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13

14
15
16 IN THE UNITED STATES BANKRUPTCY COURT
17 FOR THE DISTRICT OF ARIZONA
18

19
20 In re

21
22
23 **CP ACQUISITION CO., et al.,**
24
25 **Debtors.**
26

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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32 **THIS FILING APPLIES TO:**

- 33
34 **ALL DEBTORS**
35 **SPECIFIED DEBTORS**
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**FINAL APPLICATION OF
HILLIS, CLARK, MARTIN &
PETERSON AS SPECIAL
WASHINGTON COUNSEL FOR
DEBTORS FOR
COMPENSATION OF
ATTORNEYS FEES AND
REIMBURSEMENT OF COSTS
FOR THE PERIOD FROM
JUNE 29, 2003 THROUGH
DECEMBER 31, 2004**

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45 **TO THE HONORABLE RANDOLPH J. HAINES, UNITED STATES BANKRUPTCY**
46 **JUDGE:**
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1 COMES NOW Hillis Clark Martin & Peterson, P.S. (“Applicant”), and hereby
2
3 applies pursuant to this Final Application (the “Final Application” or the “Application”)
4
5 under 11 U.S.C. §§ 327, 328, and 503 for approval of: (i) \$86,311.71 for fees and
6
7 expenses that were approved by the Court on an interim basis, and which have been
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9 previously paid; and (ii) fees of \$14,375.00 and reimbursement of expenses in the amount
10
11 of \$255.52 incurred during the Applicant’s employment as Special Washington counsel
12
13 to CP Acquisition Co. and its affiliates that are debtors-in-possession in the above-
14
15 captioned cases (the “Debtors”),¹ from November 1, 2004 through December 31, 2004, as
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17 required pursuant to the Order Under 11 U.S.C. §§ 105(a), 330, 331 and 503 Establishing
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19 Procedures for Compensation and Reimbursement of Professionals and Reimbursement
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21 of Committee Members dated August 21, 2003 (“Interim Compensation Procedures
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23 Order”).
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28 **RELEVANT BACKGROUND**

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31 1. On June 29, 2003 (the “Petition Date”), each of the Debtors filed their
32
33 voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (the
34
35 “Bankruptcy Code”). The Debtors remain in possession of their assets and properties as
36
37 debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
38
39

40 2. To date, no trustee or examiner has been appointed in any of the cases. On
41
42 July 23, 2003, the Official Joint Committee of Unsecured Creditors (the “Committee”) was
43
44 appointed, and it has retained counsel.
45
46
47

¹ The Debtors consist of CP Acquisition Co., Crown Pacific Limited Partnership, Crown Pacific Partners, L.P., CP Air, Inc., CP Acquisition II Co. and CP Acquisition III Co.

1 3. Pursuant to its Order Authorizing the Employment of Hillis Clark Martin &
2
3 Peterson, P.S., *Nunc Pro Tunc*, as Special Washington Counsel Pursuant to Sections 327(e),
4
5 328(a), 330, and 504 of the Bankruptcy Code (the “Employment Order”), entered
6
7 December 30, 2003, the Bankruptcy Court authorized employment of Applicant as Special
8
9 Washington Counsel for the Debtors, *nunc pro tunc* as of June 29, 2003. A copy of the
10
11 Employment Order is attached hereto as EXHIBIT A. A copy of the Interim Compensation
12
13 Procedures Order is attached hereto as EXHIBIT B.
14
15

16
17 4. Pursuant to the Second Amended Joint Consolidating Chapter 11 Plan (the
18
19 “Plan”) confirmed and effective as of December 31, 2004 (“Effective Date”), any and all
20
21 requests for payment of administrative expense claims must be filed within 45 days after the
22
23 Effective Date of the Plan.
24

25
26 **PRIOR PAYMENTS, FEE APPLICATIONS AND AWARDS**
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29 5. On or about August 3, 2004, Applicant filed its First Interim Application as
30
31 Special Counsel for Debtors for Compensation of Attorneys Fees and Reimbursement of
32
33 Costs for the Period from June 29, 2003 through June 30, 2004. (the “First Interim
34
35 Application”). Pursuant to the First Interim Application, Applicant sought compensation for
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37 actual, reasonable and necessary services in the amount of \$14,406.25 and reimbursement of
38
39 actual, reasonable and necessary expense in the amount of \$34.54. The First Interim
40
41 Application was granted by Order Granting Interim Fee Applications and Authorizing
42
43 Payment of Allowed Fees and Costs (the “Interim Order”) dated September 16, 2004.
44
45 Pursuant to the Interim Order, Applicant was allowed on an interim basis fees in the amount
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47

1 of \$14,406.25 and expenses in the amount of \$34.54, and Applicant has received full
2
3 payment of those amounts. A copy of the Interim Order is attached hereto as Exhibit C.
4
5 Applicant has received all amounts due to it on account of the First Interim Application and
6
7 the Interim Order.
8
9

10 6. On or about November 30, 2004, Applicant filed its Second Interim
11
12 Application as Special Counsel for Debtors for Compensation of Attorneys Fees and
13
14 Reimbursement of Costs for the Period from July 1, 2004 through October 31, 2004. (the
15
16 “Second Interim Application”). Pursuant to the Second Interim Application, Applicant
17
18 sought compensation for actual, reasonable and necessary services in the amount of
19
20 \$70,570.75 and reimbursement of actual, reasonable and necessary expense in the amount of
21
22 \$1,300.17. The Second Interim Application was granted by Order Granting Interim Fee
23
24 Applications for the Period of July 1, 2004 through October 31, 2004 and Authorizing
25
26 Payment of Allowed Fees and Costs (the “January 2005 Interim Order”) dated January 3,
27
28 2005. Pursuant to the January 2005 Interim Order, Applicant was allowed on an interim
29
30 basis fees in the amount of \$70,570.75 and expenses in the amount of \$1,300.17, and
31
32 Applicant has received full payment of those amounts. A copy of the January 2005 Interim
33
34 Order is attached hereto as Exhibit D. Applicant has received all amounts due to it on
35
36 account of the Second Interim Application and the January 2005 Interim Order.
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42 7. By this Final Application, Applicant requests that this Court authorize and
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44 order on a final basis: (i) final allowance of previously approved fees and expenses in the
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1 amount of \$86,311.71; and (ii) fees of \$14,375.00 and reimbursement of expenses in the
2
3 amount of \$255.52 incurred from November 1, 2004 through December 31, 2004
4

5
6 **COMPENSATION AND REIMBURSEMENT OF EXPENSES SOUGHT**

7
8 **BY APPLICANT**

9
10 8. Applicant hereby seeks final allowance of its claims for compensation and
11 reimbursement of expenses pursuant to Section 503(b)(2) of the Bankruptcy Code.
12

13 Applicant requests compensation on an hourly basis for its services rendered, with
14 professional fees ranging from \$75 to \$375 per hour, depending on the experience level of
15 attorney or paralegal and the nature of the work performed. The rates sought are the same
16 rates Applicant charges its clients for similar services in cases other than under the
17 Bankruptcy Code and are similar to the customary compensation rates charged by
18 comparable skilled practitioners in other bankruptcy cases.
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28 9. This Final Application includes compensation for services in the sum of
29 \$14,375.00 and reimbursement of expenses in the sum of \$255.52. This Final Application
30 covers the period from November 1, 2004 through December 31, 2004 (the “Current
31 Reporting Period” or the “Reporting Period”), as more particularly described below.
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38 10. As required by the Interim Compensation Procedures Order, Applicant filed
39 Fee Statements with the Court for November, 2004 (filed on December 22, 2004, Docket
40 No. 728), and December, 2004 (filed on January 25, 2005, Docket No. 754). Each Fee
41 Statement attaches a detailed invoice describing the services rendered, time expended and
42 expenses incurred by Applicant during the period covered by Fee Statement. Thus, the Fee
43
44
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1 Statements show all of Applicant's time and expenses for this Reporting Period. Copies of
 2 each of the Fee Statements are attached hereto and incorporated herein by reference for all
 3
 4
 5
 6 purposes, as follows:
 7

<u>Exhibit Number</u>	<u>Period Covered by Fee Statement</u>
E	November, 2004
F	December, 2004

8
 9
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 11
 12
 13 11. No objections were filed with respect to the Applicant's November and
 14
 15 December Statements and, in accordance with the Interim Compensation Procedures Order,
 16
 17 Applicant has received payments of 80% of its fees and 100% of its expenses with respect to
 18
 19 the November Fee Statement. The payments due to and received by Applicant on account
 20
 21 of the Fee Statements are summarized as follows:
 22

Invoice Period	Fees Invoiced	Fees Paid	Expenses Sought	Expenses Paid	Date Paid
11/2004	\$6,875.00	\$5,500.00	\$163.06	\$163.06	01/05
12/2004	\$7,500.00	N/A	\$92.46	N/A	
Credits²	(\$539.51)				
Totals	\$13,835.49	\$5,500.00	\$255.52	\$163.06	

23
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 32 Accordingly, for the \$14,375.00 in fees and \$255.52 in expenses sought herein, Applicant
 33
 34 has received payments of \$5,500.00 for fees and \$163.06 for expenses, leaving a remaining
 35
 36 balance of \$8,335.49 for fees (which includes a credit for reimbursement of expenses
 37
 38 owing) and \$92.46 for costs. Applicant requests allowance of all amounts and seeks
 39
 40 payment from the Debtors for the remaining balance owing for the Reporting Period as set
 41
 42 forth herein. Any amounts received prior to the hearing on this Application on account of
 43
 44 the December 2004 Fee Statement will be a credit on the amounts otherwise requested.

45 **SUMMARY OF APPLICANT'S SERVICES AND EXPENSES**
 46
 47

² This credit is to adjust for overpayment based on earlier fee statements.

1 disposition of certain properties of Debtors located in Washington and the taxation of
2 such transactions under Washington law.
3
4

5
6 **Fee Applications and Employment Applications.**
7

8 Applicant spent a total of 14.85 hours related to fee applications and
9 employment applications for a total of \$2,194.50 in fees. Tasks performed included
10 Applicant's time preparing its monthly fee statements as required under the Interim
11 Compensation Procedures Order.
12
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17 **OTHER FACTORS RELEVANT TO APPLICATION**
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19 16. Skill required to perform legal services. The services performed by
20 Applicant involved complex bankruptcy and lending issues and required a solid foundation
21 in corporate, lending, litigation and bankruptcy law. Applicant believes that its skills and
22 reputation in these areas are excellent.
23
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28 17. Preclusion of employment. Applicant was not precluded from other
29 employment due to the acceptance of this case.
30
31
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33 18. Customary Fees. As discussed above, each of the attorneys of the Applicant
34 charge his or her customary standard billing rate with respect to the categories set forth
35 above.
36
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39 19. Fixed Fee. The fee during this period of time was fixed as each attorney was
40 performing services on an hourly basis; accordingly; the fee is not contingent upon the
41 success or the results achieved, other than this Court's review of the relative benefits of its
42 efforts to the estate.
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1 20. Results achieved. Applicant respectfully asserts that the results in this case
2
3 have so far been excellent and in the best interests of the Debtors and all parties herein.
4
5 Applicant has vigorously represented the Debtors on issues involving Washington law.
6
7 Applicant's work to date has assisted the Debtors in their restructuring goals and has helped
8
9 to preserve the value of the estates for all constituencies herein. In light of the results
10
11 achieved, Applicant believes it is entitled to interim approval and payment of all of its fees
12
13 and costs for the Current Reporting Period.
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15

16 21. Case prognosis. The Chapter 11 Plan was confirmed on December 20, 2004.
17
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19 22. Undesirability of case. The case was not undesirable.
20
21

22 23. Awards in similar cases. Such awards vary depending upon the nature of the
23
24 case, the expertise of the law firm and the expertise of the attorneys handling the matter.
25
26 Based upon the facts and circumstances herein, and the awards in similar cases, Applicant
27
28 believes that its request is similar to what would be sought by other law firms.
29
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31 24. All services for which compensation is requested were performed on behalf
32
33 of the Debtors and not on behalf of any creditor or other person.
34

35 25. All services performed and expenses incurred were reasonable and
36
37 necessary, and none were duplicative.
38
39

40 26. There is no agreement or understanding in existence between the Applicant
41
42 and any other party for the sharing of compensation except as allowed under Rule 2016 of
43
44 the Federal Rules of Bankruptcy Procedure.
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1 27. Pursuant to Rule 2016 no payments have heretofore been made by any party,
2
3 or promised by any party to Applicant for the services rendered, except in accordance with
4
5 the Procedures Order.
6

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8 28. Applicant has transmitted a complete copy of this Second Interim
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10 Application to the Debtors for their review and approval.
11

12 **SUMMARY**

13
14 29. Pursuant to this Final Application, Applicant seeks approval of (i)
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16 \$86,311.71 for fees and expenses that were approved by the Court on an interim basis,
17
18 and which have been previously paid; and (ii) compensation in the sum of \$14,375.00 and
19
20 approval of the reimbursement of expenses in the sum of \$255.52 from November 1, 2004
21
22 through December 31, 2004. Pursuant to this Final Application, Applicant is requesting
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24 allowance of all amounts, and for the Debtors to pay the unpaid balance of \$8,427.95 in
25
26 compensation (which includes a credit for reimbursement of expenses) for the Current
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28 Reporting Period.
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32 **PRAYER**

33 WHEREFORE, Applicant respectfully prays for approval of: (i) \$86,311.71 for
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35 fees and expenses approved by the Court on an interim basis; and which have been
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37 previously paid; (ii) that Applicant be allowed compensation for fees for the period from
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39 November 1, 2004 through December 31, 2004 in the sum of \$14,375.00; that Applicant
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41 be awarded the sum of \$255.52 as reimbursement for actual and necessary expenses for
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43 the period of November 1, 2004 through December 31, 2004; (iii) that the Court order the
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1 payment of the compensation and reimbursement of expenses allowed herein to the
2
3 Applicant, and (iv) for any and all further relief to which the Applicant is justly entitled.
4

5 DATED THIS 14th day of February, 2005.
6
7

8 Respectfully submitted,
9

10 HILLS CLARK MARTIN & PETERSON
11

12
13 By /s/ JOSEPH A. G. SAKAY

14 Joseph A. G. Sakay, WSBA #24667

15 Jerry N. Evans, WSBA #31435

16 Special Washington Counsel for Debtors
17
18

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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: December 30, 2003



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3 Phoenix, Arizona 85012-2794
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18 Attorneys for CP Acquisition Co., et al.
19 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 AUTHORIZING
EMPLOYMENT AND RETENTION
OF HILLIS CLARK MARTIN &
PETERSEN, P. S. NUNC PRO TUNC
AS SPECIAL WASHINGTON
COUNSEL PURSUANT TO 11 U.S.C.
§ § 327(e), 328(a), 330 AND 504

CAME ON FOR CONSIDERATION the Application for Amended Order Authorizing
the Employment of Hillis Clark Martin & Petersen, P.S. ("HCMP"), *Nunc Pro Tunc*, as Debtors'

1 Special Washington Counsel Pursuant to Sections 327(e), 328(a), 330 and 504 of the Bankruptcy
2 Code (the "Application") filed by CP Acquisition Co., *et al.*, the above-captioned debtors and
3 debtors-in-possession (the "Debtor"). After considering the Application and the Amended
4 Statement and Declaration of Hillis Clark Martin & Petersen, P.S. and Affidavit of Joseph A.
5 Sakay Pursuant to Bankruptcy Rules 2014 and 2016(b) and Bankruptcy Code Sections 327(e),
6 329, 330 and 504 (the "Sakay Affidavit"), the Court finds that (i) HCMP does not represent or
7 hold an interest adverse to the Debtors' estates with respect to the matters upon which the Firm is
8 to be engaged; (ii) HCMP is qualified to represent the Debtors under section 327(e) of title 11 of
9 the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code");
10 (iii) HCMP's employment would best serve the interests of the Debtors and their estates; and
11 (iv) the terms of HCMP's employment, including hourly rates of counsel and expense
12 reimbursement policies, have been disclosed and are reasonable under the circumstances. It is
13 therefore
14

15
16 ORDERED that, pursuant to sections 327(e), 328(a), 330 and 504 of the Bankruptcy
17 Code and Bankruptcy Rule 2014, the Debtors are authorized to retain and employ the law firm of
18 HCMP to represent the Debtors as their special Washington counsel in these Chapter 11 cases,
19 *nunc pro tunc* to the Petition Date, upon the terms and conditions of the employment set forth in
20 the Application; and it is further
21

22 ORDERED that the Debtors shall give notice of the terms and effect of this Order by
23 mailing a copy of this Order to the parties on the Official Service List; and it is further
24

25 ORDERED that any objection by any party that HCMP is precluded from acting as
26 special Washington counsel for the Debtors in these Chapter 11 cases under Section 327(e) of
27

1 the Bankruptcy Code that arises from a connection disclosed in the Sakay Affidavit shall be
2 made within fifteen (15) days of service of this Order; and it is further

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

5 DATED this ____ day of _____, 2003.

6
7
8
9 _____
10 RANDOLPH J. HAINES
11 UNITED STATES BANKRUPTCY JUDGE
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FILED

AUG 21 2003

UNITED STATES
BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

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17 Email: crown@akllp.com

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

35 HOU:2155385.4

-1-

EXHIBIT B

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

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5. Notwithstanding anything herein to the contrary, the Debtors' right to seek approval of alternative procedures for interim compensation and reimbursement of expenses of Professionals is preserved.

Dated: August 21, 2003.



RANDOLPH J. HAINES
UNITED STATES BANKRUPTCY JUDGE

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



1 **STINSON MORRISON HECKER LLP**
1850 North Central Avenue, Suite 2100
2 Phoenix, Arizona 85004-4584
Telephone: (602) 279-1600
3 Facsimile: (602) 240-6925

4 C. Taylor Ashworth – Arizona State Bar No 010143
Alisa C Lacey – Arizona State Bar No. 010571
5 Warren J Stapleton – Arizona State Bar No 018646
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6 **ANDREWS KURTH LLP**
600 Travis, Suite 4200
7 Houston, Texas 77002
Telephone: (713) 220-4200
8 Facsimile: (713) 220-4285

9 Hugh M. Ray – Texas State Bar No 16611000
John J Sparacino – Texas State Bar No 18873700
10 C John M. Melissinos – California State Bar No 149224
Chasless Yancy-Hunter – Texas State Bar No. 24033481
11 Email: crown@akllp.com

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

Randolph J. Haines

RANDOLPH J. HAINES
U.S. Bankruptcy Judge

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

16 **In re:**

Chapter 11 Proceedings

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

Case No: 03-11258-PHX-RJH

18 **Debtors.**

**(Jointly Administered with Case Nos.
19 03-11259-PHX-RJH through 03-11263-
20 PHX-RJH)**

21 **THIS FILING APPLIES TO:**

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

**ORDER GRANTING INTERIM FEE
24 APPLICATIONS FOR THE PERIOD
25 MARCH 1, 2004 THROUGH JUNE 30,
26 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;

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 \$1,028,366.50; and

23 (b) AK is awarded reimbursement of expenses in the total amount of
24 \$49,343.36.
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 \$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.

4
5 _____
6 RANDOLPH J. HAINES
7 UNITED STATES BANKRUPTCY JUDGE

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GRANTED

**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



STINSON MORRISON HECKER LLP
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Randolph J. Haines

RANDOLPH J. HAINES
U.S. Bankruptcy Judge

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John J. Sparacino – Texas State Bar No. 18873700
C. John M. Melissinos – California State Bar No. 149224
Chasless Yancy-Hunter – Texas State Bar No. 24033481
Email: crown@akllp.com

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

**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.
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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 \$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
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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

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RANDOLPH J HAINES
UNITED STATES BANKRUPTCY JUDGE

HCMP

HILLIS
CLARK
MARTIN &
PETERSON
law offices

Memorandum

Date: December 22, 2004
To: Notice Parties
From: Hillis Clark Martin & Peterson, P.S.
Subject: Fee Statement for the Period of November 1, 2004 to November 30, 2004
CP Acquisition Co., et al. (Chapter 11 Proceeding)
Case No. 03-11258-PHX-RJH

DEADLINE FOR OBJECTIONS: January 11, 2005

SUMMARY OF FEES AND OUT-OF-POCKET EXPENSES

	<u>Amount</u>
Fees for the Period of November 1, 2004 through November 30, 2004:	\$6,875.00
Less: 20% Holdback of Fees	<u>(1,375.00)</u>
Subtotal	5,500
Out-of-Pocket Expenses	<u>163.06</u>
Total Amount Due	\$5,663.06

Attached is the Invoice for period of November 1, 2004 to November 30, 2004 which reflects time entries by date, by professional and category and a detail list of expenses.

#291920 12635-024 698w011 doc 12/22/2004



500 Gailand Building
1221 Second Avenue
Seattle, Washington
98101-2925

phone 206 623 1745
fax 206 623 7789
www.hcmp.com

A PROFESSIONAL SERVICE CORPORATION

EXHIBIT *E*

Law Offices

HILLIS CLARK MARTIN & PETERSON

A Professional Services Corporation
500 Calland Building, 1221 Second Avenue
Seattle, WA 98101-2925
(206) 623-1745 Facsimile (206) 623-7789

December 20, 2004

Statement #: 48017

Crown Pacific, Ltd
Steven E. Dietrich, CFO
805 SW Broadway, 15th Floor
Portland, OR 97205

STATEMENT SUMMARY

Matter	Current Statement Total
Chapter 11 Bankruptcy	7,038 06

Payment of current amounts is due 30 days from the date shown above. Interest accrues on past due amounts at the rate of 1% per month. Please refer to statement number when making payment

F I D. #: 91-0870796
THIS STATEMENT MAY NOT INCLUDE EXPENSE ITEMS
FOR WHICH WE HAVE NOT YET BEEN BILLED.

Law Offices

HILLIS CLARK MARTIN & PETERSON

A Professional Service Corporation
500 Garland Building, 1221 Second Avenue
Seattle, WA 98101-2925
(206) 623-1745 Facsimile (206) 623-7789

December 20, 2004

Crown Pacific, Ltd
Steven E. Dietrich, CFO
805 SW Broadway, 15th Floor
Portland, OR 97205

Matter ID 12635 024
Statement Number 48017
Services Through 11/30/2004

Chapter 11 Bankruptcy

PROFESSIONAL SERVICES

11/1/2004 DEM 1 80 Conference re review and analysis of tax issues; preparation of
revisions to
11/1/2004 JAS 0 30 Conference with regarding status; analysis re same
11/1/2004 JDL 5 60 Prepare draft ; exchange emails and teleconference with re same;
to same; analysis re same; conference with D. Myre re same
11/1/2004 PZI 0 30 Telephone call to re procedure for
11/2/2004 DEM 1 00 Review and analysis of materials re preparation of proposed revisions to
11/2/2004 SHR 2 10 research re applicability of
with re same; telephone conference with
re same; voice message to re same
11/2/2004 JDL 2 10 Review rules and regulations re follow-up from conference with
re same and re ; analysis re same; prepare documents for
; send ; for execution; prepare
enclosure letter in connection with same
11/2/2004 PZI 0 40 Research re
11/3/2004 DEM 0 40 Conference re review of documents re
11/3/2004 SHR 0 40 Telephone conference with
telephone conference with ; re same
11/3/2004 JDL 2 90 Draft , review and respond to emails from
re same; draft and send email attaching to same; conference re same;
prepare materials related to same for

Law Offices

H I L L I S C L A R K M A R T I N & P E T E R S O N

A Professional Service Corporation
 500 Galland Building, 1221 Second Avenue
 Seattle, WA 98101-2925
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11/4/2004	JAS	0 40	Conference with J D Larson; analysis re same	
11/4/2004	IDL	2 00	Review and respond to emails from ; prepare with ; send electronic copy of same to	file same
11/5/2004	SHR	0 20	Telephone conference with ; re	
11/9/2004	JAS	0 30	Conference with D. Ruiz regarding status	
11/9/2004	IDL	1 10	Revise to , review in connection with same	
11/10/2004	JDL	1 00	Draft revisions to ; prepare same for filing	
11/11/2004	JAS	0 45	Analysis regarding ; review correspondence re same	
11/11/2004	JDL	0 60	Teleconference with ; and exchange of emails with same re	
11/15/2004	JAS	1 25	Work on ; conferences re same; analysis re same	
11/18/2004	JDL	0 40	Teleconference with re ; send email re same to	draft and
11/23/2004	JAS	0 35	Finalize correspondence to	
11/23/2004	IDL	0 40	Review email from reply to same	
11/23/2004	DAR	1 00	Work on pleading; work on attachment to pleading; forward copy of pleading to for filing	
11/24/2004	DAR	1 00	Update file; review of ; initial drafting of	
11/29/2004	JAS	1 20	Conference with D. Ruiz regarding pleadings; analysis re same; revise pleading	
11/29/2004	JDL	0 30	Review and respond to email from re	
11/29/2004	DAR	3 50	Work on pleading and exhibits to pleading	
11/30/2004	JAS	1 65	Work on pleadings; conferences with D. Ruiz re same	
11/30/2004	DAR	2 70	Work on pleading and exhibit to pleadings; e-mail exchange with forward finalized pleading to	re same;

David E. Myre	3.20	hours at 375.00 \$/hour	1,200.00
Joseph A. G. Sakay	5.90	hours at 250.00 \$/hour	1,475.00
Stephen H. Roos	2.70	hours at 215.00 \$/hour	580.50
Jean-David Larson	16.40	hours at 175.00 \$/hour	2,870.00
Denise A. Ruiz	8.20	hours at 85.00 \$/hour	697.00
Phoebe Z. Ingraham	0.70	hours at 75.00 \$/hour	52.50
Total Current Fees			6,875.00

Law Offices

HILLIS CLARK MARTIN & PETERSON

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EXPENSES

PCY	Photocopies	27 00
LDT	Long Distance Telephone	94 44
AIR	Air Express Delivery	41 62
	Total Current Expenses	163 06

PAYMENTS

	Check Number	
12/1/2004	313644	10,597.05
	Total Payments	10,597.05

MATTER SUMMARY

Current Fees	6,875.00
Current Expenses	163.06
Current Interest	0.00
Current Statement Total	\$ 7,038.06

HCMP

HILLIS
CLARK
MARTIN &
PETERSON
law offices

Memorandum

Date: January 25, 2005

To: Notice Parties

From: Hillis Clark Martin & Peterson, P.S.

Subject: Fee Statement for the Period of December 1, 2004 to December 31, 2004 and corrections to prior fee statements
CP Acquisition Co., et al. (Chapter 11 Proceeding)
Case No. 03-11258-PHX-RJH

DEADLINE FOR OBJECTIONS: February 14, 2005

SUMMARY OF FEES AND OUT-OF-POCKET EXPENSES

	<u>Amount</u>
Fees for the Period of December 1, 2004 through December 31, 2004:	\$7,500.00
Less: 20% Holdback of Fees	(1,500.00)
Subtotal	<u>6,000.00</u>
Out-of-Pocket Expenses	92.46
Subtract Credit from Prior Fee Statements	<u>(539.51)</u>
Total Amount Due	\$5,552.95

Attached is the Invoice for period of December 1, 2004 to December 31, 2004 which reflects time entries by date, by professional and category and a detail list of expenses.

#294411 12635-024 6b63011 doc 1/25/2005

500 Galland Building
1221 Second Avenue
Seattle, Washington
98101-2925

phone 206.623.1745
fax 206.623.7789
www.hcmp.com

EXHIBIT F

Law Offices

H I L L I S C L A R K M A R T I N & P E T E R S O N

A Professional Services Corporation
500 Calland Building, 1221 Second Avenue
Seattle, WA 98101-2925
(206) 623-1745 Facsimile (206) 623-7789

January 13, 2005

Statement #: 48580

Crown Pacific, Ltd.
Steven E. Dietrich, CFO
805 SW Broadway, 15th Floor
Portland, OR 97205

STATEMENT SUMMARY

Matter	Current Statement Total
Chapter 11 Bankruptcy	7,592.46

Payment of current amounts is due 30 days from the date shown above. Interest accrues on past due amounts at the rate of 1% per month. Please refer to statement number when making payment.

FID #: 91-0870796
THIS STATEMENT MAY NOT INCLUDE EXPENSE ITEMS
FOR WHICH WE HAVE NOT YET BEEN BILLED

Law Offices

H I L L I S C L A R K M A R T I N & P E T E R S O N

A Professional Service Corporation
 500 Calland Building, 1221 Second Avenue
 Seattle, WA 98101-2925
 (206) 623-1745 Facsimile (206) 623-7789

January 13, 2005

Crown Pacific, Ltd
 Steven E. Dietrich, CFO
 805 SW Broadway, 15th Floor
 Portland, OR 97205

Matter ID 12635 024
 Statement Number 48580
 Services Through 12/31/2004

Chapter 11 Bankruptcy

PROFESSIONAL SERVICES

12/1/2004	JAS	0.35	Conference with ; analysis re same
12/6/2004	JAS	0.85	Review analysis re same; review correspondence from
12/6/2004	JDL	0.50	Exchange of emails with re
12/10/2004	JDL	0.30	Review voice message from re review and respond to
12/13/2004	DEM	0.60	Conference re ; review of i
12/13/2004	JDL	2.00	Teleconference with teleconference with teleconference with re same and re conference with D. Myre re same
12/17/2004	JDL	0.40	Review conference re same
12/20/2004	JAS	0.30	Analysis re ; research re same
12/21/2004	JDL	0.40	Review correspondence and analysis of same; conferences re same
12/22/2004	JAS	0.95	Review ; analysis re same; conferences with ; review email from
12/22/2004	DAR	1.00	Work on
12/23/2004	DEM	0.40	Telephone conference with
12/27/2004	DEM	0.60	Conference re ; review of i
12/27/2004	JDL	5.20	Draft letter to ; prepare re same; conference re same; exchange of emails with

Law Offices

H I L L I S C L A R K M A R T I N & P E T E R S O N

A Professional Service Corporation
 500 Galland Building, 1221 Second Avenue
 Seattle, WA 98101-2925
 (206) 623-1745 Facsimile (206) 623-7789

			and analysis of Washington law re same	
12/28/2004	DEM	1.60	Review and analysis of conference re	preparation of revisions to
12/28/2004	JAS	0.50	Review	analysis re same
12/28/2004	JDL	5.40	Revise letter to send same with voice message re same; research and analysis of Washington law: teleconference with ; review and analysis of same; conferences re same	follow up and emails relating to
12/29/2004	DEM	0.50	Conference re	, review of
12/29/2004	JAS	1.25	Review	; analysis re same; conference re same; conference with J. Larson review email from
12/29/2004	JDL	6.80	Review documentation relating to review and respond to emails re same; research and analysis of Washington law re same; teleconferences with ; re same; exchange of emails with :	
12/30/2004	DEM	0.60	Conference re	
12/30/2004	JAS	0.95	Review correspondence from	; conference with J. Larson regarding
12/30/2004	JDL	4.80	Teleconferences and exchange of emails with review revised with	teleconference with ; analysis re same; teleconferences and exchange of emails
	David E. Myre	4.30	hours at 375.00 \$/hour	1,612.50
	Joseph A. G. Sakay	5.15	hours at 250.00 \$/hour	1,287.50
	Jean-David Larson	25.80	hours at 175.00 \$/hour	4,515.00
	Denise A. Ruiz	1.00	hours at 85.00 \$/hour	85.00
	Total Current Fees			7,500.00

EXPENSES

PCY	Photocopies	0.60
LDI	Long Distance Telephone	91.86
	Total Current Expenses	92.46

Law Offices

H I L L I S C L A R K M A R T I N & P E T E R S O N

A Professional Service Corporation
500 Galland Building, 1221 Second Avenue
Seattle, WA 98101-2925
(206) 623-1745 Facsimile (206) 623-7789

PAYMENTS

	Check Number	
1/5/2005	0000313962	4,437.40
Total Payments		4,437.40

MATTER SUMMARY

Current Fees		7,500.00
Current Expenses		92.46
Current Interest		0.00
Current Statement Total	\$	7,592.46

Law Offices

H I L L I S C L A R K M A R T I N & P E T E R S O N

A Professional Services Corporation
500 Galland Building, 1221 Second Avenue
Seattle, WA 98101-2925
(206) 623-1745 Facsimile (206) 623-7789

December 20, 2004

Statement #: 48017

Crown Pacific, Ltd
Steven E. Dietrich, CFO
805 SW Broadway, 15th Floor
Portland, OR 97205

STATEMENT SUMMARY

Matter	Current Statement Total
Chapter 11 Bankruptcy	7,038.06

Payment of current amounts is due 30 days from the date shown above. Interest accrues on past due amounts at the rate of 1% per month. Please refer to statement number when making payment.

F I D. #: 91-0870796
THIS STATEMENT MAY NOT INCLUDE EXPENSE ITEMS
FOR WHICH WE HAVE NOT YET BEEN BILLED.

EXHIBIT

Law Offices

HILLIS CLARK MARTIN & PETERSON

A Professional Service Corporation
 500 Galland Building, 1221 Second Avenue
 Seattle, WA 98101-2925
 (206) 623-1745 Facsimile (206) 623-7789

December 20, 2004

Crown Pacific, Ltd
 Steven E. Dietrich, CFO
 805 SW Broadway, 15th Floor
 Portland, OR 97205

Matter ID 12635 024
 Statement Number 48017
 Services Through 11/30/2004

Chapter 11 Bankruptcy

PROFESSIONAL SERVICES

11/1/2004	DEM	1 80	Conference re revisions to	review and analysis of tax issues; preparation of
11/1/2004	JAS	0 30	Conference with	regarding status; analysis re same
11/1/2004	JDL	5 60	Prepare ' draft	; exchange emails and teleconference with re same; to same; analysis re same; conference with D. Myre re same
11/1/2004	PZI	0 30	Telephone call to	re procedure for
11/2/2004	DEM	1 00	Review and analysis of materials re	preparation of proposed revisions to
11/2/2004	SHR	2 10	research re applicability of	, telephone conference with re same; telephone conference with: re same; voice message to re same
11/2/2004	JDL	2 10	Review rules and regulations re re same and re	follow-up from conference with: , analysis re same; prepare documents for ; send ; for execution; prepare enclosure letter in connection with same
11/2/2004	PZI	0 40	Research re	
11/3/2004	DEM	0 40	Conference re	review of documents re
11/3/2004	SHR	0 40	Telephone conference with	telephone conference with ; re same
11/3/2004	JDL	2 90	Draft	, review and respond to emails from re same; draft and send email attaching to same; conference re same; prepare materials related to same for

Law Offices

H I L L I S C L A R K M A R T I N & P E T E R S O N

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11/4/2004	JAS	0 40	Conference with J D Larson; analysis re same	
11/4/2004	IDL	2 00	Review and respond to emails from ; prepare with ; send electronic copy of same to	file same
11/5/2004	SHR	0 20	Telephone conference with ; re	
11/9/2004	JAS	0 30	Conference with D. Ruiz regarding status	
11/9/2004	JDL	1 10	Revise to , review in connection with same	
11/10/2004	JDL	1 00	Draft revisions to ; prepare same for filing	
11/11/2004	JAS	0 45	Analysis regarding ; review correspondence re same	
11/11/2004	JDL	0 60	Teleconference with ; and exchange of emails with same re	
11/15/2004	JAS	1 25	Work on ; conferences re same; analysis re same	
11/18/2004	JDL	0 40	Teleconference with re ; send email re same to	draft and
11/23/2004	JAS	0 35	Finalize correspondence to	
11/23/2004	JDL	0 40	Review email from reply to same	
11/23/2004	DAR	1 00	Work on pleading; work on attachment to pleading; forward copy of pleading to for filing	
11/24/2004	DAR	1 00	Update file; review of ; initial drafting of	
11/29/2004	JAS	1 20	Conference with D. Ruiz regarding pleadings; analysis re same; revise pleading	
11/29/2004	JDL	0 30	Review and respond to email from re	
11/29/2004	DAR	3 50	Work on pleading and exhibits to pleading	
11/30/2004	JAS	1 65	Work on pleadings; conferences with D. Ruiz re same	
11/30/2004	DAR	2 70	Work on pleading and exhibit to pleadings; e-mail exchange with forward finalized pleading to	re same;
	David E. Myre	3 20	hours at 375 00 \$/hour	1,200 00
	Joseph A. G. Sakay	5 90	hours at 250 00 \$/hour	1,475 00
	Stephen H. Roos	2 70	hours at 215 00 \$/hour	580 50
	Jean-David Larson	16 40	hours at 175 00 \$/hour	2,870 00
	Denise A. Ruiz	8 20	hours at 85 00 \$/hour	697 00
	Phoebe Z. Ingraham	0 70	hours at 75 00 \$/hour	52 50
	Total Current Fees			6,875 00

Law Offices

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EXPENSES

PCY	Photocopies	27 00
LDT	Long Distance Telephone	94 44
AIR	Air Express Delivery	41 62
	Total Current Expenses	163 06

PAYMENTS

	Check Number	
12/1/2004	313644	10,597 05
	Total Payments	10,597 05

MATTER SUMMARY

Current Fees	6,875 00
Current Expenses	163 06
Current Interest	0 00
Current Statement Total	\$ 7,038.06

Law Offices

H I L L I S C L A R K M A R T I N & P E T E R S O N

A Professional Services Corporation
500 Galland Building, 1221 Second Avenue
Seattle, WA 98101-2925
(206) 623-1745 Facsimile (206) 623-7789

January 13, 2005

Statement #: 48580

Crown Pacific, Ltd.
Steven E. Dietrich, CFO
805 SW Broadway, 15th Floor
Portland, OR 97205

STATEMENT SUMMARY

Matter	Current Statement Total
Chapter 11 Bankruptcy	7,592.46

Payment of current amounts is due 30 days from the date shown above. Interest accrues on past due amounts at the rate of 1% per month. Please refer to statement number when making payment.

F.I.D. #: 91-0870796
THIS STATEMENT MAY NOT INCLUDE EXPENSE ITEMS
FOR WHICH WE HAVE NOT YET BEEN BILLED

Law Offices

H I L L I S C L A R K M A R T I N & P E T E R S O N

A Professional Service Corporation
 500 Galland Building, 1221 Second Avenue
 Seattle, WA 98101-2925
 (206) 623-1745 Facsimile (206) 623-7789

January 13, 2005

Crown Pacific, Ltd.
 Steven E. Dietrich, CFO
 805 SW Broadway, 15th Floor
 Portland, OR 97205

Matter ID 12635 024
 Statement Number 48580
 Services Through 12/31/2004

Chapter 11 Bankruptcy

PROFESSIONAL SERVICES

12/1/2004	JAS	0.35	Conference with ; analysis re same
12/6/2004	JAS	0.85	Review analysis re same; review correspondence from
12/6/2004	JDL	0.50	Exchange of emails with re
12/10/2004	JDL	0.30	Review voice message from re review and respond to
12/13/2004	DEM	0.60	Conference re ; review of :
12/13/2004	JDL	2.00	Teleconference with teleconference with teleconference with re same and re conference with D. Myre re same
12/17/2004	JDL	0.40	Review ; conference re same
12/20/2004	JAS	0.30	Analysis re ; research re same
12/21/2004	JDL	0.40	Review correspondence and analysis of same; conferences re same
12/22/2004	JAS	0.95	Review ; analysis re same; conferences with ; review email from
12/22/2004	DAR	1.00	Work on
12/23/2004	DEM	0.40	Telephone conference with
12/27/2004	DEM	0.60	Conference re ; review of :
12/27/2004	JDL	5.20	Draft letter to ; prepare re same; conference re same; exchange of emails with

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			and analysis of Washington law re same	
12/28/2004	DEM	1.60	Review and analysis of conference re	preparation of revisions to
12/28/2004	JAS	0.50	Review	analysis re same
12/28/2004	JDL	5.40	Revise letter to send same with voice message re same; research and analysis of Washington law: teleconference with ; review and analysis of same; conferences re same	follow up and emails relating to
12/29/2004	DEM	0.50	Conference re	, review of
12/29/2004	JAS	1.25	Review	; analysis re same; conference re same; conference with J. Larson review email from
12/29/2004	JDL	6.80	Review documentation relating to review and respond to emails re same; research and analysis of Washington law re same; teleconferences with ; re same; exchange of emails with :	
12/30/2004	DEM	0.60	Conference re	
12/30/2004	JAS	0.95	Review correspondence from	; conference with J. Larson regarding
12/30/2004	JDL	4.80	Teleconferences and exchange of emails with review revised with	teleconference with ; analysis re same; teleconferences and exchange of emails
	David E. Myre	4.30	hours at 375.00 \$/hour	1,612.50
	Joseph A. G. Sakay	5.15	hours at 250.00 \$/hour	1,287.50
	Jean-David Larson	25.80	hours at 175.00 \$/hour	4,515.00
	Denise A. Ruiz	1.00	hours at 85.00 \$/hour	85.00
	Total Current Fees			7,500.00

EXPENSES

PCY	Photocopies	0.60
LDT	Long Distance Telephone	91.86
	Total Current Expenses	92.46

Law Offices

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(206) 623-1745 Facsimile (206) 623-7789

PAYMENTS

	Check Number	
1/5/2005	0000313962	4,437.40
Total Payments		4,437.40

MATTER SUMMARY

Current Fees		7,500.00
Current Expenses		92.46
Current Interest		0.00
Current Statement Total	\$	7,592.46

EXHIBIT H
Crown Pacific Entities

Timekeeper:	D. Myre		
2004 Billing Rate	\$375.00		
Billing Month:	11/04	12/04	Total
Asset Disposition	3.2	4.3	7.5
Fee Applications	-	-	-
Total Hours	3.2	4.3	7.5
Total Fees	\$1,200.00	\$1,612.50	\$2,812.50
Timekeeper:	J. Sakay		
2004 Billing Rate	\$250.00		
Billing Month:	11/04	12/04	Total
Asset Disposition	1.5	3.9	5.4
Fee Applications	4.4	1.25	5.65
Total Hours	5.9	5.15	11.05
Total Fees	\$1,475.00	\$1,287.50	\$2,762.50
Timekeeper:	S. Roos		
2004 Billing Rate	\$215.00		
Billing Month:	11/04	12/04	Total
Asset Disposition	2.7	-	2.7
Fee Applications	-	-	-
Total Hours	2.7	-	2.7
Total Fees	580.50	-	\$580.50
Timekeeper:	J. Larson		
2004 Billing Rate	\$175.00		
Billing Month:	11/04	12/04	Total
Asset Disposition	16.4	25.80	42.2
Fee Applications	-	-	-
Total Hours	16.40	25.80	42.20
Total Fees	\$2,870.00	\$4,515.00	\$7,385.00
Timekeeper:	D. Ruiz		
2004 Billing Rate	\$85.00		
Billing Month:	11/04	12/04	Total
Asset Disposition	-	-	-
Fee Applications	8.2	1.0	9.2
Total Hours	8.2	1.0	9.2
Total Fees	697.00	\$85.00	\$782.00
Timekeeper:	P. Ingraham		
2004 Billing Rate	\$75.00		
Billing Month:	11/04	12/04	Total
Asset Disposition	.7	-	.7
Fee Applications	-	-	-
Total Hours	.7	-	.7
Total Fees	\$52.50	-	\$52.50

**Exhibit I
Crown Pacific Entities**

SUMMARY OF TOTAL FEES BY CATEGORY		
CATEGORY	TOTAL HOURS	TOTAL FEES
Asset Disposition	58.50	\$12,180.50
Fee Applications	14.85	\$2,194.50
TOTAL		\$14,375.00
SUMMARY OF TOTAL COSTS		
TYPE	COST	
Photocopies	\$27.60	
Long Distance Telephone	\$186.30	
Overnight Mail	\$41.62	
TOTAL	\$255.52	
TOTAL FEES	\$14,375.00	
TOTAL COSTS	\$255.52	
TOTAL ALL	\$14,630.52	