

**Exhibit IV-2. Sample Order on Final Fee Application Procedures**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW HAMPSHIRE

	)	Chapter 11
In re	)	Case No.
	)	
	)	<u>Hearing</u>
	)	Date: May 25, 1990
	)	Time: 9:30 a.m.
Debtor	)	

**Order Setting Final Fee Procedures**

This Court held a hearing on May 25, 1990, on its Order Setting Hearing on Post Confirmation Procedures, entered May 7, 1990, on various issues, including procedures for filing, hearing, and determining motions for allowance of final compensation. Based on the Order, on the Joint Statement of [debtor's name], the Unsecured Creditors Committee and the Equity Committee, which [acquiring company's name] supported, on the hearing, on the record in this case, and good cause appearing, it is

**ORDERED:**

1. The procedures set forth in this Order supersede paragraph 44 of the Order Confirming Third Amended Joint Plan of Reorganization.

2. For the purposes of the procedures established under this Order, parties and professionals who intend to seek payment by the estate of final compensation for services rendered in or in connection with this Chapter 11 case or reimbursement of costs or expenses (including attorneys' fees) incurred in or in connection with this Chapter 11 case ("final compensation") shall be divided into three categories:

a. **Nonreorganization Professionals:** All professionals employed at the expense of the estate, including those previously designated by this Court as "nonreorganization counsel," accountants, the Examiner, his counsel, and his financial analyst, and including specifically the law firms of [names], and entities (other than those included in the next two subparagraphs) who wish to have included as part of an allowed claim any such compensation or reimbursement, are hereby defined as "nonreorganization professionals" for present purposes;

b. **Nonestate Professionals:** Indenture trustees for any issue of outstanding securities of [debtor's name], the agents for [name] and [name] and all professionals retained or employed by them, are hereby defined as "nonestate professionals" for present purposes; and

c. **Reorganization Professionals:** Reorganization professionals whose employment has been authorized by court order at the expense of the estate (excluding any listed above) under sections 330(a) and 503(b)(2) of the Bankruptcy Code, or whose compensation is based upon a claim under either section 503(b)(3) or (4) of the Bankruptcy Code on account of a substantial contribution to the case or on a pro-

vision of the Third Amended Joint Plan or the Rate Agreement, including specifically:

- i. the following professionals employed by [debtor's name]: [names] (for both its financial advisory services and its merger and acquisition services); by the Creditors Committee: [names]; and by the Equity Committee: [names];
- ii. [creditors' names];
- iii. the State of New Hampshire; are hereby defined as "reorganization professionals" for present purposes.

### **Nonreorganization and Nonstate Professionals**

3. All nonreorganization professionals and all nonstate professionals who intend to seek payment by the estate of final compensation shall file a motion for allowance of final compensation, or, if appropriate, a request for payment of final compensation as an administrative expense, for all services rendered or costs or expenses incurred through April 30, 1990, on or before Friday, June 22, 1990, in the form and manner required by the Bankruptcy Rules.

4. All motions or requests filed under paragraph 3 of this order shall be served on the Full List, except that copies of billing detail attached to the motion or request need be served only on the United States Trustee, [debtor's name], counsel for [acquiring company's name], counsel for the Creditors Committee, and counsel for the Equity Committee and made available upon request to all other parties.

### **Nonreorganization Professionals**

5. Any response, objection, or opposition to a request under paragraph 3 of this Order by a nonreorganization professional for final compensation shall be filed with this Court and served on the Short List and on the party requesting the compensation or reimbursement on or before Tuesday, July 31, 1990. Any reply by the requesting party shall be filed with this Court and served on the Short List and on the objecting party on or before Tuesday, August 21, 1990.

6. A hearing shall be held at 9:30 a.m. on Friday, August 24, 1990. At that time, this Court will hear any requests filed under paragraph 2 of this Order by a nonreorganization professional to which no objection is made or as to which the objection does not involve a substantial question of law or fact and will fix a hearing schedule for any such objection that does involve a substantial question of law or fact.

7. The orders of this Court regarding interim compensation procedures shall no longer apply to nonreorganization professionals for any services rendered or costs incurred after April 30, 1990. Any nonreorganization professional employed at the expense of the estate (other than the Examiner, his counsel, or his financial analyst) who renders services or incurs costs or expenses after April 30, 1990, may request payment from [debtor's name] in the ordinary course of business, without either prior or subsequent application to or approval of this Court, but payment for any such services rendered or costs or expenses incurred before the Effective Date of the Plan is subject to the continuing jurisdiction of this Court and may be reviewed, either before or after payment, upon an appropriate noticed motion.

### **Nonestate Professionals**

8. Any response, objection, or opposition to a request under paragraph 3 of this Order by a nonestate professional for final compensation shall be filed with this Court and served on the Short List and on the party requesting the compensation or reimbursement on or before Friday, August 17, 1990. This Court will hear and consider at 9:30 a.m., on Friday, August 24, 1990, any request to which no objection has been made and will determine a date in late September, calendar permitting, for a hearing on any request to which an objection has been made. Any reply by the requesting party need not be filed immediately but shall be filed with this Court and served on the Short List and on the objecting party at least 10 days before the date set after the August 24th hearing for the hearing on the objection.

9. Any indenture trustee who renders services or incurs costs or expenses (including attorneys' fees) after April 30, 1990, may bill [debtor] and [debtor] may pay any such bill, in the ordinary course of business, without either prior or subsequent application to or approval by this Court, but payment for any such services rendered or costs or expenses incurred before the Effective Date of the Plan remains subject to the continuing jurisdiction of this Court and may be reviewed, either before or after payment, upon an appropriate noticed motion.

### **Reorganization Professionals**

10. On or before June 22, 1990, reorganization professionals shall give [acquiring company]'s counsel in writing a nonbinding estimate, for [acquiring company]'s use for cash planning purposes, of any final compensation in addition to payments already received that the professional intends to seek for services rendered or costs or expenses incurred through April 30, 1990. Copies of the estimate shall be sent to [debtor] (c/o [name], Assistant Treasurer) and to counsel for the Creditors Committee and the Equity Committee but shall not be filed with the Court.

11. This Court will hear and consider at 9:30 a.m., on Friday, August 24, 1990, the question of an appropriate time for the filing and hearing of motions for final compensation of reorganization professionals in light of when the Effective Date of the Plan is then expected to occur.

12. Pending the filing of motions for final compensation for reorganization professionals, all orders of this Court regarding interim compensation shall continue to apply to reorganization professionals, as defined in this Order.

DONE and ORDERED at Manchester, New Hampshire this 1<sup>st</sup> day of June, 1990.

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BANKRUPTCY JUDGE

Debtor to serve Full List