

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

CONSTAR INTERNATIONAL INC., et al.,¹

Debtors.

Chapter 11

Case No. 08-13432 (PJW)

Jointly Administered

Objection Deadline: July 20, 2009 at 4:00 p.m.

Hearing Date: July 27, 2009 at 11:30 a.m.

**FIRST INTERIM AND FINAL INTERIM FEE APPLICATION OF
WILMER CUTLER PICKERING HALE AND DORR LLP FOR
COMPENSATION OF SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE DEBTORS IN POSSESSION FOR THE
PERIOD FROM DECEMBER 30, 2008 THROUGH MAY 29, 2009**

Name of Applicant: Wilmer Cutler Pickering Hale and Dorr LLP

Authorized to Provide Services to: Debtors and Debtors in Possession

Date of Retention: Order entered January 20, 2009 [Docket No. 112]
munc pro tunc to December 30, 2008

Period for which compensation
And reimbursement is sought: December 30, 2008 through May 29, 2009

Amount of compensation sought
as actual, reasonable and necessary: **\$1,533,425.50²**

Amount of expense reimbursement sought
as actual, reasonable and necessary: **\$29,948.39**

This is an: interim final application.

¹ The Debtors and, where applicable, the last four digits of their respective tax identification numbers are: Constar International Inc. (XX-XXX9304), BFF, Inc. (XX-XXX1229), DT, Inc. (XX-XXX7693), Constar, Inc. (XX-XXX0950), Constar Foreign Holdings, Inc (XX-XXX8591) and Constar International U.K. Limited. The address of Constar International Inc., BFF, Inc., DT, Inc., Constar, Inc. and Constar Foreign Holdings, Inc. is One Crown Way, Philadelphia, Pennsylvania 19154. The address of Constar International U.K. Limited is Moor Lane Trading Estate, Sherburn in Elmet, Nr Leeds, North Yorkshire LS25 6ES, UK.

² The total amount for legal services rendered during the Application Period is \$1,549,733.50. In accordance with Local Rule 2016-2(d)(viii), WilmerHale has reduced the amount of compensable fees for the Application Period by \$16,308.00 to reflect a 50% reduction in travel time during which no work was performed.

This is WilmerHale's first and final interim fee statement in these cases.

SUMMARY OF FEE APPLICATIONS FOR APPLICATION PERIOD

Date & Docket No.	Filing Period	Requested Fees	Requested Expenses	CNO Date & Docket No.	Approved Fees	Approved Expenses	Unapproved Holdback
2/18/09 [210]	12/30/08 – 1/31/09	\$452,610.50	\$11,020.86	3/9/09 [269]	\$362,088.40	\$11,020.86	\$90,522.10
3/18/09 [318]	2/1/09 – 2/28/09	\$232,667.25	\$7,536.57	4/6/09 [357]	\$186,133.80	\$7,536.57	\$46,533.45
4/15/09 [390]	3/1/09 – 3/31/09	\$236,580.00	\$5,377.08	5/4/09 [446]	\$189,264.00	\$5,377.08	\$47,316.00
5/15/09 [465]	4/1/09 – 4/30/09	\$349,348.00	\$3,010.36	6/3/09 [490]	\$279,478.40	\$3,010.36	\$69,869.60
6/19/09 [503]	5/1/09 – 5/29/09	\$262,219.75	\$3,003.52 ³	Hearing Date TBD	Pending	Pending	Pending

³ Prior to confirmation, WilmerHale incurred an expense on behalf of the Debtors of \$236.50 for charges from a third party for UCC filing reports that was inadvertently omitted from the fee statements previously filed with the court. This amount has been included in this final fee application.

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**FIRST INTERIM AND FINAL INTERIM FEE APPLICATION OF
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OF EXPENSES AS COUNSEL TO THE DEBTORS IN POSSESSION FOR THE
PERIOD FROM DECEMBER 30, 2008 THROUGH MAY 29, 2009**

By this Application (the "Application"), pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Wilmer Cutler Pickering Hale and Dorr LLP ("WilmerHale") hereby seeks (i) interim and final approval and allowance of the full amount of the fees and expenses requested in the above-referenced monthly fee applications for the periods covering December 30, 2008 through May 29, 2009 (collectively, the "Fee Applications"), and (ii) authorization for Constar International Inc. and its affiliated debtors and debtors in possession (collectively, the "Debtors") to pay the full amounts requested in the Fee Applications, including the 20% holdback of fees as provided for in the Interim Compensation Order with a total of professional legal services rendered as counsel to the

⁴ The Debtors and, where applicable, the last four digits of their respective tax identification numbers are: Constar International Inc. (XX-XXX9304), BFF, Inc. (XX-XXX1229), DT, Inc. (XX-XXX7693), Constar, Inc. (XX-XXX0950), Constar Foreign Holdings, Inc (XX-XXX8591) and Constar International U.K. Limited. The address of Constar International Inc., BFF, Inc., DT, Inc., Constar, Inc. and Constar Foreign Holdings, Inc. is One Crown Way, Philadelphia, Pennsylvania 19154. The address of Constar

Debtors in the amount of **\$1,533.425.50**, together with reimbursement for actual and necessary expenses incurred in the amount of **\$29,948.39** for the period commencing December 30, 2008 through and including May 29, 2009 (the “Final Compensation Period”). In support of this Application, WilmerHale represents as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code.

Background

3. On December 30, 2008 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors have continued to operate their businesses and manage their properties as debtors in possession since the Petition Date.

4. No trustee or examiner has been appointed in the Debtors’ chapter 11 cases.

5. On January 20, 2009, this Court approved, *nunc pro tunc* to December 30, 2008, WilmerHale’s retention as counsel to the Debtors (the “Retention Order”) [Docket 112].

6. On May 14, 2009, this Court approved the Second Amended Joint Plan of Reorganization (the “Confirmation Order”) [Docket No. 462]. On May 29, 2009, the Confirmation order became effective (the “Effective Date”) [Docket No. 488].

International U.K. Limited is Moor Lane Trading Estate, Sherburn in Elmet, Nr Leeds, North Yorkshire

Relief Requested

7. WilmerHale submits this Application in accordance with the amended order approving procedures for interim compensation (the "Interim Compensation Order") [Docket No. 447] and the Confirmation Order. All services for which WilmerHale requests compensation were performed for, or on behalf of, the Debtors.

8. This Application is the first and final quarterly fee application filed by WilmerHale in these cases.⁵ In connection with the professional services rendered, by this Application, WilmerHale seeks compensation in the amount of **\$1,533,425.50** and expense reimbursement of **\$29,948.39**. Attached hereto as Exhibit A is a summary statement of hours spent rendering legal services to the Debtors in the amount of **\$1,533,425.50**. Attached hereto as Exhibit B is a summary of disbursements made by WilmerHale in the amount of **\$29,948.39**. In accordance with the Interim Compensation Order, WilmerHale filed the following monthly fee applications:

- a. On February 18, 2009, for the first monthly period of December 30, 2008 through January 31, 2009, in the amount of \$452,610.50 for fees and \$11,020.86 in expenses [Docket No. 210];
- b. On March 18, 2009, for the second monthly period of February 1, 2009 through February 28, 2009, in the amount of \$232,667.25 for fees and \$7,536.57 in expenses [Docket No. 318];
- c. On April 15, 2009, for the third monthly period of March 1, 2009 through March 31, 2009, in the amount of \$236,580.00 for fees and \$5,377.08 in expenses [Docket No. 390];

LS25 6ES, UK.

⁵ Each of the Fee Applications is incorporated by reference as if set forth herein.

- d. On May 15, 2009, for the fourth monthly period of April 1, 2009 through April 30, 2009, in the amount of \$349,348.00 for fees and \$3,010.36 in expenses [Docket No. 465];
- e. On June 19, 2009, for the fifth monthly period of May 1, 2009 through May 29, 2009, in the amount of \$262,219.75 for fees and \$3,003.52⁶ in expenses [Docket No. 503]; and

WilmerHale filed certificates of no objection to the above monthly fee applications on March 9, 2009 [Docket No. 269], April 6, 2009 [Docket No. 357], May 4, 2009 [Docket No. 446], and June 3, 2009 [Docket No. 490]. WilmerHale intends to file a certificate of no objection for its sixth monthly fee application on July 9, 2009, if no objections are received. By this Application, WilmerHale seeks final approval of the above monthly fee applications in the total amount of \$1,533,425.50 for fees and \$29,948.39 in expenses for the Final Compensation Period.

Summary of Services

9. Given the nature and value of the services that WilmerHale provided to the Debtors as described herein, the amounts sought under this Application are fair and reasonable under section 330 of the Bankruptcy Code.

10. WilmerHale has received no payment and no promises for payment from any source for services rendered in connection with these cases other than those in accordance with the Bankruptcy Rules. There is no agreement or understanding between WilmerHale and any other person (other than members of WilmerHale) for the sharing of compensation to be received for the services rendered in these cases.

⁶ This includes the expense of \$236.50 described in note three *supra*.

Summary of Services Rendered

11. As primary counsel to the Debtors, WilmerHale worked diligently to efficiently manage the reorganization of Debtors' companies, including the restructuring of close to \$400 million in pre-petition indebtedness. WilmerHale coordinated many aspects of the pre-arranged reorganization such that the entire case was completed in approximately five months. Debtors' cases went through the reorganization process smoothly and equitably, without any contested issues litigated in the court and where claims were unimpaired.

12. In general, the services that WilmerHale rendered as counsel to the Debtors included, without limitation, the following:

- a. provided legal advice with respect to the Debtors' powers and duties as debtors in possession in the continued operation of their business and management of their properties;
- b. prepared and pursued confirmation of a plan and approval of a disclosure statement;
- c. prepared on behalf of the Debtors necessary applications, motions, answers, orders, reports and other legal papers, including all the first-day motions;
- d. appeared in Court to protect the interests of the Debtors; and
- e. performed all other legal services for the Debtors which were necessary and proper in these proceedings.

13. The services provided by WilmerHale during the Final Compensation Period were rendered to ensure no unnecessary duplication with local counsel to the Debtors. The attorneys and paralegals who rendered services relating to each category are identified in

the attachment and summaries of the hours and fees of each professional for the Final Compensation Period and the total compensation by project category are included in Exhibit A. Details of specific time entries can be found in the monthly fee applications previously filed with the court.

Amounts Requested

14. For the Final Compensation Period, WilmerHale seeks compensation in the total amount of **\$1,533,425.50** in connection with the professional services summarized above and detailed in Exhibit A.

15. For the Final Compensation Period, WilmerHale seeks total expense reimbursement in the amount of **\$29,948.39** as detailed in Exhibit B.

Certification and Notice

16. Pursuant to Rule 2016-2(e)(iii) of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, WilmerHale represents with regard to its charges for actual and necessary costs and expenses during the Final Compensation Period that copy, scanning and printing charges are \$.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines, printers and copy center, together with a margin for recovery of lost expenditures.

17. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amounts requested for compensation and expense reimbursement are fair and reasonable given: (a) the complexity of these cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the cost of comparable services other than in a case under the Bankruptcy Code.

18. The undersigned has reviewed the requirements of Local Rule 2016-2, and certifies that this Application and the Exhibits attached hereto comply therewith and a copy of this Application has been sent to the notice parties set forth in the Interim Compensation Order.

WHEREFORE, WilmerHale prays that approval be made to it for the Final Compensation Period in the sum of **\$1,533,425.50** for compensation for fees and the sum of **\$29,948.39** for reimbursement of expenses and respectfully requests that the Court enter the attached order and grant such further relief as is just and proper.

Dated: Wilmington, Delaware
June 25, 2009

/s/ Andrew N. Goldman
Andrew N. Goldman, Esq.
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