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9 Attorneys for Heller Ehrman LLP,
Debtor and Debtor in Possession

10 **UNITED STATES BANKRUPTCY COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**

13 In re:
14 Heller Ehrman LLP,
15 Debtor.

Case No.: 08-32514

Chapter 11

**SUPPLEMENTAL DECLARATION OF
JOHN D. FIERO IN SUPPORT OF THE
DEBTOR'S APPLICATION FOR
ORDER APPROVING EMPLOYMENT
OF PACHULSKI STANG ZIEHL &
JONES & LLP AS GENERAL
BANKRUPTCY CO-COUNSEL**

[NO HEARING REQUIRED]

21 I, John Fiero, declare and state as follows:

22 1. I am a partner of Pachulski Stang Ziehl & Jones LLP ("PSZ&J"). I am an attorney-
23 at-law, duly admitted and in good standing to practice in the State of California, as well as the
24 United States District Court for the Northern District of California.

25 2. On January 21, 2009, and pursuant to the application of PSZ&J ("Application") this
26 Court entered the *Order Approving Employment of Pachulski Stang Ziehl & Jones LLP as General*
27 *Bankruptcy Counsel* (the "Order"), approving the Firm as general bankruptcy co-counsel to Heller
28 Ehrman LLP ("Heller").

1 3. I make this supplemental declaration pursuant to Rule 2014 of the Federal Rules of
2 Bankruptcy Procedure to disclose the following representation and in further support of the
3 Application and Order.

4 4. It has come to my attention that on November 30, 2007, National R.V. Holdings, Inc.
5 and National R.V., Inc. (collectively, “National RV”) each filed a voluntary petition for relief under
6 chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Central District of
7 California (Riverside Division) pending under jointly administered case no. 06:07-17941-PC.,
8 PSZ&J was retained to represent the Official Committee of Unsecured Creditors. On January 28,
9 2008, the Court entered an order approving National RV’s retention of Heller as its special corporate
10 counsel, *nunc pro tunc* to November 30, 2007.

11 5. On December 16, 2008, the bankruptcy court entered an order confirming the *First*
12 *Amended Joint Plan of National R.V. Holdings, Inc. and National R.V., Inc., Debtors and Debtors-*
13 *in-Possession, Under Chapter 11 of the Bankruptcy Code Presented Jointly on Behalf of the Debtors*
14 *and Official Committee of Creditors Holding Unsecured Claims in the National R.V., Inc.*
15 *Bankruptcy Case (Dated November 4, 2008)* (the “Plan”). The Plan became effective on December
16 22, 2008 (the “Effective Date”). On the Effective Date, the Official Committee of Unsecured
17 Creditors was dissolved, a Liquidating Trust was established and XRoads was appointed as the
18 Liquidating Trustee, with Michael Schwarzmann acting on behalf of XRoads and the Liquidating
19 Trust.

20 6. Pursuant to the terms of the Plan, the Liquidating Trustee was authorized to retain
21 counsel and did so by retaining PSZ&J.

22 7. On January 26, 2009, Heller filed a *Final Fee Application For Compensation Of Fees*
23 *And Reimbursement Of Expenses For Heller Ehrman LLP As Special Counsel For The Debtors*
24 (“Fee Application”). The Fee Application is Heller’s third and final application for compensation
25 and reimbursement of expenses incurred between November 2007 and September 2008.
26 Specifically, the Fee Application seeks: (a) final approval and allowance of fees and expenses that
27 were previously awarded pursuant to Heller’s first and second interim fee applications in the
28 amounts of \$131,017.00 and \$2,227.38; (b) final approval and allowance of fees and expenses

1 incurred during August and September 2008 in the amounts of \$18,918.00 and \$285.49,
2 respectively; (c) the right to offset the amounts allowed in connection with the Fee Application
3 against \$2,721.00 in fees and expenses that National RV overpaid to Heller in connection with
4 Heller's second interim fee application; and (d) payment from National RV of any amounts that have
5 been allowed, but not yet paid. The Fee Application has been set for hearing on April 7, 2009.

6 8. The Plan provides for the payment of certain creditor claims, including the
7 administrative fees and expenses requested by Heller in its Fee Application, in the net amount of
8 \$16,482.49.

9 To the best of my knowledge, after conducting or supervising the investigation described
10 above, I declare under penalty of perjury that the foregoing is true and correct.

11 Executed this 30th day of March, 2009, at San Francisco, California.

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13 /s/ John D. Fiero
14 John D. Fiero
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8 Attorneys for Heller Ehrman LLP,
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10 **UNITED STATES BANKRUPTCY COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**

13 In re:

14 Heller Ehrman LLP,¹

15 Debtor.

Case No.: 08-32514

Chapter 11

CERTIFICATE OF SERVICE

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¹ The Debtor's address is 333 Bush Street, San Francisco, CA 94104, Federal Tax I.D. No. 94-1217308.

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PROOF OF SERVICE

STATE OF CALIFORNIA)
)
CITY OF SAN FRANCISCO)

I, Liset Alvarado, am employed in the city and county of San Francisco, State of California. I am over the age of 18 and not a party to the within action; my business address is 150 California Street, 15th Floor, San Francisco, California 94111-4500.

On March 30, 2009, I caused to be served the

SUPPLEMENTAL DECLARATION OF JOHN D. FIERO IN SUPPORT OF THE DEBTOR'S APPLICATION FOR ORDER APPROVING EMPLOYMENT OF PACHULSKI STANG ZIEHL & JONES LLP AS GENERAL BANKRUPTCY CO-COUNSEL

in this action by placing a true and correct copy of said document(s) in sealed envelopes addressed as follows:

Please see attached Service List

- (BY MAIL) I am readily familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid at San Francisco, California, in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.
- (BY EMAIL) I caused to be served the above-described document by email to the parties indicated on the attached service list at the indicated email address.
- (BY NOTICE OF ELECTRONIC FILING) I caused to be served the above-described document by means of electronic transmission of the Notice of Electronic Filing through the Court's transmission facilities, for parties and/or counsel who are registered ECF Users.
- (BY FAX) I caused to be transmitted the above-described document by facsimile machine to the fax number(s) as shown. The transmission was reported as complete and without error. (Service by Facsimile Transmission to those parties on the attached List with fax numbers indicated.)

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

Executed on March 30, 2009, at San Francisco, California.

/s/ Liset Alvarado
Liset Alvarado, Legal Assistant

Service List

1			
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3	United States Trustee	Counsel to BofA	Counsel to Citibank
4	Donna S. Tamanaha, Assistant U.S. Trustee	David Minnick, Esq. Leo Crowley, Esq.	Larry Peitzman, Esq.
5	235 Pine Street, Suite 700 San Francisco, CA 94104	Pillsbury Winthrop Shaw Pittman LLP	Peitzman, Weg & Kempinsky LLP
6	T Donna.S.Tamanaha@usdoj.gov	50 Fremont Street San Francisco, CA 94105-2228 Tdminnick@pillsburylaw.com Leo.crowley@pillsburylaw.com	10100 Santa Monica Blvd., Suite 1450 Los Angeles, CA 90067 lpeitzman@pwkllp.com RSN
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8	Counsel to Committee of Unsecured Creditors		
9	Steven H. Felderstein, Esq. Thomas A. Willoughby, Esq.		
10	Felderstein Fitzgerald Willoughby & Pascuzzi, LLP		
11	400 Capitol Mall, Suite 1450 Sacramento, CA 95814 sfelderstein@ffwplaw.com twilloughby@ffwplaw.com RSN		
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13	COMMITTEE OF UNSECURED CREDITORS		
14	Counsel for 333 Bush Associates	Counsel for 333 Bush Associates	Counsel for MEPT St. Matthews LLC
15	Michael P. Brody, Esq. Darlene Haun, Esq.	Paul E. Paradis	Bennett Williams
16	Ellman Burke Hoffman & Johnson 601 California Street, 19 th Floor San Francisco, CA 94108 mbrody@ellman-burke.com dhaun@ellman-burke.com	101 California Street, Suite 1000 San Francisco, CA 94111 paul_paradis@hines.com	1215 4th Avenue, Suite 2400 Seattle, WA 98161 bennettw@kennedyusa.com
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18	Counsel for Williams Lea, Inc.	Alfred D. Moore	Consel for Guckenheimer Enterprises, Inc.
19	Deena Williamson	6340 Chelton Drive	William R. Pope
20	1400 K Street NW, Suite 800 Washington, DC 20005 deena.williamson@williamslea.com	Oakland, CA 94611 dacerc@sbcglobal.net RSN	Three Lagoon Drive, Suite 325 Redwood Shores, CA 94065 bpope@guckenheimer.com
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PARTIES REQUESTING SPECIAL NOTICE		
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<p>Consel to Creditors Darryl L. Snider and John S. Skilton Maria K. Pum, Esq. Henderson, Caverly, Pum & Charney LLP P.O. Box 9144 16236 San Dieguito Rd., Suite 4-13 Rancho Santa Fe, CA 92067-9144 mpum@hcesq.com</p>	<p>Counsel for Adworks, Inc. Howard Ross, Esq. Shulman, Rogers, Gandal, Porody & Ecker, P.A. 11921 Rockville Pike, Suite 300 Rockville, MD 20852 F: 301-230-2891 hross@srgpe.com</p>	<p>Counsel for Robert G. Badal and Nancy Sher Cohen David A. Gill, Esq. Richard K. Diamond, Esq. Danning, Gill, Diamond & Kollitz, LLP 2029 Century Park East, Third Floor Los Angeles, CA 90067 dgill@dgdk.com rdiamond@dgdk.com</p>
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