

**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: March 30, 2005



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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 AND
FINAL FEE APPLICATIONS FOR
THE PERIOD JUNE 29, 2003
THROUGH DECEMBER 31, 2004 AND
AUTHORIZING PAYMENT OF
ALLOWED FEES AND COSTS**

[NO HEARING REQUIRED]

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

15 IT IS HEREBY FOUND, ORDERED, ADJUDGED AND DECREED that:

16 1. The Fifth Interim Period Compensation for services rendered and
17 reimbursement of expenses for the fifth interim fee application period of November 1, 2004
18 through December 31, 2004 (the “Fifth Interim Period”) is allowed as follows:

19 (a) Andrews Kurth LLP (“AK”)

20 (i) AK is awarded compensation for the Fifth Interim Period for
21 services rendered as general bankruptcy counsel to the Debtors in the of \$460,030.50; and
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25 The filed fee applications were the fifth interim and final fee applications for Andrews Kurth LLP, The
26 Blackstone Group L.P., PricewaterhouseCoopers LLP, Ball Janik LLP, Zender Thurston, P.S. and Mesch,
Clark & Rothschild, P.C.; the third interim and final fee applications for Stinson Morrison Hecker LLP and
Hillis, Clark, Martin & Peterson, P.S.; and the fourth and final fee application for Deloitte & Touche LLP.

1 (ii) AK is awarded reimbursement of expenses in the amount of
2 \$38,005.27.

3 (b) Stinson Morrison Hecker LLP (“SMH”)

4 (i) SMH is awarded compensation for the Fifth Interim Period for
5 services rendered as co-counsel to the Debtors in the amount of \$6,752.50; and

6 (ii) SMH is awarded reimbursement of expenses in the amount of
7 \$2,228.59.

8 (c) The Blackstone Group L.P. (“Blackstone”)

9 (i) Blackstone is awarded compensation for the Fifth Interim Period
10 for services rendered as financial advisors to the Debtors in the amount of \$300,000.00; and

11 (ii) Blackstone is awarded reimbursement of expenses in the amount
12 of \$6,248.60.

13 (d) PricewaterhouseCoopers LLP (“PWC”)

14 (i) PWC is awarded compensation for the Fifth Interim Period for
15 services rendered as tax and audit accountants to the Debtors in the amount of \$125,226.69; and

16 (ii) PWC did not seek reimbursement of expenses for the Fifth Interim
17 Period, and none is awarded.

18 (e) Ball Janik LLP (“Ball Janik”)

19 (i) Ball Janik is awarded compensation for the Fifth Interim Period for
20 services rendered as special corporate counsel to the Debtors in the amount of \$58,671.50; and

21 (ii) Ball Janik is awarded reimbursement of expenses in the amount of
22 \$696.73.

1 (f) Zender Thurston, P.S. ("Zender Thurston")

2 (i) Zender Thurston is awarded compensation for the Fifth Interim
3 Period for services rendered as special resource and litigation counsel to the Debtors in the
4 amount of \$15,555.50; and

5 (ii) Zender Thurston is awarded reimbursement of expenses in the
6 amount of \$1,708.62.

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

8 (i) HCMP is awarded compensation for the Fifth Interim Period for
9 services rendered as special Washington counsel for the Debtors in the amount of \$14,375.00;
10 and
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12 (ii) HCMP is awarded reimbursement of expenses in the amount of
13 \$255.52.

14 (h) Mesch Clark & Rothschild P.C. ("MCR")

15 (i) MCR is awarded compensation for the Fifth Interim Period for
16 services rendered as counsel to the Committee in the amount of \$89,820.00; and

17 (ii) MCR is awarded reimbursement of expenses in the amount of
18 \$3,484.77.

19 (g) Deloitte & Touche LLP ("Deloitte")

20 (i) Deloitte is awarded compensation for the Fifth Interim Period for
21 services rendered as financial advisors to the Committee in the amount of \$47,840.00; and

22 (ii) Deloitte is awarded reimbursement of expenses in the amount of
23 \$820.28.
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2 2. **Final Application Period.** Compensation for services rendered and
3 reimbursement of expenses for the period June 29, 2003 through December 31, 2004 (the “Final
4 Application Period”) previously awarded on an interim basis, including those awarded by this
5 Order for the Fifth Interim Period, are hereby allowed on a final basis as follows:

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7 (a) AK.

8 (i) AK is awarded final compensation for services rendered during the
9 Final Application Period to the Debtors in the total amount of \$4,372,814.50 and is awarded
10 reimbursement of expenses on a final basis in the total amount of \$212,809.56.

11 (ii) AK’s request for payment of \$326,035.68 for all amounts
12 approved herein but not yet paid (the “AK Unpaid Amounts”) is hereby approved.

13 (iii) AK is authorized to draw from its retainer of \$324,710.28 (the
14 “AK Retainer”) in partial satisfaction of the AK Unpaid Amounts.

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16 (b) SMH

17 (i) SMH is awarded final compensation for services rendered and is
18 awarded reimbursement of expenses incurred during the Final Application Period.

19 (ii) SMH’s request for payment of \$3,912.50 for all amounts approved
20 herein but not yet paid (the “SMH Unpaid Amounts”) is hereby approved.

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22 (c) Blackstone

23 (i) Blackstone is awarded final compensation for services rendered
24 during the Final Application Period in the total amount of \$3,198,006.15 and is awarded
25 reimbursement of expenses on a final basis in the total amount of \$174,468.81.
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1 (ii) Blackstone's request for payment of \$185,676.07 for all amounts
2 approved herein and but not yet paid (the "Blackstone Unpaid Amounts") is hereby approved.

3 (d) PWC

4 (i) PWC is awarded final compensation for services rendered during
5 the Final Application Period in the total amount of \$1,215,342.00 and is awarded reimbursement
6 of expenses on a final basis in the total amount of \$5,720.35.

7 (ii) PWC's request for payment of \$125,226.69 for all amounts
8 approved herein and but not yet paid (the "PWC Unpaid Amounts") is hereby approved.

9 (e) Ball Janik

10 (i) Ball Janik is awarded final compensation for services rendered
11 during the Final Application Period in the total amount of \$444,571.50 and is awarded
12 reimbursement of expenses on a final basis in the total amount of \$8,446.79.

13 (ii) Ball Janik's request for payment of \$59,368.23 for all amounts
14 approved herein and but not yet paid is hereby approved (the "Ball Janik Unpaid Amounts").

15 (iii) Ball Janik is authorized to draw from its retainer of \$82,248.40
16 (the "Ball Janik Retainer") in satisfaction of the Ball Janik Unpaid Amounts. The excess of the
17 Ball Janik Retainer remaining in the possession of Ball Janik after offset of the Ball Janik Unpaid
18 Amounts shall be remitted to the Liquidating Trustee.

19 (f) Zender Thurston

20 (i) Zender Thurston is awarded final compensation for services
21 rendered during the Final Application Period in the total amount of \$207,263.99 and is awarded
22 reimbursement of expenses on a final basis in the total amount of \$7,283.15.

1 (ii) Zender Thurston's request for payment of \$12,290.30 for all
2 amounts approved herein and but not yet paid (the "Zender Thurston Unpaid Amounts") is
3 hereby approved.

4 (g) HCMP

5 (i) HCMP is awarded final compensation for services rendered during
6 the Final Application Period in the amount of \$99,352.00 and is awarded reimbursement of
7 expenses on a final basis in the total amount of \$1,590.23.

8 (ii) HCMP's request for payment of \$8,427.95 for all amounts
9 approved herein and but not yet paid (the "HCMP Unpaid Amounts") is hereby approved.

10 (h) MCR

11 (i) MCR is awarded final compensation for services rendered during
12 the Final Application Period in the total amount of \$586,026.25 and is awarded reimbursement
13 of expenses on a final basis in the total amount of \$26,422.41.

14 (ii) MCR's request for payment of \$93,304.77 for all amounts
15 approved herein and but not yet paid (the "MCR Unpaid Amounts") is hereby approved.

16 (g) Deloitte

17 (i) Deloitte is awarded final compensation for services rendered
18 during the Final Application Period in the amount of \$238,710.00 and is awarded reimbursement
19 of expenses on a final basis in the total amount of \$3,795.81.

20 (ii) Deloitte's request for payment of \$24,056.28 for all amounts
21 approved herein and but not yet paid (the "Deloitte Unpaid Amounts") is hereby approved.
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1 3. The Liquidating Trustee is hereby authorized and directed to pay the
2 Professionals' Unpaid Amounts² from the Liquidating Trust upon the entry of this Order, except
3 that payment of the AK Unpaid Amounts and the Ball Janik Unpaid Amounts shall be made as
4 otherwise set forth herein.

5 DATED this ____ day of March , 2005.

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7 _____
8 RANDOLPH J. HAINES
9 UNITED STATES BANKRUPTCY JUDGE
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25 The "Professionals' Unpaid Amounts" shall refer to the AK Unpaid Amounts, the SMH Unpaid Amounts,
26 the Blackstone Unpaid Amounts, the PWC Unpaid Amounts, the Zender Thurston Unpaid Amounts, the
 Ball Janik Unpaid Amounts, the HCMP Unpaid Amounts, the MCR Unpaid Amounts and the Deloitte
 Unpaid Amounts, collectively.