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7 Co-Counsel for Debtors and Debtors-in-Possession

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

10 In re
11 CP ACQUISITION CO., *et al.*,
12 Debtors.

13 Chapter 11

14 Case No. 2-03-bk-11258-RJH

15 JOINTLY ADMINISTERED WITH

16 CASE No. 2-03-BK-11259-RJH
17 CASE No. 2-03-BK-11260-RJH
18 CASE No. 2-03-BK-11261-RJH
19 CASE No. 2-03-BK-11262-RJH
20 CASE No. 2-03-BK-11263-RJH

21 THIS PLEADINGS APPLIES TO:

- 22 ALL DEBTORS
23 SPECIFIED DEBTORS

24 **APPLICATION FOR APPROVAL AND**
25 **PAYMENT OF FIRST INTERIM**
26 **COMPENSATION TO STINSON MORRISON**
HECKER LLP AS CO-COUNSEL FOR
DEBTORS, AND FOR REIMBURSEMENT OF
EXPENSES

27 **Period Covered: May 1, 2004 – June 30, 2004**
28 **Compensation: \$11,629.50**
29 **Reimbursement: \$174.60**

30 Stinson Morrison Hecker LLP ("SMH"), co-counsel for CP Acquisition Co., Crown Pacific
31 Limited Partnership, Crown Pacific Partners, L.P., CP Air, Inc., CP Acquisition II Co., and CP
32 Acquisition III Co., Debtors and Debtors-in-Possession ("Debtors" or "CP"), pursuant to 11 U.S.C.
33 §§ 330 and 331, and Fed. R. Bankr. P. 2016, hereby submits its Application for Approval and
34 Payment of Compensation to Stinson Morrison Hecker LLP as Co-Counsel for Debtors, and for
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1 Reimbursement of Expenses ("First Application"). This Fee Application seeks payment of
2 compensation for the period of May 1, 2004, through June 30, 2004 ("Application Period").

3 **I. INTRODUCTION.**

4 In support of its First Application, SMH submits its billing statements reflecting detailed
5 descriptions of services rendered and itemized expenses incurred, attached collectively as *Exhibit "A"*
6 and incorporated herein by reference. In further support of its First Application, SMH represents as
7 follows:
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9 1. On June 29, 2003, the Debtors filed their respective Voluntary Petitions for relief
10 under Chapter 11 of the Bankruptcy Code, commencing the above-captioned proceedings.

11 2. On June 29, 2003, this Court entered its Order for Joint Administration (Docket #20).

12 3. On June 30, 2003, this Court entered its Order authorizing the employment of Osborn
13 Maledon, P.A. as co-counsel for Debtors and Debtors-in-Possession (Docket 41).

14 4. On August 21, 2003, this Court entered its Order establishing certain procedures for
15 the compensation of professionals (the "Knudsen" Order) (Docket #130).

16 5. On May 1, 2004, the attorneys working on the Debtors' file changed law firms to SMH
17 and began investigating a potential conflict with SMH's representation of CIT. CIT has agreed to
18 waive the conflict as long as SMH does not appear adverse to CIT in any contested or adversary
19 matter. The Debtor is aware of this and has agreed. If such a conflict arises the Debtor will be
20 represented by lead counsel, Andrews & Kurth.
21

22 6. An Application to approve the substitution of SMH for Osborn Maledon as co-counsel
23 for the Debtors is pending.

24 7. During the Application Period, SMH has expended 54.30 hours in representing the
25 Debtors for a value of \$11,629.50. In addition, SMH has incurred actual and necessary expenses in
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1 the amount of \$174.60. SMH believes the fees and costs charged are reasonable and appropriate.
2 SMH requests that the Court award fees and costs in the total amount of \$11,804.10 for the
3 Application Period.

4 8. Debtors are current on the filing of their monthly operating reports through June 2004.

5 **II. PROJECT NARRATIVES.**

6 The following is a narrative summary of the services rendered by category.

7 1. **Case Administration (B110)**

8
9 During the Application Period, SMH spent a total of **12.10 hours** on matters related to case
10 administration, working with co-counsel on preparation and filing of numerous pleadings,
11 conferences with counsel for creditors, for the Committee, and for the Debtors, maintenance of the
12 weekly case calendar, and provided services relating to local procedures on format and filing of
13 various pleadings, and participated in case strategy sessions for a total of **\$2,507.50**.

Timekeeper	Hours	Rate	Total
Alisa C. Lacey	4.60	\$325.00	\$1,495.00
Brenda Martin		\$255.00\$	
Rebecca J. McGee	7.50	\$135.00	\$1,012.50
Total	12.10		\$2,507.50

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19 2. **Asset Disposition (B130)**

20 During the Application Period, SMH spent a total of **18.40 hours** on matters related to asset
21 disposition, assisting with sales of lumber yards in Reno, Nevada and in Phoenix, Arizona, obtaining
22 hearing dates, giving notice to creditors, and fielding creditors' calls, for a total of **\$4,085.00**.

Timekeeper	Hours	Rate	Total
Alisa C. Lacey	8.30	\$325.00	\$2,697.50
Brenda Martin	0.20	\$255.00	\$51.00
Rebecca J. McGee	9.90	\$135.00	\$1,336.50

Total	18.40		\$4,085.00
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3. **Relief from Stay (B140)**

During the Application Period, SMH spent a total of **4.50 hours** on matters related to relief from stay, conferring with co-counsel on strategy and preparation of the Key Employee Retention motion, adequate protection, and on stay relief relating to trucks returned to General Motors Acceptance Corporation by buyer, and attend hearing on Noteholders' stay relief motion for a total of **\$1,291.50**.

Timekeeper	Hours	Rate	Total
Alisa C. Lacey	3.60	\$325.00	\$1,170.00
Brenda Martin		\$255.00\$	
Rebecca J. McGee	0.90	\$135.00	\$121.50
Total	4.50		\$1,291.50

4. **Fee/Employment Application (B160)**

During the Application Period, SMH spent a total of **8.30 hours** on matters related to fee and employment issues, working with co-counsel on responses to the Noteholders' reservation of rights regarding fee applications, working on clearing conflict issues relating to employment of SMH, and preparation of monthly fee statements for a total of **\$1,709.50**.

Timekeeper	Hours	Rate	Total
Alisa C. Lacey	3.10	\$325.00	\$1,007.50
Brenda Martin	0.00	\$255.00\$	
Rebecca J. McGee	5.20	\$135.00	\$702.00
Total	8.30		\$1,709.50

1 5. **Assumption/Rejection of Leases (B185)**

2 During the Application Period, SMH spent a total of **0.70 hours** on matters related to
3 assumption and/or rejection of leases, working with co-counsel on withdrawal of the rejection of a
4 lease with Douglas County for a total of **\$94.50**.

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Timekeeper	Hours	Rate	Total
Alisa C. Lacey	0.00	\$325.00	
Brenda Martin	0.00	\$255.00\$	
Rebecca J. McGee	0.70	\$135.00	\$94.50
Total	0.70		\$94.50

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10 6. **Claims Administration and Objections (B310)**

11 During the Application Period, SMH spent a total of **10.30 hours** on matters related to claims
12 administration and objections, working with co-counsel on release of claims in sale of Alliance
13 Lumber and drafting of motion, and working on claims and claims register for a total of **\$1,941.50**.

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Timekeeper	Hours	Rate	Total
Alisa C. Lacey	2.90	\$325.00	\$942.50
Brenda Martin	0.00	\$255.00\$	
Rebecca J. McGee	7.40	\$135.00	\$999.00
Total	10.30		\$1,941.50

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19 **III. ARGUMENT.**

20 The services for which compensation is requested were rendered on behalf o f the Debtors and
21 compensation is sought pursuant to 11 U.S.C. §§ 330(a), 331, and 503(a) and (b), and Fed. R. Bankr.
22 P. 2016(a). The First Application complies with the Order approving employment of SMH and the
23 Guidelines of the Office of the United States Trustee for the District of Arizona.

24 The names of all of SMH's professionals and paraprofessionals requesting fees, the hourly
25 rates charged by each, and the hours worked by each are provided in the Summary attached hereto as
26

1 *Exhibit "B."* The rates charged by the professionals in this case are ordinary and comparable to rates
2 charged to non-bankruptcy clients.

3 SMH has not made any arrangements to share any compensation awarded, except among
4 members and associates of the firm.

5 Pursuant to 11 U.S.C. § 330, the amounts charged were calculated using the normal hourly
6 rates for the attorneys and other timekeepers involved. *See In re Yermakov*, 718 F.2d 1465, 1471 (9th
7 Cir. 1983) ("The primary method used to determine a reasonable attorneys' fee in a bankruptcy case is
8 to multiply the number of hours expended by an hourly rate."). This is known as the "lodestar" or
9 basic fee which, if warranted, can be adjusted upward or downward. In that regard, the Ninth Circuit
10 makes specific references in *Yermakov* to *Johnson v. Georgia Hwy. Express, Inc.*, 488 F.2d 714, 717-
11 719 (5th Cir. 1974), in which the Fifth Circuit listed twelve factors which should be considered in
12 awarding attorneys' fees. These "*Johnson Factors*" have been referred to and utilized in many courts
13 in considering and awarding attorneys' fees in bankruptcy cases. *See In re Nucorp Energy, Inc.*, 764
14 F.2d 655 (9th Cir. 1985).

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16 In a decision of the Bankruptcy Appellate Panel for the Ninth Circuit, the Panel concluded
17 that the "lodestar" approach, coupled with consideration of the "*Johnson Factors*" is the appropriate
18 standard to be applied in awarding fees in a bankruptcy case. *See In re Powerine Oil Co.*, 71 B.R.
19 767 (9th Cir. B.A.P. 1986).

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21 In addition, the provisions of 11 U.S.C. § 330(a) place a premium on the efficient
22 administration of the case. Compensable services must be ". . . performed within a reasonable
23 amount of time commensurate with the complexity, importance and nature of the problem, issue or
24 task addressed." 11 U.S.C. § 330(a)(3)(A).

1 The results obtained by SMH within the time frame of this First Application illustrate that
2 SMH has:

- 3 1. Used the skill required to perform the legal services properly;
- 4 2. Provided services necessary to the administration of the case; and
- 5 3. Performed the services within a reasonable amount of time commensurate with the
6 complexity, importance and nature of each task.

7 All costs (including those from outside providers such as Federal Express, CT Systems, U.S.
8 Mail, long distance telephone charges, and copying and certification charges from the Court) are
9 charged at SMH's actual cost. In house photocopies are charged at 7¢ per copy.
10

11 Based upon the results obtained by SMH during the Application Period and the rates charged
12 for the services performed, the compensation requested is reasonable based on the customary
13 compensation charged by comparably skilled practitioners in non-bankruptcy cases.

14 SMH provided copies of this First Application to the Debtors for review and inspection. The
15 parties have raised neither concerns nor objections to the First Application.

16 Pursuant to the Knudsen Order, SMH has filed monthly statements of its fees and costs. As of
17 the date of this application, such fees and compensation are as follows:

18 Period	Fees	Costs	Payment	Balance
19 5/1/04 – 5/30/04	\$3,894.50	\$106.20	\$0.00	\$4,000.70
20 6/1/04 – 6/30/04	\$7,735.00	\$68.40	\$0.00	\$7,803.40
21 Totals	\$11,629.50	\$174.60	\$0.00	\$11,804.10

22 Based upon the foregoing, SMH respectfully requests entry of an Order approving the First
23 Application and authorizing the Debtors to pay compensation to SMH for services rendered in the
24 amount of \$11,629.50, plus actual and necessary expenses in the amount of \$174.60, for a total
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1 amount of \$11,804.10 for the time period from May 1, 2004, through June 30, 2004, and directing
2 that the Debtors be authorized to pay the fees and reimburse the expenses due SMH, including the
3 total hold-back amount of \$2,325.90 to SMH for its allowed fees awarded hereunder.

4
5 DATED this 30th day of July 2004.

STINSON MORRISON HECKER LLP

6
7 By: /s/ W Stapleton (#018646)

C. Taylor Ashworth

8 Alisa C. Lacey

9 Warren J. Stapleton

10 1850 N. Central Avenue, Suite 2100

Phoenix, Arizona 85004-4584

Co-Counsel for Debtors and Debtors-in-Possession

11 COPY of the foregoing sent this 30th
12 day of July, 2004 to:

13 Office of the U.S. Trustee

14 PO Box 36170

Phoenix, AZ 85067-6170

15 Fax: 602-640-2217

16 The official service list, Exhibit "C"
17 hereto.

18 /s/ Rebecca J. McGee

JOHN SPARACINO
ANDREW KURTH LLP
600 TRAVIS, SUITE 4200
HOUSTON, TX 77002-3090

July 23, 2004
803885-0002
INVOICE # *****
ALISA C LACEY

RE: CHAPTER 11 BANKRUPTCY

For Services Rendered Through June 30, 2004	11,629.50
For Disbursements Advanced Through June 30, 2004	174.60
Total Due	----- 11,804.10 =====

STATEMENTS ARE DUE ON RECEIPT
YOUR PROMPT PAYMENT WILL BE APPRECIATED

TIME AND FEES SUMMARY

TIMEKEEPER	RATE	HOURS	FEES
LACEY	325.00	22.50	7,312.50
MARTIN	255.00	0.20	51.00
MCGEE	135.00	31.60	4,266.00
TOTAL		54.30	11,629.50

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For Professional Services Rendered Through June 30, 2004

DATE	ATTORNEY	DESCRIPTION	HOURS	AMOUNT
Administration				
B110 Case Administration				
05/03/04	LACEY	[Crown] Telephone call to John Sparacino regarding moving May 4 hearing to May 18 at 10:00 am. PARTNER	0.20	65.00
05/03/04	LACEY	[Crown] Telephone call to Dan Gaffney regarding same. PARTNER	0.20	65.00
05/03/04	LACEY	[Crown] Telephone call to Susan Freeman, e-mail to Susan Freeman regarding same. PARTNER	0.20	65.00
05/03/04	LACEY	[Crown] Telephone call to Susan Freeman regarding rescheduling May 4 hearing to May 18. PARTNER	0.10	32.50
05/03/04	LACEY	[Crown] Telephone call to Susan Freeman regarding change of hearing from May 4 to May 18. PARTNER	0.10	32.50
05/03/04	MCGEE	Update weekly case calendar and transmit to Chasless Yancy-Hunter with request to distribute; review Ms. Yancy-Hunter's delivery e-mail. PARALEGAL	0.60	81.00

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05/03/04	Phone conference with Ms. Lacey re extension on 5/4/04 hearing, now moved to 5/18/04; message to Don Gaffney, Susan Freeman, Brenda Whinery, John Sparacino, and John Melissinos on same. MCGEE PARALEGAL	0.30	40.50
05/06/04	Telephone call to John Melissinos regarding hearings on the 18th, KERF, status regarding Reno, status regarding Plan, status regarding adequate protection. LACEY PARTNER	0.40	130.00
05/07/04	Telephone call to John Melissinos regarding schedules regarding May 18 hearings, whether Deitrich may attend by phone regarding KERF if no objections filed. LACEY PARTNER	0.40	130.00
05/10/04	Summary review of March interim report LACEY PARTNER	0.40	130.00
05/10/04	Update and distribute this week's case calendar (.5); message from Brenda Whinery's office needing exhibits to Welco Lumber stipulation; message to Ardie Baer on same (.3). MCGEE PARALEGAL	0.80	108.00
05/11/04	Conference with Ms. Lacey and respond to John Melissinos' questions. MCGEE PARALEGAL	0.30	40.50
05/17/04	Review e-mail from Mr. Melissinos regarding hearings tomorrow; respond to same. LACEY PARTNER	0.30	97.50

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05/17/04	Update and distribute case calendar for this week (.3); obtain information for participation in tomorrow's hearing (.3). MCGEE PARALEGAL	0.60	81.00
05/18/04	Confer with Mr. Melissinos and Mr. Dietrich regarding case status, Reno status, and adequate protection issues. LACEY PARTNER	1.30	422.50
05/19/04	Check on substitution of counsel; update status report. MCGEE PARALEGAL	0.20	27.00
05/28/04	Check on status of substitution of counsel. MCGEE PARALEGAL	0.20	27.00
06/01/04	Telephone conference with Mr. Hoffman regarding CIT waiver refinement. LACEY PARTNER	0.20	65.00
06/01/04	Update and distribute weekly case calendar. MCGEE PARALEGAL	0.30	40.50
06/02/04	Review e-mail from Mr. Hoffman regarding revisions to e-mail to Prentice O'Leary regarding CIT. LACEY PARTNER	0.20	65.00
06/02/04	Telephone conference with Mr. Hoffman regarding CIT and positions regarding administrative matters. LACEY PARTNER	0.20	65.00
06/02/04	Revise e-mail to Prentice O'Leary regarding CIT. LACEY PARTNER	0.40	130.00

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06/03/04	Review ECF filing from Geoff Manoil and mark for filing. MCGEE	0.20	27.00
		PARALEGAL	
06/07/04	Update and distribute weekly calendar (.3); telephone conference with John Melissinos regarding numbering claims (.2). MCGEE	0.50	67.50
		PARALEGAL	
06/14/04	Update and distribute case calendar for this week. MCGEE	0.20	27.00
		PARALEGAL	
06/15/04	TELEPHONE CONFERENCE WITH Bombardia Capital regarding bases for their listing as creditor and receipt of notice of sale of Reno assets. MCGEE	0.20	27.00
		PARALEGAL	
06/21/04	Update and distribute case calendar (.4); review affidavit of service e-mailed from BMC - respond; message to Chasless Yancy-Hunter regarding same (.8). MCGEE	1.20	162.00
		PARALEGAL	
06/25/04	Review and mark pleadings from ECF notices from Geoff Manoil. MCGEE	0.20	27.00
		PARALEGAL	
06/28/04	Prepare and distribute case calendar (.3); TELEPHONE CONFERENCE WITH John Melissinos regarding Section 341 notices, debtors as DIPs, and uploading orders in anticipation of hearing (.2); field calls from creditors (1.0); letter to Judy at El Dorado Tax Collector with Alliance Lumber motion (.2). MCGEE	1.70	229.50
		PARALEGAL	

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	TOTAL - Case Administration	-----	-----
		12.10	2,507.50
B130	Asset Disposition		
05/01/04	[Crown] Read e-mail from John S. regarding revised Reno APA; brief review of Reno APA. LACEY PARTNER	0.30	97.50
05/19/04	Telephone call from C. Lipoff, Hilco, regarding interest in lumber yards; conference with A. Lacey regarding same. MARTIN PARTNER	0.20	51.00
06/08/04	Review multiple e-mails regarding Reno Sale Motion, filing of same, and hearing date. LACEY PARTNER	0.70	227.50
06/08/04	Telephone conference with Mr. Sparacino regarding timing of hearing on Reno Sale Motion and release issues regarding Alliance Transaction. LACEY PARTNER	0.90	292.50
06/09/04	Review Reno Sale Motion. LACEY PARTNER	0.90	292.50
06/09/04	File Reno sale motion; message to Court requesting hearing. MCGEE PARALEGAL	0.60	81.00
06/10/04	TELEPHONE CONFERENCE WITH Basil Umari regarding hearing date; upon receipt, transmit message from Janet Smith with hearing date to Basil Umari; follow-up call to Mr. Umari; serve notice and motion on e-mail entities. MCGEE PARALEGAL	0.80	108.00

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06/11/04	Draft Certificate of Service by e-mail for Reno sale motion and notice. MCGEE PARALEGAL	0.50	67.50
06/14/04	Review draft APA regarding Saw Mills; review procedures proposed; e-mail regarding out of court auctions. LACEY PARTNER	1.80	585.00
06/14/04	Telephone conference with Mr. Sparacino regarding sale procedures regarding Mills and regarding Alliance, court dates, etc. LACEY PARTNER	0.90	292.50
06/14/04	Telephone conferences with various creditors with questions regarding Reno Sales Motion. LACEY PARTNER	0.90	292.50
06/14/04	Finalize and file Certificate of Service regarding motion and notice on Reno sale (.4); field calls from creditors (.4). MCGEE PARALEGAL	0.80	108.00
06/15/04	Telephone conference with Mr. Sparacino regarding timing of hearing, court's availability on July 13, and noticing issues. LACEY PARTNER	0.50	162.50
06/16/04	Review message from Courtroom Deputy regarding timing of sale of Phoenix assets; draft Order shortening notice period (.5); field calls from creditors (.4); organize file (.3). MCGEE PARALEGAL	1.20	162.00

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06/17/04	Field calls from creditors (.5); send motion with Asset Purchase Agreement to J.L. Boze of Production Framing (.2). MCGEE PARALEGAL	0.60	81.00
06/18/04	Message to Ms. Lacey regarding shortening notice; work over motion and notice. MCGEE PARALEGAL	0.60	81.00
06/21/04	Telephone conference with Ms. McGee regarding results of hearing and send e-mail regarding proposed bid procedures dates to Mr. Sparacino. LACEY PARTNER	0.20	65.00
06/21/04	Telephone conference with Mr. Sparacino regarding timing of Alliance sale motion and bid procedures motion. LACEY PARTNER	0.80	260.00
06/21/04	TELEPHONE CONFERENCE WITH Ms. Lacey regarding hearing this morning; message to John Sparacino regarding bid procedures and potential hearing date. MCGEE PARALEGAL	0.30	40.50
06/22/04	Review notice of sale motion, review motion to shorten, notice and order. LACEY PARTNER	0.40	130.00
06/22/04	Field creditor calls from notice of sale of Reno assets (.3); scan in and file affidavit of service by BMC regarding notice of hearing on sale of Reno assets (.3); finalize and file motion to sell Phoenix (Alliance) assets; conference Ms. Lacey; update motion to shorten (.5); revise and finalize motion to shorten notice period on sale of Phoenix	2.10	283.50

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	assets; lodge order; file notice of hearing regarding Phoenix assets (1.0). MCGEE PARALEGAL		
06/23/04	Serve motion to shorten notice regarding sale of Alliance Lumber (Phoenix assets) on parties. MCGEE PARALEGAL	0.50	67.50
06/24/04	Field calls from creditors. MCGEE PARALEGAL	0.50	67.50
06/25/04	Field calls from creditors (.5); review Affidavit of Service of BMC regarding Alliance Lumber sale; scan and file with Court (.9). MCGEE PARALEGAL	1.40	189.00
	TOTAL - Asset Disposition	----- 18.40	----- 4,085.00
B140	Relief from Stay/Adq Prot. Proceedings		
05/17/04	Review e-mails regarding order on KERP motion and adequate protection stipulation. LACEY PARTNER	0.80	260.00
05/18/04	Confer with Mr. Melissinos and Mr. Dietrich regarding preparation for KERP hearing and hearing regarding lift of stay. LACEY PARTNER	0.90	292.50
05/18/04	Attend hearing regarding KERP and continuance regarding lift of stay. LACEY PARTNER	0.80	260.00
06/16/04	E-mails from Ms. McGee regarding GMAC request for stay lift on returned vehicles; draft and send e-mail to Brandon Works and John M. requesting	0.30	97.50

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	authority. LACEY	PARTNER		
06/16/04	TELEPHONE CONFERENCE WITH Karen, Waterfall Economidis, regarding GMAC liens on vehicles - 2 surrendered to GMAC, need stipulation to relief from stay as to those 2 vehicles; message to Ms. Lacey. MCGEE	PARALEGAL	0.30	40.50
06/17/04	Review letter from bankruptcy analyst at GECC regarding copier leases; review docket for GECC counsel of record - no appearance. MCGEE	PARALEGAL	0.40	54.00
06/18/04	Conference with Ms. Lacey and message to Karen Kaiser regarding Michelle Tong to send stipulation for relief on 2 vehicles surrendered to GMAC. MCGEE	PARALEGAL	0.20	27.00
06/21/04	Attend hearing regarding Noteholders' Motion for Relief Status Hearing and report to court. LACEY	PARTNER	0.80	260.00
	TOTAL - Relief from Stay/Adq Prot. Procee		4.50	1,291.50
	B160 Fee/Employment Applications			
05/01/04	[Crown] Review Notice of Declaration of Steve Deitrich regarding fee applications. LACEY	PARTNER	0.20	65.00
05/03/04	[Crown Pac] Review noteholders reservation of rights regarding Interim Fee Applications. LACEY	PARTNER	0.20	65.00

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05/10/04	Review monthly fee statements filed by Andrews and Kurth, Ball Janik, Mesch Clark, OM. LACEY	0.50	162.50	PARTNER
05/17/04	Review order granting fees, adding exhibits to stipulation, and Welco motion to assume and assign Telepacific Comm contract; review weekly calendar; summary review of March interim. LACEY	0.80	260.00	PARTNER
05/24/04	Review and response to e-mail regarding CIT conflict waiver regarding Crown Pacific representation. LACEY	0.40	130.00	PARTNER
05/25/04	Telephone conference with Mr. Steele regarding finalizing CIT conflict waiver on Crown Pacific; conference with Ms. Farnen regarding same. LACEY	0.50	162.50	PARTNER
05/25/04	Telephone conference with Prentice O'Leary, counsel for CIT in Crown Pacific case regarding finalizing CIT conflict waiver. LACEY	0.50	162.50	PARTNER
06/03/04	Determine outstanding Osborn Maledon fees and costs and communicate with Barb Clarke at Osborn Maledon, P.A.. MCGEE	0.80	108.00	PARALEGAL
06/18/04	Message to accounting for statement for May for filing with Court; Donna White to send interoffice. MCGEE	0.20	27.00	PARALEGAL

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06/21/04	Review and mark prebill. MCGEE	PARALEGAL	0.20	27.00
06/24/04	E-correspond with Accounting regarding statement for May 2004 regarding format and status (.3); prepare analysis of May statement for submission to Court pursuant to Knudsen Order; prepare cover sheet; prepare notice (2.7). MCGEE	PARALEGAL	3.00	405.00
06/25/04	Finalize, file and serve Stinson Morrison Hecker LLP May Fee Statement. MCGEE	PARALEGAL	1.00	135.00
	TOTAL - Fee/Employment Applications		8.30	1,709.50
B185	Assumption/Rejection of Leases/Contracts			
05/05/04	Message from Ardie Baer re filing Notice of Withdrawal of rejection of lease with Douglas County, Inc., and Stipulation and Order on same; message to Mr. Baer on changes; finalize and file notice and stipulation and upload order. MCGEE	PARALEGAL	0.70	94.50
	TOTAL - Assumption/Rejection of Leases/Co		0.70	94.50
	TOTAL - Administration		44.00	9,688.00
	Claims and Plan			
B310	Claims Administration and Objections			

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05/04/04	Respond to Chasless Yancy-Hunter's request for copies of claims filed by officers of CP entities; identify claims filed by officers of CP entities; letter to Chasless Yancy-Hunter with copies of claims. MCGEE PARALEGAL	1.90	256.50
06/02/04	Review and respond to John Melissinos' message re numbering on claims register. MCGEE PARALEGAL	0.20	27.00
06/04/04	Work on updating claims register (1.3); message to John Melissinos (.2). MCGEE PARALEGAL	1.50	202.50
06/08/04	Review Alliance release and Arizona case law regarding release of possible future claims and treatment of such provisions. LACEY PARTNER	2.90	942.50
06/09/04	Review message from John Melissinos (.1); identify Fox claim and transmit to Mr. Melissinos (.4); work on claims register (.2). MCGEE PARALEGAL	0.70	94.50
06/10/04	Continued work on claims register; transmit to John Melissinos. MCGEE PARALEGAL	1.30	175.50
06/15/04	Work on changes to claims register. MCGEE PARALEGAL	1.10	148.50
06/25/04	Phone conference with Brandon Works regarding claims register (.2); work on claims register and send to Brandon (.5). MCGEE PARALEGAL	0.70	94.50
	TOTAL - Claims Administration and Objecti	10.30	1,941.50

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CHAPTER 11 BANKRUPTCY
INVOICE # *****

TOTAL - Claims and Plan	----- 10.30	----- 1,941.50
TOTAL SERVICES ALL TASKS		11,629.50

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INVOICE # *****

DISBURSEMENTS ADVANCED THROUGH JUNE 30, 2004

DATE	DESCRIPTION	AMOUNT
Photocopies		
05/07/04	Photocopies , 315 copies by Austin, Dana	63.00
05/10/04	Photocopies , 216 copies by Austin, Dana	43.20
05/17/04	Photocopies , 106 copies by Austin, Dana	21.20
05/27/04	Photocopies , 30 copies by Austin, Dana	6.00
05/27/04	Photocopies , 206 copies by Austin, Dana	41.20
Total Photocopies		----- 174.60
TOTAL DISBURSEMENTS		----- 174.60
TOTAL SERVICES AND DISBURSEMENTS		11,804.10

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SUMMARY BY COST CATEGORY

Photocopies	174.60

TOTAL DISBURSEMENTS	174.60
	=====

SUMMARY - BY CATEGORY

Administration	CURRENT
Case Administration	
Asset Disposition	2,507.50
Relief from Stay/Adq Prot. Proceedings	4,085.00
Fee/Employment Applications	1,291.50
Assumption/Rejection of Leases/Contracts	1,709.50
	94.50
TOTAL - Administration	-----
	9,688.00
Claims and Plan	
Claims Administration and Objections	1,941.50
TOTAL - Claims and Plan	-----
	1,941.50

TOTAL SERVICES	11,629.50
	=====

JOHN SPARACINO
ANDREW KURTH LLP
600 TRAVIS, SUITE 4200
HOUSTON, TX 77002-3090

July 23, 2004
803885-0002
INVOICE # *****
ALISA C LACEY

RE: CHAPTER 11 BANKRUPTCY

For Services Rendered Through June 30, 2004	11,629.50
For Disbursements Advanced Through June 30, 2004	174.60
Total Due	----- 11,804.10 =====

PLEASE RETURN THIS REMITTANCE COPY WITH YOUR PAYMENT

**EXHIBIT B
Crown Pacific Entities**

SUMMARY OF FEES

Timekeeper:	C. T. Ashworth					
2004 Billing Rate	\$375.00					
Billing Month:	Mar-04	Apr-04	May-04	Jun-04		Total
Asset Analysis.	-	-	-	-	-	-
Asset Disposition.	-	-	-	-	-	-
Bus. Operations.	-	-	-	-	-	-
Case Adm.	-	-	-	-	-	-
Claims Adm.	-	-	-	-	-	-
Fee Apps.	-	-	-	-	-	-
Fee Obj.	-	-	-	-	-	-
Financing	-	-	-	-	-	-
Gen. Litigation	-	-	-	-	-	-
Meeting of Cred.	-	-	-	-	-	-
Plan & Disclosure Stmt	-	-	-	-	-	-
Relief from Stay	-	-	-	-	-	-
Tax and Accounting	-	-	-	-	-	-
Valuation	-	-	-	-	-	-
Total Hours	-	-	-	-	-	-
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00		\$0.00
Timekeeper:	A. C. Lacey					
2004 Billing Rate	\$325.00					
Billing Month:	Mar-04	Apr-04	May-04	Jun-04		Total
Asset Analysis.	-	-	-	-	-	-
Asset Disposition.	-	-	0.30	8.00	-	8.30
Bus. Operations.	-	-	-	-	-	-
Case Adm.	-	-	3.60	1.00	-	4.60
Claims Adm.	-	-	-	2.90	-	2.90
Exclusivity Litigation	-	-	-	-	-	-
Fee Apps.	-	-	3.10	-	-	3.10
Fee Obj.	-	-	-	-	-	-
Financing	-	-	-	-	-	-
Gen. Litigation	-	-	-	-	-	-
Meeting of Cred.	-	-	-	-	-	-
Plan & Disclosure Stmt	-	-	-	-	-	-
Relief from Stay	-	-	2.50	1.10	-	3.60
Tax and Accounting	-	-	-	-	-	-
Valuation	-	-	-	-	-	-
Total Hours	-	-	9.50	13.00	-	22.50
Total Fees	\$0.00	\$0.00	\$3,087.50	\$4,225.00		\$7,312.50

**EXHIBIT B
Crown Pacific Entities**

Timekeeper						
2004 Billing Rate						
Billing Month:	Mar-04	Apr-04	May-04	Jun-04	Total	
B. Martin						
\$255.00						
Asset Analysis.	-	-	-	-	-	
Asset Disposition.	-	-	0.20	-	0.20	
Bus. Operations.	-	-	-	-	-	
Case Adm.	-	-	-	-	-	
Claims Adm.	-	-	-	-	-	
Fee Apps.	-	-	-	-	-	
Fee Obj.	-	-	-	-	-	
Financing	-	-	-	-	-	
Gen. Litigation	-	-	-	-	-	
Meeting of Cred.	-	-	-	-	-	
Plan & Disclosure Stmt	-	-	-	-	-	
Plan & DS Litigation	-	-	-	-	-	
Relief from Stay	-	-	-	-	-	
Tax and Accounting	-	-	-	-	-	
Valuation	-	-	-	-	-	
Total Hours	-	-	0.20	-	0.20	
Total Fees	\$0.00	\$0.00	\$51.00	\$0.00	\$51.00	
W. Stapleton						
\$250.00						
Billing Month:	Mar-04	Apr-04	May-04	Jun-04	Total	
Asset Analysis.	-	-	-	-	-	
Asset Disposition.	-	-	-	-	-	
Bus. Operations.	-	-	-	-	-	
Case Adm.	-	-	-	-	-	
Claims Adm.	-	-	-	-	-	
Fee Apps.	-	-	-	-	-	
Fee Obj.	-	-	-	-	-	
Financing	-	-	-	-	-	
Gen. Litigation	-	-	-	-	-	
Injunction Litigation	-	-	-	-	-	
Meeting of Cred.	-	-	-	-	-	
Plan & Disclosure Stmt	-	-	-	-	-	
Plan & Disclosure Stmt L	-	-	-	-	-	
Relief from Stay	-	-	-	-	-	
Tax and Accounting	-	-	-	-	-	
Valuation	-	-	-	-	-	
Total Hours	-	-	-	-	-	
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	

**EXHIBIT B
Crown Pacific Entities**

Timekeeper	R. McGee				
2004 Billing Rate	\$135.00				
Billing Month:	Mar-04	Apr-04	May-04	Jun-04	Total
Asset Analysis.	-	-	-	-	-
Asset Disposition.	-	-	-	9.90	9.90
Assumption/Rejection	-	-	0.70	-	0.70
Bus. Operations.	-	-	-	-	-
Case Adm.	-	-	3.00	4.50	7.50
Claims Adm.	-	-	1.90	5.50	7.40
Fee Apps.	-	-	-	5.20	5.20
Fee Obj.	-	-	-	-	-
Financing	-	-	-	-	-
Gen. Litigation	-	-	-	-	-
Meeting of Cred.	-	-	-	-	-
Plan & Disclosure Stmt	-	-	-	-	-
Relief from Stay	-	-	-	0.90	0.90
Tax and Accounting	-	-	-	-	-
Valuation	-	-	-	-	-
Total Hours	-	-	5.60	26.00	31.60
Total Fees	\$0.00	\$0.00	\$756.00	\$3,510.00	\$4,266.00
TOTAL HOURS	-	-	15.30	39.00	54.30
TOTAL FEES	\$0.00	\$0.00	\$3,894.50	\$7,735.00	\$11,629.50

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