

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: Case No. 07-11448 (MG)
1031 TAX GROUP, LLC, *et al.*, :
: Debtors. :
: :
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DECLARATION OF J. BENJAMIN WARREN, JR.

J. BENJAMIN WARREN, JR., pursuant to 28 U.S.C. § 1746, hereby deposes and says:

1. I am a member of the firm of Ayres, Warren, Shelton & Williams, L.L.C. (“AWSW”), which maintains its office in Shreveport, Louisiana at Suite 1400 Regions Tower, 333 Texas Street, Shreveport, Louisiana 71101.

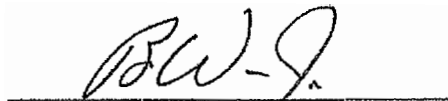
2. AWSW has submitted its final request for compensation and reimbursement of disbursements as the Amended Application for Final Compensation (DKT. #1991)(the “Amended Application”) and the Supplement to the Amended Application (DKT. # 1992)(the “Amended Supplement”).

3. I certify that none of the time in either of the Amended Application Amended Application or the Amended Supplement is for work on the matters that are covered by the 5% contingency fee arrangement relating to AWSW’s representation of Gerard A. McHale, Jr., Trustee, with respect to the negotiation of an oil, gas and mineral lease.

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

Dated: Shreveport, Louisiana

July 20, 2010

A handwritten signature in black ink, appearing to read "BW-Jr.", is positioned above a horizontal line.

J. Benjamin Warren, Jr.
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