

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION**

IN RE:	§	JOINTLY ADMINISTERED
	§	
SCOTIA DEVELOPMENT LLC, ET AL.,	§	Case No. 07-20027-C-11
	§	
Debtors.	§	Chapter 11

**VERIFIED STATEMENT OF BINGHAM MCCUTCHEN LLP AND
GARDERE WYNNE SEWELL LLP PURSUANT TO BANKRUPTCY RULE 2019**

Bingham McCutchen LLP (“**Bingham**”) and Gardere Wynne Sewell LLP (“**Gardere**”) are counsel in these cases to an ad hoc committee of holders of notes (the “**Noteholder Committee**”) issued under that certain indenture dated, 1998 (the “**Indenture**”), pursuant to which Scotia Pacific Company LLC (“**Scopac**”) issued approximately \$867 million of secured notes (the “**Timber Notes**”). Bingham and Gardere have filed an appearance in these cases on behalf of the Noteholder Committee and have presented oral argument on behalf of the Noteholder Committee. Pursuant to Federal Rule of Bankruptcy Procedure 2019 (“**Rule 2019**”), the Noteholder Committee duly files this Rule 2019 Statement.

Bingham and Gardere hereby state as follows:

1. I, Evan D. Flaschen, an attorney at law and a member of the firm of Bingham McCutchen LLP, One State Street, Hartford, CT 06103, am a member in good standing admitted to practice in the State of Connecticut, and make this verified statement.

2. I, John P. Melko, an attorney at law and a member of the firm of Gardere Wynne Sewell LLP, 1000 Louisiana, Suite 3400, Houston, TX 77002, am a member in good standing admitted to practice in the State of Texas, and make this verified statement.

3. Bingham and Gardere currently represent the Noteholder Committee in these cases with respect to their claims and rights under the Indenture and related documents.

4. Based upon information provided to the undersigned, the aggregate holdings (on their own behalf or as advisors) of the active members of the Noteholder Committee amount to more than 90% of the principal amount outstanding under the Indenture.¹

5. Bingham first represented the Noteholder Committee (as its has been constituted from time to time) in its restructuring discussions with Scopac in 2005, and now continues that representation of the Noteholder Committee (as currently constituted) in connection with this chapter 11 case.

6. On or about February 1, 2007, Gardere was retained as Texas co-counsel to the Noteholder Committee.

7. Bingham does not presently own, nor has it previously owned, any claims or interests against Scopac, except for claims for services rendered on behalf of the Noteholder Committee.

8. Gardere does not presently own, nor has it previously owned, any claims or interests against the Debtors.

¹ The current members of the Noteholder Committee include: Angelo, Gordon & Co. L.P., on behalf of certain managed accounts and funds; Avenue Investments, L.P.; Avenue International, Ltd.; Avenue Special Situations Fund III, L.P.; Avenue-CDP Global Opportunities Fund, L.P. US; Avenue Special Situations Fund IV, L.P.; Banc of America Securities, Inc.; Camulos Master Fund LP; CarVal Investors LLC; Citigroup Global Markets Inc.; CSG Investments, Inc.; Deutsche Bank Securities Inc.; D. E. Shaw Laminar Portfolios, L.L.C.; Davidson Kempner Capital Management LLC, on behalf of certain affiliated investment funds; Gruss & Co., funds managed by GSO Capital Partners LP; Intermarket Corp.; J.P. Morgan Securities Inc.; Lehman Brothers Inc.; Murray Capital Management (on behalf of certain managed accounts and funds); Northeast Investors Trust; Par IV Capital; Phoenix Investment Partners; Plainfield Special Situations Master Fund Limited; QDRF Master Ltd; QVT Financial LP; RockView Capital; and TCW Credit Mortgage.

9. The undersigned certifies that this verified statement is true and accurate, to the best of their knowledge and belief.

Dated February 13, 2007

BINGHAM McCUTCHEN LLP

By: /s/ Evan D. Flaschen
Evan D. Flaschen (CT bar no. 304232)
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and

GARDERE WYNNE SEWELL LLP

By: /s/ John P. Melko
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Houston, TX 77002-5007
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CERTIFICATE OF SERVICE

I hereby certify that on the 13th day of February, 2007 a true and correct copy of the foregoing instrument was forwarded to all parties listed on the attached Service list.

/s/ John P. Melko
John P. Melko