

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

In re:	) Chapter 11
	)
BEACON POWER CORPORATION, et. al., <sup>1</sup>	) Case No. 11-13450 (KJC)
	)
Debtors	) Jointly Administered
	)
	) <b>Objection Deadline: February 20, 2012 at 4:00 p.m.</b>
	) <b>Hearing Date: Only if objections filed</b>
	)

**FIRST MONTHLY APPLICATION OF BROWN RUDNICK LLP  
AS COUNSEL FOR THE DEBTORS, FOR  
ALLOWANCE OF COMPENSATION AND FOR  
REIMBURSEMENT OF EXPENSES INCURRED  
(FOR THE PERIOD OCTOBER 30, 2011 THROUGH NOVEMBER 30, 2011)**

Name of Applicant:	Brown Rudnick LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	October 30, 2011
Period for which compensation and reimbursement is sought:	October 30, 2011 through November 30, 2011
Amount of compensation sought as actual, reasonable, and necessary <sup>2</sup> :	\$911,713.00
Amount of reimbursement sought as actual, reasonable and necessary	\$15,560.80
This is a <u>  x  </u> monthly <u>  </u> interim <u>  </u> final application	

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Beacon Power Corporation (2365); Stephentown Holding LLC (4923); and Stephentown Regulation Services LLC (5016). The Debtors' headquarters is located at 65 Middlesex Road, Tyngsboro, MA 01879.

<sup>2</sup> In accordance with the Order Authorizing Employment and Retention of Brown Rudnick LLP as Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 168], entered by this Court on December 22, 2011, Brown Rudnick shall defer payment on account of any fees incurred in connection with services rendered until such time as the Debtors receive the sale proceeds or other value realized from all assets of the Debtors. Brown Rudnick's deferral of payment relates only to compensation for services and does not relate to reimbursement of actual and necessary expenses incurred during the Application Period.

**TIME AND COMPENSATION BREAKDOWN**

<b>Name of Professional Person</b>	<b>Position / Experience</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Louise Verrill**	Partner / Graduated in 1997; Admitted to Law Society as Solicitor in England in 1997	\$1,050.00	.40	\$420.00
William R. Baldiga*	Partner / Graduated in 1983; Admitted to Massachusetts Bar in 1983	\$980.00	144.50	\$139,847.25
Steven B. Levine**	Partner / Graduated in 1981; Admitted to Massachusetts Bar in 1981; Admitted to New York Bar in 2003	\$960.00	.50	\$480.00
Philip J. Flink	Partner / Graduated in 1981; Admitted to Massachusetts Bar in 1981	\$930.00	2.80	\$2,604.00
Patrick M. Cox	Partner / Graduated in 1996; Admitted to New York Bar in 1997	\$825.00	6.60	\$5,445.00
Samuel P. Williams	Partner / Graduated in 1992; Admitted to Massachusetts Bar in 1992	\$820.00	3.00	\$2,460.00
Paul F. Enzinna*	Partner / Graduated in 1987; Admitted to DC Bar in 1989	\$780.00	65.50	\$50,505.00

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<b>Name of Professional Person</b>	<b>Position / Experience</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Edward J. Naughton	Partner / Graduated in 1993; Admitted to Maryland Bar in 1993; Admitted to DC and Massachusetts Bar in 1995	\$765.00	9.50	\$7,267.50
Mary D. Bucci	Partner / Graduated in 1999; Admitted to Massachusetts Bar in 1999	\$745.00	8.90	\$6,630.50
James L. Hauser	Partner / Graduated in 1994; Admitted to Massachusetts Bar in 1994	\$805.00	5.00	\$4,025.00
James E. Bedar	Partner / Graduated in 1998; Admitted to Massachusetts Bar in 1998	\$735.00	100.00	\$73,500.00
Sunni P. Beville*	Partner / Graduated in 2001; Admitted to Massachusetts Bar in 2002	\$725.00	226.00	\$157,868.75
Robert J. Tosti*	Partner / Graduated in 1995; Admitted to Massachusetts Bar in 1995	\$655.00	47.90	\$30,719.50
Vincent J. Guglielmotti	Associate / Graduated in 2005; Admitted to New Jersey Bar in 2005; Admitted to New York Bar in 2006	\$630.00	23.60	\$14,868.00

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<b>Name of Professional Person</b>	<b>Position / Experience</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Andrew O. Kaplan*	Partner / Graduated in 1987; Admitted to New Jersey Bar in 1987; Admitted to Massachusetts Bar in 1992; Admitted to New York Bar in 2010	\$625.00	169.50	\$103,437.50
Danielle M. Bennett	Associate / Graduated in 2002; Admitted to Massachusetts Bar in 2003; Admitted to New Jersey Bar in 2006; Admitted to New York Bar in 2009	\$620.00	23.10	\$14,322.00
Nicole M. Bouchard	Associate / Graduated in 2007; Admitted to New York Bar in 2009	\$575.00	1.00	\$575.00
Lauren E. Curry**	Associate / Graduated in 2007; Admitted to New York Bar in 2008; Admitted to DC Bar in 2010	\$560.00	.30	\$168.00
Nicolas M. Dunn	Associate / Graduated in 2008; Admitted to Massachusetts Bar in 2008	\$530.00	90.10	\$47,753.00
Michael D. Maloney	Counsel / Graduated in 1988; Admitted to Maryland and DC Bar in 1988	\$525.00	18.30	\$9,607.50

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<b>Name of Professional Person</b>	<b>Position / Experience</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Howard A. Wolf-Rodda	Counsel / Graduated in 1993; Admitted to Maryland Bar in 1994; Admitted to DC Bar in 1996	\$525.00	9.50	\$4,987.50
James P. Bair	Associate / Graduated in 2009; Admitted to Massachusetts Bar in 2009	\$475.00	100.20	\$47,595.00
R. Benjamin Chapman	Associate / Graduated in 2009; Admitted to Massachusetts Bar in 2009	\$475.00	97.80	\$46,455.00
Rachel E. Rosen	Associate / Graduated in 2009; Admitted to Massachusetts Bar in 2009	\$475.00	31.30	\$14,867.50
Shivani Poddar	Associate / Graduated in 2010; Admitted to New York Bar in 2011	\$450.00	16.70	\$7,515.00
Jamila J. Willis	Associate / Graduated in 2009; Admitted to Connecticut Bar in 2010	\$450.00	28.40	\$12,780.00
Kaylan E. Sliney	Associate / Graduated in 2009; Admitted to Massachusetts Bar in 2010	\$425.00	23.90	\$10,157.50
Evan N. Turgeon	Associate / Graduated in 2009; Admitted to Massachusetts Bar	\$425.00	48.80	\$20,740.00

**TIME AND COMPENSATION BREAKDOWN**

<b>Name of Professional Person</b>	<b>Position / Experience</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
	in 2009			
Jeffrey L. Vigliotti	Associate / Graduated in 2009; Admitted to Massachusetts Bar in 2009	\$425.00	43.40	\$18,445.00
Laurent Thibeault**	Solicitor of England and Wales; Graduated in 2007	\$395.00	.50	\$197.50
Elizabeth A. Montoni	eDiscovery Project Manager; Joined Brown Rudnick in 2011	\$370.00	36.20	\$13,394.00
Rhiannon A. Campbell	Associate / Graduated in 2011; Admitted to Massachusetts Bar in 2011	\$325.00	2.70	\$877.50
Catherine S. Feldman**	Associate / Graduated in 2011; Admitted to Massachusetts Bar in 2011	\$325.00	.20	\$65.00
Helen L. Sterling	Associate / Graduated in 2011; Admitted to Massachusetts Bar in 2011	\$325.00	52.20	\$16,965.00
Kiersten A. Taylor	Associate / Graduated in 2011; Admitted to Massachusetts Bar in 2011	\$325.00	21.00	\$6,825.00
Amy I. Tierney**	Staff Attorney; Graduated in 1999; Admitted to New Jersey Bar in 2000; admitted to New York Bar in	\$300.00	.60	\$180.00

**TIME AND COMPENSATION BREAKDOWN**

<b>Name of Professional Person</b>	<b>Position / Experience</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
	2001; admitted to Massachusetts Bar in 2010			
Carol S. Ennis	Paralegal for over 28 years; Joined Brown Rudnick in 1998	\$295.00	53.50	\$15,782.50
Susan G. Oldham	Paralegal for over 22 years; Joined Brown Rudnick in 1988	\$295.00	5.20	\$1,534.00
Chris Simmons	Paralegal for over 27 years; Joined Brown Rudnick in 2010	\$295.00	4.60	\$1,357.00
Helen Vlachos**	Research Assistant; Joined Brown Rudnick in 1989	\$280.00	.10	\$28.00
<b>TOTAL</b>			<b>1,523.30</b>	<b>\$913,251.50</b>
Reduction for timekeepers billing less than 1 hour during Application Period			<b>(2.60)</b>	<b>(\$1,538.50)</b>
			<b>1,520.70</b>	<b>\$911,713.00</b>

Grand Total: \$911,713.00  
Blended Rate: \$599.53

\* The total compensation is reduced by an amount equal to 50% of the time charges for the time attributable to travel time during which substantive work was not performed on this case.

\*\* The total compensation is reduced to exclude any timekeepers billing less than 1 hour during the Application Period.

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

In re:	)	Chapter 11
BEACON POWER CORPORATION, et. al. <sup>1</sup>	)	Case No. 11-13450 (KJC)
Debtors.	)	Jointly Administered
	)	Objection Deadline: February 20, 2012 at 4:00 p.m
	)	Hearing Date: Only if objections filed

**FIRST MONTHLY APPLICATION OF BROWN RUDNICK LLP,  
AS CO-COUNSEL FOR THE DEBTORS,  
FOR ALLOWANCE OF COMPENSATION AND FOR  
REIMBURSEMENT OF EXPENSES INCURRED  
(FOR THE PERIOD OCTOBER 30, 2011 THROUGH NOVEMBER 30, 2011)**

The law firm of Brown Rudnick LLP ("Brown Rudnick"), co-counsel to the Debtors, pursuant to 11 U.S.C. §330 and 331, Bankruptcy Rule 2016 and that certain Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Official Committee Members approved by this Court on November 18, 2011, hereby files this First Monthly Application for Allowance of Compensation and Reimbursement of Expenses (the "Fee Application") seeking allowance of Brown Rudnick's attorneys' fees in the amount of \$911,713.00 and reimbursement of expenses in the amount of \$15,560.80 for the period of October 30, 2011 through November 30, 2011 (the "Application Period"), as set forth more particularly herein. In support of this Fee Application, Brown Rudnick states as follows:

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Beacon Power Corporation (2365); Stephentown Holding LLC (4923); and Stephentown Regulation Services LLC (5016). The Debtors' headquarters is located at 65 Middlesex Road, Tyngsboro, MA 01879.



1. On October 30, 2011 (the "Petition Date"), the Debtors filed original voluntary petitions under Chapter 11 of the United States Bankruptcy Code (the "Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").

2. On the Petition Date, Brown Rudnick filed its retention application with the Court [Docket No. 9] (the "Retention Application"). The Retention Application sought the Court's approval of Brown Rudnick as co-counsel to the Debtors in these cases (as more particularly described in the Retention Application) nunc pro tunc to the Petition Date.

3. On December 1, 2011 the Debtors filed the Modified Application of the Debtors for an Order Authorizing the Employment and Retention of Brown Rudnick LLP as Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 104] (the "Modified Retention Application"),<sup>2</sup> as approved by this Court on December 22, 2011 (the "Retention Order"). The Modified Retention Application provides that Brown Rudnick shall defer payment on account of any fees incurred in connection with services rendered until such time as the Debtors receive the sale proceeds or other value realized from all assets of the Debtors, as more fully described therein. The Modified Retention Application provides for Brown Rudnick to file monthly and interim fee applications, including its contemporaneous time records, however it shall seek the Court's authorization to pay only its actual and necessary expenses until such time as any of the Beacon Assets are sold, at which time it shall submit its application to the Court seeking payment of the Contingent Fees in connection with services rendered.

4. By order dated November 18, 2011 (the "Interim Fee Order"), the Court established a procedure for interim compensation and reimbursement of expenses for all

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<sup>2</sup> All terms not defined herein shall have the meanings ascribed to them in the Modified Retention Application.

professionals in these cases. In particular, the Court authorized the submission to certain interested parties on negative notice, of monthly fee applications by professionals employed under sections 327, 328 or 1103 of the Bankruptcy Code (which includes professionals employed by the Debtors) and a procedure by which, in the absence of any objection to the monthly fee application within twenty (20) days of the submission thereof, the Debtors would be authorized to pay 80% of the fees requested and 100% of the disbursements requested. Pursuant to the Interim Fee Order, as modified by the Modified Retention Order, Brown Rudnick submits this fee application for the period October 30, 2011 through November 30, 2011. This is Brown Rudnick's first monthly fee application (the "First Monthly Fee Application").

5. Brown Rudnick submits the First Monthly Fee Application (i) for provisional allowance (but not payment) of reasonable compensation for actual, reasonable and necessary professional services by it as co-counsel for the Debtors in these cases for the period from October 30, 2011 through November 30, 2011, and (ii) for reimbursement of actual, reasonable and necessary expenses incurred in representing the Debtors during that same period. This application is made pursuant to the provisions of sections 327, 330 and 329 of the Bankruptcy Code, Federal Rule of Bankruptcy Procedure 2016, the Interim Fee Order and the Retention Order.

6. Professional services and expenses for which compensation and reimbursement are sought were rendered and expended on behalf of the Debtors pursuant to Chapter 11 of the Bankruptcy Code. Brown Rudnick believes it is appropriate that it be compensated for the time spent and be reimbursed for the expenses incurred in connection with these matters.

7. During the Application Period, Brown Rudnick rendered legal services to the Debtors having a value of \$911,713.00 calculated at Brown Rudnick's usual and customary hourly rates, as more specifically set forth herein. In addition, Brown Rudnick incurred expenses in the amount of \$15,560.80. Thus, the total amount of fees and expenses for which Brown Rudnick seeks approval is \$927,273.80.

8. As set forth in the Retention Application, the Debtors retained Brown Rudnick to represent the Debtors as their co-counsel in connection with the filing of their chapter 11 petitions and the prosecution of these chapter 11 cases. Prior to the Petition Date, the Debtors engaged Brown Rudnick to provide advice in connection with a potential restructuring and related matters, and later as to the preparation for filing these chapter 11 cases. Accordingly, Brown Rudnick has developed significant experience and expertise regarding the Debtors which will allow the effective and efficient provision of legal services in these chapter 11 cases.

9. The following summary highlights the major areas in which Brown Rudnick rendered services during the Application Period. The full breadth of Brown Rudnick's services for the Application Period are reflected in the annexed time records.

a. Case Administration Issues. The time entries attributable to Case Administration Issues include the review of pleadings, case organization, task assignments and miscellaneous other matters for which a specific subject matter area was not deemed necessary. Initially, time was spent dealing with public relations issues, staffing and organizational matters that required immediate attention in connection with the filing of first day motions and formulating the Debtors' strategies and coordinating with the Debtors regarding documentation and other requirements.

b. Brown Rudnick Retention. During the Application Period, Brown Rudnick finalized and coordinated the filing of its retention documents. In response to the U.S. Trustee's request, Brown Rudnick provided additional information concerning the payment history in connection with prepetition Brown Rudnick invoices. In addition, Brown Rudnick coordinated the filing of certain *pro hac vice* motions in connection with its representation. During the Application Period, Brown Rudnick also prepared a modified retention application with respect to fee deferral provisions negotiated with the Debtors and the U.S. Department of Energy, as the Debtors' secured creditor (the "DOE").

c. Other Professional Retentions. During the Application Period, Brown Rudnick assisted in the negotiation, preparation and drafting of the Debtors' professionals' various retention applications, affidavits and engagement letters including the applications for CRG Partners Group LLC ("CRG"), Miller Wachman, LLP, Epiq Bankruptcy Solutions, LLC and Pluritas, LLC ("Pluritas"). Brown Rudnick also drafted the ordinary course professional application and worked with the Debtors to compile the requisite professionals to be retained thereunder. During the Application Period, Brown Rudnick also prepared a modified retention application with respect to fee deferral provisions negotiated with the Debtors and the DOE in connection with the CRG retention application.

d. Other Professional Fees. At the outset of the cases, Brown Rudnick finalized the professional fee procedures motion and coordinated its filing.

e. Plan and Disclosure Statement Issues. During the Application Period, Brown Rudnick began to analyze potential exit strategies and plan issues.

f. Cash Collateral Issues. During the Application Period, Brown Rudnick finalized and filed the Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 361, 362 and 363 and Federal Rule of Bankruptcy Procedure 4001 for Entry of Interim and Final Orders (i) Authorizing Debtors' Use of Cash Collateral; (ii) Granting Adequate Protection; (iii) Granting Related Relief; and (iv) Scheduling a Final Hearing on the Motion (the "Cash Collateral Motion"). Brown Rudnick analyzed various issues relating to a debtor's ability to use cash collateral under section 363 of the Bankruptcy Code and drafted and filed the Debtors' Reply to the Objection to the Cash Collateral Motion filed by the DOE. Brown Rudnick also prepared for a contested evidentiary hearing relating to the Cash Collateral Motion, including as to the assessment of the value of adequate protection liens and the preparation of witnesses for the hearing.

Prior to the hearing, Brown Rudnick engaged in extensive negotiations with the DOE and drafted and filed a consensual cash collateral order. After the hearing, Brown Rudnick continued discussions with the DOE regarding possible modifications to the cash collateral order, including as to drafting a modified form of cash collateral order.

Brown Rudnick also coordinated with CRG to prepare a budget for the Cash Collateral Motion and the final cash collateral order. In addition, Brown Rudnick coordinated with the Debtors to ensure expenditures complied with the Budget and to ensure compliance with reporting obligations under the cash collateral order.

g. Lender Issues. During the Application Period, Brown Rudnick engaged in numerous discussions with prospective debtor-in-possession lenders and investors, negotiated nondisclosure agreements with such prospective lenders and investors and,

coordinated with the Debtors and CRG to provide information and documentation in connection therewith.

h. Executory Contracts. During the Application Period, Brown Rudnick analyzed the Debtors' ability to assume and assign certain executory contracts and prepared materials concerning the Debtors' rights with respect to various third party contracts.

i. Other Motion Practice. During the Application Period, Brown Rudnick finalized and filed various typical first day pleadings and prepared for the hearing on the "first day" motions. Brown Rudnick also addressed inquiries or issues that arose in connection with certain of the motions, including the resolution of cash management and bank account related issues, vacation accrual issues in connection with the wage motion and adequate protection issues in connection with the utilities motion. Brown Rudnick also drafted the key employee incentive plan and coordinated with the Debtors in connection with obtaining the required corporate approval for the key employee incentive plan.

j. Non-Working Travel. Brown Rudnick has discounted the total travel time expended during which no work was performed by fifty percent (50%).

k. Creditor and Claim Matters. During the Application Period, Brown Rudnick responded to numerous telephone and other inquiries made by various creditors requesting status and other information.

In addition, during the Application Period, Brown Rudnick modified the top 20 list of creditors and coordinated the filing of same. Brown Rudnick also assisted the

Debtors in preparation for the creditor committee formation meeting and the 341 creditors' meeting.

Brown Rudnick also analyzed various claim issues including indemnification claims relating to the government investigation and treatment of certain wage and severance claims. In addition, Brown Rudnick analyzed a reclamation demand by a creditor and negotiated a resolution thereto.

Brown Rudnick also worked with the Debtors to commence the preparation of the Debtors' schedules and statement of financial affairs.

l. Tax Issues. During the Application Period, Brown Rudnick drafted and finalized the Debtors' Motion Pursuant to 11 U.S.C. §§105, 362 and 541 for Order Approving *Nunc Pro Tunc* to the Motion Date Restrictions on Certain Transfers of Equity Securities of the Debtors and Establishing Notice and Hearing Procedures Relating Thereto (the "Equity Trading Motion"). In addition to the Equity Trading Motion, Brown Rudnick finalized the corresponding orders and notices in connection therewith.

m. Securities. During the Application Period, Brown Rudnick advised and assisted the Debtors in drafting and filing with the SEC various current reports on Form 8-K, including with respect to the Chapter 11 filing and its effects on certain contracts, de-listing from Nasdaq, a director resignation, and press releases/public statements by the Debtors regarding court filings and other case updates.

Brown Rudnick also assisted the Debtors in preparing a notice of late filing regarding the Debtors' Quarterly Report on Form 10-Q, including with respect to the impact of impairment analysis to be included in the 10-Q, and then provided significant guidance, advice and support in preparing and filing said Form 10-Q in a timely manner (as extended)

so as to meet SEC deadlines, including with respect to the impact of the chapter 11 process and the recent impairment analysis and with respect to risk factors and MD&A regarding the same.

In addition, Brown Rudnick advised the Debtors regarding the options available regarding continued existence as a "public" company, vis a vis SEC reporting and listing on an exchange or on an over-the-counter market, and securities, disclosure and market issues in connection therewith, in order to maximize potential options available to it upon exit from the chapter 11 process.

Brown Rudnick also advised the Debtors' management and board of directors regarding various securities, disclosure, Nasdaq de-listing, over-the-counter listing and corporate governance matters, including responses to public shareholders and issues regarding employee lay-offs.

n. Regulatory Matters. During the Application Period, Brown Rudnick established a strategy to notify federal and state public regulatory agencies concerning the Debtors' voluntary application for bankruptcy so as not to delay implementation of pending orders pertaining to market access for energy storage facilities or to the mechanism that grids use to determine payments for Frequency Regulation Service providers by energy storage facilities.

Brown Rudnick also met with state leaders to ensure that loans and grants previously awarded to the Debtors' would remain accessible post bankruptcy. Brown Rudnick conducted research on a number of issues raised during the process of selling the Debtors' assets pertaining to the sale or lease assets and/or the assignment to potential investors of grants, licenses and utility tariffs.



Brown Rudnick analyzed various "pay for performance mechanisms" that could be proposed to grid operators as a means of complying with Federal Energy Regulatory Commission ("FERC") Order No. 755 sooner than the FERC-mandated compliance filing date. Brown Rudnick also responded to a number of motions that were submitted to the FERC to delay the implementation of Order No. 755 (which establishes the mechanism to pay entities, such as the Debtors' assets, for Frequency Regulation Service). The Debtors' response to FERC was successful and the compensation process remains on track.

o. Shareholder Issues. During the Application Period, Brown Rudnick responded to shareholder inquiries and coordinated the noticing of shareholders.

p. IP Issues. During the Application Period, Brown Rudnick worked with CRG and Pluritas to organize and value the Debtors' patent portfolio and also to establish a monetization plan for certain members of the Debtors' patent portfolio. Brown Rudnick also managed certain members of the Debtors' patent portfolio to maintain and keep them in force.

q. House Investigation. During the Application Period, the Debtors received a letter request for documents from the United States House of Representatives Committee on Energy and Commerce (the "Committee"), in connection with the Committee's inquiry into loan guaranties awarded to companies under Section 1705 of the Energy Policy Act of 2005, as authorized by the American Recovery and Reinvestment Act. The Debtors received approximately \$43 million in loan guaranties under Section 1705. Responding to the letter request has required that Brown Rudnick (a) engage in discussions and negotiations with Committee staff concerning the timing and scope of the Debtors' response, (b) obtain and review documents from the Debtors to determine

responsiveness to the request; and (c) review responsive documents in order to protect applicable privilege. Documents were initially produced to the Committee on November 22, 2011, and the Debtors continue to make documents available for production.

r. Asset Sale Issues. During the Application Period, Brown Rudnick analyzed Third Circuit requirements relating to section 363 sales and in accordance therewith, finalized and filed the Debtors' Motion for Entry of an Order: (i) Approving Bidding Procedures in Connection with the Proposed Sale(s) of Certain or Substantially All of the Debtors' Assets; (ii) Establishing Certain Related Deadlines; and (iii) Granting Related Relief (the "Bidding Procedures Motion"). Brown Rudnick engaged in extensive negotiations with counsel for the DOE regarding the Bidding Procedures Motion, including as to the DOE's right to credit bid, and drafted modified bidding procedures in connection therewith.

In connection with the sale process, Brown Rudnick negotiated nondisclosure agreements with numerous potential bidders and coordinated the provision of information and documents to such prospective bidders.

In addition, Brown Rudnick prepared and filed the Debtors' Motion to Authorize Procedures for the Sale of *De Minimis* Assets Free and Clear of Liens, Claims and Encumbrances Without Further Court Approval.

10. Attached hereto as Exhibit A is a summary of the value of the services rendered by Brown Rudnick during the Application Period.

11. Attached hereto as Exhibit B are the detailed time entries indicating the daily work performed by each professional with respect to whom compensation is sought.

12. In rendering the legal services described in Exhibit B, Brown Rudnick incurred expenses in the amount of \$15,560.80. These expenses are set forth in detail and are itemized in Exhibit C.

13. Brown Rudnick has not previously applied for payment of any fees or reimbursement of any expense during the Debtors' Chapter 11 case.

14. No agreement or understanding exists between Brown Rudnick and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

15. The undersigned has reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and believes that this application complies with that Rule.

WHEREFORE, Brown Rudnick LLP respectfully requests that this Court awarding:

1. Brown Rudnick \$911,713.00 in fees and \$15,560.80 for reimbursement of expenses, in connection with its representation of the Debtors for the period October 30, 2011 through and including November 30, 2011 and authorizing payment of the expenses; and
2. Grant such other and further relief as is just and appropriate in all of the circumstances.

Dated: February 1, 2012  
Wilmington, Delaware

**BROWN RUDNICK LLP**

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- and -

**POTTER ANDERSON & CORROON LLP**

/s/ Jeremy W. Ryan

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