meeting with (Name Withheld) and others re: bankruptcies [G101]	3.50 Hrs

General Asbestos Bankruptcy Committee

Re: General Asbestos (PA & Delaware Bankruptcy)

04/11/02	SML	Review and revise firm's time entries and associated expenses during March 2002; review and revise draft application of W. Dreier in support of fee application and accompanying proposed service list; conference with W. Chelnik re: draft materials [G101]	1.10 Hrs
04/11/02	WRC	Review correspondence re: insurance matters; meet with C. McCarthy re: same [G101]	0.10 Hrs
04/11/02	WRC	Telephone call to F. McGovern re: fee application and April 26 meeting; telephone call to J. Bridgers re: fee application and time sheets for F. McGovern [G101]	0.30 Hrs
04/11/02	WRC	Telephone call from D. Gross re: April 26 meeting at Judge Wolin's chambers [G101]	0.10 Hrs
04/12/02	DRG	Telephone conference with Judge Wolin and (Name Withheld); review material re: insurance issues [G101]	2.00 Hrs
04/12/02	WRC	Telephone call from D. Gross re: April 26 meeting; telephone calls to W. Dreier, J. Hamlin and F. McGovern re: alternative dates for meeting [G101]	0.30 Hrs
04/15/02	DRG	Dinner meeting with Judge Wolin [G101]	3.20 Hrs
04/15/02	DRG	Telephone conference with (Name Withheld) and Judge Wolin [G101]	1.20 Hrs
04/15/02	WRC	Conference with D. Gross re: rescheduling of meeting; telephone calls to J. Keefe's office; draft memorandum to D. Gross re: J. Keefe's availability [G101]	0.30 Hrs
04/16/02	DRD	Conference with W. Chelnik regarding counsel list [G101]	0.30 Hrs
04/17/02	WRC	Conference with D. Gross re: available dates for management committee meeting; review memorandum to D. Gross re: same; telephone calls with W. Dreier, J. Keefe, and C. Hamlin's office; draft memorandum to D. Gross re: availability [G101]	0.30 Hrs
04/18/02	DRG	Dinner with "A" Team and (Name Withheld) [G101]	2.50 Hrs
04/18/02	WRC	Telephone call from C. Hamlin's office re: availability [G101]	0.10 Hrs
04/18/02	DRD	Conference with W. Chelnik requesting Order from Judge Wolin appointing special master; document retrieval [G101]	0.40 Hrs
04/22/02	DRG	Teleconference with Management Committee. [G101]	2.50 Hrs
04/22/02	WRC	Conference with D. Gross re: available dates; telephone calls to Judge Wolin and management committee re: May 28 meeting [G101]	0.30 Hrs

General Asbestos Bankruptcy Committee

Re: General Asbestos (PA & Delaware Bankruptcy)

04/23/02	DRG	Telephone conference with Judge Wolin and F. McGovern [G101]	1.00 Hrs
04/23/02	WRC	Conferences with D. Gross re: management committee meetings; prepare correspondence to management committee re: same; telephone calls to J. Bridgers re: F. McGovern's availability [G101]	0.50 Hrs
04/24/02	DRG	Meeting in Hartford with CEO's [G101]	5.50 Hrs
04/24/02	DRG	Travel to and from Connecticut (at 1/2 time) [G101]	1.50 Hrs
04/25/02	DRG	Telephone conference with F. McGovern, (Name Withheld) and CEO's [G101]	2.10 Hrs
04/27/02	DRG	Conference and meeting with F. McGovern re: general strategy and various bankruptcies [G101]	4.60 Hrs
04/29/02	DRG	Telephone call re: scheduling [G101]	1.20 Hrs
04/30/02	DRG	Telephone calls and conferences with CEO's of Hartford, Travelers and Liberty Mutual [G101]	4.60 Hrs
04/30/02	WRC	Conference with D. Gross re: research; conduct and prepare research re: [Name Withheld] and involvement of [Name Withheld] [G101]	0.80 Hrs
05/02/02	DRG	Telephone calls re: insurance issues [G101]	4.20 Hrs
05/03/02	DRG	Telephone calls, review bankruptcy rules - referenced case [G101]	2.40 Hrs
05/06/02	DRG	Meeting with (Name Withheld) [G101]	1.50 Hrs
05/07/02	DRG	Attend meeting with General Counsel of Travelers, Hartford, Liberty and CNA [G101]	5.00 Hrs
05/07/02	DRG	Prepare for meeting re: same [G101]	1.00 Hrs
05/07/02	DRG	Travel to and from meeting (at 1/2 time) [G101]	1.00 Hrs
05/07/02	WRC	Attend meeting with [Names Withheld] re: insurance issues [G101]	3.50 Hrs
05/07/02	WRC	Travel to and from meeting at 1/2 time [G101]	0.70 Hrs
05/07/02	WRC	Prepare correspondence to J. Keefe, C. Hamlin and W. Dreier re: insurance memorandum [G101]	0.20 Hrs
05/08/02	DRG	Re: telephone calls with Judge Wolin, F. McGovern, Travelers and Hartford [G101]	1.50 Hrs
05/08/02	SML	Conference with D. Deeney re: docketing of the applications [G101]	0.20 Hrs
05/09/02	DRD	Organize documents [G101]	0.30 Hrs
05/10/02	WRC	Telephone call from D. Trafelette's office re: mailing address [G101]	0.10 Hrs
05/14/02	DRG	Meeting with Judge Wolin; telephone conference with Liberty Mutual General Counsel [G101]	8.00 Hrs

General Asbestos Bankruptcy Committee

Re: General Asbestos (PA & Delaware Bankruptcy)

05/14/02	SML	Conferences with W. Chelnik re: certification of no objection, electronic filing and pro hac vice application [G101]	0.20 Hrs
05/15/02	DRG	Telephone conferences with Judge Wolin and F. McGovern re: matters - Armstrong [G101]	2.60 Hrs
05/15/02	SML	Conference with W. Chelnik re: electronic filing [G101]	0.10 Hrs
05/16/02	DRG	Telephone conferences with David Cain, Judge Wolin and Evans Wohlforth [G101]	1.50 Hrs
05/17/02	DRG	Meeting with Judge Wolin and "A" team and meeting with lawyers from Armstrong [G101]	7.00 Hrs
05/17/02	DRD	Organize documents in preparation of 2nd. fee application; call from M. Davis regarding e filing [G101]	0.80 Hrs
05/20/02	SML	Conference with D. Deeney and W. Chelnik re: service of certifications of no objection and review draft correspondence [G101]	0.10 Hrs
05/21/02	DRG	Telephone conference re: Federal Mogul/Armstrong [G101]	2.20 Hrs
05/22/02	DRG	Dinner meeting with Judge Wolin, (Name Withheld) re: McGovern [G101]	3.40 Hrs
05/28/02	DRG	Conference calls with McGovern, (Names Withheld) re: Liberty Mutual [G101]	4.40 Hrs
05/29/02	DRG	Meeting with Judge Wolin re: Armstrong matter at U.S.D.C. in Newark [G101]	4.20 Hrs
05/29/02	SML	Review article re: Judge Wolin [G101]	0.20 Hrs
05/29/02	WRC	Review article re: Judge Wolin; prepare memorandum to file and D. Gross re: same [G101]	0.20 Hrs
05/29/02	DRD	Review Delaware District website for our certificates of no objection; call to M. Davis regarding same [G101]	1.50 Hrs
05/30/02	DRG	Telephone calls re: Liberty Mutual counsel (Ace) [G101]	3.50 Hrs
05/30/02	DRD	Conference with W. Chelnik regarding letter objection regarding fees for F. McGovern [G101]	0.40 Hrs
05/31/02	DRG	Conference call with Francis McGovern, (Name Withheld) re: Liberty Mutual [G101]	1.30 Hrs
06/12/02	DRG	Telephone conferences with Liberty Mutual, (Name Withheld) Judge Wolin and Francis McGovern re: Armstrong [G101]	6.40 Hrs
06/12/02	DRG	Telephone calls with (Name Withheld) re: Federal Mogul [G101]	0.50 Hrs
06/12/02	DRD	Call to Delaware Bankruptcy Court regarding electronic filing; call from Delaware Bankruptcy Court; conference with W. Chelnik regarding electronic filing [G101]	0.60 Hrs
06/13/02	DRD	Review docket for objections; organize file [G101]	1.50 Hrs

General Asbestos Bankruptcy Committee

Re: General Asbestos (PA & Delaware Bankruptcy)

06/14/02	DRD	Review dockets for certificates of no objection [G101]	2.00 Hrs
06/17/02	SML	Conference with W. Chelnik re: matter status [G101]	0.10 Hrs
06/17/02	DRD	Status conference with S. Longo regarding pending matters [G101]	0.60 Hrs
06/18/02	DRG	Telephone calls re: Liberty and (Name Withheld) re: London Insurance Market [G101]	2.80 Hrs
06/19/02	DRG	Dinner meeting with Judge Wolin, Francis McGovern, (Name Withheld) re: Honeywell [G101]	4.30 Hrs
06/20/02	DRG	Prepare for and appear at Bankruptcy Court before Judge Gambardella; meeting with Kevin Irwin [G101]	5.20 Hrs
06/20/02	DRG	Telephone conferences with (Names Withheld) and Judge Wolin's chambers [G101]	1.80 Hrs
06/21/02	DRG	Telephone conferences with Francis McGovern and Liberty re: meeting [G101]	1.50 Hrs
06/24/02	WRC	Review correspondence from G. Hanson re: interim orders; review orders; prepare correspondence to D. Deeney [G101]	0.20 Hrs
06/26/02	DRG	Meeting with Federal Mogul; conference call with (Name Withheld) [G101]	6.20 Hrs
06/26/02	WRC	Conferences with D. Gross re: scheduled conferences; attend meeting with D. Gross and Federal Mogul representatives re: Federal Mogul [G101]	2.20 Hrs
06/28/02	DRG	Preparation and appearance at meeting in NYC at Hartford offices [G101]	4.00 Hrs
06/28/02	DRG	Travel to and from meeting (at 1/2 time) [G101]	1.00 Hrs
06/28/02	WRC	Attend conferences with various insurers re: insurance issues [G101]	4.00 Hrs
06/28/02	WRC	Travel to and from New York City at 1/2 time [G101]	1.00 Hrs
07/01/02	DRG	Preparation and appearance in Washington for meeting with General Counsel, (Names Withheld) Francis McGovern and attorneys from Choate Hall and Akin Gump [G101]	11.00 Hrs
07/02/02	DRG	Telephone conferences re: Liberty [G101]	2.10 Hrs
07/02/02	DRG	Review e-mails [G101]	2.80 Hrs
07/02/02	DRG	Telephone conferences with Francis and Judge Wolin re: Armstrong [G101]	1.50 Hrs
07/08/02	SML	Conference with W. Chelnik re: matter status [G101]	0.10 Hrs
07/10/02	DRG	Telephone conference re: London matter [G101]	1.80 Hrs
07/11/02	DRG	Meeting in New York City with Doris Polk - Owens Coming, Judge Wolin, Francis McGovern and counsel [G101]	7.30 Hrs
07/12/02	DRG	Telephone conferences with Liberty, Akin Gump re D/J action; telephone conference with (Names Withheld) re: same [G101]	2.10 Hrs

General Asbestos Bankruptcy Committee

Re: General Asbestos (PA & Delaware Bankruptcy)

07/15/02	DRG	Review materials re: Armstrong; telephone calls re: Owens Coming; lengthy telephone conference - Owens Coming [G101]	3.80 Hrs
07/16/02	DRG	Telephone conferences with Francis McGovern and Judge Wolin [G101]	1.40 Hrs
07/18/02	DRG	Review file re: Liberty Mutual [G101]	1.10 Hrs
07/19/02	DRG	Review file re: Liberty Mutual [G101]	1.40 Hrs
07/22/02	DRG	Telephone calls re: Liberty Mutual; telephone calls re: Armstrong [G101]	2.60 Hrs
07/22/02	DRD	Review PACER for signed orders [G101]	1.50 Hrs
07/25/02	DRG	Meeting with Judge Wolin [G101]	1.40 Hrs
08/14/02	DRG	Telephone conference with Francis McGovern re: Grace/Mogul [G101]	0.20 Hrs
08/21/02	DRG	Meeting with Francis McGovern, (Name Withheld) and Judge Wolin [G101]	4.00 Hrs
08/26/02	DRG	Conference with Judge Wolin [G101]	3.00 Hrs
08/26/02	DRG	Meeting with (Name Withheld); conference re: strategy - asbestos litigation [G101]	3.60 Hrs

Case Administration Totals

281.60 HRS

\$110,526.50

Fee/Employment Applications

03/05/02	SML	Conference with W. Chelnik re: fee application; review proposed documents re: same for law clerk [G104]	0.20 Hrs
03/05/02	WRC	Telephone call to E. Wohlforth re: joint fee applications; review and prepare documents for E. Wohlforth re: fee application; meet with S. Longo re: fee application [G104]	1.50 Hrs
03/06/02	SML	Telephone conference with law clerk re: proposed application; conference with W. Chelnik re: proposed application re: reimbursement of consultants [G104]	0.20 Hrs
03/06/02	WRC	Telephone calls from E. Wohlforth re: fee applications; review correspondence from E. Wohlforth; meet with S. Longo re: same [G104]	0.30 Hrs
03/08/02	SML	Review draft fee application documents from law clerk; conference with D. Gross re: same and telephone conferences with law clerk re: same [G104]	0.60 Hrs
03/08/02	WRC	Meet with S. Longo re: fee application; telephone calls to F. McGovern, J. Keefe and W. Dreier re: fee applications [G104]	0.50 Hrs
03/10/02	SML	Review draft bill in support of fee application and revise same [G104]	0.20 Hrs
03/11/02	SML	Telephone conference with law clerk re: fee application materials; conference with W. Chelnik re: same [G104]	0.30 Hrs

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In Re: General Asbestos

Chapter 11  
Case Nos. 00-4471, 00-4469,  
00-4470,  
00-1139 through 01-1200  
01-10578, et al.  
01-2094 through 01-2104  
00-3837 through 00-3854

**FIRST APPLICATION OF SAIBER SCHLESINGER SATZ & GOLDSTEIN, LLC  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES ON BEHALF OF DAVID R. GROSS AS A  
COURT APPOINTED ADVISOR FOR THE PERIOD FROM NOVEMBER 11,  
2002 THROUGH MARCH 31, 2003**

Name of Applicant: Saiber Schlesinger Satz. & Goldstein, LLC

Authorized to Provide  
Professional Services to: Alfred M. Wolin, U.S.D.J.

Date of Order: December 28, 2001

Period for which compensation and  
reimbursement is sought: November 11, 2002 through  
March 31, 2003

Amount of Compensation sought as  
actual, reasonable and necessary: \$60,829.00

Amount of Expense Reimbursement  
Sought as actual, reasonable and necessary: \$ 3,784.90

This is an:  interim  final application

The total time expended for fee application preparation is approximately 27.3 hours  
and the corresponding compensation requested is approximately \$4,354.00.<sup>1</sup>

<sup>1</sup> Saiber Schlesinger Satz & Goldstein and Norris McLaughlin & Marcus prepared all the fee applications for the Court Appointed Advisors. Therefore, the time expended appears only on the applications of David Gross and William Drieir.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	REQUESTED		APPROVED	
		Fees	Expenses	Fees	Expenses

**ATTACHMENT B  
TO FEE APPLICATION**

Name of Professional Person	Position of the Applicant, Number of Years in the Position, Prior Relevant Experience, Year of Obtaining License To Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Gross, David R.	Partner, admitted to practice in 1960	\$450	125.5	\$56,475.00
Chelnik, Whitney R.	Associate, admitted to practice in 2001	\$160	25.90	\$ 4,144.00
White, David R.	Associate, admitted to practice in 2002	\$150	1.4	\$ 210.00
Grand Total:			152.8	\$60,829.00

**COMPENSATION BY PROJECT CATEGORY**

Project Category	Total Hours	Total Fees
General Asbestos Advisor	125.5	\$56,475.00
Fee Applications	27.3	\$ 4,354.00

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Telephone Charges & Faxes		\$ 45.77
Parking/Tolls		
Photocopying		\$1,162.50
Outside Duplicating		\$1,264.37
Legal Research Services	Westlaw	
Meals		\$ 839.80
Postage		\$ 173.80
Courier & Express Carriers	Federal Express	\$ 221.71
Travel Expenses		\$ 76.95

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE: ARMSTRONG WORLD :  
INDUSTRIES, INC., et al., :  
: Chapter 11  
: Case Nos. 00-4471, 00-4469,  
: 00-4470  
: (Jointly Administered)  
Debtors. :

IN RE: W. R. GRACE & Co., :  
et al., :  
: Chapter 11  
: Case Nos. 01-1139 through  
: 01-1200  
: (Jointly Administered)  
Debtors. :

IN RE: FEDERAL MOGUL :  
GLOBAL, INC., T & N LIMITED, :  
et al., :  
: Chapter 11  
: Case Nos. 01-10578, et al.  
: (Jointly Administered)  
Debtors. :

IN RE: USG CORPORATION, :  
a Delaware Corporation, et al., :  
: Chapter 11  
: Case Nos. 01-2094 through  
: 01-2104  
: (Jointly Administered)  
Debtors. :

IN RE: OWENS CORNING, :  
et al., :  
: Chapter 11  
: Case Nos. 00-3837 through  
: 00-3854  
: (Jointly Administered)  
Debtors. :

Hearing date set only if  
objections are timely filed

**IN RE: GENERAL ASBESTOS**

**FIRST APPLICATION OF SAIBER SCHLESINGER SATZ &  
GOLDSTEIN, LLC FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES ON BEHALF OF  
DAVID R. GROSS AS A COURT APPOINTED ADVISOR FOR THE  
PERIOD FROM NOVEMBER 11, 2002 THROUGH MARCH 31, 2003**

TO THE HONORABLE ALFRED M. WOLIN, U.S.D.J.:  
{00275172.DOC}

Pursuant to 11 U.S.C. § 330 and § 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, Saiber Schlesinger Satz & Goldstein, LLC ("SSS&G") hereby moves this Honorable Court on behalf of David R. Gross for an Order awarding an interim allowance of reasonable compensation with respect to the five above-captioned Chapter 11 cases for professional services rendered in David R. Gross's capacity as a Court Appointed Advisor in connection with the Court's management of these very large, mass-tort bankruptcy cases, in the amount of \$60,829.00 and reimbursement of related expenses of \$3,784.90 for the period of November 11, 2002 through March 31, 2003.

In support of this Application, SSS&G respectfully represents as follows:

1. On various dates, the debtors in the above-captioned cases filed voluntary petitions for reorganization relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330. The debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
2. On December 28, 2001, the Court appointed David R. Gross and several other persons as Court Appointed Advisors ("Advisors") to assist the Court as set forth in that Order, and in subsequent Orders, with the management of the above-captioned very large, mass-tort bankruptcy cases and to undertake such duties as the Court has and may in the future assign to David R. Gross. A copy of this Order is annexed hereto as Exhibit A.
3. By its Order dated March 19, 2002, the Court withdrew the reference to the bankruptcy Court for any application for allowance of fees and/or costs by the Advisors and gave leave to the Advisors to file interim fee applications in accordance

with the directions set forth therein. A copy of this Order is annexed hereto as Exhibit B. This application is the first such application by SSS&G on behalf of David R. Gross.<sup>1</sup>

4. For the compensation period from November 11, 2002 through March 31, 2003, there was no agreement or understanding between David R. Gross and any other person, other than the members, associates and employees of SSS&G, of which David R. Gross is a member, for the sharing of compensation received or to be received for services rendered in connection with these proceedings.

5. No agreement exists with any person or entity regarding the rate or amount of compensation David R. Gross shall receive in connection with his appointment by this Court. The hourly rate of \$450.00 is reasonable and customary for an attorney of David R. Gross's experience rendering services such as those involved with his appointment as an Advisor. The hourly rate of \$160.00 is reasonable and customary for an attorney of Whitney R. Chelnik's experience rendering services such as those involved in this matter. The hourly rate of \$150.00 is reasonable and customary for an attorney of David M. White's experience rendering services such as those involved in this matter.

6. David R. Gross and other professionals associated with SSS&G have expended a total of 152.8 hours totaling \$60,829.00, in rendering professional services related to David R. Gross's position as a Court Appointed Advisor. The time spent and the services rendered were reasonable in relation to the size and complexity of the matters handled, not duplicative of other services rendered, and necessary to the administration of the debtors' estates. An overall billing statement is annexed hereto as Exhibit C setting forth the total hours spent by David R. Gross and other professionals associated with SSS&G related to all five consolidated bankruptcies.

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<sup>1</sup> Previous applications have been filed by Budd Lerner Gross Rosenbaum Greenberg & Sade and D.R. Gross Associates on behalf of David R. Gross as a Court Appointed Advisor.  
(00275172.DOC)

7. The billing statement annexed hereto as Exhibit C presents the hours expended in increments of one-tenth of an hour, with a description of the service rendered for each entry.

8. In addition to the time expended in rendering services, SSS&G incurred out-of-pocket expenses in connection with David R. Gross's appointment as a Court Appointed Advisor in the amount of \$3,784.90. These expenses were reasonable in relation to the size and complexity of the matters handled, not duplicative of other expenses incurred, and necessary to the administration of the debtors' estates.

9. SSS&G, on behalf of David R. Gross, respectfully submits that the compensation for services and reimbursement of expenses requested is consistent with the nature and extent of the services rendered for the period November 11, 2002 through March 31, 2003, the size and complexity of the cases, the time, labor and special expertise brought to bear on the questions and other related factors.

10. David R. Gross, having reviewed Local Rule 2016-2 regarding compensation and reimbursement of expenses, certifies that this application complies with the requirements of Local Rule 2016-2.

11. A proposed form of Order is submitted herewith.

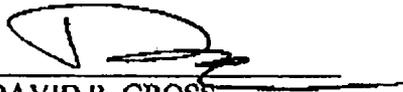
**WHEREFORE**, David R. Gross respectfully requests that an interim allowance of compensation for fees for services rendered and reimbursement of costs be allowed, in the amount of \$64,613.90 subject to disgorgement as may be directed in a final Order of allowance at the conclusion of these Chapter 11 cases.

**WHEREFORE**, David R. Gross further respectfully requests that the interim allowance of SSS&G's fees and costs be allocated among the debtors as follows:

1. Evenly among the debtors as to all consolidated proceedings as set forth in Exhibit C for a total amount of \$13,540.22, resulting in each debtor paying \$2,708.04.

2. Plus the additional sums of \$720.00 as to the debtor W.R. Grace; \$4,635.00 as to the debtor Armstrong World Industries; \$8,482.50 as to the debtor Owens Corning and \$30,021.32 as to the debtor Federal Mogul.

WHEREFORE, the sum of fees and costs allowed against each debtor pursuant to this interim allowance shall therefore total \$32,729.36 against Federal-Mogul Global, Inc.; \$3,428.04 against W. R. Grace & Co.; \$7,343.04 Armstrong World Industries, Inc.; \$11,190.54 against Owens Corning; and \$2,708.04 against U.S.G. Corporation.



DAVID R. GROSS  
Court Appointed Advisor  
Saiber, Schlesinger, Satz & Goldstein, LLC  
One Gateway Center  
13<sup>th</sup> Floor  
Newark, New Jersey 07102  
(973) 622-3333

DATED: April 25, 2003

Exhibit C

SAIBER SCHLESINGER SATZ & GOLDSTEIN, LLC  
One Gateway Center  
13th Floor  
Newark, New Jersey 07102-5311  
Fed Tax ID 22-1800684

March 31, 2003

Bill Number 86627

File Number 08195-000001

General Asbestos Bankruptcy Committee  
United States Bankruptcy Court  
Martin Luther King Jr. Federal Building &  
Courthouse  
Room 4069  
50 Walnut Street  
Newark, NJ 07102  
Attn: Honorable Alfred M. Wolin

Re: In re: General Asbestos Bankruptcy Committee

**FOR PROFESSIONAL SERVICES**

Thru March 31, 2003

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>
11/11/02	WRC	Review correspondence from S. Loncar re: status of fee applications and service list; draft replies re: same	0.40 Hrs
11/14/02	WRC	Telephone conferences with S. Lanca re: fee applications	0.30 Hrs
11/15/02	WRC	Telephone conference with S. Loncar re: McGovern and service list	0.20 Hrs
11/18/02	DRG	Review file re: insurance matter	2.40 Hrs
11/18/02	DRG	Review T/D/P re: Armstrong	2.60 Hrs
11/19/02	DRG	Meetings with Judge Wolin, McGovern, Drier; meeting at Weitz & Luxenberg re: Federal Mogul	11.00 Hrs
11/20/02	DRG	Telephone conferences with Francis McGovern re: Federal Mogul	1.30 Hrs
11/21/02	DRG	Meeting re: Owens Corning	6.20 Hrs
11/21/02	WRC	Continue preparation of fee applications re: Hamilin and Keefe	0.60 Hrs

General Asbestos Bankruptcy Committee

Re: In re: General Asbestos Bankruptcy Committee

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>
12/02/02	DRG	Telephone conference with Judge Wolin and F. McGovern re: asbestos program	2.50 Hrs
12/02/02	WRC	Review and revise bill; various telephone conferences with S. Loncar re: fee applications; prepare e-mail correspondence re: same	0.30 Hrs
12/02/02	WRC	Review revised bill re: D. R. Gross & Associates; prepare 1st fee application, cover sheets, notice and proposed Order re: same	1.40 Hrs
12/03/02	DRG	Review file re: Federal Mogul	1.40 Hrs
12/03/02	WRC	various telephone conferences with S. Loncar re: fee applications and filing procedures; telephone conference with E. Wohlforth re: filing procedures; revise fee applications re: Hamlin, Keefe and Gross; review and revise bill re: D. R. Gross & Associates; review research re: service list and revise same	3.60 Hrs
12/04/02	WRC	review correspondence from S. Loncar; telephone call to same; telephone call to J. Keefe re: fee application; review bill re: F. McGovern and prepare fee application re: same; exchange various correspondences with S. Loncar re: quarterly filings; telephone calls to F. McGovern; telephone calls to document service; review service list and conference with D. Souza re: same; review and finalize all fee applications	5.40 Hrs
12/05/02	WRC	review and finalize fee applications, notice and cover sheets re: Hamlin, Dreler, Gross and Keefe; prepare correspondence to clerk re: filing of same; telephone conference with S. Loncar re: same; review service list; file applications with clerk and serve on counsel list; prepare certificate of service; various telephone conferences with document service	5.20 Hrs
12/09/02	DRG	Meeting with Deanne Seemer re: Federal Mogul	4.00 Hrs
12/09/02	WRC	telephone call from F. McGovern; review and revise fee application re: F. McGovern; prepare correspondence to F. McGovern re: same	0.60 Hrs
12/11/02	WRC	telephone call to Budd Lerner re: final bill	0.10 Hrs
12/11/02	WRC	telephone conference with Delaware clerk re: filings; review PACER re: docket search; prepare correspondence to S. Loncar re: same	0.50 Hrs

General Asbestos Bankruptcy Committee

Re: In re: General Asbestos Bankruptcy Committee

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>
12/12/02	DRG	Meeting at Caplin Drysdale (Insulbuch, McGovern, Seemer, et al) re: Federal Mogul	5.00 Hrs
12/13/02	DRG	Meeting with Judge Wolin and Francis McGovern re: Federal Mogul	2.00 Hrs
12/16/02	WRC	conference with D. Souza re: November billing entries; review and revise redactions	0.20 Hrs
12/17/02	DRG	Telephone conference with Hamlin re: Federal Mogul	1.40 Hrs
12/18/02	DRG	Meeting with Armstrong, Liberty Mutual re: Federal Mogul	3.40 Hrs
12/18/02	WRC	telephone conference with S. Loncar re: certificates of no objection; review file and prepare correspondence re: same	0.40 Hrs
12/19/02	DRG	Meeting with Judge Wolin and F. McGovern re: Federal Mogul; attend status conference in open Court; further luncheon meetings with Judge Wolin, F. McGovern and E. Wohlforth	5.20 Hrs
12/19/02	DRG	Dinner meeting with Judge Wolin, Judge Fitzpatrick and Francis McGovern re: Owens Corning and Federal Mogul	4.20 Hrs
12/20/02	DRG	Status conference call with Francis McGovern and Court re: Owens Corning meeting;	2.00 Hrs
12/20/02	DRG	Telephone calls to Seemer and Macker re: Federal Mogul	0.70 Hrs
12/20/02	DRG	Status conference call with Francis McGovern and Court re: Owens Corning meeting;	2.00 Hrs
12/20/02	WRC	telephone conference with U.S. Trustee's office re: fee application of D. Gross; conference with D. Souza re: same; review bill re: redactions and time entries; various correspondences with S. Loncar re: same	0.40 Hrs
12/23/02	WRC	telephone conference with E. Wohlforth re: signed Orders awarding compensation and amending D. Gross application; various telephone conferences with S. Loncar re: certifications of no objection and proposed orders; review various correspondences re: same; review file re: first certificates of no objection	1.10 Hrs
12/27/02	DRG	Conference re: Armstrong and Liberty	2.00 Hrs
12/27/02	DRG	Telephone conference with Macker re: Federal Mogul	1.00 Hrs
12/29/02	DRG	Telephone conference with Macker re: Federal Mogul	1.00 Hrs
12/30/02	WRC	amend order re: D. Gross fee; prepare correspondence to Judge Wolin re: same; telephone conference re: same	0.90 Hrs
12/31/02	WRC	telephone call from Judge Wolin's chambers re: proposed Order; review certificates of no objection and prepare same for D. Gross; telephone conference with J. Keefe re: certificate of no objection; telephone	0.60 Hrs

General Asbestos Bankruptcy Committee

Re: In re: General Asbestos Bankruptcy Committee

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>
01/02/03	WRC	conference with D. Gross re: same review correspondence from J. Keefe re: certificate of no objection; prepare correspondence re: filing and service on counsel list	0.30 Hrs
01/02/03	WRC	various telephone conferences with K. Schweniger of Federal Mogul re: Keefe's payment; review application of J. Keefe; conferences with D. White re: same; telephone call to Court re: same	0.70 Hrs
01/02/03	WRC	review Budd Lerner Second Fee Application	0.10 Hrs
01/02/03	DMW	review of Interim Fee Application of J. Keefe re: distribution of fees	1.40 Hrs
01/03/03	DRG	Telephone conference with Macker re: Federal Mogul	1.00 Hrs
01/06/03	DRG	Telephone conference with Macker re: Federal Mogul	3.20 Hrs
01/06/03	WRC	telephone conference with S. Loncar re: payments; prepare various correspondences to S. Loncar re: same; telephone calls with J. Keefe re: same	0.40 Hrs
01/07/03	DRG	Attend meeting with D. Seamer re: Federal Mogul; preparation for same	4.10 Hrs
01/07/03	DRG	Attend meeting with Liberty re: Armstrong; preparation for same	4.00 Hrs
01/07/03	WRC	conference with D. Gross re: payments	0.10 Hrs
01/07/03	WRC	telephone conferences with E. Wohlforth and J. Keefe re: additional payment; prepare memorandum to file re: same	0.20 Hrs
01/07/03	WRC	telephone conference with K. Schweniger re: Federal Mogul payments; review first fee application of D. R. Gross & Associates and amended Order; prepare memorandum to file re: same	0.20 Hrs
01/14/03	WRC	review correspondence from S. Longo re: unredacted bill	0.10 Hrs
01/21/03	WRC	telephone call from Bankruptcy Court re: filings; review file re: same	0.20 Hrs
01/23/03	DRG	Meeting with Judge Wolin re: overall Asbestos Program	3.50 Hrs
01/24/03	DRG	Telephone conference; review plan re: Owens Corning	2.80 Hrs
01/24/03	DRG	Telephone conferences with Bederson & Company re representation of Future's representative re: Owens Corning, et al	2.60 Hrs
01/27/03	DRG	Telephone conference re: Federal Mogul et al.	2.00 Hrs
01/28/03	DRG	Meeting here with Deanne Seamer re: Federal Mogul	2.50 Hrs
01/30/03	DRG	Meeting with Francis McGovern and Judge Wolin re: Federal Mogul and Owens Corning	7.50 Hrs
01/30/03	DRG	Meeting at Honeywell re: Federal Mogul/Bendix	4.00 Hrs
01/31/03	DRG	Meeting at Honeywell with Francis McGovern re: Federal Mogul	4.00 Hrs

General Asbestos Bankruptcy Committee

Re: In re: General Asbestos Bankruptcy Committee

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>
02/04/03	DRG	Conference with Judge Wolin and Francis McGovern re: asbestos issues	2.10 Hrs
02/04/03	WRC	review correspondence from C. Hamlin re: December/January billing	0.10 Hrs
02/10/03	WRC	telephone conference with E. Wohlforth re: BL's fee application and certificate of no objection	0.20 Hrs
02/10/03	WRC	prepare correspondence to S. Loncar re: Hamlin fee application	0.10 Hrs
02/11/03	DRG	Telephone conferences with Judge Wolin and E. Wohlforth re meeting with W. R. Grace	1.60 Hrs
02/11/03	WRC	telephone conference with B. Jeffords re: specificity of billing entries; prepare memorandum to Advisors re: same; conference with D. Gross re: redaction and specificity of bills	0.40 Hrs
02/11/03	WRC	review file re: Budd Larner Second Fee Application and Certificate of No Objection; conference with D. Gross re: same	0.20 Hrs
02/12/03	DRG	Review insurance issue; telephone conference with D. Cain/Hartford re: same	1.40 Hrs
02/19/03	DRG	Telephone call from General Counsel, Federal Mogul re progress plan; meeting with Judge Wolin re USG, et al	1.10 Hrs
02/19/03	DRG	Meeting with Judge Wolin re USG, et al	3.10 Hrs
02/20/03	WRC	review and revise bill re: December and January to clarify entries	0.30 Hrs
02/27/03	DRG	Meeting with Judge Wolin; telephone conference with Francis McGovern re Federal Mogul	2.30 Hrs
03/04/03	DRG	Telephone conference with Deanne Seamer, Judge Wolin and Francis McGovern re: Federal Mogul	3.60 Hrs
03/10/03	DRG	Meeting with Judge Wolin re: all bankruptcy matters	2.10 Hrs
03/18/03	DRG	Telephone conferences with Court and Francis McGovern re various bankruptcy matters	2.10 Hrs
03/21/03	DRG	Telephone conference with Judge Wolin and Francis McGovern re: overall asbestos program	1.00 Hrs
03/27/03	DRG	Conference call with Judge Wolin	2.60 Hrs
03/28/03	WRC	receipt and review of correspondence from C. Hamlin re: apparent holdbacks and missing payments	0.10 Hrs
TOTAL FOR PROFESSIONAL SERVICES			\$60,829.00

General Asbestos Bankruptcy Committee

Re: In re: General Asbestos Bankruptcy Committee

**LEGAL SERVICES SUMMARY**

David R. Gross	125.50 Hrs	450/hr	\$56,475.00
Whitney R. Chelnik	25.90 Hrs	160/hr	\$4,144.00
David M. White	1.40 Hrs	150/hr	\$210.00
	<u>152.80 Hrs</u>		<u>\$60,829.00</u>

**DISBURSEMENTS**

Thru March 31, 2003

Federal Express	\$185.71
meals	\$630.98
misc. fees and disbursements	\$208.82
messenger service	\$36.00
outside duplicating service	\$1,264.37
photocopying	\$1,162.50
postage	\$173.80
telephone and fax charges	\$45.77
travel	\$76.95
<b>TOTAL DISBURSEMENTS</b>	<b>\$3,784.90</b>
<b>TOTAL THIS BILL</b>	<b><u>\$64,613.90</u></b>

Payments received after the date of this invoice will not be reflected until the next invoice.