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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
DEWEY & LEBOEUF LLP,	:	Case No. 12-12321 (MG)
Debtor.	:	

SECOND SUPPLEMENTAL DECLARATION OF JONATHAN A. MITCHELL IN SUPPORT OF DEBTOR'S MOTION FOR ORDER AUTHORIZING IMPLEMENTATION OF EMPLOYEE INCENTIVE PLAN AND EMPLOYEE RETENTION PLAN

I, Jonathan A. Mitchell, make this second supplemental declaration (the "Declaration") under 28 U.S.C. § 1746 and state that:

1. I am older than 21 years of age and suffer no legal disability. I am competent to make this Declaration.

2. I am the Chief Restructuring Officer of Dewey & LeBoeuf LLP, the debtor and debtor in possession in the above-captioned case (the "Debtor"). I make this Declaration based on personal knowledge in support of the Debtor's Motion Pursuant to Sections 363(b) and 503(c) of the Bankruptcy Code for an Order Authorizing Implementation of Employee Incentive Plan and Employee Retention Plan (the "Motion")[1] [Docket No. 172].

[1] All capitalized terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the Motion.

3. If the Motion is approved, 48 of the Debtor's remaining Employees are entitled to participate under the Retention Plan and/or the Incentive Plan. Attached as Exhibit "1" is a schedule listing, by employee: (a) their annualized and weekly salary; (b) relevant "stay dates;" and (c) the maximum amount the employee could receive, if earned, under the Retention Plan (based on the employee's salary for a specified number of weeks) and/or the Incentive Plan.

4. The Exhibit "1" contemplated payments are, in my business judgment, fair and equitable, in the best interest of the estate, and appropriate under the circumstances. Most important, I believe that if the Motion is not granted, the Employees will terminate their service to the Debtor in a manner that will be destructive to the orderly administration of the Debtor's affairs and assets.

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

Dated: New York, N.Y.
July 26, 2012

/s/ Jonathan A. Mitchell
Jonathan A. Mitchell
Chief Restructuring Officer

Dewey & LeBoeuf
Wind Down Personnel
Employee Status as of 07/25/2012

Exhibit "1"

Employee Identifier	Salary Weekly	Salary Annualized	Stay Date	Retention Payment [1]	Number of Weeks Pay	Max. Incentive Payment [2]
1	$ 1,891	$ 98,325	7/31/2012	$ -	-	$ -
2	1,702	88,500	7/31/2012	-	-	-
3	1,538	80,000	7/31/2012	-	-	-
4	1,683	87,500	8/31/2012	3,365	2	-
5	700	36,375	7/31/2012	-	-	-
6	1,120	58,250	7/31/2012	-	-	-
7	3,471	180,500	8/31/2012	6,942	2	-
8	1,462	76,000	8/31/2012	2,923	2	-
9	751	39,026	8/31/2012	1,501	2	-
10	689	35,850	8/31/2012	1,379	2	-
11	481	25,024	8/31/2012	962	2	-
12	1,827	95,000	8/31/2012	3,654	2	-
13	3,990	207,500	9/30/2012	11,971	3	-
14	8,654	450,000	8/31/2012	17,308	2	-
15	1,038	54,000	9/30/2012	3,115	3	-
16	1,004	52,200	8/31/2012	2,008	2	-
17	3,269	170,000	8/31/2012	6,538	2	-
18	1,130	58,750	8/31/2012	2,260	2	-
19	1,069	55,600	8/31/2012	2,138	2	-
20	3,870	201,250	9/30/2012	11,611	3	-
21	2,524	131,250	8/31/2012	5,048	2	-
22	1,538	80,000	9/30/2012	4,615	3	-
23	2,231	116,000	9/30/2012	6,692	3	-
24	3,269	170,000	9/30/2012	9,808	3	-
25	2,981	155,000	9/30/2012	8,942	3	-
26	1,192	62,000	8/31/2012	2,385	2	-
27	2,289	119,025	11/30/2012	18,312	8	-
28	1,221	63,500	8/31/2012	2,442	2	-
29	2,192	114,000	11/30/2012	17,538	8	-
30	2,183	113,500	11/30/2012	17,462	8	-
31	952	49,500	11/30/2012	7,615	8	-
32	2,500	130,000	11/30/2012	20,000	8	-
33	1,827	95,000	11/30/2012	14,615	8	-
34	1,553	80,730	7/31/2012	-	-	-
35	1,202	62,500	11/30/2012	9,615	8	-
36	2,308	120,000	11/30/2012	18,462	8	-
37	1,654	86,000	11/30/2012	13,231	8	-
38	4,327	225,000	11/30/2012	34,615	8	-
39	1,942	101,000	11/30/2012	15,538	8	-
40	746	38,800	11/30/2012	5,969	8	-
41	689	35,850	11/30/2012	5,515	8	-
42	1,481	77,000	11/30/2012	11,846	8	-
43	1,263	65,700	8/31/2012	2,527	2	-
44	2,212	115,000	7/31/2012	-	-	-
45	962	50,000	11/30/2012	7,692	8	30,000
46	769	40,000	11/30/2012	6,154	8	-
47	1,346	70,000	11/30/2012	10,769	8	110,000
48	2,404	125,000	11/30/2012	19,231	8	110,000
	$ 99,691	$ 5,183,927		$ 374,316		$ 250,000

(1) The Motion, as filed on July 3, 2012, contemplated a Retention Plan covering 52 Employees and funded with up to $450,000, consisting of $388,600 payable to Operational Staff and Collections Staff if they remain with the Debtor as of their respective "stay dates," with the balance of $61,400 allocated as Discretionary Funds. Since the filing of the Motion, four of the aforementioned 52 Employees have resigned, resulting in the amount potentially payable to Operational Staff and Collections Staff being decreased to $374,316. For the avoidance of doubt, nothing contained herein shall authorize the Debtor to utilize the Discretionary Funds unless and until expressly provided by an order of this Court.

(2) Such amounts shall be paid by On-site.