

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

FILED
UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS

OCT 09 2003

KENNETH S. GARDNER, CLERK
TEAM - A

In re:)	
)	Chapter 11
)	
CONSECO, INC. <u>et al.</u> , ¹)	Case No. 02-B 49672
)	(Jointly Administered)
)	Honorable Carol A. Doyle
)	
Debtors.)	Objection Deadline: October 29, 2003
)	

**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
AUGUST 1, 2003 THROUGH SEPTEMBER 9, 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

¹ 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*").

Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members (the "Interim Compensation Order"), the 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 \$402,769.35, which represents 90% of the \$447,521.50 in services billed (the "Fees"), and (ii) reimbursement in the amount of \$30,835.62 for the actual and necessary expenses that FFHS&J incurred (the "Expenses"), in each case for the period from August 1, 2003 through September 9, 2003 (the "Eighth Monthly Fee Period"). The detailed billing records for the Fees and Expenses sought in this Application are attached as Exhibits A and B, respectively. In support of this Application, FFHS&J respectfully states as follows:

Background

1. On December 17, 2002 (the "Petition Date"), each of the Debtors filed its respective voluntary petition for relief under the Bankruptcy Code.²
2. On January 3, 2003, the United States Trustee appointed the members of the Committee at the Committee formation meeting (the "Committee Formation Meeting"). On that date, the Committee proceeded to retain, subject to Bankruptcy Court approval, FFHS&J and Mayer, Brown, Rowe & Maw ("Mayer Brown") as its co-counsel, and Houlihan Lokey Howard & Zukin and Greenhill & Co., LLC as its financial advisors.
3. By this Court's order dated February 12, 2003, the Committee was authorized to retain FFHS&J as their counsel, effective as of January 3, 2003, with regard to the

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

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

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

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 \$933,332.49.³

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,

³ In accordance with the Interim Compensation Order, the monthly fee applications filed by FFHS&J only requested 90% of the total fees incurred during each month. FFHS&J requested the remaining "held back" 10% from each month in its quarterly fee application, filed on August 15, 2003.

and an application for interim compensation and expenses incurred in the month of May in the amount of \$913,382.95.

9. On September 18, 2003, FFHS&J submitted an application to this Court for interim compensation and expenses incurred in the month of June in the amount of \$596,996.45.

10. On September 18, 2003, FFHS&J submitted an application to this Court for interim compensation and expenses incurred in the month of July in the amount of \$534,027.63.

11. On August 15, 2003, FFHS&J submitted an application to this Court for interim approval and allowance of compensation and expenses incurred as contained in the monthly fee applications filed in the period from April 1, 2003 through June 30, 2003 (the "First Quarterly Fee Application"). The First Quarterly Fee Application sought \$4,463,951.00 in fees and \$400,552.31 in expenses, which is 100% of the fees and expenses requested in the monthly fee applications filed between April 1, 2003 and June 30, 2003.

Fees

12. 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.

13. 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 Eighth Monthly Fee Period are:

Name of Professional Person	Position with the Applicant and Year	Department	Hourly Billing Rate ⁴	Total Billed Hours	Total Fees
Alan Resnick	Of Counsel since 1989; Law School Class of 1972	Bankruptcy	\$725	6.9	\$5,002.50
Richard A. Steinwurtzel	Partner since 1983; Law School Class of 1975	Corporate	\$705	0.2	\$141.00
Brad Eric Scheler	Partner since 1984; Law School Class of 1977	Bankruptcy	\$700	61.5	\$43,050.00
Kenneth R. Blackman	Partner since 1973; Law School Class of 1965	Corporate	\$675	3.1	\$2,092.50
Robert C. Schwenkel	Partner since 1989; Law School Class of 1982	Corporate	\$675	32.5	\$21,937.50
Bonnie K. Steingart	Partner since 1986; Law School Class of 1979	Bankruptcy/ Litigation	\$675	83.9	\$56,632.50
David Golay	Partner since 1986; Law School Class of 1977	Corporate	\$675	24.1	\$16,267.50
Donald Carleen	Partner since 1987; Law School Class of 1983	Executive Compensation & Employee Benefits	\$675	3.5	\$2,362.50
Jack L. Jacobson	Partner since 1989; Law School Class of 1982	Tax	\$675	20.8	\$14,040.00
Paul H. Falon	Partner since 1997; Law School Class of 1983	Corporate	\$625	5.0	\$3,125.00
Jessica Forbes	Partner since 1999; Law School Class of 1988	Corporate	\$590	9.7	\$5,723.00

⁴ As set forth in FFHS&J's retention application, in the normal course of business, FFHS&J revises its hourly rates from time to time. In that regard, on September 1, 2003, the hourly rates for certain attorneys were revised.

Name of Professional Person	Position with the Applicant and Year	Department	Hourly Billing Rate ⁴	Total Billed Hours	Total Fees
Jonathan F. Lewis	Partner since 2002; Law School Class of 1994	Executive Compensation & Employee Benefits	\$565	10.5	\$5,932.50
Michael A. Levitt	Partner since 2001; Law School Class of 1993	Corporate	\$565	26.0	\$14,690.00

Eric H. Qucen	Special Counsel; Law School Class of 1976	Antitrust	\$520	2.0	\$1,040.00
Vivck Melwani	Partner since 2003; Law School Class of 1995	Bankruptcy	\$475/\$565	128.3	\$64,740.50
Walid Khuri	Associate; Law School Class of 1996	Corporate	\$465	6.5	\$3,022.50
Brian D. Pfeiffer	Associate; Law School Class of 1999	Bankruptcy	\$395/\$420	134.4	\$53,975.50
John R. Ingrassia	Associate; Law School Class of 1995	Antitrust	\$385	30.6	\$11,781.00
Evan Pilchik	Associate; Law School Class of 1999	Corporate	\$385/\$410	28.0	\$11,270.00
Eli Weiss	Associate; Law School Class of 1999	Tax	\$385/\$410	46.3	\$18,283.00
Arik Preis	Associate; Law School Class of 2000	Bankruptcy	\$375/\$395	85.1	\$32,096.50
Alon Ziv	Associate; Law School Class of 2000 (LL.M.)	Bankruptcy	\$375	8.0	\$3,000.00
Sean Feller	Associate; Law School Class of 2000	Executive Compensation & Employee Benefits	\$365	12.7	\$4,635.50
John P. McGuinness	Associate; Law School Class of 2001	Bankruptcy	\$320	15.4	\$4,928.00
Stephanie Mai	Associate; Law School Class of 2001	Bankruptcy	\$320	0.1	\$32.00
Adam Scoll	Associate; Law School Class of 2001	Executive Compensation & Employee Benefits	\$320	0.9	\$288.00
Babar Sattar	Associate; Law School Class of 2002 (LL.M.)	Corporate	\$320	17.0	\$5,440.00
Katie Hughes Bednark	Associate; Law School Class of 2002	Bankruptcy	\$275/\$320	26.9	\$7,483.00
Andrew Schoulder	Associate; Law School Class of 2002	Bankruptcy	\$275/\$320	79.4	\$23,419.00

14. The para-professionals of FFHS&J who rendered services in these Chapter 11 Cases, their respective hourly billing rates, total hours billed, and total fees during the Eighth

Monthly Fee Period are:

Name of Para-Professional Person	Position with the Applicant and Years of Experience	Department	Hourly Billing Rate	Total Billed Hours	Total Fees
Warren Gordon	Manager, 26 years experience with FFHS&J	Library	\$205	0.1	\$20.50
Daniel Ferro	Research Specialist and Acting Manager, 8 years experience with FFHS&J, 5 years other experience	Corporate Resources	\$205	0.9	\$184.50
Angela Rose	Technical Librarian, 8 years experience with FFHS&J; 9 years other experience	Library	\$195	0.2	\$39.00
Allan Wallen	Research Specialist, 29 years experience at FFHS&J	Corporate Resources	\$195	1.5	\$292.50
Patricia Delia	Coordinator, 7 years experience with FFHS&J, 27 years other experience	Corporate	\$170	0.6	\$102.00
Michael S. Weintraub	Research Analyst, 7 years experience with FFHS&J, 6 years other experience	Corporate Resources	\$170	8.0	\$1,360.00
Tyra L. Boyce	Paralegal, 2 years experience with FFHS&J, 8 years other experience	Antitrust	\$165	7.0	\$1,155.00
Pratibha Patel	Paralegal, 3 years experience with FFHS&J, 8 years other experience	Corporate	\$155	5.2	\$806.00
Laurence F. Weeks	Paralegal, 3 years experience with FFHS&J, 22 years other experience	Corporate	\$155	1.5	\$232.50
Opal Taylor	Paralegal, 2 years experience with FFHS&J, 4 years other experience	Corporate	\$150	0.5	\$75.00

Joseph Cerullo	Research Analyst, 2½ years experience with FFHS&J, 1 year other experience	Corporate Resources	\$145	1.4	\$203.00
Jin Kim	Paralegal, 4 months experience with FFHS&J	Bankruptcy	\$145	1.6	\$232.00
Matthew Bergman	Paralegal, 3 months experience with FFHS&J	Bankruptcy	\$145	1.0	\$145.00
Christina Choi	Paralegal, 11 months experience with FFHS&J	Bankruptcy	\$140	44.5	\$6,230.00
Dagfinn H. Senturia	Intern, 1½ years experience with FFHS&J, 3½ years other experience	Library	\$135	0.1	\$13.50

15. 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.

16. 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 Eighth Monthly Fee Period.

Subject Matters

17. The professional services that FFHS&J rendered during the Eighth Monthly Fee Period are grouped into the numbered and titled categories of the subject matters (the "Subject Matters") described in Paragraphs 18 through 26.

18. Matter 3: Employment Matters (Fees: \$42,130.50, Hours: 81.5)

This Subject Matter describes time spent in the negotiation, preparation and review of certain management incentive plans that formed part of the Plan. In addition, this Subject Matter describes time spent in discussions, analysis, and review of all matters relating to a settlement with Gary Wendt, including claims and pleadings related thereto.

19. Matter 4: Tax Planning (Fees: \$41,916.50, Hours: 87.3)

This Subject Matter includes time spent reviewing, analyzing, discussing and researching tax issues related to the Debtors' restructuring, tax planning, tax sharing agreement, and an economic settlement with the Official Committee of Consecro Trust Originated Preferred Debt Holders (the "TOPrS Committee"). In addition, this Subject Matter describes time spent reviewing and commenting on the tax aspects of the Debtors' reorganization, including tax issues related to CFC that had a potential effect on the Holding Company Debtors. Finally, this Subject Matter includes the review of any and all pleadings filed in the Chapter 11 Cases that concern tax-related issues.

20. Matter 5: Plan and Disclosure Statement (Fees: \$221,194.00, Hours: 433.8)

This Subject Matter includes time spent reviewing, analyzing, and discussing the various pleadings, motions, statements, and briefs filed in these Chapter 11 Cases and with respect to settlements with various parties and confirmation of the Plan. Additionally, this Subject Matter includes time spent analyzing, reviewing, and negotiating revisions and open issues with respect to the Plan, and reviewing, analyzing, discussing, and negotiating the various documents that were filed as part of the Plan Supplement. This Subject matter also includes time spent negotiating, analyzing, and discussing terms of a settlement with the TOPrS Committee, and documenting such settlement. In this regard, FFHS&J reviewed and commented upon all the

documents related to such settlement, including the Plan modifications, the settlement notices, and the warrants.

21. Matter 6: CFC (Fees: \$4,586.50, Hours: 8.3)

This Subject Matter includes time spent reviewing and analyzing revisions to the CFC Debtors' Plan, proposed confirmation order, and notices regarding releases.

22. Matter 8: General Official Committee Matters (Fees: \$869.00, Hours: 2.7)

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.

23. Matter 9: Litigation Matters (Fees: \$74,383.50, Hours: 193.3)

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 and preparing a statement in support of the settlement reached with the TOPrS Committee.

24. Matter 10: Communications with Non-Committee Creditors
(Fees: \$1,041.00, Hours: 2.8)

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.

25. Matter 11: Regulatory Matters (Fees: \$28,883.00, Hours: 76.4)

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 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. This Subject Matter also includes time spent reviewing, analyzing, and discussing the proposed consent order and researching, discussing, and preparing correspondence with respect to the Texas Department of Insurance's access to certain employment research.

26. Matter 12: Fee Application (Fees: \$32,517.50, Hours: 97.3)

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. This Subject Matter also includes time spent reviewing, analyzing, and discussing the U.S. Trustee's proposed fee guidelines.

Professional Services Rendered

27. 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.

28. 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.

29. 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

30. 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.

31. 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.

32. 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 taxicab 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.

33. 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.

34. Exhibit B is a detailed itemization and description of the disbursements made by FFHS&J on the Committee's behalf during the Eighth Monthly Fee Period. All of these disbursements comprise the requested sum for FFHS&J's Expenses, totaling \$30,835.62. The following is a list of FFHS&J's Expenses, grouped by type of Expense:

Service Description	Total Expenses
Photocopying (@ \$0.12/page)	\$2,949.96
Telecommunications:	
Telephone (Long Distance)	\$9,815.96
Telecopier (@ \$1.25/page)	\$111.25
Outside Messenger Services/Couriers	\$207.37
Court Reporting	\$3,020.55
Computerized Research	\$2,401.29
Word Processing, Secretarial and Other Staff Services	\$1,104.89
Transportation for Late Night and Other Exigencies	\$3,194.79
Working Meals	\$753.78
Out of Town Expenses:	
Transportation (including Airfare)	\$3,382.52
Meals, Lodging ⁵	\$3,893.26

35. Although every effort has been made to include all Fees and Expenses incurred in the Eighth Monthly Fee Period in this Application, some Fees and Expenses might

⁵ Pursuant to the directive of the U.S. Trustee announced 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 in this Application by \$1,376.88.

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

WHEREFORE, FFHS&J requests that it be allowed and paid interim compensation for its Fees and Expenses in the total amount of \$433,604.97 consisting of (a) \$402,769.35, which is 90% of the Fees for reasonable and necessary professional services rendered by FFHS&J in the amount of \$447,521.50, and (b) \$30,835.62 for actual and necessary Expenses incurred on behalf of the Committee. FFHS&J further requests that the total amount of \$433,604.97 be paid as an administrative expense of the estates.

Dated: October 9, 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
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Co-Counsel for the Official Committee of Unsecured
Creditors of the Holding Company Debtors

EXHIBIT A

3

alp_132: Matter Detail (babelan/187267)
 Run Date & Time: 10/09/03 11:02:37

Client: 030792 COMMITTEE COMB CREDITORS
 Matter: 00003 EMPLOYMENT MATTERS

Filed: Frank, Harris, Suriver & Jacobson
 Work Date Thru : 09/09/03

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

Profoma: 1949513
 Status: B

(00397)

U N B I L L E D	T I M E	D E T A I L	Work Date	Description	Hours	Amount	Index Number
			09/31/03	Call with Company and Committee Members re: Employment Agreements. Discuss same with D. Carleen, J. Lewis and B. Scheeler.	7.70	2,810.50	7474007
			04/29/03	prepare for and participate in DCO subcommittee call	0.60	237.00	7603567
			04/29/03	Meet with V. Melwand re: DCO issues	0.50	197.50	7603566
			08/01/03	Review equity plan.	0.20	113.00	7655607
			08/05/03	Call re Mendt w/Kirkland.	1.00	475.00	7710440
			08/05/03	Review Mendt term sheet and changes (.5); telephone call with A. Huber (K&S) re: same (.6).	1.10	742.50	7681729
			08/05/03	Review of emails re: equity plan.	0.30	96.00	7676723
			08/05/03	Meetings with Bernstein, Spreyregan and Trepper; and review of Mendt documents.	4.00	2,800.00	7706164
			08/06/03	Tel. conf. w/D. Carleen and J. Lewis re: Mendt settlement issue (.8); review and analyze term sheet (2.0); review and analyze management incentive plan (1.2).	4.00	2,800.00	7706166
			08/06/03	Review Mendt term sheet and discuss same with V. Melwand.	0.80	540.00	7681734
			08/07/03	Conf. call w/B. Scheeler, et al re: Mendt issues (.6); TC with J. Lewis re: same (.2).	0.80	540.00	7673492
			08/07/03	Conference call with B. Scheeler, V. Melwand, D. Carleen et al. re: Mendt issues.	0.70	472.50	7697021
			08/07/03	Tel. conf. with working group re: Mendt issues and equity plan (.6); reviewed term sheet (.5).	1.10	621.50	7679120
			08/07/03	Conf. w/B. Scheeler and emails re potential Mendt settlement.	1.80	855.00	7712172
			08/07/03	Review and analyze terms of settlement w/Mendt (1.5); review and analyze terms of management incentive plan (1.0).	1.50	1,050.00	7706168
			08/07/03	Conf. w/V. Melwand re: Mendt settlement.	2.50	1,750.00	7706173
			08/07/03	Review draft Mendt term sheet.	0.30	118.50	7708036
			08/07/03	Conference call with Fried Frank team re: Mendt issues.	0.50	197.50	7708041
			08/08/03	TC with J. Lewis re: Mendt issues and equity plan.	0.50	337.50	7673494
			08/08/03	Disc. with working group and Kirkland re: Mendt, equity issues (.5); reviewed spreadsheet and Mendt arrangements (1.3).	1.80	1,017.00	7679131
			08/08/03	Review Mendt Settlement documents.	2.00	950.00	7712181
			08/08/03	Discuss Mendt settlement w/J. Lewis	1.70	620.50	7679640
			08/08/03	Call w/D. Lewis & Kirkland re: Mendt settlement	0.40	146.00	7679641

Client: 030792 COMMITTEE COMB CREDITORS
 Matter: 00003 EMPLOYMENT MATTERS

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 Work Date Thru: 09/09/03

Client: 030792 COMMITTEE COMS CREDITORS
 Matter: 00003 EMPLOYMENT MATTERS

Billing Firm: BRAD E. SCHERER
 Responsible Firm: BRAD E. SCHERER

Performance: 1948513
 Status: B

(00397)

U N B I L I E D	T I M E	D E B T A I L	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PREIS, ARIK	35	ASSOCIATE			08/08/03	Calls with Kirkland & Ellis, J. Lewis and V. Mendt re: management incentive plan and Mendt.	1.50	562.50	7671649
WEINTRAUB, MICHAEL S.	10	MISC			08/08/03	Research and obtain SERP plan and agreement for Gary Mendt.	0.50	85.00	7694306
LEWIS, JONATHAN F.	26	PARTNER			08/10/03	Review and analyze Mendt issues.	1.00	565.00	7679137
MELMANI, VIVEX	35	ASSOCIATE			08/11/03	Review and analyze Mendt issues and e-mails (.6); disc. with working group (.2).	0.80	452.00	7679141
PEIFFER, BRIAN D	26	PARTNER			08/11/03	Mtgs. and calls re Mendt.	0.60	285.00	7710452
SCOLL, ADAM	26	ASSOCIATE			08/11/03	Review Mendt related materials.	0.20	79.00	7708058
CARLEN, DONALD	26	PARTNER			08/11/03	Review of Mendt term sheet and actuarial valuation emails	0.30	96.00	7676730
LEWIS, JONATHAN F.	26	PARTNER			08/12/03	Disc. with J. Lewis re: Mendt settlement proposal.	0.20	135.00	7682599
MELMANI, VIVEX	35	ASSOCIATE			08/12/03	Disc. with D. Carlsen re: Mendt term sheet.	0.20	113.00	7679149
PEIFFER, BRIAN D	35	ASSOCIATE			08/12/03	Calls re Mendt settlement.	1.30	617.50	7710459
MELMANI, VIVEX	35	ASSOCIATE			08/12/03	Review proposed Mendt settlement and related materials.	0.30	118.50	7708064
LEWIS, JONATHAN F.	26	PARTNER			08/13/03	T/C & mtg. re incentive plan.	1.60	760.00	7712183
PEIFFER, BRIAN D	35	ASSOCIATE			08/14/03	Tel. conf. with J. Rowe, G. Koutsouras (KAG) re: equity plan.	0.60	339.00	7680756
LEWIS, JONATHAN F.	26	PARTNER			08/14/03	Meet with A. Preis re: Mendt settlement	0.20	79.00	7708088
PEIFFER, BRIAN D	35	ASSOCIATE			08/14/03	Review settlement with G. Mendt (.2); meet with V. Melman re: same (.4).	0.60	237.00	7708091
LEWIS, JONATHAN F.	26	PARTNER			08/14/03	Telephone calls with A. Satby (KAG) and V. Melman re: hearing and management incentive plan.	1.20	474.00	7708093
LEWIS, JONATHAN F.	26	PARTNER			08/15/03	Discs. with working group and review re: equity plan issues.	1.60	904.00	7680760
PEIFFER, BRIAN D	35	ASSOCIATE			08/15/03	Review equity incentive plan and issues.	1.10	742.50	7681751
LEWIS, JONATHAN F.	26	PARTNER			08/15/03	Telephone calls with D. Tepper (Appalooosa) re: management incentive plan.	0.30	118.50	7708103
PEIFFER, BRIAN D	35	ASSOCIATE			08/15/03	Review management incentive plan related emails	0.60	237.00	7708104
LEWIS, JONATHAN F.	26	PARTNER			08/15/03	Telephone calls with J. Lewis re: management incentive plan	0.30	118.50	7708105
MELMANI, VIVEX	35	PARTNER			08/15/03	Email to Fried Frank team re: management incentive plan.	0.40	158.00	7708106
LEWIS, JONATHAN F.	26	PARTNER			08/15/03	Telephone calls to K&E re: management incentive plan	0.20	79.00	7708109
MELMANI, VIVEX	35	PARTNER			08/16/03	Discs. with Kirkland, committee and working group and review re: equity plan issues.	1.70	960.50	7680763
MELMANI, VIVEX	35	PARTNER			08/16/03	T/C w/K. Malman (Appalooosa) re Management incentive plan.	0.60	285.00	7710472

Client: 030792 COMMITTEE COMS CREDITORS
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Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00003 EMPLOYMENT MATTERS

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

Professors: 1948513
 Status: B

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UNBILIED TIME DETAIL
 Employee Name Dept Position

Work Date Description

Hours Amount Index Number

LEWIS, JONATHAN F.	26	PARTNER	08/19/03	Review correspondence re: option plan.	0.30	109.50	7702601
MELMANI, VIVEX	35	ASSOCIATE	08/18/03	Prepare pleading re: Gary Mendt.	1.00	375.00	7679725
LEWIS, JONATHAN F.	26	PARTNER	08/18/03	Review of emails and revise draft of equity incentive plan.	0.30	96.00	7704356
MELMANI, VIVEX	35	ASSOCIATE	08/19/03	Discs. with V. Melmani re: equity plan.	0.40	226.00	7680771
LEWIS, JONATHAN F.	26	PARTNER	08/19/03	Various calls re management incentive plan and requested changes by company.	1.20	570.00	7710481
MELMANI, VIVEX	35	ASSOCIATE	08/19/03	Review Mendt settlement documents.	1.10	527.50	7710485
STEINGART, BONNIE K.	35	PARTNER	08/19/03	Review Mendt Settlement Agreement.	1.30	877.50	7681760
FELLER, SEAN	26	ASSOCIATE	08/19/03	Prepare pleading re: Mendt.	0.50	182.50	7702609
PERIS, ARIK	35	ASSOCIATE	08/19/03	Research for J. Lewis.	3.00	1,125.00	7779827
SEWTERIA, DAMPIAN H.	80	ADMIN	08/19/03	Review equity plan e-mails.	0.10	13.50	7690472
LEWIS, JONATHAN F.	26	PARTNER	08/20/03	Review Mendt Settlement Agreement.	0.40	226.00	7702615
FELLER, SEAN	26	ASSOCIATE	08/20/03	Review Adams separation agreement.	0.40	146.00	7697294
STEINGART, BONNIE K.	35	PARTNER	08/21/03	Reviewed e-mail re: tax consequences of restricted stock (1); discs. with V. Melmani.	0.50	337.50	7690493
LEWIS, JONATHAN F.	26	PARTNER	08/22/03	Review Mendt and settlement.	0.80	380.00	7710499
MELMANI, VIVEX	35	PARTNER	08/22/03	Review Kroll report regarding directors.	0.80	540.00	7697302
STEINGART, BONNIE K.	35	PARTNER	08/22/03	Correspondence with T. Atteberry (Farst Pacific) re: equity incentive plan.	1.00	365.00	7702629
FELLER, SEAN	26	ASSOCIATE	08/25/03	T/C w/Lewis and Tepper (Appaloosa) and review documents re management incentive plan.	0.80	255.50	7702641
MELMANI, VIVEX	35	PARTNER	08/25/03	Review Mendt settlement motion.	0.70	118.50	7708124
FELLER, SEAN	26	ASSOCIATE	08/25/03	Review statement re: Mendt	0.30	118.50	7708126
PERIFER, BRIAN D	35	ASSOCIATE	08/25/03	Review correspondence re: management incentive plan.	0.10	39.50	7708128
MELMANI, VIVEX	35	PARTNER	08/26/03	Draft email re: D&O issues and review related documents	0.60	237.00	7708129
STEINGART, BONNIE K.	35	PARTNER	08/27/03	Review committee filing on Mendt settlement.	0.50	337.50	7697315
MELMANI, VIVEX	35	PARTNER	08/27/03	Review D&O abandonment issues.	0.50	540.00	7697316
SCHELER, BRAD E.	35	PARTNER	09/02/03	T/C w/Sally re management incentive plan & GM.	0.80	282.50	7770006
STEINGART, BONNIE K.	35	PARTNER	09/02/03	T/C w/committee members re management incentive plan.	0.40	226.00	7770007
MELMANI, VIVEX	35	PARTNER	09/02/03	Tel. conf. w/committee re: management incentive plan.	0.40	280.00	7779657
STEINGART, BONNIE K.	35	PARTNER	09/02/03	Review issues regarding equity incentive plan.	0.50	337.50	7747050
MELMANI, VIVEX	35	PARTNER	09/03/03	Email re: Classified Board to committee.	0.50	282.50	7770021
MELMANI, VIVEX	35	PARTNER	09/04/03	T/C re emp. issues and closing conditions.	1.30	734.50	7770036

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00003 EMPLOYMENT MATTERS

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Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00003 EMPLOYMENT MATTERS

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

Performa: 1948511
 Status: B

(00397)

U N B I L L S 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
BLACDUN, ROBERT R.	10	PARTNER	09/05/03	Conference w/D. Goley re: non-executive Chairman (.1); Review employment agreement (.4).	0.50	337.50	7718227
CARLSON, DONALD	26	PARTNER	09/05/03	T/C D. Goley re: employment issues.	0.30	202.50	7729523
			09/07/03	Review Hilliard agreement.	0.50	337.50	7729525
			09/08/03	Research re: non-executive chairman (.8); disc w/ D. Goley (.1); disc w/ D. Goley and B. Schelker (.3).	1.20	810.00	7729528
PREIFER, BELAN D	35	ASSOCIATE	09/08/03	Review Plan documents	1.20	1,344.00	7766036
MEYMANI, VIVEX	35	PARTNER	09/09/03	Review Stock Plan.	0.80	452.00	7770057
Total					81.50	42,130.50	
Matter Total					81.50	42,130.50	

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00003 EMPLOYMENT MATTERS

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Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00004 TAX PLANNING

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

Professors: 1948514 (1001971)
 Statute: B

U N B I L I E D	T I M E	D E T A I L	Employer Name	Dept	Position	Work Date Description	Hours	Amount	Index Number
JACOBSON, JACK L.	20	PARTNER				08/04/03 Research re: attribute reduction.	2.00	1,350.00	7724247
WEISS, ELI	20	ASSOCIATE				08/04/03 Review of tax related docs. 09/04/03 Reviewed and revised plan and togers settlement (1.3). Reviewed emails on settlement (.2). Conferred w/J. Jacobson re: same (.2).	0.30 1.70	202.50 654.50	7696997 7701093
JACOBSON, JACK L.	20	PARTNER				08/05/03 Review of docs re: G. roery.	0.40	270.00	7697007
WEISS, ELI	20	ASSOCIATE				08/05/03 Conference with E. Weiss re: 'gr roery. 08/05/03 Reviewed plan and miscellaneous docs. (.6); conferred w/J. Jacobson on 108 regs (.3).	0.30 0.90	202.50 346.50	7697012 7708149
JACOBSON, JACK L.	20	PARTNER				08/07/03 Conference with E. Weiss re: tax sharing agmt.	0.20	135.00	7697020
WEISS, ELI	20	ASSOCIATE				08/07/03 Reviewed motion to assume tax sharing agreement (.7); call w/O. Loy (KEE) on motion (.5); call w/A. Preis on motion (.5); call w/D. Jacobson on motion (.5).	2.20	847.00	7711070
JACOBSON, JACK L.	20	PARTNER				08/07/03 Reviewed credit agreement (.5); calls w/A. Mukamal (DPM), calls w/O Loy (KEE) and calls w/S. Pilchik on credit agreement (1.0).	1.50	577.50	7711071
JACOBSON, JACK L.	20	PARTNER				08/11/03 Reviewed filings and emails.	0.80	108.00	7701103
JACOBSON, JACK L.	20	PARTNER				08/11/03 Reviewed withholding section in plan.	0.50	192.50	7701109
JACOBSON, JACK L.	20	PARTNER				08/11/03 Call w/A. Mukamal (DPM) on plan.	0.40	154.00	7701111
JACOBSON, JACK L.	20	PARTNER				08/11/03 Call w/O. Loy (KEE) on plan.	0.30	115.50	7701113
JACOBSON, JACK L.	20	PARTNER				08/11/03 Reviewed plan and notices.	0.40	154.00	7701115
JACOBSON, JACK L.	20	PARTNER				08/12/03 Conference with E. Weiss re: KEE opinion.	0.40	270.00	7697025
JACOBSON, JACK L.	20	PARTNER				08/12/03 Conference with E. Weiss, A. Mukamal and B. Weigel (DPM) re: KEE opinion.	0.60	405.00	7697026
JACOBSON, JACK L.	20	PARTNER				08/12/03 Conference with E. Weiss, A. Mukamal, B. Weigel (DPM), T. Maynes (KEE) re: KEE opinion.	0.80	540.00	7697027
JACOBSON, JACK L.	20	PARTNER				08/12/03 Conference with V. Weisand re: KEE opinion.	0.40	270.00	7697029
JACOBSON, JACK L.	20	PARTNER				08/12/03 Consideration of KEE opinion.	0.80	540.00	7697031
JACOBSON, JACK L.	20	PARTNER				08/12/03 Calls w/Davis Polk and Kirkland on CHRC transaction and opinion.	1.30	500.50	7701129
JACOBSON, JACK L.	20	PARTNER				08/12/03 Conf. w/J. Jacobson and V. Weisand on CHRC transaction and opinion.	1.20	452.00	7701131
JACOBSON, JACK L.	20	PARTNER				08/13/03 Call w/A. Mukamal (DPM) on opinion.	0.30	115.50	7701137
JACOBSON, JACK L.	20	PARTNER				08/13/03 Reviewed togers economic settlement motion.	0.50	192.50	7701139
JACOBSON, JACK L.	20	PARTNER				08/14/03 Reviewed KEE memo.	4.10	1,578.50	7701155
JACOBSON, JACK L.	20	PARTNER				08/15/03 Conference with E. Weiss re: KEE opinion.	0.60	405.00	7697037
JACOBSON, JACK L.	20	PARTNER				08/15/03 Conference with V. Weisand re: KEE opinion.	0.40	270.00	7697038
JACOBSON, JACK L.	20	PARTNER				08/15/03 Reviewed memo from KEE and conferred w/D. Jacobson.	1.70	654.50	7701161
JACOBSON, JACK L.	20	PARTNER				08/17/03 Reviewed Kirkland memo.	1.50	577.50	7701165
JACOBSON, JACK L.	20	PARTNER				08/18/03 Review of KEE memo.	4.00	2,700.00	7697042

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00004 TAX PLANNING

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Client: 030792 COMMITTEE COMS CREDITORS
 Matter: 00004 TAX PLANNING

Billing Firm : BRAD E. SCHLEIER
 Responsible Firm: BRAD E. SCHLEIER

Profession: 1948514
 Status: B

(00397)

U N I T I D	T I M E	D E T A I L	Employee Name	Dept	Position	Work Date Description	Hours	Amount	Index Number
			MEHMANI, VIVEX		PARTNER	08/18/03 Analyze plan tax issue.	0.50	237.50	7710476
			WEISS, ELI		ASSOCIATE	08/18/03 Reviewed Kirkland memo.	2.10	808.50	7701169
			JACOBSON, JACK L.		PARTNER	08/18/03 Research on dash 47.	1.50	577.50	7701179
			WEISS, ELI		ASSOCIATE	08/19/03 Conference with E. Weiss re: K&B opinion.	0.30	202.50	7697045
			JACOBSON, JACK L.		PARTNER	08/19/03 Call w/J. Jacobson on Kirkland memo.	0.70	269.50	7701185
			WEISS, ELI		ASSOCIATE	08/19/03 Reviewed revised plans.	0.30	115.50	7701187
			JACOBSON, JACK L.		PARTNER	08/19/03 Call w/A. Mukamal (DPM) (.2): research on dash 80 reg (.4).	0.60	231.00	7701193
			WEISS, ELI		ASSOCIATE	08/21/03 Conference with E. Weiss re: K&B opinion.	0.50	337.50	7697048
			JACOBSON, JACK L.		PARTNER	08/21/03 Conference with V. Melwani re: K&B opinion.	0.40	270.00	7697049
			WEISS, ELI		ASSOCIATE	08/21/03 Tel. calls w/A. Mukamal (DPM) re: K&B memo.	1.10	423.50	7701207
			JACOBSON, JACK L.		PARTNER	08/21/03 Calls w/J. Jacobson on memo and V. Melwani on opinion.	0.80	308.00	7701209
			WEISS, ELI		ASSOCIATE	08/22/03 Consideration of K&B opinion.	0.80	540.00	7697052
			JACOBSON, JACK L.		PARTNER	08/22/03 Conference with E. Weiss re: K&B opinion.	0.70	472.50	7697051
			WEISS, ELI		ASSOCIATE	08/22/03 Calls w/J. Jacobson, T. Maynes, V. Melwani and A. Mukamal on committee meetings regarding tax issues.	1.60	616.00	7708152
			MEHMANI, VIVEX		PARTNER	08/25/03 T/C to discuss tax issue.	0.80	380.00	7710511
			JACOBSON, JACK L.		PARTNER	08/29/03 Review D&D loan transfer agreement.	0.50	237.50	7710542
			WEISS, ELI		ASSOCIATE	08/29/03 Review Plan tax provisions.	0.40	190.00	7710543
			JACOBSON, JACK L.		PARTNER	09/02/03 Conference with E. Weiss and V. Melwani re: attribute reduction.	0.30	202.50	7756034
			WEISS, ELI		ASSOCIATE	09/02/03 Review of regs. re: consolidated attribute reduction.	1.50	1,012.50	7756038
			MEHMANI, VIVEX		PARTNER	09/02/03 T/C re taxes w/Eli Weiss.	0.40	226.00	7770005
			WEISS, ELI		ASSOCIATE	09/02/03 T/C re taxes w/Tepper (1.0); tax issues w/Kirkland (1.0).	2.00	1,130.00	7770009
			JACOBSON, JACK L.		PARTNER	09/02/03 Call w/D. Tepper (Appalosa) on new regs.	0.40	164.00	7720377
			WEISS, ELI		ASSOCIATE	09/02/03 Call w/O. Loy (K&B) on amount of CRO and new regs.	0.50	205.00	7720378
			JACOBSON, JACK L.		PARTNER	09/02/03 Conferred w/J. Jacobson and V. Melwani on new regs.	0.50	205.00	7720379
			WEISS, ELI		ASSOCIATE	09/02/03 Call w/A. Mukamal (DPM) re: new regs.	0.20	82.00	7720381
			JACOBSON, JACK L.		PARTNER	09/02/03 Research on new section 108 regs.	3.00	1,230.00	7720383
			WEISS, ELI		ASSOCIATE	09/03/03 Conference with E. Weiss re: attribute reduction.	0.60	270.00	7756040
			JACOBSON, JACK L.		PARTNER	09/03/03 Call re new tax regulation.	1.20	578.00	7770014
			WEISS, ELI		ASSOCIATE	09/03/03 Call w/committee members re new tax regulations.	0.40	226.00	7770015
			JACOBSON, JACK L.		PARTNER	09/03/03 Various calls re tax situation and CFC.	2.00	1,130.00	7770016
			WEISS, ELI		ASSOCIATE	09/03/03 Research on new regs. and conferred w/J. Jacobson.	0.80	328.00	7720385

Client: 030792 COMMITTEE COMS CREDITORS
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Client: 010792 COMMITTEE CONS CREDITORS
Matter: 00004 TAX PLANNING

Billing Prc : BRAD E. SCHRIER
Responsible Prc: BRAD E. SCHRIER

Profarma: 1948514
Status: B

(00197)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
WEISS, ELI		ASSOCIATE	09/03/03	Callie w/O. Loy (KEE) on new regs. and basis issues.	0.80	328.00	7720386
JACOBSON, JACK L.		PARTNER	09/03/03	Reviewed memos for Committee call.	1.00	410.00	7720387
WEISS, ELI		ASSOCIATE	09/04/03	Creditors Committee meeting w/V. Melwani, E. Weiss, et al.	0.50	337.50	7756045
WEISS, ELI		ASSOCIATE	09/04/03	Conference with E. Weiss re: KEE opinion.	0.30	202.50	7756048
MELWANI, VIVEK		PARTNER	09/04/03	Reviewed memos and regs. and conferred w/O. Jacobson.	2.90	1,189.00	7720394
MELWANI, VIVEK		PARTNER	09/05/03	Callie and analyze issues re taxes related to tax issue..	1.80	1,017.00	7770039
SCHROEDER, ANDREW		ASSOCIATE	09/06/03	T/c w/Sathy (KEE) re taxes and related open issues.	0.50	282.50	7770045
JACOBSON, JACK L.		PARTNER	09/06/03	Review pleadings and other documents relating to Debtor's tax planning.	3.50	1,120.00	7718694
MELWANI, VIVEK		PARTNER	09/08/03	Review of tax related docs.	0.50	337.50	7756059
WEISS, ELI		ASSOCIATE	09/08/03	T/c w/Jacobson and Kirkland re tax issues.	2.00	1,130.00	7770051
JACOBSON, JACK L.		PARTNER	09/08/03	Call w/O. Loy (KEE) on confirmation.	0.40	164.00	7720404
WEISS, ELI		ASSOCIATE	09/09/03	Conference with V. Melwani re: CFC tax issue.	0.50	337.50	7756061
MELWANI, VIVEK		PARTNER	09/09/03	Draft email to V. Melwani re: CFC tax issue.	0.60	405.00	7756062
WEISS, ELI		ASSOCIATE	09/09/03	Creditors Committee call w/V. Melwani et al.	0.80	540.00	7756066
MELWANI, VIVEK		PARTNER	09/09/03	Conference with E. Weiss re: CFC tax issue.	0.40	270.00	7756069
WEISS, ELI		ASSOCIATE	09/09/03	Call w/E. Weiss re tax situation.	0.80	452.00	7770061
MELWANI, VIVEK		PARTNER	09/09/03	Review tax issues and related documents.	0.50	282.50	7770062
WEISS, ELI		ASSOCIATE	09/09/03	Telephone call with R. Higgins (KEE) and E. Weiss re: tax issues	1.80	756.00	7756050
MELWANI, VIVEK		PARTNER	09/09/03	Telephone calls with A. Sathy (KEE) and V. Melwani re: tax issue	0.30	126.00	7756052
SCHROEDER, ANDREW		ASSOCIATE	09/09/03	Review Tax Sharing Agreement (1.4); email V. Melwani re: same (.3).	1.70	544.00	7719403
WEISS, ELI		ASSOCIATE	09/09/03	Research on CFC related tax issues.	3.80	1,558.00	7720406
WEISS, ELI		ASSOCIATE	09/09/03	Conferred w/V. Melwani and J. Jacobson on tax issues and CFC liabilities.	2.00	820.00	7720407
WEISS, ELI		ASSOCIATE	09/09/03	Callie w/Todd Maynes (KEE), A. Mukamal (DFW) and O. Loy (KEE) on tax issue.	1.00	410.00	7720408
WEISS, ELI		ASSOCIATE	09/09/03	Committee call re: confirmation.	0.50	205.00	7720409
Total					87.30	41,916.50	
Matter Total					87.30	41,916.50	

Client: 010792 COMMITTEE CONS CREDITORS
Matter: 00004 TAX PLANNING

5

alp_112; Matter Detail (babstam/187267)

Fried, Frank, Harris, Shriver & Jacobson

Run Date & Time: 10/09/03 11:02:41

Work Date Thru : 09/09/03

Professors: 1948515

(00397)

Client: 030792 COMMITTEE CONS CREDITORS

Billing Pct : BRAD E. SCHELER

Status: B

Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Responsible Pct: BRAD E. SCHELER

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
RESNICK, ALAN	35	COUNSEL	03/11/03	T/c w/Viv Melwand re: postpetition interest.	0.40	290.00	73828346
NOI, STEPHANIE	35	ASSOCIATE	04/09/03	Meeting with Arik Preis regarding exchange/warrant notes.	0.10	32.00	74894466
PREISER, BRIAN D	35	ASSOCIATE	04/29/03	Meet with V. Melwand re: plan and disclosure statement	0.60	237.00	7603563
			04/29/03	Review draft pleading and cover letter re: release	1.80	711.00	7603571
			04/30/03	Telephone calls with V. Melwand and A. Sathy (K&E) re: open plan issues.	0.40	158.00	7603581
PILCHNIK, EVAN	10	ASSOCIATE	05/29/03	Phone calls w/D. Golsy, D. Timmer (K&E) re: plan corp. docs (1.0); prepared memo re: Corp. documents (1.0).	2.00	770.00	7531416
WEINTRAUB, MICHAEL S.	10	MISC	05/30/03	Research Amended Joint Plan of Reorganization for Walter Industries and related stockholders agreement.	1.00	170.00	7548045
GOLAY, DAVID	10	PARTNER	08/01/03	Call w/Viviek Melwand re: settlement of TOPRS (1.3); review warrant terms (1.7).	1.00	675.00	7668138
MEIWMAN, VIVIEK	35	PARTNER	08/01/03	Calls w/A. Sathy (K&E) re plan modifications.	0.60	285.00	7710428
SCHLEER, BRAD E.	35	PARTNER	08/01/03	Various calls re documentation of settlement.	2.00	950.00	7710430
STEINKAMP, ROBERT K.	35	PARTNER	08/01/03	Tel. confs. w/K&E, et al. re: TOPRS' settlement and documentation.	2.00	1,400.00	7665335
RESNICK, ALAN	35	COUNSEL	08/01/03	Review draft of 5th Amended OMC Plan.	1.30	877.50	7665342
MCCUINNESS, JOHN	35	ASSOCIATE	08/01/03	Telephone Conference with Viviek Melwand regarding implementation of TOPRS settlement.	1.30	877.50	7665344
PFEIFFER, BRIAN D	35	ASSOCIATE	08/01/03	Review amended plan mark up.	0.30	217.50	7665346
			08/01/03	Review draft 9019 statement re: TOPRS.	2.60	832.00	7665984
			08/01/03	Telephone calls with Houlahan re: plan process.	0.80	286.00	7665986
			08/01/03	Telephone call with S. Gill (OPW) re: warrants (1.2); review bank warrant (1.2).	0.30	118.50	7707997
			08/01/03	Email to A. Sathy (K&E) re: settlement.	0.40	158.00	7707999
			08/01/03	Meet with V. Melwand re: plan process.	0.20	79.00	7708003
			08/01/03	Telephone calls with V. Melwand and A. Sathy (K&E) re: plan process (1.4); Participate via tel. in status hearing (1.5).	1.30	513.50	7708004
MEIWMAN, VIVIEK	35	PARTNER	08/02/03	Review notices and plan re settlement.	0.90	355.50	7708005
SCHLEER, BRAD E.	35	PARTNER	08/02/03	Review plan and notices and discuss same w/V. Melwand.	4.00	1,900.00	7710431
PFEIFFER, BRIAN D	35	ASSOCIATE	08/02/03	Review amended plan.	1.50	1,050.00	7665338
			08/02/03	Review notices re: settlement.	3.50	1,382.50	7708006
					1.60	632.00	7708007

Client: 030792 COMMITTEE CONS CREDITORS

Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

ajp 133: Matter Detail (babecan/187267)
 Run Date & Time: 10/09/03 11:02:41

Fried, Frank, Harris, Shriver & Jacobson
 Work Date Thru : 09/09/03

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

Billing Prc : BRAD E. SCHRIER
 Responsible Prc: BRAD E. SCHRIER

Profonna: 1948515
 Status: B

(00397)

U M 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
			PREIS, ARIK	35	ASSOCIATE	08/02/03	Review revised draft of plan and comment Tharson (1.5); correspondence with V. Melwani re: same (1.5).	2.00	750.00	7665967
			MELWANI, VIVEK	35	PARTNER	08/03/03	Calls w/A. Satby (K&Z) re settlement.	0.40	190.00	7710432
			SCHRIER, BRAD E.	35	PARTNER	08/03/03	T/c w/Ressnick re open issues.	0.50	285.00	7710433
						08/03/03	TEL. conf. w/K&E re: TOPRS' settlement (1.5); review and analyze plan and notices and prepare comments (1.0).	1.50	1,050.00	7665939
			RESNICK, ALAN	35	COUNSEL	08/03/03	Reviewed draft notice of Rule 9019 settlement of TOPRS claims.	0.40	290.00	7671313
						08/03/03	Telephone conference with Vivek Melwani regarding procedural issues relating to TOPRS Rule 9019 settlement and plan modification.	0.40	290.00	7671314
			MELWANI, VIVEK	35	PARTNER	08/04/03	Calls re settlement issues.	0.80	360.00	7710434
			SCHRIER, BRAD E.	35	PARTNER	08/04/03	Conf. w/PP team re: settlement (1.3); review and analyze proposed confirmation order, notices, plan supplements, and warrants and prepare comments (4.7).	0.30	142.50	7710435
						08/04/03	Conf. w/PP team re: settlement (1.3); review and analyze proposed confirmation order, notices, plan supplements, and warrants and prepare comments (4.7).	5.00	3,500.00	7706185
			STEINGART, ROANNE K.	35	PARTNER	08/04/03	Review draft confirmation order (1.6); telephone call with A. Huber (K&E) re: same (1.7).	1.30	877.50	7681726
			PREIFFER, BRIAN D.	35	ASSOCIATE	08/04/03	Review email correspondence re: TOPRS settlement.	0.10	39.50	7708008
						08/04/03	Review notices re: TOPRS settlement. Meet w/B. Scheler and V. Melwani re: TOPRS settlement.	0.30	118.50	7708009
						08/04/03	Meet w/B. Scheler and V. Melwani re: TOPRS settlement.	0.30	118.50	7708010
						08/04/03	Review plan supplement re: preferences.	0.20	79.00	7708011
						08/04/03	Meet with V. Melwani re: plan comments.	0.40	158.00	7708012
						08/04/03	Telephone call with J. Anderson (DPW) re: plan comments.	0.20	79.00	7708013
						08/04/03	Review Davis Polk comments to plan.	0.70	276.50	7708014
						08/04/03	Telephone call w/V. Melwani and A. Satby (K&E) re: plan.	0.30	118.50	7708015
						08/04/03	Telephone call with D. Trucano (H&Z) re: settlement.	0.20	79.00	7708017
						08/04/03	Meet with A. Preis re: 9019 notices. Reviewed Warrant Agreement revised to include TOPRS.	0.30	118.50	7708018
						08/04/03	Reviewed Warrant Agreement revised to include TOPRS.	1.30	500.50	7688757
			PREIS, ARIK	35	ASSOCIATE	08/04/03	Review of TOPRS Settlement documents.	2.00	750.00	7711322
			SCHROEDER, ANDREW	35	ASSOCIATE	08/04/03	Review Plan supplement re: retained actions preference.	0.70	192.50	7666022
			NALLEN, ALLAN	10	MISC	08/04/03	E Pilichik Research Re: Warrants	0.50	97.50	7693790
			GOLAY, DAVID	10	PARTNER	08/05/03	Calls and email re: TOPRS pd. terms sheet.	1.30	877.50	7668145

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

alp 132: Matter Detail (babahan/187267)
Run Date & Time: 10/09/01 11:02:41

Fried, Frank, Harris, Shriver & Jacobson
Work Date Thru : 09/09/03

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

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

Profonna: 1948515
Status: B

(00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
MELMANI, VIVIK	35	PARTNER	08/05/03	Revise plan.	1.30	617.50	7710441
SCHERER, BRAD E.	35	PARTNER	08/05/03	Review revised plan and prepare comments.	2.50	1,750.00	7706158
			08/05/03	Review and analyze TOPRS' warrant terms, settlement proposal, proposed notices.	2.00	1,400.00	7706162
STEINGART, BONNIE K.	35	PARTNER	08/05/03	Review revised plan and draft notices and Fried Frank comments.	1.80	1,215.00	7681727
RESNICK, ALAN	35	COUNSEL	08/05/03	Review TOPRS warrant termsheet.	0.50	337.50	7681730
			08/05/03	Reviewed revised plan, TOPRS settlement proposal, and notices to lenders and TOPRS. T/c w/Viviek Melmani re: issues raised by TOPRS settlement, revised and notices to lenders and TOPRS.	0.80	580.00	7671322
MCQUINNNESS, JOHN	35	ASSOCIATE	08/05/03	Review Kirkland & Ellis revised plan and proposed notices.	2.40	768.00	7665990
PILCHIK, EVAN	10	ASSOCIATE	08/05/03	Further revise warrant agreement to include TOPRS	2.20	847.00	7688762
PREIS, ARIK	35	ASSOCIATE	08/05/03	Review and comment on revised forms of Plan, notices and release notices.	3.00	1,125.00	7665970
SCHOUIDER, ANDREW	35	ASSOCIATE	08/05/03	Review and revise amendments to Plan and Notices of Settlement.	3.40	935.00	7679817
			08/05/03	Email to Committee re: amendments to Plan and Notices.	0.30	82.50	7679818
WALLIN, ALAN	10	MISC	08/05/03	E Pilchik Research Re: Warrant Agreements	1.00	195.00	7693794
GOLAY, DAVID	10	PARTNER	08/06/03	Calls and emails re: TOPRS pfd stock (1.0); review and markup term sheet (2.4).	3.40	2,295.00	7668147
MELMANI, VIVIK	35	PARTNER	08/06/03	Various calls re TOPRS pfd. stock & TOPRS settlement.	0.90	427.50	7712164
STEINGART, BONNIE K.	35	PARTNER	08/06/03	Analyze TOPRS Notices.	2.00	950.00	7712165
PERLITZER, BRIAN D	35	ASSOCIATE	08/06/03	Review credit agreement revisions.	0.80	540.00	7681733
			08/06/03	Review notices re: TOPRS settlement.	1.50	592.50	7791190
			08/06/03	Review plan comments.	0.70	276.50	7798025
			08/06/03	Meet with V. Melmani re: notices.	0.30	118.50	7798026
			08/06/03	Telephone call with A. Satby (KSP) re: plan.	0.10	39.50	7798027
PILCHIK, EVAN	10	ASSOCIATE	08/06/03	Review Credit Agreement.	0.70	269.50	7688765
PREIS, ARIK	35	ASSOCIATE	08/06/03	Review and comment on draft notices and letters to go with revised Plan.	2.50	937.50	7668855
SCHOUIDER, ANDREW	35	ASSOCIATE	08/06/03	Review and revise Release and Settlement Notices for Plan.	2.70	742.50	7681127
GOLAY, DAVID	10	PARTNER	08/07/03	Review TOPRS warrant agreement (1.0); call re: same (1.6).	1.60	1,080.00	7680673
MELMANI, VIVIK	35	PARTNER	08/07/03	Review and revise settlement documents.	2.10	997.50	7712171
RESNICK, ALAN	35	COUNSEL	08/07/03	Reviewed notices re: plan amendments, releases, and opt out of TOPRS settlement.	0.50	362.50	7676119

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

alp_132: Matter Detail (babaran/187267)
Run Date & Time: 10/09/03 11:02:42

Filed, Frank, Harris, Shriver & Jacobson
Work Date Thru : 09/09/03

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

Billing Pct : BRAD E. SCHUELER
Responsible Pct: BRAD E. SCHUELER

Professors: 1948515
Structure: B

(00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PERIFER, BRIAN D		ASSOCIATE	08/07/03	Volcemail with C. Lambrianakas (Kally Dye) re: settlement.	0.10	19.50	7708033
PERIFER, BRIAN D		ASSOCIATE	08/07/03	Volcemail with Allifrac re: settlement.	0.10	19.50	7708034
PERIFER, BRIAN D		ASSOCIATE	08/07/03	Review notices re: settlement.	1.50	612.00	7708037
PERIFER, BRIAN D		ASSOCIATE	08/07/03	Meet with V. Melwani and A. Preis re: notices of settlement.	0.30	118.50	7708038
PERIFER, BRIAN D		ASSOCIATE	08/07/03	Conference call with TOPRS re: settlement.	0.70	276.50	7708042
PERIFER, BRIAN D		ASSOCIATE	08/07/03	Meet with A. Preis re: TOPRS settlement, fee guidelines, notices.	0.60	237.00	7708043
PITCHIK, EVAN		ASSOCIATE	08/07/03	Prepare new warrant term sheet	0.90	346.50	7688769
PITCHIK, EVAN		ASSOCIATE	08/07/03	Reviewing new warrant agreement, changes to credit agreement	1.00	385.00	7688771
PREIS, ARIK		ASSOCIATE	08/07/03	Review of draft notices (.5); call and correspondence with Kirkland & Ellis re: same (.5).	1.00	375.00	7670475
PREIS, ARIK		ASSOCIATE	08/07/03	Call with FR, Kirkland & Ellis, Jenner & Block and Saul Swing re: plan and notices.	2.00	750.00	7670476
PREIS, ARIK		ASSOCIATE	08/07/03	Internal call with B. Schebler, J. Lewis, D. Carlsen, B. Pfeiffer, V. Melwani and J. Jacobson re: numerous open issues.	1.00	375.00	7670477
PREIS, ARIK		ASSOCIATE	08/07/03	Draft correspondence with Kirkland & Ellis re: plan supplement.	0.40	150.00	7670478
SCHUELER, ANDREW		ASSOCIATE	08/07/03	Review amended notices for plan.	0.30	82.50	7681129
SCHUELER, ANDREW		ASSOCIATE	08/07/03	Review potential preference actions set forth in plan supplement.	0.60	165.00	7681130
MEIWANI, VIVEK		PARTNER	08/07/03	Draft email re: potential preferences action.	0.30	82.50	7681131
MEIWANI, VIVEK		PARTNER	08/08/03	Review deemed amount motion.	0.90	427.50	7712178
MEIWANI, VIVEK		PARTNER	08/08/03	T/C re listing and related issues.	2.10	997.50	7712179
RESNICK, ALAN		COUNSEL	08/08/03	Reviewed revisions to TOPRS notice of settlement.	0.20	145.00	7676123
PREIFER, BRIAN D		ASSOCIATE	08/08/03	Review and revise notices.	1.20	474.00	7708045
PREIS, ARIK		ASSOCIATE	08/08/03	Meet with V. Melwani and A. Preis re: notices.	0.50	197.50	7708046
SCHUELER, BRAD E.		PARTNER	08/08/03	Review of form of revised notices and correspondence with Kirkland & Ellis re: same.	1.00	375.00	7671650
SCHUELER, BRAD E.		PARTNER	08/09/03	Review and analyze revised notices, warrant, revised plan.	2.50	1,750.00	7706179
SCHUELER, BRAD E.		PARTNER	08/10/03	Review and respond to various emails re: TOPRS settlement.	2.50	1,750.00	7706180
GOLAY, DAVID		PARTNER	08/11/03	Calls re: anti-dilution protection for rights offerings in the TOPRS' warrants (.8); review warrant agreement (.5).	1.30	877.50	7680680
MEIWANI, VIVEK		PARTNER	08/11/03	Call w/J. Hart (Angela Gordon) re open issues.	0.20	95.00	7710453
MEIWANI, VIVEK		PARTNER	08/11/03	Numerous calls re: open releases.	0.40	190.00	7710454

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

alp_112; Malter Detail (babe/187267)

Filed: Frank, Harris, Shriver & Jacobson
 Work Date Thru : 09/09/03

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

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

Proforma: 1948515
 Status: B

(00197)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
U M B I L B D		T I M E		D E T A I L			
MEHMANI, VIVIAN	35	PARTNER	08/11/03	Review terms of warrants.	0.40	190.00	7710448
			08/11/03	Review plan and notices and comment on same.	1.80	855.00	7710449
			08/11/03	Conf. call w/TOPRS re: settlement.	0.90	427.50	7710450
			08/11/03	Tel. conf. w/A. Sathy (KAE) et al. re: settlement.	1.50	712.50	7710451
SCHIELER, BRAD E.	35	PARTNER	08/11/03	Tel. conf. w/Company, TOPRS, et al. re: Plan (.5); various tel. calls re: settlement (2.5).	3.00	2,100.00	7706183
STINGMAST, BONNIE K.	35	PARTNER	08/11/03	Review Blackline TOPRS notice.	0.80	540.00	7681735
RESNICK, ALAN	35	COUNSEL	08/11/03	Review 5th amended plan.	0.80	540.00	7681741
PREIFER, BRIAN D.	35	ASSOCIATE	08/11/03	Reviewed revised notices regarding TOPRS settlement and plan amendment.	0.20	145.00	7676129
			08/11/03	Telephone call with D. Tepper (Appaloosa) re: TOPRS settlement.	0.10	39.50	7708049
			08/11/03	Telephone calls with A. Sathy (KAE) and V. Melwani re: settlement process and notices.	0.60	237.00	7708051
			08/11/03	Review notices.	0.80	316.00	7708052
			08/11/03	Conference call with TOPRS re: settlement.	0.60	237.00	7708055
			08/11/03	Meet with V. Melwani and A. Preis re: TOPRS settlement.	0.50	197.50	7708056
			08/11/03	Telephone calls with D. Trucano (HMRZ) re: TOPRS settlement.	0.30	118.50	7708060
			08/11/03	Telephone calls with Davis Polk re: plan comments.	0.30	118.50	7708061
PREIS, ARIK	35	ASSOCIATE	08/11/03	Review plan.	3.20	1,264.00	7708062
			08/11/03	Review and comment on revised plan and form of notices.	3.00	1,125.00	7672798
			08/11/03	Call with V. Melwani, Debtors and TOPRS re: Plan.	0.50	187.50	7672801
GOLAY, DAVID	10	PARTNER	08/12/03	Negotiate anti-dilution term of TOPRS warrants (2.5); calls and emails re: same (.6).	3.10	2,092.50	7680683
MELWANI, VIVIAN	35	PARTNER	08/12/03	Various calls re TOPRS settlement (3.0); revise notices (1.0).	4.00	1,900.00	7710456
			08/12/03	Various calls w/DPM re Plan and settlement.	0.40	190.00	7710457
			08/12/03	Calls re: tax opinion and related issues.	0.80	380.00	7710458
			08/12/03	Various calls re: Wendt and TOPRS settlements.	3.00	2,100.00	7706188
SCHIELER, BRAD E.	35	PARTNER	08/12/03	Conference calls with A. Sathy (KAE) and V. Melwani re: notices, TOPRS settlement, Wendt issues.	1.30	513.50	7708067
PREIFER, BRIAN D.	35	ASSOCIATE	08/12/03	Meet with V. Melwani re: TOPRS settlement and Wendt settlement.	0.80	316.00	7708068
			08/12/03	Telephone call with C. Lambrianakos (Kelly Dye) re: settlement.	0.10	39.50	7708069

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

ALP 1332: Matter Detail (Debetan/101267)
Run Date & Time: 10/09/03 11:02:43

Filed: Frank, Harris, Shriver & Jacobson
Work Date Thru : 09/09/03

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

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

Program: 1948515
Sector: B

(00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PREIS, ARIK		ASSOCIATE	08/12/03	Call with debtors' counsel and V. Melwand re: plan and notices.	1.30	487.50	7673992
GOLAY, DAVID		PARTNER	08/13/03	Calls w/Doug Timmer about TOPRS warrant (.6); reviewed revised Warrant Agreement (.7).	1.30	877.50	7680687
MELWAND, VIVIK		PARTNER	08/13/03	7/C w/Committee members re TOPRS settlement.	0.40	190.00	7712184
STEINWART, BONNIE K.		PARTNER	08/13/03	Review settlement documents.	0.90	427.50	7712185
PREIFFER, BRIAN D		ASSOCIATE	08/13/03	Review motion regarding TOPRS economic settlement.	1.30	877.50	7681746
PREIFFER, BRIAN D		ASSOCIATE	08/13/03	Review blackout credit agreement.	0.50	337.50	7681748
			08/13/03	Meet with V. Melwand re: Notices and releases	0.50	197.50	7708075
			08/13/03	Telephone call with D. Trucano (HLRZ) re: TOPRS settlement	0.30	118.50	7708077
			08/13/03	Telephone call with D. Ooley and V. Melwand re: warrants	0.20	79.00	7708078
			08/13/03	Voicecall to A. Huber (RAS) re: plan supplement	0.10	39.50	7708080
PREIS, ARIK		ASSOCIATE	08/13/03	Meet with A. Preis re: plan comments	0.30	118.50	7708082
			08/13/03	Review form of motion, plan and notices filed by Debtors.	1.00	375.00	7679709
MELWAND, VIVIK		PARTNER	08/14/03	Prep for hearing on TOPRS and Werd Settlement.	2.00	950.00	7710466
PREIFFER, BRIAN D		ASSOCIATE	08/14/03	Telephone calls with Davis Polk, B. Garavalia (BoFA) and C. Freedgood (JPMorgan) re: TOPRS settlement	0.40	159.00	7708092
			08/14/03	Meet with B. Scheiler and V. Melwand re: TOPRS settlement	0.80	316.00	7708095
			08/14/03	Small correspondence re: settlement thresholds	0.30	118.50	7708098
			08/14/03	Telephone calls with Committee members re: TOPRS settlement thresholds	0.50	197.50	7708099
PREIS, ARIK		ASSOCIATE	08/14/03	Review of revised plan of Reorganization and discussion with Kirkland & Ellis and V. Melwand re: same.	1.00	375.00	7679715
MELWAND, VIVIK		PARTNER	08/15/03	Various calls re thresholds for TOPRS.	1.30	617.50	7710469
SCHIELER, BRAD E.		PARTNER	08/15/03	tel. conf. w/Committee members re: TOPRS settlement thresholds.	1.00	700.00	7706201
PREIFFER, BRIAN D		ASSOCIATE	08/15/03	Email to Committee re: TOPRS settlement	0.40	158.00	7708110
PREIS, ARIK		ASSOCIATE	08/15/03	Various calls and correspondence with Mayer Brown, Davis Polk and internal Fried Frank team re: notices and plan.	2.00	750.00	7679716
SCHIELER, BRAD E.		PARTNER	08/16/03	Review various emails re: TOPRS' settlement, notices, plan.	1.50	1,050.00	7706206
PREIS, ARIK		ASSOCIATE	08/16/03	Review of plan and correspondence with Kirkland & Ellis re: same.	0.30	112.50	7679718
SCHIELER, BRAD E.		PARTNER	08/17/03	Review and analyze settlement documents.	1.50	1,050.00	7706207

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

ajp_132: Matter Detail (babecan/187267)
Run Date & Time: 10/09/03 11:02:43

Fried, Frank, Harris, Shriver & Jacobson
Matter: 030792 COMMITTEE CONS CREDITORS
Run Date Thru: 09/09/03

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

Billing Firm: BRAD E. SCHIEFER
Responsible Firm: BRAD E. SCHIEFER

Program: 1948515
Status: B

(00397)

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
STRIKART, BONNIE K.	35	PARTNER	08/17/03	Review TOPS settlement documents.	0.80	540.00	7681754
MELWANI, VIVEX	35	PARTNER	08/19/03	Various letters, emails and calls re Plan.	1.30	617.50	7710474
PREIS, ARIK	35	ASSOCIATE	08/18/03	Calls w/each committee member re TOPS issues.	3.00	1,425.00	7710475
DELLA, PATRICIA H.	10	PARALEGAL	08/18/03	Telephone calls with Debtors re: Plan, notices and Plan Supplement.	2.00	750.00	7679719
MELWANI, VIVEX	35	PARTNER	08/18/03	Review of revised Plan.	0.50	187.50	7679724
SCHIEFER, BRAD E.	35	PARTNER	08/18/03	Andrew Schouder--Assisted in document review assignment re: executory contracts.	0.20	34.00	7679204
SCHIEFER, BRAD E.	35	PARTNER	08/18/03	T/C w/Boullin re: fees and stock distribution.	0.40	190.00	7710480
STEINGART, BONNIE K.	35	PARTNER	08/19/03	Draft and revise memo re TOPS settlement and UST issues.	1.30	617.50	7710482
PREIS, ARIK	35	ASSOCIATE	08/19/03	T/C w/committee members re proposed UST settlement.	1.50	712.50	7710483
PREIS, ARIK	35	ASSOCIATE	08/19/03	Review and revise committee notices.	1.50	712.50	7710484
PREIS, ARIK	35	ASSOCIATE	08/19/03	Tel. conf. w/Committee re: UST settlement.	2.00	1,400.00	7706213
PREIS, ARIK	35	ASSOCIATE	08/19/03	Review and analyze UST issues and prepare comments (2.0); review revised Plan, notices, etc. (2.0).	4.00	2,800.00	7706216
STEINGART, BONNIE K.	35	PARTNER	08/19/03	Review 5th Amended plan redline (.5.); telephone call with A. Suber (K&B) (.5); review Fried Frank comments (.8).	1.80	1,215.00	7681759
PREIS, ARIK	35	ASSOCIATE	08/19/03	Review additional documents on releases.	0.80	540.00	7681761
PREIS, ARIK	35	ASSOCIATE	08/19/03	Calls with V. Melwani and Kirkland & Ellis re: plan and notices (2.0); review of documents and commenting thereon (1.0).	3.00	1,125.00	7681036
PATEL, PRATIBHA N.	10	PARALEGAL	08/19/03	Research re: rejected contracts per A. Schouder.	1.30	201.50	7685525
SCHIEFER, BRAD E.	35	PARTNER	08/20/03	Conf. with Sprayregan (K&B) re: Plan and settlements.	1.00	700.00	7706220
STEINGART, BONNIE K.	35	PARTNER	08/20/03	Review 9019 motion papers regarding TOPS.	1.10	742.50	7681768
SCHOUJDER, ANDREW	35	ASSOCIATE	08/20/03	Review and revise chart re: rejected contracts.	1.20	330.00	7681139
MELWANI, VIVEX	35	PARTNER	08/21/03	Review and analyze open Plan issue.	2.50	1,187.50	7710491
STEINGART, BONNIE K.	35	PARTNER	08/21/03	Calls re TOPS settlement.	0.50	237.50	7710492
STEINGART, BONNIE K.	35	PARTNER	08/21/03	Review draft of opt out provisions in TOPS settlement.	1.30	877.50	7697292
SCHIEFER, BRAD E.	35	PARTNER	08/21/03	Review CMC plan amendments.	1.30	877.50	7697296
SCHIEFER, BRAD E.	35	PARTNER	08/22/03	Review and respond to various emails re: UST settlement and Plan documents.	2.00	1,400.00	7706231
FORBES, JESSICA	10	PARTNER	08/25/03	Telephone conversation with V. Melwani and tel. conf. with Davis Polk re listing issues and legends.	1.00	590.00	7693515

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

alp 133: Matter Detail (babstam/187267)
 Run Date & Time: 10/09/03 11:02:44

Fried, Frank, Harris, Shriver & Jacobson
 Work Date Thru : 09/09/03

Client: 030792 COMMITTEE CONS CREDITORS

Billing Pct : BRAD E. SCHIELER

Program: 1948515

(100397)

Matter: 00005 PLAN OF REORGANIZATION/DISCLOSURE STATEMENT

Responsible Pct: BRAD E. SCHIELER

Status: B

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
LEWIS, JOSEPHAN F.		PARTNER	08/25/03	Disc. with D. Zepfer (Appaloosa), V. Melwani re: transfer restrictions.	0.30	169.50	7690507
NEWMAN, VIVEX		PARTNER	08/25/03	Call w/DW and J. Forbes re Listing & Legending.	1.00	475.00	7710508
			08/25/03	Review plan supplement documents.	1.30	617.50	7710509
			08/25/03	T/C re Effective Date.	0.50	237.50	7710510
			08/25/03	Review plan supplements.	1.00	700.00	7706234
SCHIELER, BRAD E.		PARTNER	08/25/03	Review draft of 5th amended plan.	0.80	540.00	7697307
STEINGART, BONNIE K.		PARTNER	08/25/03	Call with Kirkland & Ellis, V. Melwani and J. Forbes re: listing.	0.80	300.00	7685631
PREIS, ANIK		ASSOCIATE	08/26/03	T/C re plan releases and GM plan.	1.80	855.00	7710513
MEIKANI, VIVEX		PARTNER	08/26/03	T/C w/A. Satby (K&B) re: Plan open issues.	0.60	285.00	7710514
PREIFER, BRIAN D		ASSOCIATE	08/26/03	Meet with V. Melwani re: Plan consummation	0.10	118.50	7708125
PILCHIK, EVAN		ASSOCIATE	08/26/03	Reviewing email, changes to security agreement	0.20	77.00	7688804
SCHOUJDER, ANDREW		ASSOCIATE	08/26/03	Review and revise stacemnt in support of Plan (Merid and TOPS Settlement).	2.20	605.00	7708532
ROSE, ANSIEA		ADMIN	08/26/03	Research case for V. Melwani.	0.20	39.00	7701032
MEIKANI, VIVEX		PARTNER	08/27/03	Review HUBS fee issues.	0.50	237.50	7710523
PREIFER, BRIAN D		ASSOCIATE	08/27/03	Meet with V. Melwani re: registration rights agreement and hearing.	0.50	197.50	7708137
PREIS, ANIK		ASSOCIATE	08/27/03	Discussion with Kirkland & Ellis re: CHBC deemed amount motion.	1.00	375.00	7711339
SCHOUJDER, ANDREW		ASSOCIATE	08/27/03	Review and revise statement in support of Plan (Merid and TOPS Settlement).	2.20	605.00	7732755
MEIKANI, VIVEX		PARTNER	08/28/03	T/C w/Kirkland re status and open issues.	0.60	285.00	7710533
PILCHIK, EVAN		ASSOCIATE	08/28/03	Discussion w/ B. Pfeiffer re stock legend	0.10	38.50	7695624
MEIKANI, VIVEX		PARTNER	08/28/03	T/Cs and meetings re stock listing.	0.80	380.00	7710538
SCHENKEL, ROBERT		PARTNER	08/29/03	Call re stock listing.	0.50	237.50	7710540
			08/29/03	Conf. re: closing of plan and filing requirements.	0.40	270.00	7720606
PREIFER, BRIAN D		ASSOCIATE	08/29/03	Revise statement in support of Plan	2.00	790.00	7708145
			08/29/03	Meet with V. Melwani re: statement and stock issues	0.40	158.00	7708146
BLAGMAN, KENNETH R.		PARTNER	09/02/03	Conference w/M. Levitt re securities issues.	0.20	135.00	7718226
GOLEY, DAVID		PARTNER	09/02/03	Call re: NYSE listing (1.0); review revised docs (.8).	1.80	1,215.00	7776116
LEVITT, MICHAEL		PARTNER	09/02/03	Conf. w/K. Blagman re: securities issues (2); tel. conf. w/Committee re: NYSE listing (.6).	0.80	452.00	7734412
MEIKANI, VIVEX		PARTNER	09/02/03	Review 6th amended plan.	1.70	960.50	7770003
			09/02/03	Meq. w/Preis re Plan.	0.70	395.50	7770004
			09/02/03	T/C re listing & legending w/Committee members.	1.00	565.00	7770010

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

alp_112: Matter Detail (Dachau/187267)

Filed: Frank, Harris, Shriver & Jacobson
Run Date & Time: 10/09/01 11:02:44
Work Date Thru : 09/09/03

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

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

Profession: 1948515
Status: B

(00397)

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

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
ROEBLER, BRAD E.	35	PARTNER	09/02/03	T/c w/d. Hart (Angelo Gordon) re open plan issued.	0.30	169.50	7770011
ROEBLER, BRAD E.	35	PARTNER	09/02/03	tel. conf. w/Committee re: NYSE listing issues.	1.00	700.00	7779658
SCHENKEL, ROBERT	10	PARTNER	09/02/03	tel. conf. w/Committee re: listing on NYSE (1.0); review issues re: same (1.2).	1.20	810.00	7725222
RESNICK, ALAN	35	COUNSEL	09/02/03	Reviewed revised plan of reorganization.	0.60	435.00	7718339
RESNICK, ALAN	35	COUNSEL	09/02/03	Reviewed draft of confirmation order.	0.70	507.50	7718342
RESNICK, ALAN	35	COUNSEL	09/02/03	T/c w/Mix Preis re: comments on proposed confirmation order.	0.20	145.00	7718343
PREIFER, BRIAN D	35	ASSOCIATE	09/02/03	Meet with V. Melwand re: Committee statement, confirmation order, open plan issues.	0.50	210.00	7765990
PREIFER, BRIAN D	35	ASSOCIATE	09/02/03	Telephone call with V. Melwand and T. Atcherry (First Pacific) re: plan issues	0.20	84.00	7765991
PREIFER, BRIAN D	35	ASSOCIATE	09/02/03	Telephone call with V. Melwand and K. Wainan (Apollonax) re: plan issues	0.20	84.00	7765992
PILCHIK, EVAN	10	ASSOCIATE	09/02/03	Reg Rights Agreement/Fresh Start issue.	1.60	656.00	7749357
GOLAY, DAVID	10	PARTNER	09/03/03	calls re: NYSE listing issues proposed changes to pfd. stock etc (2.0); review changed pages to disc (.8).	2.80	1,890.00	7776118
MELWANI, VIYEK	35	PARTNER	09/03/03	Various calls re NYSE & listing issues.	2.10	1,186.50	7770017
SCHENKEL, ROBERT	10	PARTNER	09/03/03	calls re CHRC claims cap and related issues.	1.90	1,073.50	7770019
STEINGART, BONNIE K.	35	PARTNER	09/03/03	Various calls re: NYSE listing issues.	0.80	540.00	7725524
PREIFER, BRIAN D	35	ASSOCIATE	09/03/03	Review amended plan and comments.	1.80	1,215.00	7747057
PILCHIK, EVAN	10	ASSOCIATE	09/03/03	Meetings with V. Melwand re: hearing and statement in support of confirmation.	0.50	210.00	7766006
PREIFER, BRIAN D	35	ASSOCIATE	09/03/03	Research re: Reg Rights Agreements.	0.60	246.00	7749360
PREIFER, BRIAN D	35	ASSOCIATE	09/03/03	Review and comment on Confirmation order.	1.00	395.00	7771295
SCHENKEL, ROBERT	10	PARTNER	09/03/03	Research SEC filings.	0.40	128.00	7716784
SCHENKEL, ROBERT	10	PARTNER	09/03/03	Research SEC filings.	0.90	130.50	7735052
PREIFER, BRIAN D	35	ASSOCIATE	09/04/03	Analyze DMO Transfer program.	0.90	508.50	7770025
PREIFER, BRIAN D	35	ASSOCIATE	09/04/03	Various calls re listing and NYSE.	1.10	621.50	7770026
PREIFER, BRIAN D	35	ASSOCIATE	09/04/03	Committee call re: all open issues and effective date.	1.00	565.00	7770027
SCHRIER, BRAD E.	35	PARTNER	09/04/03	Review revised credit agt.	0.70	395.50	7770032
SCHRIER, BRAD E.	35	PARTNER	09/04/03	Conf. call w/Committee re: plan confirmation (1.0); conf. w/V. Melwand re: NYSE listing issues (.8); various calls w/Committee members re: confirmation issues (2.2).	4.00	2,800.00	7775934
STEINGART, BONNIE K.	35	PARTNER	09/04/03	Review NYSE issues and telephone call with Melwand re: same.	1.30	877.50	7747071
PREIFER, BRIAN D	35	ASSOCIATE	09/04/03	Review draft confirmation order and comments. Prepare for and participate in committee conference call re: plan confirmation.	0.80	540.00	7747072
PREIFER, BRIAN D	35	ASSOCIATE	09/04/03	Prepare for and participate in committee conference call re: plan confirmation.	1.00	420.00	7766018

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

ajp_jjj: Matter Detail (Babayan/187267)
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 Work Date Thru : 09/09/03

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

Billing Prc : BRAD E. SCHERER
 Responsible Prc: BRAD E. SCHERER

ProfForma: 1948515
 Status: B

(00397)

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

Work Date Description

Hours Amount Index Number

PREIFER, BRIAN D	35	ASSOCIATE	09/04/03	Telephone calls with E. Pilchik re: listing issues	0.20	84.00	7766019
PREIFER, BRIAN D	35	ASSOCIATE	09/04/03	Meet with V. Melvart re: listing issues	0.40	168.00	7766020
PILCHIK, EVAN	10	ASSOCIATE	09/04/03	Research re: Reg rights agreement and related securities matters.	3.50	1,435.00	7749364
SCHOUIDER, ANDREW	35	ASSOCIATE	09/04/03	Conference call with Committee re: Plan confirmation.	1.00	320.00	7716786
WEISS, ELI	20	ASSOCIATE	09/04/03	Committee call re: confirmation.	0.50	205.00	7720395
PERNO, DANIEL	10	MISC	09/04/03	Research securities matters.	0.60	123.00	7722945
WEINTRAUB, MICHAEL S.	10	MISC	09/04/03	Pilchik Request: Research re: consent rights.	3.50	595.00	7758056
GOLAY, DAVID	10	PARTNER	09/05/03	Calls re: NYSE listing issue (.5); call re: Comp. committee and independent director issues (.6); review independent director issue (.4); call w/Rep Blachman re: same (.2).	1.70	1,147.50	7776122
MELVART, VIVEK	35	PARTNER	09/05/03	Smalls and calls re D & O Loan Transfer Agt.	0.80	452.00	7770037
SCHERER, ROBERT	10	PARTNER	09/05/03	Review revised cont. order.	0.80	452.00	7770038
STEINGART, BONNIE K.	35	PARTNER	09/05/03	Various calls re: NYSE listing issues and director and compensation issues (1.7); review docs. re: same (1.0).	2.70	1,822.50	7725537
PREIFER, BRIAN D	35	ASSOCIATE	09/05/03	Review D&O loan transfer agreement.	1.30	877.50	7747077
PILCHIK, EVAN	10	ASSOCIATE	09/05/03	Review revised credit agreement.	0.80	540.00	7747078
WEINTRAUB, MICHAEL S.	10	MISC	09/05/03	Review draft motion of official committee in support of Plan.	0.20	135.00	7779828
BLACKMAN, KENNETH R.	10	PARTNER	09/05/03	Continue review of confirmation order draft.	0.20	135.00	7779830
LEVITT, MICHAEL	10	PARTNER	09/05/03	Review correspondence re: D&O transfer agreement.	0.20	84.00	7766025
SCHERER, ROBERT	10	PARTNER	09/05/03	Telephone calls with R. Kwastaniet (K&E) re: Plan	0.20	84.00	7766029
STEINGART, BONNIE K.	35	PARTNER	09/05/03	Research re: Form 3 and Schedule 13D	1.20	492.00	7749366
SCHERER, ROBERT	10	PARTNER	09/05/03	Continuation of research regarding NYSE companies that have preferred stock with consent rights on mergers per E. Pilchik.	2.00	340.00	7758059
LEVITT, MICHAEL	10	PARTNER	09/06/03	Calls w/M. Levitt re: securities distribution.	0.60	405.00	7718228
SCHERER, ROBERT	10	PARTNER	09/06/03	Tel. cont. w/K. Blachman re: securities issues (.6); cont. w/R. Schermerl re: same (1.0); review and analyze related docs (3.9).	5.50	3,107.50	7734431
STEINGART, BONNIE K.	35	PARTNER	09/06/03	Cont. w/M. Levitt re: securities (1.0); review and analyze docs re: same (4.0); various emails re: same (1.5).	6.50	4,387.50	7775541
STEINGART, BONNIE K.	35	PARTNER	09/06/03	Review draft motion on D&O loan transfer fee agreement.	0.80	540.00	7747086
STEINGART, BONNIE K.	35	PARTNER	09/06/03	Review final draft of committee statement in support of confirmation.	0.50	317.50	7747089

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

aid 132: Matter Detail (babacan/181267)
 Run Date & Time: 10/09/03 11:02:45

Fried, Frank, Harris, Shriver & Jacobson
 Work Date Thru : 09/09/03

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

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

Program: 1948515 (00397)
 Status: B

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
RESNICK, ALAN	35	COUNSEL	09/06/03	Reviewed draft statement in support of the plan, the 3098 settlement and the Mendt Reclamation.	0.20	145.00	7747262
PREIS, ARIK	35	ASSOCIATE	09/06/03	Internal correspondence and calls re: confirmation issues.	1.50	592.50	7771308
BLACOWAN, KENNETH R.	10	PARTNER	09/07/03	Call w/Schwenkel re: securities (1.2); Review E-mails re: same (1.1).	0.30	202.50	7718229
LEVITT, MICHAEL	10	PARTNER	09/07/03	Various confs. w/R. Schwenkel re: securities issues (1.5); research and analysis re: same (3.0).	4.50	2,542.50	7779637
MEIWMAN, VIVEK	35	PARTNER	09/07/03	Various calls re stock and related securities matters.	3.00	1,595.00	7770046
SCHWENKEL, ROBERT	10	PARTNER	09/07/03	Confr. w/M. Levitt re: securities issues (1.5); review related docs and emails (1.5); research securities issues and analyze same (8.5).	10.50	7,087.50	7725542
RESNICK, ALAN	35	COUNSEL	09/07/03	Telephone conference with Vivek Meiwani regarding securities issues.	0.30	217.50	7747264
PREIS, ARIK	35	ASSOCIATE	09/07/03	Review of Confirmation order and internal correspondence re: same.	0.80	316.00	7771310
			09/07/03	Internal correspondence re: confirmation issues.	0.50	197.50	7771315
BLACOWAN, KENNETH R.	10	PARTNER	09/08/03	Discussions w/Schwenkel, Levitt, Golay, Forbes, Steinwurtzel re securities issues	1.00	675.00	7718905
FALOW, PAUL H.	10	PARTNER	09/08/03	Voice mail from V. Meiwani re: securities related documents (1.1); call with J. Forbes, conference with M. Khuri re: same (1.5).	0.60	375.00	7759071
FORBES, JESSICA	10	PARTNER	09/08/03	Assistance to members of committee in connection with implementation and confirmation of Chapter 11 plan.	4.80	2,832.00	7777530
GOLAY, DAVID	10	PARTNER	09/08/03	Calls re: NYSE listing issues (1.0); conf. call w/committee re: listing issues (1.5); review revised cert. of designation (1.7).	3.20	2,160.00	7776123
LEVITT, MICHAEL	10	PARTNER	09/08/03	Confs. w/ R. Schwenkel, M. Levitt, et al. re: securities and analytics issues (1.0); research and analysis re: same (5.0); conf. call w/committee re: same (1.5); conf. w/D. Golay re: NYSE listing (1.0).	7.50	4,237.50	7734438
MEIWMAN, VIVEK	35	PARTNER	09/08/03	Review distribution issues w/BLUZ.	1.00	565.00	7770048
			09/08/03	T/c w/Apalooza re closing conditions.	0.40	226.00	7770049
			09/08/03	Calls re listing and plan modifications related thereto.	1.50	847.50	7770050

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

alp_132; Matter Detail (baberman/187267)
 Run Date & Time: 10/09/03 11:02:46

Fried, Frank, Harris, Shriver & Jacobson
 Work Date Thru : 09/09/03

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

Billing Ptc : BRAD E. SCHLER
 Responsible Ptc: BRAD E. SCHLER

Program: 1948515
 Status: B

(00397)

UNBILLED TIME DETAIL
 Employee Name Dept Position Work Date Description

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
MEHMANI, VIVAK	15	PARTNER	09/08/03	Review securities law issues and issue re stock for Committee.	2.00	1,110.00	7770053
SCHLER, BRAD E.	15	PARTNER	09/08/03	Committee call addressing closing issues.	0.80	452.00	7770054
			09/08/03	Conf. call w/Committee re: securities issue (.5); review related docs in preparation for call (1.5).	2.00	1,400.00	7775947
SCHENKEL, ROBERT	10	PARTNER	09/08/03	Conf. w/M. Levitt, K. Blackman, J. Forbes, D. Goley, R. Steinhurtzel re: securities issues (1.2); calls re: NYSE listing issues (1.0); conf. call w/Committee members re: same (.5); research follow up issues (3.2).	5.90	3,982.50	7725544
STINGMANT, BONNIE K.	35	PARTNER	09/08/03	Review issues with respect to bondholder sales.	1.10	742.50	7747091
			09/08/03	Conference call with committee re: listing issues (.5); review related documents and stock certificates.	2.30	1,552.50	7747093
STEINWURTEL, RICHARD	10	PARTNER	09/08/03	Discussion with K. Blackman re: securities question.	0.20	141.00	7718289
BERNARD, KATIE HUGHES	35	ASSOCIATE	09/08/03	Review news articles re: Conesco confirmation and emergence.	0.20	64.00	7720508
KHURI, WALID	10	ASSOCIATE	09/08/03	Telephone conferences with P. Falon and J. Forbes (.4); review agreements (2.1).	2.50	1,162.50	7751993
PRISIFER, BRIAN D.	35	ASSOCIATE	09/08/03	Review management plan (.3); telephone calls with S. Falter re: same (.2)	0.50	210.00	7766039
			09/08/03	Meetings with V. Melwani re: listing issues, management incentive plan, statement, confirmation order issues.	1.40	588.00	7766040
			09/08/03	Committee conference call re: listing issues	0.50	210.00	7766041
			09/08/03	Telephone calls with V. Melwani and K&B re: Confirmation issues	3.80	1,596.00	7766042
PITCHIK, EVAN	10	ASSOCIATE	09/08/03	Emails re: CCM	0.30	136.00	7766045
			09/08/03	Research re: securities issues (.7); conference call re: NYSE listing issues (.6).	1.30	533.00	7749370
SATRAI, BABAR	10	ASSOCIATE	09/08/03	Research re: securities issues.	0.00	2,560.00	7764719
SCHULLER, ANDREW	35	ASSOCIATE	09/08/03	Prepare for and participate in conference call with Committee re: Plan confirmation.	0.80	256.00	7718701
BLACKMAN, KENNETH R.	10	PARTNER	09/09/03	Conference w/Levitt re: securities issues with limitations based on convertible preferred and common shares.	0.50	337.50	7718921
FALON, PAUL H.	10	PARTNER	09/09/03	E-mails, calls with J. Forbes, M. Khuri re: agreements.	0.30	187.50	7759076
FORDES, JESSICA	10	PARTNER	09/09/03	Assistance to members of Committee in connection with implementation and confirmation of chapter 11 plan.	3.90	2,301.00	7777537

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

alp_1332: Matter Detail (Babacan/187267)
 Run Date & Time: 10/09/03 11:02:45

Filed, Frank, Harris, Shriver & Jacobson
 Work Date thru: 09/09/03

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

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

Professors: 1948515
 Statute: 9

(00397)

U N S I L L E D	T I M E	D E T A I L	Work Date Description	Hours	Amount	Index Number
COLAVY, DAVID	10	PARTNER	09/09/03 Various calls re: reviewed securities docs (1.0); review and analyze same (.6).	1.60	1,080.00	7776126
LEVITT, MICHAEL	10	PARTNER	09/09/03 Conf. w/R. Blackman re: securities law and related issues (.5); follow up research re: same (.2); conf. w/R. Schwenkel re: same (1.0).	7.70	4,350.50	7734443
MEHWANI, VIVEK	35	PARTNER	09/09/03 Call re disclosure w/Kirkland. 09/09/03 T/c re TDPR re: opt outs & settlement. 09/09/03 T/c re Lender vote change. 09/09/03 Committee call re: effective date. 09/09/03 Cont. w/M. Levitt re: securities issues (1.0); related review of docs and research (3.5). 09/09/03 Review agreements; telephone conferences with J. Forbes re: same. 09/09/03 Telephone calls with R. Kastenlat (KEK) re: Plan issues	0.90 0.50 0.40 1.50 4.50 4.00	508.50 282.50 226.00 847.50 3,017.50 1,860.00	7770058 7770062 7770064 7770065 7725550 7751997
BOENINGER, ROBERT	10	PARTNER	09/09/03 Review agreement; telephone conferences with J. Forbes re: same.	0.30	126.00	7766046
KHURI, KHALID	10	ASSOCIATE	09/09/03 Review confirmation order	0.90	378.00	7766047
PREIFFER, BRIAN D	35	ASSOCIATE	09/09/03 Telephone call with D. Trucano (HUZ) re: Plan 09/09/03 Committee Conference call re: update 09/09/03 Meet with V. Mehwani re: plan issues; listing issues, management incentive plan, tax issues	0.20 0.50 0.90	84.00 210.00 378.00	7766049 7766051 7766053
PILCHIK, EVAN	10	ASSOCIATE	09/09/03 Review press release	0.50	210.00	7766057
PREIS, ARIK	35	ASSOCIATE	09/09/03 Review Plan supplement documents 09/09/03 Emails to Committee re: various outstanding confirmation issues. 09/09/03 Reviewing new drafts of preferred stock, warrant agreement. 09/09/03 Committee conference call re: Confirmation update.	1.10 1.10 1.10 0.50	462.00 462.00 462.00 197.50	7766058 7766060 7749373 7771327
SATTAR, SABAR	10	ASSOCIATE	09/09/03 Review of revised Confirmation order.	0.80	316.00	7771370
SCHROEDER, ANDREW	35	ASSOCIATE	09/09/03 Calls and correspondence with Debora re: final Open issues re: Confirmation.	0.60	237.00	7771331
TAYLOR, OPAL	10	PARALEGAL	09/09/03 Research re: securities issues.	9.00	2,880.00	7764720
WEISS, LAURENCE F.	10	PARALEGAL	09/09/03 Conference call with Committee re: confirmation of Plan. 09/09/03 Review and edit closing related documents per E. Pilchik.	0.60 1.50	193.00 232.50	7719400 7726129
FERRIO, DANIEL	10	MISC	09/09/03 Research closing related documents.	0.30	61.50	7725731
Total				433.80	221,194.00	

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

alp_132: Matter Detail (babejan/187267)
Run Date & Time: 10/09/03 11:02:47

Filed: Frank, Harris, Shriver & Jacobson
Work Date Thru : 09/09/03

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

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

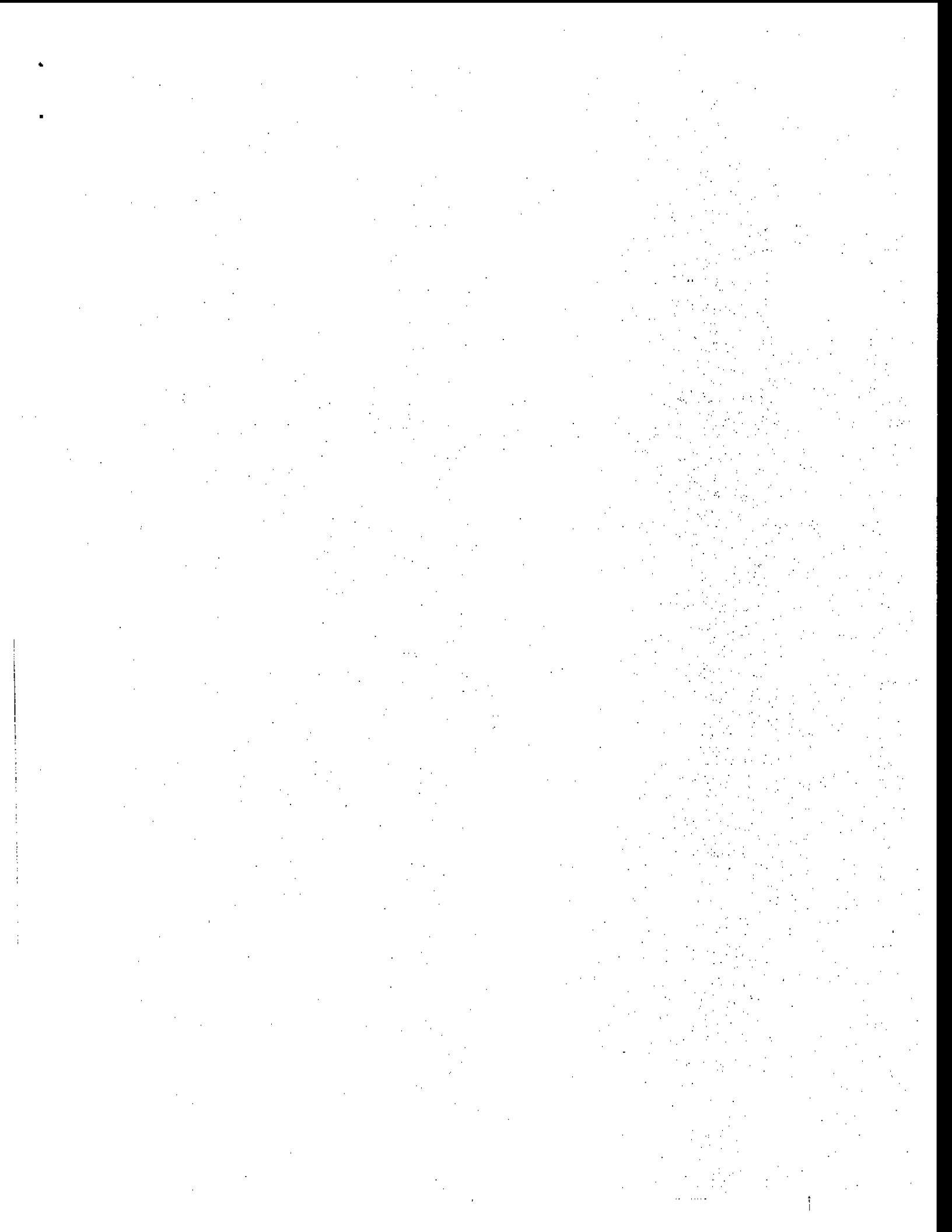
Professional: 1948515
Status: B (00397)

UNBILLED TIME DETAIL
Employee Name Dept Position Work Date Description

Matter Total

Hours Amount Index Number
433.80 221,194.00

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



alp_133: Matter Detail (Substan/167267)
 Run Date & Time: 10/09/03 11:03:47

Fried, Frank, Barile, Gutriver & Jacobson
 Work Date Thru : 09/09/03

Client: 030792 COMMITTEE OMB CREDITORS
 Matter: 00006 CPC

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

ProfForma: 1948516 (00397)
 Status: 0

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PREIFFER, BRIAN D	35	ASSOCIATE	04/29/03	Review and comment on CPC Plan and Disclosure Statement	2.20	865.00	7603562
			04/30/03	voice mail with J. Carr (Bakers & Daniels) re: CPC Issue	0.10	39.50	7603584
ZIV, ALON	35	ASSOCIATE	05/08/03	Reviewing proposed CPC settlement.	0.40	156.00	7554141
PREIFFER, BRINA D	35	ASSOCIATE	08/01/03	Review CPC confirmation order and plan.	0.80	316.00	7108002
STEINKART, BONNIE K.	35	PARTNER	08/05/03	Notices to CPC creditors concerning comment to Release.	0.50	337.50	7681728
PREIFFER, BRIAN D	35	ASSOCIATE	08/06/03	Review pleading filed in CPC case.	0.10	39.50	7708024
STEINKART, BONNIE K.	35	PARTNER	08/20/03	Review CPC 5th amended plan.	1.30	877.50	7681766
			08/21/03	Review amended plan - CPC.	0.80	540.00	7697295
			09/06/03	Review Bazzie-Lackey motion and briefs.	1.30	877.50	7747088
			09/08/03	Review CPC confirmation issues and order.	0.80	540.00	7747094

Total 8.30 4,586.50
 Matter Total 8.30 4,586.50

Client: 030792 COMMITTEE OMB CREDITORS
 Matter: 00006 CPC

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alp_132: Matter Detail (babaran/187267)
 Run Date & Time: 10/09/03 11:02:47

Fried, Frank, Harris, Shriver & Jacobson
 Work Date Thru : 09/09/03

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

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

Performance: 1948518 (00397)
 Status: B

EMPLOYEE NAME	DEPT	POSITION	WORK DATE DESCRIPTION	HOURS	AMOUNT	INDEX NUMBER
CERULLO, JOSEPH	10	MISC	08/06/03 Research director and officer credit agreements for A. Schaulder.	0.50	72.50	7691896
PERLIPPER, BRIAN D	35	ASSOCIATE	08/11/03 Telephone calls with D. Trucano (HHRZ) and S. GIII (OPM) re: confidentiality agreement.	0.20	79.00	7708053
WEINBAUM, MICHAEL S.	10	MISC	08/21/03 Choi Request for filings related to Consoco.	1.00	170.00	7710590
PERLIPPER, BRIAN D	35	ASSOCIATE	09/03/03 Telephone call with E. Reshl re: COM	0.20	84.00	7766007
STEINKAMP, BONNIE K.	35	PARTNER	09/04/03 Review issues regarding directors.	0.50	337.50	7747070
PERLIPPER, BRIAN D	35	ASSOCIATE	09/06/03 E-mail to V. Weiband re: disclosure issues.	0.30	126.00	7766034
Total				2.70	869.00	
Matter Total				2.70	869.00	

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

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alp_132: Matter Detail (Dabdam/187267)
 Run Date & Time: 10/09/03 11:02:51

Fried, Frank, Harris, Shriver & Jacobson
 Work Date Thru: 09/09/03

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00009 MISCELLANEOUS LITIGATION

Billing Firm: BRAD E. SCHERER
 Responsible Firm: BRAD E. SCHERER

Profession: 1948519
 Status: B

(00397)

Employee Name	Dept	Position	Work Date Description	Hours	Amount	Index Number
U N B I L L E D T I M E D E T A I L						
KIN, JIM	35	PARALEGAL	04/22/03 Research docket item as per K. Hughes.	0.70	101.50	7471478
PREIFER, BRIAN D	35	ASSOCIATE	04/29/03 Draft email to TORIS re: discovery (-2): telephone call with B. Steingart re: same (-2).	0.40	158.00	7603565
			04/29/03 Respond to discovery requests from TORIS. 04/30/03 Telephone calls with subpoena recipients re: document production.	1.20	474.00	7603566
			04/30/03 Revise cover letter re: document production 04/30/03 Prepare for and participate in conference call with Committee/Company re: GM Building	9.00	3,555.00	7603574
			04/30/03 Correspondence with Company and Houlahan re: GM building	0.30	118.50	7603575
			04/30/03 Review pleadings for hearing	1.00	395.00	7603577
			04/30/03 Meet with V. Neilman re: GM and CRC Issues.	0.30	118.50	7603578
			04/30/03 Review research re: estimation issue	1.20	474.00	7603580
			04/30/03 Review pleadings filed by TORIS.	0.60	237.00	7603582
			04/30/03 Telephone calls with A. Montz (Mayer Brown) re: hearing	0.90	355.50	7603585
				0.60	237.00	7603586
				0.20	79.00	7603588
MCQUINNERS, JOHN	35	ASSOCIATE	05/07/03 Review COM production for missing Bates ranges (1.0): email Kirkland & Ellis re: same (-3)	1.30	416.00	7549983
ZEV, ALON	35	ASSOCIATE	05/15/03 Reviewing pension funds objections (1.3): prepare memo re: same (1.4). 05/15/03 Reviewing P. Neupert objection (1.2): prepare memo re: same (1.5).	2.70	1,012.50	7554169
			05/15/03 Working travel to New York: review deposition transcripts.	2.70	1,012.50	7554171
STEINGART, BONNIE K.	35	PARTNER	05/19/03 Working travel to New York: review deposition transcripts.	1.20	2,160.00	7779625
MELNANI, VIVIEK	35	PARTNER	08/01/03 Participate in Hearing.	1.20	570.00	7710429
STEINGART, BONNIE K.	35	PARTNER	08/01/03 Conference call with court.	0.50	165.343	7665343
MCQUINNERS, JOHN	35	ASSOCIATE	08/01/03 Prepare for Hearing.	0.20	64.00	7665982
PREIFER, BRIAN D	35	ASSOCIATE	08/01/03 Review email summary of Hearing. 08/01/03 Conference call with T. Kirakis (Mayer Brown) and A. Saldy (K&B) re: hearing.	0.20	64.00	7665983
				0.30	118.50	7707995
BERGMAN, MATTHEW	35	PARALEGAL	08/01/03 Participate in hearing.	0.50	197.50	7707998
CHOI, CHRISTINA Y.	35	PARALEGAL	08/01/03 Research docket items per J. McGuinness.	0.20	29.00	7666099
			08/01/03 Research docket items as per John McGuinness.	1.30	482.00	7666014
PREIS, ABIR	35	ASSOCIATE	08/01/03 Updating litigation binders.	0.80	112.00	7666017
SCHOUTDER, ANDREW	35	ASSOCIATE	08/03/03 Review draft form of notices.	1.00	375.00	7665969
			08/04/03 Review docket for 8/20 motions. 08/04/03 Review and summarize motions scheduled to be heard on August 20.	1.40	385.00	7724248
				4.00	1,100.00	7666020
CHOI, CHRISTINA Y.	35	PARALEGAL	08/04/03 Updating litigation binders.	3.10	434.00	7674046
			08/04/03 Research docket items as per John McGuinness and Andrew Schoutder	0.90	126.00	7674049

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00009 MISCELLANEOUS LITIGATION

a/p: jlj: Walter Detail (babecan/187267)
 Run Date & Time: 10/09/03 11:02:52

Filed: Frank, Harris, Shriver & Jacobson
 Work Date Thru: 09/09/03

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00009 MISCELLANEOUS LITIGATION

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

Performance: 1948519
 Status: B

(00397)

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

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
MELWANI, VIVEX	35	PARTNER	08/05/03	Review documents and notices.	1.00	475.00	7710439
SCHOUJDER, ANDREW	35	ASSOCIATE	08/05/03	Review and summarize motions scheduled to be heard on August 20.	2.10	571.50	7679815
CHOI, CHRISTINA Y.	35	PARALEGAL	08/05/03	Review docket and update calendar accordingly.	0.70	192.50	7679816
STREINGANT, BONNIE K.	35	PARTNER	08/05/03	Updating docket items as per Katie Hughes.	1.70	236.00	7674051
PFLEIFER, BRIAN D.	35	ASSOCIATE	08/05/03	Research docket items as per Katie Hughes.	0.60	56.00	7674052
PREIS, ARIK	35	ASSOCIATE	08/05/03	Review draft notice and consent and release provisions.	1.10	742.50	7681732
SCHOUJDER, ANDREW	35	ASSOCIATE	08/06/03	Review Consoco hearing calendar.	0.10	39.50	7708020
ZIV, ALON	35	ASSOCIATE	08/06/03	Review and summarize pleadings filed with the Bankruptcy Court for team members.	1.50	562.50	7668856
CHOI, CHRISTINA Y.	35	PARALEGAL	08/06/03	Update litigation calendar.	1.40	385.00	7661124
KIM, JIM	35	PARALEGAL	08/06/03	Review and revise summaries of motions scheduled for August 20 hearing and update summary chart accordingly.	0.90	247.50	7661125
MELWANI, VIVEX	35	PARTNER	08/06/03	Review deemed arguments motion and summary.	2.20	825.00	7695409
CHOI, CHRISTINA Y.	35	PARALEGAL	08/06/03	Research docket items as per Katie Hughes.	0.50	70.00	7674057
PREIS, ARIK	35	ASSOCIATE	08/06/03	Updating litigation binders.	2.10	294.00	7674060
MELWANI, VIVEX	35	PARTNER	08/06/03	Research documents from docket as per A. Ziv.	0.90	130.50	7686695
CHOI, CHRISTINA Y.	35	PARALEGAL	08/08/03	Research docket items as per A. Schoujder.	2.80	1,330.00	7712182
PREIS, ARIK	35	ASSOCIATE	08/09/03	Review of pleadings filed.	0.40	56.00	7674071
CHOI, CHRISTINA Y.	35	PARALEGAL	08/11/03	Updating litigation binders.	0.50	107.50	7671655
MELWANI, VIVEX	35	PARTNER	08/12/03	Participate in hearing re notices.	1.20	168.00	7679788
STEINGANT, BONNIE K.	35	PARTNER	08/12/03	Attend court conference by phone (.5); review pending motions (1.3).	0.80	380.00	7710461
PFLEIFER, BRIAN D.	35	ASSOCIATE	08/12/03	Participate in hearing.	1.80	1,215.00	7681742
PREIS, ARIK	35	ASSOCIATE	08/12/03	Review summary of hearing.	0.50	197.50	7708071
SCHOUJDER, ANDREW	35	ASSOCIATE	08/12/03	Telephone calls with Devle Folk and V. Melwani re: hearing.	0.30	118.50	7708072
CHOI, CHRISTINA Y.	35	PARALEGAL	08/12/03	Attendance by phone of court hearing (.6); follow up correspondence to team and Committee re: same (.4).	0.20	79.00	7701222
MELWANI, VIVEX	35	PARTNER	08/12/03	Review docket; review and revise August 20 hearing chart.	1.00	375.00	7673993
PFLEIFER, BRIAN D.	35	ASSOCIATE	08/12/03	Review docket; review and revise August 20 hearing chart.	0.90	247.50	7682372
SCHOUJDER, ANDREW	35	ASSOCIATE	08/12/03	Updating litigation binders.	2.10	294.00	7679797
CHOI, CHRISTINA Y.	35	PARALEGAL	08/13/03	Updating litigation binders.	1.90	902.50	7712186
MELWANI, VIVEX	35	PARTNER	08/13/03	T/C re UST objection and potential resolution.	2.10	997.50	7712187
PFLEIFER, BRIAN D.	35	ASSOCIATE	08/13/03	Participate in hearing	0.60	237.00	7708073
			08/13/03	Telephone calls with A. Satby (KAS) and V. Melwani re: hearing	0.50	197.50	7708079
			08/13/03	Conference call with V. Melwani and co-counsel re: hearing	0.20	79.00	7708086

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00009 MISCELLANEOUS LITIGATION

alp_132: Matter Detail (babetau/197267)
 Run Date & Time: 10/09/03 11:02:52

Fried, Frank, Harris, Shriver & Jacobson
 Work Date Thru: 09/09/03

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00009 MISCELLANEOUS LITIGATION

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

Professors: 1948519
 Statutes: B
 (100397)

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

Employee Name	Dept	Position	Work Date	Description	Hours	Amount	Index Number
PREIS, ARIK	35	ASSOCIATE	08/13/03	Attendance at Court hearing by telephone (2.2); review related summary thereof and correspondence to team re: same (.8).	3.00	1,125.00	7679707
SCHOULDER, ANDREW	35	ASSOCIATE	08/13/03	Monitor hearing telephonically and draft, review and revise summary of hearing for circulation.	2.60	715.00	7704767
CHOI, CHRISTINA Y.	35	PARALEGAL	08/13/03	Research docket items as per A Schouder.	0.50	84.00	7679808
MELNAMI, YVIER	35	PARTNER	08/14/03	Participate in hearing.	2.00	950.00	7710467
PREIFER, BRIAN D	35	ASSOCIATE	08/14/03	Participate in hearing.	0.80	316.00	7708096
PREIS, ARIK	35	ASSOCIATE	08/14/03	Attendance by phone at Court hearing.	0.80	300.00	7679712
SCHOULDER, ANDREW	35	ASSOCIATE	08/14/03	Monitor hearing telephonically.	0.50	137.50	7704771
CHOI, CHRISTINA Y.	35	PARALEGAL	08/14/03	Research document filings as per A. Schouder.	1.60	224.00	7679809
PREIFER, BRIAN D	35	ASSOCIATE	08/15/03	Telephone calls with A. Preis re: hearing	0.30	118.50	7708107
PREIS, ARIK	35	ASSOCIATE	08/15/03	Participate in hearing	0.50	197.50	7708108
			08/15/03	Attendance by phone at Court hearing (.4); related follow up correspondence with Fried	0.80	300.00	7679717
				Frank team re: same (.4).			
STEINWART, BONNIE E.	35	PARTNER	08/17/03	Review motions for omnibus hearing (1.1);	1.50	1,012.50	7681752
PREIS, ARIK	35	ASSOCIATE	08/18/03	Review JPDFs notice issues (.4); review agenda for August 20 hearing and discussions with A. Schouder re: same.	0.50	187.50	7679728
SCHOULDER, ANDREW	35	ASSOCIATE	08/18/03	Review Specialty Planners sale motion and draft, review and revise email summarizing same.	1.10	302.50	7704774
			08/18/03	Review chart re: summaries of motions scheduled for August 20 (.3); draft email re: same (.1).	0.40	110.00	7704775
CHOI, CHRISTINA Y.	35	PARALEGAL	08/18/03	Organization of files, obtaining docket items as per J. McGuinness and A. Schouder	1.10	154.00	7704713
STEINWART, BONNIE K.	35	PARTNER	08/19/03	Review motions and agenda for omnibus hearing on 8/20.	2.80	1,890.00	7681758
SCHOULDER, ANDREW	35	ASSOCIATE	08/19/03	Review email re: motion to approve sale of Specialty Planners.	0.20	55.00	7704777
			08/19/03	Update chart re: summary of motions for August 20 hearing.	0.80	220.00	7704779
			08/19/03	Review motions to assume or reject contracts (.6); prepare list of all rejected contracts (.4).	1.00	275.00	7704781
CHOI, CHRISTINA Y.	35	PARALEGAL	08/19/03	Organization of mail correspondences and research docket items as per Arik Preis.	1.20	168.00	7704720
STEINWART, BONNIE K.	35	PARTNER	08/20/03	Participate in omnibus hearing	2.30	1,552.50	7681765
			08/20/03	Review issues regarding Brickyard Trust and Specialty Planners.	0.80	540.00	7681767

Client: 030792 COMMITTEE CONS CREDITORS
 Matter: 00009 MISCELLANEOUS LITIGATION