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Telephone: 817.347.5261
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PROPOSED COUNSEL FOR THE DEBTORS-IN-POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE: § Chapter 11.
§
WIND PLUS HOLDINGS, INC., § Case No. 09-37475-11-sgj
§
Debtor. §

IN RE: § Chapter 11
§
WIND PLUS, INC., § Case No. 09-37478-11-bjh
§
Debtor. §

**APPLICATION OF DEBTORS-IN-POSSESSION FOR APPROVAL OF
EMPLOYMENT OF COUNSEL FOR DEBTOR-IN-POSSESSION**

Name of Client: Wind Plus Holdings, Inc. And Wind Plus, Inc.

Identity of Professional: Goodrich Postnikoff & Albertson, LLP
777 Main Street, Suite 1360
Fort Worth, Texas 76102
Telephone: 817.335.9400

Nature of Profession: Attorneys at Law

Conflicts: None, except as further disclosed.

Retainer: \$25,000.00.

Proposed Compensation: Based on hourly rates as follows:

ELECTRONICALLY FILED
DATE 11-2-09
DOCKET NO. 444

Partners \$250.00 to \$300.00
Associates: \$175.00 to \$225.00
Paraprofessionals: \$90.00

TO THE HONORABLE JUDGE OF SAID COURT:

COME NOW, Wind Plus Holdings, Inc. (“WPH”) and Wind Plus, Inc. (“WP”), the Debtors-in-Possession in the referenced Chapter 11 bankruptcy proceedings (jointly referred to hereinafter as “Debtors”), and file this Application of Debtors-in-Possession for Approval of Employment of Counsel, and in support thereof would respectfully show unto the Court as follows:

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157. This matter involves administration of the estate and therefore constitutes a core proceeding under 28 U.S.C. § 157(b)(2)(A). Matters concerning employment of professionals in a bankruptcy proceeding are governed by 11 U.S.C. §§ 327 and 328.

Bankruptcy

2. WPH and WP filed Voluntary Petitions for relief under chapter 11 of the United States Bankruptcy Code on November 2, 2009. The Debtors have continued to operate as debtor-in-possession pursuant to 11 U.S.C. §§ 1107 and 1108.

Background

3. WPH and WP are Delaware corporations with principal offices located at 909 Hidden Ridge Drive, #450, Irving, Texas and are engaged in the renewable energy industry. WP is a wholly owned subsidiary of WPH.

Relief Requested

4. In order to undertake this reorganization proceeding, Debtors have engaged the services of the law firm of Goodrich Postnikoff & Albertson, LLP (“GPA”) to serve as general bankruptcy counsel. GPA maintains its offices at 777 Main Street, Suite 1360, Fort Worth, Texas 76102.

5. Members of the firm of GPA have extensive knowledge and experience in reorganization proceedings, complicated business transactions and complex civil litigation having played significant roles in many bankruptcy cases and reorganizations under the Bankruptcy Code and otherwise. Members of the firm have historically provided a full range of legal services to debtors, trustees, examiners, creditors’ committees, equity owners and secured and unsecured creditors. Debtors believe that GPA is well qualified to provide assistance in connection with the performance of the duties and responsibilities of a debtor-in-possession in this case.

6. Debtors desire to employ GPA to provide general legal services as needed throughout the course of the chapter 11 proceedings. Certain of the legal services that GPA will render to the Debtors may be summarized as follows:

- Advising the Debtors with respect to rights, powers and duties as they continue to operate and manage the businesses and properties of the Debtors;
- Advising the Debtors concerning, and assisting in the negotiation and documentation of, agreements, debt restructuring, and related transactions;
- Monitoring transactions proposed by the parties in interest during the course of this case and advising the Debtors regarding the same;
- Reviewing the nature and validity of liens asserted against the property of the

Debtors and advising the Debtors concerning the enforceability of such liens;

- Advising the Debtors concerning the actions that might be taken to collect and to recover property for the benefit of the Debtors' respective estates;
- Reviewing and monitoring the Debtors' ongoing business;
- Preparing on behalf of the Debtors all necessary and appropriate applications, motions, pleadings, draft orders, notices, and other documents, and reviewing all financial and other reports to be filed in these chapter 11 cases;
- Advising the Debtors concerning, and preparing responses to, applications, motions, pleadings, notices and other papers that may be filed and served in these chapter 11 cases;
- Advising the Debtors in connection with any suggested or proposed plan(s) of reorganization;
- Counseling the Debtors in connection with the formulation, negotiation and promulgation of a plan of reorganization; and
- Performing all other legal services for and on behalf of the Debtors that may be necessary or appropriate in the administration of these chapter 11 cases.

7. The Debtors require knowledgeable counsel to render the above-described essential professional services and GPA is suited to provide such services.

8. During the one (1) year period immediately preceding the commencement of the subject bankruptcy case, GPA provided no services to Debtors other than matters incident to the commencement of the instant proceedings and therefore received no compensation for services rendered or reimbursement of out of pocket expenses advanced other than as disclosed herein. On October 30, 2009, GPA received from WPH an executed engagement letter and on November 2, 2009, GPA received the sum of \$25,000 as a bankruptcy retainer fee to be applied to fees and

expenses incurred in connection with the instant proceedings from Shawn Spalding, the spouse of David L. Spalding, the principal of the Debtors. On November 2, 2009, GPA disbursed to GPA the sum of \$8,948.00 for pre-petition fees and expenses then due and owing. The balance of the retainer fee held by GPA is \$16,052.00.

9. Subject to the Court's approval, GPA will charge the Debtors for legal services on an hourly basis in accordance with ordinary and customary hourly rates as in effect on the date services are provided. The source of compensation anticipated to be paid to GPA for professional services rendered and to be rendered on behalf of the Debtors shall be funds of the Debtors' estates.

10. In addition to compensation for professional services rendered, GPA shall seek reimbursement for reasonable and necessary expenses incurred in connection with this proceeding, including, but not limited to transportation, lodging, telephone, messenger services, postage and copying.

11. GPA understands that compensation for services rendered to Debtors will be subject to allowance by this Court pursuant to the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the rules and orders of this Court and intends to apply for compensation for professional services rendered in connection with this case and for reimbursement of actual and necessary expenses incurred in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the rules and order of this Court.

12. Except as provided herein, to the best of applicants' knowledge, neither GPA nor the professionals thereof, have any connection with the Debtors, their creditors, or any other party in

interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, that would conflict with the services provided or to be provided to the Debtors. WP is a wholly owned subsidiary of WPH. It is believed the creditors of WP may look to WPH for satisfaction and that the creditors of WPH may look to the creditors of WP for satisfaction.

13. If, and when, additional information with respect to any other relationships which may exist between GPA, its partners and staff members and the Debtors or any other party in interest in this case arises, supplemental affidavits describing such information shall be filed with the Court.

14. Taking into account the foregoing, the Debtors believe that neither GPA nor any member of GPA holds or represents any interest adverse to the Debtors or any creditors in these cases, in the matters for which it is proposed to be retained and is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code. Attached hereto and incorporated herein as Exhibit "A" is the Affidavit of Joseph F. Postnikoff concerning the qualifications and disinterestedness of GPA.


15. Employment of GPA as counsel to Debtors, as proposed herein, is in the best interests of the Debtors, their bankruptcy estates and creditors thereof.

WHEREFORE, PREMISES CONSIDERED, Wind Plus Holdings, Inc. and Wind Plus, Inc., the Debtors-in-Possession herein, respectfully pray for an Order of this Court approving the employment of Goodrich Postnikoff & Albertson, LLP, as Debtors' counsel pursuant to 11 U.S.C. § 327 and for such other and further relief, at law or in equity, to which the Debtors may be shown

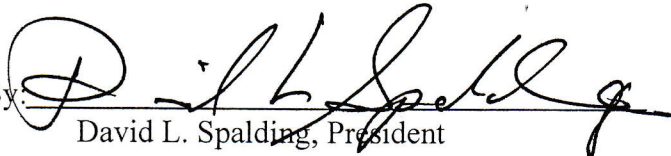
justly entitled.

Respectfully submitted,

WIND PLUS HOLDINGS, INC.

By: 
David L. Spalding, President

WIND PLUS, INC.

By: 
David L. Spalding, President

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By: /s/ Joseph F. Postnikoff
Joseph F. Postnikoff
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PROPOSED COUNSEL FOR THE
DEBTORS-IN-POSSESSION

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 2nd day of November, 2009, a copy of the foregoing Application was served by first-class U.S. mail, postage prepaid on the persons named on the attached service list.

/s/ Joseph F. Postnikoff

Joseph F. Postnikoff

In re Wind Plus Holding, Inc.

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Application of Debtors-in-Possession for Approval of
Employment of Counsel for Debtors-In-Possession - Page 8