

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

**FILED**  
UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS

SEP 1 6 2003  
KENNETH S. GARDNER, CLERK  
PS REP. - AR

<p><b>In re:</b></p> <p style="margin-left: 100px;"><b>CONSECO, INC. et al.,<sup>1</sup></b></p> <p style="margin-left: 150px;"><b>Debtors.</b></p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p><b>Chapter 11</b></p> <p><b>Case No. 02-B 49672</b> <b>(Jointly Administered)</b></p> <p><b>Honorable Carol A. Doyle</b></p> <p><b>Objection Deadline: October 8, 2003</b></p>
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**VERIFIED APPLICATION OF FRIED, FRANK, HARRIS, SHRIVER &  
JACOBSON, AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF THE HOLDING COMPANY DEBTORS,  
FOR INTERIM COMPENSATION FOR PROFESSIONAL SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES INCURRED  
DURING THE PERIOD FROM JULY 1, 2003 THROUGH JULY 31, 2003**

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

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

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 \$476,506.80, which represents 90% of the \$529,452.00 in services billed (the "Fees"), and (ii) reimbursement in the amount of \$57,520.83 for the actual and necessary expenses that FFHS&J incurred (the "Expenses"), in each case for the period from July 1, 2003 through July 31, 2003 (the "Seventh 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.<sup>2</sup>
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

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<sup>2</sup> 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 Cases<sup>3</sup>**

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.

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<sup>3</sup> 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 has submitted an application to this Court for interim compensation and expenses incurred in the month of June in the amount of \$596,996.45.

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 Seventh Monthly Fee Period are:

<b>Name of Professional Person</b>	<b>Position with the Applicant and Year</b>	<b>Department</b>	<b>Hourly Billing Rate<sup>4</sup></b>	<b>Total Billed Hours</b>	<b>Total Fees</b>
Brad Eric Scheler	Partner since 1984; Law School Class of 1977	Bankruptcy	\$700	70.50	\$49,350.00
Alan Resnick	Of Counsel since 1989; Law School Class of 1972	Bankruptcy	\$725	3.90	\$2,827.50
Bonnie K. Steingart	Partner since 1986; Law School Class of 1979	Bankruptcy/ Litigation	\$675	172.80	\$116,640.00
David Golay	Partner since 1986; Law School Class of 1977	Corporate	\$675	29.20	\$19,710.00
Donald Carleen	Partner since 1987; Law School Class of 1983	Executive Compensation & Employee Benefits	\$675	2.80	\$1,890.00
Jack L. Jacobson	Partner since 1989; Law School Class of 1982	Tax	\$675	16.80	\$11,340.00
Paul Falon	Partner since 1997; Law School Class of 1983	Corporate	\$625	12.50	\$7,812.50
Jonathan F. Lewis	Partner since 2002; Law School Class of 1994	Executive Compensation & Employee Benefits	\$565	12.10	\$6,836.50
Vivek Melwani	Associate; Law School Class of 1995	Bankruptcy	\$475	118.70	\$56,382.50
Brian D. Pfeiffer	Associate; Law School Class of 1999	Bankruptcy	\$395	129.60	\$51,192.00
Evan Pilchik	Associate; Law School Class of 1999	Corporate	\$385	15.20	\$5,852.00
Eli Weiss	Associate; Law School Class of 1999	Tax	\$385	57.40	\$22,099.00
Arik Preis	Associate; Law School Class of 2000	Bankruptcy	\$375	149.40	\$56,025.00
Alon Ziv	Associate; Law School Class of 2000 (LL.M.)	Bankruptcy	\$375	51.50	\$19,312.50
Sean Feller	Associate; Law School Class of 2000	Executive Compensation & Employee Benefits	\$365	4.30	\$1,569.50
John P. McGuinness	Associate; Law School Class of 2001	Bankruptcy	\$320	106.20	\$33,984.00
Adam Scoll	Associate; Law School Class of 2001	Executive Compensation & Employee Benefits	\$295	12.60	\$4,032.00
Katie Hughes	Associate; Law School Class of 2002	Bankruptcy	\$275	93.90	\$25,822.50
Andrew Schoulder	Associate; Law School Class of 2002	Bankruptcy	\$275	75.30	\$20,707.50

<sup>4</sup> In the normal course of business, FFHS&J revises its hourly rates from time to time.

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

<b>Name of Para-Professional Person</b>	<b>Position with the Applicant and Years of Experience</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Fees</b>
Daniel Ferro	Research Specialist and Acting Manager, 8 ½ years experience at FFHS&J, 5 years other experience	Corporate Resources	\$205	2.20	\$451.00
Warren Gordon	Manager, 26 years experience with FFHS&J	Library	\$205	0.10	\$20.50
Patricia Delia	Coordinator, 7 years experience with FFHS&J, 27 years other experience	Corporate	\$170	0.60	\$102.00
Gregory Tom	Paralegal, 4 years experience with FFHS&J (no longer at FFHS&J)	Corporate	\$150	1.00	\$150.00
Jeffrey Eigen	Paralegal, 4 ½ years experience with FFHS&J, 20 years other experience	Corporate	\$155	9.50	\$1,472.50
Pratibha Patel	Paralegal, 3 years experience with FFHS&J, 8 years other experience	Corporate	\$155	7.20	\$1,116.00
Joseph Cerullo	Research Analyst, 2 ½ years experience with FFHS&J, 1 year other experience	Corporate Resources	\$145	5.20	\$754.00
Jin Kim	Paralegal, 4 months experience with FFHS&J	Bankruptcy	\$145	1.70	\$246.50
Christina Choi	Paralegal, 11 months experience with FFIIS&J	Bankruptcy	\$140	74.00	\$10,360.00
Bill Bernthal	Paralegal, 7 years experience with FFHS&J, 7 years other experience	Executive Compensation & Employee Benefits	\$205	0.90	\$184.50
Mia Gonzalez	Paralegal, 6 months experience with FFIIS&J, 1 year other experience	Litigation	\$100	12.10	\$1,210.00

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 Seventh Monthly Fee Period.

#### Subject Matters

15. The professional services that FFHS&J rendered during the Seventh 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: \$25,936.00 Hours: 62.30)

This Subject Matter describes time spent in the negotiation, preparation and review of all key executive employment agreements and ancillary components thereto, including certain management incentive plans that formed part of the Plan. 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.

17. Matter 4: Tax Planning (Fees: \$37,796.50; Hours: 82.70)

This Subject Matter includes time spent reviewing, analyzing, discussing and researching tax issues related to the Debtors' restructuring, tax planning, 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, including the restructuring of CIHC as a life insurance company. Finally, this Subject Matter 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: 185,499.50;  
Hours: 399.90)

During the month of July, the confirmation hearing with regard to the Holding Company Debtors' Plan continued. The Confirmation was being objected to on a number of bases by the Official Committee of Trust Originated Preferred Securities (the "TOPrS Committee"). In that regard, this Subject Matter includes time spent working with the Holding Company Debtors with regard to the objections asserted by the TOPrS Committee, attending the trial and advising the Committee on its status and the issues therein. This Subject Matter also includes time spent reviewing and addressing the various pleadings, motions, statements, and briefs filed in these Chapter 11 Cases and with respect to the Confirmation Hearing.

This Subject Matter also includes time spent analyzing, reviewing, and negotiating any and all revisions and open issues with respect to the Plan. 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 filing certain pleadings in connection with the Plan. This Subject Matter includes time spent reviewing, analyzing, discussing, and negotiating the various documents that were filed as part of the Plan Supplement. Finally, this Subject Matter includes time spent reviewing and revising the proposed confirmation order.



19. Matter 6: CFC (Fees: \$14,048.50; Hours: 33.80)

This Subject Matter includes time spent reviewing the CFC Debtors' proposed confirmation order. This Subject Matter also includes time spent reviewing pleadings regarding CFC, and reviewing, analyzing, and discussing issues related thereto.

20. Matter 8: General Official Committee Matters (Fees: \$36,154.00; Hours: 77.20)

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. Finally, this Subject Matter describes time spent researching, preparing, revising and discussing general issues related to the Chapter 11 Cases that do not fall into the more specific categories set forth in this Application.

21. Matter 9: Litigation Matters (Fees: \$172,847.50; Hours: 428.10)

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. Finally, this Subject Matter also includes time spent negotiating and analyzing a settlement of the litigation amongst the Holding Company Debtors, the Committee and the TOPrS Committee, regarding the TOPrS Committee's claims.

22. Matter 10: Communications with Non-Committee Creditors  
(Fees: \$1,552.00; Hours: 4.40)

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: \$23,079.50; Hours: 57.20)

This Subject Matter includes time spent participating in weekly conference calls with respect to insurance subsidiary and regulatory issues with the Debtors and communications 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 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: \$32,538.50; Hours: 103.60)

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 Seventh Monthly Fee Period. All of these disbursements comprise the requested sum for FFHS&J's Expenses, totaling \$57,520.83. The following is a list of FFHS&J's Expenses, grouped by type of Expense:

Service Description	Total Expenses
Photocopying (@ \$0.12/page)	\$3,748.68
Outside Photocopying	\$1,146.74
Telecommunications:	
Telephone (Long Distance)	\$10,390.33
Telecopier (@ \$1.25/page)	\$526.40
Outside Messenger Services	\$256.63
Court Reporting	\$2,113.30
Computerized Research	\$18,096.80
Word Processing, Secretarial and Other Staff Services	\$1,388.17
Transportation for Late Night and Other Exigencies	\$4,532.06
Working Meals	\$1,558.55
Out of Town Expenses:	
Transportation (including Airfare) <sup>5</sup>	\$8,244.97
Meals, Lodging <sup>6</sup>	\$5,498.91
Other	\$19.29

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

<sup>5</sup> 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 \$7,546.08.

<sup>6</sup> 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 \$450.00.

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.

WHEREFORE, FFHS&J requests that it be allowed and paid interim compensation for its Fees and Expenses in the total amount of \$534,027.63 consisting of (a) \$476,506.80, which is 90% of the Fees for reasonable and necessary professional services rendered by FFHS&J in the amount of \$529,452.00, and (b) \$57,520.83 for actual and necessary Expenses incurred on behalf of the Committee. FFHS&J further requests that the total amount of \$534,027.63 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 APM w/ permission*

Bonnie Steingart  
Fried, Frank, Harris, Shriver & Jacobson (A Partnership  
Including Professional Corporations)  
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New York, NY 10004  
(212) 859-8000 (telephone)  
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Co-Counsel for the Official Committee of Unsecured  
Creditors of the Holding Company Debtors

446065

Number	Matter Name	Hours	Fees	Ancillary serv	Total Charges	Unapplied On Account
00003	EMPLOYMENT MATTERS	62.30	25,936.00	0.00	25,936.00	
00004	TAX PLANNING	82.70	37,796.50	0.00	37,796.50	
00005	PLAN OF REORGANIZATION/D	399.90	185,499.50	0.00	185,499.50	
00006	CFC	33.80	14,048.50	0.00	14,048.50	
00008	GENERAL OFFICIAL COMMIT	77.20	36,154.00	57,520.83	93,674.83	
00009	MISCELLANEOUS LITIGATION	428.10	172,847.50	0.00	172,847.50	
00010	CREDITOR COMMUNICATION	4.40	1,552.00	0.00	1,552.00	
00011	REGULATORY ISSUES	57.20	23,079.50	0.00	23,079.50	
00012	PER APPLICATIONS	103.60	32,538.50	0.00	32,538.50	
Client Total		1,249.20	529,452.00	57,520.83	586,972.83	



ALP\_133: Matter Detail (Babalan/183054)  
 Run Date & Time: 09/17/03 12:01:57  
 Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS  
 Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03  
 Billing Pct : BRAD E. SCHIELER  
 Responsible Pct: BRAD E. SCHIELER  
 Proforma: 1922772  
 Status: B  
 (00397)  
 PAGE 1

AGGREGATE RECEIVABLE (Reflects Payments As of 09/17/03 12:01:57)

Bill Dat	Thru Dat	Bill #	Hours	Cost	Disbursement Cost	Fee & OA	Billing Disbursement	Applied From OA	--- Collections --- Total	Balance Due
04/03/03	01/31/03	13040850	102.30	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	13070256	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		

UNBILLED TIME SUMMARY

Employee Name	Off Dp	Position	Oldest Entry	Latest Entry	Hours	Amount
CARLERN, DONALD	NY 26	PARTNER	07/02/03	07/16/03	2.80	1,890.00
SCHIELER, BRAD E.	NY 35	PARTNER	07/25/03	07/25/03	2.00	1,400.00
STEINMANT, BONNIE K.	NY 35	PARTNER	07/01/03	07/03/03	2.40	1,620.00
MELDAMI, VIVEX	NY 35	PARTNER	07/02/03	07/30/03	6.80	3,230.00
LEWIS, JOHANNAN F.	NY 26	PARTNER	07/02/03	07/31/03	12.10	6,836.50
PERLITER, BRIAN D	NY 35	ASSOCIATE	07/01/03	07/30/03	5.10	2,014.50
FILLER, SEAN	NY 26	ASSOCIATE	07/02/03	07/30/03	4.30	1,569.50
MCCORMICK, JOHN	NY 35	ASSOCIATE	07/02/03	07/24/03	4.70	1,504.00
SCOTT, ADAM	NY 26	ASSOCIATE	07/07/03	07/16/03	1.20	450.00
ZIV, ALON	NY 35	ASSOCIATE	07/03/03	07/28/03	1.20	450.00
BERNARD, BILL	NY 26	PARALEGAL	07/18/03	07/18/03	0.90	184.50
FERRIO, DANIEL	NY 10	MISC	07/14/03	07/14/03	2.20	451.00
CERULLO, JOSEPH	NY 10	MISC	07/15/03	07/15/03	5.20	754.00
Total:					62.30	25,936.00

Sub-Total Hours : 26.10 Partners;  
 Sub-Total Amount : 14,976.50 Partners;  
 0.00 Counselors;  
 27.90 Assoc's;  
 0.90 Paralegals;  
 7.40 Others  
 0.00 Counselors;  
 9,570.00 Assoc's;  
 184.50 Paralegals;  
 1,205.00 Others

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

a1P.132: Matter Detail (Labdan/183054)  
 Run Date & Time: 09/17/03 12:01:57

Fried, Frank, Harris, Shriver & Jacobson  
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Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

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

Profforma: 1922772  
 Status: B

(00197)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
STREINGART, BONNIE K.	35	PARTNER	07/01/03	Review Public agreement (.6); meet with A. Huber (K&S) (.5).	1.10	742.50	7619458
PREIFFER, BRIAN D.	35	ASSOCIATE	07/01/03	Review Wendt agreement issues	0.20	79.00	7666377
CARLSEN, DONALD	26	PARTNER	07/01/03	Email to Mayer Brown re: Wendt issues	0.10	39.50	7666378
LEWIS, JONATHAN F.	26	PARTNER	07/02/03	Review Equity Incentive Plan; Disc. with J. Lewis and S. Feller.	0.60	405.00	7613185
MEIWMANT, VIVEX	35	PARTNER	07/02/03	Disc. with D. Carleen & Kirkland & Ellis re: equity plan.	0.80	452.00	7611183
STREINGART, BONNIE K.	35	PARTNER	07/02/03	Attend to last director nominee and disclosure of directors.	0.60	285.00	7668200
FELLER, SEAN	26	ASSOCIATE	07/02/03	T/c and open issues re Wendt SRP and rejection motion.	0.80	380.00	7668201
MCDONNNESS, JOHN	35	ASSOCIATE	07/02/03	Hearing regarding Publict.	0.80	540.00	7619462
PREIFFER, BRIAN D.	35	ASSOCIATE	07/02/03	Call re: equity incentive plan with J. Lewis and J. Rowe.	0.20	73.00	7626160
MEIWMANT, VIVEX	35	PARTNER	07/02/03	Discuss equity incentive plan with J. Lewis and D. Carleen.	0.60	219.00	7626161
STREINGART, BONNIE K.	35	PARTNER	07/02/03	Correspondence re: equity incentive plan.	0.50	182.50	7618579
FELLER, SEAN	26	ASSOCIATE	07/02/03	Review Kirkland & Ellis draft equity incentive plan.	0.30	96.00	7608665
PREIFFER, BRIAN D.	35	ASSOCIATE	07/02/03	Review pleadings filed by insurance regulators and related email by P. Falon	0.60	237.00	7666362
MEIWMANT, VIVEX	35	PARTNER	07/02/03	Telephone calls with D. Carleen re: Equity Plan	0.30	118.50	7666391
STREINGART, BONNIE K.	35	PARTNER	07/03/03	Call re: equity plan issues (.5); Review email re: equity plan (.2); t/c w/Feller (.2).	0.90	427.50	7668213
FELLER, SEAN	26	ASSOCIATE	07/03/03	Discuss equity incentive plan with B. Pfeiffer and D. Carleen.	0.50	137.50	7619468
MCDONNNESS, JOHN	35	ASSOCIATE	07/03/03	Review long term equity incentive plan materials.	0.40	146.00	7626165
PREIFFER, BRIAN D.	35	ASSOCIATE	07/03/03	Review email to K&E re: equity incentive plan; telephone call with S. Feller re: same	0.60	197.00	7608670
ZIV, ALON	35	ASSOCIATE	07/03/03	Reviewing proposed equity incentive plan.	0.30	118.50	7666404
LEWIS, JONATHAN F.	26	PARTNER	07/03/03	Disc. J. Rowe, S. Feller re: share limits.	0.60	225.00	7659510
MEIWMANT, VIVEX	35	PARTNER	07/03/03	Emails re: management incentive plan and Hilliard.	0.80	452.00	7611201
FELLER, SEAN	26	ASSOCIATE	07/03/03	Call with D. Tepper re: equity incentive plan.	0.30	109.50	7626170
PREIFFER, BRIAN D.	35	ASSOCIATE	07/03/03	Call with J. Lewis and J. Rowe re: equity incentive plan.	0.50	182.50	7626171
PREIFFER, BRIAN D.	35	ASSOCIATE	07/07/03	Telephone call with S. Feller re: Equity plan	0.20	79.00	7666415
PREIFFER, BRIAN D.	35	ASSOCIATE	07/07/03	Meet with V. Meiwmant re: equity plan; confirmation order	0.80	316.00	7666417

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

ajp\_132: Matter Detail (Dabestan/163054)  
 Run Date & Time: 09/17/03 12:01:58

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

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

Program: 1922772  
 Status: B

(00397)

UNBILLED TIME DETAILS  
 Employee Name Dept Position Work Date Description

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
SCOLL, ADAM		ASSOCIATE	07/07/03	Telephone calls with V. Melwani and D. Tepper re: equity plan; plan issues	1.20	474.00	7666419
SCOLL, ADAM		ASSOCIATE	07/07/03	Review of revised equity plan; email re: same.	0.80	256.00	7614476
FEILER, SEAN		ASSOCIATE	07/08/03	Discuss equity incentive plan with D. Trucano (Houlihan).	0.20	73.00	7626179
LEWIS, JONATHAN F.		PARTNER	07/09/03	Reviewed hazard share calculation re: equity plan.	0.70	395.50	7618801
MEHWANI, VIVEX		PARTNER	07/09/03	E-mails to B. Schaler re: Mendt SERP.	0.60	285.00	7668245
PELLEFR, BRIAN D.		ASSOCIATE	07/10/03	Telephone call with D. Trucano (Houlihan) re: Mendt issues.	0.20	79.00	7666457
SCOLL, ADAM		ASSOCIATE	07/10/03	Telephone calls with A. Huber (K&R) re: Mendt issues	0.30	118.50	7666467
FEILER, SEAN		MISC	07/14/03	Research re: equity plans	7.10	2,272.00	7617845
FEILER, SEAN		MISC	07/14/03	Research for A. Scoll re: equity compensation plans	2.20	451.00	7652375
CARLSEN, DONALD		PARTNER	07/15/03	Disc. with J. Lewis; Disc. with V. Melwani; Disc. with A. Scoll re: option plan and shareholder approval.	1.20	810.00	7618221
LEWIS, JONATHAN F.		PARTNER	07/15/03	Discusses with Jim Rowe, review re: shareholder approval of equity plan; review of equity plan re: D. Tepper questions.	1.20	678.00	7618828
MEHWANI, VIVEX		PARTNER	07/15/03	Calls and email re: incentive plan.	1.00	475.00	7668287
SCOLL, ADAM		ASSOCIATE	07/15/03	Research re: equity plans	4.40	1,408.00	7617846
CERULLO, JOSEPH		MISC	07/15/03	Research for A. Scoll re: employee benefit plans.	5.20	754.00	7664019
CARLSEN, DONALD		PARTNER	07/16/03	Disc. with J. Lewis and V. Melwani; TC with D. Tepper, V. Melwani and J. Lewis re: equity plan and employment agreements.	1.00	675.00	7618230
LEWIS, JONATHAN F.		PARTNER	07/16/03	Discusses D. Tepper, working group re: equity plan; review re: shareholder approval.	1.80	1,017.00	7618840
MEHWANI, VIVEX		PARTNER	07/16/03	Calls w/Lewis re: emp. plan and call w/Tepper.	0.40	150.00	7668295
SCOLL, ADAM		ASSOCIATE	07/16/03	Research re: shareholder approval	0.30	95.00	7617849
LEWIS, JONATHAN F.		PARTNER	07/17/03	Revise option plan; discuss with Kirkland re: same; e-mail to the committee.	1.70	960.50	7618851
MCGUINNESS, JOSE		ASSOCIATE	07/17/03	Review Equity Compensation Plan update.	0.30	96.00	7664091
PELLEFR, BRIAN D.		ASSOCIATE	07/17/03	Review Debtors' Plans and Disclosures Statements re: Senior Management Incentive Program.	3.20	1,024.00	7664092
PELLEFR, BRIAN D.		ASSOCIATE	07/17/03	Telephone calls with V. Melwani and J. Lewis re: Management Incentive Plans	0.20	79.00	7668614
PELLEFR, BRIAN D.		ASSOCIATE	07/17/03	Review Plan documents re: Management Incentive Plan	0.40	158.00	7668616
LEWIS, JONATHAN F.		PARTNER	07/18/03	Reviewed Plan Supplement and equity plan; discuss V. Melwani, J. McGuinness.	0.90	508.50	7625820

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

a1p\_133: Matter Detail (babstun/183054)  
 Run Date & Time: 09/17/03 12:01:59

Printed: Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00003 EMPLOYMENT MATTERS

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

ProfForma: 1922772  
 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

BRANTHAL, BILL	26	PARTIAL	07/18/03	Review 2003 Long Term Equity Incentive Plan.	0.90	184.50	7648086
LEWIS, JONATHAN F.	26	PARTNER	07/19/03	Research re: shareholder approval.	0.70	395.50	7625829
MCQUINN, JOHN	35	ASSOCIATE	07/24/03	Review Adams rejection materials.	0.30	96.00	7664109
MELWANI, VIYEK	35	PARTNER	07/25/03	McG. w/Don Carlsen re: cracking plan; review MIP.	1.00	475.00	7668355
SCHLER, BRAD E.	35	PARTNER	07/25/03	Calls re: Hilliard Agt.	0.80	380.00	7668358
LEWIS, JONATHAN F.	26	PARTNER	07/25/03	Review and discuss various employment issues; calls with Committee members re: same.	2.00	1,400.00	7629290
ZIV, ALON	35	ASSOCIATE	07/28/03	Review equity plan; discuss with V. Melwani and B. Pfeiffer re: same.	0.70	395.50	7652457
LEWIS, JONATHAN F.	26	PARTNER	07/28/03	Reviewing TOPRS appeal on the Hubitz order.	0.60	225.00	7659599
FELLER, SRAN	26	ASSOCIATE	07/29/03	disc. with J. Rowe and disc. with S. Feller re: equity plan (.3); e-mail to working group; disc. S. Feller; disc. V. Melwani (.5).	0.80	452.00	7652464
PEPPER, BRIAN D.	26	ASSOCIATE	07/29/03	Call with J. Rowe & J. Lewis re: equity incentive plan.	0.30	109.50	7644664
LEWIS, JONATHAN F.	26	PARTNER	07/29/03	Meet with V. Melwani re: stock incentive plan.	0.20	79.00	7668722
MELWANI, VIYEK	35	PARTNER	07/30/03	Reviewed correspondence re: equity plan; produce e-mail to Kirkland.	2.80	1,017.00	7652476
FELLER, SRAN	26	ASSOCIATE	07/30/03	T/c w/Lewis re emp. plan and email.	0.40	190.00	7668378
PEPPER, BRIAN D.	35	ASSOCIATE	07/30/03	Review correspondence re: equity incentive plan.	1.30	474.50	7644670
LEWIS, JONATHAN F.	26	PARTNER	07/30/03	Review email re: Equity Plan Issues	0.30	39.50	7668714
			07/31/03	Dnac. B. Scheler re: equity plan issues.	0.20	113.00	7652483

Total  
 Matter Total

62.30 25,936.00  
 62.30 25,936.00

alp\_133: Matter Detail (babecan/183054)  
 Run Date & Time: 09/17/03 12:01:59  
 Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00004 TAX PLANNING

Filed: Frank, Harris, Shriver & Jacobson  
 Work Date From: 07/01/03 Thru: 07/31/03

Billing Firm: BRAD E. SCHIELER  
 Responsible Pft: BRAD E. SCHIELER

Profirma: 1922773  
 Status: B

(00397)

Bill Dct	Thru Dct	Bill #	Hours	Time Cost	Disbursement Cost	Fee & OA	Disbursement	Applied From OA	Collections Total	Date	Balance Due
(Reflects Payments As of 09/17/03 12:01:59)											
04/03/03	01/31/03	13040850	195.70	82,440.00	.00	82,440.00	.00	82,440.00	82,440.00	07/23/03	
05/09/03	02/28/03	13051255	191.00	83,413.00	.00	83,413.00	.00	83,413.00	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	53,080.50	07/23/03	
06/30/03	04/30/03	13070155	88.50	40,124.50	.00	40,124.50	.00	40,124.50	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	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 L E D T I M E S U M M A R Y	Employee Name	Off Dp	Position	Oldest Entry	Latest Entry	Hours	Amount
JACOBSON, JACK L.		NY 20	PARTNER	07/02/03	07/31/03	16.80	11,340.00
GOLAY, DAVID		NY 10	PARTNER	07/10/03	07/16/03	1.60	1,060.00
NEUMANN, VIVIAN		NY 35	PARTNER	07/02/03	07/17/03	4.40	2,930.00
FALOW, PAUL H.		DC 10	PARTNER	07/14/03	07/14/03	1.00	635.00
WEISS, ELI		NY 20	ASSOCIATE	07/01/03	07/31/03	57.40	23,639.00
PREIS, AMIK		NY 35	ASSOCIATE	07/29/03	07/29/03	1.50	562.50
Total:						82.70	37,196.50

Sub-Total Hours : 23.80 Partners: 0.00 Counselors: 58.90 Associs: 0.00 Paralegals: 0.00 Others  
 Sub-Total Amount : 15,135.00 Partners: 0.00 Counselors: 22,661.50 Associs: 0.00 Paralegals: 0.00 Others

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00004 TAX PLANNING

alp\_132: Matter Detail (babetan/183054)  
 Run Date & Time: 09/17/03 12:01:59

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00004 TAX PLANNING

Billing Firm : BRAD E. SCHELER  
 Responsible Firm: BRAD E. SCHELER

Proforma: 1923773  
 Status: B

{00397}

U N A I L I S D	T I M E	D E T A I L	Employee Name	Dept	Position	Work Date Description	Hour	Amount	Index Number
			WEISS, ELI	20	ASSOCIATE	07/01/03 Conferred w/T. Maynes on preferred stock and merger.	0.40	154.00	7659127
						07/01/03 Reviewed Moody's discussions.	0.10	115.50	7659128
			JACOBSON, JACK L.	20	PARTNER	07/01/03 Tax planning on CIRC structure and preferred.	1.10	500.50	7659129
						07/02/03 Conference with E. Weiss re: CIRC.	0.40	270.00	7617342
						07/02/03 Review of plan-related docs.	0.50	337.50	7617343
						07/02/03 Review of confirmation order.	1.20	810.00	7617345
			MELNANI, VIVEX	35	PARTNER	07/02/03 Call re: tax issues; C/C w/Solajay and Weiss re: same.	1.10	522.50	7668195
			WEISS, ELI	20	ASSOCIATE	07/02/03 Call w/D. Trucano on preferred.	0.10	115.50	7659131
						07/02/03 Conferred w/J. Jacobson and V. Melvani on preferred and drafted email update on preferred.	0.80	308.00	7659132
						07/02/03 Review and revise CFC plan and CMC Plan re: tax issues (.6); Review tax issues re: executory contracts (.3); Review brief on insurance regulation (.5); Review and comment on confirmation order (.5).	2.00	770.00	7659133
			JACOBSON, JACK L.	20	PARTNER	07/03/03 Review of confirmation order.	1.40	945.00	7617349
			WEISS, ELI	20	ASSOCIATE	07/03/03 Reviewed confirmation order (.7); reviewed revised plan (1.4); commented on confirmation order (.9).	3.00	1,155.00	7659136
			JACOBSON, JACK L.	20	PARTNER	07/07/03 Conference with E. Weiss re: CIRC structure.	0.80	540.00	7617350
						07/07/03 Review of confirmation order and other docs.	1.30	877.50	7617351
						07/07/03 Conference with E. Weiss re: preferred stock.	0.30	202.50	7617355
			MELNANI, VIVEX	35	PARTNER	07/07/03 Various calls and emails re: tax issues.	0.70	332.50	7668220
			WEISS, ELI	20	ASSOCIATE	07/07/03 Calls w/Melani Mukamal (Davis Polk) on new LLC.	0.30	115.50	7649279
						07/07/03 Conferred w/J. Jacobson, V. Melvani and D. Solajay on new LLC and structure (.7); sent out emails on new LLC (.4).	1.10	423.50	7649280
						07/07/03 Discussed confirmation order w/J. Jacobson.	0.30	115.50	7649281
						07/07/03 Reviewed committee statement and confirmation order.	0.60	231.00	7649282
			MELNANI, VIVEX	35	PARTNER	07/08/03 Calls re: CIRC preferred and restructuring transaction.	0.50	237.50	7668233
						07/08/03 Call re: abandonment of stock and DKO loans	0.20	95.00	7668234
						07/08/03 Emails from Maynes (K&E) re: tax issues.	0.20	95.00	7668235
			WEISS, ELI	20	ASSOCIATE	07/08/03 Reviewed new basis rules in consolidated return regulations.	0.60	231.00	7649284
						07/08/03 Calls w/O. Loy on new preferred stock.	0.60	231.00	7649288
						07/08/03 Reviewed CIRC Cert. of Incorpor.	0.70	269.50	7649289
						07/08/03 Sent emails on CIRC structure.	0.70	269.50	7649290

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00004 TAX PLANNING

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
WEISS, ELI	20	ASSOCIATE	07/08/03	Reviewed confirmation order and conferred w/B. Pfeiffer re: same.	0.50	192.50	7649291
			07/08/03	Research on non-qualified preferred and Section 382 rules.	0.90	346.50	7649292
			07/08/03	Grafted structure and timing email.	0.90	346.50	7649293
			07/08/03	Reviewed revised plan.	1.00	385.00	7649294
			07/09/03	Conference with E. Weiss re: preferred stock.	0.40	270.00	7617359
			07/09/03	Review of confirmation order and other docs.	1.30	877.50	7617361
			07/09/03	Conference with E. Weiss re: preferred stock.	0.40	270.00	7617362
			07/09/03	Calli w/DBM, Kirkland & FF re: tax structure and planning.	0.90	427.50	7668246
WEISS, ELI	20	ASSOCIATE	07/09/03	Reviewed credit agreement and accompanying doc. (1.0); Call w/A. Mukamal on credit agreement (1.4); Drafted comments to credit agreement (1.4); Research on CIRC structure issues.	1.80	693.00	7649295
			07/09/03	Research on CIRC structure issues.	1.10	423.50	7649298
			07/09/03	Research on treatment of preferred exchange; conferred w/D. Jacobson on above; sent email to A. Mukamal on above.	1.50	577.50	7649299
			07/09/03	Research on dash 13 regulations and nonqualified preferred rules.	2.70	1,039.50	7649300
			07/09/03	Conferred w/D. Jacobson.	0.50	192.50	7649301
			07/09/03	Sent and received emails on abandonment of stock.	0.40	154.00	7649303
GOLAY, DAVID	10	PARTNER	07/10/03	Call w/Karin Day and Sarraj Gill re: tax structure and effect on CIRC preferred (.7); call w/D. Timmer (.4); conf. call re: structure w/tax lawyers (.5).	1.60	1,080.00	7717109
JACOBSON, JACK L.	20	PARTNER	07/10/03	Review of docs.	0.50	337.50	7617366
			07/10/03	Conference with V. Melwani re: CIRC restructuring (.3); Conference with E. Weiss re: CIRC restructuring (.5).	0.90	607.50	7617367
WEISS, ELI	20	ASSOCIATE	07/10/03	Research and conferred w/D. Jacobson on CIRC restructuring (1.0); Calls w/Todd Maynes on CIRC restructuring (.5); Research on intermediate corporate entity (.4); Conferred w/D. Jacobson on intermediate holdco (.4); Conference call w/Conesco, Kirkland and Davis Polk on CIRC restructuring; (.7); Conferred w/D. Golay and D. Jacobson re: call and related issues (.5).	3.50	1,347.50	7649304

slp\_332: Matter Detail (bababan/183054)  
 Run Date & Time: 09/17/03 12:02:00

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

Client: 030792 COMMITTEE COMS CREDITORS  
 Matter: 00004 TAX PLANNING

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

Profoma: 1922773  
 Status: B

(60397)

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

Hours Amount Index Number

FALON, PAUL E.	10	PARTNER	07/14/03	Research on structure of CIRC reorganization (3.7); calls w/O. Loy on CIRC reorganization (.4).	4.10	1,578.50	7717062
			07/14/03	Conferences with E. Weiss, D. Golay, V. Melwani re: tax consequences of alternate corporate structures for issuance of preferred stock to life insurer subsidiaries.	1.00	625.00	7652757

JACOBSON, JACK L.	20	PARTNER	07/14/03	Conference with E. Weiss re: CIRC structure (.8); research re: CIRC structure (.3); Conference with T. Maynes, O. Loy, B. Weigal, A. Mukamal and E. Weiss re: CIRC structure (.7).	1.80	1,215.00	7642361
			07/14/03	Research re: CIRC reorganization.	0.40	154.00	7718884
			07/14/03	Call w/D. Golay and met w/P. Falon on CIRC reorganization.	2.30	885.50	7718885

WEISS, ELI	20	ASSOCIATE	07/14/03	Research on CIRC reorganization (1.4); Conferred w/O. Jacobson on CIRC reorganization (.3); Call w/Davis Polk and Kirland on CIRC reorganization (.7).	2.40	924.00	7649314
			07/14/03	Reviewed memo on plan revisions and TOPRS obligation.	0.40	154.00	7649321
			07/15/03	Review of plan docs.	0.60	405.00	7642370
			07/15/03	Conference with E. Weiss re: PLP.	0.40	270.00	7642373
			07/15/03	Conference with V. Melwani re: issuer of preferred stock.	0.60	405.00	7642374

JACOBSON, JACK L.	20	PARTNER	07/15/03	Sent out email w/comments on credit agreement.	0.80	308.00	7649322
			07/15/03	Reviewed revised credit agreement and certificates of designation and conferred w/E. Pilchik re: same.	0.90	345.50	7649323
			07/15/03	Reviewed letter ruling issued by IRS (.4); researched sources cited in NY rulings (.9); Call w/Todd Maynes on issues raised in ruling (.2); drafted email to J. Jacobson on issues related to ruling (.5).	2.00	770.00	7649326

JACOBSON, JACK L.	20	PARTNER	07/16/03	Conference with E. Weiss re: CIRC preferred stock.	0.30	202.50	7642380
			07/16/03	Conferred w/O. Jacobson and exchanged email w/A. Mukamal, V. Melwani and J. Jacobson on CIRC structure.	0.90	346.50	7649331

JACOBSON, JACK L.	20	PARTNER	07/17/03	Review of plan docs.	0.40	270.00	7642383
			07/17/03	Conferences with E. Weiss re: G reorg (.4); Conference with V. Melwani re: CIRC preferred stock and G reorg (.2); Draft e-mail to Committee re: G reorg (.5).	1.10	742.50	7642389



alp\_1321 Matter Detail (babaran/1830541)  
 Run Date & Time: 09/17/03 12:02:01

Friedl, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00004 TAX PLANNING

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

Profession: 1922773  
 Status: B

[00397]

EMPLOYEE NAME	DEPT	POSITION	WORK DATE	DESCRIPTION	HOURS	AMOUNT	INDEX NUMBER
WEISS, ELLI	35	PARTNER	07/17/03	Attend to tax issues.	0.80	380.00	7668304
WEISS, ELLI	20	ASSOCIATE	07/17/03	Reviewed Section 108 regulations and related sources (1.5); call w/A. Mukamal on new regulations (.3); Call w/O. Loy on new regulations (.3); Drafted e-mails to Committee on new regulations (1.1).	3.20	1,232.00	7649335
			07/17/03	Conferred w/O. Jacobson; conferred w/O. Goley; conferred w/V. Melwani on G reorganization.	1.50	577.50	7649336
			07/18/03	Call w/A. Mukamal on new regs (.2); reviewed new regs (.3); call w/V. Melwani on new regs (.2).	0.70	269.50	7649342
			07/22/03	Reviewed confirmation order.	0.70	269.50	7649348
			07/23/03	Reviewed confirmation order (1.1); Call w/A. Preis on confirmation order (.4); Call w/O. Loy on confirmation order and trial (.3).	1.80	693.00	7649349
			07/23/03	Call w/E. Plichik on preferred stock.	0.30	115.50	7649353
			07/23/03	Reviewed court orders and comments to confirmation order.	0.50	192.50	7649354
			07/24/03	Call with Don Lewis on IRC 162(m).	0.30	115.50	7649356
			07/24/03	Reviewed emails; calls to A. Preis and O. Loy on tax sharing agreement.	0.40	154.00	7649357
			07/24/03	Reviewed filings.	0.30	115.50	7649359
			07/25/03	Reviewed 70928 submission and related emails.	0.60	231.00	7649361
			07/25/03	Call w/O. Loy; Call w/O. Loy and T. Maynes on tax sharing agreement and CIRC restructuring.	0.40	154.00	7649362
			07/25/03	Reviewed tax related portions of post hearing briefs.	0.40	154.00	7649363
JACOBSON, JACK L.	20	PARTNER	07/28/03	Review of post hearing briefs.	0.70	422.50	7642401
WEISS, ELLI	20	ASSOCIATE	07/28/03	Conferred w/A. Preis on closing briefs; reviewed closing briefs; Research on timing.	2.00	790.00	7656987
JACOBSON, JACK L.	20	PARTNER	07/29/03	Review of debt documents.	0.50	317.50	7642405
PREIS, ARIK	35	ASSOCIATE	07/29/03	Conference with J. Jacobson to discuss capital structure and debt documents.	1.50	562.50	7656803
WEISS, ELLI	20	ASSOCIATE	07/29/03	Reviewed emails.	0.30	115.50	7656990
JACOBSON, JACK L.	20	PARTNER	07/30/03	Review of settlement offer.	0.40	270.00	7642411
WEISS, ELLI	20	ASSOCIATE	07/30/03	Confer w/A. Preis on settlement offer; confer w/O. Jacobson on settlement offer; reviewed terms of new preferred.	0.80	308.00	7656992
JACOBSON, JACK L.	20	PARTNER	07/30/03	Reviewed preferred term sheets.	0.40	154.00	7656994
WEISS, ELLI	20	ASSOCIATE	07/31/03	Conference with E. Weiss re: timing issues.	0.60	405.00	7642420
			07/31/03	Read settlement e-mails.	0.20	77.00	7656998

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00004 TAX PLANNING

21P\_132: Matter Detail (Dobson/183054)  
Run Date & Time: 09/17/03 12:02:02

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 07/31/03 Thru : 07/31/03

Client: 030792 COMMITTEE COMS CREDITORS  
Matter: 00004 TAX PLANNING

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

Profirma: 1922773  
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

07/31/03 Research on timing; conferred w/J. Jacobson on  
timing.

0.60 231.00 7718886

Total 82.70 37,796.50

Matter Total 82.70 37,796.50

alp\_132: Matter Detail (babecan/183054)  
 Run Date & Time: 09/17/03 12:02:02

Filed: Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00005 PLAN OF REORGANIZATION/DISPOSURE STATEMENT  
 Billing Prc : BRAD E. SCHIELER  
 Responsible Prc: BRAD E. SCHIELER  
 Proforma: 1922774  
 Status: B (00397)

ACCOUNTS RECEIVABLE (Reflects Payments As of 09/17/03 12:02:02)

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:			2,107.50	955,479.50	.00	955,479.50	.00	955,479.50		

U R B I L E D	T I M E	S U M M A R Y	Employee Name	Off Dp	Position	Oldest Entry	Latest Entry	Hours	Amount
			SCHIELER, BRAD E.	NY 35	PARTNER	07/10/03	07/24/03	11.00	7,700.00
			STEINWART, BONNIE K.	NY 35	PARTNER	07/01/03	07/31/03	63.50	56,362.50
			GOLAY, DAVID	NY 10	PARTNER	07/02/03	07/31/03	27.00	18,225.00
			WELMANT, VIVEX	NY 35	PARTNER	07/01/03	07/31/03	42.10	19,997.50
			FALOW, PAUL H.	DC 10	PARTNER	07/15/03	07/30/03	1.00	625.00
			RESNICK, ALAN	NY 35	COUNSEL	07/05/03	07/22/03	3.60	2,610.00
			PEREPIER, BRIAN D	NY 35	ASSOCIATE	07/01/03	07/31/03	69.40	27,433.00
			PREIS, MIK	NY 35	ASSOCIATE	07/01/03	07/31/03	34.60	12,975.00
			MCGUINNESS, JOHN	NY 35	ASSOCIATE	07/25/03	07/25/03	20.10	6,492.00
			ZIV, ALON	NY 35	ASSOCIATE	07/01/03	07/31/03	30.00	11,250.00
			SCHWOLDER, ANDREW	NY 35	ASSOCIATE	07/02/03	07/16/03	17.10	4,702.50
			PILCHIK, EVAN	NY 10	ASSOCIATE	07/03/03	07/30/03	15.20	5,852.00
			HUGHES, KATIE	NY 35	ASSOCIATE	07/02/03	07/25/03	39.00	10,725.00
			GONZALEZ, MIA	NY 30	PARALEGAL	07/03/03	07/07/03	6.30	630.00
Total:								399.90	185,499.50

Sub-Total Hours : 164.50 Partners; 3.60 Counsels; 225.40 Assoc; 6.30 Paralegals; 0.00 Others  
 Sub-Total Amount : 102,910.00 Partners; 2,610.00 Counsels; 79,349.50 Assoc; 630.00 Paralegals; 0.00 Others

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

ALP 132: Matter Detail (Dabstam/183954)  
 Run Date & Time: 09/17/03 12:02:02

Pried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

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

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

Professors: 1922774  
 Status: B

(00197)

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	Hour	Amount	Index Number
			MEHMANI, VIVEX	35	PARTNER	07/01/03 Mtg. w/Pfeiffer re plan related issues. 07/01/03 Review and revise plan. 07/03/03 T/c w/Sathy (K&E) re: open issue, Plan and TOFS.	0.60 1.30 0.60	285.00 617.50 285.00	7668187 7668188 7668189
			STINGWART, BONNIE K.	35	PARTNER	07/01/03 Review E&Y memo regarding discount by Greenhill; meeting with Bernstein; review issues.	1.30	877.50	7619454
			PREIFER, BRIAN D	35	ASSOCIATE	07/01/03 Attend confirmation trial. 07/01/03 Meet with D. Bernstein (DEW) regarding TOFS settlement proposal and other issues.	5.30 0.50	3,577.50 337.50	7619455 7619456
			PREIS, ABIK	35	ASSOCIATE	07/01/03 Review D&O loan transfer agreement. 07/01/03 Review schedule of contracts to be issued/rejected	0.50 0.50	337.50 197.50	7619457 7666379
			ZIV, ALON	35	ASSOCIATE	07/01/03 Review of correspondence re: intercreditor issues.	1.00	375.00	7608119
			GOLAY, DAVID	10	PARTNER	07/01/03 Reviewing correspondence concerning Woody's downgrade of CMC's insurance subsidiaries. 07/02/03 Calls and e-mails re: proposed CIRC structure and effect on preferred stock.	0.30 1.60	112.50 1,080.00	7659501 7663458
			MELMANI, VIVEX	35	PARTNER	07/02/03 Review emails re: settlement possibilities. 07/02/03 Call w/Houlihan re: interest and recovery.	0.40 0.60	190.00 285.00	7668193 7668194
			STINGWART, BONNIE K.	35	PARTNER	07/02/03 Review schedules regarding exclusivity/contracts; discuss with Huber. 07/02/03 Travel to New York from Chicago (non-working travel).	1.30 2.20	877.50 1,485.00	7619464 7619466
			HUGHES, KATIE	35	ASSOCIATE	07/02/03 Confirmation trial. 07/02/03 Review, analyze, and prepare revisions to Consoco confirmation order.	5.80 4.50	2,915.00 1,237.50	7619463 7616967
			MCCUNNESS, JOHN	35	ASSOCIATE	07/02/03 Review CMC confirmation order draft from Kirkland & Ellis.	2.10	672.00	7608669
			PREIFER, BRIAN D	35	ASSOCIATE	07/02/03 Meet with K. Hughes re: confirmation order review	0.30	118.50	7666381
			PREIS, ABIK	35	ASSOCIATE	07/02/03 Review and comment on confirmation order 07/02/03 Meet with V. Melmani re: confirmation order hearing; open plan issues	3.50 1.10	1,382.50 434.50	7666384 7666388
			SCHERER, ANDREW	35	ASSOCIATE	07/02/03 Review statement re: confirmation 07/02/03 Review of revised plans of reorganization for CMC and CFC.	0.50 0.60	197.50 225.00	7666392 7608132
			ZIV, ALON	35	ASSOCIATE	07/02/03 Meet with B. Pfeiffer re: statement in support of confirmation. 07/02/03 Review and revise statement in support of confirmation. 07/02/03 Reviewing confirmation hearing update.	0.20 2.20 0.40	55.00 605.00 150.00	7608677 7608678 7659505

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

alp\_112: Matter Detail (Dabben/103054)  
 Run Date & Time: 09/17/03 12:02:02

Printed: Frank, Harris, Shriver & Jacobson  
 Work Date From: 07/01/03 Thru: 07/31/03

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

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

Profforma: 1922774  
 Status: B

(00397)

UNBILLED TIME DETAIL

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
GOLAY, DAVID	10	PARTNER	07/02/03	Reviewing revisions to CMC's plan.	0.80	300.00	7659506
MEHWANI, VIYEK	35	PARTNER	07/03/03	Review K&S comments on pfd. stock designation.	0.60	405.00	7663459
STEINMART, BONNIE K.	35	PARTNER	07/03/03	Revise Plan support papers.	0.90	427.50	7668208
			07/03/03	Review TOPS filing regarding insurance regulations and Chap. 7 (.6); review and discuss with Huber (.7).	1.30	877.50	7619469
			07/03/03	Review revised CMC plan - Blackline.	1.50	1,012.50	7619470
			07/03/03	Review draft confirmation order.	1.10	742.50	7619472
			07/03/03	Analyze and comment on Conesco confirmation order.	7.40	2,035.00	7616968
KUCHES, KATIE	35	ASSOCIATE	07/03/03	Telephone calls with V. Melwani and A. Sachy re: plan strategy	0.50	197.50	7666394
PREIFER, BRIAN D	35	ASSOCIATE	07/03/03	Review and comment on Forth Amended CMC Plan	1.50	592.50	7666396
			07/03/03	Review and Comment on CMC Confirmation Order	2.20	869.00	7666398
			07/03/03	Meeting with V. Melwani re: draft confirmation pleadings; statement in support of confirmation	1.20	474.00	7666401
			07/03/03	Review and revise statement in support of confirmation	0.90	355.50	7666403
PILCHIK, EVAN	10	ASSOCIATE	07/03/03	Reviewed registration rights agreement	0.20	77.00	7645681
			07/03/03	Phone call to D. Tilmer (K&S) re: reg rights & preferred stock	0.10	38.50	7645682
			07/03/03	Reviewed disclosure statement	0.20	77.00	7645683
			07/03/03	Phone call - G. Burke (K&S) re: reg rights and preferred stock	0.50	192.50	7645684
			07/03/03	Phone call - K. Meiman (Appalooosa) re: reg rights	0.10	38.50	7645685
SCHWABER, ANDREW	35	ASSOCIATE	07/03/03	Drafted email memo to D. Golay	0.70	269.50	7645688
			07/03/03	Research re: resoldication.	2.90	797.50	7608679
			07/03/03	Draft, review and revise chain cite re: resoldication.	0.40	110.00	7608680
			07/03/03	Review and revise statement re: confirmation.	2.30	632.50	7608681
			07/03/03	Draft, review and revise email to team re: statement in support of confirmation.	0.30	82.50	7608682
ZIV, ALON	35	ASSOCIATE	07/03/03	Reviewing committee's statement in support confirmation of the debtor's plan.	0.90	337.50	7659509
			07/03/03	Reviewing proposed confirmation hearing update.	0.10	112.50	7659511
GONZALEZ, MIA	30	PARALEGAL	07/03/03	Research re: resoldication.	0.60	225.00	7659512
HUGHES, KATIE	35	ASSOCIATE	07/04/03	Analyze and comment on Conesco confirmation order.	0.30	30.00	7621417
					4.00	1,100.00	7619469
PERIS, ARIK	35	ASSOCIATE	07/04/03	Review and comment on CMC confirmation order.	1.50	562.50	7608653
STEINMART, BONNIE K.	35	PARTNER	07/05/03	Review draft confirmation order.	1.50	1,012.50	7619475

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

ALP\_132: Matter Detail (babeham/183054)  
 Run Date & Time: 09/17/03 12:02:03

Filed: Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

Client: 030792 COMMITTEE COMS CREDITORS  
 Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT  
 Billing Pct : BRAD E. SCHRIER  
 Responsible Pct: BRAD E. SCHRIER  
 Prof Fees: 1922774  
 Status: B (100397)

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	Hours	Amount	Index Number
			RESNICK, ALAN	35	COUNSEL	07/05/03 Reviewed and commented upon draft confirmation order.	1.80	1,305.00	7613730
			RESNICK, ALAN	35	COUNSEL	07/05/03 Commented on proposed changes to statement in support of confirmation.	0.30	217.50	7613731
			PREIS, ARIK	35	ASSOCIATE	07/05/03 Review and comment on CNC confirmation order.	1.50	562.50	7608654
			MEHMANI, VIVEX	35	PARTNER	07/06/03 Emails re settlement and confirmation statement.	0.50	237.50	7668216
			STEINGART, BONNIE K.	35	PARTNER	07/06/03 Continue review draft confirmation order.	1.30	877.50	7619477
			PEIFFER, BRIAN D	35	ASSOCIATE	07/06/03 Review and comment on CNC Confirmation Order	4.60	1,817.00	7666405
			PREIS, ARIK	35	ASSOCIATE	07/06/03 Review and comment on CNC confirmation order.	5.00	1,875.00	7608655
						07/06/03 Revise draft statement in support of confirmation; correspondence with Committee re: same.	1.00	375.00	7608656
			GOLAY, DAVID	10	PARTNER	07/07/03 Review draft confirmation order.	1.10	742.50	7717107
						07/07/03 Review Jeffries report.	0.40	270.00	7717108
						07/07/03 E-mails and calls re CHC pfd structure; review pfd term.	0.80	540.00	7653461
			MEHMANI, VIVEX	35	PARTNER	07/07/03 Review Jeffries report; various calls re: same.	0.80	380.00	7668218
						07/07/03 Calls re: ongoing management incentive review and revise language re: same.	1.50	712.50	7668222
			STEINGART, BONNIE K.	35	PARTNER	07/07/03 Review Houlahan spreadsheet re: interest.	1.20	570.00	7668223
						07/07/03 Review and comment on committee statement regarding confirmation.	0.80	540.00	7619481
						07/07/03 Review Debtors brief regarding Section 1127 issues.	0.50	317.50	7619482
						07/07/03 Review release and indemnity issues; discuss with T. Kirilakos and D. Bernstein.	0.50	317.50	7619483
			HUGHES, KATIE	35	ASSOCIATE	07/07/03 Markup Consco confirmation order and circulate to Committee (5.2); Conf. w/ B. Peiffer and M. Gonzalez re: same (0.6).	5.80	1,895.00	7618973
			MCQUINNNESS, JOHN	35	ASSOCIATE	07/07/03 Review long-term equity plan update.	0.60	192.00	7659461
			PEIFFER, BRIAN D	35	ASSOCIATE	07/07/03 Telephone calls with C. Lambrianakos (Kolley Drye) re: plan	3.20	1,264.00	7666407
						07/07/03 Telephone call with G. Hilliard re: plan issues	0.20	79.00	7666408
						07/07/03 Telephone call with G. Hilliard re: plan issues	0.30	118.50	7666409
						07/07/03 Review statement in support of confirmation	0.30	118.50	7666411
						07/07/03 Research re: confidentiality agreements in connection with plan.	0.50	197.50	7666413
						07/07/03 Telephone call with Houlahan re: executory contract issues	0.20	79.00	7666414
									7666416

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

alp\_132: Matter Detail (bahstan/183054)  
 Run Date & Time: 09/17/03 12:02:04

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT  
 Billing Pct : BRAD E. SCHELER  
 Responsible Pct: BRAD E. SCHELER  
 Performance: 1922774  
 Status: B (00397)

U N B I L L E D T I M E O R 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
FRIEFER, BRIAN D	35	ASSOCIATE	07/07/03	Review analysis re: warrants contracts	0.50	197.50	7666418
			07/07/03	Telephone call with co-counsel re: executive issues	0.20	79.00	7666421
ZIV, ALON	35	ASSOCIATE	07/07/03	Draft email to A. Huber re: confirmation	0.30	118.50	7666422
			07/07/03	Reviewing CNC's letter to Judge Doyle. Reviewing the CNC creditors committee's statement in support of confirmation of the plan.	0.30	112.50	7659516
GONZALEZ, MIA	30	PARALEGAL	07/07/03	Reviewing Jeffries report.	0.90	337.50	7659519
			07/07/03	Assisted Katie Hughes with markup of confirmation order.	6.00	600.00	7621423
GOLAY, DAVID	10	PARTNER	07/08/03	Calls and e-mails re: tax structure for CIRC Pfd (.5): Call w/Evan Pilchik re: review of corp. docs(.2).	0.70	472.50	7663462
			07/08/03	Call w/Anup re: Mayer Brown language; revise language.	0.70	332.50	7668228
MELMANI, VIVIAN	35	PARTNER	07/08/03	T/c w/Mayer Brown re: language changes.	0.90	427.50	7668229
			07/08/03	Committee call re: ongoing indemnity.	0.40	380.00	7668230
STEINMANT, BONNIE K.	35	PARTNER	07/08/03	T/c w/A. Satby (K+E) re: indemnity and other change.	0.60	285.00	7668231
			07/08/03	Conference call with committee regarding releases and continued discussions with T. Kirakos et al.	1.30	877.50	7619487
RUGHS, KRISTE	35	ASSOCIATE	07/08/03	Review mark up of confirmation order.	0.80	540.00	7619488
			07/08/03	Meeting with Huber; review draft confirmation order.	0.80	540.00	7619489
FRIEFER, BRIAN D	35	ASSOCIATE	07/08/03	Review draft statement of Committee in support of Plan confirmation.	0.20	55.00	7622081
			07/08/03	Conf. call w/R. Kastenleut (K&S), K. Klefer (Comseco), J. Anderson (DP&H) et al re: executive contracts.	0.90	247.50	7622083
FRIEFER, BRIAN D	35	ASSOCIATE	07/08/03	Revise confirmation order markup.	0.40	110.00	7622087
			07/08/03	Telephone calls with V. Melwani and D. Tepper re: releases; equity plan; tax planning of confirmation	2.90	1,145.50	7666423
FRIEFER, BRIAN D	35	ASSOCIATE	07/08/03	Small correspondence re: statement in support of confirmation	0.50	197.50	7666424
			07/08/03	Telephone calls with A. Satby (K+E) and V. Melwani re: confirmation order; releases	0.30	118.50	7666427
FRIEFER, BRIAN D	35	ASSOCIATE	07/08/03	Telephone call with V. Melwani and J. Hart (Angelo Gordon) re: plan issues	0.70	275.50	7666428
			07/08/03	Conference call with Committee re: releases	0.40	158.00	7666429
			07/08/03	Conference call with Committee re: releases	0.50	197.50	7666434

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

alg\_133: Matter Detail (Dabestan/183054)  
 Run Date & Time: 09/27/03 12:02:04

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/02/03 Thru : 07/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT  
 Billing Pct : BRAD E. SCHEER  
 Responsible Pct: BRAD E. SCHEER  
 ProfForma: 1922774  
 Status: B  
 (00397)

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

PRETZER, BRIAN D	35	ASSOCIATE	07/08/03	Prepare for and participate in conference call with Debtors re: executory contracts	0.80	326.00	7666436
PILCHIK, EVAN	10	ASSOCIATE	07/08/03	Meet with V. Melwani re: Mendt issues; abandonment of stock; executory contract issues	0.50	197.50	7666437
PREIS, ARIK	35	ASSOCIATE	07/08/03	Called K. Maitan re: Reg Rights	0.10	38.50	7645694
SCROULDER, ANDREW	35	ASSOCIATE	07/08/03	Call with Kirland and Ff team re: executory contracts.	1.00	375.00	7614460
ZIV, ALON	35	ASSOCIATE	07/08/03	Review Jeffries Report re: valuation.	0.60	265.00	7616859
GOLAY, DAVID	10	PARTNER	07/08/03	Reviewing CMC's confirmation order mark-up.	0.40	150.00	7659523
MELWANI, VIVEK	35	PARTNER	07/09/03	Call w/ Bill Weiss re: credit agreement; call w/Evan Pilchik re: review of credit agreement.	0.60	405.00	7663464
STEINGART, BONNIE K.	35	PARTNER	07/09/03	Call re: public information and disclosure.	0.80	380.00	7668242
			07/09/03	Review and comment on D&O loan transfer agt.	0.60	285.00	7668243
			07/09/03	Review additional mark ups of CMC confirmation order.	0.50	237.50	7668244
			07/09/03	Review brief filed by TOPS regarding solicitation.	0.80	540.00	7619494
			07/09/03	Review D&O loan transfer agreement revisions.	0.50	337.50	7619495
			07/09/03	Review changes to release language; discuss with T. Kirshak (Mayer Brown).	0.50	337.50	7619497
REBNICK, ALAN	35	COUNSEL	07/09/03	Telephone conference with Vivek Melwani regarding D&O indemnity and release provisions of plan.	0.40	290.00	7613745
MCQUINNNESS, JOHN	35	ASSOCIATE	07/09/03	Review revised Credit Agreement circulated by Davis Polk.	3.60	1,152.00	7659468
PELLEFFER, BRIND D	35	ASSOCIATE	07/09/03	Telephone call with Mayer Brown re: release language	0.30	118.50	7666440
			07/09/03	Telephone call with J. Anderson (DPM) re: plan comments	0.10	39.50	7666445
			07/09/03	Meet with V. Melwani re: comments to CMC plan	0.40	158.00	7666446
			07/09/03	Review and comment on CMC plan	1.80	711.00	7666448
			07/09/03	Telephone calls with V. Melwani and A. Sachy re: TOPS issues; plan issues	0.50	197.50	7666451
			07/09/03	Meet with B. Scheier and V. Melwani re: TOPS litigation	0.80	316.00	7666452
			07/09/03	Conference call with Committee members and K&B regarding TOPS litigation strategy; related follow-up e-mails and calls.	0.80	316.00	7666453
PILCHIK, EVAN	10	ASSOCIATE	07/09/03	Reviewed new versions of documents and drafted a memo summarizing the same	5.40	2,079.00	7645696
PREIS, ARIK	35	ASSOCIATE	07/09/03	Participation on Committee conference call re: plan confirmation.	1.00	375.00	7614463

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



alp 132: Matter Detail (babacan/183054)  
Run Date & Time: 09/17/03 12:02:05

Filed: Frank, Harris, Shriver & Jacobson  
Work Date From : 07/01/03 Thru : 07/31/03

Client: 030792 COMMITTEE CONS CREDITORS  
Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT  
Billing Pct : BRAD E. SCHELER  
Responsible Pct: BRAD E. SCHELER  
Profirma: 1922774  
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
			GOLAY, DAVID		PARTNER	07/10/03	Review memo re: revised corp. docs for committee members.	2.70	1,822.50	7663467
			MEHWANI, VIVEK		PARTNER	07/10/03	Revise confirmation order.	0.80	380.00	7668250
						07/10/03	Call w/seller re resolution.	0.50	237.50	7668251
						07/10/03	Calls re: plan rejections.	0.30	142.50	7668252
						07/10/03	Emails re: Article X and open issues.	0.30	142.50	7668254
			SCHERER, BRAD E.		PARTNER	07/10/03	Review confirmation order.	1.30	910.00	7717117
						07/10/03	Review issues relating to resollitication (.9); discuss same with team (.4).	1.30	910.00	7717118
						07/10/03	Review objections to plan (.6); various calls re: same (.8).	1.40	980.00	7717119
			STEINWART, BONNIE K.		PARTNER	07/10/03	Review debtors brief on resollitication.	0.50	337.50	7619503
			HUGHES, KATIE		ASSOCIATE	07/10/03	Research and compare rejected executory contracts list filed with court to list discussed w/ Debtors.	0.40	110.00	7622091
			PREPPER, BRIAN D		ASSOCIATE	07/10/03	Review release language of plan	0.40	158.00	7664463
						07/10/03	Telephone calls with V. Melwani and A. Satby re: resollitication	0.50	197.50	7664466
						07/10/03	Prepare for and participate in committee call re: D&O loans	0.50	197.50	7664471
			PREIS, ARIK		ASSOCIATE	07/10/03	Review of D&O Loan Transfer Agreement.	1.50	562.50	7630592
			ZIV, ALON		ASSOCIATE	07/10/03	Reviewing correspondence and related materials concerning the assumption of bond agreements.	0.80	300.00	7659531
			GOLAY, DAVID		PARTNER	07/10/03	Reviewing confirmation hearing update.	0.40	150.00	7659532
						07/11/03	Prepare memo describing changes to corp. docs for purposes of filing Plan Supplement.	2.80	1,890.00	7663469
			MEHWANI, VIVEK		PARTNER	07/11/03	Calls and email re: Article 4.	0.40	190.00	7668259
						07/11/03	Call re: D&O Loan Transfer Agreement.	0.10	42.50	7668261
						07/11/03	Review summary of corporate documents.	0.30	142.50	7668262
						07/11/03	Calls and emails re: 1129 disclosure.	0.40	190.00	7668263
						07/11/03	Calls re: release language.	0.30	142.50	7668264
			STEINWART, BONNIE K.		PARTNER	07/11/03	Review continued revisions on releases.	0.80	540.00	7619506
						07/11/03	Review changes to corporate documents in first amended plan.	1.30	877.50	7619508
			PREPPER, BRIAN D		ASSOCIATE	07/11/03	Conference call with Committee professionals; company re: executory contracts	0.50	197.50	7668263
						07/11/03	Meet with V. Melwani re: release issues.	0.50	197.50	7668267
						07/11/03	Conference call with V. Melwani re: corporate documents.	0.50	197.50	7668531
			PILCHIK, EVAN		ASSOCIATE	07/11/03	Revised memo re: corporate documents.	2.00	770.00	7645700
			PREIS, ARIK		ASSOCIATE	07/11/03	Correspondence with Mayer Brown re: D&O Loan Transfer Agreement.	1.00	375.00	7630595
			ZIV, ALON		ASSOCIATE	07/11/03	Reviewing revised corporate documents.	0.80	300.00	7659535

Client: 030792 COMMITTEE CONS CREDITORS  
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alp 112: Matter Detail (Babacan/183054)

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Run Date & Time: 09/17/03 12:02:06  
Work Date From : 07/01/03 Thru : 07/31/03

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Client: 030792 COMMITTEE CONS CREDITORS

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

Programs: 1923774  
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
STRINGART, BONNIE K.	35	PARTNER	07/11/03	Reviewing letter concerning lender's statement in support of confirmation.	0.40	150.00	7659536
			07/12/03	Review 1129 filing regarding Directors.	0.50	337.50	7619511
			07/12/03	Review declaration filed by KAR regarding status of general unsecured claims.	0.80	540.00	7619512
			07/12/03	Review issues regarding Mendt.	0.80	540.00	7619514
			07/13/03	Review plan revisions and email from TDI.	0.40	190.00	7668267
			07/13/03	Review release language and plan amendments (.9); review indemnity issues (.6).	1.50	1,012.50	7619517
GOLAY, DAVID	10	PARTNER	07/14/03	Review draft subordination schedule to credit agreement (.6); e-mails re: permitted indebtedness on pfd. stock terms (.7).	1.30	877.50	7663473
MELWANI, VIVEK	35	PARTNER	07/14/03	Call w/Tepper re: open issues.	0.50	237.50	7668270
			07/14/03	T/C re: injunction w/Kirkland.	0.40	190.00	7668271
			07/14/03	Review revised release language; comment on indemnification provisions.	1.30	617.50	7668272
SCHERER, BRAD E.	35	PARTNER	07/14/03	Review Plan; calls and research re: interest.	1.20	570.00	7668274
			07/14/03	Review various issues relating to release & injunction provisions (1.5); discussions re: release & injunction provisions (2.0); review amendments to plan and calls re: same (1.5).	5.00	3,500.00	7629231
STREIMANT, BONNIE K.	35	PARTNER	07/14/03	Telephone call regarding release and new language; meeting with Huber.	6.50	4,387.50	7619519
			07/14/03	discuss plan amendments and 4th amended plan; review draft.	0.80	540.00	7619520
			07/14/03	Attend confirmation trial.	1.30	877.50	7619521
PFEIFFER, BRIAN D	35	ASSOCIATE	07/14/03	Review confirmation order re: equity to be received by Boulikhan	0.30	118.50	7668537
			07/14/03	Review objections to confirm plan filed by SGC; various directors; TOPS	0.60	237.00	7668541
			07/14/03	Review plan re: injunction	0.30	118.50	7668545
			07/14/03	Review Davis Polk comments to Confirmation Order	0.30	118.50	7668549
			07/14/03	Telephone call with V. Melwani and D. Tepper re: Plan; TOPS litigation	0.50	197.50	7668551
			07/14/03	Telephone calls with V. Melwani and A. Satby re: Plan and confirmation order	0.60	237.00	7668552
			07/14/03	Meet with A. Schouder re: research re: plan issues	0.20	79.00	7668555
SCHOUIDER, ANDREW	35	ASSOCIATE	07/14/03	Review research re: plan issues	0.30	118.50	7668556
			07/14/03	Review objections to confirmation of plan.	1.80	495.00	7616866
			07/14/03	Meet with B. Pfeiffer re: research re: postpetition interest.	0.30	82.50	7616867

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

alp 132: Matter Detail (babaran/183054)  
 Run Date & Time: 09/17/03 12:02:07

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

Client: 030792 COMMITTEE COMS CREDITORS  
 Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT  
 Billing Pct : BRAD E. SCHRIER  
 Responsible Pct: BRAD E. SCHRIER  
 Proferral: 1922774  
 Status: B  
 (00397)

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 Hours Amount Index Number

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
ZIV, ALON		35 ASSOCIATE	07/14/03	Research re: postpetition interest.	4.70	1,292.50	7616868
			07/14/03	Reviewing mark-up of confirmation order.	0.50	187.50	7659538
			07/14/03	Reviewing draft of release language reflecting Judge Doyle's comments.	0.90	337.50	7659539
			07/14/03	Reviewing Topr's objection to plan.	0.90	337.50	7659540
			07/15/03	Review analysis of changes to corporate documents (1-2); review Jeffrey's report on Comasco (1-2); review Illinois Department of Insurance letter to Bankruptcy Court re: role of insurance regulators in Chapter 7 proceedings (1-3).	0.70	437.50	7652762
GOLAY, DAVID		10 PARTNER	07/15/03	Callie and e-mails re: Plan Supp. doc; calls to Apolousa re: registration rights (.8); call w/e-mail w/Vivek Melwani, Linda Myers re: subordination laws (.7); review Plan Supp (1.6).	3.10	2,092.50	7663475
MELWANI, VIVEK		35 PARTNER	07/15/03	Callie re bond claim amounts.	0.30	142.50	7668278
			07/15/03	Mtg. w/Pfeiffer re claims, cap and regulatory issues.	1.20	570.00	7668281
			07/15/03	T/c w/Preis re plan issues.	0.40	190.00	7668282
			07/15/03	Callie re: corporate documents.	0.60	285.00	7668288
			07/15/03	Callie re: reg. rights agt.	0.70	332.50	7668289
			07/15/03	Attend confirmation trial.	6.80	4,590.00	7619523
			07/15/03	Review change to CMC confirmation order.	0.80	540.00	7619525
			07/15/03	Meeting with V. Melwani re: Plan Issues; claims cap; regulatory issues	1.20	474.00	7668559
			07/15/03	Telephone calls with V. Melwani and A. Preis re: hearing; plan issues	0.50	197.50	7668560
			07/15/03	Review fourth amended plan.	1.20	474.00	7668562
			07/15/03	Review pleadings from regulators re: plan.	0.30	118.50	7668563
			07/15/03	Review Nauert objection to plan.	0.30	118.50	7668564
			07/15/03	Telephone call's with A. Preis re: plan issues.	0.50	197.50	7668566
			07/15/03	Conference call with V. Melwani and Kirkland & Ellis re: corporate documents.	0.60	237.00	7668568
			07/15/03	Meet with V. Melwani re: plan issues; events of hearing.	1.00	395.00	7668569
			07/15/03	Review summary of T. Lee and SEC briefs and related documents.	0.70	276.50	7668570
			07/15/03	Telephone call with A. Sathy and V. Melwani re: plan.	0.50	197.50	7668574
			07/15/03	Reviewed revised documents to be filed as part of plan supplement	1.70	694.50	7645702

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

alp.132: Matter Detail (Nadstan/183054)

Printed: Frank, Harris, Shriver & Jacobson  
Run Date & Time: 09/17/03 12:02:07  
Work Date From : 07/01/03 Thru : 07/31/03

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

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

Professr: 1922774  
Status: B

(00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
SCHMIDLER, ANDREW	35	ASSOCIATE	07/15/03	Review UST objection to plan.	0.40	119.00	7616870
SCHMIDLER, ANDREW	35	ASSOCIATE	07/15/03	Draft, review and revise summary re: UST objection to plan.	0.60	165.00	7616871
ZIV, ALON	35	ASSOCIATE	07/15/03	Reviewing Nauer's objection to plan.	0.40	150.00	7659542
			07/15/03	Reviewing Nauer's objection to plan.	0.60	225.00	7659543
			07/15/03	Reviewing confirmation hearing update.	0.30	112.50	7659544
			07/15/03	Reviewing SEC's objection to releases under the plan.	1.30	487.50	7659545
			07/15/03	Drafting a summary of pertinent issues.	0.90	337.50	7659546
			07/15/03	Reviewing Thomas Lee Eudy's brief in support of the plan.	1.10	412.50	7659547
			07/15/03	Drafting a summary of pertinent points.	0.90	337.50	7659548
GOLAY, DAVID	10	PARTNER	07/16/03	Review drafted pages to Certificate of Designation (2.0): Review credit agreement	5.10	3,442.50	7663479
				Changed pages (2.3): prepared e-mail to Committee describing changes (1.8).			
MELWANI, VIWEK	35	PARTNER	07/16/03	Review Plan as amended.	1.00	475.00	7668290
			07/16/03	Call re conf. order.	3.00	1,425.00	7668291
			07/16/03	Review Preferred Stock.	0.80	380.00	7668294
STEINGART, BONNIE K.	35	PARTNER	07/16/03	Review briefs filed by SEC and US Trustee regarding plan objections.	1.30	877.50	7619528
			07/16/03	Attend confirmation hearing.	3.80	2,565.00	7619529
			07/16/03	Review revised credit agreement and preferred stock.	1.30	877.50	7619532
RESNICK, ALAN	35	COUSSEL	07/16/03	T/c w/Viv Melwani re: postpetition interest rights of unsecured creditors.	0.30	217.50	7617512
HUGHES, KATIE	35	ASSOCIATE	07/16/03	Review Fourth Amended Plan blacklined against Second Amended Plan.	0.20	55.00	7630899
MCGUINNESS, JOHN	35	ASSOCIATE	07/16/03	Review memo update re: confirmation hearing.	0.10	27.50	7630900
			07/16/03	Review updated Credit Agreement materials circulated by Davis Polk.	3.10	992.00	7664088
PEIFFER, BRIAN D	35	ASSOCIATE	07/16/03	Telephone call with A. Huber re: Confirmation Order	0.10	39.50	7668590
			07/16/03	Meetings with V. Melwani re: meetings; GM Building; Plan issues	0.80	316.00	7668592
PILCHIK, EYAN	10	ASSOCIATE	07/16/03	Reviewed revisions to corporate documents and prepared e-mail re: same.	0.50	192.50	7645703
SCHMIDLER, ANDREW	35	ASSOCIATE	07/16/03	Review and revise statement re: confirmation.	0.40	110.00	7617865
ZIV, ALON	35	ASSOCIATE	07/16/03	Reviewing confirmation hearing update.	0.30	112.50	7659552
			07/16/03	Reviewing CMC's 4th amended plan.	1.20	450.00	7659553
			07/16/03	Reviewing new versions of the proposed credit agreements and certificate of designation for new CMC preferred stock.	0.80	300.00	7659554

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

ALP 132: Matter Detail (bbsatan/103054)  
 Run Date & Time: 09/17/03 12:02:08

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

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

Billing Pct : BRAD E. SCHLIER  
 Responsible Pct: BRAD E. SCHLIER

Profile: 1922774  
 Status: B

(00397)

UNBILLED TIME DETAIL

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
GOLAY, DAVID	10	PARTNER	07/17/03	Review revised reg. rights agreements.	0.20	135.00	7653482
STEINWART, BONNIE K.	35	PARTNER	07/17/03	Review issues regarding Wendt and Claims cap at CMC.	0.50	337.50	7619535
			07/17/03	Attend confirmation trial.	1.80	2,565.00	7619536
			07/17/03	Review 4th amended plan (1.4); meeting with Huber regarding Trustee issues (4.4).	1.80	1,215.00	7619537
PREIFFER, BRIAN D.	35	ASSOCIATE	07/17/03	Telephone call with D. Turcano re: valuation issues	0.50	337.50	7619538
			07/17/03	Telephone call with Bank of America re: Plan issues	0.20	79.00	7668595
ZIV, ALAN	35	ASSOCIATE	07/17/03	Reviewing response of the Indiana department of insurance to Topis memo concerning insurance regulators' role in chapter 7.	0.40	150.00	7659557
			07/17/03	Reviewing correspondence concerning the Conoco equity plan.	0.60	225.00	7659558
MEINWANI, VIVEK	35	PARTNER	07/18/03	Review and revise confirmation order re: 1145 treatment.	0.60	205.00	7668311
STEINWART, BONNIE K.	35	PARTNER	07/18/03	Review exp. Agts and other Plan supplement doc.	0.90	427.50	7668313
MCQUINNNESS, JORDY	35	ASSOCIATE	07/18/03	Attend confirmation trial and hearing.	7.50	5,062.50	7619539
			07/18/03	Review, summarize Amended Plan Supplement filed with Court.	4.20	1,344.00	7664093
PREIFFER, BRIAN D.	35	ASSOCIATE	07/18/03	Meet with J. McGuinness re: plan supplement.	0.20	79.00	7668528
			07/18/03	Meet with J. McGuinness re: research.	0.20	79.00	7668529
			07/18/03	Review summary of case cited by TOPIS.	0.20	7668630	7668630
PILCHIK, EVAN	10	ASSOCIATE	07/18/03	Reviewed new draft of Security Agreement	0.50	192.50	7645706
ZIV, ALAN	35	ASSOCIATE	07/18/03	Reviewing summary of In re Prince re: confirmation hearing.	0.40	150.00	7659554
MEINWANI, VIVEK	35	PARTNER	07/19/03	Reviewing confirmation hearing update.	0.60	225.00	7659568
			07/21/03	Comment on confirmation order; review Plan.	2.10	997.50	7668317
STEINWART, BONNIE K.	35	PARTNER	07/21/03	Review order and revised plan.	0.40	190.00	7668336
			07/21/03	Telephone call with T. Kirilakov (3); review briefs regarding releases (1.6); meeting with V. Malwani (4.4).	2.30	1,552.50	7629342
PILCHIK, EVAN	10	ASSOCIATE	07/21/03	Reviewed new draft of Security Agreement	0.90	346.50	7645707
ZIV, ALAN	35	ASSOCIATE	07/21/03	Reviewing pleadings filed by the regulators.	0.80	300.00	7659573
MEINWANI, VIVEK	35	PARTNER	07/22/03	Comment on Confirmation order; review Plan.	2.10	997.50	7668327
			07/22/03	Review and revise Plan and TOPIS issues.	2.00	950.00	7668330
RESNICK, ALAN	35	COUNSEL	07/22/03	Reviewed confirmation order.	0.80	580.00	7625734
HUGHES, KATIE	35	ASSOCIATE	07/22/03	Revise and comment on proposed confirmation order.	8.90	2,447.50	7635741
PREIFFER, BRIAN D.	35	ASSOCIATE	07/22/03	Draft memo re: plan issues, exchange noteholder recovery.	1.20	474.00	7668656

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

Client: 030792 COMMITTEE CONS CREDITORS Billing Pct : BRAD E. SCHEIER  
 Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT Responsible Pct: BRAD E. SCHEIER  
Profenna: 1922774  
Statue: 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

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PFEIFFER, BRIAN D	35	ASSOCIATE	07/22/03	Review and comment on confirmation order.	4.60	1,817.00	7668647
			07/22/03	Meet with V. Melwan re: confirmation order; confirmation hearing.	0.50	197.50	7668652
PILCHIK, EVAN	10	ASSOCIATE	07/22/03	Reviewed new drafts of Reg Rights Agreements	0.20	77.00	7645710
PREIS, ARIK	35	ASSOCIATE	07/22/03	Review and comment on revised confirmation order.	5.00	1,875.00	7623107
ZIV, ALON	35	ASSOCIATE	07/22/03	Reviewing confirmation order.	0.50	187.50	7659577
MELMANI, VIVEX	35	PARTNER	07/23/03	Calls w/Alon re: order.	0.60	285.00	7668336
			07/23/03	Calls and meetings w/Preis re: order comments.	0.40	190.00	7668337
STINGQART, BONNIE K.	35	PARTNER	07/23/03	Review confirmation order comments.	0.80	380.00	7668344
			07/23/03	Review additional changes to confirmation order including DPM charges and PF comments.	0.80	540.00	7634287
HUGHES, KATIE	35	ASSOCIATE	07/23/03	Conf. w/ A. Preis re: DPM's revisions to confirmation order and revise same.	0.60	165.00	7635746
MCGUINNESS, JOHN	35	ASSOCIATE	07/23/03	Review draft Confirmation order.	1.90	608.00	7664102
PFEIFFER, BRIAN D	35	ASSOCIATE	07/23/03	Telephone call with E. Pilchik re: comment order; review related plan documents.	0.40	158.00	7668675
			07/23/03	Meet with V. Melwan re: consent order; confirmation order.	0.50	237.00	7668676
PILCHIK, EVAN	10	ASSOCIATE	07/23/03	Phone call w/ Brian Pfeiffer re: consent order.	0.40	154.00	7645713
PREIS, ARIK	35	ASSOCIATE	07/23/03	Review and comment on confirmation order; correspondence with Debtors re: same.	4.00	1,500.00	7630598
ZIV, ALON	35	ASSOCIATE	07/23/03	Reviewing confirmation order mark-up.	0.50	187.50	7659578
GOLAY, DAVID	10	PARTNER	07/23/03	Reviewing D&O loan transfer agreement.	0.40	150.00	7659583
SCHERER, BRAD E.	35	PARTNER	07/24/03	Review revised D&O loan transfer agreement and security agreement changed pages.	1.30	877.50	7634499
STINGQART, BONNIE K.	35	PARTNER	07/24/03	Review language re: confirmation order; calls re: same; conference w/leam re: same.	2.00	1,400.00	7629281
HUGHES, KATIE	35	ASSOCIATE	07/24/03	Review D&O loan transfer agreement and redline.	1.10	742.50	7634213
			07/24/03	Review draft confirmation order and redline.	1.30	877.50	7634214
			07/24/03	Review new draft of Confirmation Order from K&E (.3); compare with EFRSU previous revisions (.7).	1.00	275.00	7635750
			07/24/03	Prepare new markup of confirmation order (0.9); cont. w/ A. Preis and V. Melwan re: same (0.2)	1.10	302.50	7635751
MCGUINNESS, JOHN	35	ASSOCIATE	07/24/03	Review D&O Loan Transfer Agreement materials.	1.20	384.00	7664107
PREIS, ARIK	35	ASSOCIATE	07/24/03	Review updated draft CMC order.	2.10	672.00	7664108
			07/24/03	Review and comment on confirmation order (2.8) call with A. Huber re: same (.8); work with X. Hughes re: same (.4).	4.00	1,500.00	7630601
			07/24/03	Review of D&O Loan Transfer Agreement and circulation of comments thereto.	1.00	375.00	7630603

ALP 132: Matter Detail (Dabacan/181054)  
 Run Date & Time: 09/17/03 12:02:10

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

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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

Profforma: 1922774  
 Status: B

(00397)

U N B I L L E D T I M E D S T A I L	Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
	ZIV, ALON		ASSOCIATE	07/24/03	Reviewing the Lender's statement in support of confirmation.	0.50	187.50	7659588
	ZIV, ALON		ASSOCIATE	07/24/03	Reviewing proposed confirmation order.	0.80	300.00	7659589
	MEIWMANI, VIVIER		PARTNER	07/25/03	Calls and research re: interest issue.	1.80	855.00	7668360
	EREMBERT, BONNIE K.		PARTNER	07/25/03	Review filled confirmation order; telephone call with Huber.	0.80	540.00	7634220
	HUGHES, KATIE		ASSOCIATE	07/25/03	Prepare and revise memo of Debtor's post-hearing brief in support of plan and circulate same to Committee members.	3.40	935.00	7635752
	MCQUINNNESS, JOHN		ASSOCIATE	07/25/03	Review FRNSI revisions to confirmation order.	0.30	27.50	7637554
	PREIS, ARIK		ASSOCIATE	07/25/03	Review draft CMC Confirmation Order update.	1.30	416.00	7664112
	ZIV, ALON		ASSOCIATE	07/25/03	Review and comment on confirmation order.	2.50	937.50	7630805
				07/25/03	Reviewing CMC's proposed confirmation order.	0.50	187.50	7659590
				07/25/03	Reviewing the committee's reply to certain securities plaintiff's in connection with the committee's objection to their claims.	0.50	187.50	7659595
	PREIFFER, BRIAN D		ASSOCIATE	07/25/03	Reviewing TOPS' post-trial brief.	0.60	225.00	7659596
				07/26/03	Review pleadings filed re: post-confirmation briefs; related summary.	1.20	474.00	7668701
				07/28/03	Telephone call's with A. Satby and V. Melwani re: TOPS litigation.	0.40	158.00	7668717
	PREIS, ARIK		ASSOCIATE	07/28/03	Calls to debtors (.5) and Committee members re: meeting (.5).	1.00	325.00	7630607
	ZIV, ALON		ASSOCIATE	07/28/03	Reviewing email correspondence concerning the deferred compensation plan.	0.50	187.50	7659598
				07/28/03	Reviewing TOPS brief in opposition of confirmation.	0.50	187.50	7659600
	GOLAY, DAVID		PARTNER	07/29/03	Review emails re: proposed deal w/TOPS committee	0.90	607.50	7663506
	STEINGART, BONNIE K.		PARTNER	07/29/03	Review revised confirmation order.	0.80	540.00	7634227
	PREIFFER, BRIAN D		ASSOCIATE	07/29/03	Draft email to G. Hilliard re: plan.	0.10	39.50	7668728
	ZIV, ALON		ASSOCIATE	07/29/03	Reviewing correspondence concerning the TOPS settlement.	1.40	525.00	7659602
	FALON, PAUL H.		PARTNER	07/30/03	Review CMC conversion and merger presentation.	0.30	187.50	7652811
	GOLAY, DAVID		PARTNER	07/30/03	Review description of proposed CMC preferred for creditors committees; call w/Doug Timmer at K&B re: same.	1.60	1,080.00	7663508
	MEIWMANI, VIVIER		PARTNER	07/30/03	Review Confirmation Order.	0.80	380.00	7668380
	STEINGART, BONNIE K.		PARTNER	07/30/03	Review issues regarding equity plan.	0.80	540.00	7634232
	PREIFFER, BRIAN D		ASSOCIATE	07/30/03	Review term sheet for new CMC stock.	0.80	540.00	7634233
				07/30/03	Draft settlement Term Sheet	3.60	1,422.00	7668732
				07/30/03	Conference calls with Committee members; B. Scheler; V. Melwani; re: litigation strategy	1.20	474.00	7668737

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

ALP 112: Matter Detail (babayan/183054)  
 Run Date & Time: 09/17/03 13:02:10

Filed: Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

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

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

ProfForma: 1922774  
 Status: B

(00397)

U N B I L L B 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
PILCHER, EVAN	10	ASSOCIATE	07/30/03	Telephone call with D. Trucano re: litigation strategy	0.30	118.50	7668738
PREIS, ARIK	35	ASSOCIATE	07/30/03	Drafting letter to committee re: new CDCC preferred stock	1.70	654.50	7645727
GOLBY, DAVID	10	PARTNER	07/30/03	Calls with clients and Kirland & Ellis re: settlement.	0.50	187.50	7657480
MELWANI, VIVEK	35	PARTNER	07/31/03	Review terms of settlement for impact on corporate documents; review docs re: same.	2.20	1,485.00	7663511
STEINWALT, RONNIE K.	35	PARTNER	07/31/03	Calls and draft language re: bank allocation.	0.90	421.50	7668394
PREIFER, BRIAN D	35	ASSOCIATE	07/31/03	Review issues regarding equity plan.	0.50	337.50	7656149
			07/31/03	Review terms of new CDCC stock.	0.60	540.00	7656150
			07/31/03	Conference call with co-counsel re: hearing preparation; related follow up.	0.60	237.00	7668745
			07/31/03	Emails to Mayer Brown re: settlement.	0.20	79.00	7668747
			07/31/03	Review news articles re: settlement.	0.20	79.00	7668748
			07/31/03	Meet with A. Preis re: settlement.	0.30	118.50	7668749
			07/31/03	Draft memo re: TOPS settlement.	4.20	1,659.00	7668751
			07/31/03	Meet with B. Scheeler and V. Melwani re: settlement.	1.00	395.00	7668752
PREIS, ARIK	35	ASSOCIATE	07/31/03	Various calls re: Plan negotiations.	1.50	562.50	7657482
ZIV, ALON	35	ASSOCIATE	07/31/03	Reviewing correspondence concerning the TOPS settlement.	0.60	225.00	7659614
			07/31/03	Reviewing press releases concerning the settlement.	0.90	317.50	7659611
			07/31/03	Reviewing comments to Kag's draft of 9019 notice.	0.40	150.00	7659612
			07/31/03	Reviewing terms of the TOPS settlement.	0.50	187.50	7659613
Total					399.90	185,499.50	
Matter Total					399.90	185,499.50	



ALP 132: Matter Detail1 (babstca/183054)  
 Run Date & Time: 09/17/03 12:02:11  
 Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00006 CPC  
 Friedl, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03  
 Billing Pct : BRAD E. SCHERLER  
 Responsible Pct: BRAD E. SCHERLER  
 Profforma: 1922775  
 Status: B  
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Reflects Payments As of 09/17/03 12:02:11

Bill Date	Thru Date	Bill #	Hours	Time Cost	Disbursement Cost	Fee & OA	Billing Disbursement	Applied From OA	Total	Collections Date	Balance Due
06/03/03	01/31/03	13040850	143.90	60,625.50	.00	60,625.50	.00	60,625.50	60,625.50	07/23/03	
05/09/03	02/28/03	13051255	125.70	53,107.00	.00	53,107.00	.00	53,107.00	53,107.00	07/23/03	
06/17/03	03/31/03	13062070	89.00	41,313.00	.00	41,313.00	.00	41,313.00	41,313.00	07/23/03	
06/30/03	04/30/03	13070156	101.90	46,118.50	.00	46,118.50	.00	46,118.50	46,118.50	07/23/03	
06/30/03	05/31/03	13070157	17.90	8,044.50	.00	8,044.50	.00	8,044.50	8,044.50	07/23/03	
Case Total:			478.40	209,208.50	.00	209,208.50	.00	209,208.50	209,208.50		

U N B I L L E D	T I M E	S U M M A R Y	Employee Name	Off Dp Position	Oldest Entry	Latest Entry	Hours	Amount
			STEINGART, BONNIE K.	NY 35 PARTNER	07/02/03	07/31/03	4.30	2,902.50
			MELMANI, AYVER	NY 35 PARTNER	07/02/03	07/11/03	1.60	760.00
			PREIFER, BRIAN D	NY 35 ASSOCIATE	07/03/03	07/31/03	7.80	3,981.00
			PREIS, ARIK	NY 35 ASSOCIATE	07/03/03	07/06/03	2.00	750.00
			MCCORMICK, JOHN	NY 35 ASSOCIATE	07/02/03	07/23/03	3.50	1,130.00
			ZIV, ALON	NY 35 ASSOCIATE	07/02/03	07/31/03	14.20	5,325.00
			SCHOULDER, ANDREW	NY 35 ASSOCIATE	07/15/03	07/15/03	0.40	110.00
Total:							33.80	14,048.50

Sub-Total Hours : 5.90 Partners; 0.00 Counsels; 27.90 Assoca; 0.00 Paralgls; 0.00 Others  
 Sub-Total Amount : 3,662.50 Partners; 0.00 Counsels; 10,386.00 Assoca; 0.00 Paralgls; 0.00 Others

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00006 CPC

alp132: Matter Detail (bahaban/183054)  
 Run Date & Time: 09/17/03 12:02:11

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

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Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00006 CFC

Billing PRT : BRAD E. SCHERER  
 Responsible PRT: BRAD E. SCHERER

Professors: 1922775  
 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
			MELWANI, VIVEX	35	PARTNER	07/02/03	Review CFC Plan and Conf. order.	0.80	380.00	7668205
			STEINWART, BONNIE K.	35	PARTNER	07/02/03	Review CFC order: review timing and other issues and discuss with US Trustee.	0.80	540.00	7619465
			MCGUINNESS, JOHN	35	ASSOCIATE	07/02/03	Reviewing the revised CFC plan.	0.70	224.00	7608668
			ZIV, ALON	35	ASSOCIATE	07/02/03	Reviewing the revised CFC plan.	0.80	300.00	7659504
			STEINWART, BONNIE K.	35	PARTNER	07/03/03	Review redline CFC plan.	0.80	540.00	7619471
			PFEIFFER, BRIAN D	35	ASSOCIATE	07/03/03	Review and comment on CFC Plan	0.60	237.00	7666397
			DREIS, ARIK	35	ASSOCIATE	07/03/03	Review and comment on CFC confirmation order	1.20	474.00	7666400
						07/03/03	Review of revised CFC plan.	1.00	375.00	7630588
						07/06/03	Review of CFC confirmation order and comment thereon.	1.00	375.00	7608657
			MCGUINNESS, JOHN	35	ASSOCIATE	07/09/03	Review CFC Plan mark up.	1.20	384.00	7659473
			PFEIFFER, BRIAN D	35	ASSOCIATE	07/09/03	Meet with V. Melwani re: comments to CFC Plan	0.30	118.50	7666443
						07/09/03	Review and comment on CFC plan; meeting with A. Schouder and J. McGuinness.	1.30	513.50	7666449
			STEINWART, BONNIE K.	35	PARTNER	07/10/03	Review comments to CFC Plan.	0.80	540.00	7619502
			PFEIFFER, BRIAN D	35	ASSOCIATE	07/10/03	Meetings with A. Dreis, A. Riv re: CFC confirmation order	0.40	158.00	7666460
			ZIV, ALON	35	ASSOCIATE	07/10/03	Review and comment on CFC Confirmation Order	1.70	671.50	7666461
						07/10/03	Reviewing comments to the CFC plan (1.6); Reviewing the CFC plan (1.8); Comparing the plan sections incorporated by reference in the order and original plan (2.2).	5.80	2,175.00	7659527
			MELWANI, VIVEX	35	PARTNER	07/11/03	Review brief of CFC committee in support of confirmation.	0.80	300.00	7668258
			STEINWART, BONNIE K.	35	PARTNER	07/11/03	Review brief of CFC committee in support of confirmation.	0.30	202.50	7619509
			PFEIFFER, BRIAN D	35	ASSOCIATE	07/11/03	Review CFC Order	0.70	276.50	7668521
			ZIV, ALON	35	ASSOCIATE	07/11/03	Draft email re: comments to CFC Order	0.60	237.00	7668522
						07/11/03	Reviewing CFC creditors committee's brief in support of confirmation of plan.	0.50	187.50	7669534
			MCGUINNESS, JOHN	35	ASSOCIATE	07/14/03	Review draft Plan and riders for reference to Section 1145.	1.20	384.00	7659485
			PFEIFFER, BRIAN D	35	ASSOCIATE	07/15/03	Review Barzle objection to CFC plan; related memo.	0.40	158.00	7668565
			SCHOUIDER, ANDREW	35	ASSOCIATE	07/15/03	Email to Houlihan re: CFC disclosure statement.	0.40	110.00	7616869
			ZIV, ALON	35	ASSOCIATE	07/15/03	Reviewing objections filed by certain class action claimants ("Barzle") against the CFC plan (1.3); prepare summary of pertinent points (1.4); revising summary (1.4).	4.10	1,537.50	7659549
			MCGUINNESS, JOHN	35	ASSOCIATE	07/22/03	Reviewing CFC voting order.	0.40	150.00	7659576
						07/23/03	Review CFC voting order.	0.40	128.00	7664103

Client: 030792 COMMITTEE CONS CREDITORS  
 Matter: 00006 CFC

alp\_132: Matter Detail (Dabbran/183054)  
Run Date & Time: 09/17/03 12:02:12

Filed, Frank, Harris, Shriver & Jacobson  
Work Date From : 07/01/03 Thru : 07/31/03

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Client: 030792 COMMITTEE COMS CREDITORS  
Matter: 00006 CFC

Billing Prt : BRAD E. SCHIER  
Responsible Prt: BRAD E. SCHIER

Profirms: 1922775  
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

STEINGART, BONNIE K. 35 PARTNER  
ZIV, ALON 35 ASSOCIATE

07/30/03 Review CFC confirmation order and redline.  
07/30/03 Reviewing proposed settlement between CFC and  
the Florida State Board administration (1.3);  
Summary of pertinent points (.4);

0.80  
1.70

540.00  
637.50

7634234  
7659604

STEINGART, BONNIE K. 35 PARTNER  
PERLPIPER, BRIAN D 35 ASSOCIATE  
ZIV, ALON 35 ASSOCIATE

07/30/03 Reviewing CFC's confirmation order.  
07/31/03 Review revised CFC confirmation order.  
07/31/03 Review CFC confirmation order.  
07/11/03 Reviewing mark-up to CFC's confirmation order.

0.40  
0.80  
0.50  
0.50

150.00  
540.00  
237.00  
187.50

7659609  
7656151  
7668755  
7659615

Total

33.80

14,048.50

Matter Total

33.80

14,048.50

alp.112: Matter Detail (babaran/183054)  
 Run Date & Time: 09/17/03 12:02:12

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/03/03 Thru : 07/31/03

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

Billing Firm : BRAD E. SCHRIER  
 Responsible Firm: BRAD E. SCHRIER

Proferral: 192777  
 Status: B (00397)

ACCOUNTS RECEIVABLE

(Reflects Payments as of 09/17/03 12:02:12)

Bill Date	Thru Date	Bill #	Hours	Time Cost	Disbursement Cost	Fee & OA	Billing Disbursement	Applied From OA	--- Collections ---	Balance Due
									Total	Date
04/03/03	01/31/03	13040850	501.60	222,520.50	19,243.89	222,520.50	19,243.89	241,764.39	07/23/03	
03/09/03	02/28/03	13051255	312.90	119,388.50	39,123.83	119,388.50	39,123.83	157,512.33	07/23/03	
06/17/03	03/31/03	13062070	85.50	44,481.50	139,366.11	44,481.50	139,366.11	183,847.61	07/23/03	
06/30/03	04/30/03	13070156	54.10	29,827.00	115,239.53	29,827.00	115,239.53	145,066.53	07/23/03	
06/30/03	05/31/03	13070157	57.90	28,255.50	87,578.95	28,255.50	87,578.95	115,834.45	07/23/03	
Case Total:			1,012.00	443,473.00	400,493.31	443,473.00	400,552.31	844,025.31		

UNBILLED TIME SUMMARY

Employee Name	Off Dp	Position	Oldest Entry	Latest Entry	Hours	Amount
SCHRIER, BRAD E.	NY 35	PARTNER	07/01/03	07/28/03	20.00	14,000.00
STEINMETZ, BONNIE K.	NY 35	PARTNER	07/01/03	07/24/03	6.86	4,590.08
MELAMANI, YIVER	NY 35	PARTNER	07/02/03	07/18/03	14.10	6,697.50
FALOW, PAUL H.	DC 10	PARTNER	07/07/03	07/16/03	0.70	437.50
PEREPPER, BRIAN D	NY 35	ASSOCIATE	07/01/03	07/17/03	7.10	2,804.50
BREIS, ARIK	NY 35	ASSOCIATE	07/11/03	07/17/03	3.00	1,125.00
MCQUINNIS, JOHN	NY 35	ASSOCIATE	07/01/03	07/16/03	8.20	2,624.00
SCHROEDER, ANDREW	NY 35	ASSOCIATE	07/09/03	07/16/03	4.20	1,155.00
HUGHES, KATIE	NY 35	ASSOCIATE	07/11/03	07/17/03	6.40	1,155.00
DELLA, PATRICIA H.	NY 10	PARALEGAL	07/16/03	07/16/03	0.20	34.00
TOM, GREGORY	NY 10	PARALEGAL	07/16/03	07/16/03	1.00	150.00
CHOI, CHRISTINA Y.	NY 35	PARALEGAL	07/25/03	07/29/03	5.40	756.00
CORDON, WARREN	NY 80	ADMIN	07/03/03	07/03/03	0.10	20.50
Total:					77.20	36,154.00

Sub-Total Hours : 41.60 Partners;  
 Sub-Total Amount : 25,725.00 Partners;  
 0.00 Counsels;  
 28.90 Assoc;  
 6.60 Paralegls;  
 0.10 Others  
 0.00 Counsels;  
 9,468.50 Assoc;  
 940.00 Paralegls;  
 20.50 Others

UNBILLED ANCILLARY SERVICES SUMMARY

Code	Description Name	Amount
0003	OUTSIDE MESSGR SERV	256.63
0004	TELEPHONE	10,331.74
0005	DUPLICATING	3,748.68

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

alp\_132: Matter Detail (babaran/183054)  
Run Date & Time: 09/17/03 12:02:12

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 07/01/03 Thru : 07/31/03

Client: 030792 COMMITTEE COMS CREDITORS  
Matter: 00008 GENERAL OFFICIAL COMMITTEE MATTERS  
Billing Pct : BRAD E. SCHIEFER  
Responsible Pct: BRAD E. SCHIEFER  
Performa: 1922777  
Status: B (00397)

U N B I L I E D A W C I L L A R Y S E R V I C E S S U M M A R Y

Code	Disbursement Name	Amount
0006	DUPLICATING - OUTSIDE	1,146.74
0010	MEALS HOTEL (O.F.)	74.10
0012	CHANGEABLE MEALS	1,205.95
0013	LOCAL TRANSPORTATION	4,532.06
0014	OUT TOWN LODGING, ETC	5,114.84
0015	OUT TOWN AIRFARE	7,226.51
0016	OUT TOWN LOCAL TRAMS	1,018.46
0018	COURT REPORTING	2,113.30
0023	MISCELLANEOUS	6.99
0026	LEISIS	548.84
0032	ENG. PUBLICS, SUPPLIES	12.30
0038	SECRETARIAL SERVICES	719.62
0041	DATA RESEARCH SERVICE	2,181.27
0042	MEALS/OUT OF TOWN	384.07
0044	TELEPHONE	58.59
0051	DATA RESEARCH MONTHS	15,366.69
0054	MEALS-INHSE NOT/MKND	278.30
0088	TRAMP. PARALEGAL	668.55
0094	TELESCOPIER/TELEX	526.40
	Total	57,520.83

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

alp.132: Matter Detail (babecan/183054)  
 Run Date & Time: 09/17/03 12:02:12

Friedl, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

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

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

Proforma: 1922777  
 Status: B (00397)

UNBILLED TIME DETAIL

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
SCHULER, BRAD E.	35	PARTNER	07/01/03	Call with members of committee; calls with Sprayregen re: GM building and other issues.	1.00	760.00	7607449
STEINGART, BONNIE K.	35	PARTNER	07/01/03	Review issues relating to rating agencies.	2.00	1,400.00	7607452
MCQUINNNESS, JOHN	35	ASSOCIATE	07/01/03	Telephone call and discussions with Houlihan et al regarding Monday's downgrade.	0.80	540.00	7619459
PREIFFER, BRIAN D.	35	ASSOCIATE	07/01/03	Review email summary of Confirmation Hearing.	0.20	64.00	7608661
			07/01/03	Review correspondence re: Moody's issues.	0.40	128.00	7608662
			07/01/03	Meet with B. Scheler re: Mendt issues; regulatory issues; open issues	0.80	316.00	7666368
			07/01/03	Meet with V. Melwani re: executory contract issues; GM building; ratings downgrade	0.60	237.60	7666370
			07/01/03	Review emails re: rating downgrade; telephone call with D. Trucano re: same	0.50	197.50	7666376
MEHWANI, VIVEK	35	PARTNER	07/02/03	T/cs re: Moody's downgrade.	0.40	190.00	7668199
SCHULER, BRAD E.	35	PARTNER	07/02/03	Review issues relating to confirmation; TOP-S; objections; confer with Sprayregen re: same.	1.00	2,100.00	7629203
PREIFFER, BRIAN D.	35	ASSOCIATE	07/02/03	Meet with B. Scheler re: TOP's settlement and business issue in connection with upcoming Committee meeting.	1.00	395.00	7666385
GORDON, WARREN	80	ADMIN	07/03/03	Review letter to Davis Polk re: statement	0.20	79.00	7666395
STEINGART, BONNIE K.	35	PARTNER	07/03/03	Meet with A. Preis and V. Melwani re: statement Research re: SEC filings.	0.30	118.50	7666399
			07/05/03	Review and revise draft committee statement in support of Plan.	0.10	20.50	7607478
FALOW, PAUL H.	10	PARTNER	07/07/03	Review recent bankruptcy filings.	1.90	1,282.50	7217115
MEHWANI, VIVEK	35	PARTNER	07/07/03	Review background materials on TOP's counsel.	0.20	125.00	7652740
MCQUINNNESS, JOHN	35	ASSOCIATE	07/08/03	T/c w/Huber and Rowe re confidentiality.	0.90	427.50	7668227
PREIFFER, BRIAN D.	35	ASSOCIATE	07/08/03	Review background materials on TOP's counsel.	0.40	128.00	7659466
			07/08/03	Draft email to committee re: meeting	0.10	39.50	7666431
			07/08/03	Meet with V. Melwani and B. Scheler re: meeting regarding business update; release issues; TOP's issues	1.20	474.00	7666432
			07/08/03	Revise letter to Davis Polk re: statement	0.30	118.50	7666433
SCHOUJDER, ANDREW	35	ASSOCIATE	07/09/03	Telephone call with Filret Pacific re: conference call	0.10	39.50	7666444
MCQUINNNESS, JOHN	35	ASSOCIATE	07/09/03	Review and revise letter to Davis Polk & Hardbell re: lender confirmation statement.	0.30	82.50	7614521
RUBERS, KATIE	35	ASSOCIATE	07/10/03	Review correspondence to Davis Polk re: Lenders statement in support.	0.20	64.00	7659477
PREIFFER, BRIAN D.	35	ASSOCIATE	07/11/03	Email corr. w/ A. Huber (K&E) and Kroil re: contact info for Consoco directors.	0.30	82.50	7622095
			07/14/03	Meet with V. Melwani re: plan and business update presentation	0.80	316.00	7668554

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

alp.132: Matter Detail (babeta/193054)  
 Run Date & Time: 09/17/03 12:02:12

Fried, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

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

Billing Pct : BRAD E. SCHELER  
 Responsible Pct: BRAD E. SCHELER  
 Performance: 1922777  
 Status: B

UNBILTD TMS DETAIL  
 Employee Name Dept Position Work Date Description Hours Amount Index Number

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
MELMANI, VIVAK		PARTNER	07/14/03	Draft email to C. Lamberakis (Kelly Doye) re: Business meeting	0.10	39.50	7668557
			07/15/03	Review business plan.	0.60	285.00	7668279
			07/15/03	Various calls and emails w/Prais re open issues.	0.90	427.50	7668280
			07/15/03	Mtg. w/Huber.	2.00	950.00	7668285
			07/15/03	Review business plan and issues re: claims cap (2.5); calls w/clients re: same (1.5).	4.00	2,800.00	7629236
SCHERER, BRAD E.		PARTNER	07/15/03	Review materials prepared by Houltham; review company update.	0.50	337.50	7619524
STRINGART, BONNIE K.		PARTNER	07/15/03	Review news re: Consoco trial.	0.30	82.50	7622102
HUGHES, KATIE		ASSOCIATE	07/15/03	Organize call-in information for July 17 meeting with the company.	0.40	126.00	7664082
MCGINNESS, JOHN		ASSOCIATE	07/15/03	Email to committee re: Business meeting.	0.20	79.00	7668561
PFEIFFER, BRIAN D		PARTNER	07/16/03	Review Consoco business update materials.	0.50	312.50	7652769
FALON, PAUL H.		PARTNER	07/16/03	Mtg. w/Pfeiffer re mtg.	0.80	380.00	7668292
MELMANI, VIVAK		PARTNER	07/16/03	Review Company material for mtg.	0.60	265.00	7668293
MCGINNESS, JOHN		ASSOCIATE	07/16/03	Prepare for July 17 Creditor meeting, including attendee lists; telephone calls re: Committee members inquiring re: agenda.	3.40	1,088.00	7664086
			07/16/03	Prepare documents for use at July 17 Creditor meeting.	1.20	1,024.00	7664087
PFEIFFER, BRIAN D		ASSOCIATE	07/16/03	Review Company Presentation	0.80	316.00	7668593
SCHROEDER, ANDREW		ASSOCIATE	07/16/03	Prepare for meeting with Committee.	1.90	1,072.50	7617866
DELLA, PATRICIA H.		PARALEGAL	07/16/03	Review docket and obtain pleadings.	0.20	34.00	7616492
TOM, GREGORY		PARALEGAL	07/16/03	Coordinate distribution of materials for team.	1.00	150.00	7628157
MELMANI, VIVAK		PARTNER	07/17/03	Committee mtg. re business issues.	6.00	2,850.00	7668303
			07/17/03	T/c w/BOA re bank issues.	0.30	142.50	7668300
			07/17/03	Prep for mtg; review agenda.	1.20	579.00	7668301
SCHERER, BRAD E.		PARTNER	07/17/03	Attend meeting at Kirkland Billis; related Follow up.	6.00	4,208.00	7629246
STRINGART, BONNIE K.		PARTNER	07/17/03	Conference call with committee and company; business update; litigation update and strategy.	2.80	1,890.00	7619534
HUGHES, KATIE		ASSOCIATE	07/17/03	Attend meeting with K&E, Company, Committee, and DPM re: proposed TOPS settlement, GM Building progress, and Company business update.	5.80	1,595.00	7630908
PFEIFFER, BRIAN D		ASSOCIATE	07/17/03	Review agenda	0.10	39.50	7668609
PREIS, ANIK		ASSOCIATE	07/17/03	Participation by phone at Committee meeting with Company.	3.00	1,125.00	7620242
MELMANI, VIVAK		PARTNER	07/18/03	Calls re GM sale process.	0.40	190.00	7668312

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

a/p 133: Matter Detail (babstam/183054)  
Run Date & Time: 09/17/03 12:02:13

Filed, Frank, Harris, Shriver & Jacobson  
Work Date From : 07/01/03 Thru : 07/31/03

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

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

ProfForma: 1922777  
Status: B

(00397)

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

Hours

Amount

Index Number

SCHERER, BRAD E.	35	PARTNER	07/21/03	Calls with Sprayregan; calls with clients; related follow up.	2.00	1,400.00	7629286
STEINGART, BONNIE K.	35	PARTNER	07/24/03	Review trading order issues; telephone call with T. Kiriaokos.	0.80	540.00	7634212
CHOI, CHRISTINA Y.	35	PARALEGAL	07/25/03	Preparing documents to be bound and distributed to FP Team as per A. Preis.	1.60	224.00	7635524
SCHERER, BRAD E.	35	PARTNER	07/28/03	Prep for meeting on 7/29.	2.00	1,400.00	7658431
CHOI, CHRISTINA Y.	35	PARALEGAL	07/28/03	Attend to documents as per Arlk Preis and Katie Hughes.	2.10	294.00	7645474
			07/29/03	Organization of distribution documents to be filed in records.	1.70	238.00	7645483

Total

77.20

36,154.00

Matter Total

77.20

36,154.00

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



ajp\_132: Matter Detail (Houston/183054)  
 Run Date & Time: 09/17/03 12:02:13

Filed, Frank, Harris, Shriver & Jacobson  
 Work Date From : 07/01/03 Thru : 07/31/03

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

Billing Pct : BRAD E. SCHEBLER  
 Responsible Pct: BRAD E. SCHEBLER

Proforma: 1922777  
 Status: B

UNBILLED ANCI LARY SERVICES DETAIL  
 Period Cost Type/ Vendor / Description Employee Off Bt Date Coets Index Batch No Ptn Date

Period Cost Type/ Vendor / Description	Employee	Off Bt	Date	Coets	Index	Batch No	Ptn Date
OUTSIDE MESSGR SERV H0003	FALOW, P H	02	B	07/08/03	9.27	8100855	152058 07/08/03
0703 FEDERAL EXPRESS CORPORAT							
FEDERAL EXPRESS SVC : JUNE 17 TO APPALOOSE							
MANAGEMENTUP - CHEATHAM, NJ							
TELEPHONE H0004							
0703 AMERICAN EXPRESS							
TELEPHONE-7/8/03 MOTHERN DISTRICT OF ILLINOIS							
BANKRUPTCY COURT PERMIT, ATTY'S TO APPEAR BY							
TELEPHONE. IN OUR REPRESENTATION OF THE							
COMMITTEE AND TO REDUCE TRAVEL EXPENSES WHERE							
OUR PHYSICAL PRESENCE IS NOT MATERIAL WE OPT TO							
APPEAR BY PHONE							
0703 DEBRAVANTUNES, INC.							
TELEPHONE 6/10							
0703 DEBRAVANTUNES, INC.							
TELEPHONE 6/4,5,6,9,12,16,18,27							
DUPLICATING - OUTSID							
0703 KACT DUPLICATING SERVICE H0006							
DUPLICATING - OUTSIDE-5/20/03							
NEALS MONDEL( O.T.) H0010							
0703 PETTY CASH							
NEALS MONDEL( O.T.) 06-16-2003							
0703 PETTY CASH							
NEALS MONDEL( O.T.) 06-2003 06-27-2003							
0703 PETTY CASH							
NEALS MONDEL( O.T.) 06-28-2003							
0703 PETTY CASH							
NEALS MONDEL( O.T.) 06-29--2003							
0703 PETTY CASH							
NEALS MONDEL( O.T.) 06-28-2003							
0703 PETTY CASH							
NEALS MONDEL( O.T.) 07-15							
CHARGEABLE MEALS H0012							
0703 KATIE HUGHES							
CHARGEABLE MEALS 6/27							
0703 PETTY CASH							
CHARGEABLE MEALS 07-09-2003							
0703 PETTY CASH							
CHARGEABLE MEALS07-09-2003							
0703 PETTY CASH							
CHARGEABLE MEALS 07-09-2003							
0703 PETTY CASH							
CHARGEABLE MEALS07-07 -2003							

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

ALP 132: Matter Detail (Dabstam/183054)  
Run Date & Time: 09/17/03 12:02:14

Fried, Frank, Harris, Shriver & Jacobson  
Work Date From : 07/01/03 Thru : 07/31/03

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

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

Program: 1922777  
Status: B

(00397)

UNBILLED ANCI L L A R Y S E R V I C E S D E T A I L  
Period Cost Type/ Vendor / Description      Employee      Off St      Date      Cocts      Index      Batch No      Fin Date

0703 PETTY CASH CHARGEABLE MEALS07-06-2003	PREIS, A P	01	B	07/17/03		15.86	8109174	152813	07/17/03
0703 PETTY CASH CHARGEABLE MEALS07-8 2003	PREIS, A P	01	B	07/17/03		11.61	8109176	152813	07/17/03
0703 ZEN CHARGEABLE MEALS-5/8/03	MAI, S M	01	B	07/22/03		17.84	8114086	153073	07/22/03
0703 CHINA COVE, INC./COVE BI CHARGEABLE MEALS-5/1/03	HUGHES, K H	01	B	07/22/03		57.14	8114387	153073	07/22/03
0703 CHINA COVE, INC./COVE BI CHARGEABLE MEALS-5/4/03	MCQUINNNESS, J W	01	B	07/22/03		21.08	8114396	153073	07/22/03
0703 CHINA COVE, INC./COVE BI CHARGEABLE MEALS-5/7/03	HUGHES, K H	01	B	07/22/03		16.52	8114400	153073	07/22/03
0703 MR. BROADWAY CHARGEABLE MEALS-5/29/03	WEISS, E W	01	B	07/22/03		32.00	8113722	154073	07/22/03
0703 PETTY CASH CHARGEABLE MEALS06- 30- 03 07-01-2003	PREIS, A P	01	B	07/23/03		17.36	8114734	153223	07/23/03
0703 PETTY CASH CHARGEABLE MEALS006-28 06-29	PREIS, A P	01	B	07/23/03		28.84	8114736	153223	07/23/03
0703 CIRCA CHARGEABLE MEALS-5/12/03	SAVITSKY, J S	01	B	07/24/03		13.64	8122618	153299	07/24/03
0703 CIRCA CHARGEABLE MEALS-5/14/03	WEISS, E W	01	B	07/24/03		23.49	8122625	153299	07/24/03
0703 CIRCA CHARGEABLE MEALS-5/17/03	WEISS, E W	01	B	07/24/03		26.25	8122630	153299	07/24/03
0703 CIRCA CHARGEABLE MEALS-5/28/03	WEISS, E W	01	B	07/24/03		27.03	8122619	153299	07/24/03
0703 ESSER DOWNTON CHARGEABLE MEALS-5/24/03	WEISS, E W	01	B	07/24/03		30.63	8120879	153299	07/24/03
0703 ESSER DOWNTON CHARGEABLE MEALS-4/14/03	WEISS, E W	01	B	07/24/03		26.00	8120910	153299	07/24/03
0703 BONNIE STEINGART CHARGEABLE MEALS 6/30	STEINGART, B K	01	B	07/25/03		76.46	8123702	153383	07/25/03
0703 PETTY CASH CHARGEABLE MEALS07-13	PREIS, A P	01	B	07/31/03		13.69	8135443	154142	08/05/03
0703 PETTY CASH CHARGEABLE MEALS07-14 07-14	PREIS, A P	01	B	07/31/03		36.64	8135444	154142	08/05/03
0703 PETTY CASH CHARGEABLE MEALS07-14 07-15 07-16	PREIS, A P	01	B	07/31/03		11.81	8135446	154142	08/05/03
0703 PETTY CASH CHARGEABLE MEALS07-18-2003 07-17-2003	PREIS, A P	01	B	07/31/03		14.70	8135450	154142	08/05/03
0703 PETTY CASH CHARGEABLE MEALS06-15 06-19 06-17	STEINGART, B K	01	B	07/31/03		198.70	8137644	154235	08/05/03

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