

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE: ) Chapter 11  
          ) )  
MOLL INDUSTRIES, INC., *et al.*,<sup>1</sup> ) Case No. 10-11371 (MFW)  
          ) )  
          Debtors. ) Jointly Administered  
                  ) )  
                  ) Objection deadline: June 14, 2010 at 4:00 p.m.  
                  ) Hearing Date: June 21, 2010 at 10:30 a.m.

**APPLICATION PURSUANT TO SECTIONS 327(e) AND  
1107(b) OF THE BANKRUPTCY CODE, FED. R. BANKR. P.  
2014(a) AND DEL. BANKR. L. R. 2014-1 FOR AN ORDER  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF ANDREWS  
KURTH LLP AS SPECIAL COUNSEL FOR THE DEBTORS AND  
DEBTORS-IN-POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

Moll Industries, Inc. and its affiliated debtors (the “Debtors”), debtors and debtors-in-possession in the above captioned Chapter 11 cases, hereby submit this application (the “Application”) pursuant to section 327(e) and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States of Bankruptcy Court for the District of Delaware, for an order authorizing the Debtors’ retention of Andrews Kurth LLP (“Andrews Kurth” or the “Firm”) as special corporate and litigation counsel *nunc pro tunc* to the Petition Date. In support of this Application, the Debtors rely on the Declaration of J. Mathew Lyons in support of this Application (the “Lyons Declaration”), which is attached hereto as Exhibit A, and further state the following:

<sup>1</sup> The Debtors in these cases are as follows: Moll Industries, Inc., Case No. 10-11371 (MFW); Moll Holdings, Inc., Case No. 10-11372 (MFW); Moll Europe Holdings, LLC, Case No. 10-11373 (MFW); and Moll Latin America Holdings, LLC, Case No. 10-11374 (MFW).

Docket No. 104  
Date 6.3.10

## **JURISDICTION**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. The statutory predicate for the relief sought herein are sections 327(e) and 1107(b) of the Bankruptcy Code.
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

## **BACKGROUND**

3. On April 27, 2010 (the "Petition Date"), each of the Debtors filed a voluntary petition pursuant to Chapter 11 of the Bankruptcy Code commencing the above captioned cases, which are being jointly administered for procedural purposes only. The Debtors are operating as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.
4. The Debtors are a significant provider of global injection molding and full-service contract manufacturing solutions for the medical, appliance, industrial, consumer and automotive markets. They are also specialists in drug delivery, surgical devices, enclosures and fluid delivery products, and are considered one of the most experienced full-service contract manufacturer of custom injection molded components and assemblies to the appliance industry in North America. They have registered medical device establishment with the FDA in their manufacturing facilities in Seagrove, North Carolina and Donegal, Ireland.

## **RELIEF REQUESTED**

5. By this Application, the Debtors respectfully request the entry of an order, pursuant to section 327(e) and 1107 of the Bankruptcy Code, authorizing them to employ and retain Andrews Kurth as special corporate and litigation counsel, effective as of the Petition Date.

6. Debtors seek to retain Andrews Kurth as their attorneys because of the Firm's general knowledge of the Debtors' business organization and the general legal issues that may arise in these chapter 11 cases and in the potential sale of Debtors' assets. Accordingly, the Debtors believe that Andrews Kurth is well qualified to represent the Debtors as special corporate and litigation counsel and that the retention of Andrews Kurth in that capacity is in the best interests of the Debtors' estates.

7. Subject to court approval under section 330(a) of the Bankruptcy Code, compensation will be payable to Andrews Kurth on an hourly basis, plus reimbursement of actual, necessary expenses, and other charges incurred by the Firm. The hourly rates charged by the Firm are consistent with the rates charged in non-bankruptcy matters of this type and are subject to periodic adjustments to reflect economic and other conditions. While additional attorneys and billing professionals may be requested to provide services in the course of this representation, the specific attorneys and legal assistants presently designated to represent Debtors and their hourly rates include:

J. Matthew Lyons	Partner	\$625
David P. Whittlesey	Partner	\$550
Matthew Nielsen	Associate	\$475
Laurie Pompa	Associate	\$380
Angela Spencer	Paralegal	\$215

8. The Firm's hourly rates are set at a level designed to fairly compensate the Firm for the work of its professionals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and may be adjusted by the Firm from time to time.

9. It is Andrews Kurth's policy to charge its clients in all areas of practice for expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, photocopying, witness fees, travel expenses, certain secretarial and other overtime expenses, filing and recording fees, long distance telephone calls, postage, express mail and messenger charges, computerized legal research charges and other computer services, and facsimile charges. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to its other clients and consistent with the rules and practices of this Court.

10. Pursuant to Local Rule 2016-2, Andrews Kurth has agreed to comply with the requirements contained in any fee guidelines promulgated by the Bankruptcy Court.

11. The professional services that Andrews Kurth will render to the Debtors may include, but shall not be limited to, the following:

- (a) provide general business and corporate legal advice to the Debtors;
- (b) assist the Debtors in the preparation of documents related to the sale of any of the Debtors' assets; and
- (c) represent the Debtors in connection with third party discovery sought from the Debtors in a legal action pending in Dallas County, Texas, and certain other third party litigation matters that may arise from time to time outside of the Court.

12. To the best of the Debtors' knowledge, and as set forth in the Lyons Declaration, Andrews Kurth has not represented the Debtors' creditors, equity security holders, or any other parties in interest, their respective attorneys and/or other professionals in any matter relating to the Debtors or their estates. Except as set forth herein and in the accompanying Lyons Declaration, to the best of the Debtors' knowledge, Andrews Kurth has not represented any of

the foregoing parties in matters unrelated to the Debtors' estate. Further, Andrews Kurth does not represent any interest adverse to the Debtors' estate.

13. To the best of the Debtors' knowledge, and as set forth in the Lyons Declaration, no member or employee of Andrews Kurth is related, to any United States Bankruptcy Judge in this District, the United States Trustee for such District, or any assistant or staff attorney for the United States Trustee.

14. To the best of the Debtors' knowledge, and based on the Lyons Declaration, Andrews Kurth received from the Debtors for the period from January 1, 2010 through the Petition Date \$85,187.23 as compensation for services rendered. As of the Petition Date, the Debtors owed Andrews Kurth \$181,129.73 for legal services (and related expenses) rendered to the Debtors before the Petition Date. On May 14, 2010, Andrews Kurth received a payment of \$25,000 on account of amounts owed for legal services rendered to the Debtors before the Petition Date pursuant to the Bankruptcy Court's *Order Granting Motion of Debtors Pursuant to Sections 105, 363, 364, 1107 and 11108 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004 for Authorization to Pay the Pre-Petition Claims of Certain Critical Providers* (Docket No. 35). Accordingly, the Debtors currently owe Andrews Kurth \$156,129.73 for legal services (and related expenses) rendered to the Debtors before the Petition Date.

#### **NOTICE**

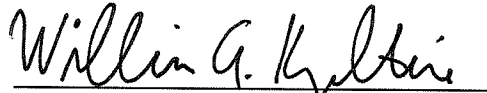
15. Notice of this Application has been served on (i) the Office of the United States Trustee for the District of Delaware; (ii) NexBank, as Administrative Agent and Collateral Agent for the Debtors' pre-petition secured lenders; (iii) counsel for the Official Committee of Unsecured Creditors; and (iv) all parties that have requested special notice pursuant to Bankruptcy Rule 2002.

**CONCLUSION**

WHEREFORE, the Debtors respectfully request that the Court enter an Order, substantially in the form attached hereto as Exhibit B, authorizing the Debtors to employ and retain Andrews Kurth as bankruptcy counsel for the Debtors *nunc pro tunc* to the Petition Date, and grant such other further relief as is just and proper.

Dated: June 3, 2010  
Wilmington, Delaware

**SULLIVAN • HAZELTINE • ALLINSON LLC**



William A. Hazeltine (No. 3294)  
4 East 8th Street, Suite 400  
Wilmington, DE 19801  
Telephone: (302) 428-8191  
Facsimile: (302) 428-8195

*Attorney for the Debtors and Debtors-in-Possession*

# **EXHIBIT A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE: ) Chapter 11  
          ) )  
MOLL INDUSTRIES, INC., *et al.*,<sup>1</sup> ) Case No. 10-11371 (MFW)  
          ) )  
Debtors. ) Jointly Administered  
          ) )

**DECLARATION OF J. MATTHEW LYONS IN SUPPORT  
OF APPLICATION PURSUANT TO SECTIONS 327(e) AND  
1107(b) OF THE BANKRUPTCY CODE, FED. R. BANKR. P.  
2014(a) AND DEL. BANKR. L. R. 2014-1 FOR AN ORDER  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF ANDREWS  
KURTH LLP AS SPECIAL COUNSEL FOR THE DEBTORS AND  
DEBTORS-IN-POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE  
AND STATEMENT OF COMPENSATION PAID TO COUNSEL  
PURSUANT TO 11 U.S.C. § 329 AND BANKRUPTCY RULE 2016(b)**

I, J. Matthew Lyons, being duly sworn, do hereby depose and state the following under penalty of perjury:

1. I am a Partner with the law firm of Andrews Kurth LLP (“Andrews Kurth” or the “Firm”) and am admitted to practice law in the State of Texas.

2. This Affidavit is submitted pursuant to sections 327(e) and 329(a) of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States of Bankruptcy Court for the District of Delaware, in support of the application of Moll Industries, Inc. and its affiliated debtors, debtors and debtors-in-possession in the above-captioned chapter 11 cases (the “Debtors”), for an order pursuant to section 327(e) and 1107(b)

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<sup>1</sup> The Debtors in these cases are as follows: Moll Industries, Inc., Case No. 10-11371 (MFW); Moll Holdings, Inc., Case No. 10-11372 (MFW); Moll Europe Holdings, LLC, Case No. 10-11373 (MFW); and Moll Latin America Holdings, LLC, Case No. 10-11374 (MFW).

of the Bankruptcy Code, authorizing the employment and retention of Andrews Kurth as special counsel for the Debtors *nunc pro tunc* to the Petition Date (the "Application").

### **SERVICES TO BE PROVIDED**

3. Andrews Kurth has represented the Debtors as general corporate and business counsel since August 2003. In that capacity, Andrews Kurth has represented the Debtors in various corporate, acquisition and disposition, litigation, real estate, contract, and employment matters.

4. The professional services that Andrews Kurth will render to the Debtors may include, but shall not be limited to, the following:

- (a) provide general business and corporate legal advice to the Debtors;
- (b) assist the Debtors in the preparation of documents related to the sale of any of the Debtors' assets; and
- (c) represent the Debtors in connection with third party discovery sought from the Debtors in a legal action pending in Dallas County, Texas, and certain other third party litigation matters that may arise from time to time outside of the Court.

### **NO INTEREST ADVERSE TO THE DEBTORS**

5. Andrews Kurth has conducted, and continues to conduct, extensive research into its relationships with the Debtors, their creditors, the equity security holders of record, and other parties interested in these cases.

6. As part of this inquiry, Andrews Kurth obtained from (and relied upon) the Debtors for the names of the following individuals or entities who may be parties in interest to these chapter 11 cases: the Debtors, the members of Debtors' Board of Directors, the Debtors' executive officers, professionals sought to be retained by the Debtors in this bankruptcy case, the Debtors' secured creditors, the Debtors' twenty (20) largest unsecured creditors and the Debtors'

equity holders (collectively the "Potential Parties in Interest"). Andrews Kurth has reviewed its records regarding contacts and/or conflicts with the Potential Parties in Interest. This inquiry revealed Andrews Kurth has not represented, and does not currently represent any of the Potential Parties in Interest on any matter related to these chapter 11 cases. Further, Andrews Kurth (i) does not currently represent any Potential Parties in Interest on any matter unrelated to these chapter 11 cases, except as set for on Exhibit 1 attached hereto and (ii) has not in the past represented any Potential Parties in Interest on any matter unrelated to these chapter 11 cases, except as set for on Exhibit 2 attached hereto.

7. Accordingly, Andrews Kurth does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters within the scope of Andrews and Kurth's representation of the Debtors, except as set forth in paragraph 18 below with respect to certain amounts owed to Andrews Kurth by the Debtors for pre-Petition legal services.

8. I am not related, and to the best of my knowledge, no attorney or employee at the Firm is related, to any United States Bankruptcy Judge in this District, the United States Trustee for such District, or any assistant United States Trustee.

#### **ONGOING RESPONSIBILITIES**

9. At this time, based on information available to it, Andrews Kurth does not anticipate any actual conflicts of interest with the Potential Parties in Interest. The Firm will seek appropriate waivers of any actual conflict of interest should conflicts arise in the future.

10. While Andrews Kurth has undertaken extensive efforts to identify connections with the Debtors and other parties in interest, it is possible that connections with some parties in interest have not yet been identified. Should Andrews Kurth, through its continuing efforts,

learn of any new connections of the nature discussed herein, the Firm will promptly so advise the Court by updating this affidavit when necessary.

11. Andrews Kurth will not, while employed by the Debtors, represent any other entity having an adverse interest in the matters upon which the Debtors seek to retain Andrews Kurth during the pendency of this case, with respect to any matter that has any relationship to this matter.

12. I have read the application of the Debtors for an order approving the retention of Andrews Kurth as bankruptcy counsel that accompanies this Declaration and, to the best of my knowledge, information and belief, the contents of said application are true and correct.

**PROFESSIONAL COMPENSATION**

13. Subject to court approval under section 330(a) of the Bankruptcy Code, compensation will be payable to Andrews Kurth on an hourly basis, plus reimbursement of actual, necessary expenses, and other charges incurred by the Firm. The hourly rates charged by the Firm are consistent with the rates charged in non-bankruptcy matters of this type and are subject to periodic adjustments to reflect economic and other conditions. The specific attorneys and legal assistants presently designated to represent Debtors and their hourly rates include:

J. Matthew Lyons	Partner	\$625
David P. Whittlesey	Partner	\$550
Matthew Nielsen	Associate	\$475
Laurie Pompa	Associate	\$380
Angela Spencer	Paralegal	\$215

14. The Firm's hourly rates are set at a level designed to fairly compensate the firm for the work of its professionals and to cover fixed and routine overhead expenses. Hourly rates

vary with the experience and seniority of the individuals assigned and may be adjusted by the Firm from time to time.

15. It is Andrews Kurth's policy to charge its clients in all areas of practice for expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, photocopying, witness fees, travel expenses, certain secretarial and other overtime expenses, filing and recording fees, long distance telephone calls, postage, express mail and messenger charges, computerized legal research charges and other computer services, and facsimile charges. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to its other clients and consistent with the rules and practices of this Court.

16. Pursuant to Bankruptcy Rule 2016(b), Andrews Kurth has not shared, nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, counsel and associates of Andrews Kurth, or (b) any compensation that another person or party has received or may receive.

17. Pursuant to Local Rule 2016-2, Andrews Kurth has agreed to and will comply with the requirements contained in any fee guidelines promulgated by the Bankruptcy Court.

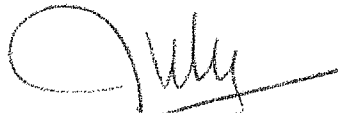
18. Andrews Kurth received from the Debtors during the period from January 1, 2010 through the Petition Date \$85,178.23 as compensation for services rendered. As of the Petition Date, the Debtors owed Andrews Kurth \$181,129.73 for legal services (and related expenses) rendered to the Debtors before the Petition Date. On May 14, 2010, Andrews Kurth received a payment of \$25,000 on account of amounts owed for legal services rendered to the Debtors before the Petition Date pursuant to the Bankruptcy Court's *Order Granting Motion of Debtors Pursuant to Sections 105, 363, 364, 1107 and 11108 of the Bankruptcy Code and Bankruptcy*

*Rules 6003 and 6004 for Authorization to Pay the Pre-Petition Claims of Certain Critical Providers* ( Docket No. 35). Accordingly, the Debtors currently owe Andrews Kurth \$156,129.73 for legal services (and related expenses) rendered to the Debtors before the Petition Date.

19. Pursuant to Section 329(a), none of the amounts received from the Debtors as set forth in paragraph 18, above was in compensation for services rendered in contemplation of or in connection with these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 3, 2010



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J. Matthew Lyons

## EXHIBIT 1

### Ongoing Representation of Potential Parties in Interest

1. The Firm currently represents Highland Capital Management Services, L.P., an affiliate of Highland Capital Management, L.P. ("Highland"), principally in the area of labor and employment counseling and litigation. These matters are unrelated to the current bankruptcy proceedings involving the Debtors.
2. The Firm currently represents two companies, Cornerstone Healthcare Group, Inc. ("Cornerstone") and Trussway Holdings, Inc. ("Trussway"), which are owned or controlled by Highland and certain funds and persons affiliated with or employed by Highland. The Firm does not represent Highland in these matters and the representations of Cornerstone and Trussway are unrelated to the current bankruptcy proceedings involving the Debtors.
3. The Firm also may from time to time represent other companies in which Highland is an investor or lender. This Declaration will be supplemented as necessary to disclose such additional representations, if any.
4. The Firm has from time to time represented Eastman Chemical Company in various administrative and regulatory matters unrelated to the current bankruptcy proceedings involving the Debtors.
5. The Firm represents Willis Group Holdings, Inc., an affiliate of Willis of Texas, Inc., in a litigation matter unrelated to the current bankruptcy proceedings involving the Debtors.

## **EXHIBIT 2**

### **Prior Representation of Potential Parties**

1. The Firm represented Highland Capital Management, L.P. and certain affiliated investment entities ("Highland") during the period from 2003 through 2007 with regard to certain investment matters unrelated to the current bankruptcy proceedings involving the Debtors
2. The Firm represented Nexpak Corporation ("Nexpak"), which was owned or controlled by Highland and certain funds and persons affiliated with or employed by Highland, initially as corporate counsel, then as special corporate counsel in bankruptcy. The Firm did not represent Highland in these matters and the representation of Nexpak is unrelated to the current bankruptcy proceedings involving the Debtors.
3. The Firm has represented Barrier Advisors in a transactional matter and a bankruptcy matter unrelated to the current bankruptcy proceedings involving the Debtors.
4. The Firm previously represented what would appear to be an affiliate of Sabic Innovative Plastics in a labor matter unrelated to the current bankruptcy proceedings involving the Debtors.

# **EXHIBIT B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE: ) Chapter 11  
 )  
MOLL INDUSTRIES, INC., *et al.*,<sup>1</sup> ) Case No. 10-11371 (MFW)  
 ) Jointly Administered  
Debtors. ) **Related Docket No. \_\_\_\_\_**

**ORDER PURSUANT TO SECTION 327(e) AND 1107(a) OF THE BANKRUPTCY  
CODE, FED. R. BANKR. P. 2014(a) AND DEL. BANKR. L. R. 2014-1  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF ANDREWS  
KURTH LLP AS SPECIAL COUNSEL FOR DEBTORS AND  
DEBTORS-IN-POSSESSION NUNC PRO TUNC TO MAY 13, 2010**

Upon the Application (the “Application”) of Moll Industries, Inc. and its affiliated debtors, debtors and debtors-in-possession in the above-captioned chapter 11 case (the “Debtors”), for entry of an order pursuant to Sections 327(e) and 1107(a) of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Fed. R. Bankr. P. 2014(a) and Del. Bankr. L.R. 2014-1 authorizing the Debtors to employ and retain the law firm of Andrews Kurth LLP (“Andrews Kurth” or the “Firm”) as their bankruptcy counsel nunc pro tunc to May 13, 2010; and upon the accompanying Declaration of J. Matthew Lyons in support of the Application (the “Lyons Declaration”); and the Court being satisfied based on the representations made in the Application and the Lyons Declaration that the members and employees of Andrews Kurth who will be engaged in these cases represent no interest adverse to Debtors’ estates with respect to the matters upon which they are to be engaged; and the Court finding that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the

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<sup>1</sup> The Debtors in these cases are as follows: Moll Industries, Inc., Case No. 10-11371 (MFW); Moll Holdings, Inc., Case No. 10-11372 (MFW); Moll Europe Holdings, LLC, Case No. 10-11373 (MFW); and Moll Latin America Holdings, LLC, Case No. 10-11374 (MFW).

Motion was due and proper under the circumstances; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and after due deliberation, and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED.
2. In accordance with section 327(e) of the Bankruptcy Code, the Debtors are authorized to employ and retain the Andrews Kurth as special counsel on the terms set forth in the Application and the Lyons Declaration, effective as of May 13, 2010.
3. The professional services that Andrews Kurth will render to the Debtors may include, but shall not be limited to, the following:
  - (a) provide general business and corporate legal advice to the Debtors;
  - (b) assist the Debtors in the preparation of documents related to the sale of any of the Debtors' assets; and
  - (c) represent the Debtors in connection with third party discovery sought from the Debtors in a legal action pending in Dallas County, Texas, and certain other third party litigation matters that may arise from time to time outside of the Court.
4. Andrews Kurth shall be compensated in accordance with the procedures set forth in Sections 330 and 331 of the Bankruptcy Code, applicable Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules of this Court, and such procedures as may be fixed by order of this Court.

5. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

Dated: Wilmington, Delaware  
June \_\_\_\_, 2010

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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

**File a Motion:**10-11371-MFW Moll Industries, Inc.

Type: bk

Chapter: 11 v

Office: 1 (Delaware)

Assets: y

Judge: MFW

Case Flag: LEAD, CLMSAGNT,  
PlnDue, DsclsDue**U.S. Bankruptcy Court****District of Delaware**

## Notice of Electronic Filing

The following transaction was received from William A. Hazeltine entered on 6/3/2010 at 5:05 PM EDT and filed on 6/3/2010

**Case Name:** Moll Industries, Inc.**Case Number:** 10-11371-MFW**Document Number:** 104**Docket Text:**

Application to Employ/Retain Andrews Kurth LLP as Special Counsel Filed by Moll Industries, Inc..  
Hearing scheduled for 6/21/2010 at 10:30 AM at US Bankruptcy Court, 824 Market St., 5th Fl.,  
Courtroom #4, Wilmington, Delaware. Objections due by 6/14/2010. (Attachments: # (1) Exhibit A# (2)  
Exhibit B) (Hazeltine, William)

The following document(s) are associated with this transaction: