

Hearing Date: October 12, 1999 at 10:00 a.m.

Fensterheim & Bean, P.C.
1250 Connecticut Avenue, N.W.
Suite 700
Washington, D.C. 20036
(202) 637-6667
G. David Fensterheim (GDF 6481)

Williams & Connolly
725 Twelfth Street, N.W.
Washington, D.C. 20005-5901
(202) 434-5000
Howard W. Gutman (HWG 5200)
J. Andrew Keyes (JAK 5584)

Litigation Counsel in the Ordinary
Course of Business for Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|----------------------------|---|----------------------------|
| In re. | x | |
| | : | Chapter 11 |
| CITYSCAPE FINANCIAL CORP., | : | |
| and CITYSCAPE CORP., | : | Case Nos. 98-B-22569 (ASH) |
| | : | and 98-B-22570 (ASH) |
| Debtors. | : | Jointly Administered |
| | : | |
| | x | |

**JOINT FIRST AND FINAL APPLICATION FOR
PAYMENT OF SUPPLEMENTARY COMPENSATION
AND EXPENSE REIMBURSEMENT TO FENSTERHEIM & BEAN, P.C.
AND WILLIAMS & CONNOLLY FOR SERVICES
PERFORMED AS LITIGATION COUNSEL FOR THE DEBTORS**

SUMMARY SHEET

Name of Applicants: Fensterheim & Bean, P.C. and Williams & Connolly
(collectively, "Litigation Counsel").

Authorized to Provide
Professional Services to: Cityscape Financial Corp. and Cityscape Corp. (Debtors).

Date Bankruptcy Petition
Filed: October 6, 1998.

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| Dates of Retention: | F&B was engaged as of January 22, 1997, and W&C was engaged as of April 9, 1997. The services of Litigation Counsel were continued by Debtor as services provided in the ordinary course of business from and after the October 6, 1998 filing of the petition for protection under the Bankruptcy Code. |
| Time Period Covered by Application: | January 1, 1999 through June 30, 1999. |
| Basis for Compensation other than Section 330: | Litigation Counsel believe they are also entitled to compensation and expense reimbursement under the principles set forth in Section 503(a) of the Bankruptcy Code for having added substantial value to the Debtors' estate. |
| Amount of Compensation sought as actual, reasonable, and necessary: | \$74,059.45 for F&B and \$57,059.69 for W&C (total of \$131,119.14) ¹ . |
| Amount of Expense Reimbursement sought as actual, reasonable and necessary: | \$11,498.93 for F&B ² . |
| Total Payment Requested: | \$ 142,618.07. |

¹ These amounts are calculated as follows: In the case of F&B, (A) the excess of the \$253,740 invoiced for fees during the six-month period from January 1, 1999 to June 30, 1999, less the \$180,000 paid; plus (B) \$4,250 for time spent in the preparation of this Application; minus (C) a credit item in the amount of \$3,930.55 as discussed in footnote 7 of the Application. In the case of W&C, the excess of the net invoice amount during the said period for fees of \$208,892.74 and expenses of \$28,166.95, less the \$180,000 paid. In accordance with its internal accounting procedures, payments received by W&C are first allocated to expenses and then to fees. Payments received by F&B are first allocated to fees and then to expenses. (The gross invoice amount for W&C's fees in the consolidated bill – \$237,112.50 – included a \$28,219.76 co-counsel sharing amount which was payable to F&B but which, as discussed in footnote 7 of the Application, F&B has agreed to waive.)

²As noted in the footnote 1, F&B first allocates payment to fees, and then expenses, while W&C first allocates payments to expenses, and then fees.

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**JOINT FIRST AND FINAL APPLICATION FOR
PAYMENT OF SUPPLEMENTARY COMPENSATION
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AND WILLIAMS & CONNOLLY FOR SERVICES
PERFORMED AS LITIGATION COUNSEL FOR THE DEBTORS**

Pursuant to Sections 327, 328 and 330 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”)¹, the law firm of Fensterheim & Bean, P.C. (“F&B”) and the law firm of

¹Litigation Counsel believe that an independent basis for their application for supplementary compensation is the principles set forth in Section 503(b)(1)(A) and Section 503(b)(4) for

Williams & Connolly (“W&C”) (F&B and W&C are sometimes herein referred to jointly as “Litigation Counsel”) hereby move this Court for an order awarding them supplementary compensation for professional legal services rendered as counsel to Cityscape Financial Corp. (“Cityscape”) and Cityscape Corp. (“CSC”) (Cityscape and CSC being hereinafter referred to collectively as the “Debtors”). W&C is seeking fees in the amount of \$57,059.69, and F&B is seeking fees in the amount of \$74,059.45 and expense reimbursement in the amount of \$11,498.93. Of the total \$142,618.07 requested, \$131,119.14 represents actual professional services and expenses incurred on behalf of the Debtor for the period commencing January 1, 1999 through and including July 1, 1999, which have been unpaid due to the \$30,000 per month ordinary professionals budget cap. F&B has, in addition, incurred \$4,250 in fees in preparing and reviewing this petition. In support of this application (the “Application”), Litigation Counsel respectfully represent as follows:

Background

1. In January of 1997, CSC engaged F&B to investigate and analyze the possibility of asserting claims against third parties involved in the generation and sale to Debtors of approximately 145 mortgages on rental properties in inner city Baltimore, Maryland (the “Baltimore Claims”). F&B is a boutique firm with a national reputation in matters relating to the work-out and recovery of distressed real estate related assets and loans. As a result of F&B’s investigation and analysis, CSC ultimately decided to assert claims against various third parties seeking recovery of over 4,000,000 in damages.²

Because of the complexity of the matter and the limited resources of F&B, F&B recommended, and CSC agreed, to engage W&C, a major litigation firm, as co-counsel. CSC making a substantial contribution to the value of the estate of the Debtors. As set forth in Section 5, Litigation Counsel believe that their efforts have and will significantly benefit the Debtor’s estate, and while they have received monthly payments from Debtors, such payments were not commensurate with the level of services or value thereof.

²CSC’s claims were subsequently increased to 5.5 million dollars.

separately engaged W&C in April of 1997. F&B and W&C have a close working relationship, and have worked as co-counsel in a variety of other cases. They have structured their co-counsel arrangement to avoid any duplication of services or billing³. Pursuant to the respective terms of engagement, Litigation Counsel are entitled to compensation at normal hourly rates and to reimbursement for actual and necessary out-of-pocket expenses.

In addition to matters relating to the assertion of the Baltimore Claims, F&B also represented CSC on various smaller matters, including the collection of amounts owed by various parties pursuant to certain warehouse line and related agreements, and the defense of two smaller litigation matters in the Baltimore-Washington area.

F&B's investigation in connection with the Baltimore Claims revealed a significant criminal conspiracy and fraud in which multiple parties either knowingly or negligently contributed to the generation of 145 fraudulent loans on inner city Baltimore rental properties, which loans were acquired by Cityscape. The total principal value of the loans exceeded \$4,000,000. Including accrued interest and advances, Cityscape's actual losses on these loans are estimated to exceed \$5.5 million dollars to date. Litigation Counsel identified the following parties whom we believe to be liable for the damages: Two mortgage brokers and their principals; the title company and their principals; at least three appraisal companies and their principals and appraisers; and certain sellers and their related entities.

³While the firms' relationship and experience in working together minimizes any inefficiency or duplication of effort as a result of the co-counsel arrangement, the firms arrangement is specifically structured to insure that no time is billed to the client as a result of such inefficiency. Accordingly, the firms submit a consolidated bill each month which is first reviewed by F&B to ensure that no amount is billed that results from any inefficiency from the relationship; and to the extent any time was expended that is deemed to have been duplicative and inefficient, that time has been written off. Moreover, none of F&B's administrative time in managing the relationship is billed to the client. Thus, this arrangement permits the firms to provide the most cost-effective and specialized counsel to the client, while insuring that the client does not pay any more for the services, and, in fact, may pay less than if the firms did not have this co-counsel agreement. Finally, it should be noted that in the case of W&C, the hourly rates for partner time charged to Debtors for this engagement were at 1997 rates.

The fraudulent scheme which F&B uncovered involved the generation of phony deeds, falsified HUD-1 settlement statements, secret payments of over a million dollars to entities controlled by the broker, fraudulent title commitments showing persons in title who were not, forged cashier's checks representing down payments which were never made, inflated appraisals, false loan applications, and a variety of other fraudulent techniques.

The Amended Complaint filed by Litigation Counsel on behalf of Debtors names 50 separate defendants, representing eight related groups of defendants. Litigation Counsel have identified various sources of recovery in addition to the personal assets of the defendants, including E & O insurance policies of the various defendants (which, we believe, total approximately 4 million dollars), as well as claims under the closing protection letters issued by Lawyers Title and United General, the title underwriters for which the title company which settled the loans acted as an agent. We believe that there is no limit on the amount of Lawyers' and United's coverage. However, these companies are expected to raise significant legal and technical defenses to our claims.

The litigation against these defendants has required the development of complex strategies and has been very intensive. Thus far, over 150,000 documents have been produced in discovery, over 25 days of depositions have been taken (and the parties have indicated a desire to take over 50 more), the parties have identified 18 expert witnesses dealing with a wide variety of matters, including the standard of care of title companies and settlement agents, the standard of care of the appraisers, the valuation of the properties, fraudulent techniques, damages, the standard of care expected of lenders (as to the defense of contributory negligence), and the detection of handwriting forgeries. The defendants have engaged in extensive motions practice seeking to delay resolution of this matter, which we have successfully resisted. We have had to deal with issues relating to two witnesses who have refused to testify based on their fifth amendment rights against self-incrimination and an attempt (ultimately unsuccessful) by the defendants to stay the civil proceeding pending the outcome of a grand jury investigation of these transactions being pursued by the United States Attorney and the FBI.

2. F&B and W&C are especially suited to this kind of complex litigation necessitating an ability to deal with a host of issues. David Fensterheim of F&B has acted as overall chief litigation counsel. Mr. Fensterheim graduated Order of the Coif from the University of Virginia Law School in 1981. Formerly associated with Williams & Connolly, Mr. Fensterheim has 18 years of professional experience and has a national reputation representing clients in connection with maximizing the recovery on distressed real estate assets. Mr. Gutman has 19 years of professional experience and is the partner in charge of this matter at Williams & Connolly. Mr. Gutman was graduated from Harvard Law School in 1980 and thereafter clerked on the United States Court of Appeals for the Fifth Circuit and for The Honorable Potter Stewart, United States Supreme Court (retired). Mr. Gutman has extensive experience in both criminal and civil matters, and was formerly a Special Assistant to the Director of the FBI. Given the criminal nature of the conspiracy involved in this case, and the involvement of the United States Attorney and the FBI, Mr. Gutman serves a key role in the development of strategy, particularly since a criminal restitution order is a significant potential source of recovery for Cityscape.

Given the large number of defendants and the extensive scope of the motions practice through the litigation of this case, two associates from Williams & Connolly have assisted Mr. Fensterheim and Mr. Gutman in this matter. J. Andrew Keyes is a fifth year associate with the firm, having graduated from the University of Virginia Law School and clerked on the United States Court of Appeals for the District of Columbia Circuit. Bonnie Dunninger is a second year associate for the firm, having graduated from Georgetown Law School and clerked on the United States Court of Appeals for the Third Circuit. In addition, Litigation Counsel have relied heavily on paralegals to efficiently perform much of the intensive document review. We have also employed sophisticated computerized database and imaging technology to manage efficiently the documentation in this case. A complete list of the personnel who have devoted time to this engagement, their positions, the hours spent in this matter, and their respective rates (together with a curriculum vitae of the respective attorneys) is appended as Attachment A.

3. Following Debtors' Petition for protection under the Bankruptcy Code, the trustee, in accordance with the provisions of Section 327(e) of the Bankruptcy Code and pursuant to the Order Authorizing the Debtors to Retain, Employ and Compensate Professionals in the Ordinary Course dated October 7, 1998, continued to employ the services of W&C and F&B for continued representation relating to the Baltimore Claims, subject to a monthly budget for each of \$30,000.

4. In January of 1999, it became apparent to Litigation Counsel that proper representation of Debtors with respect to the Baltimore Claims would necessitate fees in excess of \$30,000 per firm per month. Accordingly, Litigation Counsel consulted with management of Debtor and with bankruptcy counsel, Latham & Watkins. Litigation Counsel were advised at that time that the bankruptcy case was expected to be resolved shortly. Given this fact, and the fact that Litigation Counsel anticipated that upcoming developments in the Baltimore Claims matter would confirm the value of the efforts being undertaken by Litigation Counsel on behalf of Debtors, it was agreed that instead of petitioning the court for authority to pay in excess of \$30,000 per month per firm at that time, Litigation Counsel would continue to provide representation for an amount not to exceed \$30,000 per month subject to their right to apply to the Court for supplementary payment of the amount by which their respective hourly billings for a month exceeded the amount (\$30,000) which they were paid for such month. Litigation Counsel submitted to Debtors monthly invoices reflecting the full hourly charges.⁴

⁴At no point in time did Litigation Counsel agree that their compensation would be limited to \$30,000 per month. However, it should be noted that even if there had been an agreement to live with a \$30,000 monthly cap, Section 328(a) of the Bankruptcy Code provides that "[n]otwithstanding ... terms and conditions [of a fee arrangement with a professional], the court may allow compensation different from the compensation provided under such terms and conditions after the conclusion of such employment, if such terms and conditions prove to have been improvident in light of developments not capable of the fixing of such terms and conditions." In fact, at the time of Debtors' petition for protection under the Bankruptcy Code when Debtor chose to continue the employment of Litigation Counsel, Litigation Counsel could not reasonably have anticipated the acceleration of the case and other developments which lead to roughly a three-fold increase in the monthly hours expended on the Baltimore Mortgage Claims.

5. Litigation Counsel's efforts have resulted thus far in Debtors' recovery of approximately \$600,000 in 1998, including \$400,000 for matters directly related to the Baltimore Claims. In addition, Debtors have recently received first settlement offers of an additional \$650,000 from two of the eight defendant groups in the Baltimore Mortgage Claims. In addition, we have received informal indications from other defendants that they are seeking authority to make substantial additional settlement offers. While Litigation Counsel do not recommend acceptance of these initial settlement offers, we believe that they demonstrate that the past and future efforts of Litigation Counsel will likely result in a substantial net recovery to Debtors, after all fees and costs to Litigation Counsel are considered. Accordingly, we believe that Litigation Counsel's efforts have made a substantial contribution to the estate of the Debtor.

Details of Supplementary Fee Application

6. Litigation Counsel are seeking supplementary compensation and expense reimbursement in the total amount of \$142,618.07. F&B is requesting compensation and expense reimbursement in the respective amounts of \$74,059.45 and \$11,498.93, and W&C is requesting compensation in the amount of \$57,059.69.

These amounts are calculated as follows: In the case of F&B, (A) the excess of the \$253,740 invoiced for fees during the six-month period from January 1, 1999 to June 30, 1999, less the \$180,000 paid; plus (B) \$4,250 for time spent in the preparation of this Application; less (C) a credit item in the amount of \$3,930.55 as discussed in footnote 7 of this Application. In the case of W&C, the excess of the net invoice amount of \$208,892.74 for fees and \$28,166.95 for expenses for the same period less the \$180,000 paid.⁵ Attachment B sets forth a summary breakdown of Litigation Counsel's billings for January through June of 1999, and shows the amounts by which such billings exceeded the \$30,000 monthly payment. Appended to Attachment B are Litigation Counsel's detailed invoices for each of the said months. In addition,

⁵The gross invoice amount for W&C's fees in the consolidated bill – \$237,112.50 – included a \$28,219.76 co-counsel sharing amount which was payable to F&B but which, as discussed in footnote 7 of this application, F&B has agreed to waive.

F&B estimates that it will spend 17 hours of professional time in the preparation of this Application, for which F&B seeks fees in the amount of \$4,250.

7. In accordance with Rule 2016 of the Bankruptcy Rules, Litigation Counsel hereby state that (i) all professional services for which compensation is requested by Litigation Counsel were performed by Litigation Counsel for and on behalf of Debtors; (ii) the payments by Debtors to Litigation Counsel (A) for all matters preceding October 6, 1998 (the petition date), amounted to \$204,852.50 for fees and \$8,356.74 for reimbursable costs, and (B) for the period from October 6, 1998 through June 30, 1999 (the bankruptcy was concluded July 1, 1999), amounted to \$448,108.64 for both fees and reimbursable costs⁶; (iii) Litigation Counsel have not shared compensation with any other entity, nor is there any understanding or agreement for the sharing of compensation with any other entity.⁷

⁶There were \$41,269.71 in reimbursable costs for this period. In addition, two checks were issued to F&B in the respective amounts of \$12,025 and \$19,875 to cover third-party costs of the litigation (e.g., court reporter costs), and the said funds were immediately disbursed to pay such third parties.

⁷None of the compensation sought by this Application is subject to any fee-sharing arrangement. F&B and W&C have had a long-standing co-counsel fee sharing arrangement with one another which provides that an amount equal to 15% of the fees earned by W&C in respect of work performed by W&C associates, paralegals and other paraprofessional staff (but not for partner's time) on matters coordinated by F&B shall be remitted to F&B. This sharing arrangement, which has been utilized by the firms for matters completely unrelated to their representation of Debtors, was also used in the co-counsel representation of Debtors, and was approved by Debtors more than 18 months before the institution of these bankruptcy proceedings. This arrangement compensates F&B for its non-billable time incurred in administering a matter. For the time period from October 6, 1998 through December 31, 1998, this fee sharing arrangement resulted in the amount of \$3,930.55 being remitted to F&B. F&B has decided to forgo such payment by providing a credit in its invoice to Debtors of the said amount. No fee sharing allocation has been made for the time period from January 1 through June 30, 1999 because of the underpayment for which Litigation Counsel now seek compensation. Because Litigation Counsel have recently come to learn that there may be an issue with regard to such fee sharing, Litigation Counsel have agreed not to apply this fee sharing arrangement for the period January through June 1999 period. Instead, W&C's invoice is the amount net of the co-counsel fee payable to F&B, which F&B has agreed to waive. F&B has adjusted its invoice by providing a credit in the amount of the \$3,930.55, representing the amount paid to F&B under this arrangement for the October 6 - December 31, 1998 period.

8. As noted above, Litigation Counsel were engaged in the ordinary course pursuant to Section 327(e) of the Bankruptcy Code and pursuant to the Order Authorizing the Debtors to Retain, Employ and Compensate Professionals in the Ordinary Course dated October 7, 1998. Accordingly, Section 330 of the Bankruptcy Code provides the appropriate standard for awarding compensation and reimbursement of expenses. That Section provides that the Court may award to a professional person employed under Section 327:

- (A) reasonable compensation for actual, necessary services rendered by the ... attorney and by any paraprofessional person employed by any such person; and
- (B) reimbursement for actual, necessary expenditures.

11 U.S.C. Section 330(a)(1). Section 330 provides further that:

[i]n determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including --

- (A) the time spent on such service;
- (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.

9. Litigation Counsel believe that the requested supplementary compensation is justified by each of the above-mentioned factors:

(A) Hours Expended During the six month period for which the supplementary compensation is being sought, 3,685 recorded hours (1,383 lawyer hours and 2,302 paraprofessional/staff hours) have been expended by Litigation Counsel partners, associates, paraprofessionals and staff in rendering professional services. Litigation Counsel made every effort to staff this matter efficiently by extensive use of paralegals, who account for more than half of the billable hours. Attachment A sets forth the hours expended by each lawyer and paraprofessional/staff person, describes their respective positions, and includes a curriculum vitae in the case of lawyers.

(B) Rates The rates charged to Debtors by Litigation Counsel are the same or less than those rates which Litigation Counsel charge to their respective clients in matters other than those relating to chapter 11 cases.

(C) Benefits of Services While the ultimate benefit of the ongoing litigation cannot be ascertained until the Baltimore Claims are resolved through litigation or settlement, the fact that the *first* settlement offers of two of the eight defendant groups in the matter are for more than the entire costs to date associated with Litigation Counsel's efforts strongly indicate that Litigation Counsel's efforts will be of significant benefit to Debtors. As note above, Litigation Counsel have also received oral indications that other defendants will be making significant settlement offers in the near future. This does not even consider the approximately \$600,000 already recovered due to the efforts of Litigation Counsel prior to the bankruptcy.

(D) Reasonableness of Amount of Time Spent This effort was necessitated by the multiplicity of defendants (eight groups), extensive discovery, and the combative approach they have taken to avoid liability for their actions. Among other things, the breadth of the conspiracy regarding the origination of fraudulent home loans required meticulous cross-comparisons of over 150,000 documents and intensive discovery to uncover.

(E) Reasonableness of Rates The professionals and paraprofessionals for Litigation Counsel are highly qualified and experienced in complex commercial litigation. Their services have been rendered in an efficient and timely manner. Litigation Counsel believe that

the rates charged for such services are consistent with those charged by other law firms of similar caliber for similar matters.

10. For the reasons set forth above, Litigation Counsel respectfully request that this Court enter an order:

- (i) authorizing and directing Debtors to pay F&B \$85,558.38; and
- (ii) authorizing and directing Debtors to pay W&C \$57,059.69.

LITIGATION COUNSEL

FENSTERHEIM & BEAN, P.C.

By: /s/ G. David Fensterheim
G. David Fensterheim
1250 Connecticut Avenue, N.W. Suite 700
Washington, D.C. 20036

WILLIAMS & CONNOLLY

By: /s/ Howard W. Gutman
Howard W. Gutman
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WASHINGTON }
 } ss.:
DISTRICT OF COLUMBIA }

**AFFIDAVIT PURSUANT TO THE GUIDELINES FOR FEES
AND DISBURSEMENTS FOR PROFESSIONALS**

G. DAVID FENSTERHEIM, being duly sworn, disposes and says:

1. I am a principal of the law firm of Fensterheim & Bean (F&B), which firm was duly retained as counsel to the above-captioned debtors (the “Debtors”) in these chapter 11 proceedings. This Affidavit is submitted pursuant to the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under U.S. C. Section 330, dated January 30, 1996 (the “UST Guidelines”) and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “SDNY Guidelines”), and in connection with the Joint First and Final Application for Payment of Supplementary Compensation and Expense Reimbursement to Fensterheim & Bean,

P.C. and Williams & Connolly for Service Performed as Litigation Counsel for Debtors under Sections 327, 328 and 330 of the Bankruptcy Code dated August 17, 1999 (the "Application").

2. I am the principal of F&B responsible for this case with responsibility for compliance with the Guidelines.

3. I have read and supervised the preparation of the Application.

4. While I am not a bankruptcy counsel, to the best of my knowledge and belief formed based on discussions with Debtor's bankruptcy counsel, Latham & Watkins, the Application complies with UST Guidelines and SDNY Guidelines except as noted in this Affidavit or the Application. As a professional engaged in the ordinary course, we relied solely upon consultations with Debtor's bankruptcy counsel, Latham and Watkins, for compliance with any applicable Guidelines. It has come to our attention that we may not have adhered to all of the Guidelines in every respect. We believe, however, that we have substantially complied with the Guidelines in all material respects.

5. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by F&B and generally accepted by F&B's clients.

6. The reorganized Debtors have reviewed and approved the application.

7. The invoice statements for October, November and December 1998 were sent on January 27, 1999. The final invoice statements for January, February and March of 1999 were sent on May 3, 1999, although draft statements had been sent previously to Debtors. Invoice statements for April 1999 were sent on June 3, 1999. The invoice statements for May and June were each sent before the 20th day of the next following month.

8. The Debtors were provided with a draft of this Application on August 19, 1999.

9. The Application does not request enhancement of fees beyond F&B's normal hourly rates.

10. In providing a reimbursable service, F&B does not make a profit on that service, whether the service is performed by F&B in-house or through a third party.

Statement Pursuant to Rule 2016 of the Federal Rules of Bankruptcy Proceedings

11. In accordance with Section 504 of the Bankruptcy Code and Rule 2106 of the Federal Rules of Bankruptcy Procedure, I state that neither I nor my firm has entered into any agreements, express or implied, with any other party in interest, including the Debtors, any creditor, or any attorney for such party in interest in these cases, for the purpose of sharing or fixing fees or other compensation to be paid to such party in interest or their attorneys for services rendered in connection therewith, or for payment of such compensation from the assets of the estates in excess of the compensation allowed by this Court pursuant to the provisions of the Bankruptcy Code. As noted in footnote 7 of the Application, there previously was a fee sharing arrangement between F&B and F&B's co-counsel on this matter, Williams & Connolly (W&C"), which had been approved by the Debtor long before the initiation of these bankruptcy proceedings. We have agreed with W&C, however, that this fee sharing arrangement shall not apply to any fees earned during the pendency of Debtor's bankruptcy.

Supplemental Disclosure as to No Adverse Interest

12. To the best of my knowledge, information and belief formed after reasonable inquiry, neither I, F&B, nor any of its lawyers, represent any interest adverse to that of the Debtors.

/S/

G. David Fensterheim

Sworn to before me this 20th
day of August, 1999

_____/s/

Notary Public

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 725 Twelfth Street, N.W.
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WASHINGTON }
 } ss.:
 DISTRICT OF COLUMBIA }

**AFFIDAVIT PURSUANT TO THE GUIDELINES FOR FEES
 AND DISBURSEMENTS FOR PROFESSIONALS**

HOWARD W. GUTMAN, being duly sworn, deposes and says:

1. I am a partner in the law firm of Williams & Connolly (W&C), which firm was duly retained as counsel to the above-captioned debtors (the “Debtors”) in these chapter 11 proceedings. This Affidavit is submitted pursuant to the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under U.S. C. Section 330, dated January 30, 1996 (the “UST Guidelines”) and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “SDNY Guidelines”), and in connection with the Joint First and Final Application for Payment of Supplementary Compensation and Expense Reimbursement to Fensterheim & Bean, P.C. and Williams & Connolly for Service Performed as Litigation Counsel for Debtors under Sections 327, 328 and 330 of the Bankruptcy Code dated August 17, 1999 (the “Application”).

2. I am the partner of W&C responsible for this case with responsibility for compliance with the Guidelines.

3. I have read and assisted in the preparation of the Application.

4. While neither I nor my co-counsel are bankruptcy attorneys, my understanding based on co-counsel's discussions with Debtor's bankruptcy counsel, Latham & Watkins, is that the Application complies with UST Guidelines and SDNY Guidelines except as noted in this Affidavit or the Application. As a professional engaged in the ordinary course, we have until recently relied solely upon consultations with Debtor's bankruptcy counsel, Latham and Watkins, for compliance with any applicable Guidelines. It has now come to our attention that certain of our procedures may not have strictly complied with all of the Guidelines in every respect. We believe, however, that we have substantially complied with the Guidelines in all material respects.

5. The fees and disbursements sought are billed at or below rates and in accordance with practices customarily employed by W&C and generally accepted by W&C's clients.

6. The reorganized Debtors have reviewed and approved the application.

7. The invoice statements for October, November and December 1998 were sent on January 27, 1999. The final invoice statements for January, February and March of 1999 were sent on May 3, 1999, although draft statements had been sent previously to Debtors. Invoice statements for April 1999 were sent on June 3, 1999. The invoice statements for May and June were each sent before the 20th day of the following month.

8. The Debtors were provided with a draft of this Application on August 19, 1999.

9. The Application does not request enhancement of fees beyond W&C's normal hourly rates.

10. In providing a reimbursable service, W&C does not make a profit on that service, whether the service is performed by W&C in-house or through a third party.

Statement Pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedures

11. In accordance with Section 504 of the Bankruptcy Code and Rule 2106 of the Federal Rules of Bankruptcy Procedure, I state that neither I nor my firm has entered into any agreements, express or implied, with any other party in interest, including the Debtors, any creditor, or any attorney for such party in interest in these cases, for the purpose of sharing or fixing fees or other compensation to be paid to such party in interest or their attorneys for services rendered in connection therewith, or for payment of such compensation from the assets of the estates in excess of the compensation allowed by this Court pursuant to the provisions of the Bankruptcy Code. As noted in footnote 7 of the Application, there previously was a fee sharing arrangement between W&C and W&C's co-counsel, Fensterheim & Bean, P.C. ("F&B"), which had been approved by the Debtor long before the initiation of these bankruptcy proceedings. We have agreed with F&B, however, that this fee sharing arrangement shall not apply to any fees earned during the pendency of Debtor's bankruptcy.

Supplemental Disclosure as to No Adverse Interest

12. To the best of my knowledge, information and belief formed after reasonable inquiry, neither I, W&C, nor any of its lawyers, represent any interest adverse to that of the Debtors.

/S/

Howard W. Gutman

Sworn to before me this 20th
day of August, 1999

 /s/
Notary Public

Exhibit A

| Name | Date of Bar Admission | Position | Totals January - June 1999 | | |
|----------------------|-----------------------|------------|----------------------------|--------|------------------|
| | | | Total Hours | Rates | Total Dollars |
| G.D. Fensterheim | 1981 | Partner | 722.75 | 285.00 | 205983.75 |
| N.Y. Ioffe | | Paralegal | 636.75 | 75.00 | 47756.25 |
| Total F&B | | | 1359.5 | | 253740 |
| H.W. Gutman | 1982 | Partner | 165.75 | 294.29 | 48778.75 |
| P.J. Ward | 1975 | Partner | 0.25 | 320.00 | 80.00 |
| J.A. Keyes | 1994 | Associate | 316.25 | 182.02 | 57562.50 |
| B.H. Dunninger | 1998 | Associate | 178.25 | 140.26 | 25001.25 |
| D.L. Cheney | | Library | 0.75 | 95.00 | 71.25 |
| A.D. Julian | | Library | 12.01 | 101.56 | 1219.25 |
| C.S. Lietzan | | Library | 10.25 | 106.71 | 1093.75 |
| S.C. Helms | | Litigation | 14.99 | 165.36 | 2478.25 |
| V.T. Cojan | | Litigation | 39.50 | 147.63 | 5831.25 |
| M.L. Havinga | | Litigation | 1.25 | 78.00 | 97.50 |
| S.J. Lita | | Litigation | 5.25 | 80.00 | 420.00 |
| J.L. Amira | | Paralegal | 933.00 | 65.54 | 61152.50 |
| J.L. Buckner | | Paralegal | 125.75 | 45.00 | 5658.75 |
| O. Batsedis | | Paralegal | 3.00 | 45.00 | 135.00 |
| E.R. Sobong | | Paralegal | 106.00 | 65.00 | 6890.00 |
| L.C. Anderson | | Paralegal | 293.33 | 41.63 | 12211.25 |
| A.S. Ladavac | | Paralegal | 1.25 | 65.00 | 81.25 |
| T.A. O'Brien | | Paralegal | 115.00 | 70.00 | 8050.00 |
| D.A. Curtis | | Paralegal | 1.00 | 52.50 | 52.50 |
| R.V. Skalbeck | | Paralegal | 2.75 | 90.00 | 247.50 |
| Total W&C | | | 2325.58 | | 237112.50 |
| Grand Total | | | 3685.08 | | 490852.50 |

G. DAVID FENSTERHEIM

Fensterheim & Bean, P.C.

1250 Connecticut Avenue, N.W., Suite 700

Washington, District Of Columbia 20036

(D.C. County)

Telephone: 202-637-6667

Telecopier: 202-842-2869

POSITION: Member

ADMITTED: 1981, District of Columbia; 1982, U.S. Court of Appeals, District of Columbia Circuit; 1985, U.S. Court of Appeals for the Federal Circuit

LAW-SCHOOL: University of Virginia (J.D., 1981)

COLLEGE: Yale University (B.A., magna cum laude, 1977)

TEXT: Order of the Coif. Member, Editorial Board, Virginia Law Review, 1979-1981. Associate, Williams & Connolly, 1981-1985. Senior Vice President and General Counsel, J. E. Robert Companies, 1985-1989. Founder and Counsel to Real Estate Capital Resources Association, 1989-. Author: "Guide to Contracting With the RTC," (Thompson Publishing Company, 1990) and International Law of Human Rights Based Upon the Mutual Expectations of States," 21 Va J. Int'l. 185, 1980.

MEMBER: District of Columbia Bar; American Bar Association; The Association of Trial Lawyers of America.

BORN: January 2, 1957, New York, N.Y.

ISLN: 907469870

HOWARD W. GUTMAN
Williams & Connolly
725 Twelfth Street, N.W.
Washington, District Of Columbia 20005-5901
(D.C. County)
Telephone: 202-434-5000
Fax: 202-434-5029
Email: howard.gutman@williamsandconnolly.com

POSITION: Member

ADMITTED: 1982, New York; 1983, District of Columbia

LAW-SCHOOL: Harvard University (J.D., magna cum laude, 1980)

COLLEGE: Columbia University (B.A., summa cum laude, 1977)

TEXT: Phi Beta Kappa. Author: "Academic Determinism: The Division of the Bill of Rights," 54 Southern California Law Review 295, January, 1981. Co-Author: "The Honorable Irving L. Goldberg: A Place In History," 49 SMU Law Review 1, 1995. Associate Editor, Litigation Magazine, 1984- . Law Clerk to: Hon. Irving L. Goldberg, U.S. Court of Appeals, 5th Circuit, 1980-1981; Hon. Potter Stewart, Associate Justice U.S. Supreme Court, 1981-1982 (Retired). Special Assistant to the Honorable William H. Webster, Director, Federal Bureau of Investigation, 1985-1986.

MEMBER: The District of Columbia Bar; New York State Bar Association.

BORN: July 8, 1956, Bronx, New York

ISLN: 906807420

PHILIP J. WARD
Williams & Connolly
725 Twelfth Street, N.W.
Washington, District Of Columbia 20005-5901
(D.C. County)
Telephone: 202-434-5000
Fax: 202-434-5029
Email: philip.ward@williamsandconnolly.com

POSITION: Member

ADMITTED: 1975, California; 1977, Wisconsin; 1979, District of Columbia

LAW-SCHOOL: Harvard University (J.D., magna cum laude, 1974)

COLLEGE: Stanford University (A.B., with distinction, 1971)

TEXT: Phi Beta Kappa. Member, Board of Editors, 1972-1973 and Developments and Note Editor, 1973-1974, Harvard Law Review. Law Clerk to Hon. Marvin E. Frankel, U.S. District Court, Southern District of New York, 1974-1975.

MEMBER: The District of Columbia Bar; State Bar of Wisconsin (inactive); State Bar of California.

BORN: December 11, 1949, New York, N.Y.

ISLN: 902957662

J. ANDREW KEYES
Williams & Connolly
725 Twelfth Street, N.W.
Washington, District Of Columbia 20005-5901
(D.C. County)
Telephone: 202-434-5000
Fax: 202-434-5029
Email: andrew.keyes@williamsandconnolly.com

POSITION: Associate

ADMITTED: 1994, Virginia; 1995, U.S. Court of Appeals, District of Columbia Circuit; 1996, District of Columbia

LAW-SCHOOL: University of Virginia (J.D., 1994)

COLLEGE: University of Virginia (B.A., 1991)

TEXT: Clerkship, Hon. Karen LeCraft Henderson, U.S. Court of Appeals for the District of Columbia Circuit, 1994-1995.

BORN: November 17, 1969, Washington, D.C.

ISLN: 909875570

BONNIE H. DUNNINGER
Williams & Connolly
725 Twelfth Street, N.W.
Washington, District Of Columbia 20005-5901
(D.C. County)
Telephone: 202-434-5000
Fax: 202-434-5029
Email: bonnied@rocketmail.com

POSITION: Associate

PRACTICE-AREAS: Litigation.

ADMITTED: 1997, Maryland; 1998, New Jersey; Not admitted District Of Columbia

LAW-SCHOOL: Georgetown University (J.D., magna cum laude, 1997)

COLLEGE: University of Michigan (B.A., with high honors, 1989); Georgetown University (M.P.P., 1994)

TEXT: Order of the Coif. Member, Georgetown Law Journal, 1995-1997. Law Clerk to the Hon. Timothy K. Lewis, U.S. Court of Appeals, Third Circuit, 1997-1998.

BORN: March 5, 1968, Newark, New Jersey

ISLN: 913156450

Exhibit B

| | January | February | March | April | May | June | Total |
|--|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|------------------|
| F&B Fees | 38820 | 31792.5 | 32985 | 47700 | 52758.75 | 49683.75 | 253740 |
| F&B Expenses | 1900.03 | 645.9 | 2202.3 | 2714.58 | 1311.17 | 2724.95 | 11498.93 |
| Total | 40720.03 | 32438.4 | 35187.3 | 50414.58 | 54069.92 | 52408.7 | 265238.93 |
| Paid | 30000 | 30000 | 30000 | 30000 | 30000 | 30000 | 180000 |
| W&C Fees | 50788.75 | 53211.25 | 34216.25 | 29315 | 37123.75 | 32457.5 | 237112.5 |
| W&C Expenses | 1693.96 | 6259.81 | 8275.13 | 3198.11 | 4587.56 | 4152.38 | 28166.95 |
| Total | 52482.71 | 59471.06 | 42491.38 | 32513.11 | 41711.31 | 36609.88 | 265279.45 |
| Paid | 30000 | 30000 | 30000 | 30000 | 30000 | 30000 | 180000 |
| Outstanding Balances | 33202.74 | 31909.46 | 17678.68 | 22927.69 | 35781.23 | 29018.58 | 170518.38 |
| F&B Fees | 10720.03 | 2438.4 | 5187.3 | 20414.58 | 24069.92 | 22408.7 | 85238.93 |
| F&B Expenses | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 10720.03 | 2438.4 | 5187.3 | 20414.58 | 24069.92 | 22408.7 | 85238.93 |
| W&C Fees * adjustments as per footnote 5 | 17132.32 | 22629.01 | 7879.04 | -622.96 | 6850.83 | 3191.45 | 57059.69 |
| W&C Expenses | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 17132.32 | 22629.01 | 7879.04 | -622.96 | 6850.83 | 3191.45 | 57059.69 |
| Total Outstanding F&B and W&C | 27852.35 | 25067.41 | 13066.34 | 19791.62 | 30920.75 | 25600.15 | 142298.62 |

FENSTERHEIM & BEAN, P.C.

Suite 800, 1250 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 637-6667

G. David Fensterheim
(202) 637-6481

Fax (202) 842-2869
e-mail: fandbpc@aol.com

January Invoice

Mr. Jonah Goldstein
Cityscape Corporation
565 Taxter Road
Elmsford, NY 10523

Consolidated Invoice
No. 51353

Re: Invoice - Atlas/Global matter (thru January 31, 1999)

Fees:

| | | | |
|------------------|---------------|--------------|--------------------|
| D Fensterheim | 117.00 | hours | \$33,345.00 |
| H.W. Gutman | 51.25 | hours | \$15,118.75 |
| J A. Keys | 68.25 | hours | \$13,308.75 |
| B Dunninger | 8.25 | hours | \$1,237.50 |
| Litigation Staff | 31.00 | hours | \$4,660.00 |
| Library Staff | 6.25 | hours | \$685.00 |
| Paralegal | 325.75 | hours | \$21,253.75 |
| <i>Total Fee</i> | <i>607.75</i> | <i>hours</i> | <i>\$89,608.75</i> |

Expenses:

| | |
|-------------------|-----------------------|
| Courier | \$242.22 |
| Photocopies | \$2,049.65 |
| Facsimile | \$595.00 |
| Postage | \$81.95 |
| Professional Fees | \$75.05 |
| Telephone | \$102.15 |
| On-Line Research | \$447.95 |
| Total Expenses | \$3,593.97 |

Total amount due for this invoice

\$93,202.72

| | | |
|--------------------|----------------|-------------|
| Fensterheim & Bean | Total Fees | \$38,820.00 |
| | Total Expenses | 1,900.03 |
| | Total | \$40,720.03 |

| | | |
|---------------------|----------------|-------------|
| Williams & Connolly | Total Fees | \$50,788.75 |
| | Total Expenses | 1,693.96 |
| | Total | \$52,482.71 |

FENSTERHEIM & BEAN, P.C.

Professional services through January 31, 1999

| | | Hrs/Rate | Amount | |
|--------|-----|---|-------------------|----------|
| 1/4/99 | GDF | Teleconference with [REDACTED] [REDACTED] document production issues, teleconference with [REDACTED] [REDACTED] regarding [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] [REDACTED] letter to [REDACTED] prepare for depositions, review [REDACTED] | 5.50 285.00/hr | 1,567.50 |
| | GDF | Teleconference with [REDACTED] regarding [REDACTED] | 0.50 285.00/hr | 142.50 |
| 1/5/99 | GDF | Teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] regarding [REDACTED] issues (3x) teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] draft [REDACTED] letters, review | 6.50 285.00/hr | 1,852.50 |

Hrs/Rate Amount

reply to opposition to protective,
prepare for deposition,
teleconference with [redacted]
regarding [redacted]

| | | | |
|------------|--|-------------------|--------|
| 1/6/99 GDF | Teleconference with [redacted] teleconference with [redacted] review surreply, letter to [redacted] and [redacted] regarding [redacted] and [redacted] prepare for deposition, [redacted] [redacted] | 3.50 285.00/hr | 997.50 |
|------------|--|-------------------|--------|

| | | | |
|------------|--|-------------------|----------|
| 1/7/99 GDF | Teleconference with [redacted] teleconference with [redacted] and [redacted] [redacted] teleconference with [redacted] [redacted] review [redacted] documents, prepare for depositions, draft [redacted] [redacted] teleconference with [redacted] teleconference with [redacted] teleconference with [redacted] teleconference with [redacted] meeting with [redacted] regarding documents | 6.00 285.00/hr | 1,710.00 |
|------------|--|-------------------|----------|

| | | | |
|------|---|------------------|--------|
| Para | Training session at W&C; enter information on imaged loan files into database | 2.00 75.00/hr | 150.00 |
|------|---|------------------|--------|

| | | | |
|------------|---|-------------------|----------|
| 1/8/99 GDF | Prepare for depositions, review documents, [redacted] and [redacted] teleconference with [redacted] and [redacted] teleconference with [redacted] teleconference with [redacted] revise documents | 7.00 285.00/hr | 1,995.00 |
|------------|---|-------------------|----------|

| | | | |
|------|-----------------------------|------------------|--------|
| Para | Code document images at W&C | 9.00 75.00/hr | 675.00 |
|------|-----------------------------|------------------|--------|

| | | Hrs/Rate | Amount |
|---------|--|--------------------|----------|
| 1/9/99 | GDF Prepare for depositions, review documents | 4.00 285.00/hr | 1,140.00 |
| | Para Code document images at W&C | 9.50 75.00/hr | 712.50 |
| 1/10/99 | GDF Prepare for depositions, review documents | 4.00 285.00/hr | 1,140.00 |
| | Para Code -document images at W&C | 10.00 75.00/hr | 750.00 |
| 1/11/99 | GDF Meeting with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] review documents, prepare for deposition, teleconference with [REDACTED] regarding scheduling hearing | 5.00 285.00/hr | 1,425.00 |
| 1/12/99 | GDF Scheduling hearing in Baltimore (Judge Heller), meeting with [REDACTED] meeting with [REDACTED] and [REDACTED] meeting with [REDACTED] prepare for deposition of Brown | 12.00 285.00/hr | 3,420.00 |
| 1/13/99 | GDF Deposition of David Brown in Baltimore, prepare for Wisner deposition | 12.00 285.00/hr | 3,420.00 |
| | Para Code [REDACTED] documents, retrieve and copy materials for P. Wisner's deposition on January 14, 1999 | 6.25 75.00/hr | 468.75 |
| 1/14/99 | GDF Deposition of P. Wisner in Baltimore | 10.00 285.00/hr | 2,850.00 |
| | Para Forward executed documents to counsel; [REDACTED] | 2.00 75.00/hr | 150.00 |

| | Hrs/Rate | Amount |
|---|-------------------|----------|
| 1/18/99 Para Sort and index source documents | 5.50 75.00/hr | 412.50 |
| 1/19/99 GDF Meeting with [REDACTED] [REDACTED] meeting with [REDACTED] [REDACTED] teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] [REDACTED] draft interrogatory responses, conference with [REDACTED] [REDACTED] | 7.00 285.00/hr | 1,995.00 |
| Para Index [REDACTED] files; review document production request from [REDACTED] memorandum to [REDACTED] | 0.25 75.00/hr | 18.75 |
| 1/20/99 GDF Interrogatory and documents production responses, designation of experts, teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] [REDACTED], meeting with [REDACTED] and [REDACTED] letter to counsel regarding [REDACTED] teleconference with [REDACTED] | 7.00 285.00/hr | 1,995.00 |
| Para Complete source document index | 3.00 75.00/hr | 225.00 |
| 1/21/99 GDF Letter to [REDACTED] designation of experts, teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] [REDACTED] review [REDACTED] material, teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] | 7.00 285.00/hr | 1,995.00 |

| | | Hrs/Rate | Amount |
|---------|--|-------------------|----------|
| 1/21/99 | Para Review [REDACTED] request for document production; create list of loan files insured by [REDACTED] [REDACTED] | 0.50 75.00/hr | 37.50 |
| 1/22/99 | GDF Review material for depositions, review [REDACTED] files, meeting with [REDACTED] regarding miscellaneous paralegal projects, teleconference with [REDACTED], organize files, meeting with [REDACTED] [REDACTED] teleconference with [REDACTED] regarding interrogatory responses, draft interrogatory and documents production responses, review Summit's responses to documents production request | 7.00 285.00/hr | 1,995.00 |
| | Para Index and [REDACTED] produced by [REDACTED] | 4.25 75.00/hr | 318.75 |
| 1/23/99 | Para [REDACTED] | 1.50 75.00/hr | 112.50 |
| 1/24/99 | Para [REDACTED] produced by [REDACTED] | 4.00 75.00/hr | 300.00 |
| 1/25/99 | GDF Edit and finalize opposition to joinder motion, teleconference with [REDACTED] regarding strategy, continue drafting interrogatory responses | 5.00 285.00/hr | 1,425.00 |
| 1/26/99 | Para [REDACTED] produced by [REDACTED] | 3.00 75.00/hr | 225.00 |
| 1/27/99 | GDF Teleconference with [REDACTED] and [REDACTED] revise [REDACTED] review documents, prepare for meeting with [REDACTED] | 4.00 285.00/hr | 1,140.00 |

| | Hrs/Rate | Amount |
|---|-------------------|-------------|
| 1/27/99 Para [REDACTED] produced by [REDACTED] | 5.00 75.00/hr | 375.00 |
| 1/28/99 Para [REDACTED] | 0.50 75.00/hr | 37.50 |
| Para [REDACTED] produced [REDACTED] | 5.50 75.00/hr | 412.50 |
| 1/29/99 GDF Review deposition transcript, draft interrogatory responses, teleconference with [REDACTED] regarding [REDACTED] issues | 4.00 285.00/hr | 1,140.00 |
| Para Finalize [REDACTED] | 1.25 75.00/hr | 93.75 |
| For professional services rendered | 190.00 | \$38,820.00 |
| Additional charges: | | |
| Courier | | 209.37 |
| Facsimile | | 595.00 |
| Photocopy | | 1,048.40 |
| Postage | | 8.27 |
| Telephone | | 38.99 |
| Total costs | | \$1,900.03 |
| Total amount of this bill | | \$40,720.03 |

| INDEX # | DATE | TIMEKEEPER | VOUCHER # | DESCRIPTION | AMOUNT |
|---------|----------|---------------------|-----------|--|--------|
| 761167 | 01/01/99 | WILLIAMS & CONNOLLY | | Lexis | 144.17 |
| 761523 | 01/01/99 | WILLIAMS & CONNOLLY | | Westlaw | 183.78 |
| 765884 | 01/01/99 | WILLIAMS & CONNOLLY | | Telephone | 63.16 |
| 758093 | 01/07/99 | H. W. GUTMAN | 76724 | Prof. Fee - VENDOR: CORPASSIST-BALTIMORE | 75.05 |
| 767728 | 01/08/99 | J. A. KEYES | | Federal Express JANEY CLERK OF THE COURT, CIVIL DIV 413617196333 | 9.00 |
| 759161 | 01/14/99 | J. A. KEYES | 76929 | Federal Express - VENDOR: FEDERAL EXPRESS | 14.35 |
| 759341 | 01/14/99 | J. A. KEYES | 76936 | COPYING CHARGES - VENDOR: [REDACTED] | 63.60 |
| 759722 | 01/20/99 | H. W. GUTMAN | | Online Research | 106.50 |
| 759723 | 01/20/99 | J. A. KEYES | | Online Research | 13.50 |
| 767944 | 01/25/99 | J. A. KEYES | | Federal Express JANEY HON: ALBERT J. MATRICIANI, Jr. 413617200877 | 9.50 |
| 764247 | 01/29/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .55 |
| 764488 | 01/29/99 | WILLIAMS & CONNOLLY | | Postage (2 entries) | 3.30 |
| 764680 | 01/29/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | 1.43 |
| 764784 | 01/29/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .99 |
| 764870 | 01/29/99 | WILLIAMS & CONNOLLY | | Postage (4 entries) | 2.86 |
| 755218 | 01/29/99 | WILLIAMS & CONNOLLY | | Postage (2 entries) | 4.95 |
| 765233 | 01/29/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .55 |
| 765236 | 01/29/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | 1.32 |
| 765463 | 01/29/99 | WILLIAMS & CONNOLLY | | Postage (2 entries) | 56.10 |
| 765472 | 01/29/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | 1.65 |
| 766571 | 01/29/99 | WILLIAMS & CONNOLLY | | Photocopy | 937.65 |

TOTAL DISBURSEMENTS:

1,693.96

| *-----COST CODE SUMMARY-----* | |
|-------------------------------|---------|
| COST CODE | AMOUNT |
| FEDEX Federal Express | 14.35 |
| FEDEXUL Federal Express | 18.50 |
| LEXIS Lexis | 144.17 |
| ONLINE Online Research | 120.00 |
| PHONE Telephone | 63.16 |
| POSTAGE Postage | 73.70 |
| PROFEE Prof. Fee-- | 75.05 |
| WESTLAW Westlaw | 183.78 |
| XEROX Photocopy | 937.65 |
| XEROX Copying Charges | 63.60 |
| COST TOTAL | 1693.96 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|----------------|--|-------|----------|
| 819191 | 12/29/98 | T. A. O'BRIEN | Talked to [redacted] about [redacted] | 1.00 | 70.00 |
| 819194 | 12/30/98 | T. A. O'BRIEN | Met with [redacted] and started creating the database. | 4.00 | 280.00 |
| 819196 | 12/31/98 | T. A. O'BRIEN | Per the request of [redacted] started to enter information into the [redacted] database. | 7.00 | 490.00 |
| 819199 | 01/01/99 | T. A. O'BRIEN | Per the request of [redacted] updated database. | 5.00 | 375.00 |
| 819200 | 01/02/99 | T. A. O'BRIEN | Per the request of [redacted] updated database. | 5.00 | 375.00 |
| 819201 | 01/03/99 | T. A. O'BRIEN | Per the request of [redacted] updated database. | 5.00 | 375.00 |
| 816889 | 01/04/99 | H. W. GUTTMAN | Review ltrs from opposition; review discovery requests from opposition; series of l/cs w/ [redacted] | .75 | 236.25 |
| 816940 | 01/04/99 | J. A. KEYES | Follow-up with [redacted] | 1.00 | 195.00 |
| 829157 | 01/04/99 | R. V. SKALBECK | As per [redacted] continuation of research [redacted] | 1.50 | 135.00 |
| 822429 | 01/04/99 | T. A. O'BRIEN | Per the request of [redacted] entered in data to be used at depositions. | 7.50 | 562.50 |
| 829221 | 01/04/99 | S. C. HELMS | Coordination with [redacted] Database | .50 | 80.00 |
| 816894 | 01/05/99 | H. W. GUTTMAN | Review opposition's interrogatories; series of l/cs w/ [redacted] conversation w/ [redacted] schedule conference discussions; protective order issues | 1.25 | 393.75 |
| 816946 | 01/05/99 | J. A. KEYES | Attempts to locate fact witnesses; phone conv w/D. Fensterheim; phone conv w/ [redacted] re subpoenaed records at [redacted] re phone call to [redacted] re same; reviewing docs received from [redacted] legal research re [redacted] | 5.50 | 1,072.50 |
| 829159 | 01/05/99 | R. V. SKALBECK | As per Howard Gutman, continuation of research performed to locate [redacted] information on [redacted] | 1.25 | 112.50 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|----------------|--|-------|----------|
| 822435 | 01/05/99 | T. A. O'BRIEN | per the request of A. Keyes, entered data into the database to be used at depositions. | 6.00 | 450.00 |
| 829223 | 01/05/99 | S. C. HELMS | Cityscape document production coordination with Alpha systems. | .50 | 80.00 |
| 816897 | 01/06/99 | H. W. GUTMAN | Review new interrogatories; review protective order; t/cs w/Fensterheim; conversations w/Fensterheim and Keyes; t/cs re [redacted] | 1.75 | 551.25 |
| 816951 | 01/06/99 | J. A. KEYES | Editing draft surreply in opposition to motion for protective order; phone calls to [redacted] phone conv [redacted] re status of compliance w/subpoena; phone conv w [redacted] re status of compliance w/subpoena; reviewing docs received from [redacted] | 5.00 | 975.00 |
| 829669 | 01/06/99 | V. T. COJAN | Linking images to the records. Do the files for LSI viewer in order to be able to get images from CDs. | 5.50 | 825.00 |
| 822438 | 01/06/99 | T. A. O'BRIEN | Per the request of H. Gutman, entered data into the database to be used during the depositions. | 9.00 | 675.00 |
| 816386 | 01/06/99 | D. A. CURTIS | per Tim O'Brien: data entry (loan info.) | 1.00 | 45.00 |
| 824431 | 01/06/99 | L. C. ANDERSON | Tim O'Brien. Entered data into Microsoft Access. | 13.00 | 585.00 |
| 820344 | 01/07/99 | H. W. GUTMAN | Review new interrogatories and pleadings; series of t/cs w/Fensterheim and Andy Keyes; t/cs [redacted] | 1.25 | 393.75 |
| 816957 | 01/07/99 | J. A. KEYES | Phone call to [redacted], drafting entry of appearance of [redacted] motion for special admission of out-of-state attorneys and proposed order; reviewing docs. | 2.00 | 390.00 |
| 822440 | 01/07/99 | T. A. O'BRIEN | per the request of H. Gutman, entered data into the database to be used at depositions. | 6.00 | 450.00 |
| 824432 | 01/07/99 | L. C. ANDERSON | Tim O'Brien. Entered data into Microsoft Access. | 13.00 | 585.00 |
| 829228 | 01/07/99 | S. C. HELMS | Coordination with A. Keyes regarding Cityscape matter, worked on database, Image linking and assistance in coding setup. | 4.00 | 640.00 |
| 820347 | 01/08/99 | H. W. GUTMAN | Review new pldgs; t/cs w/experts; review interrogatories; [redacted] | 4.75 | 1,496.25 |
| 816959 | 01/08/99 | J. A. KEYES | Reviewing [redacted] mtg w/D. Fensterheim [redacted] plan of action, needed legal research; finalizing entry | 7.00 | 1,365.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|----------------|---|-------|--------|
| 822443 | 01/08/99 | T. A. O'BRIEN | of appearance and motion for special admission of out-of-state attorneys; legal research re [REDACTED] | | |
| 822443 | 01/08/99 | T. A. O'BRIEN | Per the request of H. Gutman, prepared for depositions. | 9.00 | 675.00 |
| 824433 | 01/08/99 | L. C. ANDERSON | Tim O'Brien. Entered data into Microsoft Access. | 12.00 | 540.00 |
| 829233 | 01/08/99 | S. C. HELMS | Cityscape Document Database. | 2.00 | 320.00 |
| 829234 | 01/08/99 | S. C. HELMS | Cityscape document database. | 2.00 | 320.00 |
| 822446 | 01/09/99 | T. A. O'BRIEN | Per the request of A. Keyes, entered information to be used in the Cityscape depositions. | 11.00 | 825.00 |
| 824434 | 01/09/99 | L. C. ANDERSON | Tim O'Brien. Entered data into Microsoft Access. | 12.00 | 540.00 |
| 822447 | 01/10/99 | T. A. O'BRIEN | Per the request of H. Gutman, prepared for depositions. | 11.50 | 862.50 |
| 824435 | 01/10/99 | L. C. ANDERSON | Tim O'Brien. Entered data into Microsoft Access. | 12.00 | 540.00 |
| 820352 | 01/11/99 | H. W. GUTMAN | Prep for [REDACTED] issues; scheduling conference issues; document production issues; series of discovery questions; [REDACTED] t/cs w/David Fensterheim and Andy Keyes | 2.50 | 787.50 |
| 80396 | 01/11/99 | J. A. KEYES | Phone conv w/H. Gutman and D. Fensterheim re update; phone conv w/[REDACTED] re status of motion; phone calls to [REDACTED] phone conv w/[REDACTED] re subpoena compliance; phone conv w/[REDACTED] drafting proposed agreed protective order; legal research re [REDACTED] drafting ltr to [REDACTED] re same. | 4.75 | 926.25 |
| 825764 | 01/11/99 | T. A. O'BRIEN | Per the request of D. Fensterheim and H. Gutman, prepared for the depositions of P. Wisner and D. Brown. | 7.00 | 525.00 |
| 824436 | 01/11/99 | L. C. ANDERSON | Tim O'Brien. Entered data into Microsoft Access. | 9.00 | 405.00 |
| 829239 | 01/11/99 | S. C. HELMS | Cityscape document production coordination. | .50 | 80.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|----------------|---|-------|----------|
| 820356 | 01/12/99 | H. W. GUTMAN | Travel to and from Baltimore; mtg w/Fensterheim series of t/cs while travelling re issues | 8.00 | 2,520.00 |
| 820401 | 01/12/99 | J. A. KEYES | Drafting ltr from H. Gutman to [redacted]; phone conv w [redacted]; drafting ltr to same re [redacted] [redacted]; follow-up w [redacted] re [redacted] | 2.00 | 390.00 |
| 825765 | 01/12/99 | T. A. O'BRIEN | Per the request of H. Gutman D. Fensterheim, prepared documents for the deposition of D. Brown. | 5.00 | 375.00 |
| 4437 | 01/12/99 | L. C. ANDERSON | Tim O'Brien. Entered data into Microsoft Access. Copied relevant cases. Created list on Excel. | 13.50 | 607.50 |
| 820360 | 01/13/99 | H. W. GUTMAN | Series of t/cs w/David Fensterheim; review issues re [redacted]; depo; respond to corresp; review new pldgs; review issues re work on [redacted] | 2.50 | 787.50 |
| 820409 | 01/13/99 | J. A. KEYES | Phone convs [redacted] and [redacted] re [redacted] phone conv w/D. Fensterheim re strategy; update on [redacted] depo. | .75 | 146.25 |
| 829678 | 01/13/99 | V. T. COJAN | Linking images with the bates rnages in the database. Successfully. Writing code for sending information form database to 1st viewer. | 2.50 | 375.00 |
| 825769 | 01/13/99 | T. A. O'BRIEN | Per the request of H. Gutman and D. Fensterheim, attended deposition of David Brown. | 7.50 | 562.50 |
| 8367 | 01/14/99 | H. W. GUTMAN | Research [redacted] series of t/cs w [redacted] series of t/cs w/Fensterheim; review new pldgs and corresp; review issues re depos | 2.75 | 866.25 |
| 820412 | 01/14/99 | J. A. KEYES | Phone call to [redacted] phone conv w [redacted] [redacted] re motion for protective order; drafting ltr to Hon. Noel re proposed protective order; revising proposed protective order; reviewing [redacted] re [redacted] editing and finalizing ltr to Hon. Noel. | 3.00 | 585.00 |
| 825770 | 01/14/99 | T. A. O'BRIEN | Per the request of H. Gutman, attended the deposition of Paul Wisner. | 7.50 | 562.50 |
| 820674 | 01/15/99 | J. L. AMIRA | Organized and indexed all files. | 3.00 | 195.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|---------------|--|-------|----------|
| 823706 | 01/18/99 | H. W. GUTMAN | Series of t/cs w/David Fensterheim; work on mtg w/ [redacted] schedule; review interrogatories; review other pldgs | 2.75 | 866.25 |
| 820422 | 01/18/99 | J. A. KEYES | Mtg w/H. Gutman re plan of action; timetable, preparation therefor. | 1.00 | 195.00 |
| 823710 | 01/19/99 | H. W. GUTMAN | Mtg w/David Fensterheim; mtgs. [redacted] w/David Fensterheim; work on interrogatories; work on computer problems w/David Fensterheim and Shawn Helms | 5.50 | 1,732.50 |
| 823751 | 01/19/99 | J. A. KEYES | Phone conv w/ [redacted] update to H. Gutman and D. Fensterheim. | .25 | 48.75 |
| 824040 | 01/19/99 | J. L. AMIRA | Organized documents and cataloged them. Flagged and xeroxed documents for [redacted] | 3.75 | 243.75 |
| 829547 | 01/19/99 | T. A. O'BRIEN | Meeting with H. Gutman / D. Fensterheim re database. Helped T. Crojan with Concordance database. | 1.00 | 75.00 |
| 828475 | 01/19/99 | M. L. HAVINGA | Assisted Tudor with Cityscape database. | .50 | 40.00 |
| 829249 | 01/19/99 | S. C. HELMS | Meeting with David Fensterhim and Howard Gutman. | .50 | 80.00 |
| 827311 | 01/20/99 | H. W. GUTMAN | Series of mtgs and t/cs re responses to motions; review interrogatory responses; review [redacted] issues; review technology problems; pursuit of [redacted] | 2.75 | 866.25 |
| 823756 | 01/20/99 | J. A. KEYES | Phone conv w/D. Fensterheim re update on depos, specified tasks. | .25 | 48.75 |
| 82685 | 01/20/99 | V. T. COJAN | New Structure for Cityscape database in Access. Changing the userinterface and incorporating the old data. | 2.50 | 375.00 |
| 824043 | 01/20/99 | J. L. AMIRA | Meeting with the attorneys. demonstrated concordance. | 2.00 | 130.00 |
| 827317 | 01/21/99 | H. W. GUTMAN | Series of conversations w/Andy Keyes and t/cs w/David Fensterheim, w/Shawn Helms re [redacted] review outstanding motions; strategy session; review experts; | 2.25 | 708.75 |
| 823762 | 01/21/99 | J. A. KEYES | Phone conv w/D. Fensterheim re brief, motions; mtg w/T. Amira re overview of case. | .50 | 97.50 |
| 829688 | 01/21/99 | V. T. COJAN | New changes to the structure of the database. New orientation of the way data should be entered. | 3.00 | 450.00 |

TIME ENTRIES

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|--------------|---|-------|----------|
| 824047 | 01/21/99 | J. L. AMIRA | Created litigation schedule for attorneys. made xerox copies. | 1.00 | 65.00 |
| 827322 | 01/22/99 | H. W. GUTMAN | Series of conversations re strategy; [redacted] l/cs w [redacted] revision of motions; revision of [redacted] corresp and revision of corresp | 3.25 | 1,023.75 |
| 823763 | 01/22/99 | J. A. KEYES | Phone conv w [redacted] re status of motion for protective order; legal research re joinder of necessary parties under Md law; mtgs w/J. Amira and Dr. Fensterheim. | 4.50 | 877.50 |
| 9689 | 01/22/99 | V. T. COJAN | Changing the user interface. put all the bates numbers in the database. | 3.00 | 450.00 |
| 824050 | 01/22/99 | J. L. AMIRA | Meeting with the attorneys. briefed me on the case. sorted documents. received assignments for the next few days. made xerox copies. organized files. | 5.00 | 325.00 |
| 829251 | 01/22/99 | S. C. HELMS | Cityscape meeting regarding documents. | .50 | 80.00 |
| 829342 | 01/22/99 | S. J. LITA | HELPED T. COJAN MAKE CHANGES TO ACCESS DATABASE. | 1.00 | 80.00 |
| 823770 | 01/23/99 | J. A. KEYES | Drafting brief in opp. to motion to join necessary parties; legal research re same. | 5.25 | 1,023.75 |
| 823772 | 01/24/99 | J. A. KEYES | Editing draft brief in opp. to motion to join necessary parties; legal research re adequate notice of videotaped depo. | 4.50 | 877.50 |
| 827326 | 01/25/99 | H. W. GUTMAN | Series of l/cs w/Fensterheim; work on docs and data base; opposition to their discovery; review new motions | 2.00 | 630.00 |
| 827376 | 01/25/99 | J. A. KEYES | Editing and finalizing draft brief in opposition to motion to join necessary parties; phone conv w [redacted] re resolution of discovery issues. | 1.50 | 292.50 |
| 827622 | 01/25/99 | J. L. AMIRA | [redacted] sorted loan files and [redacted] | 6.00 | 390.00 |
| 827381 | 01/26/99 | J. A. KEYES | Mtg w/J. Amira re tasks; phone conv [redacted] and [redacted] re analysis of [redacted] | 1.00 | 195.00 |
| 829692 | 01/26/99 | V. T. COJAN | Meeting with Shawn, David and Howard for the City Scape database. Explaining the dataentry and image link. | 1.50 | 225.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|----------|
| 827624 | 01/26/99 | J. L. AMIRA | Continued [REDACTED] Met with Andy Keyes to discuss future projects. pulled documents to be xeroxed for david fensterheim. followed up [REDACTED] started to index [REDACTED] | 7.50 | 487.50 |
| 827338 | 01/27/99 | H. W. GUTMAN | Review document computerization; review motion to compel; series of mtgs w/Andy Keyes and David Fensterheim; review depo of David Brown | 3.25 | 1,023.75 |
| 826347 | 01/27/99 | B. H. DUNNINGER | Spoke w/ T. O'Brien re [REDACTED] | .25 | 37.50 |
| 827386 | 01/27/99 | J. A. KEYES | Mtg w/D. Fensterheim re [REDACTED] motions to compel, strategy, document management; drafting [REDACTED] to [REDACTED] | 6.00 | 1,170.00 |
| 826654 | 01/27/99 | C. S. LIETZAN | Per Keyes, [REDACTED] information on [REDACTED] | 2.00 | 250.00 |
| 827625 | 01/27/99 | J. L. AMIRA | Xeroxed documents for Fensterheim for his mtg on 1/28/99. Met with computer people to review coding process. discussed assignments with Keyes and Fensterheim. flagged and started to xerox documents for Fensterheim for discovery. followed up [REDACTED] continued working on compiling information for [REDACTED] | 9.50 | 617.50 |
| 829256 | 01/27/99 | S. C. HELMS | CityScope database setup for Jen and Image work | 1.00 | 160.00 |
| 827343 | 01/28/99 | H. W. GUTMAN | Review new pldgs, corresp, and docs; review witnesses | 2.75 | 866.25 |
| 826349 | 01/28/99 | B. H. DUNNINGER | Reviewed [REDACTED] memos re [REDACTED] Mtgs w/ [REDACTED] and [REDACTED] re matter. Began researching [REDACTED] | 3.75 | 562.50 |
| 827390 | 01/28/99 | J. A. KEYES | Mtg w/B. Dunninger re [REDACTED] drafting motion to compel D. Brown. | 7.50 | 1,462.50 |
| 826662 | 01/28/99 | C. S. LIETZAN | Per Keyes, further research [REDACTED] information on [REDACTED] | .75 | 93.75 |
| 826169 | 01/28/99 | A.D. JULIAN | Per Andy Keyes, locate the [REDACTED] of the [REDACTED] | .75 | 93.75 |
| 827628 | 01/28/99 | J. L. AMIRA | Coded loan files. miscellaneous tasks. | 6.50 | 422.50 |
| 827349 | 01/29/99 | H. W. GUTMAN | Review strategy issues; review depositions; t/c w/ [REDACTED] research re motions to compel | 1.25 | 393.75 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|--------|
| 826351 | 01/29/99 | B. H. DUNNINGER | Reviewed Maryland cases re [REDACTED] | 4.25 | 637.50 |
| 827399 | 01/29/99 | J. A. KEYES | Drafting motion to compel D. Brown. | 5.00 | 975.00 |
| 827629 | 01/29/99 | J. L. AMIRA | Followed up with [REDACTED] at the request of A. Keyes, I researched [REDACTED] flagged documents looking for [REDACTED] met with Andy Keyes to discuss [REDACTED] coded documents. | 6.50 | 422.50 |
| 828121 | 01/29/99 | L. C. ANDERSON | Jen Amira. Searching for and flagging relevant documents | 1.50 | 67.50 |

TOTALS:

417.75

61,013.75

50,788.75

FENSTERHEIM & BEAN, P.C.

Suite 800, 1250 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 637-6667

G. David Fensterheim
(202) 637-6481

Fax (202) 842-2869
e-mail: fandbpc@aol.com

February Invoice

Mr. Jonah Goldstein
Cityscape Corporation
565 Taxter Road
Elmsford, NY 10523

Consolidated Invoice
No. 51354

Re. Invoice - Atlas/Global matter (thru February 28, 1999)

Fees:

| | | | |
|------------------|---------------|--------------|--------------------|
| D. Fensterheim | 88.00 | hours | \$25,080.00 |
| H W. Gutman | 25.75 | hours | \$7,596.25 |
| J. A. Keys | 83.75 | hours | \$16,331.25 |
| B. Dunninger | 54.25 | hours | \$8,137.50 |
| Litigation Staff | 22.25 | hours | \$3,027.50 |
| Library Staff | 4.50 | hours | \$540.00 |
| Paralegal | 275.75 | hours | \$24,291.25 |
| <i>Total Fee</i> | <i>554.25</i> | <i>hours</i> | <i>\$85,003.75</i> |

Expenses:

| | |
|-------------------|-----------------------|
| Courier | \$288.44 |
| Photocopies | \$3,679.07 |
| Travel | \$769.43 |
| Postage | \$200.07 |
| Professional Fees | \$1,327.08 |
| Telephone | \$234.88 |
| On-Line Research | \$678.10 |
| Total Expenses | \$7,177.07 |

Total amount due for this invoice

\$92,180.82

| | | |
|--------------------|----------------|---------------|
| Fensterheim & Bean | Total Fees | \$31,792.50 |
| | Total Expenses | <u>645.90</u> |
| | Total | \$32,438.40 |

| | | |
|---------------------|----------------|-----------------|
| Williams & Connolly | Total Fees | \$53,211.25 |
| | Total Expenses | <u>6,531.17</u> |
| | Total | \$59,742.42 |

FENSTERHEIM & BEAN, P.C.

Professional services through

| | Hrs/Rate | Amount |
|---|-------------------|----------|
| 2/1/99 Para Format discovery responses | 5.00 75.00/hr | 375.00 |
| GDF [REDACTED] revise responses to discovery, letter to Krause, letter to Kilcarr [REDACTED] [REDACTED] prepare for witness interviews | 7.00 285.00/hr | 1,995.00 |
| 2/2/99 Para Draft deposition notice; format discovery responses | 3.25 75.00/hr | 243.75 |
| GDF [REDACTED] letter to lake, [REDACTED] [REDACTED] responses to discovery, [REDACTED] [REDACTED] prepare for hearing, [REDACTED] [REDACTED] | 6.50 285.00/hr | 1,852.50 |

| | | Hrs/Rate | <u>Amount</u> |
|---------|---|-------------------|---------------|
| 2/3/99 | Para [REDACTED] review files; draft deposition notice | 2.50 75.00/hr | 187.50 |
| | GDF [REDACTED] hearing in Baltimore, [REDACTED] draft discovery motions, conference with opposing counsel in Baltimore | 7.00 285.00/hr | 1,995.00 |
| 2/4/99 | Para Serve deposition notice; format order; filing | 1.00 75.00/hr | 75.00 |
| | GDF Finalize discovery motions, teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] [REDACTED] | 6.00 285.00/hr | 1,710.00 |
| 2/5/99 | Para Draft letter to [REDACTED] [REDACTED] | 0.50 75.00/hr | 37.50 |
| | Para [REDACTED] | 3.00 75.00/hr | 225.00 |
| 2/8/99 | Para [REDACTED] coordinate with W&C | 3.00 75.00/hr | 225.00 |
| 2/9/99 | Para Coordinate data entry [REDACTED] | 0.50 75.00/hr | 37.50 |
| | Para Examine [REDACTED] [REDACTED] | 6.50 75.00/hr | 487.50 |
| 2/10/99 | Para Code loan documents | 5.00 75.00/hr | 375.00 |

| | Hrs/Rate | Amount |
|--|-------------------|----------|
| 2/10/99 Para Examine [REDACTED] [REDACTED] prepare table | 1.70 75.00/hr | 127.50 |
| GDF Reveiw and revise motion to compel discovery, teleconference with [REDACTED] [REDACTED] prep for depositions | 285.00/hr | 0.00 |
| 2/11/99 Para Code loan documents | 7.00 75.00/hr | 525.00 |
| GDF Reveiw and revise motion to compel teleconference with [REDACTED] review [REDACTED] | 285.00/hr | 0.00 |
| 2/12/99 Para Code loan documents | 6.00 75.00/hr | 450.00 |
| 2/13/99 Para Code loan documents | 5.00 75.00/hr | 375.00 |
| 2/14/99 Para Code loan documents | 4.50 75.00/hr | 337.50 |
| 2/15/99 Para Code loan documents; prepare deposition exhibits` | 6.00 75.00/hr | 450.00 |
| Para Prepare deposition exhibits | 0.25 75.00/hr | 18.75 |
| GDF Prepare for deposition of Wisner and Blank | 8.00 285.00/hr | 2,280.00 |
| 2/16/99 GDF Depositions in Baltimore, hearing before Judge Noel regarding discovery disputes, interview [REDACTED] [REDACTED] | 8.00 285.00/hr | 2,280.00 |
| 2/17/99 Para Review productio requests; find information on [REDACTED] [REDACTED] create deposition notices | 3.50 75.00/hr | 262.50 |

| | | Hrs/Rate | Amount |
|---------|--|-------------------|----------|
| 2/17/99 | GDF Teleconference with [REDACTED] | 285.00/hr | 0.00 |
| 2/18/99 | Para Review document production requests from title companies | 1.00 75.00/hr | 75.00 |
| GDF | Meeting with [REDACTED] teleconference with [REDACTED] regarding [REDACTED] and other issues, meeting with [REDACTED] meeting with [REDACTED] reveiw and revise [REDACTED] review [REDACTED] research, teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] | 5.00 285.00/hr | 1,425.00 |
| 2/19/99 | GDF Review [REDACTED] motion for approval of [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] regarding [REDACTED] matter, letter regarding [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] review motion [REDACTED] research letter to [REDACTED] | 6.00 285.00/hr | 1,710.00 |
| 2/22/99 | Para Letter to [REDACTED] regarding [REDACTED] provision, deposition notices for Fantin and Harbaugh; formatting letter to [REDACTED] and [REDACTED] | 1.00 75.00/hr | 75.00 |

| | | Hrs/Rate | Amount |
|---------|---|-------------------|----------|
| 2/22/99 | GDF Teleconference with [REDACTED] regarding bank records, teleconference with [REDACTED] teleconference with [REDACTED] draft response letter to [REDACTED] regarding [REDACTED] issue, teleconference with [REDACTED] teleconference with [REDACTED] draft deposition notices, teleconference with [REDACTED] teleconference with [REDACTED] letter to [REDACTED] | 5.50 285.00/hr | 1,567.50 |
| 2/23/99 | Para Draft and revise response letters to [REDACTED] and [REDACTED] assemble materials to send to [REDACTED] photocopy documents | 5.00 75.00/hr | 375.00 |
| | GDF Teleconference with [REDACTED] teleconference with [REDACTED] letter to counsel, review [REDACTED] letter to [REDACTED] review documents, letter to [REDACTED] revise Court Order | 5.00 285.00/hr | 1,425.00 |
| 2/24/99 | Para [REDACTED] [REDACTED] [REDACTED] creating a list of parties to serve [REDACTED] on [REDACTED] | 5.00 75.00/hr | 375.00 |
| | Para [REDACTED] [REDACTED] | 1.70 75.00/hr | 127.50 |
| | GDF Review and respond to [REDACTED] revise discovery order, teleconference with [REDACTED], teleconference [REDACTED] review documents in [REDACTED] | 8.00 285.00/hr | 2,280.00 |

| | | Hrs/Rate | Amount |
|---------|---|-------------------|-------------|
| | preparation for depositions, meeting with [REDACTED] in [REDACTED], teleconference with [REDACTED] [REDACTED] review [REDACTED] issues | | |
| 2/25/99 | Para Quick-code and key-code Cityscape files; coordinate with W&C | 6.00 75.00/hr | 450.00 |
| | Para Sort special instructions and [REDACTED] for [REDACTED] by [REDACTED] | 0.60 75.00/hr | 45.00 |
| | GDF Teleconference with [REDACTED] teleconference with [REDACTED] revise letter to [REDACTED] review documents in preparation for meeting with [REDACTED] teleconference with [REDACTED] | 6.00 285.00/hr | 1,710.00 |
| 2/26/99 | Para Review [REDACTED] information received from [REDACTED] | 5.00 75.00/hr | 375.00 |
| | GDF Meeting in [REDACTED] with [REDACTED] [REDACTED] interview [REDACTED] [REDACTED] teleconference with [REDACTED] [REDACTED] regarding [REDACTED] issues | 7.00 285.00/hr | 1,995.00 |
| 2/28/99 | GDF Finalize opposition to motion to stay | 3.00 285.00/hr | 855.00 |
| | For professional services rendered | 177.50 | \$31,792.50 |
| | Additional charges: | | |
| | Courier | | 19.00 |
| | Local Travel | | 98.21 |
| | Postage | | 3.30 |

| | Amount |
|---------------------------|-------------|
| Telephone | 56.29 |
| Travel | 469.10 |
| Total costs | \$645.90 |
| Total amount of this bill | \$32,438.40 |

DISBURSEMENTS

| INDEX # | DATE | TIMEKEEPER | VOUCHER # | DESCRIPTION | AMOUNT |
|---------|----------|---------------------|-----------|---|----------|
| 769762 | 02/11/99 | H. W. GUTMAN | | Dialog Research | 3.14 |
| 769997 | 02/16/99 | H. W. GUTMAN | 78316 | Prof. Fee - VENDOR: CORPASSIST-BALTIMORE | 605.65 |
| 770109 | 02/17/99 | H. W. GUTMAN | 78349 | Telephone - VENDOR: SHAWN HELMS | 87.75 |
| 770114 | 02/17/99 | J. A. KEYES | 78364 | Marshal Fee - VENDOR: CAPITOL PROCESS SERVICES | 230.00 |
| 770117 | 02/17/99 | J. A. KEYES | 78367 | Marshal Fee - VENDOR: CAPITOL PROCESS SERVICES | 120.00 |
| 770147 | 02/17/99 | J. A. KEYES | 78385 | Other Costs - USAGE - VENDOR: CDB INFOTEK | 7.00 |
| 510 | 02/19/99 | J. A. KEYES | | Dunn & Bradstreet Research | 98.00 |
| 770526 | 02/19/99 | J. A. KEYES | 78435 | Copying Charges - VENDOR: [REDACTED] | 445.00 |
| 771010 | 02/19/99 | J. A. KEYES | 78479 | Copying Charges - VENDOR: THE SUPERIOR GROUP | 84.52 |
| 771400 | 02/22/99 | H. W. GUTMAN | 78588 | Other Costs - VENDOR: CDW COMPUTER CENTERS, INC.-COMPUTER EQUIPMENT | 1,039.45 |
| 771417 | 02/23/99 | H. W. GUTMAN | 78608 | Prof. Fee - VENDOR: ALPHA SYSTEMS | 4,130.28 |
| 771445 | 02/23/99 | R. V. SKALBECK | | Lexis | 156.51 |
| 771829 | 02/24/99 | J. A. KEYES | 78688 | Copying Charges - VENDOR: CLERK OF THE CIRCUIT COURT | 28.00 |
| 779393 | 02/26/99 | WILLIAMS & CONNOLLY | | Postage (18 entries) | 196.77 |
| 780047 | 02/27/99 | WILLIAMS & CONNOLLY | | Photocopy | 1,981.20 |

TOTAL DISBURSEMENTS:

10,661.15

4531.17

1000 6000
CIR 1000

| *-----COST CODE SUMMARY-----* | | AMOUNT |
|-------------------------------|--------------------------------|----------|
| D&B | Dunn & Bradstreet Research | 98.00 |
| DIALOG | Dialog Research | 3.14 |
| EPIC | EPIC ON-LINE DATABASE SERVICES | 25.60 |
| FEDDEX | Federal Express | 13.60 |
| IMEALS | Meals | 98.54 |
| LEXIS | Lexis | 337.87 |
| MARSHAL | Marshal Fee | 350.00 |
| MESSUL | Messenger | 255.84 |
| MISCEXP | Misc. Exp. | 307.30 |
| FALS | Meals | 34.35 |
| OTHER | Other Costs | 1046.45 |
| OTRAVEL | Travel | 27.10 |
| PHONE | Telephone | 90.84 |
| POSTAGE | Postage | 196.77 |
| PROFFEE | Prof. Fee- | 4735.93 |
| REDTOP | Cabs | 42.13 |
| SUPPLYO | Supplies | 64.13 |
| TELEFON | Telephone | 87.75 |
| WESTJAW | Westlaw | 213.49 |
| XEROXO | Photocopy | 1981.20 |
| XEROXO | Copying Charges | 651.42 |
| COST TOTAL | | 10661.45 |

| INDEX # | DATE | TIMEKEEPER | VOUCHER # | DESCRIPTION | AMOUNT |
|---------|----------|---------------------|-----------|---|--------|
| 768977 | 01/06/99 | J. A. KEYES | | Messenger ME JAKEY WILLIAMS & CONNOLLY CIR COURT OF BALTIMORE C | 200.00 |
| 769090 | 01/06/99 | H W GUTMAN | | Messenger AC HWGUT WILLIAMS AND CONNOLLY DAVID FENSTERHIEM → | 40.50 |
| 769720 | 01/08/99 | T. A. O'BRIEN | | Meals Dinner for T. O'Brien, L. Anderson, and Fensterheim's secretary (Natalie). | 26.59 |
| 769721 | 01/09/99 | T. A. O'BRIEN | | Meals Lunch for T. O'Brien, L. Anderson, and Fensterheim's Secretary. | 20.65 |
| 7722 | 01/09/99 | T. A. O'BRIEN | | Meals Dinner for D. Fensterheim, T. O'Brien, L. Anderson, and Fensterheim's secretary. | 28.35 |
| 769723 | 01/10/99 | T. A. O'BRIEN | | Meals Dinner for T. O'Brien, L. Anderson, and Fensterhiem's secretary. | 22.95 |
| 769686 | 01/12/99 | H. W. GUTMAN | | Travel Parking in [REDACTED] | 8.50 |
| 769687 | 01/12/99 | H. W. GUTMAN | | Travel Car mileage, [REDACTED] at \$.31 per mile [REDACTED] | 18.60 |
| 769688 | 01/12/99 | H. W. GUTMAN | | Meals Working lunch: Howard Gutman, David Fensterheim (client), [REDACTED] | 34.35 |
| 770446 | 01/28/99 | WILLIAMS & CONNOLLY | | Cabs GILCHRIST, DORIDAN 725 12TH ST NW DC [REDACTED] | 42.13 |
| 767028 | 02/01/99 | J. A. KEYES | 77745 | Copying Charges - VENDOR: THE SUPERIOR GROUP | 93.90 |
| 770273 | 02/01/99 | WILLIAMS & CONNOLLY | | Messenger | 7.67 |
| 7775 | 02/01/99 | WILLIAMS & CONNOLLY | | Messenger | 7.67 |
| 778065 | 02/01/99 | WILLIAMS & CONNOLLY | | Lexis | 181.36 |
| 778222 | 02/01/99 | WILLIAMS & CONNOLLY | | Westlaw | 87.47 |
| 778257 | 02/01/99 | WILLIAMS & CONNOLLY | | Westlaw | 126.02 |
| 778771 | 02/01/99 | WILLIAMS & CONNOLLY | | Telephone | 90.84 |
| 768253 | 02/03/99 | J. A. KEYES | 77867 | Misc. Exp. - VENDOR: [REDACTED] | 307.30 |
| 768595 | 02/05/99 | T. A. O'BRIEN | 77950 | Supplies - VENDOR: ALPHA SYSTEMS DUPLICATE CD'S | 64.13 |
| 769562 | 02/10/99 | H. W. GUTMAN | 78094 | Federal Express - VENDOR: FEDERAL EXPRESS | 13.60 |
| 769740 | 02/11/99 | J. A. KEYES | | EPIC ON-LINE DATABASE SERVICES | 25.60 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|----------|
| 830877 | 02/01/99 | H. W. GUTMAN | T/cs and mtgs w [REDACTED] review [REDACTED] pldgs; [REDACTED] prep for interview | 1.00 | 315.00 |
| 830203 | 02/01/99 | B. H. DUNNINGER | Completed research re [REDACTED] against [REDACTED] memo re issue. [REDACTED] began drafting | 5.75 | 862.50 |
| 830967 | 02/01/99 | J. A. KEYES | Drafting motion to compel and for sanctions against [REDACTED], motion for expedited briefing and hearing; phone convs w [REDACTED] and [REDACTED] re legal research and discovery responses; mtg w [REDACTED] re subpoenas for [REDACTED] records. | 4.00 | 780.00 |
| 839797 | 02/01/99 | A. D. JULIAN | Per [REDACTED] [REDACTED] | 1.75 | 218.75 |
| 830717 | 02/01/99 | E. R. SOBONG | Per [REDACTED] Flag [REDACTED] within [REDACTED] files. | 2.50 | 162.50 |
| 831220 | 02/01/99 | J. L. AMIRA | Continued quick coding documents. xeroxed files for [REDACTED] pulled and flagged certain [REDACTED] for [REDACTED] searched [REDACTED] for [REDACTED] in [REDACTED] files. followed up with [REDACTED] | 9.50 | 617.50 |
| 842371 | 02/01/99 | M. L. HAVINGA | Prepared witness depositions into manuscript format with word index. | .50 | 40.00 |
| 843187 | 02/01/99 | S. J. LITA | SET UP EXTERNAL HARDDRIVE TO HOLD IMAGES FOR D. FENSTERHEIM. | 2.00 | 160.00 |
| 830885 | 02/02/99 | H. W. GUTMAN | Mtg w [REDACTED] interview of [REDACTED] | 3.75 | 1,181.25 |
| 0206 | 02/02/99 | B. H. DUNNINGER | Completed and edited memo re [REDACTED] spoke w [REDACTED] re issue. | 2.50 | 375.00 |
| 830974 | 02/02/99 | J. A. KEYES | Phone conv w [REDACTED] re update and tasks. | .50 | 97.50 |
| 843500 | 02/02/99 | V. T. COTAN | Batch Printing. Made a new form for custom search in the database. Get the [REDACTED] creating the concord.doc file for printing all the images that fall in that search. | 4.00 | 600.00 |
| 830718 | 02/02/99 | E. R. SOBONG | Per [REDACTED] Organize [REDACTED] files; locate missing [REDACTED] documents; duplicate documents from [REDACTED] files concerning [REDACTED] | 7.50 | 487.50 |
| 831221 | 02/02/99 | J. L. AMIRA | Put together documents for a [REDACTED] for hearing on 2/3/99. continued quick coding. followed up with [REDACTED] compared [REDACTED] | 7.50 | 487.50 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|----------|
| 843190 | 02/02/99 | S. J. LITA | finished flagging docs. for xeroxing. printed out certain file off of concordance. met with for new assignments. | 2.00 | 160.00 |
| 830890 | 02/03/99 | H. W. GUTMAN | TROUBLE SHOT PROBLEMS W/ EXTERNAL HARDDRIVE SETUP FOR D. FENSTERHEIM | 1.50 | 472.50 |
| 830207 | 02/03/99 | B. H. DUNNINGER | Series of t/cs w mtgs w review memos from review new corresp | 2.50 | 375.00 |
| 830977 | 02/03/99 | J. A. KEYES | Spoke w re mater; mtg. w and researched issue re research re | 7.00 | 1,365.00 |
| 830719 | 02/03/99 | E. R. SOBONG | Mtgs w and re legal research, motions to compel; phone conv w legal research re same; editing draft motions, legal research re same. | 7.25 | 471.25 |
| 831222 | 02/03/99 | J. L. AMIRA | Per separate file documents for lists of separated by compile identified by and | 7.00 | 455.00 |
| 843193 | 02/03/99 | S. J. LITA | Finished quick coding docs on docs. organized docs for examined started drafting for e-mailed updated task list to attys. | .25 | 20.00 |
| 830212 | 02/04/99 | B. H. DUNNINGER | SEARCHED VENDOR WEB SITES FOR LARGE EXTERNAL HARD DRIVE AND A SCSI-TO-PCMCIA ADAPTER CARD, PER REQUEST OF S. HELMS. | 1.25 | 393.75 |
| 830986 | 02/04/99 | J. A. KEYES | Series of t/cs; review motions re discovery Spoke w re motion to compel; research re depositions. | .75 | 112.50 |
| 840344 | 02/04/99 | C. S. LIETZAN | Editing draft motion to compel depo answers, motion for expedited briefing and hearing, motion to compel production of docs; legal research re same; phone conv w drafting and sending ltr to | 12.00 | 2,340.00 |
| 830721 | 02/04/99 | E. R. SOBONG | Per locate current addresses for Compile lists of separated by and identified by prepare exhibits from witness depositions; prepare | 6.75 | 438.75 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|----------|
| 831224 | 02/04/99 | J. L. AMIRA | subpoenas for [redacted] and [redacted] Searched [redacted] deposition for number of times [redacted] did library research to track down [redacted] continued writing [redacted] | 3.75 | 243.75 |
| 834253 | 02/05/99 | H. W. GUTMAN | Review discovery motions; conversations w/team; review new corresp | .75 | 236.25 |
| 830214 | 02/05/99 | B. H. DUNNINGER | Researched law for motion to compel; mtg w/ [redacted] re motion. | 2.25 | 337.50 |
| 830996 | 02/05/99 | J. A. KEYES | Editing and finalizing motion to compel depo answers; motion for expedited briefing and hearing; drafting motion for enlargement of time in which to file discovery responses; phone conv w/ [redacted] | 4.25 | 828.75 |
| 843509 | 02/05/99 | V. T. COJAN | Transfer all the code for batch printing in the Cityscape Database, on the network. | .25 | 37.50 |
| 830723 | 02/05/99 | F. R. SOBONG | Per [redacted]: duplicate [redacted] prepare memo listing content of documents duplicated; prepare binder of [redacted] organized chronologically. | 6.50 | 422.50 |
| 831225 | 02/05/99 | J. L. AMIRA | Followed up with [redacted] helped [redacted] with a motion by searching for and gathering documents. finished xeroxing for [redacted] at [redacted]'s office. examined [redacted] documents. worked on charts. met with [redacted] for new assignments. | 7.50 | 487.50 |
| 830998 | 02/07/99 | J. A. KEYES | Drafting ltr to [redacted] subpoena; drafting ltr to [redacted] response by [redacted] to doc requests; editing motion for enlargement of time, motion to compel production of docs. | 8.50 | 1,657.50 |
| 834258 | 02/08/99 | H. W. GUTMAN | Review discovery motions; new corresp; work on privilege issues; issues re contacting witnesses | 4.25 | 1,338.75 |
| 834293 | 02/08/99 | J. A. KEYES | Reviewing correspondence from [redacted]; phone call to [redacted]; editing and finalizing motion for enlargement of time; telcon w/ [redacted]; editing motion to compel production of documents; reviewing [redacted] [redacted] identifying [redacted] to be added to complaint. | 6.00 | 1,170.00 |
| 834057 | 02/08/99 | F. R. SOBONG | Per [redacted]: duplicate loan application files and prepare binder of [redacted] ordered | 6.25 | 406.25 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|--|-------|----------|
| 834560 | 02/08/99 | J. L. AMIRA | Chronologically. Coded files. helped [redacted] write subpoenas. worked on tables for [redacted] files. | 9.00 | 585.00 |
| 834298 | 02/09/99 | J. A. KEYES | Reviewing preliminary report on [redacted] finalizing [redacted] and [redacted] subpoenas; editing motion to compel production of documents; legal research re same; telcon w/ [redacted] | 5.50 | 1,072.50 |
| 843513 | 02/09/99 | V. T. COJAN | Setting up a computer for a paralegal to code on the Cityscape database. | 1.50 | 225.00 |
| 83514 | 02/09/99 | V. T. COJAN | Setting up the computer for David. Put a replica of the Cityscape database on his laptop. | 1.50 | 225.00 |
| 834061 | 02/09/99 | F. R. SOBONG | Per [redacted]: Code documents in loan application files into document database. | 5.75 | 373.75 |
| 834562 | 02/09/99 | J. L. AMIRA | Put together subpoenas. (xeroxed, compiled, addressed, mailed), coded documents. met with Atty's. | 11.00 | 715.00 |
| 843097 | 02/09/99 | S. C. HELMS | Meeting with [redacted] and [redacted] regarding Cityscape database [redacted]. | 1.00 | 160.00 |
| 843099 | 02/09/99 | S. C. HELMS | Research and setup external storage device for Cityscape matter. | 1.00 | 160.00 |
| 837842 | 02/10/99 | H. W. GUTMAN | Prep ltr to opposing counsel; review new corresp; review discovery dispute issues | .75 | 236.25 |
| 834303 | 02/10/99 | J. A. KEYES | Editing motion to compel production of documents; legal research re same; review of documents received from [redacted]; telcon w/ [redacted] of [redacted] telcons w/ [redacted] | 5.00 | 975.00 |
| 834062 | 02/10/99 | E. R. SOBONG | Per [redacted]: Code documents in loan application files into document database. | 12.00 | 780.00 |
| 834564 | 02/10/99 | J. L. AMIRA | Coded documents. received and reviewed [redacted] material. analyzed [redacted] information. | 8.50 | 552.50 |
| 835063 | 02/10/99 | L. C. ANDERSON | Jen Amira. Coding documents in Microsoft Access. | 3.50 | 157.50 |
| 833503 | 02/11/99 | B. H. DUNNINGER | Research re [redacted] | 3.75 | 562.50 |
| 834309 | 02/11/99 | J. A. KEYES | Editing and finalizing motion to compel production of documents; legal research re same; mtg. w/ [redacted] and [redacted] telcon w/ [redacted] re scheduling interview; | 6.00 | 1,170.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|--------|
| 834063 | 02/11/99 | E. R. SOBONG | telcon w/ [redacted] mtg w/ [redacted] re [redacted] overview of case. Per [redacted] Code documents in loan application files into document database. | 11.00 | 715.00 |
| 834565 | 02/11/99 | J. L. AMIRA | Coded documents. spent afternoon meeting with attys. exchanging information and creating new task lists. followed up with [redacted] in search of [redacted] spent morning with computer people trying to fix database and create it to suit our needs better. | 7.00 | 455.00 |
| 7847 | 02/12/99 | H. W. GUTMAN | Series of t/cs w/ [redacted] discuss research issues w/ [redacted] review deposition discovery issues and [redacted] re same | 1.50 | 472.50 |
| 833507 | 02/12/99 | B. H. DUNNINGER | Research re fraud damages; mtgs w/ [redacted] and [redacted] re same | 3.75 | 562.50 |
| 834313 | 02/12/99 | J. A. KEYES | Telcon w/ [redacted] legal research re notice of dep. [redacted] telcon w/ [redacted] and [redacted] re subpoena to [redacted] telcon w/ [redacted] re interview, update re same to team; reviewing Valley's opp. to motion to compel answers to dep. questions; telcon w/ [redacted] re same; telcon w/ [redacted] re [redacted] | 4.50 | 877.50 |
| 834064 | 02/12/99 | E. R. SOBONG | Per [redacted] Code documents in loan application files into document database. Confer with [redacted] and [redacted] regarding database [redacted] procedures. | 7.25 | 471.25 |
| 4567 | 02/12/99 | J. L. AMIRA | Searched files for [redacted] [redacted] [redacted] spent time talking to [redacted] about information needed to identify [redacted] gathered information for [redacted] and faxed to them. worked with computer people on database. got trained on copying files in order to set-up laptop for deposition. created and e-mailed team an updated progress report. worked with document clerk on printing projec. went over coding with paralegal and reviewed anything [redacted] | 9.00 | 585.00 |
| 835064 | 02/12/99 | L. C. ANDERSON | Jen Amira. Coding documents in Microsoft Access. | 4.00 | 180.00 |
| 834066 | 02/13/99 | E. R. SOBONG | Per [redacted] duplicate and Bates stamp newly-received documents. | .75 | 48.75 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|--|-------|--------|
| 834568 | 02/13/99 | J. L. AMIRA | Worked with GDF to prepare for deposition. Date stamped [redacted] for [redacted] worked with computer people to try to fix database problem. Loaded images onto GDF's computer for the deposition. | 5.75 | 373.75 |
| 834569 | 02/14/99 | J. L. AMIRA | Completed [redacted] information for GDF and wrote short memo. | 1.00 | 65.00 |
| 834322 | 02/15/99 | J. A. KEYES | Update from [redacted] re coding documents; preparing for depositions; reviewing [redacted] assisting in preparing for [redacted] dep.; reviewing draft letter to [redacted] re motion to compel deposition answers. | 3.00 | 585.00 |
| 834067 | 02/15/99 | E. R. SOBONG | Per J. Amira: duplicate key documents from [redacted] files; update list of [redacted] with [redacted] install printer software on laptop for printing at deposition; begin synchronization of loan application databases. | 7.50 | 487.50 |
| 834570 | 02/15/99 | J. L. AMIRA | Worked with GDF to prepare key documents from [redacted] for deposition. Worked with GDF to prepare laptop for database searching and document printing at deposition. | 12.50 | 812.50 |
| 837858 | 02/16/99 | H. W. GUTMAN | T/c/s w/ [redacted] review transcripts of depositions; review new motion issues and memos | 1.50 | 472.50 |
| 837037 | 02/16/99 | B. H. DUNNINGER | Initial research regarding stay of discovery. Spoke w/ [redacted] re issue; mtg w/ [redacted] re issue. | 1.25 | 187.50 |
| 17894 | 02/16/99 | J. A. KEYES | Phone convs w/ [redacted] phone conv w/ [redacted] re scheduling depo; update to [redacted] | 1.00 | 195.00 |
| 837651 | 02/16/99 | F. R. SOBONG | Per J. Amira: update [redacted] information. | 2.50 | 162.50 |
| 838134 | 02/16/99 | J. L. AMIRA | Went to Baltimore for depositions and to interview [redacted] | 7.50 | 487.50 |
| 841070 | 02/17/99 | H. W. GUTMAN | Series of t/c/s w/ [redacted] w/ [redacted] work on ltrs; review corresp and new docs | 2.50 | 787.50 |
| 837040 | 02/17/99 | B. H. DUNNINGER | Mtg. w/ [redacted] re issue; began review of [redacted] research file re stay of civil proceedings; Westlaw research re stay. | 1.00 | 150.00 |
| 837904 | 02/17/99 | J. A. KEYES | Reviewing and editing draft summary of [redacted] | .50 | 97.50 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|--------|
| 837654 | 02/17/99 | E. R. SOBONG | per [REDACTED] compile [REDACTED] information and enter that into [REDACTED] | 5.75 | 373.75 |
| 838135 | 02/17/99 | J. L. AMIRA | Drafted memo from [REDACTED] interview, followed up with [REDACTED] began to organize files from deposition. got new assignments. | 7.50 | 487.50 |
| 841074 | 02/18/99 | H. W. GUTMAN | T/c's w/ [REDACTED] conversation w/ [REDACTED] review new corresp; work on new strategy issues | 1.25 | 393.75 |
| 837044 | 02/18/99 | B. H. DUNNINGER | Mtg. w/ [REDACTED] re [REDACTED] completed review of [REDACTED] files. | 1.00 | 150.00 |
| 837910 | 02/18/99 | J. A. KEYES | Mtg w/ [REDACTED] re [REDACTED] amended complaint, motion to stay civil proceedings; legal research re amended complaint. | 4.00 | 780.00 |
| 837658 | 02/18/99 | E. R. SOBONG | Per [REDACTED] compile [REDACTED] and enter that into Cityscape loan file table. | 3.00 | 195.00 |
| 838136 | 02/18/99 | J. L. AMIRA | Created index of [REDACTED] followed up with [REDACTED] xeroxed subpoenas for [REDACTED] worked with Tudor on computer issues. | 7.00 | 455.00 |
| 837918 | 02/19/99 | J. A. KEYES | Reviewing docs received from [REDACTED] mtg w/ [REDACTED] re same. | .75 | 146.25 |
| 838138 | 02/19/99 | J. L. AMIRA | Bate stamped [REDACTED] papers. followed up with [REDACTED] worked on spreadsheets for [REDACTED] worked on list of [REDACTED] worked with Tudor to fix master database. | 7.50 | 487.50 |
| 7923 | 02/20/99 | J. A. KEYES | Reviewing draft ltr from D. Fensterheim to Cityscape re search for [REDACTED] w/attachments. | .50 | 97.50 |
| 837049 | 02/21/99 | B. H. DUNNINGER | Research re stay; review of [REDACTED] materials re stay; began drafting opposition to motion to stay. | 4.25 | 637.50 |
| 840066 | 02/22/99 | B. H. DUNNINGER | Completed legal research and draft of memorandum opposing motion to stay. | 5.00 | 750.00 |
| 841499 | 02/22/99 | J. L. AMIRA | Reviewed [REDACTED] documents. worked with tudor to design new database for bank records and to repair old database. revised and edited [REDACTED] letter about [REDACTED] followed up with multiple [REDACTED] updated charts. | 7.00 | 455.00 |
| 841090 | 02/23/99 | H. W. GUTMAN | Conversation w/ [REDACTED] t/c w/ [REDACTED] review new corresp | .75 | 236.25 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|--------|
| 840069 | 02/23/99 | B. H. DUNNINGER | Edited draft memorandum, proofread and spellchecked. | 1.75 | 262.50 |
| 841199 | 02/23/99 | J. A. KEYES | Editing draft subpoena to [redacted] re update; drafting phone conv w/ [redacted] re proposed order re [redacted] compelling answers to depo questions; legal research re amended complaint; reviewing corres b/w [redacted] and [redacted] and [redacted] | 3.50 | 682.50 |
| 843533 | 02/23/99 | V. T. COJAN | Put all the bates ranges for the CS Documents in the database. Modifying the ISM files. Make the master and two replicas for David and Nathalia. Changing structure of the database. Make new tables for Misc. documents, Checks, Bank Statements, Deposit slips. | 4.50 | 675.00 |
| 840601 | 02/23/99 | D. L. CHENEY | Per [redacted] researched all [redacted] | .50 | 47.50 |
| 841501 | 02/23/99 | J. L. AMIRA | Drafted subpoenas. followed-up with [redacted] sorted [redacted] sorted other [redacted] documents. pulled files and [redacted] for GDF. went over database with Tudor. worked on charts and tables. | 7.50 | 487.50 |
| 843114 | 02/23/99 | S. C. HELMS | Phone meeting with [redacted] re: database. | .25 | 40.00 |
| 841095 | 02/24/99 | H. W. GUTMAN | Lengthy discussions w/ [redacted] re strategy and [redacted] review new corresp and motions | 1.00 | 315.00 |
| 840071 | 02/24/99 | B. H. DUNNINGER | Spoke w/ [redacted] re draft and defendants' motion. Reviewed defendants' motion to stay and began outlining changes to opposition. | 2.50 | 375.00 |
| 841204 | 02/24/99 | J. A. KEYES | Editing ltr to [redacted] and revised proposed order; mtg w/ [redacted] phone conv w/ [redacted] re status of proposed order; drafting first amended complaint. | 4.50 | 877.50 |
| 843535 | 02/24/99 | V. T. COJAN | Put the database on david's laptop. Make instruction for installing the database on Nathalia's computer. | 3.50 | 525.00 |
| 841502 | 02/24/99 | J. L. AMIRA | Wrote up subpoenas for [redacted] met with [redacted] and [redacted] to go over information. worked with tudor on database. followed-up with [redacted] | 6.50 | 422.50 |
| 841099 | 02/25/99 | H. W. GUTMAN | T/cs w/ [redacted] review new pldgs from Valley Title; conversation w/ [redacted] review draft replies | 1.50 | 472.50 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|--|-------|----------|
| 840075 | 02/25/99 | R H DUNNINGER | Spoke w/ [redacted] re matter. Rewrote draft opposition in accordance w/ Defendants' motion. | 8.25 | 1,237.50 |
| 840385 | 02/25/99 | C. S. FLETCHER | Per [redacted] determine [redacted] for various [redacted] | .75 | 93.75 |
| 840606 | 02/25/99 | D. L. CHENEY | Per [redacted] researched and obtained the remaining [redacted] | .25 | 23.75 |
| 840883 | 02/25/99 | F. R. SOBONG | Per J. Amira: locate and print out [redacted] documents [redacted] database. | 2.25 | 146.25 |
| 841504 | 02/25/99 | J. L. AMIRA | Prepared documents for meeting with [redacted] and [redacted] researched addresses for subpoenas. | 7.50 | 487.50 |
| 841111 | 02/26/99 | H. W. GUTMAN | Review motion to stay; review [redacted] materials | 1.50 | 472.50 |
| 840076 | 02/26/99 | B. H. DUNNINGER | Edited, proofread, spell-checked, bluebooked and cite checked draft opposition; legal research for [redacted] re motion. | 6.50 | 975.00 |
| 841209 | 02/26/99 | J. A. KEYES | Editing draft amended complaint. | .75 | 146.25 |
| 841505 | 02/26/99 | J. L. AMIRA | Finished preparing documents for meeting. [redacted] | 10.50 | 682.50 |
| 841114 | 02/27/99 | H. W. GUTMAN | Revise [redacted] opposition; t/c w/ [redacted] | 1.00 | 315.00 |
| 841506 | 02/27/99 | J. L. AMIRA | Prepared document for [redacted] and [redacted] wrote up one memo from [redacted] meetings. | 3.25 | 211.25 |
| 840078 | 02/28/99 | B. H. DUNNINGER | Revised [redacted] motion; final edit of motion | 1.50 | 225.00 |
| 841213 | 02/28/99 | J. A. KEYES | Editing memo re mtg w/ [redacted] and [redacted] editing draft amended complaint; reviewing [redacted] docs. | 2.00 | 390.00 |

TOTALS:

463.25

53,726.25

53211.25

FENSTERHEIM & BEAN, P.C.

Suite 800, 1250 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 637-6777

G. David Fensterheim
(202) 637-6481

Fax (202) 637-9119
e-mail: fandbpc@aol.com

May 3, 1999

Mr Jonah Goldstein
Cityscape Corporation
565 Taxter Road
Elmsford, NY 10523

Re Atlas/Global matter Invoices for the period of January through March 1999

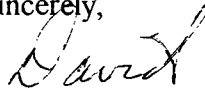
Dear Jay:

Enclosed are invoices for services for January, February, and March 1999. You will note that these are "Consolidated Invoices" which include the charges from Williams & Connolly. Attached to the invoices are an itemized breakdown of the charges by each firm.

As we discussed the charges in each of these months exceed the \$30,000.00 "ordinary course professionals" budget per firm. We have agreed that you will remit \$90,000.00 (i.e. \$30,000.00 per month) to each firm at this time, and we will seek payment for the excess by special application to the court at a later time.

Please call me if you have any questions.

Sincerely,



G. David Fensterheim

cc Howard Gutman

Encl

GDF/src

FENSTERHEIM & BEAN, P.C.

Suite 800, 1250 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 637-6667

G. David Fensterheim
(202) 637-6481

Fax (202) 842-2869
e-mail: fandbpc@aol.com

March Invoice

Mr. Jonah Goldstein
Cityscape Corporation
565 Taxter Road
Elmsford, NY 10523

Consolidated Invoice
No. 51355

Re. Invoice - Atlas/Global matter (thru March 31, 1999)

Fees:

| | | | |
|------------------|---------------|--------------|--------------------|
| D Fensterheim | 86.00 | hours | \$24,510.00 |
| H.W Gutman | 11.75 | hours | \$3,348.75 |
| J A. Keys | 63.50 | hours | \$10,795.00 |
| B. Dunninger | 8.00 | hours | \$1,080.00 |
| Litigation Staff | 10.00 | hours | \$828.25 |
| Library Staff | 6.50 | hours | \$675.50 |
| Paralegal | 408.00 | hours | \$25,846.25 |
| <i>Total Fee</i> | <i>593.75</i> | <i>hours</i> | <i>\$67,083.75</i> |

Expenses:

| | |
|------------------|-------------|
| Courier | \$1,230.73 |
| Photocopies | \$3,595.29 |
| Prof Fees | \$1,984.01 |
| Postage | \$55.50 |
| Travel | \$1,248.96 |
| Telephone | \$96.18 |
| On-Line Research | \$2,608.76 |
| Total Expenses | \$10,819.43 |

Total amount due for this invoice

\$78,020.68

| | |
|-------------------------------|-----------------|
| Fensterheim & Bean Total Fees | \$32,985.00 |
| Total Expenses | <u>2,202.30</u> |
| Total | \$35,187.30 |

| | |
|--------------------------------|-----------------|
| Williams & Connolly Total Fees | \$34,216.25 |
| Total Expenses | <u>8,275.13</u> |
| Total | \$42,491.38 |

Fensterheim & Bean, P.C.

| | | | Hours | Rate | Amount |
|--------|-----|---|-------|--------|----------|
| 2/1999 | GDF | Teleconference with [REDACTED] letter to [REDACTED] letter to [REDACTED] teleconference with [REDACTED] regarding scheduling, draft discovery responses, review motions from [REDACTED] | 6.5 | 285.00 | 1,852.50 |
| 3/1999 | GDF | Teleconference with [REDACTED] (3x) regarding scheduling, teleconference with [REDACTED] draft discovery responses, teleconference with [REDACTED] revise [REDACTED] teleconference with [REDACTED] | 7 | 285.00 | 1,995.00 |
| 4/1999 | GDF | Teleconference with [REDACTED] discovery responses, review [REDACTED] issues, teleconference [REDACTED] | 4 | 285.00 | 1,140.00 |
| 5/1999 | GDF | Document production at Arent Fox, prepare for depositions, revise discovery responses | 6.5 | 285.00 | 1,852.50 |
| 6/1999 | GDF | Draft surreply brief to Judge Heller regarding motion to Stay | 4 | 285.00 | 1,140.00 |
| 7/1999 | GDF | Draft surreply brief to Judge Heller regarding Motion to Stay | 4 | 285.00 | 1,140.00 |
| 8/1999 | GDF | Letter to Shirley Lake and other counsel regarding depositions, teleconference with [REDACTED] revise brief regarding Motion to Stay, meet with [REDACTED] | 8 | 285.00 | 2,280.00 |

Total This Invoice

| | | Hours | Rate | Amount |
|-----------|---|-------|--------|-----------|
| 3/12/1999 | GDF | 7 | 285.00 | 1,995.00 |
| | Revise discovery responses, teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] [REDACTED] review appraisals | | | |
| 3/19/1999 | GDF | 4 | 285.00 | 1,140.00 |
| | Prepare for depositions. filing of Amended Complaint, teleconference with [REDACTED] meeting with [REDACTED] | | | |
| 3/22/1999 | GDF | 4 | 285.00 | 1,140.00 |
| | Teleconference with [REDACTED] regarding [REDACTED] deposition, teleconference with [REDACTED] letter to [REDACTED] regarding [REDACTED] depositions and other matters, preparation for depositions | | | |
| 3/24/1999 | GDF | 7 | 285.00 | 1,995.00 |
| | Prepare for deposition, teleconference with [REDACTED] review files, response top document request from [REDACTED] teleconference with [REDACTED] | | | |
| 3/25/1999 | GDF | 8 | 285.00 | 2,280.00 |
| | [REDACTED] deposition in Baltimore | | | |
| 3/25/1999 | GDF | 8 | 285.00 | 2,280.00 |
| | Deposition in Baltimore of [REDACTED] | | | |
| 3/26/1999 | GDF | 8 | 285.00 | 2,280.00 |
| | Deposition in Baltimore of [REDACTED] | | | |
| | Attorney Fees | | | 24,510.00 |

Total This Invoice

| | | | Hours | Rate | Amount |
|----------|------|--|-------|-------|--------|
| 3/1/1999 | Para | Setup [REDACTED] which reflect damages | 1.5 | 75.00 | 112.50 |
| 3/1/1999 | Para | Revise deposition notices and certificate of service; serving counsel | 1 | 75.00 | 75.00 |
| 3/1/1999 | Para | Quick-code Cityscape files and code [REDACTED] | 5 | 75.00 | 375.00 |
| 3/2/1999 | Para | Quick-code Cityscape files and code [REDACTED] | 6 | 75.00 | 450.00 |
| 3/3/1999 | Para | Format interrogatories for D. Fensterheim | 2.5 | 75.00 | 187.50 |
| 3/3/1999 | Para | Code [REDACTED] in Cityscape files | 4 | 75.00 | 300.00 |
| 3/3/1999 | Para | Locate materials needed to create exhibits to [REDACTED] [REDACTED] create exhibits to send to [REDACTED] | 0.75 | 75.00 | 56.25 |
| 3/4/1999 | Para | Code [REDACTED] in Cityscape files | 5 | 75.00 | 375.00 |
| 3/5/1999 | Para | Setup [REDACTED] database with Williams & Connelly technical support; entering loan data | 4.5 | 75.00 | 337.50 |
| 3/5/1999 | Para | Format interrogatories, assembling data regarding [REDACTED] [REDACTED], review [REDACTED] regarding [REDACTED] | 1.5 | 75.00 | 112.50 |

Total This Invoice

| Date | Description | Hours | Rate | Amount |
|-----------|--|-------|-------|--------|
| 3/8/1999 | Para Format letter to [redacted] assembling exhibits, fax to counsel | 1.5 | 75.00 | 112.50 |
| 3/8/1999 | Para Contact Atlas and Cityscape to request documents needed to respond to discovery; contact [redacted] regarding fax | 1.5 | 75.00 | 112.50 |
| 3/9/1999 | Para Code [redacted], merge [redacted] data to create a table to reflect [redacted] and the total of [redacted] calculate the total of [redacted] for [redacted] | 7 | 75.00 | 525.00 |
| 3/10/1999 | Para Create spreadsheets comparing [redacted] sort data | 5.75 | 75.00 | 431.25 |
| 3/10/1999 | Para Format responses to interrogatories; create and revise appraisals and loan charts in Excel | 7 | 75.00 | 525.00 |
| 3/12/1999 | Para Enter additional appraisals data into Excel, reformat [redacted] comparison tables; contact [redacted] regarding Answers to Interrogatories | 5 | 75.00 | 375.00 |
| 3/15/1999 | Para Format and proofread discovery responses, revise exhibit chart, create certificates of service, forward to W&C; revising letter to counsel | 6.5 | 75.00 | 487.50 |

Total This Invoice

| | | Hours | Rate | Amount |
|----------------|--|-------|-------|--------|
| 3/16/1999 Para | Review [REDACTED] in [REDACTED] create internal memoranda to D. Fensterheim; review [REDACTED] locate documents related to [REDACTED] in Cityscape files; create new specific files; write cover letters to [REDACTED] and [REDACTED] to accompany discovery responses | 5 | 75.00 | 375.00 |
| 3/17/1999 Para | Review previously created Cityscape [REDACTED] spreadsheets in QuattroPro, converting to Excel, memorandum to D. Fensterheim regarding information we currently have in spreadsheets/possibility of consolidating it | 0.75 | 75.00 | 56.25 |
| 3/19/1999 Para | Create production request from Fantin response format; arrange for court reporters, review experts deposition notices and attached exhibits from Eccleston & Wolf and create a memorandum to D. Fensterheim | 3 | 75.00 | 225.00 |
| 3/22/1999 Para | Format and draft discovery responses to Fantin | 4 | 75.00 | 300.00 |
| 3/23/1999 Para | Draft letter to [REDACTED] complete accachment listing [REDACTED] | 0.75 | 75.00 | 56.25 |

Total This Invoice

| | | Hours | Rate | Amount |
|----------------|---|-------|-------|--------|
| 3/23/1999 Para | Review correspondence to separate letters regarding deposition scheduling; locate [REDACTED] information and other miscellaneous information | 3.5 | 75.00 | 262.50 |
| 3/24/1999 Para | Create and serve Notice of Deposition for M. Fine; revise letter to [REDACTED] regarding [REDACTED] and assebling attachments for the package; review prior discovery responses to draft/revise responses to [REDACTED] | 5 | 75.00 | 375.00 |
| 3/25/1999 Para | Create revised Notice of Deposition for M. Fime and cover letter to counsel; draft responses to interrogatories from Fantin and Summit | 2.5 | 75.00 | 187.50 |
| 3/26/1999 Para | Locate all [REDACTED] for a [REDACTED] in [REDACTED] xerox [REDACTED] in file; contact [REDACTED] regarding their request for thjs [REDACTED] sort and index prior correspondenced according to subject; prepare materials for D. Fensterheim | 4 | 75.00 | 300.00 |

Total This Invoice

| | | Hours | Rate | Amount | |
|-----------|----------------------|--|--------|----------|-------------------|
| 3/29/1999 | Para | Compile Cityscape [redacted] data into an Excel chart; review recent correspondence files to separate deposition scheduling-related correspondence from other subjects; review new Exhibit A for additional properties; add these properties to the Excel chart; memorandum to David regarding [redacted] update task list for Cityscape | | | 6.5 75.00 487.50 |
| 3/30/1999 | Para | Analyze the relationship between [redacted] memorandum to D. Fensterheim. Enter [redacted] (dates) into the Excel chart, Key-code AS files [redacted] | | | 6.75 75.00 506.25 |
| 3/31/1999 | Para | Memo to Jennifer confirming [redacted] was not one of the [redacted] addresses; continue coding AS files. Contact [redacted] Create a list of documents to be produced to Valley which are not part of the loan files; assemble documents for package. Teleconference with D. Fensterheim, review documents | | | 5.25 75.00 393.75 |
| | | Paralegal Fees | | 8,475.00 | |
| 4/10/1999 | Reimb G... Travel | | 643.36 | 643.36 | |

Total This Invoice

Fensterheim & Bean, P.C.

| | | Hours | Rate | Amount |
|-----------|-----------------------------|-------|--------|----------|
| 2/10/1999 | Postage | | 4.08 | 4.08 |
| 3/28/1999 | Facsimilies | | 370.00 | 370.00 |
| 2/10/1999 | Document Production | | 351.94 | 351.94 |
| 2/10/1999 | Meals | | 136.50 | 136.50 |
| 3/4/1999 | Travel | | 469.10 | 469.10 |
| 3/24/1999 | Delivery | | 227.32 | 227.32 |
| | Total Reimbursable Expenses | | | 2,202.30 |

Total This Invoice

\$35,187.30

DISBURSEMENTS


1998 Refs
Purin to 15/6
M.A.S. (over)

| INDEX # | DATE | TIMEKEEPER | VOUCHER # | DESCRIPTION | AMOUNT |
|---------|----------|---------------------|-----------|---|----------|
| 781084 | 01/25/99 | J. A. KEYES | | Messenger ME JAKY WILLIAMS & CONNOLLY BALTIMORE CITY CIRCUIT C | 204.50 |
| 781099 | 01/27/99 | J. A. KEYES | | Messenger AC JAKY WILLIAMS & CONNOLLY DAVID FENSTERHEIM → | 40.50 |
| 781204 | 02/02/99 | H. W. GUTMAN | | Messenger US HWGUT WILLIAMS & CONNOLLY FENSTERHEIM & BEAM | 6.13 |
| 781205 | 02/02/99 | J. A. KEYES | | Messenger US JAKY WILLIAMS & CONNOLLY FENSTERHEIM & BEAM P.C. | 6.13 |
| 781424 | 02/05/99 | J. A. KEYES | | Messenger ME JAKY WILLIAMS & CONNOLLY US DISTRICT COURT OF MAR | 206.00 |
| 781053 | 02/08/99 | J. A. KEYES | | Messenger ME JAKY WILLIAMS & CONNOLLY CIRCUIT COURT FOR BALTIM | 200.00 |
| 781054 | 02/10/99 | S. C. HELMS | | Messenger ME SCHEL WILLIAMS & CONNOLLY DAVID FENSTERHEIM | 11.63 |
| 781055 | 02/11/99 | J. A. KEYES | | Messenger ME JAKY WILLIAMS & CONNOLLY FENSTERHEIM & BEAM | 14.27 |
| 781056 | 02/11/99 | J. A. KEYES | | Messenger ME JAKY WILLIAMS & CONNOLLY CIRCUIT COURT FOR BALTIM | 150.00 |
| 781057 | 02/11/99 | J. A. KEYES | | Messenger ME JAKY WILLIAMS & CONNOLLY CIRCUIT COURT FOR BALTIM | 25.00 |
| 779558 | 03/01/99 | H. W. GUTMAN | 78856 | Express Mail - VENDOR: FEDERAL EXPRESS | 10.00 |
| 780289 | 03/01/99 | H. W. GUTMAN | 78896 | Prof. Fee - VENDOR: ALPHA SYSTEMS | 6,423.57 |
| 789248 | 03/01/99 | WILLIAMS & CONNOLLY | | Lexis | 518.18 |
| 789461 | 03/01/99 | WILLIAMS & CONNOLLY | | Westlaw | 1,653.96 |
| 789909 | 03/01/99 | WILLIAMS & CONNOLLY | | Telephone | 96.18 |
| 780442 | 03/02/99 | J. A. KEYES | 78951 | Other Costs - VENDOR: [REDACTED] | 586.00 |
| 781330 | 03/05/99 | J. A. KEYES | | Online Research | 3.43 |
| 781637 | 03/09/99 | J. A. KEYES | 79221 | Other Costs - VENDOR: [REDACTED] | 9.00 |
| 782218 | 03/11/99 | H. W. GUTMAN | 79321 | Prof. Fee - VENDOR: SUMMIT COMPUTERS | 52.61 |

To: 202 5/11/01
directly

| INDEX # | DATE | TIMEKEEPER | VOUCHER # | DESCRIPTION | AMOUNT |
|---------|----------|---------------------|-----------|---|----------|
| 785367 | 03/15/99 | J. A. KEYES | | Federal Express JAKY CHAMBER OF HONORABLE THOMAS E. NOEL 413617220700 | 9.65 |
| 785368 | 03/15/99 | J. A. KEYES | | Federal Express JAKY CLERK OF THE COURT 413617220710 | 14.60 |
| 785369 | 03/15/99 | J. A. KEYES | | Federal Express JAKY CLERK OF THE COURT 413617220721 | 9.65 |
| 783002 | 03/16/99 | J. A. KEYES | 79482 | Prof. Fee - VENDOR: [REDACTED] | 205.40 |
| 783003 | 03/16/99 | J. A. KEYES | 79483 | Prof. Fee - VENDOR: [REDACTED] | 1,164.00 |
| 004 | 03/16/99 | J. A. KEYES | 79484 | Prof. Fee - VENDOR: [REDACTED] | 190.00 |
| 783005 | 03/16/99 | J. A. KEYES | 79485 | Prof. Fee - VENDOR: [REDACTED] | 357.00 |
| 783673 | 03/17/99 | H. W. GUTMAN | 79523 | Federal Express - VENDOR: FEDERAL EXPRESS | 12.75 |
| 783739 | 03/17/99 | H. W. GUTMAN | 79523 | Federal Express - VENDOR: FEDERAL EXPRESS | 13.60 |
| 783740 | 03/17/99 | H. W. GUTMAN | 79523 | Federal Express - VENDOR: FEDERAL EXPRESS | 13.60 |
| 783838 | 03/17/99 | T. A. O'BRIEN | 79540 | Federal Express - VENDOR: FEDERAL EXPRESS | 20.00 |
| 783839 | 03/17/99 | J. A. KEYES | 79540 | Federal Express - VENDOR: FEDERAL EXPRESS | 5.65 |
| 783983 | 03/18/99 | H. W. GUTMAN | 79609 | DUPLICATE CD'S FED EX CHARGE DUPLICATE CDS OF CS1005 TO CS1008 | 207.23 |
| 081 | 03/19/99 | J. A. KEYES | 79671 | Copying Charges - VENDOR: RELIABLE COPY SERVICE, INC. | 303.42 |
| 784151 | 03/19/99 | J. A. KEYES | | Online Research | 136.03 |
| 784428 | 03/22/99 | J. A. KEYES | 79835 | Marshal Fee - VENDOR: [REDACTED] | 15.00 |
| 784667 | 03/24/99 | H. W. GUTMAN | 79942 | Federal Express - VENDOR: FEDERAL EXPRESS | 14.35 |
| 784668 | 03/24/99 | H. W. GUTMAN | 79942 | Federal Express - VENDOR: FEDERAL EXPRESS | 15.40 |
| 784687 | 03/24/99 | C. S. LIETZAN | | Lexis | 297.16 |
| 790689 | 03/30/99 | WILLIAMS & CONNOLLY | | Photocopy | 1,310.70 |

DISBURSEMENTS

| INDEX # | DATE | TIMEKEEPER | VOUCHER # | DESCRIPTION | AMOUNT |
|---------|----------|---------------------|-----------|---|--------|
| 791015 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .33 |
| 791026 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .55 |
| 791033 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .33 |
| 791042 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | 1.21 |
| 791197 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .33 |
| 791373 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .33 |
| 791568 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .33 |
| 585 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | 4.84 |
| 791592 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .99 |
| 791601 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | 21.50 |
| 791710 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .55 |
| 791887 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | 14.30 |
| 791942 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .33 |
| 792026 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | 1.10 |
| 792065 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .99 |
| 792076 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (1 entries) | .55 |
| 792081 | 03/31/99 | WILLIAMS & CONNOLLY | | Postage (2 entries) | 2.86 |
| 792235 | 03/31/99 | J. A. KEYES | 80236 | Copying Charges - VENDOR:  | 115.00 |

TOTAL DISBURSEMENTS:

~~14698.70~~
8275.13

| COST CODE | AMOUNT |
|-------------------------|-----------------------------|
| EXPMAIL Express Mail | 10.00 |
| FEDEX Federal Express | 95.35 |
| FEDEXUL Federal Express | 33.90 |
| LEXIS Lexis | 815.34 |
| MARSHAL Marshal Fee | 15.00 |
| MESSUL Messenger | 864.16 |
| ONLINE Online Research | 139.46 |
| OTHER Other Costs | 595.00 |
| PHONE Telephone | 96.18 |
| POSTAGE Postage | 51.42 |
| PROFEE Prof. Fee | 8392.58 1969.01 |
| SUPPLIO Supplies | 207.23 |
| WESTLAW Westlaw | 1653.96 |
| XEROX Photocopy | 1310.70 |
| XEROXO Copying Charges | 418.42 |
| COST TOTAL | 14690.70 8275.13 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|--------|
| 849116 | 02/17/99 | L. C. ANDERSON | Jennifer Amira. Reviewing documents and noting relevant data. | 7.00 | 280.00 |
| 849120 | 02/26/99 | L. C. ANDERSON | Jen Amira. Preparing documents and materials for a deposition. | 4.00 | 160.00 |
| 848346 | 03/01/99 | H. W. GUTMAN | T/c w/Fensterheim | .25 | 73.75 |
| 845023 | 03/01/99 | J. A. KEYES | Mtgs w/J. Amira re tasks, update; phone conv w/D. Fensterheim re [redacted] editing memo re [redacted] | 2.00 | 340.00 |
| 5281 | 03/01/99 | J. L. AMIRA | Helped [redacted] with amended complaint. drafted memo from [redacted] found [redacted] not reviewed [redacted] but should be [redacted] in [redacted] | 6.50 | 422.50 |
| 849121 | 03/01/99 | L. C. ANDERSON | Jennifer Amira. Coding documents on Microsoft Access. | 7.50 | 300.00 |
| 848351 | 03/02/99 | H. W. GUTMAN | T/cs w/team | .75 | 221.25 |
| 844353 | 03/02/99 | B. H. DUNNINGER | Reviewed opposition; spoke w/D. Fensterheim re [redacted]; reviewed motion and cases cited therein. | 1.25 | 168.75 |
| 845030 | 03/02/99 | J. A. KEYES | Editing draft amended complaint. | 5.00 | 850.00 |
| 845282 | 03/02/99 | J. L. AMIRA | Drafted check request for [redacted]. Ordered more alpha reviewed amended complaint. ordered more alpha systems disks. sorted cds. made an inventory list of the cds. recorded bates numbers for each cd. drafted information request memo for library staff to research. | 7.50 | 487.50 |
| 8356 | 03/03/99 | H. W. GUTMAN | T/cs w/Fensterheim; review interrogatory issues; review series of memos; conversations w/team | 1.25 | 368.75 |
| 844358 | 03/03/99 | B. H. DUNNINGER | Spoke w/D. Fensterheim re opposition to motion to stay. | .25 | 33.75 |
| 845033 | 03/03/99 | J. A. KEYES | Phone convs w/D. Fensterheim. | .50 | 85.00 |
| 857666 | 03/03/99 | A. D. JULIAN | Per [redacted], locate [redacted] | .75 | 75.00 |
| 845283 | 03/03/99 | J. L. AMIRA | Found [redacted] updated tasks list. Created [redacted] chart. started revising memos from meetings with [redacted] from [redacted] about spoke with [redacted] searched for the letter [redacted] | 6.50 | 422.50 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|--------------|---|-------|--------|
| 845039 | 03/04/99 | J. A. KEYES | Reviewing brief in opposition to motion to compel production of documents; legal research re [REDACTED] | 2.00 | 340.00 |
| 860106 | 03/04/99 | V. T. COJAN | Meeting with [REDACTED] Talked about the [REDACTED] in the database. Made changes to the structure of the database. | 1.25 | 168.75 |
| 845285 | 03/04/99 | J. L. AMIRA | Revised memos from meetings with [REDACTED] and [REDACTED] reviewed documents in the chronology. met with tudor and designed new tab [REDACTED] for the database. wrote letter to [REDACTED] requesting [REDACTED] from [REDACTED] [REDACTED] Followed up with [REDACTED] Searched [REDACTED] files fro sequence numbers fro the requested checks. | 7.50 | 487.50 |
| 859837 | 03/04/99 | S. C. HELMS | Copy Cityscape CDs per the request of J. Amyra. | .75 | 112.50 |
| 845044 | 03/05/99 | J. A. KEYES | Phone conv w [REDACTED] re upcoming reply brief, reviewing revised memos re mtgs w [REDACTED] | .25 | 42.50 |
| 860109 | 03/05/99 | V. T. COJAN | Made all the requested changes in the database structure, create a new Master database for the new structure, 2 new replicas: one for Network and one for Nathalia and David F. | 2.00 | 270.00 |
| 860111 | 03/05/99 | V. T. COJAN | Guide Nathalia through the process of installing her replica. | .50 | 67.50 |
| 7678 | 03/05/99 | A. D. JULIAN | Per [REDACTED] obtain [REDACTED] information regarding [REDACTED] | .25 | 25.00 |
| 845286 | 03/05/99 | J. L. AMIRA | Helped tudor finish database. copied replica onto zip disk and messengered over to natalia. reviewed [REDACTED] documents. coded files. typed up [REDACTED] Helped [REDACTED] search for files on database. Helped [REDACTED] investigate [REDACTED] talked to shawn helms and mike eck about [REDACTED] cds, [REDACTED] strapping them, and [REDACTED] | 7.50 | 487.50 |
| 859838 | 03/05/99 | S. C. HELMS | Work on database for Cityscape per the request of J. Amyra. | .50 | 75.00 |
| 845287 | 03/06/99 | J. L. AMIRA | Printed and updated charts for [REDACTED] pulled files from the [REDACTED] that [REDACTED] requested be copied. researched information for GDP | 3.00 | 195.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|--|-------|----------|
| 845051 | 03/07/99 | J. A. KEYES | concerning [REDACTED] Drafting reply in support of motion to compel production of documents. | 7.00 | 1,190.00 |
| 848365 | 03/08/99 | H. W. GUTMAN | letter accord; t/c w/ [REDACTED] review opinion and series of memos, corresp | 1.25 | 368.75 |
| 847542 | 03/08/99 | B. H. DUNNINGER | Reviewed defendants' reply re motion to stay and D. Fensterheim's response thereto; reviewed [REDACTED] and drafted language for response; reviewed Judge Heller's order. | 1.50 | 202.50 |
| 1638 | 03/08/99 | J. A. KEYES | Interview of [REDACTED] w/ [REDACTED] preparing therefor; reviewing docs received from [REDACTED]; editing reply brief in support of motion to compel production of docs. | 7.00 | 1,190.00 |
| 860113 | 03/08/99 | V. T. COJAN | New replica on the network. Save all the documents coded in the miscellaneous category. | .50 | 67.50 |
| 848684 | 03/08/99 | J. L. AMIRA | Spoke with [REDACTED] about phone call she received from [REDACTED] researched info about [REDACTED] copied a few of the files as per [REDACTED] request. organized files from [REDACTED] Coded misc. docs. | 4.75 | 308.75 |
| 848370 | 03/09/99 | H. W. GUTMAN | T/c's | .25 | 73.75 |
| 851647 | 03/09/99 | J. A. KEYES | Drafting reply brief in support of motion to compel production of docs; phone conv w/ [REDACTED] and [REDACTED] re [REDACTED] | 5.00 | 850.00 |
| 80116 | 03/09/99 | V. T. COJAN | Guide Nathalia to export a query from MS Access database in an Excel Spreadsheet. | .50 | 67.50 |
| 848686 | 03/09/99 | J. L. AMIRA | Created chart of a few [REDACTED] for [REDACTED] printed specific [REDACTED] for [REDACTED] drafted letter requesting [REDACTED] reviewed [REDACTED] documents; specifically noting [REDACTED] drafted letter requesting [REDACTED] organized and filed [REDACTED] docs. | 6.50 | 422.50 |
| 849124 | 03/09/99 | L. C. ANDERSON | per the request of [REDACTED] coding documents into the Microsoft Access database. | 5.50 | 220.00 |
| 847546 | 03/10/99 | B. H. DUNNINGER | Mtg w/ [REDACTED] re reply to opposition to motion to compel; researched case cites for reply. | 3.25 | 438.75 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|--------|
| 851652 | 03/10/99 | J. A. KEYES | Editing draft reply brief in support of motion to compel production of docs. | 2.00 | 340.00 |
| 848688 | 03/10/99 | J. L. AMIRA | Finalized and mailed [redacted] documents. received and organized [redacted] files [redacted] put files back together (from deposition preparation) spoke with [redacted] spoke with [redacted] to help explain and define [redacted] | 6.50 | 422.50 |
| 380 | 03/11/99 | H. W. GUTMAN | T/cs w/ [redacted] review new corresp | 1.25 | 368.75 |
| 847551 | 03/11/99 | B. H. DUNNINGER | Spoke w/D. Fensterheim re matter; researched caselaw re [redacted] researched caselaw re [redacted] | 1.50 | 202.50 |
| 851658 | 03/11/99 | J. A. KEYES | phone calls to [redacted] mtg w/[redacted] re update, plan of action; phone conv w/[redacted] re same. | .50 | 85.00 |
| 848689 | 03/11/99 | J. L. AMIRA | Organized [redacted] created spreadsheet for exhibit for [redacted] started to create spreadsheet columns relating to [redacted] ...organized files. | 6.50 | 422.50 |
| 849126 | 03/11/99 | L. C. ANDERSON | per the request of Jennifer Amira, coding relevant documents on the Microsoft Access database. | 7.50 | 300.00 |
| 103 | 03/12/99 | H. W. GUTMAN | Mtg w/ [redacted] conversations w/[redacted] review corresp | 1.25 | 368.75 |
| 847554 | 03/12/99 | B. H. DUNNINGER | Reviewed [redacted] | .25 | 33.75 |
| 851660 | 03/12/99 | J. A. KEYES | Mtgs w/[redacted] re strategy, plan of action, tasks. | 3.00 | 510.00 |
| 848691 | 03/12/99 | J. L. AMIRA | Printed specific [redacted] files [redacted] for [redacted] to turn over to [redacted] continued working on chart of [redacted] Received [redacted] started to [redacted] met with [redacted] and [redacted] go over [redacted] | 7.50 | 487.50 |
| 849127 | 03/12/99 | L. C. ANDERSON | per the request of Jennifer Amira, coding relevant documents in the Microsoft Access database. | 4.00 | 160.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|---------------|---|-------|--------|
| 851665 | 03/13/99 | J. A. KEYES | Finalizing requests for order of default, w/cover ltr; editing reply brief in support of motion to compel production of docs; drafting cover ltrs for same to clerk, Hon. Noel; [REDACTED] re [REDACTED] | 3.00 | 510.00 |
| 848692 | 03/13/99 | J. L. AMIRA | Coded [REDACTED] into [REDACTED] | 7.50 | 487.50 |
| 851666 | 03/14/99 | J. A. KEYES | Editing draft amended complaint. | 1.50 | 255.00 |
| 848693 | 03/14/99 | J. L. AMIRA | Coded [REDACTED] into [REDACTED] | 5.00 | 325.00 |
| 84964 | 03/15/99 | H. W. GUTMAN | Series of t/cs; strategy session; review corresp | 1.75 | 516.25 |
| 855047 | 03/15/99 | J. A. KEYES | Phone call to [REDACTED] finalizing notice concerning discovery material, reply brief, cover ltrs to clerk and Hon. Noel; phone conv w [REDACTED] re reply brief; phone call to [REDACTED] editing draft amended complaint. | 5.50 | 935.00 |
| 851942 | 03/15/99 | J. L. AMIRA | Found addresses of certain parties for [REDACTED] for the amended complaint. followed up with [REDACTED] about two specific [REDACTED] xeroxed and mailed interrogatories to the five attys. called [REDACTED] office and sent a letter informing him that ASP files were ready to be picked up. started creating an exhibit for GDF which includes [REDACTED] continued working on [REDACTED] helped [REDACTED] locate information about [REDACTED] coded [REDACTED] | 9.75 | 633.75 |
| 8122 | 03/16/99 | C. S. LIETZAN | Per [REDACTED] confirm addresses for [REDACTED] search [REDACTED] for information on [REDACTED] | 2.00 | 200.00 |
| 851945 | 03/16/99 | J. L. AMIRA | Continued working on [REDACTED] and putting together exhibits for [REDACTED] examined and filed all [REDACTED] that we received the week before. [REDACTED] xeroxed interrogatories for [REDACTED] and [REDACTED] coded files. followed up with [REDACTED] coded misc. files in [REDACTED] | 6.50 | 422.50 |
| 854974 | 03/17/99 | H. W. GUTMAN | Series of t/cs w [REDACTED] t/cs w [REDACTED] review corresp; follow-up [REDACTED] | 1.75 | 516.25 |
| 855055 | 03/17/99 | J. A. KEYES | Editing draft amended complaint. | 3.50 | 595.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|----------------|---|-------|----------|
| 858129 | 03/17/99 | C. S. LIETZAN | Per [redacted] search [redacted] for information on [redacted] | .25 | 25.00 |
| 851946 | 03/17/99 | J. L. AMIRA | Coded [redacted] on. [redacted] started reviewing docs turned over by [redacted] and [redacted] coded together chart with bates ranges for [redacted] put [redacted] followed up with [redacted] from [redacted] about the rest of [redacted] and [redacted] discussed earlier in week. | 10.00 | 650.00 |
| 855894 | 03/17/99 | L. C. ANDERSON | Per the request of Jennifer Amira, coding documents on Microsoft Access. | 7.00 | 280.00 |
| 855060 | 03/18/99 | J. A. KEYES | Editing draft amended complaint; drafting letters to clerk of court and S. Lake; phone convs [redacted] re same. | 6.00 | 1,020.00 |
| 858134 | 03/18/99 | C. S. LIETZAN | Per [redacted] further research on [redacted] | .50 | 50.00 |
| 857715 | 03/18/99 | A. D. JULIAN | Per [redacted] locate [redacted] | .25 | 25.00 |
| 851947 | 03/18/99 | J. L. AMIRA | Library research on entities. created a [redacted] file and attached to an e-mail for GDF. drafted new exhibit A list. [redacted] created continued reviewing [redacted] created list of possible loans to be added. coded misc. files. | 7.50 | 487.50 |
| 855895 | 03/18/99 | L. C. ANDERSON | Per the request of Jennifer Amira, coding documents on Microsoft Access. Copying documents. | 7.50 | 300.00 |
| 067 | 03/19/99 | J. A. KEYES | Editing amended complaint; organizing logistics of filing and serving complaint; review of docs w/ [redacted] and [redacted] phone convs w/ [redacted] re instructions and filing. | 5.00 | 850.00 |
| 851948 | 03/19/99 | J. L. AMIRA | Read [redacted] deposition. prepared for deposition. printed reports and [redacted] searched for specific docs as per GDF's request. | 10.50 | 682.50 |
| 855896 | 03/19/99 | L. C. ANDERSON | Per the request of Andy Keyes, copying documents. [redacted] Made trip to [redacted] to hand deliver documents to [redacted] | 6.50 | 260.00 |
| 851949 | 03/20/99 | J. L. AMIRA | Deposition preparation. searched [redacted] printed reports. xeroxed docs. / compiled [redacted] | 9.75 | 633.75 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|----------------|---|-------|--------|
| 855070 | 03/21/99 | J. A. KEYES | Information. Indexed information. etc. Phone conv w/D. Fensterheim re update on P. Wisner depo. | .25 | 42.50 |
| 851950 | 03/21/99 | J. L. AMIRA | Went to Baltimore for deposition of Paul Wisner. | 7.00 | 455.00 |
| 854990 | 03/22/99 | H. W. GUTMAN | Series of t/cs w/Fensterheim; review new pldgs and corresp | 1.50 | 442.50 |
| 855073 | 03/22/99 | J. A. KEYES | Reviewing [redacted] phone conv w [redacted] re depo scheduling. | .50 | 85.00 |
| 856148 | 03/22/99 | C. S. LIETZAN | Per Keyes, locate address for [redacted] locate background information on [redacted] | 1.25 | 125.00 |
| 855371 | 03/22/99 | J. L. AMIRA | Reviewed [redacted] researched [redacted] and [redacted] made 4 copies of pleadings file for new defendants. finished reviewing [redacted] documents. read [redacted] drafted a subpoena for [redacted] for [redacted] started researchin [redacted] for deposition on [redacted] | 6.50 | 422.50 |
| 855897 | 03/22/99 | L. C. ANDERSON | Per the request of Jennifer Amira, copying and organizing documents in preparation for deposition. | 7.00 | 280.00 |
| 855082 | 03/23/99 | J. A. KEYES | Phone convs w [redacted] re tactics, plan of action; reviewing corres among [redacted] reviewing draft subpoena to [redacted] info re [redacted] | .75 | 127.50 |
| 174 | 03/23/99 | J. L. AMIRA | Paid [redacted] spoke with clerk's office trying to track down [redacted] preparation. T/c w/Fensterheim | 6.50 | 422.50 |
| 858527 | 03/24/99 | H. W. GUTMAN | Phone convs [redacted] and [redacted] re depo scheduling; sending [redacted] w/cover ltr; sending summons to [redacted] | .50 | 147.50 |
| 855086 | 03/24/99 | J. A. KEYES | Per Andy Keyes, locate information regarding [redacted] | .75 | 127.50 |
| 857737 | 03/24/99 | A. D. JULIAN | Prepared for Blank deposition. compiling documents, printing them out, xeroxing, [redacted] | .75 | 75.00 |
| 855375 | 03/24/99 | J. L. AMIRA | Prepared for Blank deposition. compiling documents, printing them out, xeroxing, [redacted] | 13.00 | 845.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|----------------|---|-------|----------|
| 855898 | 03/24/99 | L. C. ANDERSON | organizing, etc. drafted new subpoena for [redacted] and [redacted] to present. Per the request of Jennifer Amira, coding documents on Microsoft Access. Arranging and boxing documents for deposition. Copying [redacted] | 7.50 | 300.00 |
| 857740 | 03/25/99 | A. D. JULIAN | Per Andy Keyes, locate [redacted] | .75 | 75.00 |
| 855376 | 03/25/99 | J. L. AMIRA | Deposition of Blank. prepared for continuation of depo the next day. (pulled documents, xeroxed, organized, ... until 2am.) | 16.00 | 1,040.00 |
| 855096 | 03/26/99 | J. A. KEYES | Research and phone convs w/ [redacted] and [redacted] re [redacted] notice. | .50 | 85.00 |
| 855377 | 03/26/99 | J. L. AMIRA | Deposition of Blank continued. found and faxed a specific [redacted] | 7.50 | 487.50 |
| 858994 | 03/26/99 | L. C. ANDERSON | Per the request of Jennifer Amira, entering data into Microsoft Access. | 4.50 | 180.00 |
| 858706 | 03/29/99 | J. L. AMIRA | Sent out summons for amended complaint. Bates labeled the new [redacted]. organized and labeled exhibits from Blank deposition. began entering [redacted] | 7.00 | 455.00 |
| 858995 | 03/29/99 | L. C. ANDERSON | Per the request of Jennifer Amira, entering data into Microsoft Access. | 5.00 | 200.00 |
| 858707 | 03/30/99 | J. L. AMIRA | Finished coding [redacted] started project of printing out and making a binder for [redacted] updated excel spreadsheets [redacted] | 7.50 | 487.50 |
| 858565 | 03/31/99 | J. A. KEYES | phone convs re [redacted] reviewing docs received [redacted] phone conv w/ [redacted] and [redacted] docs; phone call to [redacted] phone conv w/ [redacted] re status of motion to compel production of docs; reviewing subpoenas. | 2.00 | 340.00 |
| 858708 | 03/31/99 | J. L. AMIRA | Drafted subpoenas for [redacted] for [redacted] reviewed [redacted] called clerk's office for motions of defaults and to [redacted] revised litigation schedule. continued working on GDP's [redacted] | 7.50 | 487.50 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|----------------|---|-------|--------|
| 858997 | 03/31/99 | L. C. ANDERSON | Per the request of Jennifer Amira, entering data into Microsoft Access. | 4.00 | 160.00 |

TOTALS: 395.75 34,216.25

FENSTERHEIM & BEAN, P.C.

Suite 800, 1250 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 637-6667

G. David Fensterheim
(202) 637-6481

Fax (202) 842-2869
e-mail: fandbpc@aol.com

June 3, 1999

Mr. Jonah Goldstein
Cityscape Corporation
565 Taxter Road
Elmsford, NY 10523

Consolidated Invoice
No. 99006

Re: Invoice - Atlas/Global matter (thru April 30, 1999)

Fees:

| | | |
|------------------|---------------------|--------------------|
| D. Fensterheim | 127.50 hours | \$36,337.50 |
| H.W. Gutman | 28.50 hours | \$8,407.50 |
| J. A. Keys | 18.00 hours | \$3,060.00 |
| B. Dunninger | 16.75 hours | \$2,261.25 |
| Litigation Staff | 1.50 hours | \$202.50 |
| Library Staff | 1.50 hours | \$150.00 |
| Paralegal | 408.50 hours | \$26,596.25 |
| <i>Total Fee</i> | <i>602.25 hours</i> | <i>\$77,015.00</i> |

Expenses:

| | |
|------------------|------------|
| Courier | \$242.50 |
| Photocopies | \$1,984.41 |
| Facsimile | \$263.00 |
| Postage | \$187.09 |
| Travel | \$1,255.30 |
| Telephone | \$628.79 |
| On-Line Research | \$1,351.60 |
| Total Expenses | \$5,912.69 |

Total amount due for this invoice

\$82,927.69

| | |
|-------------------------------|-------------|
| Fensterheim & Bean Total Fees | \$47,700.00 |
| Total Expenses | 2,714.58 |
| Total | \$50,414.58 |

| | |
|--------------------------------|-------------|
| Williams & Connolly Total Fees | \$29,315.00 |
| Total Expenses | 3,198.11 |
| Total | \$32,513.11 |



| | | | Hours | Rate | Amount |
|----------|------|---|-------|--------|----------|
| 4/5/1999 | Para | Contact [REDACTED] code [REDACTED] sort and bates-stamp ASP and CSP documents; prepare cover sheet and fax [REDACTED] to counsel; review [REDACTED] | 6.5 | 75.00 | 487.50 |
| 4/5/1999 | GDF | Teleconference with [REDACTED] review documents for production, teleconference with [REDACTED] teleconference with [REDACTED] prepare for [REDACTED] deposition | 4 | 285.00 | 1,140.00 |
| 4/6/1999 | Para | Review [REDACTED] [REDACTED] revise chart to include [REDACTED] bates-stamp additional ASP and CSP documents to produce to VT, create cover letter to S. Krause, xerox documents; contact court reporters | 5 | 75.00 | 375.00 |
| 4/6/1999 | GDF | Prepare for deposition of B. Blank, teleconference with [REDACTED] edit [REDACTED] | 5 | 285.00 | 1,425.00 |
| 4/7/1999 | Para | Locate Krause's letter regarding document production; locate [REDACTED] to fax to David; key-code AS files (continue [REDACTED]) | 4.5 | 75.00 | 337.50 |
| 4/7/1999 | GDF | Deposition of B. Blank in Baltimore | 12 | 285.00 | 3,420.00 |

Total This Invoice

| | | | Hours | Rate | Amount |
|-----------|------|--|-------|--------|--------|
| 4/8/1999 | Para | Review [redacted] memo to David [redacted] code AS files [redacted] create list of CS bates #'s for Jennifer per ATLAS list | 6 | 75.00 | 450.00 |
| 4/8/1999 | GDF | Prepare for depositions, teleconference with [redacted] | 3 | 285.00 | 855.00 |
| 4/9/1999 | Para | Prepare and send documents and accompanying cover letters to [redacted] create a chart regarding [redacted] review [redacted] review [redacted] draft letters to all parties involved [redacted] and prepare documents for sending; contact S. Helms regarding getting CS images | 5 | 75.00 | 375.00 |
| 4/9/1999 | GDF | Teleconference with [redacted] regarding [redacted] | 1 | 285.00 | 285.00 |
| 4/12/1999 | Para | Review [redacted]; format letter to [redacted]; contact [redacted] regarding [redacted] respond to [redacted] letter; review and create a list of [redacted] | 7.75 | 75.00 | 581.25 |

Total This Invoice

| | | Hours | Rate | Amount |
|----------------|---|-------|--------|----------|
| 4/12/1999 GDF | Teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] meeting with [REDACTED] review documents | 5 | 285.00 | 1,425.00 |
| 4/13/1999 Para | Review/code [REDACTED] coordinate with Williams & Conolly regarding document production through Alpha Systems; send a copy of [REDACTED] [REDACTED] research [REDACTED] on the web, attempt to contact [REDACTED] code [REDACTED] [REDACTED] | 6.25 | 75.00 | 468.75 |
| 4/13/1999 GDF | Teleconference with [REDACTED] teleconference with [REDACTED] [REDACTED] prepare for deposition, review [REDACTED] [REDACTED] | 4 | 285.00 | 1,140.00 |
| 4/14/1999 Para | Assist in drafting appendix to Subpoena. | 0.75 | 75.00 | 56.25 |
| 4/14/1999 Para | [REDACTED] [REDACTED] memo to David; draft subpoenas; contact Williams & Connolly regarding printing [REDACTED] | 5.75 | 75.00 | 431.25 |

Total This Invoice

| | | Hours | Rate | Amount |
|----------------|--|-------|--------|----------|
| 4/14/1999 GDF | Meeting with [REDACTED] regarding [REDACTED] prepare for deposition, teleconference with [REDACTED] | 5.5 | 285.00 | 1,567.50 |
| 4/15/1999 Para | Review CS files for [REDACTED] prepare appendices to subpoenas; determine the procedure from Williams & Connolly; contact [REDACTED] inquire regarding depositions availability; contact court reporters; [REDACTED] | 8 | 75.00 | 600.00 |
| 4/15/1999 GDF | Teleconference with [REDACTED] review opposition to motion to dismiss and for more definite statement, teleconference with [REDACTED] teleconference with [REDACTED] research [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] | 6 | 285.00 | 1,710.00 |
| 4/16/1999 Para | Finalize subpoenas, contact process server, prepare cover letters for subpoenas; review [REDACTED] bates-stamp documents to go to [REDACTED] contact court reporters; | 7.75 | 75.00 | 581.25 |

Total This Invoice

| | | Hours | Rate | Amount |
|----------------|--|-------|--------|----------|
| 4/16/1999 GDF | Review Slukarnich answer and discovery, teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] regarding [REDACTED] teleconference with [REDACTED] prepare for deposition, teleconference with [REDACTED] (2x), teleconference with [REDACTED] teleconference with [REDACTED] revise opposition | 6.5 | 285.00 | 1,852.50 |
| 4/19/1999 Para | Code Cityscape documents received recently; revise cover letter and mail [REDACTED] contact [REDACTED] contact [REDACTED] document production requests and deposition notices to leave messages per David. | 8.75 | 75.00 | 656.25 |
| 4/19/1999 GDF | Prepare for deposition of M. Fine, prepare for meeting with [REDACTED] | 10 | 285.00 | 2,850.00 |
| 4/20/1999 Para | Index documents recieved from Cityscape; | 4.75 | 75.00 | 356.25 |
| 4/20/1999 GDF | Deposition of M. Fine in Baltimore, prepare for next day | 10 | 285.00 | 2,850.00 |
| 4/21/1999 Para | Continue reviewing and coding information from [REDACTED] create cover letter and assemble package to go to [REDACTED] discuss full-coding project with David | 7.75 | 75.00 | 581.25 |

Total This Invoice

| | | Hours | Rate | Amount |
|----------------|--|-------|--------|----------|
| 4/21/1999 GDF | Deposition fo M. Fine in Baltimore, teleconference with [REDACTED] [REDACTED] | 6.5 | 285.00 | 1,852.50 |
| 4/22/1999 Para | Prepare packages with deposition transcripts to send to [REDACTED] contact hotels in Frederick for conference facilities for 4/27 deposition; discussion regarding coding instructions with David; fully code files | 11.25 | 75.00 | 843.75 |
| 4/22/1999 GDF | Conference with H. Gutman and J. Amira, meet with J. Amira regarding documents | 5 | 285.00 | 1,425.00 |
| 4/23/1999 Para | Sort appraisals in Access [REDACTED] fully code files; finalize conference room/hotel reservations | 12.25 | 75.00 | 918.75 |
| 4/23/1999 GDF | Document production at Arent Fox, teleconference with J. Amira, meet with opposing counsel | 5 | 285.00 | 1,425.00 |
| 4/24/1999 Para | Fully code files | 3.5 | 75.00 | 262.50 |
| 4/25/1999 GDF | Prepare for M. Fine deposition, preparation of documents, draft opposition to Valley motion to dismiss | 7 | 285.00 | 1,995.00 |

Total This Invoice

| | | Hours | Rate | Amount |
|-----------|--|-------|--------|----------|
| 4/26/1999 | Para | 7.75 | 75.00 | 581.25 |
| | Proofread/revise format in Oppotition to VT Motion; memo regarding depositions in Frederick; create cover letter to clerk; contact court reporters; memo to David regarding [REDACTED] | | | |
| 4/26/1999 | GDF | 10 | 285.00 | 2,850.00 |
| | Preparation for deposition of M. Fine and K. Groh, teleconference with [REDACTED] review and revise opposition to motion to dismiss | | | |
| 4/27/1999 | Para | 5.75 | 75.00 | 431.25 |
| | Continue analyzing [REDACTED] revise memo to David; memo to J. Amira regarding coding; organize miscellaneous documents; code [REDACTED] information for [REDACTED] contact [REDACTED] code all [REDACTED] | | | |
| 4/27/1999 | GDF | 9 | 285.00 | 2,565.00 |
| | Deposition of M. Fine in Frederick, MD, deposition of K. Groh in Frederick, MD | | | |
| 4/28/1999 | Para | 11 | 75.00 | 825.00 |
| | Compare documents [REDACTED] [REDACTED] create comparison chart; look up [REDACTED] information per David; code documents and determine [REDACTED] | | | |
| 4/28/1999 | GDF | 8 | 285.00 | 2,280.00 |
| | Meet with [REDACTED] at Williams & Connolly, conference with H Gutman, conference with A. Keyes | | | |

Total This Invoice

| | | Hours | Rate | Amount |
|----------------|---|-------|---------|------------------|
| 1/29/1999 Para | Code documents; determine and record Access bates ranges; locate [REDACTED] to send to Cityscape | 7.25 | 75.00 | 543 75 |
| 1/29/1999 GDF | Teleconference with H. Gutman, teleconference with [REDACTED] document production | 5 | 285.00 | 1,425.00 |
| 1/30/1999 Para | Create format for discovery responses to Bloom | 0.75 | 75.00 | 56 25 |
| 1/30/1999 Para | Review [REDACTED] format interrogatories from Slurkanich/Bloom; enter and add to the litigation schedule; contact [REDACTED] regarding [REDACTED] format letter to [REDACTED] | 7.5 | 75.00 | 562 50 |
| | Total Professional Fees | | | 47,700.00 |
| Travel | Travel | | 1322.35 | 1,322 35 |
| Telephone | Telephone | | 486.08 | 486.08 |
| Courier | Courier | | 35.50 | 35.50 |
| Copies | Photocopies | | 495.06 | 495 06 |
| Facsimilies | Facsimilies | | 263.00 | 263.00 |
| Postage | Postage | | 112.59 | 112.59 |
| | Total Expenses | | | 2,714.58 |

Total This Invoice \$50,414.58

Printed Discount

| INDEX # | DATE | TIMEKEEPER | VOUCHER # | DESCRIPTION | AMOUNT |
|---------|----------|---------------------|-----------|--|----------|
| 794511 | 01/07/99 | WILLIAMS & CONNOLLY | | Messenger US WILLIAMS & CONNOLLY/LIBRARY | 6.13 |
| 797418 | 02/01/99 | WILLIAMS & CONNOLLY | | Messenger US BDUNN GLIS WILLIAMS & CONNOLLY | 6.13 |
| 795646 | 02/23/99 | J. A. KEYES | | Messenger US JAKY WILLIAMS & CONNOLLY FENSTERHEIM & BEAM P.C. | 6.13 |
| 796271 | 03/03/99 | WILLIAMS & CONNOLLY | | Messenger ME JAKE WILLIAMS & CONNOLLY FENSTERHEIM & BEAM P.C. | 11.10 |
| 76238 | 03/09/99 | J. A. KEYES | | Messenger ME JAKY WILLIAMS & CONNOLLY FENSTERHEIM & BEAM | 14.01 |
| 795281 | 03/25/99 | WILLIAMS & CONNOLLY | | Messenger AC JLAMI WILLIAMS & CONNOLLY | 157.00 |
| 794305 | 04/01/99 | J. A. KEYES | | Messenger Overtime | 6.50 |
| 796984 | 04/01/99 | WILLIAMS & CONNOLLY | | Lexis | 566.82 |
| 797168 | 04/01/99 | WILLIAMS & CONNOLLY | | Westlaw | 602.75 |
| 800148 | 04/01/99 | WILLIAMS & CONNOLLY | | Telephone | 43.81 |
| 800969 | 04/06/99 | WILLIAMS & CONNOLLY | | Cabs AMIRA, MS 725 12TH ST NW DC | 17.85 |
| 793704 | 04/09/99 | H. W. GUTMAN | 80580 | Printing - VENDOR: ALPHA SYSTEMS | 296.38 |
| 793734 | 04/09/99 | J. A. KEYES | 80595 | Federal Express - VENDOR: FEDERAL EXPRESS | 20.90 |
| 793817 | 04/09/99 | H. W. GUTMAN | 80596 | Federal Express - VENDOR: FEDERAL EXPRESS | 9.50 |
| 753820 | 04/09/99 | H. W. GUTMAN | 80596 | Federal Express - VENDOR: FEDERAL EXPRESS | 14.35 |
| 793825 | 04/09/99 | J. A. KEYES | 80596 | Federal Express - VENDOR: FEDERAL EXPRESS | 15.40 |
| 794446 | 04/14/99 | J. A. KEYES | | Online Research | 84.03 |
| 795287 | 04/21/99 | J. A. KEYES | 81086 | Copying Charges - VENDOR: THE SUPERIOR GROUP | 1,166.70 |
| 795342 | 04/21/99 | H. W. GUTMAN | 81100 | Federal Express - VENDOR: FEDERAL EXPRESS | 14.35 |
| 796730 | 04/26/99 | J. A. KEYES | 81270 | Travel - VENDOR: PETTY CASH | 14.00 |
| 800383 | 04/28/99 | J. A. KEYES | | Dunn & Bradstreet Research | 98.00 |

$296.38 + 20.90 + 9.50 + 14.35 + 15.40 = 356.53$
Billed separately
 $1,166.70 + 14.35 = 1,181.05$
Billed separately

40934.0001

DISBURSEMENTS

Page 3 (3)

| INDEX # | DATE | TIMEKEEPER | VOUCHER # | DESCRIPTION |
|---------|----------|---------------------|-----------|-------------|
| 801592 | 04/29/99 | WILLIAMS & CONNOLLY | | Photocopy |

| AMOUNT |
|----------|
| 1,489.35 |

TOTAL DISBURSEMENTS:

1,551.10

3198.11

| *-----COST CODE SUMMARY-----* | | AMOUNT |
|-------------------------------|----------------------------|---------|
| D&B | Dunn & Bradstreet Research | 98.00 |
| FEDEX | Federal Express | 74.50 |
| LEXIS | Lexis | 566.82 |
| MESSOT | Messenger Overtime | 6.50 |
| MESSUL | Messenger | 200.50 |
| ONLINE | Online Research | 84.03 |
| PHONE | Telephone | 43.81 |
| PRINTING | Printing | 296.38 |
| PEDTOP | Cabs | 17.85 |
| AVEL | Travel | 14.00 |
| STLAW | Westlaw | 602.75 |
| XEROX | Photocopy | 1489.35 |
| XEROXO | Copying Charges | 1166.70 |
| COST TOTAL | | 4661.19 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|----------------|--|-------|--------|
| 860915 | 04/01/99 | J. L. AMIRA | Entered exhibits from the 3 previous depositions into computer database. continued working on [REDACTED] | 6.50 | 422.50 |
| 862674 | 04/02/99 | H. W. GUTMAN | T/c's re strategy w/Fensterheim | 1.00 | 295.00 |
| 860918 | 04/02/99 | J. L. AMIRA | Continued working on [REDACTED] continued coding database. | 7.00 | 455.00 |
| 862679 | 04/05/99 | H. W. GUTMAN | Read pldgs, corresp from prior week; t/c w/Fensterheim | 1.25 | 368.75 |
| 5710 | 04/05/99 | J. A. KEYES | Drafting ltr to [REDACTED] w/copy of pleadings filed attached. | .25 | 42.50 |
| 862954 | 04/05/99 | J. L. AMIRA | Continued working on [REDACTED] Wrote letters requesting [REDACTED] | 8.50 | 552.50 |
| 865715 | 04/06/99 | J. A. KEYES | Phone conv w/ [REDACTED] | .25 | 42.50 |
| 862475 | 04/06/99 | E. R. SOBONG | Per J. Amira: Locate and print out [REDACTED] duplicate [REDACTED] documents in preparation for deposition; [REDACTED] | 3.25 | 211.25 |
| 862955 | 04/06/99 | J. L. AMIRA | Continued working on [REDACTED] Prepared for continuation of Blank deposition. | 12.00 | 780.00 |
| 863866 | 04/06/99 | O. BATSEDIS | Assisted Jen Amira. Looked through [REDACTED], then [REDACTED] | 3.00 | 135.00 |
| 2687 | 04/07/99 | H. W. GUTMAN | Reivew motion of Valley Tittle | .25 | 73.75 |
| 865721 | 04/07/99 | J. A. KEYES | Reviewing corres from S. Krause to D. Fensterheim re discovery. | .25 | 42.50 |
| 862481 | 04/07/99 | E. R. SOBONG | Per J. Amira: [REDACTED] | .50 | 32.50 |
| 862956 | 04/07/99 | J. L. AMIRA | Barry Blank deposition. | 9.00 | 585.00 |
| 866423 | 04/07/99 | L. C. ANDERSON | Per the request of Jennifer Amira, entering data into Microsoft Access. | 4.00 | 160.00 |
| 862693 | 04/08/99 | H. W. GUTMAN | Lengthy t/c w/Fensterheim; review corresp and discovery re Valley Tittle | 1.25 | 368.75 |
| 862958 | 04/08/99 | J. L. AMIRA | Copied and distributed Wisner deposition and | 5.50 | 357.50 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|----------------|---|-------|--------|
| 862960 | 04/09/99 | J. L. AMIRA | Blank Depositions (Vol. I & II). Called to follow up on check requests. Revised litigation schedule. Spoke with GDF and Mike Eck (Alpha Systems) about document production. Began preparing for [REDACTED] depositions. Drafted memo about [REDACTED] [REDACTED] [REDACTED] | 7.50 | 487.50 |
| 866425 | 04/09/99 | L. C. ANDERSON | Continued working [REDACTED] depositions by printing out [REDACTED] At JAK's request, reviewed Cityscape bill. Spoke with [REDACTED] to try to track down information Spoke with [REDACTED] Met with Shawn Helms to try to solve the [REDACTED] in the database. | 4.00 | 160.00 |
| 865666 | 04/12/99 | H. W. GUTMAN | Per the request of Jennifer Amira, entering data into Microsoft Access. | .50 | 147.50 |
| 875039 | 04/12/99 | V. T. COJAN | Review pldg re Valley Title; t/c w/Fensterheim | .75 | 101.25 |
| 871770 | 04/12/99 | C. S. LIETZAN | Print reports for jen [REDACTED] Per Gutman, locate treatises on [REDACTED] and [REDACTED] cases. | .75 | 75.00 |
| 866010 | 04/12/99 | J. L. AMIRA | Finished printing out [REDACTED] and [REDACTED]. Met with Tudor to discuss changes to the dtatabase. [REDACTED] [REDACTED] Met wth Andy Keyes to go over subpoena and follow up with them. | 7.00 | 455.00 |
| 866427 | 04/12/99 | L. C. ANDERSON | Per the request of Jennifer Amira, entering data into Microsoft Access. | 7.00 | 280.00 |
| 865668 | 04/13/99 | H. W. GUTMAN | T/c w/[REDACTED]; t/cs w/Fensterheim Print [REDACTED] files for Jen. | .75 | 221.25 |
| 875040 | 04/13/99 | V. T. COJAN | Went over [REDACTED] review with GDF. Pulled files to be copied for [REDACTED] Reviewed letter and [REDACTED] Ordered [REDACTED] file production from Alpha Sysytems. Printed a few reports for [REDACTED] Pulled files to be copied for [REDACTED]. Continued | .75 | 101.25 |
| 866012 | 04/13/99 | J. L. AMIRA | | 7.00 | 455.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|--|-------|----------|
| 865673 | 04/14/99 | H. W. GUTMAN | working on [REDACTED] Strategy mtg w/Fensterheim; series of t/cs; review corresp | 1.50 | 442.50 |
| 865676 | 04/14/99 | H. W. GUTMAN | Attend strategy mtg w/Fensterheim; series of t/cs; review new corresp | 1.50 | 442.50 |
| 864999 | 04/14/99 | B. H. DUNNINGER | Spoke with D. Fensterheim and [REDACTED] re [REDACTED] | .25 | 33.75 |
| 865746 | 04/14/99 | J. A. KEYES | Legal research re [REDACTED], re Summit/Fantln motion for more definite statement. | 3.00 | 510.00 |
| 871778 | 04/14/99 | C. S. LIETZAN | Per Gutman, further research to locate [REDACTED] cases. | .75 | 75.00 |
| 866013 | 04/14/99 | J. L. AMIRA | Sent [REDACTED] and [REDACTED] files. Pulled a few more [REDACTED] for GDF. Continued working on [REDACTED] | 7.50 | 487.50 |
| 866429 | 04/14/99 | L. C. ANDERSON | Per the request of Jennifer Amira, entering data into Microsoft Access. | 7.00 | 280.00 |
| 865678 | 04/15/99 | H. W. GUTMAN | T/c w/Fensterheim | .50 | 147.50 |
| 865747 | 04/15/99 | J. A. KEYES | Drafting and editing opposition to Summit/Fantln motion for more definite statement; legal research re same, [REDACTED] [REDACTED] mtg w/D. Fensterheim re same. | 6.50 | 1,105.00 |
| 866014 | 04/15/99 | J. L. AMIRA | Printed out a few more appraisals for GDF. Reviewed Alpha Systems production. [REDACTED] [REDACTED] Spoke with Mike Eck from Alpha Systems about creating a plan to insure that [REDACTED] productions. Spoke with GDF and JAK about [REDACTED] to [REDACTED] Faxed copies of [REDACTED] | 7.00 | 455.00 |
| 866430 | 04/15/99 | L. C. ANDERSON | Per the request of Jen Amira, coding documents into Microsoft Access database | 4.00 | 160.00 |
| 869019 | 04/16/99 | H. W. GUTMAN | T/cs w/Fensterheim; look for new experts; review new pleadings | 2.25 | 663.75 |
| 865749 | 04/16/99 | J. A. KEYES | Editing and finalizing opposition to Summit/Fantln motion for more definite statement. | 1.00 | 170.00 |
| 866016 | 04/16/99 | J. L. AMIRA | Began running queries and pulling documents for | 5.00 | 325.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|--|-------|----------|
| 869024 | 04/19/99 | H. W. GUTMAN | Fine Deposition. Reviewed Alpha Systems files. Copied files. Sent files to Scott Krause. Prep for mtg [redacted] assist on prep for depo of Michael Fine; series of associated issues | 7.00 | 2,065.00 |
| 868396 | 04/19/99 | B. H. DUNNINGER | Spoke with H. Gutman re matter. | .25 | 33.75 |
| 868811 | 04/19/99 | E. R. SOBONG | Per J. Amira: Duplicate documents; edit Wisner and Blank Deposition exhibit indices; locate [redacted] | 5.00 | 325.00 |
| 869326 | 04/19/99 | J. L. AMIRA | Prepared for deposition of Michael Fine. (pulled documents, xeroxed, organized boxes, created exhibits, etc.) | 14.25 | 926.25 |
| 873459 | 04/19/99 | L. C. ANDERSON | Per the request of Jennifer Amira, assisting in deposition preparation. | 7.00 | 280.00 |
| 869030 | 04/20/99 | H. W. GUTMAN | T/c w/[redacted] prep memo re same; t/cs w/Fensterheim re same, depositions and strategy | 2.50 | 737.50 |
| 869327 | 04/20/99 | J. L. AMIRA | Deposition of Michael Fine in Baltimore. | 9.25 | 601.25 |
| 869036 | 04/21/99 | H. W. GUTMAN | Conf t/c w/client; review motions from defendants; mtg w/team; t/c w/Fensterheim | 1.75 | 516.25 |
| 868405 | 04/21/99 | B. H. DUNNINGER | [redacted] phone call with D. Fensterheim re research. | 3.00 | 405.00 |
| 868818 | 04/21/99 | E. R. SOBONG | Per J. Amira: Locate and duplicate [redacted] prepare files [redacted] for use as exhibits. | 2.75 | 178.75 |
| 869328 | 04/21/99 | J. L. AMIRA | Went to office to gather documents and prepare for continuation of Fine Deposition. Went to Baltimore for continuation of Fine deposition. | 9.00 | 585.00 |
| 873460 | 04/21/99 | L. C. ANDERSON | Per the request of Jennifer Amira, entering relevant data into Microsoft Access. | 4.25 | 170.00 |
| 873462 | 04/21/99 | L. C. ANDERSON | Per the request of Jennifer Amira, assisting in deposition preparation. | 3.00 | 120.00 |
| 869042 | 04/22/99 | H. W. GUTMAN | Mtg w/Fensterheim; mtg w/Amira; conversation w/Dunninger re new pldgs; review billing/computer issues | 2.25 | 663.75 |
| 868410 | 04/22/99 | B. H. DUNNINGER | Meeting with A. Keyes re motion, began reviewing materials for opposition; research re [redacted] | 5.25 | 708.75 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|----------------|--|-------|----------|
| 872639 | 04/28/99 | H. W. GUTMAN | Series of discussions [REDACTED] mtgs w/Fensterheim | 1.00 | 295.00 |
| 872708 | 04/28/99 | J. A. KEYES | Reading opp to Valley Title/Finc's motion for more definite statement on Count II; mtg w/[REDACTED] | 6.50 | 1,105.00 |
| 872991 | 04/28/99 | J. L. AMIRA | Prepared for meeting with [REDACTED] with [REDACTED] Met | 11.00 | 715.00 |
| 872642 | 04/29/99 | H. W. GUTMAN | T/cs [REDACTED] conversations w/Fensterheim; follow-up re [REDACTED] review corresp | 1.50 | 442.50 |
| 872710 | 04/29/99 | J. A. KEYES | Ph. conv w/[REDACTED] | .25 | 42.50 |
| 872992 | 04/29/99 | J. L. AMIRA | Met with Mike Eck from Alpha Systems. Examined ASP documents. helped Natalia and Leslie finish [REDACTED] productions. met with Tudor and Mike Eck to review [REDACTED] xeroxed and distributed MEF depositions (vols. I & II) updated litigation schedule. spoke with GDF about CSP productions. Spoke with Scott Krause to inform him that the ASP documents were ready. | 7.25 | 471.25 |
| 873465 | 04/29/99 | L. C. ANDERSON | Per the request of Jennifer Amira, copying and creating documents for privileged log. | 6.00 | 240.00 |
| 873467 | 04/30/99 | L. C. ANDERSON | Per the request of Jennifer Amira, coding documents into Microsoft Access. | 4.00 | 160.00 |

TOTALS:

323.75

29,315.00

FENSTERHEIM & BEAN, P.C.

Suite 800, 1250 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 637-6777

G. David Fensterheim
(202) 637-6481

Fax (202) 637-9119
e-mail: fandbpc@aol.com

June 3, 1999

OVERNIGHT COURIER
Mr. Jonah Goldstein
Cityscape Corporation
565 Taxter Road
Elmsford, NY 10523

Re: Atlas/Global matter Invoices for the months of April and May 1999

Dear Jay:

Enclosed are our invoices for services for the months of April and May 1999. You will note that these are "Consolidated Invoices" which include the charges from Williams & Connolly. Attached to the invoices are an itemized breakdown of the charges by each firm.

As we discussed, the monthly charges exceed the \$30,000.00 "ordinary course professionals" budget per firm. We have agreed that you will remit \$60,000 00 (i.e. \$30,000.00 per month) to each firm at this time, and we will seek payment for the excess by special application to the court at a later time.

Please call me if you have any questions.

Sincerely,

G. David Fensterheim

cc: Howard Gutman

Encl.

GDF/src

FENSTERHEIM & BEAN, P.C.

Suite 800, 1250 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 637-6667

G. David Fensterheim
(202) 637-6481

Fax (202) 842-2869
e-mail: fandbpc@aol.com

June 3, 1999

Mr. Jonah Goldstein
Cityscape Corporation
565 Taxter Road
Elmsford, NY 10523

Consolidated Invoice
No. 99007

Re: Invoice - Atlas/Global matter (thru May 31, 1999)

Fees:

| | | | |
|------------------|---------------|--------------|--------------------|
| D. Fensterheim | 154.00 | hours | \$43,890.00 |
| H.W. Gutman | 16.00 | hours | \$4,720.00 |
| J. A. Keys | 50.00 | hours | \$8,500.00 |
| B. Dunninger | 82.50 | hours | \$11,137.50 |
| Litigation Staff | 0.25 | hours | \$17.50 |
| Library Staff | 3.50 | hours | \$350.00 |
| Paralegal | 330.25 | hours | \$21,267.50 |
| <i>Total Fee</i> | <i>636.50</i> | <i>hours</i> | <i>\$89,882.50</i> |

Expenses:

| | |
|------------------|------------|
| Courier | \$523.32 |
| Photocopies | \$3,186.10 |
| Facsimile | \$583.00 |
| Postage | \$112.21 |
| Travel | \$611.17 |
| Telephone | \$54.32 |
| On-Line Research | \$828.61 |
| Total Expenses | \$5,898.73 |

Total amount due for this invoice

\$95,781.23

| | |
|-------------------------------|-------------|
| Fensterheim & Bean Total Fees | \$52,758.75 |
| Total Expenses | 1,311.17 |
| Total | \$54,069.92 |

| | |
|--------------------------------|-------------|
| Williams & Connolly Total Fees | \$37,123.75 |
| Total Expenses | 4,587.56 |
| Total | \$41,711.31 |

Fensterheim & Bean, P.C.

| | | | Hours | Rate | Amount |
|----------|------|---|-------|--------|----------|
| 5/3/1999 | Para | [REDACTED] draft letter to [REDACTED] continue formatting interrogatories; [REDACTED] | 8.25 | 75.00 | 618.75 |
| 5/3/1999 | GDF | Teleconference with [REDACTED] teleconference with [REDACTED] [REDACTED] review [REDACTED] files, teleconferene with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] (3x), teleconference with [REDACTED] [REDACTED] (3x), review supplemental production, teleconference with [REDACTED] | 7 | 285.00 | 1,995.00 |
| 5/4/1999 | Para | Verify location of [REDACTED]; review boxes of CS documents produced by Alpha Systems; code and print out [REDACTED] | 9.5 | 75.00 | 712.50 |
| 5/4/1999 | GDF | Teleconference with [REDACTED] teleconference with [REDACTED] [REDACTED], teleconference with [REDACTED] review documents, teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] letter to [REDACTED] revise interrogatory answers | 5 | 285.00 | 1,425.00 |

Total This Invoice

Fensterheim & Bean, P.C.

| | | | Hours | Rate | Amount |
|----------|------|---|-------|--------|----------|
| 5/5/1999 | Para | Make arrangements for K. Groh deposition 5/8; copy [REDACTED] memo to David, assemble complete sets to be produced; [REDACTED] contact [REDACTED] finalize and send letter to [REDACTED] | 7.25 | 75.00 | 543.75 |
| 5/5/1999 | Para | Sorting [REDACTED] [REDACTED] | 0.5 | 75.00 | 37.50 |
| 5/5/1999 | GDF | Meeting with [REDACTED] | 7 | 285.00 | 1,995.00 |
| 5/6/1999 | Para | Review [REDACTED] [REDACTED] Draft responses to Bloom's interrogatories; format response "shells" for Slurkanich interrogatories and production requests, send a copy of transcript Fine v. 1 to [REDACTED] Discuss [REDACTED] bates-stamp CSP documents assemble copies of available deposition transcripts [REDACTED] | 9.25 | 75.00 | 693.75 |
| 5/6/1999 | Para | Bates stamping documents. | 2.25 | 75.00 | 168.75 |

Total This Invoice

Fensterheim & Bean, P.C.

| | | | Hours | Rate | Amount |
|-----------|------|--|-------|--------|----------|
| 5/6/1999 | GDF | Meeting [REDACTED] document review at Arent Fox, meeting with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] | 7 | 285.00 | 1,995.00 |
| 5/7/1999 | Para | Bates-stamping appraisals [REDACTED] finalize letter to [REDACTED] teleconference with [REDACTED] discuss with David; locate and fax needed pleadings and information; complete draft of production request response to Slurkanich; assemble packages for [REDACTED] | 7.75 | 75.00 | 581.25 |
| 5/7/1999 | GDF | Teleconference with [REDACTED] regarding [REDACTED] teleconference with [REDACTED] regarding deposition preparation, teleconference with [REDACTED] teleconference with [REDACTED] preparation for Groh deposition | 7 | 285.00 | 1,995.00 |
| 5/10/1999 | Para | Review [REDACTED] memo to David; format letters to [REDACTED] create deposition notices and certification of service; serve counsel; [REDACTED] locate documents; send deposition transcripts [REDACTED] send copy of materials to Williams & Connolly | 7.5 | 75.00 | 562.50 |

Total This Invoice

Fensterheim & Bean, P.C.

| | | Hours | Rate | Amount |
|----------------|--|-------|--------|----------|
| 5/10/1999 GDF | Meeting with [REDACTED] at Williams & Connolly for deposition preparation | 8 | 285.00 | 2,280.00 |
| 5/11/1999 Para | [REDACTED] teleconference with [REDACTED] check information discussed in teleconference and write memo to David; update Excel chart [REDACTED] search & locate [REDACTED] compare [REDACTED] [REDACTED] discuss BETA bill with J. Amira and Shawnee | 6.75 | 75.00 | 506.25 |
| 5/11/1999 GDF | Expert deposition of L. Pettey in Baltimore | 10 | 285.00 | 2,850.00 |
| 5/12/1999 Para | Coordinate with J. Amira at Williams & Connolly; [REDACTED] [REDACTED] assist in creating subpoenas; | 8 | 75.00 | 600.00 |
| 5/12/1999 GDF | Expert deposition of S. McCash in Baltimore | 10 | 285.00 | 2,850.00 |
| 5/13/1999 Para | [REDACTED] | 6.25 | 75.00 | 468.75 |

Total This Invoice

Fensterheim & Bean, P.C.

| | | Hours | Rate | Amount |
|----------------|--|-------|--------|----------|
| 5/13/1999 GDF | Draft opposition to SJ motion facts section, teleconference with H. Gutman, teleconference with A. Keyes regarding discovery motions, teleconference with [REDACTED] review documents, [REDACTED] review [REDACTED] teleconference with [REDACTED] draft [REDACTED] teleconference with [REDACTED] | 5 | 285.00 | 1,425.00 |
| 5/14/1999 Para | [REDACTED] compile documents into binders; | 8.5 | 75.00 | 637.50 |
| 5/14/1999 GDF | Teleconference with [REDACTED] teleconference with [REDACTED] regarding discovery motion, teleconference with A. Keyes, teleconference with [REDACTED] letter to [REDACTED] meet with [REDACTED] review research and strategy [REDACTED] teleconference with [REDACTED] | 8 | 285.00 | 2,280.00 |
| 5/16/1999 GDF | Draft facts section of opposition to SJ Motion | 3.5 | 285.00 | 997.50 |
| 5/17/1999 Para | Continue assembling materials [REDACTED] locate miscellaneous document | 8.75 | 75.00 | 656.25 |

Total This Invoice

Fensterheim & Bean, P.C.

| | | Hours | Rate | Amount |
|----------------|--|-------|--------|----------|
| 5/17/1999 GDF | Deposition of L. Tischio in Baltimore, meet with [REDACTED] [REDACTED] review pleading [REDACTED] meeting with [REDACTED] [REDACTED] regarding deposition preparation, teleconference with [REDACTED]; teleconference with [REDACTED] [REDACTED] | 10 | 285.00 | 2,850.00 |
| 5/18/1999 Para | Continue assembling documents [REDACTED] revise discovery responses to Slurkanich; create cover letter to [REDACTED]; revise and send letter to [REDACTED] discuss bates ranges for file images with M. Eck, J. Amira and GDF | 8.5 | 75.00 | 637.50 |
| 5/18/1999 GDF | Revise interrogatory responses, teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] letter to [REDACTED]; revise facts section of opposition, teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] | 8 | 285.00 | 2,280.00 |

Total This Invoice

Fensterheim & Bean, P.C.

| | | Hours | Rate | Amount |
|----------------|--|-------|--------|----------|
| 5/19/1999 Para | Write memo to David regarding binder; prepare binder cover sheets and revise table of contents; contact M. Eck; memo to J. Amira regarding bates ranges; prepare packages with discovery responses for B. Glou and P. Kucma's signature; fax/e-mail to B. Dunninger; finish memo to David regarding [REDACTED] | 6.75 | 75.00 | 506.25 |
| 5/19/1999 GDF | Teleconference with [REDACTED] teleconference with [REDACTED] meeting with [REDACTED] draft two letters to defense counsel, respond to motion to quash, teleconference with [REDACTED] (3x), teleconference with [REDACTED] revise SJ Opposition | 6 | 285.00 | 1,710.00 |
| 5/20/1999 Para | [REDACTED] discuss/search for bates ranges at Williams & Connolly; assemble discovery materials to send to P. Kucma; memo to David regarding pending discovery responses; [REDACTED] contact The Superior Group regarding copying project | 7 | 75.00 | 525.00 |
| 5/20/1999 GDF | Meeting with A. Keyes and B. Dunninger regarding motions, meeting with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] draft new document production request, teleconference with [REDACTED] | 7 | 285.00 | 1,995.00 |

Total This Invoice

| | | Hours | Rate | Amount |
|-----------|--|-------|--------|----------|
| 5/21/1999 | Para [REDACTED] review binder with David; [REDACTED] [REDACTED] arrange for copying of binders; letter to [REDACTED] | 5.5 | 75.00 | 412.50 |
| 5/21/1999 | GDF Teleconference with [REDACTED] teleconference with [REDACTED] [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] revise motion, letter to [REDACTED] teleconference with [REDACTED] review pleading, review Pettey deposition, teleconference with [REDACTED] teleconference with [REDACTED] | 8 | 285.00 | 2,280.00 |
| 5/24/1999 | GDF L. Pettey deposition | 8 | 285.00 | 2,280.00 |
| 5/25/1999 | GDF P. Kucma deposition | 10 | 285.00 | 2,850.00 |
| 5/26/1999 | GDF [REDACTED] regarding [REDACTED] teleconference with [REDACTED] [REDACTED] conference with [REDACTED] teleconference with [REDACTED] | 8 | 285.00 | 2,280.00 |

Total This Invoice

| | | Hours | Rate | Amount |
|----------------------|---|-------|--------|-----------|
| /27/1999 GDF | Revise responses to Summitt interrogatories, review correspondence from counsel, teleconference with J. Amira, draft letter to J. Kaplan regarding scheduling and mediation request | 4.5 | 285.00 | 1,282.50 |
| /28/1999 GDF | Teleconference with S. Krause, draft letter response to Valley, draft Summit interrogatories, draft supplemental interrogatories to Valley, finalize letter to J. Kaplan, teleconference with H. Gutman, teleconference with A. Keyes, teleconference J Amira, review letter from Krause and Lake, [REDACTED] | 7 | 285.00 | 1,995.00 |
| | Total Professional Fees | | | 52,758.75 |
| | Expenses | | | |
| /4/1999 | Delivery | | 50.75 | 50.75 |
| /14/1999 | Copies | | 66.25 | 66.25 |
| /30/1999 Facsimilies | Facsimilies | | 583.00 | 583.00 |
| '18/1999 | Travel and Deposition conference facilities | | 539.17 | 539.17 |
| '18/1999 | Parking | | 72.00 | 72.00 |
| | Total Reimbursable Expenses | | | 1,311.17 |

Total This Invoice \$54,069.92

DISBURSEMENTS

LIBRARY

| INDEX # | DATE | TIMEKEEPER | VOUCHER # | DESCRIPTION | AMOUNT |
|---------|----------|---------------------|-----------|---|--------|
| 802323 | 03/05/99 | J. A. KEYES | | Messenger US JAKY WILLIAMS & CONNOLLY FENSTERHEIM & BEAN | 6.13 |
| 808321 | 03/12/99 | B. H. DUNNINGER | | Messenger US BHDUN WILCO LIBRARY - 434-5303 | 7.67 |
| 808373 | 03/17/99 | B. H. DUNNINGER | | Messenger US BHDUN WILCO LIBRARY - 434-5303 | 6.13 |
| 805625 | 04/01/99 | J. A. KEYES | | Messenger US JAKY WILLIAMS & CONNOLLY FENSTERHEIM & BEAN | 6.13 |
| 805381 | 04/12/99 | J. A. KEYES | | Messenger US JAKY WILLIAMS & CONNOLLY FENSTERHEIM & BEAN | 6.13 |
| 805382 | 04/12/99 | J. A. KEYES | | Messenger US JAKY WILLIAMS & CONNOLLY DAVID FENSTERHEIM | 11.05 |
| 808206 | 04/13/99 | J. A. KEYES | | Messenger AC JAKY WILLIAMS & CONNOLLY | 23.80 |
| 805247 | 04/14/99 | J. A. KEYES | | Messenger CC JAKY WILLIAMS & CONNOLLY | 48.75 |
| 805286 | 04/14/99 | J. A. KEYES | | Messenger ME JAKY WILLIAMS & CONNOLLY | 75.00 |
| 805287 | 04/16/99 | J. A. KEYES | | Messenger ME JAKY WILLIAMS & CONNOLLY CIR CT OF BALTIMORE CITY | 150.00 |
| 805248 | 04/22/99 | WILLIAMS & CONNOLLY | | Messenger CC JLAMI WILLIAMS & CONNOLLY | 47.25 |
| 805249 | 04/22/99 | WILLIAMS & CONNOLLY | | Messenger CC JLAMI WILLIAMS & CONNOLLY | 30.68 |
| 807104 | 05/01/99 | WILLIAMS & CONNOLLY | | Lexis | 297.83 |
| 807309 | 05/01/99 | WILLIAMS & CONNOLLY | | Westlaw | 530.78 |
| 809172 | 05/01/99 | WILLIAMS & CONNOLLY | | Telephone | 54.32 |
| 802535 | 05/05/99 | J. A. KEYES | 81800 | Copying Charges - VENDOR: THE SUPERIOR GROUP | 128.92 |
| 803198 | 05/10/99 | J. A. KEYES | 81929 | Copying Charges - VENDOR: THE SUPERIOR GROUP | 556.04 |
| 803221 | 05/10/99 | J. A. KEYES | 81936 | Express Mail - VENDOR: FEDERAL EXPRESS | 15.65 |
| 803761 | 05/11/99 | H. W. GUTMAN | 82010 | Federal Express - VENDOR: FEDERAL EXPRESS | 13.80 |
| 803939 | 05/11/99 | J. A. KEYES | 82025 | Federal Express - VENDOR: FEDERAL EXPRESS | 24.40 |
| 804174 | 05/12/99 | H. W. GUTMAN | | UPS | 25.00 |

Redd
Squidly

| INDEX # | DATE | TIMEKEEPER | VOUCHER # | DESCRIPTION | AMOUNT |
|---------|----------|---------------------|-----------|-----------------------------|----------|
| 806195 | 05/20/99 | WILLIAMS & CONNOLLY | | Postage Postage (1 entries) | .99 |
| 806882 | 05/20/99 | WILLIAMS & CONNOLLY | | Postage Postage (2 entries) | 18.81 |
| 806900 | 05/20/99 | WILLIAMS & CONNOLLY | | Postage Postage (1 entries) | 10.89 |
| 806963 | 05/20/99 | WILLIAMS & CONNOLLY | | Postage Postage (2 entries) | 10.89 |
| 806976 | 05/20/99 | WILLIAMS & CONNOLLY | | Postage Postage (1 entries) | 6.93 |
| 806990 | 05/20/99 | WILLIAMS & CONNOLLY | | Postage Postage (1 entries) | 38.70 |
| 812995 | 05/31/99 | WILLIAMS & CONNOLLY | | Photocopy | 3,119.85 |

TOTAL DISBURSEMENTS:

~~5,272.52~~
4587.56

| *-----COST CODE SUMMARY-----* | |
|-------------------------------|---------|
| COST CODE | AMOUNT |
| EXPMAIL Express Mail | 15.65 |
| FEDEX Federal Express | 38.20 |
| LEXIS Lexis | 297.83 |
| MESSUL Messenger | 418.72 |
| PHONE Telephone | 54.32 |
| POSTAGE Postage | 87.21 |
| UPS UPS | 25.00 |
| WESTLAW Westlaw | 530.78 |
| TROX Photocopy | 3119.85 |
| TROX Copying Charges | 684.96 |
| COST TOTAL | 5272.52 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|--------|
| 876566 | 04/30/99 | H. W. GUTMAN | T/cs w/Fensterheim | .50 | 147.50 |
| 875906 | 05/03/99 | B. H. DUNNINGER | [REDACTED] | .75 | 101.25 |
| 880138 | 05/03/99 | J. L. AMIRA | Organized ASP files which were to be picked up that day. worked on preparing new materials for Groh deposition, part 2. | 5.00 | 325.00 |
| 875910 | 05/04/99 | B. H. DUNNINGER | [REDACTED] | .50 | 67.50 |
| 875910 | 05/04/99 | J. L. AMIRA | Continued examining CSP documents. spoke with Mike Eck from Alpha Systems about document production and cross reference. prepared comments for [REDACTED] continued working with Natalia on [REDACTED] | 7.50 | 487.50 |
| 876575 | 05/05/99 | H. W. GUTMAN | Mtg w [REDACTED] attend [REDACTED] review new corresp | 1.25 | 368.75 |
| 880141 | 05/05/99 | J. L. AMIRA | Continued working on Kim Groh deposition preparation. gathered more information for GDF GDF's request, [REDACTED] | 5.75 | 373.75 |
| 880608 | 05/05/99 | L. C. ANDERSON | Per the request of Jennifer Amira, coding documents in Microsoft Access. | 6.50 | 260.00 |
| 876579 | 05/06/99 | H. W. GUTMAN | Series of t/cs [REDACTED] review new corresp and pleadings | .75 | 221.25 |
| 875919 | 05/06/99 | B. H. DUNNINGER | [REDACTED] | .75 | 101.25 |
| 880142 | 05/06/99 | J. L. AMIRA | Continued preparing for Groh deposition. Arranged for Beta to expedite the last two deposition transcripts to us for Friday delivery. Sent a few deposition transcripts to [REDACTED] random GDF tasks. | 7.50 | 487.50 |
| 879811 | 05/07/99 | H. W. GUTMAN | T/cs w/[REDACTED] review new pldgs | .50 | 147.50 |
| 875920 | 05/07/99 | B. H. DUNNINGER | Phone call with D. Fensterheim re matter; reviewed motion; meetings with J. Amira and D. Fensterheim re matter; research re motion. | 5.25 | 708.75 |
| 880143 | 05/07/99 | J. L. AMIRA | Prepared for Groh deposition, part 2. xeroxed documents. gathered new documents for GDF. Organized exhibits. prepared conference room. Sent transcripts of all depositions and | 15.00 | 975.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|--------|
| 880609 | 05/07/99 | L. C. ANDERSON | exhibits to [REDACTED] as per GDF's request. Jennifer Amira. Coding documents in Access. Copying documents. | 3.50 | 140.00 |
| 880145 | 05/08/99 | J. L. AMIRA | Deposition of Kim Groh. prepared documents meeting [REDACTED] | 6.50 | 422.50 |
| 879814 | 05/10/99 | H. W. GUTMAN | [REDACTED] w/Fensterheim; review new pleadings and corresp; conversation w/Fensterheim | 1.50 | 442.50 |
| 879159 | 05/10/99 | B. H. DUNNINGER | Meeting with [REDACTED] re: matter; Phone calls with D. Fensterheim; Background research [REDACTED] | 6.50 | 877.50 |
| 879882 | 05/10/99 | J. A. KEYES | Reviewing Blank motion for summary judgment. mtg w/ [REDACTED] re same; reviewing corres b/w D. Fensterheim and S. Krause; [REDACTED] reviewing notices of dep; reviewing H. Gutman memo re ph. conv w/[REDACTED] mtg w/ D. Fensterheim re update | 3.50 | 595.00 |
| 880611 | 05/10/99 | L. C. ANDERSON | Jennifer Amira. Coding documents in Access | 6.00 | 240.00 |
| 879819 | 05/11/99 | H. W. GUTMAN | Conversations w/team; t/c w/Fensterheim | .75 | 221.25 |
| 879162 | 05/11/99 | B. H. DUNNINGER | Meeting with A. Keyes re; [REDACTED] Reviewed [REDACTED] in preparation for [REDACTED] meeting. | 2.50 | 337.50 |
| 879887 | 05/11/99 | J. A. KEYES | ph conv w/ B. Dunninger re [REDACTED] drafting document requests to Slurkanich, Friesen, Investor Appraisal Services, Storton Taylor Associates; ph conv w/[REDACTED] | 2.00 | 340.00 |
| 880150 | 05/11/99 | J. L. AMIRA | Updated Litigation schedule. Sent out summons for V.P. Servicing. left message for [REDACTED] spoke with [REDACTED] about alpha susyems synchronizing CS/CSP and AS/ASP. followed up with banks. began de-duping the database. | 6.75 | 438.75 |
| 879824 | 05/12/99 | H. W. GUTMAN | Mtg w/Dunninger; t/c w/[REDACTED] t/c w/Fensterheim | 1.25 | 368.75 |
| 879167 | 05/12/99 | B. H. DUNNINGER | Research re: [REDACTED] Meeting with A. Keyes re: [REDACTED] [REDACTED] Drafted Summer Associate assignment; Phone call with H. Gutman; Researched cases for [REDACTED] | 6.25 | 843.75 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|--|-------|--------|
| 879889 | 05/12/99 | J. A. KEYES | Ph. convs. w/ [redacted] and [redacted] re: follow up on subpoena [redacted] finalizing document requests to appraisers; coordinating subpoenas for Valley Title employees; mtg. w/ B. Dunninger re: [redacted] | 5.00 | 850.00 |
| 885212 | 05/12/99 | A. D. JULIAN | Per Andy Keyes, locate current addresses for various individuals [redacted] | 1.00 | 100.00 |
| 880151 | 05/12/99 | J. L. AMIRA | Spoke with [redacted] from [redacted] re: [redacted] Spoke with [redacted] re: addresses [redacted]. Created a list for JAK of all counsel (with addresses, phone, and fax numbers) involved with this case. Started working on subpoenas for depositions. Helped Natalia with the Joe Gerber notebook. Xeroxed and mailed document requests for JAK. | 9.00 | 585.00 |
| 880613 | 05/12/99 | L. C. ANDERSON | Jennifer Amira. Coding documents in Access. | 5.50 | 220.00 |
| 879830 | 05/13/99 | H. W. GUTMAN | Follow-up with Levien; mtg w/Dunninger and Keyes; t/c w/Fensterheim | 1.50 | 442.50 |
| 879173 | 05/13/99 | B. H. DUNNINGER | Meeting with H. Gutman, A. Keyes re: matter; prepared materials for [redacted]; phone call with D. Fensterheim; Review of cases re: [redacted] | 3.75 | 506.25 |
| 879895 | 05/13/99 | J. A. KEYES | Drafting document requests to Valley Title, M. Fine and B. Blank re:experts; drafting document requests to Alpine, Valley Pine, S. Sachs, B. Lyons. | 3.00 | 510.00 |
| 985215 | 05/13/99 | A. D. JULIAN | per Andy Keyes, continue to locate current addresses for various individuals [redacted] | 2.00 | 200.00 |
| 880152 | 05/13/99 | J. L. AMIRA | Met with JAK to discuss various tasks. Reviewed bill and clarified any unknown charges. Spoke with [redacted] from [redacted] re: [redacted] revised litigation schedule. Performed searches on the database for GDF. Courtered binders to GDF. Continued de-duping database. Met with [redacted] to finish conducting searches. typed up [redacted] subpoenas. Sent out notices of Deposition to all counsel of record. | 8.50 | 552.50 |
| 883050 | 05/14/99 | H. W. GUTMAN | Series of conversations re [redacted] and her lawyer; review new pldgs and corresp | 1.25 | 368.75 |
| 879177 | 05/14/99 | B. H. DUNNINGER | Meeting with A. Keyes re: motion to compel; Meeting with J. Amira re: matter; Lunch meeting | 3.75 | 506.25 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|--------|
| 879897 | 05/14/99 | J. A. KEYES | Ph. conv. w/ [REDACTED] and [REDACTED] re: [REDACTED] drafting letter to Hon. Noel and coordinating revisions to motion to compel; mtg w/ D. Fensterheim and B. Dunninger re: update, ph. convs. re: status of subpoenas to M. Hyatt and J. Ewing; research re: [REDACTED] | 5.50 | 935.00 |
| 85219 | 05/14/99 | A. D. JULIAN | Per Andy Keyes, locate [REDACTED] | .50 | 50.00 |
| 880153 | 05/14/99 | J. L. AMIRA | Faxed and Mailed document production request to Valley Title. Mailed Document Production Requests to all counsel of record. continued de-duping database. Assisted JAK in revising a motion. (cutting and pasting). Met with [REDACTED] Spoke with [REDACTED] about service of subpoenas. Spoke with JAK, BHD, and GDF about subpoenas. Spoke with Linda Anderson from Superior copy service about GDF's account. | 8.00 | 520.00 |
| 879178 | 05/16/99 | B. H. DUNNINGER | Reviewed cases re: [REDACTED] | 2.75 | 371.25 |
| 880155 | 05/16/99 | J. L. AMIRA | Finished revising motion (cutting and pasting) for Andy Keyes. | 1.75 | 113.75 |
| 883055 | 05/17/99 | H. W. GUTMAN | T/cs re [REDACTED] t/cs w/ [REDACTED] | .50 | 147.50 |
| 92258 | 05/17/99 | B. H. DUNNINGER | Research for summary judgment opposition. | 4.00 | 540.00 |
| 886691 | 05/17/99 | J. A. KEYES | Ph. conv w/ [REDACTED] re service of subpoenas; ph conv w/ D. Fensterheim re depositions and [REDACTED]; editing revised motion to compel production of documents, cover letter to Hon. Noel; ph conv w/ [REDACTED] re same | 3.00 | 510.00 |
| 887070 | 05/17/99 | J. L. AMIRA | As per JAK's request, made a few more changes to the Revised motion to Compel. Followed up with [REDACTED] for [REDACTED] in order to [REDACTED] Printed [REDACTED] for [REDACTED]. Updated and distributed a new [REDACTED]. Checked our records to determine whether a [REDACTED] Revised a few deposition notices. Spoke with GDF and JAK about new projects. Mailed Revised Motion to Compel. | 7.00 | 455.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|----------|
| 887679 | 05/17/99 | L. C. ANDERSON | Jennifer Amira. Coding documents in Access | 7.00 | 280.00 |
| 888198 | 05/17/99 | M. L. HAVINGA | Remapping for Jen Amira for using the Cityscape database and images; calle M. Eck re: Cityscape production. | .25 | 17.50 |
| 883057 | 05/18/99 | H. W. GUTMAN | T/cs | .25 | 73.75 |
| 882267 | 05/18/99 | B. H. DUNNINGER | Phone call with D. Fensterheim; Research re: [REDACTED] Research re: [REDACTED] | 5.25 | 708.75 |
| 6694 | 05/18/99 | J. A. KEYES | Reviewing [REDACTED], legal research re [REDACTED]; ph conv w/ D. Fensterheim re subpoenas, depositions, strategy | 2.00 | 340.00 |
| 887072 | 05/18/99 | J. L. AMIRA | Distributed copies of the Revised Motion to Team. Started preparing for Hyatt and Ewing depositions. Spoke with Natalia about database problems. Ran queries on the database in preparation for upcoming depositions. Started memo for JAK about what happened in the case. | 5.50 | 357.50 |
| 882276 | 05/19/99 | B. H. DUNNINGER | First draft of opposition to motion for summary judgment. | 12.00 | 1,620.00 |
| 886701 | 05/19/99 | J. A. KEYES | Ph. conv w/ D. Fensterheim and B. Peoples re request for hearing on motion to compel production of documents; ph conv w/ D. Fensterheim [REDACTED] legal research re [REDACTED] sending update on research to D. Fensterheim | 3.75 | 637.50 |
| 7075 | 05/19/99 | J. L. AMIRA | Found new process server. Continued preparing for depositions. continued drafting the "What happened" memo. Prepared for GDP's meeting [REDACTED] (gathered documents, ran searches on database [REDACTED] xeroxed, made folders ...) | 9.00 | 585.00 |
| 887680 | 05/19/99 | L. C. ANDERSON | Jennifer Amira. Coding documents in Access | 7.00 | 280.00 |
| 883071 | 05/20/99 | H. W. GUTMAN | Conversations re witnesses; new corresp | .75 | 221.25 |
| 882280 | 05/20/99 | B. H. DUNNINGER | Drafted and edited opposition to motion for summary judgment; Meeting with D. Fensterheim. | 6.00 | 810.00 |
| 886703 | 05/20/99 | J. A. KEYES | Interview of [REDACTED] received from [REDACTED] reviewing [REDACTED] drafting; [REDACTED] | 7.50 | 1,275.00 |
| 887077 | 05/20/99 | J. L. AMIRA | Continued preparing for [REDACTED] Conv. | 7.00 | 455.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|----------|
| 886611 | 05/21/99 | H. W. GUTMAN | T/cs w/Fensterheim; review strategy; summary judgment issues | .75 | 221.25 |
| 82284 | 05/21/99 | B. H. DUNNINGER | Phone calls with D. Fensterheim and A. Keyes re: matter. | .25 | 33.75 |
| 886709 | 05/21/99 | J. A. KEYES | Ph conv w/ [REDACTED] re status of [REDACTED] subpoena to [REDACTED] ph conv w/ B. Peoples re status of request for hearing on motion to compel production of documents; preparing and finalizing notice concerning discovery material; drafting [REDACTED] | 3.00 | 510.00 |
| 887079 | 05/21/99 | J. L. AMIRA | Reviewed [REDACTED] Spoke with [REDACTED] about [REDACTED] Revised JAK's draft of [REDACTED] Spoke with Natalia re: Mike Eck. Spoke with sue at McDaniel and Marsh re: packages at her office for me. Ran searches on the computer for upcoming depositions. [REDACTED] | 7.75 | 503.75 |
| 887681 | 05/21/99 | L. C. ANDERSON | Jen Amira. Coding documents in Access | 4.50 | 180.00 |
| 86717 | 05/22/99 | J. A. KEYES | Revising and finalizing notice of discovery; drafting memo re [REDACTED] | 1.25 | 212.50 |
| 882286 | 05/23/99 | B. H. DUNNINGER | Writing and editing opposition to summary judgment. | 10.00 | 1,350.00 |
| 886616 | 05/24/99 | H. W. GUTMAN | Series of t/cs w/ [REDACTED] review summary judgment motion; series of conversations w/ [REDACTED] | 1.00 | 295.00 |
| 885493 | 05/24/99 | B. H. DUNNINGER | Finalized motion; Edited; Cite-checked. | 7.00 | 945.00 |
| 887080 | 05/24/99 | J. L. AMIRA | Multiple Telephone conversations with Leslie Anderson re: Plaintiff's Opposition to Blank's Motion to Dismiss. (Helped her locate documents and create exhibits.) | 1.00 | 65.00 |
| 887682 | 05/24/99 | L. C. ANDERSON | per the request of Howard Gutman, compiling and | 7.50 | 300.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|--|-------|----------|
| 886618 | 05/25/99 | H. W. GUTMAN | T/c/s w/Fensterheim; series of strategy sessions; review summary judgment opposition | .75 | 221.25 |
| 885498 | 05/25/99 | B. H. DUNNINGER | Phone calls with J. Amira re: motion; Reviewed final motion; Reviewed recent pleadings/correspondence; Reviewed background materials filed by J. Amira. | 1.75 | 236.25 |
| 887083 | 05/25/99 | J. L. AMIRA | Printed out and sent [redacted] Began [redacted] project. Organized files. Spoke with Mike Eck at Alpha Systems. Continued working on [redacted] Reviewed documents from [redacted] Followed up with [redacted] | 8.00 | 520.00 |
| 886622 | 05/26/99 | H. W. GUTMAN | Series of t/cs w/Fensterheim; discussions w/team; review new corresp and pldgs | 1.25 | 368.75 |
| 885506 | 05/26/99 | B. H. DUNNINGER | Review of e-mails/correspondence. | .25 | 33.75 |
| 886726 | 05/26/99 | J. A. KEYES | Conv w/ D. Fensterheim re update; reviewing documents produced [redacted] ph conv w/ [redacted] sending updates of [redacted] and [redacted] conversations; editing [redacted] | 4.00 | 680.00 |
| 887084 | 05/26/99 | J. L. AMIRA | Continued working on [redacted] Binder. Prepared documents for meeting with [redacted] Attended meeting [redacted] Attended working dinner with [redacted] Met with GDF to discuss priority of tasks for the next few weeks. | 11.50 | 747.50 |
| 887683 | 05/26/99 | L. C. ANDERSON | Per the request of Jennifer Amira, copying documents, creating and chronologizing binder. Rearranging documents from various depositions. | 7.75 | 310.00 |
| 886624 | 05/27/99 | H. W. GUTMAN | T/cs w/Fensterheim; t/c to prosecutor; discussions w/team | .50 | 147.50 |
| 885510 | 05/27/99 | B. H. DUNNINGER | Meetings with J. Amira and A. Keyes re: motion and exhibits; Reviewed and edited motion in preparation for supplemental filing. | 1.75 | 236.25 |
| 886730 | 05/27/99 | J. A. KEYES | Ph conv w/ [redacted] office re status of compliance w/ subpoena [redacted] interview of [redacted] preparation therefor; reviewing corres [redacted] drafting document requests to Valley Title | 6.00 | 1,020.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|--------|
| 887085 | 05/27/99 | J. L. AMIRA | At the request of JAK, I revised exhibits from the Opposition Motion that the Plaintiffs' filed on Monday. Spoke with BHD and JAK about additional changes to be made to Opposition Motion. Began revising motion. Prepared documents for [REDACTED] Accompanied JAK to meeting [REDACTED] Started [REDACTED] file memo. Xeroxed and sent documents to [REDACTED] | 10.50 | 682.50 |
| 88626 | 05/28/99 | H. W. GUTMAN | [REDACTED] | 1.00 | 295.00 |
| 885512 | 05/28/99 | B. H. DUNNINGER | Series of c/cs w/Fensterheim re new motions Spoke with H. Gutman re: matter; Began research re: [REDACTED] | 1.50 | 202.50 |
| 886736 | 05/28/99 | J. A. KEYES | Editing and finalizing document requests to Valley Title | .50 | 85.00 |
| 887087 | 05/30/99 | J. L. AMIRA | Finished [REDACTED] Memo. Xeroxed deposition transcripts of Sally McCash and Louis Petley. Started working on binder [REDACTED] Started working on [REDACTED] Composed and E-mailed a task list to the new Document clerk. | 4.50 | 292.50 |
| 887088 | 05/31/99 | J. L. AMIRA | Finished printing out [REDACTED] Finished composing chart of [REDACTED] Began running searched for [REDACTED] in database. Began printing out material for [REDACTED] meeting and deposition. Updated litigation schedule, faxed litigation schedule and new charts to GDP. | 3.75 | 243.75 |

TOTALS: 364.25 37,123.75

FENSTERHEIM & BEAN, P.C.

Suite 800, 1250 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 637-6777

G. David Fensterheim
(202) 637-6481

Fax (202) 637-9119
e-mail: fandbpc@aol.com

July 14, 1999

Mr Jonah Goldstein
Cityscape Corporation
565 Taxter Road
Elmsford, NY 10523

Re: Atlas/Global matter Invoice for the month of June 1999

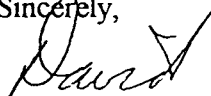
Dear Jay

Enclosed is our invoice for services for the month of June 1999. You will note that this is a "Consolidated Invoice" which includes the charges from Williams & Connolly. Attached to the invoice is an itemized breakdown of the charges by each firm.

As we discussed, the monthly charges exceed the \$30,000.00 "ordinary course professionals" budget per firm. We have agreed that you will remit \$30,000.00 to each firm at this time, and we will seek payment for the excess by special application to the court at a later time.

Please call me if you have any questions.

Sincerely,



G. David Fensterheim

cc: Howard Gutman

Encl

GDF/src

FENSTERHEIM & BEAN, P.C.

Suite 800, 1250 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 637-6667

G. David Fensterheim
(202) 637-6481

Fax (202) 842-2869
e-mail: fandbpc@aol.com

July 14, 1999

Mr. Jonah Goldstein
Cityscape Corporation
565 Taxter Road
Elmsford, NY 10523

Consolidated Invoice
No. 99009

Re: Invoice - Atlas/Global matter (thru June 30, 1999)

Fees:

| | | | |
|------------------|---------------|--------------|--------------------|
| D. Fensterheim | 150.25 | hours | \$42,821.25 |
| H.W. Gutman | 32.50 | hours | \$9,587.50 |
| P. J. Ward | 0.25 | hours | \$80.00 |
| J. A. Keys | 32.75 | hours | \$5,567.50 |
| B. Dunninger | 8.50 | hours | \$1,147.50 |
| Library Staff | 3.25 | hours | \$325.00 |
| Paralegal | 372.50 | hours | \$22,612.50 |
| <i>Total Fee</i> | <i>600.00</i> | <i>hours</i> | <i>\$82,141.25</i> |

Expenses:

| | |
|----------------|------------|
| Courier | \$849.54 |
| Photocopies | \$2,437.40 |
| Facsimile | \$487.00 |
| Postage | \$194.60 |
| Travel | \$1,085.80 |
| Telephone | \$279.08 |
| Research | \$1,543.91 |
| Total Expenses | \$6,877.33 |

Total amount due for this invoice

\$89,018.58

| | |
|-------------------------------|-------------|
| Fensterheim & Bean Total Fees | \$49,683.75 |
| Total Expenses | 2,724.95 |
| Total | \$52,408.70 |

| | |
|--------------------------------|-------------|
| Williams & Connolly Total Fees | \$32,457.50 |
| Total Expenses | 4,152.38 |
| Total | \$36,609.88 |

Fensterheim & Bean, P.C.

| | | | Hours | Rate | Amount |
|-----------|------|--|-------|--------|----------|
| 5/30/1999 | GDF | Draft Motion to Enjoin, research [REDACTED] | 3 | 285.00 | 855.00 |
| 5/31/1999 | GDF | Preparation for deposition of K. Muth, prepare for hearing before Judge Kaplan, revise supplemental interrogatory responses | 4 | 285.00 | 1,140.00 |
| 1/1999 | Para | Draft ltr. to [REDACTED] [REDACTED] contact [REDACTED] [REDACTED] arrange to send deposition transcript to J. Amira; memo to David regarding [REDACTED] review new pleadings and re-organize in file; | 4 | 75.00 | 300.00 |
| 6/1/1999 | GDF | Hearing before Judge Kaplan, deposition of K. Muth in Baltimore, meeting with [REDACTED] preparation for deposition | 12 | 285.00 | 3,420.00 |
| 6/2/1999 | Para | Re-format suppl. responses to interr. from VT and e-mail to GDF with a cover memo; compare interr. to AS and CS; review pleadings; review corr. and send fax with summary to GDF; | 3.75 | 75.00 | 281.25 |
| 6/2/1999 | GDF | Deposition of B. Glou in Baltimore, meeting with counsel regarding discovery disputes, revise supplemental discovery responses, teleconference with A. Keyes regarding [REDACTED] teleconference with S. Lake, teleconference with A. Keyes regarding [REDACTED] | 6 | 285.00 | 1,710.00 |
| 6/3/1999 | Para | Bates stamping and copying discovery-related documents. | 1 | 75.00 | 75.00 |

Total This Invoice

Fensterheim & Bean, P.C.

| | | | Hours | Rate | Amount |
|----------|------|--|-------|--------|----------|
| 6/3/1999 | Para | Proofread, re-format and revise Suppl. Responses to VT Interr.; incorporate changes made by David; locate info missing from responses by searching files and reviewing CS images; create Exhibit B and revise per David; xerox and assemble attachments; e-mail final version to David. Format letters to [REDACTED] and [REDACTED] | 10 | 75.00 | 750.00 |
| 6/3/1999 | GDF | Teleconference with [REDACTED] teleconference with [REDACTED] letter to counsel regarding discovery issues, teleconference with [REDACTED] teleconference with [REDACTED] prepare for [REDACTED] review [REDACTED] binders, review [REDACTED] binders, teleconference with [REDACTED] letter to [REDACTED] | 7 | 285.00 | 1,995.00 |
| 6/4/1999 | Para | Memo to J. Amira regarding CS personnel listed in Suppl. Responses to Interrogatories; contact [REDACTED] [REDACTED] revise letter to S. Krause per conversation and submit to David for approval; revise Atlas' Suppl. Responses using Cityscape as example; review several images of AS files for names of Atlas personnel for above; [REDACTED] | 6.5 | 75.00 | 487.50 |
| 6/4/1999 | GDF | [REDACTED] deposition of S. McCash in Baltimore, teleconference with [REDACTED] | 8 | 285.00 | 2,280.00 |
| 6/6/1999 | GDF | Letter to [REDACTED] regarding [REDACTED] prepare for Fantin deposition, review [REDACTED] | 4 | 285.00 | 1,140.00 |

Total This Invoice

Fensterheim & Bean, P.C.

| | | | Hours | Rate | Amount |
|----------|------|--|-------|--------|----------|
| 6/7/1999 | Para | Prepare charts for use as exhibits in Fantin's deposition; xerox and assemble all exhibits; contact counsel re: time and place of the deposition; revise letter to S. Lake per David and fax to counsel; sort [REDACTED] produced by [REDACTED] and create a folder system; provide misc. assistance to David in preparing for the deposition; locate and assist in assembling attachments to letter to [REDACTED] arrange for court reporter for Fantin's deposition. | 10.75 | 75.00 | 806.25 |
| 6/7/1999 | Para | Assist in xeroxing exhibits for Fantin's Deposition; revise letter to [REDACTED] per David and assemble attachments; assist in sorting and organizing [REDACTED] | 3.5 | 75.00 | 262.50 |
| 6/7/1999 | GDF | Teleconference with client, teleconference with [REDACTED] prepare for D. Fantin deposition, conference call regarding status with [REDACTED] and [REDACTED] teleconference with [REDACTED] letter to [REDACTED]; teleconference with [REDACTED] | 8 | 285.00 | 2,280.00 |
| 6/8/1999 | Para | Revise letter to S. Krause regarding missing files per David and fax; review Cityscape's responses to Fantin's interr. per David [REDACTED]; locate and send materials; | 2.25 | 75.00 | 168.75 |
| 6/8/1999 | GDF | Deposition of D. Fantin in Bethesda, teleconference with [REDACTED] | 8 | 285.00 | 2,280.00 |

Total This Invoice

Fensterheim & Bean, P.C.

| | | Hours | Rate | Amount |
|--|------|-------|--------|----------|
| 6/9/1999 | Para | 5.25 | 75.00 | 393.75 |
| Locate documents requested by J. Amira; review Cityscape's Answers to Slurkanich's interrogatories per David; review [REDACTED] memo to David; set up conference call with [REDACTED] compose letter to [REDACTED] pursuant to subpoena and arrange payment; make arrangements for deposition of Harbaugh on 6/11; begin reviewing all [REDACTED] for [REDACTED] | | | | |
| 6/9/1999 | GDF | 4.5 | 285.00 | 1,282.50 |
| Teleconference with H. Gutman, teleconference with [REDACTED] prepare for [REDACTED] deposition, teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] memorandum to [REDACTED] regarding [REDACTED] teleconference with H. Gutman | | | | |
| 6/10/1999 | Para | 7 | 75.00 | 525.00 |
| Cover letter/assemble package for [REDACTED] review Slurkanich doc. req./interr.; [REDACTED] contact court reporter; review [REDACTED] for [REDACTED] and create chart; begin reviewing [REDACTED] contact [REDACTED] regarding [REDACTED]; coordinate with J. Amira | | | | |

Total This Invoice

Fensterheim & Bean, P.C.

| | | Hours | Rate | Amount |
|-----------|---|-------|--------|----------|
| 6/10/1999 | GDF | 6 | 285.00 | 1,710.00 |
| | Prepare for deposition of D. Fantin, teleconference with [REDACTED] teleconference with [REDACTED] prepare map exhibit for appraisal deposition, teleconference with [REDACTED] teleconference with [REDACTED] teleconference with [REDACTED] | | | |
| 6/11/1999 | GDF | 8 | 285.00 | 2,280.00 |
| | Deposition of W. Harbaugh | | | |
| 6/11/1999 | Para | 4.75 | 75.00 | 356.25 |
| | Work on the [REDACTED] project (regarding [REDACTED]), finalize chart; finish memo to David regarding Slurkanich discovery req.; review [REDACTED] with [REDACTED] | | | |
| 6/14/1999 | GDF | 5 | 285.00 | 1,425.00 |
| | Teleconference with [REDACTED] regarding former employees, meeting with A. Keyes and J. Amira regarding tasks, etc., teleconference with S. Krause | | | |
| 6/15/1999 | Para | 3 | 75.00 | 225.00 |
| | Format letter to Cityscape and assemble packet with pleadings per David; begin assembling documents to produce to Karpinski; begin assembling documents for [REDACTED] discuss [REDACTED] with J. Amira and David | | | |
| 6/15/1999 | GDF | 4.5 | 285.00 | 1,282.50 |
| | Meeting with [REDACTED] prepare for [REDACTED] depositions, teleconference with [REDACTED] teleconference with [REDACTED] regarding [REDACTED] case, teleconference with [REDACTED] teleconference with [REDACTED] | | | |

Total This Invoice

Fensterheim & Bean, P.C.

| | | Hours | Rate | Amount |
|-----------|------|-------|--------|----------|
| 6/16/1999 | Para | 4 | 75.00 | 300 00 |
| | | | | |
| 16/1999 | GDF | 7 | 285.00 | 1,995.00 |
| | | | | |
| 6/17/1999 | GDF | 7.5 | 285.00 | 2,137.50 |
| | | | | |
| 6/17/1999 | Para | 4 | 75.00 | 300.00 |
| | | | | |
| 6/18/1999 | GDF | 4 | 285.00 | 1,140.00 |
| 6/18/1999 | Para | 3 | 75.00 | 225.00 |
| | | | | |
| 6/21/1999 | Para | 3.5 | 75.00 | 262 50 |

Total This Invoice

Fensterheim & Bean, P.C.

| | | Hours | Rate | Amount |
|-----------|------|-------|--------|----------|
| 6/21/1999 | GDF | 2 | 285.00 | 570.00 |
| | | | | |
| 22/1999 | Para | 5 | 75.00 | 375.00 |
| | | | | |
| 6/22/1999 | GDF | 5.5 | 285.00 | 1,567.50 |
| | | | | |
| 6/23/1999 | Para | 1.75 | 75.00 | 131.25 |
| | | | | |
| 6/23/1999 | GDF | 3 | 285.00 | 855.00 |
| | | | | |
| 6/24/1999 | Para | 4.75 | 75.00 | 356.25 |
| | | | | |

Total This Invoice

Fensterheim & Bean, P.C

| | | Hours | Rate | Amount |
|-----------|--|-------|--------|-----------|
| 6/24/1999 | GDF | | | |
| | Teleconference with [REDACTED] regarding [REDACTED] deposition | 0.5 | 285.00 | 142.50 |
| 6/25/1999 | GDF | | | |
| | Meeting with [REDACTED] and J. Sacks, meeting with [REDACTED] regarding settlement proposal, meeting with [REDACTED] | 8.25 | 285.00 | 2,351.25 |
| 6/25/1999 | Para | | | |
| | Format/re-type letter to [REDACTED]: settl. per David; fill in most blanks; send to David; sort new pleadings and update pleadings index; begin revising old appr. charts to reflect complete info from [REDACTED] charts; | 2.25 | 75.00 | 168.75 |
| 6/28/1999 | GDF | | | |
| | Meeting with [REDACTED], conference with H. Gutman, conference with J. Amira, review documents, [REDACTED] | 8 | 285.00 | 2,280.00 |
| 6/28/1999 | Para | | | |
| | Check appr. images for dates/values; revise appr.-related charts in Excel to reflect correct values | 1.5 | 75.00 | 112.50 |
| 6/29/1999 | GDF | | | |
| | Teleconference with [REDACTED] regarding preparation, review [REDACTED], review documents, deposition of [REDACTED] | 9 | 285.00 | 2,565.00 |
| 6/30/1999 | GDF | | | |
| | Deposition of S. McCash, [REDACTED], prepare [REDACTED] | 7.5 | 285.00 | 2,137.50 |
| | Total Profesional Fees | | | 49,683.75 |
| | Expenses | | | |
| 5/1/1999 | Delivery | | 7.50 | 7.50 |
| 5/3/1999 | Delivery | | 9.00 | 9.00 |
| 5/6/1999 | Telephone | | 158.34 | 158.34 |
| 5/6/1999 | Photocopies | | 317.90 | 317.90 |

Total This Invoice

Fensterheim & Bean, P.C.

| | | Hours | Rate | Amount |
|-----------|---|-------|--------|--------|
| 5/10/1999 | Delivery | | 3.00 | 3.00 |
| 5/11/1999 | Travel | | 17.64 | 17.64 |
| 5/14/1999 | Delivery | | 13.50 | 13.50 |
| 5/20/1999 | Delivery | | 12.75 | 12.75 |
| 5/26/1999 | Delivery | | 3.00 | 3.00 |
| 6/1/1999 | Delivery | | 58.82 | 58.82 |
| 6/2/1999 | Telephone | | 29.30 | 29.30 |
| 6/2/1999 | Travel and Deposition conference facilities | | 516.69 | 516.69 |
| 6/4/1999 | Delivery | | 37.00 | 37.00 |
| 6/4/1999 | Delivery | | 64.81 | 64.81 |
| 6/4/1999 | Photocopies | | 29.40 | 29.40 |
| 6/10/1999 | Map for exhibit | | 6.24 | 6.24 |
| 6/10/1999 | Parking | | 13.00 | 13.00 |
| 6/10/1999 | Parking | | 10.00 | 10.00 |
| 6/10/1999 | Parking | | 12.00 | 12.00 |
| 6/10/1999 | Parking | | 12.00 | 12.00 |
| 6/10/1999 | Parking | | 5.00 | 5.00 |
| 6/18/1999 | Delivery | | 60.50 | 60.50 |
| 6/20/1999 | Delivery | | 3.00 | 3.00 |
| 6/21/1999 | Delivery | | 26.62 | 26.62 |
| 6/21/1999 | Delivery | | 28.50 | 28.50 |
| 6/21/1999 | Delivery | | 89.25 | 89.25 |
| 6/21/1999 | Delivery | | 12.00 | 12.00 |
| 6/23/1999 | Delivery | | 34.75 | 34.75 |
| 6/23/1999 | Facsimilie | | 257.00 | 257.00 |

Total This Invoice

Fensterheim & Bean, P.C.

| | | Hours | Rate | Amount |
|-----------|--|-------|--------|----------|
| 6/27/1999 | Delivery | | 3.00 | 3.00 |
| 6/29/1999 | Telephone | | 30.40 | 30.40 |
| 6/29/1999 | Travel & lodging B. Glou Deposition in Baltimore | | 445.26 | 445.26 |
| 6/29/1999 | Lexis-Nexis On-line Research | | 42.31 | 42.31 |
| 6/30/1999 | Delivery | | 3.00 | 3.00 |
| | Facsimilies | | 230.00 | 230.00 |
| 7/1/1999 | Delivery | | 122.47 | 122.47 |
| | Total Reimbursable Expenses | | | 2,724.95 |

Total This Invoice

\$52,408 70

| INDEX # | DATE | TIMEKEEPER | VOUCHER # | DESCRIPTION | AMOUNT |
|----------------------|----------|---------------------|-----------|---|----------|
| 813903 | 04/14/99 | H. W. GUTMAN | | Messenger US HWGUT GLIS WILLIAMS & CONNOLLY/LJBR | 8.72 |
| 813904 | 04/14/99 | H. W. GUTMAN | | Messenger US HWGUT WILLIAMS & CONNOLLY | 12.22 |
| 816113 | 04/20/99 | WILLIAMS & CONNOLLY | | Cabs AMIRA, MS 725 12TH ST NW DC | 28.10 |
| 816114 | 04/21/99 | WILLIAMS & CONNOLLY | | Cabs AMIRA, MS 725 12TH ST NW DC | 19.87 |
| 814276 | 05/05/99 | H. W. GUTMAN | | Messenger US HWGUT WILCO LIBRARY - 434-5303 | 6.13 |
| 817689 | 05/24/99 | B. H. DUNNINGER | | Messenger NE RHODN WILLIAMS & CONNOLLY CIRCUIT COURT FOR BALTIM | 200.00 |
| 822781 | 06/01/99 | WILLIAMS & CONNOLLY | | Lexis | 43.82 |
| 822990 | 06/01/99 | WILLIAMS & CONNOLLY | | Westlaw | 1,396.06 |
| 823495 | 06/01/99 | WILLIAMS & CONNOLLY | | Telephone | 61.04 |
| 824865 | 06/01/99 | WILLIAMS & CONNOLLY | | Postage Items=89 | 194.60 |
| 818543 | 06/22/99 | B. H. DUNNINGER | 83935 | Library Services - VENDOR: | 61.72 |
| 818841 | 06/23/99 | H. W. GUTMAN | 84088 | Federal Express - VENDOR: FEDERAL EXPRESS | 17.25 |
| 818842 | 06/23/99 | H. W. GUTMAN | 84088 | Federal Express - VENDOR: FEDERAL EXPRESS | 12.75 |
| 824221 | 06/29/99 | WILLIAMS & CONNOLLY | | Photocopy | 2,090.10 |
| TOTAL DISBURSEMENTS: | | | | | 4,152.38 |

| *-----COST CODE SUMMARY-----* | |
|-------------------------------|---------|
| -----COST CODE----- | AM UNT |
| FEDEX Federal Express | 30.00 |
| LEXIS Lexis | 43.82 |
| LIBSVC Library Services | 61.72 |
| MESSUL Messenger | 227.07 |
| PHONE Telephone | 61.04 |
| POSTAGE Postage | 194.60 |
| REDTOP Cabs | 47.97 |
| WESTLAW Westlaw | 1306.06 |
| XEROX Photocopy | 2090.10 |
| COST TOTAL | 4152.38 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|----------|
| 893877 | 05/28/99 | J. L. AMIRA | Assisted GDF in creating a supplemental answer to Interrogatories. Assisted JAK in editing Third Set of Document requests. Continued working on [REDACTED]. Continued revising footnotes of Opposition Motion. Continued working on binder projects. | 6.00 | 390.00 |
| 893615 | 06/01/99 | H. W. GUTMAN | Review new corresp, pldgs; series of t/cs w/Fensterheim; conversations w/team | 1.25 | 368.75 |
| 892926 | 06/01/99 | B. H. DUNNINGER | Phone call w/H. Guttman; research re: 30(b)(6) depositions; conversations w/A. Keyes & D. Fensterheim | 2.75 | 371.25 |
| 893653 | 06/01/99 | J. A. KEYES | Editing draft motion to enjoin [REDACTED] legal research re same; drafting cover letter to Hon. Kaplan; drafting letter to S. Krause re rescheduling M. Shaw, A. Priest and R. Beck depositions; drafting letter ph. convs w/D. Fensterheim re strategy; [REDACTED] | 8.50 | 1,445.00 |
| 893879 | 06/01/99 | J. L. AMIRA | Printed out Joan files for meeting with [REDACTED]. Prepared documents for [REDACTED] filing meeting. A [REDACTED] motion to enjoin ... Continued working on Binder of Closing Instructions. Spoke with new Document Clerk, J. Buckner, about projects. | 7.00 | 455.00 |
| 893885 | 06/01/99 | J. L. BUCKNER | Per J. Amira; continued making unfinished contract binders. | 6.25 | 281.25 |
| 893619 | 06/02/99 | H. W. GUTMAN | Series of conf t/cs w/David; t/cs to Andy White; review memos, pldgs, corresp | 1.25 | 368.75 |
| 892931 | 06/02/99 | B. H. DUNNINGER | Research re [REDACTED] depositions; meeting w/A. Keyes re: isfurs | 2.25 | 303.75 |
| 893659 | 06/02/99 | J. A. KEYES | Reviewing course b/w S. Lake and D. Fensterheim; ph conv w/D. Fensterheim re strategy | 1.00 | 170.00 |
| 893880 | 06/02/99 | J. L. AMIRA | Revised [REDACTED] Memo. Distributed [REDACTED] memo to Team. Mailed [REDACTED] Motion to Enjoin ... and Plaintiffs' Opp. Motion to Blank's ... Continued working on Binder of Closing Instructions. Met with [REDACTED]. Reviewed contracts binder; searched for and examined the clause [REDACTED]. Prepared a brief e-mail of my findings. | 8.00 | 520.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|---------------|---|-------|--------|
| 893886 | 06/02/99 | J. L. BUCKNER | Per J. Amira; completed [redacted] project. | 4.75 | 213.75 |
| 893622 | 06/03/99 | H. W. GUTMAN | T/cs w/Fensterheim; review new [redacted] files | 2.00 | 590.00 |
| 893665 | 06/03/99 | J. A. KEYES | Reviewing [redacted] re [redacted] ph conv w [redacted] | 1.00 | 170.00 |
| 893881 | 06/03/99 | J. L. AMIRA | Finished Binder of [redacted] Prepared documents for GDF's meeting with [redacted] Spoke with [redacted] k. Served as a witness for [redacted] telephone conversation with Roxanne Barnes. Xeroxed and distributed [redacted] deposition. At the request of GDF, conducted further analysis of the contracts binder; created chart. | 7.50 | 487.50 |
| 893889 | 06/03/99 | J. L. BUCKNER | Per J. Amira; continue uncompleted binder project and photocopy previously completed contract binder. | 7.25 | 326.25 |
| 893628 | 06/04/99 | H. W. GUTMAN | Series of t/cs w/Fensterheim; conf [redacted] | 1.50 | 442.50 |
| 893667 | 06/04/99 | J. A. KEYES | Ph conv w/ [redacted] ph conv w/ D. Fensterheim re update and tactics; ph conv w/ C. Carl re [redacted] drafting third (amended) document requests [redacted] per letter, notice of discovery | 1.75 | 297.50 |
| 893882 | 06/04/99 | J. L. AMIRA | As per JAK's request, I revised e [redacted] Mailed new exhibits to all [redacted] counsel of record. As per JAK's request, I revised Opp. Motion. Organized deposition files. Began running searches in the database for [redacted] Conversation with [redacted] r. Reviewed Expert depositions. | 5.50 | 357.50 |
| 893891 | 06/04/99 | J. L. BUCKNER | Per J. Amira; continued with binder project and made 11 copies of an exhibit. | 6.00 | 270.00 |
| 900917 | 06/07/99 | H. W. GUTMAN | Conf. [redacted] and Fensterheim; conf t/c w/Fensterheim, client, and others; prep for conf. t/cs; review corresp | 2.50 | 737.50 |
| 896929 | 06/07/99 | J. A. KEYES | ph call w/ D. Fensterheim, to [redacted] ph call to [redacted] ph conv w [redacted] | .25 | 42.50 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|---------------|--|-------|--------|
| 897201 | 06/07/99 | J. L. AMIRA | Mailed a courtesy copy of the Opposition Motion and the revised exhibits to Judge Kaplan. Mailed a copy of the revised exhibits to GDF. Updated litigation schedule. Printed and examined a few original documents for GDF. Continued working on compiling Bates range list; continued correcting wrong Bates ranges in the database. Began working on chronology. | 6.00 | 390.00 |
| 897208 | 06/07/99 | J. L. BUCKNER | Per Jennifer Amira; organized and completed draft of [redacted] project. | 7.00 | 315.00 |
| 900919 | 06/08/99 | H. W. GUTMAN | T/cs w/Fensterheim; review new pldgs and docs | 1.50 | 442.50 |
| 896935 | 06/08/99 | J. A. KEYES | Ph conv w/ [redacted] re scheduling mtg Barnes ph conv w/ [redacted] | .50 | 85.00 |
| 897202 | 06/08/99 | J. L. AMIRA | Continued working on chronology. Continued working on bates ranges list. | 7.50 | 487.50 |
| 897210 | 06/08/99 | J. L. BUCKNER | Per Jennifer Amira; began and work on new loan binder project | 7.00 | 315.00 |
| 900923 | 06/09/99 | H. W. GUTMAN | T/cs w/Fensterheim; [redacted] | .50 | 147.50 |
| 896938 | 06/09/99 | J. A. KEYES | [redacted] | 4.00 | 680.00 |
| 906937 | 06/09/99 | A. D. JULIAN | Per Andy Keyes, [redacted] | 75 | 75.00 |
| 906939 | 06/09/99 | A. D. JULIAN | Per Howard Gutman, locate docket in [redacted] Court [redacted] involving [redacted] and [redacted] | .75 | 75.00 |
| 897204 | 06/09/99 | J. L. AMIRA | Continued working on chronology. Continued working on bates range list/correcting database. Searched CDs for [redacted] files. Conversation with [redacted] | 7.00 | 455.00 |
| 897212 | 06/09/99 | J. L. BUCKNER | Per Jennifer Amira; completed loan binder project and began searching database to find missing [redacted] files and find any new files which would be added to binders. | 7.00 | 315.00 |
| 900928 | 06/10/99 | H. W. GUTMAN | Series of t/cs w/Fensterheim; read new corresp and interrog responses | 2.00 | 590.00 |
| 896945 | 06/10/99 | J. A. KEYES | Drafting document requests for subpoena to [redacted] | .50 | 85.00 |
| 897205 | 06/10/99 | J. L. AMIRA | As per GDF's request, researched [redacted] development. Drafted a [redacted] | 7.50 | 487.50 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|---------------|--|-------|----------|
| 897206 | 06/11/99 | J. L. AMIRA | subpoena for [REDACTED] relevant to any of the properties listed in Exhibit A. Continued working on chronology and bates ranges project. | 7.50 | 487.50 |
| 897214 | 06/11/99 | J. L. BUCKNER | Attended Deposition of William Harbaugh. | 7.00 | 315.00 |
| 904238 | 06/14/99 | H. W. GUTMAN | Per Jennifer Amira; completed searching atabase an began to file new paperwork in binders. | .50 | 147.50 |
| 900953 | 06/14/99 | J. A. KEYES | T/cs re strategy; review new docs ph conv w/ D. Fensterheim re update; reviewing Valjey Jilje's opp to revised motion to compel production of documents; mtg w/ D. Fensterheim and J. Amira re upcoming events and tasks; ph [REDACTED] [REDACTED] re searching former employees [REDACTED] | 4.00 | 680.00 |
| 901299 | 06/14/99 | J. L. AMIRA | Meeting with GDF and JAK to discuss discovery and assignment of new tasks. Created new task memo. Prepared documents for JAK and GDF meeting with [REDACTED]. Updated and distributed litigation schedule. Gave J. Buckner new tasks. | 6.25 | 406.25 |
| 901308 | 06/14/99 | J. L. BUCKNER | Per Jennifer Amira; bates labeled LS documents | 4.00 | 180.00 |
| 900959 | 06/15/99 | J. A. KEYES | Interview of [REDACTED] preparing therefor; travel to and from interview; ph call to [REDACTED] reviewing documents from [REDACTED] re compliance w/ subpoena to [REDACTED] ph conv w/ [REDACTED] drafting document [REDACTED] Sellers | 6.00 | 1,020.00 |
| 901300 | 06/15/99 | J. L. AMIRA | Met with Shawn Helms to resolve the [REDACTED] situation Conference call with Helms and Mike Evk about the database. Drafted a draft deposition notice for Andy Bloom. Drafted a subpoena memo for JAK. [REDACTED] researched an appraisal for Natalia [REDACTED] and crossing [REDACTED] Reviewed Brown deposition searchin for names of [REDACTED] Reviewed documents from [REDACTED] Met with JAK to discuss various issues. Began researching [REDACTED] Started a comprehensive examination of [REDACTED] documents. | 7.50 | 487.50 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|--|-------|--------|
| 901311 | 06/15/99 | J. L. BUCKNER | Per Jennifer Amira; look for [redacted] documents and put [redacted] document binders together. | 7.00 | 315.00 |
| 900060 | 06/16/99 | B. H. DUNNINGER | Reviewed recent pleadings and correspondence. | .50 | 67.50 |
| 900961 | 06/16/99 | J. A. KEYES | Ph call to [redacted]; editing draft discovery requests | 1.00 | 170.00 |
| 906944 | 06/16/99 | A. D. JULIAN | Per Andy Keyes, locate current address and phone for [redacted] | .50 | 50.00 |
| 901301 | 06/16/99 | J. L. AMIRA | Finished comprehensive review of [redacted] documents. Researched [redacted] telephone conversation with [redacted]. Drafted and sent out an e-mail about which subpoenas we may want to issue in the next week. Worked with Alicia Julian to locate basic information about [redacted] GDF's trip to [redacted]. Organized and assembled exhibits for [redacted] Conversations with J. Buckner, GDF, and JAK. Continued working on seller takeback/contribution issue. Began working on an index of all the documents in my office, as per GDF's request. | 7.25 | 471.25 |
| 901313 | 06/16/99 | J. L. BUCKNER | Per Jennifer Amira; [redacted] created binder of [redacted] and organized and labeled exhibits from depositions. | 7.00 | 315.00 |
| 906949 | 06/17/99 | A. D. JULIAN | Per Andy Keyes, continue to locate [redacted] related to the [redacted] Also locate [redacted] regarding same. | .75 | 75.00 |
| 901305 | 06/17/99 | J. L. AMIRA | Researched and faxed information to GDF at Cityscape. Updated "Cityscape Players" list. Continued working on [redacted] issue. | 4.00 | 260.00 |
| 904246 | 06/18/99 | H. W. GUTMAN | T/cs re strategy; review series of new pldgs | 1.00 | 295.00 |
| 900968 | 06/18/99 | J. A. KEYES | Ph conv w/ [redacted] reviewing draft document requests to [redacted] | 1.00 | 170.00 |
| 906952 | 06/18/99 | A. D. JULIAN | Per Howard Gutman and David Fensterheim [redacted] discussing the [redacted] | .50 | 50.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|--|-------|----------|
| 901306 | 06/18/99 | J. L. AMIRA | Reviewed [redacted] written by [redacted] [redacted] [redacted] Worked with [redacted] III III III UU lry to find articles relevant to the conditions of [redacted]. Assisted JAK in drafting second set of document requests to [redacted]. Xeroxed, faxed, and mailed document requests. Began preparing subpoenas for the next wave of document requests. Reviewed [redacted]'s search and selected a few [redacted] to review. Reviewed [redacted] from [redacted] which focused on the issue of [redacted]. Searched [redacted] on any checks. Compared [redacted] and [redacted] on Fensterheim. Telephone conversation with Fensterheim about articles and research. Assisted JAK in drafting appendix to subpoena for [redacted]. | 7.50 | 487.50 |
| 901315 | 06/18/99 | J. L. BUCKNER | Per Jennifer Amira; finished exhibit project, distinguished between types of [redacted] documents, begin creating a deposition binder. | 7.00 | 315.00 |
| 903347 | 06/21/99 | B. H. DUNNINGER | Reviewed reply memorandum. | .50 | 67.50 |
| 904324 | 06/21/99 | J. A. KEYES | Reviewing and editing subpoena to J [redacted] ph call to R [redacted] drafting interrogatories to [redacted] | 1.50 | 255.00 |
| 908190 | 06/21/99 | J. L. AMIRA | Revised appendix to [redacted] subpoena. Reviewed library information on [redacted]. Worked with [redacted] in [redacted] in [redacted] chart. | 5.50 | 357.50 |
| 904258 | 06/22/99 | H. W. GUTMAN | Series of t/cs w/Fensterheim; travel to and from Baltimore; attend mtgs w [redacted], read new pldgs and corres | 6.25 | 1,843.75 |
| 904334 | 06/22/99 | J. A. KEYES | Editing document requests to [redacted] defendants; ph conv w/D. Fensterheim re same; legal research re who is entitled to copy of document subpoena | 1.50 | 255.00 |
| 908193 | 06/22/99 | J. L. AMIRA | Sent out [redacted] subpoena. Telephone conversation with GDF. Faxed and mailed Dackman subpoena to GDF and Bourgeois, respectively. Finished [redacted] and [redacted] Compared [redacted] and [redacted] | 7.50 | 487.50 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|---|-------|----------|
| 904620 | 06/22/99 | J. L. BUCKNER | appraisal binder project. Began | 7.00 | 315.00 |
| 904264 | 06/23/99 | H. W. GUTMAN | Series of t/cs in-house and w/Fensterheim | .50 | 147.50 |
| 904336 | 06/23/99 | J. A. KEYES | Ph conv [redacted] re finding and sending documents | .25 | 42.50 |
| 908196 | 06/23/99 | J. L. AMIRA | Continued Row house research. *Continued working on appraisal binder. Organized files. Reviewed [redacted] Telephone conversation with [redacted]. | 5.25 | 341.25 |
| 904622 | 06/23/99 | J. L. BUCKNER | Per Jennifer Amira; continued search for exceptions documents. | 7.00 | 315.00 |
| 904274 | 06/24/99 | H. W. GUTMAN | T/c w/Fensterheim; prep for mtg [redacted] | 1.00 | 295.00 |
| 908197 | 06/24/99 | J. L. AMIRA | Copied and distributed many different deposition. Assisted JAK in drafting document production requests to [redacted] and their various entities. Xeroxed and mailed out document production requests. Updated litigation schedule. Continued working on appraisal project. | 7.50 | 487.50 |
| 904624 | 06/24/99 | J. L. BUCKNER | Per Jennifer Amira; finished [redacted] search and began binder, copied depositions and updated binder, and copied exhibits and began to put in padwell. | 7.00 | 315.00 |
| 904279 | 06/25/99 | H. W. GUTMAN | Travel to [redacted] attend mtg [redacted] follow-up re [redacted] conversations w/Fensterheim; conversations w/team; travel from [redacted] | 8.25 | 2,433.75 |
| 903361 | 06/25/99 | B. H. DUNNINGER | Phone calls with H. Gutman; Spoke with A. Keyes and J. Amira re: [redacted] meeting. | .25 | 33.75 |
| 908199 | 06/25/99 | J. L. AMIRA | Started compiling documents for [redacted] binder. Continued working on [redacted] binder. Appraisals by [redacted] | 4.75 | 308.75 |
| 904626 | 06/25/99 | J. L. BUCKNER | Per Jennifer Amira, Finish [redacted] binder, finish making exhibits, and search for signed documents on database. | 7.00 | 315.00 |

| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|----------|-----------------|--|-------|--------|
| 907944 | 06/28/99 | H. W. GUTMAN | Review new pliqs; attend mtg w/Fensterheim; conversations w/learn l/c | 1.50 | 442.50 |
| 907170 | 06/28/99 | B. H. DUNNINGER | Phone calls with H. Gutman, [redacted] | .25 | 33.75 |
| 908202 | 06/28/99 | J. L. AMIRA | Meeting with GDF [redacted] and at the offices of Williams & Connolly. | 9.00 | 585.00 |
| 908211 | 06/28/99 | J. L. BUCKNER | Per Jennifer Amira; [redacted] pulled loan statements and organized them. | 6.75 | 303.75 |
| 907949 | 06/29/99 | H. W. GUTMAN | T/cs w/Fensterheim; review new corresp; conversations w/learn | .50 | 147.50 |
| 908935 | 06/29/99 | P. J. WARD | Gather bankruptcy schedules and conference with B. Dunninger. | .25 | 80.00 |
| 907172 | 06/29/99 | B. H. DUNNINGER | Meeting with [redacted] re: [redacted] Phone calls with D. Fensterheim, [redacted] | .75 | 101.25 |
| 908205 | 06/29/99 | J. L. AMIRA | Assembled and organized documents to be sent to deposition; updated litigation schedule. Messenged material to GDF and [redacted] Began working on [redacted] memo. Gave J. Buckner new tasks. | 7.75 | 503.75 |
| 908213 | 06/29/99 | J. L. BUCKNER | Continued signature search, copied and separate by address. | 6.75 | 303.75 |
| 907952 | 06/30/99 | H. W. GUTMAN | T/c w/Fensterheim; review new corresp | .50 | 147.50 |
| 907181 | 06/30/99 | B. H. DUNNINGER | Phone calls with H. Gutman and associates responding to e-mail re: asset disclosure; Reviewed and forwarded forms from [redacted] | 1.25 | 168.75 |
| 908208 | 06/30/99 | J. L. AMIRA | Reviewed [redacted] information. Gathered and messengered appraisal information to GDF. Multiple telephone conversations with GDF re: appraisals. Reviewed Cityscape files for conditional loan approvals. Continued working on [redacted] memo. Telephone conversation with [redacted] Began reading Fantin deposition. Multiple conversations with J. Buckner re: new tasks. | 6.00 | 390.00 |
| 908214 | 06/30/99 | J. L. BUCKNER | Per Jennifer Amira; [redacted] document search and binder project, file management, and start file review for comments. | 7.00 | 315.00 |

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TIME ENTRIES

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| INDEX # | DATE | TIMEKEEPER | DESCRIPTION | HOURS | AMOUNT |
|---------|------|------------|-------------|--------|-----------|
| | | | TRIPALS | 358.25 | 32,457.50 |