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6 of Unsecured Creditors

7 UNITED STATES BANKRUPTCY COURT
8 NORTHERN DISTRICT OF CALIFORNIA
9 SAN FRANCISCO DIVISION

11 In re:
12 HELLER EHRMAN LLP,
13 Debtor.

CASE NO.: 08-32514

Chapter 11

**NOTICE OF HEARING ON OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS' MOTION (1) FOR
AUTHORITY TO EMPLOY MCGRANE
GREENFIELD LLP AS SPECIAL
LITIGATION COUNSEL; AND (2) TO
APPROVE A COMBINATION FLAT FEE
AND CONTINGENT FEE AGREEMENT
UNDER SECTION 328 OF THE
BANKRUPTCY CODE**

[Order Shortening Time (OST) Granted on April
5, 2010]

Date: April 13, 2010
Time: 1:30 p.m.
Place: 235 Pine Street
San Francisco, CA
Judge: Hon. Dennis Montali

23 **PLEASE TAKE NOTICE** that the Official Committee of Unsecured Creditors in the
24 above-captioned case (the "Committee") has filed a Motion (1) for Authority to Employ McGrane
25 Greenfield LLP ("McGrane") as Special Litigation Counsel; and (2) to Approve a Combination
26 Flat Fee and Contingent Fee Agreement (the "Fee Agreement") under Section 328 of the
27 Bankruptcy Code.

28 The Motion requests authority to employ McGrane as its special litigation counsel on a

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1 combination flat fee and contingency fee basis, to represent the Committee on behalf of the estate
2 of Heller Ehrman LLP (the "Bankruptcy Estate") in the prosecution of claims for money damages
3 against Bank of America, N.A. and Citibank, N.A. (together, the "Banks") in connection with
4 Adversary Proceeding No. 09-03071 (the "Bank Case") now pending in connection with the
5 above-captioned main bankruptcy case

6 The Motion further requests the Court approve the payment of McGrane under a
7 combination flat and contingent fee as set forth below:

8 **FLAT FEE.**

9 The Committee shall pay McGrane a flat fee of one million dollars within 14 days of the
10 effective date of the Fee Agreement for all legal services rendered, subject to the further payment
11 of a Contingent Fee as described below.

12 **CONTINGENT FEE.**

13 Subject to section 328(a) of the Bankruptcy Code, the Committee shall pay McGrane
14 contingent compensation (the "Contingent Fee") equal to five percent (5%) of the amount of any
15 consideration, however described, received by the Committee on account of the Bank Case less
16 any monies previously reimbursed to McGrane by the Committee for costs and expenses. The
17 consideration for purposes of calculating the Contingent Fee in the form of reduced exposure by
18 the Committee on account of claims made against the Bankruptcy Estate in the Bank Case shall
19 be limited to the *pro rata* benefit to the Bankruptcy Estate of any reduction of unsecured claims to
20 reflect the net benefit to the Bankruptcy Estate. The Contingent Fee shall be paid at the
21 conclusion of the prosecution and defense of the Bank Case and certain other claims pursuant to
22 the proposed Plan of Reorganization.

23 **PLEASE TAKE FURTHER NOTICE** that on April 13, 2010, at 1:30 p.m., or as soon
24 thereafter as the matter may be heard, a hearing on the Motion will be held in the Courtroom of
25 the Honorable Dennis Montali, United States Bankruptcy Court, 235 Pine Street, 22nd Floor, San
26 Francisco, California.

27 **PLEASE TAKE FURTHER NOTICE** that any objection to the relief requested in the
28 Motion shall be filed and served for receipt by Monday, April 12, 2010, at 1:00 p.m., provided,

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1 however, that the Banks may file any objection or request for a continuance (for cause shown) by
2 9:00 a.m. on April 13, 2010, with chambers copies delivered by the same deadline.

3 **PLEASE TAKE FURTHER NOTICE** that if no timely response or opposition to the
4 Motion is presented at the time of the hearing on the Motion, the Court may enter an order
5 granting the relief requested in the Motion without further notice and without a hearing.

6 Dated: April 5, 2010

7 FELDERSTEIN FITZGERALD
8 WILLOUGHBY & PASCUZZI LLP

9 By /s/ Thomas A. Willoughby
10 Thomas A. Willoughby
11 Attorneys for the Official Committee
12 of Unsecured Creditors
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