

James H.M. Sprayregen, P.C.  
Paul M. Basta  
Stephen E. Hessler  
Brian S. Lennon  
KIRKLAND & ELLIS LLP  
601 Lexington Avenue  
New York, New York 10022-4611  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

and

Anup Sathy, P.C.  
KIRKLAND & ELLIS LLP  
300 North LaSalle  
Chicago, Illinois 60654-3406  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Chapter 11
INNKEEPERS USA TRUST, <i>et al.</i> , <sup>1</sup>	)	Case No. 10-13800 (SCC)
Debtors.	)	Jointly Administered
	)	

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**FOURTH SUPPLEMENTAL DECLARATION OF KIRKLAND & ELLIS LLP  
IN SUPPORT OF THE DEBTORS' RETENTION AND EMPLOYMENT  
OF KIRKLAND & ELLIS LLP AS ATTORNEYS FOR THE DEBTORS  
AND DEBTORS IN POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

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I, Anup Sathy, P.C., under penalty of perjury, declare as follows:

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<sup>1</sup> The list of Debtors in these Chapter 11 Cases along with the last four digits of each Debtor's federal tax identification number can be found by visiting the Debtors' restructuring website at [www.omnimgt.com/innkeepers](http://www.omnimgt.com/innkeepers) or by contacting Omni Management Group, LLC at Innkeepers USA Trust c/o Omni Management Group, LLC, 16161 Ventura Boulevard, Suite C, PMB 606, Encino, California 91436. The location of the Debtors' corporate headquarters and the service address for their affiliates is: c/o Innkeepers USA, 340 Royal Poinciana Way, Suite 306, Palm Beach, Florida 33480.

1. I am a partner in the law firm of Kirkland & Ellis LLP (“**K&E**”), located at 601 Lexington Avenue, New York, New York 10022 and 300 North LaSalle, Chicago, Illinois 60654. I am a member in good standing of the Bars of the States of Illinois and New York and am admitted to practice in United States Bankruptcy Court for the Southern District of New York (the “**Court**”). There are no disciplinary proceedings pending against me.

2. On July 19, 2010 (the “**Petition Date**”), each of the Debtors filed a petition with the Court for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). On the Petition Date, the Debtors also filed the *Debtors’ Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 20] (the “**Application**”) and the *Declaration of Paul M. Basta in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 20] (the “**Initial Disclosure Declaration**”) in connection with the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”).

3. On August 4, 2010, the Debtors filed the *Supplemental Declaration of Paul M. Basta in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 126] (the “**Initial Disclosure Declaration Supplement**”).

4. On August 12, 2010, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 191] (the “**Order**”).

5. On October 1, 2010, the Debtors filed the *Second Supplemental Declaration of Paul M. Basta in Support of the Debtors' Application for Entry of an Order Authorizing the Retention of Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 543] (the “**Second Supplemental Declaration**” and, collectively with the Initial Disclosure Declaration and the Initial Disclosure Declaration Supplement, the “**Previous Declarations**”).

6. On February 28, 2011, the Debtors filed the *Third Supplemental Declaration of Paul M. Basta in Support of the Debtors' Application for Entry of an Order Authorizing the Retention of Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 951] (the “**Third Supplemental Declaration**” and, collectively with the Initial Disclosure Declaration and the Initial Disclosure Declaration Supplement, the “**Previous Declarations**”). On June 10, 2011, the Debtors filed unredacted schedules to the Third Supplemental Declaration [Docket No. 1683].

7. I submit this fourth supplemental declaration in connection with the Application and the Order to provide additional disclosures in accordance with Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Fourth Supplemental Declaration**”). Unless otherwise stated in this Fourth Supplemental Declaration, I have personal knowledge of the facts set forth herein.

#### **Updated Conflicts Review**

8. K&E stated in the Previous Declarations that it would periodically review its files during the pendency of the Chapter 11 Cases and use its reasonable efforts to ensure that no conflicts or other disqualifying circumstances exist or arise. Consistent with these statements, K&E has reviewed its files for connections to any interested parties in these Chapter 11 Cases not already searched in connection with the filing of the Previous Declarations (the “**Additional**

**Interested Parties”**). The Additional Interested Parties are set forth on **Schedule 1** attached hereto.

9. **Schedule 2** attached hereto provides all client connections found as a result of K&E’s conflicts searches of the Additional Interested Parties. In addition, listed on **Schedule 3** are additional disclosures of K&E’s connections to the entities listed on **Schedule 1** to the Initial Disclosure Declaration. Certain of the persons and entities listed on **Schedule 1** are current K&E clients. None of the representations described herein are materially adverse to the interests of the Debtors’ estates. Moreover, pursuant to section 327(c) of title 11 of the United States Code, K&E is not disqualified from acting as the Debtors’ counsel merely because it represents the Debtors’ creditors, equity security holders, or other parties in interest in matters unrelated to the Chapter 11 Cases. K&E does not, and will not, represent such current clients in any matters related to the Debtors.

**No Conflicts or Other Disqualifying Circumstances**

10. Based on the conflicts searches conducted to date and described herein, to the best of my knowledge, neither I, K&E, nor any partner, of counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), or any person employed in the office of the U.S. Trustee, except as disclosed or otherwise described in the Previous Declarations or in this Fourth Supplemental Declaration.

11. None of the representations described herein are materially adverse to the interests of the Debtors’ estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, K&E is not disqualified from acting as the Debtors’ counsel merely because it represents the Debtors’ creditors, equity security holders, or other parties in interest in matters unrelated to

these Chapter 11 Cases. K&E does not, and will not, represent such clients in any matters related to the Debtors.

12. K&E will continue to review its files periodically during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, K&E will use its reasonable efforts to identify any such further developments and will file promptly a supplemental declaration as required by Rule 2014(a) of the Federal Rules of Bankruptcy Procedure.

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

Date: July 12, 2011

/s/ *Anup Sathy, P.C.*

Anup Sathy, P.C.  
Partner  
Kirkland & Ellis LLP

## **SCHEDULE 1**

### **List of Schedules**

#### **Schedule** **Category**

1(a)	Parties that have Filed Proofs of Claim
1(b)	Parties that have Filed Requests for Notice Pursuant to Bankruptcy Rule 2002

## **SCHEDULE 1(a)**

### **PARTIES THAT HAVE FILED PROOFS OF CLAIM**

1st Rate Plumbing & Heating LLC  
21st Century Pools & Spas  
3 Wire Restaurant Appliance  
A Party Pleasing Rental Inc.  
A Taste of Kentucky  
A-1 Ocean Breeze Inc.  
A2Z Plumbing Services Inc.  
AAA Electric Motor Sales & Service Inc.  
ABC Alarms Inc.  
Able Body Labor  
Absolute Image Inc.  
Absolute Vinyl Fence Inc.  
Access Point  
Accu Air Inc.  
Ace Cleaning & Restoration  
Ace Parking Management Inc.  
Adams Roofing Professionals  
Addison, Town of (TX)  
Addressograph Bartizan  
Adera Inc.  
ADT Security Services  
Advanced Landscape Management Inc.  
Advanced Mechanical Systems Inc.  
Advanced Research Co.  
Advanced Restaurant Supply  
Advanced Television Service Co. Inc.  
Advantage Computer Resources Inc.  
Ahlee Backflow Service Inc.  
Airport Accomodations  
A-J Lawn Sprinkler  
Alameda County Water District (CA)  
Alan Party & Tent Rentals Inc.  
All County Rental & Sales  
All Tune & Lube  
Allen County Treasurer (IN)  
Allerheiligen, Brenda  
Allied Waste of Bellevue  
Alesco  
ALSCO - American Linen Division  
American Electric Power  
American General Private Security  
American Hotel Register  
American Infosource LP  
American Mechanical Services of Maryland LLC  
American Sealcoating & Maintenance Inc.  
American Society For Engineering Education  
Anaheim Transportation Network  
Anand Enterprise Inc.  
Angelo's Allendale Pizza  
Anheuser Busch Sales of Pomona  
Anheuser-Busch of Denver  
Apco Inc  
Apollo Investment Corp.  
Aqua Prix  
Aqua Quip  
AquascapesGA Inc.  
Archer & Greiner PC  
Arctica Ice Cream  
Arlington Entertainment Area Management District (TX)  
Armstrong's Printing  
Arrowhead Conferences & Events Inc.  
AS Hospitality  
AT&T Corp.  
Atlanticlear Window Cleaning  
Atlantis Air Conditioning Corp.  
Atmos Energy/Mid-Tex Division  
AtoZ Lock & Safe  
Audio Visual Services Group Inc.  
Authority Locksmith Services  
Autocrat Inc.  
Avenger Fire & Safety Equipment Inc.  
Avid Airline Products of RI  
Ayres Climate Control  
B&C Fire Safety Inc.  
B&V Mechanical Inc.  
Back Bay Restaurant Group  
Background Information Service  
Bafi Inc.  
Balthazar Bakery  
Bayscapes Landscape Contractor  
Bayside Mechanical Inc.  
Bayside Refrigeration  
Bearcom

Bellevue, City of (WA)  
BellSouth Telecommunications Inc.  
Berkeley Farms LLC  
Bertolini  
Best Western International Inc.  
Bestway Laundry Solutions  
Better Pools  
Between The Lines LLC  
Bexar County (TX)  
BHI Parts Inc.  
Bistro 301  
Blackmon-Mooring Steamatic Inc.  
Bloxam Enterprises LLC  
Blue Water Pools  
BMC Inc.  
Bolton Construction LLC  
Boltz, Michael  
BookMyGroup  
Boston Flowers  
Boston Water & Sewer Commission (MA)  
Boston, City of (MA)  
Bottomley Distributing Inc.  
Bottomline Technologies Inc.  
Brantley Cleaners  
Braun Linen Service Inc.  
Brickman Group Ltd.  
Bristol Farms  
Brothers Locksmith Co.  
Broward County Records, Taxes & Treasury  
Division (FL)  
Brown & Bigelow Inc.  
Bryant Heating & Cooling  
Budget Flooring Inc.  
Buffalo Rock Co.  
Buffington-Burns Electric Inc.  
Burke Distributing Corp.  
Burrtec Waste Industries  
Cablevision  
Caler Donten & Levine PA  
California Scene Publishing  
California State Board of Equalization  
Capital Elevator Corp.  
Capital Elevator Services Inc.  
Carrier Corp.  
Carrollton-Farmers Branch Independent  
School District (TX)  
Cartridge World South Naples  
Cawley Co. (The)  
CDW  
Cenveo Corp.  
Certified Travel Associates Inc.  
CG Inc.  
Charles W Benton Co.  
Chartis US  
Chicago Sign  
Chill-Craft  
Christman Pool Service  
Cintas Corp.  
Cintas Corp. #145  
Cintas First Aid  
Cipollini Carting Inc.  
CIT Group/Commercial Services Inc., The  
CIT Technology Financing Services Inc.  
Citi Park  
Clark Hill plc  
Clover Gardens & Florist  
Coast To Coast Computer  
Coastal Plantscapes Inc.  
Collection Bureau, The  
Color Center  
Colors Gourmet Pizza  
Columbia Gas of Kentucky  
Comfort Air Engineering Inc  
Comfort Suites Ontario Airport  
Comm USA  
Commercial Floor Tech Inc.  
Commercial Flooring Services  
Commercial Gaskets of North Florida  
Commercial Laundry Equipment Co. Inc.  
Commercial Maintenance Chemical Corp.  
Commtrak  
Complete Landsculpture  
Computerized Business Solutions LLC  
Con Edison Solutions  
Concepts In Marketing  
Conference Direct  
Connecticut Department of Revenue  
Services  
Connecticut Light & Power Co., The  
Connection Inc., The  
Constellation NewEnergy Inc.  
Consumers Choice Coffee Inc.

Consumers Energy Co.  
Continental Development Corp.  
Cook's Locksmith Services  
Copeland Holding LLC  
Copeland's of New Orleans Inc.  
Copiers Northwest Inc.  
Corporate Foodservice Management  
Corporate Graphics  
Country Fresh Livonia  
Cowan, Eric G.  
Cowan, Gail M.  
Crab Broker Inc., The  
Craft Beer Guild LLC  
Cram Roofing Co. Inc.  
Creative Sign Resources  
Crest Florist  
Crystal Flowers  
Crystal Lites LLC  
Crystal Rock Bottled Water  
CSE Mortgage LLC  
Culinary Art Catering Inc.  
Culligan-Ultrapure  
Curcio Printing  
D Train Security Agency  
D&D Dry Cleaners  
D&L Supply  
Dallas County (TX)  
Daly Gray Public Relations  
Daniels Equipment Co.  
Davidson's Air Conditioning & Heating  
Davis Wright Tremaine LLP  
DC Water & Sewer Authority  
De Lage Landen Financial Services Inc.  
Dell Marketing LP  
Delta Furniture Inc.  
Denver, City & County of/Treasury  
Depasquale Kelley & Co.  
Derek Auringer LLC  
Devine Group, The  
Diamond Landscapes Inc.  
Diamond Springs  
Diversified Morgan Supply  
Diversified Supply Inc.  
Dixielectricar Co.  
Djont Operations LLC  
DMX Inc.  
Doggie Walk Bags Inc.  
Dolphin Capital  
Don Hall's Guesthouse  
Drainworks Plumbing Co.  
Drummey Rosane Anderson Inc.  
DTE Energy  
Dumke, Richard  
Dunbar Armored  
Duplan Construction Inc.  
E Wirth Mechanical Inc.  
East Coast Limousine Services  
East Lansing, City of (MI)  
ECM Office Equipment Inc.  
Ecolab Inc.  
Economy Heating & Air Conditioning  
Edel Partners  
Edward Don & Co.  
El Segundo, City of (CA)  
Elite Heating & Air  
Elite Investment Group LLC  
Ellipse Corp.  
Ellis Coffee Co.  
Embarq Florida Inc.  
Emerald Coast Commercial Kitchen  
Solutions  
Empire Lawn & Landscape  
Engelman's Bakery  
Enviro Tree Service  
EP Commercial Laundry  
Eric Ryan Corp.  
Erneston & Sons Produce Inc.  
Ernie's Pool & Spa Supply  
Erwyn Promotions  
ESI Travel Inc.  
Espejo, Leandro  
Ever Ready Carpet Cleaning  
Everything That Grows  
Executive Electric Inc.  
Executive Security Services  
Exel Transportation Services Inc.  
Exeter Manufacturing Corp.  
Expedia Inc.  
Expovision Inc.  
Express Radio Inc.  
Farwest Golf Cars of Washington Inc.  
Fedex Customer Information Services

Fey, Howard  
Fibercare  
Fields Fire Protection Inc.  
Flagship Landscaping Inc.  
Flora Terra Landscape Management  
Florida Department of Revenue, State of  
Florida Public Utilities  
Flue Steam Inc.  
Focus Services Inc.  
Food Safety Specialties Inc.  
Food Services of America  
Force One Group  
Forms & Surfaces Inc.  
Fort Lauderdale, City of (FL)  
FPL Energy Services Inc.  
Franchise Tax Board (CA)  
Frank Gargiulo & Son Inc.  
Frankman, Thad G.  
Franz Family Bakeries  
Fresco Flowers LLC  
Friendly Cleaners  
Ft. Wayne Utilities, City of (IN)  
Fulton County Tax Commissioner (GA)  
Gallo Wine  
Gal's NW Bakeries  
Garden Grove Water Department, City of  
Garrettporter, Evelyn  
Gas South  
Gatlin Lumber & Supply Co.  
GCS Service Inc.  
GE Appliances  
GE Consumer & Industrial  
General Conference of Seventh-Day  
Adventists  
Genesis Security  
Genesis Security Services  
Georgia Department of Revenue  
Gerbig Inc.  
Gigantic Cleaners # 34  
Gino's Awards Inc.  
Glass By Sheets  
Glass USA  
Glasstech Specialist Inc.  
Glassusainc.com  
Global Restaurant Design  
Goldberg & Solovy Foods Inc.  
Golden Gate Sign Co. Inc.  
Gonzalez-Vite, Jose  
Gordon Food Service Inc.  
Graebel Cos.  
Great A&P Tea Co.  
Great American Roofing  
Great Choice Landscaping  
Great Choice Lawn Care & Landscaping  
LLC  
Great Lakes Baking Co.  
Great Lakes Popcorn Co./Kernel Pops  
Greater Lansing Convention & Visitors  
Bureau  
Green Tree Packing Co. Inc.  
Greener Maintenance Services Inc.  
Group 7 Design Inc.  
GT Mechanical Inc.  
Gwinnett County Tax Commissioner (GA)  
Hahn's Lighting Service Inc.  
Haiges Machinery Inc.  
Hamilton Meats  
Hamilton Meats & Provisions Inc.  
Harlan Graphic Arts Services  
Harlan Graphic Arts Services Inc.  
Harp Mechanical & Home Services LLC  
Harpoon Distributing Co.  
Harvest Produce Inc.  
HB McClure Co.  
HBP Contractors & Consultants Inc.  
Heartland Food Products  
Helms Briscoe  
HelmsBriscoe  
Henderson Electric Inc.  
Henrico County, Virginia  
Henry Inc.  
Heritage Food Service Equipment Inc.  
Heritage Wine & Liquor  
Hetaprime Investments  
HLT Existing Francise Holding LLC  
Hobart Service, a Division of ITW Food  
Holiday Inn Express & Suites  
Horeco  
Horsham Bodyshop Fitness Center  
Horsham Water & Sewer Authority (PA)  
Hospitality eBusiness Strategies Inc.  
Hotel Cleaning Services Inc.

Hotel Link, The  
Hotel Sierra-Shelton  
Howard County (MD)  
HR Benjamin Inc.  
Hunton & Williams LLP  
Ice Angels Snow Services  
Illinois Bell Telephone Co.  
Imprint Plus  
Indiana Bell Telephone Co.  
Indiana Department of Revenue  
Indianapolis Power & Light Co.  
Indianapolis Water Co.  
Inland Empire Heating & A/C  
Inlingua  
In-Print & Copy Shop  
Inpro Corp.  
Integrity Electrical Solutions LLC  
Interior Plant Design  
Interline Brands Inc.  
Internal Revenue Service  
International Restaurant Supply  
Investigative Protection Agency  
Island Park Office Building Owners  
Assocation  
ISS TMC Services Inc.  
J By 3 Construction Inc.  
J&C Professional Window Cleaning  
Services  
J&M Entertainment  
Jackson Lewis LLP  
JBS Destination Solutions/Global Housing  
Bureau  
JC Schutz Enterprises Inc.  
Jenkins/Gales & Martinez Inc.  
Jerry's Sewer & Drain  
JFC International Inc.  
Johnstone Supply  
Johnstone Supply - San Diego  
Journeys By Ambassador  
K&G Coffee Co.  
Kane Co.  
Karcher North America  
Kartri Sales Co. Inc.  
Kasa Kolaches Bakery & Café  
Kaufman Carpet Cleaning  
Keany Produce Co.  
Keller, Margaret  
Kellex Corp.-Po's Here  
Kennedy Wholesale  
Kentucky Utilities Co.  
Keyspan Gas East Corp.  
Keystone Fire Protection Co.  
King Cleaners  
King County Treasurer (WA)  
King Juice Co.  
King Kleaning & Dye Co. Inc.  
Kleenit Group Inc.  
Knowland Group, The  
Koyama Shoten  
K-Pro Stone Care  
Kraft Power Corp.  
Kustom Gifts  
Kwik Key Lock & Safe Co. Inc.  
Kwik Service Electronics  
Land Landscape Management  
Landscape Care  
Law Offices of Worsek & Vihon  
Lawson Products Inc., Georgia  
Lawson Products Inc., Nevada  
Layne Enterprises Inc.  
Lehman ALI Inc.  
L'Elegante Cuisine Inc.  
Leslie Water  
Lexington Herald-Leader  
LI Automatic Doors  
LI Hardware  
Liberty Mutual Insurance Co.  
Lindenmeyr Munroe  
Linens A La Carte  
LIPA  
Little Colorado Inc.  
LockAmerica  
Lodgenet Interactive  
Lodging Source LLC  
Logos Unlimited  
Lombard, Village of (IL)  
Long Island Lighting Co.  
Los Angeles County Treasurer & Tax  
Collector (CA)  
Louisville Gas & Electric Co.  
Madison Seafood Inc.  
Magic Fredy Events Inc.

Maine Hardware  
Maitland Winter Park Plumbing Inc.  
Manno Associates Inc.  
Marion County Treasurer (IN)  
Market Produce  
Marriott International Inc.  
Martin Screen Shop  
Marx Realty & Improvement Co. Inc.  
Massachusetts, Commonwealth of  
Massey, Clifton T.  
Masterson's Catering  
Mat Rental Service  
Maurer's Sanitary Cleaners  
McBride Lighting Inc.  
McHenry Plantation Associates  
McKenzie-Westley, Barbara  
McMaster-Carr Supply Co.  
ME Fox & Co.  
Media Master LLC  
Medtox Laboratories  
Meritax LLC  
Merrill Communications LLC  
Mesler's Service Station  
Metro Appliance Service  
Metropolitan District [Hartford CT]  
Metropolitan Meat, Seafood & Poultry Co.  
MGE Electric Services Inc.  
Michael King Inc.  
Michigan Bell Telephone Co.  
Michigan Department of Treasury, State of  
Michigan Laundry Machinery Service  
Michigan Lighting Solutions LLC  
Micros Systems Inc.  
Midwestern Specialty Advertising  
Miner Supply Co. Inc.  
Mobley, David  
Mobley, Michael  
Montgomery County (MD)  
Montvale Landscaping Inc.  
Monumental Equipment Inc.  
Morenus Conway Goren & Brandman  
Morristown Lumber & Supply Co. LLC  
Morristown, Town of (NJ)  
Mount Vernon Mills Inc.  
Mountain Mist  
Mountain View, City of (CA)  
MSI Technology Empowering The Lodging  
Industry  
Muetterties Enterprises Inc.  
Murphy Elevator Co. Inc.  
Muzak LLC  
Muzak LLC  
My Limousine Service  
Naples, City of (FL)  
National Air Filter Service Co.  
National Furniture Liquidators  
National Grid  
National Hotel-Motel Directory  
New Image Cleaners  
New Jersey American Water  
New Jersey American Water Co.  
New Jersey, State of  
New York State Department of Taxation &  
Finance  
New York State Electric & Gas Corp.  
Nexcourt Inc.  
NLP  
Norel Service Co.  
Normandy Carpet Care Co.  
North American Corp. of Illinois  
North Creek Maintenance District  
Association  
Northeast Refrigeration & Air Conditioning  
Northern Indiana Public Service Co.  
Northwest Florida Outdoor Service  
Northwest Landscape Services  
nStar Electric Co.  
Oak Hill Ace Hardware  
Oak Roofing Inc.  
Oakland County Treasurer (MI)  
OCWS 947995-272770  
OCWS 947995-272790  
Office Depot  
Ohio Department of Taxation  
Okaloosa County Tax Collector (FL)  
Old Kentucky Candies Inc.  
Omega Industrial Supply Inc.  
On Hold Media Group  
Ontario, City of (CA)  
Onyx Sealcoating  
Orange County Treasurer-Tax Collector  
(CA)

Oreck Floor Care  
Otis Elevator Co.  
Otis Spunkmeyer Inc.  
Pacific Bell Telephone Co.  
Pacific Gas & Electric Co.  
Pacific Rim Mechanical Contractors Inc.  
Palm Beach County Tax Collector (FL)  
Panache Events Specialists  
Pangaea Beverage  
Panoramic Landscape Services  
Parkrite Stripping Co. Inc.  
Party Busters  
Passkey International Inc.  
Patel, Hitesh M.  
PDQ Consulting Inc.  
Peco Energy Co.  
Pellerin Laundry Machinery Sales Co. Inc.  
Peninsula Cleaning Services  
Pennsylvania Department of Revenue  
Pepco Holdings Inc.  
Pepsi Beverages Co.  
Pepsi Cola & National Brand Beverages  
Perry Floor System  
Phil's Pizzeria & Restaurant  
Pioneer Sand Co.  
Plasticard Locktech International  
PM Print Center  
PMI  
Poole's Lawn Service Inc.  
Portland Water District (ME)  
Post Polak Goodsell MacNeill  
Potomac Electric Power Co.  
Potter & Dickson  
Precision Doors & Hardware  
Precision Doors & Hardware LLC  
Precision Vacuum  
Premier Elevator Co. Inc.  
Premier Plumbing Services Inc.  
Presstime  
Prestige Lock & Home LLC  
Preston Hollow Caterers  
Priest Enterprises LLC  
Primo Plumbing Inc.  
Prinova  
Printex Total Print Management  
Professional Carpet Systems  
Propark  
Providet Service Assoc. Inc.  
Public Service Co. of Colorado  
Public Service Electric & Gas Co.  
Puget Sound Energy  
Pure Care Inc.  
Pure Care Irrigation Repair  
Puretec Industrial Water  
Putman Travel  
QC Laboratories  
Quench  
Quiltcraft Industries Inc.  
Quoizel Inc.  
Qwest Corp.  
Ratliff, Harley  
Recognition Badge & Sign Co.  
Recreonics Inc.  
Redwing Glass  
Reeves  
Refrigerated Specialist  
Regency Cleaners  
Relaxx Dry Cleaning  
Reliant Energy  
Residence Inn, Shelton CT - 06484  
Resort Meetings Consortium  
Resource Technology Management  
RFI Communications & Security Systems  
RGE Distributing Co. Inc.  
RGI Publications Inc.  
Rich Fire Protection  
Richardson Bottling Co.  
Richmond, City of (VA)  
Rigo Industries  
Rising Signs  
RJF Hospitality  
Road Rebel  
Road Rebel Entertainment  
Robert Allen Group, The  
Robinson Dairy Inc.  
Rocket Rooter Plumbing  
Rockland Bakery  
Rockland Electric Co.  
Rodriguez, Jose  
Ronnoco Coffee Co.  
Roomservice Amenities  
Roto Rooter Plumbers

Rovia  
Royal Chemical Corp.  
Royal Cup Inc.  
Royal Finish Inc.  
RSA Realty Inc.  
RW Landscaping  
S&S Industrial Maintenance Supply  
Sacred Chow Inc.  
Saflok  
Sakura Hibachi Steak House  
Sal-Ann Rest Corp.  
Salt Exchange Inc.  
San Antonio Water System (SAWS)  
San Antonio, City of (TX)  
San Bernardino, County of (CA)  
San Diego Marriot Mission Valley  
Scarborough Sanitary District (ME)  
Scentair Technologies  
Schiller Hardware  
Schindler Elevator Corp.  
Seattle Print Works Inc.  
Seattle, Port of (WA)  
Securitas Security Services USA  
Seminole County Tax Collector (FL)  
Service Plus  
Shamrock Foods Co.  
Shamrock Pool Services Inc.  
Share Corp.  
Sheets Enterprises Inc.  
Shelton Tax Collector (CT)  
Shepherd & Associates  
Sheraton LLC, The  
Sheri's Plantscapes  
Sherwin Williams  
Sherwin Williams - #1208  
Sherwin Williams - Ridgewood  
Sherwin Williams Co., The  
Shoes For Crews  
Shop Rite  
Sierra Liquidity Fund LLC  
Sign Solutions Unlimited Inc.  
Simon's Wholesale Bakery Inc.  
Simple Cleaners LLC  
SimplexGrinnell  
Skadden Arps Slate Meagher & Flom LLP  
SMCMUA  
Snelling Search  
Snohomish County Public Utility District#1  
Snohomish County Tourism (WA)  
Snohomish County Treasurer (WA)  
Socalprint  
Solo Foods Inc.  
Solutions Managers International  
SOS Plymouth  
Southeastern Laundry Equipment  
Southern Air Inc.  
Southern California Edison Co.  
Southern California Gas Co.  
Southern Wine & Spirits of America Inc.  
Southwestern Bell Telephone Co.  
Sparks  
Specialty Doors  
Spencer Heating & Air Conditioning  
Splash Pool Supply Inc.  
Sport Court  
Sport Court of Colorado  
Sport Teams Accommodation Inc.  
SPRI Products Inc.  
Spring USA Corp.  
Springfield Corp.  
Sprint Nextel  
Standard Office Systems Inc.  
Star Cleaner  
Star Linen  
Star Valet  
Statewide Machinery Inc LLC  
Statewide Machinery Inc.  
Staybridge Suites  
Sterling Palm Beach LLC  
Straub Distribution Co.  
Strike Force of New Jersey Inc.  
Studio 1200 LLC  
Summers, Linda  
Sun Valley Pool Service  
Sunbelt Pools of Georgia LLC  
Sunnyvale Municipal Utilities, City of (CA)  
Sunrise Air Service Inc.  
Sunrise Travel  
Sunset Parking Service LLC  
Sunset Pool Inc.  
Sunset Pool Management Inc.  
Superclick Network Inc.

Superimage Business Machines  
Superior Office Systems  
Swank Audio Visuals LLC  
SWH Supply Co.  
Swiss Dairy - Los Angeles  
Sysco Albany LLC  
Sysco Baltimore LLC  
Sysco Boston Inc.  
Sysco Chicago Inc.  
Sysco Dallas Inc.  
Sysco Guest Supply LLC  
Sysco Los Angeles Inc.  
Sysco Louisville Inc.  
Sysco Metro New York LLC  
Sysco San Antonio Inc.  
Sysco San Diego Inc.  
Sysco Southeast Florida LLC  
Sysco Ventura Inc.  
Sysco West Coast Florida Inc.  
Talon Industrial  
Talon Property Services LLC  
Tarrant County (TX)  
TD Sports Inc.  
Technical Hot & Cold  
Telecheck Services Inc.  
Tel-Phone Resources  
Terminix  
Teter's Faucet Parts Corp.  
Texas Association of Student Councils  
Texas Imaging Systems Inc.  
Thomson Reuters (Markets) LLC  
THS Co. (The)  
Thyssenkrupp Elevator  
Tiger Commercial Services Inc.  
T-Mobile/T-Mobile USA Inc.  
Tocor Lighting Product  
Todd Harris Co. Inc.  
Tom Ellis Refrigeration  
Top Hotel Supply Inc  
Tradave Inc.  
Tradavo Inc.  
Travelclick Inc.  
Trayco  
Trimont Real Estate Advisors Inc.  
Triple A Pumping & Jetting Services Inc.  
Tri-State Malted Waffles  
Tri-Tec Communications  
Troy Water Department, City of (MI)  
Tukwila, City of (WA)  
TWC Services Inc.  
Ty Inc.  
UNFI  
Unitech Laundry Systems  
United Illuminating  
United Parcel Service  
Unitil  
Upper Moreland Hatboro Joint Sewer Authority  
Urban Elevator Service Inc.  
Urban Elevator Services Inc.  
US Bancorp Business Equipment Finance Group  
US Bank NA  
US Foodservice - Manassas  
US Foodservice Inc.  
US Lawns of Lehigh Valley  
US Lawns of Montgomery County  
US Wall Décor LLC  
USA Today  
Valley Crest Landscape Maintenance Inc.  
Varkins Inc.  
Verizon  
Villalobos Glass Co. Inc.  
Virginia Department of Taxation  
Von Feldt Cleaners  
Vortex Industries Inc.  
VS Fisher Co. Inc.  
Waffles of California Inc.  
Walker Distribution & Services Inc.  
Ward Auto  
Washington Automated Inc.  
Washington Selections  
Washington Suburban Sanitary Commission (MD)  
Water Man, The  
Waterboy Inc./ABBW  
Wayne Automatic Fire Sprinklers Inc.  
WB Mason Co. Inc.  
Wells Fargo Bank NA  
Wells Fargo Financial Leasing Inc.  
West Central Produce Inc.  
West Coast Valet Service

Western State Design Inc.  
Western States Fire Protection Co.  
Westerre Owners Association, The  
Westin Governor Morris  
Westin Hotel Management LP  
Wilderman Refrigeration Co.  
WillisKlein  
Windsor, Town of (CT)  
Windstream  
Wing Millwork & Supply Inc.  
WM Services Enterprises Inc.

Woburn Tax Collector, City of (MA)  
Woburn, City of (MA)  
Workplace Essentials Inc.  
WST Sports  
WW Grainger Inc.  
YRC Inc.  
Zee Medical Service  
Zee Medical Service Co.  
Znak Inc.  
Zurich American Insurance Co.

## **SCHEDULE 1(b)**

### **PARTIES THAT HAVE FILED REQUESTS FOR NOTICE PURSUANT TO BANKRUPTCY RULE 2002**

American Hotel Register Co.  
Best Western International Inc  
Brickman Group Ltd.  
California Office of the Attorney General  
Capmark Finance Inc.  
Carrier Corp  
Centerline Servicing Inc.  
Cintas Corp.  
Colorado Office of the Attorney General  
Connecticut Office of the Attorney General  
CSE Mortgage LLC  
CWCapital Performing Loan Management-  
CMBS  
Deutsche Banc Mortgage Capital LLC  
Deutsche Bank Securities Inc.  
Doubletree Hotel Systems Inc.  
Ecolab  
Ecolab Pest Elimination  
Elite Heating & Air  
Eric Ryan Corp.  
Fibercare  
Fire & Oak  
Florida Office of Attorney General  
Georgia Office of the Attorney General  
Global Restaurant Design Corp.  
Guest Supply Inc.  
HD Supply Facilities  
Hilton Hotels Corp.  
Hilton Inns Inc.  
Hofheimer Gartlir & Gross LLP  
Hyatt Summerfield Suites  
Illinois Office of the Attorney General  
Indiana Office of the Attorney General  
Internal Revenue Service  
Jenkins/Gales & Martinez  
JMC Global  
Kentucky Office of the Attorney General  
Kohner Mann & Kailas SC  
LAMCO LLC  
LaSalle Bank NA  
Lehman ALI Inc.  
LG Electronics USA Inc.  
LNR Partners Inc.  
LNR Property Corp.  
Lowndes Drosdick Doster Kantor & Reed  
PA  
Maine Office of the Attorney General  
Marriott Hotels  
Marx Realty & Improvement Co.  
Maryland Office of the Attorney General  
Massachusetts Office of the Attorney  
General  
Merrill Lynch Mortgage Lending Inc.  
Michigan Department of Treasury  
Michigan Office of the Attorney General  
National Association of Attorneys General  
New Jersey Office of the Attorney General  
New York State Office of the Attorney  
General  
North Carolina Office of the Attorney  
General  
Oak Roofing Inc.  
Office Depot  
Onyx Sealcoating Inc.  
PDQ Consulting Inc.  
Pennsylvania Office of the Attorney General  
Promus Hotels Inc.  
Quoizel Inc.  
RHS Commercial LLC  
Robert E. Luna PC, Law Offices of  
Romala Stone Inc.  
Romero Law Firm  
Royal Cup Dine-Mor  
Sheraton LLC, The  
Skadden Arps Slate Meagher & Flom LLP  
Springfield Corp.  
Starwood Hotels & Resorts Worldwide Inc.  
Summerfield Hotel Co. LLC  
Sunset Pools Inc.  
Swank Audio Visuals LLC

Swank Audio Visuals LLC  
Texas Office of the Attorney General  
Triangle Renovations  
US Wall Decor  
Virginia Office of the Attorney General  
Wachtell Lipton Rosen & Katz  
Washington State Office of the Attorney  
General

Waste Management  
Wayne County Treasurer (MI)  
Wells Fargo Bank NA  
Wells Fargo NA  
Western State Design Inc.  
Wilmer Cutler Pickering Hale & Dorr LLP  
York Credit Opportunities Fund LP

## SCHEDULE 2

<b>Name of Entity Searched</b>	<b>Name of Entity and/or Affiliate of Entity that Is a K&amp;E Client</b>	<b>Status<sup>2</sup></b>
De Lage Landen Financial Services Inc.	Rabobank Nederland	Closed
Deutsche Banc Mortgage Capital LLC	Deutsche Bank AG	Current
Deutsche Bank Securities Inc.	Deutsche Bank Securities Inc. Deutsche Bank Trust Companies, America	Current
	Deutsche Bank Trust Company Americas	Closed
Expedia Inc.	Expedia, Inc. Independent Directors of Expedia, Inc.	Former Current
YRC Inc.	YRC Worldwide, Inc.	Current

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<sup>2</sup> The term “Current Client” means a client for whom time was posted in the 12 months before the Petition Date; the term “Former Client” means a client for whom time was posted between 36 and 12 months before the Petition Date; and the term “Closed Client” refers to a client for whom time was posted in the 36 months before the Petition Date but the client representation has been closed. As a general matter, K&E discloses connections with former clients or closed clients for whom time was posted in the 36 months before the Petition Date but does not disclose connections if time was last billed more than 36 months before the Petition Date.

### SCHEDULE 3

<b>Name of Entity Searched</b>	<b>Name of Entity and/or Affiliate of Entity that Is a K&amp;E Client</b>	<b>Status</b>
ADT Security Services ADT Security Services - 310 ADT Security Services Inc. Broadview Security SimplexGrinnellLP	Tyco International (U.S.) Inc. Tyco International, Ltd.	Current Current
AIG Casualty Co.  AIG Excess Liability Insurance Co. Ltd.  AIU Insurance Co.  American Home Assurance Co. American International Pacific Insurance Co.  American International South Insurance Co.  American International Specialty Lines Insurance Co.  Birmingham Fire Insurance Co. Chartis US  Commerce & Industry Insurance Co.  Granite State Insurance Co. Illinois National Insurance Co. Insurance Company of The State of Pennsylvania, The  Landmark Insurance Co. Lexington Insurance Co.  National Union Fire Insurance Co. of Louisiana  National Union Fire Insurance Co. of Pittsburgh PA  New Hampshire Insurance Co.	Advisory Committee of AIG Asian Real Estate Partners II (Cayman), L.P.  AIG Asian Real Estate Partners II (USD Feeder), L.P.  AIG Asian Real Estate Partners II (USD), L.P.	Current Current Current
Aquarion Water Co. of CT	Alex W. Wei Macquarie Agricultural Funds Management Limited	Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that Is a K&E Client	Status
Aon Risk Services Northeast Inc.	James English	Current
Centurylink Centurylink Charlotte	Qwest Communications Corporation Qwest Information Technologies Inc.	Current Current
Qwest Corp.	Qwest Services Corporation USLD Communication, Inc.	Former Former
CIGNA Healthcare  LINA LINA Life Insurance Co. of North America	CIGNA Healthcare of California, Inc.	Current
CitiBank SAMP	Old Lane Hedge Fund GP, LLC	Closed
Clear Channel Outdoor	Bain Capital Bain Capital Fund X, L.P. Bain Capital Ventures	Current Current Current
Comcast	David E. Johnson	Current
Computershare Investor Service	Computershare Limited	Current
Cook County Collector (IL)	Circuit Court of Cook County's Domestic Violence Division	Current
Freightquote.com Inc.	Fort Point Capital, LLC	Current
General Electric GE Appliances GE Consumer & Industrial	Andrew Sorrentino	Current
Hilton Inns Inc. Hilton Systems Solutions LLC Hilton Worldwide Inc. Orbitz Travel	Travelport Limited	Current
Ikon Financial Services Ikon Office Solutions Ricoh Ricoh Americas Corp. Ricoh Business Solutions Ricoh Business Systems	Ricoh Americas Corporation Ricoh Company, Ltd.	Current Current
Jefferies & Co. Inc.	William Jennings	Current
Keyspan Gas East Corp.  National Grid	National Grid Development Holdings Corp. National Grid USA	Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity that Is a K&E Client	Status
LaSalle Bank NA Merrill Lynch Mortgage Lending Inc.	Faruqe Alam	Current
Lazard	Lazard Alternative Investments LLC	Current
Lehman Lehman ALI Inc.	Lehman Brothers Real Estate Pension Partners II, L.P.	Current
Michigan Department of Treasury Michigan, State of	Michigan Innocence Clinic	Current
Midland Loan Services Inc.	PNC Bank, N.A.	Current
Moelis & Co.	Moelis Capital Partners, LLC	Current
Protection One (IL) Protection One (KS)	Constantine S. Mihas	Current
Richmond Times-Dispatch	Media General, Inc.	Current
San Francisco Chronicle	Hearst Corporation	Current
Siemens Siemens Building Technologies Inc.	Siemens Healthcare Diagnostics	Current
Supermedia	SuperMedia Inc.	Current
Swank Audio Visuals LLC Web Service Co. Inc.	Brian P. Simmons Web Service Company LLC	Current Current
Time Warner Time Warner Entertainment	New Line Home Entertainment, Inc. Time Warner Warner Bros. Home Entertainment	Current Current Current
US Security Associates Inc.	Nathanael Brown	Current