

ORIGINAL

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(EASTERN DIVISION) CENTER  
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DISTRIBUTION

In re	)	
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	)	
ESSENTIAL.COM, INC.,	)	Chapter 11
	)	Case No. 01-15339-WCH
Debtor.	)	
	)	

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR AUTHORITY TO RETAIN GADSBY HANNAH LLP AS COUNSEL**

The Official Committee of Unsecured Creditors (the "Committee") of Essential.com, Inc. (the "Debtor"), by its Chairperson, Kara Sims, hereby requests that this Honorable Court enter an order pursuant to section 1103(a) of the United States Bankruptcy Code (the "Bankruptcy Code"), Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Rule 2014-1 of the Massachusetts Local Bankruptcy Rules ("MLBR"), authorizing the Committee to retain Charles A. Dale, III, and Alex F. Mattera and the law firm of Gadsby Hannah LLP ("GH") as its counsel in this case. In support thereof, the Committee states as follows:

1. On June 29, 2001, the Debtor filed a voluntary petition under chapter 11 of the Bankruptcy Code. On July 18, 2001, the Office of the United States Trustee appointed the Committee, which is composed of three members: StorageNetworks, Inc.; Smart Energy, Inc.; and Info Directions, Inc.

2. In order to carry out its statutory duties, the Committee requires counsel with extensive experience in and knowledge of business reorganizations under the Code.

3. The Committee wishes to employ GH, specifically including, without limitation, Charles A. Dale, III, a partner of the firm, and Alex F. Mattera, an associate of the firm, as its

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counsel in view of GH's experience and expertise in business reorganization matters and its familiarity with the practices and customs of this Court. To the best of the Committee's knowledge, all attorneys who will represent the Committee before this Court are members in good standing of the bar of the United States District Court for the District of Massachusetts.

4. To the best of the Committee's knowledge, GH does not hold an interest in or represent any entity holding an adverse interest in connection with this case and is a "disinterested person" with respect to the Debtor as that term is defined in section 101(14) of the Bankruptcy Code. Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure and MLRB 2014-1, GH has filed herewith an affidavit in which it states that it discloses any and all of its connections with the Debtor and its creditors.

5. In view of the foregoing, the Committee wishes to retain GH as counsel for all matters relating to the Debtor's chapter 11 case, including, without limitation, the following:

- a. advising the Committee with respect to its rights and responsibilities under the Bankruptcy Code;
- b. assisting the Committee in performing its duties under the Code;
- c. representing the Committee in matters pertaining to the Debtor's use of cash collateral and debtor-in-possession financing;
- d. identifying and prosecuting claims, adversary proceedings and causes of action which may properly be asserted by the Committee;
- e. assisting the Committee in negotiating and structuring a plan or plans of reorganization for the Debtor;
- f. analyzing any and all offers submitted to purchase the Debtor's assets or property;
- g. advising the Committee with respect to the Debtor's ongoing operations during the chapter 11 case;
- h. examining proofs of claim to be filed in this case;

- i. appearing before the Bankruptcy Court and such other courts and administrative agencies as is appropriate in connection with matters relating to the administration of the Debtor's estate;
- j. filing motions, applications and other pleadings before the Bankruptcy Court in this chapter 11 case, and objecting, assenting and responding to motions, applications and other pleadings filed by the Debtor and other parties in interest.

6. GH intends to apply to the Court for allowance of compensation and reimbursement of expenses pursuant to and in accordance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, MLBR 2016-1 and orders of this Court. The Committee understands that GH will bill the estate at its customary hourly rates and for their customary reimbursements as charged to bankruptcy and non-bankruptcy clients.

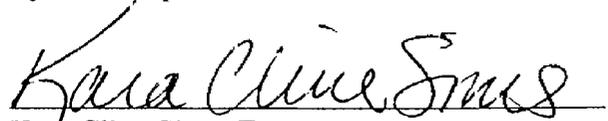
7. The Committee believes that the employment of GH pursuant to the terms of this application is in the best interests of the Committee, the Debtor and its creditors.

WHEREFORE, the Committee requests that this Court enter an order authorizing the Committee to employ and retain GH as counsel to the Committee under the terms and conditions set forth above and granting to the Committee such other and further relief as the Court deems just and necessary.

Boston, Massachusetts  
Dated: August 7, 2001

OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF ESSENTIAL.COM, INC.

By its Chairperson,



Kaya Cline Sims, Esq.  
Assistant General Counsel  
StorageNetworks  
225 Wyman Street  
Waltham, MA 02451

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(EASTERN DIVISION)

_____ )	
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ESSENTIAL.COM, INC., )	Chapter 11
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_____ )	

**AFFIDAVIT OF CHARLES A. DALE, III, IN SUPPORT OF THE APPLICATION OF  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR AUTHORITY TO RETAIN GADSBY HANNAH LLP AS COUNSEL**

Charles A. Dale, III, being duly sworn, deposes and says:

1. I am a partner in the law firm of Gadsby Hannah LLP (“GH”), located at 225 Franklin Street, Boston, Massachusetts, and am making this affidavit pursuant to section 327 of the United States Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Massachusetts Local Bankruptcy Rule 2014-1, which require that professionals retained by the estate represent, to the best of their knowledge, no interest adverse to the estate concerning matters upon which they are to be engaged.
2. I am generally familiar with the business of my law firm and have made inquiry concerning the facts set forth herein prior to making this Affidavit.
3. To the best of my knowledge, neither my law firm nor I represent any interest adverse to the estate.
4. All attorneys who will represent the Committee before this court are members in good standing of the bar of the United States District Court for the District of Massachusetts.

5. After conducting a conflicts check against the Debtor's list of twenty largest unsecured creditors and a list of the Debtor's officers and directors, neither I nor my firm have any connections to the Debtor, any creditor, or any other party in interest, their respective attorneys and accountants. Supplemental conflicts checks will be conducted as additional information becomes available. In light of the foregoing, I believe that I am, and that each member of my firm is, a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, and that neither I nor my firm hold or represent any interest adverse to the Debtor's estate.

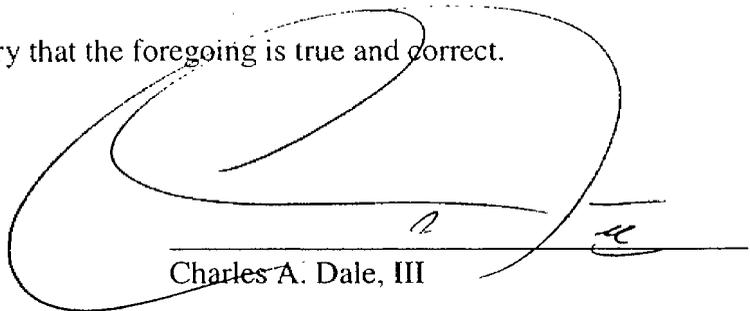
6. I have not agreed to share with any person (except members of my firm) the compensation to be paid for the services rendered in this case.

7. I shall amend this statement immediately upon my learning that (A) any of the within representations are incorrect or (B) there is any change of circumstances relating thereto.

8. I have reviewed the provisions of Massachusetts Local Bankruptcy Rule 2016-1.

I declare under penalty of perjury that the foregoing is true and correct.

Boston, Massachusetts  
Dated: August 7, 2001



Charles A. Dale, III