

In re Chapter11 Fees Previously Requested: \$3,947,750.50 Name of Applicant: Andrews Kurth LLP  
 CP Acquisitions, Inc. Case No. 2-03-bk-11258-PHX-RJH Fees Previously Awarded: \$3,912,784.00

Expenses Previously Requested: \$178,186.93 Role in Case: Co-counsel for Debtor  
 Expenses Previously Awarded: \$174,804.29

CURRENT APPLICATION:

Retainer Paid: \$324,710.28 Fees Requested: \$460,030.50  
 Draws on Retainer: \$0.00 Expenses Requested: \$38,005.27  
 Replenishment of Retainer: \$0.00  
 Remaining Retainer: \$324,710.28

**FIFTH APPLICATION PERIOD**  
**(November 1, 2004 through December 31, 2004**  
**(Time and Fee Summary of Attorneys and Paralegals)**

Timekeeper	Dept.	Title	Year		Nov.	Dec.	Total Hours	Total Fees
			Admitted	Rate				
Hugh M. Ray	Bankruptcy	Partner	1967	\$ 590.00	21.80	40.20	62.00	\$36,580.00
Thomas W. Ford	Tax	Partner	1981	\$ 585.00	0.60		0.60	\$351.00
Robert V. Jewell	Corp./Sec.	Partner	1978	\$ 500.00	0.60	0.60	1.20	\$600.00
Doris Rodriguez	Bs. Transactions	Partner	1980	\$ 495.00	1.60	1.00	2.60	\$1,287.00
John J. Sparacino	Bankruptcy	Partner	1990	\$ 470.00	135.90	193.70	329.60	\$154,912.00
C. John Melissinos	Bankruptcy	Partner	1989	\$ 445.00	148.30	200.20	348.50	\$155,082.50
Jon L. Dalberg	Bankruptcy	Partner	1984	\$ 440.00	0.20	0.20	0.40	\$176.00
W. Mark Young	Corp./Sec.	Partner	1988	\$ 440.00	1.80	2.00	3.80	\$1,672.00
Christy E. Milner	Tax	Partner	1978	\$ 410.00	0.70		0.70	\$287.00
Allison D. Mantor	Tax	Sr. Atty.	1989	\$ 410.00	8.90		8.90	\$3,649.00
Woody Jones	Corp./Sec.	Of Counsel	1973	\$ 350.00	33.90	46.40	80.30	\$28,105.00
Scott Olson	Corp./Sec.	Associate	1998	\$ 335.00	0.50	0.70	1.20	\$402.00
Adrian S. Baer	Bankruptcy	Sr. Atty.	1978	\$ 305.00	7.50		7.50	\$2,287.50
Lidell Page	Bankruptcy	Associate	1997	\$ 285.00	0.80	75.10	75.90	\$21,631.50
William B. Freeman	Tax	Associate	2000	\$ 265.00	0.10		0.10	\$26.50
Chasless Yancy-Hunter	Bankruptcy	Associate	2001	\$ 245.00	131.00	144.40	275.40	\$67,473.00
Todd D. Strickler	Corp./Sec.	Associate	2003	\$ 180.00	4.80		4.80	\$864.00
John W. McCarver	Corp./Sec.	Legal Assist.	N/A	\$ 170.00		0.20	0.20	\$34.00
Eileen Leahy	Bankruptcy	Legal Assist.	N/A	\$ 140.00	20.20	14.30	34.50	\$4,830.00
Nancy Ediger	Bankruptcy	Legal Assist.	N/A	\$ 80.00	14.50		14.50	\$1,160.00
<b>Subtotal Fees</b>								<b>\$481,410.00</b>

Less Travel Adjustment - November (\$9,702.00)  
 Less Travel Adjustment - December (\$11,677.50)

**TOTAL HOURS AND FEES INVOICED** **533.70** **719.00** **1,252.70** **\$460,030.50**

In re  
CP Acquisitions, Inc.

Chapter11  
Case No. 2-03-bk-11258-PHX-R.

Fees Previously Requested: \$3,947,750.50  
Fees Previously Awarded: \$3,912,784.00

Name of Applicant: Andrews Kurth LLP

Expenses Previously Requested: \$178,186.93  
Expenses Previously Awarded: \$174,804.29

Role in Case: Co-counsel for Debtor

CURRENT (FINAL) APPLICATION:

Retainer Paid: \$324,710.28  
Draws on Retainer: \$0.00  
Replenishment of Retainer: \$0.00  
Remaining Retainer: \$324,710.28

Fees Requested: \$4,372,814.50  
Expenses Requested: \$212,809.56

**FINAL APPLICATION PERIOD**  
**(June 29, 2003 through December 31, 2004**  
**(Time and Fee Summary of Attorneys and Paralegals)**

Timekeeper	Dept.	Title	Year							Total Hours	Total Fees
			Admitted	Rate	1st App.	2nd App.	3rd App.	4th App.	5th App.		
Hugh M. Ray	Bankruptcy	Partner	1967	\$ 590.00		83.90	172.10	155.70	62.00	473.70	\$279,483.00
Hugh M. Ray	Bankruptcy	Partner	1967	\$ 550.00	346.40	121.90				468.30	\$257,565.00
Thomas W. Ford	Tax	Partner	1981	\$ 585.00		35.60	11.10	10.20	0.60	57.50	\$33,637.50
Thomas W. Ford	Tax	Partner	1981	\$ 555.00	27.40	39.40				66.80	\$37,074.00
Robert V. Jewell	Corp./Sec.	Partner	1978	\$ 500.00	6.30	4.50	13.40	2.40	1.20	27.80	\$13,900.00
Doris Rodriguez	Bs. Transactions	Partner	1980	\$ 495.00		11.90	4.50	24.10	2.60	43.10	\$21,334.50
Doris Rodriguez	Bs. Transactions	Partner	1980	\$ 475.00	139.20	11.00				150.20	\$71,345.00
Jeffrey E. Spiers	Bankruptcy	Partner	1986	\$ 495.00	0.60					0.60	\$297.00
James Donnell	Bankruptcy	Partner	1986	\$ 495.00	1.00	0.30				1.30	\$643.50
A. S. Holderness	Bs. Transactions	Partner	1962	\$ 475.00	0.60					0.60	\$285.00
John J. Sparacino	Bankruptcy	Partner	1990	\$ 470.00		254.60	593.70	536.60	329.60	1714.50	\$805,815.00
John J. Sparacino	Bankruptcy	Partner	1990	\$ 440.00	514.20	194.60				708.80	\$311,872.00
Douglas G. Walter	Bankruptcy	Partner	1988	\$ 470.00				0.30		0.30	\$141.00
C. John Melissinos	Bankruptcy	Partner	1989	\$ 445.00		286.30	527.70	570.40	348.50	1732.90	\$771,140.50
C. John Melissinos	Bankruptcy	Partner	1989	\$ 420.00	712.80	205.70				918.50	\$385,770.00
Donald J. Horton	Labor	Partner	1971	\$ 440.00			0.50			0.50	\$220.00
O'Banion Williams	Bs. Transactions	Partner	1983	\$ 440.00		84.70				84.70	\$37,268.00
Jon L. Dalberg	Bankruptcy	Partner	1984	\$ 440.00			0.80		0.40	1.20	\$528.00
W. Mark Young	Corp./Sec.	Partner	1988	\$ 440.00		19.80	23.40	5.10	3.80	52.10	\$22,924.00
W. Mark Young	Corp./Sec.	Partner	1988	\$ 420.00	15.20	17.10				32.30	\$13,566.00
Paul D. Moak	Bankruptcy	Partner	1995	\$ 460.00		2.30	62.80	40.20		105.30	\$48,438.00
Paul D. Moak	Bankruptcy	Partner	1995	\$ 435.00	56.40	0.60				57.00	\$24,795.00
Jon L. Dalberg	Bankruptcy	Partner	1984	\$ 420.00	2.70	0.20				2.90	\$1,218.00
Diane C. Weil	Bankruptcy	Of Counsel	1980	\$ 450.00			3.50			3.50	\$1,575.00
Diane C. Weil	Bankruptcy	Of Counsel	1980	\$ 420.00	26.50					26.50	\$11,130.00
Christy E. Milner	Tax	Partner	1978	\$ 410.00				9.10	0.70	9.80	\$4,018.00

L. L. McMurty	Tax	Partner	1978	\$ 410.00				0.40		0.40	\$164.00
Allison D. Mantor	Tax	Sr. Atty.	1989	\$ 410.00		43.70	28.70	44.20	8.90	125.50	\$51,455.00
Allison D. Mantor	Tax	Sr. Atty.	1989	\$ 390.00	16.10	45.50				61.60	\$24,024.00
Douglas E. Clarke	Tax	Partner	1973	\$ 390.00		0.50				0.50	\$195.00
Walter B. Loeffler	Bankruptcy	Of Counsel	1970	\$ 380.00				25.00		25.00	\$9,500.00
Kristin H. Becnel	Corp./Sec.	Associate	1996	\$ 360.00	7.00	4.20				11.20	\$4,032.00
Woody Jones	Corp./Sec.	Of Counsel	1973	\$ 350.00		18.80		94.90	80.30	194.00	\$67,900.00
Kimberly A. Osburn	Corp./Sec.	Associate	1998	\$ 350.00		1.30				1.30	\$455.00
Kimberly A. Osburn	Corp./Sec.	Associate	1998	\$ 335.00		0.20				0.20	\$67.00
Terry L. Higham	Labor	Sr. Atty.	1990	\$ 340.00			1.40			1.40	\$476.00
Tammy W. Brenning	Bs. Transactions	Associate	1992	\$ 335.00	1.90					1.90	\$636.50
Scott Olson	Corp./Sec.	Associate	1998	\$ 335.00		20.80	372.40	175.30	1.20	569.70	\$190,849.50
Peter K. Jameson	Bankruptcy	Sr. Atty.	1982	\$ 325.00		10.20				10.20	\$3,315.00
Bonnie R. McMurty	Bs. Transactions	Sr. Atty.	1990	\$ 320.00			1.50			1.50	\$480.00
Adrian S. Baer	Bankruptcy	Sr. Atty.	1978	\$ 305.00		387.70	350.40	70.10	7.50	815.70	\$248,788.50
Adrian S. Baer	Bankruptcy	Sr. Atty.	1978	\$ 290.00	529.60	213.90				743.50	\$215,615.00
Lidell Page	Bankruptcy	Associate	1997	\$ 285.00		3.30			75.90	79.20	\$22,572.00
William B. Freeman	Tax	Associate	2000	\$ 265.00		1.20	9.70	8.60	0.10	19.60	\$5,194.00
William B. Freeman	Tax	Associate	2000	\$ 240.00	36.80	34.00				70.80	\$16,992.00
Basil A. Umari	Bankruptcy	Associate	2000	\$ 265.00		55.10	85.50	61.80		202.40	\$53,636.00
Basil A. Umari	Bankruptcy	Associate	2000	\$ 240.00	1.10	5.00				6.10	\$1,464.00
Chasless Yancy-Hunter	Bankruptcy	Associate	2001	\$ 245.00		171.00	295.80	372.10	275.40	1114.30	\$273,003.50
Chasless Yancy-Hunter	Bankruptcy	Associate	2001	\$ 210.00	248.40	64.30				312.70	\$65,667.00
Stewart H. Patton	Tax	Associate	2002	\$ 215.00		37.50	8.50			46.00	\$9,890.00
Robin M. Brice	Corp./Sec.	Associate	2002	\$ 200.00		2.20				2.20	\$440.00
Cheryl L. Bell	Bs. Transactions	Associate	2001	\$ 200.00	3.00					3.00	\$600.00
Robert S. Icsezen	Corp./Sec.	Associate	2002	\$ 180.00	2.80	0.80				3.60	\$648.00
Kristen L. Frels	Bs. Transactions	Associate	2002	\$ 180.00	2.30					2.30	\$414.00
Julie K. Stringer	Tax	Associate	2002	\$ 180.00	20.40					20.40	\$3,672.00
Julie K. Ouchley	Tax	Associate	2002	\$ 180.00		60.10				60.10	\$10,818.00
Todd D. Strickler	Corp./Sec.	Associate	2003	\$ 180.00				4.70	4.80	9.50	\$1,710.00
Surinder "Neena" Bhatha	Corp./Sec.	Associate	2002	\$ 200.00			29.60			29.60	\$5,920.00
Surinder "Neena" Bhatha	Corp./Sec.	Associate	2002	\$ 180.00		3.70				3.70	\$666.00
Jon Daly	Bankruptcy	Associate	2003	\$ 180.00			8.30			8.30	\$1,494.00
Michelle M. Carreras	Bankruptcy	Associate	2003	\$ 180.00	11.70	0.90		18.60		31.20	\$5,616.00
Angela Phillips	Corp./Sec.	Associate	2003	\$ 180.00			4.00			4.00	\$720.00
Leo R. McIntyre, III	Corp./Sec.	Associate	2003	\$ 180.00			25.10			25.10	\$4,518.00
John W. McCarver	Corp./Sec.	Legal Assist.	N/A	\$ 170.00			0.50		0.20	0.70	\$119.00
Linda M. Wilson	Corp./Sec.	Legal Assist.	N/A	\$ 170.00			98.50	3.60		102.10	\$17,357.00
Eileen Leahy	Bankruptcy	Legal Assist.	N/A	\$ 140.00		2.40	13.50	16.60	34.50	67.00	\$9,380.00
Eileen Leahy	Bankruptcy	Legal Assist.	N/A	\$ 135.00	8.40	19.30				27.70	\$3,739.50
Joanne W. Roby	Corp./Sec.	Legal Assist.	N/A	\$ 105.00			0.90			0.90	\$94.50

Nancy Ediger	Bankruptcy	Legal Assist.	N/A	\$ 80.00			33.80	11.20	14.50	59.50	\$4,760.00
Nancy Ediger	Bankruptcy	Legal Assist.	N/A	\$ 70.00	12.70		10.00			22.70	\$1,589.00
Martha L. Birdseye		Librarian	N/A	\$ 60.00			1.00			1.00	\$60.00
<b>Subtotal Fees</b>					<b>2,751.50</b>	<b>2,593.00</b>	<b>2,781.60</b>	<b>2,261.20</b>	<b>1,252.70</b>	<b>11,640.00</b>	<b>\$4,496,689.00</b>

Less Travel Writedown - 1st App											(\$34,966.50)
Less Travel Adjustment - 2nd App											(\$23,663.00)
Less Travel Adjustment - 3rd App											(\$21,836.00)
Less Travel Adjustment - 4th App											(\$22,029.50)
Less Travel Adjustment - 5th App											(\$21,379.50)

**TOTAL HOURS AND FEES INVOICED** **11,640.00** **\$4,372,814.50**

Blended Hourly Rate \$375.67

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12 Attorneys for CP Acquisition Co., *et al.*  
Debtors and Debtors-in-Possession

13  
14 **IN THE UNITED STATES BANKRUPTCY COURT**  
15 **FOR THE DISTRICT OF ARIZONA**

16 **In re:**

17 **CP ACQUISITION CO., *et al.*,**

18 **Debtors.**

**Chapter 11 Proceedings**

**Case No. 03-11258-PHX-RJH**

**(Jointly Administered with Case Nos.  
03-11259-PHX-RJH through 03-11263-  
PHX-RJH)**

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21 **THIS FILING APPLIES TO:**

- 22  **ALL DEBTORS**  
23  **SPECIFIED DEBTORS**

**FIFTH INTERIM APPLICATION  
(FOR THE PERIOD FROM  
NOVEMBER 1, 2004 THROUGH  
DECEMBER 31, 2004) AND FINAL  
APPLICATION (FOR THE PERIOD  
FROM JUNE 29, 2003 THROUGH  
DECEMBER 31, 2004) BY ANDREWS  
KURTH LLP AS COUNSEL FOR  
DEBTORS FOR COMPENSATION  
AND REIMBURSEMENT OF  
EXPENSES**

[HEARING TO BE SET]

1 TO THE HONORABLE RANDOLPH J. HAINES,  
2 UNITED STATES BANKRUPTCY JUDGE:

3 COMES NOW Andrews Kurth LLP (“Applicant”), and hereby applies pursuant to this  
4 Fifth Interim (the “Fifth Interim Application”) and Final Application (the “Final Application”  
5 and, together with the Fifth Interim Application, the “Application”) under 11 U.S.C. §§ 327, 328,  
6 and 503 for approval of compensation for services and reimbursement of expenses. Pursuant to  
7 the Fifth Interim Application, Applicant seeks approval of compensation for services in the  
8 amount of \$460,030.50 and reimbursement of expenses in the amount of \$38,005.27 incurred  
9 during Applicant’s employment as counsel to CP Acquisition Co. and its affiliates that were  
10 debtors-in-possession in the above-captioned cases (the “Debtors”),<sup>1</sup> from November 1, 2004  
11 through December 31, 2004, as required pursuant to the Order Under 11 U.S.C. §§ 105(a), 330,  
12 331 and 503 Establishing Procedures for Compensation and Reimbursement of Professionals and  
13 Reimbursement of Committee Members dated August 21, 2003 (“Interim Compensation  
14 Procedures Order”). Pursuant to the Final Application, Applicant seeks approval of  
15 compensation for services in the amount of \$4,372,814.50 and reimbursement of expenses in the  
16 amount of \$212,809.56 incurred during Applicant’s employment from June 29, 2003 through  
17 December 31, 2004.<sup>2</sup>  
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23 <sup>1</sup> The Debtors consist of CP Acquisition Co., Crown Pacific Limited Partnership (“CPLP”), Crown Pacific  
24 Partners, L.P., CP Air, Inc., CP Acquisition II Co. and CP Acquisition III Co.

25 <sup>2</sup> These amounts do not include fees and expenses incurred and estimated to be incurred after December 31,  
26 2004, relating to the preparation and prosecution of this Application. Such fees and expenses consist of the  
following: \$17,386.50 in fees (representing 54.2 hours of attorney and paralegal time) and \$0.00 in  
expenses actually incurred to date; and \$7,000.00 in estimated fees and \$1,500.00 in estimated expenses to  
be incurred from and after the date of this Application. So long as consideration of this Application  
proceeds on a timely basis and this Application is not the subject of protracted litigation, Applicant will  
waive these amounts.

1 **RELEVANT BACKGROUND**

2 1. On June 29, 2003 (the "Petition Date"), each of the Debtors filed their voluntary  
3 petitions for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy  
4 Code"). Throughout the entirety of the cases, the Debtors remained in possession of their assets  
5 and properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy  
6 Code.

7  
8 2. On July 23, 2003, the Official Joint Committee of Unsecured Creditors (the  
9 "Committee") was appointed. The Committee was represented by counsel during the cases.

10 3. On December 20, 2004, this Court entered an order confirming the Second  
11 Amended Joint Consolidating Chapter 11 Plan Proposed by the Debtors, Creditors' Committee,  
12 Noteholder Proponents and Bank Term Lender Proponents (the "Plan"). The Plan's effective  
13 date was December 31, 2004. Pursuant to the Plan, final fee applications of professionals are  
14 due no later than February 14, 2005 (45 days following the Effective Date).

15  
16 4. Pursuant to its Order Authorizing the Employment of Andrews & Kurth L.L.P.,<sup>3</sup>  
17 *Nunc Pro Tunc*, as Debtors' Bankruptcy Counsel Pursuant to Sections 327(a), 328(a) and 504 of  
18 the Bankruptcy Code (Docket No. 33) (the "Employment Order"), entered June 30, 2003, the  
19 Bankruptcy Court authorized the employment of Applicant as general bankruptcy counsel for the  
20 Debtors, *nunc pro tunc* as of June 29, 2003. A copy of the Employment Order is attached hereto  
21 as Exhibit "1". A copy of the Administrative Order Under 11 U.S.C. §§ 105(a), 330, 331 and  
22 503 Establishing Procedures For Compensation and Reimbursement of Professionals and  
23 Reimbursement of Committee Members ("Compensation Procedures Order") is attached hereto  
24 as Exhibit "2". Applicant holds a retainer in the amount of \$324,710.28 as of February 9, 2005.

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<sup>3</sup> Effective October 1, 2003, Applicant changed its name to Andrews Kurth LLP.





1 November 1, 2003 Through February 29, 2004 and Authorizing Payment of Allowed Fees and  
2 Costs (Docket No. 407) (the "Second Interim Order") dated May 10, 2004. Pursuant to the  
3 Second Interim Order, Applicant was allowed on an interim basis fees in the amount of  
4 \$962,384.00 and expenses in the amount of \$31,604.81. A copy of the Second Interim Order is  
5 attached hereto as Exhibit "4." Applicant has received all amounts due to it on account of the  
6 Second Interim Application and the Second Interim Order.  
7

8 7. On July 30, 2004, Applicant filed its Third Interim Application as Counsel for  
9 Debtors for Compensation and Reimbursement of Expenses for the Period From March 1, 2004  
10 Through June 30, 2004 (Docket No. 487) (the "Third Interim Application"). Pursuant to the  
11 Third Interim Application, Applicant sought compensation for actual, reasonable and necessary  
12 services in the amount of \$1,028,366.50 and reimbursement of actual, reasonable and necessary  
13 expenses in the amount of \$49,343.36. The Third Interim Application was granted by the Order  
14 Granting Interim Fee Applications for the Period March 1, 2004 Through June 30, 2004 and  
15 Authorizing Payment of Allowed Fees and Costs (Docket No. 532) (the "Third Interim Order")  
16 dated September 16, 2004. Pursuant to the Third Interim Order, Applicant was allowed on an  
17 interim basis fees in the amount of \$1,028,366.50 and expenses in the amount of \$49,343.36. A  
18 copy of the Third Interim Order is attached hereto as Exhibit "5." Applicant has received all  
19 amounts due to it on account of the Third Interim Application and the Third Interim Order.  
20

21 8. On November 30, 2004, Applicant filed its Fourth Interim Application as Counsel  
22 for Debtors for Compensation and Reimbursement of Expenses for the Period From July 1, 2004  
23 Through October 31, 2004 (Docket No. 656) (the "Fourth Interim Application"). Pursuant to the  
24 Fourth Interim Application, Applicant sought compensation for actual, reasonable and necessary  
25 services in the amount of \$878,521.50 and reimbursement of actual, reasonable and necessary  
26

1 expenses in the amount of \$52,940.64. The Fourth Interim Application was granted by the Order  
2 Granting Interim Fee Applications for the Period July 1, 2004 Through October 31, 2004 and  
3 Authorizing Payment of Allowed Fees and Costs (Docket No. 745) (the "Fourth Interim Order")  
4 dated January 3, 2005. Pursuant to the Fourth Interim Order, Applicant was allowed on an  
5 interim basis fees in the amount of \$878,521.50 and expenses in the amount of \$52,940.64. A  
6 copy of the Fourth Interim Order is attached hereto as Exhibit "6." Applicant has received all  
7 amounts due to it on account of the Fourth Interim Application and the Fourth Interim Order.  
8

9 **COMPENSATION AND REIMBURSEMENT OF**  
10 **EXPENSES SOUGHT BY APPLICANT**

11 9. Applicant hereby seeks allowance of its claims for compensation and  
12 reimbursement of expenses pursuant to Section 503(b)(2) of the Bankruptcy Code. Applicant  
13 requests compensation on an hourly basis for its services rendered, with professional fees  
14 ranging from \$80 - \$590 per hour, depending on the experience level of the attorney or legal  
15 assistant and the nature of the work performed. The rates sought are the same rates Applicant  
16 charges its clients for similar services in cases other than under the Bankruptcy Code and are  
17 similar to the customary compensation rates charged by comparably skilled practitioners in other  
18 bankruptcy cases.  
19

20 A. Fifth Interim Application

21 10. The Fifth Interim Application includes and seeks allowance of compensation for  
22 services in the sum of \$460,030.50 and reimbursement of expenses in the sum of \$38,005.27.  
23 The Fifth Interim Application covers the period from November 1, 2004 through December 31,  
24 2004 (the "Current Reporting Period" or the "Reporting Period"), as more particularly described  
25 below.  
26

1 11. As required by the Interim Compensation Procedures Order, Applicant filed Fee  
2 Statements with the Court for November, 2004 (filed on December 23, 2004, Docket No. 731),  
3 and December, 2004 (filed on January 25, 2005, Docket No. 755). Each Fee Statement attaches  
4 a detailed invoice describing the services rendered, time expended and expenses incurred by  
5 Applicant during the period covered by Fee Statement.<sup>4</sup> Thus, the Fee Statements show all of  
6 Applicant's time and expenses for this Reporting Period. Copies of each of the Fee Statements  
7 are attached hereto and incorporated herein by reference for all purposes, as follows:  
8

9 **Exhibit Number** **Period Covered by Fee Statement**

10 "7" November 2004

11 "8" December 2004

12 Subsequent to delivery of the December 2004 Fee Statement, Applicant discovered an additional  
13 \$4,353.37 in expenses that were incurred in December 2004, yet not included in the December  
14 2004 Fee Statement. These additional expenses are set forth in detail on Exhibit "13."

15 12. No objections were filed with respect to Applicant's November Fee Statement,  
16 and as of the date of this Application the objection period with respect to Applicant's December  
17 Fee Statement has yet to expire. In accordance with the Interim Compensation Procedures  
18 Order, Applicant has received payments of 80% of its fees and 100% of its expenses with respect  
19 to its November 2004 Fee Statement. Applicant does not expect to receive any payments on  
20 account of its December 2004 fee statement prior to a timely consideration of this Application.  
21 The payments due to and received by Applicant on account of the November and December  
22 2004 Fee Statements are summarized as follows:  
23  
24

25 \_\_\_\_\_  
26 <sup>4</sup> As noted above, in connection with the hearing on Applicant's First Interim Application, the United States  
Trustee requested that Applicant agree to be compensated for non-working travel time at one-half of  
Applicant's regular rates. Applicant's total requested fees herein are net of reductions on account of non-  
working travel time, as set forth in each Fee Statement.

Invoice Period	Fees Invoiced	Fees Paid	Expenses Sought	Expenses Paid	Date Paid
November, 2004	\$190,807.00	(\$152,645.60)	\$19,354.49	(\$19,354.49)	1/18/2005
December, 2004	\$269,223.50	N/A	18,650.78	N/A	N/A
<b>Totals</b>	\$460,030.50	(\$152,645.60)	\$38,005.27	(\$19,354.49)	

Accordingly, for the \$460,030.50 in fees and \$38,005.27 in expenses sought by the Fifth Interim Application, Applicant has received payments of \$152,645.60 for fees and \$19,354.49 for expenses, leaving a remaining balance of \$307,384.90 for fees and \$18,650.78 for reimbursement of expenses owing. Applicant requests allowance of all amounts and seeks payment from the Debtors for the remaining balance owing for the Reporting Period as set forth herein. Any amounts received prior to the hearing on this Application on account of the December 2004 Fee Statement will be a credit on the amounts otherwise requested herein.

B. Final Application

13. The Final Application includes and seeks allowance of compensation for services in the amount of \$4,372,814.50 and reimbursement of expenses in the amount of \$212,809.56. The Final Application covers the period from the Petition Date through December 31, 2004 (the "Case Period"), as more particularly described below. The amounts sought include (i) all amounts allowed in the First Interim Order, the Second Interim Order, the Third Interim Order and the Fourth Interim Order, and (ii) the amounts sought for the Current Reporting Period as set forth in this Application. As noted above, these amounts do not include Application preparation and prosecution fees and expenses which Applicant presently estimates will ultimately total approximately \$24,386.50 and \$1,500.00, respectively. Applicant reserves the right to seek allowance and payment of these additional amounts.

14. Throughout the cases, Applicant has complied with the Interim Compensation Procedures Order with respect to the preparation, filing and service of Fee Statements and interim fee applications. Applicant herein fully incorporates the First Interim Application

1 (Docket No. 248), the Second Interim Application (Docket No. 376), the Third Interim  
2 Application (Docket No. 487) and the Fourth Interim Application (Docket No. 656)  
3 (collectively, the “Prior Applications”). Applicant requests final allowance of the amounts stated  
4 above and seeks payment from the Debtors for any remaining balance owing for the Case Period  
5 as set forth herein. Applicant also requests Court authority to apply the prepetition retainer held  
6 by Applicant in partial satisfaction of any unpaid balance due and owing to Applicant with  
7 respect to finally allowed fees and expenses.<sup>5</sup> Copies of the Prior Applications will be provided  
8 by Applicant to any party-in-interest upon request, but electronic versions are available as  
9 indicated by the Docket numbers above.  
10

11 **SUMMARY OF APPLICANT’S SERVICES AND EXPENSES**  
12 **(FIFTH INTERIM APPLICATION)**

13 15. Attached as Exhibit “9” is a summary of the attorneys and paralegals who  
14 performed services for the Debtors for which compensation is requested, and the total amounts  
15 requested for each individual during the Current Reporting Period. Exhibits “7” and “8” provide  
16 the breakdown of hours worked by timekeeper for each separate subject category.  
17

18 16. Attached as Exhibit “10” is a summary of actual expenses incurred by Applicant  
19 on behalf of the Debtors during the Current Reporting Period. The charges reflected on Exhibit  
20 “10” are intended to cover Applicant’s actual out-of-pocket costs, which are not incorporated  
21 into the Applicant’s hourly billing rates. The expenses were necessary, reasonable and justified  
22 under the circumstances with respect to Applicant’s representation of the Debtors.  
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<sup>5</sup> To the extent that allowed and unpaid fees and expenses do not exceed the amount of retainer funds held by Applicant, then Applicant will pay to the CP Liquidating Trust any such excess retainer funds.



1 -- Taxes

2 18. The following is a summary, by project category, of the services rendered during  
3 the Current Reporting Period, which services are more completely detailed in Exhibits "7" and  
4 "8."

5 **Asset Analysis and Recovery (148292)**

6 19. This category includes Applicant's services related to analysis and recovery of the  
7 Debtors' assets. Specifically, Applicant's services included work in ascertaining the Debtors'  
8 rights with respect to the "Gold Cup property" and Applicant's investigation of the  
9 circumstances of other miscellaneous property owned by the Debtors. Overall, however, time in  
10 this category was minimal during the Current Reporting Period.

11 20. This category includes 30.40 hours and requested fees in the amount of \$9,435.50.  
12 A summary of the attorneys or paralegals who performed services and for whom reimbursement  
13 is requested, and the total amounts requested for each individual, is as follows:  
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16 148292	Hourly Rate	Nov.	Dec.	Total Hours Billed	Total Compensation
17 John Sparacino	470	0.30		0.30	\$141.00
18 John C. Melissinos	445	5.30	4.30	9.60	\$4,272.00
19 Chasless Yancy-Hunter	245	10.00	10.50	20.50	\$5,022.50
20 <b>Total</b>		<b>15.60</b>	<b>14.80</b>	<b>30.40</b>	<b>\$9,435.50</b>

21 **Asset Disposition (148293)**

22 21. This category includes Applicant's services related to disposition of the Debtors'  
23 assets. Minimal activity was recorded in this category during the Current Reporting Period.  
24 Time recorded in this category related primarily to post-closing issues arising from the earlier  
25 mill sale.  
26

1           22.     This category includes 8.80 hours and requested fees in the amount of \$4,008.50.  
 2 A summary of the attorneys or paralegals who performed services and for whom reimbursement  
 3 is requested, and the total amounts requested for each individual, is as follows:

<b>148293</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Hugh Ray	590	0.60		0.60	\$354.00
John J. Sparacino	470	5.30	0.20	5.50	\$2,585.00
C. John Melissinos	445		1.50	1.50	\$667.50
Scott Olson	335	0.50	0.70	1.20	\$402.00
<b>Total</b>		<b>6.40</b>	<b>2.40</b>	<b>8.80</b>	<b>\$4,008.50</b>

**Business Operations (148294)**

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 11           23.     This category includes Applicant’s services related to the Debtors’ operations and  
 12 the impact of chapter 11 upon operations. Time recorded in this category includes work related  
 13 to a wide array of operational issues, including non-bankruptcy litigation matters, substantial  
 14 advice with respect to insurance issues and the Debtors’ insurance programs, a number of issues  
 15 relating to the anticipated post-confirmation transition of the Debtors’ operations under the Plan  
 16 (including working with creditor representatives in planning for the transition), note transfer  
 17 issues in connection with the identification of “record holders” for Plan purposes, a proposed  
 18 easement supplement agreement between the Debtors and the Washington State Department of  
 19 Natural Resources, certain environmental matters, and advice and assistance regarding SEC  
 20 reporting obligations.  
 21

22           24.     This category includes 44.80 hours and requested fees in the amount of  
 23 \$18,522.00. A summary of the attorneys or paralegals who performed services and for whom  
 24 reimbursement is requested, and the total amounts requested for each individual, is as follows:  
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<b>148294</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
John J. Sparacino	470	1.80		1.80	\$846.00
C. John Melissinos	445	24.90	8.30	33.20	\$14,774.00
W. Mark Young	440	1.80	2.00	3.80	\$1,672.00
Ardie S. Baer	305	1.20		1.20	\$366.00
Todd Strickler	180	4.80		4.80	\$864.00
<b>Total</b>		<b>34.50</b>	<b>10.30</b>	<b>44.80</b>	<b>\$18,522.00</b>

**Case Administration (148295)**

25. This category includes Applicant's services related to the general administration of the bankruptcy cases. Applicant's services recorded in this category in the Current Reporting Period include time in connection with general case monitoring, the review of the Debtors' monthly operating reports, work on notice matters and other Court requirements. Applicant also used this category to record time related to general creditor and vendor inquiries (particularly related to Plan structure, status and solicitation issues) as well as its work with respect to the Debtors' cash management system and banking arrangements.

26. This category includes 47.60 hours and requested fees in the amount of \$9,637.00. A summary of the attorneys or paralegals who performed services and for whom reimbursement is requested, and the total amounts requested for each individual, is as follows:

<b>148295</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
John J. Sparacino	470	2.30	0.80	3.10	\$1,457.00
C. John Melissinos	445	1.90	2.60	4.50	\$2,002.50
Chasless Yancy-Hunter	245	4.10	1.40	5.50	\$1,347.50
Eileen Holland	140	20.20	14.30	34.50	\$4,830.00
<b>Total</b>		<b>28.50</b>	<b>19.10</b>	<b>47.60</b>	<b>\$9,637.00</b>

**Claims Administration / Objections (148296)**

27. This category includes Applicant's services related to the administration of claims, including services related to the maintenance, review and analysis of claims registers in

1 these bankruptcy cases and the review and analysis of filed and scheduled claims in connection  
 2 with the reconciliation of claims and/or possible objections thereto. Applicant's time in this  
 3 category during the Current Reporting Period included numerous communications with the  
 4 Debtors and the Committee regarding the investigation and proposed resolution of claims.

5  
 6 28. During the Current Reporting Period, Applicant's personnel continued to work  
 7 with the Debtor to create a reconciliation spreadsheet comparing scheduled claims to filed claims  
 8 and allowing for the tracking of the status of claims. Applicant also continued to work with the  
 9 Committee's advisors, as well as those for the Term Lenders, to assess the universe of claims, to  
 10 estimate the amount of valid outstanding filed and scheduled claims, and to develop an action  
 11 plan for asserting objections to those claims that were deemed invalid. While the Committee  
 12 actually filed and prosecuted objections to claims, Applicant assisted in this process by  
 13 reviewing individual claims or groups of claims, working with the Debtors' personnel to  
 14 investigate disputed claims, and working with Committee representatives regarding the  
 15 administration process.  
 16

17 29. This category includes 25.30 hours and requested fees in the amount of \$6,968.50.  
 18 A summary of the attorneys or paralegals who performed services and for whom reimbursement  
 19 is requested, and the total amounts requested for each individual, is as follows:  
 20

<b>148296</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
John J. Sparacino	470	0.40		0.40	\$188.00
C. John Melissinos	445	1.60	1.80	3.40	\$1,513.00
Chasless Yancy-Hunter	245	18.70	2.80	21.50	\$5,267.50
<b>Total</b>		<b>20.70</b>	<b>4.60</b>	<b>25.30</b>	<b>\$6,968.50</b>

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 25 **Employee Benefits / Pensions (148297)**

26 30. This category includes Applicant's services related to employee benefits/pensions. During the Current Reporting Period, Applicant's time in this category is

1 mainly related to advising the Debtors and working with the Committee and the Term Lenders  
 2 and their respective advisors regarding the implementation of the Debtors' Key Employee  
 3 Retention Plan and Post-Petition Modified Severance Program. Also included in this category is  
 4 Applicant's advice with respect to other benefit plan issues that arose in conjunction with the  
 5 bankruptcy proceedings, including with respect to CPLP's "401(k)" plan.

6  
 7 31. This category includes 15.20 hours and requested fees in the amount of \$6,767.00.  
 8 A summary of the attorneys or paralegals who performed services and for whom reimbursement  
 9 is requested, and the total amounts requested for each individual, is as follows:

<b>148297</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
John J. Sparacino	470	1.10		1.10	\$517.00
C. John Melissinos	445	3.00	10.40	13.40	\$5,963.00
Christy Milner	410	0.70		0.70	\$287.00
<b>Total</b>		<b>4.80</b>	<b>10.40</b>	<b>15.20</b>	<b>\$6,767.00</b>

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 15 **Fee/Employment Applications (148298)**

16 32. This category includes Applicant's services related to fee/employment  
 17 applications, including Applicant's time preparing its monthly fee statements as required under  
 18 the Interim Compensation Procedures Order and Applicant's assistance of other professionals  
 19 employed by the estates in complying with the Bankruptcy Code, the Federal Rules of  
 20 Bankruptcy Procedure and the Interim Compensation Procedures Order. During the Current  
 21 Reporting Period, Applicant was required to perform the latter task in conjunction with the filing  
 22 of interim fee applications for the Fourth Reporting Period as well as notices of required monthly  
 23 fee statements. Applicant also drafted its Fourth Interim Application, the notice of fourth interim  
 24 fee applications, the Fourth Interim Order and a notice of payments made to ordinary course  
 25 professionals for the Fourth Reporting Period. Applicant's services were necessary and  
 26

1 beneficial because Applicant was required to coordinate the filing of employment and fee-related  
2 pleadings to ensure the smooth and efficient administration of the bankruptcy cases.

3 33. Applicant also recorded time related to the preparation of Applicant's amended  
4 Rule 2014 statement and the analysis of fee statements and fee applications filed by other  
5 professionals in these cases.

6  
7 34. This category includes 61.80 hours and requested fees in the amount of  
8 \$16,123.50. A summary of the attorneys or paralegals who performed services and for whom  
9 reimbursement is requested, and the total amounts requested for each individual, is as follows:

<b>148298</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Robert V. Jewell	500	0.30		0.30	\$150.00
John J. Sparacino	470	1.70	0.40	2.10	\$987.00
C. John Melissinos	445	10.30	3.50	13.80	\$6,141.00
Ardie S. Baer	305	1.10		1.10	\$335.50
Chasless Yancy-Hunter	245	9.90	20.10	30.00	\$7,350.00
Nancy K. Ediger	80	14.50		14.50	\$1,160.00
<b>Total</b>		<b>37.80</b>	<b>24.00</b>	<b>61.80</b>	<b>\$16,123.50</b>

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16 **Financing (148300)**

17 35. This category includes Applicant's services related to adequate protection, the  
18 Debtors' use of cash collateral and debtor-in-possession financing. Time recorded in this  
19 category during the Current Reporting Period relates to Applicant's work addressing various  
20 issues related to the debtor in possession financing arrangement the Debtors entered into with  
21 The CIT Group/Business Credit, Inc.

22  
23 36. This category includes 3.10 hours and requested fees in the amount of \$1,509.50.  
24 A summary of the attorneys or paralegals who performed services and for whom reimbursement  
25 is requested, and the total amounts requested for each individual, is as follows:  
26

<b>148300</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Doris Rodriguez	495	1.60	1.00	2.60	\$1,287.00
C. John Melissinos	445	0.50		0.50	\$222.50
<b>Total</b>		<b>2.10</b>	<b>1.00</b>	<b>3.10</b>	<b>\$1,509.50</b>

**Meetings of Creditors (148301)**

37. This category includes many of Applicant's services in communicating with the Committee and other creditors. In the Current Reporting Period, this category includes Applicant's time with respect to several in-person meetings and "all hands" conference calls with the Term Lenders and Committee's advisors about the formulation, finalization and prosecution of the Plan and Disclosure Statement. During the Current Reporting Period, Applicant's personnel participated in telephonic and/or in-person meetings primarily focused upon the Plan preparation, confirmation and implementation. In-person meetings included transition meetings in Portland, plan confirmation meetings in Phoenix in connection with the confirmation hearing and Plan implementation meetings at the New York offices of Noteholders' counsel. Applicant's participation in several lengthy conference calls concerning plan architecture, timing and prosecution, as well as the review of proposed Plan and Disclosure Statement revisions and ancillary documents are also recorded in this category.

38. This category includes 59.90 hours and requested fees in the amount of \$24,816.00. A summary of the attorneys or paralegals who performed services and for whom reimbursement is requested, and the total amounts requested for each individual, is as follows:

<b>148301</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
John J. Sparacino	470	7.90	11.80	19.70	\$9,259.00
C. John Melissinos	445	5.40	16.00	21.40	\$9,523.00
Sherwood O. Jones	350	3.00	10.60	13.60	\$4,760.00
Chasless Yancy-Hunter	245	5.20		5.20	\$1,274.00
<b>Total</b>		<b>21.50</b>	<b>38.40</b>	<b>59.90</b>	<b>\$24,816.00</b>

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**Plan and Disclosure Statement (148302)**

39. This category includes the majority of Applicant's services related to work on the negotiation, formulation, drafting and review of the Plan, the Disclosure Statement (and the earlier versions thereof) and the numerous ancillary documents necessary to give effect to the restructuring. Applicant also recorded time related to "due diligence" requested of the Debtors by the Term Lenders in this category, including with respect to environmental matters, contracts and, significantly, real estate matters, the latter of which were integral to the consummation of the Plan. This subject category represents a significant portion of Applicant's time in the Current Reporting Period, and reflects Applicant's substantial efforts to collaborate with the advisors to the Term Lenders and the Committee to complete, obtain Court approval and ultimately implement the joint Plan, Disclosure Statement and ancillary documents. Applicant's work has been successful. As noted above, the Plan was confirmed on December 20, 2004, and became effective on December 31, 2004.

40. Pursuant to an agreement reached in November 2003, the Debtors, the Committee and the Term Lenders began work on a consensual restructuring process that was to include a joint Chapter 11 plan and related disclosure statement. During the Current Reporting Period, Applicant and the advisors for the Term Lenders and the Committee continued their substantial push to complete the restructuring by year-end, fulfilling the parties' goal to resolve plan proceedings by then.

41. In addition to numerous meetings and conference calls with the creditors' professionals (certain of such time is recorded in the "Meetings of Creditors" category), Applicant's personnel worked to review and provide comments with respect to numerous, successive drafts of the Plan, the Disclosure Statement and voluminous ancillary documents. In

1 this regard, throughout November and December, new drafts of Plan modifications and Plan-  
2 related documents were being circulated, sometimes on an almost daily basis. In response,  
3 Applicant provided detailed suggestions on both the structure and the provisions of the various  
4 drafts of the Plan, the Disclosure Statement, the Liquidating Trust Agreement (filed as an exhibit  
5 to the Plan) and other proposed schedules and exhibits. Applicant worked to answer factual  
6 questions and to help produce a plan that would be confirmable by the Court, that would allow  
7 for the efficient resolution of the administration of the Debtors' bankruptcy cases and that would  
8 effect an appropriate and smooth transition of the tree farm assets and operations. Applicant  
9 repeatedly prepared detailed comments and proposed revisions to the various drafts, and then  
10 worked with creditors' counsel to resolve structure and drafting issues.

11  
12 42. The Plan effected a complex restructuring that included the formation of several  
13 new entities, and one of Applicant's corporate specialists worked with Applicant's bankruptcy  
14 attorneys to review the proposed structure, again making numerous suggestions with respect to  
15 corporate and securities issues that arose. In all phases of the process, Applicant worked  
16 efficiently with the creditors' counsel and advisors, as well as the Debtors and the Debtors'  
17 financial advisors, to reach agreement on the Plan and the Disclosure Statement on an expedited  
18 basis.

19  
20 43. As the consensual process proceeded, and as in previous reporting periods,  
21 counsel and the financial advisors for the Committee and Term Lenders requested information  
22 from the Debtors for use in the plan process. Applicant has used this category to record its  
23 efforts in coordinating the Debtors' numerous and multi-faceted responses to these inquiries.  
24 Also, during the Reporting Period, Applicant worked with the creditors' counsel and advisors, as  
25 well as Ball Janik LLP, the Debtors' special corporate counsel, to analyze and resolve a wide  
26

1 variety of real estate issues relating to the scope of the Debtors' timberland assets and the  
 2 preparations for the transfer of these assets to entities owned by the Term Lenders upon the  
 3 effective date of the Plan. As it was closely related to both the Plan and diligence efforts, much  
 4 of Applicant's work in this regard is also recorded in this category. All of Applicant's work was  
 5 necessary and of great benefit to the estates, as Applicant's efforts (and those of the Debtors) led  
 6 to the smooth confirmation and implementation of the Plan for the benefit of all constituencies  
 7 herein.

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 9 44. This category includes 251.40 hours and requested fees in the amount of  
 10 \$106,741.50. A summary of the attorneys or paralegals who performed services and for whom  
 11 reimbursement is requested, and the total amounts requested for each individual, is as follows:

<b>148302</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Hugh Ray	590	16.50	23.80	40.30	\$23,777.00
John J. Sparacino	470	38.00	13.50	51.50	\$24,205.00
John Melissinos	445	46.70	29.70	76.40	\$33,998.00
Sherwood O. Jones	350	30.90	9.80	40.70	\$14,245.00
Ardie S. Baer	305	1.20		1.20	\$366.00
Lidell A. Page	285	0.80		0.80	\$228.00
Chasless Yancy-Hunter	245	37.90	2.60	40.50	\$9,922.50
<b>Total</b>		<b>172.00</b>	<b>79.40</b>	<b>251.40</b>	<b>\$106,741.50</b>

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 19 **Non-Working Travel (148305)**

20 45. This category includes all of Applicant's non-working travel time recorded as  
 21 Applicant's personnel travel in connection with their representation of the Debtors. Time  
 22 recorded in this category during the Reporting Period relates to travel required of Applicant's  
 23 personnel to the Bankruptcy Court in Phoenix, to the Debtors' offices in Portland, Oregon, and to  
 24 New York City for Plan confirmation and implementation meetings.

25 46. This category includes 102.70 hours and requested fees in the amount of  
 26 \$21,379.50, or a time extension equal to only one-half Applicant's normal hourly rates. A



summary of the attorneys or paralegals who performed services and for whom reimbursement is requested, and the total amounts requested for each individual, is as follows:

<b>148305</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
John J. Sparacino	470	23.00	17.30	40.30	\$18,941.00
C. John Melissinos	445	12.10	23.20	35.30	\$15,708.50
Sherwood O. Jones	350		14.00	14.00	\$4,900.00
Chasless Yancy-Hunter	245	13.10		13.10	\$3,209.50
<b>Sub-Total</b>		<b>48.20</b>	<b>54.50</b>	<b>102.70</b>	<b>\$42,759.00</b>
<b>Less Travel Adjustment</b>					<b>(\$21,379.50)</b>
<b>Total</b>					<b>\$21,379.50</b>

**Communications/Meetings with Debtors (148306)**

47. This category includes all of Applicant’s services related to communication and/or meetings with the senior officers of the Debtors and the Board of Control of the general partner of CPLP. Specifically, Applicant’s services included preparation and participation in Board of Control meetings, general communications with the Debtors’ senior management and the transmission of information regarding the bankruptcy cases to the Debtors.

48. This category includes 53.60 hours and requested fees in the amount of \$22,884.00. A summary of the attorneys or paralegals who performed services and for whom reimbursement is requested, and the total amounts requested for each individual, is as follows:

<b>148306</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Hugh M. Ray	590	2.00		2.00	\$1,180.00
Robert V. Jewell	500	0.30	0.60	0.90	\$450.00
John J. Sparacino	470	15.50	3.40	18.90	\$8,883.00
C. John Melissinos	445	9.30	13.60	22.90	\$10,190.50
Chasless Yancy-Hunter	245	7.90	1.00	8.90	\$2,180.50
<b>Total</b>		<b>35.00</b>	<b>18.60</b>	<b>53.60</b>	<b>\$22,884.00</b>

1 **Court Attendance and Preparation (148307)**

2 49. This category includes Applicant's services related to court attendance and  
3 preparation for hearings, not otherwise included in other project categories. Specifically,  
4 Applicant's services recorded in this project category include preparation for and attendance at  
5 the hearings held in November and December with respect to the approval of the Disclosure  
6 Statement, confirmation of the Plan and related matters.

7  
8 50. This category includes 30.10 hours and requested fees in the amount of  
9 \$13,272.00. A summary of the attorneys or paralegals who performed services and for whom  
10 reimbursement is requested, and the total amounts requested for each individual, is as follows:

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12 <b>148307</b>	<b>Hourly</b>			<b>Total</b>	<b>Total</b>
	<b>Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Hours</b>	<b>Compensation</b>
13 John J. Sparacino	470	7.80	8.10	15.90	\$7,473.00
14 C. John Melissinos	445	5.80	5.80	11.60	\$5,162.00
15 Chasless Yancy-Hunter	245		2.60	2.60	\$637.00
16 <b>Total</b>		<b>13.60</b>	<b>16.50</b>	<b>30.10</b>	<b>\$13,272.00</b>

17 **Executory Contracts/Unexpired Leases (148308)**

18 51. This category includes Applicant's services related to executory contracts and  
19 unexpired leases, including in some cases motion practice relating to them. Specifically,  
20 Applicant's services generally included representing the Debtors in issues relating to equipment  
21 leases, executory contracts and nonresidential leases that arose during the Reporting Period.

22 52. During the Current Reporting Period, Applicant continued its work on the global  
23 resolution of matters associated with the Debtors' former mill in Bonners Ferry, Idaho.  
24 Applicant negotiated and drafted an agreement among a number of interested parties and  
25 prepared an approval motion. The Court-approved resolution, which included a release and  
26 waiver of potentially significant claims against CPLP and facilitated Plan implementation,

1 provided a substantial benefit to the estates and, indeed, paved the way for a smooth  
2 confirmation of the Plan.

3 53. Applicant's services also included work related to a previously-filed motion to  
4 reject certain timber contracts. In this regard, during the Current Reporting Period, Applicant  
5 worked to finalize agreements providing for the rejection of perpetuation contracts with Bow Hill  
6 Mill and Northwest Hardwoods and the entry into new agreements with these entities. The  
7 motion was resolved with respect to each in a manner that was appropriate in light of the  
8 transactions contemplated under the Plan.

9  
10 54. Also recorded in this category is Applicant's time related to work with respect to  
11 CPLP's arena suite agreement and CPLP's primary office lease in Portland. Applicant's work  
12 resulted in a favorable resolution of rejection proceedings with respect to the arena suite  
13 agreement. Applicant also provided substantial services related to a number of vehicle leases.

14  
15 55. This category includes 87.50 hours and requested fees in the amount of  
16 \$38,252.50. A summary of the attorneys or paralegals who performed services and for whom  
17 reimbursement is requested, and the total amounts requested for each individual, is as follows:

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19  
20  
21  
22  
23

<b>148308</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Hugh M. Ray	590	0.50	8.60	9.10	\$5,369.00
John J. Sparacino	470	17.20	12.10	29.30	\$13,771.00
C. John Melissinos	445	13.20	21.60	34.80	\$15,486.00
Jon L. Dalberg	440	0.20		0.20	\$88.00
Ardie S. Baer	305	1.40		1.40	\$427.00
Chasless Yancy-Hunter	245	1.50	11.20	12.70	\$3,111.50
<b>Total</b>		<b>34.00</b>	<b>53.50</b>	<b>87.50</b>	<b>\$38,252.50</b>

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26

**Restructuring Issues (149188)**

56. This category includes Applicant's services related to general restructuring issues.  
Applicant's services have generally included review, analysis and advice with respect to various

1 restructuring alternatives, transition matters and plan implementation. During the Current  
 2 Reporting Period, the vast majority of Applicant's services in this category related to relatively  
 3 complicated and intricate transition and wind-down issues. As discussed, the Plan provided for  
 4 the transfer of the tree farm assets and operations to newly-created entities owned by the secured  
 5 lenders, and all other assets were transferred to a liquidating trust. In this regard, it was  
 6 anticipated throughout the Current Reporting Period that the Debtors' home office in Portland,  
 7 Oregon would close on the Plan effective date of December 31, 2004. Thus, transition and wind-  
 8 down issues were dealt with on virtually a daily basis during the Current Reporting Period to  
 9 ensure that there would be a smooth transition and home office close-down. Applicant was  
 10 required to coordinate its efforts with the Debtors' senior management, the Debtors' other  
 11 professionals, and professionals for the Plan co-proponents, and Applicant's work in this regard  
 12 is set forth in this category. With the benefit of hindsight, Applicant is able to state that a smooth  
 13 and efficient transition and wind-down occurred, resulting in a substantial benefit to the Debtors'  
 14 estates, as well as to the new entities created under the Plan.

15  
 16  
 17 57. This category includes 93.20 hours and requested fees in the amount of  
 18 \$42,515.50. A summary of the attorneys or paralegals who performed services and for whom  
 19 reimbursement is requested, and the total amounts requested for each individual, is as follows:

<b>149188</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Hugh M. Ray	590	2.20	5.50	7.70	\$4,543.00
John J. Sparacino	470	10.10	34.70	44.80	\$21,056.00
C. John Melissinos	445		28.50	28.50	\$12,682.50
Sherwood O. Jones	350		12.00	12.00	\$4,200.00
John W. McCarver	170		0.20	0.20	\$34.00
<b>Total</b>		<b>12.30</b>	<b>80.90</b>	<b>93.20</b>	<b>\$42,515.50</b>

**Motion Preparation and Opposition (149189)**

1  
2           58.     This category includes Applicant’s services related to preparation of pleadings  
3 filed with the Court on the Debtors’ behalf. Applicant’s services included the preparation of  
4 miscellaneous motions and briefs required in Applicant’s representation of the Debtors as well as  
5 general motion practice before the Bankruptcy Court. During the Current Reporting Period,  
6 Applicant prepared a number of miscellaneous pleadings including pleadings relating to the  
7 Ochoco and other asset dispositions.  
8

9           59.     However, the majority of the work performed in this category during the Current  
10 Reporting Period was attributable to Applicant’s preparation, negotiating and filing of the  
11 confirmation-related pleadings including the Plan proponents’ confirmation brief and a  
12 declaration in support of confirmation. Applicant had primary responsibility for drafting this  
13 brief (with input from the co-proponents), which addressed the wide array of legal and factual  
14 issues that had to be addressed by the Court in connection with the requested confirmation of the  
15 Plan. The brief further addressed certain objections that were informally and formally asserted  
16 to confirmation. The brief and the declaration provided a guide to the Court and parties-in-  
17 interest as to the Plan’s satisfaction of the Bankruptcy Code requirements for plan confirmation.  
18 In light of the size and complexity of these cases and the restructuring, Applicant’s efforts  
19 included legal research on several confirmation issues. Applicant further took the lead in  
20 drafting the Plan confirmation order. The Plan’s complexity heightened the need for a clear and  
21 concise confirmation order. This drafting and negotiating process was necessarily fluid as  
22 objections to the Plan were raised and resolved and as the Plan was modified. Applicant  
23 smoothly handled these issues and succeeded in finalizing the order on an expedited timetable to  
24  
25  
26

1 permit a year-end effective date. Applicant further prepared numerous other plan-related  
 2 pleadings, including notices.

3 60. Applicant's work in this category also included preparation of pleadings relating  
 4 to the Bonners Ferry mill. These pleadings (including a motion and approval order) resulted in  
 5 the approval (on an expedited basis) and implementation of an agreement regarding the Bonners  
 6 Ferry mill that was highly advantageous to the estates, and greatly facilitated the confirmation  
 7 process. Applicant's efforts drove this successful and beneficial result.

8  
 9 61. This category includes 316.10 hours and requested fees in the amount of  
 10 \$108,247.50. A summary of the attorneys or paralegals who performed services and for whom  
 11 reimbursement is requested, and the total amounts requested for each individual, is as follows:

<b>149189</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Hugh M. Ray	590		2.30	2.30	\$1,357.00
John J. Sparacino	470	3.50	91.40	94.90	\$44,603.00
C. John Melissinos	445	6.30	21.50	27.80	\$12,371.00
Jon L. Dalberg	440		0.20	0.20	\$88.00
Ardie S. Baer	305	0.90		0.90	\$274.50
Lidell A. Page	285		75.10	75.10	\$21,403.50
Chasless Yancy-Hunter	245	22.70	92.20	114.90	\$28,150.50
<b>Total</b>		<b>33.40</b>	<b>282.70</b>	<b>316.10</b>	<b>\$108,247.50</b>

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 19 **Taxes (149190)**

20 62. This category includes all of Applicant's services related to tax-related issues.  
 21 Specifically, Applicant's services included work on the tax aspects of the Debtors'  
 22 reorganization, including operational tax issues, review of (and in some cases response to) claims  
 23 asserted by various state, county and municipal taxing authorities and analysis of whether or not  
 24 certain taxes that fell due after the Petition Date were properly treated as prepetition or  
 25 postpetition claims. Also included in this category is the time related to the review by  
 26 Applicant's tax professionals of drafts of the Plan and the ancillary documents related to them.

1           63.     This category includes 21.20 hours and requested fees in the amount of \$8,950.50.  
2 A summary of the attorneys or paralegals who performed services and for whom reimbursement  
3 is requested, and the total amounts requested for each individual, is as follows:

<b>149190</b>	<b>Hourly Rate</b>	<b>Nov.</b>	<b>Dec.</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Thomas W. Ford	585	0.60		0.60	\$351.00
C. John Melissinos	445	2.00	7.90	9.90	\$4,405.50
Allison D. Mantor	410	8.90		8.90	\$3,649.00
Adrian S. Baer	305	1.70		1.70	\$518.50
William B. Freeman	265	0.10		0.10	\$26.50
<b>Total</b>		<b>13.30</b>	<b>7.90</b>	<b>21.20</b>	<b>\$8,950.50</b>

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10           **SUMMARY OF APPLICANT'S SERVICES AND EXPENSES**  
11                           **(FINAL APPLICATION)**

12           64.     Attached as Exhibit "11" is a summary of the attorneys and paralegals who  
13 performed services for the Debtors during the Case Period for which compensation is requested,  
14 and the total amounts requested for each individual (net of amounts waived with respect to the  
15 First Interim application as described above). Exhibit "11" reflects the attorneys and paralegals  
16 that performed services during the Case Period with total compensation requested for each  
17 individual in each project category.

18           65.     Attached as Exhibit "12" is a summary of actual expenses incurred by Applicant  
19 on behalf of the Debtors during the Case Period (net of amounts removed from the First Interim  
20 Application expense amounts as described above). The charges reflected on Exhibit "12" are  
21 intended to cover Applicant's actual out-of-pocket costs, which are not incorporated into the  
22 Applicant's hourly billing rates. The expenses were necessary, reasonable and justified under  
23 the circumstances with respect to Applicant's representation of the Debtors.  
24  
25  
26

**SUMMARY OF PROJECTS/ACTIVITIES**  
**(FINAL APPLICATION)**

1  
2  
3 66. Throughout the Case Period, Applicant served as general bankruptcy counsel to  
4 the Debtors. In this role, Applicant, in coordination with the other professionals retained on  
5 behalf of the Debtors, provided legal counsel and assistance to the Debtors during the chapter 11  
6 process on a wide variety of issues and matters in furtherance of the Debtors' restructuring and  
7 eventual plan confirmation. Applicant submits that its work helped the Debtors enhance the  
8 value of their estates resulting in a greater return to creditors and corresponding benefit than  
9 might otherwise have been received.

10  
11 67. In the days and weeks following the Petition Date, Applicant worked closely with  
12 the Debtors to stabilize operations. This included the negotiation, finalization and Court  
13 approval of a postpetition financing facility and, after significant negotiation and motion  
14 practice, an adequate protection agreement with the Debtors' prepetition lenders with respect to  
15 their collateral interest in much of the Debtors' property. These and other factors served to  
16 enhance the Debtors' postpetition operations – operations that were generally profitable  
17 throughout the course of these cases – allowing all constituencies to complete the restructuring.

18  
19 68. Applicant further represented and advised the Debtors in continued lender  
20 negotiations that had begun prior to the Petition Date. These discussions ultimately led to an  
21 agreement in principle in late 2003 with the Debtors' creditor constituents regarding a  
22 consensual restructuring process designed to realize value on account of the Debtors' assets for  
23 creditors. This process was to include the investigation and potential consummation of asset  
24 sales and a negotiated chapter 11 plan.

25  
26 69. The sales that followed were highly successful. Applicant assisted the Debtors in  
the negotiation, documentation and Court approval of asset sales relating to the Debtors' Las



1 Vegas operations, Reno operations, Phoenix-area operations, as well as the sawmill facilities and  
2 operations that comprised the Debtors' "manufacturing segment." In furtherance of these sales,  
3 Applicant worked closely with the Debtors' financial advisor and other counsel both with respect  
4 to the marketing of the assets and with respect to rapidly and efficiently obtaining Court approval  
5 of the transactions. Applicant brought all of its resources to bear on these matters, significantly  
6 benefiting creditors.

7  
8 70. Throughout this entire process, Applicant continued to work with creditor  
9 representatives regarding the terms of a consensual chapter 11 plan. The plan process included a  
10 complex plan structure embodied in innumerable plan drafts and including extensive review,  
11 drafting and negotiation services on the part of Applicant. Applicant worked, literally cross-  
12 country, to help bring this process to fruition. The resulting Plan effected the transition of  
13 CPLP's tree farm assets and operations to newly created entities owned by CPLP's secured  
14 lenders, and resolved other significant issues, including notably the Bonners Ferry lease issues.

15  
16 71. In sum, these cases succeeded in delivering value to the Debtors' creditors while  
17 preserving on-going business operations, and Applicant's efforts were a key part of this outcome.  
18 Accordingly, Applicant submits that its services on behalf of the Debtors have provided  
19 significant benefit to the Debtors, their estates and creditors of the Debtors, and that it should be  
20 awarded all of its requested fees herein.

21  
22 72. A more detailed summary and description of the services rendered and results  
23 achieved by Applicant during the Case Period is set forth in each of the Prior Applications that  
24 are incorporated herein by reference. The Prior Applications further identify each attorney or  
25 paralegal that performed services for which compensation is sought broken down by particular  
26 project category.





1 the amount of \$4,372,814.50 and reimbursement of expenses in the amount of \$212,809.56  
2 incurred during the Case Period.<sup>6</sup> To the extent necessary, Applicant further seeks an order  
3 authorizing Applicant to apply retainer funds held by Applicant and/or directing the CP  
4 Liquidating Trust to pay to Applicant to the extent of any allowed and previously unpaid  
5 amounts.

6  
7 **PRAYER**

8 WHEREFORE, Applicant respectfully prays that Applicant be allowed and awarded  
9 (i) compensation for fees for the period from November 1, 2004 through December 31, 2004 in  
10 the sum of \$460,030.50; (ii) the sum of \$38,005.27 as reimbursement for actual and necessary  
11 expenses for the period of November 1, 2004 through December 31, 2004; (iii) compensation for  
12 fees for the period from June 29, 2003 through December 31, 2004 in the sum of \$4,372,814.50;  
13 and (iv) the sum of \$212,809.56 as reimbursement for actual and necessary expenses for the  
14 period of June 29, 2003 through December 31, 2004. Applicant reserves the right to seek  
15 additional amounts relating to the preparation and prosecution of this Application as discussed  
16 above. Applicant further prays that after deduction of the fees and expenses that have already  
17 been paid to Applicant pursuant to the Interim Compensation Procedures Order, the Court order  
18 the payment of the balance of compensation and reimbursement of expenses allowed herein to  
19 Applicant, or that Applicant be permitted to apply the retainer it holds to such outstanding  
20 amounts. Applicant further prays for any and all further relief to which Applicant is justly  
21 entitled.  
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23  
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25

26 <sup>6</sup> As noted earlier, Applicant reserves the right to seek additional amounts for Application preparation and prosecution fees and expenses that Applicant presently estimates will total approximately \$24,386.50 and \$1,500.00, respectively.

1 Dated this 11th day of February, 2005

2 Respectfully Submitted,  
3 CP ACQUISITION CO., *et al.*,

4 Debtors and Debtors-in-Possession

5 By: John J. Sparacino, TBA #18873700  
6 One of Their Attorneys

7 ANDREWS KURTH LLP  
8 Hugh M. Ray  
9 John J. Sparacino  
10 C. John M. Melissinos  
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17 Attorneys for Debtors

18 Copy of the foregoing sent by e-mail  
19 this 11th day of February, 2005, to:

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29 Telephone: 602-640-2100  
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Counsel for the Committee

14  
15 /s/ Tina C. Tisby  
Tina C. Tisby

**FILED**

JUN 30 2003

UNITED STATES  
BANKRUPTCY COURT  
FOR THE DISTRICT OF ARIZONA

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF ARIZONA

In re

CP ACQUISITION CO., *et al.*,

Debtors.

Chapter 11 Proceedings

Case No. 03-11258-PHX-RJH

(Jointly Administered with Cases No.  
03-11259-PHX-RJH through  
03-11263-PHX-RJH)

**THIS FILING APPLIES TO:**

- ALL DEBTORS  
 SPECIFIED DEBTORS

**ORDER AUTHORIZING THE EMPLOYMENT OF  
ANDREWS & KURTH L.L.P., *NUNC PRO TUNC*, AS  
DEBTORS' BANKRUPTCY COUNSEL PURSUANT TO  
SECTIONS 327(a), 328(a) AND 504 OF THE BANKRUPTCY CODE**

CAME ON FOR CONSIDERATION the Application for Order Authorizing the Employment of Andrews & Kurth L.L.P. ("A&K"), *Nunc Pro Tunc*, as Debtors' Bankruptcy Counsel Pursuant to Sections 327(a), 328(a) and 504 of the Bankruptcy Code (the "Application") filed by the above-captioned debtors and debtors-in-possession (the "Debtors"). After considering the Application and the Statement and Declaration of Andrews & Kurth L.L.P. and Affidavit of Robert V. Jewell Pursuant to Bankruptcy Rules 2014 and 2016(b) and Bankruptcy



1 Code Sections 327, 329 and 504 (the "Rule 2014 Statement"), the Court finds that (i) A&K does  
2 not represent or hold an interest adverse to the Debtors' estates with respect to the matters upon  
3 which the Firm is to be engaged; (ii) A&K is qualified to represent the Debtors under section  
4 327(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the  
5 "Bankruptcy Code"); (iii) A&K's employment would best serve the interests of the Debtors and  
6 their estates; and (iv) the terms of A&K's employment, including hourly rates of counsel and  
7 expense reimbursement policies, have been disclosed and are reasonable under the  
8 circumstances. It is therefore

10 ORDERED that, pursuant to sections 327(a), 328(a) and 504 of the Bankruptcy Code and  
11 Bankruptcy Rule 2014, the Debtors are authorized to retain and employ the law firm of A&K to  
12 represent the Debtors in the above-captioned Chapter 11 cases as bankruptcy counsel, *nunc pro*  
13 *tunc* to June 29, 2003, upon the terms and conditions of the employment set forth in the  
14 Application; and it is further

16 ORDERED that the Debtors shall give notice of the terms and effect of this Order by  
17 mailing a copy of this Order and the Rule 2014 Statement (unless previously served) to the  
18 parties on the Master Service List; and it is further

19 ORDERED that any objection by any party that A&K is precluded from representing the  
20 Debtors in these Chapter 11 cases under section 327(a) of the Bankruptcy Code that arises from a  
21 connection disclosed in the Rule 2014 Statement shall be made within ~~fifteen (15) days of~~  
22 *thirty (30) days of appointment of a creditors committee*  
23 ~~service of this Order~~; and it is further

1 ORDERED that all compensation for services rendered and reimbursement for expenses  
2 incurred during these Chapter 11 cases shall be paid as provided by order of this Court.

3 DATED this 30<sup>th</sup> day of June, 2003.  
4

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6   
7 HONORABLE RANDOLPH J. HAINES  
8 UNITED STATES BANKRUPTCY JUDGE  
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18 Attorneys for CP Acquisition Co., *et al.*  
19 Debtors and Debtors-in-Possession

20 UNITED STATES BANKRUPTCY COURT  
21 DISTRICT OF ARIZONA

22 In re:

23 CP ACQUISITION CO., *et al.*,

24 Debtors.

25 Chapter 11 Proceedings

26 Case No. 03-11258-PHX-RJH

(Jointly Administered with Case  
Nos. 03-11259-PHX-RJH through  
03-11263-PHX-RJH)

27 THIS FILING APPLIES TO:

- 28  ALL DEBTORS  
29  SPECIFIED DEBTORS

30 ADMINISTRATIVE ORDER UNDER 11 U.S.C. §§ 105(a), 330, 331 AND 503  
31 ESTABLISHING PROCEDURES FOR COMPENSATION AND REIMBURSEMENT OF  
32 PROFESSIONALS AND REIMBURSEMENT OF COMMITTEE MEMBERS

33 Upon the motion of the above-captioned debtors and debtors-in-possession (the  
34 “Debtors”), for entry of an order under 11 U.S.C. §§ 105(a), 330, 331 and 503 establishing

FILED

AUG 21 2003

UNITED STATES  
BANKRUPTCY COURT  
FOR THE DISTRICT OF ARIZONA

1 procedures for the compensation of fees and reimbursement of expenses of court-approved  
2 professionals for the Debtors and any statutory committee(s), including the Official Joint  
3 Committee of Unsecured Creditors in these cases (the "Committee"), (the "Professionals") as  
4 well as procedures for the reimbursement of expenses of statutory committee members; and the  
5 Court having determined that the relief requested in the Motion is in the best interests of the  
6 Debtors, their estates and creditors; and it appearing that proper and adequate notice has been  
7 given and that no other or further notice is necessary; and upon the record herein; and after due  
8 deliberation thereon; and good and sufficient cause appearing therefor, it is hereby  
9

10 ORDERED, ADJUDGED AND DECREED THAT:

11 1. The Motion is GRANTED.

12 2. Except as otherwise provided in Court orders authorizing the retention of specific  
13 Professionals, and except with respect to "Ordinary Course Professionals," all Professionals in  
14 this case may seek monthly, interim and final compensation in accordance with the following  
15 procedures (the "Procedures"):  
16

17 (a) On or before the 25th day of each month following the month for which  
18 compensation is sought, each Professional shall prepare a monthly statement of all fees  
19 for services rendered and costs incurred during the preceding month (the "Monthly Fee  
20 Statement"), which Monthly Fee Statement shall include detailed itemizations of the  
21 services rendered and hours expended by matter and timekeeper, and a summary  
22 statement of the status of prior compensation requests, but which Monthly Fee Statement  
23 need not include the narrative discussion generally included in interim fee applications or  
24 a notarized certification of the Professional. The first Monthly Fee Statement shall be  
25  
26

1 filed on or before August 25, 2003 and shall cover all fees and expenses incurred during  
2 the period from the Petition Date through July 31, 2003.

3 (b) The Monthly Fee Statement shall be filed with the Court and served on the  
4 following parties (collectively, the "Notice Parties"): (i) the Debtor, Crown Pacific  
5 Limited Partnership, 805 S.W. Broadway, Suite 1500, Portland, Oregon 97205 (Attn:  
6 Steven E. Dietrich); (ii) Andrews & Kurth L.L.P., Counsel to the Debtors, 600 Travis,  
7 Suite 4200, Houston, Texas 77002 (Attn: John J. Sparacino) and Osborn Maledon, P.A.,  
8 2929 North Central Avenue, Suite 2100, Phoenix, AZ 85012-2794 (Attn: C. Taylor  
9 Ashworth); (iii) counsel to the Committee, Mesch, Clark & Rothschild, P.C., 259 N.  
10 Meyer Avenue, Tucson, AZ 85701 (Attn: Brenda Moody Whinery); (iv) counsel to  
11 BOA, Moore & Van Allen, 100 N. Tryon St., Suite 4700, Charlotte, North Carolina  
12 28202 (Attn: David L. Eades) and Snell & Wilmer L.L.P., One Arizona Center, Phoenix,  
13 Arizona 85004-2202 (Attn: Donald Gaffney); (v) counsel to the Noteholders, Debevoise  
14 & Plimpton, 919 Third Avenue, New York, NY 10022 (Attn: Peter Borowitz) and Lewis  
15 and Roca LLP, 40 N. Central Ave., Phoenix, AZ 85004-4429 (Attn: Susan Freeman);  
16 and (vi) the Office of the United States Trustee, P.O. Box 36170, Phoenix, AZ 85067-  
17 6170 (Attn: Trudy A. Nowak).

18 (c) Each Notice Party shall have twenty (20) days after service of a Monthly  
19 Fee Statement to object thereto (the "Objection Deadline"). Any objections to a Monthly  
20 Fee Statement shall set forth the nature of the objection and the specific amount of fees  
21 and/or costs at issue and shall be filed with the Court and served so as to be received on  
22 or before the Objection Deadline by (i) the Professional whose statement is objected to,  
23 and (ii) the other Notice Parties.  
24  
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1 (d) If none of the Notice Parties objects to a Monthly Fee Statement on or  
2 before the Objection Deadline, then the Debtors shall be authorized to pay each  
3 Professional eighty percent (80%) of the fees and one hundred percent (100%) of the  
4 expenses requested in the Monthly Fee Statement. If an objection to a Monthly Fee  
5 Statement is received, then the objecting party and the affected Professional may attempt  
6 to resolve the objection on a consensual basis. If the parties are unable to reach a  
7 resolution of the objection, the affected Professional may either: (i) file a request for  
8 payment with the Court, which request shall be heard at a date and time as set by the  
9 Court; or (ii) forego payment of the disputed amount until the next interim or final fee  
10 application hearing, at which time the Court shall consider and dispose of the objection.  
11 Even where an objection is received, the Debtors shall be authorized to pay eighty  
12 percent (80%) of the fees and one hundred percent (100%) of the reimbursements  
13 requested that are not the subject of the objection.  
14  
15

16 (e) Thereafter, at four-month intervals (or at such other intervals as are  
17 convenient to the Court), each of the Professionals must file with the Court and serve on  
18 the Notice Parties an interim fee application (an "Interim Fee Application") for Court  
19 approval of the compensation and reimbursement of expenses sought in the Monthly Fee  
20 Statements filed during the prior four-month period (the "Interim Fee Period"). In  
21 addition, each Professional shall serve notice of its Interim Fee Application on all parties  
22 that have entered their appearance pursuant to Fed. R. Bankr. P. 2002 (g) (the "Rule 2002  
23 Parties"). Such notice shall include (i) the name of the Professional seeking  
24 compensation, (ii) the Interim Fee Period for which compensation of fees and  
25 reimbursement of expenses is being sought, (iii) the amount of fees and expenses paid  
26

1 pursuant to these Procedures during the Interim Fee Period and (iv) the amount of fees  
2 and expenses being sought pursuant to the Interim Fee Application.

3 (f) Each Professional must file its first Interim Fee Application on or before  
4 November 30, 2003, and the first Interim Fee Application should cover the Interim Fee  
5 Period from the Petition Date through and including October 31, 2003. Thereafter,  
6 Interim Fee Applications shall be due on or before the last day of the month following the  
7 end of the four-month Interim Fee Period for which interim approval of compensation  
8 and reimbursement is sought.  
9

10 (g) Any Professional that fails to file an Interim Fee Application when due  
11 shall be ineligible to receive further interim payments of fees or expenses under these  
12 Procedures until such time as a further Interim Fee Application is submitted by the  
13 Professional.  
14

15 (h) After the date on which Interim Fee Applications are due, the Debtors  
16 shall request that the Court schedule a hearing on the Interim Fee Applications that have  
17 been filed. Upon allowance by the Court of a Professional's Interim Fee Application, the  
18 Debtors promptly shall pay such Professional all fees (including the twenty percent  
19 (20%) holdback described above) and expenses not previously paid pursuant to the  
20 Monthly Fee Statements, subject to the Debtors' or any party-in-interest's normal right to  
21 contest the fees and expenses requested in such Interim Fee Application.  
22

23 (i) The pendency of an objection to payment of compensation or  
24 reimbursement of expenses shall not disqualify a Professional from the future payment of  
25 *compensation or reimbursement of expenses.*  
26

1 (j) Neither (i) the payment of or the failure to pay, in whole or in part,  
2 monthly or interim compensation and reimbursement of expenses under these Procedures  
3 nor (ii) the filing of or failure to file an objection will bind any party-in-interest or the  
4 Court with respect to the allowance of interim or final applications for compensation and  
5 reimbursement of expenses of Professionals. All fees and expenses paid to Professionals  
6 under these Procedures are subject to disgorgement until final allowance by the Court.  
7

8 (k) The Professionals shall file applications for final allowance of  
9 compensation and reimbursement of expenses by such deadline as may be established in  
10 a confirmed plan of reorganization or order of the Court, or at the termination of a  
11 Professional's employment by the Debtors if such termination occurs prior to the  
12 establishment of a deadline for submitting final fee applications. Such final fee  
13 applications shall be served upon the Notice Parties and the Rule 2002 Parties.  
14

15 (l) All time periods referenced in these Procedures shall be calculated in  
16 accordance with Fed. R. Bankr. P. 9006(a).

17 3. Each member of the Committee may submit statements of expenses (excluding  
18 Committee member professional fees and expenses) and supporting vouchers to counsel for the  
19 Committee, who shall collect and file such requests for reimbursement in accordance with the  
20 foregoing Procedures for monthly, interim and final compensation and reimbursement of  
21 Professionals.  
22

23 4. Compliance with the Procedures set forth above shall be deemed sufficient and  
24 adequate notice of monthly fee statements and interim and final fee applications and any  
25 hearings thereon under the applicable provisions of the Bankruptcy Code, Federal Rules of  
26 Bankruptcy Procedure and the Local Rules of this Court.







IT IS HEREBY ADJUDGED  
and DECREED this is SO  
ORDERED.

The party obtaining this order is responsible for  
noticing it pursuant to Local Rule 9022-1.

Dated: January 07, 2004

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Attorneys for CP Acquisition Co., *et al.*  
Debtors and Debtors-in-Possession

*Randolph J. Haines*

**RANDOLPH J. HAINES**  
U.S. Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF ARIZONA**

**In re:**

**CP ACQUISITION CO., *et al.***

**Debtors.**

**Chapter 11 Proceedings**

**Case No. 03-11258-PHX-RJH**

**(Jointly Administered with Case Nos.  
03-11259-PHX-RJH through 03-11263-  
PHX-RJH)**

**THIS FILING APPLIES TO:**

- ALL DEBTORS**
- SPECIFIED DEBTORS**

**ORDER GRANTING FIRST INTERIM  
FEE APPLICATIONS AND  
AUTHORIZING PAYMENT OF  
ALLOWED FEES AND COSTS**

Date: **January 6, 2004**  
Time: **2:30 p.m.**  
Place: **11th Floor, Ctrm. # 3**

1 CAME ON FOR CONSIDERATION the first interim fee applications (collectively, the  
2 "Fee Applications") for the period June 29, 2003 through October 31, 2003 (the "First Interim  
3 Fee Period") filed by: (a) Andrews Kurth LLP, as general bankruptcy counsel to the Debtors;  
4 (b) Osborn Maledon, P.A., co-counsel to the Debtors; (c) The Blackstone Group L.P., as  
5 financial advisor to the Debtors; (d) Ball Janik LLP, as special corporate counsel to the Debtors;  
6 (e) Zender Thurston, P.S., as special resource and litigation counsel to the Debtors;  
7 (f) PriceWaterhouseCoopers LLP, as accountants, auditors, and tax advisors to the Debtors; and  
8 (g) Mesch, Clark & Rothschild, P.C., as counsel to the Official Joint Committee of Unsecured  
9 Creditors (the "Committee"); and no objections having been made, and it appearing that proper  
10 and adequate notice has been given and that no further notice is necessary; and upon the record  
11 herein; and after due deliberation thereon; and good and sufficient cause appearing therefore;

12  
13  
14 IT IS HEREBY FOUND, ORDERED, ADJUDGED AND DECREED that:

15 1. Andrews Kurth LLP ("AK")

16 (a) AK is awarded interim compensation for services rendered as general  
17 bankruptcy counsel to the Debtors in the total amount of \$1,043,512.00; and

18 (b) AK is awarded reimbursement of expenses in the total amount of  
19 \$40,915.48.

20 2. Osborn Maledon, P.A. ("Osborn")

21 (a) Osborn is awarded interim compensation for services rendered as co-  
22 counsel to the Debtors in the total amount of \$70,129.00; and

23 (b) Osborn is awarded reimbursement of expenses in the total amount of  
24 \$12,549.34.  
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///

1           3.     The Blackstone Group L.P. ("Blackstone")

2           (a)     Blackstone is awarded interim compensation for services rendered as  
3 financial advisors to the Debtors in the total amount of \$610,000.00; and

4           (b)     Blackstone is awarded reimbursement of expenses in the total amount of  
5 \$22,522.85.

6           4.     PriceWaterhouseCoopers LLP ("PWC")

7           (a)     PWC is awarded interim compensation for services rendered as tax and  
8 audit accountants to the Debtors in the total amount of \$150,133.65; and

9           (b)     PWC is awarded reimbursement of expenses in the total amount of  
10 \$4,280.65.

11           5.     Ball Janik LLP ("Ball Janik")

12           (a)     Ball Janik is awarded interim compensation for services rendered as  
13 special corporate counsel to the Debtors in the total amount of \$29,921.50; and

14           (b)     Ball Janik is awarded reimbursement of expenses in the total amount of  
15 \$1,514.20.

16           6.     Zender Thurston, P.S. ("Zender Thurston")

17           (a)     Zender Thurston is awarded interim compensation for services rendered as  
18 special resource and litigation counsel to the Debtors in the total amount of \$85,075.50; and

19           (b)     Zender Thurston is awarded reimbursement of expenses in the total  
20 amount of \$1,669.74.

21           7.     Mesch Clark & Rothschild P.C. ("MCR")

22           (a)     MCR is awarded interim compensation for services rendered as counsel to  
23 the Committee in the total amount of \$123,990.00; and  
24

1 (b) MCR is awarded reimbursement of expenses in the total amount of  
2 \$7,540.01.

3 8. The Debtors are authorized and directed to pay all previously unpaid fees and  
4 expenses of the professionals identified above for the First Interim Fee Period as allowed  
5 pursuant to this Order upon entry of this Order.

6 9. To the extent the allowed fees and costs in these jointly administered cases are  
7 paid only by Crown Pacific Limited Partnership, this Order may be superseded by further order  
8 of the Court, upon motion of any party in interest, including any Chapter 7 trustee appointed in  
9 the event of conversion, which provides for appropriate allocation of fees and costs among the  
10 various debtors and also provides for disgorgement of any fees and costs paid by Crown Pacific  
11 Limited Partnership for services and expenses of the other debtors, if appropriate.  
12

13 DATED this \_\_\_\_ day of January, 2004.  
14

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16 \_\_\_\_\_  
17 RANDOLPH J. HAINES  
18 UNITED STATES BANKRUPTCY JUDGE  
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**IT IS HEREBY ADJUDGED  
and DECREED this is SO  
ORDERED.**

The party obtaining this order is responsible for  
noticing it pursuant to Local Rule 9022-1.

**Dated: May 10, 2004**



**STINSON MORRISON HECKER LLP**

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Attorneys for CP Acquisition Co., *et al.*  
Debtors and Debtors-in-Possession

*Randolph J. Haines*

**RANDOLPH J. HAINES  
U.S. Bankruptcy Judge**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF ARIZONA**

**In re:**

**Chapter 11 Proceedings**

**CP ACQUISITION CO., *et al.***

**Case No. 03-11258-PHX-RJH**

**Debtors.**

**(Jointly Administered with Case Nos.  
03-11259-PHX-RJH through 03-11263-  
PHX-RJH)**

**THIS FILING APPLIES TO:**

- ALL DEBTORS**
- SPECIFIED DEBTORS**

**ORDER GRANTING INTERIM FEE  
APPLICATIONS FOR THE PERIOD  
NOVEMBER 1, 2003 THROUGH  
FEBRUARY 29, 2004 AND  
AUTHORIZING PAYMENT OF  
ALLOWED FEES AND COSTS**

**[NO HEARING REQUIRED]**

1 CAME ON FOR CONSIDERATION the first interim fee application of Deloitte &  
2 Touche LLP, as financial advisors for the Official Joint Committee of Unsecured Creditors (the  
3 “Committee”) and the second interim fee applications (collectively, the “Fee Applications”) for  
4 the period November 1, 2003 through February 29, 2004 (the “Interim Fee Period”) filed by:  
5 (a) Andrews Kurth LLP, as general bankruptcy counsel to the Debtors; (b) Osborn Maledon,  
6 P.A., co-counsel to the Debtors; (c) The Blackstone Group L.P., as financial advisor to the  
7 Debtors; (d) Ball Janik LLP, as special corporate counsel to the Debtors; (e) Zender Thurston,  
8 P.S., as special resource and litigation counsel to the Debtors; (f) PriceWaterhouseCoopers LLP,  
9 as accountants, auditors, and tax advisors to the Debtors; and (g) Mesch, Clark & Rothschild,  
10 P.C., as counsel to the Committee; and certain noteholders having filed their Reservation of  
11 Rights by the Crown Pacific Noteholders as to Fee Applications filed by Estate Professionals;  
12 and no objections having been made, and it appearing that proper and adequate notice has been  
13 given and that no further notice is necessary; and upon the record herein; and after due  
14 deliberation thereon; and good and sufficient cause appearing therefore;

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16  
17 IT IS HEREBY FOUND, ORDERED, ADJUDGED AND DECREED that:

18 1. Andrews Kurth LLP (“AK”)

19 (a) AK is awarded interim compensation for services rendered as general  
20 bankruptcy counsel to the Debtors in the total amount of \$962,384.00; and

21 (b) AK is awarded reimbursement of expenses in the total amount of  
22 \$31,604.81.

23  
24 2. Osborn Maledon, P.A. (“Osborn”)

25 (a) Osborn is awarded interim compensation for services rendered as co-  
26 counsel to the Debtors in the total amount of \$24,966.00; and

1 (b) Osborn is awarded reimbursement of expenses in the total amount of  
2 \$1,567.01.

3 3. The Blackstone Group L.P. (“Blackstone”)

4 (a) Blackstone is awarded interim compensation for services rendered as  
5 financial advisors to the Debtors in the total amount of \$600,000.00; and

6 (b) Blackstone is awarded reimbursement of expenses in the total amount of  
7 \$30,794.13.

8 4. PriceWaterhouseCoopers LLP (“PWC”)

9 (a) PWC is awarded interim compensation for services rendered as tax and  
10 audit accountants to the Debtors in the total amount of \$487,314.82; and

11 (b) PWC is awarded reimbursement of expenses in the total amount of  
12 \$1,439.70.

13 5. Ball Janik LLP (“Ball Janik”)

14 (a) Ball Janik is awarded interim compensation for services rendered as  
15 special corporate counsel to the Debtors in the total amount of \$21,466.50; and

16 (b) Ball Janik is awarded reimbursement of expenses in the total amount of  
17 \$819.81.

18 6. Zender Thurston, P.S. (“Zender Thurston”)

19 (a) Zender Thurston is awarded interim compensation for services rendered as  
20 special resource and litigation counsel to the Debtors in the total amount of \$42,931.50; and

21 (b) Zender Thurston is awarded reimbursement of expenses in the total  
22 amount of \$1,043.03.  
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**IT IS HEREBY ADJUDGED  
and DECREED this is SO  
ORDERED.**

The party obtaining this order is responsible for  
noticing it pursuant to Local Rule 9022-1.

**Dated: September 16, 2004**



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Attorneys for CP Acquisition Co., *et al.*  
Debtors and Debtors-in-Possession

**RANDOLPH J. HAINES  
U.S. Bankruptcy Judge**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF ARIZONA**

**In re:**

**CP ACQUISITION CO., *et al.***

**Debtors.**

**Chapter 11 Proceedings**

**Case No: 03-11258-PHX-RJH**

**(Jointly Administered with Case Nos.  
03-11259-PHX-RJH through 03-11263-  
PHX-RJH)**

**THIS FILING APPLIES TO:**

- ALL DEBTORS**
- SPECIFIED DEBTORS**

**ORDER GRANTING INTERIM FEE  
APPLICATIONS FOR THE PERIOD  
MARCH 1, 2004 THROUGH JUNE 30,  
2004 AND AUTHORIZING PAYMENT  
OF ALLOWED FEES AND COSTS**

**[NO HEARING REQUIRED]**

1 CAME ON FOR CONSIDERATION the first interim fee applications of Stinson  
2 Morrison Hecker LLP, as co-counsel for the Debtors, and Hillis, Clark, Martin & Peterson, P.S.,  
3 as Special Washington Counsel for the Debtors; the second interim fee application of Deloitte &  
4 Touche LLP, as financial advisors for the Official Joint Committee of Unsecured Creditors (the  
5 “Committee”); and the third interim fee applications (all the applications collectively, the “Fee  
6 Applications”) for the period March 1, 2004 through June 30, 2004 (the “Interim Fee Period”)  
7 filed by: (a) Andrews Kurth LLP, as general bankruptcy counsel to the Debtors; (b) The  
8 Blackstone Group L.P., as financial advisor to the Debtors; (c) Ball Janik LLP, as special  
9 corporate counsel to the Debtors; (d) Zender Thurston, P.S., as special resource and litigation  
10 counsel to the Debtors; (e) PricewaterhouseCoopers LLP, as accountants, auditors, and tax  
11 advisors to the Debtors; and (f) Mesch, Clark & Rothschild, P.C., as counsel to the Committee;  
12 and certain noteholders having filed their Reservation of Rights by the Crown Pacific  
13 Noteholders as to Fee Applications Filed by Estate Professionals; and no objections having been  
14 made, and it appearing that proper and adequate notice has been given and that no further notice  
15 is necessary; and upon the record herein, and after due deliberation thereon; and good and  
16 sufficient cause appearing therefor;

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18  
19 IT IS HEREBY FOUND, ORDERED, ADJUDGED AND DECREED that:

20 1. Andrews Kurth LLP (“AK”)

21 (a) AK is awarded interim compensation for services rendered as general  
22 bankruptcy counsel to the Debtors in the total amount of \$1,028,366.50; and

23 (b) AK is awarded reimbursement of expenses in the total amount of  
24 \$49,343.36.  
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1           2.     Stinson Morrison Hecker LLP (“SMH”)

2           (a)     SMH is awarded interim compensation for services rendered as co-counsel  
3 to the Debtors in the total amount of \$11,629.50; and

4           (b)     SMH is awarded reimbursement of expenses in the total amount of  
5 \$174.60.

6           3.     The Blackstone Group L.P. (“Blackstone”)

7           (a)     Blackstone is awarded interim compensation for services rendered as  
8 financial advisors to the Debtors in the total amount of \$600,000.00; and

9           (b)     Blackstone is awarded reimbursement of expenses in the total amount of  
10 \$82,678.12.

11           4.     PriceWaterhouseCoopers LLP (“PWC”)

12           (a)     PWC is awarded interim compensation for services rendered as tax and  
13 audit accountants to the Debtors in the total amount of \$290,230.88.

14           (b)     PWC did not seek reimbursement of expenses and none is awarded

15           5.     Ball Janik LLP (“Ball Janik”)

16           (a)     Ball Janik is awarded interim compensation for services rendered as  
17 special corporate counsel to the Debtors in the total amount of \$197,384.50; and

18           (b)     Ball Janik is awarded reimbursement of expenses in the total amount of  
19 \$1,882.30.

20           6.     Zender Thurston, P.S. (“Zender Thurston”)

21           (a)     Zender Thurston is awarded interim compensation for services rendered as  
22 special resource and litigation counsel to the Debtors in the total amount of \$63,701.49; and

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1 (b) Zender Thurston is awarded reimbursement of expenses in the total  
2 amount of \$1,109.00.

3 7. Hillis, Clark, Martin & Peterson, P.S. ("HCMP")

4 (a) HCMP is awarded interim compensation for services rendered as special  
5 Washington counsel for the Debtors in the amount of \$14,406.25; and

6 (b) HCMP is awarded reimbursement of expenses in the total amount of  
7 \$34.54.

8 8. Mesch Clark & Rothschild P.C. ("MCR")

9 (a) MCR is awarded interim compensation for services rendered as counsel to  
10 the Committee in the total amount of \$102,540.00; and

11 (b) MCR is awarded reimbursement of expenses in the total amount of  
12 \$4,224.21.

13 9. Deloitte & Touch LLP ("Deloitte")

14 (a) Deloitte is awarded interim compensation for services rendered as  
15 financial advisors to the Committee in the amount of \$66,907.50; and

16 (b) Deloitte did not seek reimbursement of expenses and none is awarded.

17 10. The Debtors are authorized and directed to pay all previously unpaid fees and  
18 expenses of the professionals identified above for the Interim Fee Period as allowed pursuant to  
19 this Order upon entry of this Order.

20 11. To the extent the allowed fees and costs in these jointly administered cases are  
21 paid only by Crown Pacific Limited Partnership, this Order may be superseded by further order  
22 of the Court, upon motion of any party in interest, including any Chapter 7 trustee appointed in  
23 the event of conversion, which provides for appropriate allocation of fees and costs among the  
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1 various debtors and also provides for disgorgement of any fees and costs paid by Crown Pacific  
2 Limited Partnership for services and expenses of the other debtors, if appropriate.

3 DATED this \_\_\_\_ day of September, 2004.

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5 \_\_\_\_\_  
6 RANDOLPH J. HAINES  
7 UNITED STATES BANKRUPTCY JUDGE

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**IT IS HEREBY ADJUDGED  
and DECREED this is SO  
ORDERED.**

The party obtaining this order is responsible for  
noticing it pursuant to Local Rule 9022-1.

**Dated: January 03, 2005**



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Attorneys for CP Acquisition Co., *et al.*  
Debtors and Debtors-in-Possession

*Randolph J. Haines*

**RANDOLPH J. HAINES  
U.S. Bankruptcy Judge**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF ARIZONA**

**In re:**

**Chapter 11 Proceedings**

**CP ACQUISITION CO., *et al.***

**Case No: 03-11258-PHX-RJH**

**Debtors.**

**(Jointly Administered with Case Nos.  
03-11259-PHX-RJH through 03-11263-  
PHX-RJH)**

**THIS FILING APPLIES TO:**

- ALL DEBTORS**
- SPECIFIED DEBTORS**

**ORDER GRANTING INTERIM FEE  
APPLICATIONS FOR THE PERIOD  
JULY 1, 2004 THROUGH OCTOBER  
31, 2004 AND AUTHORIZING  
PAYMENT OF ALLOWED FEES AND  
COSTS**

**[NO HEARING REQUIRED]**



1 CAME ON FOR CONSIDERATION (1) the second interim fee application of Stinson  
2 Morrison Hecker LLP, as co-counsel for the Debtors; (2) the second interim fee application of  
3 Hillis, Clark, Martin & Peterson, P.S., as Special Washington Counsel for the Debtors; (3) the  
4 third interim fee application of Deloitte & Touche LLP, as financial advisors for the Official  
5 Joint Committee of Unsecured Creditors (the "Committee"); (4) the fourth interim fee  
6 application of Andrews Kurth LLP, as general bankruptcy counsel to the Debtors; (5) the fourth  
7 interim fee application of The Blackstone Group L.P., as financial advisor to the Debtors; (6) the  
8 fourth interim fee application of Ball Janik LLP, as special corporate counsel to the Debtors;  
9 (7) the fourth interim fee application of Zender Thurston, P.S., as special resource and litigation  
10 counsel to the Debtors; (8) the fourth interim fee application of PricewaterhouseCoopers LLP, as  
11 accountants, auditors, and tax advisors to the Debtors; and (9) the fourth interim fee application  
12 of Mesch, Clark & Rothschild, P.C., as counsel to the Committee (all the applications  
13 collectively, the "Fee Applications"); and no objections having been made, and it appearing that  
14 proper and adequate notice has been given and that no further notice is necessary; and upon the  
15 record herein; and after due deliberation thereon; and good and sufficient cause appearing  
16 therefor;

17  
18  
19 IT IS HEREBY FOUND, ORDERED, ADJUDGED AND DECREED that:

20 1. Andrews Kurth LLP ("AK")

21 (a) AK is awarded interim compensation for services rendered as general  
22 bankruptcy counsel to the Debtors in the total amount of \$878,521.50; and

23 (b) AK is awarded reimbursement of expenses in the total amount of  
24 \$52,940.64.  
25  
26



1           2.     Stinson Morrison Hecker LLP (“SMH”)

2           (a)     SMH is awarded interim compensation for services rendered as co-counsel  
3 to the Debtors in the total amount of \$14,517.00; and

4           (b)     SMH is awarded reimbursement of expenses in the total amount of  
5 \$3,291.99.

6           3.     The Blackstone Group L.P. (“Blackstone”)

7           (a)     Blackstone is awarded interim compensation for services rendered as  
8 financial advisors to the Debtors in the total amount of \$1,088,006.15; and

9           (b)     Blackstone is awarded reimbursement of expenses in the total amount of  
10 \$32,224.91.

11           4.     PricewaterhouseCoopers LLP (“PWC”)

12           (a)     PWC is awarded interim compensation for services rendered as tax and  
13 audit accountants to the Debtors in the total amount of \$162,435.96.

14           (b)     PWC did not seek reimbursement of expenses and none is awarded.

15           5.     Ball Janik LLP (“Ball Janik”)

16           (a)     Ball Janik is awarded interim compensation for services rendered as  
17 special corporate counsel to the Debtors in the total amount of \$137,127.50; and

18           (b)     Ball Janik is awarded reimbursement of expenses in the total amount of  
19 \$3,533.75.

20           6.     Zender Thurston, P.S. (“Zender Thurston”)

21           (a)     Zender Thurston is awarded interim compensation for services rendered as  
22 special resource and litigation counsel to the Debtors in the total amount of \$64,445.25; and  
23  
24  
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1 (b) Zender Thurston is awarded reimbursement of expenses in the total  
2 amount of \$1,752.76.

3 7. Hillis, Clark, Martin & Peterson, P.S. ("HCMP")

4 (a) HCMP is awarded interim compensation for services rendered as special  
5 Washington counsel for the Debtors in the amount of \$70,570.75; and

6 (b) HCMP is awarded reimbursement of expenses in the total amount of  
7 \$1,300.17.

8 8. Mesch Clark & Rothschild P.C. ("MCR")

9 (a) MCR is awarded interim compensation for services rendered as counsel to  
10 the Committee in the total amount of \$148,946.25; and

11 (b) MCR is awarded reimbursement of expenses in the total amount of  
12 \$5,327.20.

13 9. Deloitte & Touch LLP ("Deloitte")

14 (a) Deloitte is awarded interim compensation for services rendered as  
15 financial advisors to the Committee in the amount of \$103,350.00; and

16 (b) Deloitte is awarded reimbursement of expenses in the total amount of  
17 \$2,975.53.

18 10. The Debtors are authorized and directed to pay all previously unpaid fees and  
19 expenses of the professionals identified above for the Interim Fee Period as allowed pursuant to  
20 this Order upon entry of this Order.

21 DATED this \_\_\_\_ day of December, 2004.

22  
23  
24  
25  
26  
\_\_\_\_\_  
RANDOLPH J. HAINES  
UNITED STATES BANKRUPTCY JUDGE

December 22, 2004

Crown Pacific Limited Partnership  
Steven E. Dietrich, CFO  
805 SW Broadway Suite 1500  
Portland, OR 97205

As of November 30, 2004  
Invoice No. 10259361  
0016722

<b>Matter Number</b>	<b>Matter Name</b>	<b>Fee Amount</b>	<b>Disbursement Amount</b>
0148291	POSTPETITION BANKRUPTCY MATTERS; CASE NO.	0.00	19,354.49
0148292	ASSET ANALYSIS AND RECOVERY	4,949.50	0.00
0148293	ASSET DISPOSITION	3,012.50	0.00
0148294	BUSINESS OPERATIONS	13,948.50	0.00
0148295	CASE ADMINISTRATION	5,759.00	0.00
0148296	CLAIMS ADMINISTRATION AND OBJECTIONS	5,481.50	0.00
0148297	EMPLOYEE BENEFITS / PENSIONS	2,139.00	0.00
0148298	FEE / EMPLOYMENT APPLICATIONS	9,453.50	0.00
0148300	FINANCING (INCLUDING CASH COLLATERAL)	1,014.50	0.00
0148301	MEETINGS OF CREDITORS (INCLUDING 341 AND	8,440.00	0.00
0148302	PLAN AND DISCLOSURE STATEMENT	69,071.00	0.00
0148305	NON-WORKING TRAVEL	9,702.00	0.00
0148306	COMMUNICATIONS AND MEETINGS WITH DEBTOR	14,689.00	0.00
0148307	COURT ATTENDANCE AND PREPARATION	6,247.00	0.00
0148308	EXECUTORY CONTRACTS AND UNEXPIRED LEASES	15,135.50	0.00
0149188	RESTRUCTURING ISSUES	6,045.00	0.00
0149189	MOTION PREPARATION AND OPPOSITION	10,284.50	0.00
0149190	TAXES	5,435.00	0.00
	Total Services		\$ 190,807.00
	Total Disbursements		\$ 19,354.49
	Total Current Services and Disbursements		\$ 210,161.49

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

**Total Disbursements Advanced**\$ 13,288.58

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
	<b>Local Transportation</b>		
10/18/04	Local Transportation - -PAID TO:EXECUTIVE CHARGE, INC. TRANSPORTATION	80.58	
10/18/04	Local Transportation - -PAID TO:JOHN M. MELISSINOS EXPS-10/18-20/04 NEW YORK, NY - PLAN DRAFTING SESSION	39.49	
10/20/04	Local Transportation - -PAID TO:CROSSLANDS TRANSPORTATION, INC TRANSPORTATION	64.77	
10/25/04	Local Transportation - -PAID TO:EXECUTIVE CHARGE, INC. TRANSPORTATION	62.22	
11/15/04	Local Transportation - -PAID TO:JOHN SPARACINO EXPS-11/15-17/04 PORTLAND, OR - ATTEND MEETINGS WITH CLIENT	27.00	
11/16/04	Local Transportation - -PAID TO:JOHN M. MELISSINOS EXPS-11/15-17/04 PORTLAND, OR	35.44	
	<b>Total Local Transportation</b>		309.50
	<b>Document Services</b>		
11/03/04	Photocopies - 473 pages	94.60	
11/03/04	Photocopies - 3792 pages	758.40	
11/03/04	Photocopies - 4 pages	0.80	
11/04/04	Photocopies - 62 pages	12.40	
11/04/04	Photocopies - 44 pages	8.80	
11/04/04	Photocopies - 1 pages	0.20	
11/05/04	Photocopies - 149 pages	29.80	
11/05/04	Photocopies - 1 pages	0.20	
11/05/04	Photocopies - 5 pages	1.00	
11/05/04	Photocopies - 300 pages	60.00	
11/05/04	Photocopies - 600 pages	120.00	
11/05/04	Photocopies - 30 pages	6.00	
11/06/04	Photocopies - 50 pages	10.00	
11/06/04	Photocopies - 32 pages	6.40	
11/08/04	Photocopies - 298 pages	59.60	
11/08/04	Photocopies - 6 pages	1.20	
11/08/04	Photocopies - 10 pages	2.00	
11/08/04	Photocopies - 145 pages	29.00	
11/08/04	Photocopies - 188 pages	37.60	
11/08/04	Photocopies - 46 pages	9.20	
11/08/04	Photocopies - 21 pages	4.20	
11/09/04	Copies - 1032 pages	206.40	
11/09/04	Photocopies - 20 pages	4.00	
11/09/04	Photocopies - 38 pages	7.60	
11/09/04	Photocopies - 20 pages	4.00	

Payment due upon receipt

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
11/09/04	Photocopies - 10 pages		2.00
11/09/04	Photocopies - 1 pages		0.20
11/09/04	Photocopies - 965 pages		193.00
11/09/04	Photocopies - 26 pages		5.20
11/09/04	Photocopies - 22 pages		4.40
11/09/04	Photocopies - 12 pages		2.40
11/10/04	Photocopies - 150 pages		30.00
11/11/04	Photocopies - 8 pages		1.60
11/11/04	Photocopies - 4 pages		0.80
11/11/04	Photocopies - 612 pages		122.40
11/11/04	Photocopies - 1 pages		0.20
11/11/04	Photocopies - 4 pages		0.80
11/11/04	Photocopies - 8 pages		1.60
11/11/04	Photocopies - 631 pages		126.20
11/11/04	Photocopies - 13 pages		2.60
11/11/04	Photocopies - 18 pages		3.60
11/11/04	Photocopies - 6 pages		1.20
11/11/04	Photocopies - 5 pages		1.00
11/12/04	Photocopies - 40 pages		8.00
11/12/04	Photocopies - 10 pages		2.00
11/16/04	Photocopies - 96 pages		19.20
11/16/04	Photocopies - 2 pages		0.40
11/16/04	Photocopies - 2 pages		0.40
11/16/04	Photocopies - 2 pages		0.40
11/17/04	Photocopies - 1 pages		0.20
11/18/04	Photocopies - 10 pages		2.00
11/18/04	Photocopies - 2 pages		0.40
11/19/04	Photocopies - 2 pages		0.40
11/19/04	Photocopies - 76 pages		15.20
11/19/04	Photocopies - 2 pages		0.40
11/22/04	Photocopies - 43 pages		8.60
11/22/04	Photocopies - 43 pages		8.60
11/22/04	Photocopies - 2 pages		0.40
11/23/04	Photocopies - 5 pages		1.00
11/23/04	Photocopies - 14 pages		2.80
11/24/04	Photocopies - 54 pages		10.80
11/24/04	Photocopies - 174 pages		34.80
11/29/04	Photocopies - 71 pages		14.20
11/29/04	Photocopies - 297 pages		59.40
11/29/04	Photocopies - 2093 pages		418.60
11/29/04	Photocopies - 3633 pages		726.60
11/30/04	Photocopies - 715 pages		143.00
	<b>Total Document Services</b>		<b>3,450.40</b>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
<b>Delivery Expense - FEDEX</b>			
11/09/04	FedEx fm:Ana Velasquez to:Rebecca J. McGee, CP	24.83	
11/15/04	FedEx fm:Ana Velasquez to:John Melissinos c/o	71.39	
11/19/04	FedEx fm:FAY BROWN to:Larry A. Watson	8.61	
11/24/04	FedEx fm:Chasless Yancy- to:Larry Watson	14.69	
	<b>Total Delivery Expense - FEDEX</b>		119.52
<b>Telecopy Charges</b>			
11/02/04	Fax from: Melissinos, C. To: C. Yancey-Hunter	4.50	
11/02/04	Fax from: Melissinos, C. To: J. Sparacino	4.50	
11/04/04	Fax from: Melissinos, C. To: C. Yancy-Hunter	4.50	
11/04/04	Fax from: Melissinos, C. To: C. Yancy-Hunter	4.50	
11/08/04	Fax from: Melissinos, C. To: J. Sparacino	3.00	
11/08/04	Fax from: Melissinos, C. To: S. Dietrich	6.00	
11/09/04	Fax from: Melissinos, C. To: J. Sparacino	13.50	
11/09/04	Fax from: Melissinos, C. To: J. Sparacino	27.00	
11/09/04	Fax from: Melissinos, C. To: J. Sparacino	13.50	
11/11/04	Fax from: Melissinos, C. To: T. Feil	3.00	
11/11/04	Fax from: Melissinos, C. To: T. Feil	3.00	
11/11/04	Fax from: Melissinos, C. To: P. Chung	3.00	
11/11/04	Fax from: Melissinos, C. To: T. Leineweber	4.50	
11/22/04	Fax from: Melissinos, C. To: D. Talley	49.50	
11/23/04	Fax from: Melissinos, C. To: D. Talley	9.00	
	<b>Total Telecopy Charges</b>		153.00
<b>Hotel &amp; Lodging expense</b>			
10/18/04	Hotel & Lodging expense - -PAID TO:JOHN M. MELISSINOS EXPS-10/18-20/04 NEW YORK, NY - PLAN DRAFTING SESSION	409.95	
10/19/04	Hotel & Lodging expense - -PAID TO:JOHN M. MELISSINOS EXPS-10/18-20/04 NEW YORK, NY - PLAN DRAFTING SESSION	409.95	
10/25/04	Hotel & Lodging expense - -PAID TO:JOHN SPARACINO EXPS-10/25-27/04 NEW YORK, NY - MEET WITH CREDITORS RE:PLAN	1,406.19	
11/09/04	Hotel & Lodging expense - -PAID TO:JOHN SPARACINO EXPS-11/09-10/04 PHOENIX, AZ - ATTEND HEARING	179.31	
11/09/04	Hotel & Lodging expense - -PAID TO:JOHN M. MELISSINOS EXPS-11/09-10/04 PHOENIX, AZ	179.31	
11/15/04	Hotel & Lodging expense - -PAID TO:CHASLESS YANCY-HUNTER -- CROWN PACIFIC TRANSITION MTG (HOTEL RM CHRAGE)	268.88	
11/15/04	Hotel & Lodging expense - -PAID TO:JOHN M. MELISSINOS EXPS-11/15-17/04 PORTLAND, OR	201.38	
11/15/04	Hotel & Lodging expense - -PAID TO:JOHN SPARACINO EXPS-11/15-17/04 PORTLAND, OR - ATTEND MEETINGS WITH CLIENT	425.26	
11/16/04	Hotel & Lodging expense - -PAID TO:JOHN M. MELISSINOS EXPS-11/15-17/04 PORTLAND, OR	201.38	

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
11/16/04	Hotel & Lodging expense - -PAID TO:CHASLESS YANCY-HUNTER -- CROWN PACIFIC TRANSITION MTG (HOTEL ROOM CHARGE)	268.88	
	<b>Total Hotel &amp; Lodging expense</b>		3,950.49
	<b>Computer Aided Research - Lexis</b>		
10/12/04	Lexis research by BAER, ARDIE	2.51	
10/12/04	Lexis research by BAER, ARDIE	2.77	
10/13/04	Lexis research by CARRERAS, MICHELLE	1.46	
10/13/04	Lexis research by CARRERAS, MICHELLE	8.40	
10/14/04	Lexis research by CARRERAS, MICHELLE	2.77	
10/14/04	Lexis research by CARRERAS, MICHELLE	3.54	
10/14/04	Lexis research by CARRERAS, MICHELLE	1.75	
10/14/04	Lexis research by CARRERAS, MICHELLE	24.76	
10/14/04	Lexis research by CARRERAS, MICHELLE	8.39	
10/14/04	Lexis research by BAER, ARDIE	2.51	
10/14/04	Lexis research by BAER, ARDIE	2.76	
10/15/04	Lexis research by CARRERAS, MICHELLE	0.02	
10/15/04	Lexis research by CARRERAS, MICHELLE	25.19	
10/15/04	Lexis research by CARRERAS, MICHELLE	0.49	
10/15/04	Lexis research by CARRERAS, MICHELLE	8.41	
10/15/04	Lexis research by CARRERAS, MICHELLE	104.78	
10/15/04	Lexis research by CARRERAS, MICHELLE	8.40	
10/16/04	Lexis research by JONES, SHERWOOD	55.25	
10/16/04	Lexis research by JONES, SHERWOOD	90.43	
10/16/04	Lexis research by JONES, SHERWOOD	11.05	
10/16/04	Lexis research by JONES, SHERWOOD	2.14	
10/19/04	Lexis research by JONES, SHERWOOD	20.10	
10/19/04	Lexis research by JONES, SHERWOOD	90.43	
10/25/04	Lexis research by FREEMAN, WILL	90.45	
10/26/04	Lexis research by HUNTER, CHASLESS	2.52	
10/26/04	Lexis research by HUNTER, CHASLESS	20.10	
10/26/04	Lexis research by HUNTER, CHASLESS	155.78	
10/26/04	Lexis research by HUNTER, CHASLESS	2.15	
10/27/04	Lexis research by JONES, SHERWOOD	17.58	
10/27/04	Lexis research by JONES, SHERWOOD	226.11	
10/28/04	Lexis research by JONES, SHERWOOD	25.13	
10/28/04	Lexis research by JONES, SHERWOOD	272.35	
10/28/04	Lexis research by JONES, SHERWOOD	2.76	
10/28/04	Lexis research by JONES, SHERWOOD	177.99	
	<b>Total Computer Aided Research - Lexis</b>		1,471.23
	<b>Computer Aided Research - Pacer</b>		
10/04/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	2.10	
10/05/04	Pacer research on 04-31605-ELP11 150107	0.14	

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
10/05/04	Pacer research on 04-31605-ELP11 FIL OR ENT: FIL		1.82
10/05/04	Pacer research on 04-31605-ELP11 DOCUMENT 5-0		0.21
10/05/04	Pacer research on 04-31605-ELP11 DOCUMENT 173-0		0.63
10/05/04	Pacer research on 04-31605-ELP11 DOCUMENT 176-0		1.12
10/20/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		0.56
10/20/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 545		0.49
10/20/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		1.19
10/20/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 429		0.56
10/20/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		0.56
10/20/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		0.56
10/20/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		0.56
10/21/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		2.10
10/21/04	Pacer research on 2:03-BK-11258-RJH FILED OR ENT		0.21
10/21/04	Pacer research on 2:03-BK-11259-RJH FILED OR ENT		0.07
10/21/04	Pacer research on 2:03-BK-11260-RJH FILED OR ENT		0.07
10/25/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		0.21
10/27/04	Pacer research on 2:03-BK-11258-RJH FILED OR ENT		0.21
10/27/04	Pacer research on 2:03-BK-11258-RJH 3297630,,MAG		0.14
10/29/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		2.10
10/29/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		2.10
	<b>Total Computer Aided Research - Pacer</b>		17.71
	<b>Computer Aided Research - Westlaw</b>		
10/02/04	Westlaw research By MELISSINOS,C J		1.32
10/02/04	Westlaw research By MELISSINOS,C J		3.72
10/07/04	Westlaw research By BAER,ADRIAN R		0.32
10/07/04	Westlaw research By BAER,ADRIAN R		0.91
10/07/04	Westlaw research By BAER,ADRIAN R		7.99
10/07/04	Westlaw research By BAER,ADRIAN R		2.15
10/13/04	Westlaw research By CARRERAS,MICHELLE		2.16
10/13/04	Westlaw research By CARRERAS,MICHELLE		6.18
10/13/04	Westlaw research By CARRERAS,MICHELLE		44.79
10/13/04	Westlaw research By CARRERAS,MICHELLE		24.99
10/13/04	Westlaw research By CARRERAS,MICHELLE		8.56
10/13/04	Westlaw research By CARRERAS,MICHELLE		17.19
10/13/04	Westlaw research By CARRERAS,MICHELLE		3.65
10/13/04	Westlaw research By CARRERAS,MICHELLE		0.09
10/13/04	Westlaw research By CARRERAS,MICHELLE		0.28
10/13/04	Westlaw research By CARRERAS,MICHELLE		6.20
10/13/04	Westlaw research By CARRERAS,MICHELLE		0.72
10/13/04	Westlaw research By CARRERAS,MICHELLE		2.06
10/13/04	Westlaw research By CARRERAS,MICHELLE		9.38
10/13/04	Westlaw research By CARRERAS,MICHELLE		22.01
10/13/04	Westlaw research By CARRERAS,MICHELLE		12.40

Payment due upon receipt

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
10/14/04	Westlaw research By CARRERAS,MICHELLE		1.94
10/14/04	Westlaw research By CARRERAS,MICHELLE		5.48
10/14/04	Westlaw research By CARRERAS,MICHELLE		15.21
10/14/04	Westlaw research By CARRERAS,MICHELLE		0.39
10/14/04	Westlaw research By CARRERAS,MICHELLE		35.63
10/14/04	Westlaw research By CARRERAS,MICHELLE		5.94
10/14/04	Westlaw research By CARRERAS,MICHELLE		4.30
10/14/04	Westlaw research By CARRERAS,MICHELLE		8.55
10/14/04	Westlaw research By CARRERAS,MICHELLE		0.05
10/14/04	Westlaw research By CARRERAS,MICHELLE		0.15
10/14/04	Westlaw research By CARRERAS,MICHELLE		4.07
10/14/04	Westlaw research By CARRERAS,MICHELLE		0.23
10/14/04	Westlaw research By CARRERAS,MICHELLE		0.66
10/14/04	Westlaw research By CARRERAS,MICHELLE		6.20
10/14/04	Westlaw research By CARRERAS,MICHELLE		0.73
10/14/04	Westlaw research By CARRERAS,MICHELLE		2.17
10/14/04	Westlaw research By CARRERAS,MICHELLE		31.37
10/14/04	Westlaw research By CARRERAS,MICHELLE		12.40
10/14/04	Westlaw research By YANCY-HUNTER,CHASLESS		0.11
10/14/04	Westlaw research By YANCY-HUNTER,CHASLESS		0.33
10/14/04	Westlaw research By YANCY-HUNTER,CHASLESS		2.89
10/14/04	Westlaw research By YANCY-HUNTER,CHASLESS		0.26
10/14/04	Westlaw research By YANCY-HUNTER,CHASLESS		0.73
10/14/04	Westlaw research By YANCY-HUNTER,CHASLESS		2.38
10/14/04	Westlaw research By YANCY-HUNTER,CHASLESS		9.99
10/14/04	Westlaw research By BAER,ADRIAN R		0.79
10/14/04	Westlaw research By BAER,ADRIAN R		2.27
10/14/04	Westlaw research By BAER,ADRIAN R		1.25
10/14/04	Westlaw research By BAER,ADRIAN R		45.83
10/15/04	Westlaw research By CARRERAS,MICHELLE		1.46
10/15/04	Westlaw research By CARRERAS,MICHELLE		4.11
10/15/04	Westlaw research By CARRERAS,MICHELLE		5.96
10/15/04	Westlaw research By CARRERAS,MICHELLE		28.52
10/15/04	Westlaw research By CARRERAS,MICHELLE		5.80
10/15/04	Westlaw research By CARRERAS,MICHELLE		17.19
10/15/04	Westlaw research By CARRERAS,MICHELLE		0.20
10/15/04	Westlaw research By CARRERAS,MICHELLE		0.58
10/15/04	Westlaw research By CARRERAS,MICHELLE		8.38
10/15/04	Westlaw research By CARRERAS,MICHELLE		6.20
10/26/04	Westlaw research By YANCY-HUNTER,CHASLESS		0.11
10/26/04	Westlaw research By YANCY-HUNTER,CHASLESS		0.33
10/26/04	Westlaw research By YANCY-HUNTER,CHASLESS		2.89
10/26/04	Westlaw research By YANCY-HUNTER,CHASLESS		0.52

Payment due upon receipt

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
10/26/04	Westlaw research By YANCY-HUNTER,CHASLESS	1.47	
10/26/04	Westlaw research By YANCY-HUNTER,CHASLESS	31.53	
	<b>Total Computer Aided Research - Westlaw</b>		494.62
	<b>Travel-related Exps, Meals</b>		
10/18/04	Travel-related Exps, Meals - -PAID TO:JOHN M. MELISSINOS EXPS-10/18-20/04 NEW YORK, NY - PLAN DRAFTING SESSION	45.44	
10/19/04	Travel-related Exps, Meals - -PAID TO:JOHN M. MELISSINOS EXPS-10/18-20/04 NEW YORK, NY - PLAN DRAFTING SESSION	25.73	
10/20/04	Travel-related Exps, Meals - -PAID TO:JOHN M. MELISSINOS EXPS-10/18-20/04 NEW YORK, NY - PLAN DRAFTING SESSION	7.97	
10/25/04	Travel-related Exps, Meals - -PAID TO:JOHN SPARACINO EXPS-10/25-27/04 NEW YORK, NY - MEET WITH CREDITORS RE:PLAN	203.42	
11/09/04	Travel-related Exps, Meals - -PAID TO:JOHN SPARACINO EXPS-11/09-10/04 PHOENIX, AZ - ATTEND HEARING	139.46	
11/09/04	Travel-related Exps, Meals - -PAID TO:JOHN M. MELISSINOS EXPS-11/09-10/04 PHOENIX, AZ	34.16	
11/15/04	Travel-related Exps, Meals - -PAID TO:JOHN SPARACINO 11/16 DINNER-S DIETRICH, P CHUNG, B WORKS, J MELISSINOS, C YANCY-HUNTER	571.60	
11/15/04	Travel-related Exps, Meals - -PAID TO:JOHN SPARACINO EXPS-11/15-17/04 PORTLAND, OR - ATTEND MEETINGS WITH CLIENT	88.15	
	<b>Total Travel-related Exps, Meals</b>		1,115.93
	<b>Postage</b>		
11/05/04	Postage - 59 pieces	48.97	
11/18/04	Postage - 1 pieces	0.83	
11/29/04	Postage - 5 pieces	42.75	
11/29/04	Postage - 4 pieces	27.40	
11/29/04	Postage - 3 pieces	23.55	
11/29/04	Postage - 6 pieces	36.60	
11/29/04	Postage - 1 pieces	7.15	
11/30/04	Postage - 28 pieces	22.64	
11/30/04	Postage - 43 pieces	27.39	
	<b>Total Postage</b>		237.28
	<b>Long Dist Telephone</b>		
11/01/04	LD Call toPORTLAND	0.08	
11/01/04	LD Call toPORTLAND	0.08	
11/01/04	LD Call toPORTLAND	1.16	
11/01/04	LD Call toHOUSTON	0.15	
11/01/04	LD Call toPORTLAND	0.15	
11/01/04	LD Call toPORTLAND	0.08	
11/01/04	LD Call toPORTLAND	1.59	
11/01/04	LD Call toPORTLAND	1.66	

Payment due upon receipt

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
11/01/04	LD Call toSEDROWOOLY		0.08
11/01/04	LD Call toPORTLAND		1.52
11/01/04	LD Call toPORTLAND		0.22
11/01/04	LD Call toNEW YORK		0.94
11/01/04	LD Call toPORTLAND		0.08
11/01/04	LD Call toPORTLAND		1.08
11/01/04	LD Call toPORTLAND		0.08
11/02/04	LD Call toPHOENIX		0.36
11/02/04	LD Call toNEW YORK		0.08
11/02/04	LD Call toNEW YORK		0.08
11/02/04	LD Call toPORTLAND		0.15
11/02/04	LD Call toPORTLAND		0.22
11/02/04	LD Call toNEW YORK		4.25
11/02/04	LD Call toPORTLAND		0.08
11/02/04	LD Call toSEATTLE		0.08
11/02/04	LD Call toSEDROWOOLY		0.08
11/02/04	LD Call toSEATTLE		0.72
11/02/04	LD Call toPORTLAND		0.72
11/02/04	LD Call toPORTLAND		0.08
11/02/04	LD Call toPORTLAND		0.08
11/02/04	LD Call toPORTLAND		2.38
11/02/04	LD Call toNEW YORK		0.29
11/02/04	LD Call toPORTLAND		0.51
11/02/04	LD Call toSAN FRAN		0.15
11/02/04	LD Call toPORTLAND		0.08
11/02/04	LD Call toTUCSON		0.08
11/02/04	LD Call toTUCSON		3.03
11/02/04	LD Call toPORTLAND		0.15
11/02/04	LD Call toNEW YORK		0.29
11/02/04	LD Call toNEW YORK		0.08
11/02/04	LD Call toPORTLAND		2.09
11/02/04	LD Call toPORTLAND		0.36
11/02/04	LD Call toNEW YORK		0.36
11/02/04	LD Call toNEW YORK		0.22
11/02/04	LD Call toPORTLAND		0.08
11/02/04	LD Call toSEATTLE		0.15
11/02/04	LD Call toSAN FRAN		0.08
11/02/04	LD Call toPORTLAND		1.73
11/02/04	LD Call toSAN FRAN		1.30
11/02/04	LD Call toPORTLAND		0.51
11/02/04	LD Call toPORTLAND		0.29
11/02/04	LD Call toPORTLAND		0.08
11/02/04	LD Call toHOUSTON		0.15

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
11/02/04	LD Call toHOUSTON		0.15
11/03/04	LD Call toBEVERLYHLS		0.65
11/03/04	LD Call toNEW YORK		0.08
11/03/04	LD Call toNEW YORK		0.51
11/03/04	LD Call toPORTLAND		0.08
11/03/04	LD Call toPHOENIX		0.08
11/03/04	LD Call toPHOENIX		0.22
11/03/04	LD Call toBEVERLYHLS		0.87
11/03/04	LD Call toPORTLAND		0.08
11/03/04	LD Call toPORTLAND		0.51
11/03/04	LD Call toPORTLAND		0.58
11/03/04	LD Call toSEATTLE		0.15
11/03/04	LD Call toSEDROWOOLY		1.44
11/04/04	LD Call toPORTLAND		0.15
11/04/04	LD Call toNO PHOENIX		0.08
11/04/04	LD Call toNO PHOENIX		0.36
11/04/04	LD Call toEL SEGUNDO		0.08
11/04/04	LD Call toPHOENIX		0.22
11/04/04	LD Call toNEW YORK		0.08
11/04/04	LD Call toPORTLAND		0.08
11/04/04	LD Call toPORTLAND		0.51
11/04/04	LD Call toHOUSTON		0.15
11/04/04	LD Call toHOUSTON		0.08
11/04/04	LD Call toNEW YORK		0.08
11/04/04	LD Call toNEW YORK		2.02
11/04/04	LD Call toPORTLAND		3.24
11/04/04	LD Call toPORTLAND		0.51
11/05/04	LD Call toPORTLAND		0.29
11/05/04	LD Call toLAS VEGAS		0.08
11/05/04	LD Call toINFORMATION		0.50
11/05/04	LD Call toLAS VEGAS		0.29
11/05/04	LD Call toPORTLAND		0.15
11/05/04	LD Call toPORTLAND		0.29
11/05/04	LD Call toPORTLAND		0.29
11/05/04	LD Call toPORTLAND		0.80
11/05/04	LD Call toPORTLAND		0.65
11/05/04	LD Call toPORTLAND		0.65
11/05/04	LD Call toPORTLAND		0.15
11/05/04	LD Call toPORTLAND		0.08
11/05/04	LD Call toPORTLAND		1.73
11/05/04	LD Call toPORTLAND		0.36
11/05/04	LD Call toSEATTLE		0.80
11/05/04	LD Call toTACOMA WRA		0.08

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
11/05/04	LD Call toSEATTLE		0.08
11/05/04	LD Call toPHOENIX		0.15
11/05/04	LD Call toPORTLAND		0.15
11/05/04	LD Call toPORTLAND		0.08
11/05/04	LD Call toPORTLAND		0.15
11/05/04	LD Call toSEDROWOOLY		0.08
11/05/04	LD Call toPHOENIX		0.44
11/05/04	LD Call toPORTLAND		0.08
11/05/04	LD Call toNEW YORK		0.22
11/05/04	LD Call toNEW YORK		0.08
11/05/04	LD Call toNEW YORK		0.44
11/05/04	LD Call toPORTLAND		0.22
11/05/04	LD Call toPORTLAND		0.15
11/05/04	LD Call toPORTLAND		1.95
11/05/04	LD Call toTUCSON		0.08
11/08/04	LD Call toPORTLAND		0.08
11/08/04	LD Call toPORTLAND		0.15
11/08/04	LD Call toLAS VEGAS		0.15
11/08/04	LD Call toPORTLAND		0.15
11/08/04	LD Call toPORTLAND		0.08
11/08/04	LD Call toPORTLAND		0.51
11/08/04	LD Call toPHOENIX		0.08
11/08/04	LD Call toLAS VEGAS		0.08
11/08/04	LD Call toLAS VEGAS		0.44
11/08/04	LD Call toLAS VEGAS		0.44
11/08/04	LD Call toHOUSTON		0.29
11/08/04	LD Call toHOUSTON		0.29
11/08/04	LD Call toPORTLAND		0.08
11/08/04	LD Call toPORTLAND		0.08
11/08/04	LD Call toLAS VEGAS		0.72
11/08/04	LD Call toPORTLAND		0.08
11/08/04	LD Call toPORTLAND		0.44
11/08/04	LD Call toPHOENIX		0.51
11/08/04	LD Call toHOUSTON		0.15
11/08/04	LD Call toTACOMA WRA		0.08
11/08/04	LD Call toHOUSTON		0.08
11/08/04	LD Call toHOUSTON		0.08
11/09/04	LD Call toPHOENIX		0.22
11/09/04	LD Call toPHOENIX		0.44
11/09/04	LD Call toPHOENIX		0.15
11/09/04	LD Call toPHOENIX		0.22
11/09/04	LD Call toNO PHOENIX		2.16
11/09/04	LD Call toEL SEGUNDO		0.08

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
11/09/04	LD Call toCHICAGO		0.08
11/09/04	LD Call toTUCSON		0.36
11/09/04	LD Call toTUCSON		0.80
11/09/04	LD Call toCHICAGO		0.80
11/09/04	LD Call toNEW YORK		0.08
11/09/04	LD Call toTUCSON		0.22
11/09/04	LD Call toTUCSON		0.72
11/09/04	LD Call toNEW YORK		0.72
11/09/04	LD Call toNEW YORK		0.08
11/09/04	LD Call toNEW YORK		0.08
11/09/04	LD Call toNEW YORK		0.08
11/09/04	LD Call toNO PHOENIX		0.15
11/09/04	LD Call toHOUSTON		0.08
11/09/04	LD Call toPORTLAND		0.15
11/10/04	LD Call toBEVERLYHLS		0.15
11/10/04	LD Call toPHOENIX		0.51
11/10/04	LD Call toBEAVERTON		0.44
11/11/04	LD Call toNEW YORK		0.08
11/11/04	LD Call toPORTLAND		0.08
11/11/04	LD Call toPORTLAND		0.08
11/11/04	LD Call toPORTLAND		0.22
11/11/04	LD Call toPORTLAND		1.73
11/11/04	LD Call toSEATTLE NR		0.08
11/11/04	LD Call toSEATTLE NR		0.15
11/11/04	LD Call toSEDROWOOLY		0.22
11/11/04	LD Call toSEATTLE		0.08
11/11/04	LD Call toNEW YORK		0.08
11/11/04	LD Call toNEW YORK		0.08
11/11/04	LD Call toNEW YORK		0.08
11/11/04	LD Call toPORTLAND		0.08
11/11/04	LD Call toPORTLAND		0.15
11/11/04	LD Call toTUCSON		0.08
11/11/04	LD Call toHOUSTON		0.08
11/12/04	LD Call toPHOENIX		0.72
11/12/04	LD Call toPHOENIX		0.15
11/12/04	LD Call toPORTLAND		0.22
11/12/04	LD Call toHOUSTON		0.44
11/12/04	LD Call toNEW YORK		0.08
11/12/04	LD Call toPORTLAND		0.08
11/12/04	LD Call toHOUSTON		0.15
11/12/04	LD Call toNEW YORK		0.08
11/12/04	LD Call toHOUSTON		2.52
11/12/04	LD Call toNEW YORK		2.09

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
11/12/04	LD Call toPORTLAND		2.52
11/12/04	LD Call toTUCSON		0.87
11/12/04	LD Call toPHOENIX		0.22
11/12/04	LD Call toPORTLAND		0.29
11/12/04	LD Call toPORTLAND		0.80
11/13/04	LD Call toPORTLAND		0.15
11/15/04	LD Call toPOULSBO		0.08
11/15/04	LD Call toPORTLAND		0.72
11/15/04	LD Call toPORTLAND		0.08
11/15/04	LD Call toPORTLAND		0.94
11/15/04	LD Call toPORTLAND		0.65
11/15/04	LD Call toPORTLAND		0.65
11/15/04	LD Call toNEW YORK		0.72
11/15/04	LD Call toPORTLAND		0.08
11/15/04	LD Call toTUCSON		0.36
11/15/04	LD Call toPORTLAND		0.44
11/18/04	LD Call toRENO		0.15
11/18/04	LD Call toBEVERLYHLS		0.29
11/18/04	LD Call toEUREKA		0.22
11/18/04	LD Call toNEW YORK		0.08
11/18/04	LD Call toPORTLAND		0.08
11/18/04	LD Call toPORTLAND		0.08
11/18/04	LD Call toPORTLAND		0.15
11/18/04	LD Call toPORTLAND		0.15
11/18/04	LD Call toPORTLAND		0.15
11/18/04	LD Call toPORTLAND		1.80
11/18/04	LD Call toNO PHOENIX		0.08
11/18/04	LD Call toPORTLAND		0.22
11/18/04	LD Call toNEWPORTBCH		0.29
11/18/04	LD Call toEL SEGUNDO		0.15
11/19/04	LD Call toNEW YORK		0.08
11/19/04	LD Call toNEW YORK		0.15
11/19/04	LD Call toNEW YORK		0.65
11/19/04	LD Call toNEW YORK		0.08
11/19/04	LD Call toPORTLAND		0.72
11/19/04	LD Call toNEW YORK		0.08
11/22/04	LD Call toPORTLAND		0.08
11/22/04	LD Call toOAKLAND		0.22
11/22/04	LD Call toBEVERLYHLS		0.72
11/22/04	LD Call toLONG BEACH		0.22
11/22/04	LD Call toSPOKANE		0.15
11/22/04	LD Call toPORTLAND		0.65
11/22/04	LD Call toNEW YORK		1.16

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
11/22/04	LD Call toNEW YORK		0.15
11/22/04	LD Call toHOUSTON		0.65
11/22/04	LD Call toCARMEL		0.08
11/23/04	LD Call toSEATTLE		0.08
11/23/04	LD Call toPORTLAND		0.08
11/23/04	LD Call toPORTLAND		0.08
11/23/04	LD Call toPORTLAND		0.08
11/23/04	LD Call toNEW YORK		0.08
11/23/04	LD Call toNO PHOENIX		0.08
11/23/04	LD Call toDELRAY BCH		0.29
11/23/04	LD Call toNEW YORK		0.08
11/23/04	LD Call toNEW YORK		0.94
11/23/04	LD Call toNEW YORK		1.30
11/23/04	LD Call toHOUSTON		0.08
11/23/04	LD Call toPORTLAND		0.15
11/23/04	LD Call toPORTLAND		0.08
11/23/04	LD Call toPORTLAND		1.52
11/24/04	LD Call toBEVERLYHLS		0.08
11/24/04	LD Call toDETROIT		0.29
11/24/04	LD Call toNEW YORK		0.29
11/24/04	LD Call toST PAUL		0.22
11/24/04	LD Call toMOORE		0.08
11/24/04	LD Call toGILCHRIST		0.80
11/24/04	LD Call toPOULSBO		0.15
11/24/04	LD Call toNEW YORK		0.15
11/24/04	LD Call toHOUSTON		0.08
11/24/04	LD Call toHOUSTON		1.23
11/29/04	LD Call toCHICAGO		0.08
11/29/04	LD Call toPENDLETON		0.08
11/29/04	LD Call toWELLESLEY		0.08
11/29/04	LD Call toCHARLOTTE		0.08
11/29/04	LD Call toPORTLAND		0.08
11/29/04	LD Call toOCALA		0.15
11/29/04	LD Call toTACOMA		0.08
11/29/04	LD Call toPOMPANOCH		0.15
11/29/04	LD Call toNAPLES		0.08
11/29/04	LD Call toMILWAUKEE		0.08
11/29/04	LD Call toCANBY		0.36
11/29/04	LD Call toPORTLAND		0.36
11/29/04	LD Call toCHICAGO		0.08
11/29/04	LD Call toSEATTLE		0.22
11/29/04	LD Call toSEDROWOOLY		0.51
11/29/04	LD Call toPHOENIX		0.08

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
11/29/04	LD Call toPHOENIX		0.22
11/29/04	LD Call toSEDROWOOLY		0.29
11/29/04	LD Call toPORTLAND		0.80
11/30/04	LD Call toBOISE		0.15
11/30/04	LD Call toCHARLOTTE		0.08
11/30/04	LD Call toCHICAGO		0.08
11/30/04	LD Call toPORTLAND		0.44
11/30/04	LD Call toCHARLOTTE		0.08
11/30/04	LD Call toPORTLAND		1.37
11/30/04	LD Call toPORTLAND		0.51
11/30/04	LD Call toPORTLAND		0.15
11/30/04	LD Call toPORTLAND		0.08
11/30/04	LD Call toPORTLAND		6.34
11/30/04	LD Call toTUCSON		0.51
11/30/04	LD Call toSEDROWOOLY		0.44
11/30/04	LD Call toPORTLAND		1.16
11/30/04	LD Call toNEW YORK		0.08
11/30/04	LD Call toPORTLAND		0.51
11/30/04	LD Call toPORTLAND		0.08
	<b>Total Long Dist Telephone</b>		122.15
	<b>Telephone</b>		
10/08/04	Telephone - -PAID TO:AT&T TELECONFERENCE SERVICES -- CONFERENCE CALLS		243.20
10/13/04	Telephone - -PAID TO:AT&T TELECONFERENCE SERVICES -- CONFERENCE CALLS		30.50
10/21/04	Telephone - -PAID TO:AT&T TELECONFERENCE SERVICES -- CONFERENCE CALLS		38.16
10/22/04	Telephone - -PAID TO:AT&T TELECONFERENCE SERVICES -- CONFERENCE CALLS		1.77
10/25/04	Telephone - -PAID TO:JOHN SPARACINO EXPS-10/25-27/04 NEW YORK, NY - MEET WITH CREDITORS RE:PLAN		82.00
11/09/04	Telephone - -PAID TO:JOHN SPARACINO EXPS-11/09-10/04 PHOENIX, AZ - ATTEND HEARING		5.60
	<b>Total Telephone</b>		401.23
	<b>Travel Expense</b>		
10/18/04	Travel Expense - -PAID TO:JOHN M. MELISSINOS EXPS-10/18-20/04 NEW YORK, NY - PLAN DRAFTING SESSION		54.00
10/19/04	Travel Expense - -PAID TO:JOHN M. MELISSINOS EXPS-10/18-20/04 NEW YORK, NY - PLAN DRAFTING SESSION		13.00
10/19/04	Travel Expense - -PAID TO:JOHN M. MELISSINOS EXPS-10/18-20/04 NEW YORK, NY - PLAN DRAFTING SESSION		6.00

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
10/25/04	Travel Expense - -PAID TO:JOHN SPARACINO EXPS-10/25-27/04 NEW YORK, NY - MEET WITH CREDITORS RE:PLAN	36.00	
10/25/04	Travel Expense - -PAID TO:JOHN SPARACINO EXPS-10/25-27/04 NEW YORK, NY - MEET WITH CREDITORS RE:PLAN	18.00	
10/25/04	Travel Expense - -PAID TO:JOHN SPARACINO EXPS-10/25-27/04 NEW YORK, NY - MEET WITH CREDITORS RE:PLAN	1,974.20	
11/09/04	Travel Expense - -PAID TO:JOHN M. MELISSINOS EXPS-11/09-10/04 PHOENIX, AZ	47.97	
11/09/04	Travel Expense - -PAID TO:JOHN SPARACINO EXPS-11/09-10/04 PHOENIX, AZ - ATTEND HEARING	767.46	
11/15/04	Travel Expense - -PAID TO:JOHN SPARACINO EXPS-11/15-17/04 PORTLAND, OR - ATTEND MEETINGS WITH CLIENT	2,013.70	
11/15/04	Travel Expense - -PAID TO:JOHN SPARACINO EXPS-11/15-17/04 PORTLAND, OR - ATTEND MEETINGS WITH CLIENT	70.00	
11/15/04	Travel Expense - -PAID TO:CHASLESS YANCY-HUNTER --CROWN PACIFIC TRANSITION MTG (TAXI)	32.00	
11/15/04	Travel Expense - -PAID TO:JOHN M. MELISSINOS EXPS-11/15-17/04 PORTLAND, OR	32.00	
11/17/04	Travel Expense - -PAID TO:JOHN M. MELISSINOS EXPS-11/15-17/04 PORTLAND, OR	33.00	
	<b>Total Travel Expense</b>		5,097.33
	<b>AMEX Travel Expense</b>		
10/15/04	Tkt for MELISSINOS/C JOHN LAX JFK LAX	1,805.70	
11/02/04	Tkt for MELISSINOS/C JOHN LAX PDX LAX	410.20	
11/02/04	Tkt for MELISSINOS/C JOHN LAX PHX LAX	198.20	
	<b>Total AMEX Travel Expense</b>		2,414.10
	<b>Total Disbursements</b>		<u>\$ 19,354.49</u>
	<b>Total Current Services and Disbursements This Matter</b>		<u><u>\$ 19,354.49</u></u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: ASSET ANALYSIS AND RECOVERY

Date	Services	Name	Position	Hours	Rate	Value
11/03/04	Review information regarding Gilchrist landfill.	J. J. SPARACINO	Partner	0.10	470.00	47.00
11/04/04	Review REET refund petition and documents regarding Washington transfer tax.	J. J. SPARACINO	Partner	0.20	470.00	94.00
11/06/04	Review C. Yancy-Hunter memorandum on "Golden Phoenix" property and review transaction documents regarding same (.5);	C. J. MELISSINOS	Partner	0.50	445.00	222.50
11/09/04	Telephone conference with J. Rosen regarding Diamond Bar R Ranch Sale (.2).	C. J. MELISSINOS	Partner	0.20	445.00	89.00
11/17/04	Telephone conference with C. Brock regarding Golden Phoenix PCR's (.1);	C. J. MELISSINOS	Partner	0.10	445.00	44.50
11/18/04	Teleconference with A. Ellis, attorney for the Skvoraks, regarding additional property related to Gold Cup issues (.1); review and analyze related documentation sent by A. Ellis (.6).	C. YANCY-HUNTER	Associate	0.70	245.00	171.50
11/18/04	Strategy and planning with C. Yancy-Hunter regarding Gold Cup issues (.1); Telephone conference with W. Perkins regarding M&L and Foley transactions, Interfor issues (.1).	C. J. MELISSINOS	Partner	0.20	445.00	89.00
11/19/04	Continue analysis of issues related to Gold Cup property and revise memorandum regarding same.	C. YANCY-HUNTER	Associate	2.40	245.00	588.00
11/19/04	Draft e-mail to C. Brock regarding Golden Phoenix PCR's and remaining questions (.5);	C. J. MELISSINOS	Partner	0.50	445.00	222.50
11/20/04	Review and revise memorandum on Gold Cup issues (2.1);	C. J. MELISSINOS	Partner	2.10	445.00	934.50
11/20/04	Review J. Melissinos e-mail correspondence regarding and revisions to memorandum on "Gold Cup" property issues.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
11/22/04	Teleconference with P. Scott regarding "Gold Cup" property issues (.8); continue analysis of and revising memorandum regarding same (2.3).	C. YANCY-HUNTER	Associate	3.10	245.00	759.50
11/24/04	Conference call with B. Perkins and J. Sparacino regarding M&L lease issues (.3); Conference call with S. Dietrich, P. Stott and B. Swarts regarding Foley Timber deed issues (.3); Review revised draft of M&L agreement (.2);	C. J. MELISSINOS	Partner	0.90	445.00	400.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: ASSET ANALYSIS AND RECOVERY

Date	Services	Name	Position	Hours	Rate	Value
11/25/04	Review C. Brock e-mail regarding Stafford Ranch issue (.1); Continue working on Gold Cup issues.	C. YANCY-HUNTER	Associate	0.50	245.00	122.50
11/28/04	Continue analysis of issues related to and revising memorandum on Gold Cup property issues.	C. YANCY-HUNTER	Associate	0.80	245.00	196.00
11/29/04	Conference call with B. Perkins and J. Sparacino regarding Foley timber deed sale (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
11/29/04	Continue analysis of issues related to and revising memorandum on "Gold Cup" property issues and e-mail correspondence to J. Melissinos regarding same.	C. YANCY-HUNTER	Associate	2.20	245.00	539.00
11/30/04	Telephone conference with Allan Ellis, Skvorak counsel regarding Gold Cup investigation.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
11/30/04	Draft e-mail to C. Brock regarding Stafford Ranch exchange mechanics (.1); Review additional Gold Cup real property information (.6).	C. J. MELISSINOS	Partner	0.70	445.00	311.50
<b>Total Services</b>				15.60		\$ 4,949.50

**Total Current Services and Disbursements This Matter**\$ 4,949.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: ASSET ANALYSIS AND RECOVERY

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	5.30	2,358.50
2454	SPARACINO, J. J.	0.30	141.00
7739	YANCY-HUNTER, C.	10.00	2,450.00
		<hr/>	<hr/>
		15.60	\$4,949.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: ASSET DISPOSITION

Date	Services	Name	Position	Hours	Rate	Value
11/03/04	Work regarding asset disposition regarding Ochoco.	H. M. RAY	Partner	0.60	590.00	354.00
11/03/04	Respond to requests regarding Ochoco timing.	J. J. SPARACINO	Partner	0.20	470.00	94.00
11/12/04	Reviewed matters regarding KPMG audit (0.1).	S. OLSON	Associate	0.10	335.00	33.50
11/18/04	Attention to potential HSR issue and work with B. Loeffler regarding same (.60); telephone conference with B. Perkins regarding Ochoco and two other APA's (.30).	J. J. SPARACINO	Partner	0.90	470.00	423.00
11/19/04	Work with B. Loeffler and W. Jones regarding potential HSR matters (.30); telephone conference with S. Fitts and B. Loeffler regarding HSR (.20); attention and respond to B. Perkins' email regarding Ochoco (.20).	J. J. SPARACINO	Partner	0.70	470.00	329.00
11/22/04	Telephone conference with B. Perkins regarding Ochoco (.20); review Foley Butte purchase agreement (.50); exchange emails with B. Perkins regarding Ochoco (.20); review Crescent Mill APA (.20); telephone conference with B. Perkins regarding draft APA's (.20).	J. J. SPARACINO	Partner	1.30	470.00	611.00
11/23/04	Work with J. Melissinos regarding Ochoco.	J. J. SPARACINO	Partner	0.20	470.00	94.00
11/24/04	Telephone conference with B. Perkins regarding M&L (.20); telephone conference with B. Perkins and J. Melissinos regarding M&L strategy (.30).	J. J. SPARACINO	Partner	0.50	470.00	235.00
11/29/04	Telephone conference with B. Perkins regarding Foley timber deed (.40); telephone conference with A. Pope's office regarding Foley (.10).	J. J. SPARACINO	Partner	0.50	470.00	235.00
11/29/04	Reviewed status of USFS Chase Salvage contract assignment to Interfor (0.4).	S. OLSON	Associate	0.40	335.00	134.00
11/30/04	Telephone conference with B. Perkins regarding status (.20); telephone conference with B. Perkins regarding Foley (.20); review revised draft Foley APA (.30); telephone conference with B. Perkins regarding Foley APA (.30).	J. J. SPARACINO	Partner	1.00	470.00	470.00

Payment due upon receipt

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RE: ASSET DISPOSITION

<b>Date</b>	<b>Disbursements Advanced</b>		<b>Detail</b>	<b>Value</b>
	<b>Total Services</b>		<u>6.40</u>	<u>\$ 3,012.50</u>
	<b>Total Current Services and Disbursements This Matter</b>			<u><u>\$ 3,012.50</u></u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: ASSET DISPOSITION

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
1103	RAY, H. M.	0.60	354.00
2454	SPARACINO, J. J.	5.30	2,491.00
8677	OLSON, S.	0.50	167.50
		<u>6.40</u>	<u>\$3,012.50</u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



RE: BUSINESS OPERATIONS

Date	Services	Name	Position	Hours	Rate	Value
11/01/04	Review and revise close-down step plan (.3); Telephone conference with Paul Byrne regarding same (.2); Conference call with T. Leineweber, R. Allan and J. Sparacino regarding environmental investigation (.6); Telephone conference with T. Leineweber regarding same (.2); Draft e-mail to T. Parks and C. Brock regarding Sisters Property, Deschutes county notice (.2); Draft e-mail to M. Allred regarding reporting issues (.1); Draft e-mail to A. Baer regarding Norid issue (.1); Review and edit A. Baer letter on Centex homes matter (.2);	C. J. MELISSINOS	Partner	1.90	445.00	845.50
11/02/04	Draft e-mail memorandum to J. Stout regarding easement supplement motion (.1); Conference call with R. Allan, S. Vaughn, J. Sparacino regarding environmental issues (.5); Draft e-mail memoranda to S. Vaughn regarding same (.3); Conference call with R. Allan, S. Roos and J. Sparacino regarding same (.2); Telephone conference with T. Leineweber regarding same, operational issues (.4);	C. J. MELISSINOS	Partner	1.50	445.00	667.50
11/03/04	Telephone conference with Russ Paul regarding Hamilton issues (.3); Review Trillium information (.1); Work on Easement Supplement issues (.4); Draft e-mail to J. Stout regarding same (.1);	C. J. MELISSINOS	Partner	0.90	445.00	400.50
11/04/04	Draft e-mail to M. Allred regarding claim allowance issue (.1); Conference call with P. Chung and M. Allred regarding cash flow issue (.2); Draft e-mail memorandum to J. Roberts regarding noteholder inquiry (.1); Strategy and planning with A. Baer regarding Norid agreements issues (.2); Telephone conference with Tony Leineweber regarding insurance issues (.5);	C. J. MELISSINOS	Partner	1.10	445.00	489.50
11/04/04	Review draft of 10-Q and compare with requirements of the Securities Exchange Act; revise and discuss comments with M. Young.	T. D. STRICKLER	Associate	4.80	180.00	864.00
11/04/04	Review and revise draft 10-Q	J. J. SPARACINO	Partner	1.00	470.00	470.00

Payment due upon receipt

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## RE: BUSINESS OPERATIONS

Date	Services	Name	Position	Hours	Rate	Value
	(.70); email to M. Allred regarding 10-Q (.30).					
11/04/04	Conference with Todd Strickler regarding form check of 10-Q; review draft 10-Q; phone call with Mark Allred regarding same.	W. M. YOUNG	Partner	1.30	440.00	572.00
11/05/04	Review revisions to 10-Q; review 12b-25.	W. M. YOUNG	Partner	0.20	440.00	88.00
11/05/04	Review latest draft 10-Q and telephone conference with M. Allred regarding same.	J. J. SPARACINO	Partner	0.30	470.00	141.00
11/05/04	Review A. Baer e-mail memoranda on Norid issues (.2); Strategy and planning with A. Baer regarding same (.1); Telephone conference with Steve Roos and R. Paul regarding Washington property issues (.1); Draft e-mail memorandum to T. Leineweber regarding same (.3); Telephone conference with T. Leineweber regarding insurance issues (.4); Review letter from EPA regarding Hamilton issues (.3); Draft e-mail to A. Schultz regarding same (.2);	C. J. MELISSINOS	Partner	1.60	445.00	712.00
11/06/04	Review Plum Creek indemnity amendment (.2);	C. J. MELISSINOS	Partner	0.20	445.00	89.00
11/08/04	Review and edit proposed memorandum to employees (.2); Strategy and planning with J. Sparacino regarding same (.1); Review A. Baer memorandum regarding Plum Creek indemnity issues (.1); Review and edit draft of proposed memorandum to employees regarding ORM actions (.2).	C. J. MELISSINOS	Partner	0.60	445.00	267.00
11/09/04	Review Form 12b-25; phone call with Mark Allred regarding same.	W. M. YOUNG	Partner	0.30	440.00	132.00
11/10/04	Draft e-mail to R. Paul regarding payment of surveyor costs (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
11/11/04	Review T. Leineweber memoranda to employees, various (.3); Telephone conference with T. Leineweber regarding communications to employees, various (.5); Telephone conference with S. Fitts regarding transition meeting (.1); Review minutes of administrative committee meeting, e-mail to T. Leineweber regarding same (.2); Telephone conference with T. Parks regarding real estate, transition issues (.1); Telephone conference with S. Dietrich	C. J. MELISSINOS	Partner	1.60	445.00	712.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: BUSINESS OPERATIONS

Date	Services	Name	Position	Hours	Rate	Value
	regarding real estate issues (.4).					
11/11/04	Review letter from counsel for the Mattei Companies regarding Centex Homes demand for indemnity and tender of defense in Solana Del Mar v. Centex Homes (0.2); draft e-mail to J. Melissinos regarding same (0.1).	A. S. BAER	Senior Atty	0.30	305.00	91.50
11/11/04	Review revised 10-Q.	J. J. SPARACINO	Partner	0.20	470.00	94.00
11/12/04	Telephone conference with B. Whinery regarding transition issues (.1); Draft e-mail memoranda regarding Tuesday meeting (.2); Review agenda (.1); Telephone conference with S. Dietrich regarding transition issues (.4).	C. J. MELISSINOS	Partner	0.80	445.00	356.00
11/13/04	Review and edit agenda for Tuesday transition meeting (.4); Draft e-mail memorandum to S. Fitts regarding same (.1).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
11/15/04	Telephone conference with C. Brock regarding transition planning, 2x (.3); Draft e-mail memorandum to P. Stott, S. Dietrich and T. Leineweber regarding agenda for transition meeting (.2); Telephone conference with J. Roberts regarding noteholder question (.1); Telephone conference with S. Dietrich regarding transition, noteholder issues (.2); Draft e-mail memoranda to J. Roberts regarding same (.2); Review Parametrix invoice (.1);	C. J. MELISSINOS	Partner	1.10	445.00	489.50
11/17/04	Work at Crown offices on transition issues, including conferences with S. Dietrich and C. Justice on tax matters and transition matters (1.6); S. Dietrich and D. Nelson regarding payroll steps, transition issues (1.0); S. Dietrich, M. Allred, J. Mesheshnik, B. Works and J. Roberts regarding accounting and transition, plan requirements and support for confirmation process (1.5);	C. J. MELISSINOS	Partner	4.10	445.00	1,824.50
11/18/04	Conference call with B. Whinery and F. Petersen regarding transition issues (.3); Draft e-mail to B. Cahn regarding Tool Box fire litigation matters (.1); Telephone conference with S. Dietrich regarding transition	C. J. MELISSINOS	Partner	1.10	445.00	489.50

Payment due upon receipt

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RE: BUSINESS OPERATIONS

Date	Services	Name	Position	Hours	Rate	Value
11/18/04	issues, various (.4); Telephone conference with M. Carmel regarding transition planning (.2); Draft e-mail to S. Freeman and B. Whinery regarding same (.1); Review docket in Michael Holmes, et al. v. Robert Coons, et al., Case No. CV03-03226 to determine if Desert Lumber was dismissed as a fourth party defendant (0.2); telephone call to counsel for fourth party plaintiff, Nowling Construction to obtain copy of notice of dismissal of Desert Lumber (0.2).	A. S. BAER	Senior Atty	0.40	305.00	122.00
11/19/04	Draft e-mail to T. Leineweber and others enclosing notice of dismissal of Desert Lumber as a fourth party defendant from Michael H. Holmes, et al. v. Robert Coons, et al., Case No. CV03-03226 (0.1).	A. S. BAER	Senior Atty	0.10	305.00	30.50
11/19/04	Telephone conference with P. Stott regarding transition issues (.2); Telephone conference with T. Leineweber regarding insurance, transition issues (.2); Draft e-mail to M. Allred regarding accrual issue (.2);	C. J. MELISSINOS	Partner	0.60	445.00	267.00
11/20/04	Review outstanding items from transition meeting and work on current task list (.4);	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/22/04	Attention to issue regarding Morris James invoice per J. Roberts' emails.	J. J. SPARACINO	Partner	0.30	470.00	141.00
11/22/04	Telephone conference with C. Justice regarding records, transition issues (.2); Telephone conference with T. Mullings regarding transition action items listing (.3); Strategy and planning with A. Baer regarding Centex homes inquiry (.1); Telephone conference with T. Leineweber regarding insurance, operational issues (.5); Review S. Dietrich e-mail memorandum regarding transition issues, draft e-mail to S. Dietrich regarding same (.2); Telephone conference with S. Dietrich regarding same (.3);	C. J. MELISSINOS	Partner	1.60	445.00	712.00
11/23/04	Conference call with S. Dietrich and J. Sparacino regarding transition issues (.4); Draft e-mail to C. Brock regarding need for correction deed (.1); Strategy and	C. J. MELISSINOS	Partner	1.10	445.00	489.50

Payment due upon receipt

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RE: BUSINESS OPERATIONS

Date	Services	Name	Position	Hours	Rate	Value
11/23/04	planning with J. Sparacino regarding transition issues (.6); Conference with J. Melissinos regarding Centex Homes' demand for indemnity and tender of defense in Solana Del Mar v. Centex Homes case (0.2).	A. S. BAER	Senior Atty	0.20	305.00	61.00
11/24/04	Strategy and planning with A. Baer regarding Centex insurance issues (.2); Telephone conference with S. Dietrich regarding transition issues (.4); Telephone conference with T. Mullings regarding potential visit by Ember Krumweid on records (.1); Review S. Freeman e-mail regarding transition issues (.1);	C. J. MELISSINOS	Partner	0.80	445.00	356.00
11/29/04	Telephone conference with Kathi Ray regarding easement exchange (.1); Draft e-mail memorandum to K. Skyles and M. Allred regarding corporate service issue (.2); Telephone conference with C. Justice regarding transition issues (.2);	C. J. MELISSINOS	Partner	0.50	445.00	222.50
11/29/04	Telephone conference with T. Leineweber requesting information about Centex Homes' demand for indemnity and tender of defense in Solana Del Mar v. Centex Homes (0.2).	A. S. BAER	Senior Atty	0.20	305.00	61.00
11/30/04	Telephone conference with T. Mullings and S. Fitts regarding transition issues (.1); Draft agenda for proposed Mike Carmel trip to Portland (.5); Draft e-mail to Steve Dietrich, Tony Leineweber and P. Chung regarding same (.1); Telephone conference with C. Justice regarding transition issues (.3); Strategy and planning with J. Sparacino regarding same (.2); Draft e-mail to R. Mauceri regarding note transfer issues (.1); Telephone conference with T. Leineweber regarding insurance, operational issues (.8); Telephone conference with S. Dietrich regarding transition issues (.2); Draft e-mail to M. Carmel regarding proposed agenda (.1); Draft e-mail to S. Fitts regarding same (.1); Review information regarding records (.3).	C. J. MELISSINOS	Partner	2.80	445.00	1,246.00
<b>Total Services</b>				34.50		\$ 13,948.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: BUSINESS OPERATIONS

<b>Date</b>	<b>Disbursements Advanced</b>	<b>Detail</b>	<b>Value</b>
<b>Total Current Services and Disbursements This Matter</b>			<u>\$ 13,948.50</u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: BUSINESS OPERATIONS

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	24.90	11,080.50
2454	SPARACINO, J. J.	1.80	846.00
7872	YOUNG, W. M.	1.80	792.00
7913	STRICKLER, T. D.	4.80	864.00
7802	BAER, A. S.	1.20	366.00
		<hr/>	<hr/>
		34.50	\$13,948.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: CASE ADMINISTRATION

Date	Services	Name	Position	Hours	Rate	Value
11/01/04	Respond to creditor requests for plan.	J. J. SPARACINO	Partner	0.20	470.00	94.00
11/02/04	Call to Lightspeed regarding case inquiry (.1); attention to status of open matters (.3).	C. YANCY-HUNTER	Associate	0.40	245.00	98.00
11/04/04	Attention to status of open matters (0.2); telephone conference with J. Melissinos and R. McGee regarding notice and service issues (0.3).	C. YANCY-HUNTER	Associate	0.50	245.00	122.50
11/04/04	Monitor docket for newly filed pleadings and update internal file accordingly.	E. HOLLAND	Legal Asst	0.90	140.00	126.00
11/06/04	Work on current task list (.3);	C. J. MELISSINOS	Partner	0.30	445.00	133.50
11/08/04	Attention to status of open matters.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
11/09/04	Teleconference with J. Melissinos regarding status of open matters and notice and service issues.	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
11/09/04	Telephone conference with A. Lacey regarding hearing issues.	J. J. SPARACINO	Partner	0.50	470.00	235.00
11/10/04	Monitor docket for newly filed pleadings and update internal file accordingly.	E. HOLLAND	Legal Asst	0.60	140.00	84.00
11/11/04	Monitor docket for newly filed pleadings and update internal file accordingly.	E. HOLLAND	Legal Asst	0.60	140.00	84.00
11/11/04	Attention to voluminous, miscellaneous emails.	J. J. SPARACINO	Partner	0.60	470.00	282.00
11/16/04	Monitor docket for newly filed pleadings and update internal file accordingly.	E. HOLLAND	Legal Asst	0.60	140.00	84.00
11/17/04	Conference with J. Sparacino and J. Melissinos regarding matters needed to be resolved prior to confirmation hearing.	C. YANCY-HUNTER	Associate	1.10	245.00	269.50
11/17/04	Review draft of October MOR (.3); Conference with M. Allred regarding same, accounting issues (.2);	C. J. MELISSINOS	Partner	0.50	445.00	222.50
11/18/04	Attention to voluminous miscellaneous emails.	J. J. SPARACINO	Partner	0.50	470.00	235.00
11/18/04	Monitor docket for newly filed pleadings and update internal file accordingly (.8); conduct phone calls and emails with certain parties requesting information on the Plan and Disclosure Statement (1.6); upload Plan and Disclosure Statement on extranet (.6).	E. HOLLAND	Legal Asst	3.00	140.00	420.00
11/19/04	Answer and return phone calls and emails regarding Plan and	E. HOLLAND	Legal Asst	3.50	140.00	490.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



RE: CASE ADMINISTRATION

Date	Services	Name	Position	Hours	Rate	Value
	Disclosure Statement Notice.					
11/19/04	Attention to service issues.	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
11/19/04	Email to creditor in response to solicitation question (.20); email to creditor regarding Plan (.10).	J. J. SPARACINO	Partner	0.30	470.00	141.00
11/19/04	Finalize October MOR for filing (.5);	C. J. MELISSINOS	Partner	0.50	445.00	222.50
11/22/04	Review notice of appearance and attention to service issues.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
11/22/04	Answer and return phone calls and emails with questions regarding the Plan and Disclosure Statement notice.	E. HOLLAND	Legal Asst	4.50	140.00	630.00
11/23/04	Answer and return phone calls with questions regarding the Plan and Disclosure Statement notice.	E. HOLLAND	Legal Asst	2.30	140.00	322.00
11/23/04	Attention to issues related to updates to official service list.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
11/23/04	Email to creditor regarding Plan.	J. J. SPARACINO	Partner	0.20	470.00	94.00
11/24/04	Strategy and planning with C. Yancy-Hunter regarding open issues (.4); Draft e-mail memoranda to M. Allred regarding accounting issues (.2);	C. J. MELISSINOS	Partner	0.60	445.00	267.00
11/24/04	Teleconferences with J. Melissinos about status of open matters, including fee statements and fee application, stipulation resolving motion to reject arena suite agreement, Gold Cup property issues, plan service issues, sale motions, and payments to ordinary course professionals.	C. YANCY-HUNTER	Associate	0.80	245.00	196.00
11/24/04	Answer and return phone calls and emails with questions regarding the Plan and Disclosure Statement notice.	E. HOLLAND	Legal Asst	1.80	140.00	252.00
11/29/04	Answer and return phone calls and emails with questions regarding Plan and Disclosure Statement (1.7); monitor docket for newly filed pleadings and update internal file accordingly.	E. HOLLAND	Legal Asst	2.40	140.00	336.00
11/29/04	Teleconferences with J. Melissinos regarding status of Crescent sale motion, fee application notice and service issues.	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
	<b>Total Services</b>			28.50		\$ 5,759.00
	<b>Total Current Services and Disbursements This Matter</b>					\$ 5,759.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: CASE ADMINISTRATION

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	1.90	845.50
2454	SPARACINO, J. J.	2.30	1,081.00
7739	YANCY-HUNTER, C.	4.10	1,004.50
3836	HOLLAND, E.	20.20	2,828.00
		<hr/>	<hr/>
		28.50	\$5,759.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: CLAIMS ADMINISTRATION AND OBJECTIONS

Date	Services	Name	Position	Hours	Rate	Value
11/01/04	E-mail correspondence with F. Petersen regarding proposed claims reconciliation call.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
11/02/04	Prepare for and participate in conference call with B. Whinery, F. Petersen, and J. Melissinos regarding status of claims analysis and drafts of objections (1.1); e-mail correspondence with B. Works regarding claims reconciliation and review of objections (0.1).	C. YANCY-HUNTER	Associate	1.20	245.00	294.00
11/02/04	Conference call with B. Whinery, F. Petersen and C. Yancy-Hunter regarding claim objections, contract issues (.7); Strategy and planning with C. Yancy-Hunter regarding same (.1);	C. J. MELISSINOS	Partner	0.80	445.00	356.00
11/04/04	Draft e-mail to M. Allred regarding USFS claim status (.1);	C. J. MELISSINOS	Partner	0.10	445.00	44.50
11/04/04	E-mail correspondence with B. Works regarding review of claims objections (0.1); attention to service issues related to omnibus claim objections (1.1).	C. YANCY-HUNTER	Associate	1.20	245.00	294.00
11/05/04	Continue working on service issues related to Committee omnibus claim objections (7.5); calls and e-mails with H. Boucaud regarding same (0.2).	C. YANCY-HUNTER	Associate	7.70	245.00	1,886.50
11/07/04	Finalize claim objection service lists.	C. YANCY-HUNTER	Associate	0.40	245.00	98.00
11/08/04	Review schedules and claims register in connection with analysis of total amount of claims asserted against Debtors.	C. YANCY-HUNTER	Associate	0.80	245.00	196.00
11/09/04	E-mail correspondence with F. Petersen regarding omnibus claim objections and service issues (.1); continue working on service lists for same (3.1); e-mail correspondence with J. Sparacino regarding Louisiana-Pacific claim and analysis regarding same (.2).	C. YANCY-HUNTER	Associate	3.40	245.00	833.00
11/11/04	Review e-mail correspondence from J. Sparacino regarding Committee's omnibus claim objections.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
11/11/04	Review filed claim objections and email client regarding same.	J. J. SPARACINO	Partner	0.40	470.00	188.00
11/15/04	Draft e-mail memorandum to M. Allred regarding USFS claim (.1);	C. J. MELISSINOS	Partner	0.10	445.00	44.50
11/17/04	Meeting and subsequent e-mails	C. YANCY-HUNTER	Associate	1.00	245.00	245.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: CLAIMS ADMINISTRATION AND OBJECTIONS

Date	Services	Name	Position	Hours	Rate	Value
	with B. Works regarding revisions to reconciliation chart to reflect claim objection activity.					
11/19/04	Draft e-mail to B. Whinery and F. Petersen regarding USFS claim (.1);	C. J. MELISSINOS	Partner	0.10	445.00	44.50
11/24/04	Draft e-mail memorandum to M. Allred regarding USFS claim issues (.1);	C. J. MELISSINOS	Partner	0.10	445.00	44.50
11/29/04	Review and revise most recent version of claims reconciliation spreadsheet.	C. YANCY-HUNTER	Associate	2.60	245.00	637.00
11/30/04	Work with A. Baer regarding withdrawn tax claim.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
11/30/04	Review letter from USDA regarding road maintenance claim (.1); Draft e-mail memorandum to M. Allred regarding same (.1); Strategy and planning with C. Yancy-Hunter regarding claims reconciliation issues (.2).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
<b>Total Services</b>				20.70		\$ 5,481.50

**Total Current Services and Disbursements This Matter**\$ 5,481.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: CLAIMS ADMINISTRATION AND OBJECTIONS

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	1.60	712.00
2454	SPARACINO, J. J.	0.40	188.00
7739	YANCY-HUNTER, C.	18.70	4,581.50
		<u>20.70</u>	<u>\$5,481.50</u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: EMPLOYEE BENEFITS / PENSIONS

Date	Services	Name	Position	Hours	Rate	Value
11/05/04	Draft e-mail memorandum to C. Milner regarding COBRA and WARN Act issues (.4);	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/08/04	Attention to Cobra issue (.10); review and revise employee communication (.30).	J. J. SPARACINO	Partner	0.40	470.00	188.00
11/16/04	Conference with T. Leineweber regarding KERP and MSP issues, insurance issues, various (.3);	C. J. MELISSINOS	Partner	0.30	445.00	133.50
11/17/04	Conference with T. Leineweber regarding KERP and MSP issues (.1); Review KERP and MSP plan (.3); Draft e-mail memorandum to S. Dietrich and T. Leineweber regarding same (.2);	C. J. MELISSINOS	Partner	0.60	445.00	267.00
11/18/04	Strategy and planning with J. Sparacino regarding KERP and MSP issues (.4); Conference call with P. Stott and J. Sparacino regarding same (.3); Telephone conference with P. Chung regarding same (.1);	C. J. MELISSINOS	Partner	0.80	445.00	356.00
11/18/04	Telephone conference with P. Stott regarding KERP issue (.20); work with J. Melissinos regarding KERP (.30); telephone conference with P. Stott and J. Melissinos regarding KERP (.20).	J. J. SPARACINO	Partner	0.70	470.00	329.00
11/19/04	Review existing forms of MSP Group I and II Releases (.2); Draft e-mail memorandum to D. Nelson regarding same (.1);	C. J. MELISSINOS	Partner	0.30	445.00	133.50
11/22/04	Review S. Freeman e-mail regarding KERP and MSP (.3); Telephone conference with C. Wachsstock regarding KERP/MSP issues (.3);	C. J. MELISSINOS	Partner	0.60	445.00	267.00
11/24/04	Attention to e-mail message from Mr. Melissinos regarding COBRA and WARN issues and response to same.	C. MILNER	Partner	0.70	410.00	287.00
<b>Total Services</b>				4.80		\$ 2,139.00

**Total Current Services and Disbursements This Matter**\$ 2,139.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: EMPLOYEE BENEFITS / PENSIONS

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	3.00	1,335.00
8324	MILNER, C.	0.70	287.00
2454	SPARACINO, J. J.	1.10	517.00
		<hr/>	<hr/>
		4.80	\$2,139.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: FEE / EMPLOYMENT APPLICATIONS

Date	Services	Name	Position	Hours	Rate	Value
11/04/04	E-mail correspondence with M. Allred regarding and transmit copies of professionals' fee applications to him.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
11/08/04	Work on employment issues (.3).	C. J. MELISSINOS	Partner	0.30	445.00	133.50
11/16/04	E-mail correspondence with S. England (Zender Thurston) regarding timing for filing October fee statements and fourth interim fee applications.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
11/18/04	Teleconference with D. Webert of Ball Janik regarding fee holdback issues.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
11/19/04	Review list of payments made to ordinary course professionals (.1); Draft e-mail memoranda to M. Allred and C. Yancy-Hunter regarding same (.1);	C. J. MELISSINOS	Partner	0.20	445.00	89.00
11/20/04	Work on employment matters (1.1);	C. J. MELISSINOS	Partner	1.10	445.00	489.50
11/21/04	Review AK October pro forma in preparation for fee statement (1.3);	C. J. MELISSINOS	Partner	1.30	445.00	578.50
11/22/04	Brief review of initial draft of fee application.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
11/22/04	Strategy and planning with J. Sparacino regarding employment, transition matters (.6); Work on employment matters (.5);	C. J. MELISSINOS	Partner	1.10	445.00	489.50
11/22/04	Begin work on Fourth Interim Fee Application; compile July, August and September invoices for fee application; work on initial exhibits for fee application.	N. K. EDIGER	Legal Asst	3.50	80.00	280.00
11/23/04	Continue work on Fourth Interim Fee Application; draft exhibits for fee application; conference with D. Talley regarding outstanding amounts due; draft coversheet; pull approved orders for exhibits to fee application.	N. K. EDIGER	Legal Asst	5.00	80.00	400.00
11/23/04	Draft e-mail memoranda to M. Allred regarding ordinary course issue (.1); Work on employment matters (.4);	C. J. MELISSINOS	Partner	0.50	445.00	222.50
11/23/04	Draft notices of fee statements for AK, Blackstone, PricewaterhouseCoopers, Zender Thurston, and Hillis Clark and review fee statements of Blackstone, PricewaterhouseCoopers, and Zender Thurston (1.1); review and verify debtor spreadsheet of	C. YANCY-HUNTER	Associate	2.00	245.00	490.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



## RE: FEE / EMPLOYMENT APPLICATIONS

Date	Services	Name	Position	Hours	Rate	Value
	payments due to professionals, confirm absence of objections to September fee statements and e-mail correspondence to J. Roberts regarding same (.4); e-mail correspondence with D. Weibert and T. Ballew regarding fee statements (.2); work on AK October fee statement (.3).					
11/24/04	Continue work on Fourth Interim Fee Application, incorporate October invoice into exhibits, finalize exhibits to fee application, finalize coversheet; proof application.	N. K. EDIGER	Legal Asst	6.00	80.00	480.00
11/24/04	E-mail correspondence with M. Allred regarding fee statements filed by professionals (.2); revise summary of AK fee statement and electronically file October fee statements for AK, Zender Thurston, PricewaterhouseCoopers, Blackstone, Ball Janik, and Hillis Clark (1.0).	C. YANCY-HUNTER	Associate	1.20	245.00	294.00
11/24/04	Review Mesch, Clark fourth interim fee application (1.1).	A. S. BAER	Senior Atty	1.10	305.00	335.50
11/27/04	Commence drafting AK fourth interim fee application (.4).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/29/04	Work on employment matters (.4); Continue drafting Fourth Interim Fee Application (4.2);	C. J. MELISSINOS	Partner	4.60	445.00	2,047.00
11/29/04	Draft inserts to fourth interim fee application (1.6); review and electronically file Zender Thurston fee application (0.3); draft notice of payments to ordinary course professionals and revise related exhibit (0.6); teleconference with J. Meshishnek regarding fee issues and call to J. Melissinos regarding same (0.1).	C. YANCY-HUNTER	Associate	2.60	245.00	637.00
11/29/04	Review and execute 2014 Supplemental Statement.	R. V. JEWELL	Partner	0.30	500.00	150.00
11/29/04	Revise draft supplemental 2014.	J. J. SPARACINO	Partner	0.20	470.00	94.00
11/30/04	Review and revise AK fee application (1.20); work with J. Melissinos regarding AK fee application (.30).	J. J. SPARACINO	Partner	1.50	470.00	705.00
11/30/04	Continue preparing AK fee application and electronically file same (1.1); review and electronically file fee applications of Ball Janik, Hillis Clark, and Blackstone (1.2); draft notice of	C. YANCY-HUNTER	Associate	3.60	245.00	882.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: FEE / EMPLOYMENT APPLICATIONS

Date	Services	Name	Position	Hours	Rate	Value
	professionals' fee applications (1.3).					
11/30/04	Finalize AK Fourth Interim Fee Application (.6); Review and edit draft of notice of payments made to ordinary course professionals (.2).	C. J. MELISSINOS	Partner	0.80	445.00	356.00
<b>Total Services</b>				<u>37.80</u>		<u>\$ 9,453.50</u>
<b>Total Current Services and Disbursements This Matter</b>						<u><u>\$ 9,453.50</u></u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: FEE / EMPLOYMENT APPLICATIONS

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
1173	JEWELL, R. V.	0.30	150.00
2778	MELISSINOS, C. J.	10.30	4,583.50
2454	SPARACINO, J. J.	1.70	799.00
7739	YANCY-HUNTER, C.	9.90	2,425.50
7802	BAER, A. S.	1.10	335.50
5181	EDIGER, N. K.	14.50	1,160.00
		<hr/>	<hr/>
		37.80	\$9,453.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: FINANCING (INCLUDING CASH COLLATERAL)

Date	Services	Name	Position	Hours	Rate	Value
09/24/04	Review and respond to e-mail correspondence from J. Melissinos regarding bond in respect of Riley Creek and release of lien (.1); review and respond to e-mail correspondence from S. Dietrich regarding same (.2); review and respond to additional e-mail correspondence from S. Dietrich regarding obtaining release of liens (.1).	D. RODRIGUEZ	Partner	0.40	495.00	198.00
09/27/04	Prepare e-mail correspondence to T. Callobre regarding release of liens and review response thereto (.1); review additional e-mail correspondence from A. Callobre and UCC termination statements (.3); review e-mail correspondence from J. Behm at CIT regarding recordation dates (.1); prepare e-mail correspondence to A. Callobre and reply thereto (.1); prepare additional e-mail correspondence to J. Behm regarding recorded UCC-3's and review response thereto (2).	D. RODRIGUEZ	Partner	0.80	495.00	396.00
09/28/04	Review e-mail correspondence regarding releases .	D. RODRIGUEZ	Partner	0.10	495.00	49.50
10/06/04	Review e-mail correspondence from J. Melissinos regarding Release of Lien on Riley Creek and attachments thereto.	D. RODRIGUEZ	Partner	0.30	495.00	148.50
11/17/04	Strategy and planning with D. Rodriguez regarding CIT release (.1); Telephone conference with C. Brock regarding same, real estate matters (.1); Draft e-mail to D. Rodriguez regarding same (.1);	C. J. MELISSINOS	Partner	0.30	445.00	133.50
11/18/04	Telephone conference with C. Brock regarding Riley Creek release issues (.1); Review D. Rodriguez comments, draft e-mail to D. Rodriguez regarding same (.1);	C. J. MELISSINOS	Partner	0.20	445.00	89.00

**Total Services**

2.10

\$ 1,014.50

**Total Current Services and Disbursements This Matter**\$ 1,014.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: FINANCING (INCLUDING CASH COLLATERAL)

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	0.50	222.50
1199	RODRIGUEZ, D.	1.60	792.00
		<hr/>	<hr/>
		2.10	\$1,014.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: MEETINGS OF CREDITORS (INCLUDING 341 AND COMMITTEE COMMUNICATIONS)

<b>Date</b>	<b>Services</b>	<b>Name</b>	<b>Position</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
11/02/04	Conference call with J. Stout, S. Fitts, S. Freeman and J. Melissinos regarding Plan and Liquidating Trust Agreement comments and issues.	J. J. SPARACINO	Partner	0.90	470.00	423.00
11/16/04	Meeting with Noteholder representatives, Committee representatives and Crown personnel and representatives regarding plan process and transition issues.	J. J. SPARACINO	Partner	7.00	470.00	3,290.00
11/16/04	Review documents for call (.6); participate in conference call (2.4).	S. O. JONES	Of Counsel	3.00	350.00	1,050.00
11/16/04	Participate in "all hands" transition meeting and call.	C. J. MELISSINOS	Partner	5.40	445.00	2,403.00
11/16/04	Post-confirmation transition issues meeting with AK, Crown, Blackstone, Ball Janik, ORM, Debevoise, Committee (via phone) and Liquidating Trustee (via phone).	C. YANCY-HUNTER	Associate	5.20	245.00	1,274.00
<b>Total Services</b>				21.50		\$ 8,440.00

**Total Current Services and Disbursements This Matter**\$ 8,440.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: MEETINGS OF CREDITORS (INCLUDING 341 AND COMMITTEE COMMUNICATIONS)

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	5.40	2,403.00
2454	SPARACINO, J. J.	7.90	3,713.00
7739	YANCY-HUNTER, C.	5.20	1,274.00
7796	JONES, S. O.	3.00	1,050.00
		<hr/>	<hr/>
		21.50	\$8,440.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
11/01/04	Conference call with P. Chung and J. Sparacino regarding plan process (.3); Telephone conference with Bill Perkins regarding same, review of documents, close down issues (.2); Conference call with P. Stott, S. Dietrich and J. Sparacino regarding plan process (.8); Strategy and planning with J. Sparacino regarding plan, disclosure statement additional revisions and details, various (1.2); Telephone conference with S. Dietrich regarding plan issues, 2x (.6); Telephone conference with S. Vaughn regarding same (.4); Telephone conference with C. Brock regarding real property issues (.4); Conference call with C. Brock and C. Justice regarding same (.1); Draft e-mail memorandum to A. Pope regarding partition issues (.1);	C. J. MELISSINOS	Partner	4.10	445.00	1,824.50
11/01/04	Telephone conference with S. Freeman and J. Stout regarding plan process and status (.30); telephone conference with P. Chung and J. Melissinos regarding plan issues (.30); attention and respond to plan structure emails (.30); work with J. Melissinos regarding Disclosure Statement and Trust Agreement comments and issues (.90); review Liquidating Trust Agreement and attention to Woody Jones' proposed revisions (.50); review tax portion of Disclosure Statement comments from A. Mantor (.20).	J. J. SPARACINO	Partner	2.50	470.00	1,175.00
11/01/04	Work regarding revisions to Article VIII of Plan and other changes.	H. M. RAY	Partner	1.00	590.00	590.00
11/01/04	Email traffic with attorney Melissinos regarding general partner and officer issues for CPLP and NewCos.	S. O. JONES	Of Counsel	0.80	350.00	280.00
11/02/04	Lengthy teleconference with attorneys Sparacino and Melissinos regarding effect of plan on formation and pre-effective date operation of NewCo and NewCo Corps, Disclosure Statement errors, and related matters (1.2).	S. O. JONES	Of Counsel	1.20	350.00	420.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
11/02/04	Work with J. Sparacino regarding strategy regarding Plan (1.20); review Plan as filed (1.40).	H. M. RAY	Partner	2.60	590.00	1,534.00
11/02/04	Work with W. Jones and J. Melissinos regarding Plan corporate issues (.80); prepare for conference call with lenders regarding Plan (.80); telephone conference with C. Mills regarding status of negotiations (.10).	J. J. SPARACINO	Partner	1.70	470.00	799.00
11/02/04	Conference call with P. Stott and T. Leineweber regarding plan provisions (.9); Telephone conference with P. Chung regarding same (.1); conference call with J. Stout, S. Fitts, S. Freeman and J. Sparacino regarding plan, disclosure statement and trust comments (.8); Strategy and planning with J. Sparacino and W. Jones regarding effective date steps (1.1); Prepare additional comments regarding disclosure statement (.6); Telephone conference to C. Mills regarding release issues (.2);	C. J. MELISSINOS	Partner	3.70	445.00	1,646.50
11/03/04	Draft e-mail to S. Freeman et al. regarding comments to disclosure statement (.4);	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/03/04	Work with J. Melissinos regarding Plan status (.30); telephone conference with P. Chung regarding Plan negotiation issues (.20); email to S. Freeman and J. Stout regarding Trust Agreement issue (.40).	J. J. SPARACINO	Partner	0.90	470.00	423.00
11/04/04	Telephone conference with B. Whinery regarding Plan issues (.40); telephone conference with J. Stout and J. Melissinos regarding Plan (.50); work with J. Melissinos regarding Plan strategy and issues (1.00); review proposed drafts of the NewCo pre-effective date documents (.90).	J. J. SPARACINO	Partner	2.80	470.00	1,316.00
11/04/04	Draft e-mail to C. Mills regarding CPALP authority question (.2); Strategy and planning with J. Sparacino regarding plan issues (.5); Conference call with Joan Stout and J. Sparacino regarding plan status issues (.3); Telephone conference with S. Dietrich regarding status (.1);	C. J. MELISSINOS	Partner	1.10	445.00	489.50
11/04/04	Review NewCo document drafts.	H. M. RAY	Partner	0.70	590.00	413.00
11/05/04	Plan change review.	H. M. RAY	Partner	0.40	590.00	236.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
11/05/04	E-mail correspondence and calls with J. Melissinos and T. Feil regarding service issues related to disclosure statements.	C. YANCY-HUNTER	Associate	0.60	245.00	147.00
11/05/04	Initial review of revised NewCo documents (.7); review legal issues regarding indemnification (.8).	S. O. JONES	Of Counsel	1.50	350.00	525.00
11/05/04	Review information on real property issues to be addressed (.5); Participate in conference call with J. Shea, Ember Krumweid, R. Paul, R. Johnson, A. Pope, T. Parks and C. Brock regarding real property issues (1.1); Telephone conference with C. Mills regarding release issues, various (.4); Strategy and planning with J. Sparacino regarding same, various (.4); Conference call with J. Sparacino and C. Mills regarding same (.2); Telephone conference with Tinamarie Feil regarding noticing (.2); Work on noticing issues (.7); Strategy and planning with C. Yancy-Hunter regarding noticing tasks (.3); Telephone conference with S. Dietrich regarding plan status (.3); Telephone conference with S. Freeman regarding plan issues, 2x (.3); Draft e-mail memorandum to J. Roberts regarding professional fee exhibit update (.1); Conference call with P. Chung and S. Deitrich regarding plan items (.2); Telephone conference with J. Stout regarding same (.1);	C. J. MELISSINOS	Partner	4.80	445.00	2,136.00
11/05/04	Work with J. Melissinos regarding Plan issues (.40); review proposed CP Admin revisions (.20); telephone conference with C. Mills and J. Melissinos regarding CP Admin status (.30); review further Plan proposed revisions (.50); attention and respond to T. Mullings email regarding Schedule 9.2.2 (.20); review CP Admin resolution as drafted in new Plan proposed revisions (.30).	J. J. SPARACINO	Partner	1.90	470.00	893.00
11/06/04	Continue review of current versions of plan, disclosures statement, liquidating trust and related documents (.4);	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/06/04	Legal research regarding indemnification issues for NewCo documents (2.1); review of	S. O. JONES	Of Counsel	3.50	350.00	1,225.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
	NewCo documents for comments (1.4).					
11/07/04	Further review and draft proposed revisions to NewCo Corp Bylaws (.8); draft lengthy email message to parties summarizing legal and practical arguments for indemnification provisions (1.2).	S. O. JONES	Of Counsel	2.00	350.00	700.00
11/07/04	Review Plan and Disclosure Statement changes (.70); review liquidating trust (.50); LLC operating agreement (.30).	H. M. RAY	Partner	1.50	590.00	885.00
11/08/04	Work regarding consensual Plan issues with clients and J. Sparacino.	H. M. RAY	Partner	3.70	590.00	2,183.00
11/08/04	Teleconference with attorney Fitts regarding Disclosure Statement comments and document drafting comments (.6).	S. O. JONES	Of Counsel	0.60	350.00	210.00
11/08/04	Strategy and planning with J. Sparacino regarding liquidating trust, plan and disclosure statement, various (.7); Telephone conference with S. Dietrich regarding plan and disclosure statement, various (.5); Review revised versions of disclosure statement (1.1); Review revised versions of plan (.5); Conference call with C. Mills and J. Sparacino, 2x (.3); Conference call with S. Freeman and J. Sparacino regarding same (.8); Prepare transmittals to S. Dietrich regarding same (.3); Draft e-mail memorandum to S. Freeman regarding same (.1); Telephone conference with S. Freeman regarding lease noteholders objections (.1); conference call with J. Stout, R. Mauceri, S. Freeman and J. Sparacino regarding disclosure statement comments (.8); Work on draft of schedule 9.2.2 to plan (.4); Draft e-mail memorandum to Tracey Mullings regarding same (.2); Telephone conference with Sarah Fitts regarding plan and close-out issues (.1); Draft e-mail to S. Freeman regarding professional fee exhibit (.1).	C. J. MELISSINOS	Partner	6.00	445.00	2,670.00
11/08/04	Analysis of latest draft Liquidating Trust Agreement (.80); work with J. Melissinos regarding Plan issues (.60); analysis of latest draft Plan and revisions (1.10); telephone	J. J. SPARACINO	Partner	6.00	470.00	2,820.00

Payment due upon receipt

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## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
	conference with C. Mills and J. Melissinos regarding Plan (.30); telephone conference with S. Freeman and J. Melissinos regarding Plan and Disclosure Statement comments (.80); further review of latest Plan revisions (.60); review of further Disclosure Statement revisions and comments (.70); review of further Trust Agreement revisions (.30); attention to numerous S. Freeman emails regarding Plan comments and revisions (.30); review of LLC Operating Agreement draft (.50).					
11/08/04	Work on service issues related to counterparties of contracts to be assumed pursuant to the Plan (2.3).	C. YANCY-HUNTER	Associate	2.30	245.00	563.50
11/09/04	Review several versions and revisions to Plan and Disclosure Statement (1.00); analysis of LPC objection and response points (.70); analysis of Lease Notes objection and response points (.30); work with J. Melissinos regarding document drafts and hearing process (.40); attention to several emails regarding LPC claims and objection (.20); attention to several emails regarding lease notes position (.20); telephone conference with B. Whinery and W. Kohn regarding resolution (.40); review numerous versions of various notices and draft orders (1.20); telephone conference with S. Freeman and J. Stout regarding documents and status (.40); telephone conference with S. Freeman regarding documents (.20); further review document drafts (.30).	J. J. SPARACINO	Partner	5.30	470.00	2,491.00
11/09/04	Strategy and planning with J. Sparacino regarding plan and disclosure statement issues, various (.4); Strategy and planning with C. Yancy-Hunter regarding noticing issues, various (.4); Draft e-mail to S. Freeman et al. regarding noticing issues (.3); Review revised versions of plan and disclosure statement as filed (.4); Telephone conference with P. Chung regarding potential transition meeting (.1); Telephone conference with S. Fitts regarding	C. J. MELISSINOS	Partner	1.70	445.00	756.50

Payment due upon receipt

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## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
	real property investigation issues (.1).					
11/09/04	Review incoming messages regarding indemnification provisions for NewCo Corps (.3); draft email messages regarding indemnification (.3); receive and quickly look at revised plan of reorganization (.7);	S. O. JONES	Of Counsel	1.30	350.00	455.00
11/09/04	Review final redline of consensual Plan (1.90); review Disclosure Statement (.90).	H. M. RAY	Partner	2.80	590.00	1,652.00
11/09/04	Attention to issues related to extranet site for access to plan and disclosure statement documents (.3); e-mail correspondence with T. Feil regarding (.1) and continue working on service lists related to plan solicitation and notice (8.5)	C. YANCY-HUNTER	Associate	8.90	245.00	2,180.50
11/10/04	E-mail correspondence with T. Mullings and T. Feil regarding preparation of solicitation packages (.1); continue working on service issues related to plan solicitation and notice (1.2); work on extranet site for outside access of plan and disclosure statement documents (.5).	C. YANCY-HUNTER	Associate	1.80	245.00	441.00
11/10/04	New version of Disclosure Statement work.	H. M. RAY	Partner	0.70	590.00	413.00
11/10/04	Review of final form of Amended and Restated LLC Agreement for Cascade Timberlands (.4); draft email to attorneys Sparacino and Melissinos regarding same (.1); participate in conference call regarding closing items (2).	S. O. JONES	Of Counsel	2.50	350.00	875.00
11/10/04	Draft e-mail memoranda to C. Yancy-Hunter regarding form of disclosure statement notice, various (.3); Draft e-mail to T. Feil regarding noticing issues (.1); Telephone conference with S. Freeman regarding same (.1); Draft e-mail memoranda to S. Fitts regarding transition meeting (.2).	C. J. MELISSINOS	Partner	0.70	445.00	311.50
11/10/04	Continue to review newly revised versions of various Disclosure Statement documents.	J. J. SPARACINO	Partner	1.20	470.00	564.00
11/11/04	Work with H. Ray regarding status and Plan process (.50); attention to Disclosure Statement corporate comments (.30); attention to Plan and Disclosure Statement comments and revisions regarding Bonners Ferry (.50); review and	J. J. SPARACINO	Partner	1.60	470.00	752.00

Payment due upon receipt

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## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
	revise Disclosure Statement/Plan notice (.30).					
11/11/04	Strategy and planning with C. Yancy-Hunter regarding noticing issues, various (.4); Work on noticing issues (1.1); Strategy and planning with W. Jones regarding corporate structure on transition (.3); Telephone conference with Tinamarie Feil regarding noticing issues, various (.8); Draft e-mail to S. Freeman and group regarding plan service logistics (.3).	C. J. MELISSINOS	Partner	2.90	445.00	1,290.50
11/11/04	Further review of documents from revision session on plan and exhibit documents (1.2); teleconference with attorney Sparacino regarding same (.3)	S. O. JONES	Of Counsel	1.50	350.00	525.00
11/11/04	Double check Plan and Disclosure Statement as filed (.70); work with J. Sparacino regarding next steps (1.00).	H. M. RAY	Partner	1.70	590.00	1,003.00
11/11/04	Call with J. Melissinos regarding (.2) and continue working on plan solicitation and notice service issues (.4).	C. YANCY-HUNTER	Associate	0.60	245.00	147.00
11/12/04	Review notices and Ballot, revise timeline.	H. M. RAY	Partner	1.40	590.00	826.00
11/12/04	Strategy and planning with C. Yancy-Hunter regarding noticing issues, various (.6); Strategy and planning with J. Sparacino regarding same (.4); Continue work on noticing issues, telephone conferences and e-mail to T. Feil regarding same, various (1.5); Telephone conference with S. Freeman regarding same, 2x (.3); Draft e-mail to T. Mullings regarding contract listing (.2); Participate in real estate conference call with A. Schultz, R. Johnson, A. Pope, T. Parks et al. (.4).	C. J. MELISSINOS	Partner	3.40	445.00	1,513.00
11/12/04	Telephone conferences with J. Melissinos regarding service and notice issues and status.	J. J. SPARACINO	Partner	0.50	470.00	235.00
11/12/04	Continue working on plan solicitation and service issues.	C. YANCY-HUNTER	Associate	3.10	245.00	759.50
11/13/04	Strategy and planning with C. Yancy-Hunter regarding noticing issues (.1); Work on noticing issues (1.4); Draft e-mail memorandum to T. Feil regarding same (.2).	C. J. MELISSINOS	Partner	1.70	445.00	756.50

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## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
11/13/04	Continue working on service issues related to plan solicitation and notice (2.9); calls and e-mail correspondence with J. Melissinos and e-mail correspondence with T. Feil and T. Mullings regarding same (.5).	C. YANCY-HUNTER	Associate	3.40	245.00	833.00
11/14/04	E-mail correspondence with T. Feil, J. Melissinos, and T. Mullings regarding service issues (.6) and continue working on issues related to service/solicitation of plan and disclosure statement (1.8).	C. YANCY-HUNTER	Associate	2.40	245.00	588.00
11/14/04	Review all CPM, CPLP and other partnership documents regarding indemnification provisions (2.6).	S. O. JONES	Of Counsel	2.60	350.00	910.00
11/15/04	Teleconference with attorney Sparacino regarding NewCo documents (.2); review NewCo documents and note changes needed therefor (.4); confer with attorney Sparacino regarding NewCo documents and further changes thereto (.5); review NewCo documents and draft lengthy email memorandum summarizing risk profile presented by documents (4.4).	S. O. JONES	Of Counsel	5.50	350.00	1,925.00
11/15/04	Continue working on plan and disclosure statement service/solicitation issues (3.5); teleconferences and e-mail correspondence with J. Melissinos, T. Feil, and C. Justice (.9) and e-mail correspondence with T. Mullings and E. Krumweid regarding same (.2).	C. YANCY-HUNTER	Associate	4.60	245.00	1,127.00
11/15/04	Review revised form of notice (.4); Draft e-mail memoranda to T. Feil and group regarding form of notice, noticing issues (.2); Strategy and planning with J. Sparacino regarding noticing issues, various (.4); Telephone conference with Tinamarie Feil regarding notice issues, various (.7); Conference call with Tinamarie Feil and C. Yancy-Hunter regarding same (.8); Telephone conference with J. Stout regarding noticing issues, next steps (.1); Work on noticing issues (2.2); Strategy and planning with A. Baer regarding same, various (.2); Strategy and planning with C. Yancy-Hunter regarding	C. J. MELISSINOS	Partner	5.90	445.00	2,625.50

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## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
	same (.3); Telephone conference with F. Petersen regarding same (.1); Review W. Jones memorandum on entity formation issues (.3); Review list of real estate tasks (.2);					
11/15/04	Review and revise various drafts of Ballot (.60); review and revise form of hearing notice (.40); analysis of Plan with respect to Debtor responsibilities, timeline and exhibit filing date items (1.50).	J. J. SPARACINO	Partner	2.50	470.00	1,175.00
11/15/04	Draft e-mail to solicitation agent requesting that solicitation packages be sent to two individuals employed by Skagit County, Washington (0.3); create list of counsel for adversaries of CPLP/Desert Lumber/Reno Lumber in cases in which adversaries demanded indemnity and tendered defense to CPLP (0.5); review and reply to e-mails from John Melissinos relating to such list of counsel (0.4).	A. S. BAER	Senior Atty	1.20	305.00	366.00
11/16/04	Draft e-mail to D. Zender regarding notice issues (.1); Draft e-mail memoranda to T. Feil regarding same (.4);	C. J. MELISSINOS	Partner	0.50	445.00	222.50
11/17/04	Draft e-mail memoranda to T. Feil regarding notice issues, various (.3); Telephone conference with T. Feil regarding same (.1); Review schedule of subordinate easements (.1);	C. J. MELISSINOS	Partner	0.50	445.00	222.50
11/17/04	Review proposed W. Jones revisions to Plan corporate documents (.30); attention to Plan corporate documents' indemnification structure and protection for director and incorporator (.60).	J. J. SPARACINO	Partner	0.90	470.00	423.00
11/17/04	Review spreadsheets from BMC of plan schedule service.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
11/17/04	Emails to parties regarding comments on NewCo Corp Bylaws and NewCo LLC Agreement (.3); review Plan and Liquidating Trust Agreement for indemnification provisions and note proposed revisions thereto (.8); draft email to parties transmitting revisions, with lengthy explanation of necessity therefor (.4);	S. O. JONES	Of Counsel	1.50	350.00	525.00

Payment due upon receipt

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## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
11/18/04	Attention to issues related to maintenance of extranet site containing plan and disclosure statement documents (.4); address equity holder inquiry regarding notice of plan (.1).	C. YANCY-HUNTER	Associate	0.50	245.00	122.50
11/19/04	Address equity holder and creditor inquiries related to plan and e-mail correspondence with E. Holland and J. Melissinos regarding same.	C. YANCY-HUNTER	Associate	0.70	245.00	171.50
11/19/04	Review emails from attorneys Melissinos and Sparacino (.3); teleconference with attorney Sparacino regarding director issue (.3); teleconference with attorneys Sparacino and Fitts regarding filings and director issue (.4).	S. O. JONES	Of Counsel	1.00	350.00	350.00
11/19/04	Telephone conference with W. Jones and S. Fitts regarding Plan corporate issues (.30); work with W. Jones regarding Plan corporate issues (.20); review draft action list (.30); assess strategy regarding corporate formation issues and protection to individuals (.50).	J. J. SPARACINO	Partner	1.30	470.00	611.00
11/19/04	Participate in standing real estate call (1.3); Strategy and planning with C. Yancy-Hunter regarding noticing, real property issues (.3); Draft e-mail memorandum to B. Whinery and F. Petersen regarding real estate timing and closing issues (.2);	C. J. MELISSINOS	Partner	1.80	445.00	801.00
11/22/04	Review form of NewCo Corp Bylaws and note change needed thereon (.6); draft email to attorney Mullings regarding same (.2); review revised bylaws and approve (.2).	S. O. JONES	Of Counsel	1.00	350.00	350.00
11/22/04	Respond to equity holder inquiries related to notice of plan confirmation hearing (.1); review service lists and plan schedules in connection with confirmation of service (2.1); calls and e-mail correspondence with J. Melissinos regarding same (.4).	C. YANCY-HUNTER	Associate	2.60	245.00	637.00
11/22/04	Work with C. Yancy-Hunter on noticing issues (.3); Draft e-mail memoranda to A. Schultz and Russ Paul regarding subordinate easements (.2);	C. J. MELISSINOS	Partner	0.50	445.00	222.50
11/22/04	Work with J. Melissinos regarding numerous open issues including Plan process issues (.60); telephone conference with S. Fitts	J. J. SPARACINO	Partner	1.90	470.00	893.00

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## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
11/23/04	regarding corporate issues (1.1); review revised Exhibit C (.20). Participate in real estate conference call with A. Schultz, J. Shea, R. Johnson et al. (.4); Draft e-mail memorandum to P. Stott regarding M&L and Foley properties (.3); Review M&L transaction document, draft e-mail to B. Perkins and John Sparacino regarding same (.2);	C. J. MELISSINOS	Partner	0.90	445.00	400.50
11/23/04	Address equity holder inquiries regarding notice of plan (.2); call with BMC regarding solicitation packages and e-mail correspondence to E. Holland regarding same (.1); continue review and verification of service lists related to solicitation to contract counterparties (.6).	C. YANCY-HUNTER	Associate	0.90	245.00	220.50
11/23/04	Review of last changes to form of NewCo Corp bylaws (.4); draft email of approval to attorney Mullings (.1).	S. O. JONES	Of Counsel	0.50	350.00	175.00
11/23/04	Telephone conference with S. Fitts' office.	J. J. SPARACINO	Partner	0.10	470.00	47.00
11/24/04	Review Bylaws revisions from T. Mullings (.30); review revised Plan Exhibit H (.40); email equity holder regarding Plan (.20); review revised Schedule 1.105 (.20); review Carmel consulting agreement (.20); review revised Liquidating Trust Agreement (.30); review revised Exhibit G to Plan (.20); review revised Schedule 1.120 (.20); review Bylaws revisions from S. Freeman (.10).	J. J. SPARACINO	Partner	2.10	470.00	987.00
11/24/04	Review notice of filing amended schedules and exhibits and revised forms of proposed exhibits (.7); Draft e-mail to S. Freeman and group regarding timber contract issues (.3);	C. J. MELISSINOS	Partner	1.00	445.00	445.00
11/29/04	Strategy and planning with J. Sparacino regarding plan and disclosure statement filing, notice (1.1); Draft e-mail memoranda to S. Freeman regarding proposed assumptions of timber contracts, various (.3); Review revised version of NewCo LLC agreement and other exhibits to plan (.5); Telephone conference with S. Fritz regarding notice issues (.1);	C. J. MELISSINOS	Partner	3.70	445.00	1,646.50

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## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
11/29/04	Draft e-mail memoranda to T. Feil regarding same (.3); Telephone conference with S. Freeman regarding ancillary assets, notice issues, various (.2); Telephone conference with T. Feil regarding noticing issues (.1); Draft e-mail memoranda to B. Whinery and F. Petersen regarding amendment, transition issues (.2); Conference call with B. Whinery and F. Petersen regarding same (.3); Conference call with S. Freeman, A. Schultz and J. Shea regarding Portland office issues (.2); Work on appropriate service of notice of amendments to plan (.4);	L. A. PAGE	Associate	0.80	285.00	228.00
11/29/04	Ensure legal sufficiency of service of notice of amendment to Plan.	J. J. SPARACINO	Partner	4.80	470.00	2,256.00
11/29/04	Review and revise proposed Plan Exhibit Notice (.50); work with J. Melissinos regarding numerous Plan and transition issues (1.40); review revised ORM Agreement (.30); email to S. Freeman regarding proposed Exhibit Notice (.20); review numerous proposed Plan Exhibit revisions (.90); telephone conference with S. Freeman regarding revised documents (.30); work with J. Melissinos regarding proposed Notice (.50); review revised draft of Notice (.20); review information regarding recent Note trading and distribution record date issue (.40); review further Exhibit H revisions (.10).	S. O. JONES	Of Counsel	2.40	350.00	840.00
11/29/04	Receive and review changed documents for NewCo Corps and NewCo (LLC) (1); note comments to documents (.6); email to parties regarding comments (.2); review further amended documents (.4); emails to parties regarding same (.2).	C. YANCY-HUNTER	Associate	0.80	245.00	196.00
11/30/04	Communications with T. Feil and J. Melissinos regarding plan and notice service issues (.4); review and comparison of service list and plan schedules (2.7); begin	C. YANCY-HUNTER	Associate	4.60	245.00	1,127.00

Payment due upon receipt

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## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
11/30/04	drafting S. Dietrich declaration in support of confirmation (1.5). Conference call with attorneys Melissinos and Sparacino, and Mr. Leineweber regarding indemnification and insurance issues for officers (.8); review of documents regarding indemnification and expense advancement issues (.7).	S. O. JONES	Of Counsel	1.50	350.00	525.00
11/30/04	Strategy and planning with J. Sparacino regarding release issues (.2); Review notices related to partition proceedings (.1); Review proposed CP Admin group agreement (.1); Telephone conference with B. Whinery regarding solicitation and USFS issues (.2); Draft e-mail memoranda to T. Feil regarding noticing issues (.2); Review draft of plan closing checklist (.2).	C. J. MELISSINOS	Partner	1.00	445.00	445.00
<b>Total Services</b>				172.00		\$ 69,071.00

**Total Current Services and Disbursements This Matter**\$ 69,071.00

Payment due upon receipt

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RE: PLAN AND DISCLOSURE STATEMENT

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	46.70	20,781.50
1103	RAY, H. M.	16.50	9,735.00
2454	SPARACINO, J. J.	38.00	17,860.00
9402	PAGE, L. A.	0.80	228.00
7739	YANCY-HUNTER, C.	37.90	9,285.50
7796	JONES, S. O.	30.90	10,815.00
7802	BAER, A. S.	1.20	366.00
		<u>172.00</u>	<u>\$69,071.00</u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: NON-WORKING TRAVEL

<b>Date</b>	<b>Services</b>	<b>Name</b>	<b>Position</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
11/09/04	Travel to Phoenix for Disclosure Statement hearing (3.1) (actual non-working travel time).	C. J. MELISSINOS	Partner	3.10	445.00	1,379.50
11/09/04	Travel from Houston to Phoenix.	J. J. SPARACINO	Partner	5.50	470.00	2,585.00
11/10/04	Travel from Phoenix to Houston.	J. J. SPARACINO	Partner	5.30	470.00	2,491.00
11/10/04	Return to Los Angeles (2.6) (actual non-working travel time).	C. J. MELISSINOS	Partner	2.60	445.00	1,157.00
11/15/04	Travel to Portland for transition meeting (2.9); (actual non-working travel time);	C. J. MELISSINOS	Partner	2.90	445.00	1,290.50
11/15/04	Travel from Houston to Portland.	J. J. SPARACINO	Partner	5.50	470.00	2,585.00
11/15/04	Travel from Houston to Portland for post-confirmation transition meeting.	C. YANCY-HUNTER	Associate	7.60	245.00	1,862.00
11/17/04	Travel from Portland to Houston.	J. J. SPARACINO	Partner	6.70	470.00	3,149.00
11/17/04	Travel from Portland to Houston.	C. YANCY-HUNTER	Associate	5.50	245.00	1,347.50
11/17/04	Return to Los Angeles (3.5); (actual non-working travel time);	C. J. MELISSINOS	Partner	3.50	445.00	1,557.50
<b>Total Services</b>				48.20		\$ 19,404.00
Less 50% Discount on Non-working Travel						\$ (9,702.00)
<b>Total Current Services</b>						\$ 9,702.00
 <b>Total Current Services and Disbursements This Matter</b>						 <b>\$ 9,702.00</b>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: NON-WORKING TRAVEL

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	12.10	5,384.50
2454	SPARACINO, J. J.	23.00	10,810.00
7739	YANCY-HUNTER, C.	13.10	3,209.50
		<u>48.20</u>	<u>\$19,404.00</u>
	Less 50% Discount on Non-working Travel		<u>\$ (9,702.00)</u>
			\$ 9,702.00

Payment due upon receipt

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## RE: COMMUNICATIONS AND MEETINGS WITH DEBTOR REPRESENTATIVES

Date	Services	Name	Position	Hours	Rate	Value
11/01/04	Telephone conference with S. Dietrich regarding status (.30); telephone conference with P. Stott, S. Dietrich and J. Melissinos regarding several plan issues (1.20); prepare for and participate in conference call with R. Allan, J. Melissinos and T. Leineweber regarding environmental issues (.60).	J. J. SPARACINO	Partner	2.10	470.00	987.00
11/02/04	Prepare email to client regarding same (.40); telephone conference with S. Dietrich regarding several open issues and plan status (.50); conference call with S. Roos, R. Allan and J. Melissinos regarding environmental issues (.30).	J. J. SPARACINO	Partner	1.20	470.00	564.00
11/02/04	Continue drafting board resolutions, consents, and secretary's certificates in support of plan (1.9); communications with J. Melissinos regarding same (0.3).	C. YANCY-HUNTER	Associate	2.20	245.00	539.00
11/02/04	Conference call with P. Stott and S. Dietrich regarding Board call (.6); Strategy and planning with J. Sparacino regarding Board and plan issues (.4); Telephone conference with P. Chung regarding same (.1); Telephone conference with S. Dietrich regarding same (.4); Review and edit proposed resolutions and consents (.5);	C. J. MELISSINOS	Partner	2.00	445.00	890.00
11/03/04	Strategy and planning with J. Sparacino, P. Chung regarding plan status, negotiations (.5); Telephone conference with S. Dietrich regarding same (.1); Strategy and planning with J. Sparacino regarding same, plan issues, various (.4); Participate in telephonic Board of Control call (1.0); Telephone conference with C. Mills regarding plan issues (.2);	C. J. MELISSINOS	Partner	2.20	445.00	979.00
11/03/04	Prepare for and participate in Board call (1.0); Work with J. Sparacino regarding Board issues (.50); review Board resolutions (.50).	H. M. RAY	Partner	2.00	590.00	1,180.00
11/03/04	Prepare presentation for Board meeting (1.80); participate in Board meeting to address proposed Plan (1.00); telephone conference with T. Leineweber	J. J. SPARACINO	Partner	4.80	470.00	2,256.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



## RE: COMMUNICATIONS AND MEETINGS WITH DEBTOR REPRESENTATIVES

Date	Services	Name	Position	Hours	Rate	Value
	regarding minutes (.10); Review and revise Board resolution drafts regarding Plan (.60); work with J. Melissinos regarding preparation for Board meeting (.80); work with H. Ray regarding preparation for Board meeting (.50).					
11/03/04	Revise consents to board resolutions regarding plan per J. Melissinos comments.	C. YANCY-HUNTER	Associate	0.40	245.00	98.00
11/04/04	Continue revising board resolutions and consents.	C. YANCY-HUNTER	Associate	0.70	245.00	171.50
11/08/04	Strategy and planning with C. Yancy-Hunter and J. Sparacino regarding Board resolutions, consents, plan noticing issues (.3); Review and edit drafts of consents and resolutions (.3).	C. J. MELISSINOS	Partner	0.60	445.00	267.00
11/08/04	Review and revise resolutions regarding Plan filing.	J. J. SPARACINO	Partner	0.70	470.00	329.00
11/08/04	Conference with J. Sparacino and J. Melissinos regarding and draft Board resolutions and consents in favor of Plan.	C. YANCY-HUNTER	Associate	0.50	245.00	122.50
11/09/04	Revise board resolutions regarding plan.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
11/09/04	Draft numerous emails to client regarding amended Plan and Disclosure Statement drafts.	J. J. SPARACINO	Partner	0.50	470.00	235.00
11/10/04	E-mail correspondence with J. Melissinos regarding and revise board resolutions and consents regarding plan.	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
11/10/04	Review and edit proposed resolutions (.3); E-mail to C. Yancy-Hunter regarding same (.1).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/11/04	Review and revise consents (.3); Draft e-mail memorandum to T. Leineweber regarding same (.1).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/11/04	Review and finalize board consents and resolutions related to plan (.8) and e-mail correspondence with J. Sparacino and J. Melissinos regarding same (.2)	C. YANCY-HUNTER	Associate	1.00	245.00	245.00
11/11/04	Email to clients regarding Plan and Disclosure Statement status and process.	J. J. SPARACINO	Partner	0.60	470.00	282.00
11/12/04	Participate in conference call with P. Stott, S. Dietrich and J. Melissinos regarding numerous open Plan and transition issues.	J. J. SPARACINO	Partner	0.60	470.00	282.00
11/12/04	Conference call with M. Allred and B. Jewell regarding KPMG	C. J. MELISSINOS	Partner	0.70	445.00	311.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: COMMUNICATIONS AND MEETINGS WITH DEBTOR REPRESENTATIVES

Date	Services	Name	Position	Hours	Rate	Value
	request (.1); Conference call with P. Stott, P. Chung and J. Sparacino regarding transition issues (.6).					
11/12/04	Telecon with M. Allred, J. Melissinos regarding request for management letter by auditors.	R. V. JEWELL	Partner	0.30	500.00	150.00
11/16/04	Conference with P. Stott, S. Dietrich, P. Chung, J. Sparacino and C. Yancy-Hunter regarding planning for transition issues.	C. J. MELISSINOS	Partner	2.00	445.00	890.00
11/16/04	Meeting with P. Stott, S. Dietrich, J. Melissinos, P. Chung, C. Yancy-Hunter and other Crown personnel prior to meeting with creditors.	J. J. SPARACINO	Partner	2.00	470.00	940.00
11/16/04	Prepare for and attend meeting with Steve Dietrich, Peter Stott, John Melissinos, John Sparacino, Pierre Chung and Bill Perkins related to Plan and post-confirmation transition issues.	C. YANCY-HUNTER	Associate	2.60	245.00	637.00
11/17/04	Meet with S. Dietrich and J. Melissinos regarding Plan transition and implementation issues (2.00).	J. J. SPARACINO	Partner	2.00	470.00	940.00
11/23/04	Telephone conference with S. Dietrich and J. Melissinos regarding transition matters (.50); telephone conference with S. Dietrich and B. Works regarding transition issues (.50).	J. J. SPARACINO	Partner	1.00	470.00	470.00
11/30/04	Conference call with T. Leineweber, W. Jones and J. Sparacino regarding transition issues (.7); Review and revise proposed Board resolutions (.3).	C. J. MELISSINOS	Partner	1.00	445.00	445.00
<b>Total Services</b>				35.00		\$ 14,689.00

**Total Current Services and Disbursements This Matter****\$ 14,689.00**

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: COMMUNICATIONS AND MEETINGS WITH DEBTOR REPRESENTATIVES

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
1173	JEWELL, R. V.	0.30	150.00
2778	MELISSINOS, C. J.	9.30	4,138.50
1103	RAY, H. M.	2.00	1,180.00
2454	SPARACINO, J. J.	15.50	7,285.00
7739	YANCY-HUNTER, C.	7.90	1,935.50
		<hr/>	<hr/>
		35.00	\$14,689.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: COURT ATTENDANCE AND PREPARATION

<b>Date</b>	<b>Services</b>	<b>Name</b>	<b>Position</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
11/09/04	Outline strategy, issues and presentation for Disclosure Statement hearing on 11/10.	J. J. SPARACINO	Partner	1.20	470.00	564.00
11/10/04	Meet with P. Chung, S. Dietrich and J. Melissinos in preparation for Disclosure Statement hearing and including numerous telephone conferences with B. Whinery, S. Freeman, J. Stout, and review of numerous additional document drafts (4.60); participate in Disclosure Statement hearing in court (2.00).	J. J. SPARACINO	Partner	6.60	470.00	3,102.00
11/10/04	Work with S. Dietrich, P. Chung and J. Sparacino in preparation for disclosure statement hearing, including phone calls and e-mails with J. Stout, S. Freeman and B. Whinery (3.9); Attend hearing (1.3); Review proposed changes to order on Term Lender claims (.2); Draft e-mail memoranda to J. Stout and S. Freeman regarding same (.2); Telephone conference with S. Dietrich regarding outcome of hearing (.2).	C. J. MELISSINOS	Partner	5.80	445.00	2,581.00
<b>Total Services</b>				13.60		\$ 6,247.00

**Total Current Services and Disbursements This Matter**\$ 6,247.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: COURT ATTENDANCE AND PREPARATION

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	5.80	2,581.00
2454	SPARACINO, J. J.	7.80	3,666.00
		<hr/>	<hr/>
		13.60	\$6,247.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Date	Services	Name	Position	Hours	Rate	Value
11/05/04	Work regarding Bow Hill matter.	H. M. RAY	Partner	0.50	590.00	295.00
11/05/04	Conference with J. Melissinos regarding Plum Creek Indemnity (0.4); review Plum Creek Purchase and Sale Agreement and various e-mails relating to transactions and Norid lawsuits (1.1); draft e-mail to J. Melissinos regarding conclusions (0.2); draft e-mail to C. Brock requesting copy of agreement for purchase of St. Maries Timberlands (0.1).	A. S. BAER	Senior Atty	1.40	305.00	427.00
11/07/04	Review e-mail correspondence from L. Wilk, S. Freeman and J. Melissinos regarding National City Leasing equipment lease issues, factual research and e-mail correspondence to J. Sparacino and J. Melissinos regarding same.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
11/08/04	E-mail correspondence with J. Sparacino and J. Melissinos regarding National City Leasing equipment leases and investigation regarding same (.6); analysis of and e-mail correspondence with S. Freeman and J. Melissinos regarding vehicle lease purchase option issues (.7).	C. YANCY-HUNTER	Associate	1.30	245.00	318.50
11/08/04	Conference with J. Melissinos regarding executory contract issue.	J. L. DALBERG	Partner	0.20	440.00	88.00
11/08/04	Attention and respond to several emails regarding National City Leasing vehicle leases.	J. J. SPARACINO	Partner	0.20	470.00	94.00
11/08/04	Telephone conference with H. Taylor regarding equipment lease issues (.1); Draft e-mail to H. Taylor regarding same (.1); Draft e-mail memoranda to A. Schultz and J. Shea et al. regarding revised Weyco contract documents (.2); Review revised drafts of agreement, rider and exhibit "A" thereto (.2).	C. J. MELISSINOS	Partner	0.60	445.00	267.00
11/09/04	Telephone conference with Lorrie Scott regarding Weyco contract and negotiations (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
11/09/04	Attention to Bonners Ferry resolution status and structure.	J. J. SPARACINO	Partner	0.30	470.00	141.00
11/11/04	Telephone conference with R. Paul regarding Bow Hill matters (.1); Strategy and planning with J. Sparacino regarding Bonners Ferry issues, noticing issues (.4); Conference call with J. Stout and	C. J. MELISSINOS	Partner	0.70	445.00	311.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Date	Services	Name	Position	Hours	Rate	Value
	J. Sparacino regarding same (.2).					
11/12/04	Telephone conference with A. Pope regarding proposed OAC settlement (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
11/15/04	Telephone conference with T. Leineweber regarding contract, notice issues (.1); Review A. Schultz comments to proposed NWH agreement (.2); Review PFE agreement (.1);	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/15/04	Draft Bonners Ferry resolution agreement.	J. J. SPARACINO	Partner	2.30	470.00	1,081.00
11/16/04	Conference call with L. Scott, R. Paul and P. Stott regarding NWH contract (.3); Draft e-mail memorandum to L. Scott regarding same (.1);	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/17/04	Strategy and planning with J. Sparacino and C. Yancy-Hunter regarding OAC and Fox Tower issues, current tasks (1.0); Draft e-mail memoranda to A. Schultz, et al. regarding Weyco issues (.3);	C. J. MELISSINOS	Partner	1.30	445.00	578.50
11/17/04	Further draft proposed Bonners Ferry Agreement.	J. J. SPARACINO	Partner	1.20	470.00	564.00
11/18/04	Strategy and planning with J. Sparacino regarding OAC termination (.3);	C. J. MELISSINOS	Partner	0.30	445.00	133.50
11/18/04	Attention and respond to J. Mitchell emails regarding Bonners Ferry (.20); Work with C. Yancy-Hunter and J. Melissinos regarding arena resolution (.50).	J. J. SPARACINO	Partner	0.70	470.00	329.00
11/19/04	Strategy and planning with J. Sparacino regarding Bonners Ferry lease termination agreement (.5); Draft e-mail memorandum to D. Wortman regarding execution of quit claim and release by Bow Hill (.3);	C. J. MELISSINOS	Partner	0.80	445.00	356.00
11/19/04	Draft and revise BF agreement (1.40); email to parties regarding BF agreement (.20); work with J. Melissinos regarding BF agreement and other open issues (.30); email clients regarding BF agreement (.30); further review OAC stipulation documents (.30); further draft BF agreement and motion (1.50).	J. J. SPARACINO	Partner	4.00	470.00	1,880.00
11/22/04	Draft Motion regarding Bonners Ferry (1.60); revise OAC stipulation and order (.40).	J. J. SPARACINO	Partner	2.00	470.00	940.00
11/22/04	Review draft of Bonners Ferry	C. J. MELISSINOS	Partner	0.70	445.00	311.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Date	Services	Name	Position	Hours	Rate	Value
11/23/04	agreement (.3); Draft e-mail memorandum to J. Sparacino regarding same (.1); Review drafts of OAC stipulation and order (.2); Draft e-mail with comments to J. Sparacino and C. Yancy-Hunter (.1);	C. J. MELISSINOS	Partner	2.30	445.00	1,023.50
11/23/04	Strategy and planning with J. Sparacino regarding OAC, Bonners Ferry, Fox Tower agreements, transition issues (.7); Review Weyco proposed changes to stipulation (.4); Review and revise stipulation and order with respect to OAC rejections (.9); Draft e-mail memorandum to T. Leineweber regarding same (.2); Draft e-mail to A. Pope and B. Whinery regarding same (.1);	J. J. SPARACINO	Partner	1.80	470.00	846.00
11/23/04	Analysis of LPC comments to BF Agreement (.20); revise BF Agreement (.70); telephone conference with A. Schultz regarding BF Agreement (.30); review and revise 365(d)(4) stipulation (.20); telephone conference with J. Stout regarding BF Agreement (.40).	J. J. SPARACINO	Partner	3.30	470.00	1,551.00
11/24/04	Draft agreement regarding Fox Tower (2.10); work with J. Melissinos regarding Fox Tower and other issues (.50); revise BF Agreement (.50); email parties regarding BF Agreement (.20).	C. J. MELISSINOS	Partner	2.60	445.00	1,157.00
11/24/04	Strategy and planning with J. Sparacino regarding Fox Tower, OAC issues (.5); Review and revise draft of Fox Tower letter agreement (.4); Review Fox Tower Lease Agreement and proof of claim (.2); Draft e-mail memorandum to T. Leineweber regarding same (.2); Review status of timber contracts and novation (.4); Telephone conference with Greer Kelly regarding same (.2); Draft e-mail memorandum to B. Perkins, S. Olson and S. Dietrich regarding same (.3); Review revised form of Bonners Ferry agreement (.4);	C. J. MELISSINOS	Partner	1.70	445.00	756.50
11/27/04	Review and revise proposed Rider to new Log Sales Agreement with Weyco, prepare blackline (.5); Draft e-mail to J. Roberts regarding Weyco invoice amount issue (.1); Review and revise most	C. J. MELISSINOS	Partner			

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



## RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Date	Services	Name	Position	Hours	Rate	Value
	recent version of stipulation with Weyco, prepare blackline (1.0); Draft e-mail to R. Paul regarding revisions to Log Sales Agreement (.1).					
11/29/04	Review and revise proposed stipulation with Weyco, prepare blackline (.5); Review revised version of log sales agreement (.1); Telephone conference with R. Paul regarding same (.1); Draft e-mail memoranda to R. Paul regarding same (.1);	C. J. MELISSINOS	Partner	0.80	445.00	356.00
11/29/04	Work with C. Yancy-Hunter regarding 365(d)(4) stipulation.	J. J. SPARACINO	Partner	0.20	470.00	94.00
11/30/04	Email to J. Mitchell regarding BF Agreement (.10); revise BF Agreement (.40); telephone conference with W. Kohn's office (.10); telephone conference with W. Kohn regarding BF status (.10); further revise BF Agreement (.50).	J. J. SPARACINO	Partner	1.20	470.00	564.00
11/30/04	Telephone conference with R. Paul regarding water tank lease issue (.1); Telephone conference with S. Dietrich regarding USFS novation issues (.1); review and revise proposed Fox Tower Agreement, draft e-mail memorandum to T. Leineweber regarding same (.2).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
<b>Total Services</b>				34.00		\$ 15,135.50
<b>Total Current Services and Disbursements This Matter</b>						<b>\$ 15,135.50</b>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2517	DALBERG, J. L.	0.20	88.00
2778	MELISSINOS, C. J.	13.20	5,874.00
1103	RAY, H. M.	0.50	295.00
2454	SPARACINO, J. J.	17.20	8,084.00
7739	YANCY-HUNTER, C.	1.50	367.50
7802	BAER, A. S.	1.40	427.00
		<hr/>	<hr/>
		34.00	\$15,135.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: RESTRUCTURING ISSUES

Date	Services	Name	Position	Hours	Rate	Value
11/01/04	Telephone conference with P. Chung and P. Byrne regarding plan next steps.	J. J. SPARACINO	Partner	0.20	470.00	94.00
11/01/04	Review versions of documents regarding open issues (.70); conference call with client regarding strategy (1.00).	H. M. RAY	Partner	1.70	590.00	1,003.00
11/02/04	Work on abandonment issue analysis.	H. M. RAY	Partner	0.50	590.00	295.00
11/02/04	Review draft of time and responsibility chart (.30); participate in conference call with R. Allan, J. Melissinos and S. Vaughan regarding abandonment issues (.60); work with J. Melissinos regarding several plan and trust issues, and preparation for Board meeting (.80); review wind-down analysis and S. Dietrich comments (.20).	J. J. SPARACINO	Partner	1.90	470.00	893.00
11/15/04	Work with J. Melissinos regarding 11/16 meetings in Portland.	J. J. SPARACINO	Partner	1.20	470.00	564.00
11/23/04	Analysis of draft Net Worth Assets Agreement (1.00); attention to numerous emails regarding transition and moving issues (.30); work with J. Melissinos regarding Net Worth Assets Agreement and BF Agreement (.60); telephone conference with creditor counsel regarding Plan status (.20); telephone conference with C. Mills' office (.10); attention to strategy regarding transition (.50); work further with J. Melissinos regarding transition and moving issues (.60); telephone conference with C. Mills regarding Net Worth Assets agreement (.40).	J. J. SPARACINO	Partner	3.70	470.00	1,739.00
11/29/04	Analysis of revised draft of Net Worth Assets Agreement and open issues.	J. J. SPARACINO	Partner	0.50	470.00	235.00
11/30/04	Attention to emails regarding Net Worth Assets (.30); telephone conference with D. Eades' office (.10); telephone conference with D. Eades regarding NWA negotiations (.30); work with J. Melissinos regarding NWA (.80); review and revise proposed agenda for M. Carmel Portland visit (.20); prepare for and participate in conference call with T. Leineweber, J. Melissinos and W. Jones to address corporate	J. J. SPARACINO	Partner	2.60	470.00	1,222.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: RESTRUCTURING ISSUES

Date	Services	Name	Position	Hours	Rate	Value
	structure and transition issues (.90).					
	<b>Total Services</b>			<u>12.30</u>		<u>\$ 6,045.00</u>
						<u><b>\$ 6,045.00</b></u>

**Total Current Services and Disbursements This Matter**

**\$ 6,045.00**

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: RESTRUCTURING ISSUES

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
1103	RAY, H. M.	2.20	1,298.00
2454	SPARACINO, J. J.	10.10	4,747.00
		<hr/>	<hr/>
		12.30	\$6,045.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: MOTION PREPARATION AND OPPOSITION

<b>Date</b>	<b>Services</b>	<b>Name</b>	<b>Position</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
11/01/04	Review Motion to Shorten and Order granting.	J. J. SPARACINO	Partner	0.10	470.00	47.00
11/02/04	Analysis of Lender claim and solicitation motion and related exhibits.	J. J. SPARACINO	Partner	0.60	470.00	282.00
11/02/04	E-mail correspondence with J. Melissinos regarding easement supplement motion (0.1); revise Notice of Entry of Bow Hill Mill Order and e-mail correspondence to J. Melissinos and A. Baer regarding same (0.2).	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
11/03/04	Conference with J. Sparacino regarding and revise motion to approve sale of Ochoco assets and notice thereof (2.9); e-mail correspondence with J. Melissinos regarding and work on easement supplement motion (1.2).	C. YANCY-HUNTER	Associate	4.10	245.00	1,004.50
11/03/04	Review Ochoco Agreement and revise Motion (.40); review Ochoco notice (.10).	J. J. SPARACINO	Partner	0.50	470.00	235.00
11/04/04	Draft e-mail memorandum to A. Schultz regarding easement supplement exhibits (.1); Draft e-mail memoranda to Kathi Ray at Washington DNR regarding same (.3); Review revised version of motion and exhibits (.6); Draft e-mail memorandum to J. Stout et al. regarding same (.3); Review and edit notice of motion (.3); Review and edit notice of Bow Hill order entry (.2); Conference call with C. Yancy-Hunter and R. McGee regarding same (.1);	C. J. MELISSINOS	Partner	1.90	445.00	845.50
11/04/04	Telephone conference with J. Melissinos regarding Bow Hill Mill notice.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
11/05/04	Finalize and electronically file notice of entry of Bow Hill Mill order and stipulation (0.8); attention to service issues regarding same (0.4).	C. YANCY-HUNTER	Associate	1.20	245.00	294.00
11/06/04	Review and respond to e-mail correspondence from D. Side regarding timing of hearing on Ochoco Timber Deed Asset sale (.2).	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
11/08/04	Begin preparing certificate of service for Ochoco timber deed asset motion.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
11/08/04	Review objections of Lease Notes and LPC to disclosure statement	C. J. MELISSINOS	Partner	0.90	445.00	400.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: MOTION PREPARATION AND OPPOSITION

Date	Services	Name	Position	Hours	Rate	Value
	and related documents (.4); Review and edit draft of notice of filing of amended documents (.4); Draft e-mail memorandum to S. Freeman regarding same (.1).					
11/09/04	Draft notice of hearing on confirmation (1.8); Draft e-mail memoranda to R. Mauceri and S. Freeman regarding same (.2); Telephone conference with S. Freeman regarding same (.2).	C. J. MELISSINOS	Partner	2.20	445.00	979.00
11/10/04	Review and revise certificates of service for Notice of Entry of Bow Hill Mill Order/Stipulation and for Ochoco timber sale motion.	C. YANCY-HUNTER	Associate	0.50	245.00	122.50
11/11/04	Finalize and electronically file certificates of service for Ochoco sale motion and Bow Hill Mill notice of entry of order (.3).	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
11/11/04	Review proposed notice of filing (.3); Strategy and planning with J. Sparacino regarding same (.2); Draft e-mail to S. Freeman regarding same (.1).	C. J. MELISSINOS	Partner	0.60	445.00	267.00
11/15/04	Draft stipulation related to settlement of motion to reject arena suite agreement.	C. YANCY-HUNTER	Associate	0.60	245.00	147.00
11/16/04	Continue drafting stipulation and agreed order resolving motion to reject arena suite agreement.	C. YANCY-HUNTER	Associate	1.00	245.00	245.00
11/16/04	Draft certificate of service and no objection (0.6).	A. S. BAER	Senior Atty	0.60	305.00	183.00
11/17/04	Revise certificate of service and no objection relating to motion to approve stipulation with Saratoga Homes (0.2); draft e-mail to R. McGee requesting that she file certificate and upload order (0.1).	A. S. BAER	Senior Atty	0.30	305.00	91.50
11/18/04	Draft motion for approval of BF Agreement (1.10); revise BF motion (.40).	J. J. SPARACINO	Partner	1.50	470.00	705.00
11/18/04	Draft order and certificate of service and of no objections for Ochoco timber sale motion (.4); teleconference with J. Sparacino and J. Melissinos regarding stipulation and order resolving motion to reject arena suite agreement (.3); revise easement supplement motion and exhibits thereto (1.9).	C. YANCY-HUNTER	Associate	2.60	245.00	637.00
11/19/04	Revise stipulation and order resolving motion to reject arena suite agreement (2.0); e-mail correspondence with J. Sparacino	C. YANCY-HUNTER	Associate	2.30	245.00	563.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: MOTION PREPARATION AND OPPOSITION

Date	Services	Name	Position	Hours	Rate	Value
11/22/04	and B. Perkins and investigation regarding timing of lodging order related to Ochoco timber deed asset sale (.3). Conference with J. Sparacino regarding motion to approve sales of Foley Butte property and Crescent Mill Site and proposed order approving Ochoco sale (.2); teleconference with J. Sparacino and B. Perkins regarding timing issues related to Ochoco sale closing (.1); draft certificate of service and of no objection and proposed order approving sale of Ochoco timber deed assets (1.4); e-mail correspondence with A. Lacey and R. McGee regarding timing issues and obtaining certified copies of order (.1); begin drafting motion to approve Foley Butte sale (.3); draft fourth stipulation related to time within which to assume or reject mill lease (.6).	C. YANCY-HUNTER	Associate	2.70	245.00	661.50
11/22/04	Work with C. Yancy-Hunter regarding motions to approve APA's.	J. J. SPARACINO	Partner	0.20	470.00	94.00
11/23/04	Review and revise Ochoco sale order.	J. J. SPARACINO	Partner	0.20	470.00	94.00
11/23/04	Revise fourth stipulation regarding Idaho Mill Lease and conference with J. Sparacino regarding same (.9); e-mail correspondence with J. Melissinos, J. Sparacino, and R. McGee regarding timing issues related to order approving Ochoco sale agreement (.2); e-mail correspondence with J. Melissinos and J. Sparacino regarding stipulation resolving motion to reject arena suite agreement and revise same (.5); review proposed agreements in connection with motion to sell Foley Butte property (.5).	C. YANCY-HUNTER	Associate	2.10	245.00	514.50
11/24/04	Revise fourth stipulation and order related to Idaho Mill Lease and circulate to interested parties for comment (.8); review purchase agreement related to Crescent Mill Site property (.1).	C. YANCY-HUNTER	Associate	0.90	245.00	220.50
11/29/04	E-mail correspondence with Committee and W. Kohn regarding revisions to stipulation regarding mill lease assumption or rejection (.2), revise stipulation	C. YANCY-HUNTER	Associate	2.20	245.00	539.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



## RE: MOTION PREPARATION AND OPPOSITION

Date	Services	Name	Position	Hours	Rate	Value
11/29/04	accordingly and electronically file same (.5); continue drafting motion to approve sale of Crescent Mill Site property (1.5). Strategy and planning with C. Yancy-Hunter regarding preparation of various approval motions and disclosure statement noticing, various (.4);	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/30/04	Revise certificate of service and of no objections and proposed order for Ochoco sale motion and e-file same (.5); draft motion to expedite Crescent Site sale motion and order approving motion to expedite (.9); revise certificate of service related to fourth stipulation related to mill lease (.1).	C. YANCY-HUNTER	Associate	1.50	245.00	367.50
11/30/04	Review and revise Crescent Mill motion.	J. J. SPARACINO	Partner	0.40	470.00	188.00
11/30/04	Review and edit draft of motion to approve Crescent Mill site sale (.3).	C. J. MELISSINOS	Partner	0.30	445.00	133.50
<b>Total Services</b>				33.40		\$ 10,284.50

**Total Current Services and Disbursements This Matter**\$ 10,284.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: MOTION PREPARATION AND OPPOSITION

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	6.30	2,803.50
2454	SPARACINO, J. J.	3.50	1,645.00
7739	YANCY-HUNTER, C.	22.70	5,561.50
7802	BAER, A. S.	0.90	274.50
		<hr/>	<hr/>
		33.40	\$10,284.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: TAXES

Date	Services	Name	Position	Hours	Rate	Value
11/01/04	Work with Ms. Mantor regarding tax return filing responsibility.	T. W. FORD JR.	Partner	0.60	585.00	351.00
11/01/04	Review disclosure, plan and liquidating trust.	A. D. MANTOR	Senior Atty	4.00	410.00	1,640.00
11/02/04	Discuss tax aspects of Plan of Reorganization with Allison Mantor.	W. B. FREEMAN	Associate	0.10	265.00	26.50
11/05/04	Telephone conference with C. Justice regarding tax issues, notice issues (.4);	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/08/04	Review latest draft of joint disclosure statement; prepare comments.	A. D. MANTOR	Senior Atty	1.50	410.00	615.00
11/09/04	Work regarding disclosure issues.	A. D. MANTOR	Senior Atty	0.40	410.00	164.00
11/09/04	Draft e-mail to A. Mantor regarding K-1 cost issues (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
11/10/04	Review final disclosure; review plan and liquidating trust.	A. D. MANTOR	Senior Atty	2.00	410.00	820.00
11/15/04	Work regarding consummation of plan.	A. D. MANTOR	Senior Atty	0.50	410.00	205.00
11/15/04	Draft e-mail memoranda to A. Mantor regarding tax planning questions (.2); Draft e-mail to M. Carmel regarding K-1 issues (.2);	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/16/04	Conference with C. Justice regarding tax matters and planning (.3);	C. J. MELISSINOS	Partner	0.30	445.00	133.50
11/17/04	Review C. Justice draft of tax tasks timeline (.2); Conference with C. Justice regarding same (.2);	C. J. MELISSINOS	Partner	0.40	445.00	178.00
11/17/04	Work regarding tax filing obligations.	A. D. MANTOR	Senior Atty	0.50	410.00	205.00
11/30/04	Conference with J. Melissinos regarding drafting of letter to IRS relating to notice received by CP Air, Inc. (0.1); telephone conference with C. Justice to discuss 2003 corporate income tax return filed by CP Air (0.2); review e-mailed pages from return (0.1); draft letter (0.9); draft e-mail to R. McGee to obtain proof of claim filed by IRS in CP Air case for 2000 and 2001 corporate income taxes (0.2); conference with C. Yancy-Hunter regarding notice of withdrawal of IRS proof of claim (0.1); review notice of withdrawal (0.1).	A. S. BAER	Senior Atty	1.70	305.00	518.50
11/30/04	Review notice from IRS and C. Justice e-mail regarding same (.1);	C. J. MELISSINOS	Partner	0.40	445.00	178.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: TAXES

Date	Services	Name	Position	Hours	Rate	Value
	Strategy and planning with A. Baer regarding same (.1); Review information regarding K-1 preparation process (.2).					
	<b>Total Services</b>			<u>13.30</u>		<u>\$ 5,435.00</u>
	<b>Total Current Services and Disbursements This Matter</b>					<u><u>\$ 5,435.00</u></u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: TAXES

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
1216	FORD JR., T. W.	0.60	351.00
2778	MELISSINOS, C. J.	2.00	890.00
7589	FREEMAN, W. B.	0.10	26.50
7802	BAER, A. S.	1.70	518.50
2400	MANTOR, A. D.	8.90	3,649.00
		<hr/>	<hr/>
		13.30	\$5,435.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

**INVOICE SUMMARY OF FEES**

<b>Number</b>	<b>Initials</b>	<b>Hours</b>	<b>Value</b>
07802	ASB	7.50	\$2,287.50
02517	JLD	0.20	\$88.00
05181	NKE	14.50	\$1,160.00
01216	TWF	0.60	\$351.00
07589	WBF	0.10	\$26.50
03836	EH	20.20	\$2,828.00
01173	RVJ	0.60	\$300.00
07796	SOJ	33.90	\$11,865.00
02400	ADM	8.90	\$3,649.00
02778	CJM	148.30	\$65,993.50
08324	CM	0.70	\$287.00
08677	SO	0.50	\$167.50
09402	LAP	0.80	\$228.00
01103	HMR	21.80	\$12,862.00
01199	D R	1.60	\$792.00
02454	JJS	135.90	\$63,873.00
07913	TDS	4.80	\$864.00
07739	CYH	131.00	\$32,095.00
07872	WMY	1.80	\$792.00
		533.70	\$200,509.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

January 25, 2005

Crown Pacific Limited Partnership  
Steven E. Dietrich, CFO  
805 SW Broadway Suite 1500  
Portland, OR 97205

As of December 31, 2004  
Invoice No. 10262964  
0016722

<b>Matter Number</b>	<b>Matter Name</b>	<b>Fee Amount</b>	<b>Disbursement Amount</b>
0148291	POSTPETITION BANKRUPTCY MATTERS; CASE NO.	0.00	14,297.41
0148292	ASSET ANALYSIS AND RECOVERY	4,486.00	0.00
0148293	ASSET DISPOSITION	996.00	0.00
0148294	BUSINESS OPERATIONS	4,573.50	0.00
0148295	CASE ADMINISTRATION	3,878.00	0.00
0148296	CLAIMS ADMINISTRATION AND OBJECTIONS	1,487.00	0.00
0148297	EMPLOYEE BENEFITS / PENSIONS	4,628.00	0.00
0148298	FEE / EMPLOYMENT APPLICATIONS	6,670.00	0.00
0148300	FINANCING (INCLUDING CASH COLLATERAL)	495.00	0.00
0148301	MEETINGS OF CREDITORS (INCLUDING 341 AND	16,376.00	0.00
0148302	PLAN AND DISCLOSURE STATEMENT	37,670.50	0.00
0148305	NON-WORKING TRAVEL	11,677.50	0.00
0148306	COMMUNICATIONS AND MEETINGS WITH DEBTOR	8,195.00	0.00
0148307	COURT ATTENDANCE AND PREPARATION	7,025.00	0.00
0148308	EXECUTORY CONTRACTS AND UNEXPIRED LEASES	23,117.00	0.00
0149188	RESTRUCTURING ISSUES	36,470.50	0.00
0149189	MOTION PREPARATION AND OPPOSITION	97,963.00	0.00
0149190	TAXES	3,515.50	0.00
	Total Services		\$ 269,223.50
	Total Disbursements		\$ 14,297.41
	Total Current Services and Disbursements		\$ 283,520.91

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

**Total Disbursements Advanced**\$ 9,278.63

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
	<b>Local Transportation</b>		
12/03/04	Local Transportation - -PAID TO:JOHN M. MELISSINOS EXPS-12/01-03/04 PORTLAND, OR - MTGS WITH LIQUIDATING TRUSTEE	44.79	
12/24/04	Local Transportation - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	86.86	
	<b>Total Local Transportation</b>		131.65
	<b>Document Services</b>		
12/01/04	Photocopies - 234 pages	46.80	
12/02/04	Photocopies - 6 pages	1.20	
12/02/04	Photocopies - 13 pages	2.60	
12/03/04	Photocopies - 24 pages	4.80	
12/03/04	Photocopies - 118 pages	23.60	
12/04/04	Photocopies - 4 pages	0.80	
12/04/04	Photocopies - 173 pages	34.60	
12/06/04	Photocopies - 615 pages	123.00	
12/06/04	Photocopies - 36 pages	7.20	
12/06/04	Photocopies - 6 pages	1.20	
12/06/04	Photocopies - 843 pages	168.60	
12/06/04	Photocopies - 56 pages	11.20	
12/06/04	Photocopies - 20 pages	4.00	
12/06/04	Photocopies - 4 pages	0.80	
12/06/04	Photocopies - 53 pages	10.60	
12/06/04	Photocopies - 44 pages	8.80	
12/06/04	Photocopies - 124 pages	24.80	
12/07/04	Photocopies - 2 pages	0.40	
12/07/04	Photocopies - 2 pages	0.40	
12/09/04	Photocopies - 44 pages	8.80	
12/09/04	Photocopies - 4 pages	0.80	
12/09/04	Photocopies - 1301 pages	260.20	
12/10/04	Photocopies - 240 pages	48.00	
12/10/04	Photocopies - 2781 pages	556.20	
12/13/04	Photocopies - 150 pages	30.00	
12/13/04	Photocopies - 12 pages	2.40	
12/13/04	Photocopies - 28 pages	5.60	
12/13/04	Photocopies - 99 pages	19.80	
12/13/04	Photocopies - 92 pages	18.40	
12/14/04	Photocopies - 768 pages	153.60	
12/14/04	Photocopies - 24 pages	4.80	
12/14/04	Photocopies - 91 pages	18.20	
12/15/04	Photocopies - 385 pages	77.00	

Payment due upon receipt

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
12/15/04	Photocopies - 180 pages	36.00	
12/15/04	Photocopies - 36 pages	7.20	
12/16/04	Photocopies - 1050 pages	210.00	
12/16/04	Photocopies - 3190 pages	638.00	
12/16/04	Photocopies - 604 pages	120.80	
12/17/04	Photocopies - 106 pages	21.20	
12/17/04	Photocopies - 416 pages	83.20	
12/17/04	Photocopies - 16 pages	3.20	
12/17/04	Photocopies - 115 pages	23.00	
12/20/04	Photocopies - 4 pages	0.80	
12/20/04	Photocopies - 1 pages	0.20	
12/20/04	Photocopies - 26 pages	5.20	
12/21/04	Photocopies - 1 pages	0.20	
12/21/04	Photocopies - 70 pages	14.00	
12/22/04	Photocopies - 1 pages	0.20	
12/22/04	Photocopies - 6 pages	1.20	
12/23/04	Photocopies - 5 pages	1.00	
12/27/04	Photocopies - 14 pages	2.80	
12/27/04	Photocopies - 24 pages	4.80	
12/27/04	Photocopies - 58 pages	11.60	
12/27/04	Photocopies - 356 pages	71.20	
12/27/04	Photocopies - 4 pages	0.80	
12/27/04	Photocopies - 4 pages	0.80	
12/27/04	Photocopies - 1 pages	0.20	
12/27/04	Photocopies - 10 pages	2.00	
12/27/04	Photocopies - 5 pages	1.00	
12/27/04	Photocopies - 7 pages	1.40	
12/27/04	Photocopies - 16 pages	3.20	
12/28/04	Photocopies - 5 pages	1.00	
12/28/04	Photocopies - 9 pages	1.80	
12/28/04	Photocopies - 2 pages	0.40	
12/28/04	Photocopies - 25 pages	5.00	
12/28/04	Photocopies - 16 pages	3.20	
12/29/04	Photocopies - 862 pages	172.40	
12/29/04	Photocopies - 1075 pages	215.00	
12/29/04	Photocopies - 5 pages	1.00	
12/29/04	Photocopies - 17 pages	3.40	
12/29/04	Photocopies - 9 pages	1.80	
12/29/04	Photocopies - 9 pages	1.80	
12/30/04	Photocopies - 11 pages	2.20	
12/30/04	Photocopies - 3 pages	0.60	
12/30/04	Photocopies - 9 pages	1.80	
12/30/04	Photocopies - 13 pages	2.60	

Payment due upon receipt

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
12/30/04	Photocopies - 8 pages	1.60	
12/30/04	Photocopies - 10 pages	2.00	
01/03/05	Photocopies - 26 pages	5.20	
	<b>Total Document Services</b>		3,367.20
	<b>Court Costs</b>		
05/12/04	Court Costs - -PAID TO:LEGAL WINGS	35.00	
	<b>Total Court Costs</b>		35.00
	<b>Delivery Expense</b>		
12/16/04	DEL From: BAER, ADRIAN S To: U S POST OFFICE	52.20	
	<b>Total Delivery Expense</b>		52.20
	<b>Delivery Expense - FEDEX</b>		
11/30/04	FedEx fm:Chasless Yancy- to:Trudy Nowak, Esq.	32.61	
12/02/04	FedEx fm:Chasless Yancy- to:Trudy Nowak, Esq.	14.69	
12/03/04	FedEx fm:Chasless Yancy- to:Trudy Nowak, Esq.	13.09	
12/06/04	FedEx fm:Chasless Yancy- to:Steven E. Dietrich	30.65	
12/13/04	FedEx fm:FAY BROWN to:Nancy Ediger	50.31	
12/16/04	FedEx fm:Chasless Yancy- to:Larry E. Wilk, Esq.	13.32	
12/16/04	FedEx fm:Chasless Yancy- to:Richard M. Lorenzen	13.32	
12/16/04	FedEx fm:Chasless Yancy- to:William M. Cherilla	15.16	
12/16/04	FedEx fm:Chasless Yancy- to:Alan D. Smith	14.32	
12/16/04	FedEx fm:Chasless Yancy- to:David N. Richardson	11.76	
12/16/04	FedEx fm:Chasless Yancy- to:Trudy Nowak, Esq.	13.32	
12/20/04	FedEx fm:Ana Velasquez to:Tony Leineweber	11.77	
12/22/04	FedEx fm:Chasless Yancy- to:Trudy Nowak, Esq.	13.32	
12/22/04	FedEx fm:Chasless Yancy- to:Trudy Nowak, Esq.	13.32	
12/23/04	FedEx fm:Chasless Yancy- to:Trudy Nowak, Esq.	14.95	
12/27/04	FedEx fm:Chasless Yancy- to:Trudy Nowak, Esq.	13.32	
12/27/04	FedEx fm:Chasless Yancy- to:Trudy Nowak, Esq.	13.32	
12/27/04	FedEx fm:Ana Velasquez to:Andrew E. Schultz	11.17	
12/27/04	FedEx fm:Ana Velasquez to:Tony Leineweber, VP	9.93	
12/28/04	FedEx fm:John Sparacino to:Steven Dietrich	14.32	
12/29/04	FedEx fm:Chasless Yancy- to:Trudy Nowak, Esq.	13.32	
	<b>Total Delivery Expense - FEDEX</b>		351.29
	<b>Local Meal Expense</b>		
11/16/04	Local Meal Expense - -PAID TO:JOHN M. MELISSINOS EXPS-11/16/04 PORTLAND, OR - TRANSITION MEETING	30.00	
	<b>Total Local Meal Expense</b>		30.00
	<b>Telecopy Charges</b>		
12/02/04	Fax from: Melissinos, C. To: J. Sparacino	7.50	

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
12/02/04	Fax from: Melissinos, C. To: W. Young	7.50	
12/03/04	Fax from: Baer, Ardie To: steven e detrich s	7.50	
12/03/04	Fax from: Baer, Ardie To: cheryl justice	7.50	
12/03/04	Fax from: Baer, Ardie To: brenda moody whine	7.50	
12/03/04	Fax from: Baer, Ardie To: susan freman	7.50	
12/03/04	Fax from: Baer, Ardie To: alan pope	7.50	
12/03/04	Fax from: Baer, Ardie To: c john melissinos	7.50	
12/13/04	Fax from: Melissinos, C. To: J. Sparacino	19.50	
12/20/04	Fax from: Melissinos, C. To: D. Talley	18.00	
12/27/04	Fax from: Melissinos, C. To: P. Chung	7.50	
12/27/04	Fax from: Melissinos, C. To: J. Sparacino	7.50	
12/27/04	Fax from: Melissinos, C. To: S. Vaugh	9.00	
12/27/04	Fax from: Melissinos, C. To: J. Sparacino	9.00	
12/27/04	Fax from: Melissinos, C. To: J. Casey	4.50	
12/27/04	Fax from: Melissinos, C. To: J. Sparacino	4.50	
12/28/04	Fax from: Melissinos, C. To: S. Dietrich	4.50	
12/29/04	Fax from: Melissinos, C. To: C. Justice	10.50	
12/30/04	Fax from: Melissinos, C. To: C. Yancy-Hunter	15.00	
	<b>Total Telecopy Charges</b>		169.50
	<b>Hotel &amp; Lodging expense</b>		
12/01/04	Hotel & Lodging expense - -PAID TO:JOHN M. MELISSINOS EXPS-12/01-03/04 PORTLAND, OR - MTGS WITH LIQUIDATING TRUSTEE	268.88	
12/02/04	Hotel & Lodging expense - -PAID TO:JOHN M. MELISSINOS EXPS-12/01-03/04 PORTLAND, OR - MTGS WITH LIQUIDATING TRUSTEE	268.88	
12/19/04	Hotel & Lodging expense - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	179.31	
12/19/04	Hotel & Lodging expense - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	228.11	
12/20/04	Hotel & Lodging expense - -PAID TO:SHERWOOD O. JONES EXPS-12/20-22/04 NEW YORK, NY - PRE-CLOSING CONFERENCE AND DRAFTING	706.20	
12/22/04	Hotel & Lodging expense - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	228.11	
12/22/04	Hotel & Lodging expense - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	228.11	
	<b>Total Hotel &amp; Lodging expense</b>		2,107.60
	<b>Computer Aided Research - Lexis</b>		
11/01/04	Lexis research by JONES, SHERWOOD	91.00	
11/03/04	Lexis research by SPARACINO, JOHN	11.13	
11/03/04	Lexis research by SPARACINO, JOHN	2.15	
11/22/04	Lexis research by HUNTER, CHASLESS	381.20	
11/29/04	Lexis research by HOUSTON, CASEPULL	5.03	
11/29/04	Lexis research by HUNTER, CHASLESS	44.48	

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
	<b>Total Computer Aided Research - Lexis</b>		534.99
	<b>Computer Aided Research - Pacer</b>		
11/03/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.84	
11/03/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.84	
11/12/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.63	
11/12/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 600	0.21	
11/16/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.70	
11/16/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.42	
11/16/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.63	
11/17/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.49	
11/17/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 588	1.19	
11/17/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 589	0.42	
11/17/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 590	0.28	
11/17/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 591	0.49	
11/17/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 592	0.28	
11/17/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.14	
11/23/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.42	
11/23/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.49	
11/24/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.42	
11/29/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.84	
11/29/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.28	
11/29/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.28	
11/29/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 643	0.07	
11/29/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 635	0.07	
11/29/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 636	0.07	
11/29/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 641	0.07	
11/29/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 647	0.28	
11/29/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 623	0.07	
11/29/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.77	
11/30/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:	0.28	
11/30/04	Pacer research on 2:03-BK-11261-RJH FILED OR ENT	0.07	
11/30/04	Pacer research on 2:03-BK-11261-RJH 4936458,,MAG	0.07	
	<b>Total Computer Aided Research - Pacer</b>		12.11
	<b>Travel-related Exps, Meals</b>		
12/02/04	Travel-related Exps, Meals - -PAID TO:JOHN M. MELISSINOS EXPS-12/01-03/04 PORTLAND, OR - MTGS WITH LIQUIDATING TRUSTEE	391.35	
12/03/04	Travel-related Exps, Meals - -PAID TO:JOHN M. MELISSINOS EXPS-12/01-03/04 PORTLAND, OR - MTGS WITH LIQUIDATING TRUSTEE	22.60	
12/03/04	Travel-related Exps, Meals - -PAID TO:JOHN M. MELISSINOS EXPS-12/01-03/04 PORTLAND, OR - MTGS WITH LIQUIDATING TRUSTEE	63.75	
12/19/04	Travel-related Exps, Meals - -PAID TO:JOHN SPARACINO EXPS-12/19-22/04 PHOENIX (HEARING) AND NEWARK (MEET WITH CLIENTS)	43.56	

Payment due upon receipt

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
12/20/04	Travel-related Exps, Meals - -PAID TO:JOHN SPARACINO EXPS-12/19-22/04 PHOENIX (HEARING) AND NEWARK (MEET WITH CLIENTS)	57.42	
12/20/04	Travel-related Exps, Meals - -PAID TO:JOHN SPARACINO EXPS-12/19-22/04 PHOENIX (HEARING) AND NEWARK (MEET WITH CLIENTS)	17.94	
12/20/04	Travel-related Exps, Meals - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	25.08	
12/20/04	Travel-related Exps, Meals - -PAID TO:SHERWOOD O. JONES EXPS-12/20-22/04 NEW YORK, NY - PRE-CLOSING CONFERENCE AND DRAFTING	43.38	
12/21/04	Travel-related Exps, Meals - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	53.08	
12/21/04	Travel-related Exps, Meals - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	168.39	
12/22/04	Travel-related Exps, Meals - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	51.02	
	<b>Total Travel-related Exps, Meals</b>		937.57
	<b>Miscellaneous</b>		
11/29/04	Miscellaneous - -PAID TO:LIDELL A PAGE POSTAGE	29.10	
12/20/04	Miscellaneous - -PAID TO:SHERWOOD O. JONES EXPS-12/20-22/04 NEW YORK, NY - PRE-CLOSING CONFERENCE AND DRAFTING	20.00	
12/24/04	Miscellaneous - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	39.40	
	<b>Total Miscellaneous</b>		88.50
	<b>Postage</b>		
12/01/04	Postage - 26 pieces	15.60	
12/02/04	Postage - 2 pieces	0.74	
12/02/04	Postage - 2 pieces	27.30	
12/06/04	Postage - 3 pieces	1.20	
12/06/04	Postage - 3 pieces	3.87	
12/09/04	Postage - 1 pieces	7.15	
12/10/04	Postage - 1 pieces	0.60	
12/14/04	Postage - 62 pieces	51.92	
12/15/04	Postage - 66 pieces	54.55	
12/16/04	Postage - 1 pieces	0.80	
12/16/04	Postage - 26 pieces	27.56	
12/17/04	Postage - 26 pieces	21.58	
12/27/04	Postage - 1 pieces	0.37	
12/29/04	Postage - 64 pieces	82.33	
	<b>Total Postage</b>		295.57
	<b>Document Services</b>		
11/18/04	Scanning - 289 pages	57.80	
11/30/04	Scanning 109 pg by FredEllison@andrewskurth.com	21.80	

Payment due upon receipt

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
11/30/04	Scanning 224 pg by FredEllison@andrewskurth.com	44.80	
	<b>Total Document Services</b>		124.40
	<b>Long Dist Telephone</b>		
12/01/04	LD Call toBEVERLYHLS	0.08	
12/01/04	LD Call toCHARLOTTE	0.29	
12/01/04	LD Call toPORTLAND	0.36	
12/01/04	LD Call toPORTLAND	0.36	
12/01/04	LD Call toPORTLAND	0.29	
12/01/04	LD Call toCHARLOTTE	0.08	
12/01/04	LD Call toPORTLAND	0.80	
12/01/04	LD Call toTUCSON	0.15	
12/01/04	LD Call toWASHINGTON	0.08	
12/01/04	LD Call toHOUSTON	0.22	
12/02/04	LD Call toPENDLETON	0.15	
12/02/04	LD Call toWLOSANGELS	0.36	
12/02/04	LD Call toBEVERLYHLS	0.08	
12/02/04	LD Call toPORTLAND	0.08	
12/02/04	LD Call toBEVERLYHLS	0.08	
12/02/04	LD Call toPORTLAND	0.22	
12/02/04	LD Call toBEVERLYHLS	0.08	
12/02/04	LD Call toHOUSTON	0.15	
12/03/04	LD Call toNO PHOENIX	0.08	
12/03/04	LD Call toNO PHOENIX	0.08	
12/03/04	LD Call toNO PHOENIX	0.08	
12/03/04	LD Call toNO PHOENIX	0.08	
12/03/04	LD Call toNO PHOENIX	0.15	
12/03/04	LD Call toPORTLAND	0.36	
12/03/04	LD Call toST LOUIS	0.22	
12/03/04	LD Call toLAS VEGAS	0.15	
12/03/04	LD Call toTUCSON	0.08	
12/03/04	LD Call toDALLAS	0.08	
12/06/04	LD Call toNEWROCHELE	0.08	
12/06/04	LD Call toANOKA	0.08	
12/06/04	LD Call toCHICAGO	0.08	
12/06/04	LD Call toCINCINNATI	0.08	
12/06/04	LD Call toPORTLAND	0.65	
12/06/04	LD Call toAUBURN	0.15	
12/06/04	LD Call toNEW YORK	0.08	
12/06/04	LD Call toNEW YORK	0.58	
12/06/04	LD Call toDALLAS	0.15	
12/06/04	LD Call toPORTLAND	0.15	
12/06/04	LD Call toPORTLAND	0.65	
12/06/04	LD Call toPORTLAND	0.29	

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
12/07/04	LD Call toRICHMOND		0.08
12/07/04	LD Call toCHICAGO		0.08
12/07/04	LD Call toPORTLAND		0.08
12/07/04	LD Call toNEW YORK		0.15
12/07/04	LD Call toSEATTLE		0.15
12/07/04	LD Call toPORTLAND		0.08
12/07/04	LD Call toNEW YORK		0.15
12/07/04	LD Call toPORTLAND		0.58
12/07/04	LD Call toSEATTLE		0.08
12/07/04	LD Call toPORTLAND		0.08
12/07/04	LD Call toNEW YORK		0.44
12/07/04	LD Call toPORTLAND		0.08
12/07/04	LD Call toNEW YORK		0.08
12/07/04	LD Call toPORTLAND		0.15
12/08/04	LD Call toPHOENIX		0.29
12/08/04	LD Call toNEW YORK		0.15
12/08/04	LD Call toCHICAGO		0.08
12/08/04	LD Call toCHARLOTTE		0.08
12/08/04	LD Call toPORTLAND		0.08
12/08/04	LD Call toCHICAGO		1.01
12/08/04	LD Call toCHICAGO		0.36
12/08/04	LD Call toNEW YORK		0.15
12/08/04	LD Call toMILWAUKEE		0.15
12/08/04	LD Call toNEWROCHELE		0.44
12/08/04	LD Call toSEATTLE		0.08
12/08/04	LD Call toSEATTLE		0.08
12/08/04	LD Call toPORTLAND		0.72
12/08/04	LD Call toPORTLAND		0.29
12/08/04	LD Call toNEW YORK		0.08
12/08/04	LD Call toPORTLAND		1.01
12/08/04	LD Call toBELLINGHAM		0.15
12/08/04	LD Call toPORTLAND		0.15
12/09/04	LD Call toPORTLAND		0.15
12/09/04	LD Call toNEW YORK		0.36
12/09/04	LD Call toIREDELL		0.08
12/09/04	LD Call toCINCINNATI		0.22
12/09/04	LD Call toKANSASCITY		0.08
12/09/04	LD Call toNEW YORK		0.08
12/09/04	LD Call toBEVERLYHLS		0.08
12/09/04	LD Call toPORTLAND		0.72
12/09/04	LD Call toBEVERLYHLS		3.39
12/09/04	LD Call toPORTLAND		5.40
12/09/04	LD Call toPORTLAND		0.87

Payment due upon receipt

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
12/09/04	LD Call toPORTLAND		0.15
12/09/04	LD Call toPORTLAND		0.08
12/09/04	LD Call toSEATTLE		0.36
12/09/04	LD Call toSAN FRAN		0.08
12/10/04	LD Call toPORTLAND		0.15
12/10/04	LD Call toPORTLAND		0.08
12/10/04	LD Call toPORTLAND		0.08
12/10/04	LD Call toATLANTA		0.08
12/10/04	LD Call toNO PHOENIX		0.15
12/10/04	LD Call toPORTLAND		0.08
12/10/04	LD Call toPORTLAND		0.08
12/10/04	LD Call toPORTLAND		0.08
12/10/04	LD Call toPORTLAND		0.65
12/10/04	LD Call toSEATTLE		0.15
12/10/04	LD Call toPORTLAND		0.72
12/10/04	LD Call toPHOENIX		0.08
12/10/04	LD Call toPHOENIX		0.72
12/10/04	LD Call toPORTLAND		0.22
12/10/04	LD Call toHOUSTON		0.08
12/10/04	LD Call toPORTLAND		0.08
12/13/04	LD Call toTACOMA		0.08
12/13/04	LD Call toPORTLAND		0.58
12/13/04	LD Call toPORTLAND		0.15
12/13/04	LD Call toPORTLAND		0.08
12/13/04	LD Call toNEW YORK		0.29
12/13/04	LD Call toNEW YORK		0.08
12/13/04	LD Call toNEW YORK		0.80
12/13/04	LD Call toPORTLAND		1.80
12/13/04	LD Call toPORTLAND		1.08
12/13/04	LD Call toNEW YORK		0.08
12/13/04	LD Call toPORTLAND		0.29
12/13/04	LD Call toSEDROWOOLY		0.08
12/13/04	LD Call toPORTLAND		0.08
12/13/04	LD Call toPORTLAND		0.29
12/13/04	LD Call toSEATTLE		0.08
12/14/04	LD Call toPHOENIX		0.15
12/14/04	LD Call toPORTLAND		0.15
12/14/04	LD Call toPORTLAND		0.94
12/14/04	LD Call toEL SEGUNDO		0.08
12/14/04	LD Call toNEW YORK		0.08
12/14/04	LD Call toNEW YORK		0.08
12/14/04	LD Call toPORTLAND		0.08
12/14/04	LD Call toPORTLAND		0.58

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Case 2:03-bk-11258-RJH Doc 768-8 Filed 02/11/05 Entered 02/11/05 14:12:33

Desc Exhibit December Fee Statement Page 10 of 90



RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
12/14/04	LD Call toNEW YORK		0.87
12/14/04	LD Call toNEW YORK		0.87
12/14/04	LD Call toPORTLAND		0.15
12/14/04	LD Call toSEATTLE		0.15
12/14/04	LD Call toSEATTLE		0.15
12/15/04	LD Call toPHOENIX		0.15
12/15/04	LD Call toNO PHOENIX		0.15
12/15/04	LD Call toPHOENIX		0.08
12/15/04	LD Call toPHOENIX		0.58
12/15/04	LD Call toPHOENIX		0.22
12/15/04	LD Call toNEW YORK		0.08
12/15/04	LD Call toTUCSON		0.08
12/15/04	LD Call toPORTLAND		0.65
12/15/04	LD Call toPORTLAND		0.22
12/15/04	LD Call toNEW YORK		0.08
12/15/04	LD Call toPHOENIX		0.08
12/15/04	LD Call toMT VERNON		0.08
12/15/04	LD Call toMT VERNON		0.08
12/15/04	LD Call toPORTLAND		0.22
12/15/04	LD Call toPHOENIX		0.08
12/15/04	LD Call toSEDROWOOLY		0.58
12/15/04	LD Call toSEDROWOOLY		0.15
12/15/04	LD Call toSEDROWOOLY		0.58
12/15/04	LD Call toPORTLAND		3.96
12/15/04	LD Call toPORTLAND		0.94
12/16/04	LD Call toNEW YORK		0.07
12/16/04	LD Call toNEW YORK		3.78
12/16/04	LD Call toPORTLAND		0.21
12/16/04	LD Call toPHOENIX		0.07
12/16/04	LD Call toBOISE		0.07
12/16/04	LD Call toPORTLAND		0.07
12/16/04	LD Call toNEW YORK		0.28
12/16/04	LD Call toPORTLAND		0.07
12/16/04	LD Call toNEW YORK		0.07
12/16/04	LD Call toNEW YORK		1.61
12/16/04	LD Call toNEW YORK		0.63
12/16/04	LD Call toNEW YORK		0.28
12/16/04	LD Call toPORTLAND		0.07
12/16/04	LD Call toPORTLAND		0.07
12/16/04	LD Call toNEW YORK		0.42
12/16/04	LD Call toPHOENIX		0.07
12/16/04	LD Call toNEW YORK		0.14
12/16/04	LD Call toPHOENIX		0.70

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
12/16/04	LD Call toNEW YORK		0.56
12/16/04	LD Call toPORTLAND		0.14
12/16/04	LD Call toNEW YORK		0.07
12/16/04	LD Call toNEW YORK		0.42
12/16/04	LD Call toSEDROWOOLY		0.21
12/16/04	LD Call toNEW YORK		0.14
12/16/04	LD Call toNO PHOENIX		0.14
12/16/04	LD Call toPORTLAND		0.07
12/16/04	LD Call toPORTLAND		0.07
12/16/04	LD Call toPORTLAND		1.89
12/17/04	LD Call toBOISE		0.07
12/17/04	LD Call toBOISE		0.07
12/17/04	LD Call toPORTLAND		0.42
12/17/04	LD Call toPORTLAND		0.63
12/17/04	LD Call toNEW YORK		0.42
12/17/04	LD Call toHOUSTON		0.14
12/17/04	LD Call toPORTLAND		0.70
12/17/04	LD Call toPHOENIX		0.28
12/17/04	LD Call toNEW YORK		0.07
12/17/04	LD Call toHOUSTON		0.56
12/17/04	LD Call toNEW YORK		0.07
12/17/04	LD Call toPORTLAND		3.99
12/17/04	LD Call toPORTLAND		0.07
12/17/04	LD Call toPORTLAND		0.07
12/17/04	LD Call toNEW YORK		0.07
12/17/04	LD Call toPORTLAND		0.07
12/17/04	LD Call toPORTLAND		0.49
12/17/04	LD Call toPORTLAND		0.14
12/18/04	LD Call toHOUSTON		0.21
12/20/04	LD Call toPHOENIX		0.07
12/20/04	LD Call toPORTLAND		0.14
12/23/04	LD Call toSPOKANE		0.07
12/23/04	LD Call toPORTLAND		0.14
12/23/04	LD Call toPORTLAND		0.35
12/23/04	LD Call toPORTLAND		0.28
12/23/04	LD Call toPORTLAND		0.63
12/23/04	LD Call toNEW YORK		0.14
12/27/04	LD Call toNEW YORK		0.14
12/27/04	LD Call toCLACKAMAS		0.07
12/27/04	LD Call toBEND		0.14
12/27/04	LD Call toBEND		0.49
12/27/04	LD Call toPORTLAND		0.07
12/27/04	LD Call toPORTLAND		0.07

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Case 2:03-bk-11258-RJH Doc 768-8 Filed 02/11/05 Entered 02/11/05 14:12:33

Desc Exhibit December Fee Statement Page 12 of 90

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
12/27/04	LD Call toDRIGGS		0.07
12/27/04	LD Call toDRIGGS		0.07
12/27/04	LD Call toPORTLAND		0.21
12/27/04	LD Call toPORTLAND		0.14
12/27/04	LD Call toPORTLAND		0.07
12/27/04	LD Call toNEW YORK		0.14
12/27/04	LD Call toPORTLAND		0.07
12/28/04	LD Call toCHARLOTTE		0.07
12/28/04	LD Call toBKLYN NYC		0.42
12/28/04	LD Call toDRIGGS		1.33
12/28/04	LD Call toPORTLAND		1.40
12/28/04	LD Call toNEW YORK		0.07
12/28/04	LD Call toPORTLAND		0.91
12/28/04	LD Call toNEW YORK		0.07
12/28/04	LD Call toNEW YORK		0.49
12/28/04	LD Call toPORTLAND		0.07
12/28/04	LD Call toDRIGGS		2.03
12/28/04	LD Call toDRIGGS		0.49
12/28/04	LD Call toPORTLAND		0.14
12/28/04	LD Call toPORTLAND		0.07
12/28/04	LD Call toNEW YORK		0.42
12/28/04	LD Call toPORTLAND		0.07
12/28/04	LD Call toPORTLAND		0.14
12/28/04	LD Call toPORTLAND		0.07
12/28/04	LD Call toPORTLAND		0.07
12/28/04	LD Call toNEW YORK		0.35
12/28/04	LD Call toPORTLAND		0.77
12/28/04	LD Call toNEW YORK		0.07
12/28/04	LD Call toNEW YORK		0.07
12/28/04	LD Call toNEW YORK		0.14
12/28/04	LD Call toPORTLAND		0.07
12/28/04	LD Call toNEW YORK		0.07
12/28/04	LD Call toNEW YORK		0.07
12/28/04	LD Call toNEW YORK		0.21
12/28/04	LD Call toPORTLAND		0.42
12/28/04	LD Call toNEW YORK		0.14
12/28/04	LD Call toPORTLAND		0.21
12/28/04	LD Call toPORTLAND		0.49
12/28/04	LD Call toPORTLAND		0.28
12/28/04	LD Call toSEDROWOOLY		0.14
12/28/04	LD Call toNEW YORK		0.07
12/28/04	LD Call toNEW YORK		1.61
12/28/04	LD Call toPORTLAND		0.07

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RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
12/28/04	LD Call toDRIGGS		0.07
12/29/04	LD Call toNEW YORK		0.14
12/29/04	LD Call toBRIDGEPORT		0.07
12/29/04	LD Call toPORTLAND		0.07
12/29/04	LD Call toBRIDGEPORT		0.07
12/29/04	LD Call toNEW YORK		0.21
12/29/04	LD Call toSEATTLE		0.07
12/29/04	LD Call toSEATTLE		1.12
12/29/04	LD Call toSEATTLE		0.07
12/29/04	LD Call toPORTLAND		0.49
12/29/04	LD Call toPORTLAND		0.14
12/29/04	LD Call toSEATTLE		0.07
12/29/04	LD Call toSEATTLE		1.05
12/29/04	LD Call toDRIGGS		0.07
12/29/04	LD Call toPORTLAND		0.07
12/29/04	LD Call toPORTLAND		0.42
12/29/04	LD Call toDRIGGS		2.03
12/29/04	LD Call toPORTLAND		0.28
12/29/04	LD Call toNEW YORK		0.35
12/29/04	LD Call toPORTLAND		0.14
12/29/04	LD Call toPORTLAND		0.28
12/30/04	LD Call toPHOENIX		0.14
12/30/04	LD Call toPHOENIX		0.14
12/30/04	LD Call toPHOENIX		0.07
12/30/04	LD Call toDRIGGS		0.70
12/30/04	LD Call toPORTLAND		1.33
12/30/04	LD Call toDRIGGS		2.45
12/30/04	LD Call toNEW YORK		0.07
12/30/04	LD Call toNEW YORK		0.63
12/30/04	LD Call toPORTLAND		0.98
12/30/04	LD Call toPORTLAND		0.56
12/30/04	LD Call toSEDROWOOLY		0.28
12/30/04	LD Call toNEW YORK		0.77
12/30/04	LD Call toPORTLAND		0.07
12/30/04	LD Call toPORTLAND		0.14
12/30/04	LD Call toSEATTLE		0.07
12/30/04	LD Call toSEATTLE		0.56
12/30/04	LD Call toPORTLAND		0.49
12/30/04	LD Call toDRIGGS		0.07
12/30/04	LD Call toPORTLAND		0.07
12/30/04	LD Call toPORTLAND		0.28
12/30/04	LD Call toNEW YORK		0.28
12/30/04	LD Call toTUCSON		0.14

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

Case 2:03-bk-11258-RJH Doc 768-8 Filed 02/11/05 Entered 02/11/05 14:12:33

Desc Exhibit December Fee Statement Page 14 of 90

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

Date	Disbursements	Detail	Value
12/30/04	LD Call toTUCSON	0.14	
12/30/04	LD Call toTUCSON	0.07	
12/30/04	LD Call toTUCSON	0.07	
12/30/04	LD Call toSEATTLE	0.28	
12/30/04	LD Call toNEW YORK	0.14	
12/30/04	LD Call toPORTLAND	0.21	
12/30/04	LD Call toPORTLAND	0.07	
12/30/04	LD Call toPORTLAND	0.07	
12/30/04	LD Call toPORTLAND	0.14	
12/30/04	LD Call toDALLAS	0.07	
12/30/04	LD Call toTUCSON	0.98	
12/30/04	LD Call toPORTLAND	0.14	
12/30/04	LD Call toPORTLAND	0.14	
12/30/04	LD Call toNEW YORK	0.56	
12/30/04	LD Call toPORTLAND	0.42	
12/30/04	LD Call toDRIGGS	0.28	
12/31/04	LD Call toPORTLAND	0.42	
12/31/04	LD Call toNEW YORK	0.07	
12/31/04	LD Call toNEW YORK	0.21	
12/31/04	LD Call toNO PHOENIX	0.07	
12/31/04	LD Call toBURLINGTON	0.07	
12/31/04	LD Call toPORTLAND	0.07	
12/31/04	LD Call toDRIGGS	0.07	
12/31/04	LD Call toPORTLAND	0.07	
12/31/04	LD Call toPORTLAND	0.07	
12/31/04	LD Call toPORTLAND	0.07	
12/31/04	LD Call toPORTLAND	0.07	
12/31/04	LD Call toBRIDGEPORT	0.14	
	<b>Total Long Dist Telephone</b>		111.52
	<b>Travel Expense</b>		
12/03/04	Travel Expense - -PAID TO:JOHN M. MELISSINOS EXPS-12/01-03/04 PORTLAND, OR - MTGS WITH LIQUIDATING TRUSTEE	33.00	
12/03/04	Travel Expense - -PAID TO:JOHN M. MELISSINOS EXPS-12/01-03/04 PORTLAND, OR - MTGS WITH LIQUIDATING TRUSTEE	1.65	
12/19/04	Travel Expense - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	24.00	
12/19/04	Travel Expense - -PAID TO:JOHN SPARACINO EXPS-12/19-22/04 PHOENIX (HEARING) AND NEWARK (MEET WITH CLIENTS)	2,058.30	
12/19/04	Travel Expense - -PAID TO:JOHN SPARACINO EXPS-12/19-22/04 PHOENIX (HEARING) AND NEWARK (MEET WITH CLIENTS)	124.47	
12/20/04	Travel Expense - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	26.00	

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO. 03-11258-PHX-RJH

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
12/20/04	Travel Expense - -PAID TO:SHERWOOD O. JONES EXPS-12/20-22/04 NEW YORK, NY - PRE-CLOSING CONFERENCE AND DRAFTING	1,901.60	
12/22/04	Travel Expense - -PAID TO:JOHN M. MELISSINOS EXPS-12/19-24/04 PHOENIX/NYC	8.00	
	<b>Total Travel Expense</b>		4,177.02
	<b>AMEX Travel Expense</b>		
11/02/04	Tkt for MELISSINOS/C JOHN LAX PDX LAX	20.00	
11/02/04	Tkt for MELISSINOS/C JOHN LAX PHX LAX	20.00	
11/10/04	Tkt for MELISSINOS/C JOHN PHX LAX	122.10	
11/15/04	Tkt for YANCY HUNTER/CHASLES PDX IAH	484.19	
11/15/04	Tkt for YANCY HUNTER/CHASLES HOU DFW PDX	658.70	
11/17/04	Tkt for MELISSINOS/C JOHN PDX LAX	270.10	
11/29/04	Tkt for MELISSINOS/C JOHN LAX PDX LAX	196.20	
	<b>Total AMEX Travel Expense</b>		1,771.29
	<b>Total Disbursements</b>		<u>\$ 14,297.41</u>
	<b>Total Current Services and Disbursements This Matter</b>		<u><u>\$ 14,297.41</u></u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: ASSET ANALYSIS AND RECOVERY

Date	Services	Name	Position	Hours	Rate	Value
12/01/04	Strategy and planning with C. Yancy-Hunter regarding Gold Cup investigation (.2); Further review of Gold Cup real property documents (.8).	C. J. MELISSINOS	Partner	1.00	445.00	445.00
12/01/04	Teleconference and e-mail correspondence with J. Melissinos regarding Gold Cup issues and continue analysis of same.	C. YANCY-HUNTER	Associate	0.50	245.00	122.50
12/02/04	Continue analysis of Gold Cup property issues (2.6) and communications with J. Melissinos regarding same (.1).	C. YANCY-HUNTER	Associate	2.70	245.00	661.50
12/03/04	Continue work on Gold Cup issues (.2).	C. J. MELISSINOS	Partner	0.20	445.00	89.00
12/06/04	Review correspondence from J. Stomper regarding and continue analysis of Gold Cup property issues.	C. YANCY-HUNTER	Associate	0.70	245.00	171.50
12/15/04	Review letter from A. Ellis regarding Gold Cup property and proposed sale.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/16/04	Teleconference and e-mail correspondence with J. Melissinos regarding Gold Cup issues (.3) and draft letter to A. Ellis, counsel for the Skvoraks, regarding same (1.1).	C. YANCY-HUNTER	Associate	1.40	245.00	343.00
12/17/04	Strategy and planning with C. Yancy-Hunter regarding Gold Cup (.2); Conference call with C. Yancy-Hunter and Alan Ellis regarding same (.4).	C. J. MELISSINOS	Partner	0.60	445.00	267.00
12/17/04	Teleconferences with A. Ellis and J. Melissinos regarding Gold Cup property issues (.5); continue analysis regarding same (.3).	C. YANCY-HUNTER	Associate	0.80	245.00	196.00
12/20/04	Review and revise memorandum on Gold Cup issues (1.1).	C. J. MELISSINOS	Partner	1.10	445.00	489.50
12/22/04	Continue analysis of "Gold Cup" property issues and revise memorandum accordingly.	C. YANCY-HUNTER	Associate	1.70	245.00	416.50
12/23/04	Continue analysis of and revising memorandum regarding "Gold Cup" property issues (1.4) and communications with J. Melissinos regarding same (.2)	C. YANCY-HUNTER	Associate	1.60	245.00	392.00
12/29/04	Review and revise current draft of Gold Cup memorandum (.5).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/30/04	Draft e-mail memorandum to M. Carmel regarding Gold Cup memorandum and exhibits (.4); Draft e-mail memorandum to M.	C. J. MELISSINOS	Partner	0.90	445.00	400.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: ASSET ANALYSIS AND RECOVERY

Date	Services	Name	Position	Hours	Rate	Value
12/30/04	Carmel regarding certain remaining real property interests that fall into trust (.5).	C. YANCY-HUNTER	Associate	1.00	245.00	245.00
	Calls and e-mails with J. Melissinos regarding (.4) and revise memorandum on Gold Cup property issues and exhibits thereto (.6).					
<b>Total Services</b>				<u>14.80</u>	<u>\$ 4,486.00</u>	
<b>Total Current Services and Disbursements This Matter</b>						<u><u>\$ 4,486.00</u></u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



RE: ASSET ANALYSIS AND RECOVERY

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	4.30	1,913.50
7739	YANCY-HUNTER, C.	10.50	2,572.50
		<hr/>	<hr/>
		14.80	\$4,486.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: ASSET DISPOSITION

Date	Services	Name	Position	Hours	Rate	Value
12/06/04	Telephone conference with Cindy Kelly, manager of Dry Creek Water Association, Inc.	C. J. MELISSINOS	Partner	0.10	445.00	44.50
12/07/04	Review Mill APA regarding Dry Creek issue (.1); Telephone conference with B. Perkins regarding same, Chase issue, other APA issues (.2); Draft e-mail to S. Dietrich regarding Chase salvage contract novation (.1).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
12/08/04	Draft e-mail regarding Ochoco closing (.1); Telephone conference with C. Brock regarding same, PCR's (.2); Review draft of assignment agreement on Chase agreement and draft e-mail to B. Perkins regarding same.	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/08/04	Reviewed and commented on Assignment and Assumption Agreement regarding Chase Salvage contract (0.7).	S. OLSON	Associate	0.70	335.00	234.50
12/08/04	Telephone conference with B. Perkins regarding Interfor issue.	J. J. SPARACINO	Partner	0.20	470.00	94.00
12/20/04	Draft e-mail to S. Dietrich and W. Perkins regarding Dry Creek Association transfer issues (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
12/22/04	Draft e-mail memoranda regarding Dry Creek issues (.3); Telephone conference with B. Perkins regarding Interfor purchase (.1).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
<b>Total Services</b>				2.40		\$ 996.00

**Total Current Services and Disbursements This Matter**\$ 996.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: ASSET DISPOSITION

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	1.50	667.50
2454	SPARACINO, J. J.	0.20	94.00
8677	OLSON, S.	0.70	234.50
		<hr/>	<hr/>
		2.40	\$996.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: BUSINESS OPERATIONS

Date	Services	Name	Position	Hours	Rate	Value
12/01/04	Phone call with John Melissinos regarding note transfer issues.	W. M. YOUNG	Partner	0.20	440.00	88.00
12/01/04	Conference call with J. Roberts and S. Dietrich regarding note transfer issues (.9); Strategy and planning with C. Yancy-Hunter regarding same (.2); Review information regarding same (.1); Review revised records listing (.2); Draft e-mail memoranda to C. Justice, J. Sparacino regarding same (.2).	C. J. MELISSINOS	Partner	1.60	445.00	712.00
12/02/04	Conference with J. Roberts regarding note transfer issues.	C. J. MELISSINOS	Partner	0.20	445.00	89.00
12/06/04	Telephone conference with M. Allred regarding operational issues (.2); Telephone conference with Armando Morales at JP Morgan Chase regarding note transfer issues (.1); Draft e-mail memorandum to J. Sparacino and W. Jones regarding same (.2); Telephone conference with Tony Leineweber regarding operational, KERP and lease issues (.6); Review records listings (.2).	C. J. MELISSINOS	Partner	1.30	445.00	578.50
12/07/04	Telephone conference with Bob Nurayan at JP Morgan Chase regarding balloting (.1); Draft e-mail to J. Roberts regarding same (.1); Review information regarding D&O coverage (.2); Telephone conference with M. Allred regarding operational issues (.2); Telephone conference with Steve Dietrich regarding transition issues, contracts, effective date planning (.4).	C. J. MELISSINOS	Partner	1.00	445.00	445.00
12/09/04	Conference call with T. Leineweber and S. Vaughn regarding transition and plan issues (.3); Review P. Galvan e-mail and draft e-mail regarding records issues (.2); Telephone conference with P. Stott regarding SMA issues (.2); Review additional information on records (.2); Telephone conference with Joan Stout regarding note transfer issues (.3); Draft e-mail to J. Stout regarding same (.1).	C. J. MELISSINOS	Partner	1.30	445.00	578.50
12/14/04	Review draft 8-K; e-mail to Mark Allred regarding same.	W. M. YOUNG	Partner	0.30	440.00	132.00
12/15/04	Telephone conference with J. Roberts regarding note transfer	C. J. MELISSINOS	Partner	0.30	445.00	133.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: BUSINESS OPERATIONS

Date	Services	Name	Position	Hours	Rate	Value
	issues (.2); Conference call with S. Fitts and J. Sparacino regarding note transfer issues (.1).					
12/16/04	Telephone conference with J. Stout regarding note transfers, Released Debtor Persons release (.4).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
12/16/04	Review and comment on Form 15; review and comment on 8-K draft; e-mail to Mark Allred regarding same.	W. M. YOUNG	Partner	0.30	440.00	132.00
12/17/04	Review revised SEC filings; e-mail to Mark Allred regarding same.	W. M. YOUNG	Partner	0.30	440.00	132.00
12/17/04	Conference call with P. Chung and P. Byrne regarding note transfer issues (.6); Review updated noteholder registry (.1).	C. J. MELISSINOS	Partner	0.70	445.00	311.50
12/19/04	Review information regarding note transfers (.1); Review letter from EPA regarding Glen Echo issues (.2); Draft e-mail to T. Leineweber regarding same (.1); Review records listings (.4); Review T. Mullings listings regarding diligence items (.1); Draft e-mail to T. Mullings regarding records retention schedule (.1); Review correspondence on Liberty issue (.1).	C. J. MELISSINOS	Partner	1.10	445.00	489.50
12/20/04	Draft e-mail to J. Roberts and M. Young regarding note transfer issues (.2); Telephone conference with Dan Zender regarding Daleface litigation and permit transfer issues (.2).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
12/21/04	E-mails regarding confirmation of plan, 8-Ks and dissolution documents.	W. M. YOUNG	Partner	0.30	440.00	132.00
12/22/04	Work on lost note affidavit; e-mail same to John Melissinos.	W. M. YOUNG	Partner	0.40	440.00	176.00
12/28/04	Review certificate of cancellation.	W. M. YOUNG	Partner	0.20	440.00	88.00
	<b>Total Services</b>			10.30		\$ 4,573.50

**Total Current Services and Disbursements This Matter****\$ 4,573.50**

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: BUSINESS OPERATIONS

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	8.30	3,693.50
7872	YOUNG, W. M.	2.00	880.00
		<hr/>	<hr/>
		10.30	\$4,573.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: CASE ADMINISTRATION

Date	Services	Name	Position	Hours	Rate	Value
12/01/04	Analysis of status of open matters and call with J. Melissinos regarding same (.3); attention to service issues (.1); call with J. Melissinos regarding electronic filing issues (.1).	C. YANCY-HUNTER	Associate	0.50	245.00	122.50
12/01/04	Conduct phone calls and emails with certain parties requesting information on Plan and Disclosure Statement (.09); monitor docket for newly filed pleadings and update internal file accordingly (1.1).	E. HOLLAND	Legal Asst	2.10	140.00	294.00
12/02/04	Conduct phone calls in regards to parties requesting information on the Plan and Disclosure Statement (1.7); review mailing matrix and spot check certain names and entities listed (1.9).	E. HOLLAND	Legal Asst	3.60	140.00	504.00
12/03/04	Continue with spot checking mailing matrix for all notices (1.8); conduct phone calls to parties requesting information on Plan and Disclosure Statement (1.8).	E. HOLLAND	Legal Asst	3.60	140.00	504.00
12/03/04	Teleconference with J. Melissinos regarding status of open matters including notices of fee applications and ordinary course professional payments and Gold Cup property issues.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
12/04/04	Work on current task list (.2).	C. J. MELISSINOS	Partner	0.20	445.00	89.00
12/07/04	Review BMC invoices (.2); Draft e-mail memoranda to J. Roberts and S. Dietrich regarding same (.2); Draft e-mail memoranda to T. Feil regarding noticing, balloting issues (.3); Draft e-mail memorandum to R. Mauceri regarding same (.1).	C. J. MELISSINOS	Partner	0.80	445.00	356.00
12/07/04	Teleconference with K. Quinn regarding communications with liquidating trustee.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/08/04	Draft e-mail to T. Feil regarding noticing issues (.2).	C. J. MELISSINOS	Partner	0.20	445.00	89.00
12/09/04	Attention to issues related to updates to official service list.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/10/04	Attention to issues related to updates to official service list.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/10/04	Monitor docket for newly filed pleadings and update internal file accordingly.	E. HOLLAND	Legal Asst	1.10	140.00	154.00
12/14/04	Monitor docket for newly filed	E. HOLLAND	Legal Asst	1.20	140.00	168.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: CASE ADMINISTRATION

Date	Services	Name	Position	Hours	Rate	Value
	pleadings and update internal file accordingly.					
12/15/04	Work on current task list, confirmation and effective date tasks (.3).	C. J. MELISSINOS	Partner	0.30	445.00	133.50
12/16/04	E-mail correspondence with J. Melissinos regarding status of open matters and service list issues.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/19/04	Work on list of remaining pre-effective date items (.3).	C. J. MELISSINOS	Partner	0.30	445.00	133.50
12/20/04	Teleconference with J. Melissinos regarding status of post-confirmation open matters.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/22/04	Call and e-mail correspondence with P. Chung and P. Byrne regarding effective date issues.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/22/04	Monitor docket for newly filed pleadings and update internal file accordingly.	E. HOLLAND	Legal Asst	0.90	140.00	126.00
12/23/04	Attention to voluminous emails and mail.	J. J. SPARACINO	Partner	0.70	470.00	329.00
12/27/04	Review B. Works e-mail regarding updated addresses for noticing purposes (.2); Draft e-mail to T. Feil and M. Carmel regarding same (.2).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
12/27/04	Telephone conference with creditor regarding claim.	J. J. SPARACINO	Partner	0.10	470.00	47.00
12/28/04	Draft e-mail to T. Feil and M. Carmel regarding noticing issues (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
12/29/04	Draft e-mail memorandum to C. Yancy-Hunter regarding transmission of information to liquidating trustee (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
12/29/04	Monitor docket for newly filed pleadings and update internal file accordingly.	E. HOLLAND	Legal Asst	1.10	140.00	154.00
12/30/04	Monitor docket for newly filed pleadings and update internal file accordingly.	E. HOLLAND	Legal Asst	0.70	140.00	98.00
12/30/04	Call with John M. regarding final pre-effective date closing matters.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/30/04	Strategy and planning with C. Yancy-Hunter regarding transmission of information to liquidating trustee (.2).	C. J. MELISSINOS	Partner	0.20	445.00	89.00
<b>Total Services</b>				19.10		\$ 3,878.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



RE: CASE ADMINISTRATION

**Total Current Services and Disbursements This Matter**

**\$ 3,878.00**

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: CASE ADMINISTRATION

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	2.60	1,157.00
2454	SPARACINO, J. J.	0.80	376.00
7739	YANCY-HUNTER, C.	1.40	343.00
3836	HOLLAND, E.	14.30	2,002.00
		<hr/>	<hr/>
		19.10	\$3,878.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: CLAIMS ADMINISTRATION AND OBJECTIONS

Date	Services	Name	Position	Hours	Rate	Value
12/01/04	Telephone conference with B. Works regarding reconciliation issues (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
12/03/04	Conference with M. Carmel regarding claims reconciliation and claim amounts (.4); Draft e-mail memoranda to B. Works regarding noticing issues (.3).	C. J. MELISSINOS	Partner	0.70	445.00	311.50
12/03/04	E-mail correspondence with B. Works regarding revisions to claims reconciliation chart.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/04/04	Review notice of transfer of claim.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/05/04	Review and analyze notice of transfer of claims and e-mail correspondence to B. Works regarding corresponding changes to claims reconciliation.	C. YANCY-HUNTER	Associate	0.40	245.00	98.00
12/06/04	Calls with B. Works regarding revisions to claims reconciliation spreadsheet.	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
12/07/04	E-mail correspondence with B. Works regarding revisions to claims reconciliation spreadsheet (.2); calls with counsel for PUD No. 1 regarding claim amendment (.1).	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
12/08/04	E-mail correspondence with B. Works regarding revised reconciliation spreadsheet and suggest further revisions of same.	C. YANCY-HUNTER	Associate	0.40	245.00	98.00
12/13/04	Review newly-filed proof of claim of Foxglove LLC (.2); call and e-mail correspondence with J. Melissinos regarding same (.1).	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
12/28/04	Review information regarding USFS claim (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
12/29/04	Review updated claims reconciliation (.2); Draft e-mail to M. Carmel, B. Whinery and F. Petersen regarding same (.2).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
12/29/04	E-mail correspondence with J. Melissinos and calls with B. Works regarding revisions to claims reconciliation worksheet (.4) and investigation regarding transferred claims in connection with same (.5).	C. YANCY-HUNTER	Associate	0.90	245.00	220.50
12/30/04	Telephone conference with M. Allred regarding USFS claim effort (.1); Draft e-mail memorandum to J. Stout, M. Carmel and B. Whinery regarding Fox Tower and USFS claim status	C. J. MELISSINOS	Partner	0.50	445.00	222.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: CLAIMS ADMINISTRATION AND OBJECTIONS

Date	Services	Name	Position	Hours	Rate	Value
	(.4).					
	<b>Total Services</b>			4.60		\$ 1,487.00

**Total Current Services and Disbursements This Matter** \$ 1,487.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: CLAIMS ADMINISTRATION AND OBJECTIONS

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	1.80	801.00
7739	YANCY-HUNTER, C.	2.80	686.00
		<hr/>	<hr/>
		4.60	\$1,487.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: EMPLOYEE BENEFITS / PENSIONS

Date	Services	Name	Position	Hours	Rate	Value
12/07/04	Work on KERP and MSP issues in preparation for effective date (.2); Telephone conference with T. Leineweber regarding COBRA insurance issues (.3).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/08/04	Work on KERP/MSP issues (.4); Telephone conference with P. Chung regarding same (.1); Telephone conference with Tony Leineweber regarding same (.4); Review and revise MSP Group I release for effective date use (.6).	C. J. MELISSINOS	Partner	1.50	445.00	667.50
12/09/04	Continue drafting revised form of MSP Group I release (.3); Draft e-mail memorandum to T. Leineweber regarding draft of same (.2).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/15/04	Conference call with D. Nelson and T. Leineweber regarding KERP/MSP issues (.6); Review and revise forms of MSP Group I and Group II releases, prepare blacklines (.8); Draft form of MSP letter to ORM employees (.4); Draft e-mail to T. Leineweber regarding revised documents, KERP/MSP issues (.4).	C. J. MELISSINOS	Partner	2.20	445.00	979.00
12/17/04	Telephone conference with T. Leineweber regarding release KERP issues, confirmation (.9).	C. J. MELISSINOS	Partner	0.90	445.00	400.50
12/19/04	Review and revise MSP release document forms, ORM letter, prepare blacklines (1.0); Draft e-mail to T. Leineweber regarding same (.2); Draft e-mail to C. Wachsstock, B. Whinery, J. Langdon and J. Stout regarding same (.3).	C. J. MELISSINOS	Partner	1.50	445.00	667.50
12/20/04	Draft e-mail to Term Lender advisors, committee and liquidating trustee regarding KERP amounts (.9); Draft e-mail to C. Wachsstock and T. Leineweber regarding draft of letter to ORM employees (.2).	C. J. MELISSINOS	Partner	1.10	445.00	489.50
12/22/04	Review MSP agreements and e-mail to T. Leineweber regarding same (.2).	C. J. MELISSINOS	Partner	0.20	445.00	89.00
12/23/04	Draft e-mail to J. Stout et al. regarding finality of KERP/MSP spreadsheet (.3); Conference call with J. Stout and C. Wu regarding note transfer, KERP issues (.30).	C. J. MELISSINOS	Partner	0.60	445.00	267.00
12/27/04	Review final drafts of MSP	C. J. MELISSINOS	Partner	0.30	445.00	133.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: EMPLOYEE BENEFITS / PENSIONS

Date	Services	Name	Position	Hours	Rate	Value
12/28/04	Releases created by Debtor (.3). Telephone conference with T. Leinweber regarding MSP, Fox Tower issues (.2); Review and revise proposed letter to employees being hired by ORM, prepare blackline (.2); Draft e-mail memorandum to T. Leinweber regarding same (.1).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/29/04	Telephone conference with T. Leinweber regarding MSP issues, insurance, transition issues (.2); Review and revise letter to ORM hires (.3); Draft e-mail to C. Wachsstock regarding same (.1).	C. J. MELISSINOS	Partner	0.60	445.00	267.00
<b>Total Services</b>				10.40		\$ 4,628.00
<b>Total Current Services and Disbursements This Matter</b>						\$ 4,628.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: EMPLOYEE BENEFITS / PENSIONS

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	10.40	4,628.00
		<u>10.40</u>	<u>\$4,628.00</u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



## RE: FEE / EMPLOYMENT APPLICATIONS

Date	Services	Name	Position	Hours	Rate	Value
12/01/04	Finalize and file supplemental 2014 affidavit (.5).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/01/04	Revise notice of professionals' fee applications.	C. YANCY-HUNTER	Associate	0.40	245.00	98.00
12/02/04	Review and electronically file fee application of PricewaterhouseCoopers.	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
12/03/04	Revise notice of fee applications (.4) and e-mail correspondence with J. Melissinos regarding same (.1); finalize and electronically file notice of payments to ordinary course professionals (.5).	C. YANCY-HUNTER	Associate	1.00	245.00	245.00
12/03/04	Review notice of fourth interim fee applications (.2); Strategy and planning with C. Yancy-Hunter regarding same, ordinary course notice, Gold Cup (.3).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/04/04	Review e-mail correspondence from J. Melissinos regarding notice of fee applications.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/05/04	E-mail correspondence to J. Melissinos regarding notice of fee applications (.1); draft Dietrich declaration in support of fee applications and draft letter to S. Dietrich regarding applications filed by various professionals and prepare exhibits to letter (1.3).	C. YANCY-HUNTER	Associate	1.40	245.00	343.00
12/06/04	Finalize and electronically file notice of professionals' fee applications and prepare for service (.4); analysis of issues related to amounts requested in certain fee applications (1.9) and e-mail correspondence with M. Allred regarding same (.5); e-mail correspondence to D. Webert regarding same (.2).	C. YANCY-HUNTER	Associate	3.00	245.00	735.00
12/07/04	E-mail correspondence with M. Allred & D. Webert regarding fee request issues.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
12/09/04	Draft e-mail memorandum to C. Yancy-Hunter regarding fee application issues (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
12/09/04	E-mail correspondence with M. Allred regarding issues related to amounts requested in certain fee applications (.2); e-mail correspondence with D. Webert regarding amending exhibit to Ball Janik fee application (.2); e-mail correspondence with J. Melissinos	C. YANCY-HUNTER	Associate	0.50	245.00	122.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: FEE / EMPLOYMENT APPLICATIONS

Date	Services	Name	Position	Hours	Rate	Value
	regarding same (.1)					
12/14/04	Revise certificate of service for notice of fee applications.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
12/16/04	E-mail correspondence with S. England of Zender Thurston regarding November fee statements.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/17/04	Draft notice of Zender Thurston fee application and finalize and electronically file same (.4); e-mail correspondence with T. Ballew regarding PricewaterhouseCoopers fee application (.2); call with J. Melissinos regarding and analysis of requested fees and holdbacks of AK (.3).	C. YANCY-HUNTER	Associate	0.90	245.00	220.50
12/19/04	Review AK November proforma in accordance with OUST, privilege guidelines (.9).	C. J. MELISSINOS	Partner	0.90	445.00	400.50
12/21/04	E-mail correspondence with J. Melissinos regarding Dietrich declaration regarding fee application and payment of October fees (.2); revise Dietrich declaration in support of fee applications (.2); revise certificate of service and of no objections and proposed order regarding fee applications (.7); draft notice of amendment to exhibit to Ball Janik fee application (1.1); e-mail correspondence with C. Justice, J. Melissinos, and M. Allred regarding and analysis of issues related to employment of Garvey Schubert (.4); prepare AK November fee statement and e-mail correspondence to J. Melissinos regarding same (1.5); review docket for objections or responses to October fee statements and e-mail correspondence to J. Roberts regarding same (.3)	C. YANCY-HUNTER	Associate	4.40	245.00	1,078.00
12/22/04	Review and revise AK November 2004 fee statement (.3); e-mail correspondence with J. Melissinos regarding same (.2); preparation of Hillis Clark, Ball Janik and PricewaterhouseCoopers fee statements and notices for filing and service and electronically file same (1.2); e-mail correspondence with J. Roberts regarding payments to certain professionals (.1).	C. YANCY-HUNTER	Associate	1.80	245.00	441.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: FEE / EMPLOYMENT APPLICATIONS

Date	Services	Name	Position	Hours	Rate	Value
12/23/04	Teleconference and e-mail correspondence with J. Melissinos regarding revisions to AK fee statement (.1) and finalize and electronically file AK November 2004 fee statement (.4); e-mail correspondence with J. Melissinos regarding Dietrich declaration in support of professionals' fee statements (.1); e-mail correspondence with S. England regarding post-confirmation fee statements and applications (.5); attention to issues related to proposed ordinary course professionals and e-mail correspondence with K. Hatton regarding same (.2).	C. YANCY-HUNTER	Associate	1.30	245.00	318.50
12/23/04	Review AK November Fee Statement (.8); Strategy and planning with C. Yancy-Hunter regarding same, Gold Cup (.3).	C. J. MELISSINOS	Partner	1.10	445.00	489.50
12/27/04	Review and electronically file declaration of Steve Dietrich in support of interim fee applications of Debtors' professionals (0.4) and Blackstone November 2004 fee statement (0.3).	C. YANCY-HUNTER	Associate	0.70	245.00	171.50
12/28/04	E-mail correspondence with M. Allred regarding professionals' November fee statements (.4); e-mail correspondence and calls with J. Melissinos and J. Sparacino regarding certificate of service and of no objections and orders regarding fee applications (.4) and notice regarding Ball Janik amendment to fee application exhibit (.2); revise certificate of service and of no objections and orders on fee statements (.3).	C. YANCY-HUNTER	Associate	1.30	245.00	318.50
12/28/04	Review and revise certificate of no objections regarding fee applications (.20); review and revise fee application order (.20).	J. J. SPARACINO	Partner	0.40	470.00	188.00
12/28/04	Review reservation of rights on fee applications filed by noteholder group (.1); Review drafts of certificate of no objection regarding fee apps, Ball Janik amendment notice (.2); Strategy and planning with C. Yancy-Hunter regarding same (.1).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
12/29/04	Review request for reimbursement of costs to committee member and	C. YANCY-HUNTER	Associate	1.40	245.00	343.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: FEE / EMPLOYMENT APPLICATIONS

Date	Services	Name	Position	Hours	Rate	Value
12/30/04	draft summary to J. Sparacino regarding same (.6); revise and finalize notice of amendment to Ball Janik fee application exhibit and electronically file same (.4); review ASCII-converted fee statements of PricewaterhouseCoopers and submit same to Office of the United States Trustee (.1); revise order approving fee applications and circulate to professionals for revision or approval (.3). Review docket for objections or responses to professionals' fee applications (.3); finalize and file certificate of service and of no objections and proposed order regarding fee applications (.4); e-mail correspondence and call with J. deAlmeida, e-mails with J. Melissinos, and calls with court clerk regarding same (.4).	C. YANCY-HUNTER	Associate	1.10	245.00	269.50
<b>Total Services</b>				<u>24.00</u>	<u>\$ 6,670.00</u>	
<b>Total Current Services and Disbursements This Matter</b>						<u><u>\$ 6,670.00</u></u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: FEE / EMPLOYMENT APPLICATIONS

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	3.50	1,557.50
2454	SPARACINO, J. J.	0.40	188.00
7739	YANCY-HUNTER, C.	20.10	4,924.50
		<hr/>	<hr/>
		24.00	\$6,670.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: FINANCING (INCLUDING CASH COLLATERAL)

<b>Date</b>	<b>Services</b>	<b>Name</b>	<b>Position</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
11/02/04	Prepare e-mail correspondence to J. Melissinos regarding Riley Creek surety bond and review response thereto.	D. RODRIGUEZ	Partner	0.20	495.00	99.00
11/17/04	Telephone conference with J. Melissinos regarding release of Riley Creek liens (.2); prepare e-mail correspondence to J. Melissinos and C. Brock regarding same, including review of related e-mail correspondence (.6).	D. RODRIGUEZ	Partner	0.80	495.00	396.00
<b>Total Services</b>				1.00		\$ 495.00
<b>Total Current Services and Disbursements This Matter</b>						<b>\$ 495.00</b>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: FINANCING (INCLUDING CASH COLLATERAL)

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
1199	RODRIGUEZ, D.	1.00	495.00
		<u>1.00</u>	<u>\$495.00</u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: MEETINGS OF CREDITORS (INCLUDING 341 AND COMMITTEE COMMUNICATIONS)

<b>Date</b>	<b>Services</b>	<b>Name</b>	<b>Position</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
12/02/04	Conference with M. Carmel and Debtor personnel regarding transition issues, various.	C. J. MELISSINOS	Partner	7.20	445.00	3,204.00
12/03/04	Conference with T. Leineweber, E. Krumweid and P. Galvan regarding records transition issues.	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/21/04	At offices of Debevoise & Plimpton, review all Effective Date corporate documents and comment thereon.	S. O. JONES	Of Counsel	6.60	350.00	2,310.00
12/21/04	All day meetings at Debevoise with lenders' counsel to work on closing items and effective date issues including review of documents and noteholder issues.	J. J. SPARACINO	Partner	7.20	470.00	3,384.00
12/21/04	Attend pre-closing at Debevoise office and work with counsel regarding numerous matters in preparation for effective date transactions (3.5).	C. J. MELISSINOS	Partner	3.50	445.00	1,557.50
12/22/04	Work at Debevoise offices with A. Schultz, S. Fitts, J. Stout, T. Mullings, J. Sparacino and W. Jones regarding pre-closing issues and approval of documents (3.0).	C. J. MELISSINOS	Partner	3.00	445.00	1,335.00
12/22/04	Meet at Debevoise with lenders' counsel to work on Effective Date closing items.	J. J. SPARACINO	Partner	4.60	470.00	2,162.00
12/22/04	At D&P offices, further review Effective Date corporate documents and make final comments thereon.	S. O. JONES	Of Counsel	4.00	350.00	1,400.00
12/23/04	Meet with T. Mullings regarding closing issues.	C. J. MELISSINOS	Partner	1.80	445.00	801.00
<b>Total Services</b>				38.40		\$ 16,376.00

**Total Current Services and Disbursements This Matter**\$ 16,376.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



RE: MEETINGS OF CREDITORS (INCLUDING 341 AND COMMITTEE COMMUNICATIONS)

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	16.00	7,120.00
2454	SPARACINO, J. J.	11.80	5,546.00
7796	JONES, S. O.	10.60	3,710.00
		<u>38.40</u>	<u>\$16,376.00</u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
11/15/04	Review ballot changes and timeline chart.	H. M. RAY	Partner	0.60	590.00	354.00
11/22/04	Work regarding plan open issues and suggest solutions.	H. M. RAY	Partner	0.70	590.00	413.00
11/24/04	Review drafts of plan documents.	H. M. RAY	Partner	1.30	590.00	767.00
11/29/04	Review numerous plan documents and exhibits (1.60); advise J. Sparacino regarding transition problems (1.00).	H. M. RAY	Partner	2.60	590.00	1,534.00
12/01/04	Review plan documents and revisions to exhibits (1.40); review release issues under case authority (.50).	H. M. RAY	Partner	1.90	590.00	1,121.00
12/01/04	Teleconference with attorney Loeffler regarding HSR issues (.3); review disclosure statement regarding lender collateral question for HSR resolution (.4); e-mail to attorney Loeffler regarding same (.1).	S. O. JONES	Of Counsel	0.80	350.00	280.00
12/01/04	Telephone conference with D. Eades regarding Plan issues (.20); research regarding Plan and release issues in 9th Circuit (1.60); telephone conference with D. Eades regarding proposed notice (.20); attention to proposed supplement notice from S. Freeman (.40).	J. J. SPARACINO	Partner	2.40	470.00	1,128.00
12/01/04	Draft response letters to written inquiries from various equityholders regarding plan distributions (.6); address creditor inquiries (.1); analysis of issues related to service of solicitation packages (.1).	C. YANCY-HUNTER	Associate	0.80	245.00	196.00
12/02/04	Revise response letters to equity holders (.1); continue analysis of solicitation package service issues (1.0).	C. YANCY-HUNTER	Associate	1.10	245.00	269.50
12/02/04	Participate in real estate conference call with A. Schultz, et al. (.8); Conference call with S. Fitts, J. Sparacino and S. Freeman regarding plan issues (.4).	C. J. MELISSINOS	Partner	1.20	445.00	534.00
12/02/04	Attention to request for Plan and Disclosure Statement (.10); email S. Freeman regarding proposed notice (.20); prepare for and participate in conference call with S. Freeman, S. Fitts, J. Melissinos regarding Plan issues (.50); further research and read cases regarding exculpation, indemnification and	J. J. SPARACINO	Partner	4.00	470.00	1,880.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
	other confirmation issues (1.70); Prepare for and participate in conference call with Crown representatives and lender representatives regarding real property and other transition issues.					
12/03/04	Telephone conference with C. Mills regarding release issues (.1); Draft e-mail to T. Feil regarding balloting, noticing (.2); Telephone conference with T. Feil regarding same (.2).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/04/04	Review release research.	H. M. RAY	Partner	0.70	590.00	413.00
12/06/04	Review confirmation brief and revisions.	H. M. RAY	Partner	1.80	590.00	1,062.00
12/07/04	Work regarding changing release portion of confirmation brief and conform brief to cases.	H. M. RAY	Partner	1.90	590.00	1,121.00
12/07/04	Draft e-mail to S. Fitts and T. Mullings regarding effective date checklist (.1); Draft e-mail to P. Chung regarding confirmation hearing (.1); Conference call with J. Stout and A. Schultz regarding plan issues (.2).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
12/07/04	Work with W. Jones and J. Melissinos regarding Plan corporate issues.	J. J. SPARACINO	Partner	1.30	470.00	611.00
12/07/04	Teleconference with attorneys Melissinos and Sparacino regarding closing checklist issues and call to discuss (.4).	S. O. JONES	Of Counsel	0.40	350.00	140.00
12/08/04	Draft form of released Debtor Persons release (1.0); Review e- mail memoranda regarding Foxglove comments on confirmation (.1).	C. J. MELISSINOS	Partner	1.10	445.00	489.50
12/08/04	Work regarding confirmation brief and strategy with J. Sparacino.	H. M. RAY	Partner	1.80	590.00	1,062.00
12/09/04	Strategy and planning with J. Sparacino regarding form of written plan release (.2); Review and revise same (.3); Telephone conference with T. Feil regarding ballot tabulation issues, 2x (.8); Review ballots, preliminary tabulation (.2); Strategy and planning with C. Yancy-Hunter regarding ballot, confirmation issues (.3).	C. J. MELISSINOS	Partner	1.80	445.00	801.00
12/09/04	Review action items list and draft e-mail with items proposed to be contributed by AK (1.1); review e- mail from attorney Fitts regarding	S. O. JONES	Of Counsel	1.30	350.00	455.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
	same (.2).					
12/09/04	Review and revise proposed form of release document (.40); work with J. Melissinos regarding release document (.40); review and revise new draft of release document (.40).	J. J. SPARACINO	Partner	1.20	470.00	564.00
12/10/04	Attention and respond to S. Freeman emails regarding confirmation issues.	J. J. SPARACINO	Partner	0.40	470.00	188.00
12/10/04	Review files for conference call (.4); conference call regarding closing items (2.1); retrieve and send to attorney Mullings forms of membership interest register (.6).	S. O. JONES	Of Counsel	3.10	350.00	1,085.00
12/10/04	Participate in real estate call with A. Schultz, R. Johnson et al. (.9); Draft e-mail memorandum to P. Stott, S. Dietrich, and T. Leineweber regarding form of plan release (.4); Draft e-mail to C. Mills regarding same (.1); Review e-mail memoranda regarding Foxglove issues (.3); Participate in call regarding plan, corporate issues with S. Fitts, T. Mullings, S. Freeman, W. Jones and J. Sparacino (1.8); Draft e-mail to R. Johnson regarding Hillis Clark contact information (.1); Telephone conference with Bob Nurayan regarding balloting issues (.1); Draft e-mail to C. Brock regarding closing checklist, closing tasks (.1); Review water rights information per A. Schultz request (.3); Draft e-mail to A. Schultz and R. Johnson regarding same (.1).	C. J. MELISSINOS	Partner	4.20	445.00	1,869.00
12/10/04	Respond to interest holder inquiries.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/11/04	Review confirmation order.	H. M. RAY	Partner	0.50	590.00	295.00
12/13/04	Work regarding confirmation order and revisions to brief.	H. M. RAY	Partner	2.70	590.00	1,593.00
12/13/04	Work with J. Melissinos regarding Plan confirmation issues (.60); telephone conference with P. Chung regarding confirmation hearing (.30).	J. J. SPARACINO	Partner	0.90	470.00	423.00
12/13/04	Strategy and planning with J. Sparacino regarding confirmation issues (.6); Review documents regarding same (.4); Telephone conference with P. Byrne regarding same (.1); Telephone conference with Richard Martin	C. J. MELISSINOS	Partner	2.70	445.00	1,201.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
	regarding ballot issue, 3x (.4); Telephone conference with P. Chung regarding same (.1); Telephone conference with Tinamarie Feil regarding balloting (.1); Conference call with S. Dietrich and J. Sparacino regarding Foxglove issues (.4); Draft e-mail to S. Freeman and J. Stout regarding same (.2); Review Foxglove claim (.2); Review Foxglove objection to confirmation (.2).					
12/14/04	Conference call with P. Chung and P. Byrne regarding Foxglove issues (.2); Telephone conference with T. Feil regarding balloting and tabulation issues (.2); Draft e-mail to T. Feil regarding same (.1); Review preliminary tabulation (.2); Strategy and planning with J. Sparacino regarding Foxglove issues (.3); Conference call with J. Stout and A. Schultz regarding property and release issues (.2); Draft e-mail to J. Stout regarding form of Debtor Persons release (.2); Conference call with F. Huffard, P. Chung and J. Sparacino regarding confirmation issues (.2).	C. J. MELISSINOS	Partner	1.60	445.00	712.00
12/14/04	Review and revise drafts of assignments and bills of sale for closing of CPLP case and transactions (1.2); draft e-mail message to attorney Mullings regarding same (.1); review provisions of Plan for comments (.4).	S. O. JONES	Of Counsel	1.70	350.00	595.00
12/14/04	Teleconference with J. Sparacino and T. Feil regarding balloting and tabulation issues.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
12/14/04	Work regarding confirmation brief and order review.	H. M. RAY	Partner	3.80	590.00	2,242.00
12/14/04	Telephone conference with T. Feil regarding balloting and report (.30); Telephone conference with F. Huffard, P. Chung and J. Melissinos regarding Plan (.20); telephone conference with J. Melissinos regarding Foxglove (.30).	J. J. SPARACINO	Partner	0.80	470.00	376.00
12/15/04	Review e-mails from T. Feil regarding balloting and tabulation issues.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
12/15/04	Telephone conference with S. Fitts	J. J. SPARACINO	Partner	0.20	470.00	94.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
12/15/04	regarding Plan. Participate in real estate call with A. Schultz, J. Shea, E. Krumweid, R. Johnson, M. Allred, C. Justice, T. Parks and C. Brock (1.2); Telephone conference with T. Parks regarding same (.1); Draft e-mail memorandum to C. Mills and P. Stott regarding whatcom County CPM parcel (.3); Draft e-mail to R. Johnson, A. Schultz and T. Parks et al. regarding Washington County taxing authorities (.4); Draft e-mail to C. Mills regarding release issues (.2); Telephone conference with S. Dietrich regarding confirmation issues (.4); Review revised draft of plan (.4); Review ballot tabulation (.2); Draft e-mail memorandum to T. Feil regarding same (.1).	C. J. MELISSINOS	Partner	3.30	445.00	1,468.50
12/17/04	Review current blackline of plan (.3); Review and revise form of Released Debtor Persons release, prepare blackline (.8); Telephone conference with C. Mills regarding same (.1); Draft e-mail to J. Stout regarding same (.1).	C. J. MELISSINOS	Partner	1.30	445.00	578.50
12/17/04	Review and comment on form of Confirmation Order (1.3); review form of amended Plan and comment thereon (1.2).	S. O. JONES	Of Counsel	2.50	350.00	875.00
12/18/04	Review revised drafts of plan and liquidating trust agreement (.3).	C. J. MELISSINOS	Partner	0.30	445.00	133.50
12/19/04	Analysis of latest Plan revisions and provide comments to same (.90); attention to voluminous emails regarding Plan revisions (.40).	J. J. SPARACINO	Partner	1.30	470.00	611.00
12/20/04	Telephone conference with T. Leinweber regarding released debtor person documents, KERP issues (.2); Telephone conference with C. Mills regarding plan release document (.1); Strategy and planning with C. Yancy-Hunter regarding same (.1).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
12/20/04	Revise releases related to plan and circulate to involved parties.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
12/20/04	Review J. Sparacino's plan revisions and final order changes.	H. M. RAY	Partner	1.70	590.00	1,003.00
12/21/04	Participate in standing real estate call (.8); Work with A. Schultz on net worth asset and real estate, tax issues, various (.7); Telephone conference with C. Mills regarding	C. J. MELISSINOS	Partner	3.40	445.00	1,513.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
	net worth asset agreement draft, various (.3); Review same (.3); Draft CPM release, prepare blackline, e-mails regarding same (.8); Finalize released debtor persons release form (.5).					
12/22/04	Review final version of net worth assets agreement (.3); Draft e-mail memoranda to S. Dietrich regarding same (.2); Finalize CPM Release and conference with J. Stout regarding same (.5); Draft e-mail to P. Stott and S. Vaughn regarding same (.2).	C. J. MELISSINOS	Partner	1.20	445.00	534.00
12/23/04	Telephone conference with T. Leineweber regarding release execution (.3).	C. J. MELISSINOS	Partner	0.30	445.00	133.50
12/27/04	Review numerous Plan documents (exhibits and schedules) as delivered by H. Taylor.	J. J. SPARACINO	Partner	1.00	470.00	470.00
12/27/04	Participate in real estate call with M. Carmel, M. Newkirk, A. Schultz, J. Langdon, J. Shea, E. Krumweid, C. Justice, T. Parks and C. Brock (1.0); Review releases received to date and collate (.4); Draft e-mail regarding execution of Net Worth Assets agreement (.1); Telephone conference with Peter Stott regarding same (.1); Draft letter to A. Schultz regarding same (.2); Draft e-mail to A. Schultz regarding Net Worth Assets escrow instructions (.2); Telephone conference with A. Schultz regarding faxes (.2); Draft e-mail to A. Schultz and M. Carmel regarding letter on Glen Echo Mine (.2).	C. J. MELISSINOS	Partner	2.40	445.00	1,068.00
12/28/04	Telephone conference with C. Mills regarding releases (.1); Collate releases (.3); Draft e-mail to A. Schultz regarding execution of Net Worth Assets agreement (.1); Review revised forms of recording instructions (.2); Draft e-mail to A. Schultz regarding same (.1); Telephone conference with A. Schultz regarding same (.1).	C. J. MELISSINOS	Partner	0.90	445.00	400.50
12/28/04	Review revised plan and exhibits (.3); E-mail memoranda to H. Taylor regarding same (.2).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/29/04	Review tax issues.	H. M. RAY	Partner	0.90	590.00	531.00
12/29/04	Conference call with J. Sparacino	C. J. MELISSINOS	Partner	0.60	445.00	267.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: PLAN AND DISCLOSURE STATEMENT

Date	Services	Name	Position	Hours	Rate	Value
	and J. Roberts regarding net worth assets agreement closing (.1); Draft e-mail memorandum to J. Stout, D. Eades and B. Whinery regarding executed releases (.5).					
12/30/04	Participate in real estate call with M. Carmel, M. Allred, R. Johnson, A. Schultz, M. Newkirk, J. Langdon, J. Shea, T. Parks, C. Brock, E. Krumweid, 2 calls (.9); Review and execute final Net Worth Assets Escrow Agreement (.2); Draft e-mail memorandum to group regarding same (.1); Review and edit attachment to REET affidavits (.3); Draft e-mail memorandum to A. Schultz regarding same (.1).	C. J. MELISSINOS	Partner	1.60	445.00	712.00
12/30/04	Review handling of closedown issues.	H. M. RAY	Partner	0.90	590.00	531.00
<b>Total Services</b>				79.40	\$ 37,670.50	

**Total Current Services and Disbursements This Matter**\$ 37,670.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



RE: PLAN AND DISCLOSURE STATEMENT

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	29.70	13,216.50
1103	RAY, H. M.	23.80	14,042.00
2454	SPARACINO, J. J.	13.50	6,345.00
7739	YANCY-HUNTER, C.	2.60	637.00
7796	JONES, S. O.	9.80	3,430.00
		<hr/>	<hr/>
		79.40	\$37,670.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: NON-WORKING TRAVEL

Date	Services	Name	Position	Hours	Rate	Value
12/01/04	Travel to Portland for meeting with Liquidating Trustee (3.2). (actual non-working travel time)	C. J. MELISSINOS	Partner	3.20	445.00	1,424.00
12/03/04	Return to Los Angeles (5.0); (actual non-working travel time ).	C. J. MELISSINOS	Partner	5.00	445.00	2,225.00
12/19/04	Travel to Phoenix for confirmation and related hearings (3.1).	C. J. MELISSINOS	Partner	3.10	445.00	1,379.50
12/19/04	Travel to PHX (non-working portion).	J. J. SPARACINO	Partner	2.90	470.00	1,363.00
12/20/04	Travel from PHX to NYC for pre-Closing on 12/21.	J. J. SPARACINO	Partner	7.40	470.00	3,478.00
12/20/04	Travel to New York City for closing meetings.	S. O. JONES	Of Counsel	7.00	350.00	2,450.00
12/20/04	Travel to New York city for pre-closing meetings (5.9) (actual non-working travel time).	C. J. MELISSINOS	Partner	5.90	445.00	2,625.50
12/22/04	Travel to return to Houston.	S. O. JONES	Of Counsel	7.00	350.00	2,450.00
12/22/04	Travel from NYC to Houston.	J. J. SPARACINO	Partner	7.00	470.00	3,290.00
12/24/04	Return to Los Angeles (6.0).	C. J. MELISSINOS	Partner	6.00	445.00	2,670.00
<b>Total Services</b>				54.50		\$ 23,355.00

Less 50% for Non-working Travel

**Total Current Services**\$ (11,677.50)

\$ 11,677.50

**Total Current Services and Disbursements This Matter**\$ 11,677.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: NON-WORKING TRAVEL

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	23.20	10,324.00
2454	SPARACINO, J. J.	17.30	8,131.00
7796	JONES, S. O.	14.00	4,900.00
		54.50	\$23,355.00
Less 50% for Non-working Travel			\$ (11,677.50)
			\$ 11,677.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: COMMUNICATIONS AND MEETINGS WITH DEBTOR REPRESENTATIVES

Date	Services	Name	Position	Hours	Rate	Value
12/01/04	Review and revise proposed Board resolutions (.4);	C. J. MELISSINOS	Partner	0.40	445.00	178.00
12/02/04	Conferences with P. Stott, S. Dietrich and T. Leineweber regarding transition issues, various.	C. J. MELISSINOS	Partner	1.50	445.00	667.50
12/03/04	Continue meetings at Crown offices regarding transition issues, meet with S. Dietrich, B. Works, T. Leineweber and M. Carmel, various (3.4); Work with respect to records listing and conference with T. Leineweber regarding same (.6); Conference with S. Dietrich, M. Allred, and J. Roberts regarding note transfer issues (1.0); Conference with M. Allred regarding transition issues (.4); Conference with M. Allred and J. Meshishnek regarding accounting issues (.4).	C. J. MELISSINOS	Partner	5.80	445.00	2,581.00
12/08/04	Telephone conference with Kari Skyles regarding resolutions (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
12/09/04	Telephone conference with S. Dietrich regarding numerous Plan issues and status (and including J. Melissinos for a portion of call).	J. J. SPARACINO	Partner	1.40	470.00	658.00
12/15/04	Review and revise board minutes.	J. J. SPARACINO	Partner	0.30	470.00	141.00
12/16/04	Telephone conference with P. Chung, S. Dietrich and J. Melissinos regarding hearing matters.	J. J. SPARACINO	Partner	1.00	470.00	470.00
12/17/04	Telephone conference with Peter Stott regarding status 2x (.3); Telephone conference with S. Dietrich regarding confirmation issues (2).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/20/04	E-mail correspondence with M. Allred regarding confirmation of plan and entry of order.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
12/21/04	Review secretary's certificates and board resolutions in support of confirmation and e-mail correspondence to J. Sparacino regarding same (.5).	C. YANCY-HUNTER	Associate	0.50	245.00	122.50
12/21/04	Participate in Board call.	R. V. JEWELL	Partner	0.60	500.00	300.00
12/21/04	Participate in Board of Control telephonic meeting.	J. J. SPARACINO	Partner	0.70	470.00	329.00
12/21/04	Strategy and planning with J. Sparacino regarding Board call (.4); Participate in telephonic Board of Control meeting (.5); Telephone conference with T.	C. J. MELISSINOS	Partner	1.90	445.00	845.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: COMMUNICATIONS AND MEETINGS WITH DEBTOR REPRESENTATIVES

Date	Services	Name	Position	Hours	Rate	Value
12/22/04	Leineweber regarding open matters (.4); Telephone conference with S. Dietrich regarding same (.1); Strategy and planning with C. Yancy-Hunter regarding resolutions, fee, Gold Cup issues, various (.5). Conference call with S. Dietrich and J. Sparacino regarding closing issues, execution of various documents (1.0); Telephone conference with P. Stott regarding resolution (.1); Telephone conference regarding release, various (.3); Telephone conference with T. Leineweber regarding resolutions, release (.7); Draft resolution regarding termination of employees (.5); Draft e-mail to S. Vaughn and T. Leineweber regarding resolutions, various (.3).	C. J. MELISSINOS	Partner	2.90	445.00	1,290.50
12/22/04	Revise Secretary's certificates regarding board resolutions related to approval of the Plan (.3).	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
12/27/04	Telephone conference regarding trust issues (.1); Prepare letter to T. Leineweber regarding consents (.2).	C. J. MELISSINOS	Partner	0.30	445.00	133.50
12/28/04	Conference call with P. Stott and B. Works regarding Liquidating Trust issues (.2).	C. J. MELISSINOS	Partner	0.20	445.00	89.00
<b>Total Services</b>				18.60	\$ 8,195.00	
<b>Total Current Services and Disbursements This Matter</b>						<b>\$ 8,195.00</b>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: COMMUNICATIONS AND MEETINGS WITH DEBTOR REPRESENTATIVES

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
1173	JEWELL, R. V.	0.60	300.00
2778	MELISSINOS, C. J.	13.60	6,052.00
2454	SPARACINO, J. J.	3.40	1,598.00
7739	YANCY-HUNTER, C.	1.00	245.00
		<hr/>	<hr/>
		18.60	\$8,195.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: COURT ATTENDANCE AND PREPARATION

Date	Services	Name	Position	Hours	Rate	Value
12/16/04	Begin preparation of trial notebook for confirmation hearing.	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
12/17/04	Continue preparing trial notebooks regarding service for confirmation hearing.	C. YANCY-HUNTER	Associate	1.70	245.00	416.50
12/17/04	Work on preparation for confirmation hearing (.60); work at length with J. Melissinos regarding open issues, hearing preparation and order preparation (1.50); Telephone conference with J. Stout et al regarding Plan and hearing preparation (.60).	J. J. SPARACINO	Partner	2.70	470.00	1,269.00
12/19/04	E-mail correspondence with J. Melissinos regarding planning for confirmation hearing (.1); review and circulate drafts of proposed orders in connection with confirmation hearing (.3); e-mail correspondence to A. Lacey and J. Stout regarding documents needed for confirmation hearing (.2).	C. YANCY-HUNTER	Associate	0.60	245.00	147.00
12/19/04	Work with J. Melissinos regarding confirmation hearing preparation (.60); prepare presentation for confirmation hearing (1.10).	J. J. SPARACINO	Partner	1.70	470.00	799.00
12/19/04	Prepare for confirmation and related matters (.4).	C. J. MELISSINOS	Partner	0.40	445.00	178.00
12/20/04	Prepare for and attend confirmation hearing and related matters (3.6); Work with lender and committee counsel, liquidating trustee, Weyerhaeuser counsel, National City Counsel regarding same (1.2); Conference with S. Dietrich regarding same, effective date steps (.4); Telephone conference with T. Leineweber regarding confirmation (.1); Draft e-mail to Tinamarie Feil regarding confirmation, effective date noticing (.1).	C. J. MELISSINOS	Partner	5.40	445.00	2,403.00
12/20/04	Meet with Debtor representatives and creditor representatives to prepare for confirmation hearing, including reviewing and revising order and Plan (2.40); participate in confirmation hearing (1.30).	J. J. SPARACINO	Partner	3.70	470.00	1,739.00
<b>Total Services</b>				16.50		\$ 7,025.00

**Total Current Services and Disbursements This Matter****\$ 7,025.00**

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: COURT ATTENDANCE AND PREPARATION

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	5.80	2,581.00
2454	SPARACINO, J. J.	8.10	3,807.00
7739	YANCY-HUNTER, C.	2.60	637.00
		<hr/>	<hr/>
		16.50	\$7,025.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



## RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Date	Services	Name	Position	Hours	Rate	Value
11/15/04	Review Bonners Ferry matter and agreement.	H. M. RAY	Partner	0.90	590.00	531.00
11/16/04	Review Bonners Ferry Agreement issues.	H. M. RAY	Partner	0.80	590.00	472.00
11/18/04	Work regarding Bonners Ferry Agreement.	H. M. RAY	Partner	0.90	590.00	531.00
11/19/04	Review changes to Bonner's Ferry agreement (.60); review agreement and motion work (.80).	H. M. RAY	Partner	1.40	590.00	826.00
11/22/04	Review Bonner's Ferry motion and changes.	H. M. RAY	Partner	0.50	590.00	295.00
11/23/04	Advise regarding Bonner's Ferry agreement problems.	H. M. RAY	Partner	0.80	590.00	472.00
11/24/04	Review Fox Tower Agreement.	H. M. RAY	Partner	0.80	590.00	472.00
11/30/04	Work regarding Bonner's Ferry agreement changes.	H. M. RAY	Partner	0.70	590.00	413.00
12/01/04	Review Weyco stipulation.	H. M. RAY	Partner	0.40	590.00	236.00
12/01/04	Review e-mail correspondence from R. Paul, S. Dietrich, B. Works and J. Melissinos regarding vehicle lease rejection issues (.2); conduct analysis and e-mail correspondence to J. Melissinos and B. Works regarding same (2.7).	C. YANCY-HUNTER	Associate	2.90	245.00	710.50
12/01/04	Strategy and planning with J. Sparacino regarding Weyco stipulation (.7); Review and revise stipulation, (1.1); Draft e-mail memorandum to S. Dietrich regarding vehicle issues (.1); Review e-mail from R. Paul regarding proposed tank lease (.1).	C. J. MELISSINOS	Partner	2.00	445.00	890.00
12/01/04	Review and revise proposed Weyco Stipulation (1.00); work with J. Melissinos regarding Weyco (.70).	J. J. SPARACINO	Partner	1.70	470.00	799.00
12/02/04	Exchange emails with J. Mitchell regarding BF Agreement (.30); review revised Weyco documents (.50).	J. J. SPARACINO	Partner	0.80	470.00	376.00
12/02/04	Draft e-mail regarding revised Weyco stipulation (.2); Strategy and planning with J. Sparacino regarding same (.1); Telephone conference with B. Harris regarding same (.1); Conference with S. Dietrich regarding Chase contract (.3).	C. J. MELISSINOS	Partner	0.70	445.00	311.50
12/03/04	Email parties regarding BF status.	J. J. SPARACINO	Partner	0.10	470.00	47.00
12/06/04	Work with J. Melissinos regarding Weyco.	J. J. SPARACINO	Partner	0.30	470.00	141.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Date	Services	Name	Position	Hours	Rate	Value
12/06/04	Telephone conference with A. Schultz regarding proposed stipulation with Weyco (.1); Strategy and planning with J. Sparacino regarding same (.3); Review and revise Weyco stipulation, prepare blackline (.6); Review and revise rider, prepare blackline (.3); Draft e-mail memorandum to R. Harris regarding same (.7); Draft e-mail memorandum to R. Paul and S. Dietrich regarding same (.1).	C. J. MELISSINOS	Partner	2.10	445.00	934.50
12/06/04	E-mail correspondence with J. Melissinos regarding and analysis of vehicle lease issues.	C. YANCY-HUNTER	Associate	0.60	245.00	147.00
12/07/04	Draft e-mail memoranda to A. Pope and D. Eades regarding OAC settlement (.1); Draft e-mail to B. Works regarding Weyco payments (.1).	C. J. MELISSINOS	Partner	0.20	445.00	89.00
12/07/04	Telephone conference with J. Mitchell's office.	J. J. SPARACINO	Partner	0.10	470.00	47.00
12/08/04	Telephone conference with W. Kohn regarding BF Agreement (.30); telephone conference with J. Stout regarding BF issues (.40); review and revise latest draft of BF Agreement (.50); telephone conference with J. Stout regarding BF Agreement (.10); telephone conference with D. Eades' office (.10); telephone conference with J. Stout regarding BF drafting status (.30); telephone conference with W. Kohn regarding BF Agreement (.40); further revise BF Agreement (.80).	J. J. SPARACINO	Partner	2.90	470.00	1,363.00
12/08/04	Telephone conference with S. Dietrich regarding "leased" vehicles, plan and transition issues (.5); Review revised draft of proposed Bonners Ferry Agreement (.1).	C. J. MELISSINOS	Partner	0.60	445.00	267.00
12/09/04	Telephone conference with Regina Givens regarding lease inquiry (.1); Review Alliance schedules, draft e-mail to B. Works regarding same (.2); Review revised draft of Bonners Ferry agreement (.1); Telephone conference with T. Leineweber regarding Fox Tower (.2); Conference call with S. Dietrich, J. Sparacino regarding Fox Tower, lease, transition issues (.8); Review e-mail regarding	C. J. MELISSINOS	Partner	1.60	445.00	712.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Date	Services	Name	Position	Hours	Rate	Value
12/09/04	lease and equipment issues (.2). Telephone conference with J. Stout regarding BF Agreement (.10); review Debevoise comments to BF Agreement (.10); revise BF Agreement (.40); email to parties regarding BF Agreement (.10); further revise BF Agreement (.20).	J. J. SPARACINO	Partner	0.90	470.00	423.00
12/09/04	Review e-mail correspondence from J. Melissinos and T. Mullings regarding equipment leases (.2); call to T. Mullings (.1) and call with J. Melissinos, J. Sparacino, and S. Dietrich regarding same (.2); analysis of related issues (.2); review e-mail correspondence regarding status of stipulation related to arena lease (.2).	C. YANCY-HUNTER	Associate	0.90	245.00	220.50
12/10/04	Call with and e-mail correspondence to J. Melissinos regarding vehicle lease issues.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/10/04	Attention to voluminous emails regarding BF Agreement (.30); review proposed BF Agreement revisions and revise BF Agreement (.50); email to various parties regarding BF Agreement (.30); work with J. Melissinos regarding BF (.20); telephone conference with S. Dietrich and J. Melissinos regarding BF (.20); telephone conference with J. Stout regarding BF Agreement (.30); telephone conference with J. Mitchell regarding BF Agreement (.20); draft numerous revisions to BF Agreement (.60); prepare numerous emails (and attention to numerous emails) regarding BF Agreement (.60); several emails to client regarding BF Agreement (.30); work with C. Yancy-Hunter regarding BF Agreement, Motion and Notice (.40); telephone conference with J. Stout regarding BF Agreement and Motion (.30); telephone conference with S. Boswell regarding BF Agreement (.20).	J. J. SPARACINO	Partner	4.40	470.00	2,068.00
12/10/04	Strategy and planning with J. Sparacino regarding Bonners Ferry issues (.2); Review further information regarding vehicle leases (.4); Conference call with S. Dietrich and J. Sparacino regarding Bonners Ferry issues	C. J. MELISSINOS	Partner	1.00	445.00	445.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Date	Services	Name	Position	Hours	Rate	Value
	(.2); Telephone conference with R. Harris regarding Weyco stipulation (.1); Draft e-mail to A. Schultz, D. Eades et al. regarding stipulation with Weyerhaeuser (.1).					
12/10/04	Numerous changes to Bonner's Ferry agreement and emails.	H. M. RAY	Partner	1.40	590.00	826.00
12/13/04	Telephone conference with B. Perkins regarding Bonners (.40); Review proposed Quitclaim, Assignment and Escrow Instructions regarding Bonners Ferry (.40).	J. J. SPARACINO	Partner	0.80	470.00	376.00
12/13/04	Analysis of issues related to equipment and vehicle leases (2.4); e-mail correspondence and calls with B. Works and J. Melissinos regarding same (1.1); teleconference with R. Paul and J. Melissinos regarding lease assumption issues (.2); create spreadsheet relating to vehicle and equipment lease analysis (.8).	C. YANCY-HUNTER	Associate	4.50	245.00	1,102.50
12/13/04	Telephone conference with S. Dietrich regarding vehicles lease issues, 2x (.4); Telephone conference with B. Perkins regarding novation issues (.1); Review S. Freeman e-mail regarding vehicle leases (.1); Telephone conference with Tony Leineweber regarding insurance issues (.3); Strategy and planning with C. Yancy-Hunter regarding vehicle issues, 2x (.6); Further review of lease schedules (1.1); Draft e-mail memoranda to S. Freeman regarding same (.5); Conference call with R. Paul and C. Yancy-Hunter regarding vehicle issues (.1); Draft e-mail to S. Fitts regarding same (.1); Telephone conference with A. Schultz regarding Weyerhaeuser stipulation, partition obligations (.3).	C. J. MELISSINOS	Partner	3.60	445.00	1,602.00
12/14/04	Telephone conference with A. Schultz regarding Weyco, real property issues (.3); Draft e-mail memoranda to R. Paul et al. regarding leases vehicles (.3).	C. J. MELISSINOS	Partner	0.60	445.00	267.00
12/14/04	E-mail correspondence and teleconference with B. Works regarding vehicle lease issues.	C. YANCY-HUNTER	Associate	0.50	245.00	122.50
12/14/04	Email parties regarding Bonners	J. J. SPARACINO	Partner	0.10	470.00	47.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Date	Services	Name	Position	Hours	Rate	Value
	Ferry hearing.					
12/15/04	Communications with J. Melissinos and B. Works regarding equipment lease issues.	C. YANCY-HUNTER	Associate	0.10	245.00	24.50
12/15/04	Draft e-mail memoranda to A. Schultz regarding Weyco issues (.1); Review drafts regarding same (.3); Telephone conference with A. Schultz regarding same (.1); Draft e-mail to R. Paul regarding same (.1); Telephone conference with R. Harris regarding Weyco stipulation (.1); Review and revise same, prepare blackline (.4); Review and revise Rider, prepare blackline (.3); Review and revise order approving stipulation (.9); Draft e-mail memorandum to R. Harris regarding same (.3); Draft e-mail memorandum to R. Paul regarding same (.1); Draft e-mail to S. Dietrich regarding same (.1); Telephone conference with R. Paul regarding vehicles, 2x (.3); Strategy and planning with C. Yancy-Hunter regarding same, confirmation proceedings (.4); Draft e-mail memorandum to S. Freeman regarding same (.1).	C. J. MELISSINOS	Partner	3.60	445.00	1,602.00
12/16/04	Telephone conference with S. Fitts regarding vehicles, trucks, 2x (.2); Telephone conference with R. Paul regarding same (.1); Draft e-mail to R. Paul and S. Fitts regarding same (.3); Review R. Harris and L. Scott e-mail regarding Weyco documents (.1); Draft e-mail memoranda to A. Schultz et al. regarding same (.1); Draft e-mail to T. Parks and C. Brock regarding quitclaim deed (.1).	C. J. MELISSINOS	Partner	0.90	445.00	400.50
12/17/04	Telephone conference with B. Harris regarding Weyco stipulation and order, various (.4); Telephone conference with C. Brock regarding quitclaim, real property matters, 2x (.3); Draft e-mail to R. Harris and A. Schultz et al. regarding revised Log Sales Agreement (.4); Review and revise order (.6); Telephone conference with T. Mullings regarding Weyco contract (.1); Telephone conference with A. Schultz regarding same (.2); Telephone conference with S. Dietrich	C. J. MELISSINOS	Partner	2.50	445.00	1,112.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Date	Services	Name	Position	Hours	Rate	Value
	regarding stipulation (.2); Work with C. Yancy-Hunter regarding same (.2); Draft e-mail regarding uploaded order (.1).					
12/20/04	Draft e-mail memoranda to R. Paul, B. Harris and L. Scott regarding NWH closing issues (.3); Telephone conference with R. Paul regarding Weyco issues, 2x (.2).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/27/04	Draft e-mail memorandum to A. Schultz and M. Carmel regarding Bow Hill Stipulation and Order (.2); Draft e-mail memorandum to A. Schultz and M. Carmel regarding Weyco Stipulation and Order effectuating steps (.3); Draft e-mail to R. Harris regarding same (.1); Draft e-mail memorandum to A. Pope, B. Whinery and M. Carmel regarding executed Stipulation with OAC (.3).	C. J. MELISSINOS	Partner	0.90	445.00	400.50
12/28/04	Draft e-mail to L. Scott regarding Weyco documents (.1); Telephone conference with Jason Alexander regarding order approving stipulation in OAC case (.1); Telephone conference with R. Paul regarding execution of Weyco contracts (.1); Review information regarding Las Vegas vehicle issue (.1);	C. J. MELISSINOS	Partner	0.40	445.00	178.00
12/28/04	E-mail correspondence with B. Works and J. Melissinos regarding vehicle lease issues.	C. YANCY-HUNTER	Associate	0.30	245.00	73.50
12/29/04	E-mail correspondence with J. Melissinos regarding spreadsheet regarding status of contracts and leases (.2); e-mail correspondence with A. Lacey and W. Stapleton regarding vehicle lease issues (.2).	C. YANCY-HUNTER	Associate	0.40	245.00	98.00
12/29/04	Draft e-mail memorandum to A. Schultz regarding Weyerhaeuser quitclaim deed (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
12/30/04	Review Woodland Services agreement (.1); Telephone conference with R. Paul regarding same (.1); Draft e-mail memorandum to A. Schultz et al. regarding same (.1).	C. J. MELISSINOS	Partner	0.30	445.00	133.50
12/30/04	Final revisions to contract/lease chart and send to Liquidating Trustee.	C. YANCY-HUNTER	Associate	0.90	245.00	220.50
<b>Total Services</b>				53.50		\$ 23,117.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Date	Disbursements Advanced	Detail	Value
	<b>Total Current Services and Disbursements This Matter</b>		<u>\$ 23,117.00</u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	21.60	9,612.00
1103	RAY, H. M.	8.60	5,074.00
2454	SPARACINO, J. J.	12.10	5,687.00
7739	YANCY-HUNTER, C.	11.20	2,744.00
		<hr/>	<hr/>
		53.50	\$23,117.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



RE: RESTRUCTURING ISSUES

Date	Services	Name	Position	Hours	Rate	Value
11/23/04	Work regarding changes to net worth assets agreement and transition.	H. M. RAY	Partner	1.80	590.00	1,062.00
12/01/04	Analysis of latest responsibility checklist.	J. J. SPARACINO	Partner	0.80	470.00	376.00
12/02/04	Exchange emails with Crown team regarding leased vehicles (.20); attention to emails regarding document retention (.20); continue review and analysis of close-down checklist (.50); exchange emails with S. Dietrich regarding post-Effective Date activity and duties (.20).	J. J. SPARACINO	Partner	1.10	470.00	517.00
12/02/04	Advise regarding effective date transition issues.	H. M. RAY	Partner	0.80	590.00	472.00
12/03/04	Draft e-mail to S. Fitts regarding transition planning.	C. J. MELISSINOS	Partner	0.20	445.00	89.00
12/06/04	Work with J. Melissinos regarding Plan closing issues.	J. J. SPARACINO	Partner	0.50	470.00	235.00
12/06/04	Strategy and planning with J. Sparacino regarding plan, release, closing, timing issues, various (.5).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/07/04	Strategy and planning with W. Jones and J. Sparacino regarding effective date issues (.2).	C. J. MELISSINOS	Partner	0.20	445.00	89.00
12/08/04	Conference call with W. Jones and J. Sparacino regarding transition planning and next steps (1.6); Strategy and planning with J. Sparacino regarding confirmation issue (.3).	C. J. MELISSINOS	Partner	1.90	445.00	845.50
12/08/04	Telephone conference with J. Stout's office (.10); work with W. Jones and J. Melissinos regarding corporate checklist and action items (1.70).	J. J. SPARACINO	Partner	1.80	470.00	846.00
12/09/04	Work regarding release changes.	H. M. RAY	Partner	0.50	590.00	295.00
12/10/04	Suggest transition solutions post confirmation.	H. M. RAY	Partner	0.70	590.00	413.00
12/10/04	Conference call with Lenders' counsel and Debtors' counsel regarding corporate issues (1.80); work with J. Melissinos regarding note transfer and transition issues (.50).	J. J. SPARACINO	Partner	2.30	470.00	1,081.00
12/10/04	Strategy and planning with J. Sparacino regarding note transfer issues, transition issues (.5); Conference call with Dan Zender and Sabrina England regarding Daleface litigation, fee issues (.4); Telephone conference with Tony	C. J. MELISSINOS	Partner	1.90	445.00	845.50

Payment due upon receipt

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RE: RESTRUCTURING ISSUES

Date	Services	Name	Position	Hours	Rate	Value
	Leineweber regarding transition, insurance issues, 2x (.6); Review e-mail from A. Pope regarding noteholder inquiry, draft e-mail memoranda to J. Roberts regarding same (.2); Draft e-mail to A. Pope regarding same (.1); Review updated noteholder listing (.1).					
12/14/04	Draft e-mail to T. Mullings regarding equipment issues (.1); Draft e-mail to S. Fitts regarding transition issues (.1); Draft e-mail to J. Stout regarding issuance of new notes (.1); Telephone conference with Joan Stout regarding same, plan issues (.3); Telephone conference with T. Leineweber regarding transition issues (.2); Draft e-mail memorandum to R. Jewell regarding same (.1).	C. J. MELISSINOS	Partner	0.90	445.00	400.50
12/15/04	Telephone conference with potential interested parties (.20); telephone conference with S. Fitts regarding Note transfers (.30); work with J. Melissinos regarding Plan and Note transfer issues (.80)	J. J. SPARACINO	Partner	1.30	470.00	611.00
12/20/04	Further meet with Debtor and creditor representatives regarding next steps, open issues and order presentation (1.00); meet with M. Carmel, S. Dietrich, P. Chung and J. Melissinos regarding transition issues (.30).	J. J. SPARACINO	Partner	1.30	470.00	611.00
12/21/04	Work with J. Melissinos to prepare for meetings at Debevoise.	J. J. SPARACINO	Partner	1.10	470.00	517.00
12/22/04	Work with J. Melissinos regarding closing checklist and preparation for meeting at Debevoise.	J. J. SPARACINO	Partner	1.20	470.00	564.00
12/22/04	Conference call with J. Roberts, S. Fitts, J. Stout, C. Wu, P. Chung, P. Byrne and J. Sparacino regarding note transfer issues (.5); Telephone conference with P. Chung regarding same (.1); Call with Andrew Martin regarding same (.3); Draft e-mail to P. Chung and S. Dietrich regarding interest calculation (.1); Review and revise escrow agreement and work regarding same (.5); Telephone conference with S. Dietrich regarding same, 2x (.2); Telephone conference with R. Paul regarding FCC licenses	C. J. MELISSINOS	Partner	1.80	445.00	801.00

Payment due upon receipt

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## RE: RESTRUCTURING ISSUES

Date	Services	Name	Position	Hours	Rate	Value
	transfer issues (.1).					
12/23/04	Various emails regarding documents for closing (.5); draft form of resignation for officers and directors of CPLP subsidiaries (.6); emails to parties regarding resignations (.2);	S. O. JONES	Of Counsel	1.30	350.00	455.00
12/23/04	Work with J. Melissinos regarding outstanding issues and closing items.	J. J. SPARACINO	Partner	0.70	470.00	329.00
12/23/04	Review closing checklist regarding additional tasks (.3); Conference call with Andrew Martin and T.D. Mullings regarding note transfer issues (.3); Draft e-mail memoranda to J. Roberts, J. Stout et al. regarding note transfers (.2); Conference call with J. Stout and J. Roberts regarding same (.5); Conference call with T. Mullings and D. Zender regarding permit transfer issues (.5); Strategy and planning with W. Jones regarding closing tasks (.1); Telephone conference with S. Dietrich regarding same (.2); Conference call with S. Dietrich and B. Works regarding same (.1); Telephone conference with J. Roberts regarding wire (.1); E-mails regarding same, various (.2).	C. J. MELISSINOS	Partner	2.50	445.00	1,112.50
12/27/04	Obtain copy of Certificate of Limited Partnership and amendments from the Delaware Secretary of State for Crown Pacific Partners, L.P.	J. W. MCCARVER	Legal Asst	0.20	170.00	34.00
12/27/04	Work with J. Melissinos and W. Jones regarding effective date action items and status (.70); email T. Parks regarding Oregon corporations (.10); attention to several emails and lists regarding noteholders (.40); review NWA escrow instructions (.30); work with J. Melissinos regarding issues regarding Note transfers and current holders for Plan distributions (.60); work with C. Yancy-Hunter regarding Note notice (.20); attention to numerous closing/effective date documents (1.20).	J. J. SPARACINO	Partner	3.50	470.00	1,645.00
12/27/04	Review numerous closing documents.	H. M. RAY	Partner	0.90	590.00	531.00
12/27/04	Strategy and planning with W.	C. J. MELISSINOS	Partner	3.10	445.00	1,379.50

Payment due upon receipt

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RE: RESTRUCTURING ISSUES

Date	Services	Name	Position	Hours	Rate	Value
	Jones and J. Sparacino regarding closing documents, various (.9); Work on note transfer issues (.3); Strategy and planning with J. Sparacino regarding same (.4); Draft e-mail memorandum to J. Stout and S. Fitts regarding same (.3); Telephone conference with J. Roberts regarding note transfer issues (.2); Telephone conference with K. Inman regarding records issues (.1); Telephone conference with T. Mullings regarding closing issues (.1); Telephone conference with S. Dietrich regarding same (.2); Draft e-mail to T. Mullings, S. Fitts and M. Carmel regarding insurance matters (.2); Review B. Works information regarding A/R and A/P (.1); Draft e-mail to S. Fitts and T. Mullings regarding same (.2); Draft e-mail to M. Carmel regarding "Norid" information (.1).					
12/27/04	Teleconference with attorneys Sparacino and Melissinos regarding Crown closing matters (.6); e-mail to attorney Mullings regarding same (.2); receive and commence review of latest draft of closing documents (1.1); teleconference with paralegal McCarver regarding CPLP corporate subsidiaries and states of incorporation (.4); retrieve precedent for certificate of dissolution for Delaware corporation (.8); draft Delaware certificate of cancellation for CPP (1.6); emails with attorneys Sparacino and Melissinos regarding articles of dissolution for Oregon corporate subsidiaries (.6).	S. O. JONES	Of Counsel	5.30	350.00	1,855.00
12/28/04	Teleconference with attorneys Sparacino and Melissinos and Mr. Dietrich regarding execution of documents (.7); emails to attorney Mullings regarding same (.3).	S. O. JONES	Of Counsel	1.00	350.00	350.00
12/28/04	Strategy and planning with J. Sparacino regarding closing, note transfer issues (.7); Telephone conference with J. Roberts regarding note transfer issues, various (.3); Conference call with J. Sparacino and J. Roberts regarding same, various (.3); Conference calls with J. Stout, S.	C. J. MELISSINOS	Partner	3.60	445.00	1,602.00

Payment due upon receipt

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RE: RESTRUCTURING ISSUES

Date	Services	Name	Position	Hours	Rate	Value
	Fitts and J. Sparacino regarding same, various (.3); Conference call with S. Dietrich, J. Roberts and J. Sparacino regarding same (.1); Conference call with Eric Ostovich and J. Sparacino at Bear Stearns (.1); Conference call with J. Sparacino, J. Langdon and D. Eades (.1); Work on note transfer issues (.4); Draft e-mail memoranda to J. Stout regarding same (.1); Review revised versions of schedule (.3); Conference call with S. Gumbs, J. Roberts and C. Yancy-Hunter regarding same (.3); Conference call with S. Dietrich, W. Jones and J. Sparacino regarding closing documents (.5); Telephone conference with S. Deitrich regarding same (.1).					
12/28/04	Telephone conferences regarding note transfer problems.	H. M. RAY	Partner	0.80	590.00	472.00
12/28/04	Review and revise cancellation document (.10); telephone conference with W. Jones regarding same (.30); review and revise Bill of Sale drafts (.20); draft and revise Notes notice (.20); attention to Arena lease issue (.20); work with J. Melissinos regarding open issues for effective date (.50). Telephone conference with J. Roberts and J. Melissinos regarding Noteholder issues (.40); telephone conference with S. Fitts and J. Stout and J. Melissinos regarding Note transfer issues (.50); telephone conference with S. Dietrich, J. Roberts and J. Melissinos regarding Note transfer issues (.50); telephone conference with Bear Stearns representative and J. Melissinos regarding transfer issue (.20); telephone conference with S. Fitts, J. Stout and J. Melissinos regarding transfer issues (.30); telephone conference with A. Pope, J. Langdon and J. Melissinos regarding note transfer issue (.30); review emails regarding, and revisions to, NWA escrow instructions and email counsel regarding same (.40); telephone conference with J. Stout regarding transfers (.20); telephone conference with J. Roberts regarding transfers (.20);	J. J. SPARACINO	Partner	5.10	470.00	2,397.00

Payment due upon receipt

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RE: RESTRUCTURING ISSUES

Date	Services	Name	Position	Hours	Rate	Value
12/29/04	<p>telephone conference with S. Dietrich, W. Jones, J. Melissinos regarding corp documents and other plan documents for S. Dietrich signature (.60).</p> <p>Review latest draft escrow instructions (.30); Work with J. Melissinos regarding tax issues and other closing issues (.80); telephone conference with Washington counsel, TL counsel and J. Melissinos regarding tax (.50); telephone conference with J. Melissinos, W. Jones and M. Young regarding securities issues (.30); telephone conference with Fulcrum Global regarding equity (.20); telephone conference with C. Proto (NASDAQ) regarding equity (.20); attention and respond to voluminous emails regarding Washington tax issues (.50); email client regarding NWA escrow (.20); telephone conference with J D Larson and J. Melissinos regarding Washington taxes (.30); conference call with lender representatives, J D Larson and J. Melissinos regarding Washington taxes (.50); telephone conference with S. Dietrich and J. Melissinos regarding various documents and close-down items (.60); telephone conference with J. Roberts and J. Melissinos regarding escrow issues (.20); attention to numerous close-down document drafts (.80).</p>	J. J. SPARACINO	Partner	5.40	470.00	2,538.00
12/29/04	<p>Review blacklines of bills of sale (.5); Strategy and planning with J. Sparacino regarding same (.4); Draft e-mail to J. Sparacino and W. Jones regarding permit transfer issues (.2); Strategy and planning with M. Young regarding listing issues (.1); Conference call with S. Dietrich and J. Sparacino regarding transition issues (.5); Telephone conference with A. Schultz regarding net worth assets agreement issues, 2x (.2); Draft e-mail to C. Brock regarding same (.1); Telephone conference with C. Justice regarding same (.1); Draft e-mail to T. Mullings regarding execution of closing documents (.1); Review S. Dietrich signature pages and other closing documents (.2).</p>	C. J. MELISSINOS	Partner	2.40	445.00	1,068.00

Payment due upon receipt

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## RE: RESTRUCTURING ISSUES

Date	Services	Name	Position	Hours	Rate	Value
12/29/04	Final review of closing documents and sign off (1.1); emails with attorneys Sparacino and Melissinos regarding Washington permit transfers (.5).	S. O. JONES	Of Counsel	1.60	350.00	560.00
12/30/04	Review latest drafts of bills of sale, and assignments (.8); teleconference with attorneys Melissinos and Sparacino regarding assignments and bills of sale, and NASD questions (.4).	S. O. JONES	Of Counsel	1.20	350.00	420.00
12/30/04	Strategy and planning with J. Sparacino regarding closing documents, various (.5); Telephone conference with T. Leineweber regarding execution of closing documents (.1); Draft e-mail memoranda to J. Stout and J. Roberts regarding noteholder issues (.2); Telephone conference with Joan Stout regarding same, other matters (.2); Conference call with S. Dietrich and J. Sparacino regarding closing documents, bills of sale (.2); Conference call with J. Sparacino and T. Mullings regarding closing issues (.1); Strategy and planning with W. Jones regarding closing issues, various (.3); Conference call with J.D. Larson and J. Sparacino regarding bills of sale (.2); Draft e-mail to C. Brock regarding dissolution (.1); Review B. Works comments to Bills of Sale (.1); Telephone conference with B. Works regarding same, 2x (.3); Draft e-mail to T. D. Mullings regarding Bills of Sale comments (.2); Telephone conference with Steve Kessler at Fulcrum Global Equity regarding NASD listing information (.1); Telephone conference with C. Justice regarding inquiry (.1); Draft letter and e-mail to Carla Proto regarding same (.5); Review drafts of assumption and assignment agreements, draft e-mail memorandum to T. Mullings regarding same (.4); Telephone conference with S. Dietrich regarding forms of documents, closings, 2x (.3); Draft e-mail regarding M&L Lease issues (.1); Telephone conference with S. Fitts regarding closing issues (.1);	C. J. MELISSINOS	Partner	4.10	445.00	1,824.50

Payment due upon receipt

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## RE: RESTRUCTURING ISSUES

Date	Services	Name	Position	Hours	Rate	Value
12/30/04	Telephone conference with J.D. Larson regarding tax calculation (.2); Telephone conference with T. Mullings regarding closing issues, various (.4); Draft e-mail memoranda regarding payment of title costs (.1); Draft e-mail to group regarding proposed effective date calls (.4); Telephone conference with B. Whinery regarding closing mechanics (.2); Telephone conference with Casey Mills regarding same (.1); Telephone conference with T. Leineweber regarding closing mechanics (.1); Review updated drafts of bills of sale, assignments (.5).	C. J. MELISSINOS	Partner	2.00	445.00	890.00
12/30/04	Review latest draft pre-effective LLC documents (.30); review latest draft post-effective LLC documents (.40); review escrow instructions (.20); work with J. Melissinos regarding close-down issues (.60); telephone conference with S. Dietrich and J. Roberts regarding form of documents (.60); telephone conference with S. Dietrich and J. Melissinos regarding execution (.40); review latest drafts of Bills of Sale (.70); review latest drafts of Assignments (.30); attention to close-down and document signature issues (.40); telephone conference with T. Mullings and J. Melissinos regarding effective date and documents (.30); telephone conference with T. Leineweber regarding documents and signatures (.40); attention and respond to voluminous emails regarding closing documents (.60); continue work on close-down issues and documents (.60); telephone conference with W. Jones and J. Melissinos regarding close-down and dissolution issues (.30); telephone conference with T. Leineweber regarding execution (.20); telephone conference with J D Larson and J. Melissinos regarding tax issues (.30). Email A. Schultz regarding NWA (.10).	J. J. SPARACINO	Partner	6.70	470.00	3,149.00
12/31/04	Attention to voluminous emails (.50); telephone conference with J. Melissinos regarding closing issues (.30); telephone conference	J. J. SPARACINO	Partner	1.90	470.00	893.00

Payment due upon receipt

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RE: RESTRUCTURING ISSUES

Date	Services	Name	Position	Hours	Rate	Value
12/31/04	with J. Melissinos and W. Jones regarding closing issues (.20); participate in conference call with proponent representatives regarding Effective Date (.60); telephone conference with J. Melissinos regarding Effective Date issues (.30).	C. J. MELISSINOS	Partner	3.40	445.00	1,513.00
12/31/04	Review additional corporate documents, share registry (.4); Strategy and planning with W. Jones and J. Sparacino regarding same, various (.7); Draft e-mail to M. Carmel regarding closing steps (.1); Telephone conference with S. Kessler regarding anticipated effective date (.1); Telephone conference with S. Dietrich regarding closing, trust issues (.1); Participate in "all-hands" conference to declare plan is effective (.5); Conference call with S. Dietrich and J. Sparacino regarding effective date (.2); Telephone conference with T. Leineweber regarding same (.1); Telephone conference with M. Berkson regarding confirmation of plan (.1); Draft e-mail memorandum to M. Carmel regarding Nevada postpetition litigation (1.1).	S. O. JONES	Of Counsel	1.60	350.00	560.00
<b>Total Services</b>				80.90		\$ 36,470.50
<b>Total Current Services and Disbursements This Matter</b>						<u>\$ 36,470.50</u>

Payment due upon receipt

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RE: RESTRUCTURING ISSUES

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	28.50	12,682.50
1103	RAY, H. M.	5.50	3,245.00
2454	SPARACINO, J. J.	34.70	16,309.00
7796	JONES, S. O.	12.00	4,200.00
5786	MCCARVER, J. W.	0.20	34.00
		<hr/>	<hr/>
		80.90	\$36,470.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: MOTION PREPARATION AND OPPOSITION

Date	Services	Name	Position	Hours	Rate	Value
12/01/04	Work on initial outline and structure of confirmation brief (1.70); Work with C. Yancy-Hunter regarding confirmation brief and research issues (.70); work with J. Melissinos regarding Plan research, confirmation brief and notice issue (.90).	J. J. SPARACINO	Partner	3.30	470.00	1,551.00
12/01/04	Revise motion regarding Crescent sale (.7) and motion to expedite and proposed order regarding same (.6); calls with C. Brock and B. Perkins and conference with J. Sparacino regarding sale-related issues (.3); review and circulate order entered regarding Ochoco sale and e-mail correspondence with J. Sparacino, B. Perkins and C. Brock regarding same (.2). Begin research of release issues for inclusion in brief in support of confirmation of Plan (1.10).	C. YANCY-HUNTER	Associate	2.90	245.00	710.50
12/02/04	Revise Crescent sale motion, motion to expedite hearing on same and proposed order expediting hearing (.9); revise stipulation regarding arena lease (.1); e-mail correspondence with C. Brock regarding certified orders for Ochoco sale (.1). Continue research for confirmation brief (2.40).	C. YANCY-HUNTER	Associate	3.50	245.00	857.50
12/02/04	Review and revise M&L motion to shorten (.20); review and revise M&L sale motion (.20); draft and revise confirmation brief outline and brief itself (2.30).	J. J. SPARACINO	Partner	2.70	470.00	1,269.00
12/02/04	Work on confirmation brief.	H. M. RAY	Partner	0.90	590.00	531.00
12/03/04	Review Bonner's Ferry motion and M&L motion.	H. M. RAY	Partner	0.90	590.00	531.00
12/03/04	Research re approval of releases in a Chapter 11 plan (10.3); conference with J. Sparacino re releases (.5).	L. A. PAGE	Associate	10.80	285.00	3,078.00
12/03/04	Revise M&L motion (.30); telephone conference with B. Perkins regarding M&L (.20); work with C. Yancy-Hunter regarding M&L (.20); draft and revise Bonners approval motion (1.60); Draft and revise confirmation brief (2.90); work with C. Yancy-Hunter regarding confirmation brief (.40); work with L. Page regarding	J. J. SPARACINO	Partner	6.60	470.00	3,102.00

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## RE: MOTION PREPARATION AND OPPOSITION

Date	Services	Name	Position	Hours	Rate	Value
	confirmation brief and research (.30); work with J. Melissinos regarding confirmation issues and status (.70).					
12/03/04	Continue research on release issues (.3); conference with J. Sparacino regarding confirmation brief and declaration of Steve Dietrich in support of confirmation (.7); calls and e-mails with L. Page regarding same (.3); Conference with J. Sparacino and teleconference with B. Perkins regarding revisions to Crescent sale motion (.3) and finalize and electronically file same (1.0); finalize motion to expedite Crescent sale motion and proposed order expediting hearing (.2); calls to R. McGee and A. Lacey regarding certified copies of order approving Ochoco motion needed for closing (.1).	C. YANCY-HUNTER	Associate	2.90	245.00	710.50
12/04/04	Strategy and planning with L. Page regarding release issue research (.3).	C. J. MELISSINOS	Partner	0.30	445.00	133.50
12/04/04	Continue research re approval of releases in a Chapter 11 plan.	L. A. PAGE	Associate	6.70	285.00	1,909.50
12/05/04	Continue research re approval of releases in a Chapter 11 plan.	L. A. PAGE	Associate	9.20	285.00	2,622.00
12/05/04	Legal research for and drafting portion of confirmation brief on substantive consolidation.	C. YANCY-HUNTER	Associate	5.30	245.00	1,298.50
12/06/04	Conference with L. Page regarding research on releases.	J. L. DALBERG	Partner	0.20	440.00	88.00
12/06/04	Review and revise M&L Notice (.20); Draft and revise BF Motion (.90); Research and review of cases regarding various confirmation issues including releases (1.30); draft and revise confirmation brief (3.00); attention to numerous revisions to confirmation brief (.80); work on inserts to Dietrich Declaration (.90); draft and revise confirmation order (1.30).	J. J. SPARACINO	Partner	8.40	470.00	3,948.00
12/06/04	Continue drafting portions of confirmation brief (1.9); e-mail correspondence with J. Sparacino regarding same (.2); E-mail correspondence with R. McGee, J. Sparacino and J. Melissinos regarding expedited hearing on Crescent sale motion (.3); finalize and electronically file notice of	C. YANCY-HUNTER	Associate	3.10	245.00	759.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: MOTION PREPARATION AND OPPOSITION

Date	Services	Name	Position	Hours	Rate	Value
	hearing on same (.7).					
12/06/04	Draft memorandum re standards of approval of releases in a Chapter 11 plan.	L. A. PAGE	Associate	7.90	285.00	2,251.50
12/07/04	Conf. with J. Sparacino and J. Melissinos re indemnification and release provisions (.5); continue research on standards for approval of releases and indemnification (8.2); begin drafting insert to confirmation brief re releases (1.2).	L. A. PAGE	Associate	9.90	285.00	2,821.50
12/07/04	Work with L. Page regarding release portion of confirmation brief (.40); analysis of numerous cases regarding Plan releases (1.80); work on preparation of confirmation brief (2.00); continue analysis of legal research for confirmation brief (1.00); work with J. Melissinos and L. Page regarding confirmation brief issues and strategy (1.20); telephone conference with J. Stout regarding confirmation issues (.20); further work on confirmation brief (1.60).	J. J. SPARACINO	Partner	7.20	470.00	3,384.00
12/07/04	Strategy and planning with J. Sparacino and L. Page regarding preparation of confirmation brief (.8).	C. J. MELISSINOS	Partner	0.80	445.00	356.00
12/07/04	Continue drafting confirmation brief.	C. YANCY-HUNTER	Associate	8.10	245.00	1,984.50
12/08/04	Analysis of case law on potential confirmation issues (1.20); draft and revise confirmation brief (1.70); attention to S. Freeman email regarding Foxglove (.30); work with J. Melissinos regarding confirmation planning issues (.30); Further draft and revise BF Motion.	J. J. SPARACINO	Partner	4.50	470.00	2,115.00
12/08/04	Continue drafting and revising portions of confirmation brief (4.3), including continuing research (4.6) and reviewing objection in connection with same (.3); conference with J. Sparacino and e-mail correspondence with J. Melissinos regarding same (.3); Review docket for appeals regarding sale orders (.2); revise certificate of service for Crescent sale motion and notice (.1).	C. YANCY-HUNTER	Associate	9.80	245.00	2,401.00
12/08/04	Continue research re approval of releases (3.2); Continue drafting insert to confirmation brief re	L. A. PAGE	Associate	10.30	285.00	2,935.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: MOTION PREPARATION AND OPPOSITION

Date	Services	Name	Position	Hours	Rate	Value
	releases (7.1).					
12/09/04	Additional research re approval of releases (1.1); Draft and finalize insert to confirmation brief re releases (13.5).	L. A. PAGE	Associate	14.60	285.00	4,161.00
12/09/04	Work on confirmation brief.	H. M. RAY	Partner	0.50	590.00	295.00
12/09/04	Draft and revise Confirmation Order (1.20); Draft and revise BF Agreement motion (1.30); revise BF Motion (.30); draft and revise confirmation brief (.90).	J. J. SPARACINO	Partner	3.70	470.00	1,739.00
12/09/04	Continue drafting confirmation brief (3.2); draft Dietrich declaration in support of confirmation (3.9); calls with J. Melissinos regarding issues related to brief and declaration (.2).	C. YANCY-HUNTER	Associate	7.30	245.00	1,788.50
12/10/04	Draft and revise BF approval motion (.80); coordinate finalizing and filing of BF motion (.30).	J. J. SPARACINO	Partner	1.10	470.00	517.00
12/10/04	Conferences with J. Sparacino regarding (.6), finalize and electronically file Bonners Ferry Motion (1.1) and draft motion to expedite same, proposed order expediting hearing and notice of hearing (2.9); Continue drafting Dietrich declaration in support of Plan (.8); continue drafting brief in support of confirmation (5.4).	C. YANCY-HUNTER	Associate	10.80	245.00	2,646.00
12/10/04	Draft e-mail to J. Sparacino regarding confirmation order inserts.	C. J. MELISSINOS	Partner	0.60	445.00	267.00
12/11/04	Work on drafting confirmation order.	J. J. SPARACINO	Partner	1.50	470.00	705.00
12/11/04	Review L. Page insert to confirmation brief, release authorities (1.0).	C. J. MELISSINOS	Partner	1.00	445.00	445.00
12/13/04	Review objections to confirmation and e-mail correspondence to J. Sparacino and J. Melissinos regarding same (.30); Communications with J. Sparacino regarding and prepare service of finalized Bonners Ferry stipulation (.50).	C. YANCY-HUNTER	Associate	0.80	245.00	196.00
12/13/04	Draft and revise Confirmation Brief (6.30); draft and revise Confirmation Order (2.30); draft Bonners Ferry order (.80); telephone conference with S. Dietrich and J. Melissinos regarding confirmation strategy (.40); review National City confirmation objection (.20);	J. J. SPARACINO	Partner	10.30	470.00	4,841.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: MOTION PREPARATION AND OPPOSITION

Date	Services	Name	Position	Hours	Rate	Value
12/14/04	review Foxglove claim (.20); review Richardson objection (.10). Conf. with J. Melissinos, J. Sparacino and C. Yancy-Hunter re releases (.5); revise insert to confirmation brief re releases per conversation (5.2).	L. A. PAGE	Associate	5.70	285.00	1,624.50
12/14/04	Work with J. Melissinos and C. Yancy-Hunter regarding confirmation brief (2.30); review and revise confirmation brief (.80); draft and revise confirmation order (1.60); further draft and revise Brief (4.90); further draft and revise order (2.30); Review and revise Bonners Ferry notice (.20).	J. J. SPARACINO	Partner	12.10	470.00	5,687.00
12/14/04	E-mail correspondence to J. Melissinos, J. Sparacino and Court case manager regarding order entered in error on docket and inquiring as to status of order expediting hearing on Bonners Ferry motion (.1); review corrected order expediting hearing (.1); conference with J. Sparacino regarding notice of hearing on Bonners Ferry motion (.1); revise notice and prepare for filing (1.2); Conferences with J. Sparacino and teleconference with J. Sparacino, J. Melissinos, and L. Page regarding revisions to confirmation brief (2.5); continue revising confirmation brief (5.2).	C. YANCY-HUNTER	Associate	9.20	245.00	2,254.00
12/14/04	Conference call with J. Sparacino, C. Yancy-Hunter and L. Page regarding preparation of confirmation brief (2.3); Telephone conference with A. Smith regarding provision of information (.1); Draft e-mail memorandum to A. Smith regarding same (.3); Draft Confidentiality Agreement with respect to same (.8); Draft e-mail to J. Stout et al. regarding draft of same (.2); Draft inserts to confirmation brief (1.2).	C. J. MELISSINOS	Partner	4.90	445.00	2,180.50
12/15/04	Draft and revise Dietrich declaration (1.80); work with C. Yancy-Hunter regarding declaration (1.00); draft and revise confirmation brief (3.80); further work on confirmation brief (2.30); Draft and revise Bonners order (.50); Draft and revise	J. J. SPARACINO	Partner	12.40	470.00	5,828.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: MOTION PREPARATION AND OPPOSITION

Date	Services	Name	Position	Hours	Rate	Value
12/15/04	confirmation order (1.70); further revise confirmation order (1.00); emails to parties regarding order (.30). Review proposed revisions to Foxglove confidentiality agreement, draft e-mail memorandum to J. Stout regarding same (.2); Review current draft of confirmation brief (5); Strategy and planning with J. Sparacino regarding confirmation order, plan issues (.8); Review and edit draft of same (1.0).	C. J. MELISSINOS	Partner	2.50	445.00	1,112.50
12/15/04	Continue revising brief in support of confirmation (2.4); additional legal research related to confirmation brief (1.6); draft, finalize, and electronically file amended notice of hearing on confirmation of Plan and related hearings (1.3); revise Dietrich declaration in support of confirmation of the Plan and conference with J. Sparacino regarding same (3.8)	C. YANCY-HUNTER	Associate	9.10	245.00	2,229.50
12/16/04	Draft and revise S. Dietrich's declaration (2.10); draft and revise confirmation brief including attention to numerous comments from proponents (4.50); Review various plan revisions (.90); numerous emails to parties regarding Brief, declaration and order (.40); review proposed BMC Affidavit and review ballot report (.40); draft and revise confirmation order including attention to numerous proponents (1.70); telephone conference with S. Dietrich and J. Melissinos regarding hearing and declaration matters (.70).	J. J. SPARACINO	Partner	10.70	470.00	5,029.00
12/16/04	E-mail correspondence and conferences with J. Sparacino and J. Melissinos regarding confirmation brief and Dietrich declaration in support of confirmation (1.3); revise, finalize and electronically file declaration in support of confirmation (2.4); review proposed revisions to confirmation brief from B. Whinery and S. Freeman (.5); revise, finalize and electronically file brief in support of confirmation (3.8); e-mail	C. YANCY-HUNTER	Associate	9.20	245.00	2,254.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



## RE: MOTION PREPARATION AND OPPOSITION

Date	Services	Name	Position	Hours	Rate	Value
	correspondence with M. Allred and E. Leahy regarding exhibits to plan (.3); Draft and revise certificates of service regarding the Crescent sale motion, the Bonners Ferry Motion, and the notice of rehearing (.6) and electronically file same (.3).					
12/16/04	Telephone conferences with J. Stout regarding confidentiality agreement (.2); Review revised version of same (.1); Draft e-mail to Alan Smith regarding same (.2); Review and revise confidentiality agreement, prepare blackline (.4); Review current versions of brief, declaration (.5); Telephone conference with S. Dietrich regarding same (.1); Telephone conference with P. Chung regarding same, 2x (.2); Strategy and planning with J. Sparacino and C. Yancy-Hunter regarding same (.5); Conference call with S. Dietrich, J. Sparacino, C. Yancy-Hunter regarding Dietrich declaration (.4); Draft inserts to Dietrich declaration (.3); Draft notice of filing of ballot declaration and finalize for filing (.5); Call with S. Dietrich, J. Sparacino, M. Allred and P. Chung regarding confirmation, note transfer issues (.9); Telephone conference with James Bartlett at BMC regarding tabulation (.4); Telephone conference with Tinamarie regarding ballot and tabulation, various (.3); Draft e-mail memoranda to T. Feil, J. Roberts and J. Stout regarding same (.1).	C. J. MELISSINOS	Partner	5.10	445.00	2,269.50
12/17/04	Strategy and planning with J. Sparacino regarding confirmation tasks, current draft of confirmation order, various (.6); Conference call with J. Stout and J. Sparacino regarding confirmation proceedings (.2); Draft e-mail to F. Petersen regarding confirmation order inserts (.2).	C. J. MELISSINOS	Partner	1.00	445.00	445.00
12/17/04	Review numerous confirmation order drafts and revisions to same (1.00); review numerous plan revisions and provide comments and revisions thereto (2.00); Draft and revise Bonners Ferry order including numerous emails to	J. J. SPARACINO	Partner	4.80	470.00	2,256.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: MOTION PREPARATION AND OPPOSITION

Date	Services	Name	Position	Hours	Rate	Value
	various parties (1.80).					
12/17/04	Finalize and electronically file certificates of service for brief and declaration in support of confirmation (.50); Draft order approving Crescent sale motion (.7); teleconference with J. Melissinos regarding and finalize and electronically file order approving stipulation regarding motion to reject timber agreements (.9).	C. YANCY-HUNTER	Associate	2.10	245.00	514.50
12/18/04	Review and revise confirmation order, prepare blackline (2.9); Strategy and planning with J. Sparacino regarding same (.5); Draft e-mail memorandum to H. Taylor and S. Freeman et al. (.8); Review revised form of notice (.1).	C. J. MELISSINOS	Partner	4.30	445.00	1,913.50
12/18/04	Work with J. Melissinos regarding confirmation order revisions and revised Plan.	J. J. SPARACINO	Partner	0.60	470.00	282.00
12/19/04	Review and revise Confirmation Order drafts (1.20); review and revise Notice of Modifications (.30).	J. J. SPARACINO	Partner	1.50	470.00	705.00
12/19/04	Draft e-mail to J. Langdon regarding confirmation order (.1); Telephone conference with S. Freeman regarding draft of confirmation order, plan (.1); Strategy and planning with J. Sparacino regarding confirmation (.2); Review e-mails regarding confirmation orders and documents (.2); Telephone conference with S. Freeman regarding same (.1); Strategy and planning with J. Sparacino regarding same (.2).	C. J. MELISSINOS	Partner	0.90	445.00	400.50
12/20/04	Revise, finalize and upload order approving Bonners Ferry Mill agreement (.7); finalize and electronically file order approving Crescent Mill sale (.5); review certificate of service regarding Weyco stipulation (.5).	C. YANCY-HUNTER	Associate	1.70	245.00	416.50
12/21/04	Review docket for entered orders related to Crescent and Bonners Ferry motions and e-mail correspondence to J. Sparacino and B. Perkins regarding same.	C. YANCY-HUNTER	Associate	0.20	245.00	49.00
12/23/04	Review entered orders approving Crescent and Bonners Ferry sales and send same to B. Perkins in	C. YANCY-HUNTER	Associate	0.10	245.00	24.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

## RE: MOTION PREPARATION AND OPPOSITION

Date	Services	Name	Position	Hours	Rate	Value
	connection with closing.					
12/27/04	Draft notice of holders of senior notes as of the distribution record date.	C. YANCY-HUNTER	Associate	0.50	245.00	122.50
12/28/04	Review proposed notice on notes (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
12/28/04	Revise, finalize and electronically file and serve notice of term lenders as of distribution record date (3.7), conferences and teleconferences with J. Melissinos and J. Sparacino (.7) and calls with J. Melissinos, S. Fitts, S. Gumbs, and J. Roberts regarding same (.6).	C. YANCY-HUNTER	Associate	5.00	245.00	1,225.00
12/29/04	Prepare arena lease stipulation and proposed order for filing and service and electronically file same.	C. YANCY-HUNTER	Associate	0.60	245.00	147.00
<b>Total Services</b>				282.70		\$ 97,963.00

**Total Current Services and Disbursements This Matter****\$ 97,963.00**

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: MOTION PREPARATION AND OPPOSITION

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2517	DALBERG, J. L.	0.20	88.00
2778	MELISSINOS, C. J.	21.50	9,567.50
1103	RAY, H. M.	2.30	1,357.00
2454	SPARACINO, J. J.	91.40	42,958.00
9402	PAGE, L. A.	75.10	21,403.50
7739	YANCY-HUNTER, C.	92.20	22,589.00
		<hr/>	<hr/>
		282.70	\$97,963.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: TAXES

Date	Services	Name	Position	Hours	Rate	Value
12/01/04	Review and edit draft of A. Baer letter to IRS (.2).	C. J. MELISSINOS	Partner	0.20	445.00	89.00
12/02/04	Conference with C. Justice regarding Washington tax issues (.3); Strategy and planning with A. Baer regarding IRS issues (.2).	C. J. MELISSINOS	Partner	0.50	445.00	222.50
12/08/04	Draft e-mail to P. Chung regarding FTI tax inquiry (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
12/22/04	Telephone conference with C. Justice regarding tax schedule issues and vehicles (.2); Draft e-mail memorandum to J.D. Larson regarding tax matters (.2); Conference with S. Fitts and T. Mullings regarding Washington tax issues (.4).	C. J. MELISSINOS	Partner	0.80	445.00	356.00
12/23/04	Conference call with C. Justice and A. Schultz regarding taxes (.9); Telephone conference with D. Myre regarding tax issues (.2); E-mails to S. Fitts regarding same (.2).	C. J. MELISSINOS	Partner	1.30	445.00	578.50
12/27/04	Draft e-mail memorandum to T. Mullings and S. Fitts regarding tax deadlines listing (.2).	C. J. MELISSINOS	Partner	0.20	445.00	89.00
12/28/04	Telephone conference with J. David Larson regarding collection of tax on effective date transactions (.2); Draft e-mail memoranda to T. D. Mullings regarding same (.2); Draft e-mail memoranda to J.D. Larson regarding same (.4); Draft e-mail to B. Whinery and F. Petersen regarding same (.2); Draft e-mail to A. Schultz and C. Justice regarding Skagit correspondence (.1).	C. J. MELISSINOS	Partner	1.10	445.00	489.50
12/29/04	Conference call with C. Justice, M. Carmel, S. Freeman, A. Schultz and M. Newkirk regarding payment of taxes (1.0); Draft e-mail to Jean-David Larson regarding WA personal property taxes (.3); Conference calls with Gary Fujita, T. Mullings, J. David Larson and J. Sparacino regarding payment of taxes (.8); Telephone conference with C. Justice regarding same (.2); Telephone conference with J. David Larson regarding same (.2); Conference call with J. David Larson and J. Sparacino regarding same (.4).	C. J. MELISSINOS	Partner	2.90	445.00	1,290.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: TAXES

<b>Date</b>	<b>Services</b>	<b>Name</b>	<b>Position</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
12/30/04	Conference call with A. Schultz, M. Carmel, C. Justice and M. Newkirk regarding tax issues (.7).	C. J. MELISSINOS	Partner	0.70	445.00	311.50
12/31/04	Review C. Justice listing of tax payments to be made (.1).	C. J. MELISSINOS	Partner	0.10	445.00	44.50
<b>Total Services</b>				7.90		\$ 3,515.50

**Total Current Services and Disbursements This Matter**

\$ 3,515.50

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

RE: TAXES

**SUMMARY OF FEES**

<b>Number</b>	<b>Name</b>	<b>Hours</b>	<b>Value</b>
2778	MELISSINOS, C. J.	7.90	3,515.50
		<u>7.90</u>	<u>\$3,515.50</u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

**INVOICE SUMMARY OF FEES**

<b>Number</b>	<b>Initials</b>	<b>Hours</b>	<b>Value</b>
02517	JLD	0.20	\$88.00
03836	EH	14.30	\$2,002.00
01173	RVJ	0.60	\$300.00
07796	SOJ	46.40	\$16,240.00
05786	JWM	0.20	\$34.00
02778	CJM	200.20	\$89,089.00
08677	SO	0.70	\$234.50
09402	LAP	75.10	\$21,403.50
01103	HMR	40.20	\$23,718.00
01199	D R	1.00	\$495.00
02454	JJS	193.70	\$91,039.00
07739	CYH	144.40	\$35,378.00
07872	WMY	2.00	\$880.00
		<hr/>	<hr/>
		719.00	\$280,901.00

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



**FIFTH APPLICATION PERIOD**  
**(November 1, 2004 through December 31, 2004**  
**(Time and Fee Summary of Attorneys and Paralegals)**

Timekeeper	Dept.	Title	Year		Nov.	Dec.	Total Hours	Total Fees
			Admitted	Rate				
Hugh M. Ray	Bankruptcy	Partner	1967	\$ 590.00	21.80	40.20	62.00	\$36,580.00
Thomas W. Ford	Tax	Partner	1981	\$ 585.00	0.60		0.60	\$351.00
Robert V. Jewell	Corp./Sec.	Partner	1978	\$ 500.00	0.60	0.60	1.20	\$600.00
Doris Rodriguez	Bs. Transactions	Partner	1980	\$ 495.00	1.60	1.00	2.60	\$1,287.00
John J. Sparacino	Bankruptcy	Partner	1990	\$ 470.00	135.90	193.70	329.60	\$154,912.00
C. John Melissinos	Bankruptcy	Partner	1989	\$ 445.00	148.30	200.20	348.50	\$155,082.50
Jon L. Dalberg	Bankruptcy	Partner	1984	\$ 440.00	0.20	0.20	0.40	\$176.00
W. Mark Young	Corp./Sec.	Partner	1988	\$ 440.00	1.80	2.00	3.80	\$1,672.00
Christy E. Milner	Tax	Partner	1978	\$ 410.00	0.70		0.70	\$287.00
Allison D. Mantor	Tax	Sr. Atty.	1989	\$ 410.00	8.90		8.90	\$3,649.00
Woody Jones	Corp./Sec.	Of Counsel	1973	\$ 350.00	33.90	46.40	80.30	\$28,105.00
Scott Olson	Corp./Sec.	Associate	1998	\$ 335.00	0.50	0.70	1.20	\$402.00
Adrian S. Baer	Bankruptcy	Sr. Atty.	1978	\$ 305.00	7.50		7.50	\$2,287.50
Lidell Page	Bankruptcy	Associate	1997	\$ 285.00	0.80	75.10	75.90	\$21,631.50
William B. Freeman	Tax	Associate	2000	\$ 265.00	0.10		0.10	\$26.50
Chasless Yancy-Hunter	Bankruptcy	Associate	2001	\$ 245.00	131.00	144.40	275.40	\$67,473.00
Todd D. Strickler	Corp./Sec.	Associate	2003	\$ 180.00	4.80		4.80	\$864.00
John W. McCarver	Corp./Sec.	Legal Assist.	N/A	\$ 170.00		0.20	0.20	\$34.00
Eileen Leahy	Bankruptcy	Legal Assist.	N/A	\$ 140.00	20.20	14.30	34.50	\$4,830.00
Nancy Ediger	Bankruptcy	Legal Assist.	N/A	\$ 80.00	14.50		14.50	\$1,160.00
<b>Subtotal Fees</b>								<b>\$481,410.00</b>
Less Travel Adjustment - November								(\$9,702.00)
Less Travel Adjustment - December								(\$11,677.50)
<b>TOTAL HOURS AND FEES INVOICED</b>					<b>533.70</b>	<b>719.00</b>	<b>1,252.70</b>	<b>\$460,030.50</b>
Blended Hourly Rate		\$367.23						

**SCHEDULE OF DISBURSEMENTS  
FIFTH APPLICATION PERIOD  
(November 1, 2004 through December 31, 2004)**

	<u>Nov.</u>	<u>Dec.</u> (as reflected in Fee Stmt)	<u>Dec.</u> (not included in Fee Stmt)	<u>Total</u>
Document Services (34,088 copies at .20/copy)	\$3,450.40	\$3,367.20		\$6,817.60
Document Services (scanning)		\$124.40		\$124.40
Court Costs		\$35.00		\$35.00
Delivery Expenses	\$119.52	\$403.49		\$523.01
Telecopy (\$1.50/page - long distance only)	\$153.00	\$169.50		\$322.50
Hotel & Lodging Expenses	\$3,950.49	\$2,107.60	\$635.53	\$6,693.62
Computer-Aided Research (Lexis/Westlaw/Pacer)	\$1,983.56	\$547.10	\$2,295.39	\$4,826.05
Travel-related Expenses, Meals	\$1,115.93	\$937.57		\$2,053.50
Miscellaneous		\$88.50	\$20.00	\$108.50
Professional Services			\$134.31	\$134.31
Postage	\$237.28	\$295.57		\$532.85
Long Distance Telephone	\$122.15	\$111.52		\$233.67
Telephone (Conference Call)	\$401.23		\$183.15	\$584.38
Local Meal		\$30.00		\$30.00
Local Transportation	\$309.50	\$131.65		\$441.15
Travel Expense	\$5,097.33	\$4,177.02		\$9,274.35
AMEX Travel Expense	\$2,414.10	\$1,771.29	\$1,084.99	\$5,270.38
<b>Total Expenses Billed</b>	<b>\$19,354.49</b>	<b>\$14,297.41</b>	<b>\$4,353.37</b>	<b>\$38,005.27</b>

**FINAL APPLICATION PERIOD**  
**June 29, 2003 through December 31, 2004**  
**(Time and Fee Summary of Attorneys and Paralegals)**

Timekeeper	Dept.	Title	Year		1st App.	2nd App.	3rd App.	4th App.	5th App.	Total Hours	Total Fees
			Admitted	Rate							
Hugh M. Ray	Bankruptcy	Partner	1967	\$ 590.00		83.90	172.10	155.70	62.00	473.70	\$279,483.00
Hugh M. Ray	Bankruptcy	Partner	1967	\$ 550.00	346.40	121.90				468.30	\$257,565.00
Thomas W. Ford	Tax	Partner	1981	\$ 585.00		35.60	11.10	10.20	0.60	57.50	\$33,637.50
Thomas W. Ford	Tax	Partner	1981	\$ 555.00	27.40	39.40				66.80	\$37,074.00
Robert V. Jewell	Corp./Sec.	Partner	1978	\$ 500.00	6.30	4.50	13.40	2.40	1.20	27.80	\$13,900.00
Doris Rodriguez	Bs. Transactions	Partner	1980	\$ 495.00		11.90	4.50	24.10	2.60	43.10	\$21,334.50
Doris Rodriguez	Bs. Transactions	Partner	1980	\$ 475.00	139.20	11.00				150.20	\$71,345.00
Jeffrey E. Spiers	Bankruptcy	Partner	1986	\$ 495.00	0.60					0.60	\$297.00
James Donnell	Bankruptcy	Partner	1986	\$ 495.00	1.00	0.30				1.30	\$643.50
A. S. Holderness	Bs. Transactions	Partner	1962	\$ 475.00	0.60					0.60	\$285.00
John J. Sparacino	Bankruptcy	Partner	1990	\$ 470.00		254.60	593.70	536.60	329.60	1714.50	\$805,815.00
John J. Sparacino	Bankruptcy	Partner	1990	\$ 440.00	514.20	194.60				708.80	\$311,872.00
Douglas G. Walter	Bankruptcy	Partner	1988	\$ 470.00				0.30		0.30	\$141.00
C. John Melissinos	Bankruptcy	Partner	1989	\$ 445.00		286.30	527.70	570.40	348.50	1732.90	\$771,140.50
C. John Melissinos	Bankruptcy	Partner	1989	\$ 420.00	712.80	205.70				918.50	\$385,770.00
Donald J. Horton	Labor	Partner	1971	\$ 440.00			0.50			0.50	\$220.00
O'Banion Williams	Bs. Transactions	Partner	1983	\$ 440.00		84.70				84.70	\$37,268.00
Jon L. Dalberg	Bankruptcy	Partner	1984	\$ 440.00			0.80		0.40	1.20	\$528.00
W. Mark Young	Corp./Sec.	Partner	1988	\$ 440.00		19.80	23.40	5.10	3.80	52.10	\$22,924.00
W. Mark Young	Corp./Sec.	Partner	1988	\$ 420.00	15.20	17.10				32.30	\$13,566.00
Paul D. Moak	Bankruptcy	Partner	1995	\$ 460.00		2.30	62.80	40.20		105.30	\$48,438.00
Paul D. Moak	Bankruptcy	Partner	1995	\$ 435.00	56.40	0.60				57.00	\$24,795.00
Jon L. Dalberg	Bankruptcy	Partner	1984	\$ 420.00	2.70	0.20				2.90	\$1,218.00
Diane C. Weil	Bankruptcy	Of Counsel	1980	\$ 450.00			3.50			3.50	\$1,575.00
Diane C. Weil	Bankruptcy	Of Counsel	1980	\$ 420.00	26.50					26.50	\$11,130.00
Christy E. Milner	Tax	Partner	1978	\$ 410.00				9.10	0.70	9.80	\$4,018.00
L. L. McMurty	Tax	Partner	1978	\$ 410.00				0.40		0.40	\$164.00
Allison D. Mantor	Tax	Sr. Atty.	1989	\$ 410.00		43.70	28.70	44.20	8.90	125.50	\$51,455.00
Allison D. Mantor	Tax	Sr. Atty.	1989	\$ 390.00	16.10	45.50				61.60	\$24,024.00
Douglas E. Clarke	Tax	Partner	1973	\$ 390.00		0.50				0.50	\$195.00
Walter B. Loeffler	Bankruptcy	Of Counsel	1970	\$ 380.00				25.00		25.00	\$9,500.00
Kristin H. Becnel	Corp./Sec.	Associate	1996	\$ 360.00	7.00	4.20				11.20	\$4,032.00
Woody Jones	Corp./Sec.	Of Counsel	1973	\$ 350.00		18.80		94.90	80.30	194.00	\$67,900.00
Kimberly A. Osburn	Corp./Sec.	Associate	1998	\$ 350.00		1.30				1.30	\$455.00
Kimberly A. Osburn	Corp./Sec.	Associate	1998	\$ 335.00		0.20				0.20	\$67.00
Terry L. Higham	Labor	Sr. Atty.	1990	\$ 340.00			1.40			1.40	\$476.00
Tammy W. Brenning	Bs. Transactions	Associate	1992	\$ 335.00	1.90					1.90	\$636.50
Scott Olson	Corp./Sec.	Associate	1998	\$ 335.00		20.80	372.40	175.30	1.20	569.70	\$190,849.50
Peter K. Jameson	Bankruptcy	Sr. Atty.	1982	\$ 325.00		10.20				10.20	\$3,315.00
Bonnie R. McMurty	Bs. Transactions	Sr. Atty.	1990	\$ 320.00			1.50			1.50	\$480.00
Adrian S. Baer	Bankruptcy	Sr. Atty.	1978	\$ 305.00		387.70	350.40	70.10	7.50	815.70	\$248,788.50
Adrian S. Baer	Bankruptcy	Sr. Atty.	1978	\$ 290.00	529.60	213.90				743.50	\$215,615.00
Lidell Page	Bankruptcy	Associate	1997	\$ 285.00		3.30			75.90	79.20	\$22,572.00

William B. Freeman	Tax	Associate	2000	\$ 265.00		1.20	9.70	8.60	0.10	19.60	\$5,194.00
William B. Freeman	Tax	Associate	2000	\$ 240.00	36.80	34.00				70.80	\$16,992.00
Basil A. Umari	Bankruptcy	Associate	2000	\$ 265.00		55.10	85.50	61.80		202.40	\$53,636.00
Basil A. Umari	Bankruptcy	Associate	2000	\$ 240.00	1.10	5.00				6.10	\$1,464.00
Chasless Yancy-Hunter	Bankruptcy	Associate	2001	\$ 245.00		171.00	295.80	372.10	275.40	1114.30	\$273,003.50
Chasless Yancy-Hunter	Bankruptcy	Associate	2001	\$ 210.00	248.40	64.30				312.70	\$65,667.00
Stewart H. Patton	Tax	Associate	2002	\$ 215.00		37.50	8.50			46.00	\$9,890.00
Robin M. Brice	Corp./Sec.	Associate	2002	\$ 200.00		2.20				2.20	\$440.00
Cheryl L. Bell	Bs. Transactions	Associate	2001	\$ 200.00	3.00					3.00	\$600.00
Robert S. Icsezen	Corp./Sec.	Associate	2002	\$ 180.00	2.80	0.80				3.60	\$648.00
Kristen L. Frels	Bs. Transactions	Associate	2002	\$ 180.00	2.30					2.30	\$414.00
Julie K. Stringer	Tax	Associate	2002	\$ 180.00	20.40					20.40	\$3,672.00
Julie K. Ouchley	Tax	Associate	2002	\$ 180.00		60.10				60.10	\$10,818.00
Todd D. Strickler	Corp./Sec.	Associate	2003	\$ 180.00				4.70	4.80	9.50	\$1,710.00
Surinder "Neena" Bhathal	Corp./Sec.	Associate	2002	\$ 200.00			29.60			29.60	\$5,920.00
Surinder "Neena" Bhathal	Corp./Sec.	Associate	2002	\$ 180.00		3.70				3.70	\$666.00
Jon Daly	Bankruptcy	Associate	2003	\$ 180.00			8.30			8.30	\$1,494.00
Michelle M. Carreras	Bankruptcy	Associate	2003	\$ 180.00	11.70	0.90		18.60		31.20	\$5,616.00
Angela Phillips	Corp./Sec.	Associate	2003	\$ 180.00			4.00			4.00	\$720.00
Leo R. McIntyre, III	Corp./Sec.	Associate	2003	\$ 180.00			25.10			25.10	\$4,518.00
John W. McCarver	Corp./Sec.	Legal Assist.	N/A	\$ 170.00			0.50		0.20	0.70	\$119.00
Linda M. Wilson	Corp./Sec.	Legal Assist.	N/A	\$ 170.00			98.50	3.60		102.10	\$17,357.00
Eileen Leahy	Bankruptcy	Legal Assist.	N/A	\$ 140.00		2.40	13.50	16.60	34.50	67.00	\$9,380.00
Eileen Leahy	Bankruptcy	Legal Assist.	N/A	\$ 135.00	8.40	19.30				27.70	\$3,739.50
Joanne W. Roby	Corp./Sec.	Legal Assist.	N/A	\$ 105.00			0.90			0.90	\$94.50
Nancy Ediger	Bankruptcy	Legal Assist.	N/A	\$ 80.00			33.80	11.20	14.50	59.50	\$4,760.00
Nancy Ediger	Bankruptcy	Legal Assist.	N/A	\$ 70.00	12.70	10.00				22.70	\$1,589.00
Martha L. Birdseye		Librarian	N/A	\$ 60.00		1.00				1.00	\$60.00
<b>Subtotal Fees</b>					<b>2,751.50</b>	<b>2,593.00</b>	<b>2,781.60</b>	<b>2,261.20</b>	<b>1,252.70</b>	<b>11,640.00</b>	<b>\$4,496,689.00</b>
Less Travel Writedown - 1st App											(\$34,966.50)
Less Travel Adjustment - 2nd App											(\$23,663.00)
Less Travel Adjustment - 3rd App											(\$21,836.00)
Less Travel Adjustment - 4th App											(\$22,029.50)
Less Travel Adjustment - 5th App											(\$21,379.50)
<b>TOTAL HOURS AND FEES INVOICED</b>										<b>11,640.00</b>	<b>\$4,372,814.50</b>

Blended Hourly Rate \$375.67

**Crown Timekeeper Summary by Matter  
June 29, 2003 - December 31, 2004**

**ASSET ANALYSIS AND RECOVERY - 148292**

<u>Timekeeper</u>	<u>Billing Rate</u>	<u>Total Hours</u>	<u>Total Amount</u>
HUGH M. RAY	550	4.40	2,420.00
HUGH M. RAY	590	2.60	1,534.00
ALLISON D. MANTOR	390	0.30	117.00
JOHN J. SPARACINO	470	26.90	12,643.00
C. JOHN MELISSINOS	420	8.30	3,486.00
C. JOHN MELISSINOS	445	23.70	10,546.50
WILLIAM B. FREEMAN	240	8.70	2,088.00
CHASLESS YANCY-HUNTER	210	12.40	2,604.00
CHASLESS YANCY-HUNTER	245	33.10	8,109.50
ADRIAN S. BAER	290	11.80	3,422.00
KRISTIN L. FRELS	180	1.80	324.00
		<b>134.00</b>	<b>\$47,294.00</b>

**ASSET DISPOSITION - 148292**

HUGH M. RAY	590	85.20	50,268.00
ROBERT V. JEWELL	500	0.50	250.00
WALTER B. LOEFFLER JR.	380	25.00	9,500.00
O'BANION WILLIAMS III	440	84.70	37,268.00
JOHN J. SPARACINO	440	2.80	1,232.00
JOHN J. SPARACINO	470	279.30	131,271.00
TAMMY WADSWORTH BRENNIG	335	1.90	636.50
C. JOHN MELISSINOS	420	1.30	546.00
C. JOHN MELISSINOS	445	93.60	41,652.00
PETER K. JAMESON	325	10.20	3,315.00
CHASLESS YANCY-HUNTER	210	12.60	2,646.00
CHASLESS YANCY-HUNTER	245	78.20	19,159.00
ADRIAN S. BAER	290	2.30	667.00
ADRIAN S. BAER	305	23.70	7,228.50
KRISTIN L. FRELS	180	0.50	90.00
WILLIAM MARK YOUNG	440	1.20	528.00
ROBIN M. BRICE	200	2.20	440.00
SURINDER BHATHAL	200	17.70	3,540.00
L LEE MCMURTRY III	410	0.40	164.00
SCOTT OLSON	335	531.10	177,918.50
BONNIE RUBEY MCMURTRY	320	1.50	480.00
LINDA M WILSON	170	102.10	17,357.00
BASIL UMARI	265	52.10	13,806.50
ANGELA BURNETT	180	4.00	720.00
LEE R. MCINTYRE, III	180	25.10	4,518.00
JOANNE W. ROBY	105	0.90	94.50
		<b>1,440.10</b>	<b>\$525,295.50</b>

**BUSINESS OPERATIONS - 148294**

HUGH M. RAY	550	46.80	25,740.00
HUGH M. RAY	590	15.90	9,381.00
ROBERT V. JEWELL	500	0.30	150.00
ROBERT V. JEWELL	500	2.70	1,350.00
DORIS RODRIGUEZ	475	0.30	142.50
JOHN J. SPARACINO	440	34.50	15,180.00
JOHN J. SPARACINO	470	58.10	27,307.00
DIANE C. WEIL	420	0.00	0.00
DIANE C. WEIL	450	3.50	1,575.00
C. JOHN MELISSINOS	420	101.70	42,714.00
C. JOHN MELISSINOS	445	156.70	69,731.50
MARTHA L. BIRDSEYE	60	1.00	60.00
CHASLESS YANCY-HUNTER	245	18.90	4,630.50
ROBERT S. ICSEZEN	180	0.80	144.00
ADRIAN S. BAER	290	25.10	7,279.00
ADRIAN S. BAER	305	103.40	31,537.00
WILLIAM MARK YOUNG	420	13.90	5,838.00
WILLIAM MARK YOUNG	440	39.40	17,336.00
TODD STRICKLER	180	9.50	1,710.00
SURINDER BHATHAL	180	3.70	666.00
SURINDER BHATHAL	200	11.90	2,380.00
SCOTT OLSON	335	1.60	536.00
BASIL UMARI	265	7.50	1,987.50
		<b>657.20</b>	<b>\$267,375.00</b>

**CASE ADMINISTRATION - 148295**

HUGH M. RAY	550	10.80	5,940.00
HUGH M. RAY	590	0.90	531.00
JOHN J. SPARACINO	440	25.50	11,220.00
JOHN J. SPARACINO	470	25.90	12,173.00
DIANE C. WEIL	420	1.60	672.00
C. JOHN MELISSINOS	420	171.90	72,198.00
C. JOHN MELISSINOS	445	128.30	57,093.50
EILEEN E. HOLLAND	140	55.50	7,770.00
CHASLESS YANCY-HUNTER	210	18.60	3,906.00
CHASLESS YANCY-HUNTER	245	93.40	22,883.00
ADRIAN S. BAER	290	371.60	107,764.00
ADRIAN S. BAER	305	340.20	103,761.00
		<b>1,244.20</b>	<b>\$405,911.50</b>

**CLAIMS ADMINISTRATION - 148296**

HUGH M. RAY	590	2.20	1,298.00
JAMES F. DONNELL	495	0.30	148.50
JOHN J. SPARACINO	440	0.20	88.00
JOHN J. SPARACINO	470	5.40	2,538.00
C. JOHN MELISSINOS	420	0.60	252.00
C. JOHN MELISSINOS	445	38.70	17,221.50
CHASLESS YANCY-HUNTER	210	1.80	378.00
CHASLESS YANCY-HUNTER	245	143.70	35,206.50

ADRIAN S. BAER	290	6.20	1,798.00
ADRIAN S. BAER	305	30.80	9,394.00
M. MICHELLE CARRERAS	180	3.90	702.00
		<b>233.80</b>	<b>\$69,024.50</b>

**EMPLOYEE BENEFITS / PENSIONS - 148297**

HUGH M. RAY	550	15.30	8,415.00
HUGH M. RAY	590	15.80	9,322.00
DONALD J. HORTON	440	0.50	220.00
JOHN J. SPARACINO	440	4.30	1,892.00
JOHN J. SPARACINO	470	37.80	17,766.00
C. JOHN MELISSINOS	420	12.60	5,292.00
C. JOHN MELISSINOS	445	195.10	86,819.50
CHASLESS YANCY-HUNTER	245	27.50	6,737.50
TERRY L. HIGHAM	340	1.40	476.00
WILLIAM MARK YOUNG	440	2.00	880.00
CHRISTY MILNER	410	9.80	4,018.00
		<b>322.10</b>	<b>\$141,838.00</b>

**FEE / EMPLOYMENT APPLICATION - 148298**

HUGH M. RAY	550	2.90	1,595.00
HUGH M. RAY	590	4.70	2,773.00
ROBERT V. JEWELL	500	0.30	150.00
JOHN J. SPARACINO	440	4.30	1,892.00
JOHN J. SPARACINO	470	22.70	10,669.00
JON L. DALBERG	420	0.00	0.00
JON L. DALBERG	440	0.30	132.00
C. JOHN MELISSINOS	420	85.80	36,036.00
C. JOHN MELISSINOS	445	104.20	46,369.00
PAUL D. MOAK	460	0.40	184.00
EILEEN E. HOLLAND	135	26.60	3,591.00
EILEEN E. HOLLAND	140	3.20	448.00
NANCY K. EDIGER	70	22.70	1,589.00
NANCY K. EDIGER	80	59.50	4,760.00
CHASLESS YANCY-HUNTER	210	19.30	4,053.00
CHASLESS YANCY-HUNTER	245	206.20	50,519.00
ADRIAN S. BAER	290	88.80	25,752.00
ADRIAN S. BAER	305	6.30	1,921.50
		<b>658.20</b>	<b>\$192,433.50</b>

**FEE / EMPLOYMENT OBJECTIONS - 148299**

HUGH M. RAY	550	14.00	7,700.00
JOHN J. SPARACINO	440	3.70	1,628.00
JON L. DALBERG	420	1.20	504.00
C. JOHN MELISSINOS	420	22.20	9,324.00
C. JOHN MELISSINOS	445	2.10	934.50
PAUL D. MOAK	435	0.70	304.50
ADRIAN S. BAER	290	1.40	406.00
		<b>45.30</b>	<b>\$20,801.00</b>

**FINANCING (INCLUDING CASH COLLATERAL) - 148300**

HUGH M. RAY	550	39.50	21,725.00
HUGH M. RAY	590	0.20	118.00
ROBERT V. JEWELL	500	0.30	150.00
DORIS RODRIGUEZ	475	127.20	60,420.00
DORIS RODRIGUEZ	495	43.10	21,334.50
JOHN J. SPARACINO	440	20.70	9,108.00
JOHN J. SPARACINO	470	7.30	3,431.00
JON L. DALBERG	420	0.50	210.00
DIANE C. WEIL	420	24.90	10,458.00
C. JOHN MELISSINOS	420	48.50	20,370.00
C. JOHN MELISSINOS	445	6.60	2,937.00
CHASLESS YANCY-HUNTER	210	43.50	9,135.00
ADRIAN S. BAER	290	2.40	696.00
WILLIAM MARK YOUNG	420	1.30	546.00
CHERYL L. BELL	200	3.00	600.00
		<b>369.00</b>	<b>\$161,238.50</b>

**MEETINGS OF CREDITORS - 148301**

HUGH M. RAY	550	14.90	8,195.00
HUGH M. RAY	590	2.80	1,652.00
JOHN J. SPARACINO	440	44.90	19,756.00
JOHN J. SPARACINO	470	107.90	50,713.00
C. JOHN MELISSINOS	420	23.80	9,996.00
C. JOHN MELISSINOS	445	70.80	31,506.00
PAUL D. MOAK	435	10.10	4,393.50
CHASLESS YANCY-HUNTER	245	5.20	1,274.00
SHERWOOD O. JONES	350	13.60	4,760.00
ADRIAN S. BAER	290	2.60	754.00
		<b>296.60</b>	<b>\$132,999.50</b>

**PLAN AND DISCLOSURE STATEMENT - 148302**

HUGH M. RAY	550	46.70	25,685.00
HUGH M. RAY	590	205.00	120,950.00
DOUGLAS E. CLARKE	390	0.50	195.00
ROBERT V. JEWELL	500	0.90	450.00
JOHN J. SPARACINO	440	41.90	18,436.00
JOHN J. SPARACINO	470	232.60	109,322.00
DOUGLAS G. WALTER	470	0.30	141.00
C. JOHN MELISSINOS	420	33.70	14,154.00
C. JOHN MELISSINOS	445	405.30	180,358.50
PAUL D. MOAK	460	0.80	368.00
CHASLESS YANCY-HUNTER	210	2.20	462.00
CHASLESS YANCY-HUNTER	245	122.50	30,012.50
SHERWOOD O. JONES	350	154.40	54,040.00
ADRIAN S. BAER	290	18.10	5,249.00
ADRIAN S. BAER	305	11.80	3,599.00



WILLIAM MARK YOUNG	420	1.70	714.00
WILLIAM MARK YOUNG	440	0.50	220.00
M. MICHELLE CARRERAS	180	0.90	162.00
M. MICHELLE CARRERAS	180	12.70	2,286.00
BASIL UMARI	240	5.00	1,200.00
BASIL UMARI	265	33.50	8,877.50
LIDELL PAGE	285	0.80	228.00
		<b>1,331.80</b>	<b>\$577,109.50</b>

**RELIEF FROM STAY PROCEEDINGS - 148303**

JOHN J. SPARACINO	440	1.30	572.00
C. JOHN MELISSINOS	420	1.90	798.00
PAUL D. MOAK	435	0.60	261.00
CHASLESS YANCY-HUNTER	210	29.20	6,132.00
ADRIAN S. BAER	290	5.20	1,508.00
		<b>38.20</b>	<b>\$9,271.00</b>

**NON-WORKING TRAVEL - 148305**

HUGH M. RAY	550	22.80	6,270.00
JOHN J. SPARACINO	590	93.80	20,636.00
JOHN J. SPARACINO	470	194.50	45,707.50
C. JOHN MELISSINOS	420	65.00	13,650.00
C. JOHN MELISSINOS	445	98.60	21,938.50
CHASLESS YANCY-HUNTER	245	13.10	1,604.75
SHERWOOD O. JONES	350	14.00	2,450.00
ADRIAN S. BAER	290	32.50	4,712.50
ADRIAN S. BAER	305	12.00	1,830.00
SCOTT OLSON	335	30.30	5,075.25
		<b>576.60</b>	<b>\$123,874.50</b>

**COMMUNICATIONS AND MEETINGS WITH DEBTOR - 148306**

HUGH M. RAY	550	34.00	18,700.00
HUGH M. RAY	590	32.20	18,998.00
ROBERT V. JEWELL	500	4.40	2,200.00
ROBERT V. JEWELL	500	16.10	8,050.00
A. SIDNEY HOLDERNESS	475	0.60	285.00
JOHN J. SPARACINO	440	95.00	41,800.00
JOHN J. SPARACINO	470	180.70	84,929.00
KRISTIN BECNEL	360	7.90	2,844.00
C. JOHN MELISSINOS	420	41.10	17,262.00
C. JOHN MELISSINOS	445	59.40	26,433.00
KIMBERLY OSBURN WARNICA	335	0.20	67.00
KIMBERLY OSBURN WARNICA	350	1.30	455.00
CHASLESS YANCY-HUNTER	210	0.30	63.00
CHASLESS YANCY-HUNTER	245	12.10	2,964.50
ROBERT S. ICSEZEN	180	2.80	504.00
ADRIAN S. BAER	290	0.20	58.00
WILLIAM MARK YOUNG	420	7.90	3,318.00
WILLIAM MARK YOUNG	440	1.20	528.00

SCOTT OLSON	335	3.30	1,105.50
BASIL UMARI	265	0.70	185.50
		<b>501.40</b>	<b>\$230,749.50</b>

**COURT ATTENDANCE AND PREPARATION - 148307**

HUGH M. RAY	550	25.50	14,025.00
JOHN J. SPARACINO	440	83.40	36,696.00
JOHN J. SPARACINO	470	47.30	22,231.00
C. JOHN MELISSINOS	420	58.20	24,444.00
C. JOHN MELISSINOS	445	24.00	10,680.00
CHASLESS YANCY-HUNTER	245	2.60	637.00
		<b>241.00</b>	<b>\$108,713.00</b>

**EXECUTORY CONTRACTS AND UNEXPIRED LEASES - 148308**

HUGH M. RAY	550	8.30	4,565.00
HUGH M. RAY	590	19.40	11,446.00
DORIS RODRIGUEZ	475	22.70	10,782.50
JOHN J. SPARACINO	440	46.00	20,240.00
JOHN J. SPARACINO	470	104.20	48,974.00
JON L. DALBERG	420	0.30	126.00
JON L. DALBERG	440	0.70	308.00
C. JOHN MELISSINOS	420	21.80	9,156.00
C. JOHN MELISSINOS	445	129.30	57,538.50
PAUL D. MOAK	435	45.60	19,836.00
PAUL D. MOAK	460	95.10	43,746.00
EILEEN E. HOLLAND	135	1.10	148.50
EILEEN E. HOLLAND	140	1.90	266.00
JOHN W. MCCARVER	170	0.50	85.00
CHASLESS YANCY-HUNTER	210	44.90	9,429.00
CHASLESS YANCY-HUNTER	245	47.40	11,613.00
ADRIAN S. BAER	290	158.40	45,936.00
ADRIAN S. BAER	305	249.90	76,219.50
M. MICHELLE CARRERAS	180	5.80	1,044.00
M. MICHELLE CARRERAS	180	2.00	360.00
BASIL UMARI	240	1.10	264.00
BASIL UMARI	265	4.10	1,086.50
JON W. DALY	180	4.30	774.00
		<b>1,014.80</b>	<b>\$373,943.50</b>

**ADEQUATE PROTECTION/RELIEF FROM STAY - 149187**

HUGH M. RAY	550	107.10	58,905.00
HUGH M. RAY	590	6.00	3,540.00
JOHN J. SPARACINO	440	107.00	47,080.00
JOHN J. SPARACINO	470	9.80	4,606.00
JON L. DALBERG	420	0.20	84.00
C. JOHN MELISSINOS	420	129.70	54,474.00
C. JOHN MELISSINOS	445	2.30	1,023.50
CHASLESS YANCY-HUNTER	210	67.20	14,112.00
ADRIAN S. BAER	290	0.70	203.00

M. MICHELLE CARRERAS	180	5.90	1,062.00
		<b>435.90</b>	<b>\$185,089.50</b>

**RESTRUCTURING ISSUES - 149188**

HUGH M. RAY	550	61.50	33,825.00
HUGH M. RAY	590	56.80	33,512.00
JEFFREY E. SPIERS	495	0.60	297.00
JOHN J. SPARACINO	440	80.80	35,552.00
JOHN J. SPARACINO	470	194.20	91,274.00
JON L. DALBERG	420	0.50	210.00
C. JOHN MELISSINOS	420	43.80	18,396.00
C. JOHN MELISSINOS	445	82.30	36,623.50
JOHN W. MCCARVER	170	0.20	34.00
CHASLESS YANCY-HUNTER	210	7.00	1,470.00
SHERWOOD O. JONES	350	12.00	4,200.00
ADRIAN S. BAER	290	0.70	203.00
WILLIAM MARK YOUNG	420	7.50	3,150.00
WILLIAM MARK YOUNG	440	7.80	3,432.00
		<b>555.70</b>	<b>\$262,178.50</b>

**MOTION PREPARATION AND OPPOSITION - 149189**

HUGH M. RAY	550	10.10	5,555.00
HUGH M. RAY	590	17.70	10,443.00
JOHN J. SPARACINO	440	15.70	6,908.00
JOHN J. SPARACINO	470	170.20	79,994.00
JON L. DALBERG	440	0.20	88.00
C. JOHN MELISSINOS	420	40.20	16,884.00
C. JOHN MELISSINOS	445	80.80	35,956.00
PAUL D. MOAK	460	9.00	4,140.00
EILEEN E. HOLLAND	140	6.40	896.00
CHASLESS YANCY-HUNTER	210	53.70	11,277.00
CHASLESS YANCY-HUNTER	245	310.40	76,048.00
ADRIAN S. BAER	290	2.10	609.00
ADRIAN S. BAER	305	4.60	1,403.00
SCOTT OLSON	335	3.40	1,139.00
BASIL UMARI	265	114.20	30,263.00
LIDELL PAGE	285	75.10	21,403.50
JON W. DALY	180	4.00	720.00
		<b>917.80</b>	<b>\$303,726.50</b>

**TAXES - 149190**

HUGH M. RAY	550	3.70	2,035.00
HUGH M. RAY	590	6.30	3,717.00
ROBERT V. JEWELL	500	2.30	1,150.00
THOMAS W. FORD JR.	555	66.80	37,074.00
THOMAS W. FORD JR.	585	57.50	33,637.50
JAMES F. DONNELL	495	1.00	495.00
ALLISON D. MANTOR	390	61.30	23,907.00

ALLISON D. MANTOR	410	125.50	51,455.00
JOHN J. SPARACINO	440	3.00	1,320.00
JOHN J. SPARACINO	470	9.70	4,559.00
JON L. DALBERG	420	0.20	84.00
KRISTIN BECNEL	360	3.30	1,188.00
C. JOHN MELISSINOS	420	6.40	2,688.00
C. JOHN MELISSINOS	445	31.10	13,839.50
WILLIAM B. FREEMAN	240	62.10	14,904.00
WILLIAM B. FREEMAN	265	9.90	2,623.50
ADRIAN S. BAER	290	13.40	3,886.00
ADRIAN S. BAER	305	33.00	10,065.00
JULIE K. OUCHLEY	180	80.50	14,490.00
STEWART PATTON	215	46.00	9,890.00
LIDELL PAGE	285	3.30	940.50
		<b>626.30</b>	<b>\$233,948.00</b>
		<b>11,406.20</b>	<b>\$4,372,814.50</b>

**SCHEDULE OF DISBURSEMENTS  
FINAL APPLICATION  
(June 29, 2003 through December 31, 2004)**

	<u>1st App</u>	<u>2nd App</u>	<u>3rd App</u>	<u>4th App</u>	<u>5th App</u>	<u>Total</u>
Document Services (299,432 copies at .20/copy)	7,208.40	8,275.60	15,912.00	21,672.80	6,817.60	\$59,886.40
Document Services (scanning)					124.40	\$124.40
Court Costs					35.00	\$35.00
Delivery Expenses	1,094.31	903.13	925.13	949.88	523.01	\$4,395.46
Telecopy (\$1.50/page - long distance only)	751.50	732.00	1,186.50	1,038.00	322.50	\$4,030.50
Filing Fees (Certificates of Good Standing)	35.00		172.00			\$207.00
Hotel & Lodging Expenses	7,915.39	3,062.04	3,733.07	2,710.81	6,693.62	\$24,114.93
Computer-Aided Research (Lexis/Westlaw/Pacer)	6,145.91	5,965.42	5,219.56	12,734.80	4,826.05	\$34,891.74
Travel-related Expenses, Meals	2,253.66	1,036.44	2,009.88	1,250.64	2,053.50	\$8,604.12
Miscellaneous (Graphic Copy - 7/28 and 29)	2,020.43					\$2,020.43
Miscellaneous Travel (tips)			11.00	85.27		\$96.27
Miscellaneous		(20.00)			108.50	\$88.50
Postage	445.04	678.32	5,109.40	2,008.62	532.85	\$8,774.23
Non-Firm Photocopies			151.98			\$151.98
Long Distance Telephone	367.90	395.17	686.75	591.77	233.67	\$2,275.26
Telephone (Conference Call)	424.19	567.24	743.09	748.36	584.38	\$3,067.26
Local Meal	345.37				30.00	\$375.37
Local Transportation	51.34	94.66	27.50	60.00	441.15	\$674.65
Overtime Meals	24.73					\$24.73
Parking	7.50					\$7.50
Professional Services	119.81	21.85	119.85		134.31	\$395.82
Travel Expense	12,939.97	8,379.29	9,605.94	7,473.41	9,274.35	\$47,672.96
AMEX Travel Expense	2,147.67	1,513.65	3,729.71	1,616.28	5,270.38	\$14,277.69
<b>Total Expenses Billed</b>	<b>\$44,298.12</b>	<b>\$31,604.81</b>	<b>\$49,343.36</b>	<b>\$52,940.64</b>	<b>\$38,005.27</b>	<b>\$216,192.20</b>
Less Reduction From 1st Fee App	(3,382.64)					(3,382.64)
<b>Total Expenses Allowed</b>	<b>\$40,915.48</b>	<b>\$31,604.81</b>	<b>\$49,343.36</b>	<b>\$52,940.64</b>	<b>\$38,005.27</b>	<b>\$212,809.56</b>

February 10, 2005

Crown Pacific Limited Partnership  
Steven E. Dietrich, CFO  
805 SW Broadway Suite 1500  
Portland, OR 97205

As of December 31, 2004  
Invoice No. 10264437  
01173 0016722 / 0148291

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO.  
03-11258-PHX-RJH

Date	Disbursements	Detail	Value
	<b>Hotel &amp; Lodging expense</b>		
12/19/04	Hotel & Lodging expense - -PAID TO:JOHN SPARACINO EXPS-12/19-22/04 PHOENIX (HEARING) AND NEWARK (MEET WITH CLIENTS)	179.31	
12/20/04	Hotel & Lodging expense - -PAID TO:JOHN SPARACINO EXPS-12/19-22/04 PHOENIX (HEARING) AND NEWARK (MEET WITH CLIENTS)	456.22	
	<b>Total Hotel &amp; Lodging expense</b>		635.53
	<b>Computer Aided Research - Lexis</b>		
12/01/04	Lexis research by SPARACINO, JOHN	5.95	
12/01/04	Lexis research by SPARACINO, JOHN	6.56	
12/01/04	Lexis research by SPARACINO, JOHN	2.53	
12/02/04	Lexis research by HOUSTON, CASEPULL	2.80	
12/02/04	Lexis research by HOUSTON, CASEPULL	2.97	
12/05/04	Lexis research by HOUSTON, CASEPULL	7.85	
12/05/04	Lexis research by HOUSTON, CASEPULL	5.96	
12/07/04	Lexis research by HOUSTON, CASEPULL	3.35	
12/07/04	Lexis research by HOUSTON, CASEPULL	3.59	
12/07/04	Lexis research by HUNTER, CHASLESS	2.99	
12/07/04	Lexis research by HUNTER, CHASLESS	23.85	
12/07/04	Lexis research by HUNTER, CHASLESS	13.14	
12/07/04	Lexis research by HUNTER, CHASLESS	5.06	
12/08/04	Lexis research by HOUSTON, CASEPULL	6.71	
12/08/04	Lexis research by HOUSTON, CASEPULL	1.20	
12/08/04	Lexis research by HUNTER, CHASLESS	71.56	
12/08/04	Lexis research by HUNTER, CHASLESS	19.68	
12/08/04	Lexis research by HUNTER, CHASLESS	7.62	
12/10/04	Lexis research by HUNTER, CHASLESS	107.34	
12/10/04	Lexis research by HUNTER, CHASLESS	39.36	
12/10/04	Lexis research by HUNTER, CHASLESS	7.61	
12/23/04	Lexis research by HUNTER, CHASLESS	88.86	

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606



RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO.

Date	Disbursements	Detail	Value
12/15/04	Pacer research on 2:03-BK-11258-RJH SHOWDKTANDRE		0.07
12/15/04	Pacer research on 2:03-BK-11258-RJH SHOWDKTANDRE		0.07
12/15/04	Pacer research on 2:03-BK-11258-RJH SHOWDKTANDRE		0.07
12/16/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		0.70
12/17/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		2.10
12/17/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		2.10
12/20/04	Pacer research on 2:03-BK-11258-RJH DOCUMENT 718		0.28
12/21/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		0.14
12/21/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		0.56
12/30/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		1.12
12/31/04	Pacer research on 2:03-BK-11258-RJH FIL OR ENT:		1.28
	<b>Total Computer Aided Research - Pacer</b>		20.11
	<b>Computer Aided Research - Westlaw</b>		
12/03/04	Westlaw research By PAGE,LIDELL A		0.46
12/03/04	Westlaw research By PAGE,LIDELL A		1.28
12/03/04	Westlaw research By PAGE,LIDELL A		18.56
12/03/04	Westlaw research By PAGE,LIDELL A		17.49
12/03/04	Westlaw research By PAGE,LIDELL A		2.69
12/03/04	Westlaw research By PAGE,LIDELL A		7.62
12/03/04	Westlaw research By PAGE,LIDELL A		20.74
12/03/04	Westlaw research By PAGE,LIDELL A		56.88
12/03/04	Westlaw research By PAGE,LIDELL A		8.19
12/03/04	Westlaw research By PAGE,LIDELL A		14.90
12/03/04	Westlaw research By PAGE,LIDELL A		4.44
12/03/04	Westlaw research By PAGE,LIDELL A		12.72
12/03/04	Westlaw research By PAGE,LIDELL A		330.80
12/03/04	Westlaw research By PAGE,LIDELL A		11.66
12/04/04	Westlaw research By PAGE,LIDELL A		1.40
12/04/04	Westlaw research By PAGE,LIDELL A		4.01
12/04/04	Westlaw research By PAGE,LIDELL A		2.62
12/04/04	Westlaw research By PAGE,LIDELL A		33.88
12/04/04	Westlaw research By PAGE,LIDELL A		16.38
12/04/04	Westlaw research By PAGE,LIDELL A		12.77
12/04/04	Westlaw research By PAGE,LIDELL A		14.55
12/04/04	Westlaw research By PAGE,LIDELL A		0.48
12/04/04	Westlaw research By PAGE,LIDELL A		1.39
12/04/04	Westlaw research By PAGE,LIDELL A		36.12
12/04/04	Westlaw research By PAGE,LIDELL A		5.83
12/04/04	Westlaw research By PAGE,LIDELL A		0.40
12/04/04	Westlaw research By PAGE,LIDELL A		1.13
12/04/04	Westlaw research By PAGE,LIDELL A		5.83
12/04/04	Westlaw research By PAGE,LIDELL A		0.20

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.



RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO.

Date	Disbursements	Detail	Value
12/04/04	Westlaw research By PAGE,LIDELL A		0.55
12/04/04	Westlaw research By PAGE,LIDELL A		8.15
12/04/04	Westlaw research By PAGE,LIDELL A		17.49
12/05/04	Westlaw research By YANCY-HUNTER,CHASLESS		17.45
12/05/04	Westlaw research By PAGE,LIDELL A		0.91
12/05/04	Westlaw research By PAGE,LIDELL A		2.56
12/05/04	Westlaw research By PAGE,LIDELL A		22.53
12/05/04	Westlaw research By PAGE,LIDELL A		2.13
12/05/04	Westlaw research By PAGE,LIDELL A		32.19
12/05/04	Westlaw research By PAGE,LIDELL A		0.88
12/05/04	Westlaw research By PAGE,LIDELL A		2.51
12/05/04	Westlaw research By PAGE,LIDELL A		5.83
12/06/04	Westlaw research By PAGE,LIDELL A		5.57
12/06/04	Westlaw research By PAGE,LIDELL A		15.72
12/07/04	Westlaw research By PAGE,LIDELL A		2.07
12/07/04	Westlaw research By PAGE,LIDELL A		5.89
12/07/04	Westlaw research By PAGE,LIDELL A		3.16
12/07/04	Westlaw research By PAGE,LIDELL A		19.07
12/07/04	Westlaw research By PAGE,LIDELL A		76.31
12/07/04	Westlaw research By PAGE,LIDELL A		23.42
12/07/04	Westlaw research By PAGE,LIDELL A		6.96
12/07/04	Westlaw research By PAGE,LIDELL A		31.44
12/07/04	Westlaw research By PAGE,LIDELL A		3.31
12/07/04	Westlaw research By PAGE,LIDELL A		0.09
12/07/04	Westlaw research By PAGE,LIDELL A		0.26
12/08/04	Westlaw research By YANCY-HUNTER,CHASLESS		2.27
12/08/04	Westlaw research By YANCY-HUNTER,CHASLESS		1.48
12/08/04	Westlaw research By YANCY-HUNTER,CHASLESS		1.92
12/08/04	Westlaw research By PAGE,LIDELL A		5.76
12/08/04	Westlaw research By PAGE,LIDELL A		16.32
12/08/04	Westlaw research By PAGE,LIDELL A		32.24
12/08/04	Westlaw research By PAGE,LIDELL A		107.47
12/08/04	Westlaw research By PAGE,LIDELL A		49.40
12/08/04	Westlaw research By PAGE,LIDELL A		17.03
12/08/04	Westlaw research By PAGE,LIDELL A		2.72
12/08/04	Westlaw research By PAGE,LIDELL A		2.29
12/08/04	Westlaw research By PAGE,LIDELL A		6.53
12/08/04	Westlaw research By PAGE,LIDELL A		169.34
12/08/04	Westlaw research By PAGE,LIDELL A		0.07
12/08/04	Westlaw research By PAGE,LIDELL A		0.22
12/08/04	Westlaw research By PAGE,LIDELL A		0.29
12/08/04	Westlaw research By PAGE,LIDELL A		0.83
12/08/04	Westlaw research By PAGE,LIDELL A		6.04

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606

Case 2:03-bk-11258-RJH Doc 768-13 Filed 02/11/05 Entered 02/11/05 14:12:33

Desc Exhibit December Disbursements Page 4 of 6

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO.

Date	Disbursements	Detail	Value
12/08/04	Westlaw research By PAGE,LIDELL A	7.21	
12/10/04	Westlaw research By YANCY-HUNTER,CHASLESS	54.12	
12/10/04	Westlaw research By PAGE,LIDELL A	1.27	
12/10/04	Westlaw research By PAGE,LIDELL A	3.62	
12/10/04	Westlaw research By PAGE,LIDELL A	31.79	
12/14/04	Westlaw research By PAGE,LIDELL A	3.97	
12/14/04	Westlaw research By PAGE,LIDELL A	11.27	
12/14/04	Westlaw research By PAGE,LIDELL A	7.21	
12/14/04	Westlaw research By PAGE,LIDELL A	59.93	
12/14/04	Westlaw research By PAGE,LIDELL A	86.88	
12/14/04	Westlaw research By PAGE,LIDELL A	10.65	
12/14/04	Westlaw research By PAGE,LIDELL A	0.03	
12/14/04	Westlaw research By PAGE,LIDELL A	0.07	
12/14/04	Westlaw research By PAGE,LIDELL A	1.07	
12/15/04	Westlaw research By YANCY-HUNTER,CHASLESS	102.34	
12/15/04	Westlaw research By YANCY-HUNTER,CHASLESS	80.68	
	<b>Total Computer Aided Research - Westlaw</b>		1,836.20
	<b>Miscellaneous</b>		
12/20/04	Miscellaneous - -PAID TO:JOHN SPARACINO EXPS-12/19-22/04 PHOENIX (HEARING) AND NEWARK (MEET WITH CLIENTS)	20.00	
	<b>Total Miscellaneous</b>		20.00
	<b>Professional Svcs</b>		
12/27/04	Professional Svcs - -PAID TO:CAPITOL SERVICES INC --CERTIFIED COPY OF CHARTER DOCUMENTS OF CROWN PACIFIC PARTNERS, LP FROM DELAWARE.	134.31	
	<b>Total Professional Svcs</b>		134.31
	<b>Telephone</b>		
12/10/04	Telephone - -PAID TO:AT&T TELECONFERENCE SERVICES -- CONFERENCE CALL	97.02	
12/29/04	Telephone - -PAID TO:AT&T TELECONFERENCE SERVICES -- CONFERENCE CALL	15.50	
12/30/04	Telephone - -PAID TO:AT&T TELECONFERENCE SERVICES -- CONFERENCE CALL	23.49	
12/31/04	Telephone - -PAID TO:AT&T TELECONFERENCE SERVICES -- CONFERENCE CALL	47.14	
	<b>Total Telephone</b>		183.15
	<b>AMEX Travel Expense</b>		
12/10/04	Tkt for MELISSINOS/C JOHN LAX PHX DEN LGA	1,290.10	
12/19/04	Tkt for MELISSINOS/C JOHN PDX LAX	-205.11	

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606.

Case 2:03-bk-11258-RJH Doc 768-13 Filed 02/11/05 Entered 02/11/05 14:12:33

Desc Exhibit December Disbursements Page 5 of 6

RE: POSTPETITION BANKRUPTCY MATTERS; CASE NO.

<b>Date</b>	<b>Disbursements</b>	<b>Detail</b>	<b>Value</b>
	<b>Total AMEX Travel Expense</b>		1,084.99
	<b>Total Disbursements</b>		<u>\$ 4,353.37</u>
	<b>Total Current Services and Disbursements This Matter</b>		<u><u>\$ 4,353.37</u></u>

Payment due upon receipt

For Questions or Comments Regarding this Bill, Please Contact the Accounting Department at (713) 220-4606