

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

In re	:	Chapter 11
	:	Case No. 09-_____ (_____)
Isolagen, Inc., <i>et al.</i> , ¹	:	
	:	Joint Administration Pending
Debtors.	:	
	:	

**DECLARATION OF CAVAS S. PAVRI IN SUPPORT OF APPLICATION DEBTORS
PURSUANT TO BANKRUPTCY CODE SECTIONS 327(e) FOR AUTHORITY TO
EMPLOY AND RETAIN COZEN O'CONNOR AS SPECIAL CORPORATE
COUNSEL TO THE DEBTORS, NUNC PRO TUNC TO THE PETITION DATE**

I, Cavas S. Pavri, Esquire, of full age, being duly sworn according to law, hereby declare as follows:

1. I am a member of Cozen O'Connor ("Cozen"), which maintains offices for the practice of law at 1900 Market Street, Philadelphia, PA 19103. I am an attorney at law, duly admitted and in good standing to practice in the Commonwealth of Pennsylvania.

2. I submit this declaration (the "Declaration") in connection with and in support of the Application of the Debtors, Pursuant to Bankruptcy Code Sections 327(e) for Authority to Employ and Retain Cozen O'Connor as Special Corporate Counsel to the Debtors, *Nunc Pro Tunc* to the Petition Date (the "Application"), filed by the Debtors,² in which the Debtors seek to retain Cozen as their special corporate counsel in the above-captioned chapter 11 cases pursuant to section 327(e) of title 11 of the United States Code (the "Bankruptcy Code").

3. Cozen has represented the Debtors prior to the Petition Date in connection with numerous areas and attendant legal issues, including, but not limited to, (i) general corporate; (ii) securities matters, including SEC filings; (iii) copyright and trademark; (iv) labor, employment

¹ The Debtors are Isolagen, Inc., tax identification number **-***6974, and Isolagen Technologies, Inc., tax identification number **-***6974.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

and employee benefits; (v) general litigation; (vi) licensing, insurance and vendor issues; (vii) negotiation of credit agreements; (viii) statutory compliance counseling; and (ix) the Debtors' prepetition efforts to avoid a chapter 11 filing.

4. The attorneys at Cozen are intimately familiar with the Debtors' business operations and are best suited to continue providing these various services to the Debtors. Accordingly, the retention of Cozen as special counsel will contribute greatly to the efficient administration of the Debtors' estates and the realization of the Debtors' objective of maximizing the value of the bankruptcy estates and emerging as a viable enterprise.

5. Cozen does not hold any interest adverse to the Debtors or the estates with respect to any matter on which Cozen is to be employed and accordingly, is qualified to serve as special counsel under Section 327(e) of the Bankruptcy Code. However, in the interest of full disclosure, Cozen hereby discloses that one of its members, Ralph De Martino, served as a member of the Board of Directors of Isolagen, Inc. from December 2002 to June 2008.

6. Cozen will work closely with Ciardi, as proposed counsel to the Debtors, to ensure that the tasks discretely related to the bankruptcy process are appropriately handled by Ciardi. It is axiomatic for a company in Chapter 11 that the color of bankruptcy permeates all aspects of its business. Where the lines between bankruptcy processes and operational issues necessarily blur, Cozen and Ciardi will endeavor to accomplish the objectives of the Debtors, as debtors in possession, in compliance with the Bankruptcy Code by working efficiently, avoiding duplication of effort, and conducting themselves in the best interests of the estates.

7. Cozen intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of service charges, expenses and disbursements incurred by Cozen in connection with this case in accordance with applicable

provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of this Court (the "Local Rules") and any Order of the Court.

8. Cozen will charge its regular hourly rates for services performed in this case. Currently, Cozen's regularly hourly rates range from \$230 to \$615 for attorneys and \$165 to \$210 for paraprofessionals. The principal attorneys presently designated to represent the Debtors and their current standard hourly rates are:

- a. Cavas S. Pavri \$420.00 per hour
- b. Mark Dugan \$230.00 per hour
- c. Marilyn Adelman (Paralegal) \$210.00 per hour

Other attorneys and paraprofessionals may from time to time serve the Debtors in connection with the matters herein described.

9. The hourly rates set forth above are Cozen's current regular hourly rates for work of this nature and are normally subject to periodic adjustments to reflect economic and other conditions which adjustments usually take place annually. These rates are set at a level designed to fairly compensate Cozen for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Such hourly rates do not include charges for non-legal personnel, including word processing, clerical, proofreading and secretarial staff. It is Cozen's policy to charge its clients for all other services provided and for disbursements and expenses incurred in relation thereto. These disbursements and expenses include, among other things, charges for telephone and facsimile usage, photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees and fees related to trials and hearings. Cozen will charge for these expenses in a manner and at rates consistent with charges made generally to its

other clients. Cozen believes it is more equitable to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

10. No promises have been rendered by or to Cozen as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code. Cozen has no agreement with any other person (other than customary arrangement among the partners of Cozen) for the sharing of compensation to be received by Cozen in connection with services rendered in this case.

11. Cozen has made no previous application for the relief sought herein to this or any other Court.

12. Cozen reserves the right to supplement this Declaration should it discover further pertinent relationships that require disclosure in this case.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated JUNE 15, 2009



Cavas S. Pavri, Esquire