



1 John D. Fiero (CA Bar No. 136557)  
Kenneth H. Brown (CA Bar No. 100396)  
2 Miriam P. Khatiblou (CA Bar No. 178584)  
Teddy M. Kapur (CA Bar No. 242486)  
3 PACHULSKI STANG ZIEHL & JONES LLP  
150 California Street, 15th Floor  
4 San Francisco, California 94111-4500  
Telephone: 415/263-7000  
5 Facsimile: 415/263-7010

Signed and Filed: April 29, 2009

DENNIS MONTALI  
U.S. Bankruptcy Judge

6 E-mail: jfiero@pszjlaw.com  
kbrown@pszjlaw.com  
7 mkhatiblou@pszjlaw.com  
tkapur@pszjlaw.com

8 Attorneys for Heller Ehrman LLP,  
9 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

**AMENDED ORDER GRANTING  
APPLICATION TO EMPLOY ADLER  
LAW FIRM AS COLLECTIONS  
COUNSEL AND PAYMENT OF  
CONTINGENCY FEES**

[NO HEARING REQUIRED]

19 The Court has considered the *Debtor's Application to Employ Adler Law Firm as Collections*  
20 *Counsel and to Pay Contingency Fees* (the "Application"), the declaration of Joel D. Adler in  
21 support thereof, both filed on or about April 15, 2009, the *Acting United States Trustee's Objection*  
22 *to Application to Employ Adler Law Firm*, the *Debtor's Reply to the United States Trustee Objection*  
23 *To Application to Employ Adler Law Firm as Debtor's Collections Counsel*, and the argument of  
24 counsel as presented at the hearing on April 24, 2009 at 10:00 AM. The Court has also considered  
25 the Supplement Declaration of Joel D. Adler filed in support of the Application on April 27, 2009. It  
26 appears that Adler Law Firm ("Adler") does not hold or represent any interest adverse to the estate  
27 with respect to the matters upon which it will be engaged, and that Adler is a disinterested person as  
28 that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b)

1 of the Bankruptcy Code, and that its employment is in the best interests of the estate. It further  
2 appears that due and sufficient notice of the Application has been given under the circumstances.  
3 Based on the record before the Court, and after due deliberation and sufficient cause shown,

4 **IT IS HEREBY ORDERED THAT:**

5 1. The Application is GRANTED.  
6 2. The objections of the United States Trustee to the Application are OVERRULED.  
7 3. The Debtor is authorized to retain and employ Adler as its collections counsel,  
8 pursuant to section 327(a) and 328 of title 11 of the United States Code (the "Bankruptcy Code") on  
9 a contingency fee basis, to perform the services described in the Application and in the Legal  
10 Services Agreement attached thereto as Exhibit B.

11 4. The Debtor is authorized to pay Adler its contingency fees and expenses from the  
12 proceeds of litigation of the collection matters pursuant to the notice and objection procedures set  
13 forth in the Debtor's *Motion for Order Establishing Interim Fee Application and Expense*  
14 *Reimbursement Procedures* which was approved by the Court on April 24, 2009.

15 5. To the extent that Adler provides legal services to the Debtor on an hour fee basis, the  
16 Debtor is authorized to compensate Adler on an hourly fee basis in accordance with the procedures  
17 set forth in paragraph 4 above and pursuant to sections 330 and 331 of the Bankruptcy Code as an  
18 expense of administration pursuant to sections 507(a) and 503(b) of the Bankruptcy Code, in such  
19 amounts and at such times as the Court may hereafter determine and allow.

20 \*\*END OF ORDER\*\*  
21  
22  
23  
24  
25  
26  
27  
28

**COURT SERVICE LIST**

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25
- 26
- 27
- 28

United States Trustee  
Donna S. Tamanaha, Assistant U.S. Trustee  
235 Pine Street, Suite 700  
San Francisco, CA 94104

Pachulski Stang Ziehl & Jones LLP  
Attn: John Fiero  
Attn: Miriam Khatiblou  
150 California Street  
15<sup>th</sup> Floor  
San Francisco, CA 94111

Thomas A. Willoughby, Esq.  
Felderstein Fitzgerald Willoughby & Pascuzzi, LLP  
400 Capitol Mall, Suite 1450  
Sacramento, CA 95814

Adler Law Firm  
Attn: Joel D. Adler  
101 Montgomery Street, Suite 2050  
San Francisco, CA 94104