



**ENTERED
11/24/2008**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION

In re:	§	
	§	
SCOTIA DEVELOPMENT LLC,	§	Case No. 07-20027-C-11
	§	Jointly Administered
Debtor.	§	(Chapter 11)

[Revised Proposed] ORDER APPROVING FOURTH INTERIM AND FINAL FEE APPLICATION AND THE SUPPLEMENTAL FEE APPLICATION OF GIBSON, DUNN & CRUTCHER LLP

Upon the Fourth Interim Application for Fees and Expenses of Gibson, Dunn & Crutcher LLP ("Gibson"), as Counsel to Scotia Pacific Company LLC (the "Debtor") for the Period of February 1, 2008 through July 30, 2008 ("Fourth Interim Period") and Final Application for the Period January 19, 2007 through July 30, 2008 (the "Fourth and Final Fee Application"), and the Supplement to Fourth and Final Fee Application of Gibson, Dunn & Crutcher LLP ("Supplemental Fee Application") for the period July 31, 2008 through August 31, 2008 for approval of legal fees and expenses incurred as counsel for Scotia Pacific Company LLC, in the above-referenced jointly administered bankruptcy case; and the Court finding that all fees were reasonable and necessary; and any objections having been overruled; and sufficient cause appearing therefor, it is hereby:

ORDERED that each of the Fourth and Final Fee Application and the Supplemental Fee Application is approved on a final basis except as amended herein; and it is further

ORDERED that all fees for Gibson's services and reimbursement for out-of-pocket expenses incurred by Gibson that the Court previously approved on an interim basis are approved on a final basis except as amended herein; and it is further

ORDERED that the total professional fees incurred for the Fourth Interim Period in the amount of \$6,908,065.75 and reimbursement of expenses in the amount of \$425,419.37 for an aggregate sum of **\$7,333,484.99** are hereby APPROVED, except as modified herein, authorized, and directed to be paid by Humboldt Redwood Company ("HRC") or the Debtor, its successors, or any other appropriate responsible party under the Plan (all of whom are jointly and severally liable to pay the amounts ordered herein); and it is further

ORDERED that the total professional fees incurred for the period July 31, 2008 through August 31, 2008 as described in the Supplemental Application in the amount of \$73,982.00 and reimbursement of expenses in the amount of \$2,610.79 for an aggregate sum of **\$76,592.79** are hereby APPROVED, except as modified herein, authorized and directed to be paid by HRC or the Debtor, its successors, or any other appropriate responsible party under the Plan (all of whom are jointly and severally liable to pay the amounts ordered herein); and it is further

ORDERED that all professional fees in the amount of \$6,953,706.25 and reimbursement of expenses in the amount of \$514,073.84 that the Court previously approved in three prior interim fee applications, but have not been paid, are hereby APPROVED, except as modified herein, authorized, and directed to be paid by HRC or the Debtor, their successors, or any other appropriate responsible party under the Plan (all of whom are jointly and severally liable to pay the amounts ordered herein); and it is further

ORDERED that the total professional fees incurred by Gibson in these cases for the period January 19, 2007 through August 31, 2008 in the amount of **\$13,884,580.28** (which sum takes into account voluntary reductions in the amount of \$1,093,509.00) and the total expenses incurred by Gibson in these cases from January 19, 2007 through August 31, 2008 in the amount of **\$934,944.57** (which sum takes into account voluntary reductions in the amount of

\$106,913.38) for a total sum of **\$14,778,770.07** is hereby APPROVED, except as modified herein, authorized and directed to be paid by HRC, the Debtor, its successors, or any other appropriate responsible party under the Plan (all of whom are jointly and severally liable to pay the amounts ordered herein); and it is further

ORDERED that this Order is a final judicial determination of: (a) all claims or objections seeking to prevent, limit, or reduce the right to, payment of the requested fees; (b) all claims or objections to the necessity, quality and value of the work performed; and (c) all claims or objections to the reasonableness of the fees charged.

ORDERED that this Order is a Final Order as defined in the plan of reorganization confirmed in these cases, and unless a court of competent jurisdiction issues a stay pending appeal, this Order is immediately enforceable.

SIGNED: November 24, 2008, 2008



THE HONORABLE RICHARD S. SCHMIDT
UNITED STATES BANKRUPTCY JUDGE