

1 MORGAN, LEWIS & BOCKIUS LLP
2 RICHARD W. ESTERKIN, State Bar No. 70769
3 TRICIA A. TAKAGI, State Bar No. 227687
4 300 South Grand Avenue, Twenty-Second Floor
5 Los Angeles, CA 90071-3132
6 Tel: 213.612.2500
7 Fax: 213.612.2501

8 Counsel for Official Committee of Unsecured
9 Creditors

10 UNITED STATES BANKRUPTCY COURT
11 CENTRAL DISTRICT OF CALIFORNIA

12 In re

Case No. 8:09-bk-16353-ES

13 PPA HOLDINGS, LLC, a California
14 limited liability company, et al.,

Jointly Administered with Case Nos. 8:0916355
ES; 8:09-16358; 8:09-16361 ES; 8:09-16363 ES;
8:09-16367 ES; 8:09-16369 ES; 8:09-16371 ES;
8:09-16372 ES; 8:09-16378 ES; 8:09-16380 ES;
8:09-16383 ES; 8:09-16385 ES; 8:09-16386 ES;
8:09-16388 ES; 8:09-16390 ES; 8:09-16393 ES;
8:0916395 ES; 8:09-16396 ES; 8:09-16399 ES;
8:09-16402 ES; 8:09-16404 ES

15 Debtor,

Chapter Number: 11

16 **DECLARATION OF RICHARD W.
17 ESTERKIN RE MORGAN LEWIS FEES**

18 Date: September 20, 2011
19 Time: 10:30 a.m.
20 Ctrm.: 5A

21 Affects All Debtors

22 I, Richard W. Esterkin, declare:

23
24 1. I am an attorney at law, duly admitted into practice before all courts for the State
25 of California and the United States District Court for the Central District of California. I am a
26 member of the law firm of Morgan, Lewis & Bockius LLP, which formerly acted as counsel for
27 the Official Committee of Unsecured Creditors (the "Committee") in these bankruptcy cases

1 ("Morgan Lewis"). I am one of the attorneys at Morgan Lewis who has been primarily
2 responsible for the representation of the Committee.

3 2. On December 8, 2010, Morgan Lewis filed the *Final Application for Allowance of*
4 *Fees and Reimbursement of Expenses of Morgan Lewis Y Bockius LLP as Counsel for the Official*
5 *Committee of Unsecured Creditors; Declaration of Richard W. Esterkin in Support Thereof*
6 (Docket No. 1094) herein (the "Final Fee Application"). The Final Fee Application sought,
7 among other things, an allowance of the fees due to Morgan Lewis on account of its
8 representation of the Committee for fees incurred through and including September 30, 2010.

9 3. Attached hereto as Exhibit 1 is a true and correct copy of an itemized statement of
10 the time spent by Morgan Lewis professionals in this matter on and after October 1, 2010 through
11 August 28, 2011 and an itemized statement of the expenses that Morgan Lewis incurred in this
12 matter that were posted on and after October 1, 2010 through August 10, 2011. The foregoing
13 billing records were made by employees of Morgan Lewis in the ordinary course of their duties at
14 Morgan Lewis for the purpose of accurately recording the time that they spent rendering services
15 in this matter. Records such as the attached billing records are regularly relied upon by Morgan
16 Lewis in rendering fee statements to the firm's clients who have agreed to compensate the firm
17 based upon the amount of time spent by the firm's professionals and paraprofessionals on the
18 matters being handled by the firm for such clients.

19 4. The time records attached hereto as Exhibit 1 do not include time spent after
20 August 10, 2011, which would include discussions with the Trustee's counsel regarding the
21 present settlement, reviewing and commenting upon the settlement stipulation and motion to
22 approve the proposed settlement, responding to any objection that may be filed in relation to the
23 proposed settlement and attending the September 20, 2011 hearing on the proposed settlement.

24 I declare under penalty of perjury that the foregoing is true and correct and that this
25 declaration was executed at Los Angeles, California on August 29, 2011.

26
27 

Richard W. Esterkin

EXHIBIT 1

>>Proforma Output Filename: Prf_00055000_08-30-2011_09:12:18

Page 1 (1)

Recipient Office: PHILADELPHIA
Recipient Name: ERIC L. STERN
Run Date: 08/30/11

Proforma Template Id: p4

Batch No.
Proforma No.

Requested by: US Dollars
Currency: US Dollars
PROFORMA FOR JOINT GROUP NO. 12150-00055000
Time & Disbursements Through 08/30/11

Client No.: 00055000 Resp. Atty.: Stern, Eric L. Client: Official Unsecured Creditors Committee of PP
Matter No.: 000550-0001 Atty. In Chg.: Esterkin, Richard W. Matter: PPA Holdings, LLC - Bankruptcy
Matter Practice Code: 2210 BANKRUPTCY - CORP REORGANIZATION/LIQUIDATION (DNU) Arrngmt: Hourly - Grid/Floor Rates

Proforma for Matter No. 000550-0001

Client Address: Matter Address:
Official Unsecured Creditors Committee of PPA Holding, LLC Official Unsecured Creditors Committee
c/o Randy Roach c/o Randy Roach
1430 Bonnie View Acres Road 1430 Bonnie View Acres Road
Oak Harbor, WA 98277 Oak Harbor, WA 98277

Bill template: z1
Time format: tdc5
Cost format: edis1
Billing Freq: M
Run Date: 08/30/11
Run Time: 09:12:18

CURRENT UNALLOCATED PAYMENTS:

No current unallocated payments for this matter.

CURRENT UNAPPLIED ON ACCOUNT:

No unapplied on-account invoices for this matter.

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TIME ENTRIES:

Name	Activity Date	Post Mth.	Rate	Hours	Worked Hours	Amount	Amount to Bill	Description	Sts.	Index	Tax Code
2 Asset Disposition											
Esterkin, R.W.	10/14/10	1010	645	0.20	0.20	129.00	129.00	Review 1525 Pine Ave. sale order (.1); review Ridgemoat sale order (.1)	B	52062857	0
Esterkin, R.W.	11/12/10	1110	645	0.30	0.30	193.50	193.50	Review motion to sell 2095 7th St., Riverside (.1); review motion to sell 2032/2052 Linden (.1); review motion to sell Daisy property (.1)	B	52336521	0
Subtotal for 2				0.50	0.50	322.50	322.50				
4 Case Administration											
#Preciado, H. D	10/01/10	1010	185	0.20	0.20	37.00	37.00	Emails with K. Parker and B. Fischer regarding Morgan Lewis invoices for periods ending September 15, 2010 and September 30, 2010 (.1); post said invoices to eRoom committee folder (.1).	B	51993800	0
Esterkin, R.W.	10/04/10	1010	645	0.30	0.30	193.50	193.50	Telephone call R. Klotz re tax and Cal. DRE issues	B	52014715	0
Esterkin, R.W.	10/30/10	1010	645	0.20	0.20	129.00	129.00	Review supplemental memorandum re request for reconsideration re	B	52200219	0

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Esterkin, R.W.	11/05/10	1110	645	0.10	0.10	64.50	0.10	64.50	Telephone call R. Roach re claim issues	B	52281388	0
Esterkin, R.W.	11/26/10	1110	645	0.20	0.20	129.00	0.20	129.00	Review Cal Bank stipulation and motion re relief from stay (.1); review reply re motion for reconsideration of order converting case (.1)	B	52454860	0
Takagi, T.A.	02/28/11	0211	460	0.60	0.60	276.00	0.60	276.00	Correspondence from and to B. Goodyear regarding W-2 and tax information.	B	53329227	0
Subtotal for 4												
7 Fee/Employment Applications												
Dupuis, M.I.	10/01/10	1010	255	2.10	2.10	535.50	2.10	535.50	Review September billings; prepare revisions to exhibits to fee application; revise fee application and prepare same for T. Takagi;	B	51972472	0
Takagi, T.A.	10/01/10	1010	450	1.80	1.80	810.00	1.80	810.00	Finalize fee application [1.6]; correspondence from G. Nguyen of Crowe Horwath regarding Crowe Horwath's final fee application [1.1]; review Crowe and Horwath's first interim and final fee application [1.1].	B	52185696	0

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Esterkin, R.W.	10/05/10	1010	645	0.10	0.10	64.50	0.10	64.50	E-mail to T. Takagi re final fee applications	B	52014278	0
Takagi, T.A.	10/05/10	1010	450	0.20	0.20	90.00	0.20	90.00	Correspondence from G. Nguyen regarding Crowe Horwath's fee application [.1]; telephone call with R. Roach regarding fee application [.1].	B	52204898	0
Takagi, T.A.	10/06/10	1010	450	0.20	0.20	90.00	0.20	90.00	Telephone call with T. Ringstad regarding final fee application [.1]; telephone call with court clerk regarding final fee application [.1].	B	52007003	0
Takagi, T.A.	10/11/10	1010	450	0.10	0.10	45.00	0.10	45.00	Telephone call with T. Ringstad regarding final fee application hearing date.	B	52015675	0
Takagi, T.A.	10/13/10	1010	450	0.10	0.10	45.00	0.10	45.00	Telephone call to T. Ringstad regarding whether his office intends to file a final fee application at this time.	B	52087186	0
Esterkin, R.W.	10/14/10	1010	645	0.50	0.50	322.50	0.50	322.50	Conference T. Takagi re final fee applications (.2); e-mails to G. Silver re Evans final fee application (.2); e-mails to T. Ringstad re Evans final fee application (.1)	B	52062788	0
Takagi, T.A.	10/14/10	1010	450	0.30	0.30	135.00	0.30	135.00	Telephone call with T. Ringstad regarding final fee application [.1]; e-mail correspondence to professionals employed	B	52069694	0

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Takagi, T.A.	10/18/10	1010	450	0.20	0.20	90.00	90.00	E-mail correspondence from J. Shnell regarding Jackson Demarco's fee application [.1]; telephone call with court clerk regarding fee application hearing date [.1].	B	52087173	0
Esterkin, R.W.	10/20/10	1010	645	0.40	0.40	258.00	258.00	Telephone call R. Marticello re chapter 11 fee applications	B	52141375	0
Takagi, T.A.	10/22/10	1010	450	0.20	0.20	90.00	90.00	Telephone call with court clerk regarding scheduling of final fee application hearing.	B	52128659	0
Esterkin, R.W.	11/08/10	1110	645	0.40	0.40	258.00	258.00	E-mail to T. Kocher re MLB fee application (.2); review chapter 11 trustee final report (.2)	B	52336449	0
Esterkin, R.W.	11/16/10	1110	645	0.60	0.60	387.00	387.00	Prepare MLB final fee application (.5); e-mail to T. Ringstad re notice of final fee applications (.1)	B	52419786	0
Takagi, T.A.	11/16/10	1110	450	0.10	0.10	45.00	45.00	Review correspondence with T. Ringstad regarding notice of final fee applications.	B	52493387	0
Takagi, T.A.	11/30/10	1110	450	1.00	1.00	450.00	450.00	Revise and finalize PGP Appraisers and Crowe Horwath's final fee applications for filing [.6]; e-mail and telephone	B	52492451	0

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Name	Activity Date	Post Mth.	Rate	Worked Hours	Amount	-- Amount to Bill -- Hours	Amount	Description	Sts.	Index	Tax Code
Takagi, T.A.	12/03/10	1210	450	0.10	45.00	0.10	45.00	Telephone call to P. Steffen regarding PGP Valuation fee application.	B	52762269	0
Takagi, T.A.	12/06/10	1210	450	0.10	45.00	0.10	45.00	E-mail correspondence with A. Steffen regarding PGP Fee Application.	B	52762194	0
Esterkin, R.W.	12/16/10	1210	645	0.10	64.50	0.10	64.50	Telephone call T. Ringstad re final fee applications	B	52679947	0
Esterkin, R.W.	12/28/10	1210	645	0.10	64.50	0.10	64.50	Telephone call R. Roach re MLB final fee application (.1)	B	52767500	0
Esterkin, R.W.	12/29/10	1210	645	0.30	193.50	0.30	193.50	e-mail to K. Rajkanan re MLB final fee application (.3)	B	52767232	0
Takagi, T.A.	12/29/10	1210	450	0.20	90.00	0.20	90.00	Correspondence from K. Rajkanan and creditors regarding fee application.	B	52758589	0
Esterkin, R.W.	12/30/10	1210	645	0.20	129.00	0.20	129.00	Email to K. Rajkanan re PGP and Crowe Horwath final fee applications	B	52768101	0
Esterkin, R.W.	01/05/11	0111	645	0.30	193.50	0.30	193.50	Telephone call R. Marticello re Trustee's objection to MLB fee application	B	52840991	0

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Name	Activity Date	Post Mth.	Rate	Hours	Worked	Amount	Hours	Amount	Description	Sts.	Index	Tax Code
Esterkin, R.W.	01/07/11	0111	645	1.20	1.20	774.00	1.20	774.00	Review Trustee's objections to MLB. PGP and Crowe Horwath fee applications (1.1); e-mail to H. Grobstein and P. Steffan re objections to fee applications (1.1)	B	52840687	0
Esterkin, R.W.	01/10/11	0111	645	2.90	2.90	1,870.50	2.90	1,870.50	E-mail M. Bloom and E. Stern re Trustee's objection to MLB fee application (.2); e-mail to R. Roach re Trustee's objection to MLB fee application (.1); telephone call R. Roach re Trustee's objection to MLB fee application (.2); prepare reply re Trustee objection to Committee Professionals' final fee applications (2.4)	B	52888891	0
Takagi, T.A.	01/10/11	0111	460	0.10	0.10	46.00	0.10	46.00	Telephone call from court clerk regarding status of DSI, Jackson DeMarco and Ringstad fee applications.	B	52843695	0
Esterkin, R.W.	01/11/11	0111	645	2.90	2.90	1,870.50	2.90	1,870.50	Telephone call T. Takagi re Debtors' professionals' final fee petitions (.1); prepare reply to Trustee's objection to Committee Professionals' final fee applications (2.8)	B	52888819	0
Takagi, T.A.	01/11/11	0111	460	0.10	0.10	46.00	0.10	46.00	Telephone call with court clerk regarding fee applications.	B	52843275	0

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Esterkin, R.W.	01/12/11	0111	645	6.90	6.90	4,450.50	4,450.50	Telephone call re Roach re reply to Trustee's objection to final fee application (.1); prepare reply to Trustee's objection to final fee applications and declarations in support thereof (6.8)	B	52888847	0
Esterkin, R.W.	01/12/11	0111	645	1.00	1.00	645.00	645.00	Prepare reply brief re MLB final fee application and Roach and Esterkin declarations re same; e-mail to R. Roach re R. Roach declaration (.1)	B	52888883	0
Esterkin, R.W.	01/13/11	0111	645	7.00	7.00	4,515.00	4,515.00	Telephone call re Roach re MLB final fee application reply brief (.2); prepare reply re Trustee's objections to Committee final fee applications and declarations in support thereof (6.8)	B	52888909	0
Esterkin, R.W.	01/17/11	0111	645	0.10	0.10	64.50	64.50	E-mail to K. Rajkanan re reply in support of Committee Professionals' final fee applications	B	52960137	0
Takagi, T.A.	01/17/11	0111	460	0.10	0.10	46.00	46.00	E-mail correspondence with G. Nguyen and H. Grobstein regarding reply in support of Crowe Horwath fee application.	B	52889006	0
Esterkin, R.W.	01/19/11	0111	645	0.40	0.40	258.00	258.00	Prepare for hearing re final fee petitions	B	52960111	0

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Esterkin, R.W.	01/20/11	0111	645	3.60	3.60	2,322.00	2,322.00	Attend hearing re MUB, PGP and Crowe Horwath final fee applications (3.3); e-mail to H. Grobstein and P. Steffen re results of hearing re fee applications (.1); telephone call M. Bloom re hearing results and future strategy (.2)	B	52960342	0
Esterkin, R.W.	01/21/11	0111	645	0.40	0.40	258.00	258.00	Prepare preliminary order re final fee applications (.2); telephone call R. Roach re results of hearing on final fee applications (.2)	B	52960087	0
Esterkin, R.W.	01/24/11	0111	645	0.20	0.20	129.00	129.00	Review R. Marticello comments re interim fee order and e-mail to R. Marticello re same	B	53021198	0
Esterkin, R.W.	01/25/11	0111	645	1.40	1.40	903.00	903.00	Upload preliminary order re Committee final fee applications (.1); prepare letter to R. Marticello re Ridgement estate and review Ridgement claims register and filed proofs of claim (1.2); telephone call M. Bloom re Marticello letter (.1)	B	53021174	0
Esterkin, R.W.	01/31/11	0111	645	0.10	0.10	64.50	64.50	E-mail to H. Peirce re fee application status	B	53040348	0
Esterkin, R.W.	02/09/11	0211	645	0.10	0.10	64.50	64.50	Letter to R. Marticello re closure of Ridgement estate	B	53181170	0
Esterkin, R.W.	03/01/11	0311	645	0.20	0.20	129.00	0.00	Telephone call J.	BNP	53388497	0

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Esterkin, R.W.	05/03/11	0511	645	0.20	129.00	0.20	129.00	129.00	Golden re payment of MLB fees	B	54039279	0
Esterkin, R.W.	05/04/11	0511	645	0.20	129.00	0.20	129.00	129.00	Telephone call J. Golden re payment of MLB fees (.1); e-mail to T. Kocher re payment of MLB fees (.1)	B	54039457	0
Esterkin, R.W.	05/13/11	0511	645	0.10	64.50	0.10	64.50	64.50	E-mail to M. Bloom re preparation of proof of claim	B	54123288	0
Esterkin, R.W.	05/16/11	0511	645	0.10	64.50	0.10	64.50	64.50	E-mail to T. Kocher re preparation of proof of claim	B	54122421	0
Esterkin, R.W.	05/17/11	0511	645	0.50	322.50	0.50	322.50	322.50	Prepare MLB proof of claim	B	54185830	0
Esterkin, R.W.	05/19/11	0511	645	0.10	64.50	0.10	64.50	64.50	E-mail to H. Pierce re MLB fee payment	B	54185621	0
Esterkin, R.W.	05/31/11	0511	645	0.40	258.00	0.40	258.00	258.00	Telephone call J. Golden re payment of MLB fees (.2); telephone call J. Golden re R. Marticello re payment of MLB fees (.1); e-mail to H. Pierce re status of payment of MLB fees (.1)	B	54284176	0
Esterkin, R.W.	06/03/11	0611	645	0.10	64.50	0.10	64.50	64.50	Telephone call J. Golden re: MLB fees.	B	54371410	0
Esterkin, R.W.	06/08/11	0611	645	0.50	322.50	0.50	322.50	322.50	E-mails to M. Bloom, et al. re: Trustee's settlement offer re:	B	54404722	0

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Esterkin, R.W.	06/09/11	0611	645	0.40	258.00	0.40	258.00	Telephone call J. Golden re: payment of MLB fees (.1); telephone call J. Golden re: settlement of MLB fees (.2); e-mail to M. Bloom, et al. re: settlement of MLB fees (.1).	B	54404751	0
Esterkin, R.W.	06/16/11	0611	645	0.10	64.50	0.10	64.50	E-mail to H. Grobstein re: status of payment of Committee professional fees.	B	54458115	0
Esterkin, R.W.	07/14/11	0711	645	0.30	193.50	0.30	193.50	Telephone call J. Golden re: MLB fee settlement and e-mail to E. Stern, et al. re: same.	B	54757273	0
Esterkin, R.W.	08/10/11	0811	645	0.20	129.00	0.20	129.00	Telephone call J. Golden re settlement status (.1); e-mail to M. Bloom, et al. re settlement status (.1)	B	55083898	0
Subtotal for 7								24,931.50			
Subtotal items not held								26,083.00			
Subtotal items held (H)								0.00			
Matter Total								26,083.00			

Recipient Office: PHILADELPHIA
Recipient Name: ERIC L. STERN
Run Date: 08/30/11

Requested by: US Dollars
Currency: 00055000
Client No.: 00055000
Matter No.: 000550-0001
Matter Practice Code: 2210

PROFORMA FOR JOINT GROUP NO. 12150-00055000
Time & Disbursements Through 08/30/11

Resp. Atty.: Stern, Eric L. Client: Official Unsecured Creditors Committee of PP
Atty. In Chg.: Esterkin, Richard W. Matter: PPA Holdings, LLC - Bankruptcy
BANKRUPTCY - CORP REORGANIZATION/LIQUIDATION (DNU) Arrgmt: Hourly - Grid/Floor Rates

Batch No.
Proforma No.

TIME SUMMARY:

ID#	Name	Total Hours	Total Amount	Rate
OF COUNSEL				
02545	Esterkin, R.W.	35.70	23,026.50	645.00
ASSOCIATE				
70293	Takagi, T.A.	0.90	414.00	460.00
70293	Takagi, T.A.	4.60	2,070.00	450.00
PARALEGAL				
14989	Dupuis, M.I.	2.10	535.50	255.00
70712	#Preciado, H. D	0.20	37.00	185.00
Matter Total		43.50	26,083.00	

Recipient Office: PHILADELPHIA
 Recipient Name: ERIC L. STERN
 Run Date: 08/30/11

Requested by: US Dollars
 Currency: US Dollars
 Client No.: 00055000
 Matter No.: 000550-0001
 Matter Practice Code: 2210 BANKRUPTCY - CORP REORGANIZATION/LIQUIDATION (DNU) Arngmt: Hourly - Grid/Floor Rates

Batch No.
 Proforma No.

Client Atty.: Stern, Eric L. Client: Official Unsecured Creditors Committee of PP
 Matter: PPA Holdings, LLC - Bankruptcy
 Atty. In Chg.: Esterkin, Richard W. Matter: PPA Holdings, LLC - Bankruptcy
 BANKRUPTCY - CORP REORGANIZATION/LIQUIDATION (DNU) Arngmt: Hourly - Grid/Floor Rates

DISBURSEMENT ENTRIES:

Activity Date	Timekeeper	Actual Amount	Amount to Bill	Disbursement Desc.	Sts Code	Index	Voucher	Vendor Name
11/18/10	Matthews, M. E.	8.84	8.84	OVERNIGHT COURIER SERVICE MARK CARNDUFF REVENUE AGENT I, INTERNAL REVENUE SERVICE 3101 000US TRACKING#: 870426520542	B	0505	58886650	
12/08/10	Esterkin, R.W.	7.35	7.35	POSTAGE LA CHARGEBACKS	B	0507	58978528	
12/20/10	Esterkin, R.W.	1,762.20	1,762.20	Duplicating Usage 14685 Copies	B	0601	58950094	
12/21/10	Esterkin, R.W.	1.08	1.08	Duplicating Usage 9 Copies	B	0601	58952615	
12/21/10	Esterkin, R.W.	3,389.76	3,389.76	Duplicating Usage 28248 Copies	B	0601	58952616	
12/21/10	Esterkin, R.W.	6,265.92	6,265.92	Duplicating Usage 52216 Copies	B	0601	58952617	
12/21/10	Esterkin, R.W.	1,750.08	1,750.08	Duplicating Usage 14584 Copies	B	0601	58952618	
12/21/10	Esterkin, R.W.	1.32	1.32	Duplicating Usage 11 Copies	B	0601	58952619	
12/21/10	Esterkin, R.W.	0.48	0.48	Duplicating Usage 4 Copies	B	0601	58952620	
12/22/10	Esterkin, R.W.	928.08	928.08	Duplicating Usage 7734 Copies	B	0601	58959938	
12/22/10	Esterkin, R.W.	0.96	0.96	Duplicating Usage 8 Copies	B	0601	58959939	
12/22/10	Esterkin, R.W.	0.84	0.84	Duplicating Usage 7 Copies	B	0601	58959940	
12/22/10	Esterkin, R.W.	1,387.68	1,387.68	Duplicating Usage 11564 Copies	B	0601	58959941	
12/22/10	Esterkin, R.W.	1,103.16	1,103.16	Duplicating Usage 9193 Copies	B	0601	58959942	
12/22/10	Esterkin, R.W.	4,656.60	4,656.60	POSTAGE LA POSTAGE	B	0507	59002364	
12/23/10	Esterkin, R.W.	2.24	2.24	POSTAGE LA POSTAGE	B	0507	59002365	
01/12/11	Esterkin, R.W.	92.16	92.16	Duplicating Usage 768 Copies	B	0601	59018679	
01/14/11	Esterkin, R.W.	4.97	4.97	POSTAGE	B	0507	59096617	
01/20/11	Esterkin, R.W.	45.90	45.90	Mileage Attend hearing on MLB, PGP & Crowe Horwath Final Fee Applications -- USDC Santa Ana Mileage Jan 20, 2011 - Richard W. Esterkin	B	0208	59089561	1798020 Richard W. Esterkin
01/20/11	Esterkin, R.W.	3.00	3.00	Parking Attend hearing on MLB, PGP & Crowe Horwath Final Fee Applications --	B	0205	59089562	1798020 Richard W. Esterkin

Recipient Office: PHILADELPHIA
 Recipient Name: ERIC L. STERN
 Run Date: 08/30/11
 Requested by: US Dollars

PROFORMA FOR JOINT GROUP NO. 12150-00055000
 Time & Disbursements Through 08/30/11

Batch No.
 Proforma No.

Client No.: 00055000 Resp. Atty.: Stern, Eric L. Client: Official Unsecured Creditors Committee of PP
 Matter No.: 000550-0001 Atty. In Chg.: Esterkin, Richard W. Matter: PPA Holdings, LLC - Bankruptcy

Activity Date	Timekeeper	Actual Amount	Amount to Bill	Disbursement Desc.	Sts Code	Index	Voucher Vendor Name
01/25/11	Esterkin, R.W.	1.20	1.20	USDC Santa Ana Parking at courthouse Jan 20, 2011 - Richard W. Esterkin	B	0601 59054361	
01/25/11	Esterkin, R.W.	3.15	3.15	POSTAGE	B	0507 59096618	
02/08/11	Esterkin, R.W.	1.39	1.39	POSTAGE	B	0507 59207766	
02/09/11	Rader, V. L.	1.92	1.92	Duplicating Usage 16 Copies	B	0601 59090170	
02/09/11	Esterkin, R.W.	2.16	2.16	POSTAGE	B	0507 59207767	
Subtotal items not held		21,422.44	21,422.44				
Subtotal items held (H)		0.00	0.00				
Matter Total		21,422.44	21,422.44				

Recipient Office: PHILADELPHIA
 Recipient Name: ERIC L. STERN
 Run Date: 08/30/11

Requested by: US Dollars
 Currency: US Dollars

PROFORMA FOR JOINT GROUP NO. 12150-00055000
 Time & Disbursements Through 08/30/11

Batch No.
 Proforma No.

Client No.: 00055000 Resp. Atty.: Stern, Eric L. Client: Official Unsecured Creditors Committee of PP
 Matter No.: 000550-0001 Atty. In Chg.: Esterkin, Richard W. Matter: PPA Holdings, LLC - Bankruptcy
 Matter Practice Code: 2210 BANKRUPTCY - CORP REORGANIZATION/LIQUIDATION (DNU) Arrngmt: Hourly - Grid/Floor Rates

SUMMARY OF DISBURSEMENTS BY COST CODE:

Code	Description	Amount
0205	Parking	3.00
0208	Mileage	45.90
0505	Overnight Courier Service	8.84
0507	Postage	4,677.86
0601	Duplicating Usage	16,686.84
	Matter Total	21,422.44

SUMMARY OF DISBURSEMENTS BY CATEGORY:

Code	Description	Amount
0200	Out Of Town Travel	48.90
0500	Postage/Courier	4,686.70
0600	Duplicating	16,686.84
	Matter Total	21,422.44

NOTE: When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: **650 Town Center Drive, Suite 950, Costa Mesa, CA 92626**

A true and correct copy of the foregoing document described as **DECLARATION OF RICHARD W. ESTERKIN RE MORGAN LEWIS FEES TRUSTEE'S MOTION FOR ORDER AUTHORIZING AND APPROVING SETTLEMENT WITH MORGAN LEWIS & BOCKIUS LLP PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner indicated below:

I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF") – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On **August 30, 2011**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

Service information continued on attached page

II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL (indicate method for each person or entity served):

On I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on **August 30, 2011**, I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.

The Honorable Erithe Smith, U.S. Bankruptcy Courtroom 5A, 411 W. Fourth Street, Santa Ana, CA 92701

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

August 30, 2011
Date

Margaret Sciesinski
Type Name

/s/ Margaret Sciesinski
Signature

I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")

Raymond G Alvarado ralvarado@alvaradosmith.com
Melody G Anderson manderson@hemar.com
John A Boyd fednotice@tclaw.net
Brendt C Butler bbutler@mandersonllp.com
Frank Cadigan frank.cadigan@usdoj.gov
Robert J Campo rcampo@robertcampolaw.com
Thomas H Casey (TR) msilva@tomcaseylaw.com, tcasey@ecf.epiqsystems.com
Michael A Cisneros mcisneros@mac.com
Caroline Djang cdjang@rutan.com
Lynsey M Eaton leaton@gglts.com
Richard W Esterkin resterkin@morganlewis.com
Jeffrey K Garfinkle bkgroup@buchalter.com, jgarfinkle@buchalter.com;jmealey-hatch@buchalter.com;docket@buchalter.com
Nancy S Goldenberg nancy.goldenberg@usdoj.gov
Michael D Good mgood@southbaylawfirm.com
Catherine M Guastello cguastel@quarles.com
Robert P Harris robert.harris@quarles.com
Paul T Johnson ptj@paultjohnson.com, admin@ptjlaw.com;desiree@ptjlaw.com
Clifford P Jung clifford@jyllp.com, info@jyllp.com
Paul H Kim Pkim@counsel.lacounty.gov
Kelly L Kress kkress@nixonpeabody.com
Leib M Lerner leib.lerner@alston.com
Adriene Lynch adriene.lynch@alston.com
William Malcolm bill@mclaw.org
Robert S Marticello Rmarticello@wgllp.com
Randall P Mroczynski randym@cookseylaw.com
Aron M Oliner roliner@duanemorris.com
Penelope Parmes pparmes@rutan.com
Eric S Pezold epezold@swlaw.com, dwlewis@swlaw.com
Russell H Rapoport rrapoport@prllplaw.com, lgillis@prllplaw.com
Todd C Ringstad becky@ringstadlaw.com
Anthony J Rothman anthony@arothmanlaw.com
Kenneth N Russak krussak@frandzel.com, efiling@frandzel.com;ltokubo@frandzel.com
Nanette D Sanders becky@ringstadlaw.com
Scott A Schiff sas@soukup-schiff.com
Evan D Smiley esmiley@wgllp.com
Timothy A Spivey tspivey@rutan.com
Philip E Strok pstrok@wgllp.com
Douglas G Tennant dtennant@frankel-tennant.com
Wayne R Terry wterry@hemar-rousso.com
United States Trustee (SA) ustpreion16.sa.ecf@usdoj.gov
Kent VanDerSchuit kentv@vanderschuitlawgroup.com, taylorg@vanderschuitlawgroup.com
Victor A Vilaplana vavilaplana@foley.com
Michael A Wallin mwallin@sheppardmullin.com
Jennifer H Wang jwang@cookseylaw.com
Madeleine C Wanslee mwanslee@gustlaw.com, rstein@gustlaw.com
Michael J. Weiland mweiland@wgllp.com
Sharon Z Weiss sharon.weiss@hro.com, raul.morales@hro.com
Katherine M Windler katherine.windler@bryancave.com

III. SERVED BY EMAIL

E-SERVICE LIST (as provided by PPA Holdings)

stanleyoepstein@aol.com; reps999647@aol.com; rcb@ebslaw.net; stern123@earthlink.net; preamel@aol.com; richmathias@msn.com; bfischer@morganlewis.com; mcnichol@gustlaw.com; sandrakb18@comcast.net; akailesa@cs.com; gberman@dsi.biz; beverlyross@dc.rr.com; gr81ady11@yahoo.com; gr8lady11@yahoo.com; jstiehl@sbcglobal.net; janj40ish@aol.com; chuck.schultz@cox.net; mstewart@pparealestate.com; bjaxesfischer@msn.com; robert77cambell@peoplepc.com; rharris@quarles.com; robert.harris@quarles.com; bbutler@rutan.com; pparmes@rutan.com; rcampo@robertcampolaw.com; resterkin@morganlewis.com; nancy.goldenberg@usdoj.gov; rrapoport@prllplaw.com; lgillis@prllplaw.com; anthony@arothmanlaw.com; krussak@frandzel.com; efiling@frandzel.com; banderson@frandzel.com; sas@soukup-schiff.com; dtennant@frankel-tenant.com; wterry@hemar-rousso.com; mwanslee@gustlaw.com; rstein@gustlaw.com; sweiss@richardsonpatel.com; brian.sirower@quarles.com; lori.winkelman@quarles.com; tim.thomason@mwmf.com; roliner@duanemorris.com; kkress@nixonpeabody.com; curtis@jyllp.com; mary@bubblesofjoy.com; lramos@ttc.lacounty.gov; bill@mclaw.org; randym@cookseylaw.com; fednotice@tclaw.net; ca2nlaw@yahoo.com; drin@ymail.com; taylorg@vanderschuitlawgroup.com; leaton@ggits.com; dwlewis@swlaw.com; dcarter714@peoplepc.com; msalustro@tomcaseylaw.com; tcasey@ecf.epiqsystems.com; mstewart@apartmentsamerica.com; kentv@vanderschuitlawgroup.com; mhensley@adorno.com; tnkailes@gmail.com; krajkanan@hotmail.com