

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

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In re:

Helical Dynamics, Inc.,

Debtor.

Case No.: BKY 04-31444-GFK

Chapter 11 Case

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**NOTICE OF HEARING AND APPLICATION OF MOSS & BARNETT FOR  
ALLOWANCE OF INTERIM COMPENSATION AS ATTORNEYS  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

TO: THE HONORABLE GREGORY F. KISHEL, CHIEF UNITED STATES  
BANKRUPTCY JUDGE, UNITED STATES TRUSTEE AND ALL OTHER PARTIES  
IN INTEREST AS SPECIFIED IN LOCAL RULE 1204(a)(2).

1. Moss & Barnett, A Professional Association, ("Applicant"), as counsel for the Committee of Unsecured Creditors in this case (the "Committee"), moves the Court for the relief requested below and gives notice of hearing herewith.

2. The Court will hold a hearing on this Application on September 7, 2004 at 9:45 a.m. or as soon thereafter as counsel may be heard in Courtroom No. 228B, U.S. Courthouse, 316 North Robert Street, St. Paul, Minnesota 55101.

3. Any response to this application must be filed and delivered to Applicant no later than September 3, 2004 which is three days before the date set for the hearing or filed and served by mail not later than August 31, 2004 which is seven days before the date set for the hearing (excluding Saturdays, Sundays and holidays). UNLESS A RESPONSE OPPOSING THIS APPLICATION IS TIMELY FILED, THE COURT MAY GRANT THE APPLICATION WITHOUT A HEARING.

4. This Court has jurisdiction over this application under 28 U.S.C. §§158 and 1334, Bankruptcy Rule 5005 and Local Rule 1070-1. This application is filed under Bankruptcy Rule 2016 and Local Rule 2016-1. This application arises under 11 U.S.C. §330. Applicant requests allowance of compensation for professional services rendered and for reimbursement of

expenses incurred from June 1, 2004 through July 31, 2004 in connection with this case. This is a core proceeding. The voluntary petition commencing this Chapter 11 bankruptcy case was filed on March 11, 2004 (the "Petition Date"). The case is now pending in this Court.

5. The Committee selected Moss & Barnett as its counsel on April 26, 2004. The Committee's application for an order authorizing the employment of Moss & Barnett, a Professional Association to represent the Committee (the "Application") was filed on April 28, 2004. A copy of that application is annexed as Exhibit A.

6. In an Order entered May 10, 2004, the Application was granted and Moss & Barnett was authorized to schedule hearings for allowance of their professional fees not more than once every 60 days on the Court's regularly scheduled hearing date. In addition, the Order provides that Moss & Barnett shall issue regular monthly statements to Debtor and the Office of the U.S. Trustee. Upon issuance of the regular monthly statements, Moss & Barnett may receive payment for up to 80% of billed attorney fees and 100% of incurred costs prior to obtaining approval of the Court at the regularly scheduled fee application hearings. A copy of that Order is annexed as Exhibit B.

7. Applicant has made one previous application for allowance of fees. An Order dated July 6, 2004 authorized compensation in the amount of \$3,007.50 and reimbursement of expenses in the amount of \$15.60 for a total of \$3,023.10. The amounts allowed have been paid. Applicant did not receive a retainer in this matter.

8. Applicant knows of no allowed administrative expenses unpaid as of the date of this application except for expenses incurred by the debtor-in-possession in the ordinary course of its business to the extent allowed and the professional fees described in (1) the Notice of Hearing and Application for Allowance of Interim Compensation and Reimbursement of Expenses of Attorney for Debtor-In-Possession, filed by Steven B. Nosek on August 12, 2004; and (2) the Notice of Hearing and Application for Allowance of Interim Compensation and Reimbursement of Expenses of Hamilton Associates, Inc., filed on August 12, 2004.

9. From June 1, 2004 through July 31, 2004, Applicant rendered professional services in its capacity as counsel to the Committee as follows:

10. **Professional Applications.** (45719.2) Applicant analyzed Applications for Allowance of Interim Compensation and Reimbursement of Expenses of Attorney for Debtor-In-Possession, filed by Steven B. Nosek and Hamilton Associates, Inc. and prepared the Application for Allowance of Interim Compensation and Reimbursement of Expenses for Moss & Barnett.

11. **Case Administration and Business Operations and General.** (45719.1 & .3) Applicant advised the Committee members regarding GCI's motion for continued adequate protection, objected to the motion, and entered into a stipulation which halved the monthly adequate protection payments; examined and analyzed City Capital's motion for relief from stay and negotiated an adequate protection stipulation resolving the motion; analyze motion to extend cash collateral agreement; analyzed motion to purchase equipment; examined and, when appropriate, commented on the Debtor's monthly reports to the US Trustee;

12. The total amount of time and the compensation sought for each category described above is as follows:

a.	Professional Applications	5.00	\$939.50
b.	Case Administration and Business Operations	11.40	\$3,172.50
c.	General	.30	\$48.00
	Totals:	16.70	\$4,160.00

13. Annexed hereto as Exhibit C is an itemization of the time incurred by the Applicant, separated by task or proceeding, and stating for each task or proceeding the following:

- a. Description of the task or proceeding.
- b. A detailed list and description of each increment of time expended on the task or proceeding; and
- c. The names of the attorneys and paralegals who expended the time.

14. Included within Exhibit C is an itemization, including unit cost where applicable, of all expenses which are sought to be recovered in this application. Attached as Exhibit D is a separate itemization, including unit cost where applicable, of all expenses which are sought to be recovered in this application. The total expense reimbursement sought is \$203.47. Copies are billed at \$.20 per page.

15. Each attorney or paralegal who expended time on the matter, his or her capacity, and the hourly rate being charged for each such person whose time is included in the application is set forth as follows:

<u>Name</u>	<u>Capacity</u>	<u>Hourly Rate</u>	<u>Total Hours</u>
James A. Rubenstein	Shareholder	\$315.00	9.50
Kevin M. Busch	Shareholder	\$315.00	.10
Lorie A. Klein	Associate	\$160.00	7.10

Mr. Rubenstein is a shareholder of Moss & Barnett, who has over 20 years experience as a bankruptcy attorney and is a certified Business Bankruptcy Law Specialist. Ms. Klein is an associate with the firm's bankruptcy department who has experience working on a variety of bankruptcy matters for both creditors and debtors. These hourly rates are at or below the usual and customary hourly rates charged by the Applicant for the services of the individuals involved. They represent the customary compensation charged by comparably skilled practitioners and professionals in cases other than cases under Title 11 of the United States Code.

16. Applicant's services to the Committee in this case from June 1, 2004 through July 31, 2004 have a reasonable value of not less than \$4,160.00.

17. Applicant has incurred actual and necessary expenses posted through June 1, 2004 through July 31, 2004 in the total amount of \$203.47.

18. Pursuant to the Court's Order entered May 10, 2004, Applicant requested that Debtor pay 80% of billed attorney fees and 100% of incurred costs prior to obtaining approval of the Court at the regularly scheduled fee application hearings. By letter dated July 15, 2004, Applicant requested that Debtor pay \$2,620.80, which represents 80% of fees incurred for June

2004. By letter dated, August 12, 2004, Applicant requested that Debtor pay \$910.67, which represents 80% of fees and 100% of the costs incurred for July 2004. Of these two requested amounts, as of the date of this Application, Applicant has received \$2,620.80 from Debtor.

19. All services for which compensation is requested by Applicant were performed on behalf of the Committee and not on behalf of the Debtor or any other person. The services were necessary to the administration of, or beneficial at the time at which the services were rendered toward the successful completion of, this case. The services were performed within a reasonable amount of time commensurate with the complexity, importance and nature of the problem, issue or task addressed.

20. The amount requested herein constitutes reasonable compensation for actual and necessary services rendered by Applicant based on the nature, the extent and value of such services, the time spent on such services and the cost of comparable services other than in a case under Title 11.

21. Applicant has not entered into any agreement, express or implied, with any other party in interest, including the Debtor or any creditor, receiver, trustee or 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.

WHEREFORE, Applicant respectfully requests that the Court enter its Order (a) allowing compensation to Applicant in the amount of \$4,160.00, reimbursement of expenses in the amount of \$203.47, for a total of fees and expenses of \$4,363.47; (b) authorizing the Debtor to make immediate payment of any unpaid portion of the amount allowed as an administrative expense.

Dated: August 17, 2004.

MOSS & BARNETT  
A Professional Association

By /e/ Lorie A. Klein  
James A. Rubenstein (#94080)  
Lorie A. Klein, (#311790)  
4800 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402-4129  
Telephone: (612) 347-0300  
ATTORNEYS FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS

### VERIFICATION

I, Lorie A. Klein, Attorney for the moving party named in the foregoing Notice of Hearing and Application for Attorney's Fees, declare under penalty of perjury that the foregoing is true and correct according to the best of my knowledge, information and belief.

Dated: August 17, 2004.

By /e/ Lorie A. Klein

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

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In re:

Chapter 11

Helical Dynamics, Inc.,

Bky Case No. 04-31444

Debtor.

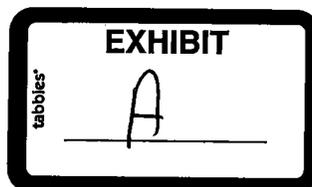
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**APPLICATION OF THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF HELICAL DYNAMICS, INC. FOR ENTRY  
OF AN ORDER AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF MOSS & BARNETT, A PROFESSIONAL ASSOCIATION  
AS ITS COUNSEL**

The Official Committee of Unsecured Creditors (the "Committee") appointed in the Chapter 11 case of Helical Dynamics, Inc. (the "Debtor"), presents this application (the "Application") for entry of an order, pursuant to 11 U.S.C. §§ 328 and 1103(a), Fed. R. Bankr. P. Rules 2014(a) and 2016 and Local Rule 2014-1, authorizing the employment and retention of the law firm of Moss & Barnett, A Professional Association ("Moss & Barnett") to serve as its counsel. The Application is accompanied by the Verified Statement of James A. Rubenstein of Moss & Barnett (the "Statement"), which is attached hereto and incorporated herein by reference. In support of the Application, the Committee states as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this case under 28 U.S.C. §§157 and 1334. This matter is a core proceeding under 28 U.S.C. §157(b)(2). Venue of the Debtor's Chapter 11 case and this Application in this District is proper pursuant to 28 U.S.C. § § 1408 and 1409.



2. This application arises under 11 U.S.C. §§ 328 and 1103(b), Fed. R. Bankr. P. 2014(a), 2016 and 5002, and Local Rule 2014-1.

### **BACKGROUND**

3. On March 11, 2004 (the "Petition Date"), the Debtor filed a voluntary petition for reorganization relief pursuant to Chapter 11 of the Bankruptcy Code.

4. The Debtor continues to operate its business and manage its properties as debtor-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.

5. The Committee was appointed by the Office of the United States Trustee for the District of Minnesota pursuant to 11 U.S.C. §§ 1102(a) and 1102(b)(1). The Committee consists of the following creditors:

- a. Dee Cramer, Inc.;
- b. McManus, Babcock & Co., Ltd.;
- c. Twin City Oxygen.

6. On April 26, 2004, the Committee voted to retain Moss & Barnett to represent the Committee.

### **RELIEF REQUESTED**

7. By this Application, the Committee requests authorization to retain and employ Moss & Barnett as its counsel. The Committee requests entry of an order pursuant to 11 U.S.C. §§ 328 and 1103(b), authorizing Moss & Barnett to perform those legal services that will be necessary during this Chapter 11 case as counsel, as more fully described below.

### **SERVICES TO BE RENDERED**

8. Subject to the control and further order of this Court, Moss & Barnett may be required to render all or some of the following services to the Committee:

- a. advise the Committee with respect to its rights, duties and powers in this case;
- b. assist and advise the Committee in its consultations with the Debtor relative to the administration of this case;
- c. assist the Committee in analyzing the claims of Debtor's creditors and in negotiating with such creditors;
- d. assist with the Committee's investigation of the acts, conduct, assets, liabilities and financial condition of the Debtor, and the operation of the Debtor's business;
- e. assist the Committee in its analysis of any negotiations with the Debtor or any third party concerning matters related to the realization by creditors of a recovery on claims and other means of realizing value in this case;
- f. review with the Committee whether a plan of reorganization should be filed by the Committee or some other third party and, if necessary, draft a plan and disclosure statement;
- g. assist the Committee with respect to consideration by the Court of any disclosure statement or plan prepared or filed pursuant to § 1125 or 1121 of the Bankruptcy Code;
- h. assist and advise the Committee with regard to its communications to the general creditor body regarding the Committee's recommendations on any proposed plan of reorganization or other significant matters in this case;
- i. represent the Committee at all hearings and other proceedings;
- j. assist the Committee in its analysis of matters relating to the legal rights and obligations of the Debtor in respect of various agreements and applicable laws;
- k. review and analyze all applications, orders, statements of operations and schedules filed with the Court and advise the Committee as to their propriety;
- l. assist the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives; and
- m. perform such other legal services as may be required and/or deemed to be in the interest of the Committee in accordance with its powers and duties as set forth in the Bankruptcy Code.

## **MOSS & BARNETT'S QUALIFICATIONS**

9. The Committee has selected Moss & Barnett because the firm possesses attorneys with considerable experience in Chapter 11 cases and in representing Chapter 11 committees generally, and because of its proximity to and familiarity with the Minnesota bankruptcy court.

10. The Moss & Barnett attorney leading this engagement will be James A. Rubenstein. Lorie A. Klein, an associate at Moss & Barnett, will also perform services for the Committee. Other shareholders, associates, counsel and legal assistants of the firm may be used if and when necessary.

11. The Committee believes that Moss & Barnett is well qualified and able to represent it in this Chapter 11 case in an efficient and timely manner.

## **MOSS & BARNETT DOES NOT HOLD OR REPRESENT ANY ADVERSE INTEREST AND IS DISINTERESTED**

12. To the best of the Committee's knowledge and based on the Statement, Moss & Barnett is a "disinterested person" as that term is defined in 11 U.S.C. § 101(14).

13. To the best of the Committee's knowledge and based on the Statement, Moss & Barnett does not hold or represent any interest adverse to the Debtor.

14. To the best of the Committee's knowledge and based upon the Statement, Moss & Barnett does not hold or represent any interest adverse to the Debtor, its respective Chapter 11 estate or its respective creditors. As set forth in the Statement, Moss & Barnett represents CenterPoint Energy, a creditor of the Debtor, in matters unrelated to the Debtor or this Chapter 11 case.

15. To the best of the Committee's knowledge and based upon the Statement, neither Moss & Barnett nor any of its shareholders, counsel or associates have any

connections with the Debtor, its creditors, or any other party in interest, including their representative attorneys and accountants, the United States Trustee or any other person employed in the office of the United States Trustee.

16. To the best of the Committee's knowledge, the shareholders, counsel and associates of Moss & Barnett working on this case are not relatives of the United States Trustee of the District of Minnesota or of any known employee in the office thereof, or any United States Bankruptcy Judge of the District of Minnesota.

17. Moss & Barnett has not provided, and will not provide, professional services to the Debtor, any of the creditors, other parties-in-interest, or their attorneys with regard to any matter related to this Chapter 11 case.

#### **PROFESSIONAL COMPENSATION**

18. The compensation of Moss & Barnett for professional services rendered to the Committee will be based upon the hours actually expended by each attorney, paralegal or staff member at such person's hourly billing rate. Moss & Barnett proposes to charge the Committee for legal services rendered on an hourly basis at rates equal to the current normal hourly rates being charged by such professionals, as such rates are subject to adjustment from time to time in the business judgment of Moss & Barnett.

19. Generally, Moss & Barnett's hourly rates are in the following ranges at this time:

<b><u>Title</u></b>	<b><u>Rate Per Hour</u></b>
Shareholders	\$245-\$415
Associates	\$160-\$235
Paralegals	\$110-\$155

The current hourly rate of James A. Rubenstein, the shareholder at Moss & Barnett anticipated to be primarily involved in representing the Committee of Unsecured Creditors, is \$315 for 2004. The current hourly rate of Lorie A. Klein is \$160 for 2004.

20. In addition, Moss & Barnett intends to seek reimbursement for any and all necessary expenses incurred in connection with this Chapter 11 case, including, but not limited to, photocopies, word processing, facsimiles, courier service, computer assisted research, docket and court filing fees, telecommunications, travel, court reporting charges, and any other incidental costs advanced by us specifically for these matters, at the costs commonly charged for such costs to other Moss & Barnett clients.

21. Moss & Barnett intends to apply to this Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules and any other Orders of this Court. Moss & Barnett requests that fee applications be heard at 60 day intervals on the Court's regularly scheduled hearing dates. Moss & Barnett is also seeking payment of attorney fees and costs under the paydown provisions which would allow counsel to issue monthly statements to Debtor and the Office of the U.S. Trustee and receive payment for up to 80% of billed attorney fees and 100% of incurred costs, all prior to obtaining approval of the Court. The Court has approved this payment arrangement for Debtor's counsel.

#### **NOTICE AND PRIOR RELIEF**

22. In accordance with Local Bankruptcy Rule 2014-1(a), notice of this Application was served on (i) the United States Trustee, (ii) counsel for the Debtor, and

(iii) all members of the Committee. The Committee submits that no other or further notice is necessary or required.

23. No prior motion has been filed for the relief requested herein.

WHEREFORE, the Committee respectfully requests that this Court enter an Order substantially in the form attached hereto (i) authorizing the Committee to employ and retain Moss & Barnett as its counsel; (ii) authorizing Moss & Barnett to schedule a hearing for allowance of their professional fees and expenses under 11 U.S.C. §§ 331 and 330 not more than once every 60 days from the date of the filing of the bankruptcy petition in this case; (iii) permitting Moss & Barnett to obtain payment of attorney fees and costs under the paydown provisions which provide for payment for up to 80% of billed attorney fees and 100% of incurred costs prior to obtaining Court approval; and (iv) granting such other and further relief deemed appropriate under the circumstances.

Dated: April 28, 2004.

Respectfully submitted,

THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF  
HELICAL DYNAMICS, INC.

By



Matthew D. Cramer, President of  
Dee Cramer, Inc.

Its Chair

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

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In re:

Chapter 11

Helical Dynamics, Inc.,

Bky Case No. 04-31444

Debtor.

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**VERIFIED STATEMENT OF AFFILIATIONS AND COMPENSATION  
BY MOSS & BARNETT, A PROFESSIONAL ASSOCIATION AS COUNSEL FOR THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

The undersigned makes the following statement in support of the application for employment of Moss & Barnett as counsel to the Official Committee of Unsecured Creditors pursuant to Fed. R. Bankr. P. 2014 and Local Bankruptcy Rule 2014-1:

1. I am an attorney duly admitted to practice before this Court and I am a shareholder with the law firm of Moss & Barnett, A Professional Association, 4800 Wells Fargo Center, 90 South Seventh Street, Minneapolis, Minnesota 55402.

2. This affidavit is made in connection with the Application of the Official Committee of Unsecured Creditors of Helical Dynamics, Inc. for Entry of an Order Authorizing the Employment and Retention of Moss & Barnett, a Professional Association as Its Counsel.

3. Neither I, nor Moss & Barnett, currently represent or hold any interest adverse to the creditors of the Debtor in this case.

4. Our employment would be in the best interest of the unsecured creditors. Except as stated herein, neither I, nor the law firm of Moss & Barnett, nor any shareholder or associate thereof, insofar as I have been able to ascertain, are creditors,

or equity security holders, or insiders of the above-named debtor-in-possession, its creditors, its estate, and any other party in interest, or their respective attorneys and accountants. Attorneys in the firm of Moss & Barnett represent CenterPoint Energy in connection with matters unrelated to this case. That creditor has agreed to Moss & Barnett's representation of the Committee. Moss & Barnett has agreed that it will not represent Centerpoint Energy in connection with this case.

5. Neither I, nor Moss & Barnett, nor any shareholder or associate, insofar as I have been able to ascertain, have within two years before the date of filing of the petition, been a director, officer, or employee of the debtor-in-possession; and have not had an interest materially adverse to the interest of the debtor-in-possession, its estate, its creditors, or any other party in interest, or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, and connection with, or interest in the debtor-in-possession.

6. Moss & Barnett has not provided, and will not provide, any professional services to the Debtor, any of its creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to this Chapter 11 case.

7. Subject to the control and further order of this Court, Moss & Barnett may be required to render all or some of the following services to the Committee:

- a. advise the Committee with respect to its rights, duties and powers in this case;
- b. assist and advise the Committee in its consultations with the Debtor relative to the administration of this case;
- c. assist the Committee in analyzing the claims of Debtor's creditors and in negotiating with such creditors;

- d. assist with the Committee's investigation of the acts, conduct, assets, liabilities and financial condition of the Debtor, and the operation of the Debtor's business;
- e. assist the Committee in its analysis of any negotiations with the Debtor or any third party concerning matters related to the realization by creditors of a recovery on claims and other means of realizing value in this case;
- f. review with the Committee whether a plan of reorganization should be filed by the Committee or some other third party and, if necessary, draft a plan and disclosure statement;
- g. assist the Committee with respect to consideration by the Court of any disclosure statement or plan prepared or filed pursuant to § 1125 or 1121 of the Bankruptcy Code;
- h. assist and advise the Committee with regard to its communications to the general creditor body regarding the Committee's recommendations on any proposed plan of reorganization or other significant matters in this case;
- i. represent the Committee at all hearings and other proceedings;
- j. assist the Committee in its analysis of matters relating to the legal rights and obligations of the Debtor in respect of various agreements and applicable laws;
- k. review and analyze all applications, orders, statements of operations and schedules filed with the Court and advise the Committee as to their propriety;
- l. assist the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives; and
- m. perform such other legal services as may be required and/or deemed to be in the interest of the Committee in accordance with its powers and duties as set forth in the Bankruptcy Code.

8. It is anticipated that Moss & Barnett will apply to the Court periodically, as described in the Application, for approval of reimbursement of expenses and compensation for services by the Debtor as an administrative expense based upon the time involved by the various attorneys and paralegals at Moss & Barnett working on the

matter at their regular and customary hourly rates, together with reimbursement for out-of-pocket expenses, all as may be allowed by the Court. At the present time, the range of hourly rates at Moss & Barnett is as follows:

<u>Title</u>	<u>Rate Per Hour</u>
Shareholders	\$245-\$415
Associates	\$160-\$235
Paralegals	\$110-\$155

The current hourly rate for 2004 of James A. Rubenstein and Lorie A. Klein, the two attorneys at Moss & Barnett anticipated to be primarily involved in representing the Committee, is \$315.00 and \$160.00, respectively. The hourly rates at Moss & Barnett are subject to change from time to time by Moss & Barnett in its business judgment. Moss & Barnett may also seek Court approval from time to time for a retainer to be paid by the Debtor.

9. Moss & Barnett and I are qualified due to our experience and familiarity with the Bankruptcy Code to advise the Committee during the course of this Chapter 11 case.

10. In accordance with 11 U.S.C. § 504, I hereby state that there is no agreement or understanding between Moss & Barnett and any other entity, other than a shareholder or associate of Moss & Barnett, for the sharing of compensation received or to be received for services rendered in connection with this case.

11. Moss & Barnett was founded over 100 years ago and is a firm of 65 attorneys. I am familiar with its financial condition. Moss & Barnett has sufficient resources to disgorge any funds improvidently paid to it if so ordered by the Court.

12. Based on the foregoing, I believe that the firm of Moss & Barnett is a “disinterested person” within the meaning of 11 U.S.C. § § 101(13) and 327.

Dated: April 28, 2004

MOSS & BARNETT  
A Professional Association

By /e/ James A. Rubenstein  
James A. Rubenstein, # 94080  
Lorie A. Klein, #311790  
4800 Wells Fargo Center  
90 South Seventh Street  
Minneapolis MN 55402-4129  
Telephone: (612) 347-0300

### VERIFICATION

I, James A. Rubenstein, a shareholder in the firm of Moss & Barnett, declare under the penalty of perjury, that I have read the foregoing Verified Statement, know the contents thereof, and that the foregoing Verified Statement is true and correct according to the best of my knowledge, information and belief.

MOSS & BARNETT  
A Professional Association

Dated: April 28, 2004

By /e/ James A. Rubenstein  
James A. Rubenstein, # 94080  
4800 Wells Fargo Center  
90 South Seventh Street  
Minneapolis MN 55402-4129  
Telephone: (612) 347-0300

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

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In re:

Chapter 11

Helical Dynamics, Inc.,

Bky Case No. 04-31444

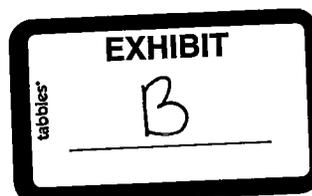
Debtor.

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**ORDER AUTHORIZING EMPLOYMENT AND RETENTION  
OF THE LAW FIRM OF MOSS & BARNETT, A PROFESSIONAL  
ASSOCIATION AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") appointed in the Chapter 11 case of Helical Dynamics, Inc., (the "Debtor"), in the above-captioned Chapter 11 case, for entry of an order, pursuant to 11 U.S.C. § § 328 and 1103(a), Fed. R. Bankr. P. 2014(a) and 2016, and Local Rule 2014-1, authorizing the employment and retention of the law firm of Moss & Barnett, A Professional Association ("Moss & Barnett") to serve as its counsel; the Court having considered the Verified Statement executed by James A. Rubenstein in support of the Application; the Court being satisfied that based upon the representations made in the Application, Moss & Barnett and its respective shareholders, counsel and associates do not hold or represent any interest adverse to the Debtor, its respective estate or its respective creditors with respect to the matters upon which they are engaged, that Moss & Barnett is a disinterested person as that term is defined under 11 U.S.C. § 101(14) and that the retention and employment of Moss & Barnett is necessary and in the best interests of the Debtor's creditors and estate; adequate notice of the Application having been given; and the Court having been fully advised in the premises;

675128v1



**IT IS HEREBY ORDERED THAT:**

1. The Application is granted and approved in all respects.
2. Pursuant to 11 U.S.C. §§ 328 and 1103(b), Fed. R. Bankr. P. 2014(a) and 2016, and Local Rule 2014-1, the Committee is hereby authorized to retain and employ the firm of Moss & Barnett as its counsel and such shareholders, counsel, associates and legal assistants of Moss & Barnett, if and when necessary, for all purposes in this Chapter 11 case.
3. Moss & Barnett shall be compensated in accordance with the procedures set forth in 11 U.S.C. §§ 328, 330 and 331, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and such other procedures as have been or may be fixed by Order of this Court.
4. Moss & Barnett is authorized to schedule a hearing for allowance of its professional fees and expenses under 11 U.S.C. §§ 331 and 330 not more than once every 60 days on the Court's regularly scheduled hearing date.
5. Moss & Barnett shall issue regular monthly statements to Debtor and the Office of the U.S. Trustee. Upon issuance of the regular monthly statements, Moss & Barnett may receive payment for up to 80% of billed attorney fees and 100% of incurred costs prior to obtaining approval of the Court at the regularly scheduled fee application hearings.

Dated: May 10, 2004

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United States Bankruptcy Judge

NOTICE OF ELECTRONIC ENTRY AND  
FILING ORDER OR JUDGMENT  
Filed and Docket Entry made on 05/10/04  
Lori Vosejka, Acting Clerk, By lje

IN ACCOUNT WITH  
**MOSS & BARNETT**

A PROFESSIONAL ASSOCIATION  
4800 WELLS FARGO CENTER • 90 SOUTH SEVENTH STREET • MINNEAPOLIS, MN 55402  
(612) 347-0300  
Federal Tax Id # 41-0943845

August 10, 2004

OFFICIAL CREDITORS COMMITTEE OF HELICAL  
DYNAMICS, INC  
C/O MATTHEW D. CRAMER, COMMITTEE CHAIR  
DEE CRAMER, INC  
4221 EAST BALDWIN ROAD  
HOLLY MI 48442

Client: 45719  
Invoice # 399907

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For Professional Services Rendered in Connection With:

Matter: 45719.000001 General

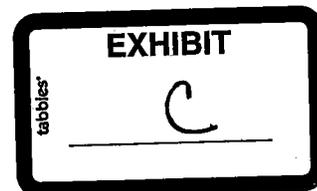
<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Services</u>	
07/14/04	L KLEIN	.20	Prepare correspondence to Mr. Nosek regarding June invoice.	
07/28/04	L KLEIN	.10	Examine stipulation filed with the court concerning motion for relief from stay with City Capital and examine order concerning purchase of equipment.	
	Total Hours	.30		
			Total For Services	48.00

-----Summary By Individual-----

<u>Individual</u>	<u>Hours Worked</u>	<u>Billed Per Hour</u>	<u>Billed Amount</u>
L KLEIN	.30	160.00	48.00
Total all Timekeepers	.30	160.00	48.00

Disbursements

Photocopies	17.40
Total Disbursements	17.40



HELICAL DYNAMICS, INC CREDITORS COMMITTEE  
File Number: 45719.000001  
Invoice Number: 399907

August 10, 2004  
Page 2

Total This Invoice 65.40

IN ACCOUNT WITH

**MOSS & BARNETT**

A PROFESSIONAL ASSOCIATION

4800 WELLS FARGO CENTER • 90 SOUTH SEVENTH STREET • MINNEAPOLIS, MN 55402  
(612) 347-0300

Federal Tax Id # 41-0943845

July 8, 2004

OFFICIAL CREDITORS COMMITTEE OF HELICAL  
DYNAMICS, INC  
C/O MATTHEW D. CRAMER, COMMITTEE CHAIR  
DEE CRAMER, INC  
4221 EAST BALDWIN ROAD  
HOLLY MI 48442

Client: 45719  
Invoice # 397524

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For Professional Services Rendered in Connection With:

Matter: 45719.000002 Professional Retention and Applications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Services</u>
06/03/04	L KLEIN	.40	Prepare correspondence to debtor regarding monthly fees; receive voice mail message from Attorney Nosek regarding fee application hearing; begin preparing fee application.
06/10/04	J RUBENSTEIN	.90	Examine and prepare comments on interim fee application of counsel and financial consultant to the debtor and correspondence to committee regarding same (.5); prepare Moss & Barnett interim fee application (.4).
06/10/04	L KLEIN	3.60	Prepare Fee Application and prepare service and filing of same.
06/30/04	L KLEIN	.10	Telephone conference with court regarding fee application hearing.
	Total Hours	5.00	
		Total For Services	939.50

HELICAL DYNAMICS, INC CREDITORS COMMITTEE  
File Number: 45719.000002  
Invoice Number: 397524

July 8, 2004  
Page 2

-----Summary By Individual-----

<u>Individual</u>	<u>Hours Worked</u>	<u>Billed Per Hour</u>	<u>Billed Amount</u>
J RUBENSTEIN	.90	315.00	283.50
L KLEIN	4.10	160.00	656.00
Total all Timekeepers	5.00	187.90	939.50

Total This Invoice 939.50

IN ACCOUNT WITH

**MOSS & BARNETT**

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(612) 347-0300

Federal Tax Id # 41-0943845

July 8, 2004

OFFICIAL CREDITORS COMMITTEE OF HELICAL  
DYNAMICS, INC  
C/O MATTHEW D. CRAMER, COMMITTEE CHAIR  
DEE CRAMER, INC  
4221 EAST BALDWIN ROAD  
HOLLY MI 48442

Client: 45719  
Invoice # 397525

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For Professional Services Rendered in Connection With:

Matter: 45719.000003 Case Administration and Business Operations

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Services</u>
06/10/04	J RUBENSTEIN	.40	Telephone conference with Mr. Nosek regarding status of case and prepare report to creditors committee regarding same.
06/16/04	J RUBENSTEIN	.60	Examine Helical motion regarding extending adequate protection payments and related documentation (.2); telephone conference with Mr. Nosek regarding background information and prepare correspondence to him and Mr. Lawver to request information in support of a possible objection (.4).
06/17/04	J RUBENSTEIN	.30	Examine monthly financial report to U.S. Trustee.
06/17/04	J RUBENSTEIN	.30	Telephone conference with Mr. Lawver regarding motion to continue to pay adequate protection payments and follow-up call to him on requested information.
06/23/04	J RUBENSTEIN	.30	Examine appraisal and other information from Mr. Lawver regarding GCI motion.
06/27/04	J RUBENSTEIN	.20	Prepare for possible objection to adequate protection motion.
06/28/04	J RUBENSTEIN	.30	Analyze grounds for objection to motion to extend cash collateral payments.
06/29/04	K BUSCH	.10	Examine file regarding impact of lease treated as security interest.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Services</u>
06/29/04	J RUBENSTEIN	3.20	Telephone conference with Mr. Nosek regarding objection to adequate protection motion; prepare objection and exhibits.
06/30/04	J RUBENSTEIN	1.10	Prepare objection to adequate protection motion (.6); examine motion to purchase copier and prepare report to committee regarding same and other issues (.3); telephone conference with Mr. Lawver regarding objection to compromise and resolution of same (.2).
Total Hours		6.80	
			Total For Services 2,142.00

-----Summary By Individual-----

<u>Individual</u>	<u>Hours Worked</u>	<u>Billed Per Hour</u>	<u>Billed Amount</u>
K BUSCH	.10	315.00	31.50
J RUBENSTEIN	6.70	315.00	2,110.50
Total all Timekeepers	6.80	315.00	2,142.00
			Total This Invoice 2,142.00

IN ACCOUNT WITH

**MOSS & BARNETT**

A PROFESSIONAL ASSOCIATION

4800 WELLS FARGO CENTER • 90 SOUTH SEVENTH STREET • MINNEAPOLIS, MN 55402  
(612) 347-0300

Federal Tax Id # 41-0943845

August 10, 2004

OFFICIAL CREDITORS COMMITTEE OF HELICAL  
DYNAMICS, INC  
C/O MATTHEW D. CRAMER, COMMITTEE CHAIR  
DEE CRAMER, INC  
4221 EAST BALDWIN ROAD  
HOLLY MI 48442

Client: 45719  
Invoice # 399908

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For Professional Services Rendered in Connection With:

Matter: 45719.000003 Case Administration and Business Operations

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Services</u>
07/01/04	J RUBENSTEIN	.20	Telephone conference with Mr. Nosek regarding settlement of GTI matter and other pending motions.
07/02/04	J RUBENSTEIN	.70	Telephone conferences with Mr. Nosek and Mr. Lawver regarding stipulation for settlement and withdrawal of objection; examine second amended stipulation and prepare notice of withdrawal.
07/21/04	J RUBENSTEIN	.30	Examine and prepare comments on stipulation with CitiCapital Commercial regarding automatic stay.
07/22/04	J RUBENSTEIN	.40	Telephone conferences with Mr. Nosek and Ms. Honkanen to negotiate stipulation for adequate protection.
07/23/04	J RUBENSTEIN	.30	Prepare objection to CitiCapital lift stay motion and develop settlement strategy.
07/23/04	L KLEIN	1.00	Receive message from Attorney Honakan concerning City Capital's disagreement with proposed changed to stipulation concerning equipment (.1); telephone conference with Attorney Nosek concerning same (.1); analyze issues concerning proposed revisions to agreement (.2); telephone conference with Attorney Honakan concerning additional revisions to resolve request for hearing issue (.2);

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Services</u>
			examine proposed stipulation and prepare revisions (.2); prepare correspondence to Ms. Honakan concerning same (.1); telephone conference with Attorney Honakan concerning status (.1).
07/26/04	L KLEIN	.80	Telephone conference with Attorney Honkanen concerning revision to stipulation concerning City Capital's motion for relief from stay (.1); prepare correspondence to Attorney Honkanen concerning executed settlement agreement (.2); prepare response to motion to purchase equipment and serve and file same (.4); analyze issues concerning stipulation concerning motion for relief from stay and attendance at hearing (.1).
07/27/04	L KLEIN	.90	Travel to and from bankruptcy court and prepare to attend hearing; telephone conference with Attorney Nosek's office concerning hearing proceeding by default.
	Total Hours	4.60	
			Total For Services 1,030.50

-----Summary By Individual-----

<u>Individual</u>	<u>Hours Worked</u>	<u>Billed Per Hour</u>	<u>Billed Amount</u>
J RUBENSTEIN	1.90	315.00	598.50
L KLEIN	2.70	160.00	432.00
Total all Timekeepers	4.60	224.02	1,030.50

Disbursements

	Photocopies	23.20
06/29/04	Westlaw Computer Assisted Legal Research	7.27
	Total Disbursements	30.47

HELICAL DYNAMICS, INC CREDITORS COMMITTEE  
File Number: 45719.000003  
Invoice Number: 399908

August 10, 2004  
Page 3

Total This Invoice 1,060.97

IN ACCOUNT WITH

**MOSS & BARNETT**

A PROFESSIONAL ASSOCIATION

4800 WELLS FARGO CENTER • 90 SOUTH SEVENTH STREET • MINNEAPOLIS, MN 55402

(612) 347-0300

Federal Tax Id # 41-0943845

July 8, 2004

OFFICIAL CREDITORS COMMITTEE OF HELICAL  
DYNAMICS, INC  
C/O MATTHEW D. CRAMER, COMMITTEE CHAIR  
DEE CRAMER, INC  
4221 EAST BALDWIN ROAD  
HOLLY MI 48442

Client: 45719  
Invoice # 397523

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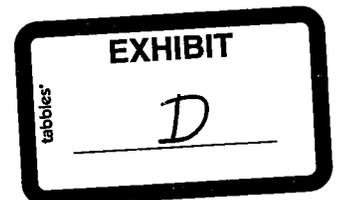
For Professional Services Rendered in Connection With:

Matter: 45719.000001 General

Disbursements

Photocopies	155.60
Total Disbursements	155.60
Total This Invoice	155.60

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
06/04/2004	LMH	LOIS M. HUNTLEY	COPY	43.00	0.20	8.60		
07/08/2004		Invoice=397523		43.00	0.20	8.60		696383
06/10/2004	MAM	MAUREEN A. MONTPETIT	COPY	105.00	0.20	21.00		
07/08/2004		Invoice=397523		105.00	0.20	21.00		696384
06/10/2004	LAK	LORIE A. KLEIN	COPY	20.00	0.20	4.00		
07/08/2004		Invoice=397523		20.00	0.20	4.00		696385
06/10/2004	LAK	LORIE A. KLEIN	COPY	524.00	0.20	104.80		
07/08/2004		Invoice=397523		524.00	0.20	104.80		696386
06/10/2004	LAK	LORIE A. KLEIN	COPY	29.00	0.20	5.80		
07/08/2004		Invoice=397523		29.00	0.20	5.80		696387
06/15/2004	MAM	MAUREEN A. MONTPETIT	COPY	48.00	0.20	9.60		
07/08/2004		Invoice=397523		48.00	0.20	9.60		696388
06/17/2004	MAM	MAUREEN A. MONTPETIT	COPY	9.00	0.20	1.80		
07/08/2004		Invoice=397523		9.00	0.20	1.80		698709
06/29/2004	ASM	ANDREW S. MALEC	RES	727.00	0.01	7.27	Westlaw Computer Assisted Legal Research	
08/10/2004		Invoice=399908		727.00	0.01	7.27		700782
06/30/2004	MAM	MAUREEN A. MONTPETIT	COPY	23.00	0.20	4.60		
08/10/2004		Invoice=399908		23.00	0.20	4.60		701464
06/30/2004	MAM	MAUREEN A. MONTPETIT	COPY	93.00	0.20	18.60		
08/10/2004		Invoice=399908		93.00	0.20	18.60		701465
07/01/2004	MAM	MAUREEN A. MONTPETIT	COPY	40.00	0.20	8.00		
08/10/2004		Invoice=399907		40.00	0.20	8.00		701463
07/15/2004	LMH	LOIS M. HUNTLEY	COPY	47.00	0.20	9.40		
08/10/2004		Invoice=399907		47.00	0.20	9.40		703253
		BILLED TOTALS: WORK:				203.47	12 records	
		BILLED TOTALS: BILL:				203.47		
		GRAND TOTAL: WORK:				203.47	12 records	
		GRAND TOTAL: BILL:				203.47		



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

BKY 04-31444-GFK

Helical Dynamics, Inc.,

Chapter 11

Debtor.

**UNSWORN CERTIFICATE  
OF SERVICE**

I, Lois M. Huntley, of the law firm of Moss & Barnett, City of Minneapolis, County of Hennepin, State of Minnesota, declare under the penalty of perjury that on August 17, 2004, I served copies of the attached:

1. Notice of Hearing and Application of Moss & Barnett for Allowance of Interim Compensation as Counsel to the Official Committee of Unsecured Creditors;
2. Proposed Order Authorizing Compensation and Reimbursement to Moss & Barnett; and
3. Certificate of Service.

by U.S. Mail to each person and entity named below at the address stated below for such person:

Steven B. Nosek, Esq.  
701 South 4<sup>th</sup> Street  
Suite 300  
Minneapolis, MN 55415

Plymouth Ponds Development IV LLC  
c/o Maslon Edelman et al LLP  
Attn: Amy Swedberg  
3300 Wells Fargo Center  
90 S 7th St  
Minneapolis MN 55402

Helical Dynamics Inc  
3600 Holly Lane North  
Suite 10  
Plymouth MN 55447

Toyota Motor Credit Corp.  
c/o Stewart Zlimen & Jungers  
430 Oak Grove Street, Suite 200  
Minneapolis, MN 55403

U.S. Trustee  
Robert Raschke  
1015 US Courthouse  
300 South Fourth Street  
Minneapolis MN 55415

Expert Leasing  
4319 Cedarwood Rd  
St Louis Park MN 55416

Us Attorney  
600 US Courthouse  
300 South Fourth Street  
Minneapolis MN 55415

Small Business Administration  
Randy Reed  
200 W Santa Ana Blvd  
Ste 950  
Santa Ana CA 92701

MN Dept Of Revenue  
Collection Enforcement  
551 Bankruptcy 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 District Counsel  
650 Galtier Plaza  
175 E 5th St  
St Paul MN 55101

Securities & Exchange Comm  
Bankruptcy Section  
175 W Jackson Blvd.  
Suite 900  
Chicago IL 60604

Citicorp Del Lease Inc  
450 Mamaroneck Avenue  
Harrison NY 10528

Carmen M. Ouverson  
McManus, Babcock & Co., Ltd.  
5701 Kentucky Ave. North  
Suite 200  
Crystal, MN 55428

Executed on: August 17, 2004

Ruth E. Honkanen, Esq.  
Foley & Mansfield  
250 Marquette Avenue  
Suite 1200  
Minneapolis, MN 55401

US Small Business Administration  
Ms. Royce G. Nelligan  
100 North 6<sup>th</sup> Street, Suite 210C  
Minneapolis, MN 55403

Minnesota Revenue  
600 North Robert St  
Mail Station 6553  
St Paul MN 55146

GCI Capital Service Corp  
c/o Messerli & Kramer  
Attn: Joe Lawver, Esq.  
150 S 5th St Ste 1800  
Minneapolis MN 55402

Twin City Oxygen  
Attn: Gerald Castner  
305 2<sup>nd</sup> Street NW  
Suite 125  
New Brighton, MN 55112

Matthew D. Cramer  
Dee Cramer, Inc.  
4221 E. Baldwin Road  
Holly, MI 48442

Signed:           /e/ Lois M. Huntley            
Moss & Barnett  
A Professional Association  
4800 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402-4129

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

Helical Dynamics, Inc.,

Debtor.

Case No.: BKY 04-31444-GFK

Chapter 11Case

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**ORDER AUTHORIZING INTERIM COMPENSATION AND  
REIMBURSEMENT TO MOSS & BARNETT, A  
PROFESSIONAL ASSOCIATION**

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This matter came on before the undersigned United States Bankruptcy Judge on the Interim Application of Moss & Barnett, A Professional Association for Allowance of Compensation and Reimbursement of Expenses as Counsel for the Committee of Unsecured Creditors. Appearances were noted in the record.

Based on the documents of record herein, the comments of counsel and the Court being fully advised in the premises, and the Court's Findings of Fact and Conclusions of Law, if any, having been stated on the record at the close of argument,

**IT IS HEREBY ORDERED:**

1. That Moss & Barnett, A Professional Association is to be paid as compensation the amount of \$4,160.00 and to be reimbursed its expenses in the amount of \$203.47 for a total of fees and expenses of \$4,363.47; and
2. That the Debtor is authorized to make immediate payment of any unpaid portion of the amount allowed as an administrative expense.

Dated: \_\_\_\_\_, 2004

\_\_\_\_\_  
Gregory F. Kishel  
Chief United States Bankruptcy Judge