

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

SpectraScience, Inc.,

BKY 02-42904

Debtor.

Chapter 11 Case

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**NOTICE OF HEARING AND APPLICATION FOR FINAL ALLOWANCE OF FEES  
AND EXPENSES FOR ATTORNEYS FOR UNSECURED CREDITORS' COMMITTEE**

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TO: The debtor and other entities specified in Local Rule 9013-3.

1. Henson & Efron, P.A. ("Applicant"), attorneys for the Unsecured Creditors' Committee ("Committee") of SpectraScience, Inc. ("Debtor"), moves the Court for the relief requested below and gives notice of hearing herewith.

2. The Court will hold a hearing on this Application at 10:30 a.m. on September 22, 2004, in Courtroom No. 7 West, United States Courthouse, 300 South Fourth Street, Minneapolis, Minnesota.

3. Any response to this Application must be filed and delivered not later than September 15, 2004 which is seven days before the date set for hearing (including Saturdays, Sundays and holidays), or filed and served by mail not later than September 12, 2004 which is ten days before the date set for hearing (including Saturdays, Sundays and holidays).

**UNLESS A RESPONSE OPPOSING THE APPLICATION IS TIMELY FILED, THE COURT MAY GRANT THE APPLICATION WITHOUT A HEARING.**

4. The Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334 and Fed. R. Bankr. P. 5005. This proceeding is a core proceeding. The petition

commencing this bankruptcy case was filed on September 13, 2002 (“Filing Date”). The case is now pending in this Court.

5. This Application arises under 11 U.S.C. § 330. This Application is filed under Fed. R. Bankr. P. 2016 and Local Rule 2016-1. Applicant requests final allowance of compensation for professional services rendered and for reimbursement of expenses.

6. By Order dated March 4, 2003, Applicant was authorized to render services to Committee in this case. A copy of that Order is attached as Exhibit A-1. Kampf & Associates, P.A. merged with Henson & Efron, P.A. The Committee filed a Supplemental Application to Employ Henson & Efron P.A. as counsel of record. The Order authorizing Henson & Efron to provide services to the Committee is dated March 16, 2004. A copy of that Order is attached as Exhibit A-2.

7. The Applicant holds no retainer in this matter.

8. To the best of the Applicant’s knowledge, the Chapter 11 Trustee is making all payments on post petition obligations as they become due and is not in arrears on any post petition obligations at this time.

9. To the best of the Applicant’s knowledge, all quarterly fees have been paid as required to the United States Trustee and all required reports have been filed by the Chapter 11 Trustee.

10. The plan of reorganization filed by the Chapter 11 Trustee and the Committee was confirmed on July 22, 2004.

11. Applicant was previously allowed fees and expenses pursuant to interim applications for fees and expenses as follows:

<u>Date of Court Order</u>	<u>Time Period</u>	<u>Fees/Costs Allowed</u>	<u>Amount Paid</u>
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9/10/03	3/4/03-6/30/03	\$18,088.00	\$18,088.00
4/28/04	7/1/03-2/29/04	\$10,115.60	\$3,300.00

The total fees and costs allowed in the prior interim fee applications is \$28,203.60 (“Previously Allowed Fees and Expenses”) for the period March 4, 2003 through February 29, 2004 (“Prior Application Periods”).

12. To date, Applicant has been paid \$21,121.00 for the Previously Allowed Fees and Expenses.

13. Applicant is owed \$6,815.60 as and for the remaining balance of the Previously Allowed Fees and Expenses.

14. Applicant has incurred additional fees for services rendered to the Committee and has incurred additional costs for expenses advanced on behalf of the Committee.

15. From March 1, 2004 through July 22, 2004 (“Application Period”), Applicant has incurred fees and expenses each month or partial month as follows:

<u>Month</u>	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
March, 2004	\$2,075.50	\$0.00	\$2,075.50
April, 2004	\$624.00	\$118.40	\$742.40
May, 2004	\$897.00	\$38.00	\$935.00
June, 2004	\$671.00	\$5.80	676.80
July, 2004	<u>\$5,332.00</u>	<u>\$0.00</u>	<u>\$5,332.00</u>
	\$9,599.50	\$162.20	9,761.70

Applicant requests allowance in the total amount set forth above (“Requested Fees and Expenses”). A summary of the services performed, by category and by timekeeper, and the hourly rates for the people performing the services are summarized in Exhibit B. The invoices for services performed and expenses accrued, is attached as Exhibit C.

16. During the Application Period, Applicant rendered professional services in the following categories as further described below:

**General Case Administration**

**Total Fees: \$46.00**

**Total Hours: 0.2**

Services in this category include correspondence with the Committee regarding case matters.

**Applications to Employ and Fee Applications**

**Total Fees: \$989.00**

**Total Hours: 10.1**

Services in this category include drafting and service of interim fee application; drafting, service and communication regarding supplemental application to employ attorneys for the Committee; and communication with other professionals regarding fee application matters.

**Creditor Calls; Negotiations; Claim Objections**

**Total Fees: \$139.50**

**Total Hours: 1.3**

Services in this category include communications with creditors regarding case status and issues.

**Plan and Disclosure Statement**

**Total Fees: \$8,425.00**

**Total Hours: 34.6**

Services in this category include review of the Disclosure Statement, correspondence with the Committee regarding the plan and disclosure statement, telephone calls with creditors and professionals regarding the plan and disclosure statement, review and follow-up of amended disclosure statement, review of ballots, drafting of ballot report, and other matters related to the plan and disclosure statement.

17. In addition, Applicant has incurred actual and necessary expenses during the Application Period in the total amount of \$162.20. A summary of the expenses is set forth in Exhibit B. The Applicant charges a unit cost of \$.20 per page for copying costs.

18. Other than what is disclosed in this Application, Applicant has not made any other request for allowance of fees and costs.

19. All services for which compensation is requested by Applicant were performed for and on behalf of the Committee and not on behalf of any creditor or other person.

20. The Requested Fees and Expenses constitute reasonable compensation for actual necessary services rendered by Applicant based on the nature, the extent and the value of such services, the time spent on such services and the cost of comparable services other than in a case under Title 11, and constitute reasonable expenses incurred on behalf of the Committee.

21. Applicant has not entered into any agreement, express or implied, with any other party in interest including the debtor, any creditor, receiver, trustee or any representative of any of them, or with any attorneys for such party in interest in the proceedings, for the purpose of fixing fees or other compensation to be paid to such party in interest in the proceedings for services rendered or expenses incurred in connection therewith from the assets of the estate in excess of the compensation allowed by law.

22. Applicant seeks final allowance of the fees and expenses, in the total amount of \$28,203.60 which were allowed on an interim basis.

23. Applicant also seeks final allowance of additional fees and expenses, in the total amount of \$9,671.70, as and for fees and expenses set forth in this fee application.

24. Taken together, the fees of the interim applications (\$27,876.00) and the additional fees of this fee application (\$9,599.50), total \$37,475.50. Taken together, the expenses of the interim applications (\$325.60) and the additional expenses of this fee application (\$162.20), total \$487.80.

**WHEREFORE**, Applicant respectfully requests that the Court enter its Order:

1. Allowing, on a final basis, the compensation to Henson & Efron, P.A. in the amount of \$27,876.00 and reimbursement of expenses in the amount of \$325.60, for total fees and expenses of \$28,203.60, that were previously allowed on an interim basis.

2. Allowing additional compensation to Henson & Efron, P.A. in the amount of \$9,599.50 and reimbursement of expenses in the amount of \$162.20 for total fees and expenses of \$9,671.70, for the Application Period.

3. Authorizing and directing the Chapter 11 Trustee to remit the total amount of \$16,487.30 which consists of the unpaid balance of the Previously Allowed Fees and Costs (\$6,815.60) and the fees and expenses allowed herein (\$9,671.70).

HENSON & EFRON, P.A.

Dated: August 12, 2004

/e/ Mary L. Cox  
Mary L. Cox (#176552)  
220 South Sixth Street, #1800  
Minneapolis MN 55402  
Telephone: 612-339-2500  
Attorneys for Committee

### VERIFICATION

I, Mary L. Cox, of Henson & Efron, P.A., the Applicant named in the foregoing Notice of Hearing and Application, declare under penalty of perjury that the foregoing is true and correct according to the best of my knowledge, information, and belief.

Dated: August 12, 2004

/e/ Mary L. Cox

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

SpectraScience, Inc.,  
Debtor.

Case No. 02-42904

Chapter 11 Case

Debtor

---

**ORDER AUTHORIZING DEBTOR TO EMPLOY ATTORNEYS**

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This case came before the Court on the Application of Committee of Unsecured Creditors to Employ Attorneys. It appears that it is necessary for the Committee to employ attorneys, and it appears that the attorneys selected by the Committee do not currently represent any entity with an adverse interest in connection with this case while employed by the Committee, and it appearing that the attorneys selected by the Committee are qualified within the meaning of 11 U.S.C. §1103,

**IT IS HEREBY ORDERED:**

1. The Committee of Unsecured Creditors may employ William I. Kampf and the law firm of Kampf & Associates, P.A. under general retainer upon the basis set forth in the Application, subject to the limitations set forth in 11 U.S.C. § 328.
2. Kampf & Associates may apply for interim compensation every 60 days.

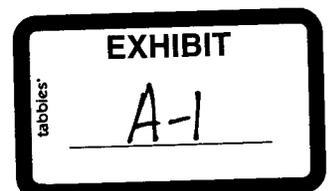
Dated: March 4, 2003

/e/ Nancy C. Dreher

Nancy C. Dreher  
U. S. Bankruptcy Judge

e39-1

NOTICE OF ELECTRONIC ENTRY AND  
FILING ORDER OR JUDGMENT  
Filed and Docket Entry made on 3/04/03  
Patrick G. De Wane, Clerk, By KK



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

SpectraScience, Inc.

Debtor.

BKY 02-42904

Chapter 11 Case

---

**ORDER AUTHORIZING THE COMMITTEE OF UNSECURED  
CREDITORS TO EMPLOY ATTORNEYS**

---

This case came before the Court on the Supplemental Application of the Committee of Unsecured Creditors to Employ Attorneys. Based on the Application and the file, record and proceedings herein,

**IT IS HEREBY ORDERED:**

1. The employment by the Committee of Unsecured Creditors of Henson & Efron, P.A., to represent the Committee of Unsecured Creditors in carrying out its duties under Title 11 is approved.
2. Fee applications by Henson & Efron, P.A., may be heard on 60-day intervals from commencement of the case.

**BY THE COURT:**

Dated: March 16, 2004

/e/ Nancy C. Dreher

Nancy C. Dreher  
U. S. Bankruptcy Judge

e64-1

NOTICE OF ELECTRONIC ENTRY AND  
FILING ORDER OR JUDGMENT  
Filed and Docket Entry made on 03/17/04  
Lori A. Vosejka, Acting Clerk, By KK

**EXHIBIT**

tabbles'

A-2

**EXHIBIT B**

**SpectraScience, Inc.  
Chapter 11  
Case No. 02-42904**

**SUMMARY OF FEES INCURRED**

DESCRIPTION	WIK		MLC		GMS		Total Hrs	Total Amt
General	-	-	0.2	46.00	-	-	0.2	46.00
Petition and Schedules	-	-	-	-	-	-	-	-
Cash Collateral & Financing	-	-	-	-	-	-	-	-
Lift Stay and Other Motions	-	-	-	-	-	-	-	-
Executory Contracts; Unexpired Leases; Use, Sale & Lease of Property	-	-	-	-	-	-	-	-
Apps Employ/ Fee Apps	-	-	0.9	207.00	9.2	782.00	10.1	989.00
Creditor Calls; Negotiations; Claim Objections	-	-	0.2	46.00	1.1	93.50	1.3	139.50
Plan & Disclosure	6.9	2242.50	26.4	6072.00	1.3	110.50	34.6	8425.00
<b>TOTALS</b>	<b>6.9</b>	<b>2242.50</b>	<b>27.7</b>	<b>6371.00</b>	<b>11.6</b>	<b>986.00</b>	<b>46.2</b>	<b>9599.50</b>

**Hourly Rates:**

<u>Initial</u>	<u>Name</u>	<u>Position</u>	<u>Hourly Billing Rate</u>
WIK	William I. Kampf	Attorney	\$325.00/hour
MLC	Mary L. Cox	Attorney	\$230.00/hour
GMS	Getey M. Steinke	Paralegal	\$ 85.00/hour

**Applicant certifies that its hourly rates are the same for both bankruptcy and non-bankruptcy matters. Applicant further certifies that its charges for expenses and disbursements are actual and necessary costs of the administration of the estate.**

**EXHIBIT B**

**SUMMARY OF EXPENSES INCURRED**

<u>Date</u>	<u>Expense Item</u>	<u>Expense Amount</u>	
4/30/04	Copying Cost	\$118.40	
	<b>Total Expenses for April, 2004:</b>		<b>\$118.40</b>
5/31/04	Copying Cost	\$10.00	
5/31/04	Postage Cost	\$28.00	
	<b>Total Expenses for May, 2004:</b>		<b>\$38.00</b>
6/30/04	Copying Cost	\$5.80	
	<b>Total Expenses for June, 2004:</b>		<b>\$5.80</b>
	<b><u>Grand Total</u></b>		<b><u>\$162.20</u></b>

220 South Sixth Street, Suite 1800  
Minneapolis, Minnesota 55402-4503

**Henson & Efron**  
PROFESSIONAL ASSOCIATION

Telephone (612) 339-2500  
Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

SPECTRASCIENCE INC.  
901 Marquette Ave Ste 1400  
MINNEAPOLIS, MN 55402

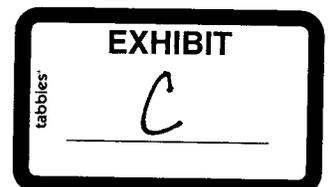
April 14, 2004

Re: BANKRUPTCY - CHAPT. 11  
INVOICE # 127842  
I.D. S935-39034 - WIK

For Services Rendered Through March 31, 2004

Previous Balance		\$	11,974.10
Current Fees	2,075.50		
TOTAL DUE		\$	14,049.60

Timekeeper	Hours	Rate		Amount
WLLIAM I KAMPF	0.7	325.00	\$	227.50
MARY L COX	5.3	230.00	\$	1,219.00
GETEY M. STEINKE	7.4	85.00	\$	629.00



# Henson & Efron

PROFESSIONAL ASSOCIATION

April 14, 2004

SPECTRASCIENCE INC.  
Re: BANKRUPTCY - CHAPT. 11  
I.D. S935-39034- WIK  
Invoice # 127842

Page 2

Date	Description of Services	Atty	Hours	Amount
General Case Administration:				
03-23-04	Correspondence with committee.	MLC	0.2	46.00
	Subtotal		0.2	46.00
Applications to Employ and Fee Applicati:				
03-03-04	Draft Supplemental Application to Employ Attorneys.	GMS	0.5	42.50
03-03-04	Draft interim fee application.	GMS	3.0	255.00
03-04-04	Review and revise supplemental application to employ.	MLC	0.3	69.00
03-04-04	Draft fee application.	GMS	1.0	85.00
03-08-04	Work on Supplemental Application to Employ Attorneys.	GMS	0.5	42.50
03-09-04	Followup on Supplemental Application to Employ Attorneys	GMS	0.4	34.00
03-12-04	Work re fee application and application to employ Henson & Efron.	MLC	0.4	92.00
03-15-04	Telephone call with J. Burton re signature needed for application.	GMS	0.1	8.50
03-15-04	File and serve Supplemental Application to Employ			

# Henson & Efron

PROFESSIONAL ASSOCIATION

April 14, 2004

SPECTRASCIENCE INC.  
 Re: BANKRUPTCY - CHAPT. 11  
 I.D. S935-39034- WIK  
 Invoice # 127842

Page 3

Date	Description of Services	Atty	Hours	Amount
	Attorneys.	GMS	0.8	68.00
03-17-04	Revise service of fee application.	GMS	0.4	34.00
03-18-04	Serve and file fee application.	GMS	0.7	59.50
	Subtotal		8.1	790.00
	Plan and Disclosure Statement:			
03-04-04	Review Disclosure Statement.	WIK	0.7	227.50
03-16-04	Correspondence with committee chair re draft of plan and disclosure statement.	MLC	0.2	46.00
03-17-04	Review plan and disclosure statement. Analysis of issues. Telephone call with trustee and attorney for investor re disclosure statement. Send SEC language to parties. Analysis of issues re service of shareholder.	MLC	3.5	805.00
03-19-04	Telephone conference with attorney for investor regarding confirmation procedure.	MLC	0.2	46.00
03-25-04	Follow up re disclosure statement and information from trustee.	MLC	0.3	69.00
03-29-04	Telephone call with office			

Henson & Efron  
PROFESSIONAL ASSOCIATION

April 14, 2004

SPECTRASCIENCE INC.  
Re: BANKRUPTCY - CHAPT. 11  
I.D. S935-39034- WIK  
Invoice # 127842

Page 4

Date	Description of Services	Atty	Hours	Amount
	of trustee re administrative expenses to update information for disclosure statement. Email re same.	MLC	0.2	46.00
	Subtotal		5.1	1,239.50
				-----
	Total Fees	\$		2,075.50

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Federal I.D. Number 41-1283034

SPECTRASCIENCE INC.  
901 Marquette Ave Ste 1400  
MINNEAPOLIS, MN 55402

May 17, 2004

Re: BANKRUPTCY - CHAPT. 11  
INVOICE # 128888  
I.D. S935-39034 - WIK

For Services Rendered Through April 30, 2004

Previous Balance		\$	14,049.60
Current Fees	624.00		
Current Disbursements	118.40		
TOTAL DUE		\$	14,792.00

Timekeeper	Hours	Rate		Amount
WLLIAM I KAMPF	0.6	325.00	\$	195.00
MARY L COX	1.2	230.00	\$	276.00
GETEY M. STEINKE	1.8	85.00	\$	153.00

# Henson & Efron

PROFESSIONAL ASSOCIATION

May 17, 2004

SPECTRASCIENCE INC.  
 Re: BANKRUPTCY - CHAPT. 11  
 I.D. S935-39034- WIK  
 Invoice # 128888

Page 2

Date	Description of Services	Atty	Hours	Amount
Applications to Employ and Fee Applicati:				
04-01-04	Revise fee application. Call calendar clerk for date for hearing.	GMS	0.3	25.50
04-02-04	Revise, file and serve fee application.	GMS	1.5	127.50
04-27-04	Telephone call with trustee re fee application.	MLC	0.2	46.00
	Subtotal		2.0	199.00
Plan and Disclosure Statement:				
04-02-04	Review Disclosure Statement.	WIK	0.6	195.00
04-06-04	Review order for hearing on disclosure statement. Review finals drafts of plan and disclosure statement filed. Correspondence to trustee re soliciting votes from stockholders.	MLC	1.0	230.00
	Subtotal		1.6	425.00
				-----
	Total Fees	\$		624.00

Date	Disbursement Description	Amount
	Photocopies (Client)	118.40
		-----
	Total Disbursements	\$ 118.40

220 South Sixth Street, Suite 1800  
Minneapolis, Minnesota 55402-4503

**Henson & Efron**  
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Federal I.D. Number 41-1283034

SPECTRASCIENCE INC.  
901 Marquette Ave Ste 1400  
MINNEAPOLIS, MN 55402

June 10, 2004

Re: BANKRUPTCY - CHAPT. 11  
INVOICE # 129212  
I.D. S935-39034 - WIK

For Services Rendered Through May 31, 2004

Previous Balance		\$	14,792.00
Net Payments			<3,300.00>
Balance Forward			11,492.00
Current Fees	897.00		
Current Disbursements	38.00		
TOTAL DUE		\$	12,427.00

Timekeeper	Hours	Rate	Amount
MARY L COX	3.9	230.00	\$ 897.00

**Henson & Efron**  
PROFESSIONAL ASSOCIATION

June 10, 2004

SPECTRASCIENCE INC.  
Re: BANKRUPTCY - CHAPT. 11  
I.D. S935-39034- WIK  
Invoice # 129212

Page 2

Date	Description of Services	Atty	Hours	Amount
	Plan and Disclosure Statement:			
05-05-04	Preliminary review of amended disclosure statement and email from trustee re SEC issues. Follow up on disclosure statement and hearing. Arrange for signature on disclosure statement and modified plan.	MLC	1.0	230.00
05-06-04	Correspondence with trustee's office re hearing and re signature on amended statement. Analysis of issues re SEC's objections. Review revisions to address objections. Analysis of remaining issues. Prepare for and attend hearing on disclosure statement. Correspondence with SEC after hearing. Review correspondence from SEC re remaining objections. Further correspondence with SEC.	MLC	2.3	529.00
05-12-04	Follow up re amended disclosure statement. Send documents to trustee re ballot, chapter 11 packet and letter to Clerk.	MLC	0.6	138.00

# Henson & Efron

PROFESSIONAL ASSOCIATION

June 10, 2004

SPECTRASCIENCE INC.  
 Re: BANKRUPTCY - CHAPT. 11  
 I.D. S935-39034- WIK  
 Invoice # 129212

Page 3

Date	Description of Services	Atty	Hours	Amount
	Subtotal		3.9	897.00
				-----
	Total Fees	\$		897.00

Date	Disbursement Description	Amount
05-05-04	Postage; APRIL	28.00
	Photocopies (Client)	10.00
		-----
	Total Disbursements	\$ 38.00

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Federal I.D. Number 41-1283034

SPECTRASCIENCE INC.  
901 Marquette Ave Ste 1400  
MINNEAPOLIS, MN 55402

July 16, 2004

Re: BANKRUPTCY - CHAPT. 11  
INVOICE # 129646  
I.D. S935-39034 - WIK

For Services Rendered Through June 30, 2004

Previous Balance		\$	12,427.00
Current Fees	671.00		
Current Disbursements	5.80		
TOTAL DUE		\$	13,103.80

Timekeeper	Hours	Rate		Amount
WLLIAM I KAMPF	1.3	325.00	\$	422.50
MARY L COX	0.6	230.00	\$	138.00
GETEY M. STEINKE	1.3	85.00	\$	110.50

# Henson & Efron

PROFESSIONAL ASSOCIATION

July 16, 2004

SPECTRASCIENCE INC.  
 Re: BANKRUPTCY - CHAPT. 11  
 I.D. S935-39034- WIK  
 Invoice # 129646

Page 2

Date	Description of Services	Atty	Hours	Amount
	Plan and Disclosure Statement:			
06-21-04	Follow up re continued plan hearing.	MLC	0.2	46.00
06-22-04	Follow up re notice of continued plan hearing.	MLC	0.2	46.00
06-24-04	Telephone call with shareholder re plan.	MLC	0.2	46.00
06-25-04	Correspondence to Moratzka; review notice; telephone conference with creditors and shareholders.	WIK	1.3	422.50
06-25-04	Telephone calls from creditors re Chapter 11 plan and balloting.	GMS	0.5	42.50
06-29-04	Telephone calls with creditors re Plan and balloting.	GMS	0.5	42.50
06-29-04	Telephone call with creditor re balloting.	GMS	0.3	25.50
	Subtotal		3.2	671.00
	Total Fees	\$		671.00

Date	Disbursement Description	Amount
	Photocopies (Client)	5.80
	Total Disbursements	\$ 5.80

220 South Sixth Street, Suite 1800  
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**Henson & Efron**  
PROFESSIONAL ASSOCIATION

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Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

SPECTRASCIENCE INC.  
901 Marquette Ave Ste 1400  
MINNEAPOLIS, MN 55402

August 6, 2004

Re: BANKRUPTCY - CHAPT. 11  
INVOICE # 129963  
I.D. S935-39034 - WIK

For Services Rendered Through July 22, 2004

Previous Balance		\$	13,103.80
Current Fees	5,332.00		
TOTAL DUE		\$	18,435.80

Timekeeper	Hours	Rate	Amount
WLLIAM I KAMPF	4.3	325.00	\$ 1,397.50
MARY L COX	16.7	230.00	\$ 3,841.00
GETEY M. STEINKE	1.1	85.00	\$ 93.50

Henson & Efron  
PROFESSIONAL ASSOCIATION

August 6, 2004

SPECTRASCIENCE INC.  
Re: BANKRUPTCY - CHAPT. 11  
I.D. S935-39034- WIK  
Invoice # 129963

Page 2

Date	Description of Services	Atty	Hours	Amount
	Creditor Calls; Negotiations, Claim Obje:			
07-01-04	Answer creditor calls re plan.	GMS	0.6	51.00
07-06-04	Telephone calls with creditors re plan and balloting.	GMS	0.3	25.50
07-07-04	Telephone calls with creditors re plan and balloting.	GMS	0.2	17.00
07-22-04	Telephone call with creditor re claim objection. Correspondence with trustee re claim objection	MLC	0.2	46.00
	Subtotal		1.3	139.50
	Plan and Disclosure Statement:			
07-12-04	Review correspondence from trustee re ballot report and confirmation hearing. Begin work on ballots and report. Arrange for prep of ballot spreadsheet.	MLC	0.8	184.00
07-12-04	Prepare for confirmation.	WIK	0.9	292.50
07-13-04	Prepare for confirmation hearing; correspondence to Moratzka; telephone conference with creditors and shareholders; review ballots.	WIK	1.4	455.00

Henson & Efron  
PROFESSIONAL ASSOCIATION

August 6, 2004

SPECTRASCIENCE INC.  
Re: BANKRUPTCY - CHAPT. 11  
I.D. S935-39034- WIK  
Invoice # 129963

Page 3

Date	Description of Services	Atty	Hours	Amount
07-13-04	Review ballots. Analysis of issues re two votes for one ballot. Work re testimony at confirmation hearing. Review information re claims and analysis issues re confirmation. Correspondence with trustee re same and re objecting to claims and obtaining ballots accepting plan. Analysis of Class 4 claim of Chet Sievert. Correspondence with trustee re same. Analysis of issue re Noteholder Don Gilbert. Correspondence with committee chair re same. Telephone call with shareholder re plan.	MLC	3.5	805.00
07-14-04	Review Plan and ballots; telephone conference with shareholders and creditors.	WIK	1.1	357.50
07-14-04	Work re ballot report. Review prior entries. Review new ballots and entry. Revise. Revise footnotes. Analysis of issues.	MLC	2.8	644.00
07-15-04	Review ballots. Review information inputted on ballot spreadsheet.			

Henson & Efron  
PROFESSIONAL ASSOCIATION

August 6, 2004

SPECTRASCIENCE INC.  
Re: BANKRUPTCY - CHAPT. 11  
I.D. S935-39034- WIK  
Invoice # 129963

Page 4

Date	Description of Services	Atty	Hours	Amount
07-15-04	Correct. Analysis of presentation of information. Revise.	MLC	2.4	552.00
07-16-04	Correspondence to creditors; telephone conference with creditors; telephone conference with shareholders.	WIK	0.9	292.50
07-19-04	Telephone call with Don Gilbert. Draft amended claim. Draft ballot. Multiple correspondence with Gilbert re ballot and claim. Correspondence with trustee re Gilbert. Work re ballot report.	MLC	2.6	598.00
07-20-04	Review final ballots. Review information on ballot report for final ballots. Work re revisions to ballot report. Correspondence with trustee re ballot report. Correspondence with trustee re Gilbert claim and ballot. Correspondence with trustee re votes accepting plan and confirmation hearing.	MLC	2.8	644.00
07-20-04	Work re ballot report. Correspondence with trustee re revised report. Oversee filing. Follow up re order			

Henson & Efron  
PROFESSIONAL ASSOCIATION

August 6, 2004

SPECTRASCIENCE INC.  
Re: BANKRUPTCY - CHAPT. 11  
I.D. S935-39034- WIK  
Invoice # 129963

Page 5

Date	Description of Services	Atty	Hours	Amount
	confirming plan. Follow up re prep for confirmation hearing. Analysis of testimony. Correspondence with trustee re plan hearing.	MLC	1.6	368.00
	Subtotal		20.8	5,192.50
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	Total Fees	\$		5,332.00

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

In re:

Case No. 02-42904

SpectraScience, Inc.

Chapter 11 Case

Debtor,

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**PROOF OF SERVICE**

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Getey Steinke states under penalty of perjury that she is an employee of Henson & Efron, P.A., and in the course of said employment she served or caused to be served:

- (1) Notice of Hearing and Application for Final Allowance of Fees and Expenses for Attorneys for Unsecured Creditors' Committee with exhibits;
- (2) Proposed Order Allowing Fees and Expenses; and
- (3) Proof of Service

on the entities named below or on the attached service list by enclosing true and correct copies of the same in an envelope, properly addresses and postage prepaid, and depositing same in the United States mail.

See attached list

Dated: August 12, 2004

/e/ Getey Steinke\_\_\_\_\_

SpectraScience, Inc.  
14405 21st Ave N #111  
Plymouth MN 55447

Michael L. Meyer  
80 S 8th St #4545  
Minneapolis MN 55402

US Trustee  
1015 US Courthouse  
300 South Fourth St  
Minneapolis MN 55415

US Attorney  
600 US Courthouse  
300 South Fourth St  
Minneapolis MN 55415

MN Dept Revenue  
Collection Enforcement  
551 Bky Section  
PO Box 64447  
St Paul MN 55164

Internal Revenue Service  
Special Procedures Branch  
316 N Robert St, Stop 5700  
St Paul MN 55101

IRS Office of Chief Counsel  
380 Jackson St #650  
St Paul MN 55101

Larry L. Estebo  
1545 Larpenteur Avenue  
Falcon Heights MN 55113

William H. Baxter  
17835 6th Ave N  
Plymouth MN 55447

John H. Burton  
15460 Wing Lake Dr  
Minnetonka MN 55345

Larry D. Kraning  
21077 Foothill Trail  
Akeley MN 56433

R. Joseph Carry  
1960 Quant Ave S  
Afton MN 55001

Securities Exch Comm  
Jolene Wise  
175 W Jackson Rd #900  
Chicago IL 60604

Dougherty Financial Grp  
Daniel Beck  
60 S 6th St #3000  
Minneapolis MN 55402

CIT Technology Financing  
c/o Weltman Weinberg Reis  
175 S 3rd St #900  
Columbus OH 43215

Urologix Inc  
c/o George Singer  
80 S 8th St #4200  
Minneapolis MN 55402

Donald Gilbert  
633 Fox Road  
Lino Lakes MN 55014

Ameritech SBC Cap Serv  
2000 W Ameritech Ctr Dr  
Suite 4C29E  
Hoffman Estates IL 60195

GDBA Investments  
c/o Monica Clark  
50 S 6th St #1500  
Minneapolis MN 55402

Douglas Hawkinds  
4713 Hibiscus Ave  
Edina MN 55435

Xcel Energy  
1518 Chestnut Ave N  
Minneapolis MN 55403

Warren Ache  
601 N Grapevine Dr  
Payson AZ 85541

Daniel Beulke  
7835 Armitage Ave SW  
Montrose MN 55363

Great America Leasing  
PO Box 609  
Cedar Rapids IA 52406

State of MN  
Dept Manpower Service  
390 N Robert St  
St Paul MN 55101

Hennepin County Sheriff  
Hennepin Cty Courthouse  
Minneapolis MN 55415

Zykronix Inc  
357 Inverness Dr S Ste C  
Englewood CO 80112

Ronald Zimmerman  
5418 45-1/2 Ave N  
Robbinsdale MN 55422

Scott Wilson  
8254 Xene Lane N  
Maple Grove MN 55311

Wells Fargo Shareowner  
PO Box 64875  
St Paul MN 55164

Eric Wedell  
777 Laurel Ave  
St Paul MN 55104

Unishippers  
1620 25th St S  
Moorhead MN 56560

TUV America  
5 Sherry Hill Dr  
Danvers MA 01923

Town & Country Ofc Clean  
4230 Central Ave NE  
Minneapolis MN 55421

Street Fleet  
1122 16th Ave SE  
Minneapolis MN 55414

Chester E. Sievert Jr  
103 Edgecumbe Dr  
Mahtomedi MN 55115

Schwegman Lundberg et al  
121 S 8th St #1600  
Minneapolis MN 55402

SBC Capital Svcs  
2550 W Golf Rd  
Rolling Meadows IL 60008

Russ Davis Wholesale Inc  
PO Box 272  
Wadena MN 56482

Poliac Research Corp  
12233 Wood Lake Dr  
Burnsville MN 55337

Pitney Bowes  
2225 American Dr  
Neenah WI 54956

Paychex  
1210 Northland Dr #100  
Mendota Hgts MN 55120

Robert Palme  
11100 347th St  
Lindstrom MN 55045

MN Medical Fnd  
McNamara Alum Ctr-U MN  
Dr. John Bond  
200 Oakd St #300  
Minneapolis MN 55455

Medical Elements  
303 Washington St #B  
Northfield MN 55057

Loffler Business Systems  
1310 Madrid St #101  
Marshall MN 56258

Leef Bros  
212 James Ave N  
Minneapolis MN 55405

Mark Hunt  
5385 Elkton Trail  
Faribault MN 55021

Doyle & Dorothy Gustafson  
13426 Seward St  
Omaha NE 68154

Greene Holcomb Fisher  
90 S 7th St, 54th Flr  
Minneapolis MN 55402

Eschelon Telecom  
730 2nd Ave S #1200  
Minneapolis MN 55402

Ernst & Young  
200 S 6th St, #1400  
Minneapolis MN 55402

E&J Tooling & Engineering  
676 S Smith Ave  
St Paul MN 55107

Dorsey & Whitney  
PO Box 1680  
Minneapolis MN 55480

Eugene College  
12805 Hamilton St  
Omaha NE 68154

Business Data Record Svcs  
201 9th Ave SW #100  
New Brighton MN 55112

Ruth M Bryan  
10823 53rd Ave N  
Plymouth MN 55442

Scott Anderson  
1210 Mount Curve Ave  
Minneapolis MN 55403

American Financial Prtg  
404 Industrial Blvd  
Minneapolis MN 55413

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

In re:

Case No. 02-42904

SpectraScience, Inc.

Chapter 11 Case

Debtor,

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**ORDER ALLOWING FEES**

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This case came before the Court on the Application for Final Allowance of Fees and Expenses for Attorneys for Unsecured Creditors' Committee, filed by Henson & Efron, P.A. Appearances, if any, were noted on the record. Based on the application and the file, record and proceedings herein,

**IT IS ORDERED:**

1. Henson & Efron, P.A. is allowed on a final basis, compensation in the amount of \$27,876.00 and reimbursement of expenses in the amount of \$325.60, for total fees and expenses of \$28,203.60 that were previously allowed on an interim basis.
2. Henson & Efron, P.A. is allowed additional compensation in the amount of \$9,599.50 and reimbursement of expenses in the amount of \$162.20, for total fees and expenses of \$9,671.70.
3. The Chapter 11 Trustee is authorized and directed to disburse to Henson & Efron, P.A. the unpaid balance of fees and expenses allowed hereunder.

**BY THE COURT:**

Dated: September \_\_, 2004

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Nancy C. Dreher  
U.S. Bankruptcy Judge