


**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

  
 UNITED STATES BANKRUPTCY COURT  
 NORTHERN DISTRICT OF ILLINOIS  
 JUN 30 2003

KENNETH S. GARDNER, CLERK  
 PS REP. - JJ

<p>In re:</p>  <p>CONSECO, INC. <u>et al.</u>,<sup>1</sup></p>  <p>Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p>  <p>Case No. 02-B 49672 (Jointly Administered) Honorable Carol A. Doyle</p>  <p>Objection Deadline: July 21, 2003</p>
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**VERIFIED APPLICATION OF FRIED, FRANK, HARRIS, SHRIVER &  
JACOBSON, AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF THE HOLDING COMPANY DEBTORS,  
FOR INTERIM COMPENSATION FOR PROFESSIONAL SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES INCURRED  
DURING THE PERIOD FROM MAY 1, 2003 THROUGH MAY 31, 2003**

Pursuant to sections 328, 330 and 331 of title 11 of the United States Code (as amended, the "Bankruptcy Code"), Fed. R. Bankr. P. 2016 (the "Bankruptcy Rules"), rule 607 of the Bankruptcy Rules for the United States District Court and the United States Bankruptcy Court for the Northern District of Illinois (the "Local Bankruptcy Rules"), the Retention Order (as defined below) and that certain Administrative Order Under Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members (the "Interim Compensation Order"), the

<sup>1</sup> The Debtors are the following entities: (i) Conseco, Inc., CIHC, Incorporated, CTIHC, Inc., Partners Health Group, Inc. (collectively, the "Holding Company Debtors"), (ii) Conseco Finance Corp., Conseco Finance Servicing Corp. (collectively, the "CFC Initial Debtors"), (iii) Conseco Finance Corp. - Alabama, Conseco Finance Credit Corp., Conseco Finance Consumer Discount Company, Conseco Finance Canada Holding Company, Conseco Finance Canada Company, Conseco Finance Loan Company, Rice Park Properties Corporation, Landmark Manufactured Housing, Inc., Conseco Finance Net Interest Margin Finance Corp. I, Conseco Finance Net Interest Margin Finance Corp. II, Green Tree Finance Corp. - Two, Conseco Agency of Nevada, Inc., Conseco Agency of New York, Inc., Green Tree Floorplan Funding Corp., Conseco Agency, Inc., Conseco Agency of Alabama, Inc., Conseco Agency of Kentucky, Inc., and Crum-Reed General Agency, Inc. (collectively, the "CFC Subsidiary Debtors"), and with the CFC Initial Debtors, the "Debtors".

REC'D U.S. B.C. READER  
 JUN 30 2003

law firm of Fried, Frank, Harris, Shriver & Jacobson ("FFHS&J"), counsel for the Official Committee of Unsecured Creditors of the Holding Company Debtors (the "Committee") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), hereby applies (the "Application") for (i) interim compensation for professional services rendered on behalf of the Committee in the amount of \$825,804.00, which represents 90% of the \$917,560.00 in services billed (the "Fees"), and (ii) reimbursement in the amount of \$87,578.95 for the actual and necessary expenses that FFHS&J incurred (the "Expenses"), in each case for the period from May 1, 2003 through May 31, 2003 (the "Fifth Monthly Fee Period"). The detailed billing records for the Fees and Expenses sought in this Application are attached as Exhibits A and B, respectively. In support of this Application, FFHS&J respectfully states as follows:

#### **Background**

1. On December 17, 2002 (the "Petition Date"), each of the Holding Company Debtors filed its respective voluntary petition for relief under the Bankruptcy Code.<sup>2</sup> The Holding Company Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code throughout the Chapter 11 Cases.

2. On January 3, 2003, the United States Trustee appointed the members of the Committee at the Committee formation meeting (the "Committee Formation Meeting"). On that date, the Committee proceeded to retain, subject to Bankruptcy Court approval, FFHS&J and Mayer, Brown, Rowe & Maw ("Mayer Brown") as its co-counsel, and Houlihan Lokey Howard & Zukin and Greenhill & Co., LLC as its financial advisors.

3. By this Court's order dated February 12, 2003, the Committee was authorized to retain FFHS&J as their counsel, effective as of January 3, 2003, with regard to the

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<sup>2</sup> On the Petition Date, the Debtors' Chapter 11 Cases were consolidated for administrative purposes only.

representation of the Committee during the Chapter 11 Cases and all related matters (the "Retention Order"). The Retention Order authorizes the Debtors to compensate FFHS&J at FFHS&J's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules, and orders of this Court.

**Previous Applications for Compensation and Expenses in these Chapter 11 Cases**

4. On April 2, 2003, FFHS&J submitted an application to this Court for interim compensation and expenses incurred in the month of January in the amount of \$933,332.49.
5. On May 12, 2003, FFHS&J submitted an application to this Court for interim compensation and expenses incurred in the month of February in the amount of \$762,861.53.
6. On June 23, 2003, FFHS&J submitted an application to this Court for interim compensation and expenses incurred in the month of March in the amount of \$1,020,812.60.
7. Concurrently with the filing of this Application, FFHS&J is submitting an application to this Court for interim compensation and expenses incurred in the month of April in the amount of \$787,718.63.

**Fees**

8. Subject to this Court's approval, FFHS&J will charge the Committee for its legal services on an hourly basis in accordance with its ordinary and customary rates for Bankruptcy Court authorized engagements in effect on the date the services are rendered, and

submits that such rates are reasonable. In the normal course of business, FFHS&J revises its hourly rates from time to time. FFHS&J's hourly rates for professional services rendered by bankruptcy and restructuring partners, "of counsel," and "special counsel" in non-Bankruptcy Court authorized and approved engagements are higher than the hourly rates charged by such professionals in connection with section 1103 engagements. The hourly rates for partners, "of counsel," and "special counsel" who are not bankruptcy and restructuring professionals are not so adjusted. FFHS&J's bankruptcy and restructuring associates and legal assistants have one hourly rate for all engagements. Because FFHS&J's fees: (a) are based on hourly rates and will correspond to the degree of effort expended on the Committee's behalf, and (b) are FFHS&J's usual and customary rates for services of this nature, FFHS&J believes that these rates are reasonable.

9. The FFHS&J attorneys who rendered professional services in these Chapter 11 Cases, their respective hourly billing rates, total hours billed, and total fees during the Fifth Monthly Fee Period are:

Name of Professional Person	Position with the Applicant and Year	Department	Hourly Billing Rate <sup>3</sup>	Total Billed Hours	Total Fees
Brad Eric Schler	Partner since 1984; Law School Class of 1977	Bankruptcy	\$700	92.50	\$64,750.00
Alan Resnick	Of Counsel since 1989; Law School Class of 1972	Bankruptcy	\$725	5.50	\$3,987.50
Bonnie K. Steingart	Partner since 1986; Law School Class of 1979	Bankruptcy/ Litigation	\$675	211.30	\$142,627.50
David Golay	Partner since 1986; Law School Class of 1977	Corporate	\$675	32.90	\$22,207.50
Donald Carleen	Partner since 1987; Law School Class of 1983	Executive Compensation & Employee Benefits	\$675	39.70	\$26,797.50
Jack L. Jacobson	Partner since 1989; Law School Class of 1982	Tax	\$675	54.40	\$36,720.00
Robert Cassanos	Partner since 1988; Law School Class of 1981	Tax	\$675	1.10	\$742.50

<sup>3</sup> In the normal course of business, FFHS&J revises its hourly rates from time to time.

Name of Professional Person	Position with the Applicant and Year	Department	Hourly Billing Rate <sup>3</sup>	Total Billed Hours	Total Fees
Alan Kaden	Partner since 1987; Law School Class of 1981	Tax	\$675	0.50	\$337.50
Martin Ginsburg	Of Counsel since 1980; Law School Class of 1958	Tax	\$675	0.60	\$555.00
Paul Falon	Partner since 1997; Law School Class of 1983	Corporate	\$625	121.10	\$75,687.50
Jonathan F. Lewis	Partner since 2002; Law School Class of 1994	Executive Compensation & Employee Benefits	\$565	29.50	\$16,667.50
John A. Borek	Special Counsel since 1997; Law School Class of 1981	Litigation	\$540	0.40	\$216.00
John Brewer	Special Counsel since 2000; Law School Class of 1992	Litigation	\$435	9.30	\$4,789.50
Vivek Melwani	Associate; Law School Class of 1995	Bankruptcy	\$475	139.90	\$66,452.50
Charles W. Lockyer	Associate; Law School Class of 1995	Corporate	\$465	0.30	\$139.50
Brian D. Pfeiffer	Associate; Law School Class of 1999	Bankruptcy	\$395	151.60	\$59,882.00
Evan Pilchik	Associate; Law School Class of 1999	Corporate	\$385	33.60	\$12,936.00
Eli Weiss	Associate; Law School Class of 1999	Tax	\$385	101.40	\$39,039.00
Arik Preis	Associate; Law School Class of 2000	Bankruptcy	\$375	155.70	\$58,387.50
Alon Ziv	Associate; Law School Class of 2000 (LL.M.)	Bankruptcy	\$375	144.20	\$54,075.00
Sean Feller	Associate; Law School Class of 2000	Executive Compensation & Employee Benefits	\$365	96.80	\$35,332.00
Joseph Savitsky	Associate; Law School Class of 2001	Tax	\$320	43.20	\$13,824.00
John P. McGuinness	Associate; Law School Class of 2001	Bankruptcy	\$320	171.30	\$54,816.00
Stephanie Mai	Associate; Law School Class of 2001	Bankruptcy	\$320	5.40	\$1,728.00
Adam Scoll	Associate; Law School Class of 2001	Executive Compensation & Employee Benefits	\$295	7.50	\$2,400.00
Katie Hughes	Associate; Law School Class of 2002	Bankruptcy	\$275	135.50	\$37,262.50
Andrew Schouder	Associate; Law School Class of 2002	Bankruptcy	\$275	181.40	\$49,885.00

10. The para-professionals of FFHS&J who rendered services in these Chapter 11 Cases, their respective hourly billing rates, total hours billed, and total fees during the Fifth Monthly Fee Period are:

Name of Para-Professional Person	Position with the Applicant and Years of Experience	Department	Hourly Billing Rate	Total Billed Hours	Total Fees
Daniel Ferro	Research Specialist and Acting Manager, 8 years experience at FFHS&J, 5 years other experience	Corporate Resources	\$205	5.90	\$1,209.50
Warren Gordon	Manager, 26 years experience with FFHS&J	Library	\$205	0.10	\$20.50
Kevin Agnew	Paralegal, 6 years experience with FFHS&J, 8 years other experience	Corporate	\$190	2.00	\$380.00
Bruce Wohl	Paralegal, 11 years experience with FFHS&J, 16 ½ other experience	Corporate	\$185	1.00	\$185.00
Paul Bush	Database Analyst, 5 years experience with FFHS&J, 4 years other experience	Managing Attorney	\$185	7.80	\$1,443.00
Tom Moody	Paralegal, 3 years experience with FFHS&J, 13 other years experience	Corporate	\$180	3.00	\$540.00
Gary Melhuish	Legal Assistant Coordinator, 18 years experience with FFHS&J, 3 years other experience	Litigation	\$175	1.00	\$175.00
Michael S. Weintraub	Research Analyst, 7 years experience with FFHS&J, 6 years other experience	Corporate Resources	\$170	3.50	\$595.00
Francis Hegarty	Paralegal, 14 years experience with FFHS&J, 2 1/2 years other experience	Corporate	\$170	5.00	\$850.00
Patricia Delia	Coordinator, 7 years experience with FFHS&J, 27 years other experience	Corporate	\$170	0.20	\$34.00
Tyra L. Boyce	Paralegal, 2 years	Antitrust	\$165	2.00	\$330.00

Name of Para-Professional Person	Position with the Applicant and Years of Experience	Department	Hourly Billing Rate	Total Billed Hours	Total Fees
	experience with FFHS&J, 8 years other experience				
Pratibha Patel	Paralegal, 3 years experience with FFHS&J, 8 years other experience	Corporate	\$155	2.50	\$387.50
Brett Kaplan	Research Analyst, 3 years experience with FFHS&J, 6 years other experience	Corporate Resources	\$150	4.50	\$675.00
Opal Taylor	Paralegal, 2 years experience with FFHS&J, 4 years other experience	Corporate	\$150	2.00	\$300.00
Jin Kim	Paralegal, 4 months experience with FFHS&J	Bankruptcy	\$145	29.80	\$4,321.00
Thomas S. Lee	Paralegal, 1 ½ years experience with FFHS&J	Bankruptcy	\$140	38.20	\$5,348.00
Christina Choi	Paralegal, 11 months experience with FFHS&J	Bankruptcy	\$140	81.10	\$11,354.00
Elsie Larrea	Research Specialist, 2 years experience with FFHS&J, 7 years other experience	Corporate Resources	\$140	5.90	\$885.00
Joseph Cerullo	Research Analyst, 2 1/2 years experience with FFHS&J, 1 year other experience	Corporate Resources	\$135	0.70	\$101.50
Shawn Ruffin	Docket Clerk, 6 years experience with FFHS&J, 8 years other experience	Managing Attorney	\$130	0.50	\$65.00
Patricia Sweeney	Operator, 11 years experience with FFHS&J, 20 years other experience	Duplicating	\$130	1.00	\$130.00
Ian Sampson	Court Clerk, 12 years experience with FFHS&J	Managing Attorney	\$95	3.40	\$323.00
Frank Herbert	Court Clerk, 15 years experience with FFHS&J, 10 years other experience	Managing Attorney	\$95	1.60	\$152.00
Yvette Wilks	Court Clerk, 14 years experience with	Managing Attorney	\$95	2.90	\$275.50

Name of Para-Professional Person	Position with the Applicant and Years of Experience	Department	Hourly Billing Rate	Total Billed Hours	Total Fees
	FFHS&J, 2 years other experience				

11. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, FFHS&J believes that the amount of Fees and Expenses requested in this Application are fair and reasonable given the time expended, the complexity and size of the Chapter 11 Cases, the issues encountered and resolved, and the results obtained.

12. Exhibit A identifies the individuals that rendered services in each Subject Matter (as defined below), describes each activity or service that each individual performed, and states the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services. Each numbered tab in Exhibit A corresponds to the matter number that FFHS&J assigned to the Subject Matter. If a Subject Matter does not appear, FFHS&J did not bill time or expenses for that Subject Matter during the Fifth Monthly Fee Period.

**Subject Matters**

13. The professional services that FFHS&J rendered during the Fifth Monthly Fee Period are grouped into the numbered and titled categories of the subject matters (the "Subject Matters") described in Paragraphs 14 through 23.

14. Matter 3: Employment Matters (Fees: \$144,179.00; Hours: 300.60)

This Subject Matter describes time spent in the negotiation, preparation, and review of all key executive employment agreements. In addition, this Subject Matter describes time spent in the discussions, analysis, and review of all matters relating to the Senior Key Employee Retention Program, including any and all pleadings related thereto. Further, this Subject Matter describes time spent advising the Committee on issues relating to the formation



of a new board of directors for the reorganized Debtors. Finally, this Subject Matter also includes time spent negotiating and otherwise assisting the Committee in retaining an advisory firm to conduct background checks of potential candidates for the new board of directors of the reorganized Debtors.

15. Matter 4: Tax Planning (Fees: \$93,825.50; Hours: 207.50)

This Subject Matter includes time spent reviewing, analyzing, discussing, and researching the tax issues related to the Debtors' restructuring and tax planning, and the implications thereof. In addition, this Subject Matter describes time spent reviewing and commenting on the tax aspects of the Debtors' reorganization. In addition, this Subject Matter includes the review of any and all pleadings filed in the Chapter 11 Cases that concern tax-related issues.

16. Matter 5: Plan and Disclosure Statement (Fees: \$170,170.00; Hours: 400.50)

The Debtors' hearing to confirm its Plan (the "Confirmation Hearing") was expected to commence on May 28, 2003. In preparation for the Confirmation Hearing, FFHS&J worked with the Debtors to develop litigation strategy. As such, this Subject Matter includes time spent reviewing, analyzing, and responding to objections to the Plan, as well as discussing the same with the Debtors. During the month of May, the Debtors also filed their Plan Supplement. Accordingly, this Subject Matter includes time spent reviewing, analyzing, discussing, and negotiating the various documents that were filed as part of the Plan Supplement. In addition, this Subject Matter describes time spent reviewing, analyzing, and discussing the resolution of claims filed against the Debtors, including issues relating to the claims cap under the Plan. Finally, this Subject Matter includes time spent analyzing, reviewing, and negotiating

any and all open issues with respect to the Plan, including, among other things, the Plan's release and indemnity provisions.

17. Matter 6: CFC (Fees: \$8,044.50; Hours: 17.90)

During the month of May, the Bankruptcy Court approved the adequacy of the CFC Debtors' Disclosure Statement (the "CFC Disclosure Statement") for the CFC Debtors' plan of reorganization (the "CFC Plan"). As such, this Subject Matter describes time spent reviewing, analyzing and discussing the CFC Plan and the CFC Disclosure Statement. This Subject Matter also describes time spent analyzing various intercompany issues between the CFC Debtors and the Holding Debtors, including, *inter alia*, reviewing, analyzing, discussing and negotiating a proposed settlement of intercompany claims between the Holding Company Debtors and the CFC Debtors. Finally, this Subject Matter also includes time spent reviewing pleadings regarding CFC, and reviewing, analyzing, and discussing issues related thereto.

18. Matter 8: General Official Committee Matters (Fees: \$28,255.50; Hours: 57.90)

This Subject Matter includes time spent preparing for and attending general meetings with Committee members, the Debtors, other relevant parties, and their advisors regarding the Chapter 11 Cases. This Subject Matter also describes time spent by various FFHS&J lawyers in their communication with the Committee and its individual members in responding to their questions and providing them with updates with regard to these Chapter 11 Cases. Finally, this Subject Matter describes time spent researching, preparing, revising, and discussing general issues related to the Chapter 11 Cases that do not fall into the more specific categories set forth in this Application.

19. Matter 9: Litigation Matters (Fees: \$264,911.50; Hours: 765.40)

During the month of May, the Official Committee of Trust Originated Preferred Securities (the "TOPRS Committee") continued their ongoing discovery with regard to their objection to confirmation of the Plan. In that regard, this Subject Matter describes time spent reviewing each Committee member's documents and producing such documents to the extent that they were required. Additionally, this Subject Matter includes time spent reviewing documents that the Debtors and their advisors produced in response to document requests of the TOPRS Committee. Moreover, this Subject Matter includes time spent preparing for and attending or participating in various depositions related to the TOPRS Committee's discovery.

This Subject Matter also includes time spent preparing for and attending or participating in various Bankruptcy Court hearings related to the Debtors' restructuring. In preparation for the various hearings conducted by this Court, this Subject Matter includes time spent reviewing, analyzing, discussing, and responding to various pleadings and other Bankruptcy Court filings related to the Debtors' restructuring. This Subject Matter also includes time spent reviewing and analyzing the various proceedings and pleadings related to the Debtors' interest in the GM Building. Finally, this Subject Matter includes times spent reviewing, analyzing, and discussing the pleadings filed in connection with the estimation of certain claims filed against the Debtors, as well as time spent monitoring and participating in such estimation hearings.

20. Matter 10: Communications with Non-Committee Creditors  
(Fees: \$828.50; Hours: 2.30)

This Subject Matter includes time spent discussing the Debtors' chapter 11 case status with and responding to inquiries regarding the Debtors' restructuring from various creditors who are not members of the Committee.

21. Matter 11: Regulatory Matters (Fees: \$196,850.50; Hours: 409.50)

This Subject Matter includes time spent participating in weekly conference calls with respect to insurance subsidiary and regulatory issues with the Company and communication with the Committee regarding the same. In addition, this Subject Matter includes time spent researching, analyzing, and addressing various regulatory issues that arose from time to time. This Subject Matter also describes time spent consulting with various firms retained by the Committee, as well the Debtors' insurance regulators, regarding the Committee's efforts to interview and retain a new board of directors for the reorganized Debtors. Finally, this Subject Matter includes time spent working and communicating with co-counsel in connection with the required regulatory filings to be made by Committee members as part of the Debtors' restructuring.

22. Matter 12: Fee Application (Fecs: \$10,495.00; Hours: 34.40)

This Subject Matter includes time spent preparing, revising, reviewing, and discussing Fee Applications submitted to this Court for FFHS&J's fees and expenses associated with these Chapter 11 Cases.

**Actual and Necessary Expenses**

23. FFHS&J customarily charges its clients for all ancillary services incurred, including photocopying charges, long distance telephone calls, facsimile transmissions, messengers, courier mail, computer and data bank time, word processing, secretarial overtime and temporary employees, overtime meals, overtime and late night transportation, travel, lodging, meal charges for business meetings, postage, printing, transcripts, filing fees, document retrieval, and similar items. Subject to this Court's approval, FFHS&J requests reimbursement of all such charges incurred on behalf of the Committee.

24. The time constraints frequently imposed by the circumstances of these Chapter 11 Cases required FFHS&J attorneys and other employees to devote substantial amounts of time during evenings and weekends to providing professional services on the Committee's behalf. In virtually every instance, these extraordinary services were essential to meet deadlines imposed by the Court, the Bankruptcy Code, and at times, the necessities of the Debtors' businesses, the administration of the estates, or critical litigation. As a consequence, FFHS&J was required to incur overtime secretarial charges to discharge its professional responsibilities. FFHS&J attempts to reduce overtime secretarial charges and to limit them to necessary instances by encouraging its attorneys to use a secretarial "mini-center." If a secretary is not needed at the attorney's desk for the entire evening, the attorney is required to bring his or her work to a cluster of secretaries. The client is only charged for the word processing charges associated with the document, rather than charging the client for an evening of secretarial overtime, whether or not such secretary was used for the entire time. Similarly, overtime charges of administrative employees, such as research and document specialists, were incurred when necessary to discharge FFHS&J's professional responsibilities and provide the most cost-effective legal services to the Committee.

25. FFHS&J's attorneys and other employees who work late into the evenings are reimbursed for their reasonable meal costs and their costs for transportation home. Such transportation costs are necessary expenses because it is FFHS&J's policy to ensure safe transportation for its attorneys during the hours that public transportation cannot be deemed safe. It is FFHS&J's regular practice to charge its clients for these and other out-of-pocket expenses incurred during the rendition of professional services on the client's behalf.

26. FFHS&J charges: (a) \$0.12 per page for duplication and (b) \$1.25 per page for outgoing telecopier transmissions (plus related toll charges). FFHS&J does not charge its clients for incoming telecopier transmissions. FFHS&J has negotiated a discounted rate for Westlaw computer assisted legal research, which is approximately \$125/hour of online use of the standard Westlaw databases. Computer assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques. In addition, because certain key parties to these Chapter 11 Cases are located outside of New York, FFHS&J incurred long distance telephone charges, and when necessary, overnight delivery charges. FFHS&J made every effort to minimize such disbursements by using electronic mail and facsimile when possible. The expenses incurred in the rendition of professional services were necessary, reasonable, and justified under the circumstances and enabled FFHS&J to serve the needs of the Committee to the benefit of all creditors.

27. Exhibit B is a detailed itemization and description of the disbursements made by FFHS&J on the Committee's behalf during the Fifth Monthly Fee Period. All of these disbursements comprise the requested sum for FFHS&J's Expenses, totaling \$87,578.95. The following is a list of FFHS&J's Expenses, grouped by type of Expense:

<b>Service Description</b>	<b>Total Expenses</b>
Photocopying (@ \$0.12/page)	\$15,320.47
Telecommunications:	\$16,526.51
Telephone	\$931.15
Telecopier (@ \$1.25/page)	\$4,803.25
Outside Messenger Services	\$17,480.00
Computerized Research	\$1,636.59
Word Processing, Secretarial and Other Staff Services	\$6,225.19
Transportation for Late Night and Other Exigencies	\$2,600.40
Working Meals	\$787.50
Secretarial Overtime	\$250.00
Administrative Overtime	

Out of Town Expenses:	
Transportation (including Airfare) <sup>4</sup>	\$18,443.67
Meals, Lodging	\$2,551.07
Other	\$23.15

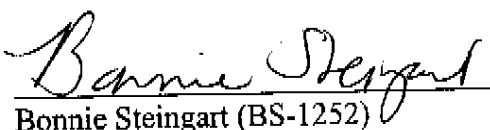
28. Although every effort has been made to include all Fees and Expenses incurred in the Fifth Monthly Fee Period in this Application, some Fees and Expenses might not be included in this Application due to delays caused by accounting processing procedures. FFHS&J reserves the right to make further application to this Court for allowance of such Fees and Expenses not included herein. In addition, certain Fees and Expenses incurred during the previous fee periods that were not included in the previous fee applications have been included in this Application. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Bankruptcy Rules, and the Interim Compensation Order.

<sup>4</sup> Pursuant to the directive of the U.S. Trustee announced at the Committee Formation Meeting, charges for air travel are charged at the highest coach class rate on the day of travel. In addition, non-working travel time is charged at one half the time actually spent traveling. These adjustments have led to FFHS&J reducing this Application by \$1,698.50.

WHEREFORE, FFHS&J requests that it be allowed and paid interim compensation for its Fees and Expenses in the total amount of \$913,382.95 consisting of (a) \$825,804.00, which is 90% of the Fees for reasonable and necessary professional services rendered by FFHS&J in the amount of \$917,560.00, and (b) \$87,578.95 for actual and necessary Expenses incurred on behalf of the Committee. FFHS&J further requests that the total amount of \$913,382.95 be paid as an administrative expense of the estates.

Dated: June 30, 2003  
New York, NY

Respectfully submitted,  
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON

          /6/30/03 app/

Bonnie Steingart (BS-1252)  
Fried, Frank, Harris, Shriver & Jacobson (A Partnership  
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Co-Counsel for the Official Committee of Unsecured  
Creditors of the Holding Company Debtors



# **EXHIBIT A**



alp\_132: Matter Detail (babetan/170840)  
Run Date & Time: 05/30/03 12:34:09

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00003 EMPLOYMENT MATTERS

U N B I L E D T I M E D E T A I L  
Employee Name Dept Position Work Date Description

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/31/03

Billing Pct : BRAD E. SCHELER  
Responsible Pct: BRAD E. SCHELER

Professors: 1050259  
Status: B

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
CARLSEN, DONALD	26	PARTNER	05/01/03	TC with B. Zalko re: agreements (1.0); committee call re: management agreements (1.8); Disc. with B. Scheier re: same (1.2); conf. call re: prospective chairman (1.0).	5.00	2,375.00	7500284
FALCON, PAUL H.	10	PARTNER	05/01/03	Committee conference call re: management issues.	1.50	937.50	7530323
LEWIS, JONATHAN F.	26	PARTNER	05/01/03	Reviewed Shea and prospective chairman arrangements (1.5); disc. w/working group re: same (0.9); tel. conf. re: prospective chairman (1.0).	3.40	1,921.00	7499440
SCHELER, BRAD E.	35	PARTNER	05/01/03	Calls and discussion regarding Chairman, prospective chairman.	4.00	2,800.00	7550219
FELLER, SEAN	26	ASSOCIATE	05/01/03	Various calls with Committee members and prospective chairman.	6.50	4,550.00	7550221
HUGHES, KATIS	35	ASSOCIATE	05/01/03	Conf. call w/ Committee chairs and professionals re: possible employment of prospective chairman as non-executive chairman.	7.50	2,737.50	7522532
MELFRANI, VIVIK	35	ASSOCIATE	05/01/03	Conf call w/ Committee chairs and prospective chairman re: non-executive chairman position.	2.00	550.00	7506898
PFEIFFER, BRIM D	35	ASSOCIATE	05/01/03	Various calls regarding Board and Shea.	2.00	550.00	7505900
SCHOULDER, ANDREW	35	ASSOCIATE	05/01/03	Prepare for and participate in conference call with Committee re: Director search	1.70	807.50	7499364
CARLSEN, DONALD	26	PARTNER	05/01/03	Conference call with prospective chairman (1.0); follow up review of related documents (1.4)	2.00	948.00	7549372
LEWIS, JOSEPHAM F.	26	PARTNER	05/01/03	Preparation for conference call with Committee members and prospective chairman.	1.70	671.50	7549367
CARLSEN, DONALD	26	PARTNER	05/02/03	Disc. with S. Feller; J. Lewis and B. Scheier re chairman search (1.0); conf. call with committee and prospective chairman (1.0); review and revise prospective chairman term sheet (1.0).	0.30	82.50	7508273
LEWIS, JOSEPHAM F.	26	PARTNER	05/02/03	Tel. conf. w/committee and prospective chairman (0.8); revised prospective chairman term sheet (1.0); disc. w/Feller re: same (1.0)	3.00	2,035.00	7500287
SCHELER, BRAD E.	35	PARTNER	05/02/03	Calls and discussions with Committee Members re: Chairman search, Shea and prospective chairman.	2.80	1,582.00	7499444
SCHELER, BRAD E.	35	PARTNER	05/02/03	Calls and discussions with Committee Members re: Chairman search, Shea and prospective chairman.	4.00	2,800.00	7550224

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00003 EMPLOYMENT MATTERS

alp\_132: Matter Detail (babacan/170840)  
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Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00003 EMPLOYMENT MATTERS

U F B I L E D T I M E D E T A I L  
Employee Name Dept Position

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/31/03

Billing PRT : BRAD E. SCHELER  
Responsible PRT: BRAD E. SCHELER

Profexma: 1050259  
Status: B  
(400197)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
STINGMART, BOBBIE K.	30	PARTNER	05/02/03	Review Korn Perry engagement letters etc. provided by Texas.	1.30	877.50	7505429
FELLER, SEAN	26	ASSOCIATE	05/02/03	Revise Shea Agreement (2.5); calls re: same w/Committee (1.5); discuss with D. Carleen (.8); prepare term sheet for prospective chairman (2.7).	7.50	2,737.50	7522515
HUGHES, KATIE	35	ASSOCIATE	05/02/03	Conf. call w/ Committee chairs and prospective chairman re: non-executive chairman.	1.90	523.50	7506910
MELMANI, VIVEX	35	ASSOCIATE	05/02/03	Calls w/prospective chairman (1.0) and various committee calls (1.0) re board.	2.00	950.00	7551586
LEWIS, JONATHAN F.	26	PARTNER	05/03/03	Reviewed term sheet (.4); disc. w/S. Feller (.2).	0.60	339.00	7499450
SCHLEER, BRAD E.	35	PARTNER	05/03/03	Calls and discussions with Committee Members re: chairman search, Shea AND prospective chairman.	3.00	2,100.00	7550227
FELLER, SEAN	26	ASSOCIATE	05/03/03	Review and revise prospective chairman term sheet.	1.00	365.00	7522516
CARLSEN, DONALD	26	PARTNER	05/04/03	Committee conf. call w/prospective chairman (.8); review term sheet (.7).	1.50	1,012.50	7500290
LEWIS, JONATHAN F.	26	PARTNER	05/04/03	Tel. conf. w/committee, re: prospective chairman (.7); revised term sheets (.9); discs. w/Sean Feller re: same (.2).	1.80	1,017.00	7499454
SCHLEER, BRAD E.	35	PARTNER	05/04/03	Further efforts in connection with prospective chairman. Further efforts in connection with Shea related follow up.	3.00	2,100.00	7550228
FELLER, SEAN	26	ASSOCIATE	05/04/03	Call with Committee re: prospective chairman term sheet (2.0); revise prospective chairman term sheet (3.0).	5.00	1,825.00	7522517
MELMANI, VIVEX	35	ASSOCIATE	05/04/03	Conference call w/Committee re: employment agts and prospective chairman issues.	2.10	997.50	7551593
CARLSEN, DONALD	26	PARTNER	05/05/03	Committee meeting re: Shea agreement (1.5); TC with B. Zitko (.5); review and revise Shea agreement (1.0); conf. call w/Committee and prospective chairman (.5).	3.50	2,362.50	7500292
SCHLEER, BRAD E.	35	PARTNER	05/05/03	Calls and discussions with Committee Members and prospective chairman in connection with senior management.	5.00	3,500.00	7550233
FELLER, SEAN	26	ASSOCIATE	05/05/03	Calls and correspondence with Kirkland and Committee.	5.00	1,825.00	7579642
			05/05/03	Meeting with Committee members, Shea, Kirkland and prospective chairman.	6.80	2,482.00	7579643

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00003 EMPLOYMENT MATTERS

alp 132: Matter Detail (babetan/170840)  
Run Date & Time: 06/30/03 12:34:10

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00003 EMPLOYMENT MATTERS

U M B I L I E D T I M E D E T A I L  
Employee Name Dept Position Work Date Description

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
MEHMANI, VIVEK	35	ASSOCIATE	05/05/03	Mtg. w/Rhea & prospective chairman addressing employment and board roles.	4.50	2,137.50	7551599
SCHOUDBER, ANDREW	35	ASSOCIATE	05/05/03	Review Korn/Ferry engagement.	0.30	81.50	7508288
CARLEEN, DONALD	26	PARTNER	05/06/03	Disc. with S. Feller re: agreements (0.5); review prospective chairman agreement (0.5); TC Disc. with B. Scheler re agreements (0.5); TC with J. Hart, D. Tepper and V. Meiwani re: agreements (1.0).	2.50	1,687.50	7500295
LEWIS, JONATHAN F.	26	PARTNER	05/06/03	Reviewed prospective chairman agreement.	0.90	508.50	7504534
STEINQART, BONNIE K.	30	PARTNER	05/06/03	Meeting with Chamberlain and Mike re: RE work (1.5); review Board of Director issues (1.0); discuss with D. Carleen (1.5).	2.50	1,687.50	7505443
FELLER, SEAN	26	ASSOCIATE	05/06/03	Revise prospective chairman Agreement (5.5);	6.00	2,190.00	7522541
PFEIFFER, BRIAN D	35	ASSOCIATE	05/06/03	Review Korn Ferry materials.	0.50	197.50	7549395
			05/06/03	Revise memo re: Consoco board.	2.80	1,106.00	7549400
			05/06/03	Prepare for and participate in meeting with Korn Ferry.	1.40	553.00	7549402
CARLEEN, DONALD	26	PARTNER	05/07/03	TC with S. Zicko re: emp. agreements (.3); Disc. with B. Scheler (.3); TC with B. Garavalia (.4); email to Committee re: emp. agreements (.2).	1.20	810.00	7502050
PFEIFFER, BRIAN D	35	ASSOCIATE	05/07/03	Review materials re: director research.	0.50	197.50	7549619
			05/07/03	Telephone calls with prospective chairman re: meetings.	0.30	118.50	7549420
BUSH, PAUL	30	MISC	05/07/03	Voicemail with M. Magnig re: open issues.	0.20	79.00	7549422
CERULLO, JOSEPH	10	MISC	05/07/03	Research re: potential chairman.	1.00	185.00	7544255
			05/07/03	Research for K. Hughes re: information re: potential chairman.	0.70	101.50	7524869
CARLEEN, DONALD	26	PARTNER	05/08/03	Review equity compensation plan and agreements.	1.50	1,012.50	7504156
STEINQART, BONNIE K.	30	PARTNER	05/08/03	Review equity incentive plan and award agreements (1.0); telephone call with J. Lewis re: same (0.6).	1.80	1,080.00	7505455
FELLER, SEAN	26	ASSOCIATE	05/08/03	Review long Term Equity Incentive Plan.	0.50	182.50	7522544
MEHMANI, VIVEK	35	ASSOCIATE	05/08/03	Various calls w/Committee re board (.8); conf. call w/committee re prospective chairman (.7).	1.50	712.50	7551615
PFEIFFER, BRIAN D	35	ASSOCIATE	05/08/03	Prepare for and participate in conference call with committee members and prospective chairman.	1.40	553.00	7549426
PRESB, ARIK	35	ASSOCIATE	05/08/03	Review Kroll release form	0.40	158.00	7549428
SCOLL, ROAN	25	ASSOCIATE	05/08/03	Conference call re: Board candidates.	1.50	562.50	7536647
			05/08/03	Review of revised LITP and award agreements.	1.80	576.00	7504907

Profirma: 1850259  
Status: B

Billing Pct : BRAD B. SCHELER  
Responsible Pct: BRAD B. SCHELER

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00003 EMPLOYMENT MATTERS

alp. 332: Matter Detail (Nabstam/170940)  
 Run Date & Time: 05/30/03 13:34:10

Client: 030792 COMMITTEE COME CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

U N B I L L E D T I M E D E T A I L  
 Employee Name Dept Position Work Date Description

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 05/01/03 Thru : 05/31/03

Billing Prt : BRAD E. SCHELLER  
 Responsible Prt: BRAD E. SCHELLER

Proforma: 1850259  
 Status: B

(00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
CARLESEN, DONALD	26	PARTNER	05/09/03	Disc. with S. Feller and J. Lewis re: LTIP (.3); Disc. with V. Melwani re agreements (.2); review equity plan (.7).	1.20	810.00	7507557
LEWIS, JONATHAN F.	26	PARTNER	05/09/03	Reviewed equity compensation materials (1.0); email to committee re: same (.4).	1.40	791.00	7517106
STEINGART, BONNIE K.	30	PARTNER	05/09/03	Review Conesco equity plan (.5); telephone call with Lewis re: same (.3).	0.80	540.00	7505462
FELLER, SEAN	26	ASSOCIATE	05/09/03	Prepare memo re: Shea Agreement.	2.00	730.00	7522547
PFEIFFER, BRIAN D.	35	ASSOCIATE	05/09/03	Telephone calls with M. Neigig re: board of directors.	0.20	79.00	7549445
SCOLL, ADAM	26	ASSOCIATE	05/09/03	Markup of Conesco LTIP and option and restricted stock award agreements (2.5); meeting w/ D. Carlsen and J. Lewis re: same (.5).	3.00	960.00	7504909
CARLESEN, DONALD	26	PARTNER	05/12/03	Disc. with V. Melwani re: emp. agmts (.3); TC with B. Zitko re: same (.3); email to committee re: same (.3); Disc. with B. Scheler re: same (.3); Disc. with J. Lewis and S. Feller re: same (.3).	1.50	1,012.50	7508545
LEWIS, JONATHAN F.	26	PARTNER	05/12/03	Disc. w/S. Feller re: emp. agreements.	3.00	1,695.00	7517119
SCHELLER, BRAD E.	35	PARTNER	05/12/03	Further efforts in connection with management comp and related follow up.	3.50	2,450.00	7550253
MCQUINNNESS, JOHN	35	ASSOCIATE	05/12/03	Research re: proposed directors.	3.70	1,184.00	7549988
CARLESEN, DONALD	26	PARTNER	05/13/03	TC with B. Kirsch and V. Melwani re: emp. agreements (.2); Disc. with S. Feller re: emp. agreements (.2); email to Zitko re: emp. agreements (.2); Disc. with V. Melwani re: emp. agreements (.2).	0.80	540.00	7507566
LEWIS, JONATHAN F.	26	PARTNER	05/13/03	Disc. S. Feller re: option documentation.	0.40	225.00	7517125
FELLER, SEAN	26	ASSOCIATE	05/13/03	Prepare prospective chairman Consulting Agreement (2.5); discuss same with D. Carlsen (.5).	3.00	1,095.00	7522555
CARLESEN, DONALD	26	PARTNER	05/14/03	Review Shea agreement (.7); Review prospective chairman agreement (.8); conf. call w/A. Resnick, B. Pfeiffer and J. Lewis re same (1.0).	2.50	1,687.50	7508552
LEWIS, JONATHAN F.	26	PARTNER	05/14/03	Internal Team Discs. re: Shea agreement, prospective chairman agreement, equity documentation.	0.80	452.00	7517134
RESNICK, ALAN	35	COUNSEL	05/14/03	Reviewed changes to Shea employment agreement.	0.20	145.00	7508740
			05/14/03	Telephone conference with Brian Pfeiffer regarding Shea employment agreement revisions.	0.20	145.00	7508741

Client: 030792 COMMITTEE COME CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

alp\_132: Matter Detail (babestan/170840)  
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Client: 010792 COMMITTEE OWN CREDITORS  
Matter: 00003 EMPLOYMENT MATTERS

U N I L L E D T I M E D E T A I L  
Employee Name Dept Position Work Date Description

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/11/03

Billing Pct : BRAD E. SCHELER  
Responsible Pct: BRAD E. SCHELER

Profirms: 1850259  
Status: B  
(00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
			05/14/03	Telephone conference with Don Carlsen, John Lewis and Brian Pfeiffer regarding Shea employment agreement (.4); follow-up with Brian Pfeiffer and John Lewis regarding same. (.3)	0.70	507.50	7508742
FELLER, SEAN	26	ASSOCIATE	05/14/03	Discuss prospective chairman Agreement with J. Lewis and D. Carlsen.	2.40	876.00	7522558
PFEIFFER, BRIAN D	35	ASSOCIATE	05/14/03	Review and comment on Shea employment agreement.	0.30	118.50	7549469
			05/14/03	Conference call w/internal team re: Shea Agreement.	0.50	197.50	7549470
CARLSEN, DONALD	26	PARTNER	05/15/03	Conf. call w/Committee re: prospective chairman agreement (.8); TC with B. Zitko re: Shea agreement (.6); TC with A. Resnick, et al. re: Shea agreement (.6); revise Shea agreement (.5).	2.50	1,687.50	7508555
LEWIS, JONATHAN P.	26	PARTNER	05/15/03	Telephone conference committee, prospective chairman counsel re: agreement (.8); discc. committee re: equity program (.5); reviewed equity documentation (1.0).	2.30	1,299.50	7517138
SCHULER, BRAD E.	35	PARTNER	05/15/03	Calls and analysis in connection with Kroll, management retention and board of directors process.	6.00	4,200.00	7578636
FELLER, SEAN	26	ASSOCIATE	05/15/03	Calls and correspondence w/Committee and Debtors re: prospective chairman Agreement (2.0); review Shills/Johnson Agreements (5.5).	7.50	2,737.50	7522562
PFEIFFER, BRIAN D	35	ASSOCIATE	05/15/03	Review background materials for directors.	0.50	197.50	7549475
CARLSEN, DONALD	26	PARTNER	05/16/03	TC with S. Feller re: emp. agreements (.2); TC with Scheller and V. Melvani re: emp. agreements (.5);	0.70	472.50	7508562
SCHULER, BRAD E.	35	PARTNER	05/16/03	Participates on conference call with committee and others in connection with Kroll and director selection; etc.	2.00	1,400.00	7550269
FELLER, SEAN	26	ASSOCIATE	05/16/03	Correspondence re:prospective chairman Agreement.	0.90	328.50	7522566
MCQUIBBES, JOHN	35	ASSOCIATE	05/16/03	Review materials related to proposed directors.	2.10	672.00	7552781
SCHULER, BRAD E.	35	PARTNER	05/17/03	Calls and analysis in connection with Chapter 11 case including director selection, management comp. releases, etc.	2.00	1,400.00	7550271
MCQUIBBES, JOHN	35	ASSOCIATE	05/17/03	Research and draft Retention papers for Kroll Associates.	6.00	2,176.00	7552762
PFEIFFER, BRIAN D	35	ASSOCIATE	05/17/03	Draft email to committee re: Kroll.	0.30	118.50	7549498
			05/17/03	Draft email to Kroll re: background search.	0.10	39.50	7549500
			05/17/03	Met with A. Schoulder re: research re: Kroll.	0.20	79.00	7549501

Client: 010792 COMMITTEE OWN CREDITORS  
Matter: 00003 EMPLOYMENT MATTERS

alp.132: Matter Detail (babaran/170840)  
 Run Date & Time: 06/30/03 12:34:11

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 05/01/03 Thru : 05/31/03

Client: 030792 COMMITTEE COMS CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

Billing Pct : BRAD E. SCHELER  
 Responsible Pct: BRAD E. SCHELER

Profforma: 1850259 (00397)  
 STATUS: B

U N B I L I T Y D E T A I L  
 Employee Name Dept Position Work Date Description

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
SCHELER, BRAD E.	35	PARTNER	05/18/03	Calls and analysis in connection with Chapter 11 case including director selection, management comp, release, etc.	2.00	1,400.00	7550272
CARLSEN, DONALD	26	PARTNER	05/19/03	Review management agreements (.3); discussion with V. Melwani re same (.3); review comments on prospective chairman agreement (.3); discussion with Sean Feller re: same (.3)	1.20	810.00	7521347
FELLER, SEAN	26	ASSOCIATE	05/19/03	Prepare summary of Bellis/Johnson and prospective chairman Agreements.	1.50	547.50	7522573
HUGHES, KATIE	35	ASSOCIATE	05/19/03	Prepare motion for joint retention of Kroll Associates.	0.60	165.00	7528947
MCQUINNNESS, JOHN	35	ASSOCIATE	05/19/03	Revise Kroll Associates' engagement letter	0.70	192.50	7528948
MELWANI, VIVEK	35	ASSOCIATE	05/19/03	Update Kroll Retention Papers.	0.60	192.00	7546956
			05/19/03	Conf. calls w/Committee representative Chairman	0.60	285.00	7551655
			05/19/03	Mgt. and consulting arrangement.	0.80	380.00	7551656
			05/19/03	Various calls w/Committee members re Bullis and Johnson agreements.	1.00	275.00	7513291
			05/20/03	Review and revise Kroll engagement letter.	3.50	2,362.50	7523480
			05/20/03	Disc. with S. Feller open issues (.5); review employment agreements for Kline and Murphy			
			05/20/03	Committee call re: prospective chairman, Bullis and Johnson (1.0); Disc. with V. Melwani re: same (.5).			
			05/20/03	Disc. w/prospective chairman counsel and committee re: prospective chairman agreement.	1.20	678.00	7517154
			05/20/03	Review Kroll engagement letter	0.50	337.50	7515442
			05/20/03	Revise prospective chairman Agreement; calls with Committee and prospective chairman's counsel (4.9) re: prospective chairman agreement (1.2); discuss with D. Carleen open issues (.5).	6.60	2,409.00	7522576
			05/20/03	Review Kroll motion; order; & letter.	0.50	237.50	7547906
			05/20/03	Calls with Korn/Ferry re: directors.	0.50	187.50	7536687
			05/21/03	Disc. with S. Feller re: emp. agreement (.5); Disc. with V. Melwani re: emp. agreement (.5); review prospective chairman mark-up (.5).	1.50	1,012.50	7521355
			05/21/03	Reviewed e-mail correspondence.	0.30	169.50	7524177
			05/21/03	Confer with clients in connection with Kroll (1.0).	1.00	700.00	7550290
			05/21/03	Review draft Kroll motion.	0.80	540.00	7538594

Client: 030792 COMMITTEE COMS CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS



alp\_132: Matter Detail (babetao/170840)  
 Run Date & Time: 06/30/03 12:34:11

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

U N B I L L E D T I M E D E T A I L  
 Employee Name Dept Position Work Date Description

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 05/01/03 Thru : 05/31/03

Billing Pct : BRAD B. SCHELER  
 Responsible Pct: BRAD B. SCHELER

ProfForma: 1850259  
 Status: B

(00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
FELLER, SEAN	26	ASSOCIATE	05/21/03	Reviews prospective chairman agreement (.6); call with prospective chairman's counsel re: emp. agreement (.5); discuss with D. Carleen re emp. agreement (.5).	1.60	584.00	7522578
MCQUINNNESS, JOHN	35	ASSOCIATE	05/21/03	Revise updated Kroll Retention Papers.	0.30	96.00	752785
PFEIFFER, BRIAN D	35	ASSOCIATE	05/21/03	Revise Kroll engagement letter.	0.60	237.00	7549514
			05/21/03	Draft and revise order re: Kroll.	1.10	434.50	7549525
			05/21/03	Revise Kroll motion.	0.50	197.50	7549526
SCHULMER, ANDREW	35	ASSOCIATE	05/21/03	Prepare for call with Kroll.	0.20	55.00	7515843
CARLEEN, DONALD	26	PARTNER	05/22/03	Review of Management agreements.	0.60	405.00	7521359
LEWIS, JONATHAN P.	26	PARTNER	05/22/03	Review prospective chairman agreement (1.0); discuss w/S. Feller re same. (.6).	1.60	904.00	7524188
FELLER, SEAN	26	ASSOCIATE	05/22/03	Prepare summary of prospective chairman agreement (1.5); discuss same with D. Carleen (.5).	2.00	730.00	7522582
MELWANI, VIVEK	35	ASSOCIATE	05/22/03	Discuss w/internal team prospective chairman Agt.	0.40	190.00	7551662
PFEIFFER, BRIAN D	35	ASSOCIATE	05/22/03	Review and revise Kroll pleadings.	0.30	110.50	7549515
			05/22/03	Meet with V. Melwani re: Kroll retention.	0.80	316.00	7549539
ZIV, ALON	35	ASSOCIATE	05/22/03	Reviewing separation agreement for Jim Adams (1.8); summary of same (1.8).	3.60	1,350.00	7577585
LEWIS, JONATHAN P.	26	PARTNER	05/23/03	Telephone conferences w/committee, prospective chairman counsel re: prospective chairman agreement (1.8); discuss w/V. Melwani re: same. (.5).	2.30	1,299.50	7524198
FELLER, SEAN	26	ASSOCIATE	05/23/03	Calls with Committee and prospective chairman's lawyer re: prospective chairman Agreement (1.8); revise prospective chairman Agreement (1.2).	5.00	1,825.00	7528109
MELWANI, VIVEK	35	ASSOCIATE	05/23/03	Conf. call re various emp. agts.	0.40	190.00	7553674
KAPLAN, BRANT	10	MISC	05/23/03	Research for S. Feller re: survey regarding outside director compensation.	4.50	875.00	7555036
LAURER, ELISE	10	MISC	05/23/03	Research for S Feller Chartre: director compensation.	4.50	675.00	7519586
LEWIS, JONATHAN P.	26	PARTNER	05/26/03	Reviewed prospective chairman agreement (1.2); e-mails to Sean Feller re: same (1.4).	1.60	904.00	7524205
CARLEEN, DONALD	26	PARTNER	05/27/03	Disc. with J. Lewis re: prospective chairman (.3); conf. call w/D. Beale, B. Scheler, V. Melwani, J. Lewis and S. Feller re: prospective chairman agreement (1.9).	1.20	810.00	7521369

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

slp\_132: Matter Detail (babstac/170840)  
 Run Date & Time: 06/30/03 12:34:11

Client: 030792 COMMITTEE COMB CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

U B I L I E D T I M E D E T A I L  
 Employee Name Dept Position Work Date Description

Billing Pct : BRAD E. SCHELER  
 Responsible Pct: BRAD E. SCHELER

Profenna: 1850259  
 Status: S

(400397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
LEWIS, JONATHAN F.	26	PARTNER	05/27/03	Reviewed Prospective Chairman agreement (1.6); telephone conference re: consulting fee and termination fee w/prospective chairman and team (1.9).	2.50	1,411.50	7524209
FELLER, SEAN	26	ASSOCIATE	05/27/03	Calls w/prospective chairman counsel re: prospective chairman Agreement (1.0); revise prospective chairman Agreement (5.0); discuss with J. Lewis re: same (1.5).	6.50	2,372.50	7528113
PEPPER, BRIAN D	35	ASSOCIATE	05/27/03	Review and revise Kroll engagement letter.	0.40	158.00	7549557
CARLSEN, DONALD	26	PARTNER	05/28/03	Review equity plan (1.0); conf. call committee re: prospective chairman agreement (1.0); reviewed and revised prospective chairman agreement (1.0); telephone conference w/committee, working group re: prospective chairman (1.0).	2.00	1,350.00	7529893
LEWIS, JONATHAN F.	26	PARTNER	05/28/03	Call with Debort and clients re: mgmt. comp. (1.0); review Bullitt Agreement (2.0); review prospective chairman Agreement (1.6).	1.80	1,017.00	7524214
FELLER, SEAN	26	ASSOCIATE	05/28/03	Call w/co-chairs re emp. agts. review summary of Bullitt & Johnson agreements (1.6).	4.60	1,675.00	7528119
MELWANI, VIVEK	35	ASSOCIATE	05/28/03	Calls with Debort and clients re: mgmt. comp. (1.0).	0.30	142.50	7547936
CARLSEN, DONALD	26	PARTNER	05/29/03	Disc. with S. Feller re: emp. agreement (1.2); review summary of Bullitt & Johnson agreements (1.6).	0.80	540.00	7529684
SCHELER, BRAD E.	35	PARTNER	05/29/03	Calls with Debort and clients re: mgmt. comp. (1.0).	1.00	700.00	7576641
FELLER, SEAN	26	ASSOCIATE	05/29/03	Correspondence w/Committee re: emp. agreements (1.0); prepare summary of Bullitt, Johnson and Bullitt Agreements (6.0).	7.00	2,555.00	7541404
SCOLL, ADAM	26	ASSOCIATE	05/29/03	Review of revised equity plan.	0.90	288.00	7542098
CARLSEN, DONALD	26	PARTNER	05/30/03	Disc. with S. Feller re: emp. agreements (1.2); Disc. with J. Lewis and S. Feller re: emp. agreements (1.2); TC with R. Mitko re: emp. agreements (1.2); Disc. with V. Melwani re: Bullitt agreement (1.3); review chart re: Bullitt Johnson and Bullitt agreements (1.6).	1.50	1,012.50	7538124
LEWIS, JONATHAN F.	26	PARTNER	05/30/03	Discuss emp. agreements w/S. Feller and D. Carlson.	0.80	452.00	7535007
SCHELER, BRAD E.	35	PARTNER	05/30/03	Calls w/clients and debtors re: management comp.	1.00	700.00	7578646

Client: 030792 COMMITTEE COMB CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

slp\_112: Matter Detail (babatan/170840)  
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Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 05/01/03 Thru : 05/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

Billing Pct : BRAD E. SCHELER  
 Responsible Pct: BRAD E. SCHELER

Professors: 1850259  
 Status: B  
 (00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
FELLER, BRAN	26	ASSOCIATE	05/30/03	Calls with Kirkland (2.1); Discuss Prospective Chairman, Bullis, Johnson and Bublitz agreements with D. Carleen and J. Lewis (.8); revise summary of Bullis, Johnson and Bublitz agreements (2.0); prepare chart of director compensation (2.0).	6.90	2,518.50	7541406
SCOLL, ADAM	26	ASSOCIATE	05/30/03	Review of Prospective Chairman Agreement (.5); comparison and summary of Bublitz, Bullis and Johnson Agreements (1.3).	1.80	576.00	7542099
Total					300.60	144,179.00	
Matter Total					300.60	144,179.00	



alp\_132: Matter Detail (babslan/170840)  
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 Client: 030792 COMMITTEE COMS CREDITORS  
 Matter: 00004 TAX PLANNING

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 05/01/03 Thru : 05/31/03  
 Billing Pct : BRAD E. SCHELER  
 Responsible Pct: BRAD E. SCHELER

Profforma: 1850360  
 Status: B  
 (00397)

U M B I L E D T I M E D E T A I L	Dept	Position	Work Date	Description	Hours	Amount	Index Number
JACOBSON, JACK L.	20	PARTNER	05/01/03	Conferences with E. Weiss re: tax issues (1.0); research of 482 issues (2.0); review of relevant docs. (1.0); conference with E. Weiss and J. Savitsky re: same (1.6).	4.60	3,105.00	7525934
SAVITSKY, JOSEPH	20	ASSOCIATE	05/01/03	Researching potential Section 482 and other issues.	6.90	2,108.00	7519981
WEISS, ELI	20	ASSOCIATE	05/01/03	Research 482 issue (2.0); research on 481 (2.0). Conferred w/J. Savitsky re: same (1.5); conferred w/J. Savitsky and J. Jacobson re: same (1.5).	5.00	1,925.00	7549598
CIMBURG, P.C., MARTI	20	PARTNER	05/02/03	Telephone conference J. Jacobson and Weiss re: 482.	0.60	545.00	7513354
JACOBSON, JACK L.	20	PARTNER	05/02/03	Conference with E. Weiss and M. Ginsbury re: tax issues (1.6); review of docs related to same (1.2).	1.80	1,215.00	7525937
WEISS, ELI	20	ASSOCIATE	05/02/03	Call w/Marty re: 482 (1.6); drafted email re: same (1.0); research re: same (1.0); call w/O. Loy re: same (1.4).	3.00	1,155.00	7549603
JACOBSON, JACK L.	20	PARTNER	05/05/03	Conference with E. Weiss (1.5); review of docs (1.4).	0.90	607.50	7525945
SAVITSKY, JOSEPH	20	ASSOCIATE	05/05/03	Researching issues re: cancellation of debt (2.0); drafted e-mail re: same to E. Weiss (1.4).	2.40	768.00	7519983
WEISS, ELI	20	ASSOCIATE	05/05/03	Drafting addition to e-mail regarding Section 482.	0.70	224.00	7519985
JACOBSON, JACK L.	20	ASSOCIATE	05/05/03	Reviewed email updates re: Chapter 11 (1.7); reviewed TOYR's materials (2.0); drafted email to J. Jacobson re: same (1.4); research on contribution (1.5).	4.60	1,771.00	7549608
SAVITSKY, JOSEPH	20	ASSOCIATE	05/06/03	Conference with E. Weiss re: loss utilization (1.7); review of docs re: same (1.7).	2.40	1,620.00	7525947
WEISS, ELI	20	ASSOCIATE	05/06/03	Reviewing 482 issues (1.9); conf w/E. Weiss re: same (1.5).	1.40	488.00	7519986
JACOBSON, JACK L.	20	PARTNER	05/06/03	Drafted email on contribution (0.6); research on 482 (1.2). Reviewed legislative history on 382(h)(6) (1.5); reviewed article on 382(h)(6) (1.0).	4.30	1,655.50	7549611
WEISS, ELI	20	PARTNER	05/07/03	Conference with E. Weiss re: 482 (1.6); conference with V. Melwani re: tax planning (1.4); review of docs. re: same (1.0); conference with E. Weiss, T. Maynes, A. Mukamal et al. re: same (0.6).	2.60	1,755.00	7525952

Client: 030792 COMMITTEE COMS CREDITORS  
 Matter: 00004 TAX PLANNING

slp\_112: Matter Detail (babatan/170840)  
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 Client: 030792 COMMITTEE COMS CREDITORS  
 Matter: 00004 TAX PLANNING

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 05/01/03 Thru : 05/31/03  
 Billing Pct : 100%  
 Responsible Pct: ERAD E. SCHELER

Proforma: 1850260  
 Status: B

Employee Name	Dept	Position	Work Date	Description	Hour	Amount	Index Number
WEISS, ELI	20	ASSOCIATE	05/07/03	Call w/A. Mukamal re tax planning (1.6); call w/Kirkland and DP re same (1.0); call w/DP re same (0.7); research on contributions (2.0); research legislative history (1.0); reviewed Fox Pitt Report (1.4).	6.70	2,579.50	7549615
JACOBSON, JACK L.	20	PARTNER	05/06/03	Review of TOPPS Expert Report (1.8); research re: above (1.0); conference with E. Weiss re: above (1.8); prepare agenda for tax subcommittee meeting (1.9); conference with V. Malwani re: above (1.5); conference with E. Weiss re: above (1.9).	5.90	3,982.50	7525955
WEISS, ELI	20	ASSOCIATE	05/06/03	Reviewed Fox-Pitt report (1.0); drafted outline for subcommittee call (1.0); conferred w/J. Jacobson re: agenda (1.9); research on issues raised in report (1.0). Conferred w/J. Jacobson re: same (1.6); conferred w/A. Preis on CPC-CRC tax claims (1.2). Reviewed Cromwell case (1.6).	5.30	3,040.50	7549617
JACOBSON, JACK L.	20	PARTNER	05/09/03	Review of tax planning docs.	0.30	202.50	7525959
WEISS, ELI	20	ASSOCIATE	05/09/03	Call w/O. Loy on matters raised in last call (1.7); call w/O. Loy on PNC determinations (1.9); research on sale of stock or securities (1.7); drafted email to J. Jacobson re: research (1.5); drafted email to A. Mukamal re research (1.5); research on gain from sale of securities (1.0); conference with E. Weiss re: tax issues (1.8); review of related docs (1.2).	3.30	1,370.50	7549620
JACOBSON, JACK L.	20	PARTNER	05/10/03	Conference w/E. Weiss re research (1.0); researching general definitions of securities (4.1).	2.00	770.00	7549623
JACOBSON, JACK L.	20	PARTNER	05/12/03	Call w/A. Mukamal re: open tax issues (1.3); confer w/J. Jacobson on subcommittee meeting and WSO (1.8); confer w/J. Savitsky on "securities" definition (1.0); research on "securities" definition (1.5). Conferred w/O. Loy re: same (1.5).	2.00	1,350.00	7525960
SAVITSKY, JOSEPH	20	ASSOCIATE	05/12/03	Conference w/E. Weiss re research (1.0); researching issues re: Section 165 (1.0); researching general definitions of securities (4.1).	8.10	2,599.00	7519996
WEISS, ELI	20	ASSOCIATE	05/12/03	Call w/A. Mukamal re: open tax issues (1.3); confer w/J. Jacobson on subcommittee meeting and WSO (1.8); confer w/J. Savitsky on "securities" definition (1.0); research on "securities" definition (1.5). Conferred w/O. Loy re: same (1.5).	4.10	1,578.50	7549626
CASSAMOS, ROBERT	20	PARTNER	05/13/03	Disc. w/Jacobson re: open tax issues.	1.10	742.50	7545739
JACOBSON, JACK L.	20	PARTNER	05/13/03	Review of Plan docs.	0.50	337.50	7525964
SAVITSKY, JOSEPH	20	ASSOCIATE	05/13/03	Researching Section 165 issues (1.0); drafting e-mail regarding the above (2.0); researching conversion of company issues (1.4).	6.40	2,048.00	7519997

Client: 030792 COMMITTEE COMS CREDITORS  
 Matter: 00004 TAX PLANNING

alp\_132: Matter Detail (bahastan/170840)  
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 Client: 030792 COMMITTEE COMS CREDITORS  
 Matter: 00004 TAX PLANNING

Fried, Frank, Kautz, Shriver & Jacobson  
 Work Date From : 05/01/03 Thru : 05/31/03

Billing Pct : BRAD E. SCHELER  
 Responsible Pct: BRAD E. SCHELER

Prof Fees: 1850280  
 Status: B  
 (00397)

U M B I L L & D	T I M E	D E T A I L	Dept	Position	Work Date	Description	Hours	Amount	Index Number
WEISS, ELI	20	ASSOCIATE			05/13/03	Conferred w/O. Loy re open tax issues (2.0); sent email to Jack re disc. w/Loy (1.5); conferred w/J. Savitsky on definition of securities (1.0).	4.50	1,732.50	7552451
FALON, PAUL B.	10	PARTNER			05/14/03	Call with E. Weiss re: merger issues.	0.50	312.50	7530348
JACOBSON, JACK L.	20	PARTNER			05/14/03	Review of plan related docs (2.0); conference with E. Weiss re: ch.11 timing (.8).	2.80	1,890.00	7525969
SAVITSKY, JOSEPH	20	ASSOCIATE			05/14/03	Researching rules for conversion of companies.	3.40	1,088.00	7519999
WEISS, ELI	20	ASSOCIATE			05/14/03	Call w/O. Loy re open plan issues (.8); sent emails to J. Jacobson and V. Melvani re same (.9); conferred w/J. Savitsky on life ins. issues (1.0); conferred w/Reul Falon on regulatory issues (.5); research on Fink case (1.0).	6.30	2,387.00	7549630
JACOBSON, JACK L.	20	PARTNER			05/15/03	Conference with E. Weiss re: tax issues (.5); conference with T. Maynes re: above (.5); conference with B. Scheler re: above (.5); review of docs re open tax issues (1.6).	3.10	2,092.50	7525974
WEISS, ELI	20	ASSOCIATE			05/15/03	Research on Fink cases (1.0); conferred w/O. Loy re same (.5); drafted memo re same (1.0); research on new life (.7); reviewed credit agreement (.6). Analysis of CPC tax issues (.3).	4.10	1,578.50	7549632
JACOBSON, JACK L.	20	PARTNER			05/16/03	Review of Plan docs. (.6); revise timing memo (1.0); conference with E. Weiss re: above (1.0); conference with L. Brown (Scribner Hall) (.5); research re: timing (.7).	3.80	2,565.00	7525977
WEISS, ELI	20	ASSOCIATE			05/16/03	Conferred w/J. Jacobson on timing memo (1.0); revised timing memo (1.5).	2.50	962.50	7552455
SAVITSKY, JOSEPH	20	ASSOCIATE			05/18/03	Researching regs relating to consolidated return.	2.10	672.00	7520003
JACOBSON, JACK L.	20	PARTNER			05/19/03	Review of docs. in prep. for calls (1.0); conference with T. Maynes, E. Weiss, V. Melvani, B. Wintar, S. Meyer (Morris Manning), L. Brown, M. Covey (Scribner) re: tax sharing payments (2.0); conference with E. Weiss, V. Melvani, T. Maynes and O. Loy re: timing issues (2.0).	5.00	3,375.00	7525979
HELDMAN, VIVEX	35	ASSOCIATE			05/19/03	Call w/TDI re: tax.	0.50	237.50	7551652
SAVITSKY, JOSEPH	20	ASSOCIATE			05/19/03	Conference w/E Weiss re research (.7); researching filing requirements (2.8).	3.50	1,120.00	7520005

Client: 030792 COMMITTEE COMS CREDITORS  
 Matter: 00004 TAX PLANNING

alp\_132: Matter Detail (babstam/170840) Fried, Frank, Harris, Shriver & Jacobson  
 Run Date & Time: 06/30/03 12:34:12 Work Date From : 05/01/03 Thru : 05/31/03  
 Client: 010792 COMMITTEE CONS CREDITORS Billing Pct : BRAD E. SCHLEIER  
 Matter: 00004 TAX PLANNING Responsible Pct: BRAD E. SCHLEIER

Proforma: 1850260  
 Status: B  
 (00397)

U N B I L E D T I M S D E T A I L	Dept	Position	Work Date	Description	Hours	Amount	Index Number
WEISS, ELI	20	ASSOCIATE	05/19/03	Reviewed summary of plan objections (1.0); revised DFR opinion on sales (.8); conferred w/regulators (.6); conferred w/O. Loy re open issues (.3); conferred w/J. Jacobson re open issues (.3).	3.00	1,155.00	7552457
JACOBSON, JACK L.	20	PARTNER	05/20/03	Revising memo to CC (2.0); conference with B. Weiss re: above (.3); conference with V. Melwani and S. Weiss re same (.4); conference with T. Maynes, G. Bullis, B. Devaney, L. Brown, et al. re: Texas Regulators Concerns (1.0);	4.50	3,037.50	7525982
PREIS, ARIK	35	ASSOCIATE	05/20/03	Correspondence with subcommittee re: tax call.	0.50	187.50	7536689
SAVITSKY, JOSEPH	20	ASSOCIATE	05/20/03	Researching tax regs.	1.10	352.00	7520007
WEISS, ELI	20	ASSOCIATE	05/20/03	Conferred w/J. Jacobson re memo open tax issues (1.5); revised memo (4.0); conferred w/J. Savitsky re: research (1.0); research on dash 41 (1.2); call w/Kirkland tax people re: open issues (.3).	8.00	3,088.00	7552460
JACOBSON, JACK L.	20	PARTNER	05/21/03	Prepare for Creditors Committee call (4.8); Creditors Committee call (1.5); conference with E. Weiss re: tax issues (1.0); conference with V. Melwani re: same (.3).	3.60	2,430.00	7525985
MELWANI, VIVEK	35	ASSOCIATE	05/21/03	Subcommittee conference call re: outstanding tax issues.	1.30	617.50	7547912
PREIS, ARIK	35	ASSOCIATE	05/21/03	Researching tax regulations.	1.00	375.00	7536689
SAVITSKY, JOSEPH	20	ASSOCIATE	05/21/03	Preparation for tax call.	2.50	800.00	7520009
SCHROEDER, ANDREW	35	ASSOCIATE	05/21/03	Committee Tax call (1.5); call w/DP re: issues raised in Committee call (2.5).	0.20	55.00	7515840
WEISS, ELI	20	ASSOCIATE	05/22/03	Research re: new legislation (1.0); conference with E. Weiss re: above (.6); review of related docs (.7).	4.00	1,540.00	7552461
JACOBSON, JACK L.	20	PARTNER	05/22/03	Research on life/nonlife issues (4.0); conferred w/J. Savitsky re: same (1.0).	2.30	1,552.50	7525990
WEISS, ELI	20	ASSOCIATE	05/23/03	Conference with E. Weiss, T. Maynes, B. Weigel et al. re: insurance tax issues (1.1); research and review of related docs (.9).	5.00	1,925.00	7552464
JACOBSON, JACK L.	20	PARTNER	05/23/03	Research on life/nonlife (2.0); call w/PMC (1.0); drafted memo on 351 (2.0).	2.00	1,350.00	7548963
WEISS, ELI	20	ASSOCIATE	05/27/03	Conference with E. Weiss re: open tax issues (1.0); review of documents re: open tax issues (1.0).	5.00	1,925.00	7549634
JACOBSON, JACK L.	20	PARTNER	05/27/03	Conference with E. Weiss re: open tax issues (1.0); review of documents re: open tax issues (1.0).	2.00	1,350.00	7548967

Client: 010792 COMMITTEE CONS CREDITORS  
 Matter: 00004 TAX PLANNING



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Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 05/01/03 Thru : 05/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00004 TAX PLANNING

Billing Pct : BRAD E. SCHELER  
 Responsible Pct: BRAD E. SCHELER

Profforma: 1850260  
 Status: B (00197)

U N I T E D T I M E S D E T A I L	Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
	RUGHES, KATIE	35	ASSOCIATE	05/27/03	tel. conf. w/ E. Weiss re: regulatory update and related issues.	0.20	55.00	7528968
	PREIS, ARIK	35	ASSOCIATE	05/27/03	Call with Moulhan Lohry and Weiss re: outstanding tax issues.	1.30	487.50	7546703
	WEISS, ELI	20	ASSOCIATE	05/27/03	Conferred w/J. Jacobson re: open tax issues (1.0); research on merger (1.5); drafted memo to J. Jacobson on Fink (1.2); call w/Dave Tracano (1.3).	5.00	1,925.00	7549639
	JACOBSON, JACK L.	20	PARTNER	05/28/03	Conference with E. Weiss re: new tax planning issues (1.8); review of related docs. (1.4); conference with V. Malvani re: same (1.2).	1.40	945.00	7548972
	WEISS, ELI	20	ASSOCIATE	05/28/03	Reviewed emails re: Chapter 11 (1.2); spoke w/J. Jacobson re: tax planning issues (1.0); completed memo to Jack on 351 issues (2.0); research on 382(b)(5) (1.8).	6.00	2,310.00	7549644
	JACOBSON, JACK L.	20	PARTNER	05/29/03	Review of plan docs. (1.6); conference with E. Weiss and V. Malvani re: CPC sale (1.7).	1.70	1,147.50	7548983
	MELWANI, VIVEK	35	ASSOCIATE	05/29/03	Call w/03 re tax issues (1.3); review CPC Plan (1.0).	1.30	617.50	7547941
	SAVITSKY, JOSEPH	20	ASSOCIATE	05/29/03	Researching issues re: worthlessess deduction.	2.50	800.00	7536899
	WEISS, ELI	20	ASSOCIATE	05/29/03	Revised memo on 351.	2.30	885.50	7549649
				05/29/03	Conferred w/T. Maynes on timing (1.0); research on dash 19 (1.0); conferred w/J. Jacobson and V. Malvani on timing (1.5); conferred w/A. Preis on IRS objection (1.5); review objection (1.5); research on transferee liability (1.0); conferred w/J. Savitsky on dash 19 (1.3); research on allocation issue (1.3)	5.10	1,963.50	7549652
	JACOBSON, JACK L.	20	PARTNER	05/30/03	Review of motion (1.7); Conf E. Weiss re: IRS objection and other tax issues (1.5).	1.20	810.00	7548987
	SAVITSKY, JOSEPH	20	ASSOCIATE	05/30/03	Researching issues re: worthlessess deduction.	2.20	704.00	7536901
	WEISS, ELI	20	ASSOCIATE	05/30/03	Called A. Preis on objection (1.6); called J. Jacobson re: objection (1.4); reviewed motion (1.9); conferred w/J. Savitsky on tax regulation issues (1.5).	2.40	924.00	7552468

Total 207.50 93,825.50  
 Matter total 207.50 93,825.50



alp\_112: Matter Detail (babstanz/1708061)  
Run Date & Time: 06/10/03 12:34:13

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/31/03

Client: 010792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Ftr : BRAD E. SCHELER  
Responsible Pct: BRAD E. SCHELER

Profoms: 1850261  
Status: B (00397)

U R B I L E D T I M E D E T A I L  
Employee Name Dept Position Work Date Description

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
GOLAY, DAVID	10	PARTNER	05/01/03	Review revised documents; calls w/Evan Pilchik.	2.60	1,755.00	7549080
SCHLEGER, BRAD E.	35	PARTNER	05/01/03	Calls with client re: open plan issues (1.7); related follow up analysis (1.3).	1.00	700.00	7550218
STEINGART, BONNIE K.	30	PARTNER	05/01/03	Conference call with committee regarding B/D and other issues.	2.50	1,687.50	7505423
MELWANI, VIVEK	35	ASSOCIATE	05/01/03	Various proofs of claim re: Fleet; settlement proposals.	0.80	340.00	7551582
PILCHIK, EVAN	10	ASSOCIATE	05/01/03	Phone calls w/DPW re: Plan docs.	0.10	38.50	7528641
GOLAY, DAVID	10	PARTNER	05/02/03	Review bylaws and charter.	1.10	742.50	7549080
STEINGART, BONNIE K.	30	PARTNER	05/02/03	Review proposed By Laws of Consoco.	0.80	540.00	7505430
MCCUINNNESS, JOHN	35	ASSOCIATE	05/03/03	Review bylaws proposed in Debcorp' Plan Supplement (1.8); draft memo summarizing same (1.6).	4.60	1,472.00	7549972
MELWANI, VIVEK	35	ASSOCIATE	05/04/03	Various calls w/Tepper re Plan issues.	0.80	380.00	7551594
GOLAY, DAVID	10	PARTNER	05/05/03	Calls re: financial covenants (1.0); review same (1.1).	1.30	877.50	7549085
STEINGART, BONNIE K.	30	PARTNER	05/05/03	Review Trustee objection to Plan (1.8); telephone call with Kirkland & Ellis re: Plan objections (1.5).	1.30	877.50	7505440
MCCUINNNESS, JOHN	35	ASSOCIATE	05/05/03	Update summary of New Consoco bylaws.	0.60	192.00	7549977
SCHOULDER, ANDREW	35	ASSOCIATE	05/05/03	Email Holliman Lobby re: New CRC credit agreement.	0.30	82.50	7508289
GOLAY, DAVID	10	PARTNER	05/06/03	Call w/V. Melwani re: schedule and open issues on corp. docs.	1.10	742.50	7549089
SCHOULDER, ANDREW	35	ASSOCIATE	05/06/03	Email re: UST objection to Plan.	0.30	82.50	7508291
ZIV, ALON	35	ASSOCIATE	05/06/03	Reviewing UST objections to the releases under the Plan.	0.40	150.00	7554110
MELWANI, VIVEK	35	ASSOCIATE	05/07/03	Various calls w/Kirkland re Plan issues (1.0); revise Plan open issues letter (1.1).	2.00	950.00	7551611
PFEIFFER, BRIAN D	35	ASSOCIATE	05/07/03	Telephone calls with D. Trucano re: plan issues.	0.40	156.00	7549416
ZIV, ALON	35	ASSOCIATE	05/07/03	Review of various letter objections to the Plan (1.0); drafting summary of same (1.7).	2.70	1,012.50	7578647
GOLAY, DAVID	10	PARTNER	05/08/03	Review and maroup common stock reg. rights agreement.	2.30	1,552.50	7549093
STEINGART, BONNIE K.	30	PARTNER	05/08/03	Review registration rights agreement.	0.80	540.00	7505456
RESBICK, ALAN	35	COUNSEL	05/08/03	Conference with Vivek Melwani regarding extension of voting deadline and procedural issues.	0.40	290.00	7508714
MCCUINNNESS, JOHN	35	ASSOCIATE	05/08/03	Update, circulate bylaws summary memo.	0.70	244.00	7549984
PILCHIK, EVAN	10	ASSOCIATE	05/08/03	Reviewed bylaws (1.0); phone call K. Melwan re: same (1.5).	1.50	577.50	7528652

Client: 010792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

alp\_132: Matter Detail (Sabatan/170840)  
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Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Firt : BRAD E. SCHLEZER  
Responsible Pnt: BRAD E. SCHLEZER

ProfForma: 1850261  
Status: 3

U N B I L E D T I M E D E T A I L  
Employee Name Dept Position Work Date Description

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
ZIV, ALON	35	ASSOCIATE	05/08/03	Review various letter objections to the Plan (3.0) and summarizing pertinent points re: same (3.3).	6.30	2,362.50	7577496
GOLAY, DAVID	10	PARTNER	05/09/03	Review registration rights agreement (2.0); charter (2.0); bylaws; warrant agreement; memo re: same (3.3).	4.30	2,902.50	7549094
SCHLEZER, BRAD E.	35	PARTNER	05/09/03	Calls and analysis re: intercompany claims.	2.00	1,400.00	7578634
PILCHIK, EVAN	10	ASSOCIATE	05/11/03	Reviewed NEH markup of REA (1.8), revised corporate docs (1.5).	1.30	500.50	7528656
GOLAY, DAVID	10	PARTNER	05/12/03	Review registration rights agreement (1.7); review certificate of designation for preferred stock (1.7); call w/Evan Pilchik re same (1.4).	1.80	1,215.00	7549096
STEINGART, BONNIE K.	30	PARTNER	05/12/03	Working travel to Chicago; review Plan documents (1.0); review in law (1.4).	2.40	1,626.00	7519406
PFRIFFER, BRIAN D	35	ASSOCIATE	05/13/03	Revise memorandum re: corporate governance issues.	4.20	1,659.00	7549459
PILCHIK, EVAN	10	ASSOCIATE	05/13/03	Review Reg Rights Agreement (3.0); Review and revise preferred stock docs (2.0).	5.00	1,925.00	7528658
ZIV, ALON	35	ASSOCIATE	05/13/03	Reviewing order concerning the voting deadline.	0.30	112.50	7554146
			05/13/03	Reviewing an objection to the plan filed by certain bondholders.	0.30	112.50	7554147
			05/13/03	Reviewing memo concerning directors' litigation.	0.40	150.00	7554148
MCCUTHESS, JOHN	35	ASSOCIATE	05/13/03	Review Dick/Hilbert objection (1.4); draft summary re: same (1.4).	1.80	576.00	7552772
PILCHIK, EVAN	10	ASSOCIATE	05/13/03	Review and analysis of Corpo. docs	0.40	154.00	7528662
			05/13/03	Review and analysis of Reg Rights Agreement	0.60	231.00	7528663
ZIV, ALON	35	ASSOCIATE	05/13/03	Reviewing Lehman's objection.	0.60	225.00	7554152
			05/13/03	Reviewing Hilbert/Dick objections to the plan.	0.30	112.50	7554153
			05/13/03	Reviewing the Anchorage Police and fire department objections to the plan.	0.60	225.00	7554154
GOLAY, DAVID	10	PARTNER	05/13/03	Reviewing Forth Worth objection to plan.	0.30	112.50	7554159
			05/14/03	Review revised credit agreement (1.9); call w/E. Pilchik re: open registration rights issues (1.7).	1.60	1,080.00	7549101
STEINGART, BONNIE K.	30	PARTNER	05/14/03	Review letter objection received from bondholders etc. (1.5); review memos re: objections (1.8); telephone call with Tom K. re: open issues (1.2).	1.50	1,012.50	7515414
			05/14/03	Review DeD transition agreement and memo.	1.30	877.50	7515416
			05/14/03	Review objections filed by Dick & Hilbert.	0.60	540.00	7515417
PILCHIK, EVAN	10	ASSOCIATE	05/14/03	Review and analysis of Corp. docs	1.50	577.50	7511383
SCHOULDER, ANDREW	35	ASSOCIATE	05/14/03	Correspondence w/A. Fraix re: Plan objections.	0.30	82.50	7508329

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

slp\_132: Matter Detail (babacan/170840)  
Run Date & Time: 06/30/03 12:34:13

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/31/03

Client: 030792 COMMITTEE COMS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Prt : BRAD E. SCHELER  
Responsible Prt: BRAD E. SCHELER

Profoms: 1050261 (00197)  
Status: B

U H B I L E D T I M E D E T A I L  
Employee Name Dept Position Work Date Description

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
ZIV, ALON	35	ASSOCIATE	05/14/03	Reviewing certain provisions of the Plan (for Alan Bernick).	0.40	150.00	7554161
GOLAY, DAVID	10	PARTNER	05/15/03	Registration rights issues; call w/Evan Pilchik.	1.40	945.00	7549103
STEINGART, BORWIS K.	30	PARTNER	05/15/03	Review memo regarding intercompany payables.	1.30	877.50	7515422
			05/15/03	Review objections by taxing entities.	0.80	540.00	7515423
			05/15/03	Review Omaseco credit agreement for new Tranche A&B debt (.8); review blacklined version (.3).	1.10	742.50	7515424
			05/15/03	Review CFC committee objection to the plan.	1.30	877.50	7515425
			05/15/03	Review chart of contract/reflect-assume-undecided (.8); telephons call with Huber re: same (1.0).	1.80	1,215.00	7515426
MCCUINNESS, JOEN	35	ASSOCIATE	05/15/03	Review and update Plan Objections summary memo (2.0); draft chart detailing same (1.7).	3.70	1,184.00	7552777
MELWANI, VIVEK	35	ASSOCIATE	05/15/03	Conference call w/Kirkland re release issues.	0.80	380.00	7551631
			05/15/03	Review confirmation objections.	1.10	522.50	7551632
PFEIFFER, BRIAN D	35	ASSOCIATE	05/15/03	Meet with A. Preis re: assumption of contract.	0.30	118.50	7549482
			05/15/03	Participate in conference call with Kirkland & Ellis re: executory contracts.	1.00	395.00	7549483
			05/15/03	Revise materials/open issues re: executory contracts.	0.80	316.00	7549484
PILCHIK, EVAN	10	ASSOCIATE	05/15/03	Review and analysis of Reg Rights Agreement	0.30	115.50	7531386
PREIS, ARIK	35	ASSOCIATE	05/15/03	Review of objections filed to plan of Reorganization.	2.00	750.00	7536667
			05/15/03	Conference call re: executory contracts with Kirkland & Ellis (2.0); related follow up review of same w/P Pfeiffer (0.5).	2.50	937.50	7536671
SCHULDER, ANDREW	35	ASSOCIATE	05/15/03	Meet with A. Preis re: Plan objections.	0.30	82.50	7508311
			05/15/03	Review TOPS Plan objection.	1.80	495.00	7508314
			05/15/03	Draft, review and revise summary of TOPS Plan objection.	6.80	1,870.00	7508316
			05/15/03	Review State Street objection to Plan (.4); draft, review and revise summary re: same (.5).	0.90	247.50	7508338
ZIV, ALON	35	ASSOCIATE	05/15/03	Various objections to the Plan (5.4); summarizing same (5.4).	10.80	4,050.00	7579664
GOLAY, DAVID	10	PARTNER	05/16/03	Call w/Evan Pilchik re: Open Plan issues.	0.10	67.50	7549105
STEINGART, BORWIS K.	30	PARTNER	05/16/03	Conference call with Committee et al regarding D&O issues.	0.80	540.00	7515428
MCCUINNESS, JOEN	35	ASSOCIATE	05/16/03	Review objections to plan by US Trustee et al.	2.30	1,552.50	7515431
			05/16/03	Review Credit Agreement and Certificate of Designations filed with the Court.	2.70	864.00	7552779
MELWANI, VIVEK	35	ASSOCIATE	05/16/03	Call re claims status.	0.90	427.50	7551631

Client: 030792 COMMITTEE COMS CREDITORS  
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slp.12: Matter Detail (dabstan/170840)  
Run Date & Time: 06/10/03 12:34:14

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From: 05/01/03 Thru: 05/31/03

Client: 030792 COMMITTEE COMB CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Pct: 1  
Responsible Pct: ERAD B. SCHUELER

Profforma: 1050261  
Status: B  
(00397)

Employee Name	Dept	Position	Work Date Description	Hours	Amount	Index Number
MELWANI, VIVEK	35	ASSOCIATE	05/16/03 T/c w/KAS/Karen Day re Plan supplement. 05/16/03 Review Credit Agreement. 05/16/03 Call w/Houlhan re open Plan issues. 05/16/03 Mtg. w/Pfaffler re preferred stock and contracts. 05/16/03 Various calls and emails w/Pilchik re corporate documents. 05/16/03 T/c w/Kirkland re Plan supplement documents (4.5); review same (4.6).	0.60 0.80 0.40 0.50 1.40	285.00 380.00 190.00 237.50 665.00	7551634 7551636 7551637 7551638 7551639
PFEIFFER, BRIAN D	35	ASSOCIATE	05/16/03 Participate in D&O releases subcommittee call with Debtors re: executory contracts 05/16/03 Review email correspondence re: Credit Agreement issues 05/16/03 Review objections to Plan 05/16/03 Prepare for and participate in conference call with Debtors re: executory contracts 05/16/03 Review certain executory contracts re: possible rejection 05/16/03 Meet with V. Melwani re: various Plan issues including preferred stock and executory contracts	0.50 0.30 3.80 0.40 0.60 0.50	197.50 118.50 1,501.00 158.00 237.00 197.50	7549486 7549488 7549491 7549492 7549494 7549495
PILCHIK, EVAN PREIS, ARIK	10 35	ASSOCIATE ASSOCIATE	05/16/03 Review of Corp. docs. 05/16/03 Review of confirmation objections (2.0) and summary of same (3.0). 05/16/03 Conference call re: executory contracts with Kirkland & Ellis.	5.80 5.00 0.80	2,233.00 1,875.00 300.00	7531389 7536672 7536673
SCHOUER, ANDREW ZIV, ALOH	35 35	ASSOCIATE ASSOCIATE	05/16/03 Preparation for D&O subcommittee call. 05/16/03 Reviewing credit agreements sent by Davis Polk (to be filed with the court) and blacklined versions.	0.30 0.90	82.50 317.50	7509756 7554179
MELWANI, VIVEK PFEIFFER, BRIAN D	35 35	ASSOCIATE ASSOCIATE	05/17/03 Review objections to CMC Plan. 05/17/03 Review memo re: executory contract issues. 05/17/03 Draft email to committee re: executory contract issues.	0.90 1.50 0.80	427.50 592.50 316.00	7551645 7549496 7549497
PREIS, ARIK	35	ASSOCIATE	05/17/03 Review charts and memo re: confirmation objections.	4.00	1,500.00	7536676
STEWART, BONNIE K. MELWANI, VIVEK	30 35	PARTNER ASSOCIATE	05/18/03 Review objections to confirmation. 05/18/03 Review and revise conf. objection summary (1.0); t/c w/Preis re: same (4.4).	2.30 1.40	1,552.50 665.00	7515435 7551648
PILCHIK, EVAN	10	ASSOCIATE	05/18/03 Reviewed documents filed w/CT in Plan supplement.	2.00	770.00	7531390
PREIS, ARIK	35	ASSOCIATE	05/18/03 Review charts re: confirmation objections.	2.50	917.50	7536679

Client: 030792 COMMITTEE COMB CREDITORS  
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Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Pct : BRAD E. SCHELER  
Responsible Pct: BRAD E. SCHELER

Proforma: 1850261  
Status: B

(00397)

U N I L E D T I M E D E T A I L  
Employee Name Dept Position Work Date Description

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
GOLAY, DAVID	10	PARTNER	05/19/03	Summary of charter and bylaws for committee (1.5); call w/Doug Timmer at HQ re: Open issues in registration rights and charter docs (1.6).	3.10	2,092.50	7549106
STEINGART, BONNIE K.	30	PARTNER	05/19/03	Conference call with professionals re: Plan (1.8); review objections to confirmation (1.0).	1.80	1,215.00	7515438
MELMANT, VIVEX	35	ASSOCIATE	05/19/03	Review and mark-up loan transfer agreement.	1.20	570.00	7551653
			05/19/03	Draft open issue outline.	0.50	237.50	7551654
			05/19/03	Conference call re settlement re intercompany issue.	0.80	380.00	7551656
PFEIFFER, BRIAN D	35	ASSOCIATE	05/19/03	Email to Kouliban re: executory contracts.	0.10	39.50	7549505
			05/19/03	Review memo re: Confirmation Issues.	0.60	217.00	7549509
			05/19/03	Conference call with CO-counsel re: confirmation issues.	0.80	316.00	7549510
			05/19/03	Review objections to plan confirmation.	2.40	948.00	7549511
			05/19/03	Meetings with V. Melwani re: objections to plan and scheduling order.	0.80	316.00	7549511
PILCHIK, EVAN	10	ASSOCIATE	05/19/03	discussion w/ D. Golay re: charter and by-laws (1.0); phone call - D. Trucano re: same (1.5); summarized charter and bylaws (2.5); phone call w/bc re: same (.3).	5.10	2,040.50	7531393
SCHKULDER, ANDREW	35	ASSOCIATE	05/19/03	Review U.S. Bank objection to Plan.	0.80	220.00	7513288
			05/19/03	Review and revise objection re: Temporary allowance.	1.40	385.00	7513289
			05/19/03	Draft, review and revise summary of U.S. Bank's objection to Plan.	1.70	467.50	7513290
			05/19/03	Team meeting re: Plan objections.	0.50	137.50	7513292
WEINTRAUB, MICHAEL S.	10	MISC	05/19/03	Research for Pilchik for modal certificate of designations for convertible exchangeable preferred stock.	3.00	510.00	7547999
GOLAY, DAVID	10	PARTNER	05/20/03	Draft provision for IPO's in anti-dilution provisions of preferred (1.6); call Doug Timmer (1.4); email language re same (.3).	2.30	1,552.50	7549111
SCHELER, BRAD E.	35	PARTNER	05/20/03	Calls with Dabco's and analysis in connection with voting timing and objections process, as well as coordination with regulators, etc.	2.00	1,400.00	7550283
STEINGART, BONNIE K.	30	PARTNER	05/20/03	Review charter and By Law.	0.80	540.00	7515446
RICHES, KATIE	35	ASSOCIATE	05/20/03	Conf. w/V. Melwani, B. Pfeiffer, A. Pralis, A. Schouder, A. Ziv re: preparation of responses to plan objections.	0.70	192.50	7528949
			05/20/03	Research and prepare response to Illinois Dept of Revenue's objection to Plan.	2.20	605.00	7528952

Client: 030792 COMMITTEE CONS CREDITORS  
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alp\_132: Matter Detail (babstun/170840)  
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Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Pct : BRAD E. SCHELER  
Responsible Pct: BRAD E. SCHELER

Proforma: 1850361  
Status: B (00397)

U N B I L E D T I M E D E T A I L  
Employee Name Dept Position Work Date Description

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
MELWANI, VIVEK	35	ASSOCIATE	05/20/03	Conf. w/O. Bechor and A. Ziv re: responses to Olsson/Phillips Objection and Illinois Dept of Revenue Objection.	1.20	330.00	7579645
			05/20/03	Call w/clients re: releases; indemnity and insurance.	1.20	570.00	7547903
			05/20/03	Review confirmation, objections (1.0); mcg. re response thereto (1.0).	2.00	950.00	7547904
PFEIFFER, BRIAN D	35	ASSOCIATE	05/20/03	Call with A. Satby and V. Melwani re: confirmation and scheduling.	0.90	355.50	7549515
			05/20/03	Conference call with Committee re: releases.	0.50	197.50	7549517
			05/20/03	Call with D. Tepper and V. Melwani re: releases.	0.60	158.00	7549518
			05/20/03	Meet with B. Scheier and V. Melwani re: releases, confirmation issues and scheduling.	2.00	790.00	7549521
			05/20/03	Team meeting re: objections to plan confirmation.	0.60	237.00	7549522
PILCHIK, EVAN	10	ASSOCIATE	05/20/03	Drafting memo re: plan corp. docs	3.60	1,386.00	7531395
PREIS, ARIK	35	ASSOCIATE	05/20/03	Team meeting re: objections to confirmation and response.	1.00	375.00	7536684
			05/20/03	Draft response to TOP-8 objection to plan.	1.50	562.50	7536688
SCHOUFLER, ANDREW	35	ASSOCIATE	05/20/03	Team meeting re: Plan objections and related preparation.	0.80	220.00	7515834
			05/20/03	Research re: excultation.	3.10	852.50	7515835
			05/20/03	Review Lehman objections to Plan (.6); draft, review and revise response to same (1.5).	2.10	577.50	7515837
			05/20/03	Meet with A. Preis re: Plan objections.	0.80	220.00	7515838
			05/20/03	Review U.S. Bank objection to Plan (2.0); draft, review and revise response to same (2.1).	4.10	1,127.50	7515839
ZIV, ALON	35	ASSOCIATE	05/20/03	Meeting with team re: Plan objections.	1.90	712.50	7554196
			05/20/03	Drafting response to the retiree benefits objection (1.0); meetings with Katie Hughes and Oran Bechor re: same (.8).	1.40	525.00	7554197
			05/20/03	Reviewing outline of significant outstanding issues.	0.50	187.50	7554198
			05/20/03	Reviewing CFC proofs of claim against CFC.	0.80	300.00	7554199
			05/20/03	Reviewing CFC objection to the Plan (.6); drafting response to same (1.2).	1.80	675.00	7554200
			05/20/03	Drafting background response to the CFC committee objection to the CFC plan.	1.20	450.00	7554201
FERRI, DANIEL	10	MISC	05/20/03	Research for E Pilchik re: Certificate of designation of publicly traded preferred with certain provisions	2.00	410.00	7553616

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT



alp\_132: Matter Detail (babaran/170840)  
 Run Date & Time: 06/30/03 12:36:15

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 05/01/03 Thru : 05/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Pct : BRAD E. SCHELER  
 Responsible Pct: BRAD E. SCHELER

ProfForma: 1850261  
 Status: N

(000397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
COLLAY, DAVID	10	PARTNER	05/21/03	Call w/Doug Timmer re: open issues (.6); call Evan Pilchik; list of issues (.7).	1.30	877.50	7549115
STEINGART, BERNIE K.	30	PARTNER	05/21/03	Review 100 (.4); telephone call with Huber re: same (.4).	0.80	540.00	7536591
ROGUES, KATIE	35	ASSOCIATE	05/21/03	Review outstanding issues regarding confirmation.	0.50	337.50	7538596
			05/21/03	Review email f/ T. Kiriakos (Mayer Brown) re: discussion w/ K&E re: Committee's DeO release proposal.	0.20	55.00	7528956
			05/21/03	Research rate of interest re: priority tax claims.	5.00	1,375.00	7528957
			05/21/03	Draft response to Illinois Dept of Revenue objection to plan.	2.00	550.00	7528958
PFEIFFER, BRIAN D	35	ASSOCIATE	05/21/03	Meet with V. Melwani re: releases and other confirmation issues.	1.20	474.00	7549523
PILCHIK, EVAN	10	ASSOCIATE	05/21/03	Analysis of corp. docs	1.30	500.50	7531398
PREIS, ARIX	35	ASSOCIATE	05/21/03	Draft responses to objections to plan confirmation.	2.50	937.50	7536692
SCHOULDER, ANDREW	35	ASSOCIATE	05/21/03	Draft, review and revise response to Lehman Plan objection.	1.10	302.50	7515841
IIV, ALON	35	ASSOCIATE	05/21/03	Reviewing plan and disclosure statement on allocation of expenses between CFC & CMC.	1.50	562.50	7554203
			05/21/03	Reviewing the holding company debtors' objection to intercompany claims filed against CMC.	1.80	675.00	7558204
COLLAY, DAVID	10	PARTNER	05/21/03	Reviewing various plan objections.	2.90	1,087.50	7554207
STEINGART, BONNIE K.	30	PARTNER	05/21/03	Reviewing the Hilbert/Dick stipulation.	0.50	187.50	7554308
			05/22/03	Review summary of changes to plan docs.	1.60	1,755.00	7549119
			05/22/03	Review Consoco scheduling order with regulators (1.0); telephone call with Brian Pfeiffer re: same (.3).	1.30	877.50	7538597
			05/22/03	Review schedule of executory contracts.	0.30	202.50	7538598
			05/22/03	Review claims statement for CIRC 1.0); telephone call with Huber re: same (.5).	1.50	1,012.50	7538599
MCQUINN, JOHN	35	ASSOCIATE	05/22/03	Review and update director proofs of claims.	0.80	256.00	7552788
MELWANI, VIVEK	35	ASSOCIATE	05/22/03	T/c w/Kirkland re classification.	0.80	300.00	7551665
			05/22/03	MEG. re confirmation hearing and related prep.	1.10	522.50	7551666
			05/22/03	Call with V. Melwani and A. Satby re: releases, confirmation issues.	0.30	118.50	7549538
			05/22/03	Meet with K. Rogues re: response to confirmation objection (.2); review related memo (.3).	0.50	197.50	7549540
PILCHIK, EVAN	10	ASSOCIATE	05/22/03	Review and analysis of Corp. docs	1.70	654.50	7531401

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

slp\_132: Matter Detail (babstam/170840)  
Run Date & Time: 06/30/03 12:34:15

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Pct : BRAD E. SCHELER  
Responsible Pct: BRAD E. SCHELER

Profoms: 1850161  
Status: B (003997)

UNBILLED TIME DETAIL  
Employee Name Dept Position Work Date Description

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PREIS, ARIK	35	ASSOCIATE	05/22/03	Draft response to objections to plan confirmation.	2.00	750.00	7536699
ZIV, ALON	35	ASSOCIATE	05/22/03	Reviewing Gary Wendt's employment agreement and related docs (3.0); summary of same (2.6).	5.60	2,100.00	7577586
PERRO, DANIEL	10	MISC	05/22/03	Research for E Pilchik re Companies emerging for Chapter 11 w/staggered board	1.90	349.50	7553637
GOLAY, DAVID	10	PARTNER	05/23/03	Call w/E. Pilchik (1.6); call w/D. Tinner re: open issues (1.0).	1.60	1,080.00	7549122
STEINGART, BORNIE K.	30	PARTNER	05/23/03	Conference call w/K&S regarding release issues.	0.50	337.50	7538601
			05/23/03	Review schedule of executory contracts for assumption or rejection.	1.50	1,012.50	7538602
			05/23/03	Review credit agreement and certificate of designation.	0.90	540.00	7538606
MELWANI, VIVEK	35	ASSOCIATE	05/23/03	Conference call w/K&S re release issues.	0.60	285.00	7551672
			05/23/03	T/c re loan transfer Agreement.	0.30	142.50	7551673
PFEIFFER, BRIAN D	35	ASSOCIATE	05/23/03	Telephone call with D. Trucano and R. Geer re: open issues; regulatory and confirmation issues.	0.30	118.50	7549541
			05/23/03	Draft email re: meeting re: confirmation issues.	0.20	79.00	7549544
			05/23/03	Telephone call with A. Preis re: executory contracts.	0.10	39.50	7549547
			05/23/03	Prepare for and participate in conference call with committee re: releases.	0.40	158.00	7549549
PILCHIK, EVAN	10	ASSOCIATE	05/23/03	Phone calls re: D&D loan transfer agreement (1.4); review of same (1.0).	1.40	539.00	7531406
PREIS, ARIK	35	ASSOCIATE	05/23/03	Conference call re: Releases with subcommittee.	0.50	187.50	7536703
ZIV, ALON	35	ASSOCIATE	05/23/03	Reviewing non-qualified stock agreement for Gary Wendt (1.9); summary of same (1.7).	1.60	600.00	7577587
			05/23/03	Reviewing restricted stock agreement and other agreements (1.9); summary of same (1.9).	3.60	1,425.00	7577589
			05/23/03	Reviewing summary of the holdback motion (1.5); reviewing order re: same (1.3).	0.80	300.00	7577598
STEINGART, BORNIE K.	30	PARTNER	05/27/03	Review blackline of plan exhibits and plan supplement.	2.80	1,890.00	7538609
			05/27/03	Review draft pre-trial order (1.0); telephone call with Hartman re same (1.3).	1.30	877.50	7538611
RESNICK, ALAN	35	CONSEL	05/27/03	Correspondence with Evan Pilchik re: terms of board of directors.	0.20	145.00	7523801
HUGHES, KATIE	35	ASSOCIATE	05/27/03	Preparation for conf. call re: open confirmation issues.	0.20	55.00	7528972

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

slp\_132: Matter Detail (babacan/170840)  
Run Date & Time: 05/30/03 12:34:15

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Frc : BRAD E. SCHELER  
Responsible Prc: BRAD E. SCHELER

Profforma: 1850261  
Status: B

(00197)

U N I T E D F I N E D E T A I L  
Employee Name Dept Position Work Date Description

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
MELWANI, VIVEK	35	ASSOCIATE	05/27/03	Call w/Kirkland re plan objections (.5); review objection (.8).	1.30	617.50	7547924
MELWANI, VIVEK	35	ASSOCIATE	05/27/03	Review D&O loan mgt. agt.	1.20	570.00	7547927
PREIFFER, BRIAN D	35	ASSOCIATE	05/27/03	Telephone calls with B. Scheler and V. Melwani re: open confirmation issues.	0.50	197.50	7549552
			05/27/03	Conference call with V. Melwani and A. Satby re: confirmation issues and releases.	0.40	158.00	7549555
			05/27/03	Telephone calls with D. Tepper and V. Melwani re: releases.	0.20	79.00	7549558
			05/27/03	Meet with V. Melwani re: confirmation issues, releases and objections to plan.	1.10	434.50	7549559
			05/27/03	Draft memo re: outstanding issues to be used as agenda for conference call.	1.30	513.50	7549561
			05/27/03	Meet with A. Preis re: agenda and confirmation issues.	0.20	79.00	7549562
FILCHIK, EVAN	10	ASSOCIATE	05/27/03	Review and analysis of Corp. docs	0.80	308.00	7531410
PREIS, ARIK	35	ASSOCIATE	05/27/03	Draft and revise response to objections to confirmation.	1.50	562.50	7546704
			05/27/03	Review of open plan issues list to discuss with Kirkland & Ellis.	0.50	187.50	7546705
SCHOELLER, ANDREW	35	ASSOCIATE	05/27/03	Review and revise response to plan objections.	0.80	220.00	7542425
STEINGART, BORNIT K.	30	PARTNER	05/28/03	Telephone call with Huber et al regarding CIRC claims resolution (.9); review related documents (.9).	1.80	1,215.00	7538616
HUGHES, KATIE	35	ASSOCIATE	05/28/03	Conf. call w/ A. Satby (K&E), D. Trucano (M&Z), A. Yearley (Lazard), V. Melwani, B. Pfeiffer, and J. McGuinness re: open confirmation issues (2.1); Prepare annotations to open issues based upon conf. call discussion (1.2).	3.30	907.50	7528978
MCGUINNESS, JONN	35	ASSOCIATE	05/28/03	D&O subcommittee call.	0.20	64.00	7549992
			05/28/03	Professionals conference call re: open issues.	1.30	416.00	7549993
			05/28/03	Review company Executives and Directors proofs of claims (1.0); create chart detailing same (3.2).	3.20	1,024.00	7549995
MELWANI, VIVEK	35	ASSOCIATE	05/28/03	Call w/M&Z, Kirkland & Lazard re open Plan issues.	1.80	655.00	7547935
			05/28/03	Conf. call w/Kirkland re: releases and open issues related thereto.	0.60	285.00	7547937
PREIFFER, BRIAN D	35	ASSOCIATE	05/28/03	Prepare for and participate in conference call with professionals re: all open issues in case.	1.00	395.00	7549566
			05/28/03	Conference call of D&O subcommittee.	0.40	158.00	7549568

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

slp 132: Matter Detail (babstan/170840)  
 Run Date & Time: 06/30/03 12:34:15

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From: 05/01/03 Thru: 05/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Pct: BRAD E. SCHELER  
 Responsible Pct: BRAD E. SCHELER

Proforma: 1850261  
 Status: R  
 (00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PEPPER, BRIAN D	35	ASSOCIATE	05/28/03	Review plan supplement issues.	0.20	79.00	7549569
			05/28/03	Revise memorandum summarizing open issues.	1.20	1,254.00	7549571
			05/28/03	Telephone calls with B. Scheler and V. Melwani re: confirmation issues and settlement proposals.	0.50	197.50	7549575
PILCHIK, EVAN	10	ASSOCIATE	05/28/03	Review and analysis of Corporate docs	0.50	192.50	7531412
PREIS, ARIK	35	ASSOCIATE	05/28/03	Review of Plan Supplement documents (0.5); discussion with E. Pilchik re: same (0.5).	1.00	375.00	7546707
			05/28/03	Draft and revise response to objections to confirmation.	7.00	2,625.00	7546708
SCHOLDER, ANDREW	35	ASSOCIATE	05/28/03	Call with Kirkland & Ellis, Lazard and Houlihan Lokey re: open Plan issues.	1.50	562.50	7546730
ZIV, ALON	35	ASSOCIATE	05/28/03	Research re: plan objections.	5.60	1,540.00	7542431
			05/28/03	Obtaining and reviewing relevant documents related to CMC's DFO.	1.40	525.00	7554234
			05/28/03	Drafting a chart of CMC's board in the past five years.	2.20	825.00	7554235
			05/28/03	Reviewing the DeO transfer agreement.	0.50	187.50	7554238
			05/28/03	Reviewing relevant sections in the plan and disclosure statement relating to the treatment of intercompany claims.	2.50	937.50	7554240
			05/28/03	Researching cases concerning the mutuality requirement in setoffs.	2.90	1,087.50	7554241
GOLAY, DAVID	10	PARTNER	05/29/03	Call w/Doug Timmer (1.0); memo describing Plan docs (1.3).	2.30	1,552.50	7569130
SCHELER, BRAD E.	35	PARTNER	05/29/03	Calls with Debtors re: releases (1.0).	1.00	700.00	7578640
STEINGART, BONNIE K.	30	PARTNER	05/29/03	Review motions regarding confirmation (2.0); telephone call with Huber re: same (1.8).	2.80	1,890.00	7538619
HUGHES, KATIE	35	ASSOCIATE	05/29/03	Conf. w/ A. Preis re: Olsen/Phillips plan objection.	0.20	55.00	7537523
			05/29/03	Review redlined Plan supplement exhibits.	0.20	55.00	7537524
			05/29/03	Review TOPRS' proposal to Debtors to amend Plan.	0.20	55.00	7537525
MCGUINNESS, JOHN	35	ASSOCIATE	05/29/03	Update proof of claim chart.	0.90	288.00	7549997
MELWANI, VIVEX	35	ASSOCIATE	05/29/03	T/c re treatment issue w/Kirkland (1.5); review objections (1.8).	2.30	1,092.50	7547942
PREIS, ARIK	35	ASSOCIATE	05/29/03	Draft response to objections to confirmation.	6.00	2,250.00	7546711
SCHOLDER, ANDREW	35	ASSOCIATE	05/29/03	Research re: plan objections.	2.00	550.00	7542434
			05/29/03	Review and revise response to plan objections.	1.40	385.00	7542436
			05/29/03	Reviewing the plan and disclosure statement concerning the treatment of the 93/94 notes.	0.90	337.50	7554246
ZIV, ALON	35	ASSOCIATE	05/29/03	Research concerning the feasibility requirement under the code.	1.80	675.00	7554247

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

alp\_132; Matter Detail (bhatnag/170846)  
Run Date & Time: 06/30/03 12:34:16

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Pct : ERAD E. SCHELER  
Responsible Pct: ERAD E. SCHELER

Profforma: 1850261  
Status: B

(00397)

O N B I L L E D T I M E D E T A I L  
Employee Name Dept Position Work Date Description

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
ZIV, ALON	35	ASSOCIATE	05/29/03	Research regarding setoff.	6.60	2,475.00	7578628
			05/29/03	Drafting and revising response to the CFC committee objection to the CFC plan.	3.40	1,275.00	7578629
			05/29/03	Revising Russell's objection to the CFC plan (.6); drafting response re: same (.8).	1.40	525.00	7578630
BECHOR, OREN	57	SUMMER ASSOC	05/29/03	Research re: Plan objections	1.30	286.00	7537651
MUDON, MEREDITH	57	SUMMER ASSOC	05/29/03	Research re: certificates of incorporation.	3.00	660.00	7578632
WEINTRAUB, MICHAEL S. 10	KISC		05/29/03	Research for Madon Request for the charter and bylaws for Walter Industries.	0.50	85.00	7548040
COLAY, DAVID	10	PARTNER	05/30/03	Drafting memo to committee re: Plan documents.	2.10	1,417.50	7549131
SCHELER, ERAD E.	35	PARTNER	05/30/03	Calls w/dabbers re: exit and timing.	2.00	1,400.00	7578645
STRIMWART, ROBERT K.	30	PARTNER	05/30/03	Review D&O transfer agreement.	0.80	540.00	7538624
HUEBBS, RATIE	35	ASSOCIATE	05/30/03	Review email f/ E. Filchik re: corporate documents update re: changes to plan supplement exhibits.	0.20	55.00	7537536
			05/30/03	Research re: Plan Objections.	0.30	82.50	7537537
MCQUINNNESS, JOHN	35	ASSOCIATE	05/30/03	Review Plan Supplement comparison memo.	2.30	736.00	7550005
			05/30/03	Review Fried Frank mark up of D&O Loan Transfer Agreement.	0.60	192.00	7550006
NELWANI, VIVEK	35	ASSOCIATE	05/30/03	Prepare for meeting w/Company; various calls w/Committee members.	1.30	617.50	7551681
FILCHIK, EVAN	10	ASSOCIATE	05/30/03	Email to committee re: Plan supplement.	0.50	192.50	7531420
PREIS, ARIK	35	ASSOCIATE	05/30/03	Professionals call re: confirmation hearing strategy.	0.70	262.50	7536705
			05/30/03	Review and revise response to confirmation objections.	5.00	1,875.00	7536707
ZIV, ALON	35	ASSOCIATE	05/30/03	Emails to Anup Bathy re: plan open issues.	0.50	187.50	7536709
			05/30/03	Reviewing by-laws, charter and registration rights.	0.40	150.00	7554251
MADON, MEREDITH	57	SUMMER ASSOC	05/30/03	Research re: Certificate of Incorporation.	5.70	1,254.00	7578633
Total					609.50	170,170.00	
Master Total					609.50	170,170.00	

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT



alp\_112: Matter Detail (Sabran/170840)  
Run Date & Time: 06/30/03 12:34:16

Client: 030792 COMMITTEE CWS CREDITORS  
Matter: 00006 CPC

U N I T E D T I M E D E T A I L  
Employee Name Dept Position

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 05/01/03 Thru : 05/31/03

Billing Pct : BRAD E. SCHLER  
Responsible Pct: BRAD E. SCHLER

Profforma: 1650262  
Status: B

(00197)

Hours Amount Index Number

Employee Name	Dept	Position	Work Date Description	Hours	Amount	Index Number
STEINGART, BONNIE K.	30	PARTNER	05/01/03 Review CPC revised Plan and Disclosure Statement.	1.30	877.50	7505420
MELWANI, VIVEK	35	ASSOCIATE	05/01/03 Review CPC revised proofs of claim.	0.50	337.50	7505422
			05/01/03 Review and comment on CPC plan.	0.80	360.00	7551579
			05/05/03 T/c w/Sathy re: CPC (.6); mtg. w/Pfeiffer re: open CPC issues (.2).	0.80	380.00	7551595
PFEIFFER, BRIAN D	35	ASSOCIATE	05/05/03 Telephone call with A. Sathy and V. Melwani re: CPC issues.	0.30	118.50	7549388
			05/05/03 Meetings with V. Melwani re: CPC issues.	0.60	237.00	7549389
			05/07/03 Participate in CPC hearing.	0.20	79.00	7549411
STEINGART, BONNIE K.	30	PARTNER	05/08/03 Review memo on proposed CPC settlement.	0.80	540.00	7505457
MELWANI, VIVEK	35	ASSOCIATE	05/08/03 Conference call w/Kirkland re CPC intercompany issues and possible settlement.	2.00	950.00	7551614
PFEIFFER, BRIAN D	35	ASSOCIATE	05/09/03 Meet with V. Melwani re: CPC issues.	1.40	551.00	7549441
			05/09/03 Prepare for and participate in CPC call w/Kirkland.	1.10	434.50	7549443
SCHUOLDER, ANDREW	35	ASSOCIATE	05/09/03 Review of CPC plan.	0.30	82.50	7508309
			05/09/03 Conference call with Committee and Company re: CPC and preparation for call.	0.80	220.00	7508312
ZIV, ALON	35	ASSOCIATE	05/13/03 Reviewing USF CPC plan objection.	0.30	112.50	7554160
SCHUOLDER, ANDREW	35	ASSOCIATE	05/16/03 Review for CPC filings in CMC case.	0.30	82.50	7509759
			05/16/03 Review CPC Committee position paper re: Lehman et al.	1.30	302.50	7509760
PFEIFFER, BRIAN D	35	ASSOCIATE	05/17/03 Draft email to professionals re: CPC issues.	0.30	118.50	7549499
			05/19/03 Email J. Carr re: CPC proof of claim.	0.10	39.50	7549506
SCHUOLDER, ANDREW	35	ASSOCIATE	05/19/03 Research re: CPC proof of claim.	0.40	130.00	7513285
STEINGART, BONNIE K.	30	PARTNER	05/21/03 Review CPC proofs of claims (.8); telephone call with Huber re: same (.5).	1.30	877.50	7538595
PFEIFFER, BRIAN D	35	ASSOCIATE	05/28/03 Telephone call with D. Tucano re: CPC issues.	0.30	118.50	7549563
ZIV, ALON	35	ASSOCIATE	05/28/03 Reviewing the CMC/CPC proof of claim.	1.70	637.50	7554236
			05/28/03 Reviewing the CIRC/CPC proof of claim.	0.90	337.50	7554237
PFEIFFER, BRIAN D	35	ASSOCIATE	05/30/03 Meet with V. Melwani re: Lehman.	0.30	118.50	7549594
			Total	17.90	8,044.50	
			Matter Total	17.90	8,044.50	

Client: 030792 COMMITTEE CWS CREDITORS  
Matter: 00006 CPC





alp\_132: Matter Detail (babetan/170440)  
Run Date & Time: 06/30/03 12:34:16

Fried, Frank, Harris, Shriver & Jacobson  
Mort Date From : 05/01/03 Thru : 05/31/03

Client: 030793 COMMITTEE COMS CREDITORS  
Matter: 00008 GENERAL OFFICIAL COMMITTEE MATTERS

Billing Pct : BRAD E. SCHELER  
Responsible Pct: BRAD E. SCHELER

Profoms: 1450264 (00397)  
Status: B

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
HUGHES, KATIE	35	ASSOCIATE	05/01/03	Calls re: working group list.	0.30	82.50	7506904
MCCUINNNESS, JOHN	35	ASSOCIATE	05/01/03	Committee conference call.	3.70	544.00	7549966
SCHOLDER, ANDREW	35	ASSOCIATE	05/01/03	Team meeting re: open Committee issues.	0.50	137.50	7508276
SCHELER, BRAD E.	35	PARTNER	05/02/03	Calls with respect to prospective chairman (2.0). Calls with respect to regulators (2.0).	4.00	2,000.00	7550232
MCCUINNNESS, JOHN	35	ASSOCIATE	05/05/03	Draft open issues task list.	0.70	224.00	7549975
SCHELER, BRAD E.	35	PARTNER	05/06/03	Calls and discussions with Committee members and internally in connection with senior management and board of directors.	3.00	2,100.00	7550237
PFEIFFER, BRIAN D	35	ASSOCIATE	05/06/03	Telephone call with Judge Goodman re: case status.	0.10	39.50	7549401
MCCUINNNESS, JOHN	35	ASSOCIATE	05/07/03	Committee conference call.	1.20	184.00	7549982
MELNAMI, VIVEK	35	ASSOCIATE	05/07/03	Committee conference call w/Company.	2.10	997.50	7551610
PFEIFFER, BRIAN D	35	ASSOCIATE	05/07/03	Participate in conference call with company and committee.	2.20	869.00	7549417
SCHOLDER, ANDREW	35	ASSOCIATE	05/07/03	Preparation for call with Committee.	0.50	137.50	7508296
STEINGART, BONNIE K.	30	PARTNER	05/07/03	Conference call with Committee and Debtors.	1.50	412.50	7508100
PFEIFFER, BRIAN D	35	ASSOCIATE	05/08/03	Review 5/7 Houlihan presentation to Official Committee.	1.30	877.50	7505451
PFEIFFER, BRIAN D	35	ASSOCIATE	05/08/03	Meeting with A. Preis re: various issues, including director search; depositions; claims cap issues	0.40	158.00	7549433
SCHELER, BRAD E.	35	PARTNER	05/08/03	Meet with V. Melvani re: various issues, including Inlow claims; CFC issues; releases	1.30	513.50	7549436
STEINGART, BONNIE K.	30	PARTNER	05/09/03	Calls w/ Koro Perry and related analysis and review of director issues.	4.00	2,800.00	7578635
MCCUINNNESS, JOHN	35	ASSOCIATE	05/09/03	Conference call with Committee regarding various issues (1.0); draft letters re: same (1.8).	2.80	1,890.00	7505459
PFEIFFER, BRIAN D	35	ASSOCIATE	05/09/03	Committee conference call.	1.10	352.00	7549987
RUFFIN, SRAMN	30	MISC	05/09/03	Meetings with A. Preis re: various open issues.	0.40	158.00	7549438
SCHELER, BRAD E.	35	PARTNER	05/09/03	Review documents from the Southern District of New York re: related litigation.	0.20	26.00	7530720
PFEIFFER, BRIAN D	35	ASSOCIATE	05/10/03	Conference call regarding open issues; related calls to individual members.	4.00	2,800.00	7550251
PFEIFFER, BRIAN D	35	ASSOCIATE	05/12/03	Draft email to committee re: bar date.	0.30	118.50	7549449
LEE, THOMAS S.	35	PARALEGAL	05/12/03	Meetings with V. Melvani re: numerous open Committee issues, including regulatory issues; Hilbert atip.	1.40	553.00	7549450
			05/12/03	Telephone call with V. Melvani and D. Tepper re: case updates.	0.30	118.50	7549453
			05/12/03	Summarizing cases as per K. Hughes	3.80	532.00	7509719

Client: 030792 COMMITTEE COMS CREDITORS  
Matter: 00008 GENERAL OFFICIAL COMMITTEE MATTERS

slp 132: Matter Detail (babstam/170840)  
 Run Date & Time: 06/30/03 12:14:17

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 05/01/03 Thru : 05/31/03

Client: 010792 COMMITTEE CONS CREDITORS  
 Matter: 00008 GENERAL OFFICIAL COMMITTEE MATTERS

Billing Pct : BRAD E. SCHELER  
 Responsible Pct: BRAD E. SCHELER

ProfForma: 1850264  
 Status: B

(00397)

U N B I L L E D T I M E D E T A I L	Employee Name	Dept	Position	Work Date Description	Hours	Amount	Index Number
	STEINMANT, BONNIE K.	30	PARTNER	05/13/03 Conference call with committee regarding various issues.	1.50	1,013.50	7515411
	PREIS, ARIK	35	ASSOCIATE	05/13/03 Correspondence with Committee re: Board members.	1.00	375.00	7536559
				05/13/03 Draft and revise timeline of chapter 11 events for Committee (2.5); correspondence to Committee re: same (0.5).	3.00	1,125.00	7536660
	SCHROEDER, ANDREW	35	ASSOCIATE	05/16/03 Meet with A. Preis, B. Pfeiffer and V. Melwani re: open Committee issues.	1.10	302.50	7509762
				05/18/03 Prepare for Committee conference calls.	0.40	110.00	7509768
				05/19/03 Preparation for Committee calls.	0.30	82.50	7513291
	STREINGART, BONNIE K.	30	PARTNER	05/20/03 Conference call regarding D&O with committee (1.0); review settlement proposal (.8).	1.80	1,215.00	7515443
				05/20/03 Review Consoco 100.	0.80	540.00	7515444
	GORDON, WARREN	80	ADMIN	05/20/03 Livedgar in Consoco. For Preis.	0.10	26.50	7518211
	MCCURNESS, JOHN	35	ASSOCIATE	05/21/03 Committee conference call.	1.20	384.00	7552786
	PFEIFFER, BRIAN D	35	ASSOCIATE	05/21/03 Review email to committee re: hearing.	0.30	118.50	7549527
	MCCURNESS, JOHN	35	ASSOCIATE	05/28/03 Research re: prior corporate structures at Consoco.	2.20	704.00	7549596
	PFEIFFER, BRIAN D	35	ASSOCIATE	05/28/03 Meet with V. Melwani re: various issues, including releases; CPC; Lehman issues.	0.60	237.00	7549572
	MCCURNESS, JOHN	35	ASSOCIATE	05/29/03 Review TOPRS proposal.	0.20	64.00	7550000
	PREIS, ARIK	35	ASSOCIATE	05/29/03 Kroll retention pleadings - review and revise engagement letter (1.0); calls re: same with Kroll (0.5).	1.50	562.50	7546713
	STREINGART, BONNIE K.	30	PARTNER	05/30/03 Review TOPRS proposal.	0.80	540.00	7538525
	PREIS, ARIK	35	ASSOCIATE	05/30/03 Emails to Committee re: upcoming Committee meeting.	0.50	187.50	7536708
	SCHLEUR, BRAD E.	35	PARTNER	05/31/03 Prep for meeting with committee.	1.50	1,050.00	7550315
				Total	57.90	28,255.50	
				Matter Total	57.90	28,255.50	

Client: 010792 COMMITTEE CONS CREDITORS  
 Matter: 00008 GENERAL OFFICIAL COMMITTEE MATTERS