

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

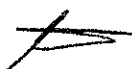
1 ("Morgan Lewis"). I am one of the attorneys at Morgan Lewis who has been primarily
2 responsible for the representation of the Committee.

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
28


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: tdes5
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 | 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 | 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 | 276.00 | Correspondence from and to B. Goodyear regarding W-2 and tax information. | B | 53329227 | 0 | |
| | | | | Subtotal for 4 | 1.60 | 829.00 | 829.00 | | | | | |
| 7 Fee/Employment Applications | | | | | | | | | | | | |
| Dupuis, M.I. | 10/01/10 | 1010 | 255 | 2.10 | 2.10 | 535.50 | 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 | 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 | 0.20 | 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 | 0.40 | 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 | 0.20 | 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 | 0.40 | 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 | 0.60 | 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 | 0.10 | 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 | 1.00 | 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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|----------------|---------------|-----------|------|--------------|--------|-------------------------------|--------|--|------|----------|----------|
| 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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|----------------|---------------|-----------|------|-------|--------|----------|-------|----------|---|------|----------|----------|
| 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 | 3.60 | 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 | 0.40 | 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 | 0.20 | 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 | 1.40 | 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 | 0.10 | 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 | 0.10 | 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 | 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 |

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

| Name | Activity Date | Post Mth. | Rate | Worked Hours | Amount | Hours | Amount to Bill | Description | Sts. | Index | Tax Code |
|-------------------------|---------------|-----------|------|--------------|--------|-------|----------------|--|------|----------|----------|
| 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
Matter No.: 000550-0001
Matter Practice Code: 2210

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

Batch No.
Proforma No.

Client No.: 00055000
Client: Official Unsecured Creditors Committee of PP
Matter No.: 000550-0001
Matter: PPA Holdings, LLC - Bankruptcy
Matter Practice Code: 2210
Matter: Hourly - Grid/Floor Rates

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
 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 | Mileage Attend hearing on MLB, PGP & Crowe Horwath | B | 0507 | 59096617 | |
| 01/20/11 | Esterkin, R.W. | 45.90 | 45.90 | 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:

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")

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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