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Hearing date: TBD
Objection date: TBD

Administrative Agent for the Debtors

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

In re:)	Chapter 11
)	
GENERAL MARITIME CORPORATION, <i>et al.</i> ,)	Case No. 11-15285 (MG)
)	
Debtors.)	Jointly Administered
)	

**FINAL FEE APPLICATION OF GCG, INC., AS
ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR ALLOWANCE OF
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF NOVEMBER 17, 2011 THROUGH MAY 16, 2012**

Name of Applicant:	GCG, Inc.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	December 12, 2011 <i>nunc pro tunc</i> to November 17, 2011
Period for which Compensation and Reimbursement is sought:	November 17, 2011 through May 16, 2012
Total Amount of Compensation sought as actual, reasonable, and necessary for applicable period:	\$489,984.10
Total Amount of Expense Reimbursement and Miscellaneous Charges sought as actual, reasonable, and necessary for applicable period:	\$25,954.52
Total Amount of Compensation Paid as actual, reasonable, and necessary for applicable period:	\$284,957.67

Total Amount of Expense
Reimbursement Paid as actual,
reasonable, and necessary for
applicable period: \$5,882.85

**Total Amount of Holdback Fees
sought for applicable period:** \$92,410.22

This is an: interim final application.

Summary of Prior Fee Statements:

Time Period	Amount Of Fees Billed	Total Requested Payment	Requested Expenses-Misc. Charges	Voluntary Reduction for Fee App Prep	Fee Adjustment	Paid . Fees	Paid Expenses-Misc. Charges	Holdback
11/17/11 – 11/30/11 First Monthly Fee Statement	\$8,534.00	\$6,827.20	\$0.00	\$0.00	\$0.00	\$6,827.20	\$0.00	\$1,706.80
12/01/11 – 12/31/11 Second Monthly Fee Statement	\$82,480.80	\$66,346.49	\$361.85	\$0.00	\$0.00	\$65,984.64	\$361.85	\$16,496.16
01/01/12 – 01/31/12 Third Monthly Fee Statement	\$78,537.50	\$63,659.73	\$395.42	\$707.12	\$0.00	\$63,659.73	\$395.42	\$15,566.07
02/01/12 – 02/29/12 Fourth Monthly Fee Statement	\$69,118.00	\$54,294.40	\$0.00	\$0.00	\$1,000.00	\$54,294.40	\$0.00	\$13,823.60

3/01/12- 3/31/2012 Fifth Monthly Fee Statement	\$118,233.90	\$99,712.70	\$5,125.58	\$0.00	\$0.00	\$99,712.70	\$5,125.58	\$23,646.78
4/01/12- 4/30/12 Sixth Monthly Fee Statement	\$112,934.90	\$104,105.26	\$19,422.03	\$7,080.86	\$0.00	\$0.00	\$0.00	\$21,170.81
5/01/12- 5/16/12 Seventh Monthly Fee Statement	\$20,145.00	\$20,794.64	\$649.64	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
TOTAL	\$489,984.10	\$415,740.42	\$25,954.52	\$7,787.98	\$1,000.00	\$290,840.52	\$5,882.85	\$92,410.22

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GENERAL MARITIME CORPORATION, <i>et al.</i> ,)	Case No. 11-15285 (MG)
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COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF NOVEMBER 17, 2011 THROUGH MAY 16, 2012**

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

GCG, Inc. (“GCG”), administrative agent to General Maritime Corporation, *et al.* (the “Debtors”), hereby files its final fee application (the “Final Fee Application”) pursuant to section 330 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”), General Order M-389, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (the “Local Guidelines”), this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim

Compensation Order”) [Docket No. 94], and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, effective January 30, 1996 (the “UST Guidelines” collectively with the Local Guidelines, the “Guidelines”), for allowance and approval of final compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services from November 17, 2011, through and including May 16, 2012 (the “Final Fee Period”).

In support of this Final Fee Application, GCG respectfully represents as follows:

Jurisdiction

1. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1, and the Guidelines. Pursuant to the Local Guidelines, a certification of compliance is attached hereto as **Exhibit A**.

Background

4. On November 17, 2011, (the “Commencement Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On November 18, 2011, this Court entered an order jointly administering these cases (the “Chapter 11 Cases”) pursuant to Bankruptcy Rule 1015(b).

5. On November 29, 2011, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors Committee”). On May 7, 2012, the Court entered an order confirming the Second Amended Joint Plan of Reorganization.

GCG’s Retention

6. On November 22, 2011 the Debtors filed an application pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014 to retain and employ GCG as their administrative agent *nunc pro tunc* to the Commencement Date (the “Section 327 Application”). An order granting the Section 327 Application and authorizing the Debtors’ retention of GCG as their administrative agent was entered by this Court on December 12, 2011 (the “Retention Order”) [Docket No. 99].¹

7. The Retention Order authorizes the Debtors to compensate and reimburse GCG in accordance with the procedures set forth in sections 330 of the Bankruptcy Code, the Bankruptcy Rules, the Interim Compensation Order, and the Guidelines. The Retention Order authorizes the Debtors to compensate GCG at its hourly rates charged for services of this type and to reimburse GCG for its actual and necessary out-of-pocket expenses incurred, subject to application to this Court as set forth herein. In addition, the Retention Order specifically authorizes GCG to provide the Debtors with the following services, among others: (a) assisting with the preparation and filing of the Debtors’ Schedules of Assets and Liabilities (collectively, the “Schedules”) and the Statements of Financial Affairs (collectively, the “SoFAs”; (b) generating and providing claim

¹ Contemporaneously with the filing of the Section 327 Application, the Debtors filed an application under 28 U.S.C. §156(c) for authorization to retain GCG to serve as the claims and noticing agent in the Chapter 11 Case (the “Section 156(c) Application”). Because the administration of the case requires GCG to perform duties outside the scope of 28 U.S.C. §156(c), the Debtors supplemented the Section 156(c) Application with the Section 327 Application. Only those services outside the scope of 28 U.S.C. §156(c) are covered by the Section 327 Application, and therefore subject to, and covered by, this First Interim Application. All other services rendered by GCG have been, and will continue to be, invoiced to the Debtors directly in accordance with the order granting the Section 156(c) Application.

reports and claim objection exhibits as requested by the Debtors and their professionals; and (c) provide such other administrative services, as the Court, the Clerk's Office or the Debtors may require in connection with these Chapter 11 cases. A copy of the Retention Order is attached hereto as **Exhibit B**.

First through Sixth Monthly Fee Statements

8. In accordance with the Interim Compensation Order, GCG filed monthly fee statements covering the work it performed under the Section 327 Application during the Final Fee Period. Pursuant to the Interim Compensation Order, GCG served each monthly fee statement on: (i) the Debtors, c/o General Maritime Corporation, 299 Park Avenue, New York, NY 10171 (Attn: John C. Georgiopoulos and Jeffrey D. Pribor); (ii) counsel to the Debtors, Kramer Levin Naftalis & Frankel, LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Adam C. Rogoff, Esq. and Stephen D. Zide, Esq.); (iii) the U.S. Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attn: Paul K. Schwartzberg, Esq.) ; and (iv) counsel to the Committee; (collectively, the "Compensation Notice Parties").

9. The Seventh Monthly Fee Statement has not been previously served on any parties, and is being presented as part of this Final Fee Statement. It is included in its entirety, as Exhibit C.

First Monthly Fee Statement (November 17, 2011 – November 30, 2011)

10. On December 22, 2011, GCG served its first monthly fee statement covering November 17, 2011 through November 30, 2011 (the "First Monthly Fee Statement"), during which time GCG incurred fees of \$8,534.00. After application of the 20% "holdback" (\$1,706.80), reduced the fees sought under the First Monthly Fee Statement to \$6,827.20.

11. No objections were filed to the First Monthly Fee Statement, and on January 23, 2012, GCG received \$6,827.20 from the Debtors.

Second Monthly Fee Statement (December 1, 2011 – December 31, 2011)

12. On January 27, 2012, GCG served its second monthly fee statement covering December 1, 2011 through December 31, 2011 (the “Second Monthly Fee Statement”), during which time GCG incurred fees in the amount of \$82,480.80, and Actual and Necessary Expenses in the amount of \$361.85. After the 20% holdback (\$16,496.16), and the addition of the Actual and Necessary Expenses, the fees sought pursuant to the Second Monthly Fee Statement totaled \$66,346.49.

13. No objections were filed to the Second Monthly Fee Statement, and on February 27, 2012, GCG received \$66,346.49 from the Debtors.

Third Monthly Fee Statement (January 1, 2012 – January 31, 2012)

14. On February 29, GCG served its third monthly fee statement covering January 1, 2012 through January 31, 2012 (the “Third Monthly Fee Statement”), during which time GCG incurred fees in the amount of \$78,537.50. After the application of the 20% holdback (\$15,566.07), the Voluntary Reduction for Fee Application Preparation, (\$707.12), and the addition of the Actual and Necessary Expenses (\$395.42), the fees sought pursuant to the Third Monthly Fee Statement totaled \$63,659.73.

15. No objections were filed to the Third Monthly Fee Statement, and on April 12, 2012, GCG received \$63,659.73 from the Debtors.

Fourth Monthly Fee Statement (February 1, 2012 – February 29, 2012)

16. On March 30, 2012, GCG served its fourth monthly fee statement covering February 1, 2012 through February 29, 2012 (the “Fourth Monthly Fee Statement”), during

which time GCG incurred fees in the amount of \$69,118.00. After the application of the 20% holdback (\$13,823.60), and the Fee Adjustment (\$1,000.00), the fees sought pursuant to the Fourth Monthly Fee Statement totaled \$54,294.40.

17. No objections were filed to the Fourth Monthly Fee Statement, and on April 20, 2012, GCG received \$54,294.40 from the Debtors.

Fifth Monthly Fee Statement (March 1, 2012 – March 31, 2012)

18. On April 30, 2012, GCG served its fifth monthly fee statement covering March 1, 2012 through March 31, 2012 (the "Fifth Monthly Fee Statement"), during which time GCG incurred fees in the amount of \$118,233.90. After the application of the 20% holdback (\$23,646.78), the request for payment of Miscellaneous Charges (\$3,567.63), and the request for payment of Actual and Necessary Expenses (\$1,557.95), the fees sought pursuant to the Fifth Monthly Fee Statement totaled \$99,712.70.

19. No objections were filed to the Fifth Monthly Fee Statement, and on May 11, 2012, GCG received \$99,712.70 from the Debtors.

Sixth Monthly Fee Statement (April 1, 2012 to April 30, 2012)

20. On May 30, 2012, GCG served its sixth monthly fee statement covering April 1, 2012 through April 30, 2012 (the "Sixth Monthly Fee Statement"), during which time GCG incurred fees in the amount of \$112,934.90. After the application of the 20% holdback (\$21,170.81), and the Voluntary Reduction for Fee Application Preparation (\$7,080.86), the request for payment of Miscellaneous Charges (18,462.73), and the request for payment of Actual and Necessary Expenses (\$959.30), the fees sought pursuant to the Sixth Monthly Fee Statement totaled \$104,105.26.

21. No objections were filed to the Sixth Monthly Fee Statement, and GCG has not yet received payment from the Debtors.

Seventh Monthly Fee Statement (May 1, 2012 to May 16, 2012)

22. GCG's seventh and final monthly fee statement covering May 1, 2012 through May 16, 2012 (the "Seventh Monthly Fee Statement"), is included as part of this Final Fee Application, and is attached hereto as **Exhibit C**. During this time, GCG incurred fees in the amount of \$20,145.00. Additionally, GCG incurred Actual and Necessary expenses in the amount of \$597.52, and Miscellaneous Charges in the amount of \$52.12. The total request for payment in the Seventh Monthly Fee Statement is \$20,794.64.

Compensation Requested

23. Pursuant to the Interim Compensation Order, GCG submits this Final Fee Application seeking approval and allowance of \$489,984.10 in total professional fees billed including the payment of the \$92,410.22 holdback.

24. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is a schedule of the total amount of fees by billing category during the Final Fee Period. GCG maintains computerized records of the time expended in the rendition of the professional services required by the Debtors and their estates. Such time records were made contemporaneously with the rendition of services by the person performing such services and in the ordinary course of GCG's practice, and are presented in a form that is in compliance with the Local Bankruptcy Rules and the Guidelines. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit E** is a summary by professional for the Final Fee Period, setting forth the name of each professional, each professional's length of time with GCG, the aggregate time expended by each professional, the hourly billing rate for each professional at

GCG's current billing rates, and an indication of the individual amounts requested as part of the total amount of compensation requested.

25. The rates described herein are GCG's hourly rates for services of this type provided during the Final Fee Period. Based on these rates and the services performed by each individual, the total reasonable value of such services rendered during the Final Fee Period is \$489,984.10. The fees sought by this Final Fee Application reflect an aggregate of 3,537.4 hours of professional time spent and recorded in performing services for the Debtors under the Section 327 Application during the Final Fee Period at a blended average hourly rate of \$138.52.

26. During the course of the Chapter 11 Cases, GCG's hourly billing rates for professionals ranged from \$40.00 to \$310.00. The hourly rates and corresponding rate structure utilized by GCG in the Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure predominantly used by GCG for restructuring, workout, bankruptcy, insolvency, and comparable matters and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that GCG's matters are typically national in scope and typically involve great complexity, high stakes and severe time pressures.

27. GCG's hourly rates are set at a level designed to compensate GCG fairly for the work of its professionals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

28. GCG regularly reviews its bills to ensure that Debtors are billed only for services that were actual and necessary, and in accordance with the Guidelines, GCG reduces its fees

when warranted. For the Final Fee Period, GCG voluntarily reduced its requested fees by \$7,787.98. This amount was a voluntary reduction for fee application preparation in accordance with the Court's decision in In re Mesa Air Group, Inc., 449 B.R. 441 (Bankr. S.D.N.Y. May 25, 2011). This reduction brings the total amount billed for Fee Application Preparation to approximately four percent of the total professional fees rendered to the Debtors.

29. There is no agreement or understanding between GCG and any other person for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

30. As discussed below, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable in light of: (a) the complexity of the Chapter 11 Cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

Summary of Services Performed

31. During the Final Fee Period, GCG provided essential and significant professional services to the Debtors in connection with the Chapter 11 Cases. These services were sometimes performed under significant time constraints and were necessary to administer a multitude of critical tasks in the Chapter 11 Cases. To provide a meaningful summary of GCG's services rendered on behalf of the Debtors and their estates, GCG has established, in accordance with the Guidelines and its internal billing procedures, certain subject matters (each, a "Subject Matter") in connection with the Chapter 11 Cases. The following is a summary by Subject Matter of the most significant professional services rendered by GCG during the Final Fee Period. This summary is organized in accordance with GCG's internal system of billing categories and corresponds to the categories itemized on **Exhibit D**.

Preparation of Schedules and Statements of Financial Affairs

(Fees: \$143,286.90; Hours: 1,176.1)

32. GCG worked closely with the Debtors and their professionals to prepare the Schedules of Assets and Liabilities (the “Schedules”) together with the Statement of Financial Affairs (the “SoFA’s”) for each of the fifty-eight (58) filing debtors. To that end, GCG reviewed a myriad of data and compiled all required information to prepare the Schedules and SoFA’s for filing with the Court.

Preparation of Fee Statements/Applications

(Fees: \$26,292.90; Hours: 187.6)

33. In connection with the Interim Compensation Order, GCG incurred time preparing its four monthly fee statements and the exhibits attached thereto.

Claims Analysis/Advanced Reconciliation

(Fees: \$65,999.20; Hours: 463.1)

34. GCG generated various claim reports and assisted with the review and analysis of claims for purposes of creating exhibits for the claims reserve motion and various omnibus claims objections. Preparation of declarations in support of the claims reserve motion and various omnibus claims objections and related appearances in court.

Section 327 Retention Application

(Fees: \$1,910.20; Hours: 11.2)

35. In connection with initial and ongoing retention and disclosure requirements, and in connection with the Retention Order, GCG’s professionals incurred time on activities including amending the proposed retention order to reflect changes made during the “first day” hearing and reviewing and following up on the results of initial and supplemental conflicts

searches related to GCG's retention in accordance with the procedures and standards of the Bankruptcy Code and the Bankruptcy Rules.

Solicitation

(Fees: \$175,972.70; Hours: 1,154.50)

36. This subject matter includes fees incurred in connection with preparing for and managing the solicitation and tabulation of votes on the Debtors' Plan. In particular, GCG employees billed time for reviewing drafts of the Plan, Disclosure Statement, motion for order approving the Disclosure Statement, proposed order approving the Disclosure Statement, notice of confirmation hearing, and ballots and providing comments thereto in an effort to assess the appropriate coding of the voting parties and applicable solicitation and tabulation rules. GCG worked with Debtors' counsel to finalize the solicitation materials and ballots and utilized a proprietary coding process to customize balloting materials for each of the various voting classes. GCG then customized each ballot with the relevant voting party name, address, and amount and reviewed the ballots for accuracy.

Rights Offering/ Exchange Offers

(Fees: \$71,924.80; Hours: 519.5)

37. This subject matter includes fees incurred in connection with preparing for and managing the Rights offering. In particular, GCG employees billed time for conducting conferences with Debtor's counsel and other advisors regarding the rights offering terms and logistics; reviewed and provided comments to Debtor's counsel on accredited investor questionnaires ("AIQ's") and other rights offering documents; contacted Broadridge Financial Solutions to obtain securities position reports and coordinated mailing of AIQ's and other rights offering documents to noteholders; compared Broadridge report with Depository Trust Company

report to ascertain “non-Broadridge” nominees; contacted “non-Broadridge” nominees to ascertain number of copies of AIQ’s and other rights offering documents required; obtained indenture trustee list and transfer agent list; oversaw mailing of AIQ’s and other rights offering documents to Broadridge, “non-Broadridge” nominees, and registered holders; and reviewed and responded to inquiries and document requests from nominees and beneficial holders and maintained a log thereof.

Distribution

(Fees: \$4,340.00; Hours: 24.1)

38. Time billed under this category included time spent reviewing the provisions of the confirmed Plan for purposes of assisting with the distribution. Upon the request of Kramer Levin, GCG generated and QA'ed distribution reports to be used by Wilmington Trust to effect distributions under the Plan. In addition, GCG reviewed the Plan for tax reporting requirements and analyzed the claim database to determine whether the relevant tax information had been provided as part of any previous creditor submission. Furthermore, GCG responded to requests to discuss the logistics of making a distribution of stock to the Debtors' bondholders.

Reasonable and Necessary Services Rendered by GCG

39. The foregoing professional services rendered by GCG on behalf of the Debtors during the Final Fee Period were reasonable, necessary, and appropriate to the administration of the Chapter 11 Cases and related matters. GCG has a prominent Bankruptcy Operations Team and enjoys a national reputation for its expertise in all aspects of bankruptcy case administration, with over 90 professionals focusing on this area of GCG’s practice. Indeed, the professionals within GCG’s Bankruptcy Operations group include numerous former bankruptcy attorneys and financial advisors, with decades of experience not only in all aspects of case administration, but

also in representing debtors and/or creditors' committees in connection with their Chapter 11 Cases.

Actual and Necessary Expenses Incurred by GCG

40. In addition to seeking allowance of its fees, GCG seeks approval and allowance of the reimbursement of \$3,872.04 in actual expenses incurred in connection with the administration of the Chapter 11 Cases. In compliance with the Local Bankruptcy Rules and Guidelines, a summary of the amounts and categories of expenses for which reimbursement is sought by expense category is attached hereto as **Exhibit F**.

41. The categories for these expenses included overtime meals, late-night rides home, and a hotel expense for working late on Solicitation. These charges are intended to reimburse GCG's direct operating costs, which are not incorporated into the GCG hourly billing rates.

42. In addition to seeking allowance of its fees, GCG seeks approval and allowance of the reimbursement of \$22,082.48 for miscellaneous charges incurred in connection with the administration of the Chapter 11 Cases. In compliance with the Local Bankruptcy Rules and Guidelines, a summary of the amounts and categories of expenses for which reimbursement is sought by expense category is attached hereto as **Exhibit G**.

43. The categories for these charges included creation of Solicitation cd's, document scanning, copying of Solicitation materials, processing undeliverable mail, and other necessary charges as noted.

44. In particular, the time constraints imposed by the circumstances of the Chapter 11 Cases required GCG employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines, to respond to daily inquiries from various creditors and other parties in interest on a timely basis,

and to satisfy the demands of the Debtors' business and ensure the orderly administration of their estates given the exigent circumstances of the Chapter 11 Cases. Consistent with GCG's internal policy and as further disclosed in the Section 327 Application, GCG professionals who worked late in the evenings or on weekends were reimbursed for their reasonable meal costs. GCG's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of professional services.

GCG's Requested Compensation and Reimbursement Should be Allowed

45. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

46. In the Chapter 11 Cases, GCG respectfully submits that the services for which it seeks compensation in this Final Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates. GCG further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. GCG further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

47. In sum, GCG respectfully submits that the professional services rendered by GCG on behalf of the Debtors and their estates during the Chapter 11 Cases were necessary and appropriate given the complexity of the Chapter 11 Cases, the time expended by GCG, the nature and extent of GCG's services rendered, the value of GCG's services, and the cost of comparable services outside of bankruptcy, which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, GCG respectfully submits that approval of the compensation sought herein is warranted and should be approved.

Notice

48. Pursuant to the Confirmation Order, notice of this Application has been given to (i) the Reorganized Debtors, (ii) the U.S. Trustee, (iii) counsel to the Creditors' Committee, (iv) counsel to the New Senior Lenders, and (v) counsel to the Oaktree Plan Sponsors, and GCG submits that no other or further notice need be provided.

No Prior Request

49. No prior request for the relief sought in this Final Fee Application has been made to this or any other court.

Conclusion

WHEREFORE, GCG respectfully requests entry of an order (i) awarding GCG's total professional fees for the Final Fee Period in the amount of \$489,984.10 (ii) awarding the reimbursement of all actual and necessary expenses incurred by GCG during the Final Fee Period in the amount of \$3,872.04, (iii) awarding the reimbursement of all miscellaneous charges in the amount of \$22,082.48, and (iv) authorizing and directing the Debtors to pay GCG \$124,899.90, representing all unpaid fees and expenses for the Final Fee Period.

Lake Success, New York
July 2, 2012

GCG, INC.

/s/Barbara Kelley Keane
Barbara Kelley Keane
1985 Marcus Avenue, Suite 200
Lake Success, New York 11042
Telephone: (631) 470-5000
Facsimile: (631) 470-5100

Administrative Agent for the Debtors

EXHIBIT A

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

In re:)	Chapter 11
)	
GENERAL MARITIME CORPORATION, <i>et al.</i> ,)	Case No. 11-15285 (MG)
)	
Debtors.)	Jointly Administered
)	

CERTIFICATION OF BARBARA KELLEY KEANE

Barbara Kelley Keane, hereby declares:

1. I am an Assistant Director with GCG, Inc. (“GCG”), and I am authorized to make and submit this certification on behalf of GCG. GCG is the administrative agent for the debtors and debtors-in-possession (the “Debtors”) in the above-captioned proceeding. Our business address is 1985 Marcus Avenue, Suite 200, Lake Success, New York 11042-1013.

2. I submit this certification with respect to the Final Fee Application of GCG for compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the period November 17, 2011, through May 16, 2012.

3. I make this certification in accordance with Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1, and the Guidelines. In connection therewith, I hereby certify that:

- (a) I have read the Final Fee Application;
- (b) To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Final Fee Application fall within the Guidelines;
- (c) Except to the extent that fees or disbursement are prohibited by the Guidelines, the fees and disbursement requested in the Final Fee Application are

billed in accordance with practices customarily employed by GCG and generally accepted by GCG's clients;

(d) With certain exceptions, in providing a reimbursable expense, GCG does not make a profit on that expense, whether the service is performed by GCG in-house or through a third party;

(e) In accordance with the Interim Compensation Order, GCG has served six Monthly Fee Statements covering the Final Fee Period on: (i) the Debtors, c/o General Maritime Corporation, 299 Park Avenue, New York, NY 10171 (Attn: John C. Georgiopoulos and Jeffrey D. Pribor); (ii) counsel to the Debtors, Kramer Levin Naftalis & Frankel, LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Adam C. Rogoff, Esq. and Stephen D. Zide, Esq.); (iii) the U.S. Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attn: Paul K. Schwartzberg, Esq.); and (iv) counsel to the Committee; as defined in the Interim Compensation Order, in a timely fashion; and

(f) Pursuant to the Local Guidelines, the Debtors, the U.S. Trustee and the Committee will each be provided with a copy of the Final Fee Application simultaneously with the filing thereof and will have at least 14 days to review such Final Fee Application prior to any objection deadline with respect thereto.

4. All services for which compensation is requested by GCG were services performed for and on behalf of the Debtors and their estates and not on behalf of any other person.

5. In accordance with 18 U.S.C. § 155, neither I nor any professional within GCG has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' estates.

Dated: July 2, 2012
Lake Success, New York

/s/ Barbara Kelley Keane
Barbara Kelley Keane

EXHIBIT B

RETENTION ORDER

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

-----X
 In re: : Chapter 11
 :
 GENERAL MARITIME CORPORATION, et al., : Case No. 11-15285 (MG)
 :
 Debtors. : Jointly Administered
 -----X

**ORDER AUTHORIZING AND APPROVING
THE EMPLOYMENT AND RETENTION OF
GCG, INC. AS ADMINISTRATIVE AGENT TO THE DEBTORS**

Upon the Application (the “**Application**”)¹ of General Maritime Corporation (“**General Maritime**”) and substantially all of its direct and indirect subsidiaries, as chapter 11 debtors and debtors-in-possession (each a “**Debtor**” and collectively, the “**Debtors**,” and together with their non-Debtor affiliates, the “**Company**”) in the above-referenced chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to 11 U.S.C. § 327(a), 330, and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Local Bankruptcy Rules 2014-1 of the Local Bankruptcy Rules of the Southern District of New York (the “**Local Bankruptcy Rules**”) for entry of an order authorizing the Debtors to employ and retain GCG, Inc. as administrative agent for the Debtors, *nunc pro tunc* to the Petition Date, all as more fully set forth in the Application; and upon the Declaration of Angela Ferrante attached to the Application as **Exhibit C** (the “**Ferrante Declaration**”); and it appearing that the thousands of domestic and international creditors and other parties-in-interest involved in the Debtors’ Chapter 11 Cases may impose heavy administrative and other burdens on the Debtors and the Debtors’

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

professionals; and the Court having subject matter jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and the Application being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and no other or further notice being required; and the relief requested in the Application being in the best interests of the Debtors and their estates, creditors of the Debtors, and all parties-in-interest; and the Court having reviewed the Application and the First Day Declaration, and having heard the statements in support of the relief requested therein at a hearing before the Court (the "**Hearing**"); and the Court having determined that the legal and factual bases set forth in the Application, the First Day Declaration, the Ferrante Declaration, and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is granted as provided herein.
2. The retention of GCG as administrative agent to the Debtors, *nunc pro tunc* to the Petition Date, on the terms and conditions set forth in the Retention Agreement, a copy of which is attached to the Application as **Exhibit B**, and as described in the Application, is hereby approved.
3. Pursuant to section 503(b)(1)(A)(i) of the Bankruptcy Code, GCG's fees and expenses incurred pursuant to the Retention Agreement are to be treated as an administrative expense of the Debtors' chapter 11 estates.

4. GCG is authorized to perform all actions and services set forth in the Application, including:²

- (a) Assist with the preparation and filing of the Debtors' schedules of assets and liabilities and statements of financial affairs;
- (b) Generate and provide claim reports and claim objection exhibits, as requested by the Debtors and their professionals;
- (c) Manage the preparation, compilation, and mailing of documents to creditors and other parties in interest in connection with the solicitation of a chapter 11 plan (a "**Plan**");
- (d) Manage the publication of legal notices, as requested;
- (e) Collect and tabulate votes in connection with any Plan filed by the Debtors and provide ballot reports to the Debtors and their professionals;
- (f) Generate an official ballot certification and testify, if necessary, in support of the ballot tabulation results;
- (g) Manage any distributions made pursuant to a confirmed Plan; and
- (h) Provide such other administrative services as the Court, the Clerk's Office, and the Debtors may require in connection with these Chapter 11 Cases.

5. GCG shall maintain records of all services showing dates, categories of services, fees charged and expenses incurred, and shall serve monthly invoices on (i) the Debtors, (ii) any statutory committee monitoring the expenses of the Debtors, and (iii) any party-in-interest who requests service of the monthly invoices (each a "**Notice Party**," and collectively, the "**Notice Parties**").

6. GCG shall apply to the Court for allowances of compensation and reimbursement of out-of-pocket expenses incurred after the Petition Date in the performance of

² On November 17, 2011, the Debtors filed a separate application to retain and employ GCG as notice and claims agent (the "**Section 156(c) Application**") [Docket No. 5], which was approved by the Court on November 18, 2011 (the "**Section 156(c) Order**") [Docket No. 28]. In addition to the duties delineated in the Section 156(c) Order, GCG's duties under the Section 156(c) Order shall include, pursuant to the Protocol for the Employment of Claims and Noticing Agents under 28 U.S.C. § 156(c), dated November 15, 2011, assisting in the dissemination of information to the public and respond to requests for administrative information regarding the case as directed by the Debtors or the Court, including through the use of a case website and/or call center under the procedures proscribed in the Section 156(c) Order.

the duties described in the Application, to the extent that such duties exceed the scope of 28 U.S.C. § 156(c), in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, General Order M-412, the guidelines established by the U.S. Trustee and further orders of this Court.

7. GCG shall file a supplemental affidavit with the Court and give ten business days' notice to the United States Trustee and any official committee prior to any increases in the rates set forth in the Application describing any such increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code.

8. Prior to the Petition Date, the Debtors paid to GCG (i) the amount of \$21,215.60 on account of prepetition services under 28 U.S.C. § 156(c) and 11 U.S. C. § 327(a) and (ii) a retainer in the amount of \$15,000 to be applied first against the pre-petition fees and expenses incurred by GCG and then the unused portion of which will be applied against the last bill for fees and expenses that GCG will render in these Chapter 11 Cases.

9. The Debtors and GCG are authorized to take such other action to comply with all of the duties set forth in the Application.

10. To the extent that there may be any inconsistency between the terms of the Application, the Retention Agreement, or this Order, the terms of this Order shall govern.

11. This Order shall be immediately effective and enforceable upon its entry.

12. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
December 12, 2011

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Exhibit C

Seventh Monthly Fee Statement

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

-----X
In re: : Chapter 11
: :
GENERAL MARITIME CORPORATION, *et al.* : Case No. 11-15285 (MG)
: :
: :
Debtors. : Jointly Administered
-----X

**SEVENTH MONTHLY FEE STATEMENT OF THE GCG, INC., AS ADMINISTRATIVE
AGENT FOR THE DEBTORS, FOR THE PERIOD OF MAY 1, 2012 THROUGH MAY 16, 2012**

Isabel Baumgarten,
As Senior Director, Business Reorganization
GCG, Inc.

June 26, 2012

FOR PROFESSIONAL SERVICES AND DISBURSEMENTS

Re: General Maritime Corporation, *et al.*
Debtors and Debtors-in-Possession
May 1, 2012 through May 16, 2012

Professional Services Rendered by GCG, Inc. as Administrative Agent for the
Above-Captioned Debtors and Debtors-in-Possession (collectively, the "Debtors").

Total Amount of Hourly Compensation for Professional Services	<u>\$20,145.00</u>
Miscellaneous Charges	<u>\$52.12</u>
Actual and Necessary Expenses	<u>\$597.52</u>
Total Requested Payment	<u>\$20,794.64</u>

FEE STATEMENT INDEX

- Annex A Summary of Compensation by Billing Category**
- Annex B Summary of Compensation by Employee**
- Annex C Detailed Time Entries for Each Employee by Activity**
- Annex D Miscellaneous Charge Summary**
- Annex E Expense Summary**

Annex A

Summary of Compensation by Billing Category

COMPENSATION BY BILLING CATEGORY

General Maritime Corporation, *et al.*
(May 1, 2012 - May 16, 2012)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Claims Analysis/Advanced Reconciliation	\$130.63	66.6	\$8,699.90
Distribution	\$182.37	17.3	\$3,155.00
Fee Application Preparation	\$133.04	20.7	\$2,754.00
Section 327 Project Management	\$198.00	0.3	\$59.40
Solicitation	\$176.67	31.0	\$5,476.70
Total	\$148.23	135.9	\$20,145.00

Annex B

Summary of Compensation by Employee

COMPENSATION BY EMPLOYEE

General Maritime Corporation, *et al.*
(May 1, 2012 - May 16, 2012)

1. Claims Analysis/Advanced Reconciliation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Ferrante, Angela	Ass't VP Bankruptcy	\$198.00	0.4	\$79.20
Baumgarten, Isabel	Director, Bankruptcy	\$190.00	9.5	\$1,805.00
Brountzas, Katina	Ass't Director, Bankruptcy	\$185.00	3.0	\$555.00
Karpuk, Brian	Ass't Director, Bankruptcy	\$185.00	1.1	\$203.50
Keane, Barbara Kelley	Ass't Director, Bankruptcy	\$185.00	8.4	\$1,554.00
Doyle, Kevin	Bankruptcy Consultant III	\$140.00	3.9	\$546.00
Mason, Eamon	Sr. Project Manager, Bankruptcy	\$140.00	2.3	\$322.00
Uhrig, Marcia A.	Sr. Project Manager, Bankruptcy	\$140.00	4.4	\$616.00
Gargan, Kimberly	Project Manager	\$90.00	31.2	\$2,808.00
Awkward, Kathy-Ann	Sr. Project Supervisor	\$88.00	2.4	\$211.20
Total Claims Analysis/Advanced Reconciliation			66.6	\$8,699.90

2. Distribution

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Stein, Jeffrey	Vice President, Solicitation Services	\$205.00	4.2	\$861.00
Johnson, Craig	Sr. Director, Bankruptcy	\$190.00	2.6	\$494.00
Keane, Barbara Kelley	Ass't Director, Bankruptcy	\$185.00	2.9	\$536.50
Leathem, Patrick M.	Ass't Director, Bankruptcy	\$185.00	3.6	\$666.00
Brown, Mark	Bankruptcy Consultant IV	\$165.00	1.5	\$247.50
Watkins, Tim	Sr. Project Manager, Bankruptcy	\$140.00	1.2	\$168.00
Wolther, Debra	Sr. Project Manager, Bankruptcy	\$140.00	1.3	\$182.00
Total Distribution			17.3	\$3,155.00

3. Fee Application Preparation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Brown, Mark	Bankruptcy Consultant IV	\$165.00	3.6	\$594.00
Jankowski, Susan	Sr. Project Manager, Bankruptcy	\$140.00	14.2	\$1,988.00
Williams, Michael	Project Supervisor	\$75.00	1.6	\$120.00
Posa, Margaret	Administrative Assistant	\$40.00	1.2	\$48.00
Midnet, Catherine	Clerical Assistant	\$40.00	0.1	\$4.00
Total Fee Application Preparation			20.7	\$2,754.00

4. Section 327 Project Management

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Ferrante, Angela	Ass't VP Bankruptcy	\$198.00	0.3	\$59.40
Total Section 327 Project Management			0.3	\$59.40

5. Solicitation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Stein, Jeffrey	Vice President, Solicitation Services	\$310.00	4.2	\$1,302.00
Baumgarten, Isabel	Director, Bankruptcy	\$190.00	2.5	\$475.00
Johnson, Craig	Sr. Director, Bankruptcy	\$190.00	0.3	\$57.00
Leathem, Patrick M.	Ass't Director, Bankruptcy	\$185.00	11.2	\$2,072.00
Brown, Mark	Bankruptcy Consultant IV	\$165.00	2.5	\$412.50
Vassallo, Anthony	Bankruptcy Consultant IV	\$165.00	2.0	\$330.00
Nadick, Ryan	Sr. Project Manager, Bankruptcy	\$140.00	0.6	\$84.00
Wolther, Debra	Sr. Project Manager, Bankruptcy	\$140.00	0.9	\$126.00
Peter, Gibi	Programmer Analyst	\$133.00	1.1	\$146.30
Olney, Michael	Contract Attorney	\$90.00	3.4	\$306.00
Campolo, Jonathan	Project Manager	\$90.00	0.5	\$45.00
Gfrerer, Denise	Data Control Supervisor	\$88.00	0.5	\$44.00
Zaslow, Garry	Sr. Project Supervisor	\$88.00	0.5	\$44.00
Grace, Priscilla	Claims Control Clerk	\$43.00	0.3	\$12.90
Formica, Nancy	Sr. Administrative Assistant	\$40.00	0.5	\$20.00
Total Solicitation			31.0	\$5,476.70

Annex C

Detailed Time Entries for Each Employee by Activity

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Claims Analysis/Advanced Reconciliation					
5/4/2012	2.4	Awkward, Kathy-Ann	Claims Analysis/Advanced Reconciliation	\$211.20	Prepared for and attended team meeting re: claims review for potential objections (.7); claims review (1.7).
5/8/2012	1.0	Baumgarten, Isabel	Claims Analysis/Advanced Reconciliation	\$190.00	Follow up re reconciliation analysis and identification of additional claim objections based on omnibus claim procedures.
5/10/2012	3.5	Baumgarten, Isabel	Claims Analysis/Advanced Reconciliation	\$665.00	Assistance with the creation of additional potential omnibus objections and other reconciliation reports in accordance with omnibus claim procedures.
5/11/2012	5.0	Baumgarten, Isabel	Claims Analysis/Advanced Reconciliation	\$950.00	Assistance with claims reconciliation including finalizing omnibus objections for equity and duplicates (1.0); finalizing declarations in support (.5); preparatiion of recon agenda and review of claims procedures (1.0); preparation for and conference call with Kramer to discuss next steps (1.5); follow up with requested reports (.5); follow up re review of filed claims for claims filed by assumed or rejected counterparites (.5).
5/1/2012	1.2	Brontzas, Katina	Claims Analysis/Advanced Reconciliation	\$222.00	Review declarations of I. Baumgarten, work with K.Doyle regarding same and confer with I. Baumgarten to address and execute (1.0); further confer with I. Baumgarten and B. Keane discussing deadlines for filing claims objection and update from counsel regarding same (.2)
5/2/2012	1.0	Brontzas, Katina	Claims Analysis/Advanced Reconciliation	\$185.00	Further review claims report and declarations.
5/3/2012	0.8	Brontzas, Katina	Claims Analysis/Advanced Reconciliation	\$148.00	Further review claims objection exhibit process.
5/1/2012	2.4	Doyle, Kevin	Claims Analysis/Advanced Reconciliation	\$336.00	Finalized Equity and Note Declarations in Support of Debtors' First and Eleventh Omnibus Objection to Claims.
5/10/2012	0.8	Doyle, Kevin	Claims Analysis/Advanced Reconciliation	\$112.00	Drafted and revised declaration in support of First through Tenth Omni Objections and created black lined version.
5/11/2012	0.7	Doyle, Kevin	Claims Analysis/Advanced Reconciliation	\$98.00	Reviewed declaration in support of First through Tenth Omni Objections and created black lined version.
5/15/2012	0.4	Ferrante, Angela	Claims Analysis/Advanced Reconciliation	\$79.20	Conf. w/I. Baumgarten re status of reporting (.3); emails w/B. Keane re same (.1).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/1/2012	3.8	Gargan, Kimberly	Claims Analysis/Advanced Reconciliation	\$342.00	Created reports for counsel re class 6 (non guarantor debtor claims) and reviewed all claims to determine if any debtors did not have any filed or scheduled claims (1.1); updated omnibus objection exhibits for counsel regarding equity, dups and bondholder claim exhibits and worked to split (.8); (claims analysis re allowed, disputed and not allowed claims relating to class 6 debtors and numerous discussions w B Keane re same (1.9).
5/2/2012	3.4	Gargan, Kimberly	Claims Analysis/Advanced Reconciliation	\$306.00	Created reports for counsel re class 7 (guarantor debtor claims) and reviewed all claims to determine if any debtors did not have any filed or scheduled claims (1.3); claims analysis re allowed, disputed and not allowed claims relating to class 6 debtors and numerous discussions w B. Keane re same (2.1).
5/4/2012	3.3	Gargan, Kimberly	Claims Analysis/Advanced Reconciliation	\$297.00	Prepared for and attended meeting with B. Keane, and then J. Stein/M. Uhrig re claims reporting for Wilmington trust, including breaking claims into allowed, disallowed, and not allowed claims buckets (1.0); coded database records re allowed statuses and ran reports for claims review project (identifying claims for possible objections) (1.4); prepared claim reports for counsel re amount of claims received and their total value and discussions with B Keane and counsel re same (.9).
5/7/2012	1.3	Gargan, Kimberly	Claims Analysis/Advanced Reconciliation	\$117.00	Updated "possible claim" reconciliation regarding late filed claims, no supporting documentation claims, facially defective claims, and claims with incorrect priority levels, etc.
5/8/2012	1.1	Gargan, Kimberly	Claims Analysis/Advanced Reconciliation	\$99.00	Call w E. Mason and B. Keane regarding claims recon basis/status for potential omnibus objections (.3); reviewed and updated possible omnibus claims objection spreadsheet provided by case team (.8).
5/9/2012	1.8	Gargan, Kimberly	Claims Analysis/Advanced Reconciliation	\$162.00	Prepared for and attended case team meeting to discuss claims processing and recon procedures, and developments regarding recon and claims maintenance.
5/10/2012	2.6	Gargan, Kimberly	Claims Analysis/Advanced Reconciliation	\$234.00	Entered potential reconciliation basis' on 175 remaining claim records for counsel based on any reason the claim could be objected to and discussions with B Keane re same (1.9); ran reports for I. Baumgarten's review of all claims with possible reconciliation broken into separate tabs (.7).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/11/2012	4.3	Gargan, Kimberly	Claims Analysis/Advanced Reconciliation	\$387.00	Conf call w B. Keane, I. Baumgarten and counsel re: claims reconciliation and maintenance (1.0); prepared reports for counsel re reconciled reports, lists of all critical vendor claims that were scheduled (non CUD) or filed, as well as reports of all CUD claims (3.3).
5/14/2012	1.9	Gargan, Kimberly	Claims Analysis/Advanced Reconciliation	\$171.00	Reviewed claims and prepared them for upcoming omnibus objections and ran reports for B. Keane's review relating to reconciliation (1.1); reviewed claims for possible claims matching (scheduled and filed claims) or amendments (.8).
5/15/2012	4.8	Gargan, Kimberly	Claims Analysis/Advanced Reconciliation	\$432.00	Numerous meetings/discussions w B. Keane re running reports on claims reconciliation reports, critical vendor review and reconciliation and allowed claims reports (1.2); calls w J. Sharret at Kramer and B. Keane re class 7 allowed reports (.2); reviewed allowed claims reports to search for priority tax claims, other priority claims, other secured claims and admin claims (1.3); ran reports for R. Ringer re all priority and secured claims (excluding CUD) that included critical vendor and claims that had been objected to for numerical value and discussions w B. Keane re same (1.9); meeting with K. Awkward re running claims reports re critical vendor claims that are allowed, not allowed and disputed (.2).
5/16/2012	2.9	Gargan, Kimberly	Claims Analysis/Advanced Reconciliation	\$261.00	Meet w B. Keane re running reports on claims reconciliation reports, critical vendor review and reconciliation and allowed claims reports (.8); reviewed allowed claims reports to search for priority tax claims, other priority claims, other secured claims and admin claims (.6); ran reports re recon which included critical vendor claims and discussions w B. Keane re same (1.5).
5/10/2012	0.6	Karpuk, Brian	Claims Analysis/Advanced Reconciliation	\$111.00	Prepared advanced claims analysis reporting.
5/11/2012	0.5	Karpuk, Brian	Claims Analysis/Advanced Reconciliation	\$92.50	Prepared advanced claims analysis reporting.
5/1/2012	2.4	Keane, Barbara Kelley	Claims Analysis/Advanced Reconciliation	\$444.00	Attn to finalizing data for objection exhibits (.7); several discussions w/A. Wong re: same (.3); assist in preparation of data for all objections (.8); oversee QA and audit of draft exhibits (.5); advise I. Baumgarten re status of all (.1).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/2/2012	2.2	Keane, Barbara Kelley	Claims Analysis/Advanced Reconciliation	\$407.00	Final review and analysis of class 7 unsecured claims allowed, not allowed (per counsel) and disputed (1.8); discussed several open issues re same w/K. Gargan (.4).
5/7/2012	0.5	Keane, Barbara Kelley	Claims Analysis/Advanced Reconciliation	\$92.50	Reviewed A. Moodie analysis of remaining claims re objection going forward (.2); met w/M. Uhrig and K. Gargan re: add'l claims analysis re poc's filed vs guarantor debtors (.2); attn to draft email to Kramer re: status of current claims objections (.1).
5/10/2012	1.2	Keane, Barbara Kelley	Claims Analysis/Advanced Reconciliation	\$222.00	Followed-up on preliminary analysis of remaining claims in preparation of objections and/or claims settlement discussions; revised preliminary recon on certain records (.9); misc prep for conf call with Kramer re: claims reconciliation going forward (.1).
5/11/2012	1.2	Keane, Barbara Kelley	Claims Analysis/Advanced Reconciliation	\$222.00	Conf call w/J. Shifer and A. Wong re: remaining claims review and analysis in prep of additional objections (.7); work w/K. Awkward re review of assumption and rejection notice parties to determine claims filed by same (.4) advise counsel re same (.1).
5/15/2012	0.5	Keane, Barbara Kelley	Claims Analysis/Advanced Reconciliation	\$92.50	Disc w/J. Stein re: treatment of pending CUD claims per bar date documents (.1); tel conv (2) w/A. Wong re: further review of certain claims under objection (.2); further analysis of certain debt and equity claims related to same for updates (.2).
5/16/2012	0.4	Keane, Barbara Kelley	Claims Analysis/Advanced Reconciliation	\$74.00	Attn to certain remaining claims for possible objection (.2); reviewed certain claim filed where contract was previously assumed (.1); followed-up w/K. Gargan re: review of additional claims re same (.1).
5/11/2012	0.6	Mason, Eamon	Claims Analysis/Advanced Reconciliation	\$84.00	Communication with I. Baumgarten and B. Keane regarding preparation of exhibits for Debtors' omnibus claims objection.
5/15/2012	0.8	Mason, Eamon	Claims Analysis/Advanced Reconciliation	\$112.00	Assisted B. Keane and K. Gargan in review of filed claims to determine potential grounds for objection.
5/16/2012	0.9	Mason, Eamon	Claims Analysis/Advanced Reconciliation	\$126.00	Continued assisting B. Keane and K. Gargan in review of filed claims to determine potential grounds for objection.
5/1/2012	2.4	Uhrig, Marcia A.	Claims Analysis/Advanced Reconciliation	\$336.00	Researched and responded to email from P. Leatham re specific unsecured claims not coded as class 6 (.4); conference call with client re specific parameters for generating requested claims reports and follow up conversations with B. Keane, K. Gargan and I. Baumgarten re same (.8); assisted B. Keane and K. Gargan with generating client requested claims reports (1.2)
5/2/2012	0.7	Uhrig, Marcia A.	Claims Analysis/Advanced Reconciliation	\$98.00	Audited draft reports requested by counsel and provided J. Stein and B. Keane with comments to same.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/14/2012	0.9	Uhrig, Marcia A.	Claims Analysis/Advanced Reconciliation	\$126.00	Emails and conversations with B. Keane, I. Baumgarten and E. Mason re client requested claims reports (.6); reviewed draft reports and responded to I. Baumgarten with comments on same (.3).
5/15/2012	0.4	Uhrig, Marcia A.	Claims Analysis/Advanced Reconciliation	\$56.00	Emails and conversations with I. Baumgarten re status of client requested claim reports
Distribution					
5/10/2012	1.5	Brown, Mark	Distribution	\$247.50	Conferred with P. Leathem re: distribution query from counsel (.2); conferred with P. Leathem, C. Johnson and D. Wolther re: distribution query from counsel (.3); prepared for and attended conference call among C. Johnson, J. Stein and solicitation team re: distribution query from counsel (.3); attended conference call with Kramer Levin, C. Johnson, J. Stein and solicitation team re: distribution query from counsel (.5) and follow up call with J. Stein, C. Johnson and solicitation team (.2).
5/10/2012	2.1	Johnson, Craig	Distribution	\$399.00	Reviewed GNM Plan for purposes of assisting with distributions (.6); prepared for and participated in call with GCG Team, Wilmington Trust, and Kramer Levin to discuss distributions (.5); meeting with P. Leathem, D. Wolther, and M. Brown re: identifying certain bondholders for distribution purposes (.3); participated in call with GCG Team and Kramer Levin Team to discuss identifying certain bondholders for distribution (.5); participated in follow up call with J. Stein, D. Wolther, P. Leathem, and M. Brown re: identifying certain holders for distribution (.2).
5/14/2012	0.2	Johnson, Craig	Distribution	\$38.00	Addressed a distribution question with T. Watkins and A. Rao.
5/15/2012	0.3	Johnson, Craig	Distribution	\$57.00	Prepared for and participated in call with GCG Team and Kramer Levin Team to discuss distribution (.2); engaged in follow-up conversation with J. Stein and B. Keane (.1).
5/1/2012	0.2	Keane, Barbara Kelley	Distribution	\$37.00	Brief discussions w/M. Brown, I. Baumgarten and M. Uhrig re: claims reports.
5/2/2012	1.2	Keane, Barbara Kelley	Distribution	\$222.00	Reviewed scope of allowed v not allowed claims designations per J Sharret in prep of reports for Wilmington (.2); discussed same w/J Stein (.2); draft, edit and finalize email to Wilmington re: claims reports in prep of distribution (.8).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/3/2012	0.5	Keane, Barbara Kelley	Distribution	\$92.50	Reviewed and responded to all requests from Wilmington re: preliminary distribution reports and scope of distribution (.3); followed-up on request for tax id info on distributees (.2).
5/4/2012	0.3	Keane, Barbara Kelley	Distribution	\$55.50	Met w/J Stein to review feedback from Wilmington to date.
5/10/2012	0.5	Keane, Barbara Kelley	Distribution	\$92.50	Met w/Wilmington, Kramer and GCG team to review tax reporting requirements and other information from creditors to effect distribution.
5/11/2012	0.2	Keane, Barbara Kelley	Distribution	\$37.00	Forward report to C. Johnson re: class 6 allowed claims.
5/9/2012	0.4	Leathem, Patrick M.	Distribution	\$74.00	Emails w/ B. Keane, A. Ferrante, C. Johnson, T. Watkins re distribution meeting.
5/10/2012	2.4	Leathem, Patrick M.	Distribution	\$444.00	Prepared for and participated in call with WTC and counsel re distributions (.4); emails w/ S. Patel and case team re distribution reports (.3); research, emails and confs. w/ Solicitation Team re shareholder agreement and bond holders (.4); conf. and call w/ C. Johnson, J. Stein, M. Brown, D. Wolther re parties to SH Agreement (.5); conf. call w/ R. Ringer, S. Zide re same (.5); post-call conf. w/ C. Johnson, J. Stein, M. Brown, D. Wolther re same (.3).
5/11/2012	0.6	Leathem, Patrick M.	Distribution	\$111.00	Emails w/ C. Johnson, B. Keane re Classes 1 and 6 (.3); ran reports re same (.3).
5/15/2012	0.2	Leathem, Patrick M.	Distribution	\$37.00	Emails w/ B. Keane, I. Baumgarten re allowed amounts.
5/1/2012	0.2	Stein, Jeffrey	Distribution	\$41.00	Call to J. Sharet re: claims deemed "allowed" and disputed" (in connection with claims schedule requested by Wilmington Trust) (.1); email to team re: same (.1).
5/2/2012	1.8	Stein, Jeffrey	Distribution	\$369.00	Conference with B. Keane re: contents of reports requested by Wilmington Trust (.1); reviewed and revised email to accompany said reports, and conference with B. Keane re: same (.8); 2nd conference with B. Keane re: same (.8); conference with I. Baumgarten re: same (.1).
5/4/2012	1.1	Stein, Jeffrey	Distribution	\$225.50	Conference with B. Keane re: claim reports in connection with distribution (.3); conference with M. Uhrig, B. Keane and K. Gargan re: same (.6); conference with B. Keane re: same (.2).
5/10/2012	0.6	Stein, Jeffrey	Distribution	\$123.00	Discussed with C. Johnson, D. Wolther, M. Brown and P. Leathem counsel's request for the identities of bondholders that will be deemed to have entered into the Registration Rights Agreement (.2); participated in conference call with Kramer Levin team and GCG team regarding same (.4).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/15/2012	0.5	Stein, Jeffrey	Distribution	\$102.50	Conference with B. Keane re: prep for today's call with counsel re: distribution (.2); conference call with B. Keane, C. Johnson, J. Sharret and A. Wong re: claims schedules in connection with distribution (.2); conference with C. Johnson and B. Keane thereafter re: same (.1).
5/10/2012	0.8	Watkins, Tim	Distribution	\$112.00	Participated in conference call with counsel and Wilmington Trust regarding Class 7 Distributions and obtaining tax i.d. numbers (.5); additional discussion with D. Wolther regarding stock distribution to bondholders of the guaranteed debtors.(.3).
5/15/2012	0.4	Watkins, Tim	Distribution	\$56.00	Participated in distribution conference call with counsel regarding claims reporting desired.
5/10/2012	1.3	Wolther, Debra	Distribution	\$182.00	Discussed with M. Brown and P. Leathem counsel's request for the identities of bondholders that will be deemed to have entered into the Registration Rights Agreement (.3); discussed counsel's request with T. Watkins (.2); discussed issue with C. Johnson in preparation for call with counsel (.2); team meeting to prepare for call with counsel including J. Stein (.2); attended conference call with Kramer Levin team and GCG team regarding same (.4).
Fee Application Preparation					
5/8/2012	2.6	Brown, Mark	Fee Application Preparation	\$429.00	Conferred with C. Johnson and S. Jankowski re preparation of exhibits to fee statement (.3); reviewed time entries to assure proper categorization (2.3).
5/9/2012	1.0	Brown, Mark	Fee Application Preparation	\$165.00	Reviewed and revised exhibits to fee statement (.7); conferred with S. Jankowski re: same (.3).
5/1/2012	1.3	Jankowski, Susan	Fee Application Preparation	\$182.00	Analyzed court approved fee procedures, in connection with internal fee application preparation processes (.6); examined executed filings in connection with same (.7).
5/2/2012	0.7	Jankowski, Susan	Fee Application Preparation	\$98.00	Worked with C. Midnet regarding indexing Monthly Fee Statements in connection with preparing for future interim applications.
5/4/2012	1.1	Jankowski, Susan	Fee Application Preparation	\$154.00	Reviewed expenses and presentation of same for inclusion with Monthly Fee Statements (.9); revised exhibit template (.2).
5/8/2012	1.6	Jankowski, Susan	Fee Application Preparation	\$224.00	Reviewed exhibits to fee application as to proper categorization (1.4); exchanged email correspondence with team regarding same (.2).
5/9/2012	1.9	Jankowski, Susan	Fee Application Preparation	\$266.00	Reviewed and revised exhibits to fee applications.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/10/2012	0.9	Jankowski, Susan	Fee Application Preparation	\$126.00	Directed M. Posa and M. Williams in the preparation of exhibits to monthly fee statement (.3); reviewed same (.6).
5/11/2012	2.6	Jankowski, Susan	Fee Application Preparation	\$364.00	Reviewed exhibits to fee statement (2.1); reviewed expenses to ascertain compliance with billing standards (.4); conversations with O. Smith, of billing department regarding same (.1).
5/14/2012	0.4	Jankowski, Susan	Fee Application Preparation	\$56.00	Reviewed exhibits to fee statement.
5/15/2012	2.8	Jankowski, Susan	Fee Application Preparation	\$392.00	Reviewed and revised exhibits to Monthly Fee Statement.
5/16/2012	0.9	Jankowski, Susan	Fee Application Preparation	\$126.00	Reviewed and revised exhibits to fee statement.
5/2/2012	0.1	Midnet, Catherine	Fee Application Preparation	\$4.00	Indexed fee statements, applications, and related orders.
5/3/2012	0.7	Posa, Margaret	Fee Application Preparation	\$28.00	Updated master fee chart with monthly fee statement information.
5/10/2012	0.5	Posa, Margaret	Fee Application Preparation	\$20.00	Drafted Overtime meal expense exhibit.
5/10/2012	1.6	Williams, Michael	Fee Application Preparation	\$120.00	Verified time-keeper totals on exhibits to Monthly Fee Statement.
Section 327 Project Management					
5/11/2012	0.3	Ferrante, Angela	Section 327 Project Management	\$59.40	Conf.'s w/I. Baumgarten re status of recon exhibits and related matters.
Solicitation					
5/1/2012	2.5	Baumgarten, Isabel	Solicitation	\$475.00	Attention to client requests for reports of class 6 (1.0) and class 7 claims (1.0) and additional related preparation and follow up with counsel re confirmation hearing (.5).
5/1/2012	2.3	Brown, Mark	Solicitation	\$379.50	Updated creditor call log (.6) and conferred with M. Olney re: same (.1); emailed R. Ringer re: Class 6 claims and balloting report (.1) and conferred with P. Leathem re: same (.3); drafted Class 6 claims and balloting report (.9); emailed nominee re: solicitation results (.1); conferred with P. Leathem re: solicitation remains (.2).
5/2/2012	0.1	Brown, Mark	Solicitation	\$16.50	Emailed nominee re: results of solicitation.
5/3/2012	0.1	Brown, Mark	Solicitation	\$16.50	Telephoned nominee re: solicitation results.
5/8/2012	0.5	Campolo, Jonathan	Solicitation	\$45.00	Supervised ballot intake process.
5/3/2012	0.3	Formica, Nancy	Solicitation	\$12.00	Reviewed and updated project intake queue report re: ballots.
5/8/2012	0.2	Formica, Nancy	Solicitation	\$8.00	Updated internal calendar with key dates and deadlines.
5/2/2012	0.5	Gfrerer, Denise	Solicitation	\$44.00	Created CD and label.
5/3/2012	0.1	Grace, Priscilla	Solicitation	\$4.30	Prepared ballots and related mail for scanning.
5/7/2012	0.2	Grace, Priscilla	Solicitation	\$8.60	Prepared ballots and related mail for scanning.
5/3/2012	0.3	Johnson, Craig	Solicitation	\$57.00	Assisted with confirmation hearing preparation.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/1/2012	7.8	Leathem, Patrick M.	Solicitation	\$1,443.00	Conf. w. M. Brown re master ballot voting (.1); emails w/ K. Awkward, S. Goddard, M. Brown re remail (.3); review of proposed order (.2); preparation of reports re Classes 6 and 7 (7.1); emails from C. Johnson re publication and prepayments (.1).
5/2/2012	1.7	Leathem, Patrick M.	Solicitation	\$314.50	Prepared for hearing (.9); phone and emails w/ M. Olney re same (.2); emails w/ QA, Data Control, Systems re ballot images (.6).
5/3/2012	1.7	Leathem, Patrick M.	Solicitation	\$314.50	Prepared for and participated in Confirmation Hearing.
5/8/2012	0.3	Nadick, Ryan	Solicitation	\$42.00	Attended to confirmation notice.
5/9/2012	0.3	Nadick, Ryan	Solicitation	\$42.00	Attended to conflicts.
5/1/2012	2.5	Olney, Michael	Solicitation	\$225.00	Exchanged emails with M. Brown re status of creditor inquiries log (.1); reviewed notes and updated creditor inquiries log (.3); prepared report of Class 7 superseded votes per request of P. Leathem (1.7); reviewed many emails relating to issues for debtor's 8-K and superseded votes (.4).
5/2/2012	0.5	Olney, Michael	Solicitation	\$45.00	Reviewed emails from M. Brown re publication estimate and information needed for debtor's 8-K (.1); conferred with P. Leathem re documents needed for confirmation hearing (.1); reviewed case docket and located and printed objections to modified plan and hand delivered to P. Leathem (.3).
5/13/2012	0.4	Olney, Michael	Solicitation	\$36.00	Reviewed emails from M. Brown to non-Broadridge nominees pertaining to distribution of notice of entry of final order of confirmation of reorganization plan.
5/1/2012	0.4	Peter, Gibi	Solicitation	\$53.20	Generated ballot comparison report.
5/2/2012	0.7	Peter, Gibi	Solicitation	\$93.10	Generated ballot images.
5/1/2012	0.1	Stein, Jeffrey	Solicitation	\$31.00	Reviewed email request from R. Ringer re: Class 6 constituents and votes; reviewed schedule prepared in response thereto, and conference with M. Brown re: same.
5/2/2012	1.0	Stein, Jeffrey	Solicitation	\$310.00	Prep for confirmation hearing, including conference with P. Leathem.
5/3/2012	3.1	Stein, Jeffrey	Solicitation	\$961.00	Prep for (1.) and attend (2.0) confirmation hearing; conference with M. Brown re: record date for service of entry of confirmation order (.1).
5/8/2012	0.5	Vassallo, Anthony	Solicitation	\$82.50	Confs with case team re: Notice of Effective Date.
5/9/2012	1.5	Vassallo, Anthony	Solicitation	\$247.50	Reviewed and commented on Notice of Entry of Confirmation Order (1.2); conf with M. Brown re: comments and further conf with him re: client response/action to comments (.3).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/2/2012	0.9	Wolther, Debra	Solicitation	\$126.00	Projected materials requirements for service of notice of entry of confirmation order.
5/2/2012	0.5	Zaslow, Garry	Solicitation	\$44.00	Reviewed ballot reports for client and ballot PDF images for CD presented to court.

Total Billing Amount: \$20,145.00

Annex D

Miscellaneous Charge Summary

MISCELLANEOUS CHARGE SUMMARY

General Maritime Corporation, *et al.*
(May 1, 2012 - May 16, 2012)

MISCELLANEOUS CHARGE	AMOUNTS
Copying solicitation materials, including Plan, Disclosure Statement, Ballots, Order Approving Disclosure Statement, and Notice of Non-Voting Status - 15 @ \$0.08 per page	\$1.20
Document Scanning (per image) - 12 @ \$0.12 each	\$1.44
Processing Undeliverables - 94 @ \$0.25 each	\$23.50
Document monthly storage (electronic, per creditor/image) - 1,299 @ \$0.02 each	\$25.98
Total Miscellaneous Charges Requested:	\$52.12

Annex E

Expense Summary

Date	Description		Name		Amount
5/10/2012	Overtime Meal at CJE Café		Craig Johnson		\$6.42
5/8/2012	Overtime Meal at CJE Café		Mark Brown		\$19.39
4/25/2012	Working late car service		Mark Brown		\$112.53
4/25/2012	Working late car service		Patrick Leathem		\$119.41
4/26/2012	Working late car service		Mark Brown		\$110.49
4/26/2012	Working late car service		Patrick Leathem		\$120.03
4/25/2012	Hotel for late night solicitation work		Craig Johnson		\$109.25
	Total				\$597.52

Exhibit D

Summary of Compensation by Billing Category

COMPENSATION BY BILLING CATEGORY

General Maritime Corporation, *et al.*
(November 17, 2011 - May 16, 2012)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Claims Analysis/Advanced Reconciliation	\$142.52	463.1	\$65,999.20
Distribution	\$180.08	24.1	\$4,340.00
Fee Application Preparation	\$140.15	187.6	\$26,292.90
Rights Offering / Exchange Offers	\$138.45	519.5	\$71,924.80
Schedules/SoFAs/Other Schedules	\$121.83	1,176.1	\$143,286.90
Section 327 Project Management	\$198.00	1.3	\$257.40
Section 327 Retention	\$170.55	11.2	\$1,910.20
Solicitation	\$152.42	1,154.5	\$175,972.70
Total	\$138.52	3,537.4	\$489,984.10

Exhibit E

Summary of Compensation by Employee

SUMMARY OF BILLING BY TIMEKEEPER

General Maritime Corporation, *et al.*
(November 17, 2011 - May 16, 2012)

Name of Professional Person	Position with the applicant and number of years in that position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Stein, Jeffrey	Vice President, Solicitation Services (9.13 yrs.)	\$310.00	61.3	\$19,003.00
Stein, Jeffrey	Vice President, Solicitation Services (9.13 yrs.)	\$205.00	60.3	\$12,361.50
Ferrante, Angela	Ass't VP Bankruptcy (5.48 yrs.)	\$198.00	19.3	\$3,821.40
Baumgarten, Isabel	Director, Bankruptcy (2.87 yrs.)	\$190.00	123.1	\$23,389.00
Kinealy, Paul	Director, Bankruptcy (2.70 yrs.)	\$190.00	44.4	\$8,436.00
Johnson, Craig	Sr. Director, Bankruptcy (6.74 yrs.)	\$190.00	24.5	\$4,655.00
Brountzas, Katina	Ass't Director, Bankruptcy (0.61 yrs.)	\$185.00	15.9	\$2,941.50
Edwards, Romelia	Ass't Director, Bankruptcy (0.40 yrs.)	\$185.00	0.5	\$92.50
Karpuk, Brian	Ass't Director, Bankruptcy (2.74 yrs.)	\$185.00	1.1	\$203.50
Keane, Barbara Kelley	Ass't Director, Bankruptcy (8.93 yrs.)	\$185.00	125.4	\$23,199.00
Leathem, Patrick M.	Ass't Director, Bankruptcy (2.89 yrs.)	\$185.00	231.3	\$42,790.50
Ziegler, Gina	Bankruptcy Consultant IV (10.00 yrs.)	\$185.00	3.0	\$555.00
Ashley, Jeanette	Bankruptcy Consultant IV (1.48 yrs.)	\$165.00	210.4	\$34,716.00
Brown, Mark	Bankruptcy Consultant IV (2.98 yrs.)	\$165.00	332.2	\$54,813.00
Hyman, Donna	Bankruptcy Consultant IV (6.36 yrs.)	\$165.00	3.4	\$561.00
Vassallo, Anthony	Bankruptcy Consultant IV (2.53 yrs.)	\$165.00	12.5	\$2,062.50
Patel, Samir	Sr. Systems Project Manager (8.87 yrs.)	\$144.00	10.8	\$1,555.20
Doyle, Kevin	Bankruptcy Consultant III (1.78 yrs.)	\$140.00	47.2	\$6,608.00
Hess, Joseph	Bankruptcy Consultant III (3.68 yrs.)	\$140.00	33.7	\$4,718.00
Persichilli, Susan	Bankruptcy Consultant III (3.30 yrs.)	\$140.00	3.9	\$546.00
Tribuch, Yaakov	Bankruptcy Consultant III (1.07 yrs.)	\$140.00	10.6	\$1,484.00
Ashley, Jeanette	Sr. Project Manager, Bankruptcy (1.48 yrs.)	\$140.00	15.3	\$2,142.00
Goddard, Susan	Sr. Project Manager, Bankruptcy (6.27 yrs.)	\$140.00	5.3	\$742.00
Greenbaum, Kimberly	Sr. Project Manager, Bankruptcy (23.63 yrs.)	\$140.00	32.5	\$4,550.00
Jankowski, Susan	Sr. Project Manager, Bankruptcy (2.72 yrs.)	\$140.00	150.3	\$21,042.00
Mason, Eamon	Sr. Project Manager, Bankruptcy (2.95 yrs.)	\$140.00	6.2	\$868.00
Nadick, Ryan	Sr. Project Manager, Bankruptcy (0.40 yrs.)	\$140.00	7.5	\$1,050.00
Nikelsberg, Ira	Sr. Project Manager, Bankruptcy (2.60 yrs.)	\$140.00	2.2	\$308.00
Porzecanski, Daniella	Sr. Project Manager, Bankruptcy (1.68 yrs.)	\$140.00	10.7	\$1,498.00
Safko, Charles	Sr. Project Manager, Bankruptcy (9.65 yrs.)	\$140.00	42.5	\$5,950.00

Name of Professional Person	Position with the applicant and number of years in that position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Somma, Gea	Sr. Project Manager, Bankruptcy (2.55 yrs.)	\$140.00	290.0	\$40,600.00
Uhrig, Marcia A.	Sr. Project Manager, Bankruptcy (10.90 yrs.)	\$140.00	86.1	\$12,054.00
Watkins, Tim	Sr. Project Manager, Bankruptcy (2.95 yrs.)	\$140.00	140.3	\$19,642.00
Wolther, Debra	Sr. Project Manager, Bankruptcy (4.35 yrs.)	\$140.00	220.0	\$30,800.00
Peter, Gibi	Programmer Analyst (9.48 yrs.)	\$133.00	65.6	\$8,724.80
Coniglio, Steve	Bankruptcy Consultant II (1.42 yrs.)	\$125.00	4.0	\$500.00
Lamarre, Farah	Bankruptcy Consultant II (1.72 yrs.)	\$125.00	1.5	\$187.50
Young, Emily	Bankruptcy Consultant II (2.95 yrs.)	\$125.00	7.9	\$987.50
Coniglio, Steve	Consultant II (1.42 yrs.)	\$125.00	13.4	\$1,675.00
Donn, Lindsay	Consultant II (1.74 yrs.)	\$125.00	5.1	\$637.50
Murphy, Michelle	Project Manager, Bankruptcy (3.03 yrs.)	\$125.00	0.7	\$87.50
DeLauter, Hope	Bankruptcy Consultant I (0.63 yrs.)	\$90.00	17.0	\$1,530.00
DeLauter, Hope	Consultant I (0.63 yrs.)	\$90.00	4.4	\$396.00
Olney, Michael	Contract Attorney (1.65 yrs.)	\$90.00	217.8	\$19,602.00
Campolo, Jonathan	Project Manager (6.73 yrs.)	\$90.00	7.5	\$675.00
Canfield, Gregory	Project Manager (5.86 yrs.)	\$90.00	3.9	\$351.00
Casto, Candice	Project Manager (8.43 yrs.)	\$90.00	0.8	\$72.00
Gargan, Kimberly	Project Manager (8.45 yrs.)	\$90.00	151.3	\$13,617.00
Kennedy, Jeff	Project Manager (5.48 yrs.)	\$90.00	7.9	\$711.00
Michalak, Matthew R.	Project Manager (8.87 yrs.)	\$90.00	0.2	\$18.00
Russo, Dawn	Project Manager (5.79 yrs.)	\$90.00	14.3	\$1,287.00
Pena, Caridad	Bankruptcy Consultant I (0.82 yrs.)	\$88.00	13.9	\$1,223.20
Spingola, Pamela	Bankruptcy Consultant I (1.05 yrs.)	\$88.00	0.4	\$35.20
Perez, Anedui	Data Control Administrator (1.63 yrs.)	\$88.00	1.2	\$105.60
Gfrerer, Denise	Data Control Supervisor (7.34 yrs.)	\$88.00	17.8	\$1,566.40
Jablenski, Cortni	Project Supervisor (1.48 yrs.)	\$88.00	153.5	\$13,508.00
Awkward, Kathy-Ann	Sr. Project Supervisor (2.47 yrs.)	\$88.00	7.4	\$651.20
Charles, Ilka F.	Sr. Project Supervisor (13.23 yrs.)	\$88.00	3.6	\$316.80
Devane, Edward	Sr. Project Supervisor (2.55 yrs.)	\$88.00	20.1	\$1,768.80
Raas, Adam	Sr. Project Supervisor (1.32 yrs.)	\$88.00	0.5	\$44.00
Villani, Thomas	Sr. Project Supervisor (6.07 yrs.)	\$88.00	1.4	\$123.20
Zaslow, Garry	Sr. Project Supervisor (6.09 yrs.)	\$88.00	25.4	\$2,235.20
Witmer, Michael	Sr. Claims Control Supervisor (5.44 yrs.)	\$85.00	8.0	\$680.00
Snipes, Justin	Project Administrator (0.52 yrs.)	\$80.00	9.7	\$776.00
Smith-Crooks, Yvette	Ass't Manager, Claims Control (14.72 yrs.)	\$75.00	2.6	\$195.00
Kloss, Gina	Ass't Project Supervisor (7.23 yrs.)	\$75.00	11.5	\$862.50

Name of Professional Person	Position with the applicant and number of years in that position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Dodd, Matthew	Project Supervisor (0.65 yrs.)	\$75.00	0.2	\$15.00
Joazil, Giscard	Project Supervisor (1.69 yrs.)	\$75.00	0.2	\$15.00
Lamour, Thierry	Project Supervisor (8.68 yrs.)	\$75.00	241.7	\$18,127.50
Raas, Adam	Project Supervisor (1.32 yrs.)	\$75.00	1.0	\$75.00
Strakal, Tammy	Project Supervisor (3.27 yrs.)	\$75.00	17.1	\$1,282.50
Westberg, Eric	Project Supervisor (1.32 yrs.)	\$75.00	6.7	\$502.50
White, Adam	Project Supervisor (1.72 yrs.)	\$75.00	1.0	\$75.00
Williams, Michael	Project Supervisor (0.54 yrs.)	\$75.00	24.5	\$1,837.50
Hayes, Rebecca	Sr. Project Administrator (2.68 yrs.)	\$68.00	5.7	\$387.60
Swanson, Laurie	Sr. Project Administrator (2.69 yrs.)	\$68.00	10.5	\$714.00
Manion, Steve	Project Administrator (0.52 yrs.)	\$65.00	3.7	\$240.50
Wankoye, Omarou	Project Administrator (0.52 yrs.)	\$65.00	2.7	\$175.50
Champion, Ashlee	Claims Control Clerk (0.36 yrs.)	\$43.00	0.8	\$34.40
Cutler, Jessica	Claims Control Clerk (0.75 yrs.)	\$43.00	18.6	\$799.80
Grace, Priscilla	Claims Control Clerk (0.84 yrs.)	\$43.00	9.8	\$421.40
Syx-Ramsey, Kaye	Claims Control Clerk (0.84 yrs.)	\$43.00	1.8	\$77.40
Posa, Margaret	Administrative Assistant (3.03 yrs.)	\$40.00	1.5	\$60.00
Midnet, Catherine	Clerical Assistant (0.32 yrs.)	\$40.00	0.4	\$16.00
Formica, Nancy	Sr. Administrative Assistant (10.04 yrs.)	\$40.00	5.5	\$220.00

TOTAL

3,537.4

\$489,984.10

Blended Rate: \$138.52

Exhibit F

Expense Summary

EXPENSE SUMMARY

General Maritime Corporation, *et al.* Case Administration
(November 17, 2011 – May 16, 2012)

EXPENSES	AMOUNTS
Overtime Meal Expenses	\$1,349.59
Stationary/supplies	\$1,950.74
Late Night cab rides home	\$462.46
Hotel for working late on Solicitation	\$109.25
Total Expenses	\$3,872.04

Exhibit G

Miscellaneous Charge Summary

MISCELLANEOUS CHARGE SUMMARY

General Maritime Corporation, *et al.* Case Administration
(November 17, 2011 – May 16, 2012)

MISCELLANEOUS CHARGES	AMOUNTS
Creation of Solicitation CDs	\$8,490.00
Copying solicitation materials, including Plan, Disclosure Statement, Ballots, Order Approving Disclosure Statement, and Notice of Non-Voting Status	\$13,156.00
Document Scanning	\$157.32
Processing Undeliverables	\$247.00
Document monthly storage (electronic, per creditor/image)	\$32.16
Total Miscellaneous Charges Requested:	\$22,082.48