

which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

4. The hourly rates for the attorneys and paralegals in my firm included in Exhibit 1 are the same as the regular current rates charged for their services in non-contingent matters and/or which have been accepted and approved in other securities or shareholder litigation.

5. The total number of hours expended on this litigation by my firm is 71.70 hours. The total lodestar for my firm is \$13,189.00, consisting of \$5,997.50 for attorneys' time and \$7,191.50 for paralegals/law clerks time.

6. My firm's lodestar figures are based upon the firm's billing rates, which do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

7. As detailed in Exhibit 2, my firm has incurred a total of \$43.23 in unreimbursed expenses in connection with the prosecution of this litigation.

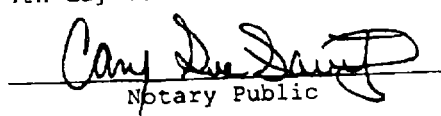
8. The expenses incurred in this action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate recordation of the expenses incurred.

9. With respect to the standing of counsel in this

case, attached hereto as Exhibit 3 is a brief biography of my firm and attorneys in my firm who were principally involved in this litigation.



Sworn to before me this
4th day of December, 2001.



Notary Public

CARY SUE SAVITZ
NOTARY PUBLIC, State of New York
No. 31-4782189
Qualified in New York County
Commission Expires February 28, 2002

**Wechsler Harwood Halebian & Feffer
Exhibit 1**

NAME	POSITION	TIME	RATE	TOTAL LODESTAR
HARWOOD, ROBERT	P	3.70	\$475.00	\$1,757.50
ROSEN, SAMUEL	P	10.60	400.00	4,240.00
MARIANO, GLEN	PARA	1.60	125.00	200.00
LOWTHER, CRAIG	PARA	54.70	125.00	6,837.50
SAWCHUK, TARAS	LC	1.10	140.00	154.00
TOTAL		71.70		\$13,189.00

Wechsler Harwood Halebian & Feffer
Exhibit 2

COPIES	\$26.50
POSTAGE	12.87
TELEPHONE	3.86
TOTAL	\$43.23

WECHSLER HARWOOD HALEBIAN & FEFFER LLP
FIRM RESUME

Exhibit 3

Wechsler Harwood Halebian & Feffer LLP ("Wechsler Harwood" or the "Firm") is a firm that specializes in complex, multi-party litigation with an emphasis on securities class actions, shareholder derivative suits, and securities arbitrations. The Firm also handles more general complex commercial litigation involving allegations of breach of contract, breach of fiduciary duty, fraud, and negligence, as well as litigation involving consumer fraud, anti-competitive conduct, and other commercial claims.

The Firm is dedicated to prosecuting socially useful actions in the most efficient manner and with the highest level of professional competence. The structure of the Firm allows us a far greater degree of independence, flexibility, and satisfaction than a large firm environment, without sacrificing the quality of representation necessary to successfully litigate complex actions throughout the country. The Firm maintains an excellent reputation – among both the plaintiffs' and defense bars. Our adversaries and co-counsel know that we will go to trial, if necessary, to achieve a satisfactory result for our clients.

Wechsler Harwood has been acknowledged by courts and by its peers to be one of the leaders in the plaintiffs' derivative and securities class action bar. In this regard, we have developed new law in the areas of tender offers, fiduciary duty of corporate insiders to public shareholders in mergers and takeovers, and general principles of required disclosure to shareholders in public companies and to institutional lenders.

As a result, the Firm has been designated as lead or co-lead counsel, liaison counsel, special counsel, or a member of executive and steering committees in numerous complex

cases and other actions involving shareholder rights and corporate governance. In the vast majority of such actions, the Firm's skill and expertise has led to the recovery of substantial monetary and equitable benefits for investors, stockholders, corporations, and partnerships. By way of example, the following litigated actions, in which the Firm served in a leadership capacity, were all brought to highly successful conclusions: 1) In re First Capital Holdings Corporation Financial Products Securities Litigation, MDL 901 (C.D. Cal.) (restoration of over \$1 billion in insurance policies and benefits); 2) In re JWP INC. Securities Litigation, (S.D.N.Y.) (creation of settlement fund in excess of \$37 million); 3) In re Prudential Bache Energy Income Partnerships Securities Litigation, MDL 880 (E.D. La.) (creation of settlement fund in excess of \$90 million); 4) Katz, et al., v. Hay, (S.D.N.Y.) (creation of a \$9.5 million settlement fund for purchasers of various securities of the LTV Corporation prior to its bankruptcy filing); 5) Sidney Morse, et al. v. Abbott Laboratories, et al., (N.D. Ill.) (creation of a \$14.1 million settlement fund following a jury verdict for plaintiffs); and 6) Bush v. FDI Group, et al., (Fla. Circuit Ct.) (Partial settlement of a class and derivative action on behalf of investors in the Prime Plus Realty Limited Partnership in exchange for defendants' creation of a settlement fund of over \$17 million).

The Attorneys Of The Firm

The efforts of Stuart D. Wechsler, the senior partner in the Firm, in the area of securities litigation have received considerable judicial comment. U.S. District Court Judge Alvin K. Hellerstein commented in Doney v. Command Systems (98 Civ. 3279), in an opinion dated August 10, 1999 "I don't think it needs my comment to note that, Mr. Wechsler, you are a senior and most respected and most competent member of the securities class action bar. I would take

it as a given your hours are worth the rates that you charge and that the hours that you have put in reflect the efficiency with which you work." In a report dated May 23, 1977, in Bucher v. Shumway, 76 Civ. 2420 (S.D.N.Y.), United States Magistrate Leonard Bernikow stated that "Stuart Wechsler . . . is a leading expert in securities class action litigation."

In Langert v. Q-1 Corporation, [1973-74 Tr. Binder] Fed. Sec. L. Rep. (CCH) ¶ 94,445 (S.D.N.Y. 1974), a case that Mr. Wechsler prosecuted while at his prior firm, Goodkind, Wechsler, Labaton & Rudoff, Judge Carter of the Southern District of New York stated in a decision certifying the class:

Counsel for plaintiff are experienced in securities law and class action litigation and will adequately protect the interest of the class.

Judge Lasker, in Rosengarten v. International Telephone and Telegraph Corp., [1981 Tr. Binder] Fed. Sec. L. Rep. (CCH) ¶97,876 (S.D.N.Y. 1981), an action in which Mr. Wechsler supervised Goodkind, Wechsler's participation on behalf of the plaintiff class stated:

[C]ounsel [are] attorneys of experience and repute in the field of stockholder and derivative actions . . . they served the corporation and its stockholders with professional competence, "admirable diligence", imagination and tenacity. They contributed to the improvement of the company's procedures and performed a service to both the company and to the stockholders.

Mr. Wechsler also led the team of attorneys that successfully prosecuted the class action, Park Lane Hosiery Co., Inc. v. Shore, 439 U.S. 322 (1979), to a landmark decision in federal civil procedure. He was also the responsible partner in Van Gemert v. Boeing, one of the earliest actions maintained as a class action under the then newly amended Federal Rules of Civil Procedure and one of the very few securities class actions ever to go to trial and judgment.

Moreover, Mr. Wechsler played an integral role in obtaining a landmark Supreme Court decision in an important phase of that action. See Boeing Co. v. Van Gemert, 444 U.S. 472 (1980).

Robert I. Harwood, a named partner of the Firm, graduated from William and Mary Law School in 1971, and has specialized in securities law and securities litigation since beginning his career in 1972 at the Enforcement Division of the New York Stock Exchange. He has prosecuted numerous securities actions and other class and derivative actions. He is a member of the Trial Lawyers' Section of the New York State Bar Association and has served as a guest lecturer at trial advocacy programs sponsored by the Practising Law Institute.

Commenting on Mr. Harwood's abilities, Judge Knapp had occasion to state in Blank v. Ronson, 82 Civ. 7443 (S.D.N.Y. June 10, 1985): "Certainly the attorney proposing the settlement has demonstrated his competence" Mr. Harwood was lead attorney in Meritt v. Eckerd, 86 Civ. 1222 (E.D.N.Y. May 30, 1986), where Chief Judge Weinstein observed that counsel conducted the litigation with "speed and skill" resulting in a settlement having a value "in the order of \$20 Million Dollars." Mr. Harwood also was in charge of the Hoeniger v. Aylsworth class action litigation in the United States District Court for the Western District of Texas (SA-86-CA-939), which resulted in a settlement fund of \$18 million and received favorable comment in the August 14, 1989 edition of The Wall Street Journal ("Prospector Fund Finds Golden Touch in Class Action Suit" p. 18, col. 1). Mr. Harwood served as co-lead counsel in In Re Electro-Catheter Corporation Securities Litigation, 87 Civ. 41 (D.N.J. September 7, 1989), referred to above, and in In Re Interco Incorporated Shareholders Litigation, Consolidated C.A. No. 10111 (Delaware Chancery Court) (May 25, 1990), resulting in a settlement of \$18.5 million, where V.C. Berger found, "This is a case that has an extensive record that establishes it was very

hard fought. There were intense efforts made by plaintiffs' attorneys and those efforts bore very significant fruit in the face of serious questions as to ultimate success on the merits." Mr. Harwood served as co-lead counsel in In re The Times Mirror Company Shareholders Litigation, (Delaware Chancery Court, November 1994) in which a settlement fund in excess of \$20 million was created for the benefit of Times Mirror's shareholders. Mr. Harwood also served as co-lead counsel in In re JWP Inc. Securities Litigation, which resulted in a \$37 million settlement fund.

John Halebian, a named partner with the Firm, graduated from Georgetown University (undergraduate) and Villanova Law School where he served on the Law Review as a Case and Comments Editor and as Editor-in-Chief of The Docket, the law school newspaper.

Since graduating from Villanova in 1977, he has specialized in federal and state corporate and commercial litigation with an emphasis on securities litigation. Prior to his becoming a partner with Wechsler Harwood, Mr. Halebian worked approximately six years at another New York City law firm, where he had primary responsibility for handling several large complex federal securities class actions that involved the defense of officers and directors of public companies, and the defense of attorneys and accountants. Some of the cases for which Mr. Halebian had major responsibilities included Den Haene v. Pryor Cashman Sherman & Flynn, et al., 78 CIV 4360 (CES) (S.D.N.Y.) (a federal securities class action involving an alleged fraudulent coal mining tax shelter limited partnership and over \$100 million of deductions), and Kolin v. American Plan, et al., 84 CIV 4099 (CPS) (E.D.N.Y.) (federal securities class action involving alleged false and misleading statements regarding the financial condition of the company.)

Mr. Halebian has also successfully arbitrated to conclusion several securities fraud litigations before the New York Stock Exchange and the American Arbitration Association. Mr. Halebian was lead trial counsel in an A.A.A. arbitration involving a shareholders' derivative action in which he successfully recovered a judgment in favor of the corporation and its shareholders. In addition, Mr. Halebian was lead counsel in a NYSE arbitration regarding customer complaints of churning and suitability claims in which he recovered a money damage award against both the brokerage firm and the broker. Since 1989, Mr. Halebian has recovered approximately \$1,000,000 in damages, by way of settlement or award, on behalf of individual investors who have sued major brokerage firms for churning and suitability claims.

Mr. Halebian has served as lead or co-lead counsel or as a member of an executive or steering committee in class action shareholder litigations around the country that were successfully prosecuted to conclusion such as: 1) Howard Savings Bank Securities Litigation, 89-5148 (AMW) (D.N.J. 1989) (recovery of \$7.6 million in connection with claims alleging false and misleading statements relating to bank loan loss reserves); 2) Avon Products, Inc. Securities Litigation, 89 Civ. 6216 (MEL) (S.D.N.Y. 1989) (recovery of \$6.4 million relating to claims alleging false and misleading statements regarding earnings projections); 3) Goldsmith v. Technology Solutions Co., 92 C. 4374 (Judge Manning) (N.D.Ill. 1992) (recovery of \$4.6 million in connection with allegations of false and misleading statements regarding revenue recognition policy); and 4) Presidential Life Corp. Securities Litigation, 92 Civ. 6968 (BDP) (S.D.N.Y. 1992) (recovery of \$1.7 million relating to allegations of false and misleading statements regarding valuation of junk bonds in insurance company investment portfolio). More recently, Mr. Halebian was one of the lead attorneys in one of several actions pending in both federal and state court

against NationsBank regarding its sales of securities to bank customers, which collectively settled (in 1995 and 1998) for approximately \$60 million.

Joel C. Feffer, one of the founding members of the firm, was the partner supervising the litigation of In re Home Shopping Network, Inc., Derivative Litigation, (S.D. Fla.) (settlement benefit in excess of \$20 million) and Edge Partners, L.P. v. Dockser, et al., (D. Md.) (settlement benefit in excess of \$11 million). In addition, Mr. Feffer was in charge of the successful prosecution of the Regeneron Pharmaceuticals, Inc. Securities Litigation in the Southern District of New York (settlement fund in excess of \$4 million) and Croyden Assoc. v. Tesoro Petroleum Corp., et al., (Del. Ch.) (settlement benefit of \$19.2 million on behalf of holders of preferred stock of Tesoro Petroleum Corp.).

Mr. Feffer graduated from Georgetown University Law Center in 1967 and specialized in corporate law and securities litigation. Mr. Feffer is a member of both the New York State and American Bar Associations.

Andrew D. Friedman, a partner of the Firm, is a Phi Beta Kappa and Magna Cum Laude graduate of George Washington University. Mr. Friedman graduated with honors from New York University School of Law in 1985, and has since specialized in corporate and securities litigation, including numerous class and derivative actions.

Mr. Friedman has recently concentrated much of his efforts on actions brought on behalf of limited partners of public limited partnerships and has played a primary role in numerous other litigations in which Wechsler Harwood acted as lead counsel, wherein substantial benefits were conferred upon shareholders, such as Katz, et al. v. Pels, et al., 90 Civ. 7787 (S.D.N.Y.),

a derivative action, brought on behalf of Lin Broadcasting Corporation, that was settled by defendants' agreement to provide the company with cash and benefits worth in excess of \$11.5 million, Katz, et al. v. Hay (LTV Corp.), 86 Civ. 5640 (S.D.N.Y.) (\$9.5 million settlement fund), In re American Savings Bank F.S.B. Litigation, 90 Civ. 2825 (S.D.N.Y.) (\$3.5 million settlement fund), Steiner v. North Fork Bancorporation, Inc., et al., 91-CV-44 (E.D.N.Y.) (\$1.3 million settlement fund), Herbert Bush v. The FDI Group, et al., 93-2484 (Florida Circuit Court) (\$17 million settlement fund), and Lewis v. General Employment Enterprises, Inc. ("GEE"), Consol. C.A. No. 90 CH 5953 (Circuit Ct., Cook Cty. Ill. December 1990), in which the Court issued a permanent injunction against the implementation of a Shareholder Rights Plan which was found to violate shareholders' constitutional right to cumulatively vote their shares. In the federal aspect of the litigation against GEE, Lewis v. GEE, No. 91C 0291 (N.D. Ill. January 21, 1991) (Rovner, J.), plaintiff successfully restrained the use of an allegedly false and misleading proxy statement in connection with a proposal to reincorporate the company in Delaware and eliminate important shareholder rights. After the issuance of the Court's ruling, defendants abandoned the proxy statement and the unfavorable proposal.

Daniella Quitt, a member of the Firm, graduated from Fordham University School of Law in 1988, is a member of the Bar of the State of New York, and is also admitted to the United States District Courts for the Southern and Eastern Districts of New York and Fifth Circuit Court of Appeals.

Ms. Quitt has played a significant role in numerous actions in which Wechsler Harwood served as lead or co-lead counsel, wherein substantial benefits were conferred upon

plaintiff shareholders, such as In re JWP Inc. Securities Litigation, (S.D.N.Y.) (\$37 million settlement fund); In re Home Shopping Network, Inc., Derivative Litigation, (S.D. Fla.) (settlement benefit in excess of \$20 million); In re Sears Roebuck and Co. Derivative Litigation, (Sup. Ct. N.Y. County) (settlement benefit of \$8.25 million and therapeutics); In re Rexel Shareholder Litigation, (Sup. Ct. N.Y. County) (settlement benefit in excess of \$38 million); and Croyden Assoc. v. Tesoro Petroleum Corp., et al., (Del. Ch.) (settlement benefit of \$19.2 million)

Prior to joining Wechsler Harwood in May 1991, Ms. Quitt represented both plaintiffs and defendants in complex commercial litigation. Since her affiliation with Wechsler Harwood, Ms. Quitt has focused her practice on shareholder rights but continues to handle general commercial litigation.

Matthew M. Houston, a member of the Firm, graduated from Boston University School of Law in 1988. Mr. Houston is a member of the Bar of the State of New York and the Commonwealth of Massachusetts. Mr. Houston is also admitted to the United States District Courts for the Southern and Eastern Districts of New York and the District of Massachusetts. Since his affiliation with Wechsler Harwood in 1992, Mr. Houston has concentrated his practice exclusively in the field of shareholder rights.

Mr. Houston has played a principal role in numerous class actions wherein substantial benefits were conferred upon plaintiffs: Pace American Shareholder Litigation, 94-92 TUC-RMB (securities fraud class action settlement resulting in a recovery of \$3.75 million); In re Bay Financial Securities Litigation, Master File No. 89-2377-DPW, (J. Woodlock) D. Mass.

(settlement of action based upon federal securities law claims resulting in class recovery in excess of \$3.9 million); Goldsmith v. Technology Solutions Company, 92 C 4374 (J. Manning) N.D. Ill. 1992 (recovery of \$4.6 million as a result of action alleging false and misleading statements regarding revenue recognition); Crandon Capital Partners v. Sanford M. Kimmel, C.A. No. 14998 (J. Chandler) Del. Ch. 1996 (settlement of an action on behalf of shareholders of Transnational Reinsurance Co. whereby acquiring company provided an additional \$10.4 million in merger.)

Samuel K. Rosen, a member of the Firm, graduated Princeton University in 1965 and cum laude from Harvard Law School in 1968. Mr. Rosen has had extensive experience in securities class action litigation, as well as complex corporate and commercial litigation. Mr. Rosen has also represented public and private companies in matters of general corporate concern. In 1979, Mr. Rosen argued in the United States Supreme Court, and won, the landmark case, Park Lane Hosiery Co., Inc. v. Shore, 439 U.S. 322 (1979).

James G. Flynn, a member of the Firm, graduated cum laude from Fordham College in 1980 and cum laude from St. John's School of Law in 1988. Mr. Flynn is a member of the Bar of the State of New York and is also admitted to the United States District Courts for the Southern and Eastern Districts of New York and to the United States Court of Appeals for the Fifth Circuit. Prior to joining Wechsler Harwood Halebian & Feffer LLP, Mr. Flynn represented both plaintiffs and defendants in commercial and securities litigations and in class actions.

Frederick W. Gerkens, III, a member of the firm, graduated from New York Law School, cum laude, and received an L.L.M. Degree in Corporate Law, cum laude, at Fordham University School of Law in 1997. Mr. Gerkens is also a Certified Public Accountant and holds

an M.B.A. from Temple University. Before joining the Firm, Mr. Gerken practiced in the fields of commercial litigation and employment law and worked at the United States Securities and Exchange Commission in Washington, D.C. Prior to practicing law, Mr. Gerken obtained extensive experience in auditing, financial reporting, corporate finance and securities broker-dealer regulation. Mr. Gerken was previously employed at a Wall Street firm as a vice president of corporate reporting and prior to that as an auditor at a large public accounting firm. Mr. Gerken is a member of the Bar of the State of New York. He is also admitted to various United States District Courts. Mr. Gerken focuses primarily practices in the area of complex litigation, including shareholder rights and consumer protection. Reported cases include the following where Mr. Gerken represented plaintiffs: In re Allied Products Corp., Inc. Sec. Litig., 2000 WL 171042 (N.D. Ill. Nov. 15, 2000) (successfully opposed defendants' motion to dismiss) R.S.M., Inc. et al. v. Alliance Capital Management Holdings, L.P. et al., 2001 WL 379573 (Del. Ch. Apr. 10, 2001) (partial denial of defendants' motion for summary judgment); In re Theragenics Corp. Sec. Litig., 137 F. Supp. 2d 1339 (N.D. Ga. 2001) (successfully opposed defendants' motion to dismiss); Great Neck Capital Appreciation Investment Partnership, L.P. v. PricewaterhouseCoopers, L.L.P., 137 F. Supp. 2d 1114 (E.D. Wis. 2001) (same); Giarraputo v. UNUMProvident Corp., 2000 WL 1701294 (D. Me. Nov. 8, 2000) (same); In re Bank One Shareholders Class Actions, 96 F. Supp. 2d 780 (N.D. Ill. 2000) (appointment of lead plaintiff and lead counsel); and Elliott Associates, L.P., et al. v. Avatex Corp., 715 A.2d 843 (Del. 1998) (en banc) (reversal of dismissal of case by lower court).

Scott A. Kamber, of counsel to the Firm, graduated with University and Departmental Honors from The Johns Hopkins University in 1986. Mr. Kamber graduated cum

laude from University of California, Hastings College of the Law in 1991 where he was Order of the Coif, Articles Editor for Hastings Constitutional Law Quarterly and a member of the Moot Court Board. Mr. Kamber has extensive courtroom experience and has tried over 15 cases to verdict. Prior to joining Wechsler Harwood, Mr. Kamber represented both plaintiffs and defendants in a wide range of commercial litigation and has played a principal role in numerous employment discrimination suits. Mr. Kamber is admitted to practice in the State of New York as well as the Federal Courts in the Southern and Eastern Districts of New York. He is also admitted to practice before the United States Court of Appeals for the Second Circuit. Prior to practicing law, Mr. Kamber was a financial consultant.

Joshua D. Glatter, an associate at the Firm, graduated with academic distinction from the State University of New York at Binghamton in 1991. He received his J.D. from the University of Pennsylvania Law School. Mr. Glatter is a member of the Bar of the State of New York and is also admitted to the United States District Courts for the Southern and Eastern Districts of New York. Following his law school graduation, Mr. Glatter served as a law clerk to the Honorable Tina L. Brozman, former chief Judge for the United States Bankruptcy Court for the Southern District of New York. After his clerkship, and prior to joining the Firm, Mr. Glatter represented both plaintiffs and defendants in a variety of complex commercial, securities, class action and white collar criminal litigation.

Thomas J. Harrison, an associate at the Firm, graduated from Princeton University in 1993. He received his J.D. from Fordham University School of Law in 1996, where he received the Archibald A. Murray Public Service Award. Prior to joining Wechsler Harwood, Mr. Harrison represented both plaintiffs and defendants in a wide range of commercial litigation,

personal injury, and probate matters. Mr. Harrison is admitted to practice in the State of New York as well as the Federal Courts in the Southern and Eastern Districts of New York.