

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:)	Chapter 11
)	
SCHWAB INDUSTRIES, INC., <i>et al.</i> ,)	Case Nos. 10-60702
)	(Jointly Administered)
)	
Debtors.)	Judge Russ Kendig
)	

**SUMMARY OF SECOND AND FINAL APPLICATION OF BROUSE MCDOWELL,
SPECIAL COUNSEL FOR THE DEBTORS, FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD FEBRUARY 28, 2010 THROUGH JANUARY 13, 2011**

Name of Applicant:	Brouse McDowell, LPA
Authorized to Provide Professional Services to:	Special Counsel for the Debtors
Date of Retention:	March 29, 2010 (effective as of Petition Date)
Period for which Compensation and Reimbursement is sought:	February 28, 2010 – January 13, 2011
Amount of Compensation sought as Actual, Reasonable and Necessary:	\$334,297.50
Amount of Expense Reimbursement sought as Actual, Reasonable and Necessary:	\$ 7,897.22
Total Amount of Compensation and Expenses Sought to be Reimbursed as Actual, Reasonable and Necessary:	\$342,194.72

This application is: ___ interim X final. If this is not the first application filed, please state the following for each other application.

<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees/Expenses</u>	<u>Approved Fees/ Expenses & Date</u>
07/22/10	02/28/10 – 06/30/10	\$328,204.00; \$7,806.90	\$336,010.90; 08/23/10

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Now comes Brouse McDowell L.P.A. (“Applicant”), special counsel for the above-captioned Debtors, (the “Debtors”) and hereby submits its Second and Final Application for Allowance of Compensation and Reimbursement of Expenses for the period from February 28, 2010, through January 13, 2011 (the “Application”), including the period December 1, 2010 through January 13, 2011 for which no fee statement or application has been submitted. In support of this Application, the Applicant states as follows:

1. This Application is made pursuant to §§ 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”).
2. Applicant is a legal professional association engaged in the practice of law and is special counsel for the Debtors. By this Application, the Applicant seeks compensation for the professional services it has rendered in the administration of the estate of the Debtors.
3. On February 28, 2010 (the “Petition Date”), the Debtors filed a petition for relief under Chapter 11 of the Bankruptcy Code.

4. On February 28, 2010, the Debtors filed an Application to Employ Brouse McDowell as counsel.

5. On March 29, 2010, this Court granted the Debtors' Application to Employ Brouse McDowell, effective as of the Petition Date. The Court's Order is attached hereto as Exhibit A.

I. Summary of Compensation Requested.

6. Except as set forth in Paragraphs 8 and 9 below, no payments have heretofore been made or promised to Applicant for services rendered or to be rendered in any capacity whatsoever in connection with these bankruptcy proceedings. No agreement or understanding exists between the Applicant and any other person for the sharing of compensation received or to be received for services rendered or to be rendered in connection with these bankruptcy proceedings, except for the sharing of compensation among members and employed associates of the Applicant, as permitted by law.

7. In keeping with the Order Granting Motion of Debtors and Debtors in Possession for an Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered on March 24, 2010, Brouse McDowell has submitted monthly fee statements to the Debtors.

8. On July 22, 2010, Applicant filed its first interim fee application (the "First Interim Fee Application") asking for approval of fees and expenses on an interim basis for the period of February 28, 2010, through June 30, 2010 (the "First Interim Period"). On August 23, 2010, an order was entered granting Applicant's First Interim Fee Application and approving fees, including the holdback amounts (as described below), incurred in the First Interim Period in the amount of \$328,204.00 and expenses in the amount of \$7,806.90. Applicant has received

payment of all fees and expenses awarded under the Order. In addition to the First Interim Fee Application, the following fee statements were submitted to the Debtors and paid pursuant to the Fee Procedures Order for the First Interim Period:

(a) A fee statement for the period of February 28, 2010 through March 31, 2010, was submitted on or about April 19, 2010, for fees in the amount of \$289,159.00 and expenses in the amount of \$7,368.16. The Debtors paid interim compensation to Brouse McDowell in the sum of \$231,327.20 and expenses in the amount of \$7,368.16 with a holdback of \$57,831.80 ("Holdback"). The sum of \$238,695.36 was paid to the Applicant by the Debtors.

(b) A fee statement for the month of April was submitted on May 17, 2010, for fees in the amount of \$16,696.00 and expenses in the amount of \$373.63. The Debtors paid interim compensation to Brouse McDowell in the sum of \$13,356.80 and expenses in the amount of \$373.63 with a Holdback of \$3,339.20. The sum of \$13,730.43 was paid to the Applicant by the Debtors.

(c) A fee statement for the month of May was submitted on or about June 30, 2010, for fees in the amount of \$21,871.00 and expenses in the amount of \$65.11. The sum of \$21,936.11 was paid to the Applicant by the Debtors.

(d) A fee statement for the month of June was submitted on or about July 19, 2010, for fees in the amount of \$478.00. The sum of \$478.00 was paid to the Applicant by the Debtors.

9. The following fee statements were submitted to the Debtors and paid pursuant to the Fee Procedures Order for the Second Interim Period:

(a) A fee statement for the month of July was submitted on August 13, 2010, for fees in the amount of \$2,072.00 and expenses in the amount of \$66.72. The Debtors paid

interim compensation to Brouse McDowell in the sum of \$1,657.60 and expenses in the amount of \$66.72 with a Holdback of \$414.40. The sum of \$1,724.32 was paid to the Applicant by the Debtors.

(b) A fee statement for the month of August was submitted on September 17, 2010, for fees in the amount of \$763.50. The Debtors paid interim compensation to Brouse McDowell in the sum of \$610.80 with a Holdback of \$152.70. The sum of \$610.80 was paid to the Applicant by the Debtors.

(c) A fee statement for the month of September was submitted on October 21, 2010, for fees in the amount of \$105.00. The Debtors paid interim compensation to Brouse McDowell in the sum of \$84.00 with a Holdback of \$21.00. The sum of \$84.00 was paid to the Applicant by the Debtors.

(d) A fee statement for the month of October was submitted on November 16, 2010, for fees in the amount of \$1,198.00 and expenses in the amount of \$23.60. The Debtors paid interim compensation to Brouse McDowell in the sum of \$958.40 and expenses in the amount of \$23.60 with a Holdback of \$239.60. The sum of \$982.00 was paid to the Applicant by the Debtors.

10. This Application requests an order of this Court awarding compensation to Applicant on a final basis for the period February 28, 2010, through October 31, 2010, in the sum of \$332,342.50 plus allowable expenses for the same period in the sum of \$7,897.22. In addition, this Application requests payment on a final basis of the Holdbacks in the amount of \$827.70 for work performed during the same period.

11. This Application also seeks final approval of unpaid fees for the period November 1, 2010 through January 13, 2011, in the sum of \$1,955.00.

II. Summary of Services Rendered.

12. The Applicant expended a total of 1,380.80 hours in providing services at a composite hourly rate of \$237.69 for the period February 28, 2010, through June 30, 2010. The amount of time expended by each of the attorneys, paralegals and law clerks together with the applicable billing rates for each of them in respect of services rendered during this period is set forth in Exhibit B.

13. Attached hereto, and made a part hereof, as Exhibits C, D, E, F, and G are the day-to-day detailed description of legal services rendered by Applicant acting as special counsel for the Debtors in connection with these bankruptcy proceedings from July 1, 2010, through January 13, 2011. The attached itemization sets forth in detail the nature of services rendered, the initials of the individuals by whom the services were rendered, the time expended by such individuals in performing such services, the date such services were rendered and the general categories of work performed by the Applicant. The Applicant expended a total of 30.2 hours in providing services at a composite hourly rate of \$201.77. The breakdown of the hours expended by each professional and their hourly rates are as follows:

FEE SUMMARY FOR THE PERIOD

July 1, 2010, through January 13, 2011

TIMEKEEPER	INITIALS	HOURS	RATE	TOTAL
Kate M. Bradley (Shareholder)	KMB	8.90 0.60	250.00 295.00	2,402.00
Bridget A. Franklin (Associate)	BAF	4.00 1.20	165.00 225.00	930.00
John P. Hickey (Associate)	JPH	0.10	180.00	18.00
Marc B. Merklin (Shareholder)	MBM	1.90	350.00	665.00

Theresa M. Palcic (Paralegal)	TMP	6.10 7.00	145.00 160.00	2,004.50
Susan P. Taylor (Associate)	SPT	0.40	185.00	74.00
TOTALS		30.20		\$6,093.50

14. While the attached itemizations provide a day-to-day summary of services performed by Applicant in its capacity as special counsel for the Debtors, the Applicant submits the following brief narrative description and summary of services rendered from July 1, 2010, through January 13, 2011, to assist the Court in its review of this Application in accordance with the Guidelines of the United States Trustee and General Order #93-1 of the United States Bankruptcy Court, Northern District of Ohio, *Guidelines for Compensation and Expense Reimbursement of Professionals*, dated July 28, 1993 (collectively the "Guidelines"). The narrative in the Applicant's First Interim Fee Application describes the work performed by the Applicant from February 28, 2010 through June 30, 2010. A copy of the application (without exhibits) is attached hereto as Exhibit H. In addition, in support of this Application attached hereto as Exhibit I is the Affidavit of Kate M. Bradley.

15. Services represented by this Application include preparation of fee applications for Applicant and Ted Curtis and the brief review of various plan objections and order confirming the plan.

WHEREFORE, the Applicant prays this Court for an Order:

1. Awarding and approving fees on a final basis for the period February 28, 2010, through October 31, 2010, in the amount of \$332,342.50; and authorizing Debtors to pay Holdbacks in the amount of \$827.70 for the period February 28, 2010, through October 31, 2010;

2. Approving and authorizing the Debtors to pay, on a final basis, unpaid fees for the period November 1, 2010 through January 13, 2011, in the amount of \$1,955.00; and

3. Awarding and approving, on a final basis, reimbursement for actual and necessary expenses advanced for the period February 28, 2010, through October 31, 2010, in the amount of \$7,897.22.

DATED: January 13, 2011

Respectfully submitted,

/s/ Kate M. Bradley
Marc B. Merklin (0018195)
Kate M. Bradley (0074206)
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