

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 \$531,057.15, which represents 90% of the \$590,063.50 in services billed (the "Fees"), and (ii) reimbursement in the amount of \$65,939.30 for the actual and necessary expenses that FFHS&J incurred (the "Expenses"), in each case for the period from June 1, 2003 through June 30, 2003 (the "Sixth 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 Debtors filed its respective voluntary petition for relief under the Bankruptcy Code.²
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 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

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

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.

4. On September 9, 2003, the Bankruptcy Court confirmed the Holding Company Debtors' Sixth Amended Plan of Reorganization (the "Plan") and on September 10, 2003, the Holding Company Debtors consummated the Plan.

Previous Applications for Compensation and Expenses in these Chapter 11 Cases³

5. 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.

6. 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.

7. 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.

8. On June 30, 2003, FFHS&J submitted an application to this Court for interim compensation and expenses incurred in the month of April in the amount of \$787,718.63, and an application for interim compensation and expenses incurred in the month of May in the amount of \$913,382.95.

³ In accordance with the Interim Compensation Order, the monthly fee applications filed by FFHS&J only requested 90% of the total fees incurred during each month. FFHS&J requested the remaining "held back" 10% from each month through May in its quarterly fee application, filed on August 19, 2003.

9. Concurrently with the filing of this Application, FFHS&J is submitting an application for interim compensation and expenses incurred in the month of July in the amount of \$534,027.63.

Fees

10. 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.

11. 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 Sixth Monthly Fee Period are:

Name of Professional Person	Position with the Applicant and Year	Department	Hourly Billing Rate⁴	Total Billed Hours	Total Fees
Brad Eric Scheler	Partner since 1984; Law School Class of 1977	Bankruptcy	\$700	63.80	\$44,660.00
Alan Resnick	Of Counsel since 1989; Law School Class of 1972	Bankruptcy	\$725	1.50	\$1,087.50
Bonnie K. Steingart	Partner since 1986; Law School Class of 1979	Bankruptcy/ Litigation	\$675	220.10	\$148,567.50
David Golay	Partner since 1986; Law School Class of 1977	Corporate	\$675	9.00	\$6,075.00
Donald Carleen	Partner since 1987; Law School Class of 1983	Executive Compensation & Employee Benefits	\$675	8.80	\$5,940.00
Jack L. Jacobson	Partner since 1989; Law School Class of 1982	Tax	\$675	37.20	\$25,110.00
Martin Ginsburg, P.C.	Of Counsel since 1980; Law School Class of 1958	Tax	\$675	0.80	\$740.00
Paul Falon	Partner since 1997; Law School Class of 1983	Corporate	\$625	16.70	\$10,437.50
Jonathan F. Lewis	Partner since 2002; Law School Class of 1994	Executive Compensation & Employee Benefits	\$565	8.80	\$4,972.00
Vivek Melwani	Associate; Law School Class of 1995	Bankruptcy	\$475	100.40	\$47,690.00
Russell S. Light	Associate; Law School Class of 2001	Tax	\$320	0.60	\$192.00
Brian D. Pfeiffer	Associate; Law School Class of 1999	Bankruptcy	\$395	131.60	\$51,982.00
Evan Pilchik	Associate; Law School Class of 1999	Corporate	\$385	7.50	\$2,887.50
Eli Weiss	Associate; Law School Class of 1999	Tax	\$385	93.50	\$35,997.50
Arik Preis	Associate; Law School Class of 2000	Bankruptcy	\$375	157.60	\$59,100.00
Alon Ziv	Associate; Law School Class of 2000 (LL.M.)	Bankruptcy	\$375	70.30	\$26,362.50
Sean Feller	Associate; Law School Class of 2000	Executive Compensation & Employee Benefits	\$365	7.70	\$2,810.50
John P. McGuinness	Associate; Law School Class of 2001	Bankruptcy	\$320	72.60	\$23,232.00
Adam Scoll	Associate; Law School Class of 2001	Executive Compensation & Employee Benefits	\$295	16.10	\$5,152.00
Katie Hughes	Associate; Law School Class of 2002	Bankruptcy	\$275	107.70	\$29,617.50
Andrew Schouler	Associate; Law School Class of 2002	Bankruptcy	\$275	71.20	\$19,580.00
Oren Bechor	Law Clerk	N/A	\$220	4.80	\$1,056.00

⁴ 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 ⁴	Total Billed Hours	Total Fees
Meredith Madon	Law Clerk	N/A	\$220	12.70	\$2,794.00
Katherine McClung	Law Clerk	N/A	\$220	4.20	\$924.00

12. 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 Sixth 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 ½ years experience at FFHS&J, 5 years other experience	Corporate Resources	\$205	0.40	\$82.00
Warren Gordon	Manager, 26 years experience with FFHS&J	Library	\$205	0.30	\$61.50
Kevin Agnew	Paralegal, 6 years experience with FFHS&J, 8 years other experience	Corporate	\$190	3.50	\$665.00
Bruce Wohl	Paralegal, 11 years experience with FFHS&J, 16 ½ other experience	Corporate	\$185	8.00	\$1,480.00
Paul Bush	Database Analyst, 5 years experience with FFHS&J, 4 years other experience	Managing Attorney	\$185	0.20	\$37.00
Michael S. Weintraub	Research Analyst, 7 years experience with FFHS&J, 6 years other experience	Corporate Resources	\$170	0.80	\$136.00
Francis Hegarty	Paralegal, 14 years experience with FFHS&J, 2 1/2 years other experience	Corporate	\$170	17.30	\$2,941.00
Patricia Delia	Coordinator, 7 years experience with FFHS&J, 27 years other experience	Corporate	\$170	1.00	\$170.00

Name of Para-Professional Person	Position with the Applicant and Years of Experience	Department	Hourly Billing Rate	Total Billed Hours	Total Fees
Pratibha Patel	Paralegal, 3 years experience with FFHS&J, 8 years other experience	Corporate	\$155	15.60	\$2,418.00
Brett Kaplan	Research Analyst, 3 years experience with FFHS&J, 6 years other experience	Corporate Resources	\$150	2.00	\$300.00
Opal Taylor	Paralegal, 2 years experience with FFHS&J, 4 years other experience	Corporate	\$150	6.00	\$900.00
Jin Kim	Paralegal, 4 months experience with FFHS&J	Bankruptcy	\$145	13.50	\$1,957.50
Thomas S. Lee	Paralegal, 1 ½ years experience with FFHS&J	Bankruptcy	\$140	4.70	\$658.00
Christina Choi	Paralegal, 11 months experience with FFHS&J	Bankruptcy	\$140	67.90	\$9,506.00
Shawn Ruffin	Docket Clerk, 6 years experience with FFHS&J, 8 years other experience	Managing Attorney	\$130	0.20	\$26.00
Bill Bernthal	Paralegal, 7 years experience with FFHS&J, 7 years other experience	Executive Compensation & Employee Benefits	\$205	4.10	\$840.50
Craig Osbern	Paralegal, 7½ years experience with FFHS&J, 9 years other experience	Corporate	\$195	11.50	\$2,242.50
Jeffrey Anderson	Paralegal, 6 years experience with FFHS&J, 10 years other experience	Corporate	\$185	2.50	\$462.50
Steven Lomperis	Paralegal, 5 years experience with FFHS&J, 20 years other experience	Corporate	\$190	1.50	\$285.00
Diana P. Kingsley	Paralegal, 5 years experience with FFHS&J, 18 years other experience	Corporate	\$170	1.50	\$255.00
David G. Crow	Paralegal, 4½ years experience with FFHS&J, 12½ years other experience	Corporate	\$190	1.20	\$228.00

Name of Para-Professional Person	Position with the Applicant and Years of Experience	Department	Hourly Billing Rate	Total Billed Hours	Total Fees
Marni Blank	Paralegal, 2 months experience with FFHS&J	Litigation	\$100	37.00	\$3,700.00
Martha L. Flumenbaum	Paralegal, 2 months experience with FFHS&J, 1½ years other experience	Litigation	\$100	35.00	\$3,500.00
Mia Gonzalez	Paralegal, 6 months experience with FFHS&J, 1 year other experience	Litigation	\$100	1.00	\$100.00
Matthew Bergman	Paralegal, 1 month experience with FFIIS&J	Bankruptcy	\$145	1.00	\$145.00

13. 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.

14. 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 Sixth Monthly Fee Period.

Subject Matters

15. The professional services that FFHS&J rendered during the Sixth Monthly Fee Period are grouped into the numbered and titled categories of the subject matters (the "Subject Matters") described in Paragraphs 16 through 24.

16. Matter 3: Employment Matters (Fees: \$40,196.00 Hours: 91.30)

This Subject Matter describes time spent in the negotiation, preparation, and review of all key executive employment agreements, including the employment agreement for the new Chairman of the Board of Directors. In addition, this Subject Matter describes time spent in discussions, analysis, and review of matters and issues relating to Gary Wendt's employment and various pleadings related thereto. Further, this Subject Matter describes 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. This Subject Matter also includes time spent researching, and working with the advisory firm and the Committee, on issues relating to the formation of a new board of directors for the reorganized Debtors.

17. Matter 4: Tax Planning (Fees: \$84,012.50; Hours: 184.50)

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

18. Matter 5: Plan and Disclosure Statement (Fees: \$264,571.00; Hours: 538.60)

The Holding Company Debtors' hearing to confirm its Plan (the "Confirmation Hearing") commenced on June 13, 2003. In preparation for the Confirmation Hearing, FFHS&J worked with the Holding Company Debtors with regard to the objections to confirmation asserted by the Official Committee of Trust Originated Preferred Securities (the "TOPrS

Committee"). In addition, lawyers from FFHS&J attended the confirmation hearing, assisting the Holding Company Debtors, and ensuring that the rights of all unsecured creditors were benefited by the proceedings therein. This Subject Matter includes time spent updating and advising the Committee on the status of the Confirmation Hearing and the issues therein.

This Subject Matter also includes time spent analyzing, reviewing, and negotiating any and all revisions and open issues with respect to the Plan and the Plan Supplement, including, among other things, the Plan's release and indemnity provisions. In addition, this Subject Matter includes time spent reviewing, analyzing, and responding to objections to the Plan, as well as discussing the same with the Holding Company Debtors, and preparing a statement in support of the Plan. Finally, this Subject Matter describes time spent reviewing, analyzing, and discussing the various pleadings, motions, statements, and briefs filed in these Chapter 11 Cases and with respect to the Confirmation Hearing.

19. Matter 6: CFC (Fees: \$43,736.50; Hours: 108.30)

This Subject Matter includes time spent reviewing and negotiating revisions and objections to the CFC Debtors' plan of reorganization and the CFC Debtors' proposed confirmation order. In that regard, this Subject Matter also describes time spent analyzing various intercompany issues between the CFC Debtors and the Holding Company Debtors, including among other things, reviewing, analyzing, discussing and negotiating the settlement of intercompany claims between the Holding Company Debtors and the CFC Debtors. This Subject Matter also includes time spent attending the CFC Debtors' Confirmation Hearing and advising the Committee with respect thereto. Finally, this Subject Matter includes time spent reviewing pleadings regarding CFC, and reviewing, analyzing, and discussing issues related thereto.

20. Matter 8: General Official Committee Matters (Fees: \$8,215.50; Hours: 14.40)

This Subject Matter describes time spent by various FFHS&J lawyers in their communication with the Committee and its individual members, responding to their questions and providing them with updates with respect to these Chapter 11 Cases. Additionally, 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.

21. Matter 9: Litigation Matters (Fees: \$72,300.00; Hours: 279.20)

This Subject Matter 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 attending various proceedings and reviewing and analyzing pleadings related to the Holding Company Debtors' interest in the GM Building.

22. Matter 10: Communications with Non-Committee Creditors (Fees: \$4,611.50; Hours: 11.70)

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

23. Matter 11: Regulatory Matters (Fees: \$23,942.50; Hours: 51.70)

This Subject Matter includes time spent participating in weekly conference calls with respect to insurance subsidiary and regulatory issues with the Debtors and communication

with the Committee regarding the same. In addition, this Subject Matter includes time spent researching, analyzing, and addressing various regulatory and insurance rating issues that arose from time to time. Finally, this Subject Matter includes time spent working and communicating with special regulatory counsel in connection with the required regulatory filings to be made by Committee members as part of the Debtors' restructuring.

24. Matter 12: Fee Application (Fees: \$48,478.00; Hours: 183.20)

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, as well as coordinating the filing of a Certificate of No Objection to each fee application.

Professional Services Rendered

25. Subject to this Court's approval, FFHS&J has charged 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 Bankruptcy Code 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 have corresponded and will continue to 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.

26. Often times it is necessary for more than one FFHS&J professional to attend a hearing, meeting, or conference call. FFHS&J makes every effort to ensure that each and every individual who attends such activity is necessary and provides a benefit to the estate. FFHS&J senior professionals who attend such sessions do not merely passively supervise the junior professionals' work, nor do junior professionals bill the estate for time dedicated to observing a senior professionals' review of the junior associates' work product. While FFHS&J does not believe that the amount of time billed in this Application for intra-office conferences, "meet and confer time", multiple attendees at hearings, meetings, depositions, or conferences is more than 5% of FFHS&J's fees contained in this Application, it is FFHS&J's position that to the extent such time does exceed 5%, it is beneficial to the estate and should be reimbursed in full. Of course, FFHS&J does not bill the estate for professional or para-professional time spent carrying out clerical tasks, such as scheduling, making travel arrangements, or faxing.

27. 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.

Actual and Necessary Expenses

28. 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.

29. 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.

30. 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.

In light of FFHS&J's location at the southern tip of Manhattan, it is often times very difficult to find a taxi cab late in the evening, and as such, FFHS&J provides for its attorneys and employees to make use of a private car service. The cost of private car rides, while greater than the cost of a taxicab ride, is a necessary and beneficial expense to the estate, as it allows FFHS&J attorneys the ability to stay late in the evening hours to complete necessary tasks without the apprehension of worrying about finding quick, reliable, and safe transportation home in the evening. 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.

31. 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.

32. Exhibit B is a detailed itemization and description of the disbursements made by FFHS&J on the Committee's behalf during the Sixth Monthly Fee Period. All of these

disbursements comprise the requested sum for FFHS&J's Expenses, totaling \$65,939.30. The following is a list of FFHS&J's Expenses, grouped by type of Expense:

Service Description	Total Expenses
Photocopying (@ \$0.12/page)	\$7,233.96
Outside Photocopying	\$912.32
Telecommunications:	
Telephone (Long Distance)	\$20,233.61
Telecopier (@ \$1.25/page)	\$22.95
Messenger Services	
Internal	\$40.45
Outside	\$369.18
Court Reporting	\$1,608.95
Computerized Research	\$8,203.75
Word Processing, Secretarial and Other Staff Services	\$819.37
Transportation for Late Night and Other Exigencies	\$6,230.75
Working Meals	\$2,037.71
Secretarial Overtime	\$85.50
Out of Town Expenses:	
Transportation (including Airfare) ⁵	\$14,831.24
Meals, Lodging ⁶	\$3,219.94
Other	\$89.62

33. Although every effort has been made to include all Fees and Expenses incurred in the Sixth 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.

⁵ In accordance with the position of the U.S. Trustee set forth 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 \$11,789.52.

⁶ In accordance with the position of the U.S. Trustee set forth at the Committee Formation Meeting, charges for hotel accommodations have been capped at \$250 per night in Chicago. These adjustments have led to FFHS&J reducing the Expenses requested by this Application by \$45.00.

WHEREFORE, FFHS&J requests that it be allowed and paid interim compensation for its Fees and Expenses in the total amount of \$596,996.45 consisting of (a) \$531,057.15, which is 90% of the Fees for reasonable and necessary professional services rendered by FFHS&J in the amount of \$590,063.50, and (b) \$65,939.30 for actual and necessary Expenses incurred on behalf of the Committee. FFHS&J further requests that the total amount of \$596,996.45 be paid as an administrative expense of the estates.

Dated: September 18, 2003
New York, NY

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

Bonnie Steingart by APN w/ permission

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442887

Client: 030792 COMMITTEE CONS CREDITORS

Number	Matter Name	Hours	Fees	Ancillary Serv	Total Charges	Unapplied on Account
00003	EMPLOYMENT MATTERS	91.30	40,196.00	0.00	40,196.00	
00004	TAX PLANNING	184.50	84,012.50	0.00	84,012.50	
00005	PLAN OF REORGANIZATION/D	538.60	264,571.00	0.00	264,571.00	
00006	CPC	108.30	43,736.50	0.00	43,736.50	
00008	GENERAL OFFICIAL COMMITTY	14.40	8,215.50	65,939.30	74,154.80	
00009	MISCELLANEOUS LITIGATION	279.20	72,300.00	0.00	72,300.00	
00010	CREDITOR COMMUNICATION	11.70	4,611.50	0.00	4,611.50	
00011	REGULATORY ISSUES	51.70	23,942.50	0.00	23,942.50	
00012	FBS APPLICATIONS	183.20	48,478.00	0.00	48,478.00	
Client Total		1,462.90	590,063.50	65,939.30	656,002.80	

ALP 132: Matter Detail (Labetan/183235)

Run Date & Time: 09/17/03 14:45:10

Printed: Frank, Harris, Shriver & Jacobson

Client: 030792 COMMITTEE CONS CREDITORS

Matter: 00003 EMPLOYMENT MATTERS

Mock Date From : 06/01/03 Thru : 06/30/03

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

ACCOUPTS RECEIVABLE

(Reflects Payments As of 09/17/03 14:45:10)

Profenna: 1922995
Status: B

Bill Dat	Thru Dat	Bill #	Hours	Time Cost	Disbursement Cost	Fee & OA	Billing Disbursement	Applied From OA	--- Collections --- Total	Balance Due
04/03/03	01/31/03	13040850	162.30	42,210.00	.00	42,210.00	.00	42,210.00	07/23/03	
05/09/03	02/28/03	13051255	199.40	83,922.50	.00	83,922.50	.00	83,922.50	07/23/03	
06/17/03	03/31/03	13062070	249.90	116,785.50	.00	116,785.50	.00	116,785.50	07/23/03	
06/30/03	04/30/03	13070156	279.40	143,826.00	.00	143,826.00	.00	143,826.00	07/23/03	
06/30/03	05/31/03	13070157	300.60	144,179.00	.00	144,179.00	.00	144,179.00	07/23/03	
Case Total:			1,131.60	530,923.00	.00	530,923.00	.00	530,923.00		

EMPLOYEE TIME SUMMARY	Employee Name	Off Dp	Position	Oldest Entry	Latest Entry	Hours	Amount
CHAIRMAN, DONALD	NY 26	PARTNER	06/02/03	06/27/03	8.80	5,940.00	
SCHERER, BRAD E.	NY 35	PARTNER	06/03/03	06/26/03	3.00	2,100.00	
STEINWART, BONNIE K.	NY 35	PARTNER	06/03/03	06/30/03	5.20	3,510.00	
HELMAN, VIVIAN	NY 35	PARTNER	06/03/03	06/27/03	6.60	4,620.00	
LEWIS, JONATHAN P.	NY 26	PARTNER	06/02/03	06/27/03	8.80	6,160.00	
FALON, PAUL H.	DC 10	PARTNER	06/13/03	06/13/03	0.20	125.00	
PRELIPPER, BRIAN D	NY 35	ASSOCIATE	06/02/03	06/27/03	7.50	5,250.00	
PELLER, SEAN	NY 26	ASSOCIATE	06/16/03	06/26/03	7.70	5,390.00	
PERIS, ARIK	NY 35	ASSOCIATE	06/02/03	06/27/03	6.50	4,550.00	
MCCUINNNESS, JOHN	NY 35	ASSOCIATE	06/10/03	06/17/03	1.20	840.00	
SCULL, ADAM	NY 26	ASSOCIATE	06/02/03	06/18/03	16.10	11,270.00	
ZIV, ALON	NY 35	ASSOCIATE	06/02/03	06/18/03	13.90	9,730.00	
SCHOUDBER, ANDREW	NY 35	ASSOCIATE	06/18/03	06/18/03	0.20	140.00	
HUGHES, KATIE	NY 35	ASSOCIATE	06/05/03	06/30/03	3.60	2,520.00	
BERNHEIM, BILL	NY 26	PARALEGAL	06/03/03	06/27/03	1.70	1,190.00	
GORDON, WARREN	NY 80	ADMIN	06/18/03	06/18/03	0.30	210.00	

Total: 91.30 40,196.00

Sub-Total Hours : 32.60 Partners; 0.00 Counselors; 56.76 Assoc; 1.70 Paralegal; 0.30 Others
 Sub-Total Amount : 19,782.00 Partners; 0.00 Counselors; 20,004.00 Assoc; 348.50 Paralegal; 61.50 Others

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00003 EMPLOYMENT MATTERS

alp_132: Matter Detail (Dabecan/183235)
Run Date & Time: 09/17/03 14:45:16

Filed: Frank, Harris, Shriver & Jacobson
Work Date From : 06/01/03 Thru : 06/30/03

Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00003 EMPLOYMENT MATTERS

Billing Pct : BRAD E. SCHERER
Responsible Pct: BRAD E. SCHERER

Performance: 1922995
Status: B

(00397)

EMPLOYEE NAME	DEPT	POSITION	WORK DATE	DESCRIPTION	HOURS	AMOUNT	INDEX NUMBER
STEINGART, BONNIE K.	35	PARTNER	06/01/03	Review Kroil retention motion.	0.80	\$40.00	7554779
CARLEEN, DONALD	26	PARTNER	06/02/03	Disc. executive employment agreements with J. Lewis.	0.30	202.50	7554731
LEWIS, JONATHAN F.	26	PARTNER	06/02/03	Discusses executive employment agreements with B. Pfeiffer; D. Carleen (.3); reviewed Bullis and Johnson agreements (.5).	0.80	452.00	7557706
PREIFER, BRIAN D	35	ASSOCIATE	06/02/03	Telephone call with J. Lewis re: employment issues.	0.10	39.50	7600346
PREIS, ARIK	35	ASSOCIATE	06/02/03	Correspondence with Kirkland & Ellis and Kroil re: Kroil retention motion.	1.00	375.00	7575688
ZIV, ALON	35	ASSOCIATE	06/02/03	Reviewing Gary Mendt's employment and retirement agreement (2.5); prepare memo re: same (.9).	0.40	150.00	7605133
CARLEEN, DONALD	26	PARTNER	06/02/03	Reviewing Johnson, Bullis and Bullitz agreements (.5); Disc. same with V. Melwani (.6); Disc. same with J. Lewis (.4).	3.40	1,275.00	7605136
LEWIS, JOHANNAN F.	26	PARTNER	06/03/03	Review prospective chairman agreement, Bullis and Johnson agreements, equity plan (1.3). Discuss same with V. Melwani and D Carleen (.4).	1.50	1,012.50	7554740
MELWANI, VIYER	35	PARTNER	06/03/03	Internal calls re: Bullis, Johnson, Bullitz, prospective chairman agreements.	1.70	960.50	7557715
SCHERER, BRAD E.	35	PARTNER	06/03/03	T/cs re incentive plan and related issues. Tel. confs. with Jamie Sprayreagan (K&S) and Jeff Atkinson (Angelo Gordon). Confer with Myron Trepper (Willkie Farr) re: Mendt issues.	0.40	190.00	7605983
SCOLL, ADAM	26	ASSOCIATE	06/03/03	Review and analyze Bullis, Johnson and Bullitz employment agreements (6.8); compare to emp. agmts. chart (1.1)	2.00	1,400.00	7553154
ZIV, ALON	35	ASSOCIATE	06/03/03	Reviewing Bankers life guaranty with respect to Gary Mendt.	7.90	2,528.00	7556511
BERTRAL, BILL	26	PARALEGAL	06/03/03	2003 Long Term Equity Incentive Plan -- Compare computer backlines manually.	0.90	337.50	7605146
CARLEEN, DONALD	26	PARTNER	06/03/03	Conf. call re: prospective chairman (.5); conf. call re: Bullis & Johnson agreements (2.0).	0.80	164.00	7586903
MELWANI, VIYER	35	PARTNER	06/04/03	Conf. call re: prospective chairman (.5); conf. call re: Bullis & Johnson agreements (2.0).	2.50	1,687.50	7554743
PREIFER, BRIAN D	35	ASSOCIATE	06/04/03	Review memorandum re: Mendt benefits and agreements (.8); draft email re: same (.4).	1.10	522.50	7605994
PREIS, ARIK	35	ASSOCIATE	06/04/03	Correspondence with Kroil re: engagement. Conf. calls re: emp. agmts. for Bullitz, Johnson & Bullis (2.0); prepare summary of calls (.4).	1.20	474.00	7600369
SCOLL, ADAM	26	ASSOCIATE	06/04/03	Conf. calls re: emp. agmts. for Bullitz, Johnson & Bullis (2.0); prepare summary of calls (.4).	0.50	187.50	7606968
					2.40	768.00	7556513

alp_112: Matter Detail (babscan/183235)
Run Date & Time: 09/17/03 14:45:11

Fried, Frank, Harris, Spitzer & Jacobson
Work Date From : 06/01/03 Thru : 06/30/03

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Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00003 EMPLOYMENT MATTERS

Billing Pct : BRAD E. SCHERER
Responsible Pct: BRAD E. SCHERER

Performance: 1922995
Status: B

(00197)

U N B I L L E D T I M E D E B T A I L	Employee Name	Dept	Position	Work Date	Description	Hour	Amount	Index Number
ZIV, ALON			ASSOCIATE	06/04/03	Reviewing various materials concerning Gary Mendt's executive benefits.	2.50	937.50	7605149
ZIV, ALON			ASSOCIATE	06/04/03	Drafting a summary of Gary Mendt's executive benefits.	1.50	562.50	7605150
CARLEEN, DONALD			PARTNER	06/04/03	Obtain and review Mendt's insurance policies.	0.50	187.50	7605151
MEJMANI, YIYER			PARTNER	06/05/03	Conf. call re: prospective chairman agreement.	0.50	337.50	7554746
HUBBS, KACIE			ASSOCIATE	06/05/03	Call w/Kroll re: directors.	1.00	475.00	7606007
				06/05/03	Preparation for call w/ Kroll and regulators (L); tel. conf. w/ Kroll and Texas Dept. of Insurance re: update on background investigations of new board members (L)	0.50	137.50	7560498
PEIFFER, BRIAN D			ASSOCIATE	06/05/03	Conference call with Kroll and regulators re: director search.	0.50	197.50	7600379
				06/05/03	Telephone call with T. Bond (Akin Gump), B. Chamberlien (Kroll), and V. Melwani re: director search.	0.30	118.50	7600380
SCOLL, ADAM			ASSOCIATE	06/05/03	Review and revise prospective chairman's employment agmt (L.S); conf. call w/ Kroll re: same (L.S).	2.00	640.00	7556515
MEJMANI, YIYER			PARTNER	06/06/03	Call re: stipulation on Mendt (L3); draft e-mail re: same (L2).	0.50	237.50	7606016
SCOLL, ADAM			ASSOCIATE	06/06/03	Revise prospective chairman emp. agmt.	0.40	128.00	7556517
LEWIS, JONATHAN F.			PARTNER	06/10/03	Discuss, review re: prospective chairman agreement and equity plan.	1.80	1,017.00	7563001
MCGUINNESS, JOHN			ASSOCIATE	06/10/03	Review prospective chairman materials.	0.30	96.00	7604197
PREIFFER, BRIAN D			ASSOCIATE	06/10/03	Draft email to V. Melwani and B. Scheller re: Mendt issues.	0.40	158.00	7600414
				06/10/03	Review memo re: G. Mendt issues.	0.70	276.50	7600417
				06/10/03	Telephone calls with Debtors and co-counsel re: G. Mendt issues.	0.30	118.50	7600420
				06/10/03	Telephone call with B. Scheller re: G. Mendt issues.	0.20	79.00	7600422
SCOLL, ADAM			ASSOCIATE	06/10/03	T/C's and discs. w/J. Lewis re: prospective chairman employment agmt (L4); analyze same (L7).	2.10	672.00	7565700
LEWIS, JONATHAN F.			PARTNER	06/11/03	Discuss prospective chairman empj. agreement, equity plan w/ A. Scoll.	0.40	226.00	7563007
STEINMART, BONNIE K.			PARTNER	06/11/03	Review Meyer Brown memo regarding Gary Mendt claims	0.40	270.00	7670031
				06/11/03	Review and analyze prospective chairman employment agreement.	0.80	540.00	7592226
MCGUINNESS, JOHN			ASSOCIATE	06/11/03	Review Kirkland & Ellis summary of Mendt issues.	0.50	160.00	7604201

Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00003 EMPLOYMENT MATTERS

alp_132: Matter Detail (babacan/183235)
 Run Date & Time: 09/17/03 14:45:11

Fried, Frank, Harris, Shriver & Jacobson
 Work Date From : 06/01/03 Thru : 06/30/03

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00003 EMPLOYMENT MATTERS

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

Profenna: 1922995
 Status: B

(00397)

U N I T 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
PERLFFER, BRIAN D	35	ASSOCIATE	06/11/03	Revise memo re: Mendt issues.	0.40	156.00	7600438
PERLFFER, BRIAN D	35	ASSOCIATE	06/11/03	Telephone call with B. Scheiler and N. Trepper (Willkie Part) re: Mendt release.	0.30	138.50	7600439
ZIV, ALON	35	ASSOCIATE	06/11/03	Reviewing John Schmidt (Mayer Brown) email regarding Gary Mendt.	0.40	150.00	7605193
			06/11/03	Preparing summary of potential claims against Gary Mendt.	2.80	1,050.00	7605194
HUGHES, KATIE	35	ASSOCIATE	06/12/03	Prep for conf. call w/ Kroll re: investigation of new board members.	0.30	82.50	7561729
			06/12/03	Conf. call w/ Kroll Associates re: update on background investigations of new board members.	0.30	82.50	7561723
PERLFFER, BRIAN D	35	ASSOCIATE	06/12/03	Conference call with Kroll.	0.40	156.00	7600451
FALOW, RAND H.	10	PARTNER	06/13/03	Analysis of potential claims against G. Mendt.	0.20	125.00	7670003
PERLFFER, BRIAN D	35	ASSOCIATE	06/13/03	Review Bublitz pleading.	0.30	118.50	7600459
ZIV, ALON	35	ASSOCIATE	06/13/03	Revising summary of potential claims against Gary Mendt.	0.90	331.50	7605209
HUGHES, KATIE	35	ASSOCIATE	06/14/03	Prepare memo re: Debtors' motion to approve Bublitz amended employment agreement.	1.50	412.50	7574326
CARLEW, DONALD	26	PARTNER	06/16/03	Disc. Bublitz motion with S. Feller (3): review email re: Bublitz (.2).	0.50	337.58	7675552
MCNAMANI, VIVEX	35	PARTNER	06/16/03	Cont. calls re Bublitz empl. agmt. motion.	0.30	142.50	7606054
SCHERER, BRAD E.	35	PARTNER	06/16/03	Cont. calls re: Bublitz employment agreement.	0.50	350.00	7670035
STELINGMAN, BONNIE K.	35	PARTNER	06/16/03	Review Bublitz motion.	0.80	540.00	7592248
FELLER, SEAN	26	ASSOCIATE	06/16/03	Review Motion re: Bublitz Employment Agreement.	2.00	730.00	7590763
HUGHES, KATIE	35	ASSOCIATE	06/16/03	Tel. conf. w/ M. Magajic (Korn/Ferry) re: need contract info for new Conaeco directors.	0.30	82.50	7574330
			06/16/03	Revise and circulate memo re: Debtors' motion to approve Bublitz amended employment agreement.	0.30	82.50	7574333
PERLFFER, BRIAN D	35	ASSOCIATE	06/16/03	Review memo re: motion to approve Bublitz employment agmt.	0.30	118.50	7600474
			06/16/03	Telephone call with S. Feller re: employment issues.	0.20	79.00	7600475
SCOLL, ADAM	26	ASSOCIATE	06/16/03	Review of Bublitz agmt. and motion.	0.70	224.00	7565707
ZIV, ALON	35	ASSOCIATE	06/16/03	Reviewing summary of Bublitz employment agreement.	0.60	225.00	7605214
CAULEN, DONALD	26	PARTNER	06/17/03	Review Bublitz agreement (.5); Disc. same with S. Feller and J. Lewis (.7); Review email to client and disc. same with V. Melwand (.3).	1.50	1,012.50	7570028
LEWIS, JONATHAN F.	26	PARTNER	06/17/03	Discs. and review re: prospective chairman agreement, equity plan, Bublitz agreement	0.70	395.50	7580957
MCNAMANI, VIVEX	35	PARTNER	06/17/03	Calls re emails re Bublitz.	0.80	380.00	7606066

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00003 EMPLOYMENT MATTERS

alg_112: Matter Detail [Dabstan/183235]
Run Date & Time: 09/17/03 14:45:11

Filed: Frank, Harris, Shriver & Jacobson
Work Date From : 06/01/03 Thru : 06/30/03

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Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00003 EMPLOYMENT MATTERS

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

Programs : 1922995
Statute : B

{00397}

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

Hours

Amount

Index Number

Employee Name	Dept	Position	Mark Date	Description	Hours	Amount	Index Number
FELLER, SEAN	26	ASSOCIATE	06/17/03	Discuss Bublitz employment agreement with D. Carleen.	0.80	292.00	7590765
FELLER, SEAN	26	ASSOCIATE	06/17/03	Prepare summary of Bublitz employment agreement.	1.90	693.50	7590766
			06/17/03	Call with D. Carleen, J. Lewis, and R. Zicko (K&K) re: Bullitz and Johnson employment agreements.	0.10	36.50	7590767
MCQUINNNESS, JOHN	35	ASSOCIATE	06/17/03	Review Bublitz employment materials.	0.40	128.00	7604214
SCOLL, ADAM	26	ASSOCIATE	06/17/03	Review of Bublitz's agreements	0.40	128.00	7569444
SCHROEDER, ANDREW	35	ASSOCIATE	06/18/03	Draft email to Krojly re: order approving retention.	0.20	55.00	7568551
SCOLL, ADAM	26	ASSOCIATE	06/18/03	Review and analyze prospective chairman employment agreement.	0.20	64.00	7569446
GORDON, WARREN	80	ADMIN	06/18/03	Research Fitch and Bloomberg as to record each stock trade. For Don Lewis.	0.30	61.50	7570197
HUGHES, KATIE	35	ASSOCIATE	06/19/03	Prepare email to A. Huber (K&K) enclosing contact info for Consoco directors.	0.20	55.00	7574351
STEINGART, BONNIE K.	35	PARTNER	06/23/03	Review Bublitz objection.	0.80	540.00	7592268
FELLER, SEAN	26	ASSOCIATE	06/23/03	Call with D. Tepper (Appaloosa) re: Bublitz employment agreement.	0.50	182.50	7590780
			06/23/03	Correspondence re: Bublitz employment agreement.	0.30	109.50	7590781
PREIFFER, BRIAN D	35	ASSOCIATE	06/23/03	Meet with A. Preis and V. Melwani re: Bublitz agreement.	0.30	118.50	7600551
PREIS, ARIK	35	ASSOCIATE	06/23/03	Calls and correspondence with SP team members re: Bublitz employment agreement.	1.00	375.00	7575730
			06/23/03	Review of TOPRS objection to Bublitz employment agreement.	0.50	187.50	7575732
FELLER, SEAN	26	ASSOCIATE	06/24/03	Call with B. Garavalia (Bank of America) re: Bublitz employment agreement.	0.30	109.50	7590782
MELWANI, VIYEK	35	PARTNER	06/25/03	Calls to Bublitz re: empl. agmt (.3); C/C w/Preis re: same (.2).	0.50	237.50	7606083
FELLER, SEAN	26	ASSOCIATE	06/25/03	Call with D. Tepper (Appaloosa) re: Bublitz employment agreement.	0.50	182.50	7590784
			06/25/03	Call with A. Preis re: Bublitz employment agreement.	0.30	109.50	7590785
PREIFFER, BRIAN D	35	ASSOCIATE	06/25/03	Telephone call with Korn Ferry re: director affidavits.	0.20	79.00	7600563
PREIS, ARIK	35	ASSOCIATE	06/25/03	Calls and correspondence with SP team members re: Bublitz employment agreement.	0.50	187.50	7575738
CARLEEN, DONALD	26	PARTNER	06/26/03	Disc. Bublitz agmt. with J. Lewis, V. Melwani, A. Preis and S. Feller (.5); Disc. same with V. Melwani (.3).	0.80	540.00	7578676

Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00003 EMPLOYMENT MATTERS

alP_132: Matter Detail (Dabestan/181235)
Run Date & Time: 09/17/03 14:45:12

Filed: Frank, Harris, Shriver & Jacobson
Work Date From : 06/01/03 Thru : 06/30/03

Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00003 EMPLOYMENT MATTERS

Billing Pct : BRAD E. SCHIELER
Responsible Pct: BRAD E. SCHIELER

Profoma: 1922895
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
	LEWIS, JOHANNAN F.	26	PARTNER	06/26/03 Discuss Subdltz motion with D. Tepper (Appaloosa), V. Melwani.	0.60	339.00	7584728
	SCHIELER, BRAD E.	35	PARTNER	06/26/03 Conf. with V. Melwani, A. Preis, B. Pfeiffer re: employment issues.	0.50	350.00	7678040
	ZELLER, SEAN	26	ASSOCIATE	06/26/03 Call with D. Tepper (Appaloosa), V. Melwani, J. Lewis, A. Preis re: Subdltz employment agreement.	1.00	365.00	7590788
	PELLEFFER, BRIAN D	35	ASSOCIATE	06/26/03 Review Wendt stipulation.	0.10	39.50	7600566
				06/26/03 Meet with B. Schaefer, V. Melwani and A. Preis re: Wendt issues, employment contracts and releases.	0.50	197.50	7600567
				06/26/03 Conference call with V. Melwani, A. Sathy (K&E), A. Preis re: Subdltz motion, release issues, and open plan issues.	0.60	237.00	7600578
	PREIS, ARIK	35	ASSOCIATE	06/26/03 Call with Committee member re: Subdltz (.5); follow up discussions with D. Carleen, J. Lewis, S. Zeller and V. Melwani re: same (.5); follow up discussions with B. Schaefer, V. Melwani and B. Pfeiffer re: same (.5).	1.50	562.50	7575740
				06/26/03 Review Debtor motion papers re: Subdltz (.6); review draft letter re: Subdltz (.4); Disc. with J. Lewis (.2).	1.20	810.00	7579942
	CARLEEN, DONALD	26	PARTNER	06/27/03 Drafted Subdltz letter (1.5); circulated and revised same (.2); discuss same with D. Carleen (.2); document review (.9).	2.80	1,582.00	7584737
	LEWIS, JOHANNAN F.	26	PARTNER	06/27/03 Conf. call re Subdltz (.4); review letter re Subdltz (.3); calls w/committee members re letter (.7).	1.40	665.00	7606097
	MELWANI, VIVEK	35	PARTNER	06/27/03 Review letter to company re: Subdltz.	0.20	79.00	7600591
	PELLEFFER, BRIAN D	35	ASSOCIATE	06/27/03 Review of letter re: Subdltz (1.0); work with J. Lewis re: Finalization of name (.5).	1.50	562.50	7582556
	PREIS, ARIK	35	ASSOCIATE	06/27/03 Update binder of employment materials.	0.90	184.50	7586953
	BERNTHAL, BILL	26	PARTNER	06/28/03 Review Subdltz issues and committee letter.	0.80	540.00	7592283
	STEINMART, BONNIE K.	35	PARTNER	06/30/03 Conf. with A. Huber (K&E) re: Subdltz issues.	0.80	540.00	7592291
	HUGHES, KATIE	35	ASSOCIATE	06/30/03 Review corr. sent by Official Committee to Debtors and K&E re: motion to approve Subdltz employment agreement.	0.20	55.00	7588782

Total 91.30 40,196.00
Matter Total 91.30 40,196.00

alp_132: Matter Detail (Pabstam/182235)
 Run Date & Time: 09/17/03 14:45:12

Printed: Frank, Harris, Shriver & Jacobson
 Work Date From: 06/01/03 Thru: 06/30/03

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00004 TAX PLANNING

Billing Pct: BRAD E. SCHRIER
 Responsible Pct: BRAD E. SCHRIER

Performance: 192296
 Status: B

(00197)

A C C O U N T S R E C E I V A B L E S

(Reflects Payments as of 09/17/03 14:45:12)

Bill Dat	Thru Dat	Bill #	Hours	Time	Cost	Disbursement	Cost	Fee & OA	Billing	Disbursement	Applied	--- Collections ---	Balance
											From OA	Total	Date
06/03/03	01/31/03	13040850	195.70	82,440.00	.00	82,440.00	.00					82,440.00	07/23/03
06/09/03	02/28/03	13051255	191.00	83,413.00	.00	83,413.00	.00					83,413.00	07/23/03
06/17/03	03/31/03	13062070	115.50	53,080.50	.00	53,080.50	.00					53,080.50	07/23/03
06/30/03	04/30/03	13070156	88.50	40,124.50	.00	40,124.50	.00					40,124.50	07/23/03
06/30/03	05/31/03	13070157	207.50	93,825.50	.00	93,825.50	.00					93,825.50	07/23/03
Case Total:			798.20	352,883.50	.00	352,883.50	.00					352,883.50	

U N B I L I E D T I M E S T I M A R Y

Employee Name	Off Dp	Position	Oldest Entry	Latest Entry	Hours	Amount
JACOBSON, JACK L.	NY 20	PARTNER	06/02/03	06/30/03	37.20	25,110.00
SCHRIER, BRAD E.	NY 35	PARTNER	06/18/03	06/18/03	4.00	2,800.00
STELMGART, BONNIE K.	NY 35	PARTNER	06/04/03	06/11/03	1.60	1,080.00
COLAY, DAVID	NY 10	PARTNER	06/26/03	06/26/03	0.50	337.50
HELMANT, YVIER	NY 35	PARTNER	06/06/03	06/30/03	15.20	7,220.00
PALZER, PAUL H.	DC 10	PARTNER	06/13/03	06/18/03	0.60	375.00
GINSBURG, P. C., MARTIN	DC 20	PARTNER	06/04/03	06/10/03	0.80	740.00
LIGHT, KUSSELL S.	DC 20	ASSOCIATE	06/04/03	06/04/03	0.60	192.00
PREIFER, BRIAN D	NY 35	ASSOCIATE	06/10/03	06/10/03	8.70	3,436.50
WEISS, ELI	NY 20	ASSOCIATE	06/01/03	06/30/03	93.50	35,997.50
MCGINNNESS, JOHN	NY 35	ASSOCIATE	06/10/03	06/18/03	8.00	3,000.00
PREIS, ARIK	NY 35	ASSOCIATE	06/12/03	06/23/03	3.40	1,088.00
ZIV, ALON	NY 35	ASSOCIATE	06/17/03	06/17/03	0.40	150.00
SCHULDER, ANDREW	NY 35	ASSOCIATE	06/10/03	06/18/03	3.10	907.50
HUGHES, KATIE	NY 35	ASSOCIATE	06/12/03	06/18/03	1.90	522.50
BECHOR, ORBY	NY 57	SUMMER ASSOC	06/10/03	06/12/03	4.80	1,056.00
Total:					184.50	84,012.50

Sub-Total Hours : 59.90 Partners;
 Sub-Total Amount : 37,662.50 Partners;

0.00 Counsels;
 0.00 Counsels;
 119.80 Assoc;
 45,294.00 Assoc;

0.00 Paralgls;
 0.00 Paralgls;
 4.80 Others
 1,056.00 Others

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00004 TAX PLANNING

ajl_132: Matter Detail (bahetan/183235)
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Client: 030792 COMMITTEE CORP CREDITORS
 Matter: 00004 TAX PLANNING

Billing Prc : BRAD E. SCHLEER
 Responsible Prc: BRAD E. SCHLEER

Programs: 1922996
 Status: B

(00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
WEISS, ELI	20	ASSOCIATE	06/01/03	Drafted response to IRS objection.	2.50	962.50	7553923
JACOBSON, JACK L.	20	PARTNER	06/02/03	Review draft response to IRS plan objection (.9); conference with E. Weiss and A. Preis re: above (.6).	1.50	1,012.50	7566314
WEISS, ELI	20	ASSOCIATE	06/02/03	Drafted response to IRS objection (1.5); conferred w/J. Jacobson re same (.6); research on legislative history (1.7); research on allocation issue (1.5).	5.30	2,046.50	7553927
JACOBSON, JACK L.	20	PARTNER	06/03/03	Conference with V. Melvart and E. Weiss re: CRC sale timing issues.	1.20	810.00	7566320
WEISS, ELI	20	ASSOCIATE	06/03/03	Drafted memo to J. Jacobson on Fink case and drop down idea.	4.00	1,540.00	7594848
			06/03/03	Reviewed Kirkland tax email and conferred w/J. Jacobson.	1.00	385.00	7594849
			06/03/03	Research and analysis re: consolidated return regulation.	2.00	770.00	7594850
GINSBURG, P.C., MARTI	20	PARTNER	06/04/03	Telephone conference J. Jacobson, E. Weiss and R. Light re: Bankers Life liquidation.	0.60	555.00	7560441
JACOBSON, JACK L.	20	PARTNER	06/04/03	Review of KRS and DPM emails re: tax issues (.4); conference with E. Weiss re: above (.5); review of related docs. (2.4); conference with M. Ginsburg and E. Weiss re: liquidation of Bankers Life (.6).	3.90	2,632.50	7566323
STEINGART, BONNIE K.	35	PARTNER	06/04/03	Review motion on tax indemnity letter and agreements.	0.80	540.00	7558959
LIGHT, RUSSELL S.	20	ASSOCIATE	06/04/03	Teleconference with M. Ginsburg, J. Jacobson, E. Weiss re: Bankers Life liquidation.	0.60	192.00	7569402
WEISS, ELI	20	ASSOCIATE	06/04/03	Reviewed e-mail re: CRC sale timing issues.	0.50	192.50	7594853
			06/04/03	Prepare e-mail corr. re: CRC sale timing.	0.50	192.50	7594854
			06/04/03	Research G reorg issue.	2.00	770.00	7594856
			06/04/03	Call w/M. Ginsburg re: Bankers Life.	0.50	192.50	7594857
			06/04/03	Call w/O. Loy (KRS) on timing and various tax matters.	0.50	192.50	7594858
			06/04/03	Prepare email corr. re: Bankers Life to J. Jacobson.	0.50	192.50	7594859
			06/04/03	Call w/Kirkland on IRS objections.	0.50	192.50	7594860
			06/04/03	Research and analysis re: consolidated return regulation.	2.00	770.00	7594851
			06/04/03	Research regulatory history of consolidated return regulation.	2.00	770.00	7594852
JACOBSON, JACK L.	20	PARTNER	06/05/03	Conference with E. Weiss re: timing issues of CFC sale (.1); review of docs re: same (.3).	0.40	270.00	7566329

Client: 030792 COMMITTEE CORP CREDITORS
 Matter: 00004 TAX PLANNING

ALP 133: Matter Detail (hhbsean/183235)
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 Work Date From : 06/01/03 Thru : 06/30/03

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00004 TAX PLANNING

Billing Pct : BRAD E. SCHLEISER
 Responsible Pct: BRAD E. SCHLEISER

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 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
	WEISS, ELI	20	ASSOCIATE	06/05/03	Call w/A. Mukamal (DP&M) on CFC sale timing issues.	1.00	385.00	7594861
	WEISS, ELI	20	ASSOCIATE	06/05/03	Left message with T. Maynes (K&S) re: timing issues.	0.20	77.00	7594862
	MELWANI, VIVEK	35	PARTNER	06/06/03	T/C w/Appalooza re: taxes and other issues.	0.80	380.00	7606020
	JACOBSON, JACK L.	20	PARTNER	06/09/03	Conference with E. Weiss re: timing tax issues and MOLE (1.3); conference with V. Melwani re: above (1.8).	2.10	1,417.50	7566333
	MELWANI, VIVEK	35	PARTNER	06/09/03	Discuss various tax issues re insurance and financing with J. Jacobson.	0.80	380.00	7603131
	WEISS, ELI	20	ASSOCIATE	06/09/03	Tel. conf. w/D. Tepper (Appalooza) re: plan tax issues.	0.40	190.00	7603132
					substantially all standard.	0.50	192.50	7594866
					06/09/03 Call w/T. Maynes (K&S) on timing issues and	0.50	192.50	7594867
					Call w/O. Loy (K&S) on Lehman escrow.	0.50	192.50	7594868
					06/09/03 Drafted summary of open issues for J. Jacobson.	0.40	154.00	7594869
					06/09/03 Call w/A. Preis re: various plan tax issues.	4.10	1,578.50	7594870
					Research on "substantially all" standard in various tax contexts (2.0). conferred w/J. Jacobson and drafted memo on "substantially all" standard (2.1)	0.20	185.00	7560444
	GINSBURG, P.C., MARTI	20	PARTNER	06/10/03	Telephone conference w/J. Jacobson and E. Weiss re: Plan tax issues.	1.90	1,282.50	7566338
	JACOBSON, JACK L.	20	PARTNER	06/10/03	Conference with E. Weiss re: timing tax issues (.3); conference call with Creditors Committee, et al re: timing tax issues (1.0); Conference with E. Weiss and V. Melwani re: above (.4); conference with E. Weiss and M. Ginsburg re: timing tax issues (.2).			
	MELWANI, VIVEK	35	PARTNER	06/10/03	Review tax ramifications of CFC closing.	1.00	475.00	7606022
					06/10/03 Conference call w/E. Weiss and J. Jacobson re CFC sale timing.	0.90	427.50	7606023
	PEIFFER, BRIAN D	35	ASSOCIATE	06/10/03	Info re private ruling request.	0.30	142.50	7606024
	PREIS, MARK	35	ASSOCIATE	06/10/03	Telephone call with E. Weiss re: tax issues.	0.20	79.00	7600423
					06/10/03 Conference call with Committee members re: tax issues (1.0); related follow up review of correspondence from Kipland & Ellis re: tax issues (1.0).	2.00	750.00	7606982
	SCHLEISER, ANDREW	35	ASSOCIATE	06/10/03	Conference call with professionals, V. Melwani and A. Preis re: tax issues.	1.40	385.00	7559417
	WEISS, ELI	20	ASSOCIATE	06/10/03	Reviewed credit agreement exhibits.	0.30	115.50	7594881
					06/10/03 Email exchange w/T. Maynes (K&S) re: CFC sale tax timing issues.	0.20	77.00	7594882

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00004 TAX PLANNING

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00004 TAX PLANNING

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

Proforna: 1922996
 Status: B

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Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
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WEISS, ELI	20	ASSOCIATE	06/10/03	Drafted memo to J. Jacobson on CPC asset sale.	1.00	385.00	7594873
			06/10/03	Research on "substantially all" standard.	1.50	577.50	7594875
			06/10/03	Conference call w/Kirland, Davis Polk and Houlihan on CPC sale timing.	0.70	269.50	7594876
			06/10/03	Research on CPC sale timing.	0.80	308.00	7594877
			06/10/03	Reviewed Scribner Hall memo (tax firm hired by Texas Insurance Department).	0.80	308.00	7594878
			06/10/03	Reviewed Scribner Hall markup of tax sharing agreement.	0.50	192.50	7594879
			06/10/03	Reviewed transfer documentation of CPC loans.	1.50	577.50	7594880
			06/10/03	Tax conference call.	1.50	352.00	7566868
			06/11/03	Review of MLI utilization scenario (2.0); conference with E. Weiss and V. Melwani re: above (1.0); conference with T. Maynes (KEB), E. Weiss and A. Mckamal (DPEW) re: liquidation (1.0).	4.00	2,700.00	7566843
			06/11/03	Call w/J. Jacobson and E. Weiss re: Regulatory issues re: taxes.	0.20	95.00	7606034
			06/11/03	Review spreadsheets on tax issues with respect to CIRC.	0.80	540.00	7592229
			06/11/03	Draft statement re: Committee's position re: tax indemnity in CPC sale.	5.00	1,875.00	7606987
			06/11/03	Call w/D. Loy (KAB) on Tax Sharing Agreement and indemnity.	0.50	192.50	7594886
			06/11/03	Reviewed spreadsheets re: tax related regulatory issues.	4.00	1,540.00	7594887
			06/11/03	Conferred w/J. Jacobson on spreadsheet re: regulatory tax issues.	1.00	385.00	7594888
			06/11/03	Call w/V. Melwani on tax-related regulatory spreadsheets.	0.50	192.50	7594889
			06/11/03	Call w/T. Maynes (KAB) on timing and discussion w/regulators.	1.00	385.00	7594890
			06/11/03	Call w/D. Loy (KAB) on numbers in memo.	0.50	192.50	7594891
			06/11/03	Call w/Davis Polk on bank sale.	0.50	192.50	7594892
			06/11/03	Review brief regarding confirmation tax issues; Draft, review and revise memo summarizing same.	1.60	352.00	7670019
			06/11/03	Conference call re: tax issues.	0.60	132.00	7670020
			06/11/03	Conference with E. Weiss re: tax consequences of various timing scenarios (1.3); review and analysis of related docs (2.4); creditors committee call re: plan tax issues (.5); conference with E. Weiss, B. Weisgel and A. Mckamal (DPEW) re: tax issues (.8).	5.00	3,175.00	7666348

JACOBSON, JACK L. 20 PARTNER

BECHER, OREN 57 SUMMER ASSOC

WEISS, ELI 20 ASSOCIATE

PREIS, ARIK 35 ASSOCIATE

STRINGFELD, BONNIE K. 35 PARTNER

MELWANI, VIVEK 35 PARTNER

JACOBSON, JACK L. 20 PARTNER

BECHER, OREN 57 SUMMER ASSOC

alp 132: Matter Detail (babecan/103235)
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Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00004 TAX PLANNING

Billing Pct : BRAD E. SCHEIDT
 Responsible Pct: BRAD E. SCHEIDT

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 Status: B

(00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
MELWANI, VIVEX	35	PARTNER	06/12/03	Call w/J. Jacobson re taxes.	0.80	380.00	7600445
HUGHES, KATIE	35	ASSOCIATE	06/12/03	Prep for conf. call w/Committee re: tax issues.	0.20	95.00	7642328
MCWILLIAMS, JOHN	35	ASSOCIATE	06/12/03	Review tax scenario spreadsheets from tax Department.	1.30	416.00	7604203
PROFFER, BRIAN D	35	ASSOCIATE	06/12/03	Conference call with Committee re: tax issues.	0.50	197.50	7600449
WEISS, ELI	20	ASSOCIATE	06/12/03	Conf w/D. Jacobson on tax spreadsheets.	0.80	308.00	7594893
			06/12/03	Conf w/U. Jacobson on tax spreadsheets.	1.30	500.50	7594894
			06/12/03	Review revised plan.	2.00	770.00	7594895
			06/12/03	Call w/M. Hausworth (K&E) on revisions to plan.	0.50	192.50	7594896
			06/12/03	Call w/A. Preis on revisions and preparations for Committee call.	0.50	192.50	7594897
			06/12/03	Prepared for Committee call.	1.20	462.00	7594898
BECHER, OREN	57	SUMMER ASSOC	06/12/03	Conf. call w/Committee re: plan tax issues.	1.70	654.50	7594899
FALON, PAUL H.	10	PARTNER	06/12/03	Comseco conference call.	1.00	220.00	7566883
JACOBSON, JACK L.	20	PARTNER	06/13/03	Call with V. Melwani, J. Jacobson re: Consoco Life of Texas; review 2002 Best's Reports and send e-mail to Melwani, Jacobson re: same.	0.40	250.00	7563231
			06/13/03	Conference with V. Melwani re: tax timing issues (.5); Review of related docs. (1.2);	2.10	1,417.50	7566360
PROFFER, BRIAN D	35	ASSOCIATE	06/13/03	Conference with E. Weiss re: same (.4).	1.00	395.00	7600463
WEISS, ELI	20	ASSOCIATE	06/13/03	Research on new rules containing limitations on uses of losses in worthless subsidiaries.	2.40	924.00	7594901
			06/13/03	Reviewed Company's presentation to insurance regulators.	1.00	385.00	7594902
			06/13/03	Conf. call w/T. Maynes and M. Hausworth (K&E) on tax information on merger and presentation to regulators.	0.50	192.50	7594903
			06/13/03	Call w/D. Jacobson on merger and presentation to regulators.	0.50	192.50	7594904
			06/13/03	Call w/D. Jacobson on CPC sale timing issues.	0.30	115.50	7594905
			06/13/03	Left message for T. Maynes (K&E) re: tax timing issues.	0.30	115.50	7594906
			06/14/03	Analysis re: tax consequences in CPC (.4); research tax code re: same (.8). Prepare email to Adam Melwani (DPEM) and Jack Jacobson re: same (.7).	1.90	731.50	7594907
MELWANI, VIVEX	35	PARTNER	06/15/03	Review and analyze Plan tax issues.	0.30	142.50	7603143
JACOBSON, JACK L.	20	PARTNER	06/16/03	Conference with E. Weiss and V. Melwani re: timing of CPC and CMC plans of reorg (.8); review of docs. and research re: above (.4).	1.20	810.00	7591951

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Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00004 TAX PLANNING

Billing Prt : BRAD E. SCHLEIER
 Responsible Prt: BRAD E. SCHLEIER

Profonna: 1922996
 Status: B

(00397)

U N B I L E D T I M E D E T A I L	Emp/oyee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
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	JACOBSON, JACK L.	20	PARTNER	06/16/03	Conference with T. Maynes (KAR) and E. Weis re: timing of CPC and CPC plan of reorg (1.2); conference with E. Weis and V. Melwani re: above (3).	1.50	1,012.50	7591952
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	JACOBSON, JACK L.	20	PARTNER	06/16/03	Review T. Maynes (KAR) e-mail re: private letter ruling; draft e-mail re: same to V. Melwani.	1.00	675.00	7591953
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	JACOBSON, JACK L.	20	PARTNER	06/16/03	Conference with E. Weis re: calculation of net operating losses.	0.30	202.50	7591954
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	MELWANI, VIVEK	35	PARTNER	06/16/03	T/C w/E. Weis and J. Jacobson re: tax issues.	1.10	522.50	7606052
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Call w/D. Tepper (Appalooosa) re: Plan Taxes.	0.40	190.00	7606053
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Review Kirkland & Ellis email re: timing of CPC Sale.	0.20	64.00	7604207
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Review CPC state tax indemnity clients.	0.60	192.00	7604208
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Telephone call: with V. Melwani, J. Jacobson, E. Weis re: tax issues.	1.10	434.50	7600470
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Telephone call with B. Geer (HMHZ) re: tax issues.	0.30	118.50	7600471
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Telephone calls with D. Trucano (HMHZ) re: tax issues and hearing.	0.60	237.00	7600473
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Conference call with Jed Hart (Angelo Gordon) re: tax issues.	0.30	118.50	7600483
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Review memo re: Plan tax issues.	0.50	237.00	7600487
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Reviewed and commented on V. Melwani memo and conferred w/J. Jacobson on the memo and other issues.	1.30	500.50	7594910
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Call w/V. Melwani on tax indemnity (1.1); call w/M. Hausworth (Kirkland) and J. Gallagher (CFC) on amount of tax liabilities (.5).	0.60	231.00	7594911
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Conferred w/J. Jacobson and V. Melwani on CPC sale timing.	0.60	231.00	7594912
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Call w/M. Hausworth (KAR) on tax indemnity.	0.30	115.50	7594913
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Reviewed motions filed re: tax indemnity.	0.20	77.00	7594914
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Research re: limits on use of losses in worthless subsidiaries.	0.40	154.00	7594915
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Call w/A. Mukamal (Davis Polk) re: limits on use of losses in worthless subsidiaries and income in CPC.	0.60	231.00	7594916
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	MELWANI, VIVEK	35	PARTNER	06/16/03	Reviewed spreadsheet of state tax liabilities from M. Hausworth (KAR) (.4); called M. Hausworth and J. Gallagher, and drafted email to V. Melwani on state tax liabilities (1.2)	1.60	616.00	7594919
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Filed, Frank, Harris, Shriver & Jacobson
Work Date From : 06/01/03 Thru : 06/30/03

Client: 010792 COMMITTEE CONS CREDITORS
Matter: 00004 TAX PLANNING

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

Proforma: 1922996
Status: B

(80397)

Employee Name	Dept	Position	Work Date	Description	Hour	Amount	Index Number
FALON, PAUL H.	20	PARTNER	06/17/03	Review e-mail correspondence re: tax issues.	0.10	62.50	7587357
JACOBSON, JACK L.	20	PARTNER	06/17/03	Conference with V. Melwani and E. Weiss re: private letter ruling and timing issues.	0.70	472.50	7591956
			06/17/03	Consider timing tax issues and private letter ruling request.	1.20	810.00	7591958
			06/17/03	Conference with E. Weiss, V. Melwani and T. Maynes (K&B) re: confirmation order (.5); review of confirmation order (.5).	1.00	675.00	7591962
MELWANI, VIVEK	35	PARTNER	06/17/03	Call w/D. Tepper (Appaloosa) re taxes.	0.20	95.00	7606064
			06/17/03	Call w/J. Jacobson, E. Weiss, T. Maynes (K&B) re tax indemnity and issues re tax planning.	1.20	570.00	7606065
PEIFFER, BRIAN D.	35	ASSOCIATE	05/17/03	Telephone call with V. Melwani, D. Tepper (Appaloosa) re: tax issues.	0.20	79.00	7600491
WEISS, ELI	20	ASSOCIATE	06/17/03	Reviewed confirmation order.	0.50	192.50	7594922
			06/17/03	Call w/T. Maynes (K&B) on confirmation order.	0.50	192.50	7594923
			06/17/03	Call w/J. Jacobson and V. Melwani on timing issues.	1.90	731.50	7594924
ZIV, ALON	35	ASSOCIATE	06/17/03	Research and review the Committee's statement with respect to tax indemnity agreements.	0.40	150.00	7605219
FALON, PAUL H.	10	PARTNER	06/18/03	Review additional e-mail correspondence re: tax issues.	0.10	62.50	7587361
JACOBSON, JACK L.	20	PARTNER	06/18/03	Conference with V. Melwani re: sale timing issues.	0.20	135.00	7591967
			06/18/03	Review of docs re: sale timing issues.	0.30	202.50	7591968
			06/18/03	Creditors Committee call w/B. Schebler, et al re: timing of sales.	1.80	1,215.00	7591973
MELWANI, VIVEK	35	PARTNER	06/18/03	Committee call re taxes and CFC sale.	1.00	475.00	7603144
			06/18/03	Prep and participate in committee call re taxes.	1.40	665.00	7603151
SCHLEIER, BRAD E.	35	PARTNER	06/18/03	Tel. Conf. w/Committee re: emergence timing and tax considerations in relation to CFC asset sale (1.5); prep for same (2.0); confer internally re: same (.5).	4.00	2,800.00	7598062
HUGHES, KATIE	35	ASSOCIATE	06/18/03	Cont: call w/Committee and Company re: tax issues related to timing of CFC sale.	1.70	467.50	7574343
PEIFFER, BRIAN D.	35	ASSOCIATE	06/18/03	Draft emails to Kirkland & Ellis re: tax call.	0.10	39.50	7600513
			06/18/03	Prep for and participate in conference call re: tax issues with committee and company.	1.40	553.00	7600516
			06/18/03	Review correspondence with Kirkland & Ellis re: tax issues.	0.20	79.00	7600519
			06/18/03	Meet with V. Melwani re: plan issues, tax issues, and hearing.	1.10	434.50	7600520

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Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00004 TAX PLANNING

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

Proforma: 1922996
Status: B

(00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PREIS, ARIK		ASSOCIATE	06/18/03	Participation in conference call with Committee re: tax issues.	1.00	375.00	7575723
SCHOUJER, ANDREW		ASSOCIATE	06/18/03	Prepare for conference call with Committee and Company re: tax issues.	0.30	82.50	7568549
WEISS, ELI		ASSOCIATE	06/18/03	Conference call with Committee and Company re: tax issues.	1.60	440.00	7568552
			06/18/03	Reviewed treatment of priority tax claims; drafted email to DPEM on same.	0.30	115.50	7594927
			06/18/03	Reviewed update on confirmation hearing.	0.20	77.00	7594928
			06/18/03	Reviewed order; revised spread sheets and research memos for call w/Committee.	0.60	231.00	7594931
			06/18/03	Committee call re: CFC sale timing and tax issues.	1.60	616.00	7594932
JACOBSON, JACK L.		PARTNER	06/18/03	Conferred w/J. Jacobson on issues raised in Committee call.	0.30	115.50	7594933
			06/19/03	Conference with T. Maynes (K&B) re: update on conversation w/counsel for Texas Dept. of Insurance and CIHC conversion.	0.40	270.00	7591980
			06/19/03	Conference with V. Melwani re: conversation w/T. Maynes.	0.20	135.00	7591981
			06/19/03	Conference with V. Melwani re: timing of sales.	0.20	135.00	7591982
			06/19/03	T/C w/J. Jacobson re taxes and notes.	0.70	332.50	7603153
			06/19/03	Call w/Kirkland on regulatory progress.	0.20	77.00	7594934
			06/19/03	Conferred w/J. Jacobson on regulatory progress.	0.20	77.00	7594935
			06/19/03	Reviewed and analyzed CFC plan.	1.50	577.50	7594937
			06/20/03	Conference with E. Weiss re: escrow and tax sharing agreement.	0.30	202.50	7591986
WEISS, ELI		ASSOCIATE	06/20/03	Reviewed B. Devaney (Conseco) charts and updates on proceedings.	0.50	192.50	7594938
			06/20/03	Reviewed and analyzed confirmation order.	0.80	308.00	7594939
			06/20/03	Called Brian Pfeiffer and drafted email to J. Jacobson re: confirmation order.	0.80	308.00	7594940
			06/20/03	Call w/Todd Maynes (Kirkland) on regulatory approval.	0.20	77.00	7594941
			06/20/03	Call with J. Jacobson on plan tax issues.	0.30	115.50	7594942
			06/20/03	Call w/T. Maynes (K&B) on plan tax issues.	0.30	115.50	7594943
			06/23/03	Calls re tax planning.	0.90	427.50	7606071
			06/23/03	Review Tax summary of effects of Fortress Flowers sale timing.	1.30	416.00	7604227
WEISS, ELI		ASSOCIATE	06/23/03	Review research re: worthless stock deduction.	1.00	385.00	7594947
JACOBSON, JACK L.		PARTNER	06/25/03	Review of A. Mubani (DPM) email re: effect of CIHC merger on credit contract.	1.00	675.00	7592003

Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00004 TAX PLANNING

alp 113: Matter Detail (babalan/183235)
Run Date & Time: 09/17/03 14:45:15

Fried, Frank, Harris, Shriver & Jacobson
Work Date From : 06/01/03 Thru : 06/30/03

Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00004 TAX PLANNING

Billing Pct : BRAD S. SCHILDER
Responsible Pct: BRAD S. SCHILDER

Profenna: 1922996
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
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WEISS, ELI	20	ASSOCIATE				06/25/03	Conference with E. Weiss re: revised CIRC merger structure.	0.30	202.50	7592006
						06/25/03	Researched worthless stock deduction.	2.50	962.50	7594949
						06/25/03	Analyzed CIRC structure and conferred w/D. Jacobson on structure.	2.00	770.00	7594950
						06/25/03	Calls w/A. Mukamal (DPM) on new structure.	0.46	154.09	7594951
						06/25/03	Drafted emails to A. Mukamal (DPM) and T. Jacobson on new structure.	0.70	269.50	7594952
						06/25/03	Research on G reorg as applied to new structure.	1.00	385.00	7594953

GOLAY, DAVID	10	PARTNER				06/26/03	Call re: tax structure, reviewing same.	0.50	337.50	7602867
JACOBSON, JACK L.	20	PARTNER				06/26/03	Review and consideration of email re: CIRC preferred stock.	0.80	540.00	7592007
						06/26/03	Conference with E. Weiss re: CIRC preferred stock.	0.70	472.50	7592008
						06/26/03	Conference with T. Haynes (KAE) re: CIRC preferred stock.	0.20	135.00	7592011
						06/26/03	Conference with T. Haynes (KAE), B. Devaney (Conesco), R. Dykhouse (Conesco), B. Wiegell (DPM), S. Weiss et al re: CIRC preferred stock.	0.80	540.00	7592014

						06/26/03	Conference with E. Weiss, D. Golay and V. Melwani re: CIRC preferred stock.	0.70	472.50	7592015
						06/26/03	Calls w/committee members re tax issues.	1.90	902.50	7606084
						06/26/03	Conference call with J. Jacobson, V. Melwani and D. Golay re: tax issues.	0.70	276.50	7600575

WEISS, ELI	20	ASSOCIATE				06/26/03	Analysis and research re: new structuring issues.	2.20	847.00	7594955
						06/26/03	Two calls w/Adam Mukamal (Davis Polk) on structure.	0.50	192.50	7594956
						06/26/03	Conference call on new structure with Kirkland, Conesco and Davis Polk.	1.20	462.00	7594958

						06/26/03	Research on new structure issues (2): call w/J. Jacobson and D. Golay re: same (1.6).	0.80	308.00	7594959
						06/26/03	Reviewed pending bill on 382.	1.30	500.50	7594961
						06/26/03	Reviewed MCI disclosure statement for treatment of attribute reduction.	1.00	385.00	7594962

MELWANI, VIVEK	35	PARTNER				06/27/03	T/C w/HLHZ re tax structures.	0.20	95.00	7606091
WEISS, ELI	20	ASSOCIATE				06/27/03	Reviewed T. Haynes (KAE) email and sent out email on preferred issuance.	0.30	115.50	7603590

JACOBSON, JACK L.	20	PARTNER				06/30/03	Conference with V. Melwani re: preferred stock.	0.30	202.50	7592020
MELWANI, VIVEK	35	PARTNER				06/30/03	T/C w/J. Jacobson re Conesco life.	0.40	190.00	7606105
						06/30/03	T/C w/Goldstein re tax issues.	0.30	142.50	7606106

Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00004 TAX PLANNING

alp_132: Matter Detail (Dabstan/181235)
Run Date & Time: 09/17/03 14:45:16

Filed, Frank, Harris, Shriver & Jacobson
Work Date From : 06/01/03 Thru : 06/30/03

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Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00004 TAX PLANNING

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

ProfForma: 1322996
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

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PREIFER, BRIAN D	35	ASSOCIATE	06/30/03	Telephone calls with V. Melvart and R. Goldstein re: tax issues.	0.30	118.50	7600602
PREIFER, BRIAN D	35	ASSOCIATE	06/30/03	Telephone call with J. Jacobson re: tax issues	0.10	39.50	7600603
WEISS, ELLI	20	ASSOCIATE	06/30/03	Conferred w/O. Jacobson on preferred stock issues.	0.30	115.50	7603593

Total

184.50

84,012.50

Matter Total

184.50

84,012.50

alp 132: Matter Detail (babaran/183235)
 Run Date & Time: 09/17/03 14:45:16

Fried, Frank, Harris, Shriver & Jacobson
 Work Date From : 06/01/03 Thru : 06/30/03

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT
 Billing Pct : BRAD E. SCHULER
 Responsible Pct: BRAD E. SCHULER
 Preforma: 192297
 Status: B (00397)

A C C O U N T S R E C E I V A B L E (Reflects Payments As of 09/17/03 14:45:16)

Bill Dat	Thru Dat	Bill #	Hours	Time Cost	Disbursement Cost	Fee & OA	Billing Disbursement	Applied From OA	--- Collections --- Total	Balance Due	
04/03/03	01/31/03	13040850	1,028.80	424,339.50	.00	424,339.50	.00		424,339.50	07/23/03	.00
05/09/03	02/28/03	13051255	129.40	58,761.00	.00	58,761.00	.00		58,761.00	07/23/03	.00
06/17/03	03/31/03	13062070	519.90	252,266.00	.00	252,266.00	.00		252,266.00	07/23/03	.00
06/30/03	04/30/03	13070156	108.90	49,943.00	.00	49,943.00	.00		49,943.00	07/23/03	.00
06/30/03	05/31/03	13070157	400.50	170,170.00	.00	170,170.00	.00		170,170.00	07/23/03	.00
Case Total:			2,187.50	955,479.50	.00	955,479.50	.00		955,479.50		

U N B I L I B D	T I M E	S U M M A R Y	Off Dp	Position	Oldest Entry	Latest Entry	Hours	Amount
SCHULER, BRAD E.	NY 35	PARTNER			06/01/03	06/26/03	39.50	27,650.00
STEINMANT, BONNIE K.	NY 35	PARTNER			06/03/03	06/30/03	163.00	110,025.00
GOLAY, DAVID	NY 10	PARTNER			06/04/03	06/25/03	8.00	5,400.00
MELAMANT, VIVIER	NY 35	PARTNER			06/02/03	06/30/03	54.30	25,792.50
PAJON, PAUL H.	DC 10	PARTNER			06/11/03	06/16/03	5.10	3,187.50
RESNICK, ALAN	NY 35	COUNSEL			06/03/03	06/17/03	1.20	970.00
PEREYER, BRIAN D	NY 35	ASSOCIATE			06/02/03	06/30/03	68.50	27,057.50
PREIS, ARIK	NY 35	ASSOCIATE			06/02/03	06/30/03	71.50	26,812.50
MCCUINNESS, JOHN	NY 35	ASSOCIATE			06/02/03	06/23/03	27.10	8,672.00
ZIV, ALON	NY 35	ASSOCIATE			06/02/03	06/27/03	29.60	11,100.00
SCHODIEMER, ANDREW	NY 35	ASSOCIATE			06/03/03	06/26/03	14.30	3,932.58
PILCHIK, EVAN	NY 10	ASSOCIATE			06/03/03	06/25/03	7.50	2,897.50
BOGUES, KATIE	NY 35	ASSOCIATE			06/05/03	06/23/03	19.30	5,307.50
OSBERN, CRAIG	NY 10	PARALEGAL			06/16/03	06/16/03	11.50	2,242.50
CHOI, CHRISTINA Y.	NY 35	PARALEGAL			06/04/03	06/04/03	2.30	322.00
MADON, MEREDITH	NY 57	SUMMER ASSOC			06/02/03	06/09/03	12.70	2,794.00
FERRI, DANIEL	NY 10	MISC			06/04/03	06/04/03	0.40	82.00
REINBAUD, MICHAEL S.	NY 10	MISC			06/05/03	06/05/03	0.80	136.00
KAPLAN, BRETT	NY 10	MISC			06/06/03	06/06/03	2.00	300.00
Total:							538.60	264,571.00

Sub-Total Hours : 269.90 Partners: 1.20 Counsels: 237.80 Assoc: 13.80 Paralegal: 15.90 Others
 Sub-Total Amount : 172,055.00 Partners: 870.00 Counsels: 85,769.50 Assoc: 2,564.50 Paralegal: 3,312.00 Others

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

a1p_133: Matter Detail (Daberman/183235)
Run Date & Time: 09/17/03 14:45:16

Filed: Frank, Harris, Shriver & Jacobson
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Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Pct: 1
Responsible Pct: BRAD E. SCHELER
Proforma: 192297
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
			SCHULER, BRAD E.	35	PARTNER	06/01/03	prep for meeting with Committee, Company, TOPRS re: plan issues.	1.50	1,050.00	753151
			MEHMANI, VIVAK	35	PARTNER	06/02/03	Committee mtg. re: releases, taxes, other plan issues.	7.50	3,562.50	7605976
			SCHULER, BRAD E.	35	PARTNER	06/02/03	Attendance at meeting of creditors committee with Company, TOPRS, et al. re: open plan issues, and follow-up confs. with Committee members, Meyer Brown and DPW.	11.00	7,700.00	7551152
			MCGUINNESS, JOHN	35	ASSOCIATE	06/02/03	Review objections filed to the plan.	2.20	794.00	7604184
			PREIFFER, BRIAN D	35	ASSOCIATE	06/02/03	Review and revise response to objections to plan.	5.60	2,212.00	7600348
						06/02/03	Telephone calls with V. Melvani re: confirmation prep meeting, employment issues and response.	0.40	158.00	7600356
			PREIS, MIK	35	ASSOCIATE	06/02/03	Prepare for litigation strategy meeting with Davis Polk & Wardwell, Mayer Brown and Kirkland & Ellis including review of materials related to Confirmation Hearing.	1.00	375.00	7575693
						06/02/03	Assisting with preparation in connection with meeting of Committee and Company at Davis Polk & Wardwell.	2.00	750.00	7575687
						06/02/03	Review of correspondence with Committee re: executory contracts.	0.50	187.50	7575691
			ZIV, ALON	35	ASSOCIATE	06/02/03	Review TOPRS' statement in support of the case.	0.60	225.00	7605135
			MADON, MEREDITH	57	SUMMER ASSOC	06/02/03	Reviewed research re: board term provisions.	0.60	132.00	7556751
			MELMANI, VIVAK	35	PARTNER	06/03/03	Review and revise statement in support of confirmation.	2.00	950.00	7605981
			STEINGART, BONNIE K.	35	PARTNER	06/03/03	Review Debtors confirmation papers.	0.50	237.50	7605982
						06/03/03	Attend meeting at K&S regarding prep for confirmation.	3.50	2,362.50	7554784
						06/03/03	Review material prepared by DPW re: confirmation.	1.50	1,012.50	7554785
						06/03/03	Review debtor motion regarding objection to Jenner & Block memo and review memo (.8?); telephone call with J. Hartman (K&S) re: same (.7).	1.50	1,012.50	7554786
						06/03/03	Review deposition testimony designated for trial.	2.30	1,552.50	7554787
			RESNICK, ALAN	35	COUNSEL	06/03/03	Review exhibits designated by TOPRS.	1.80	1,215.00	7554788
						06/03/03	Reviewed portion of Debtor's brief in support of confirmation.	0.50	362.50	7561134
			PREIFFER, BRIAN D	35	ASSOCIATE	06/03/03	Draft statement in support of confirmation.	4.30	1,698.50	7600360
						06/03/03	Review brief in support of confirmation.	0.60	237.00	7600362

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

alp 112: Matter Detail (babecan/183235)
Run Date & Time: 09/17/03 14:45:16

Fried, Frank, Harris, Shriver & Jacobson
Work Date From: 06/01/03 Thru: 06/30/03

Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT
Billing Prc: BRAD E. SCHEISSER
Responsible Prc: BRAD E. SCHEISSER
Performa: 1922997
Status: B
{00197}

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

PICRIK, EVAN 10 ASSOCIATE 06/03/03 Phone call re: various corporate documents. 0.30 115.50 7554349
PREIS, ARIK 35 ASSOCIATE 06/03/03 Attendance at meeting with Kirkland & Ellis, 3.00 1,125.00 7575694
FF, Mayer Brown and Davis Polk & Wardwell re:
Confirmation Hearing.

06/03/03 Preparation for Confirmation Hearing meeting. 0.80 300.00 7575695
06/03/03 Review of materials drafted by Davis Polk & 1.00 375.00 7575696
Wardwell re: Confirmation Hearing.

06/03/03 Review and comment on Debtors' draft response 4.00 1,500.00 7575697
to confirmation objections.
06/03/03 Review of open issues with V. Melvani re: Plan 0.60 225.00 7575699
Confirmation.

06/03/03 Review Debtor's motion re: Jenner & Block 1.00 275.00 7554308
memo; draft, review and revise summary re:
same.

06/03/03 Review Debtor's draft response to Plan 0.40 110.00 7554309
objections.
06/03/03 Reviewing Debtor's motion to strike Topco's 0.50 187.50 7605142
objection concerning Regulation U matters.

06/03/03 Reviewing K&B brief in support of confirmation. 0.90 337.50 7605143
06/03/03 Researched the legislative history and the case 2.00 440.00 7620715
law surrounding Section 1123 (a) (7) of the
bankruptcy code.

06/03/03 Research re: board term provisions. 1.10 242.00 7556756
06/03/03 Research re: board term provisions. 0.80 176.00 7556758
06/04/03 Review and analyze D&O loan transfer 1.70 1,147.50 7602836
information (1.0); review and analyze release
and underwriting language (.7).

06/04/03 Conf. call re warrants and preferred stock 0.80 380.00 7605995
w/Greenhill and HSHZ.
06/04/03 Calls (internal and w/K&B) re releases (.8); 1.10 522.50 7605996
prepare emails to committee re: same (.3).

06/04/03 Call w/J. Hart (Angelo Gordon) re plan 0.30 142.50 7605997
provision.

06/04/03 T/c w/Kirkland and Scheiler re releases. 0.30 142.50 7605998
06/04/03 Draft pleading re: confirmation. 2.00 950.00 7605999
06/04/03 Review Debtors' Brief in support of 1.30 617.50 7606000
confirmation and prepare comments re: same.

06/04/03 Telephone call with K&B, D&W and advisors 1.30 877.50 7558955
regarding prep for confirmation.
06/04/03 Review draft brief on confirmation (2.8); 3.50 2,162.50 7558956
telephone call with Mayer Brown, Davis Polk re:
same (.7).

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

alp 132: Matter Detail (babstam/183235)
Run Date & Time: 09/17/03 14:45:17

Friedl, Frank, Harris, Shriver & Jacobson
Work Date From : 06/01/03 Thru : 06/30/03

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Client: 010792 COMMITTEE CONS CREDITORS Billing Pct : BRAD E. SCHERER
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT Responsible Pct: BRAD E. SCHERER
Performa: 1922997
Status: B {06397}

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

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
STEINGART, BONNIE K.	35	PARTNER	06/04/03	Review Bank of America motion regarding TOPS equitable subordinated plan. (.4).	1.10	742.50	7558958
			06/04/03	Telephone call with B. Kammetzky (DP&W) regarding indemnification issue (.3); review proposed changes to plan (.8).	1.10	742.50	7558961
			06/04/03	Review and revise statement by Official Committee in support of confirmation. Confirmation brief.	1.30	877.50	7558962
			06/04/03	Conference call with DPW regarding Debtors' confirmation brief.	0.80	540.00	7558963
			06/04/03	Telephone call with J. Hart (Angelo Gordon) re: releases.	0.20	79.00	7600365
PRIFER, BRIAN D	35	ASSOCIATE	06/04/03	Conference call with co-counsel re: statement in support of confirmation and Debtors' response to objections.	0.40	158.00	7600366
			06/04/03	Meet with V. Melwani and A. Preis re: plan confirmation issues and releases.	0.50	237.00	7600367
			06/04/03	Draft email to committee re: releases.	0.40	158.00	7600368
			06/04/03	Draft statement in support of confirmation.	4.90	1,935.50	7600370
			06/04/03	Conference call with B. Scheler, J. Sprayregen (K&E) and V. Melwani re: releases.	0.30	118.50	7600371
			06/04/03	Meeting with B. Scheler and V. Melwani re: releases and plan issues.	0.50	237.00	7600372
			06/04/03	Review draft response to objections to plan.	1.10	434.50	7600373
PILCHIK, EVAN	10	ASSOCIATE	06/04/03	Meeting with K. Madon re: plan provisions research.	0.30	115.50	7554354
PREIS, MEIK	35	ASSOCIATE	06/04/03	Conference call with internal team re: response to plan objections.	0.50	187.50	7608964
			06/04/03	Conference call with Kirkland & Ellis re: release provisions.	0.50	187.50	7608967
			06/04/03	Review of draft D&O Loan Transfer Agreement.	0.80	300.00	7606970
ZIV, ALON	35	ASSOCIATE	06/04/03	Reviewing CMC objections memo.	0.50	225.00	7605158
CHOI, CHRISTINA Y.	35	PARALEGAL	06/04/03	Attend to binder re: Objections to Finance Company Debtors Disclosure Statement and Joint Plan as per A. Schouder.	2.30	322.00	7563928
MADON, MEREDITH	57	SUMNER ASSOC	06/04/03	Continued research re: plan provisions (.7). Conf. with Evan Pilchik to discuss progress (.3).	1.00	220.00	7724502
PIERO, DANIEL	10	MISC	06/04/03	Research re: comparable plan of reorganization provisions.	0.40	82.00	7567991

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

alp 133: Matter Detail (babscan/182235)
Run Date & Time: 09/17/03 14:45:17

Fried, Frank, Harris, Shriver & Jacobson
Work Date From : 06/01/03 Thru : 06/30/03

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

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

Performance: 1922997
Status: B

{00397}

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
MEHMANI, VIVEX	35	PARTNER	06/05/03	Revise committee's statement in support of confirmation (1.1); review Debtors' confirmation brief (.5); l/c w/Kirkland re brief (.5).	2.20	1,045.00	7606004
MEHMANI, VIVEX	35	PARTNER	06/05/03	Call w/SULTZ re Debtor's brief in support of confirmation.	0.80	380.00	7606005
MEHMANI, VIVEX	35	PARTNER	06/05/03	Call re formulas and distribution.	1.50	712.50	7606006
MEHMANI, VIVEX	35	PARTNER	06/05/03	Prepare comments on release language.	0.30	142.50	7606008
MEHMANI, VIVEX	35	PARTNER	06/05/03	Review and comment on loan transfer agt.	0.80	380.00	7606009
MEHMANI, VIVEX	35	PARTNER	06/05/03	Working travel to Chicago, including prep of confirmation brief and review cases.	4.80	3,240.00	7558964
MEHMANI, VIVEX	35	PARTNER	06/05/03	Meet with K&F re: confirmation.	1.50	1,012.50	7558965
MEHMANI, VIVEX	35	PARTNER	06/05/03	Working travel to New York from Chicago: continue work on confirmation brief and review JP Morgan objection.	4.80	3,240.00	7558967
HUGHES, KATIE	35	ASSOCIATE	06/05/03	Review D&D loan transfer agreement.	0.50	337.50	7558968
HUGHES, KATIE	35	ASSOCIATE	06/05/03	Review corr. from I. Walker (TOPRS) re: June 3 meeting w/ Committee and Debtors.	0.10	27.50	7560495
PFEIFFER, BRIAN D	35	ASSOCIATE	06/05/03	Conference call with Debtors re: response to objections to plan.	0.60	237.00	7600375
PFEIFFER, BRIAN D	35	ASSOCIATE	06/05/03	Review and revise statement in support of confirmation.	2.80	1,106.00	7600378
PFEIFFER, BRIAN D	35	ASSOCIATE	06/05/03	Conference call with financial advisors re: plan issues.	0.40	158.00	7600382
PFEIFFER, BRIAN D	35	ASSOCIATE	06/05/03	Meet with V. Melvani and A. Preis re: pleadings to be filed in connection with confirmation.	0.70	276.50	7600383
PILCHIK, EVAN	10	ASSOCIATE	06/05/03	Tel. conf. w/J. Hart (Angelo Gordon) re: comp. docs (.3); Conf. w/M. Madon re: plan research (.3); Review and analyze draft statement of committee in support of Plan (.5).	1.10	423.50	7554360
PREIS, ARIK	35	ASSOCIATE	06/05/03	Review of draft D&D loan Transfer Agreement.	1.00	375.00	7606973
PREIS, ARIK	35	ASSOCIATE	06/05/03	Call and correspondence with Kirkland & Ellis re: voting tabulation reports.	0.50	187.50	7606974
PREIS, ARIK	35	ASSOCIATE	06/05/03	Review of Debtors' response brief to Plan objections.	1.50	562.50	7606975
PREIS, ARIK	35	ASSOCIATE	06/05/03	Call with Kirkland & Ellis re: Debtors' response brief to Plan objections.	1.00	375.00	7606976
ZIV, ALON	35	ASSOCIATE	06/05/03	Review and prepare memo re: Aid motion, exhibits and related materials.	3.90	1,462.50	7620729
MADON, MEREDITH	57	SUMMER ASSOC	06/05/03	Conf. with Evan Pilchik, discussed research re: corporate document provisions.	0.30	66.00	7556770
MADON, MEREDITH	57	SUMMER ASSOC	06/05/03	Researched 211c relation to plan.	1.40	308.00	7556776

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

alp_132: Matter Detail (Dabstam/183235)
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Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSES STATEMENT

Billing Prc : BRAD E. SCHRIER
Responsible Prc: BRAD E. SCHRIER
Proforna: 1922997
Status: B (00397)

U M B I L I S D	T I M E	D E T A I L	Employee Name	Dept	Position	Work Date Description	Hours	Amount	Index Number
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WEINTRAUB, MICHAEL S.	10	MISC				06/03/03 Research re: board of directors of CINC, Incorporated.	0.80	136.00	7598347
MELNANT, VIVEX	35	PARTNER				06/06/03 Various calls and emails re release issues.	1.00	475.00	7606014
						06/06/03 T/c w/KAE re comments to Debtors' brief in support of confirmation.	0.80	380.00	7606015
						06/06/03 Review Appaloosa objection.	0.40	190.00	7606017
						06/06/03 T/c w/J. Hart (Angelo Gordon) re plan and releases.	0.40	190.00	7606019

SCHRIER, BRAD E.	35	PARTNER				06/06/03 Various tele. confs. re: open confirmation issues.	1.00	700.00	7669946
STEINGART, BONNIE K.	35	PARTNER				06/06/03 Review Debtors revised confirmation brief and cases cited therein (3.1) ; telephone call with J. Hartmann (KAE) re: same (.7).	3.80	2,565.00	7558970

PFEIFFER, BRIAN D	35	ASSOCIATE				06/06/03 Review voting results.	0.50	337.50	7558972
						06/06/03 Review draft Deo settlement language.	0.80	540.00	7558973
						06/06/03 Telephone call with J. Hart (Angelo Gordon) and V. Melnant re: release issues.	0.20	79.00	7600385
						06/06/03 Draft memo re: open plan issues.	2.00	790.00	7600390
						06/06/03 Telephone calls with E. Pilchik re: corporate documents.	0.20	79.00	7600391

PILCHIK, EVAN	10	ASSOCIATE				06/06/03 Conference call with co-counsel and Kirkland & Ellis re: releases.	0.40	158.00	7600392
						06/06/03 Meet with V. Melnant re: release stipulation.	0.40	158.00	7600393
						06/06/03 Conf. w/M. Madon re: plan research (.5) ; phone call w/G. Burke (KAE) re: corp. docs (.6).	1.10	423.50	7585933

PREIS, ARIK	35	ASSOCIATE				06/06/03 Conference call and review of correspondence with Kirkland & Ellis re: proposed releases.	1.00	375.00	7606981
ZIV, ALON	35	ASSOCIATE				06/06/03 Reviewing proposed rescission of the Deo issues including releases, indemnities and exculpation.	0.70	262.50	7605170

MADON, MEREDITH	57	SUMNER ASSOC				06/06/03 Reviewing Appaloosa's objection to CMC plan.	0.60	225.00	7605171
						06/06/03 Research regarding Delaware code as relates to plan supplement documents (2.5) ; Met with Evan Pilchik to discuss (.5).	3.00	660.00	7556778

KAPLAN, BEYTA	10	MISC				06/06/03 Research regarding bylaws.	2.00	300.00	7556973
STEINHAFT, BONNIE K.	35	PARTNER				06/09/03 Review Debtors brief in support of confirmation.	1.30	877.50	7558976

PFEIFFER, BRIAN D	35	ASSOCIATE				06/09/03 Review memo re: open issues.	1.70	671.50	7600195
MELNANT, VIVEX	35	PARTNER				06/09/03 Conf. call w/Committee re: Deo releases.	1.00	475.00	7603125
						06/09/03 Call w/Sally (KAE) re various open issues.	0.90	427.50	7603127
						06/09/03 Review potential plan modifications.	0.60	285.00	7603129
						06/09/03 Review warrant analysis.	1.50	712.50	7603130

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Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT
Billing Prc : BRAD E. SCHEISER
Responsible Prc: BRAD E. SCHEISER

Profoma: 1922997
Status: B
(08197)

U N B I L L B D	T I M E	D E T A I L	Employer Name	Dept	Position	Work Date Description	Hours	Amount	Index Number
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BECKER, BRAD E.	35	PARTNER				06/09/03 T/C w/D. Bernstein (DPW) re confirmation litigation.	0.30	142.50	7603134
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STEINMART, BONNIE K.	35	PARTNER				06/09/03 Tele. confs. with D. Tepper (Appelcoast), J. Sprayregen (K&J) re: D&O issues and releases.	3.00	2,100.00	7598019
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PREIFER, BRIAN D.	35	ASSOCIATE				06/09/03 Conference call regarding D&O issues with committee.	1.30	877.50	7558978
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						06/09/03 Review D&O transfer agreement changes.	0.80	540.00	7558981
						06/09/03 Review and analysis re: warrants.	1.00	395.00	7600397
						06/09/03 Telephone calls with V. Melwani and D. Trucano (HMS) re: warrant analysis.	1.00	395.00	7600400
						06/09/03 Committee conference call re: releases.	0.60	237.00	7600403
						06/09/03 Telephone call with V. Melwani and J. Hart (Angelo Gordon) re: plan issues.	0.30	118.50	7600404
						06/09/03 Telephone calls with V. Melwani and A. Sariny (K&J) re: releases, settlements, and plan issues.	0.80	315.00	7600405
						06/09/03 Meeting with B. Scheler, V. Melwani, A. Preis re: plan issues, releases, and TOPS litigation.	1.30	513.50	7600406

PREIS, ARIK	35	ASSOCIATE				06/09/03 Conference call re: releases with Committee and Professionals.	1.00	375.00	7573706
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MADON, MEREDITH	57	SUMMER ASSOC				06/09/03 Calls with Kirland & Bills and Turner & Stock re: trial exhibits for Confirmation Hearing.	0.50	187.50	7575710
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MEINWANI, VIVEK	35	PARTNER				Continued research and analysis comparing the bankruptcy code with section 211 (2.0). Conf. w/Evan Pilchik re: same (.5).	2.50	550.00	7601051
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						06/10/03 Calls w/committee members re: release issues.	0.50	285.00	7606028
						06/10/03 Review warrants and analysis thereof.	1.30	617.50	7606030
						06/10/03 Review bank documents and drafts of ancillary documents.	2.00	950.00	7606031

STEINMART, BONNIE K.	35	PARTNER				06/10/03 Review Bank of America statement in support of confirmation (1.0); telephone call with DPW re: same (.5).	1.50	1,012.50	7558986
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						06/10/03 Review credit agreement drafts and amended exhibits to plan; telephone call with S. G111 (DPW) re: same.	1.10	742.50	7558987
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						06/10/03 Review SBC objection and US Trustee objection regarding releases (2.9); telephone call with T. Kirliakov (Mayer Brown) re: same (.4).	3.30	2,227.50	7558988
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PREIFER, BRIAN D.	35	ASSOCIATE				06/10/03 Review and analysis re: warrants.	0.90	355.50	7600415
						06/10/03 Meet with V. Melwani and A. Preis re: open issues memo.	0.40	158.00	7600421

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

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

ProfOrms: 1922997
Status: B

{00397}

U M B I L L E D	T I M E	D E P T A I L	Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
			PILCHIK, EVAN	10	ASSOCIATE	06/10/03	Research re: registration rights agmt provisions.	0.40	154.00	7585958
			PREIS, ARIK	35	ASSOCIATE	06/10/03	Review of correspondence with Kirland & Ellis re: management escrow agreements.	0.50	187.50	7606983
			ZIV, ALON	35	ASSOCIATE	06/10/03	Reviewing drafts of exhibits to the credit agreement.	0.60	225.00	7605182
			FALON, PAUL H.	10	PARTNER	06/10/03	Reviewing Toprs objections to Debtors motion to extend time to solicit votes.	0.50	187.50	7605183
			MELWANI, VIVEK	35	PARTNER	06/11/03	Review Conseco, TDI briefs in support of Reorganization Plan and other documents filed with Bankruptcy Court.	2.20	1,375.00	7563223
						06/11/03	Review TDI pleading.	0.40	190.00	7606036
						06/11/03	Emails re employee escrow account.	0.40	190.00	7606037
						06/11/03	Revise D&O loan transfer agreement.	0.60	285.00	7606038
						06/11/03	Calls w/Scheler and Pfeiffer w/committee & Kirland re releases.	1.50	712.50	7606039
						06/11/03	T/c w/Tepper (Appaloosa) re Plan.	0.40	190.00	7606040
						06/11/03	T/c w/Mayer Brown re releases.	0.50	237.50	7606041
						06/11/03	Analyze open plan issues on behalf of committee including releases and TOPrs.	3.00	2,100.00	7598030
						06/11/03	Review TOPrs objection to period of exclusivity (.3): prep for hearing (1.0).	1.30	877.50	7592224
						06/11/03	Meeting with Scheler re: releases (1.0): telephone call with T. Kirilakos (Mayer Brown) re: release and indemnification (.9).	1.90	1,282.50	7592225
						06/11/03	Conference call with court regarding debtors motions and TOPrs objection.	0.50	337.50	7592227
						06/11/03	Review and revise committee statement in support of confirmation.	0.80	540.00	7592230
						06/11/03	prep for confirmation hearing including review exhibits, depositions and documents.	2.80	1,890.00	7592231
						06/11/03	Review emails re: claims v. DeOs.	0.30	96.00	7604198
						06/11/03	Review warrant analysis.	0.50	197.50	7604227
						06/11/03	Review statement in support of confirmation.	0.30	118.50	7604228
						06/11/03	Telephone calls with Houlahan re: AM Best issues and warrants.	1.20	474.00	7604229
						06/11/03	Correspondence with V. Vaughan (DPW) re: TOPRS exhibits.	0.20	79.80	7604230
						06/11/03	Meet with V. Melwani and B. Scheler re: releases (1.2): telephone calls with J. Spragens re: same (.3).	1.50	592.50	7604231
						06/11/03	Review pleading to be filed by TDI.	0.20	79.00	7604232

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

Billing Prc : BRAD E. SCHELLER
Responsible Prc: BRAD E. SCHELLER

Performa: 1922997
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

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PEREIRA, BRIAN D	35	ASSOCIATE	06/11/03	Calls with V. Melwani and J. Hart (Angelo Gordon), D. Tepper (Appalooosa) re: releases, TORP's, tax issues.	1.20	474.00	7600433
			06/11/03	Review Mayer Brown memo re: release issues.	0.60	237.00	7600434
			06/11/03	Meet with A. Preis re: confirmation hearing prep.	0.40	158.00	7600435
			06/11/03	Review executory contract issues (.8); draft e-mail to Kirkland & Ellis re: same (.4).	1.20	474.00	7600436
			06/11/03	Draft email to B. Scheeler re: release memo.	0.40	158.00	7600437
			06/11/03	Review of pleadings re: plan.	1.00	375.00	7606988
			06/12/03	Review Conesco brief in support of Reorganization Plan, and other documents filed with Bankruptcy Court.	2.10	1,112.50	7563227
GOLAV, DAVID	10	PARTNER	06/12/03	Review refinancing options for preferred stock under the credit agreement and pfd. stock terms (1.0); call w/Vivek Melwani and David Tepper (Appalooosa) re: same (.5).	1.50	1,012.50	7602843
MEIWANI, VIVEK	35	PARTNER	06/12/03	Calls w/Kirkland and w/Mayer Brown re releases.	1.50	712.50	7606046
			06/12/03	Review Plan and provide Kirkland comments.	2.00	950.00	7606047
			06/12/03	Conf. with J. Sprayregen (K&E) and D. Tepper (Appalooosa) re: remaining open plan issues for confirmation.	3.00	2,100.00	7598036
SCHAEFER, BOB E.	35	PARTNER	06/12/03	Working travel from NY to Chicago: review transcripts; prep for hearing.	5.80	3,915.00	7592233
			06/12/03	Court hearing regarding pre trial exhibit.	1.30	877.50	7592234
			06/12/03	Review transcripts, TORP's briefs, objections, exhibit.	4.30	2,902.50	7592235
STEINMART, ROBERT K.	35	PARTNER	06/12/03	Obtain and review expert reports for confirmation hearing.	0.90	247.50	7561730
			06/12/03	Prepare materials to be used in Court during Confirmation Hearing.	3.10	992.00	7604202
BURGESS, KATIE	35	ASSOCIATE	06/12/03	Committee call re: releases.	0.50	197.50	7600440
MCCOYNESS, JOHN	35	ASSOCIATE	06/12/03	Meet with A. Preis re: letter to David Polk re: statement in support of confirmation.	0.30	118.50	7600442
PREIFTER, BRIAN D	35	ASSOCIATE	06/12/03	Conference calls with debtors, committee members re: releases.	0.80	316.00	7600446
			06/12/03	Meeting with B. Scheeler and V. Melwani re: release issues.	1.20	474.00	7600447
			06/12/03	Meetings with V. Melwani re: revise plan, releases, and tax issues.	1.10	434.50	7600454
PILCHIK, EVAN	10	ASSOCIATE	06/12/03	Review & revise registration rights agmt.	0.30	115.50	7605945
PREIS, ARTH	35	ASSOCIATE	06/12/03	Conference call with Committee re: various open issues.	1.00	375.00	7606989

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

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

Billing Fty : BRAD E. SCHELER
 Responsible Fty: BRAD E. SCHELER
 Proforma: 1928997
 Status: B

U N B I L L E D	T I M E	D E T A I L	Employer Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
			ZIV, ALON		ASSOCIATE	06/12/03	Retrieving and reviewing all expert reports filed in connection with the CMC Ch. 11 cases.	1.50	562.50	7605204
			FALON, PAUL H.		PARTNER	06/13/03	Review draft revised Reorganization Plan.	0.20	125.00	7563232
			MEIWMANI, VIVIK		PARTNER	06/13/03	Review and finalize statement in support of confirmation.	0.80	380.00	7603138
			SCHIELER, BRAD E.		PARTNER	06/13/03	Review revised Plan and comment thereon.	2.30	1,092.50	7603141
						06/13/03	Various calls re confirmation hearing w/ committee members.	0.40	190.00	7603142
						06/13/03	Confer w/J. Spryregan (KAE) re: Appaloosa vote.	1.00	700.00	7598039
						06/13/03	Meet with B. Pfeiffer & V. Meiwani re: confirmation hearing and open plan issues.	2.00	1,400.00	7598041
						06/13/03	Attend confirmation hearing.	6.30	4,252.50	7592237
						06/13/03	Non-working travel from Chicago to New York (5.8 hours billed at 1/2 time).	2.90	1,957.50	7592238
						06/13/03	Meeting with DFM/Mayer Brown to discuss confirmation issues.	1.50	1,012.50	7592239
						06/13/03	Review Plan changes and amendment.	1.10	742.50	7592240
						06/13/03	Non-working travel from Chicago to New York (5.8 hours billed at 1/2 time).	2.90	1,957.50	7620724
						06/13/03	Reviewed revisions to CMC plan.	0.10	217.50	7569700
						06/13/03	Review comments to CMC Plan.	0.20	64.00	7604204
						06/13/03	Teleconference with Confirmation Hearing.	2.60	832.00	7604205
						06/13/03	Email to A. Satby (KSE) re: plan timing issues.	0.10	39.50	7600456
						06/13/03	Review letter to David Polk re: statement in support of confirmation.	0.30	118.50	7600457
						06/13/03	Draft email to committee re: hearing.	0.20	79.00	7600458
						06/13/03	Participate in confirmation hearing.	0.50	197.50	7600460
						06/13/03	Meet with B. Schelker and V. Meiwani re: plan issues and confirmation hearing.	1.20	474.00	7600462
						06/13/03	Review and comment on plan.	2.20	869.00	7600464
						06/13/03	Draft email to debtors re: plan comments.	0.90	355.50	7600465
						06/13/03	Meet with V. Meiwani re: plan comments.	0.60	237.00	7600466
						06/13/03	Attendance at Consoco Confirmation Hearing in Chicago.	7.00	2,625.00	7575715
						06/13/03	Non-working travel to and from Chicago (8 hours billed at 1/2 time) in connection with confirmation hearing.	4.00	1,500.00	7575716
						06/13/03	Monitor confirmation hearing (telephonically).	3.10	852.50	7569832
						06/14/03	Review transcripts; prep for trial and hearing.	4.80	3,240.00	7592241
						06/14/03	Continue to review changes to CMC plan.	1.30	877.50	7592242

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

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

ProfForma: 1922997
Status: B

(00397)

U N B I L L E D	T I M E	D E T A I L	Dept	Position	Work Date Description	Hours	Amount	Index Number
STEINGART, BONNIE K.	35	PARTNER			06/15/03 Working travel to Chicago including review of exhibits.	5.80	3,915.00	7592243
PREIS, ARIK	35	ASSOCIATE			06/15/03 Prep for trial and plan objections.	4.30	2,962.50	7592244
					06/15/03 Nonworking travel to Chicago (4 hours billed at 1/2 time).	2.00	750.00	7575717
FALON, PAUL H.	10	PARTNER			06/16/03 Review TDI brief re: confirmation (.4). Review e-mail correspondence re: Appaloosa vote on plan, timing of sales and mergers and related tax issues (.2).	0.60	375.00	7587353
MEZMANI, VIVEX	35	PARTNER			06/16/03 Review and revise Plan	2.00	950.00	7606059
SCHERER, BRAD E.	35	PARTNER			06/16/03 Confer with B. Steingart re: Plan votes.	1.00	700.00	7670034
					06/16/03 Confer w/J. Sprayregen (KAB) re: plan issues.	0.50	350.00	7598847
STEINGART, BONNIE K.	35	PARTNER			06/16/03 Prep for hearing; review motions and objections.	2.30	1,552.50	7592245
					06/16/03 Attend confirmation hearing and trial.	4.80	3,240.00	7592246
					06/16/03 Meeting with B. Scheler re: discuss voting issues.	1.10	742.50	7592249
MCQUINNERS, JOHN	35	ASSOCIATE			06/16/03 Review summary of Confirmation Hearing by A. Preis.	0.30	96.00	7604205
PREIFFER, BRIAN D	35	ASSOCIATE			06/16/03 Review agenda for hearing.	0.20	79.00	7600469
					06/16/03 Emails to B. Steingart re: hearing update.	0.40	158.00	7600472
					06/16/03 Telephone call with A. Preis re: hearing.	0.20	79.00	7600476
					06/16/03 Telephone call with R. Kasteniet (KAB) re: plan.	0.10	39.50	7600477
					06/16/03 Review and comment on plan.	3.30	1,303.50	7600485
					06/16/03 Telephone call with A. Sathy (KAB) re: plan.	0.10	39.50	7600488
PILCHIK, EVAN	10	ASSOCIATE			06/16/03 Worked on reg. rights agreement (.7); reviewed new draft of preferred stock (1.0).	1.70	654.50	7585954
PREIS, ARIK	35	ASSOCIATE			06/16/03 Attendance at Consoco Confirmation Hearing in Chicago.	5.00	1,875.00	7575718
SCHOUDDER, ANDREW	35	ASSOCIATE			06/16/03 Non-working travel from New York to Chicago re: Confirmation Hearing (4 hours billed at 1/2 time).	2.00	550.00	7568544
ZIV, ALON	35	ASSOCIATE			06/16/03 Attend Confirmation Hearing.	4.70	1,292.50	7568545
OSBERN, CRAIG	10	PARALEGAL			06/16/03 Reviewing summary of confirmation hearing.	0.60	225.00	7605215
					06/16/03 Revise and compare Certificate of Designation and Credit Agreement definitions.	11.50	2,342.50	7584626
GOLAY, DAVID	10	PARTNER			06/17/03 Met w/Bryan Pilchik re: revised preferred stock terms (.8); reviewing same (1.1).	1.90	1,282.50	7602851
MEZMANI, VIVEX	35	PARTNER			06/17/03 Review plan (1.0); t/c w/Kirkland re third amended plan (.5).	1.50	712.50	7606057
SCHERER, BRAD E.	35	PARTNER			06/17/03 Confer w/J. Sprayregen (KAB) re: open plan issues.	1.00	700.00	7598051

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Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

alp_133: Matter Detail (Babera/181215)
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Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Profonna: 192397
SCATOR: B (00197)

U N B I L I T Y T I M S D E T A I L
Employee Name Dept Position Work Date Description Hours Amount Index Number

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
STEINMART, BONNIE K.	35	PARTNER	06/17/03	Attend confirmation trial.	4.80	3,240.00	7592251
RESNICK, ALAN	35	COUNSEL	06/17/03	T/C w/Brian Pfeiffer re: plan provisions dealing with Newco becoming subsidiary of Oldco and distribution of equity bondholders.	0.40	290.00	7569206
HUBER, KATIE	35	ASSOCIATE	06/17/03	Non-working travel to Chicago from NY to attend confirmation hearing (4.2 hours, billed at 1/2 time).	2.10	577.50	7574336
			06/17/03	Attend CMC and CPC Confirmation hearings and review Texas Dept. of Inv. Statement in Support of Plan confirmation.	8.00	2,200.00	7574337
			06/17/03	Non-working travel to NY from Chicago to attend confirmation hearings (4.0 hours, billed at 1/2 time).	2.00	550.00	7574338
MCQUINNNESS, JOHN	35	ASSOCIATE	06/17/03	Review materials in preparation for Confirmation Hearing.	3.10	992.00	7604210
PEIFFER, BRIAN D	35	ASSOCIATE	06/17/03	Review summary of Hearing from A. Preis.	0.20	64.00	7604211
			06/17/03	Telephone call with C. Lambrianakos (Kelly Dye) re: plan issues.	0.20	79.00	7600495
			06/17/03	Review and comment on CMC plan.	1.10	434.50	7600497
			06/17/03	Telephone call with A. Resnick re: Plan Issues.	0.30	118.50	7600498
			06/17/03	Telephone call with Kirkland & Ellis re: CMC plan structure issues.	0.30	118.50	7600501
			06/17/03	Telephone call with V. Melwand and J. Hart (Angelo Gordon) re: plan issues.	0.30	118.50	7600505
PITCHIK, EVAN	10	ASSOCIATE	06/17/03	Review new draft of preferred stock (.5); discussed w/D. Goley and K&E (.8).	1.30	500.50	7585957
PREIS, ARIK	35	ASSOCIATE	06/17/03	Attendance at Conesco Confirmation Hearing in Chicago.	5.00	1,875.00	7575720
SCHOUIDER, ANDREW	35	ASSOCIATE	06/17/03	Review Third Amended Plan re: New CMC Common Stock.	0.60	165.00	7568547
ZIV, ALON	35	ASSOCIATE	06/17/03	Reviewing CMC and CPC plan.	2.30	862.50	7605217
GOLAY, DAVID	10	PARTNER	06/18/03	Review revised preferred stock.	1.20	810.00	7602852
MEUNANT, VIVIAN	35	PARTNER	06/18/03	Calls re: warranty.	0.40	190.00	7603145
			06/18/03	T/C w/Committee members re valuation.	0.30	142.50	7603146
SCHLEIER, BRAD E.	35	PARTNER	06/18/03	Review of confirmation issues with J. Spryregan (K&E) (1.5); various calls with members of committee (1.5).	3.00	2,100.00	7598059
STEINMART, BONNIE K.	35	PARTNER	06/18/03	Attend confirmation trial.	4.80	3,240.00	7592256
			06/18/03	Review exhibit documents (1.0); prep for continued trial (1.5); meeting with A. Huber, J. Hartmann (K&E) (.8).	3.30	2,227.50	7592258
MCQUINNNESS, JOHN	35	ASSOCIATE	06/18/03	Attend Confirmation Hearing.	7.20	2,304.00	7604217

Client: 030792 COMMITTEE CONS CREDITORS
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Work Date From : 06/01/03 Thru : 06/30/03

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

Billing Pct : BRAD E. SCHEIER
Responsible Pct: BRAD E. SCHEIER

Profenna: 1922997
Status: B

(00397)

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

Work Date Description

Hours

Amount

Index Number

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PFEIFFER, BRIAN D		ASSOCIATE	06/18/03	Working travel to NY: review notes from hearing.	4.20	1,344.00	7604218
			06/18/03	Telephone calls with A. Preis re: hearing update.	0.40	156.00	7600509
			06/18/03	Revise email to committee re: hearing update.	1.00	395.00	7600510
			06/18/03	Draft email to company re: indemnification claims.	0.20	79.00	7600514
			06/18/03	Telephone call with J. Anderson (DREW) re: plan comments.	0.30	118.50	7600522
			06/18/03	Worked on Registration Rights Agreement.	0.50	192.50	7585959
			06/18/03	Attendance at Consco Confirmation Hearing in Chicago.	5.00	1,875.00	7575722
SCHOUDER, ANDREW		ASSOCIATE	06/18/03	Draft email to team re: Confirmation Hearing.	0.30	82.50	7568550
ZIV, ALON		ASSOCIATE	06/18/03	Review summary of yesterday's hearing.	0.60	225.00	7605221
MEHMANI, VIVEX		PARTNER	06/19/03	T/C re plan comments.	0.40	160.00	7603154
			06/19/03	Internal conf. re NOL testimony.	0.30	142.50	7603155
			06/19/03	Attend confirmation hearing.	3.80	2,565.00	7592260
			06/19/03	Review exhibits, deposition transcripts in prep for Friday hearing (2.8): meeting with A. Huber, J. Hartman (K&E) re: same (7).	3.50	2,362.50	7592262
HUGHES, KATIE		ASSOCIATE	06/19/03	Review email memo from A. Preis re: June 18 Confirmation hearings.	0.30	92.50	7574346
MCCUNNESS, JOHN		ASSOCIATE	06/19/03	Draft summary of notes from Confirmation Hearing.	1.60	512.00	7604220
PFEIFFER, BRIAN D		ASSOCIATE	06/19/03	Revise letter to David Polk re: statement in support of confirmation classification.	0.30	118.50	7600526
SCHOUDER, ANDREW		ASSOCIATE	06/19/03	Revise and revise letter re: statement by BofA and Jpmorgan Chase.	1.80	495.00	7591209
ZIV, ALON		ASSOCIATE	06/19/03	Reviewing summary of hearing.	0.60	225.00	7605226
GOLAY, DAVID		PARTNER	06/20/03	Review email updates on status of confirmation hearings.	1.00	675.00	7602859
MEHMANI, VIVEX		PARTNER	06/20/03	T/C w/Tepper (Appaloosa) re Plan and confirmation hearing.	0.60	285.00	7601165
SCHERER, BRAD E.		PARTNER	06/20/03	Tele. conf. with various committee members re: senior executive compensation and confirmation hearings.	1.00	700.00	7598070
			06/20/03	Tele. conf. with J. Sprayegan (K&E) re: open plan issues.	1.00	700.00	7670039
STEINMANT, BONNIE K.		PARTNER	06/20/03	Working travel to New York from Chicago: review motions and related documents.	4.80	3,240.00	7592264
			06/20/03	Attend confirmation trial.	6.80	4,590.00	7592265
MCCUNNESS, JOHN		ASSOCIATE	06/20/03	Review Third Amended Plan.	1.80	576.00	7604226

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

Client: 030792 COMMITTEE CONS CREDITORS
 Billing Pct : BRAD E. SCHELER
 Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT
 Responsible Pct: BRAD E. SCHELER
 U N B I L I E D T I M E D E T A I L
 Employee Name Dept Position Work Date Description Hours Amount Index Number
 Profirma: 1922997 (00397)
 Status: B

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PREIFER, BRIAN D		ASSOCIATE	06/20/03	Telephone calls with V. Melwani and A. Sachy (K&B) re: CPC and CMC plan issues.	0.40	158.00	7600540
PREIS, ARIK		ASSOCIATE	06/20/03	Attendance at Consesco Confirmation Hearing in Chicago.	7.00	2,625.00	7575726
ZIV, ALON		ASSOCIATE	06/20/03	Non-working travel to NY from Chicago (4 hours billed at 1/2 time).	2.00	750.00	7575727
			06/20/03	Non-working travel from NY to Consesco's Confirmation hearing in Chicago (5.0 hours, billed at 1/2 time).	2.50	937.50	7605229
			06/20/03	Attending the confirmation hearing.	9.20	3,450.00	7605230
			06/22/03	Non-working travel back from Chicago to NY (5.0 hours, billed at 1/2 time).	2.50	937.50	7605231
GOLAY, DAVID		PARTNER	06/23/03	Call w/Evan Pilchik re: reg. rights issues; review same.	0.50	337.50	7602860
MELWANI, VIVEX		PARTNER	06/23/03	T/C w/Tepper (Appaloosa) re open issues.	0.40	190.00	7606074
			06/23/03	Call and emails re vote change.	0.90	427.50	7606075
			06/23/03	Review corporate documents.	0.80	380.00	7606076
STEINGART, BONNIE K.		PARTNER	06/23/03	Review hearing transcripts (1.0); telephone call with J. Hartmann (K&B) re: same (1.5).	1.50	1,012.50	7592269
HUSHES, KATIE		ASSOCIATE	06/23/03	Research re: subordination agreement provisions (1.4); Conf. w/ A. Preis and B. Pfeiffer re: same (5.5).	5.90	1,622.50	7583432
MCQUINN, JOHN		ASSOCIATE	06/23/03	Review summary of Confirmation Hearing.	0.30	96.00	7604328
PREIFER, BRIAN D		ASSOCIATE	06/23/03	Telephone call with E. Pilchik re: by-laws.	0.10	39.50	7600544
			06/23/03	Telephone call with D. Tepper (Appaloosa) and V. Melwani re: TOPS Litigation strategy.	0.40	158.00	7600546
PILCHIK, EVAN		ASSOCIATE	06/23/03	Consco Confirmation Hearings: review of exhibits and other open issues from hearing.	0.20	77.00	7605964
PREIS, ARIK		ASSOCIATE	06/23/03	Worked on Registration Rights Agreement.	1.50	562.50	7575729
GOLAY, DAVID		PARTNER	06/25/03	Call w/Evan Pilchik and Tom Atchberry (First Pacific) re: bylaw provisions on D&O loans.	0.20	135.00	7602863
MELWANI, VIVEX		PARTNER	06/25/03	T/C w/SACHY (K&B) re comment to Plan.	0.30	142.50	7606082
SCHRIER, BRAD E.		PARTNER	06/25/03	Confier w/T. Spreyregan (K&B) re: issues in connection with confirmation.	1.50	1,050.00	7598082
			06/25/03	Calls with clients in connection with confirmation and open issues.	1.50	1,050.00	7598085
STEINGART, BONNIE K.		PARTNER	06/25/03	Telephone call with J. Hartman (K&B) regarding hearing.	0.80	540.00	7592275
PREIFER, BRIAN D		ASSOCIATE	06/25/03	Meet with A. Preis re: plan comments.	0.20	79.00	7600552
			06/25/03	Review Davie Polk comments to plan.	0.10	39.50	7600553
			06/25/03	Telephone call with J. Anderson (DP&W) re: plan comments.	0.10	39.50	7600554
			06/25/03	Draft email to First Pacific re: vote change.	0.20	79.00	7600555

a/p_132; Matter Detail (Dabestan/183235)
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Client: 030792 COMMITTEE CONS CREDITORS
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Billing Prc : BRAD E. SCHLEIER
Responsible Pct: BRAD E. SCHLEIER
Profforma: 1922997
Status: B

U R 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
PREIFFER, BRIAN D	35	ASSOCIATE	06/25/03	Telephone call with T. Atteberry (Plrat Pacific) re: plan vote.	0.30	118.50	7600558
PREIFFER, BRIAN D	35	ASSOCIATE	06/25/03	E-mails to C. Lamberianka (Kelly Drye) re: plan vote.	0.30	118.50	7600559
PITCHIK, EVAN	10	ASSOCIATE	06/25/03	Phone call to D. Timmer (KRX) re: bylaw provision re loans	0.10	38.50	7585967
PREIS, ARIK	35	ASSOCIATE	06/25/03	Phone call to T. Atteberry (Plrat Pacific) re bylaw provision re loans	0.20	77.00	7585968
MELWANI, VIYEK	35	PARTNER	06/25/03	Review and comment on third amended plan.	1.30	487.50	7575736
SCHLEIER, BRAD E.	35	PARTNER	06/26/03	Calls re vote change.	0.60	285.00	7606088
PREIS, ARIK	35	ASSOCIATE	06/26/03	Calls re: TOPS.	0.90	427.50	7606089
PREIS, ARIK	35	ASSOCIATE	06/26/03	Calls with members of the committee (1.0); review of pleadings in connection with confirmation and objections related thereto (2.0); confer with B. Steingart, V. Melwani & A. Preis re: open plan issues (1.5).	3.50	2,450.00	7598092
STEINGART, BONNIE K.	35	PARTNER	06/26/03	Meeting with B. Scheler and V. Melwani re: plan open issues.	0.80	540.00	7592279
PREIFFER, BRIAN D	35	ASSOCIATE	06/26/03	Review plan revisions (0.8); telephone call with A. Huber (KRX) re: same (0.7).	1.50	1,012.50	7592280
PREIFFER, BRIAN D	35	ASSOCIATE	06/26/03	Comment on plan.	2.10	829.50	7600573
PREIS, ARIK	35	ASSOCIATE	06/26/03	Meet with A. Preis re: plan comments.	0.40	158.00	7600577
PREIS, ARIK	35	ASSOCIATE	06/26/03	Telephone call with T. Atteberry (Plrat Pacific) re: voice change, related email.	0.30	118.50	7600579
PREIS, ARIK	35	ASSOCIATE	06/26/03	Meeting with B. Scheler, V. Melwani and B. Steingart re: plan negotiations and related issues.	0.50	187.50	7575739
SCHOUDDER, ANDREW	35	ASSOCIATE	06/26/03	Various calls and correspondence with Davis Polk & Wardwell and Soulihan Lokey re: Confirmation Hearing trial.	1.50	562.50	7575743
MELWANI, VIYEK	35	PARTNER	06/26/03	Communications with Greenhill re: Confirmation Hearing.	0.40	110.00	7591211
STEINGART, BONNIE K.	35	PARTNER	06/27/03	Conf. call w/Houlihan and Greenhill re Confirmation hearing.	0.50	237.50	7606093
PREIFFER, BRIAN D	35	ASSOCIATE	06/27/03	Conf. call w/Houlihan and Greenhill re Confirmation hearing.	0.30	142.50	7606094
PREIS, ARIK	35	ASSOCIATE	06/27/03	Conference call with DPW/KRUIZ/Greenhill re: confirmation (1.5); review expert reports (2.0).	2.50	1,687.50	7592282
ZIV, ALON	35	ASSOCIATE	06/27/03	Review plan comments with V. Melwani.	0.30	118.50	7600588
STEINGART, BONNIE K.	35	PARTNER	06/27/03	Various calls with Kirkland and Committee members re: various open issues towards confirmation.	0.50	187.50	7582559
STEINGART, BONNIE K.	35	PARTNER	06/27/03	Reviewing comments to the plan.	0.90	337.50	7605238
STEINGART, BONNIE K.	35	PARTNER	06/28/03	Review trial transcripts.	2.80	1,090.00	7592285

Client: 030792 COMMITTEE CONS CREDITORS
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ALP 132: Matter Detail (Sabatani/101235)

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Client: 030792 COMMITTEE CONS CREDITORS

Billing Pct : BRAD E. SCHLESER
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT
Responsible Pct: BRAD E. SCHLESER

Professors: 1922987
Status: S

(00397)

UNBILLED TIME DETAIL

Employee Name Dept Position Work Date Description

Hours Amount Index Number

STEINGART, BONNIE K.	35	PARTNER	06/28/03	Review comments by committee to plan.	1.80	1,215.00	7592286
			06/29/03	Working travel to Chicago: review exhibits and depositions.	4.80	3,240.00	7592287
			06/29/03	Prep for hearing including review documents and objections.	2.30	1,552.50	7592288

PREIS, ARIK	35	ASSOCIATE	06/29/03	Reviewing pleadings in preparation for Confirmation Hearing.	1.50	562.50	7606996
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MELWANT, VIVAK	35	PARTNER	06/30/03	Conf. call re releases.	0.60	285.00	7606103
			06/30/03	Conf. call re class treatment.	0.50	237.50	7606104
			06/30/03	Attend trial regarding confirmation plan; hearing of omnibus motions.	6.80	4,590.00	7592289

PREIFFER, BRIAN D	35	ASSOCIATE	06/30/03	Review of plan amendments (.5); discussion with A. Huber (K&B) re: same (.8).	1.30	877.50	7592290
			06/30/03	Meet with V. Melwani re: TOPRS settlement proposal and tax issues.	0.50	197.50	7600595
			06/30/03	Prepare for and participate in Committee conference call with D&D subcommittee	0.50	197.50	7600601

			06/30/03	Telephone call with V. Melwani and A. Sathy (K&B) re: release language and plan comments	0.30	118.50	7600604
			06/30/03	Telephone call with V. Melwani and D. Trucano (K&B) re: settlement proposal and tax issues.	0.30	118.50	7600605

			06/30/03	Telephone calls with A. Preis re: confirmation hearing.	0.30	118.50	7600606
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PREIS, ARIK	35	ASSOCIATE	06/30/03	Attendance at OMC Confirmation Hearing.	4.00	1,500.00	7606997
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Total					538.60	264,571.00	
Matter Total					538.60	264,571.00	