

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

In re:) **Chapter 11**
)
CONSECO, INC. et al.,²) **Case No. 02 B 49672**
) **Jointly Administered**
Debtors.)
) **Honorable Carol A. Doyle**
)
) **Hearing Date: February 4, 2004**
) **Hearing Time: 11:00 am (if necessary)**

**FINAL APPLICATION FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF FEES AND EXPENSES OF MAYER, BROWN,
ROWE & MAW LLP, AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF THE HOLDING COMPANY DEBTORS
COVERING THE PERIOD FROM JANUARY 3, 2003
THROUGH SEPTEMBER 9, 2003**

The law firm of Mayer, Brown, Rowe & Maw LLP (“MBR&M”) submits this Final Application for Allowance of Compensation and Reimbursement of Expenses covering the period from January 3, 2003 through September 9, 2003 (the “Application”) for professional services rendered and costs incurred by MBR&M as Co-Counsel to the Official Committee of Unsecured Creditors of the Holding Company Debtors (the “Committee”). The Application seeks compensation in the amount of \$1,063,060.26, which consists of the total fees in the amount of \$972,846.60 (the “Fees”) and reimbursement in the amount of \$90,213.66 in total

² 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. and Conseco Finance Servicing Corp. (the “CFC Debtors” and together with the Holding Company Debtors, the “Initial Debtors”) and (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”).

expenses (the “Expenses”) earned or incurred by MBR&M in providing reasonable and necessary legal services to the Committee during the period beginning January 3, 2003 through September 9, 2003 (the “Application Period”), and requests that the Court approve the form and manner of notice of the Application and waive any further notice, as set forth below.

I. BACKGROUND

1. On December 17, 2002 (the “Petition Date”), each of the Initial Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. On February 3, 2003, the CFC Subsidiary Debtors filed their respective petitions for relief under the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their businesses and manage their properties as debtors-in-possession.

2. Since August, 2002, the Debtors, the unofficial committee of bondholders of the Debtors (the “Unofficial Bondholders Committee”), and a steering committee of bank group members (the “Unofficial Bank Committee”) had been in negotiations for a consensual and comprehensive restructuring of the Debtors’ indebtedness and outstanding equity. These negotiations culminated in an agreement in principle.

3. On January 3, 2003, the Office of the United States Trustee for the Northern District of Illinois (the “United States Trustee”) appointed the Committee to represent all unsecured creditors of the Holding Company Debtors pursuant to Section 1102 of the Bankruptcy Code. The Committee consisted at confirmation of the following entities: Appaloosa, First Pacific Advisors, HSBC Bank USA (as indenture trustee), Bank of America, Bank of New York and Angelo Gordon & Co. L.P.

4. On January 6, 2003, the Committee determined, subject to Court approval, to retain the law firms of Fried, Frank, Harris, Shriver & Jacobson (“FFHS&J”) and MBR&M, as Co-Counsel, to represent the Committee in all matters during the pendency of the Debtors’

chapter 11 cases. The retention of FFHS&J and MBR&M is retroactive to January 3, 2003, the date the Committee was formed (the “Committee Formation Date”).

5. On February 6, 2003, the Committee filed its Application to Retain Mayer, Brown Roe & Maw LLP as Co-Counsel (the “Retention Motion”). By the Retention Motion, the Committee sought to retain MBR&M to:

- (a) provide legal advice with respect to the Committee’s rights and interests in the review and negotiation of any plan of reorganization and related corporate documents;
- (b) respond on behalf of the Committee to any and all applications, motions, answers, orders, reports and other pleadings in connection with the administration of the estates in these cases; and
- (c) perform any other legal services requested by the Committee in connection with this chapter 11 case and the confirmation and implementation of a plan of reorganization, in the Debtors’ chapter 11 cases.³

6. As set forth in the Retention Motion and the supporting affidavit of Thomas S. Kiriakos, MBR&M is disinterested and neither represents nor holds any interest adverse to the interests of the Estate or of any class of creditors or equity security holders of the Debtor.

7. On March 9, 2001, this Court entered an Order Granting the Retention Motion (the “Retention Order”). A copy of the Retention Order is attached to this Application as Exhibit A. The Retention Order approved the Committee’s retention of MBR&M retroactive to January 3, 2002.

8. On August 18, 2003, MBR&M filed its first interim application (the “MBR&M First Interim Application”), seeking \$769,072.50 in fees and \$80,483.33 in expenses. No

³ As disclosed in the Affidavit of Thomas S. Kiriakos (the “Kiriakos Affidavit”) in support of the Retention Motion, during the year preceding the Petition Date, MBR&M received \$127,171.39 in direct payments from Conseco, Inc., on behalf of MBR&M’s prior representations of Bank of America and Bank of America Securities LLC, in excess of total invoices for such period. As further disclosed in the Kiriakos Affidavit, MBR&M continues to hold such amount to cover, to the extent necessary, MBR&M’s compensation and reimbursement of expenses finally allowed by the Court in the Debtors’ Chapter 11 cases, and any excess shall be returned to Conseco, Inc.

objection was filed to the MBR&M First Interim Application within the time period designated therefor, and on September 10, 2003, MBR&M filed a certification to such effect with this Court. Pursuant thereto, a total of \$772,648.58 (representing 90% of the \$769,072.50 sought in total fees, or \$692,165.25, and 100% of the \$80,483.33 sought in total expenses) was authorized to be paid to MBR&M on an interim basis.

9. On September 9, 2003, the Bankruptcy Court entered an Order (the "Confirmation Order") confirming the Reorganizing Debtors' Sixth Amended Joint Plan of Reorganization pursuant to Chapter 11 of the Bankruptcy Code (the "Plan"). The Plan became effective on September 10, 2003 (the "Effective Date"). Since the Effective Date, the Committee (and, therefore MBR&M) has completed its duties with the exception of matters related to the fee application and pending appeals.

10. On October 9, 2003, MBR&M filed its second interim application (the "MBR&M Second Interim Application"), seeking \$203,775.50 in fees and \$9,730.33 in expenses. The objection period with respect to this interim application shall expire on October 29, 2003.

II. SERVICES RENDERED BY MBR&M

11. This is MBR&M's final application for allowance of compensation and reimbursement of expenses for the Application Period. During the Application Period, MBR&M rendered, and hereby requests that the Court enter an Order finally allowing MBR&M compensation for, legal services rendered to the Committee with an aggregate value of \$972,846.60 and incurred out-of-pocket expenses in the aggregate amount of \$90,213.66. Of these amounts, \$769,072.50 in fees and \$80,483.33 of the expenses relate to the period from January 3, 2003 through June 30, 2003 and were set forth in the MBR&M First Interim Application, leaving \$203,775.50 in fees and \$9,730.33 in expenses that relate to the period from

July 1, 2003 through September 9, 2003 which were set forth in the MBR&M Second Interim Application.

12. All fees and expenses for which MBR&M seeks compensation were incurred in connection with the provision of legal services to the Committee and were actual, reasonable and necessary to the effective representation of the Committee's interests. MBR&M has diligently sought to ensure that work was performed at appropriate experience levels and to avoid unnecessary duplication with services performed by its co-counsel. The work of associates was delegated and supervised by partners.

13. MBR&M's time records have been divided into eighteen uniform categories. A chart setting forth those categories, the total hours of legal services attributable to each category, and the total compensation for which MBR&M sought payment with respect to each category for the period from January 3, 2003 through June 30, 2003, was provided in ¶12 of the MBR&M First Interim Application (pp. 5-6) and stated as follows:

		Hours	Fees
A.	Case Administration	420.00	\$ 71,629.00
B.	Conseco Finance Corp. – Related Matters	36.50	\$ 16,752.50
C.	Court Appearances	52.70	\$ 25,395.00
D.	Director & Officer Loan Programs	63.30	\$ 31,767.50
E.	Director & Officer Plan Releases/Indemnities	742.60	\$347,496.00
F.	Employment Matters	16.90	\$ 6,910.00
G.	Fee Applications – MBR&M	32.70	\$ 5,775.00
H.	Fee Applications – Non-MBR&M	64.30	\$ 13,802.00
I.	General	87.80	\$ 47,263.00
J.	GM Building	15.80	\$ 8,285.00
K.	Insurance Regulatory Matters	7.60	\$ 4,050.00
L.	Miscellaneous Claims Objection	138.00	\$ 44,047.50
M.	Miscellaneous Litigation	1.60	\$ 660.00
N.	Plan and Disclosure Statement	241.50	\$100,213.50
O.	Professional Retention – MBR&M	53.30	\$ 28,479.50
P.	Professional Retention – Non-MBR&M	17.90	\$ 6,444.00
Q.	Travel	24.70	\$ 10,102.50
TOTALS:		2,017.20	\$769,072.50

14. The following chart, originally set forth in the MBR&M Second Interim Application, sets forth those uniform categories, the total hours of legal services attributable to each category and the total compensation for which MBR&M seeks payment with respect to each category for the period from July 1, 2003 through September 9, 2003:

		Hours	Fees
A.	Case Administration	39.80	\$ 9,179.00
B.	Conseco Finance Corp. – Related Matters	0.50	\$ 242.00
C.	Court Appearances	5.80	\$ 2,661.50
D.	Director & Officer Loan Programs	43.20	\$ 24,140.00
E.	Director & Officer Plan Releases/Indemnities	13.10	\$ 5,436.00
F.	Employment Matters	5.70	\$ 2,390.50
G.	Fee Applications – MBR&M	48.60	\$ 10,772.00
H.	Fee Applications – Non-MBR&M	62.40	\$ 12,344.50
I.	General	7.40	\$ 2,911.00

J.	GM Building	4.00	\$ 1,156.00
K.	Insurance Regulatory Matters	2.80	\$ 1,092.00
L.	Miscellaneous Claims Objection	64.70	\$ 21,235.00
M.	Miscellaneous Litigation	0.90	\$ 351.00
N.	Plan and Disclosure Statement	192.70	\$107,840.00
O.	Professional Retention – MBR&M	0.00	\$ 0.00
P.	Professional Retention – Non-MBR&M	0.00	\$ 0.00
Q.	Travel	3.00	\$ 2,025.00
TOTALS:		494.60	\$203,775.50

15. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth those categories, the total hours of legal services attributable to each category and the total compensation for MBR&M seeks final payment with respect to each category for the entire Application Period:

		Hours	Fees
A.	Case Administration	459.80	\$ 80,808.00
B.	Conseco Finance Corp. – Related Matters	37.00	\$ 16,994.50
C.	Court Appearances	58.50	\$ 28,056.50
D.	Director & Officer Loan Programs	106.50	\$ 55,907.50
E.	Director & Officer Plan Releases/Indemnities	755.70	\$352,932.00
F.	Employment Matters	22.60	\$ 9,300.50
G.	Fee Applications – MBR&M	81.30	\$ 16,547.00
H.	Fee Applications – Non-MBR&M	126.70	\$ 26,146.50
I.	General	95.20	\$ 50,174.00
J.	GM Building	19.80	\$ 9,441.00
K.	Insurance Regulatory Matters	10.40	\$ 5,142.00
L.	Miscellaneous Claims Objection	202.70	\$ 65,282.50
M.	Miscellaneous Litigation	2.40	\$ 1,011.00
N.	Plan and Disclosure Statement	434.20	\$208,053.50
O.	Professional Retention – MBR&M	53.30	\$ 28,479.50
P.	Professional Retention – Non-MBR&M	17.90	\$ 6,444.00
Q.	Travel	27.70	\$ 12,127.50
TOTALS:		2,511.80	\$972,846.60

III. DESCRIPTION OF SERVICES RENDERED BY MBR&M BY CATEGORY

16. The following is a detailed description of the legal services rendered by MBR&M in connection with each of the uniform categories. Each description includes charts summarizing who performed the legal services attributable to that category, the number of hours of services rendered, each person's billing rate and the total fees incurred in connection with the services provided by that person and for the category as a whole for (a) just the period from January 3, 2003 through June 30, 2003 (which was covered by the MBR&M First Interim Application), (b) just the period from July 1, 2003 through September 9, 2003 (which was covered by the MBR&M Second Interim Application), and (c) the entire Application Period (*i.e.*, the sum of the prior two charts). Partners are designated with a "P", Counsels are designated with a "C" and Associates are designated with an "A". Preceding each chart is a narrative that summarizes each category. Each narrative also includes the total hours expended and the value of the services sought to be allowed and paid.

A. CASE ADMINISTRATION

17. During the Application Period, MBR&M provided 459.80 hours of legal services to the Committee with respect to case administration of the Case, for which MBR&M seeks allowance of \$80,808.50 in fees, \$71,629.00 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$9,179.00 balance of which relates to the period from July 1, 2003 through September 9, 2003. These case administrative services included: (i) all work pertaining to inquiries by the debtors, committee members, and other creditors, (ii) reviewing, maintaining and distributing updated court dockets, (iii) assisting in matters of local procedure, and (iv) any other miscellaneous activities concerning representation of the Committee in the cases to the extent otherwise not chargeable to another billing category in these cases, including, for example review of schedules, other filings in the cases and any work pertaining thereto.

18. The following chart, which was also set forth in paragraph 15 of the MBR&M First Interim Application (p.7), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

	Hours	Rate	Total Fees
Attorneys			
Thomas S. Kiriakos (P)	1.70	\$575.00	\$977.50
Craig E. Reimer (C)	0.70	\$450.00	\$315.00
Alex P. Montz (A)	117.80	\$375.00	\$43,875.00
Julie Johnston-Ahlen (A)	.80	\$250.00	\$200.00
Paralegals/Docket and Document Assistance			
Andrew A. Connor	7.30	\$170.00	\$1,241.00
Maurita V. Cain-Lyle	121.10	\$150.00	\$18,165.00
Document & Docket Clerks	170.90	\$40.00	\$6,836.00
Administrative Personnel	.50	\$40.00	\$20.00
TOTALS:	420.00		\$71,629.50

19. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category during the period from July 1, 2003 through September 9, 2003:

	Hours	Rate ⁴	Total Fees
Attorneys			
Alex P. Montz (A)	12.90	\$390.00	\$5,031.00
Paralegals/Clerical Assistance			
Maurita V. Cain-Lyle	25.60	\$160.00	\$4,096.00
Document & Docket Clerks	1.30	\$40.00	\$52.00
TOTALS:	39.80		\$9,179.00

⁴ As set forth in the Retention Motion, MBR&M periodically reviews its standard rates and changes those rates as it considers appropriate based in a combination of factors. Consistent with such periodic view, MBR&M increased the standard hourly rates of certain attorneys and other professionals effective July 1, 2003. Included in the attorneys and other professionals whose standard hourly rates were increased were John R. Schmidt (from \$700 to \$725), Thomas S. Kiriakos (from \$575 to \$625), Alex Montz (from \$375 to \$390), Julie Johnston-Ahlen (from \$250 to \$265), Andrew A. Connor (from \$170 to \$185) and Maurita V. Cain-Lyle (from \$150 to \$160).

20. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

	Hours	Rate ⁵	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	1.70	\$575.00	\$977.50
Craig E. Reimer (C)	0.70	\$450.00	\$315.00
Alex P. Montz (A)	130.70	\$374.19	\$48,906.00
Julie Johnston-Ahlen (A)	0.80	\$250.00	\$200.00
Andrew A. Connor	7.30	\$170.00	\$1,241.00
Maurita V. Cain-Lyle	146.70	\$151.75	\$22,261.00
Document & Docket Clerks	172.2	\$40.00	\$6,888.00
Administrative Personnel	0.50	\$40.00	\$20.00
TOTALS:	459.80	\$175.74	\$80,808.50

21. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit A to the MBR&M First Interim Application⁶) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit B to the MBR&M Second Interim Application) are attached hereto as Exhibit B.

B. CONSECO FINANCE CORP. – RELATED MATTERS

22. During the Application Period, MBR&M provided 37.00 hours of legal services to the Committee with respect to the Consecoco Finance Corp. – Related Matters in these Cases, for which MBR&M seeks allowance of \$16,994.50 in fees, \$16,752.50 of which relates to the

⁵ The rates set forth under each of the compilation summaries herein reflect a blended rate which is derived from total fees incurred by each attorney or professional divided by total hours worked by such attorney or professional on a particular category over the course of the Application Period. Each compilation summary also includes an aggregate by-matter blended rate.

⁶ This Exhibit (as well as each other statement) shows the Bank of America Committee representative, as co-chair of the Committee, as the client contact. This is merely a product of our system's limitation on how we print statements. Both co-chairs are listed in our system as client contacts, even though we do not show both of their names on the front of the statement.

period from January 3, 2003 through June 30, 2003 and the \$242.00 balance of which relates to the period from July 1, 2003 through September 9, 2003. This matter generally includes time spent (i) pertaining to Conseco Finance Corporation, including the sale of CFC assets; and (ii) work on behalf of the CFC Subcommittee.

23. The following chart, which was also set forth in paragraph 17 of the MBR&M First Interim Application (p. 17), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

		Hours	Rate	Total
Attorneys				
Thomas S. Kiriakos	(P)	14.20	\$575.00	\$8,165.00
Timothy C. Sherck	(P)	1.20	\$550.00	\$660.00
Craig E. Reimer	(C)	0.20	\$450.00	\$90.00
Alex P. Montz	(A)	20.90	\$375.00	\$7,837.50
TOTALS:		36.50		\$16,752.50

24. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

		Hours	Rate	Total
Attorneys				
Thomas S. Kiriakos	(P)	0.20	\$625.00	\$125.00
Alex P. Montz	(A)	0.30	\$390.00	\$117.00
TOTALS:		0.50		\$242.00

25. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

		Hours	Rate	Total Fees Incurred
Attorneys				
Thomas S. Kiriakos	(P)	14.40	\$575.69	\$8,290.00
Timothy C. Sherck	(P)	1.20	\$550.00	\$660.00
Craig E. Reimer	(C)	0.20	\$450.00	\$90.00
Alex P. Montz	(A)	21.20	\$375.21	\$7,954.50
TOTALS:		37.00	459.31	\$16,994.50

26. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit B to the MBR&M First Interim Application) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit C to the MBR&M Second Interim Application) are attached hereto as Exhibit C.

C. COURT APPEARANCES

27. During the Application Period, MBR&M provided 58.50 hours of legal services to the Committee with respect to preparation for and attendance at general Court hearings, for which MBR&M seeks allowance of \$28,056.50 in fees, \$25,395.00 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$2,661.50 balance of which relates to the period from July 1, 2003 through September 9, 2003.

28. The following chart, which was also set forth in paragraph 19 of the MBR&M First Interim Application (p. 8), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

		Hours	Rate	Total Fees Incurred
Attorneys				
Thomas S. Kiriakos	(P)	29.40	\$575.00	\$16,905.00
Craig E. Reimer	(C)	2.70	\$450.00	\$1,215.00
Alex P. Montz	(A)	16.40	\$375.00	\$6,150.00

		Hours	Rate	Total Fees Incurred
Sean T. Scott	(A)	1.50	\$300.00	\$450.00
Sajida A. Mahdi	(A)	2.70	\$250.00	\$675.00
TOTALS:		52.70		\$25,395.00

29. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

		Hours	Rate	Total Fees Incurred
Attorneys				
Thomas S. Kiriakos	(P)	1.70	\$625.00	\$1,062.50
Alex P. Montz	(A)	4.10	\$390.00	\$1,599.00
TOTALS:		5.80		\$2,661.50

30. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

		Hours	Rate	Total Fees Incurred
Attorneys				
Thomas S. Kiriakos	(P)	31.10	\$577.73	\$17,967.50
Craig E. Reimer	(C)	2.70	\$450.00	\$1,215.00
Alex P. Montz	(A)	20.50	\$378.00	\$7,749.00
Sean T. Scott	(A)	1.50	\$300.00	\$450.00
Sajida A. Mahdi	(A)	2.70	\$250.00	\$675.00
TOTALS:		58.50	\$479.60	\$28,056.50

31. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit C to the MBR&M First Interim Application) and for the period

from July 1, 2003 through September 9, 2003 (originally attached as Exhibit D to the MBR&M Second Interim Application) are attached hereto as Exhibit D.

D. DIRECTOR AND OFFICER LOAN PROGRAMS

32. During the Application Period, MBR&M provided 106.50 hours of legal services to the Committee with respect to all work pertaining to issues involving primarily the director and officer loan programs for which MBR&M seeks allowance of \$55,907.50 in fees, \$31,767.50 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$24,140.00 balance of which relates to the period from July 1, 2003 through September 9, 2003. These services included: (i) formulating and negotiating the director and officer loan repricing plan; and (ii) formulating and negotiating the director and officer loan transfer agreement.

33. The following chart, which was also set forth in paragraph 21 of the MBR&M First Interim Application (p. 9), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

		Hours	Rate	Total Fees
Attorneys				
Thomas S. Kiriakos	(P)	18.10	\$575.00	\$10,407.50
William C. Tompsett	(P)	43.90	\$474.43	\$20,427.50
Craig E. Reimer	(C)	.60	\$450.00	\$270.00
Alex P. Montz	(A)	.70	\$375.00	\$262.50
TOTALS:		63.30		\$31,767.50

34. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

	Hours	Rate	Total Fees Incurred

		Hours	Rate	
Attorneys				
Thomas S. Kiriakos	(P)	23.80	\$625.00	\$14,875.00
Timothy C. Sherck	(P)	0.50	\$575.00	\$287.50
William C. Tompsett	(P)	18.90	\$475.00	\$8,977.50
TOTALS:		43.20		\$24,140.00

35. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

		Hours	Rate	
Attorneys				
Thomas S. Kiriakos	(P)	41.90	\$603.40	\$25,282.50
Timothy C. Sherck	(P)	0.50	\$575.00	\$287.50
William C. Tompsett	(P)	62.80	\$468.23	\$29,405.00
Craig E. Reimer	(C)	0.60	\$450.00	\$270.00
Alex P. Montz	(A)	0.70	\$375.00	\$262.50
TOTALS:		106.50	\$524.95	\$55,907.50

36. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit D to the MBR&M First Interim Application) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit E to the MBR&M Second Interim Application) are attached hereto as Exhibit E.

E. DIRECTOR AND OFFICER PLAN RELEASES - INDEMNITIES

37. During the Application Period, MBR&M provided 755.70 hours of legal services to the Committee with respect to all work pertaining to issues involving primarily the director and officer plan releases/indemnities, for which MBR&M seeks allowance of \$352,932.00 in fees, \$347,496.00 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$5,436.00 balance of which relates to the period from July 1, 2003 through September 9,

2003. These services included: (i) due diligence of prepetition board activity for the purpose of formulating possible Committee approach to possible scope of plan director, officer, et al. release, indemnity and insurance provisions; (ii) reviewing scope of director and officer releases permitted in other chapter 11 plans for same purpose; (iii) researching legal issues with respect to director and officer liability; (iv) formulating and negotiating release language of the reorganization plan, including extensive discussions and other communications with members of the Committee and extensive negotiations with the Debtor's representatives;⁷ (v) attending depositions related to issues involving the releases; and (vi) reviewing ancillary issues relating to Gary Wendt's existing retirement benefits (although not being involved in the negotiation of the ultimate settlement with Mr. Wendt).

38. The following chart, which was also set forth in paragraph 23 of the MBR&M First Interim Application (p. 10), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

⁷ Given the subject matter, there is a topic overlap between this category and the Plan category, and there are time entries in each category that could have been entered in the other. However, any such entry only appears once in one of the two categories. There are not duplicate entries in both categories.

	Hours	Rate	Total Fees Incurred
Attorneys			
John R. Schmidt (P)	259.40	\$700.00	\$181,580.00
George W. Craven (P)	0.30	\$600.00	\$180.00
Thomas S. Kiriakos (P)	85.90	\$575.00	\$49,392.50
Paul Langer (P)	1.00	\$410.00	\$410.00
Craig E. Reimer (C)	0.70	\$450.00	\$315.00
Daniel G. Hildebrand (C)	100.80	\$350.00	\$35,280.00
Alex P. Montz (A)	96.70	\$375.00	\$36,262.50
Julie Johnston-Ahlen (A)	32.90	\$250.00	\$8,225.00
Tom A. Thraya (A)	28.50	\$225.00	\$6,412.50
Andrew J. Parker (A)	87.70	\$225.00	\$19,665.00
Betsy C. Pearce (A)	35.00	\$225.00	\$7,200.00
Paralegals/Docket and Document Assistance			
Ilene Nemeroff	9.00	\$170.00	\$1,530.00
Andrew A. Connor	0.50	\$170.00	\$85.00
Debra A. Burger	4.20	\$170.00	\$714.00
Princess A. Tindall	2.50	\$85.00	\$212.50
Docket Clerk	0.80	\$40.00	\$32.00
TOTALS:	742.60		\$347,496.00

39. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

	Hours	Rate	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	4.20	\$625.00	\$2,625.00
Alex P. Montz (A)	3.40	\$390.00	\$1,326.00
Andrew J. Parker (A)	5.50	\$270.00	\$1,485.00
TOTALS:	13.10		\$5,436.00

40. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

		Hours	Rate	Total Fees Incurred
Attorneys				
John R. Schmidt	(P)	259.40	\$700.00	\$181,580.00
George W. Craven	(P)	0.30	\$600.00	\$180.00
Thomas S. Kiriakos	(P)	90.10	\$577.33	\$52,017.50
Paul Langer	(P)	1.00	\$410.00	\$410.00
Craig E. Reimer	(C)	0.70	\$450.00	\$315.00
Daniel G. Hildebrand	(C)	100.80	\$350.00	\$35,280.00
Alex P. Montz	(A)	100.10	\$375.50	\$37,588.50
Julie Johnston-Ahlen	(A)	32.90	\$250.00	\$8,225.00
Tom A. Thraya	(A)	28.50	\$225.00	\$6,412.50
Andrew J. Parker	(A)	93.20	\$226.93	\$21,150.00
Betsy C. Pearce	(A)	35.00	\$225.00	\$7,200.00
Paralegals/Docket and Document Assistance				
Ilene Nemeroff		9.00	\$170.00	\$1,530.00
Andrew A. Connor		0.50	\$170.00	\$85.00
Debra A. Burger		4.20	\$170.00	\$714.00
Princess A. Tindall		2.50	\$85.00	\$212.50
Docket Clerk		0.80	\$40.00	\$32.00
TOTALS:		755.70	467.03	\$352,932.00

41. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit E to the MBR&M First Interim Application) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit F to the MBR&M Second Interim Application) are attached hereto as Exhibit F.

F. EMPLOYMENT MATTERS

42. During the Application Period, MBR&M provided 22.60 hours of legal services to the Committee with respect to employment matters, for which MBR&M seeks allowance of \$9,300.50 in fees, \$6,910.00 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$2,390.50 balance of which relates to the period from July 1, 2003 through September 9, 2003. These services related to severance agreements, key employee retention programs and motions or other court filings relating thereto.

43. The following chart, which was also set forth in paragraph 25 of the MBR&M First Interim Application (p. 11), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

	Hours	Rate	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	5.30	\$575.00	\$3,047.50
Kim A. Leffert (C)	1.00	\$375.00	\$375.00
Alex P. Montz (A)	6.70	\$375.00	\$2,512.50
Julie Johnston-Ahlen (A)	3.90	\$250.00	\$975.00
TOTALS:	16.90		\$6,910.00

44. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

	Hours	Rate	Total Fees Incurred
Attorneys			
John R. Schmidt (P)	0.50	\$725.00	\$362.50
Alex P. Montz (A)	5.20	\$390.00	\$2,028.00
TOTALS:	5.70		\$2,390.50

45. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

		Hours	Rate	Total
Attorneys				
John R. Schmidt	(P)	0.50	\$725.00	\$362.50
Thomas S. Kiriakos	(P)	5.30	\$575.00	\$3,047.50
Kim A. Leffert	(C)	1.00	\$375.00	\$375.00
Alex P. Montz	(A)	11.90	\$381.55	\$4,540.50
Julie Johnston-Ahlen	(A)	3.90	\$250.00	\$975.00
TOTALS:		22.60	411.53	\$9,300.50

46. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit F to the MBR&M First Interim Application) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit G to the MBR&M Second Interim Application) are attached hereto as Exhibit G.

G. FEE APPLICATIONS MBR&M

47. During the Application Period, MBR&M provided 81.30 hours of legal services to the Committee with respect to all work pertaining to compensation of MBR&M, for which MBR&M seeks allowance of \$16,547.00 in fees, \$5,775.00 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$10,772.00 balance of which relates to the period from July 1, 2003 through September 9, 2003. These services included the drafting of the MBR&M First Interim Application, as well as work on this Application.

48. The following chart, which was also set forth in paragraph 27 of the MBR&M First Interim Application (p. 12), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

	Hours	Rate	
Attorneys			
Thomas S. Kiriakos (P)	0.60	\$575.00	\$345.00
Craig E. Reimer (C)	1.60	\$450.00	\$720.00
Alex P. Montz (A)	0.60	\$375.00	\$225.00
Paralegals/Docket and Document Assistance			
Maurita V. Cain-Lyle	29.90	\$150.00	\$4,485.00
TOTALS:	32.70		\$5,775.00

49. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

	Hours	Rate	
Attorneys			
Thomas S. Kiriakos (P)	3.80	\$625.00	\$2,375.00
Alex P. Montz	6.70	\$390.00	\$2,613.00
Paralegals/Docket and Document Assistance			
Maurita V. Cain-Lyle	35.50	\$160.00	\$5,680.00
Docket and Document Clerks	2.60	\$40.00	\$104.00
TOTALS:	48.60		\$10,772.00

50. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

	Hours	Rate	Total Fees (\$,000)
Attorneys			
Thomas S. Kiriakos (P)	4.40	\$618.18	\$2,720.00
Craig E. Reimer (C)	1.60	\$450.00	\$720.00
Alex P. Montz	7.30	\$388.76	\$2,838.00
Paralegals/Docket and Document Assistance			
Maurita V. Cain-Lyle	65.40	\$155.42	\$10,165.00
Docket and Document Clerks	2.60	\$40.00	\$104.00
TOTALS:	81.30	\$203.53	\$16,547.00

51. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit G to the MBR&M First Interim Application) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit H to the MBR&M Second Interim Application) are attached hereto as Exhibit H.

H. FEE APPLICATIONS NON-MBR&M

52. During the Application Period, MBR&M provided 126.00 hours of legal services to the Committee with respect to all work pertaining to compensation, for which MBR&M seeks allowance of \$26,145.00 in fees, \$13,802.00 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$12,344.50 balance of which relates to the period from July 1, 2003 through September 9, 2003. These services included (i) drafting and filing applications for compensation and reimbursement of expenses for FFHS&J, professionals retained by the Committee, and members of the Committee; (ii) assisting FFHS&J, professionals retained by the Committee and members of the Committee with respect to local rules and procedures governing fee applications; and (iii) review of fee applications filed in the Bankruptcy Cases.

53. The following chart, which was also set forth in paragraph 29 of the MBR&M First Interim Application (p. 13), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

	Hours	Rate	Total Fees
Attorneys			
Thomas S. Kiriakos (P)	0.10	\$575.00	\$ 57.50
Alex P. Montz (A)	20.10	\$375.00	\$ 7,537.50
Paralegals/Docket and Document Assistance			
Andrew A. Connor	4.90	\$70.00	\$ 833.00
Maurita V. Cain-Lyle	34.60	\$150.00	\$ 5,190.00
Docket and Document Clerks	4.60	\$40.00	\$ 184.00
TOTALS:	64.30		\$13,802.00

54. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

	Hours	Rate	Total Fees
Attorneys			
Thomas S. Kiriakos (P)	0.10	\$625.00	\$62.50
Alex P. Montz (A)	11.90	\$390.00	\$4,641.00
Paralegals/Docket and Document			
Andrew A. Connor	4.20	\$185.00	\$777.00
Maurita V. Cain-Lyle	41.80	\$160.00	\$6,688.00
Document and Docket Clerks	4.40	\$40.00	\$176.00
TOTALS:	62.40		\$12,344.50

55. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

		Rate	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	0.20	\$600.00	\$120.00
Alex P. Montz (A)	32.00	\$375.00	\$12,178.50
Paralegals/Docket and Document Assistance			
Andrew A. Connor	9.10	\$176.92	\$1,610.00
Maurita V. Cain-Lyle	76.40	\$155.47	\$11,878.00
Docket and Document Clerks	9.00	\$40.00	\$360.00
TOTALS:	126.00	\$ 207.51	\$26,146.50

56. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit H to the MBR&M First Interim Application) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit I to the MBR&M Second Interim Application) are attached hereto as Exhibit I.

I. GENERAL

57. During the Application Period, MBR&M provided 95.20 hours of legal services to the Committee with respect to the general matters in this case, for which MBR&M seeks allowance of \$50,174.00 in fees, \$47,263.00 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$2,911.00 balance of which relates to the period from July 1, 2003 through September 9, 2003. This matter generally includes time spent (i) pertaining to organization of Committee; (ii) communicating with Committee members; (iii) providing general or miscellaneous advice to Committee or Committee members regarding the Bankruptcy Cases; (iv) coordinating with other official committees appointed in the cases; and (v) any inter-committee issues pertaining thereto, as well as time spent preparing for or attending full official committee meetings or conference calls.

58. The following chart, which was also set forth in paragraph 31 of the MBR&M First Interim Application (pp. 13-14), sets forth the total hours of legal services rendered by each

MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

	Hours	Rate	Total Fees Incurred
Attorneys			
John R. Schmidt (P)	13.50	\$700.00	\$9,450.00
Thomas S. Kiriakos (P)	50.30	\$575.00	\$28,922.50
Craig E. Reimer (C)	1.00	\$450.00	\$450.00
Alex P. Montz (A)	22.10	\$375.00	\$8,287.50
Paralegals/Docket and Document Assistance			
Andrew A. Connor	0.90	\$170.00	\$153.00
TOTALS:	87.80		\$47,263.00

59. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

	Hours	Rate	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	3.50	\$625.00	\$2,187.50
Alex P. Montz (A)	0.90	\$390.00	\$351.00
Paralegals/Docket and Document Assistance			
Andrew A. Connor	0.50	\$185.00	\$92.50
Maurita V. Cain-Lyle	1.50	\$160.00	\$240.00
Docket and Document Clerks	1.00	\$40.00	\$40.00
TOTALS:	7.40		\$2,911.00

60. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

	Hours	Rate	Total Fees Incurred
Attorneys			
John R. Schmidt (P)	13.50	\$700.00	\$9,450.00
Thomas S. Kiriakos (P)	53.80	\$578.24	\$31,110.60

	Hours	Rate	
Craig E.Reimer (C)	1.00	\$450.00	\$450.00
Alex P. Montz (A)	23.00	\$375.36	\$8,638.50
Paralegals/Docket and Document Assistance			
Andrew A. Connor	1.40	\$175.38	\$245.50
Maurita V. Cain-Lyle	1.50	\$160.00	\$240.00
Docket and Document Clerks	1.00	\$40.00	\$40.00
TOTALS:	95.20	\$527.03	\$50,174.00

61. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit I to the MBR&M First Interim Application) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit J to the MBR&M Second Interim Application) are attached hereto as Exhibit J.

J. GM BUILDING

62. During the Application Period, MBR&M provided 19.80 hours of legal services to the Committee with respect to all work relating primarily to the GM Building matter, for which MBR&M seeks allowance of \$9,441.00 in fees, \$8,285.00 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$1,156.00 balance of which relates to the period from July 1, 2003 through September 9, 2003.

63. The following chart, which was also set forth in paragraph 33 of the MBR&M First Interim Application (p. 14), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

	Hours	Rate	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	11.80	\$575.00	\$6,785.00
Alex P. Montz (A)	4.00	\$375.00	\$1,500.00

	Hours	Rate	
TOTALS:	15.80		\$8,285.00

64. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

	Hours	Rate	
Attorneys			
Thomas S. Kiriakos (P)	0.20	\$625.00	\$125.00
Alex P. Montz (A)	2.10	\$390.00	\$819.00
Paralegal/Docket and Document Assistance			
Maurita Cain-Lyle	1.20	\$160.00	\$192.00
Docket and Document Clerks	0.50	\$40.00	\$20.00
TOTALS:	4.00		\$1,156.00

65. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

	Hours	Rate	
Attorneys			
Thomas S. Kiriakos (P)	12.00	\$575.83	\$6,910.00
Alex P. Montz (A)	6.10	\$380.16	\$2,319.00
Paralegal/Docket and Document Assistance			
Maurita Cain-Lyle	1.20	\$160.00	\$192.00
Docket and Document Clerks	0.50	\$40.00	\$20.00
TOTALS:	19.80	\$476.81	\$9,441.00

66. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit J to the MBR&M First Interim Application) and for the period

from July 1, 2003 through September 9, 2003 (originally attached as Exhibit K to the MBR&M Second Interim Application) are attached hereto as Exhibit K.

K. INSURANCE REGULATORY MATTERS

67. During the Application Period, MBR&M provided 10.40 hours of legal services to the Committee with respect to all work relating primarily to insurance regulatory matters, for which MBR&M seeks allowance of \$5,142.00 in fees, \$4,050.00 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$1,092.00 balance of which relates to the period from July 1, 2003 through September 9, 2003. These services include (i) participation in meetings and conference calls relating to various state insurance regulators; and (ii) monitoring the status of various regulatory issues involving the Debtors.

68. The following chart, which was also set forth in paragraph 35 of the MBR&M First Interim Application (p. 15), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

		Hours	Rate	Amount
Attorneys				
Thomas S. Kiriakos	(P)	6.00	\$575.00	\$3,450.00
Alex P. Montz	(A)	1.60	\$375.00	\$600.00
TOTALS:		7.60		\$4,050.00

69. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

	Hours	Rate	Total Fees Incurred
Attorneys			
Alex P. Montz (A)	2.80	\$390.00	\$1,092.00
TOTALS:	2.80		\$1,092.00

70. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

	Hours	Rate	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	6.00	\$575.00	\$ 3,450.00
Alex P. Montz (A)	4.40	\$384.54	\$ 1,692.00
TOTALS:	10.40	\$494.42	\$ 5,142.00

71. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit K to the MBR&M First Interim Application) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit L to the MBR&M Second Interim Application) are attached hereto as Exhibit L.

L. MISCELLANEOUS CLAIM OBJECTIONS

72. During the Application Period, MBR&M provided 202.70 hours of legal services to the Committee with respect to all work pertaining to issues involving miscellaneous claim objections for which MBR&M seeks allowance of \$65,282.50 in fees, \$44,047.50 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$21,235.00 balance of which relates to the period from July 1, 2003 through September 9, 2003. These services included (i) drafting and filing pleadings related to the Debtors' proposed settlement of claims with certain securities plaintiffs; (ii) researching issues related to subordination of claims of the

securities plaintiffs; (iii) negotiating stipulation with securities plaintiffs; (iv) litigating deemed objection to the claim of the securities plaintiffs to a successful conclusion at the bankruptcy court level in the form of the entry of an order of the bankruptcy court sustaining such objection; (v) beginning to prepare for a possible appeal of such order; and (vi) advising the Committee as to the foregoing matters.

73. The following chart, which was also set forth in paragraph 37 of the MBR&M First Interim Application (pp. 15-16), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

			Total Fees Incurred
Attorneys			
Thomas S. Kiriakos	(P)	28.10	\$575.00
Alex P. Montz	(A)	3.00	\$375.00
Sean T. Scott	(A)	0.80	\$300.00
Julie Johnston-Ahlen	(A)	106.10	\$250.00
TOTALS:		138.00	\$44,047.50

74. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

	Hours	Fees	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	10.80	\$625.00	\$6,750.00
Alex P. Montz (A)	5.90	\$390.00	\$2,301.00
Julie Johnston-Ahlen (A)	42.90	\$265.00	\$11,368.50
Paralegal/Docket and Document Assistance			
Maurita V. Cain-Lyle	5.10	\$160.00	\$816.00
TOTALS:	64.70		\$21,235.50

75. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

	Hours	Fees	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	38.90	\$588.88	\$22,907.50
Alex P. Montz (A)	8.90	\$384.94	\$3,426.00
Sean T. Scott (A)	0.80	\$300.00	\$240.00
Julie Johnston-Ahlen (A)	149.00	\$254.31	\$37,893.50
Paralegals/Docket and Document Assistance			
Maurita V. Cain-Lyle	5.10	\$160.00	\$816.00
TOTALS:	202.70	\$322.06	\$65,282.50

76. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit L to the MBR&M First Interim Application) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit M to the MBR&M Second Interim Application) are attached hereto as Exhibit M.

M. MISCELLANEOUS LITIGATION

77. During the Application Period, MBR&M provided 2.40 hours of legal services to the Committee with respect to miscellaneous litigation, for which MBR&M seeks allowance of

\$1,011.00 in fees, \$660.00 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$351.00 balance of which relates to the period from July 1, 2003 through September 9, 2003.

78. The following chart, which was also set forth in paragraph 39 of the MBR&M First Interim Application (p. 16), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

	Hours	Rate	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	0.30	\$575.00	\$172.50
Alex P. Montz (A)	1.30	\$375.00	\$487.50
TOTALS:	1.60		\$660.00

79. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

	Hours	Rate	Total Fees Incurred
Attorneys			
Alex P. Montz (A)	0.90	\$390.00	\$351.00
TOTALS:	0.90		\$351.00

80. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

	Hours	Rate	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	0.30	\$575.00	\$172.50
Alex P. Montz (A)	2.20	\$381.13	\$838.50

	Hours	Fees	Expenses
TOTALS:	2.50	\$404.40	\$1,011.00

81. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit M to the MBR&M First Interim Application) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit N to the MBR&M Second Interim Application) are attached hereto as Exhibit N.

N. PLAN AND DISCLOSURE STATEMENT

82. During the Application Period, MBR&M provided 434.20 hours of legal services to the Committee with respect to the Debtors plan and disclosure statement, for which MBR&M seeks allowance of \$208,053.50 in fees, \$100,213.50 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$107,840.00 balance of which relates to the period from July 1, 2003 through September 9, 2003. These services include (i) negotiation, drafting and review of numerous drafts and amended versions of the disclosure statement and plan of reorganization (including specifically and primarily relating to the director and officer release, indemnity, exculpation, and insurance provisions); (ii) researching legal issues related to the disclosure statement and/or plan of reorganization; (iii) participation in meeting and conference calls relating to the disclosure statement and/or plan of reorganization in the cases; (iv) activities in response to subpoenas received from TOPrS regarding plan negotiations; (v) reviewing and monitoring numerous objections to confirmation; (vi) attendance at and preparation for confirmation hearing; (vii) participation in negotiations with the TOPrS Committee towards a consensual plan; and (viii) matters relating to implementing such

consensual resolution, including review of amended plans and notices and participation in court hearings relating to same.

83. The following chart, which was also set forth in paragraph 41 of the MBR&M First Interim Application (p. 17), sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003:

	Hours	Rate	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	80.20	\$575.00	\$46,115.00
Craig E. Reimer (C)	13.40	\$450.00	\$6,030.00
Alex P. Montz (A)	96.20	\$375.00	\$36,075.00
Ryan Fitts (A)	8.30	\$275.00	\$2,282.50
Julie Johnston-Ahlen (A)	20.60	\$250.00	\$5,150.00
Sajida A. Mahdi (A)	13.10	\$250.00	\$3,275.00
Paralegals/Docket and Document Assistance			
Andrew A. Connor	2.30	\$170.00	\$391.00
Ilene Nemeroff	0.80	\$170.00	\$136.00
Maurita V. Cain-Lyle	4.50	\$150.00	\$675.00
Docket Clerks	2.10	\$40.00	\$84.00
TOTALS:	241.50		\$100,213.50

84. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003.

	Hours	Rate	Total Fees Incurred
Attorneys			
John R. Schmidt (P)	32.90	\$725.00	\$23,852.50
Thomas S. Kiriakos (P)	98.30	\$625.00	\$61,437.50
Alex P. Montz (A)	53.30	\$390.00	\$20,787.00
Andrew J. Parker (A)	4.10	\$270.00	\$1,107.00
Paralegal/Docket and Document Assistance			
Maurita V. Cain-Lyle	4.10	\$160.00	\$656.00
TOTALS:	192.70		\$107,840.00

85. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

Attorneys				
John R. Schmidt	(P)	32.90	\$725.00	\$23,852.50
Thomas S. Kiriakos	(P)	178.50	\$602.53	\$107,552.50
Craig E. Reimer	(C)	13.40	\$450.00	\$6,030.00
Alex P. Montz	(A)	149.50	\$380.34	\$56,862.00
Ryan Fitts	(A)	8.30	\$275.00	\$2,282.50
Andrew J. Parker	(A)	4.10	\$270.00	\$1,107.00
Julie Johnston-Ahlen	(A)	20.60	\$250.00	\$5,150.00
Sajida A. Mahdi	(A)	13.10	\$250.00	\$3,275.00
Paralegals/Docket and Document Assistance				
Andrew A. Connor		2.30	\$170.00	\$391.00
Ilene Nemeroff		0.80	\$170.00	\$136.00
Maurita V. Cain-Lyle		4.50	\$150.00	\$675.00
Docket Clerks		2.10	\$40.00	\$84.00
TOTALS:		434.20	\$479.17	\$208,053.50

86. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit N to the MBR&M First Interim Application) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit O to the MBR&M Second Interim Application) are attached hereto as Exhibit O.

O. PROFESSIONAL RETENTION – MBR&M

87. During the Application Period, MBR&M provided 53.30 hours of legal services to the Committee with respect to all work pertaining to the retention of MBR&M in this case, for which MBR&M seeks final allowance and payment of \$28,479.50 in fees. These services include (i) reviewing and analyzing potential conflicts of interest; and (ii) drafting and filing

MBR&M retention application. All of these services related solely to the period from January 3, 2003 through June 30, 2003, and the detailed, itemized statement of legal services relating thereto rendered by MBR&M was attached as Exhibit O to the MBR&M First Interim Application and is again attached as Exhibit P hereto.

88. The following chart, which was also set forth in paragraph 43 of the MBR&M First Interim Application, sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period.

		Hours	Rate	Total Fees Incurred
Attorneys				
John P. Schmidt	(P)	0.20	\$700.00	\$140.00
Thomas S. Kiriakos	(P)	41.00	\$575.00	\$23,575.00
Craig E. Reimer	(C)	8.70	\$450.00	\$3,915.00
Alex P. Montz	(A)	1.90	\$375.00	\$712.50
Paralegals/Docket and Document Assistance				
Maurita V. Cain-Lyle		0.70	\$150.00	\$105.00
Paul K. Knox		0.80	\$40.00	\$32.00
TOTALS:		53.30	\$534.32	\$28,479.50

P. PROFESSIONAL RETENTION – NON-MBR&M

89. During the Application Period, MBR&M provided 17.90 hours of legal services to the Committee with respect to all work pertaining to retention of non-MBR&M professionals in this case, for which MBR&M seeks allowance of \$6,444.00 in fees. These services include (i) assisting Committee professionals and FFHS&J with respect to their retention applications; (ii) filing retention applications for Committee professionals and FFHS&J; and (iii) responding to inquiries regarding local rules and procedures with respect to professional retention. All of these services related solely to the period from January 3, 2003 through June 30, 2003, and the detailed, itemized statement of legal services relating thereto rendered by MBR&M was attached as Exhibit P to the MBR&M First Interim Application and is again attached as Exhibit Q hereto.

90. The following chart, which was also set forth in paragraph 45 in the MBR&M First Interim Application, sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category.

	Hours	Rate	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	5.40	\$575.00	\$3,105.00
Craig E. Reimer (C)	0.60	\$450.00	\$270.00
Alex P. Montz (A)	6.00	\$375.00	\$2,250.00
Paralegals/Docket and Document Assistance			
Andrew A. Connor	1.10	\$170.00	\$187.00
Maurita V. Cain-Lyle	4.00	\$150.00	\$600.00
Docket Clerk	0.80	\$40.00	\$32.00
TOTALS:	17.90	\$360.00	\$6,444.00

Q. TRAVEL

91. During the Application Period, MBR&M provided 27.70 hours to the Committee with respect to non-working travel of MBR&M professionals in this case, which represents one-half of the total time that MBR&M professionals spent for non-working travel, for which MBR&M seeks allowance of 12,127.50 in fees. Of this amount, \$10,102.50 relates to the period from January 3, 2003 through June 30, 2003 and the \$2,025.00 balance relates to the period from July 1, 2003 through September 9, 2003. These services included travel to Committee meetings, including meetings with representatives of the Debtors and the TOPrS Committee, and depositions.

92. The following chart, which was also set forth in paragraph 47 of the MBR&M First Interim Application, sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from January 3, 2003 through June 30, 2003.

	Hours	Rate	Total Fees Incurred
Attorneys			
Thomas S. Kiriakos (P)	9.20	\$575.00	\$5,290.00
Alex P. Montz (A)	7.50	\$375.00	\$2,812.50
Julie Johnston-Ahlen (A)	8.00	\$250.00	\$2,000.00
TOTALS:	24.70		\$10,102.50

The detailed, itemized statement of legal services relating thereto rendered by MBR&M for the period from January 3, 2003 through June 30, 2003 was attached as Exhibit Q to the MBR&M First Interim Application.

93. The following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the period from July 1, 2003 through September 9, 2003:

	Hours	Rate	Total Fees Incurred
Attorneys			
John R. Schmidt (P)	1.50	\$725.00	\$937.50
Thomas S. Kiriakos (P)	1.50	\$625.00	\$1,087.50
TOTALS:	3.00		\$2,025.00

94. In compilation and summary of the information set forth in the preceding two paragraphs, the following chart sets forth the total hours of legal services rendered by each MBR&M professional attributable to this category for the entire Application Period:

	Hours	Rate	Total Fees Incurred
Attorneys			
John R. Schmidt (P)	1.50	\$725.00	\$937.50
Thomas S. Kiriakos (P)	10.70	\$596.02	\$6,377.50
Alex P. Montz (A)	7.50	\$375.00	\$2,812.50
Julie Johnston-Ahlen (A)	8.00	\$250.00	\$2,000.00
TOTALS:	27.70	\$437.82	\$12,127.50

95. The detailed, itemized statements of legal services and expenses relating thereto by MBR&M to the Committee for the period from January 3, 2003 through June 30, 2003 (originally attached as Exhibit Q to the MBR&M First Interim Application) and for the period from July 1, 2003 through September 9, 2003 (originally attached as Exhibit P to the MBR&M Second Interim Application) are attached hereto as Exhibit R.

IV. EXPENSES INCURRED BY MBR&M

96. MBR&M seeks allowance of expenses in the amount of \$90,213.66, \$80,483.33 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$9,730.33 balance of which relates to the period from July 1, 2003 through September 9, 2003. Summaries of these expenses for (a) just the period from January 3, 2003 through June 30, 2003, (b) just the period from July 1, 2003 through September 9, 2003 and (c) the entire Application Period are as follows:

(a) Case Administration

(i) January 3, 2003 – June 30, 2003

Automated Research – Outside	\$342.29
Document Binding	\$63.40
Document Deliver – Chgo. Messenger	\$25.22
Document Delivery – Office	\$6,204.46
Document Delivery	\$15.00
Document Reproduction – Color	\$15.00
Document Reproduction – Chicago	\$13,276.65
Facsimile Transmission - Local	\$6,559.00
Facsimile Transmission – Long Dist.	\$12,628.00
Filing Fees	\$251.50
Lexis Research	\$497.81
Mail Charges - Office	\$2,137.71
Other Disbursements	\$702.15
Outside Courier	\$18.08
Supplies	\$388.18
Transcripts	\$1,654.75

Travel – Airfare	\$742.50
Westlaw Research	\$17,223.13
TOTAL	\$61,223.67

This chart was also set forth in paragraph 48 of the MBR&M First Interim Application, and a detailed itemization of these out-of-pocket expenses for the period from January 3, 2003 through June 30, 2003 was attached and included as Exhibit A to the MBR&M First Interim Application.

(ii) July 1, 2003 – September 9, 2003

Automated Research	\$79.31
Business Meals	\$75.00
Document Binding	\$225.00
Document Delivery - Chicago Messenger	\$45.00
Document Delivery – Office	\$8.25
Document Reproduction	\$714.60
Facsimile Transmission - Local	\$288.00
Facsimile Transmission – Long Dist.	\$275.00
Mail Charges - Office	\$1.52
Other Disbursements	\$1,134.36
Supplies	\$37.86
Westlaw Research	\$3,521.90
TOTAL	\$6,405.80

A detailed itemization of these out-of-pocket expenses for period from July 1, 2003 through September 9, 2003 was attached and included as part of Exhibit B to the MBR&M Second Interim Application.

(iii) Entire Application Period

Automated Research – Outside	\$421.60
Business Meals	\$75.00
Document Binding	\$288.00
Document Deliver – Chgo. Messenger	\$70.22
Document Delivery – Office	\$6,212.71
Document Delivery	\$15.00
Document Reproduction – Color	\$15.00
Document Reproduction – Chicago	\$13,991.25

Facsimile Transmission - Local	\$6,847.00
Facsimile Transmission – Long Dist.	\$12,903.00
Filing Gees	\$251.50
Lexis Research	\$497.81
Mail Charges - Office	\$2,139.23
Other Disbursements	\$1,836.51
Outside Courier	\$18.08
Supplies	\$426.04
Transcripts	\$1,654.75
Travel – Airfare	\$742.00
Westlaw Research	\$20,745.03
TOTAL	\$67,629.47

Detailed itemizations of those expenses for the entire Application Period are included as part of Exhibit B attached hereto

(b) Director & Officer Loan Programs

(i) January 3, 2003 – June 30, 2003

Document Delivery – Chgo. Messenger	\$6.00
Document Delivery – Office	\$8.53
Document Reproduction – Chgo.	\$45.15
Westlaw Research	\$1,984.34
TOTAL	\$2,044.02

This chart was also set forth in paragraph 48 of the MBR&M First Interim Application , and a detailed itemization of these out-of-pocket expenses for the period from January 3, 2003 through June 30, 2003 was attached and included as part of Exhibit D to the MBR&M First Interim Application.

(ii) July 1, 2003 – September 9, 2003

Long Distance Telephone	\$1.20
Other Disbursements	\$52.70
TOTAL	\$53.90

A detailed itemization of these out-of-pocket expenses for the period from July 1, 2003 through September 9, 2003 was attached and included as part of Exhibit E to the MBR&M Second Interim Application.

(iii) Entire Application Period

Document Delivery – Chgo. Messenger	\$6.00
Document Delivery – Office	\$8.53
Document Reproduction – Chgo.	\$45.15
Westlaw Research	\$1,984.34
Long Distance Telephone	\$1.20
Other Disbursements	\$52.70
TOTAL	\$2,097.92

Detailed itemizations of those expenses for the entire Application Period are included as part of Exhibit E attached hereto.

(c) Director & Officer Plan Releases and Indemnities

(i) January 3, 2003 – June 30, 2003

Automated Practice Support	\$1,767.18
Automated Research – Outside	\$118.84
Document Delivery	\$7.50
Document Reproduction – Outside	\$2,975.10
Document Reproduction	\$670.10
Facsimile Transmission - Local	\$12.00
Facsimile Transmission – Long Dist.	\$8.80
Lexis Research	\$99.12
Other Disbursements	\$159.42
Telephone	\$4.50
Westlaw Research	\$3,967.94
TOTAL	\$9,790.75

This chart was also set forth in paragraph 48 of the MBR&M First Interim Application, and a detailed itemization of these out-of-pocket expenses for the period from January 3, 2003 through

June 30, 2003 was attached and included as part of Exhibit E to the MBR&M First Interim Application.

(ii) July 1, 2003 – September 9, 2003

Automated Research	\$57.25
Document Reproduction	\$17.70
Other Disbursements	\$256.26
TOTAL	\$331.21

A detailed itemization of these out-of-pocket expenses for the period from July 1, 2003 through September 9, 2003 was attached and included as part of Exhibit F to the MBR&M Second Interim Application.

(iii) Entire Application Period January 3, 2003 – June 30, 2003

Automated Practice Support	\$1,767.18
Automated Research – Outside	\$176.09
Document Delivery	\$7.50
Document Reproduction – Outside	\$2,975.10
Document Reproduction	\$687.80
Facsimile Transmission - Local	\$12.00
Facsimile Transmission – Long Dist.	\$8.80
Lexis Research	\$99.12
Other Disbursements	\$415.68
Telephone	\$4.50
Westlaw Research	\$3,967.94
TOTAL	\$10,121.96

Detailed itemizations of these expenses for the entire Application Period are included as part of Exhibit F attached hereto.

(d) General

(i) January 3, 2003 – June 30, 2003

There were no separately itemized expenses for this period set forth in the MBR&M First Interim Application.

(ii) July 1, 2003 – September 9, 2003

Document Binding	\$10.00
Document Delivery – Chicago Messenger	\$6.00
Document Delivery – Office	\$18.83
Document Reproduction	\$292.80
TOTAL	\$327.63

A detailed itemization of these out-of-pocket expenses for the period from July 1, 2003 through September 9, 2003 was attached and included as part of Exhibit J to the MBR&M Second Interim Application.

(iii) Entire Application Period

Document Binding	\$10.00
Document Delivery – Chicago Messenger	\$6.00
Document Delivery – Office	\$18.83
Document Reproduction	\$292.80
TOTAL	\$327.63

Detailed itemizations of these expenses for the entire Application Period are included as part of Exhibit J attached hereto.

(e) Plan and Disclosure Statement

(i) January 3, 2003 – June 30, 2003

There were no separately itemized expenses for this period set forth in the MBR&M First Interim Application.

(ii) July 1, 2003 – September 9, 2003

Document Reproduction	\$25.05
Westlaw Research	\$286.94
TOTAL	\$311.99

A detailed itemization of these out-of-pocket expenses for the period from July 1, 2003 through September 9, 2003 was attached and included as part of Exhibit O to the MBR&M Second Interim Application.

(iii) Entire Application Period

Document Reproduction	\$25.05
Westlaw Research	\$286.94
TOTAL	\$311.99

Detailed itemizations of these expenses for the entire Application Period are included as part of Exhibit O attached hereto.

(f) Travel

(i) January 3, 2003 – June 30, 2003

Document Reproduction	\$0.75
Travel – Airfare	\$5,587.30
Travel – Other	\$1,781.93
Travel – Business Meals	\$54.91
TOTAL	\$7,424.89

This chart was also set forth in paragraph 48 of the MBR&M First Interim Application, and a detailed itemization of these out-of-pocket expenses for the period from January 3, 2003 through June 30, 2003 was attached and included as part of Exhibit Q to the MBR&M First Interim Application.

(ii) July 1, 2003 – September 9, 2003

Travel – Airfare Other	\$1,505.50
Travel – Other	\$663.20
Business Meals – Travel	\$131.10
TOTAL	\$2,299.80

A detailed itemization of these out-of-pocket expenses for the period from July 1, 2003 through September 9, 2003 was attached and included as part of Exhibit P to the MBR&M Second Interim Application.

(iii) Entire Application Period

Document Reproduction	\$0.75
Travel – Airfare	\$7,092.80
Travel – Other	\$2,445.13
Travel – Business Meals	\$186.01
TOTAL	\$9,724.69

Detailed itemizations of these expenses for the entire Application Period are included as part of Exhibit R attached hereto.

97. The following is an explanation of the nature of the primary expenses incurred by MBR&M during the Application Period:

(a) Facsimile and Telephone: During the Application Period, MBR&M incurred \$19,776.50 in facsimile transmission expenses, \$19,212.30 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$564.20 balance of which relates to the period from July 1, 2003 through September 9, 2003. MBR&M charges \$1.00 per page for facsimiles plus the cost of the telephone call. No charge was made for incoming facsimiles.

(b) Document Reproduction: During the Application Period, MBR&M incurred \$15,356.20 in in-house and external copying expenses, including binding expenses, \$14,071.05 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$1,285.15 balance of which relates to the period from July 1, 2003 through September 9, 2003. MBR&M charges its clients \$.15 per page for photocopying.

(c) Computer Assisted Research: During the Application Period, MBR&M incurred \$29,946.05 in computer assisted research expenses, \$26,000.65 of which relates to the period from January 3, 2003 through June 30, 2003 and the \$3,945.40 balance of which relates to the period from July 1, 2003 through September 9, 2003. Research conducted by MBR&M