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DISTRIBUTION CENTER

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

In re:

ESSENTIAL.COM, INC.,

Debtor.

Chapter 11

Case No. 01-15339-WCH

**FIRST AND FINAL APPLICATION FOR ALLOWANCE AND PAYMENT
OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES FROM JUNE 29, 2001 THROUGH
AND INCLUDING AUGUST 22, 2001 FOR THE LAW FIRM OF
TESTA, HURWITZ & THIBEAULT, LLP,
AS SPECIAL CORPORATE COUNSEL TO THE DEBTOR**

Pursuant to Sections 330 of the United States Bankruptcy Code, 11 U.S.C., §§ 101 et seq. (the "Bankruptcy Code"), Bankruptcy Rule 2016 and Local Rule 2016-1, the law firm of Testa, Hurwitz & Thibeault, LLP ("Applicant") hereby submits its First And Final Application For Allowance And Payment Of Compensation For Services Rendered And Reimbursement Of Expenses Through August 22, 2001 For The Law Firm Of Testa, Hurwitz & Thibeault, LLP, As Special Corporate Counsel To the Debtor in the above-captioned Chapter 11 case for the period from June 29, 2001 through August 22, 2001 (the "Application Period"). Applicant seeks compensation in the amount of \$9,993.50 and reimbursement of its reasonable costs and expenses in the amount of \$869.37, which amounts together total \$10,862.87.

In support of this Application, Applicant respectfully states as follows:

APP _____
CAF _____
CMP _____
COM _____
CTR _____
ECR _____
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BACKGROUND

1. The Debtor commenced its case by filing a Voluntary Petition under Chapter 11 of the Bankruptcy Code with this Court on June 29, 2001, and has managed its affairs as a debtor-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code since that time.

2. On or about July 23, 2001, the Debtor filed its Application of Debtor to Employ Kevin T. Lamb and Testa, Hurwitz & Thibeault, LLP, as Special Corporate Counsel to the Debtor (the "Retention Motion"), a true and correct copy of which, together with the related Affidavit of Attorney Kevin T. Lamb, are collectively attached hereto as Exhibit A. At the hearing on the Retention Motion, the Court instructed the Applicant to file an application from the date of filing up through and including August 22, 2001.

3. As is more fully set forth in the Retention Motion, Applicant was furnished with a pre-petition retainer, which on the filing date amounted to \$44,304.50.

4. During the Application Period, the Applicant performed substantial and necessary services on behalf of the Debtor and for the benefit of the Debtor's estate. The nature of the services rendered by Applicant to the Debtor during the Application Period and the time incurred with respect to such services has been divided into several categories, each as further described below and as summarized in the chart attached hereto as Exhibit B for the Court's convenience. Attached hereto as Exhibit C, and incorporated herein by reference, is a narrative description of the services rendered together with a breakdown of fees by attorney for each of the separate categories outlined in Exhibit B. Attached hereto as Exhibit D and incorporated herein by reference are the chronological schedules (once again, indicating the category code) showing the recorded time spent by each of the Applicant's attorneys and paralegals in rendering the services

therein, reflected in the hourly rates at which the services of each were charged. Finally, in support of this Application and attached hereto and incorporated herein by reference as Exhibit E is a brief biography of each attorney included in this Application.

5. Applicant believes the compensation requested herein to be reasonable in light of the size and complexity of this case and the results obtained to date. Since its employment by the Debtor, Applicant has not represented or held any interest adverse to the interest of the Debtor's estate. No payments have heretofore been promised or made to Applicant for services rendered, or to be rendered, in any capacity in this case, with the exception of the retainer disclosed above.

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WHEREFORE, in consideration of the foregoing, Applicant respectfully requests that the Court enter an Order substantially in the form of that attached hereto as Exhibit F allowing compensation in the amount of \$9,993.50 and reimbursement of expenses in the amount of \$869.37, and grant Applicant such other and further relief as is just and proper under the circumstances.

Dated: September 2, 2001
Boston, Massachusetts

Respectfully submitted,

TESTA, HURWITZ & THIBEAULT, LLP

By: 

Kevin T. Lamb
BBO #556325; BMA #06362
Testa, Hurwitz & Thibeault, LLP
125 High Street; High Street Tower
Boston, MA 02110
Telephone: (617) 248-7000
Facsimile: (617) 248-7100

Exhibit A

DOCKETED

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
EASTERN DIVISION**

FILED
CLERK'S OFFICE

2001 JUL 23 P 4: 10

U.S. BANKRUPTCY COURT
DISTRICT OF MASS.

In re:

ESSENTIAL.COM, INC.,

Debtor.

**Chapter 11
Case No. 01-15339 WCH**

**APPLICATION OF DEBTOR TO EMPLOY KEVIN LAMB AND TESTA, HURWITZ
AND THIBEAULT AS SPECIAL CORPORATE COUNSEL TO THE DEBTOR**

To the Honorable William C. Hillman, Chief United States Bankruptcy Judge:

Pursuant to 11 U.S.C. § 327, Fed. R. Bankr. P. 2014 and MLBR 2014-1, Essential.com, Inc., the debtor and debtor-in-possession ("Debtor"), respectfully requests this Court enter an order authorizing it to employ Testa, Hurwitz and Thibault, LLP ("TH&T") as special corporate counsel in this matter. In support thereof, the Debtor states as follows:

I. Factual Background

1. On June 29, 2001 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code ("Code") in this Court.
2. The Debtor continues to operate as a debtor-in-possession pursuant to Sections 1107 and 1108 of the Code.
3. On July 18, 2001, the United States Trustee appointed an unsecured creditors' committee.
4. The Debtor is incorporated under the laws of the State of Delaware with its corporate headquarters located at 3 Burlington Woods Drive, Burlington, Massachusetts.

5. The Debtor, which launched its award winning Internet site in June of 1999, is in the business of reselling telecommunications services to small businesses and consumers. The Debtor has been in the business of reselling telecommunications services, including long distance, local, wireless and voice telephone service, high speed internet service, and cable television service since 1995.

6. On or about June 25, 2001, because of financial difficulties precipitated by the challenging capital markets, the Debtor was forced to layoff a substantial portion of its workforce. The Debtor reduced its work force from eighty-four (84) employees to thirty-nine (39) current employees working at its Burlington corporate headquarters. The Debtor has retained these critical employees to assist in the orderly wind-down of its business affairs and to attempt to administer its assets in a manner that will maximize value for parties in interest.

7. The Debtor has explored various alternatives for reorganization during the pendency of the case, including the potential sale of all or substantially all of its assets. The Debtor's primary asset is its active customer base (the "Customer Base") of over 70,000 households and businesses that subscribe to its services. The Debtor has decided that the sale of all or part of the company's Customer Base would allow it to realize the most value from its remaining assets and offer the most return for its creditors.

8. The Debtor has located two potential purchasers for certain parts of its Customer Base, and is in the process of finalizing the terms and documentation for the proposed sales to the interested parties. Following the finalization of the terms and documentation relating to the proposed sales, the Debtor will file with the Court the pleadings necessary to request the Court's approval of the proposed sales, including the proposed notice, counteroffer and bid procedures.

II. Retention of Special Counsel

9. On or about July 10, 2001, the Debtor filed an application to employ the law firm of Hanify & King, Professional Corporation as its general counsel in this case. This Court approved the Debtor's application on July 19, 2001, and Hanify & King is now counsel to the Debtor.

10. The Debtor now seeks an order of this Court authorizing the employment and retention of TH&T as special counsel to the Debtor. Prior to the Petition Date, TH&T served as corporate counsel to the Debtor. The Debtor proposes to retain TH&T postpetition to render services regarding the following:

- a. to provide ongoing advice to the Debtor respecting general corporate and securities, tax, employment and labor, patents and trademarks, creditors' rights, litigation and other technology issues.

11. Prior to the Petition Date, TH&T received a retainer in connection with its employment as corporate counsel to the Debtor in the amount of \$75,000.00 of which \$44,304.50 remained unapplied as of the Petition Date. These monies will be held as a post-petition retainer to be applied to any fee, charges, and disbursements that are allowed by the Court and that remain unpaid at the end of the Debtor's case. All compensation and expense reimbursement for TH&T shall be subject to allowance by this Court upon appropriate application pursuant to Sections 330 and 331 of the Bankruptcy Code.

12. Subject to this Court's jurisdiction with respect to professional fees, the Debtor has agreed to compensate TH&T for its services at its usual hourly rates in effect at the time services are rendered subject to adjustment with the mutual consent of the Debtor and TH&T.

The Debtor has also agreed to reimburse TH&T in full for its cash disbursements and for such expenses as TH&T customarily bills to its clients.

13. Employment of TH&T as special counsel to the Debtor is in the best interests of the estate. Because TH&T previously served as corporate counsel to the Debtor, the firm is very familiar with the Debtor's affairs. TH&T's employment will enable the Debtor to continue to receive necessary ongoing advice on corporate matters without incurring the costs of a "learning curve" which would result from employment of a firm without prior contact with the Debtor.

III. Disinterestedness Of TH&T

14. Kevin Lamb has filed an affidavit in connection with this application, including a statement pursuant to 11 U.S.C. §§ 329(a) and 504 and MLBR 2014-1.

15. As set forth in greater detail in the attached Affidavit, TH&T has no involvement with the Debtor, professionals employed in the Debtor's case, creditors, or other interested parties to the Debtor, except for TH&T's prior representation of the Debtor and that TH&T and certain of its attorney's are equity security holders of the Debtor. TH&T is not currently owed any sums for services rendered prior to the Petition Date.

16. To the best of the Debtor's knowledge, TH&T has not represented, nor does now represent, any interest adverse to the Debtor with respect to the matters on which TH&T is to be employed, and TH&T and its principals and employees are otherwise disinterested persons with respect to the Debtor as that term is defined in the Bankruptcy Code, except as may be provided herein and in the affidavit of Mr. Lamb.

WHEREFORE, Essential.com, Inc. requests that this Court enter an Order:

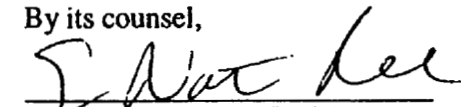
- (i) Authorizing it to employ Kevin Lamb and the firm of Testa, Hurwitz & Thibault LLP as special corporate counsel to the Debtor, and

(ii) Granting him such other relief as is just and proper.

Respectfully Submitted,

ESSENTIAL.COM, INC.,

By its counsel,


Charles R. Bennett, Jr. BBO # 037380
C. Nathan Dee BBO # 626641
Hanify & King
Professional Corporation
One Federal Street
Boston, MA 02110
(617) 423-0400

Dated: July 23, 2001

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

FILED
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2001 JUL 23 P 4:11

In re:

ESSENTIAL.COM, INC.,

Debtor.

Chapter 11

U.S. BANKRUPTCY COURT
DISTRICT OF MASS.

Case No. 01-15339-WCH

**AFFIDAVIT AND STATEMENT OF KEVIN T. LAMB IN SUPPORT OF
APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
TESTA, HURWITZ & THIBEAULT, LLP,
AS SPECIAL CORPORATE COUNSEL FOR THE DEBTOR**

Commonwealth of Massachusetts) ss.
County of Suffolk)

Kevin T. Lamb, being duly sworn, deposes and says:

DECLINED

1. I am a partner in the law firm of Testa, Hurwitz & Thibault, LLP ("TH&T"), which maintains an office at 125 High Street, Boston, Massachusetts 02110. I am a member in good standing with the bars of the Commonwealth of Massachusetts, the Commonwealth of Virginia, and the District of Columbia. I submit this Affidavit under 11 U.S.C., Sections 327(e) and 329, Fed. R. Bankr. P. 2014 and 2016, and MLBR 2014-1 in support of the Application for Order Authorizing the Employment and Retention of TH&T as Special Corporate Counsel for the Debtor (the "Application"), filed contemporaneously herewith by the Debtor.

2. I am familiar with the matters herein, and I submit this Affidavit in support of the Application of the above-captioned Debtor, seeking approval from this Court of the Debtor's selection and employment of TH&T, *nunc pro tunc*, to the Petition Date, as special corporate counsel.

3. Prior to the filing of the Chapter 11 case, TH&T received a retainer which was generated from the Debtor's ongoing business operations in the amount of \$75,000, of which \$44,304.50 remained unapplied as of the Petition Date. These monies will be held as a post-petition retainer to be applied to any fees, charges, and disbursements that are allowed by the Court and that remain unpaid at the end of the Debtor's case.

4. TH&T maintains records of all of its clients, the matters on which it represents its clients, and other parties which have a substantial role in such matters. TH&T has reviewed such records and documents to determine TH&T's connection with the Debtor, and the entities listed by the Debtor as the Debtor's twenty largest unsecured creditors. This Affidavit is based on information available to TH&T on the date hereof, including the Debtor's list of its twenty largest creditors filed with the Court, and the applications and motions filed by the Debtor with this Court since the inception of the case.

5. Insofar as I have been able to ascertain, based on the review referred to in Paragraph 4, TH&T's connection with the Debtor, any creditor, or other party-in-interest, are as follows:

- a) prior to and up through the Petition Date, TH&T served as corporate counsel to the Debtor. In the course of its representation, TH&T has provided legal services to the Debtor in several areas, including general corporate and securities, tax, employment and labor, patents and trademarks, creditors' rights and litigation. As Special Corporate Counsel, TH&T will continue to render these services on an as-needed basis;
- b) attorneys at TH&T may have appeared in the past, and may appear in the future, in matters unrelated to this case where the Debtor, creditors, or other parties-in-interest may be involved, and may have represented in the past and may represent in the future, creditors of the Debtor and parties-in-interest in matters unrelated to this Chapter 11 case; and
- c) TH&T and certain of its attorneys are equity security holders of the Debtor.

6. To the best of my knowledge, after due inquiry, except as otherwise disclosed herein, neither I nor TH&T:

- a) holds or represents any interest adverse to the estate of the Debtor; or
- b) has agreed to share with any person (except members of TH&T) the compensation paid for the services rendered in this case.

7. I shall amend this Affidavit and Statement immediately upon my learning that:

- a) any of the representations contained herein are incorrect; or
- b) there is any change of circumstances relating thereto.

8. I have reviewed the provisions of MLBR 2016-1.

9. Except as disclosed herein, TH&T is a “disinterested person” under Section 101(14) of the Bankruptcy Code.

10. TH&T is willing to be employed as Special Corporate Counsel to the Debtor and intends to seek allowance of compensation for professional services rendered and reimbursement of expenses incurred in this Chapter 11 case in accordance with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and this Court’s orders. TH&T will seek compensation on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by TH&T. The principal attorneys designated to represent the Debtor and their current standard hourly rates are:

<i>Attorney</i>	<i>Rate Per Hour (check rates)</i>
Linda DeRenzo (Partner – Corporate)	\$480.00
Kevin T. Lamb (Partner - Corporate)	\$480.00
Richard D. Forrest (Associate - Corporate)	\$350.00
John R. Pitfield (Associate – Corporate)	\$290.00
Alyssa Adams (Associate – Corporate)	\$210.00

The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys may from time to time serve the Debtor in connection with the matters herein described.

11. Other than set forth above, no other compensation arrangements exist between the Debtor and TH&T for compensation be paid in this case.


[Remainder of page intentionally left blank.]

I declare under the pains and penalties of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.



Kevin T. Lamb

Subscribed and sworn to before me on this 11th day of July, 2001.



Notary Public

My Commission Expires: 1/18/02

Exhibit B

ESSENTIAL.COM
 Chapter 11; Case No. 01-15339-WCH

Matter 1 - General Corporate			
Attorney	Rate	Hours	Amount
111LDeRenzo	\$480.00	5.9	\$2832.00
1455AAdams	\$210.00	4.8	\$1008.00
165KTLamb	\$480.00	5.9	\$2832.00
3SAHurwitz	\$500.00	.30	\$150.00
474JRPitfield	\$290.00	.30	\$87.00
Totals:		17.2	\$6,909.00

Matter 2 - Trademarks			
Attorney	Rate	Hours	Amount
1022JKLawson	\$340.00	.30	\$102.00
111LDeRenzo	\$480.00	.30	\$144.00
1230JALowre	\$125.00	.30	\$37.50
266DJPeckham	\$360.00	.60	\$216.00
347LRPerret	\$125.00	.40	\$50.00
981HEBalmat	\$210.00	11.00	\$2310.00
Totals:		12.90	\$2,859.50

Matter 12 - Labor			
Attorney	Rate	Hours	Amount
547JTMcCarthy	\$250.00	.90	\$225.00
Totals:		0.90	\$225.00

Exhibit C

**NARRATIVE
ESSENTIAL.COM**

I. Introduction.

The following is a narrative description of the services rendered by Testa, Hurwitz & Thibault, LLP (the “Firm” or the “Applicant”) for Essential.com (the “Debtor”) during the application period, together with a break-down of fees by attorney, patent agent, and paraprofessional for each matter.

1. General Corporate. This category includes all legal and administrative activities to coordinate the Applicant’s representation of the Debtor while in bankruptcy, and the rendering of general corporate advice to the Debtor during the Application Period. A break-down of the daily recorded time and description of services provided by each attorney, patent agent, and paraprofessional performing services for the Debtor is attached to this Application as Exhibit D. Generally, the types of general services rendered by the Applicant to the Debtor within this category include, but are not limited to, the following:

Matter 1 - General Corporate			
Attorney	Rate	Hours	Amount
111LDeRenzo	\$480.00	5.9	\$2832.00
1455AAdams	\$210.00	4.8	\$1008.00
165KTLamb	\$480.00	5.9	\$2832.00
3SAHurwitz	\$500.00	.30	\$150.00
474JRPitfield	\$290.00	.30	\$87.00
Totals:		17.2	\$6,909.00

2. Intellectual Property. This category includes all activities related to general intellectual property portfolio administration, and other relatively small general intellectual property matters in which the Applicant became involved on behalf of the Debtor. A break-down of the daily recorded time and description of services provided by each attorney, patent agent, and paraprofessional performing services for the Debtor is attached to this Application as Exhibit D. Generally, the types of general services rendered by the Applicant to the Debtor within this category include, but are not limited to, the following:

- preparation of estimates of fees and third-party disbursements required to maintain and develop the Debtor’s intellectual property portfolio;
- telephone conferences with the Debtor’s representatives regarding status of the intellectual property portfolio and strategies to be pursued in developing the portfolio;

- numerous other miscellaneous intellectual property matters.

Matter 2 - Trademarks			
Attorney	Rate	Hours	Amount
1022JKLawson	\$340.00	.30	\$102.00
111LDeRenzo	\$480.00	.30	\$144.00
1230JALowre	\$125.00	.30	\$37.50
266DJPeckham	\$360.00	.60	\$216.00
347LRPerret	\$125.00	.40	\$50.00
981HEBalmat	\$210.00	11.00	\$2310.00
Totals:		12.90	\$2,859.50

3. Labor. This category includes all activities related to employment matters. There were conferences with the client regarding the Massachusetts Department of Employment and Training unemployment compensation form and the company's potential obligation to pay health insurance premiums to departed employees under Massachusetts law. A break-down of the daily recorded time and description of services provided by each attorney, patent agent, and paraprofessional performing services for the Debtor is attached to this Application as Exhibit D. Generally, the types of general services rendered by the Applicant to the Debtor within this category include, but are not limited to, the following:

Matter 12 - Labor			
Attorney	Rate	Hours	Amount
547JTMcCarthy	\$250.00	.90	\$225.00
Totals:		0.90	\$225.00

Exhibit D

ESSENTIAL.COM
Chapter 11; Case No. 01-15339-WCH

FEE APPLICATION
June 29, 2001 through August 22, 2001

FEES - MATTER 1 (GENERAL CORPORATE)					
ATTORNEY NUMBER & NAME	DATE WORK PERFORMED	HOURLY RATE	HOURS SPENT	AMOUNT BILLED	DESCRIPTION OF WORK
474JRPitfield	7/2/01	\$290.00	.30	\$87.00	Attention to review of Comdisco agreements; telephone conference with Hanify attorney re security.
111LDeRenzo	7/3/01	\$480.00	.50	\$240.00	Voice-mail to Kallaher and Duffy re Simplexity stock; telephone conference with Lamb; telephone conference with Lame and Kallaher re same; corporate counsel appointment to Bankruptcy Court.
165KTLamb	7/3/01	\$480.00	.50	\$240.00	Telephone conference with LDeRenzo re Simplicity stock; telephone conference with LDeRenzo re retention issues and confer with CKallaher re same.
111LDeRenzo	7/9/01	\$480.00	.30	\$144.00	Telephone conferences and e-mails re-bankruptcy application.
1455AAdams	7/9/01	\$210.00	.50	\$105.00	Review Sundial closing binders; update files.
165KTLamb	7/9/01	\$480.00	1.00	\$480.00	Telephone conference with Murphy re corporate issues; prepared 2014 Affidavit; telephone conference with LDeRenzo re Affidavit.
111LDeRenzo	7/10/01	\$480.00	.30	\$144.00	Review Affidavit and comment.
165KTLamb	7/10/01	\$480.00	.50	\$240.00	Amend Affidavit in support of employment application (2x); telephone conference with Murphy re corporate issues.
165KTLamb	7/11/01	\$480.00	.30	\$144.00	Prepared letter to Murphy re amended statement and notarize and execute same.
111LDeRenzo	7/12/01	\$480.00	.30	\$144.00	E-mails re Affidavit.

ESSENTIAL.COM
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FEE APPLICATION
June 29, 2001 through August 22, 2001

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FEES - MATTER 1 (GENERAL CORPORATE)					
ATTORNEY NUMBER & NAME	DATE WORK PERFORMED	HOURLY RATE	HOURS SPENT	AMOUNT BILLED	DESCRIPTION OF WORK
1455AAdams	7/12/01	\$210.00	1.30	\$273.00	Review closing binders and send to files; update minute books, ND agreement binders; stock records, and files.
111LDeRenzo	7/16/01	\$480.00	.50	\$240.00	E-mails re deal and issues; forward news re Comdisco; administration.
165KTLamb	7/16/01	\$480.00	.30	\$144.00	Confer with HMurphy re status and strategy.
1455AAdams	7/17/01	\$210.00	1.00	\$210.00	Send closing binders to BPallone and to files.
111LDeRenzo	7/26/01	\$480.00	.50	\$240.00	Telephone conference with Goodraw; 401(k) audit letter request; e-mails to Basil re same.
111LDeRenzo	7/27/01	\$480.00	.30	\$144.00	E-mails re BG article and stockholder communications.
165KTLamb	7/27/01	\$480.00	.30	\$144.00	Telephone conference with Pitfield re status of bankruptcy.
111LDeRenzo	7/30/01	\$480.00	.50	\$240.00	Conference with Pitfield re SH communication; e-mail re trademark matters.
1455AAdams	7/30/01	\$210.00	1.50	\$315.00	Update files with diligence documents and EE agreements; follow-up with SBergeron and BPallone re outstanding agreements.
111LDeRenzo	7/31/01	\$480.00	1.30	\$624.00	Auditor letter re 401(k) plan; prepare rider and approval of same; telephone conference with Basil re SH notification and bankruptcy; attention to record keeping.

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FEE APPLICATION
June 29, 2001 through August 22, 2001

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FEES - MATTER 1 (GENERAL CORPORATE)					
ATTORNEY NUMBER & NAME	DATE WORK PERFORMED	HOURLY RATE	HOURS SPENT	AMOUNT BILLED	DESCRIPTION OF WORK
165KTLamb	7/31/01	\$480.00	.30	\$144.00	Telephone conference with DeRenzo re open issues; telephone conference with Murphy.
3SAHurwitz	7/31/01	\$500.00	.30	\$150.00	Audit letter review.
111LDeRenzo	8/2/01	\$480.00	.30	\$144.00	E-Mail for Pallone re status of deal.
165KTLamb	8/3/01	\$480.00	.30	\$144.00	Review sale pleadings and Application to Employ.
1455AAdams	8/6/01	\$210.00	.50	\$105.00	Update minute books and files; correspondence with LDR re same.
111LDeRenzo	8/7/01	\$480.00	.30	\$144.00	Review Board of Director consent sent by Basil; e-mails re open items.
111LDeRenzo	8/9/01	\$480.00	.30	\$144.00	Bankruptcy correspondence; patent application; disposition e-mail to Kallaher.
165KTLamb	8/9/01	\$480.00	.30	\$144.00	Review bankruptcy pleadings re rejection of lease and application to employ counsel; review objection to United System's bid.
165KTLamb	8/20/01	\$480.00	.30	\$144.00	Review Objection to TH&T Application to Employ; confer with LDR re same.
165KTLamb	8/21/01	\$480.00	.30	\$144.00	Telephone conference with ARodolakis re sale; telephone conference with Cred. Comm. counsel re objection.

ESSENTIAL.COM
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FEE APPLICATION
June 29, 2001 through August 22, 2001

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FEES - MATTER 1 (GENERAL CORPORATE)					
ATTORNEY NUMBER & NAME	DATE WORK PERFORMED	HOURLY RATE	HOURS SPENT	AMOUNT BILLED	DESCRIPTION OF WORK
111LDeRenzo	8/22/01	\$480.00	.50	240.00	E-mails re admin. matters and bankruptcy proceedings; telephone conference with O'Brien and Pallone and tend to O'Brien Employment Agreement issues.
165KTLamb	8/22/01	\$480.00	1.50	\$720.00	Attend hearing re Employment Application and return to office.
Totals - Matter 1:			17.20	\$6,909.00	

ESSENTIAL.COM
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FEE APPLICATION
June 29, 2001 through August 22, 2001

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DISBURSEMENTS - MATTER 1 (GENERAL CORPORATE)			
ATTORNEY	DATE POSTED	AMOUNT	TYPE
111LDeRenzo	7/10/01	\$34.00	Local Transportation
1455AAdams	7/13/01	\$10.43	Overnight Courier
1455AAdams	7/19/01	\$10.00	Overnight Courier
1455AAdams	7/19/01	\$10.43	Overnight Courier
1455AAdams	7/23/01	\$10.00	Overnight Courier
Total Disbursements - Matter 1:		\$74.86	

ESSENTIAL.COM
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FEE APPLICATION
June 29, 2001 through August 22, 2001

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FEES - MATTER 2 (TRADEMARKS)					
ATTORNEY NUMBER & NAME	DATE WORK PERFORMED	HOURLY RATE	HOURS SPENT	AMOUNT BILLED	DESCRIPTION OF WORK
981HEBalmat	7/12/01	\$210.00	.50	\$105.00	Conference with Peckham re upcoming trademark deadlines; assembling status chart of deadlines for Peckham.
266DJPeckham	7/12/01	\$360.00	.30	\$108.00	Conferences with LDeRenzo and HEBalmat re upcoming deadlines and management of portfolio.
981HEBalmat	7/24/01	\$210.00	.30	\$63.00	E-mail to Peckham re Office Action response deadlines; e-mail to CKallaher re same.
981HEBalmat	7/26/01	\$210.00	1.50	\$315.00	Conference with CKallaher re responses due; prepare trademark status chart for Kallaher.
347LRPerret	7/31/01	\$125.00	.30	\$37.50	Docket attention; instructions regarding abandonment of Your Energy and Communications Superstore (ESS-602)
1230JALowre	8/2/01	\$125.00	.30	\$37.50	ESS-603 Review and docket certificate of registration (Comparilator).
981HEBalmat	8/3/01	\$210.00	.30	\$63.00	E-Mail to Chris Kallaher re 4 upcoming response deadlines.
266DJPeckham	8/3/01	\$360.00	.30	\$108.00	Conferences with Balmat and DeRenzo re responses to office action and deadlines.
981HEBalmat	8/9/01	\$210.00	.30	\$63.00	Phone message for Kallaher re Office Actions due for Essential,

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FEES - MATTER 2 (TRADEMARKS)					
ATTORNEY NUMBER & NAME	DATE WORK PERFORMED	HOURLY RATE	HOURS SPENT	AMOUNT BILLED	DESCRIPTION OF WORK
					Essentials, and Essential.com.
1022JKLawson	8/10/01	\$340.00	.30	\$102.00	Conference with Balmat re responses to office actions.
981HEBalmat	8/10/01	\$210.00	1.30	\$273.00	Conference with DJP and Kallaher re responses to office actions for Essential, Essentials, and Essential.com.
111LDeRenzo	8/10/01	\$480.00	.30	\$144.00	Telephone conferences and voice-mails re trademark matters.
981HEBalmat	8/11/01	\$210.00	.50	\$105.00	Researching case law for Essential, Essentials, and Essential.com responses.
981HEBalmat	8/12/01	\$210.00	4.30	\$903.00	Drafting responses to office actions for Essential, Essentials, and Essential.com applications.
981HEBalmat	8/13/01	\$210.00	2.00	\$420.00	Drafting responses to office actions for Essential, Essentials, and Essential.com. and preparation of same for filing.
347LRPerret	8/15/01	\$125.00	.10	\$12.50	E-Mails from/to attorneys re billing matters for Essential.com trademarks.
Totals - Matter 2:			12.90	\$2,859.50	

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DISBURSEMENTS - MATTER 2 (TRADEMARKS)			
ATTORNEY	DATE POSTED	AMOUNT	TYPE
1091DBeshere	7/1/01	\$250.00	Patent/Trademark Administrative Fee
1230JALowre	8/16/01	\$250.00	Patent/Trademark Administrative Fee
Total Disbursements - Matter 2:		\$500.00	

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FEE APPLICATION
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FEES - MATTER 12 (LABOR)					
ATTORNEY NUMBER & NAME	DATE WORK PERFORMED	HOURLY RATE	HOURS SPENT	AMOUNT BILLED	DESCRIPTION OF WORK
547JTMcCarthy	7/31/01	\$250.00	.30	\$75.00	Telephone conference with ABelleville re plant closing.
547JTMcCarthy	8/1/01	\$250.00	.30	\$75.00	Review DET Form; telephone conference with ABelleville.
547JTMcCarthy	8/3/01	\$250.00	.30	\$75.00	Telephone conference with Belleville; send e-mail re health insurance.
Totals - Matter 12:			0.90	\$225.00	

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June 29, 2001 through August 22, 2001

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DISBURSEMENTS - MATTER 14 (SUNDIAL SETTING)			
ATTORNEY	DATE POSTED	AMOUNT	TYPE
1455AAdams	7/30/01	\$294.51	Bulk Photocopying (Litigation Document Productions, Inc.)
Total Disbursements - Matter 14:		\$294.51	

ESSENTIAL.COM
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FEE APPLICATION
 June 29, 2001 through August 22, 2001

Matter 1 (17.20 Hours):

Fees \$6,909.00
 Disbursements \$74.86

Total Matter 1 \$6,983.86

Matter 2 (12.90 Hours):

Fees \$2,859.50
 Disbursements \$500.00

Total Matter 2 \$3,359.50

Matter 12 (.90 Hours):

Fees \$225.00
 Disbursements \$0.00

Total Matter 12 \$225.00

Matter 14 (0 Hours):

Fees \$0.00
 Disbursements: \$294.51

Total Matter 14 \$294.51

Total Fees \$9,993.50
 Total Disbursements \$869.37

Total Fees & Disbursements **\$10,862.87**

Exhibit E

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ATTORNEY BIOGRAPHIES

PAGE 1

Stephen A. Hurwitz is co-founder and senior partner of Testa, Hurwitz & Thibault, LLP and is a member of the Business Practice Group. Mr. Hurwitz concentrates in general business, corporate and securities law. Mr. Hurwitz received his A.B. from Cornell University in 1965 and his J.D. from Cornell University in 1968. Mr. Hurwitz is admitted to the Massachusetts bar (1968).

Linda DeRenzo is a partner in the Business Practice Group. Ms. DeRenzo represents growth-oriented companies in the information technology, telecommunications, energy and life science industries in all stages of development from privately-held start-ups to large multi-national public companies. She has substantial experience in the areas of public and private debt and equity offerings, mergers and acquisitions, intellectual property and licensing issues, strategic partnerships and other corporate alliances, corporate governance issues, equity and other compensation arrangements and general business representation. She has substantial experience with the private equity and venture capital industry and represents underwriters in public offerings. In addition, she has substantial experience with Internet and e.commerce businesses. Ms. DeRenzo is a frequent speaker on corporate finance and other business law issues. Ms. DeRenzo received her A.B., summa cum laude, from Dartmouth College in 1982 where she won the Class of 1936 Award for the outstanding woman in her graduating class. She received her J.D., cum laude, from Harvard Law School in 1985. Ms. DeRenzo was a Law Clerk to the Honorable Walter Jay Skinner, U.S. District Court, District of Massachusetts from 1985 to 1986. Ms. DeRenzo is admitted to the Massachusetts bar and the U.S. District Court, District of Massachusetts (1986).

Kevin T. Lamb is a partner and member of the Business Practice Group and serves as Chair of the Creditors' Rights, Business Restructurings and Bankruptcy Group. Mr. Lamb concentrates in business reorganizations and restructurings, creditors' rights and bankruptcy. Mr. Lamb frequently lectures at continuing legal education programs. He is a former law clerk to the Honorable William E. Anderson, United States Bankruptcy Judge for the Western District of Virginia. Mr. Lamb received both his B.A. and J.D. degrees from Washington and Lee University in 1978 and 1982, respectively. Mr. Lamb is admitted to the Virginia bar (1982), the District of Columbia (1987) and the Massachusetts bar (1990).

Deborah J. Peckham is an associate in the Patent and Intellectual Property Practice Group. Ms. Peckham's practice focuses on intellectual property counseling and litigation, with

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ATTORNEY BIOGRAPHIES

PAGE 2

concentration on trademark and copyright issues emphasizing procurement and enforcement of rights both domestically and globally. Her litigation experience includes patent, copyright, trademark, counterfeiting and general commercial disputes. Ms. Peckham received her A.B., cum laude, from the University of Michigan, in 1983 and her J.D., magna cum laude, from Boston College in 1993. Ms. Peckham is admitted to the bar in Massachusetts (1993).

John R. Pitfield is an associate in the Business Practice Group. Mr. Pitfield has a general corporate practice representing public and private companies in emerging and high technology industries. His practice includes representing companies in mergers and acquisitions, private placements of securities, and licensing agreements. Mr. Pitfield received his B.A., with honors, from Queen's University in 1994 and his LL.B. from the University of Toronto Law School in 1997. Mr. Pitfield is admitted to the bar in Massachusetts (1997).

John T. McCarthy is an associate in the Labor and Employment Practice Group. Mr. McCarthy received his B.A., magna cum laude, from Bowdoin College in 1992 and his J.D., cum laude, from Boston College in 1998. Mr. McCarthy is admitted to the bar in Massachusetts (1998) and U.S. District Court, District of Massachusetts (2000).

Heather E. Balmat is an associate in the Patent and Intellectual Property Practice Group. Ms. Balmat received her B.A., cum laude, from Mount Holyoke College in 1994, her M.A., in French, from Middlebury College in 1995 and her J.D. from Boston University in 1999. Ms. Balmat is admitted to the bar in Massachusetts (1999).

Jennifer K. Lawson is an associate in the Patent and Intellectual Property Practice Group. Ms. Lawson received her B.A. from Cornell University in 1990 and her J.D., cum laude, from the University of Miami in 1995. Ms. Lawson is admitted to the bar in Connecticut (1996), Florida (1995), U.S. District Court, District of Connecticut (1998), U.S. District Court, Southern District of Florida (1995), and U.S. Court of Appeals, Eleventh Circuit (1998).

Alyssa V. Adams is an associate in the Business Practice Group. Ms. Adams received her B.A. from Bates College in 1994, and her J.D. from University of Connecticut in 1999. Ms. Adams is admitted to the bar in Massachusetts (1999).

Exhibit F

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

In re:

ESSENTIAL.COM, INC.,

Debtor.

Chapter 11

Case No. 01-15339-WCH

**ORDER ALLOWING FIRST AND FINAL APPLICATION FOR ALLOWANCE AND
PAYMENT OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES FROM JUNE 29, 2001 THROUGH AND
INCLUDING AUGUST 22, 2001 FOR THE LAW FIRM OF TESTA, HURWITZ &
THIBEAULT, LLP, AS SPECIAL CORPORATE COUNSEL TO THE DEBTOR**

UPON CONSIDERATION of the First And Final Application For Allowance And Payment Of Compensation For Services Rendered And Reimbursement Of Expenses From June 29, 2001 Through And Including August 22, 2001 For The Law Firm Of Testa, Hurwitz & Thibeault, LLP, As Special Corporate Counsel To The Debtor (the "Fee Application"); upon consideration of the arguments of counsel, the Court finding that notice and an opportunity for a hearing thereon is, and was, appropriate in the particular circumstances of the case; and the Court finding that the factual and legal basis set forth in the Fee Application constitute grounds for the relief hearing granted; IT IS HEREBY ORDERED:

That the Fee Application is allowed.

That the Debtor be, and hereby is, authorized to pay the compensation and reimburse the expenses of the law firm of Testa, Hurwitz & Thibeault, LLP in the amount of

\$ _____ for compensation and \$ _____ for expenses incurred

in connection with the actual and necessary representation of the Debtor in this Chapter 11 case for the Application period.

That all fees and expenses awarded pursuant to the Applicant's Initial Fee Application and this Application are hereby deemed to be final awards.

Dated: _____, 2001
Boston, Massachusetts

SO ORDERED:
BY THE COURT,

United States Bankruptcy Judge

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

In re:

ESSENTIAL.COM, INC.,

Debtor.

Chapter 11

Case No. 01-15339-WCH

CERTIFICATE OF SERVICE

I, Kevin T. Lamb, hereby certify that on September 7, 2001, I caused to be served a copy of the foregoing *First And Final Application For Allowance And Payment Of Compensation For Services Rendered And Reimbursement Of Expenses From June 29, 2001 Through And Including August 22, 2001 For The Law Firm Of Testa, Hurwitz & Thibeault, LLP, As Special Corporate Counsel To The Debtor* on those persons listed on the attached Service List via first-class mail, postage prepaid.

Respectfully submitted,

TESTA, HURWITZ & THIBEAULT, LLP

By: 

Kevin T. Lamb
BBO #556325; BMA #06362
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