

Docket #: 1037

EXHIBIT C

**COMPENSATION BY PROJECT CATEGORY
FOR THE PERIOD
JANUARY 7, 2003 THROUGH JULY 1, 2003**

Project Category	Total Hours	Total Fees
General Case Administration	188.10	\$77,648.00
Akin Gum Fee Applications	47.20	\$9,954.00
Analysis of Other Professionals Fee Applications	29.60	\$9,534.00
Review of Schedules and SOFAs	1.40	\$875.00
Retention of Professionals	288.20	\$107,526.50
Creditors Committee Meeting	103.00	\$53,128.00
Court Hearings	174.20	\$72,180.50
Financial Reports and Analysis	4.10	\$1,469.00
DIP and Exit Financing	127.70	\$31,167.00
Executory Contracts/License Agreements	20.00	\$7,191.00
General Claims Analysis/Claims Objections	90.30	\$31,990.00
Analysis for Prepetition Transactions	11.40	\$6,353.50
Analysis of Secured Claim	64.40	\$25,123.00
Lift Stay Motions	8.20	\$2,078.00
General Adversary Proceedings/Insurance Issues	262.30	\$113,930.50
Tax Issues	15.90	\$6,201.00
Labor Issues	56.70	\$24,342.00
Real Estate Issues	13.10	\$3,049.00
Exclusivity	1.30	\$422.50
Plan and Disclosure Statement	538.30	\$255,813.50
Asset/Stock Transactions/Business Liquidation	1.80	\$676.00

Project Category	Total Hours	Total Fees
Travel (billed at 50% of actual time)	55.20	\$22,759.00
TOTAL	2,102.40	\$863,411.00

**AKIN GUMP
STRAUSS HAUER & FELD LLP**

Attorneys at Law

FOCAL COMMUNICATIONS CORPORATION
ATTN: M. JAY SINDER
200 NORTH LASALLE STREET
CHICAGO, IL 60601

Invoice Number 710580
Invoice Date 02/28/03
Client Number 601361
Matter Number 0001

Re: CREDITORS COMMITTEE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 01/31/03 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	66.00	\$34,332.50
0006	Retention of Professionals	144.50	\$50,935.00
0007	Creditors Committee Meetings	37.30	\$19,530.00
0008	Court Hearings	23.60	\$9,946.50
0009	Financial Reports and Analysis	0.60	\$195.00
0010	DIP and Exit Financing	4.40	\$2,186.00
0011	Executory Contracts/License Agreements	2.10	\$786.50
0012	General Claims Analysis/Claims Objections	18.90	\$8,035.00
0013	Analysis of Pre-Petition Transactions	10.10	\$5,931.00
0015	Analysis of Secured Claims/Adequate Protection Issues	64.00	\$24,967.00
0017	General Adversary Proceedings and Other Litigations	0.50	\$195.00
0019	Labor Issues/Employee Benefits	17.40	\$5,655.00
0020	Real Estate Issues/Leases	0.60	\$174.00
0022	Plan and Disclosure Statement and Plan Related Documentation	14.20	\$5,038.50
0025	Travel	8.75	\$3,941.25
	TOTAL	<u>412.95</u>	<u>\$171,848.25</u>

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/07/03	MSS	0002 Reviewing first days.	1.50
01/08/03	MSS	0002 T/c's w/Akin team re strategy.	0.60
01/08/03	MSS	0002 E-mails w/Chanin re various issues.	0.30
01/08/03	JLG	0002 Review pleadings and documents re: first day motions.	0.40
01/09/03	MSS	0002 Reviewing First day pleadings.	3.80
01/09/03	MSS	0002 T/c's w/Akin team re status and strategy.	0.40
01/09/03	MSS	0002 T/c's w/Debtors counsel re various issues.	0.30
01/09/03	PS	0002 Office conference MS and AH re case (.3); telephone call with debtors' counsel re same (.2).	0.50
01/09/03	AH	0002 FOCAL: Coordination of administrative matters including contacts and distribution lists	0.80
01/10/03	MSS	0002 T/c's w/Debtor's counsel re various issues.	0.40
01/10/03	MSS	0002 Reviewing relevant docs.	1.30
01/10/03	PS	0002 Review documents re objections to pending motions.	0.60
01/10/03	JLG	0002 Conference with M. Stamer and A. Hill re: cash collateral, KERP Plan and retention of Miller Buckfire.	0.20
01/10/03	JLG	0002 Review pleadings and documents re: first day motions, including KERP motion, application to employ Miller Buckfire and cash collateral.	2.70
01/10/03	JLG	0002 Telephone conference with professionals, M. Stamer and A. Hill re: valuation issues, plan and disclosure statement and retention issues.	0.40
01/10/03	JLG	0002 Conference with M. Stamer and A. Hill re: objections to cash collateral, KERP Plan and Miller Buckfire application; review pleadings re: same.	0.40
01/10/03	JLG	0002 Legal research re: 11 U.S.C. section 367 and 363.	0.50
01/10/03	JLG	0002 Telephone conference with B. Addy, M. Stamer and A. Hill re: status of case.	0.20
01/12/03	JLG	0002 Review pleadings re: proposed KERP plan and application to employ Miller Buckfire.	0.50
01/13/03	JLG	0002 Review pleadings and documents re: KERP, applications to employ professionals, utility motion and rejection motions.	1.30
01/14/03	MSS	0002 Revising objections to first day pleadings.	2.80
01/14/03	JLG	0002 Conference with M. Stamer and A. Hill re: status of case and objections to first day motions.	0.40
01/14/03	JLG	0002 Conference with A. Hill re: objections to KERP motion and objection to cash collateral.	0.40
01/15/03	MSS	0002 Reviewing research re 327(e) retention.	0.60
01/15/03	MSS	0002 Reviewing and revising objections to first day.	2.50
01/15/03	PCS	0002 Review first day motions.	1.20
01/15/03	PCS	0002 Meeting with A. Hill re: litigation issues.	0.30
01/15/03	PS	0002 Prepare organizational documents.	0.40
01/15/03	JLG	0002 Conference with M. Stamer re: cash collateral objection and objections to KERP and Miller Buckfire application.	0.30
01/15/03	JLG	0002 Review pleadings re: first day motions and potential objections thereto.	1.10
01/16/03	MSS	0002 Revising objections to first day motions.	10.10
01/16/03	PCS	0002 Meeting with R. Johnson re: objectives to 1st days..	0.30
01/16/03	JLG	0002 Meeting with M. Stamer and A. Hill re: status of case, Debtor's presentation to creditors committee and first day motions (.2); review documents re: same (.3).	0.40
01/16/03	JLG	0002 Conferences with A. Hill re: KERP motion and application to employ Miller Buckfire and objections to same.	0.40
01/16/03	JLG	0002 Review and revise objections Miller Buckfire and KERP motion.	0.60
01/16/03	JLG	0002 Review pleadings and documents re: rejection motions and application to employ Kirkland and Ellis.	0.60
01/17/03	MSS	0002 Reviewing and revising objections to 5 motions.	3.80
01/17/03	MSS	0002 T/c's w/Debtor's counsel re various issues.	0.40
01/17/03	PCS	0002 Call with M. Stamer and counsel to Miller Buckfire.	0.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
01/17/03	JLG	0002	Review objection to KERP motion and to application of Miller Buckfire.	0.80
01/21/03	MSS	0002	T/c's w/Debtor's counsel re various open issues.	0.50
01/21/03	MSS	0002	T/c's and E-mails w/comm members re same.	0.70
01/21/03	MSS	0002	Conf's w/Akin team members re same.	0.50
01/21/03	PCS	0002	Calls with A. Hill re: KERP motion.	0.30
01/22/03	MSS	0002	T/c's w/Debtors counsel re same.	0.80
01/22/03	MSS	0002	Reviewing and revising confidentiality agreement.	1.20
01/22/03	MSS	0002	T/c's w/US Trustee re various issues.	0.40
01/22/03	CP	0002	Reviewed and revised committee confidentiality agreement (1.1); conf. with M. Stamer re same (.1).	1.20
01/23/03	JLG	0002	Meeting with Debtor representatives and M. Stamer re: status of case and other issues.	0.40
01/23/03	SLA	0002	Correspond with J. Gold regarding claim assignment language.	0.30
01/24/03	JLG	0002	Review pleadings re: Debtors utility motion and objections to same.	0.90
01/27/03	MSS	0002	Conf. w/J. Gold re various open issues.	0.50
01/27/03	MSS	0002	Reviewing and revising CA.	0.70
01/27/03	MSS	0002	T/c's w/Debtors counsel re CA.	0.30
01/27/03	MSS	0002	Reading spreadsheet re proposals.	0.40
01/27/03	PCS	0002	Call with A. Hill re: KERP objection.	0.20
01/27/03	JLG	0002	Meeting with M. Stamer re: status of case and strategy for going forward (.3); conference with A. Hill re: status of case (.2).	0.50
01/27/03	AH	0002	Research re: motion to dismiss chapter 11 cases (1.1); research re: discovery requests for motion to dismiss (.8)	1.90
01/27/03	AH	0002	Review of proposed confidentiality agreement	0.60
01/28/03	MSS	0002	Meeting w/litigation team re litigation strategy.	1.10
01/28/03	MSS	0002	Conf. w/D. Botter re conf agreement.	0.20
01/28/03	MSS	0002	Conf's w/A. Hill re various issues.	0.30
01/28/03	JLG	0002	Review documents and pleadings re: general docket review.	0.40
01/28/03	JLG	0002	Review and revise motion for admission pro hac vice for J. Gold.	0.40
01/29/03	MSS	0002	T/c's w/Debtors' counsel re various confidentiality issues.	0.50
01/29/03	DHB	0002	Review confidentiality agreement and changed versions and made further revisions and redraft same (.7); various office conferences with M. Stamer regarding same (.5); telephone conference with debtors counsel regarding same (.3).	1.80
01/29/03	JLG	0002	Review documents re: Debtor's utility motion.	0.40
01/29/03	JLG	0002	Conference with M. Stamer re: status of case; committee by-laws and Buckfire deposition; review documents re: same.	0.30
01/29/03	JLG	0002	Draft committee by-laws.	0.70
01/29/03	AH	0002	Review of proposed confidentiality agreement	0.70
01/30/03	MSS	0002	Reviewing and drafting response to E-mails re confidentiality.	0.50
01/30/03	MSS	0002	T/c's w/Debtors' counsel re same.	0.60
01/31/03	MSS	0002	T/c w/Debtors' counsel re confidentiality issues.	0.20
01/31/03	JLG	0002	Draft Committee by-laws.	0.50
01/31/03	JLG	0002	Review documents and pleadings re: general docket review.	0.40
01/08/03	KK	0006	Telephone call with M. Stamer to discuss litigation issues.	1.10
01/09/03	PS	0006	Review and prepare documents re AG's retention.	1.30
01/09/03	JLG	0006	Application to employ professionals (.6).	0.60
01/10/03	PS	0006	Review and prepare documents re AG's retention.	0.40
01/10/03	AH	0006	Further analysis of first day retention motions (.9); review of Chanin analysis of Focal KERP (.6)	1.50
01/13/03	MSS	0006	Conf's w/A. Hill, R. Johnson and K. Koopersmith re Chanin issues.	0.50
01/13/03	MSS	0006	Conf call w/AH, RJ and KK and Chanin reps re retention issues.	0.80
01/13/03	MSS	0006	T/c's w/Chanin reps re retention issues.	0.40
01/13/03	KK	0006	Meet with litigators regarding document demand regarding Buckfire and deposition of Buckfire.	1.10
01/13/03	KK	0006	Meet with M. Stamer and R. Johnson (1.0); discuss research regarding contacting former employees (.4).	1.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/13/03	PCS	0006 Meeting with A. Hill re financial advisor objection.	0.40
01/13/03	AH	0006 Drafting of objection to Debtors' motion to retain Miller Buckfire (4.9); legal research re: same (2.2)	7.10
01/14/03	KK	0006 Review status of objections and litigation issues with Akin Gump attorneys.	0.30
01/14/03	PCS	0006 Confer with A. Hill re: financial advisor objection.	0.20
01/14/03	PCS	0006 Review draft objection to MLB retention.	0.40
01/14/03	AH	0006 Revisions to financial advisor objection (2.2); drafting of objection to Kirkland and Ellis retention (4.1); legal research re: same (2.5)	8.80
01/14/03	HK	0006 Confer w/ Robert Johnson regarding research project	0.40
01/14/03	HK	0006 Research re: whether, under Delaware and Illinois law, an attorney can have ex parte communications with former employees of adversary	3.20
01/14/03	HK	0006 Confer w/ Robert Johnson regarding ethical implications of ex parte communications with former employees of adversary	0.20
01/14/03	HK	0006 Confer w/ Robert Johnson and Kim Koopersmith regarding ethical implications of ex parte communications with former employees of adversary	0.40
01/14/03	HK	0006 Research re: application of 18 U.S.C. 201 anti-witness bribery statute to "consultant" or "advisor" arrangements	1.20
01/14/03	HK	0006 Research re: ex parte communications with former employees under New York and New Jersey law	0.70
01/14/03	HK	0006 Drafting memo to Robert Johnson regarding research	0.70
01/15/03	PCS	0006 Researching discovery issues.	1.40
01/15/03	PCS	0006 Drafting subpoenas and discovery requests.	2.00
01/15/03	PCS	0006 Calls with H. Kim re; ex parte communications.	0.20
01/15/03	PS	0006 Review and prepare documents re AG's retention.	2.10
01/15/03	AH	0006 Review of draft subpoenas re: Miller Buckfire (.4)	0.40
01/15/03	AH	0006 Further revisions to financial advisor objection (1.5); review of 10-K and plan re: board of directors and company control (1.8); revisions to Kirkland and Ellis rejection (1.3)	4.60
01/15/03	HK	0006 Research re: choice of law analysis with respect to ethical rules	0.40
01/15/03	HK	0006 Research re: procedure to issue subpoena to depose witness outside district	0.80
01/16/03	PCS	0006 Preparation of discovery requests concerning Miller Buckfire.	1.00
01/16/03	PS	0006 Review and prepare documents re retention application and related documents.	2.20
01/16/03	AH	0006 Further drafting of objection to Miller Buckfire retention (1.3); revisions re: same (.9); Further drafting of objection to Kirkland retention (2.6); revisions re: same (1.1); phone with R. White re: disposition of Focal stock (.2); review of public disclosures re: same (.4);	6.50
01/17/03	RAJ	0006 Review Miller Buckfire subpoena and document requests.	0.40
01/17/03	MSS	0006 T/c w/counsel for Banks re obj.	0.30
01/17/03	MSS	0006 T/c w/rep's from Miller Buchfire re objection and discovery.	0.60
01/17/03	PCS	0006 Revision of discovery requests concerning Miller Buckfire.	2.90
01/17/03	PCS	0006 Calls with Miller Buckfire counsel.	0.20
01/17/03	PCS	0006 Draft letter to Miller Buckfire counsel re: depositions.	0.60
01/17/03	PCS	0006 Meeting with R. Johnson re: MBL depositions.	0.20
01/17/03	PCS	0006 Calls with A. Hill re: MBL depositions.	0.40
01/17/03	PS	0006 Review and prepare documents re retention application and related documents.	3.10
01/17/03	AH	0006 Final revisions to objection re: Miller Buckfire retention (1.3); review of discovery requests (.6); phone with P. Schmitter re: same (.2); drafting of memorandum to Committee re: same (.4)	2.50
01/20/03	PS	0006 Review and prepare documents re retention application and related documents.	2.30
01/20/03	AH	0006 Final revisions to Kirkland and Ellis objection (.8)	0.80
01/21/03	KK	0006 Review subpoena and document request to Buckfire.	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/21/03	PS	0006 Review and prepare documents re AG retention application and related documents.	2.90
01/21/03	AH	0006 Drafting of application to retain Akin Gump (1.9)	1.90
01/22/03	MSS	0006 T/c's w/K&E reps re retention issues.	0.40
01/22/03	PCS	0006 Calls with A. Hill, M. Stamer re; MBL subpoena.	0.40
01/22/03	PCS	0006 Finalization of subpoena and related documents.	1.70
01/22/03	PS	0006 Review and prepare documents re AG retention application and related documents.	1.90
01/22/03	AH	0006 Final revisions to K&E objection (1.1); preparation of exhibit re: same (.4); coordination of preparations for filing re: same (.2); Review of revised deposition request to Miller Buckfire (.8); review of CTA engagement letter (.9)	3.40
01/23/03	KK	0006 Review status of outstanding litigation issues with Akin Gump attorneys.	0.40
01/23/03	PCS	0006 Calls with A. Hill re: litigation issues.	0.30
01/23/03	AH	0006 Revisions to Akin Gump retention application (.6); revisions to Stamer affidavit (.4); review of conflict check (.9)	1.90
01/24/03	PCS	0006 Calls with M. Wiles re; MBL hearing.	0.30
01/24/03	AH	0006 Further revisions to Akin Gump application (.8); conference with P. Sprofera re: same (.3); drafting of application to retain Chanin and CTA as financial advisors (2.6); review of CTA engagement letter (.6)	4.30
01/25/03	MSS	0006 Reviewing and revising retention application.	0.50
01/27/03	PCS	0006 Confer with H. Kim regarding deposition of Qazi Fazal.	0.50
01/27/03	PS	0006 Review and prepare retention documents.	0.60
01/27/03	AH	0006 Final revisions to Akin Gump retention application (.5); email to Committee re: same (.1)	0.60
01/27/03	HK	0006 Confer w/ Patrick Schmitter regarding deposition of Miller Buckfire employee Qazi Fazal	0.30
01/27/03	HK	0006 Review pleadings in preparation for drafting deposition outline for deposition of Qazi Fazal	1.30
01/27/03	HK	0006 Drafting deposition outline for deposition of Miller Buckfire employee Qazi Fazal	2.90
01/28/03	MSS	0006 T/c's w/bh's and Chanin re status of negot.	1.10
01/28/03	PCS	0006 Meeting with R. Johnson re: 2004 discovery request.	0.30
01/28/03	PCS	0006 Review response to subpoena.	0.60
01/28/03	PCS	0006 Meetings with H. Kim regarding Fazal deposition.	0.50
01/28/03	JLG	0006 Review pleadings re: utility motion and objections, Kirkland and Ellis application and Miller Buckfire application.	1.30
01/28/03	AH	0006 Drafting of application to retain Chanin and CTA as financial advisors (3.0); final revisions to Akin Gump retention application (1.3); coordination of preparations for filing re: same (.3)	4.60
01/28/03	AH	0006 Review of Miller Buckfire response to deposition request (.8); conference with litigators re: same (1.1); conference with P. Schmitter re: timing issues (.2)	2.10
01/28/03	HK	0006 Drafting deposition outline for deposition of Miller Buckfire employee Qazi Fazal	3.20
01/29/03	RAJ	0006 Review MBL's response to subpoena.	0.30
01/29/03	MSS	0006 Finalize Miller Buckfire obj's.	0.50
01/29/03	MSS	0006 T/c's w/Counsel for Debtors and MBL re same.	0.30
01/29/03	KK	0006 Discuss 2004 request with P. Schmitter and R. Johnson.	0.40
01/29/03	PCS	0006 Calls with A. Hill and M. Stamer re: 2004 request.	0.60
01/29/03	PCS	0006 Meetings with K. Koopersmith and R. Johnson.	0.50
01/29/03	PCS	0006 Drafting document requests re MBL objection.	0.40
01/29/03	PCS	0006 Preparation for Fazal deposition.	1.30
01/29/03	PS	0006 Review documents re retention application.	0.40
01/29/03	JLG	0006 Review pleadings re: application to employ Miller Buckfire and objection to same and related discovery.	0.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/29/03	JLG	0006 Review Kirkland & Ellis employment applications and related objections.	0.90
01/29/03	AH	0006 Final revisions to Miller Buckfire objection (.9); coordination of filing re: same (.3)	1.20
01/29/03	HK	0006 Drafting deposition outline for deposition of Miller Buckfire employee Qazi Fazal	1.30
01/30/03	RAJ	0006 Draft application for Rule 2004 examinations.	2.10
01/30/03	RAJ	0006 Draft document requests re: 2004 examination.	1.70
01/30/03	RAJ	0006 Analyze 10-K and 10-Q for information on prior restructuring.	1.90
01/30/03	RAJ	0006 Analyze Proposed Plan and Disclosure Statement regarding terms of proposed restructuring.	1.20
01/30/03	KK	0006 Review discovery issues with Akin Gump attorneys.	0.20
01/30/03	PCS	0006 Calls with A. Hill and M. Stamer re: 2004 motion.	0.60
01/30/03	PCS	0006 Meetings with K. Koopersmith and R. Johnson.	0.50
01/30/03	PCS	0006 Calls with M. Stamer and A. Hill.	0.40
01/30/03	PCS	0006 Preparation for Fazal deposition.	2.50
01/30/03	AH	0006 Email to T. Currier re: filing of motion under seal (.2); conference with M. Stamer re: same (.1)	0.30
01/30/03	AH	0006 Review of revised Chanin engagement letter (.6)	0.60
01/31/03	RAJ	0006 Edit draft motion for 2004 examinations.	1.40
01/31/03	RAJ	0006 Analyze information in Disclosure Statement regarding October 2001 restructuring and sale of convertible secured notes.	1.70
01/31/03	RAJ	0006 Edit draft document requests.	0.80
01/31/03	RAJ	0006 Confer with K. Koopersmith re 2004 application.	0.40
01/31/03	RAJ	0006 Analyze financial projections in Disclosure Statement.	1.50
01/31/03	RAJ	0006 Confer with M. Stamer re his comments on draft document requests and 2004 application.	0.30
01/31/03	RAJ	0006 Further confer with K. Koopersmith re additional comments.	0.10
01/31/03	RAJ	0006 Revise draft document requests.	0.20
01/31/03	MSS	0006 Reviewing and revising discovery requests.	0.50
01/31/03	MSS	0006 T/c's w/Akin team re discovery issues.	0.30
01/31/03	KK	0006 Review and revise requests for discovery and discuss changes with R. Johnson (2.0); call with M. Stamer regarding same (.1).	2.10
01/31/03	PCS	0006 Preparation for Fazal deposition.	3.50
01/31/03	AH	0006 Review of 2004 motions and discovery requests (.8); conference with R. Johnson and M. Stamer re: same (.3)	1.10
01/07/03	MSS	0007 Reviewing materials in prep for Focal comm meeting; Traveling to Delaware; Participating in meeting.	4.50
01/07/03	MSS	0007 Participating in comm meeting.	0.50
01/07/03	MSS	0007 Conf's w/comm members after comm meeting.	0.50
01/07/03	AH	0007 Review of Chanin business overview (.6); assistance to creditors re: committee formational meeting (.8)	1.40
01/08/03	MSS	0007 T/c's w/bh's re status.	0.80
01/09/03	MSS	0007 T/c's w/Comm members re status strategy.	0.40
01/10/03	MSS	0007 Conf's w/Akin team in prep for comm call.	0.40
01/10/03	MSS	0007 Prep call w/Chanin re: committee call.	0.30
01/10/03	MSS	0007 T/c's w/bh's before and after call.	0.80
01/10/03	MSS	0007 Participating in comm call.	1.50
01/10/03	AH	0007 Preparation for committee conference call (.9); participation in Committee conference call (1.3)	2.20
01/13/03	MSS	0007 T/c's w/bh's re status.	0.70
01/13/03	AH	0007 Coordination of preparations for Thursday meeting with company	0.40
01/14/03	MSS	0007 T/c's w/Comm members re status.	0.50
01/14/03	MSS	0007 Conf's w/Akin team re same.	0.80
01/16/03	MSS	0007 Conf's w/Comm members re meetings w/Debtor.	0.80
01/16/03	MSS	0007 Comm meeting w/Debtors and then professionals on Madison Dearborn.	2.80
01/16/03	MSS	0007 Conf's w/Akin team members re same.	1.50

<u>Date</u>	<u>Tlpr</u>	<u>Task</u>	<u>Hours</u>
01/16/03	PCS	0007 Preparation for and attendance at meeting with Creditors Committee, Miller Buckfire and Chanin.	3.00
01/16/03	JLG	0007 Attend Debtor's presentation to creditors committee.	2.50
01/16/03	AH	0007 Participation in meeting between Committee and company	3.80
01/17/03	MSS	0007 Conf's w/Akin team re same.	0.70
01/17/03	MSS	0007 T/c's w/bh's re status.	0.40
01/22/03	AH	0007 Coordination of preparations for conference with Committee from Delaware (.3); email to Committee re: hearing status (.2)	0.50
01/23/03	MSS	0007 Meetings w/Debtors counsel re confidentiality agreement and plan issues.	1.70
01/23/03	MSS	0007 Participating in comm conf call.	0.50
01/24/03	MSS	0007 Conf calls w/Debtors counsel and banks counsel re same.	0.50
01/24/03	MSS	0007 T/c's w/bh's re status.	0.70
01/27/03	MSS	0007 Reviewing information in prep for comm call.	0.80
01/27/03	MSS	0007 Participating in comm call.	0.80
01/27/03	MSS	0007 T/c's w/bh's re status.	0.60
01/21/03	JLG	0008 Review pleadings and documents re: agenda letter for 1/23/03 hearing; review related pleadings re: same.	0.40
01/21/03	CTF	0008 Retrieve hearing docket for January 23, 2003.	0.10
01/22/03	MSS	0008 Conf's w/A. Hill and J. Gold re various hearing issues.	0.50
01/22/03	MSS	0008 Reviewing materials in prep for tomorrow's hearing.	2.20
01/22/03	MSS	0008 Outlining arguments for tomorrow's hearing.	1.80
01/22/03	AH	0008 Preparation for 1/23 hearing	4.10
01/22/03	CTF	0008 Retrieve various pleadings from court website for January 23 and 24, 2003 hearings.	1.80
01/22/03	CTF	0008 Prepare hearing binder and index for January 23, 2003 (.60); Prepare hearing binder and index for January 24, 2003 (1.10).	1.70
01/23/03	MSS	0008 Reviewing materials in prep for hearings.	2.30
01/23/03	MSS	0008 Participation in hearing on various motions.	1.80
01/23/03	JLG	0008 Attend hearing re: cash collateral, severance issues for employees of the debtor and rejection of DSL contracts.	2.40
01/23/03	JLG	0008 Review pleadings and documents re: hearing on 1/24/03 and all matters on the docket.	1.40
01/24/03	PCS	0008 Call with A. Hill re: MBL hearing.	0.20
01/24/03	JLG	0008 Attend hearing re: cash collateral, utility motion and and rejection motions.	2.00
01/28/03	PCS	0008 Call with A. Hill and M. Stamer re: MBL hearing preparation.	0.10
01/30/03	CTF	0008 Retrieve documents from court website for February 5, 2003 hearing.	0.20
01/30/03	CTF	0008 Prepare February 5, 2003 hearing binder and index.	0.60
01/31/03	AH	0009 Review of Chanin report re: financial analysis of company	0.60
01/08/03	JLG	0010 Conference with M. Stamer and K. Koopersmith re: status of case and cash collateral issues.	0.40
01/08/03	JLG	0010 Review documents and pleadings re: cash collateral motion and interim order approving same.	1.20
01/08/03	JLG	0010 Draft correspondence to M. Stamer re: cash collateral motion and interim order.	0.80
01/22/03	MSS	0010 T/c's w/counsel for bank group re cash collateral issue.	0.80
01/23/03	MSS	0010 T/c's w/Debtors counsel and counsel for bank re cash collateral.	1.20
01/09/03	JLG	0011 Review pleadings and documents re: Debtors' motions to reject various contracts and leases (.4).	0.40
01/20/03	AH	0011 Review of objections to debtors motion to reject leases	0.50
01/24/03	JLG	0011 Review pleadings re: Debtors rejection motions and objections to same.	1.20
01/10/03	AH	0012 Analysis of first day motion re: pre-petition claims	0.70
01/13/03	RAJ	0012 Meeting with M. Stamer re facts and strategy.	1.00
01/13/03	RAJ	0012 Confer with K. Koopersmith re facts and strategy.	0.50
01/14/03	RAJ	0012 Confer with H. Kim re initial research questions.	0.30
01/14/03	RAJ	0012 Call with B. Addy re: litigation update.	0.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
01/14/03	RAJ	0012	Review SEC filings of Focal.	1.20
01/14/03	JAD	0012	Case research re Section 327(a) and Section 327(e) special counsel qualifications (4.5); O/C Mike Stamer re same (.6).	4.90
01/15/03	RAJ	0012	Confer with K. Koopersmith regarding strategy.	0.20
01/15/03	RAJ	0012	Analyze First-Day Motions and affidavits in support thereof.	0.80
01/15/03	RAJ	0012	Confer with P. Schmitter regarding strategy and initial meeting with Debtors.	0.40
01/15/03	RAJ	0012	Confer with H. Kim re research on Delaware rules.	0.10
01/16/03	RAJ	0012	Review draft subpoenas.	0.40
01/28/03	RAJ	0012	Confer with K. Koopersmith re strategy.	0.20
01/28/03	RAJ	0012	Confer with P. Schmitter re Miller Buckfire discovery issues.	0.20
01/28/03	RAJ	0012	Review H. Kim's research memo on ethical issues.	0.40
01/28/03	RAJ	0012	Meeting with Stamer, Koopersmith, Hill, Schmitter re discovery and strategy.	1.10
01/28/03	RAJ	0012	Confer with Schmitter regarding applications for Rule 2004 examinations.	0.40
01/28/03	KK	0012	Review objections in preparations for meeting (.90); meet with M. Stamer, A. Hill, P. Schindler and R. Johnson (1.10); review research regarding equitable subordination and appropriate discovery (.50); review objections to Buckfire discovery (.30).	2.80
01/28/03	PCS	0012	Meeting with M. Stamer, K. Koopersmith, R. Johnson, A. Hill re: 2004 discovery request.	1.10
01/30/03	JLG	0012	Review pleadings and documents re: Debtor's motion to reject agreements and stipulation regarding same.	0.90
01/30/03	JLG	0012	Telephone conference with Debtor's counsel re: stipulation resolving rejection of XO contracts (.3); draft correspondence to M. Stamer re: same (.2).	0.50
01/31/03	JLG	0012	Review documents re: XO stipulation concerning rejection of contracts; draft correspondence to C. Lawler re: same.	0.50
01/14/03	MSS	0013	Reviewing first day pleadings.	1.50
01/16/03	JLG	0013	Review documents re: Chanin due diligence request.	0.40
01/16/03	AH	0013	Review of Chanin due diligence list	0.30
01/27/03	JSS	0013	Office conference with M. Stamer regarding initial due diligence responsibilities (.40).	0.40
01/29/03	JSS	0013	Review of due diligence materials (6.20); office conference with M. Stamer regarding same (.50); telephone conference with B. Grogsgal regarding same (1.60).	7.10
01/31/03	JSS	0013	Office conference with R. Riva regarding real estate due diligence.	0.40
01/12/03	JLG	0015	Legal research re: 11 U.S.C. section 361 and standards for granting adequate protection.	2.10
01/12/03	JLG	0015	Review pleadings and documents re: Debtor's motion for authority to use cash collateral and interim order for same.	1.30
01/12/03	JLG	0015	Draft objection to Debtor's motion to use cash collateral.	2.80
01/13/03	JLG	0015	Legal research re: objection to cash collateral motion, 11 U.S.C. sections 507(b), 506(b), 506(1), 361 and 362.	1.60
01/13/03	JLG	0015	Draft Objection to cash collateral motion.	2.90
01/13/03	JLG	0015	Review pleadings and documents re: cash collateral motion and objection to same.	0.80
01/13/03	JLG	0015	Review documents re: loan documents.	0.70
01/14/03	JLG	0015	Conference with S. Alberino re: objection to cash collateral motion (.2) review documents and pleadings re: same (.3).	0.50
01/14/03	JLG	0015	Review and revise objection to cash collateral motion.	2.80
01/14/03	JLG	0015	Review documents and pleadings re: cash collateral objections.	0.80
01/14/03	JLG	0015	Legal research re: objection to cash collateral motion.	0.80
01/14/03	AH	0015	Review of draft cash collateral objection (.9); drafting of background section re: same (1.2)	2.10
01/14/03	SLA	0015	Review draft cash collateral objection (0.5); legal research regarding	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		same (1.0).	
01/14/03	SLA	0015 Conference with J. Gold (2) regarding cash collateral objection.	0.80
01/15/03	JLG	0015 Legal research re: 11 U.S.C. section 361 and 363.	1.10
01/15/03	JLG	0015 Review and revise objection to cash collateral motion.	2.40
01/15/03	AH	0015 Review and revisions to revised draft of cash collateral motion (.8); legal research re: 20% equity cushion (.4)	1.20
01/16/03	JLG	0015 Legal research re: 11 U.S.C. section 506(c) and 507(b).	0.40
01/16/03	JLG	0015 Meeting with M. Stamer re: objection to cash collateral motion.	0.30
01/16/03	JLG	0015 Review and revise objection to cash collateral motion re: modifications proposed by M. Stamer.	3.40
01/16/03	JLG	0015 Review pleadings and documents re: interim consent cash collateral order and proposed budget.	0.50
01/16/03	JLG	0015 Review and revise objection to cash collateral motion.	2.40
01/17/03	JLG	0015 Review and revise objection to cash collateral motion.	1.30
01/17/03	JLG	0015 Review pleadings re: Southwestern Bell's objection to cash collateral motion.	0.40
01/17/03	JLG	0015 Review and revise objection to cash collateral motion re: Equity Cushion as adequate protection and entitlement to payments of interest, fees and costs.	0.90
01/17/03	JLG	0015 Legal research re: equity cushion as adequate protection.	1.10
01/17/03	JLG	0015 Finalize objection to cash collateral motion and prepare document for filing.	0.90
01/17/03	AH	0015 Legal research re: equity cushion for cash collateral (1.6); review of cash collateral objection (.6); conference with J. Gold re: same (.1)	2.30
01/22/03	JLG	0015 Telephone call with M. Stamer and attorneys for Senior Lenders re cash collateral motion; review comments re: same.	0.80
01/22/03	JLG	0015 Telephone call with R. Morris re: cash collateral motion and objection to same (.2); review documents re: same (.3).	0.50
01/22/03	JLG	0015 Review Reply by senior lender to objections to cash collateral motion.	1.20
01/22/03	JLG	0015 Conference with M. Stamer re: hearing on 1/23 (.1); review documents re: same (.2).	0.30
01/22/03	JLG	0015 Review pleadings and documents re: motions and related objections for hearing on 1/23/03.	1.60
01/22/03	JLG	0015 Review proposed final order re: cash collateral.	1.20
01/22/03	AH	0015 Review of Banks' response to cash collateral motion (1.2); review of proposed final order (.5)	1.70
01/23/03	MSS	0015 Reviewing and revising cash collateral order.	2.20
01/23/03	MSS	0015 Conf's w/J. Gold re same.	0.50
01/23/03	JLG	0015 Review pleadings and documents re: cash collateral motion, reply by senior lenders and proposed final order for same.	2.20
01/23/03	JLG	0015 Conference (2) with M. Stamer re: preparations for hearings on cash collateral; review documents re: same.	0.50
01/23/03	JLG	0015 Review and revise proposed final order re: cash collateral.	1.10
01/23/03	JLG	0015 Conference with S. Alberino re: Assignment of claims against secured parties and replacement liens issues (.2); review documents re: same (.2).	0.40
01/23/03	AH	0015 Review of cash collateral order (.5); review of proposed budget re: same (.4); phone with R. White re: same (.2); review of proposed revised order (.5)	1.60
01/24/03	MSS	0015 T/c's w/J. Gold re cash coll and utility issues.	0.40
01/24/03	MSS	0015 Reviewing and revising cash coll order.	1.00
01/24/03	JLG	0015 Review and revise final order re: cash collateral order (.5); review related pleadings and documents (.8).	1.30
01/24/03	JLG	0015 Conferences with R. Morris and L. Jones and M. Stamer re: cash collateral order and terms of same (.3); review documents re: same (.2).	0.50
01/24/03	AH	0015 Review of entered cash collateral order (.8)	0.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/27/03	AH	0015 Review of security agreements (.7); review of 10-K (.4); review of cash collateral order (.8)	1.90
01/28/03	RAJ	0015 Analyze objections filed re cash collateral order.	0.50
01/29/03	RAJ	0015 Analyze cash collateral order.	1.00
01/30/03	AH	0015 Drafting of letter to Debtors re: request for perfection documents	0.70
01/16/03	JLG	0017 Legal research re: standing/authority of committee to bring avoidance actions (Cybergenics).	0.50
01/12/03	AH	0019 Drafting of objection to Debtors' motion for approval of KERP (3.1); legal research re: same (1.6)	4.70
01/13/03	AH	0019 Revisions to KERP objection (.9);	0.90
01/14/03	AH	0019 Further revisions to KERP objection (1.3)	1.30
01/15/03	AH	0019 Drafting of objection to motion for payment of prepetition claims to employees (2.4); legal research re: same (1.8)	4.20
01/15/03	AH	0019 Drafting of additional sections to KERP objection (1.9); revisions re: same (.9)	2.80
01/16/03	AH	0019 Revisions to objection to motion to approve KERP (2.7); revisions to prepetition severance motion (.8)	3.50
01/31/03	RAR	0020 Lien perfection analysis.	0.60
01/08/03	AH	0022 Review of proposed plan of organization (2.2); review of first day affidavit (.9)	3.10
01/09/03	JLG	0022 Proposed Plan and Disclosure Statement (1.2).	1.20
01/09/03	AH	0022 Review of first day motions (4.1); conference with M. Stamer re: same (.4); review of disclosure statement (1.4)	5.90
01/13/03	AH	0022 Conference with Chanin re: strategy on plan issues (.7); conference with P. Schmitter re: litigation plan issues (.4)	1.10
01/14/03	AH	0022 Review of Focal plan and disclosure statement re: valuation and liquidation analysis	1.20
01/15/03	MSS	0022 Reviewing plan and DS.	1.00
01/16/03	JLG	0022 Review documents and pleadings re: Plan and Disclosure Statement.	0.70
01/07/03	MSS	0025 Traveling back from comm meeting (actual time - 2.0).	1.00
01/15/03	JLG	0025 Travel to NY re: Debtor presentation to Committee (actual time - 3.8).	1.90
01/17/03	JLG	0025 Travel to D.C. from NY re: Focal first day motions and Debtor's presentation to Committee (actual time - 4.4).	2.20
01/23/03	MSS	0025 Traveling to and from Delaware (actual time - 2.5).	1.25
01/23/03	JLG	0025 Travel to hearing re: cash collateral utility motion and rejections motions (actual time - 2.6).	1.30
01/24/03	JLG	0025 Travel from Delaware to Washington, DC re: hearings on cash collateral, utility motion and rejection motions (actual time - 2.2).	1.10

Total Hours

412.95

AKIN GUMP
STRAUSS HAUER & FELD LLP

Attorneys at Law

FOCAL COMMUNICATIONS CORPORATION
ATTN: M. JAY SINDER
200 NORTH LASALLE STREET
CHICAGO, IL 60601

Invoice Number 719032
Invoice Date 03/25/03
Client Number 601361
Matter Number 0001

Re: CREDITORS COMMITTEE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 02/28/03 :

MATTER SUMMARY OF TIME BILLED BY TASK :

	<u>HOURS</u>	<u>VALUE</u>
0002 General Case Administration	41.30	\$20,214.50
0003 Akin Gump Fee Application/Monthly Billing Reports	2.30	\$402.50
0004 Analysis of Other Professionals Fee Applications/Reports	4.40	\$1,716.00
0006 Retention of Professionals	85.90	\$34,776.50
0007 Creditors Committee Meetings	17.80	\$9,205.00
0008 Court Hearings	65.90	\$29,008.50
0009 Financial Reports and Analysis	0.60	\$195.00
0010 DIP and Exit Financing	88.80	\$21,046.00
0011 Executory Contracts/License Agreements	9.20	\$3,529.50
0012 General Claims Analysis/Claims Objections	1.50	\$557.50
0013 Analysis of Pre-Petition Transactions	1.30	\$422.50
0016 Lift Stay Litigation	8.00	\$2,000.00
0017 General Adversary Proceedings and Other Litigations	32.10	\$12,865.00
0019 Labor Issues/Employee Benefits	30.70	\$14,738.00
0020 Real Estate Issues/Leases	12.50	\$2,875.00
0022 Plan and Disclosure Statement and Plan Related Documentation	13.20	\$6,599.00
0024 Asset/Stock Transaction/Business Liquidations	0.40	\$130.00
0025 Travel	8.15	\$3,508.75
TOTAL	424.05	\$163,789.25

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/03/03	MSS	0002 T/c's w/Debtors' counsel re various issues.	0.40
02/04/03	MSS	0002 T/c's w/Debtors' counsel re various issues.	0.50
02/04/03	JLG	0002 Review and revise summary of pleadings re: proof of claim bar date and D&Y employment application.	0.30
02/06/03	MSS	0002 T/c's and E-mails w/comm members re various issues.	0.50
02/07/03	JLG	0002 Conference call with A. Hill re: status of case, hearing on 2/21 and committee by-laws.	0.20
02/09/03	JLG	0002 Review and revise committee by-laws.	1.10
02/09/03	JLG	0002 Review documents and pleadings re: general docket review and status of case.	0.80
02/10/03	MSS	0002 T/c's w/Bank's counsel re discovery issues.	0.30
02/10/03	MSS	0002 T/c's w/Debtors' counsel re same.	0.30
02/10/03	MSS	0002 Revising e-mail re same.	0.30
02/10/03	MSS	0002 Conf's w/A. Hill re various issues.	0.40
02/10/03	MSS	0002 Reviewing revised CA.	0.30
02/10/03	JLG	0002 Review pleadings and documents re: general docket review.	0.40
02/10/03	AH	0002 Review of draft bylaws	0.80
02/11/03	MSS	0002 T/c's w/Debtors' counsel re various issues.	0.40
02/12/03	MSS	0002 T/c w/Debtors' counsel re various issues.	0.40
02/12/03	MSS	0002 T/c's w/bh's re same.	0.70
02/12/03	MSS	0002 T/c w/counsel for bank re same.	0.30
02/12/03	JLG	0002 Review correspondence from A. Hill re: Committee by-laws and review documents re: same.	0.40
02/12/03	JLG	0002 Review pleadings re: pro hac vice motion and order and related pleadings.	0.10
02/12/03	AH	0002 Revisions to proposed confidentiality agreement (.9); email to Committee re: same (.2); revisions to proposed bylaws (.9); email to Committee re: same (.1)	2.10
02/13/03	SEO	0002 Review slides, discuss materiality.	0.50
02/13/03	MSS	0002 T/c w/Debtors counsel re confi issue.	0.30
02/13/03	MSS	0002 T/c w/S. Oider re same.	0.20
02/14/03	MSS	0002 T/c's w/Debtors' counsel re various case issues.	0.80
02/14/03	MSS	0002 T/c's w/Akin team members re same.	0.80
02/14/03	AH	0002 Further revisions to confidentiality agreement (.8); conference with M. Stamer and B. Grohsgal re: same (.4)	1.20
02/15/03	MSS	0002 Reviewing and revising professionals CA.	1.50
02/15/03	MSS	0002 T/c's w/A. Hill re same.	0.40
02/16/03	MSS	0002 Reviewing revised CA.	0.40
02/16/03	MSS	0002 T/c's w/A. Hill re same.	0.30
02/16/03	AH	0002 Revisions to proposed professionals' confidentiality agreement	1.80
02/17/03	AH	0002 Further revisions to confidentiality agreement	0.40
02/18/03	JLG	0002 Review correspondence re: 341 hearing and 2004 exam request.	0.30
02/18/03	AH	0002 Revisions to confidentiality agreement (.5); conference with M. Stamer re: same (.2)	0.70
02/19/03	MSS	0002 Reviewing memo re 341 meeting.	0.20
02/19/03	MSS	0002 T/c's w/Debtors' counsel re various issues.	0.80
02/19/03	JLG	0002 Review pleadings re: Debtors' motion to file information under seal and objections thereto.	0.40
02/19/03	AH	0002 Revisions to professionals' confidentiality agreement (.8); conference with B. Grohsgal and M. Stamer re: same (.4)	1.20
02/19/03	AH	0002 Review of UST objection to Debtors' motion to file under seal	0.40
02/20/03	RAJ	0002 Confer with Stamer re strategy.	0.30
02/20/03	MSS	0002 T/c's w/Debtors' counsel re various case issues.	0.80
02/20/03	MSS	0002 Conf's w/R. Johnson and Chanin reps re same and case strategy.	0.80
02/20/03	MSS	0002 T/c's and conf's w/A. Hill re various case issues.	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/20/03	AH	0002 Final revisions to confidentiality agreement (.7); conference with B. Grohsghal and M. Stamer re: same (.4); email to financial advisor re: same (.2)	1.30
02/21/03	RAJ	0002 Review draft confidentiality order.	0.70
02/21/03	RAJ	0002 Emails to/from Stamer re confidentiality.	0.20
02/21/03	MSS	0002 Reviewing Banks' proposed confi.	0.40
02/23/03	MSS	0002 E-mails w/R. Johnson re discovery issues.	0.40
02/23/03	MSS	0002 E-mails w/bh's re status of negotiations.	0.20
02/24/03	RAJ	0002 Follow up re confidentiality agreement with Skadden.	0.70
02/24/03	RAJ	0002 Confer with Stamer re confidentiality.	0.20
02/24/03	MSS	0002 T/c's and E-mails w/R. Johnson re discovery.	0.30
02/24/03	MSS	0002 T/c's w/Debtors' counsel re negotiation issues.	0.40
02/25/03	RAJ	0002 Telephone calls with Skadden re production of documents.	0.30
02/25/03	JLG	0002 Review correspondence re: terms of possible resolution on planters.	0.20
02/25/03	JLG	0002 Conference with A. Hill re: status of case; conference with M. Stamer re: same.	0.20
02/25/03	JLG	0002 Review correspondence re: status of negotiations with Madison Dearborne (.2); draft correspondence to M. Stamer re: same (.1); telephone conference with A. Hill re: same (.1).	0.40
02/27/03	RAJ	0002 Telephone call with bank counsel.	0.30
02/27/03	RAJ	0002 Confer with Stamer re status.	0.20
02/27/03	RAJ	0002 Analyze documents produced by bank agents.	3.20
02/28/03	RAJ	0002 Analyze documents produced by bank agents.	5.50
02/28/03	MSS	0002 Conf's w/R. Johnson re discovery.	0.30
02/25/03	PS	0003 Review and prepare documents re fee application.	2.30
02/03/03	JLG	0004 Travel from NY to D.C. re: MBL deposition (actual time - 3.8).	1.90
02/05/03	PCS	0004 Travel to and from Miller Buckfire hearing (actual time - 4.0).	2.00
02/20/03	JLG	0004 Conference with A. Hill re: committee's application to employ Chamin/CTA (.1); draft follow-up correspondence to A. Hill re: same (.2); review pleadings re: same (.2).	0.50
02/01/03	PCS	0006 Preparation for Fazal deposition.	9.10
02/02/03	RAJ	0006 Analyze information regarding Fazal deposition.	0.50
02/02/03	PCS	0006 Preparation for Fazal deposition.	4.50
02/02/03	JLG	0006 Review documents re: MBL deposition and MBL application to be employed.	1.40
02/03/03	RAJ	0006 Review and revise outline for MBL deposition.	1.40
02/03/03	RAJ	0006 Review MBL documents produced in response to subpoena related to retention objection.	1.70
02/03/03	RAJ	0006 Confer with P. Schmitter re MBL deposition.	0.40
02/03/03	RAJ	0006 Confer with K. Koopersmith re status and strategy.	0.30
02/03/03	RAJ	0006 Revise document requests to Debtors, Agents, and members of Madison Dearborn Group.	2.30
02/03/03	RAJ	0006 Confer with A. Hill re revisions to 2004 application and document requests.	0.20
02/03/03	KK	0006 Conference with R. Johnson and review final requests.	0.90
02/03/03	PCS	0006 Preparation for Fazal deposition.	5.50
02/03/03	PCS	0006 Taking Fazal deposition.	4.80
02/03/03	PCS	0006 Confer with team regarding Fazal deposition.	0.50
02/03/03	JLG	0006 Review documents re: MBL deposition (documents produced pursuant to subpoena).	3.20
02/03/03	JLG	0006 Review documents and pleadings re: MBL application for employment and objection to same and preparation for MBL deposition.	0.80
02/03/03	JLG	0006 Conferences (two) with P. Schmitter and M. Stamer re: MBL deposition and strategy for same; review documents re: same.	0.40
02/03/03	JLG	0006 Attend deposition of Q. Focal re: MBL application for employment.	4.50
02/03/03	JLG	0006 Conference with M. Stamer, P. Schmitter and A. Hill re: MBL deposition and objection to MBL application for employment (.3);	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/03/03	AH	0006 review documents and related pleadings re: same (.2). Revisions to 2004 motion (1.1); conference with M. Stamer re: same (.2); phone with R. Johnson re: same (.1)	1.40
02/03/03	AH	0006 Review of MBL response to Committee's objection (.6); legal research of case law cited therein (1.2); Drafting of memorandum to committee re: E&Y retention (.7); review of orders used for comparables (.7); conference with R. White re: same (.1)	3.30
02/04/03	RAJ	0006 Review Debtors' application to retain MBL.	1.20
02/04/03	RAJ	0006 Review objection to MBL application.	0.70
02/04/03	RAJ	0006 Review reply filed by Debtors re retention of MBL and re retention of K&E.	1.10
02/04/03	RAJ	0006 Confer with Schmitter re Fazal deposition.	0.40
02/04/03	RAJ	0006 Analyze Fazal transcript.	2.00
02/04/03	RAJ	0006 Follow up re 2004 application.	1.10
02/04/03	JLG	0006 Review deposition transcript of Q. Focal re: MBL application to be employed.	0.80
02/04/03	JLG	0006 Review pleadings and documents re: Debtor's application to employ MBL and objection by the Committee.	1.90
02/04/03	AH	0006 Review of Klett Rooney retention application (.6); drafting of retention application for Chanin and CTI (1.1)	1.70
02/05/03	RAJ	0006 Review documents related to 2004 application.	2.40
02/05/03	RAJ	0006 Review documents re October 2001 restructuring.	2.80
02/05/03	JLG	0006 Conference with A. Hill re: status of case, MBL objection and Kirkland and Ellis objection.	0.30
02/06/03	RAJ	0006 Analyze Fazal transcript.	1.40
02/07/03	AH	0006 Further drafting financial advisor application	2.20
02/10/03	PCS	0006 Confer with A. Hill regarding Notice of Appeal.	0.20
02/10/03	PCS	0006 Review form Notices of Appeal.	0.20
02/11/03	AH	0006 Further revisions to Chanin/CTA retention application (.7); phone with R. White re: same (.2)	0.90
02/12/03	AH	0006 Revisions to proposed affidavits for Brent Williams and Wayne Barr (1.3); revisions to application re: CTA/Chanin comments (.8)	2.10
02/13/03	PCS	0006 Revise notice of appeal.	0.60
02/13/03	PCS	0006 Calls with M. Caloway regarding notice of appeal.	0.60
02/13/03	PCS	0006 Research and review case law regarding notices of appeal.	1.50
02/13/03	JLG	0006 Review documents re: notice of appeal of MBL retention issue.	0.20
02/13/03	JLG	0006 Review correspondence and documents re: Akin Gump Retention Application.	0.20
02/13/03	AH	0006 Review of proposed notice of appeal (.7); conference with P. Schmitter re: same (.2); legal research re: same (.9)	1.80
02/13/03	AH	0006 Revision to financial advisors orders (1.1); conference with R. White re: same (.2)	1.30
02/20/03	JLG	0006 Review and revise application to employ Chanin and CTA as financial advisors and related documents and pleadings.	1.10
02/20/03	AH	0006 Further revisions to financial advisor retention application (1.2); conference with R. White re: same (.3)	1.50
02/21/03	JLG	0006 Review pleadings re: notices of appeal of Miller Buckfire ruling and application to employ Akin Gump.	0.20
02/21/03	AH	0006 Final revisions to financial advisor application (1.6); coordination of preparations for filing re: same (.2)	1.80
02/21/03	AH	0006 Review of entered Akin Gump retention order.	0.30
02/28/03	RAJ	0006 Analyze procedural issues re appeal.	1.20
02/28/03	PCS	0006 Draft designation of record and issues on appeal.	1.50
02/28/03	PCS	0006 Confer with A. Hill.	0.20
02/28/03	PCS	0006 Meeting with R. Johnson.	0.40
02/28/03	PCS	0006 Confer with M. Caloway.	0.50
02/03/03	MSS	0007 Conf's w/Akin team re tomorrow's meeting.	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/03/03	MSS	0007 Reviewing relevant materials re meeting with company.	1.20
02/05/03	MSS	0007 T/c's w/bh's re results of hearing.	0.40
02/07/03	MSS	0007 T/c's w/bh's re status.	0.40
02/12/03	MSS	0007 Reviewing materials in prep for comm call.	0.80
02/12/03	MSS	0007 Participating in comm call.	1.00
02/12/03	JSS	0007 Office/telephone conference with M. Stamer, A. Hill and representatives of the Official Committee of Creditors (.30).	0.40
02/12/03	JLG	0007 Conference call with Committee members re: status of case, 2004 exam request, status of settlement negotiations with the Debtors.	0.90
02/12/03	AH	0007 Participation in Committee conference call (.3); preparation for conference call re: same (.5)	0.80
02/13/03	AH	0007 Committee conference call (.8); preparation for call (.6)	1.40
02/14/03	MSS	0007 Preparing for and participating in comm call.	1.50
02/14/03	JLG	0007 Conference call with Committee re: status of case, negotiations with Debtor and retention issues for Miller Buckfire.	0.70
02/14/03	AH	0007 Committee conference call (.5); preparation for committee call re: same (.3)	0.80
02/18/03	MSS	0007 T/c's w/bh's re status.	0.50
02/19/03	MSS	0007 T/c's w/bh's re status.	0.80
02/20/03	MSS	0007 T/c's w/comm members re various issues.	0.60
02/20/03	MSS	0007 T/c's w/Chanin reps re tomorrow's hearing.	0.40
02/20/03	AH	0007 Review of Klett Rooney memo re: Section 341 meeting (.4)	0.40
02/24/03	MSS	0007 Reviewing materials in prep for comm call.	0.50
02/24/03	MSS	0007 T/c's w/bh's re same.	0.40
02/24/03	MSS	0007 T/c's w/Chanin reps re same.	0.30
02/24/03	MSS	0007 Participating in comm call.	0.50
02/24/03	JLG	0007 Conference call with Committee members re: status of negotiations with Madison Dearborne.	0.40
02/24/03	AH	0007 Participation in Committee conference call (.5); preparation for conference call (.4)	0.90
02/25/03	AH	0007 Participation in committee conference call	0.50
02/28/03	MSS	0007 T/c's w/bh's re status and strategy.	0.50
02/28/03	MSS	0007 E-mails re all hands meeting.	0.30
02/04/03	MSS	0008 Conf's w/A. Hill and P. Schmitter in prep for tomorrow's hearing.	1.50
02/04/03	MSS	0008 Reviewing docs in prep for tomorrow's hearing.	1.20
02/04/03	PCS	0008 Preparation for Miller Buckfire hearing.	11.90
02/04/03	AH	0008 Preparation for 2/5 hearing	4.60
02/04/03	BC	0008 Organize and assemble retention trial and transcripts.	2.00
02/05/03	MSS	0008 Reviewing materials in prep for hearing.	1.20
02/05/03	MSS	0008 Conf's w/P. Schmitter and A. Hill in prep for hearing.	0.80
02/05/03	MSS	0008 Conf's w/Debtors' counsel before hearing.	0.30
02/05/03	MSS	0008 Participating in hearings.	3.50
02/05/03	PCS	0008 Preparation for Miller Buckfire hearing.	1.10
02/05/03	PCS	0008 Miller Buckfire hearing.	4.00
02/05/03	AH	0008 Participation in 2/5 hearing (2.5); drafting of memorandum to Committee re: same (.8)	3.30
02/17/03	MSS	0008 E-mails re tomorrow's hearing.	0.40
02/18/03	MSS	0008 T/c's and E-mails re today's hearing and tomorrow's meeting.	0.30
02/19/03	MSS	0008 T/c's w/Chanin re Friday's hearing.	0.40
02/19/03	MSS	0008 T/c's w/R. Johnson re: same.	0.40
02/19/03	JLG	0008 Review correspondence re: agenda for 2/21/03 hearing and related documents and pleadings re: same.	0.30
02/20/03	MSS	0008 Reviewing materials in prep for tomorrow's hearing.	1.50
02/20/03	TLH	0008 Prepare documents for hearing on 2/26/03.	2.60
02/20/03	JLG	0008 Review documents re: revised agenda letter to 2/21/03 hearing (.2); draft correspondence to M. Caloway re: same (.1); conference with A. Hill re: same (.1).	0.40

Date	Tkpr	Task	Hours
02/21/03	TLH	0008 Prepare documents for hearing on 2/26/03.	1.50
02/21/03	JLG	0008 Review pleadings re: preparation for hearing on 2/26/03.	0.80
02/24/03	TLH	0008 Prepare pleadings for hearing on 2/26/03.	2.30
02/24/03	JLG	0008 Review documents and pleadings re: hearing scheduled for 2/26/03.	0.50
02/25/03	MSS	0008 T/c's w/bl's re tomorrow's hearing.	1.20
02/25/03	MSS	0008 T/c's w/Company reps re same.	1.50
02/25/03	MSS	0008 Reviewing docs and conf's w/Chanin and R. Johnson in prep for tomorrow's hearing.	3.50
02/25/03	JLG	0008 Review pleadings and documents re: prepare for 2/26 hearing.	1.80
02/25/03	AH	0008 Partial participation in prepatory professionals meeting for 2/26 hearing (.8); review of Chanin analysis re: same (.4)	1.20
02/26/03	RAJ	0008 Appear at hearing.	2.60
02/26/03	MSS	0008 T/c's w/Comm members re today's hearing.	1.40
02/26/03	MSS	0008 Reviewing materials preparing for hearing.	1.80
02/26/03	MSS	0008 Conf's w/various parties before and after hearing.	0.80
02/26/03	MSS	0008 Participating in hearings.	2.50
02/27/03	MSS	0008 T/c's w/comm members re results of hearing.	0.50
02/27/03	MSS	0008 T/c's w/Chanin re same.	0.30
02/12/03	AH	0009 Review of Chanin financial analysis (.6).	0.60
02/03/03	WL	0010 Review UCC 1 filings.	4.50
02/05/03	WL	0010 Review UCC 2 filings	4.00
02/06/03	WL	0010 Review UCC 1 filings.	10.00
02/07/03	MSS	0010 Conf's w/A. Hill and Lau re lien issues.	0.30
02/08/03	WL	0010 Review of UCC 1 filings	10.00
02/09/03	WL	0010 Review of UCC 1 filings	10.00
02/10/03	AH	0010 Conference with W. Lau and M. Stamer re: lien analysis	0.30
02/10/03	WL	0010 Review of UCC 1 filings	12.00
02/11/03	JLG	0010 Telephone conference with A. Hill re: cash collateral hearing (.1); telephone conference with M. Calowney re: same (.3); review documents re: same (.2).	0.60
02/11/03	JLG	0010 Review cash collateral order and related documents.	0.40
02/11/03	JLG	0010 Review documents and pleadings re: cash collateral hearing.	0.40
02/11/03	WL	0010 Review of UCC 1 filings	5.00
02/12/03	AH	0010 Review of cash collateral order (.6).	0.60
02/12/03	WL	0010 Review of UCC 1 filings	5.00
02/13/03	JLG	0010 Review documents re: transcripts for cash collateral hearing.	0.50
02/13/03	WL	0010 Review of UCC 1 filings	11.00
02/14/03	AH	0010 Review of memorandum re: bank liens	1.20
02/14/03	WL	0010 Review UCC 1 filings.	13.00
02/04/03	JLG	0011 Review documents and pleadings re: stipulation and consent orders concerning rejection procedures, rejected contracts and utility issues.	0.20
02/04/03	JLG	0011 Review and review stipulation and consent order re: rejection procedures.	0.90
02/04/03	JLG	0011 Review and revise stipulation and consent order re: Verizon rejected contracts.	0.80
02/04/03	JLG	0011 Review and revise stipulation and consent orders re: Verizon utility order.	0.90
02/04/03	JLG	0011 Review proposed order re: procedures governing utilities.	0.40
02/04/03	JLG	0011 Review proposed order re: rejection of contracts for certain telecom circuit providers pleadings and documents re: same.	0.70
02/04/03	JLG	0011 Review proposed order re: rejection of contracts and leases.	0.60
02/04/03	JLG	0011 Draft correspondence to M. Stamer re: proposed stipulations and orders concerning rejection procedures, rejected contracts and leases and utility orders.	1.20
02/05/03	JLG	0011 Conference with M. Stamer re: proposed stipulations and orders concerning rejection procedures, rejected contracts and utility procedures.	0.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/05/03	JLG	0011 Review pleadings and documents re: proposed stipulations and orders concerning rejection procedures, rejected contracts and utility issues.	1.40
02/07/03	JLG	0011 Review documents and pleadings re: proposed stipulations concerning rejection of Verizon contracts and proposed orders concerning utility motion and rejection of contracts.	0.40
02/10/03	JLG	0011 Telephone conference with C. Chulies re: proposed orders concerning utility motion and rejection of contracts and Verizon stipulations.	0.60
02/17/03	AH	0011 Review of Southwestern objection motion to file under seal (.3); review of MCI objection re: same (.2)	0.50
02/26/03	AH	0011 Review of notice to reject circuit spaces	0.40
02/07/03	AH	0012 Review of motion for procedures to sale properties free and clear (.6); review of prepetition commissions motion (.5)	1.10
02/10/03	RAJ	0012 Confer with Stamer re 2004 application.	0.40
02/13/03	AH	0013 Review of transcript from 1/24 hearing	1.30
02/03/03	AR	0016 Coordinate exhibits for deposition (3.5). Attend deposition to facilitate with exhibits (4.5).	8.00
02/07/03	AH	0017 Revisions to 2004 Motion and Exhibits	1.90
02/09/03	AH	0017 Legal research re: appealable order	1.50
02/10/03	RAJ	0017 Additional revisions to 2004 application and document requests.	1.50
02/10/03	RAJ	0017 Telephone call with opposing counsel re 2004 discovery.	0.30
02/10/03	RAJ	0017 Analyze information in 10-K and 10-Q re Madison Dearborn.	1.40
02/10/03	JLG	0017 Review pleadings re: 2004 exam request to Debtor and related document requests.	0.90
02/10/03	AH	0017 Revision to 2004 Exhibits (1.1); phone with M. Calloway re: hearing dates (.4); review of local meet and confer requirements (.6); drafting of certification (.7); conference with M. Stamer re: same (.3)	3.10
02/11/03	RAJ	0017 Follow up regarding filing and service of 2004 application and document requests.	0.30
02/11/03	MSS	0017 Reviewing and finalizing 2004 pleadings.	1.00
02/11/03	JLG	0017 Review pleadings and documents re: 2004 exam request.	0.90
02/11/03	AH	0017 Final revisions to 2004 Motion and exhibits (2.5); drafting of certification re: same (1.3); review of cash collateral order (.5); phone with J. Gold re: same (.2)	4.50
02/12/03	JLG	0017 Review pleadings and documents re: 2004 exam request and preparation for conference call with the Committee.	0.50
02/14/03	RAJ	0017 Confer with A. Hill re Rule 2004 applications.	0.20
02/14/03	JLG	0017 Review pleadings re: Committee's 2004 exam request and Debtor's response thereto.	1.40
02/14/03	JLG	0017 Legal research re: scope of Rule 2004.	0.50
02/14/03	AH	0017 Finalization of 2004 request (.6); coordination of filing preparations re: same (.2)	0.80
02/16/03	JLG	0017 Review pleadings re: committee's 2004 exam request and related document request and Debtors' response thereto.	1.30
02/16/03	JLG	0017 Review pleadings and documents re: prepare for hearing on 2004 exam request.	0.80
02/17/03	RAJ	0017 Review Debtors' 2004 objection.	1.00
02/17/03	AH	0017 Review of Debtors' response to Committee 2004 motion (.6)	0.60
02/18/03	JLG	0017 Review pleadings re: document production requests to Madison Dearborne Group and other related entities.	0.70
02/20/03	RAJ	0017 Prepare for 2004 application hearing.	2.50
02/21/03	RAJ	0017 Confer with Stamer re 2004 production.	0.20
02/21/03	MSS	0017 T/c's w/Banks' counsel re discovery issues.	0.40
02/25/03	AH	0017 Drafting of proposed order for 2004 motion (.6); conference with M. Stamer re: same (.2)	0.80
02/26/03	RAJ	0017 Prepare for hearing on 2004 Application.	1.50
02/28/03	AH	0017 Review of proposed statement of appeal and designation of issues (.8); conference with P. Schmitter re: same (.2); research re: same (.6)	1.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/12/03	AH	0019 Revisions to prepetition severance objection (.4); revisions to KERP objection (.8)	1.20
02/14/03	RAJ	0019 Analyze Focal KERP motion.	1.20
02/14/03	RAJ	0019 Analyze draft objections to KERP.	0.70
02/14/03	RAJ	0019 Analyze draft objection to payment of severance payments to pre-petition terminated employees.	0.50
02/14/03	RAJ	0019 Review draft analysis of KERP by Chanin.	1.70
02/14/03	MSS	0019 Reviewing and revising objections to Kerp and employee payment motions.	1.00
02/14/03	JLG	0019 Review pleadings re: objections to KERP and pre-petition wages.	0.70
02/18/03	RAJ	0019 Review facts regarding objections to KERP.	1.50
02/18/03	JLG	0019 Review pleadings re: KERP and objection to same.	0.60
02/19/03	RAJ	0019 Review Chanin analysis of KERP.	1.80
02/20/03	RAJ	0019 Meet with Chanin re KERP.	1.20
02/20/03	AH	0019 Review of Chanin's KERP analysis (.8); review of orders from other bankruptcy cases re: same (.7)	1.50
02/21/03	RAJ	0019 Review KERP documents produced by Debtor.	1.00
02/21/03	MSS	0019 T/c's w/Debtors' counsel re Kerp issues.	0.20
02/21/03	MSS	0019 T/c's w/Chanin re negotiations and Kepf.	0.50
02/24/03	RAJ	0019 Prepare for KERP motions.	2.00
02/25/03	RAJ	0019 Prepare for hearing on KERP.	1.80
02/25/03	RAJ	0019 Meet with R. Lambert (Chanin) to prepare for hearing.	5.00
02/25/03	RAJ	0019 Confer with Stamer re KERP, pre-petition terminations, and 2004.	0.50
02/25/03	RAJ	0019 Final review of KERP presentation.	0.60
02/25/03	RAJ	0019 Emails to Debtors' counsel re KERP.	0.20
02/25/03	JLG	0019 Review Debtor's motion for authority to pay pre-petition wages; draft memo re: analysis of same.	1.90
02/26/03	RAJ	0019 Prepare for hearing on KERP.	2.70
02/27/03	RAJ	0019 Follow up with Chanin re KERP issues.	0.70
02/07/03	WL	0020 Review UCC 1 filings (4.7); O/C MS and AH re same (.3).	5.00
02/28/03	WL	0020 Review UCC 1 filings	7.50
02/03/03	RAJ	0022 Review term sheets for Proposed Plan.	0.60
02/03/03	RAJ	0022 Analyze Debtors' Proposed Plan of Reorganization.	1.40
02/03/03	RAJ	0022 Analyze Disclosure Statement with Proposed Plan of Reorganization.	1.20
02/04/03	RAJ	0022 Further analyze Disclosure Statement.	2.20
02/11/03	AH	0022 Review of draft valuation analysis	0.80
02/12/03	AH	0022 Review of term sheets attached to plan (.3).	0.30
02/13/03	MSS	0022 Reviewing distribution analyses prepared by Chanin.	0.80
02/13/03	MSS	0022 Conf calls w/Chanin and G. Singer re distributions.	0.50
02/13/03	JLG	0022 Review documents re: Chanin's recovery analysis and alternative exit strategies.	0.40
02/13/03	AH	0022 Review of Chanin recovery analysis (.7)	0.70
02/14/03	RAJ	0022 Analyze disclosure statement for further information on bonus payments to employees.	0.70
02/14/03	JLG	0022 Review documents re: financial analysis provided by Chamín concerning Madison Dearborne proposal.	0.40
02/21/03	MSS	0022 T/c's w/bh's re status of negotiations.	0.50
02/24/03	JLG	0022 Review documents re: financial analysis of negotiations with Madison Dearborne.	0.30
02/25/03	MSS	0022 T/c's w/Madison Dearborn's counsel.	0.50
02/25/03	MSS	0022 Reviewing and revising term sheet.	0.80
02/25/03	AH	0022 Review of preliminary Focal term sheet (.3)	0.30
02/26/03	MSS	0022 T/c's w/Debtors' counsel re negotiating open issues.	0.80
02/11/03	AH	0024 Call with G. Facendola re: interested party (.2); phone with R. White re: same (.2)	0.40
02/02/03	JLG	0025 Travel to NY re: MBL deposition (actual time 4.2).	2.10
02/05/03	MSS	0025 Traveling back to NYC (actual time - 1.7).	0.85

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/05/03	AH	0025 Travel to 2/5 hearing (3.1); travel from 2/5 hearing (2.7) (actual time - 5.8).	2.60
02/26/03	RAJ	0025 Travel from Philadelphia (actual time - 1.6).	0.80
02/26/03	MSS	0025 Traveling to and from Philly (actual time - 1.8).	0.90
02/26/03	JLG	0025 Travel to hearing re: omnibus hearing on 2/26/03 (actual time - 1.8)	0.90
Total Hours			424.05

AKIN GUMP
 STRAUSS HAUER & FELD LLP

Attorneys at Law

FOCAL COMMUNICATIONS CORPORATION
 ATTN: M. JAY SINDER
 200 NORTH LASALLE STREET
 CHICAGO, IL 60601

Invoice Number 730520
 Invoice Date 04/30/03
 Client Number 601361
 Matter Number 0001

Re: CREDITORS COMMITTEE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 03/31/03 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	18.70	\$5,858.50
0003	Akin Gump Fee Application/Monthly Billing Reports	13.40	\$2,625.50
0004	Analysis of Other Professionals Fee Applications/Reports	4.20	\$863.00
0005	Review/Preparation of Schedules, Statements	1.40	\$875.00
0006	Retention of Professionals	2.30	\$837.50
0007	Creditors Committee Meetings	23.60	\$12,416.00
0008	Court Hearings	0.80	\$406.00
0009	Financial Reports and Analysis	1.40	\$513.50
0010	DIP and Exit Financing	34.50	\$7,935.00
0011	Executory Contracts/License Agreements	2.40	\$780.00
0012	General Claims Analysis/Claims Objections	3.00	\$1,725.00
0017	General Adversary Proceedings and Other Litigations	67.30	\$32,158.00
0018	Tax Issues	7.30	\$2,847.00
0019	Labor Issues/Employee Benefits	5.20	\$2,470.00
0022	Plan and Disclosure Statement and Plan Related Documentation	217.80	\$106,071.50
0025	Travel	7.45	\$2,905.50
	TOTAL	<u>410.75</u>	<u>\$181,287.00</u>

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/05/03	JLG	0002 Review pleadings re: general docket review.	0.60
03/10/03	JLG	0002 Review documents and pleadings re: Maslight stipulation.	0.30
03/17/03	MSS	0002 T/c's and emails w/Akin team re various issues.	0.30
03/17/03	MSS	0002 T/c's w/bh's re same.	0.40
03/17/03	JSS	0002 Detailed review of and revisions to proposed form of Investor Rights Agreement (3.90).	3.90
03/19/03	JLG	0002 Review pleadings and documents re: general docket review.	0.40
03/25/03	TLH	0002 Review court 3/27 hearing calendar.	0.20
03/25/03	CTF	0002 Retrieve numerous cases from WestLaw for S. Alberino.	0.20
03/25/03	SLA	0002 Conference call with J. Gold regarding Focal disclosure statement.	0.80
03/25/03	SLA	0002 Review Third Circuit case law on scope of non-debtor release/exculpation provisions.	2.10
03/26/03	TLH	0002 Retrieve pleadings for 3/27 hearing.	4.60
03/26/03	TLH	0002 Organize pleadings for 3/27 hearing.	1.40
03/27/03	JLG	0002 Review documents and pleadings re: Channin/CTA application to employ, KERP motion, 2004 exam request and other contested matters.	1.30
03/27/03	JLG	0002 Attend hearing re: omnibus hearing.	1.20
03/27/03	CJ	0002 Retrieved documents for A. Hill.	1.00
03/03/03	PS	0003 Review and prepare documents re fee application.	2.30
03/03/03	AH	0003 Drafting of Janaury fee application	0.80
03/04/03	PS	0003 Prepare and review documents re fee application.	0.90
03/04/03	AH	0003 Final revisions to January fee application (.8)	0.80
03/04/03	CJ	0003 Reviewed and prepared documents for Interim Fee Application.	1.50
03/05/03	PS	0003 Review documents re fee application (.3); office conference AH re same (.1).	0.40
03/05/03	AH	0003 Final revisions to Akin fee application	0.70
03/12/03	PS	0003 Review and prepare documents re fee application.	2.10
03/24/03	PS	0003 Review and prepare documents re fee application.	1.10
03/25/03	CJ	0003 Reviewed and prepared documents for Interim Fee Application.	2.20
03/26/03	CJ	0003 Reviewed and prepared documents for Monthly Fee Statement.	0.60
03/06/03	AH	0004 Preparation of December fee summaries (.6)	0.60
03/07/03	JLG	0004 Review correspondence and documents re: summary of fee applications and related pleadings.	0.40
03/28/03	CJ	0004 Reviewed and summarized Other Professionals' Fee Applications.	3.20
03/26/03	MSS	0005 Reviewing materials in prep for comm call.	0.70
03/27/03	MSS	0005 Reviewing materials in prep for comm call.	0.70
03/06/03	AH	0006 Drafting of memorandum re: retention of appraiser	0.70
03/24/03	AH	0006 Review of revised Chanin indemnity provisions	0.70
03/26/03	AH	0006 Revisions to order approving retention of Chanin (.4); email to R. White re: same (.1); email to M. Calloway re: same (.1)	0.60
03/27/03	MSS	0006 T/c's w/Chanin and CTA re retention issues.	0.30
03/03/03	MSS	0007 T/c's and Emails w/Comm members re status.	0.50
03/03/03	MSS	0007 T/c w/counsel for banks re same.	0.20
03/03/03	MSS	0007 T/c's w/Chanin reps re same.	0.20
03/03/03	MSS	0007 E-mails w/Debtors' counsel re same.	0.20
03/03/03	MSS	0007 T/c w/P. Schmitter, A. Hill re comments to Appeal Resignation.	0.20
03/07/03	MSS	0007 Conf's w/Akin team and Chanin team re same.	0.40
03/07/03	MSS	0007 Participating in comm call.	0.70
03/07/03	JLG	0007 Conference call with committee re: status of case and negotiations with Madison Dearborne and Debtors and strategy for going forward.	0.90
03/07/03	AH	0007 Committee conference call	0.70
03/10/03	MSS	0007 T/c's w/comm members re Wed meeting.	0.30
03/11/03	MSS	0007 E-mails w/company counsel re tomorrow's meeting.	0.20
03/12/03	MSS	0007 Reviewing materials in prep for meeting w/Company and MDP.	1.40
03/12/03	MSS	0007 Participating in meetings w/Company and MDP.	4.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/12/03	JLG	0007 Attend meeting with Debtor representatives, Madison Dearborne representatives, M. Stamer and J. Strickland re: Plan negotiations, KERP Plan negotiations and retention of MBL.	4.70
03/19/03	MSS	0007 T/c's w/Debtors counsel re Dates.	0.30
03/25/03	MSS	0007 T/c's w/Debtors' counsel re DS issues.	0.30
03/25/03	AH	0007 Participation in committee call	0.80
03/26/03	MSS	0007 T/c's w/Debtors' counsel re tomorrow's hearing.	0.50
03/26/03	MSS	0007 Participating in comm call.	1.00
03/26/03	MSS	0007 T/c's w/R. Johnson and J. Gold re status and strategy.	0.30
03/26/03	JLG	0007 Conference call with Committee members, Chanin representatives, J. Strickland and M. Stamer re: Plan, Disclosure Statement and status of negotiations.	0.50
03/27/03	MSS	0007 T/c's w/comm members re various issues.	0.80
03/27/03	MSS	0007 T/c's w/Debtors' counsel re today's hearing issues and plan issues.	1.00
03/27/03	MSS	0007 Participating in comm call.	0.60
03/27/03	DB	0007 Committee conference call.	0.30
03/28/03	MSS	0007 T/c's w/bh's re status.	0.50
03/31/03	JLG	0007 Conference call with Committee members, M. Stamer, J. Strickland re: status of case, Warrant Agreement, Investor Rights Agreement and status of negotiations concerning Amended Plan.	0.50
03/31/03	AH	0007 Participation in Focal Committee Call	0.80
03/27/03	MSS	0008 T/c's w/J. Gold re hearing issues.	0.40
03/27/03	JLG	0008 Conference with M. Calloway re: omnibus hearing and open matters.	0.40
03/05/03	JLG	0009 Review documents re: profit and loss statement and analysis of same.	0.50
03/05/03	AH	0009 Review of Debtors' profit and loss statements (.5)	0.50
03/10/03	JLG	0009 Review correspondence and documents re: financial performance of Debtor.	0.40
03/03/03	WL	0010 Review UCC 1 filings	6.50
03/04/03	WL	0010 Review UCC 1 Filings	8.00
03/05/03	WL	0010 Review UCC 1 filings	7.00
03/06/03	WL	0010 Review and amend table of UCC-1 Filings	6.00
03/07/03	WL	0010 Review lease abstracts and UCC-1 documents	7.00
03/06/03	AH	0011 Drafting of memorandum re: rejection of service agreement (.6); drafting of memorandum re: rejection of circuits (.5)	1.10
03/07/03	AH	0011 Final revisions to memorandum re: lease rejections (.4);	0.40
03/18/03	AH	0011 Drafting of memorandum re: rejection of leases	0.90
03/07/03	RAJ	0012 Confer with Stamer.	0.10
03/10/03	RAJ	0012 Analyze bank documents.	1.10
03/31/03	MSS	0012 Reviewing and revising ds obj.	1.80
03/01/03	MSS	0017 Reviewing and revising resignation on record and issues on appeal.	0.50
03/02/03	RAJ	0017 Review draft designation of record for appeal in MBL issue.	0.50
03/02/03	RAJ	0017 Analyze bank documents.	3.70
03/03/03	RAJ	0017 Review bank documents.	3.20
03/03/03	RAJ	0017 Review correspondence regarding designation of record on appeal.	0.20
03/03/03	PCS	0017 Revise designation of record and issues on appeal.	1.00
03/03/03	PCS	0017 Confer with A. Hill.	0.20
03/03/03	PCS	0017 Call with M. Stamer.	0.10
03/03/03	PCS	0017 Confer with M. Caloway.	0.50
03/03/03	AH	0017 Final revisions to designation of issues on appeal (.6)	0.60
03/04/03	RAJ	0017 Review bank documents.	6.00
03/04/03	RAJ	0017 Telephone calls with bank counsel re redactions, privilege log, and stipulation extending time.	0.30
03/04/03	RAJ	0017 Confer with Stamer re status, strategy.	0.10
03/04/03	RAJ	0017 Confer with T. Courier re procedural issue.	0.10
03/04/03	TA	0017 Review bank documents.	4.80
03/05/03	RAJ	0017 Telephone call with bank counsel re stipulation extending time and re privilege log.	0.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/05/03	RAJ	0017 Analyze bank documents regarding restructuring.	2.60
03/05/03	RAJ	0017 Confer with Stamer re banks.	0.10
03/05/03	MSS	0017 T/c's w/R. Johnson re litigation issues.	0.30
03/05/03	JLG	0017 Review pleadings re: 2004 Exam Request and related documents.	0.20
03/05/03	AH	0017 Review of entered 2004 order	0.20
03/06/03	RAJ	0017 Further review of bank documents.	3.50
03/06/03	RAJ	0017 Review revised draft of confidentiality stipulation.	0.20
03/06/03	RAJ	0017 Review proposed stipulation extending dates for suit against banks and for completion of 2004 examination.	0.20
03/06/03	RAJ	0017 Confer with Stamer re bank documents.	0.20
03/06/03	RAJ	0017 Develop followup discovery strategy regarding banks.	1.10
03/06/03	RAJ	0017 Call to bank counsel.	0.10
03/06/03	RAJ	0017 Draft and revise letter to bank counsel outlining proposal.	0.30
03/06/03	MSS	0017 Conf & T/c's w/RJ re lit issues.	0.50
03/07/03	RAJ	0017 Follow up re bank deadlines and 2004 examination.	0.70
03/07/03	RAJ	0017 Calls and emails with local counsel.	0.80
03/07/03	RAJ	0017 Calls to Judge Carey's chambers re scheduling a conference call on discovery dispute.	0.20
03/07/03	RAJ	0017 Calls with opposing counsel to resolve disputes on 2004.	1.30
03/07/03	RAJ	0017 Letter to opposing counsel.	0.60
03/07/03	RAJ	0017 Follow up calls and emails with local counsel.	0.50
03/07/03	RAJ	0017 Outline arguments for conference with judge on bank's non-compliance with discovery order.	1.20
03/07/03	MSS	0017 Reviewing materials in prep for comm call.	0.50
03/07/03	PCS	0017 Meeting with R. Johnson.	0.20
03/09/03	RAJ	0017 Analyze bank documents, privilege log and redacted documents log.	3.70
03/10/03	RAJ	0017 Follow up re stipulation extending time re 2004.	0.30
03/10/03	RAJ	0017 Prepare for 2004 examination.	2.80
03/11/03	RAJ	0017 Letter to bank counsel re 2004 issues.	0.30
03/11/03	RAJ	0017 Follow up with bank counsel.	0.20
03/11/03	RAJ	0017 Analyze bank documents in preparation for deposition.	3.40
03/12/03	RAJ	0017 Prepare for 2004 examinations.	3.50
03/13/03	RAJ	0017 Calls with bank counsel.	0.30
03/13/03	RAJ	0017 Prepare for 2004 examination of Citibank witness.	2.20
03/13/03	RAJ	0017 Confer with Stamer re status, strategy.	0.10
03/13/03	RAJ	0017 Review redacted documents at Skadden.	1.50
03/13/03	RAJ	0017 Review debtor's counterdesignation for appeal.	0.20
03/14/03	RAJ	0017 Prepare for 2004 examination of Citibank.	3.30
03/14/03	RAJ	0017 Conduct 2004 examination of Citibank witness S. McManigal.	3.00
03/14/03	RAJ	0017 Follow up review of Citibank documents.	2.20
03/14/03	MSS	0017 T/c w/RAJ re depo issues.	0.30
03/17/03	RAJ	0017 Analyze McManigal transcript.	0.80
03/18/03	AH	0017 Review of appellants counter-designation re: MBL retention	0.30
03/31/03	RAJ	0017 Prepare for hearing on 2004 application with respect to Debtor.	1.50
03/26/03	PC	0018 Discuss status with J. Strickland; review Plan and Disclosure Statement.	0.10
03/27/03	PC	0018 Review Plan and Disclosure Statement.	0.20
03/28/03	PC	0018 Review Plan and Disclosure Statement.	0.50
03/31/03	PC	0018 Review and revise Plan and Disclosure Statement (6.0); discuss with D. Killip, J. Strickland and M. Stamer (.5).	6.50
03/11/03	RAJ	0019 Follow up with Chanin re KERP.	0.20
03/13/03	RAJ	0019 Review documentation of KERP deal.	0.30
03/13/03	RAJ	0019 Provide KERP information to ERISA counsel.	0.40
03/13/03	MSS	0019 T/c's w/J. Gold re KERP.	0.20
03/13/03	JLG	0019 Conference with M. Stamer re: status of hearing on KERP.	0.20
03/13/03	JLG	0019 Telephone conference with C. Lhulier re: status of hearing on KERP (.1); conference with R. Johnson re: same; review documents re: same (.1); draft correspondence to R. Johnson and R. Lambert re: same (.2).	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/13/03	JLG	0019 Review pleadings re: KERP motion and objection to same.	0.50
03/14/03	RAJ	0019 Follow up re KERP hearing.	0.30
03/14/03	MSS	0019 T/c's w/Debtors' counsel re Kerp issues.	0.30
03/14/03	MSS	0019 Reading Kerp outline.	0.30
03/16/03	AAS	0019 Review of KERP/Retention materials.	1.00
03/27/03	RAJ	0019 Follow up on remaining KERP issues.	0.70
03/27/03	JLG	0019 Conferences (two) with M. Stamer re: KERP motion and objection to same (.1); review documents re: same (.3).	0.40
03/03/03	JSS	0022 Extended office conference with M. Stamer regarding terms of the proposed capital restructuring (.40); preliminary review of Plan of Reorganization and related documnts (1.00).	1.40
03/04/03	MSS	0022 T/c's w/bh's re plan issues.	0.50
03/04/03	MSS	0022 T/c w/Debtors' counsel re same.	0.40
03/05/03	MSS	0022 T/c's w/bh's re status of negotiations.	0.40
03/05/03	MSS	0022 T/c's w/Debtors' counsel re same.	0.30
03/05/03	JSS	0022 Detailed review of proposed form of Plan of Reorganization and various public documents furnished by A. Hill (3.00); preliminary review of corporate governance, anti-dilution and investor protection issues (1.80).	4.80
03/06/03	MSS	0022 T/c's w/bh's re various issues.	0.40
03/06/03	MSS	0022 Conf's w/J. Strickland re corp gov issues.	0.60
03/06/03	JSS	0022 Extended office/telephone conference with M. Stamer and representatives of and financial advisors to Official Committee of Unsecured Creditors (.90); detailed revisions to proposed form of Second Amended and Restated Certificate of Incorporation and Warrant Agreement (8.60).	9.50
03/07/03	JSS	0022 Detailed revisions to proposed form of Second Amended and Restated Certificate of Incorporation and Warrant Agreement.	9.80
03/07/03	JLG	0022 Review documents re: analysis of business operations and analysis of warrant proposal.	0.80
03/07/03	AH	0022 Review of incorporation articles (.3); review of warrant agreement (.4)	0.70
03/10/03	JSS	0022 Detailed revisions to proposed form Second Amended and Restated Certificate of Incorporation and Warrant Agreement.	7.20
03/10/03	JLG	0022 Review documents and pleadings re: Warrant agreement and related documents.	0.40
03/11/03	MSS	0022 T/c's w/bh's re status.	0.40
03/11/03	JSS	0022 Extended telephone conference with R. Lambert regarding proposed form of Warrant Agreement (.40); detailed revisions to proposed form of Warrant Agreement (4.50).	4.90
03/12/03	JSS	0022 Review of revised form of Second Amended and Restated Certificate of Incorporation and Warrant Agreement in preparation for meeting; extended office conference with M. Stamer, representatives of and legal counsel to the debtors and representatives of and financial advisors to the Official Committee of Unsecured Creditors (4.80).	5.90
03/13/03	MSS	0022 T/c's w/bh's re status.	0.30
03/18/03	JLG	0022 Review pleadings re: Disclosure Statement and Plan.	0.90
03/19/03	MAS	0022 Research into the definition of Independant Director for J. Strickland.	0.50
03/19/03	MSS	0022 Conf's w/J. Strickland re corp gov issues.	0.30
03/19/03	JSS	0022 Detailed revisions to proposed form of Investor Rights Agreement.	4.90
03/19/03	JLG	0022 Conferences (two) with S. Alberino re: Disclosure Statement and terms of same.	0.40
03/19/03	JLG	0022 Review pleadings re: Plan and Disclosure Statement.	1.40
03/19/03	JLG	0022 Legal research re: 11 U.S.C. section 1125 and standards for adequate information provided in Disclosure Statements.	1.80
03/19/03	AH	0022 Review of investor rights agreement (.8); review of warrant agreement (.7)	1.50
03/19/03	SLA	0022 Review and analyze proposed plan of reorganization.	0.90
03/19/03	SLA	0022 Review and analyze proposed disclosure statement.	1.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/19/03	SLA	0022 Draft objection to disclosure statement.	3.30
03/19/03	SLA	0022 Conference with J. Gold regarding disclosure statement objection.	0.40
03/20/03	MSS	0022 E-mails w/Debtors counsel re plan and DS.	0.20
03/20/03	MSS	0022 T/c's w/J. Gold re same.	0.30
03/20/03	JSS	0022 Detailed review of and revisions to proposed form of Investors Rights Agreement (6.80); office conference with M. Stamer regarding various open restructuring issues (.40).	7.20
03/20/03	JLG	0022 Review pleadings and documents re: Plan and Disclosure Statement.	2.20
03/20/03	JLG	0022 Legal research re: 11 U.S.C. section 1125 and standard for same.	1.60
03/20/03	JLG	0022 Review pleadings re: Amended Plan and Disclosure Statement.	1.40
03/20/03	JLG	0022 Review and revise objection to Disclosure Statement.	0.80
03/20/03	JLG	0022 Conferences (two) with S. Alberino re: objection to Disclosure Statement.	0.40
03/20/03	SLA	0022 Draft objection to disclosure statement regarding good faith issue.	1.90
03/20/03	SLA	0022 Draft objection to disclosure statement regarding defenses and valuation issue.	1.70
03/20/03	SLA	0022 Review and analyze amended disclosure statement.	0.80
03/21/03	MSS	0022 Conf's w/J. Strickland re plan and Ds.	0.20
03/21/03	MSS	0022 T/c's w/bh's re same.	0.80
03/24/03	MSS	0022 T/c's w/Debtors' counsel re various Ds issues.	0.40
03/24/03	MSS	0022 T/c's and conf's w/Akin team re same.	0.50
03/24/03	JSS	0022 Continuing review of revised form of Second Amended and Restated Certificate of Incorporation and Warrant Agreement (2.60).	2.60
03/24/03	JLG	0022 Conference with M. Stamer re: proposed Disclosure Statement and objection to same (.3); conference with S. Alberino re: same (.1).	0.40
03/24/03	JLG	0022 Review Amended Disclosure Statement.	1.10
03/24/03	JLG	0022 Review and revise objection to disclosure statement.	0.40
03/24/03	SLA	0022 Conference with J. Gold regarding review of disclosure statement objections.	0.40
03/24/03	SLA	0022 Review amended disclosure statement for potential objections.	0.70
03/25/03	MSS	0022 T/c's w/Chanin re various issues.	0.30
03/25/03	JSS	0022 Detailed review of and revisions to Amended Plan of Reorganization and Amended Disclosure Statement (3.40); extended office/telephone conference with M. Stamer, J. Gold and D. Bersh regarding same (.90); detailed review of revised form of Second Amended and Restated Certificate of Incorporation and Warrant Agreement (3.90); preparation of outlines of same and the proposed form of Investor Rights Agreement for discussion with the Official Committee of Unsecured Creditors (2.10); office conference with M. Stamer regarding same (.30); telephone confernce with R. Campbell regarding revisions to the Investor Rights Agreement (.30); telephone conference with R. White regarding Warrant Agreement provisions (.30).	11.20
03/25/03	DB	0022 Review of Warrant Agreement and Certificate of Incorporation; conference call with M. Stamer and J. Strickland.	4.10
03/25/03	JLG	0022 Review pleadings and documents re: Amended Plan and Disclosure Statement.	2.80
03/25/03	JLG	0022 Conference with M. Stamer and J. Strickland re: Amended Plan and Disclosure Statement and strategy for going forward; review documents re: same.	0.50
03/25/03	JLG	0022 Conferences (two) with S. Alberino re: objection to Disclosure Statement.	0.40
03/25/03	JLG	0022 Telephone conferences (two) with R. White re: Amended Disclosure Statement and valuation issues and liquidation analysis in support of same; review documents re: same.	0.30
03/25/03	JLG	0022 Review pleadings re: objections to Disclosure Statement by U.S. Trustee and Verizon; review related pleadings and documents re: same.	1.10
03/25/03	JLG	0022 Legal research re: 11 U.S.C. section 1125 and standard for same.	1.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/25/03	JLG	0022 Review proposed modifications to Plan and Disclosure Statement.	0.60
03/25/03	AH	0022 Review of revised warrant agreement (.8); review of revised certificate of incorporation (.5)	1.30
03/25/03	AH	0022 Review of Chanin recovery analysis	0.60
03/25/03	SLA	0022 Review UST objection to disclosure statement.	0.20
03/25/03	SLA	0022 Draft objection to disclosure statement.	3.20
03/26/03	JSS	0022 Preparation of outline summary of open issues on Investor Rights Agreements (1.20); extended telephone conference with M. Stamer, D. Bersh, A. Hill and representations of and financial advisors to Official Committee of Unsecured Creditors (.90), extensive redrafting of proposed form of Second Amended and Restated Certificate of Incorporation and Warrant Agreement (8.40); telephone conference with R. Campbell regarding open issues (.30)	10.80
03/26/03	DB	0022 Review of warrant agreement and certificate of incorporation.	3.10
03/26/03	JLG	0022 Review documents re: investor rights agreement and Wanzunt agreement.	0.80
03/26/03	JLG	0022 Telephone conference with M. Stamer and A. Hill re: Disclosure Statement and objection to same (.1); review documents re: same (.2).	0.30
03/26/03	JLG	0022 Review objections to Disclosure Statement.	1.10
03/26/03	JLG	0022 Telephone conference with R. White re: comments to Plan and Disclosure Statement.	0.40
03/26/03	JLG	0022 Review pleadings and documents re: preparation for hearing on 3/28/03.	2.40
03/26/03	JLG	0022 Review and revise objection to Disclosure Statement.	0.90
03/26/03	JLG	0022 Review proposed order approving KERP plan and related pleadings and documents.	0.40
03/26/03	JLG	0022 Legal research re: 11 U.S.C. section 1125 and standard for same.	1.20
03/26/03	AH	0022 Review of plan (.6); review of disclosure statement (1.1);	1.70
03/26/03	AH	0022 Review of disclosure statement objections	1.60
03/26/03	SLA	0022 Draft Disclosure Statement Objection.	2.60
03/26/03	SLA	0022 Conference with J. Gold regarding Disclosure Statement Objection.	0.30
03/27/03	JSS	0022 Detailed revisions to proposed form of Second Amended and Restated Certificate of Incorporation, Warrant Agreement and Investor Rights Agreement (9.50).	8.50
03/27/03	JLG	0022 Review pleadings and documents re: Disclosure Statement and Plan.	0.80
03/27/03	JLG	0022 Review and revise objection to Disclosure Statement.	0.90
03/28/03	MAS	0022 Pulling cases for J. Strickland.	0.70
03/28/03	MSS	0022 T/c's w/Debtors' counsel re various issues.	0.40
03/28/03	MSS	0022 T/c's w/J. Gold re yesterday's hearing and ds issues.	0.40
03/28/03	MSS	0022 Conf call w/Debtor reps re plan and ds issues.	0.60
03/28/03	MSS	0022 Reviewing relevant docs.	1.20
03/28/03	MSS	0022 T/c's w/J. Strickland re same.	0.40
03/28/03	JSS	0022 Additional detailed revisions to Second Amended and Restated Certificate of Incorporation, Warrant Agreement and Investor Rights Agreement (8.90); extended office/telephone conference with M. Stamer and representatives of and legal counsel to debtors (.70).	9.60
03/28/03	TLH	0022 Retrieve amended plan and disclosure statement.	1.20
03/28/03	JLG	0022 Review pleadings and documents re: Amended Plan and Disclosure Statement.	1.90
03/28/03	JLG	0022 Review and revise objection to Disclosure Statement.	3.80
03/28/03	JLG	0022 Telephone conferences (two) with R. White re: objection to Disclosure Statement; review documents re: same.	0.40
03/28/03	JLG	0022 Conference with M. Stamer re: objection to Disclosure Statement; review documents re: same.	0.40
03/28/03	JLG	0022 Legal research re: objection to Disclosure Statement.	1.60
03/28/03	JLG	0022 Review pleadings re: objection to Disclosure Statement.	0.70
03/28/03	JLG	0022 Review documents re: Warrant Agreement and Investor Rights Agreement.	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/28/03	SLA	0022 Draft disclosure statement.	3.20
03/28/03	SLA	0022 Revise Disclosure Statement.	1.90
03/29/03	AAS	0022 Review and comment on option plan and agreement.	3.50
03/29/03	JLG	0022 Review pleadings re: Amended Disclosure Statement and Plan.	0.70
03/29/03	JLG	0022 Review and revise objection to disclosure statement.	1.10
03/29/03	JLG	0022 Legal research re: 11 U.S.C. section 1125 and standard for adequate information.	0.50
03/29/03	JLG	0022 Legal research re: 11 U.S.C. section 1129 and standard for confirming a Plan.	1.40
03/30/03	MSS	0022 Reviewing DS and obj to DS.	1.80
03/31/03	MSS	0022 T/c's w/Debtors counsel re various plan and ds issues.	0.70
03/31/03	MSS	0022 Preparing for and participating in comm call.	1.10
03/31/03	MSS	0022 T/c's w/bh's re various issues.	0.70
03/31/03	MSS	0022 T/c's w/bh's re various issues.	0.70
03/31/03	MSS	0022 Conf's w/J. Gold re ds obj.	0.50
03/31/03	JSS	0022 Detailed review of proposed form Non-Qualified Stock Option Agreement and 2003 Equity and Performance Incentive Plan (3.10); extended office/telephone conversation with M. Stamer, J. Gold, A. Hill and representatives of and financial advisors to the Official Committee of Unsecured Creditors (.50); detailed revisions to proposed form of Warrant Agreement (3.80); telephone conference with M. Gibson regarding status of document review (.30); office conference with M. Stamer regarding same (.20); telephone conference with A. Scerbak regarding same (.20).	8.10
03/31/03	JLG	0022 Review documents re: Warrant Agreement and Investor Rights Agreement.	1.10
03/31/03	JLG	0022 Review documents and pleadings re: objection to Amended Disclosure Statement and related pleadings.	1.40
03/31/03	JLG	0022 Review and revise objection to Disclosure Statement.	2.60
03/31/03	JLG	0022 Legal research re: third party injunctions and releases and standard for permitting same in Plan.	1.20
03/31/03	JLG	0022 Legal research re: settlements and companies and standard for approving same.	0.90
03/31/03	JLG	0022 Legal research re: 11 U.S.C. section 1129 and good faith requirement for confirming a Plan.	1.10
03/31/03	AH	0022 Review of revised warrant agreement (.4); email to Committee re: same (.2)	0.60
03/31/03	SLA	0022 Conference with J. Gold re: classification issue re: Amended Plan.	0.20
03/11/03	JLG	0025 Travel to NY re: meeting with Debtor representatives and Madison Dearborne representatives (actual time - 3.9).	1.85
03/12/03	JLG	0025 Return to D.C. from NY meeting with Debtor and Madison Dearborne representatives concerning Plan negotiations (actual time - 3.3).	1.65
03/27/03	JLG	0025 Travel to Delaware re: omnibus hearing (actual time - 2.4).	1.20
03/27/03	JLG	0025 Travel from Delaware to D.C. re: omnibus hearing (actual time - 1.9).	0.95
03/31/03	JLG	0025 Travel to NY re: negotiations concerning terms of Plan and related documents (actual time - 3.6).	1.80

Total Hours

410.75

AKIN GUMP
STRAUSS HAUER & FELD LLP

Attorneys at Law

FOCAL COMMUNICATIONS CORPORATION
ATTN: M. JAY SINDER
200 NORTH LASALLE STREET
CHICAGO, IL 60601

Invoice Number 736863
Invoice Date 05/22/03
Client Number 601361
Matter Number 0001

Re: CREDITORS COMMITTEE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 04/30/03 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	4.60	\$1,455.50
0003	Akin Gump Fee Application/Monthly Billing Reports	10.30	\$2,492.50
0004	Analysis of Other Professionals Fee Applications/Reports	8.20	\$2,957.50
0006	Retention of Professionals	23.40	\$7,921.00
0007	Creditors Committee Meetings	12.80	\$6,751.50
0008	Court Hearings	29.30	\$12,179.50
0011	Executory Contracts/License Agreements	1.60	\$598.00
0012	General Claims Analysis/Claims Objections	3.90	\$1,267.50
0016	Lift Stay Litigation	0.20	\$78.00
0017	General Adversary Proceedings and Other Litigations	102.30	\$43,576.50
0018	Tax Issues	8.60	\$3,354.00
0019	Labor Issues/Employee Benefits	3.40	\$1,479.00
0021	Exclusivity	1.30	\$422.50
0022	Plan and Disclosure Statement and Plan Related Documentation	186.20	\$91,966.00
0025	Travel	5.80	\$2,591.00
	TOTAL	401.90	\$179,090.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/01/03	MSS	0002 Conf's w/Akin team re various issues.	0.50
04/02/03	RAJ	0002 Confer with Stamer re banks.	0.10
04/14/03	TLH	0002 Review and organize case materials.	0.60
04/16/03	JLG	0002 Review pleadings re: general docket review.	0.60
04/19/03	JLG	0002 Review and analyze pleadings re: general docket review.	0.50
04/24/03	CJ	0002 Retrieved SEC filings for A. Hill.	0.50
04/28/03	JLG	0002 Review docket and pleadings re: general docket review.	0.60
04/29/03	JLG	0002 Review correspondence from A. Hill re: conference call concerning status of case (.1); review correspondence from A. Hill re: summary of pleadings (.3).	0.40
04/30/03	CTF	0002 Retrieve documents from court website for May 1, 2003 hearing.	0.80
04/04/03	PS	0003 Review and prepare documents re fee application.	1.90
04/05/03	PS	0003 Review and prepare documents re fee application.	2.10
04/07/03	PS	0003 Prepare interim fee application and related exhibits.	1.70
04/08/03	AH	0003 Drafting of Focal monthly fee application	1.90
04/10/03	AH	0003 Drafting of monthly fee statement	0.70
04/14/03	AH	0003 Drafting of Focal monthly fee application	1.20
04/21/03	AH	0003 Final revisions to Akin Gump monthly fee statement	0.80
04/16/03	JLG	0004 Review fee application for Chanin.	0.60
04/17/03	JLG	0004 Review and revise Chanin first and final fee application.	1.10
04/18/03	JLG	0004 Review and revise fee application for Chanin.	0.90
04/19/03	JLG	0004 Review and revise Chanin fee application.	0.80
04/21/03	JLG	0004 Review and revise Chanin fee application and related documents (engagement letter and expense schedules).	1.10
04/22/03	AH	0004 Drafting of Chanin final fee order (.4); review of Chanin final fee application (.3); conference with J. Gold re: same (.2)	0.90
04/23/03	AH	0004 Final revisions to Chanin fee order	0.40
04/23/03	AH	0004 Review of MBL fee application (.3); review of Chanin retention order (.3); review of Swidler Berlin first quarterly application (.4); review of Klett Rooney fee application (.2); review of E&Y fee application (.3)	1.50
04/24/03	AH	0004 Review of email from M. Caloway re: Chanin fee application (.3); phone with J. Gold re: same (.1); conference with M. Stamer re: same (.2); review of Chanin fee application (.3)	0.90
04/08/03	MSS	0006 T/c's w/Chanin re retention issues.	0.20
04/08/03	JLG	0006 Review pleadings re: Chanin/CTA application and 2004 exam motion.	0.90
04/10/03	JLG	0006 Telephone conference with G. Singer re: Chanin appointment and modifications to same (.2); review documents and pleadings re: same (.1).	0.30
04/10/03	JLG	0006 Telephone conference with W. Box re: CTA appointment and modifications to same (.1); review documents re: same (.3).	0.40
04/10/03	JLG	0006 Review and analyze revised CTA engagement letter and related documents.	0.50
04/10/03	JLG	0006 Draft proposed order for Chanin appointment (.7); review pleadings and documents re: same (.5).	1.20
04/10/03	JLG	0006 Draft proposed order for CTA appointment (.3); review pleadings and documents re: same (.4).	0.70
04/10/03	AH	0006 Drafting of revised fee application for financial advisors	0.80
04/11/03	AH	0006 Drafting of revised Chanin retention order (.4); phone with J. Gold re: same (.2)	0.60
04/11/03	CTF	0006 Redline schedule 1 to application to employ (.20); conference with J. Gold regarding same (.10).	0.30
04/11/03	SLA	0006 Review Chanin indemnification redline (.2); conference with J. Gold re: same (.1).	0.30
04/12/03	JLG	0006 Review pleadings and documents re: Chanin/CTA application.	0.50
04/14/03	JLG	0006 Telephone conference with R. White re: Chanin final fee application	0.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		9.1); review documents re: same 9.2).	
04/14/03	JLG	0006 Telephone conference with R. Lambert re: Chanin final fee application.	0.20
04/14/03	JLG	0006 Conference with A. Hill re: amended application for CTA employment (.1); review documents and pleadings re: same (.3).	0.40
04/14/03	AH	0006 Drafting of amended CTA application	1.40
04/15/03	AH	0006 Drafting of amended CTA application, affidavit and order	3.40
04/16/03	JLG	0006 Review and revise CTA amended application to employ and related documents.	1.20
04/17/03	JLG	0006 Review and revise amended application to employ CTA and related pleadings.	0.80
04/17/03	AH	0006 Final revisions to CTA amended application (1.4); drafting of order (.7); revisions to affidavit (.7); phone with J. Gold re: same (.2); email to W. Barr re: same (.1)	3.10
04/19/03	JLG	0006 Review and revise amended CTA employment application.	0.40
04/21/03	JLG	0006 Conference call with A. Hill re: status of CTA amended application and Chanin fee application (.2); review pleadings and documents re: same (.3); telephone conference with M. Calloway re: same and filing of same (.1).	0.60
04/21/03	AH	0006 Conference with J. Gold re: CTA application (.3); email to W. Barr re: same (.2); drafting of Chanin final fee application order (.4)	0.90
04/22/03	MSS	0006 T/c's w/CTA reps re retention issues.	0.30
04/22/03	JLG	0006 Telephone conferences (two) with A. Hill re: CTA application and Chanin fee application.	0.40
04/22/03	JLG	0006 Telephone conference with M. Caloway re: Chanin fee application and CTA amended application and filing of same; review documents re: same (.2); review and respond to correspondence from M. Caloway re: same (.2).	0.40
04/22/03	AH	0006 Final revisions to amended CTA application	0.50
04/23/03	PS	0006 Review and prepare retention application and related documents (2.2); office conferences FSH re same (.2).	2.40
04/01/03	MSS	0007 Preparing for and participating in comm call.	0.80
04/01/03	MSS	0007 Participating in conf call w/Company, MPP and professionals re negotiations.	0.60
04/01/03	JLG	0007 Conference call with Committee members concerning status of plan negotiations, terms of warrant agreement and investor rights agreement.	0.50
04/02/03	MSS	0007 Participating in conf call w/all hands re plan negotiations.	1.50
04/08/03	RAJ	0007 Conference call with Unsecured Creditors Committee.	0.40
04/08/03	MSS	0007 Review materials in prep for comm call.	1.20
04/08/03	MSS	0007 Participating in comm call.	0.50
04/08/03	MSS	0007 Participating in Akin team meeting before and after call.	0.50
04/08/03	JLG	0007 Conference call with committee members and M. Stamer re: status of case and negotiations for global settlement and strategy for going forward.	0.40
04/08/03	WL	0007 Conference call with creditor's committee	0.90
04/10/03	MSS	0007 Conf calls w/Akin team and Company reps re same.	1.10
04/15/03	MSS	0007 T/c's w/Comm members re status.	0.30
04/29/03	AH	0007 Coordination of preparations for committee call (.2); correspondence with Committee members re: same (.4)	0.60
04/30/03	MSS	0007 Preparing for Comm call.	0.80
04/30/03	MSS	0007 Participating in Comm call.	1.00
04/30/03	JLG	0007 Conference call with Committee members, M. Stamer and CTA representatives re: status of case and strategy for moving forward.	0.90
04/30/03	AH	0007 Participation in committee conference call	0.80
02/04/03	CTF	0008 Retrieve documents from court website for February 5, 2003 hearing.	0.30
02/04/03	CTF	0008 Revise hearing binder and index for February 5, 2003 hearing.	0.40
04/01/03	RAJ	0008 Prepare for hearing on 2004 applications.	2.40
04/01/03	TLH	0008 Prepare documents for 4/2/03 hearing.	1.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/09/03	TLH	0008 Review calendar for matters scheduled for hearing on 4/10/03.	0.20
04/09/03	AH	0008 Conference with various Akin Gump professionals re: disclosure statement hearing (1.1); preparation for hearing (1.4); review of plan and disclosure statement (.6); review of objection to disclosure statement (.7)	3.80
04/10/03	JLG	0008 Prepare for hearing on approval of Disclosure Statement.	1.90
04/10/03	JLG	0008 Prepare for hearing on 2004 Exam Request and Chanin and CTA appointment.	2.10
04/11/03	JLG	0008 Attend omnibus hearing re: approval of Disclosure Statement, 2004 exam request and Chanin/CTA application.	3.90
04/24/03	MSS	0008 Reviewing pleadings in prep for ds hearing.	2.50
04/24/03	MSS	0008 Conf's w/J. Strickland, J. Gold and A. Hill re same.	0.60
04/25/03	MSS	0008 Reviewing pleadings in prep for ds hearing.	2.40
04/25/03	MSS	0008 Participating in ds hearing and conf's w/parties re same.	2.20
04/29/03	TLH	0008 Review court calendar for 5/1/03 hearing.	0.30
04/29/03	JLG	0008 Review document re: agenda letter for 5/1/03 hearing.	0.20
04/29/03	JLG	0008 Review pleadings re: omnibus hearing scheduled for 5/1/03 and matters on the docket.	0.70
04/30/03	JLG	0008 Review and analyze pleadings and documents re: matters on the docket for 5/1/03 omnibus hearing.	2.30
04/30/03	CTF	0008 Prepare hearing binder and index for contested matters for May 1, 2003 hearing.	0.70
04/30/03	CTF	0008 Prepare hearing binder and index for uncontested matters for May 1, 2003 hearing.	1.20
04/16/03	JLG	0011 Review and analyze stipulation and consent order re: GH PG&E and Debtors re: adequate assurance of future performance.	0.80
04/16/03	JLG	0011 Telephone conference with C. Chulier re: PG&E stipulation and consent order.	0.40
04/23/03	AH	0011 Review of stipulation re: Pacific Gas	0.40
04/23/03	AH	0012 Drafting of memorandum re: Qwest setoff motion	0.80
04/24/03	AH	0012 Final revisions to memo re: Qwest motion for setoff (.4); email to Committee re: same (.1)	0.50
04/24/03	AH	0012 Review of 10-K's and indenture re: guarantees from subsidiaries	2.60
04/04/03	JLG	0016 Telephone conference with C. Chulier re: status of stipulation concerning stay of CA litigation (.1); review documents re: same (.1).	0.20
04/04/03	JLG	0017 Review documents and pleadings re: stipulation concerning application of stay to California litigation pending against Debtor's employee.	0.80
04/07/03	RAJ	0017 Follow up regarding bank 2004 examinations.	0.70
04/07/03	RAJ	0017 Further review of bank documents.	2.20
04/07/03	RAJ	0017 Review cash collateral order re bank lien challenge deadline.	0.50
04/07/03	AH	0017 Review of noticing docket of MBL appeal (.2); conference with P. Schmitter re: same (.2); conference with M. Stamer re: same (.2)	0.60
04/08/03	RAJ	0017 Prepare for call with Committee.	0.70
04/08/03	RAJ	0017 Review McManigal transcript.	1.20
04/08/03	RAJ	0017 Review bank documents.	1.40
04/08/03	RAJ	0017 Follow up with Stamer re settlement issues.	0.20
04/09/03	RAJ	0017 Prepare for hearing re remaining 2004 discovery issues.	2.00
04/09/03	RAJ	0017 Confer with Strickland, Stamer re settlement issues.	0.40
04/09/03	RAJ	0017 Conference with Hill, Gold re hearing.	0.50
04/09/03	RAJ	0017 Review draft objections to disclosure statement.	0.80
04/09/03	AH	0017 Review of Focal docs re: adversary proceeding (.4); conference with R. Johnson re: same (.3)	0.70
04/10/03	RAJ	0017 Review additional Focal litigation documents.	1.70
04/10/03	RAJ	0017 Conference with Hill, Gold re hearing.	0.40
04/14/03	RAJ	0017 Confer with Schmitter re appeal.	1.20
04/14/03	RAJ	0017 Review applicable Bankruptcy Rules and local district court rules re appeal.	0.90
04/14/03	RAJ	0017 Develop outline, issues, and statement of the case.	4.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/14/03	MSS	0017 T/c's and E-mails w/local counsel re MDL brief.	0.40
04/14/03	PCS	0017 Research for and revise appeal brief.	4.40
04/14/03	PCS	0017 Confer with team regarding appeal.	1.20
04/15/03	RAJ	0017 Review record on appeal including objection to MBL retention.	2.40
04/15/03	RAJ	0017 Analyze 327, 328 and 330 issues.	2.10
04/15/03	RAJ	0017 Draft brief.	2.20
04/15/03	PCS	0017 Research for and revise appeal brief.	5.30
04/15/03	PCS	0017 Confer with team regarding appeal.	2.60
04/15/03	AH	0017 Review of documents for MBL appealate brief	0.60
04/15/03	TA	0017 Research and review case law regarding section 1006 of the bankruptcy code. (2.5)	2.50
04/16/03	RAJ	0017 Analyze cases on 328(a) retentions.	3.80
04/16/03	RAJ	0017 Draft additional sections of appeal brief.	2.60
04/16/03	RAJ	0017 Edit statement of issues.	1.70
04/16/03	PCS	0017 Research for and revise appeal brief.	5.60
04/16/03	PCS	0017 Confer with team regarding appeal.	1.90
04/16/03	AH	0017 Research re: Miller Buckfire Appeal (.6); phone with P. Schmitter re: same	0.70
04/16/03	TA	0017 Research and review case law regarding sections 1006, 327, 328 and 330 of the bankruptcy code (9.2).	9.20
04/17/03	RAJ	0017 Edit brief.	3.70
04/17/03	RAJ	0017 Analyze additional cases on 328 and 330.	2.80
04/17/03	RAJ	0017 Confer with Schmitter re MBL appeal brief.	0.50
04/17/03	MSS	0017 Reviewing and revising MBC appeal brief (1.8); confs with RAJ and PS re same (.4).	2.20
04/17/03	MSS	0017 T/c's w/US Trustee re plan issues.	0.30
04/17/03	MSS	0017 T/c's w/bh's re various issues.	0.40
04/17/03	PCS	0017 Research for and revise appeal brief.	8.40
04/17/03	PCS	0017 Confer with team regarding appeal.	2.90
04/18/03	RAJ	0017 Finalize appeal brief.	1.50
04/18/03	PCS	0017 Finalize appeal brief.	2.50
04/18/03	PCS	0017 Confer with team regarding appeal.	0.50
04/23/03	AH	0017 Review of Debtors' Rule 26(a)(1) disclosure (.2); review of stipulations permitting Focal New Jersey, et al. to file complaint (.5);	0.70
04/25/03	RAJ	0017 Review rules regarding timing of opposition and reply briefs.	0.40
04/28/03	RAJ	0017 Analyze issues regarding timing of Debtors' opposition to our appeal of MBL retention and our reply period.	0.60
04/28/03	RAJ	0017 Confer with Stamer re confirmation discovery.	0.30
04/28/03	RAJ	0017 Confer with local counsel re MBL appeal.	0.30
04/28/03	RAJ	0017 Confer with Schmitter re confirmation discovery.	0.40
04/28/03	PCS	0017 Conference call regarding discovery.	1.00
04/28/03	PCS	0017 Confer with local counsel, R. Johnson regarding Focal appeal.	0.50
04/29/03	RAJ	0017 Confer with Stamer re confirmation discovery.	0.20
04/29/03	RAJ	0017 Confer with Schmitter re discovery issues.	0.40
04/29/03	RAJ	0017 Conference call with Debtor and other creditors re confirmation discovery schedule.	0.70
04/29/03	PCS	0017 Conference call regarding discovery.	0.50
04/07/03	PC	0018 Review Disclosure Statement.	0.30
04/09/03	PC	0018 Review and revise Plan and Disclosure Statement (2.4); discuss same with J. Strickland and A. Hill (.4); calls with Kirkland & Ellis regarding the same (.5)	3.30
04/22/03	PC	0018 Review and revise Plan and Disclosure Statement (4.8); discuss same with J. Strickland (.2).	5.00
04/01/03	AAS	0019 Review and comment on revised documents.	2.00
04/08/03	AAS	0019 Review of Plan of Reorganization.	0.20
04/09/03	AAS	0019 Review and comment on option plan and agreement	1.20
04/23/03	AH	0021 Review of Debtors' Motion to extend exclusive periods (.4); conference	1.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		with M. Stamer re: same (.2); drafting of memorandum re: same (.7)	
04/01/03	MAS	0022 Review of Disclosure Statement.	0.40
04/01/03	MSS	0022 Reviewing revised ds obj.	0.50
04/01/03	JSS	0022 Extended telephone conference with representatives of and legal counsel to debtors (2.00); extended office/telephone conference with M. Stamer, J. Gold and representatives of and financial advisors to Official Committee of Unsecured Creditors (.80); extended office/telephone conference with M Stamer and representatives of and legal counsel to debtors (.80); additional review of documents (4.50); preparation of and revisions to key open issue list (.60).	8.90
04/01/03	JLG	0022 Review and revise objection to amended disclosure statement.	2.20
04/01/03	JLG	0022 Review pleadings and documents re: analysis of amended disclosure statement and plan.	1.20
04/01/03	JLG	0022 Conferences (two) with M. Stamer re: amended disclosure statement and plan and terms of same; review documents re: same.	0.50
04/01/03	JLG	0022 Draft memo to M. Stamer re: comments concerning amended disclosure statement and plan.	0.90
04/01/03	AH	0022 Legal research re: tests for approval of disclosure statement (1.2)	1.20
04/02/03	MSS	0022 Reviewing relevant docs re disclosure statement.	0.80
04/02/03	MSS	0022 T/c's w/bh's re same.	0.50
04/02/03	JSS	0022 Extended telephone/office conference with M. Stamer, G. Singer, D. Loughlane and B. Addy regarding key open issues (.30); extended telephone/office conference with M. Stamer, G. Singer, D Loughlane and representatives of and legal counsel to the debtors (1.60); additional review of documents relating to various open issues (1.40).	3.30
04/02/03	JLG	0022 Review correspondence from B. Groschel re: status of Disclosure Statement (.1); review related documents re: same (.3).	0.40
04/02/03	JLG	0022 Review pleadings re: Amended Disclosure Statement and Plan.	1.40
04/02/03	AH	0022 Review of revised disclosure statement (1.1); review of revised plan (.7)	1.80
04/02/03	AH	0022 Review of warrant agreement (.6); review of certificate of incorporation (.5)	1.10
04/03/03	JSS	0022 Detailed review of new proposed definitions (.60); extended office conference with M. Gibson regarding same (.40); detailed revisions to proposed definitions (.90); telephone conference with A. Scerbak regarding proposed Management Stock Option (.40).	2.30
04/04/03	MSS	0022 Conf's w/J. Strickland re document issues.	0.50
04/04/03	MSS	0022 T/c w/J. Gold re plan and ds issues.	0.30
04/04/03	MSS	0022 T/c's and E-mails w/Debtors' counsel re ds issues.	0.30
04/04/03	JSS	0022 Detailed review of and revisions to proposed form of Second Amended and Restated Certificate of Incorporation and Investor Rights Agreement (5.90); office conference with M. Stamer regarding same (.30); telephone conference with M. Gibson regarding same (.30).	6.50
04/04/03	JLG	0022 Conference with M. Stamer re: Plan and Disclosure Statement and objection to same.	0.20
04/05/03	JLG	0022 Review pleadings and documents re: amended disclosure statement.	1.20
04/05/03	JLG	0022 Review and Reivse objection to disclosure statement.	0.90
04/06/03	JLG	0022 Review and revise objection to Disclosure Statement.	1.10
04/06/03	JLG	0022 Legal research re: 11 U.S.C. section 1125 and objection to Disclosure Statement.	1.40
04/07/03	MSS	0022 T/c's w/Debtors' counsel re ds issues.	0.30
04/07/03	MSS	0022 T/c w/J. Gold re same.	0.30
04/07/03	MSS	0022 Reviewing revised ds obj.	0.40
04/07/03	MSS	0022 Conf's w/J. Strickland re ds issues.	0.40
04/07/03	JSS	0022 Detailed review of and revisions to proposed form of Warrant Agreement (6.80); office conference with M. Stamer regarding same (.20); telephone conference with M. Gibson regarding status of documents (.20); e-mail message to legal counsel to debtors and	7.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		representatives of and financial advisors (.30).	
04/07/03	JLG	0022 Review and revise objection to Disclosure Statement.	1.10
04/07/03	AH	0022 Review revisions to warrant agreement	0.80
04/08/03	MSS	0022 T/c's and E-mails w/Debtors' counsel re ds issues.	0.60
04/08/03	MSS	0022 T/c's and E-mails w/Comm members re same.	0.50
04/08/03	JSS	0022 Extended office/telephone conference with M. Stamer, R. Johnson and representatives of and financial advisors to Official Committee of Unsecured Creditors (.40); telephone conference with A. Scerbak regarding Employee Stock Option Agreement (.20); telephone conference with R. Wilson regarding same (.20); additional review of and revisions to documents (2.90).	3.70
04/08/03	JLG	0022 Review and revise objection to Disclosure Statement.	0.90
04/08/03	JLG	0022 Review pleadings and documents re: Amended Disclosure Statement and Plan.	0.70
04/08/03	JLG	0022 Legal research re: 11 U.S.C. section 1125 and Amended Disclosure Statement.	1.10
04/08/03	JLG	0022 Conferences (two) with M. Stamer re: amended Disclosure Statement, 2004 exam motion and Chanin Application and hearings on same (.3); telephone conference with M. Caloway re: same (.1).	0.40
04/08/03	AH	0022 Review of plan and disclosure statement (1.1); conference with various Akin Gump professional re: coordination of final revisions (.4)	1.50
04/09/03	MSS	0022 Reviewing and revising ds obj.	1.50
04/09/03	MSS	0022 Multiple t/c's and e-mails w/Akin team re ds issues.	1.40
04/09/03	MSS	0022 Multiple t/c's w/debtors' counsel re same.	0.80
04/09/03	MSS	0022 Review of revised plan and ds.	0.60
04/09/03	JSS	0022 Detailed and multiple revisions to proposed form of Second Amended and Restated Certificate of Incorporation, Warrant Agreement, Investor Rights Agreement and Management Stock Option Agreements (7.90); extended telephone conference with M. Gibson and R. Campbell regarding documentation issues (1.90); extended telephone conference with R. Alexander regarding various Delaware/corporate governance issues (.50).	10.30
04/09/03	JLG	0022 Review objections to Disclosure Statement by other creditors and U.S. Trustee.	1.20
04/09/03	JLG	0022 Review pleadings re: amended Disclosure Statement.	1.80
04/09/03	JLG	0022 Telephone conference with M. Stamer (two) re: amended Disclosure Statement and Plan and status of same (.2); conference with M. Stamer re: same (.1); conferences (two) with A. Hill re: same (.2); conference with A. Hill and B. Johnson re: same (.1).	0.60
04/10/03	MSS	0022 Reviewing and revising revised plan and ds (2.1); t/c's w/ akin team re same (.8).	2.90
04/10/03	JSS	0022 Detailed review of revised form of management stock option documents (1.90); extended telephone conference with R. Campbell and R. Wilson regarding same (1.00); extended office conference with A. Scerbak regarding same (.50); extended telephone conference with M. Stamer, J. Gold, G. Singer and D. Locklane regarding open issues (.50); extended telephone conference with M. Stamer, B. Grohsgal, M. Gibson and R. Campbell regarding final revisions to documents (.90).	4.80
04/10/03	JLG	0022 Review and analyze Amended Disclosure Statement and Plan.	1.80
04/10/03	JLG	0022 Conference call with J. Strickland, M. Stamer and A. Hill re: Amended Disclosure Statement and Plan (.2); review documents re: same (.2).	0.40
04/10/03	JLG	0022 Conference call with Disclosure Statement Plan subcommittee re: terms of Disclosure Statement and Plan and open corporate governance issues (.3); review documents re: same (.1).	0.40
04/10/03	JLG	0022 Conference call with R. Gosghal, Madison Dearborne representatives, M. Stamer and J. Strickland re: Amended Disclosure Statement and Plan (.4); review documents re: same and proposed modifications to same	0.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.4).	
04/10/03	JLG	0022 Review and analyze Amended Disclosure Statement and Plan.	0.80
04/10/03	JLG	0022 Conferences with M. Stamer (three) re: Amended Disclosure Statement and Plan (.6); review documents re: same (.2).	0.80
04/10/03	AH	0022 Review of draft disclosure statement objection (.7); coordination of filing plan in case of need to be filed (.3); professionals meeting re: open issues (1.9); review of directors' bios (.5); review of disclosure statement (1.7)	5.10
04/11/03	MSS	0022 T/c's w/J. Gold re ds issues.	0.70
04/11/03	MSS	0022 T/c's w/bh's re same.	0.60
04/11/03	JSS	0022 Review of final revisions to documents (.90); telephone conference with R. Campbell regarding same (.40)	0.90
04/11/03	JLG	0022 Review documents and pleadings re: amended Disclosure Statement and Plan.	0.70
04/11/03	AH	0022 Review of revised plan and disclosure statement blacklines	1.20
04/12/03	JLG	0022 Review pleadings and documents re: Amended Disclosure Statement.	0.60
04/12/03	JLG	0022 Draft correspondence to Committee re: status of Disclosure Statement.	0.90
04/14/03	JSS	0022 Extended telephone conference with R. Campbell regarding documentation issues. (.50).	0.50
04/14/03	TLH	0022 Retrieve objections and responses to disclosure statement.	1.20
04/14/03	JLG	0022 Conference with M. Stamer re: status of Disclosure Statement; review documents re: same.	0.40
04/14/03	AH	0022 Review of revised plan and disclosure statement	0.90
04/15/03	TLH	0022 Retrieve objections and responses to disclosure statement.	1.40
04/15/03	JLG	0022 Review and analyze pleadings re: Amended Disclosure Statement.	0.90
04/15/03	AH	0022 Review of revised plan and disclosure statement	0.80
04/16/03	JLG	0022 Review and analyze pleadings and documents re: Amended Plan and Disclosure Statement.	1.40
04/16/03	AH	0022 Revisions to disclosure statement objection (.8); preparation for disclosure statement hearing (2.8)	3.60
04/17/03	JLG	0022 Conference with M. Stamer re: status of case and Disclosure Statement (.1); review related documents re: same (.2).	0.30
04/17/03	JLG	0022 Review and analyze memo from Debtor re: additional disclosure for disclosure statement.	1.20
04/17/03	AH	0022 Preparation for disclosure statement hearing	1.20
04/18/03	MSS	0022 Conf's w/J. Strickland re status.	0.50
04/18/03	MSS	0022 Reviewing relevant docs.	1.50
04/18/03	JSS	0022 Review of additional revisions to documents.	3.10
04/18/03	JLG	0022 Review and analyze proposed additions and modifications to Amended Disclosure Statement.	1.60
04/18/03	JLG	0022 Review and analyze Amended Disclosure Statement and Plan.	0.80
04/18/03	JLG	0022 Review and analyze objection to Amended Disclosure Statement.	1.20
04/19/03	JLG	0022 Review and analyze objections to Amended Disclosure Statement.	1.60
04/19/03	JLG	0022 Review and analyze amended Disclosure Statement.	0.80
04/21/03	MSS	0022 T/c's w/counsel for Debtors re ds issues.	0.30
04/21/03	MSS	0022 Conf's w/J. Strickland re same.	0.30
04/21/03	JSS	0022 Review of revised form of Plan of Reorganization and Disclosure Statement (1.00); telephone conference with B. Grohsgal regarding same (.10); telephone conference with R. Campbell regarding same (.20); review revised form fo Second Amended and Restated Certificate of Incorporation, Warrant Agreement and Investor Rights Agreement for final revisions (1.50); telephone conference with R. Campbell regarding revisions to management stock option agreement (.10).	2.90
04/21/03	JLG	0022 Review and analyze Amended Disclosure Statement and Amended Plan.	1.40
04/21/03	AH	0022 Review of newly amended disclosure statement and plan	1.40
04/22/03	MSS	0022 T/c's and conf's w/Akin team re revised ds.	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/22/03	MSS	0022 T/c w/debtors' counsel re same.	0.20
04/22/03	JSS	0022 Detailed review of revised form of Second Amended Joint Plan of Reorganization and Disclosure Statement (5.80); telephone conference with J. Gold regarding same (.20); office conference with M. Stamer regarding same (.20).	6.10
04/22/03	JLG	0022 Conference with J. Strickland re: 2nd Amended Plan and Disclosure Statement; conferences with M. Stamer re: same.	0.30
04/22/03	JLG	0022 Prepare 2nd Amended Plan and Disclosure Statement blacklines for internal circulation.	0.40
04/22/03	JLG	0022 Review and analyze 2nd Amended Plan and Disclosure Statement.	2.90
04/22/03	JLG	0022 Conference with J. Strickland and M. Stamer re: amended disclosure statement and plan (.1); review documents re: same (.2).	0.30
04/22/03	JLG	0022 Review pleadings and documents re: Amended Disclosure Statement and KERP motion and order.	0.90
04/22/03	JLG	0022 Draft memo for M. Stamer re: treatment of key employees in Disclosure Statement.	0.60
04/22/03	JLG	0022 Draft memo to M. Stamer re: comments concerning Amended Plan and Disclosure Statement.	1.30
04/22/03	AH	0022 Review of Debtors' amended disclosure statement (.8); conference with J. Gold re: same (.1)	0.90
04/23/03	MSS	0022 T/c's w/J. Gold and J. Strickland re revised DS.	0.40
04/23/03	MSS	0022 T/c's w/comm members re same.	0.40
04/23/03	JLG	0022 Review and analyze documents and pleadings re: Amended Plan and Disclosure Statement.	1.40
04/23/03	JLG	0022 Review and analyze pleadings re: Debtor's motion to extend exclusive periods.	0.40
04/23/03	JLG	0022 Telephone conference with B. Groshgal re: Amended Disclosure Statement and terms of KERP (.2); review documents re: same (.2).	0.40
04/23/03	JLG	0022 Review and analyze pleadings re: Amended Disclosure Statement and KERP motion and order granting same.	0.60
04/23/03	AH	0022 Review of Debtors' additional information re: disclosure statement (1.4); review of disclosure statement (.9)	2.30
04/24/03	MSS	0022 T/c w/J. Abruzzezze re valuation issues.	0.20
04/24/03	MSS	0022 T/c's and E-mails w/Debtors counsel.	0.50
04/24/03	JSS	0022 Detailed review of additional revisions to revised form of Disclosure Statement and comparison of the terms thereof to Second Amended and Restated Certificate of Incorporation, Warrant Agreement, Investor Rights Agreement and Management Stock Option Agreements (7.80); telephone conference with R. Campbell regarding same (.20); telephone conference B. Groshgal regarding same (.10); telephone conference with J. Gold regarding same (.20); telephone conference with P. Cox regarding tax discussion (.20).	8.50
04/24/03	PS	0022 Review amended plan and disclosure statement for JS.	0.60
04/24/03	AH	0022 Review of proposed inserts to disclosure statement	1.10
04/25/03	MSS	0022 Conf's w/H. Sorvino re ds issues.	0.50
04/25/03	MSS	0022 Conf's w/Debtors counsel re same.	0.50
04/25/03	MSS	0022 T/c's w/comm members re ds hearing.	0.50
04/25/03	JSS	0022 Additional review of revised Disclosure Statement in preparation for hearing (1.80); office conference with M. Stamer and M. Caloway (.50); attend disclosure statement hearing/review of and revisions to revised form of Plan of Reorganization and Disclosure Statement (3.00); return to New York City (1.90).	7.20
04/25/03	AH	0022 Phone with Tom Krasner (.3); review of T. Krasner resume (.2)	0.50
04/25/03	AH	0022 Review of blackline of disclosure statement	0.90
04/28/03	MSS	0022 T/c's w/Debtors counsel re open issues.	0.20
04/28/03	MSS	0022 Participating in discovery conf call.	0.90
04/28/03	MSS	0022 Conf w/J. Strickland re ds issues.	0.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/28/03	MSS	0022 T/c's w/bh's re various plan and ds issues.	0.70
04/28/03	JSS	0022 Review of revised form of Disclosure Statement and comparison of same to prior revisions and suggested changes (1.20); office conference with M. Stamer regarding same (.20).	1.40
04/28/03	JLG	0022 Review pleadings re: revised amended Disclosure Statement.	1.10
04/29/03	MSS	0022 T/c's w/comm members re plan and ds issues.	0.40
04/29/03	MSS	0022 Drafting e-mail to Debtors' counsel re open plan issues.	0.70
04/29/03	JLG	0022 Telephone conference with M. Stamer re: status of Disclosure Statement and Plan (.1); review documents re: same (.1).	0.20
04/29/03	JLG	0022 (A) Review documents re: proposed ballots.	0.90
04/29/03	AH	0022 Review of proposed ballots (.8); review of motion for approval of proposed ballots (.6)	1.40
04/30/03	MSS	0022 T/c's w/Debtors' counsel re ds issues.	0.30
04/30/03	MSS	0022 T/c's and conf's w/Akin team re various plan issues.	0.30
04/30/03	MSS	0022 T/c's w/Comm members re various issues.	0.30
04/30/03	JLG	0022 Telephone conferences (three) with M. Stamer re: status of Amended Disclosure Statement and Plan (.3); telephone conference with M. Stamer and J. Strickland re: same (.1); review documents and pleadings re: same (.2).	0.60
04/30/03	JLG	0022 Review and analyze Amended Disclosure Statement and Plan.	1.20
04/30/03	JLG	0022 Review and analyze proposed order approving Disclosure Statement and balloting procedures.	0.90
04/30/03	JLG	0022 Telephone conference with B. Groshgel re: modifications to Amended Disclosure Statement (.2); review documents and pleadings re: same (.1).	0.30
04/01/03	JLG	0025 Travel from NY to D.C. (actual time - 3.10).	1.55
04/11/03	JLG	0025 Travel from Philadelphia to D.C. re: omnibus hearing (Disclosure Statement, 2004 Exam Request and Chanin/CTA application) (actual time 2.8).	1.40
04/11/03	JLG	0025 Travel to Philadelphia re: omnibus hearing (Disclosure Statement, 2004 Exam Request and Chanin/CTA application) (actual time - 2.9).	1.45
04/25/03	MSS	0025 Traveling to and from ds hearing (actual time - 2.8).	1.40
Total Hours			401.90

AKIN GUMP
STRAUSS HAUER & FELD LLP

Attorneys at Law

FOCAL COMMUNICATIONS CORPORATION
ATTN: M. JAY SINDER
200 NORTH LASALLE STREET
CHICAGO, IL 60601

Invoice Number 746863
Invoice Date 06/26/03
Client Number 601361
Matter Number 0001

Re: CREDITORS COMMITTEE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 05/31/03 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	29.80	\$9,878.50
0003	Akin Gump Fee Application/Monthly Billing Reports	12.20	\$2,682.50
0004	Analysis of Other Professionals Fee Applications/Reports	1.40	\$494.00
0006	Retention of Professionals	26.20	\$10,708.50
0008	Court Hearings	8.10	\$3,845.00
0009	Financial Reports and Analysis	0.30	\$97.50
0011	Executory Contracts/License Agreements	0.90	\$351.00
0012	General Claims Analysis/Claims Objections	31.70	\$9,196.00
0017	General Adversary Proceedings and Other Litigations	38.10	\$16,817.50
0022	Plan and Disclosure Statement and Plan Related Documentation	26.90	\$13,766.00
0024	Asset/Stock Transaction/Business Liquidations	0.70	\$273.00
0025	Travel	8.40	\$3,391.50
	TOTAL	184.70	\$71,501.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/01/03	JLG	0002 Review and analyze pleadings re: Collerton adversary proceedings initiated by the Debtors, rejection motions and utility settlements and motions/responses.	1.70
05/01/03	JLG	0002 Review and analyze stipulation with SBC entities.	0.90
05/02/03	JLG	0002 Review and analyze order and stipulation re: SBC stipulation.	0.70
05/05/03	JLG	0002 Review pleadings and documents re: general docket review.	0.40
05/09/03	JLG	0002 Review documents and pleadings re: general docket review.	0.40
05/12/03	CJ	0002 Retrieved 2019 Statements.	0.20
05/13/03	JLG	0002 Review pleadings and documents regarding general docket review.	0.80
05/19/03	TLH	0002 Retrieve documents for 5/21/03 hearing.	1.90
05/19/03	JLG	0002 Review documents and pleadings re: general docket review.	0.40
05/19/03	CTF	0002 Retrieve hearing docket and agenda for May 21, 2003 hearing from court website.	0.20
05/20/03	TLH	0002 Retrieve documents for 5/21/03 hearing.	3.10
05/20/03	JLG	0002 Prepare for omnibus hearing.	1.40
05/20/03	JLG	0002 Review Committee's motion for 2004 exam.	0.40
05/20/03	JLG	0002 Review emergency motion to expedite discovery and related pleadings.	0.60
05/20/03	JLG	0002 Review and analyzed pleadings re: motion to file stipulation under seal, rejection motions and objections thereto.	0.50
05/21/03	JLG	0002 Conference with M. Stamer re: status of case, omnibus hearing and CTA employment application.	0.40
05/21/03	JLG	0002 Review and analyze pleadings re: matters on the docket for 5/21 omnibus hearing; prepare for hearing re: same.	1.40
05/22/03	JLG	0002 Review correspondence from M. Caloway re: discovery dispute with SBC (.1); respond to same (.1); telephone confernece with B. Grosgal re: same (.1); review documents re: same (.1).	0.40
05/23/03	JLG	0002 Telephone conference with M. Caloway re: status of Kineo settlement, status of discovery with SBC and NTCF (.2); review documents re: same (.2).	0.40
05/26/03	JLG	0002 Review documents re: general docket review and status of case.	0.40
05/27/03	MSS	0002 Emails w/Debtors counsel and comm members re confidentiality issues.	0.40
05/27/03	MSS	0002 T/c w/J. Gold re various issues.	0.30
05/27/03	JLG	0002 Conference with M. Stamer re: status of case (.2); confernece with S. Alberino re: same (.1).	0.30
05/27/03	SLA	0002 Conference with J. Gold regarding case monitoring.	0.10
05/28/03	MSS	0002 Drafting E-mail re By laws and CTA.	0.80
05/28/03	TLH	0002 Retrieve and review docket (.3); update calendar of hearings and deadlines (.1).	0.40
05/28/03	TLH	0002 Review and organize case materials.	2.40
05/28/03	JLG	0002 Attend hearing re: discovery disputes with Verizon and Bell South concerning objection to claims and confirmation of plan.	2.30
05/29/03	MSS	0002 T/c's w/comm members re confi issues.	0.50
05/29/03	MSS	0002 T/c's and Emails w/J. Gold re NTFC issues.	0.40
05/29/03	JLG	0002 Review pleadings re: Verizon discovery.	0.40
05/29/03	JLG	0002 Review and analyze documents re: NTFC settlement.	0.80
05/29/03	JLG	0002 Conference with M. Stamer re: status of case (.2); telephone conference with M. Caloway re: same (.2).	0.40
05/29/03	JLG	0002 Draft correspondence to A. Kornfeld re: status of discovery (.3); draft correspondence to C. Lhuher re: request for documents (.1).	0.40
05/29/03	SLA	0002 Draft summary of NTFC settlement; review and analyze settlement (1.2); conference with J. Gold (.1).	1.30
05/30/03	MSS	0002 Teleconference with bondholders re various issues (.40); teleconference with J. Gold re same (.30).	0.70
05/30/03	JLG	0002 Review pleadings and documents re: NCFC settlement.	0.70
05/30/03	JLG	0002 Review and revise documents re: summary of NCFC settlement.	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/01/03	CJ	0003 Reviewed and prepared documents for Interim Fee Application.	2.20
05/02/03	PS	0003 Review and prepare documents re fee application.	1.80
05/08/03	AH	0003 Review of April bill	0.70
05/09/03	AH	0003 Review of Focal April bill	0.80
05/14/03	AH	0003 Drafting of Akin Gump March fee statement	1.60
05/21/03	PS	0003 Review and prepare documents re fee application.	0.60
05/22/03	PS	0003 Review and prepare documents re fee application.	1.90
05/22/03	AH	0003 Drafting of Focal April fee statement (.8)	0.80
05/22/03	CJ	0003 Reviewed and prepared documents for Monthly Fee Application.	0.30
05/23/03	PS	0003 Finalize fee application.	0.60
05/27/03	PS	0003 Review and prepare documents re fee application.	0.90
05/09/03	AH	0004 Review of fee statements for professionals in case	0.80
05/20/03	JLG	0004 Review final fee application for Chanin (.4); prepare for hearing (.2).	0.60
05/07/03	JLG	0006 Confernece with M. Stamer re: amended CTA application to be employed.	0.30
05/07/03	JLG	0006 Legal research re: 11 U.S.C. section 327.	0.80
05/07/03	JLG	0006 Review pleadings and documents re: CTA application to be employed.	0.60
05/07/03	JLG	0006 Draft amended application to employ CTA.	0.40
05/08/03	JLG	0006 Legal research re: 11 U.S.C. section 328 and 1103 and dual representations of professionals.	2.40
05/08/03	JLG	0006 Review pleadings and documents re: CTA engagement and terms of same.	0.70
05/08/03	JLG	0006 Draft joint application to retain CTA.	2.60
05/08/03	JLG	0006 Draft affidavit of Wayne Barr re: CTA employment application.	0.90
05/08/03	JLG	0006 Draft proposed order re: CTA employment application.	0.40
05/08/03	JLG	0006 Review and revise application to employ CTA, affidavit supporting same and proposed order.	0.90
05/08/03	CTF	0006 Retrieve and forward amended application to employ CTA to J. Gold.	0.20
05/09/03	MSS	0006 Reviewing proposed revised CTA motion.	0.80
05/09/03	MSS	0006 T/c's and E-mails w/J. Gold re same.	0.30
05/09/03	JLG	0006 Conference with M. Stamer re: CTA employment application; review documents re: same.	0.40
05/09/03	JLG	0006 Draft correspondence to Debtors' attorneys, WarBarr and M. Stamer re: CTA employment application.	0.20
05/09/03	JLG	0006 Review and revise application to employ CTA.	0.90
05/09/03	AH	0006 Review of draft joint application to retain CTA	0.50
05/10/03	JLG	0006 Review final application to employ CTA.	0.40
05/12/03	MSS	0006 Prelim review of CTA materials.	0.70
05/12/03	MSS	0006 T/c w/Wayne Barr of CTA re retention and presentation materials.	0.30
05/12/03	JLG	0006 Conference with M. Stamer regarding status of CTA application and objection to claims (.1); review documents regarding same (.1).	0.20
05/13/03	AH	0006 Phone with W. Barr re: compensation procedures (.2); email to T. Currier re: same (.1)	0.30
05/14/03	AH	0006 Review of comments to CTA retention application (.6)	0.60
05/16/03	MSS	0006 T/c's w/S. Alberino re CTA app.	0.40
05/16/03	SLA	0006 Revise and proof CTA application following CTA and Debtor comments.	1.30
05/16/03	SLA	0006 Review motion to shorten time, hearing notice.	0.40
05/16/03	SLA	0006 Incorporate comments to CTA application.	0.30
05/16/03	SLA	0006 Call with M. Stamer regarding status of CTA application.	0.10
05/19/03	JLG	0006 Review and revise amended CTA application and related documents.	0.40
05/19/03	SLA	0006 Calls with M. Caloway (0.1); M. Stamer (0.1) regarding CTA application; correspond to M. Caloway regarding same (0.1).	0.30
05/20/03	MSS	0006 T/c w/CTA re retention and confi issues.	0.30
05/21/03	JLG	0006 Legal research re: 11 U.S.C. section 327(a) and (c).	1.70
05/21/03	JLG	0006 Review and revise joint CTA employment application.	1.20
05/22/03	JLG	0006 Legal research re: disinterestedness standard pursuant to 11 U.S.C.	0.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		section 101(14) and scope of same.	
05/22/03	JLG	0006 Review and revise joint application to employ CTA.	0.60
05/23/03	MSS	0006 T/c's and E-mails w/John Gold re same.	0.20
05/23/03	MSS	0006 T/c's w/Debtors' counsel re CTA and Confidentiality.	0.30
05/23/03	JLG	0006 Review pleadings and documents re: joint application to employ CTA.	0.40
05/23/03	JLG	0006 Telephone conferences with M. Caloway (.2) re: filing joint application to employ CTA (.1) review documents re: same (.1).	0.40
05/23/03	JLG	0006 Telephone conference with L. Jones, C. Chlier, M. Stamer and M. Caloway re: CTA application (.30); review pleadings re: same (.1).	0.40
05/28/03	MSS	0006 Drafting E-mails to Debtors re same.	0.30
05/28/03	MSS	0006 T/c w/bh's re CTA issues.	0.30
05/28/03	MSS	0006 T/c's w/Debtors' counsel re same.	0.20
05/01/03	JSS	0008 Review of documents in preparation for hearing (1.70); attend Court hearing (2.50).	4.20
05/01/03	JLG	0008 Attend omnibus hearing.	1.30
05/19/03	JLG	0008 Conference with T. Harris re: May 21 hearing and preparation for same (.1); review documents re: same (.1).	0.20
05/19/03	JLG	0008 Review documents re: agenda for May 21, 2003 hearing.	0.20
05/21/03	JLG	0008 Attend omnibus hearing.	1.30
05/21/03	JLG	0008 Telephone conference with M. Calloway re: omnibus hearing and preparation for same.	0.20
05/27/03	TLH	0008 Prepare documents for 5/28 hearing.	0.70
05/02/03	AH	0009 Review of correspondence from B. Addy re: operations	0.30
05/20/03	JLG	0011 Review motion to reject certain contracts and objections to same.	0.90
05/12/03	MSS	0012 T/c's and E-mails w/debtors' counsel re same.	0.40
05/12/03	MSS	0012 T/c's and E-mails w/J. Gold re various claims issues.	0.40
05/12/03	JLG	0012 Review pleadings regarding objections to claims.	0.90
05/13/03	MSS	0012 T/c's w/J. Gold re various claim issues.	0.30
05/13/03	MSS	0012 T/c w/G. Singer re same.	0.30
05/13/03	JLG	0012 Review and analyze objections to claims.	2.30
05/13/03	CTF	0012 Retrieve objections to claims filed on May 9, 2003 and May 12, 2003 (1.30); conference with J. Gold regarding same (.10).	1.40
05/15/03	CTF	0012 Prepare claims analysis regarding objections to claims filed by Debtor on May 9, 2003.	1.40
05/16/03	CTF	0012 Revise claims analysis of objections to claims filed on May 9, 2003 by Debtor.	2.10
05/19/03	JLG	0012 Review documents and pleadings re: objection to claims.	1.90
05/19/03	JLG	0012 Telephone conference with A. Kornfeld re: status of discovery on claims objections (.1); review documents re: same (.3).	0.40
05/19/03	JLG	0012 Review and revise spreadsheet analysis of claims and objections thereto.	2.30
05/19/03	CTF	0012 Revise proof of claim analysis regarding objections to claims.	2.60
05/20/03	JLG	0012 Review and revise spreadsheet for objections to claims and related documents.	1.30
05/20/03	JLG	0012 Conference with M. Stamer re: omnibus hearing and strategy for going forward.	0.30
05/20/03	JLG	0012 Telephone conference with S. Kahn re: status of objections to claims; review documents re: same.	0.40
05/20/03	JLG	0012 Review and analyze pleadings re: objection to claims.	0.90
05/20/03	CTF	0012 Conference with J. Gold regarding claims analysis.	0.20
05/20/03	CTF	0012 Revise claims analysis regarding objections to claims filed with the court.	2.10
05/21/03	CTF	0012 Retrieve 4th, 5th, 6th and 7th omnibus objections to claims from court website.	0.60
05/22/03	JLG	0012 Conference with C. Fitzpatrick re: objection to claims (.1); review documents re: same (.1).	0.20
05/22/03	CTF	0012 Summarize 5th omnibus objection to claims.	1.60
05/22/03	CTF	0012 Summarize 6th omnibus objection to claims.	1.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/22/03	CTF	0012 Summarize 7th omnibus objection to claims.	0.70
05/22/03	CTF	0012 Summarize 4th omnibus objection to claims.	0.80
05/26/03	JLG	0012 Review and analyze pleadings and documents re: objection to claims.	1.10
05/29/03	JLG	0012 Review pleadings and documents re: claims analysis and Debtor's objection to same.	0.60
05/29/03	JLG	0012 Review and analyze discovery pleadings re: objections to claims.	1.60
05/30/03	JLG	0012 Review pleadings and documents re: Debtor's objection to claims and responses by creditors and related discovery.	0.90
05/06/03	RAJ	0017 Review appellee's brief.	0.50
05/07/03	RAJ	0017 Confer with Schmitter re reply brief strategy.	0.30
05/07/03	PCS	0017 Confer with local counsel, R. Johnson regarding Focal reply brief and review sample briefs.	0.80
05/12/03	RAJ	0017 Analyze issues re MBL reply brief.	2.20
05/12/03	RAJ	0017 Analyze cases cited by Debtors and MBL.	1.40
05/12/03	RAJ	0017 Confer with Schmitter re MBL reply brief.	0.70
05/12/03	PCS	0017 Confer with R. Johnson, M. Stamer regarding reply brief.	1.80
05/12/03	PCS	0017 Research for and preparing reply brief.	3.00
05/13/03	RAJ	0017 Review cases on standard of review.	2.30
05/13/03	RAJ	0017 Review and comment on draft.	2.10
05/13/03	RAJ	0017 Confer with Schmitter re points for reply brief.	0.40
05/13/03	RAJ	0017 Further analyze opposition brief.	1.10
05/13/03	PCS	0017 Confer with R. Johnson regarding reply brief.	0.50
05/13/03	PCS	0017 Research for and preparing reply brief.	7.80
05/14/03	RAJ	0017 Further edits to reply brief.	2.20
05/14/03	RAJ	0017 Confer with Stamer re brief.	0.30
05/14/03	PCS	0017 Confer with R. Johnson regarding reply brief.	0.30
05/14/03	PCS	0017 Research for and preparing reply brief.	3.50
05/15/03	RAJ	0017 Finalize reply brief.	1.00
05/15/03	MSS	0017 T/c w/W. Barr of CTA re retention and conf issues.	0.30
05/15/03	MSS	0017 T/c's w/bh's re same.	0.30
05/15/03	MSS	0017 Reading and revising MBL Appeal Reply.	0.60
05/15/03	MSS	0017 T/c w/P. Schmitter re same.	0.30
05/15/03	PCS	0017 Confer with M. Stamer, R. Johnson, M. Caloway regarding reply brief.	0.60
05/15/03	PCS	0017 Finalizing reply brief and related documents.	3.70
05/20/03	RAJ	0017 Check docket of appeal.	0.10
05/01/03	MSS	0022 Conf's w/J. Strickland and J. Gold re various plan issues.	0.50
05/01/03	AH	0022 Review of second amended disclosure statement	1.40
05/02/03	MSS	0022 T/c's and e-mails w/comm members re various plan issues.	0.50
05/05/03	MSS	0022 Conf's w/J. Strickland re various issues.	0.40
05/05/03	JSS	0022 Detailed review of revised form of Amended Plan of Reorganization and Amended Disclosure Statement (2.20); office conferences with M. Stamer regarding same (.10); e-mail message to B. Grohsgal regarding Support Agreements (.20).	2.50
05/05/03	PS	0022 Review documents re plan and disclosure statement.	0.60
05/06/03	MSS	0022 T/c's w/debtors re plan issues.	0.30
05/06/03	MSS	0022 T/c's w/bh's re various plan issues.	0.50
05/06/03	AH	0022 Review of Brian Oliver resume (.4); email to Committee re: same (.3)	0.70
05/07/03	MSS	0022 Conf call w/Debtors, Equity holders, counsel re plan and retention issues.	0.40
05/07/03	MSS	0022 T/c's w/Debtors counsel re plan issues.	0.30
05/07/03	MSS	0022 Revising settlement language to resolve open comm issues.	0.60
05/07/03	JSS	0022 Office conference with M. Stamer regarding status of case (.20).	0.20
05/07/03	AH	0022 Drafting of email to Committee re: board of director selection	0.50
05/13/03	MSS	0022 Reviewing and revising bylaws.	0.50
05/13/03	AH	0022 Review of bylaws (.2); conference with M. Stamer re: same (.1)	0.30
05/15/03	AH	0022 Review of PA objection to plan	0.40
05/16/03	RAJ	0022 Review confirmation discovery requests.	1.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/16/03	MSS	0022 Revising term sheet to resolve open issues.	0.50
05/16/03	PCS	0022 Confer with M. Stamer, R. Johnson, A. Kornfeld regarding Plan discovery.	0.50
05/20/03	MSS	0022 T/c's w/Debtors' counsel re various Plan issues.	0.20
05/20/03	MSS	0022 T/c w/J. Gold re same.	0.30
05/21/03	MSS	0022 T/c's w/J. Gold re hearing issues.	0.40
05/21/03	MSS	0022 T/c's w/L. Jones re same.	0.30
05/21/03	MSS	0022 T/c w/bh's re same.	0.30
05/22/03	AH	0022 Revisions to Focal bylaws	0.70
05/23/03	JLG	0022 Review correspondence from M. Stamer re: rights of committee to elect Board member of reorganized company.	0.20
05/23/03	JLG	0022 Review and analyze Plan and related documents (Investor rights agreement and certification of incorporation) re: composition of Board of Directors.	0.30
05/23/03	JLG	0022 Respond to correspondence from M. Stamer re: composition of Board of Directors.	0.40
05/27/03	JLG	0022 Review pleadings and documents re: Verizon objection to discovery and prepare for hearing re: same.	1.60
05/28/03	RAJ	0022 Follow up re confirmation discovery.	0.50
05/28/03	RAJ	0022 Confer with Schmitter re confirmation discovery.	0.20
05/28/03	JSS	0022 Detailed review of final revisions to Second Amended and Restated Certificate of Incorporation, Warrant Agreement, Investor Rights Agreement, Non-Qualified Stock Option Agreement and 2003 Equity and Performance Incentive Plan (5.20); detailed review of proposed Subordination Provisions (.50).	5.70
05/29/03	MSS	0022 T/c w/W. Barr re presentation issues.	0.20
05/29/03	JSS	0022 Additional review of final revisions to all documents (.50); telephone conference with B. Campbell regarding same (.30).	0.80
05/30/03	JLG	0022 Draft summary to committee re: status of litigation concerning confirmation of Plan and objections to claim.	1.40
05/20/03	JLG	0024 Review motion to authorize sale of property free and clear of liens.	0.70
05/01/03	JSS	0025 Return to New York City (actual time - 1.10)	0.55
05/01/03	JLG	0025 Return from Philadelphia re: omnibus hearing (actual time - 2.8).	1.40
05/01/03	JLG	0025 Travel to Philadelphia re: omnibus hearing (actual time - 3.0).	1.50
05/21/03	JLG	0025 Travel to omnibus hearing (Delaware) (actual time - 1.1).	0.55
05/21/03	JLG	0025 Travel from Delaware to Washington D.C. re: omnibus hearing (actual time - 3.4).	1.70
05/28/03	JLG	0025 Travel to Philadelphia re: attend hearing re: discovery disputes with Verizon and Bell South (actual time - 2.8).	1.40
05/28/03	JLG	0025 Return to D.C. re: hearing concerning discovery disputes with Verizon and Bell South (actual time - 2.6).	1.30

Total Hours

184.70

AKIN GUMP
STRAUSS HAUER & FELD LLP

Attorneys at Law

FOCAL COMMUNICATIONS CORPORATION
ATTN: M. JAY SINDER
200 NORTH LASALLE STREET
CHICAGO, IL 60601

Invoice Number 752875
Invoice Date 07/24/03
Client Number 601361
Matter Number 0001

Re: CREDITORS COMMITTEE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 07/01/03 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	27.70	\$5,908.50
0003	Akin Gump Fee Application/Monthly Billing Reports	9.00	\$1,751.00
0004	Analysis of Other Professionals Fee Applications/Reports	11.40	\$3,503.50
0006	Retention of Professionals	5.90	\$2,348.00
0007	Creditors Committee Meetings	11.50	\$5,225.50
0008	Court Hearings	46.70	\$17,068.00
0009	Financial Reports and Analysis	1.20	\$468.00
0011	Executory Contracts/License Agreements	3.80	\$1,146.00
0012	General Claims Analysis/Claims Objections	31.30	\$11,209.00
0015	Analysis of Secured Claims/Adequate Protection Issues	0.40	\$156.00
0017	General Adversary Proceedings and Other Litigations	22.50	\$8,318.50
0022	Plan and Disclosure Statement and Plan Related Documentation	80.00	\$32,372.50
0025	Travel	16.65	\$6,421.00
	TOTAL	<u>268.05</u>	<u>\$95,895.50</u>

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/02/03	JLG	0002 Review pleadings and documents re: general docket review.	0.60
06/03/03	MSS	0002 T/c w/J. Gold re various issues.	0.30
06/03/03	JLG	0002 Conference with M. Stamer re: status of case and strategy for going forward.	0.30
06/03/03	FG	0002 Conference with A. Ferrante re: electronic notices in Focal (0.2); Conference with C. Jung re: same (0.2); Contacted paralegal at Klett Rooney re: same (0.1).	0.50
06/03/03	AF	0002 Conferences with paralegals re: case info (.20).	0.20
06/04/03	JLG	0002 Conferences (two) with M. Stamer re: status of case (.1); review documents re: same (.2).	0.30
06/04/03	CTF	0002 Retrieve court docket.	0.10
06/04/03	FG	0002 Email A. Ferrante re: electronic notices in Focal (0.1); Contacted paralegal at Klett Rooney re: same (0.1).	0.20
06/05/03	TLH	0002 Review and organize case materials.	1.90
06/05/03	CTF	0002 Retrieve court docket.	0.10
06/05/03	AF	0002 Reviewed latest docket entries (.20).	0.20
06/06/03	TLH	0002 Review and organize case materials.	1.40
06/06/03	JLG	0002 Review pleadings re: general docket review.	0.60
06/06/03	CTF	0002 Retrieve court docket.	0.10
06/06/03	AF	0002 Reviewed latest pleadings filed (.20); emails with C. Jung re: same (.10).	0.30
06/09/03	TLH	0002 Review and organize case materials.	1.40
06/09/03	TLH	0002 Conference with S. Alberino and C. Fitzpatrick regarding case management.	0.60
06/09/03	TLH	0002 Prepare calendar of hearings and deadlines.	2.50
06/09/03	JLG	0002 Telephone conference with M. Stamer re: status of case and strategy for going forward.	0.30
06/09/03	CTF	0002 Conference with S. Alberino and T. Harris regarding case management.	0.60
06/09/03	CTF	0002 Retrieve court docket.	0.10
06/09/03	CJ	0002 Retrieved documents for C. Adams.	0.40
06/10/03	CTF	0002 Retrieve court docket.	0.10
06/10/03	CJ	0002 Retrieved docket for A. Ferrante.	0.20
06/11/03	TLH	0002 Update calendar of hearings and deadlines.	0.30
06/11/03	JLG	0002 Review pleadings re: general docket review.	0.50
06/11/03	CTF	0002 Retrieve court docket.	0.10
06/11/03	AF	0002 Reviewed latest pleadings filed and reviewed documents received (1.0); reviewed docket re: same (.30); conference with M. Stamer re: same (.10); conference and emails with C. Jung re: same (.20).	1.60
06/12/03	CTF	0002 Retrieve court docket.	0.10
06/12/03	SLA	0002 Conference with J. Gold regarding pending legal matters.	0.20
06/12/03	CJ	0002 Retrieved documents for A. Ferrante.	0.30
06/12/03	AF	0002 Conferences with C. Jung re: documents needed (.30); reviewed same (.20).	0.50
06/13/03	TLH	0002 Update calendar of hearings and deadlines.	0.90
06/13/03	CTF	0002 Retrieve court docket.	0.10
06/13/03	SLA	0002 Review docket and pending legal matters.	0.40
06/13/03	CJ	0002 Retrieved documents for A. Ferrante.	0.80
06/16/03	CTF	0002 Retrieve court docket.	0.10
06/17/03	CTF	0002 Retrieve court docket.	0.10
06/17/03	AF	0002 Reviewed pleadings filed (.80).	0.80
06/18/03	CTF	0002 Retrieve court docket.	0.10
06/18/03	DB	0002 printed objections from docket (.2)	0.40
06/19/03	TLH	0002 Review and organize case materials.	1.70
06/19/03	CTF	0002 Retrieve court docket.	0.10
06/20/03	JLG	0002 Review pleadings and documents re: general docket review.	0.40
06/20/03	CTF	0002 Retrieve court docket.	0.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/20/03	DB	0002 printed motions from ECF (.2)	0.20
06/23/03	CTF	0002 Retrieve court docket.	0.10
06/24/03	JLG	0002 Draft e-mail to M. Stamer re: CTA and confirmation issues (.2); review documents re: same (.2).	0.40
06/24/03	CTF	0002 Retrieve court docket.	0.10
06/24/03	DB	0002 Obtain documents for A. Ferrante (.2)	0.20
06/25/03	CTF	0002 Retrieve court docket.	0.10
06/25/03	AF	0002 Reviewed status memo.	0.20
06/26/03	TLH	0002 Review and organize case materials.	0.40
06/26/03	JLG	0002 Review pleadings and documents re: general docket review.	0.40
06/26/03	CTF	0002 Retrieve court docket.	0.10
06/26/03	AF	0002 Reviewed recently filed pleadings.	0.20
06/27/03	TLH	0002 Retrieve and review docket.	0.10
06/27/03	JLG	0002 Review and analyze pleadings and documents re: general docket review.	0.60
06/30/03	TLH	0002 Retrieve and review docket.	0.10
06/30/03	TLH	0002 Review and organize case materials.	0.70
07/01/03	TLH	0002 Review and organize case materials.	0.40
07/01/03	CTF	0002 Retrieve court docket.	0.10
07/01/03	AF	0002 Reviewed recently filed pleadings (.30); sent email to committee (.10)	0.40
06/03/03	JLG	0003 Review documents and correspondence re: Akin's fee and status of payment (.2); draft correspondence to J. Sinder re: same (.2).	0.40
06/20/03	PS	0003 Review and prepare documents re interim fee application.	0.30
06/23/03	PS	0003 Prepare documents re payment of third and fourth interim fee applications (.2).	0.20
06/25/03	PS	0003 Review and prepare documents re AG's May fee application (.9).	0.90
06/26/03	PS	0003 Review and prepare documents re fee application (1.8).	1.80
06/27/03	MSS	0003 T/c's and e-mails w/P. Sprofera and J. Sinder re fee issues.	0.20
06/27/03	PS	0003 Review and prepare documents re fee application (1.7); prepare estimate of fees for June (.2).	1.90
06/30/03	PS	0003 Review and prepare documents re fee application (1.4).	1.40
07/01/03	PS	0003 Prepare and review documents re fee application.	1.90
06/02/03	JLG	0004 Review documents re: monthly fee statements and related documents and correspondence.	0.40
06/04/03	JLG	0004 Review pleadings re: U.S. Trustee's objection to CTA application.	0.60
06/20/03	JLG	0004 Conferences with A. Ferrante re: CTA fee application.	0.20
06/20/03	JLG	0004 Review correspondence from W. Barr re: status of CTA fee application (.1); respond to same (.1); review pleadings and documents re: same (.1).	0.30
06/20/03	JLG	0004 Review and analyze draft final fee application of CTA.	0.40
06/20/03	AF	0004 Conferences with J. Gold re: CTA fee application. (.30).	0.30
06/23/03	PS	0004 Office conference CTA fee application (.1); review documents re same (.6).	0.70
06/23/03	SLA	0004 Calls with A. Ferrante, J. Gold, P. Sprofera regarding CTA fee application.	0.40
06/24/03	JLG	0004 Review correspondence from W. Barr re: status of CTA fee application (.1); draft response to same (.2); review related pleadings and documents re: same (.1).	0.40
06/25/03	PS	0004 Review documents and preparation of CTA fee application and related exhibits (3.8).	3.80
06/25/03	JLG	0004 Review and revise CTA fee application.	0.40
06/26/03	PS	0004 Revise CTA fee application (.1).	0.10
06/26/03	JLG	0004 Review and revise final fee application of CTA and related documents.	1.30
06/27/03	RAJ	0004 Follow up on details of effectuating settlement of MBL appeal for reduction in fee.	1.50
06/27/03	JLG	0004 Review correspondence and documents re: CTA fee application; review related pleadings re: same.	0.40
06/27/03	DB	0004 Printed fee aps for fee summary (.2)	0.20
06/04/03	JLG	0006 Review pleadings re: proposed NCFC settlement.	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/05/03	JLG	0006 Review pleadings re: CTA application and U.S. Trustee's objection to same; conference with M. Stamer re: same; draft correspondence to B. Grosghal re: same.	0.40
06/06/03	JLG	0006 Telephone conference with C. Chulier re: status of CTA application and NTFC settlement; review documents re: same.	0.30
06/07/03	JLG	0006 Telephone conference with B. Grosghal re: CTA application; draft correspondence to W. Bar re: same; draft e-mail to M. Stamer re: same; review pleadings re: same.	0.50
06/09/03	JLG	0006 Telephone conferences (two) with B. Grosghal re: joint CTA application; telephone conferences (two) with W. Bar re: same; review documents re: same.	0.50
06/09/03	JLG	0006 Review and analyze joint CTA employment application and U.S. Trustee's objection to same.	0.90
06/09/03	JLG	0006 Telephone conference with W. Bar re: CTA application and proposals by U.S. Trustee and the Debtors; review documents re: same.	0.40
06/09/03	JLG	0006 Telephone conference with W. Bar and U.S. Trustee re: CTA application and U.S. Trustee's objection to same.	0.40
06/11/03	JLG	0006 Draft correspondence to L. Tunes re: status of CTA application; review documents and pleadings re: same.	0.30
06/12/03	MSS	0006 T/c's w/CTA reps re retention issues.	0.20
06/17/03	JLG	0006 Review and analyze joint application to employ CTA.	0.40
06/17/03	JLG	0006 Draft revised proposed order to employ CTA.	0.50
06/18/03	JLG	0006 Telephone conference with W. Barr re: status of CTA application and proposed resolution of same.	0.20
06/18/03	JLG	0006 Review and revise proposed order re: retention of CTA.	0.30
06/02/03	MSS	0007 T/c's w/CTA re operation issues (.3); T/c's w/comm members re same (.4); E-mails w/J. Gold re various issues (.2).	0.90
06/04/03	MSS	0007 T/c's w/bh's re comm call issues (.3); T/c w/CTA re same (.2).	0.50
06/04/03	AF	0007 Emails re: 6/5/03 call (.10); prepared for same (.50).	0.60
06/05/03	AF	0007 Prepared for conf. (1.3); conferences with G. Sieger and W. Barr re: same (.30); telephone conferences with M. Stamer re: same and case status (.40); emails with committee members re: same (.30).	2.30
06/10/03	MSS	0007 Participating in comm call re CTA's presentation (.8); T/c's w/Akin team members re same (.3); T/c's w/bh's re same (.2).	1.30
06/10/03	JSS	0007 Extended telephone conference with M. Stamer and financial advisors to and representatives of the Official Committee of Unsecured Creditors (.50).	0.50
06/10/03	JLG	0007 Conference call with Committee members and CTA representatives and M. Stamer re: CTA presentation and status of case.	1.10
06/10/03	AF	0007 Prepared for telephone conference (.30); telephone conference with committee (1.20)	1.50
06/12/03	AF	0007 Conference with W. Curchak at Bryan Cave re: Focal 6/10/03 call (.10).	0.10
06/16/03	AF	0007 Conference with M. Stamer and J. Gold re: case status and conference call (.30); calls re: committee call re: same (.20).	0.50
06/17/03	AF	0007 Telephone conference with G. Singer re: 6/18 calls (.10); conference with M. Stamer re: Stevenson resume (.10); reviewed same (.20); email to committee re: same (.10).	0.50
06/18/03	MSS	0007 Participating in comm call.	0.40
06/18/03	JLG	0007 Conference call with Committee members and M. Stamer re: status of case and confirmation of Plan; review documents re: same.	0.60
06/18/03	AF	0007 Prepared for and attended 6/18/03 OCC call (.40); conference with J. Gold re: same (.30).	0.70
06/03/03	JLG	0008 Review documents re: agenda letter for June 9 hearing; conference with paralegal re: same.	0.20
06/04/03	TLH	0008 Prepare documents for 6/9/03 hearing.	3.60
06/05/03	JLG	0008 Attend telephonic hearing re: status conference for Verizon settlement negotiations; review related documents re: same.	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/09/03	JLG	0008 Attend hearing re: omnibus hearing.	1.50
06/09/03	JLG	0008 Review and analyze pleadings and documents re: preparation for omnibus hearing and matters on the docket.	1.90
06/17/03	TLH	0008 Review agenda for 6/23/03 hearing.	0.60
06/17/03	TLH	0008 Prepare documents for 6/19/03 hearing.	1.80
06/17/03	TLH	0008 Review agenda for 6/19/03 hearing.	0.90
06/18/03	JLG	0008 Review and analyze pleadings re: matters on the agenda for 6/19 hearing; prepare for hearing re: same.	1.70
06/18/03	CTF	0008 Assist with hearing preparation for June 19, 2003 hearing.	1.90
06/18/03	CJ	0008 Retrieved documents and prepared Hearing Binder for A. Ferrante.	2.30
06/18/03	AF	0008 Telephone conferences with J. Gold re: 6/19 hearings (.30); revised objection chart to reflect changes and late filed pleadings (.80); conferences with J. Jung re: preparing for 6/19/03 hearing (.40); prepared for 6/19 hearing (1.2).	2.70
06/19/03	MSS	0008 Reviewing materials in prep for hearing (1.0); Participating in hearing (7.5); Conf's w/parties before and after hearing (.5).	9.00
06/19/03	TLH	0008 Prepare documents for 6/23/03 hearing.	0.80
06/19/03	JLG	0008 Prepare for hearing re: confirmation and other matters on the docket.	0.90
06/19/03	JLG	0008 Attend confirmation hearing.	7.70
06/19/03	AF	0008 Attended confirmation hearing (6.5)	6.50
06/20/03	JLG	0008 Prepare for hearing on June 23, 2003, re: rejection motions and ATX pleadings.	0.80
06/22/03	JLG	0008 Prepare for omnibus hearing.	1.40
06/10/03	JLG	0009 Review documents re: April flash report and CTA preliminary review.	1.20
06/06/03	TLH	0011 Retrieve motions to reject executory contracts with BellSouth and Qwest.	1.20
06/20/03	JLG	0011 Review pleadings and documents re: Debtors' various rejection motions and ATX pleadings.	0.40
06/21/03	JLG	0011 Review pleadings and documents re: debtor's rejection motions.	0.90
06/23/03	JLG	0011 Review and analyze pleadings re: Debtor's motion to reject contracts with telecom providers and ATX litigation.	1.30
06/02/03	JLG	0012 Review pleadings and documents re: objection to Bell South's claim and related pleadings.	0.90
06/02/03	JLG	0012 Review documents and pleadings re: discovery concerning objections to claims.	1.10
06/02/03	JLG	0012 Review documents re: prepare for hearing re: discovery disputes with Verizon and Bell South.	0.40
06/02/03	JLG	0012 Telephonic hearing re: discovery disputes of Verizon and Bell South.	0.50
06/05/03	JLG	0012 Review documents and pleadings re: objection to claims and claims analysis.	0.90
06/05/03	JLG	0012 Review pleadings re: objection to Verizon's claim.	0.40
06/05/03	JLG	0012 Review pleadings and documents re: Bell South's response to Debtor's objection to claim.	2.10
06/06/03	JLG	0012 Review documents and pleadings re: objections to claims of telecom providers.	0.50
06/06/03	JLG	0012 Review documents and pleadings re: NTFC settlement.	0.40
06/07/03	JLG	0012 Review pleadings and documents re: NTFC settlement.	0.70
06/07/03	JLG	0012 Review correspondence from L. Jones re: NTFC settlement; review pleadings re: same.	0.20
06/07/03	JLG	0012 Telephone conference with J. Stang re: NTFC settlement; review documents re: same.	0.50
06/07/03	JLG	0012 Draft correspondence to M. Stamer re: NTFC settlement; review documents re: same.	0.60
06/08/03	JLG	0012 Review documents re: Debtor's claims analysis and variances for same.	0.60
06/08/03	JLG	0012 Review pleadings re: Bell South response to Debtor's objection to claim.	0.90
06/09/03	JLG	0012 Draft correspondence to S. Kahn re: status of objections to claim; review related documents re: same.	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/09/03	JLG	0012 Review pleadings re: Bell South response to Debtor's objection to claim.	0.40
06/10/03	RAJ	0012 Follow up re confirmation discovery issues.	0.40
06/11/03	SLA	0012 Attend Bell South depositions.	7.00
06/12/03	JLG	0012 Review and analyze pleadings re: objection to Bell South claims and responses thereto.	0.70
06/13/03	RAJ	0012 Follow up with Gold and Semmitter re discovery.	0.20
06/13/03	SLA	0012 Review SBC settlement agreement.	0.40
06/16/03	JLG	0012 Review pleadings and documents re: SBC settlement.	0.50
06/16/03	JLG	0012 Review pleadings and documents re: Verizon settlement and related pleadings.	0.40
06/16/03	JLG	0012 Review pleadings re: Bell South response to Debtor's objection to claim.	0.80
06/16/03	SLA	0012 Conference with J. Gold regarding Verizon and SBC objections.	0.20
06/17/03	JLG	0012 Review and analyze stipulations with AT&T, SBC, Verizon and CA Edison re: resolution of claims disputes.	0.90
06/17/03	JLG	0012 Review documents re: objections to claims and responses to same.	1.60
06/18/03	JLG	0012 Review and analyze pleadings and documents re: Debtor's objection to claims (omnibus objections to claims).	1.30
06/18/03	JLG	0012 Review and analyze stipulations resolving claims re: Bell South and related documents.	0.70
06/18/03	JLG	0012 Review and analyze stipulation of AT&T and Debtor's resolving claims and related documents.	0.40
06/18/03	JLG	0012 Review and analyze stipulation of SBC and the Debtors and related documents.	0.90
06/19/03	PCS	0012 Confer with R. Johnson; review correspondence.	0.20
06/19/03	JLG	0012 Review and analyze pleadings and documents re: stipulation and related documents resolving objections to claims.	0.70
06/20/03	JLG	0012 Review pleadings and documents re: claims objections and status of same.	0.80
06/25/03	JLG	0012 Review and revise memo to Committee re: status of confirmation and objections to claims.	0.80
06/27/03	JLG	0012 Review and analyze pleadings and documents re: objections to claims.	0.90
06/18/03	JLG	0015 Review and analyze stipulation of Verizon and the Debtors and related documents.	0.40
06/04/03	RAJ	0017 Confer with P. Schmitter re procedural issues.	0.30
06/04/03	RAJ	0017 Follow up re status of appeal.	0.50
06/08/03	SLA	0017 Review docket regarding Bell South/Focal pleadings; correspond with C. Fitzpatrick regarding deposition binders.	0.50
06/08/03	SLA	0017 Conference with J. Gold regarding Bell South/Focal dispute.	0.40
06/09/03	RAJ	0017 Call with J. Gold re SBC deposition.	0.20
06/09/03	JLG	0017 Telephone conferences (two) with S. Alberino re: status of Bell South litigation.	0.30
06/10/03	PCS	0017 Call with R. Johnson regarding discovery issues.	0.10
06/10/03	SLA	0017 Prepared for B. South dep.	1.60
06/10/03	SLA	0017 Attend Bell South deposition.	3.00
06/10/03	SLA	0017 Review and analyze Bell South objections.	1.50
06/11/03	JLG	0017 Conferences (two) with S. Alberino re: status of depositions of Bell South concerning claims objections.	0.40
06/11/03	JLG	0017 Conferences (two) with M. Stamer re: status of case and confirmation/objection to claims litigation; review documents re: same.	0.40
06/13/03	JLG	0017 Attend deposition of Lee Katz.	5.00
06/13/03	JLG	0017 Review and analyze exhibits to Lee Katz deposition.	0.80
06/13/03	SLA	0017 Calls with J. Gold regarding Bell South expert deposition.	0.30
06/17/03	RAJ	0017 Investigate possible settlement of MBL appeal for reduction in fees.	0.80
06/17/03	PCS	0017 Confer with J. Gold regarding MBL appeal.	0.10
06/18/03	RAJ	0017 Calls to/from Debevoise re MBL.	0.40
06/18/03	RAJ	0017 Confer with Stamer re MBL appeal issues.	0.20
06/18/03	PCS	0017 Confer with R. Johnson regarding MBL appeal.	0.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/19/03	RAJ	0017 Calls to/from M. Wiles (Debevoise) re MBL.	0.30
06/23/03	JLG	0017 Attend hearing re: ATX litigation.	1.90
06/24/03	RAJ	0017 Calls to/from M. Wiles (Debevoise) re MBL.	0.30
06/24/03	PCS	0017 Meetings with R. Johnson and call with M. Wiles regarding potential settlement.	0.40
06/26/03	RAJ	0017 Follow up re potential MBL settlement.	0.40
06/27/03	PCS	0017 Meeting with R. Johnson and call with M. Wiles regarding settlement.	0.20
06/30/03	RAJ	0017 Emails with Delaware counsel re dismissal.	0.20
06/30/03	RAJ	0017 Review draft settlement agreement and stipulation of dismissal of appeal.	0.20
06/30/03	RAJ	0017 Confer with Schmitter re settlement.	0.30
06/30/03	MSS	0017 Reviewing draft settlement re MBL fees.	0.30
06/30/03	PCS	0017 Confer with R. Johnson and M. Wiles regarding settlement; review settlement agreement.	0.40
07/01/03	RAJ	0017 Follow up with Wiles (Debevoise) and Delaware counsel re MBL settlement.	0.40
07/01/03	PCS	0017 Confer with R. Johnson regarding settlement (.1); review settlement agreement (.1).	0.20
06/02/03	PCS	0022 Confer with J. Gold regarding Focal discovery.	0.60
06/04/03	PCS	0022 Meeting with R. Johnson regarding discovery issues.	0.20
06/04/03	JLG	0022 Review pleadings and documents re: Plan supplement and related documents.	1.10
06/04/03	AF	0022 Reviewed Plan and DS documents (3.40); reviewed response of Bellsouth to substantive objection (1.7); emails with M. Stamer re: same (.10); reviewed docket re: additional pleadings and addressed same (.40).	5.60
06/05/03	MSS	0022 T/c's w/debtors' counsel re plan issues (.3); T/c's and E-mails w/J. Gold re same (.4).	0.70
06/05/03	JLG	0022 Review pleadings re: modifications to proposed Plan and related documents.	1.60
06/06/03	MSS	0022 T/c's and e-mails w/J. Gold re plan issues.	0.30
06/06/03	JSS	0022 Telephone conference with J. Richards regarding additional changes to Stock Option Agreement (.30); office conference with M. Stamer regarding same (.20); review of proposed revisions to Stock Option Agreement (.90).	1.40
06/06/03	JSS	0022 Review of final revisions to all documents filed as part of the Plan Supplement (6.80); telephone conference with R. Wilson regarding same (.20).	7.00
06/06/03	TLH	0022 Retrieve technical modifications and supplement to second amended plan.	0.80
06/06/03	JLG	0022 Review pleadings re: modifications to Plan and related documents.	0.80
06/07/03	JLG	0022 Review modifications to Plan (related to Committee) and related motion approving same.	0.50
06/07/03	JLG	0022 Review proposed Plan and terms of same.	0.40
06/07/03	JLG	0022 Draft correspondence to M. Stamer re: Debtor's proposed modifications to Plan; review related documents re: same.	0.40
06/09/03	RAJ	0022 Review status of confirmation discovery.	1.00
06/09/03	MSS	0022 T/c's w/Akin team re various issues (.3); T/c's w/bh's re same (.3).	0.60
06/09/03	JSS	0022 Review of additional revisions to proposed form of Stock Option Agreement (.50); telephone conference with G. Singer regarding same (.10); telephone conference with J. Richards, R. Wilson and F. Alexander regarding same (.40).	1.00
06/09/03	PCS	0022 Meeting with R. Johnson regarding discovery issues.	0.20
06/09/03	JLG	0022 Review documents and pleadings re: objection to confirmation and objections to claims.	2.20
06/09/03	AF	0022 Reviewed latest pleadings filed (.30); reviewed pleadings received by M.	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Stamer (.20).	
06/10/03	TLH	0022 Retrieve amended plan supplement for second amended joint plan.	0.80
06/11/03	MSS	0022 T/c's w/J. Gold re various plan issues.	0.40
06/11/03	JLG	0022 Review and analyze objections to confirmation of Plan.	0.60
06/12/03	RAJ	0022 Follow up re confirmation discovery.	0.30
06/12/03	TLH	0022 Retrieve motion to approve second technical modifications to second amended joint plan.	0.30
06/12/03	TLH	0022 Retrieve motion to approve stipulation with Verizon Communications.	0.30
06/12/03	TLH	0022 Retrieve third supplement to second amended joint plan.	0.50
06/12/03	JLG	0022 Review and analyze pleadings re: objections to confirmation.	1.80
06/13/03	JLG	0022 Review and analyze objections to Plan confirmation.	0.90
06/13/03	AF	0022 Reviewed objections to Plan and drafted summary re: same (1.90).	1.90
06/14/03	JLG	0022 Review and analyze documents re: Plan confirmation.	1.20
06/14/03	JLG	0022 Review pleadings re: Bell South objection to Plan confirmation and related pleadings.	1.10
06/16/03	MSS	0022 E-mails w/Debtors' counsel re plan issues (.2); T/c w/J. Gold re same (.4).	0.60
06/16/03	JLG	0022 Conference with M. Stamer re: status of confirmation litigation and settlements for same; review documents re: same.	0.30
06/16/03	JLG	0022 Review modifications to Plan and related documents.	0.80
06/16/03	JLG	0022 Review pleadings re: objections to confirmation of Plan.	1.10
06/17/03	MSS	0022 T/c's and e-mails w/Akin team members re plan (.4); T/c's and e-mails w/Debtor's counsel re conf issues (.3); T/c's and e-mails w/bh's re conf issues (.3).	1.00
06/17/03	JLG	0022 Review documents and pleadings re: confirmation of Plan and modifications and supplements thereto.	1.30
06/17/03	JLG	0022 Review and analyze objections to confirmation of 2nd Amended Plan.	1.40
06/17/03	JLG	0022 Review documents re: agenda for confirmation hearing; conference with paralegal re: preparing for hearing; prepare for committee call re: status of confirmation process and objections to claims.	0.40
06/17/03	JLG	0022 Legal research re: 11 U.S.C. section 524 and release issues.	0.90
06/17/03	AF	0022 Reviewed pleadings and prepared for 1/18 hearing (.60); conferences with J. Gold re: same (.10).	0.70
06/18/03	MSS	0022 Reviewing materials in prep for comm call (.5); T/c's w/J. Gold re same (.3).	0.80
06/18/03	JSS	0022 Extended telephone conferences with M. Stamer, J. Gold, A. Ferrante and representatives of financial advisors to Official Committee of Unsecured Creditors. (.40)	0.40
06/18/03	TLH	0022 Prepare documents for 6/19/03 hearing.	6.70
06/18/03	JLG	0022 Review pleadings and documents re: objections to 2nd amended plan.	1.40
06/18/03	JLG	0022 Review pleadings re: Debtor's brief in support of confirmation.	1.00
06/18/03	JLG	0022 Review and analyze pleadings re: bank's response to U.S. Trustee's objection to Plan.	0.80
06/18/03	JLG	0022 Review objection of U.S. Trustee to Debtor's request to file stipulations under seal and related documents.	0.70
06/18/03	JLG	0022 Legal research re: 11 U.S.C. section 1129 and confirmation of Plan (release/injunction issues).	1.60
06/18/03	JLG	0022 Review and analyze proposed order confirmation plan and related pleadings and documents.	1.10
06/19/03	JLG	0022 Review and analyze pleadings re: documents re: Plan of reorganization and related documents.	0.80
06/19/03	SLA	0022 Respond to J. Gold inquiries regarding exculpation/release provisions.	1.30
06/19/03	SLA	0022 Calls with J. Gold regarding confirmation hearing.	0.40
06/23/03	JLG	0022 Review pleadings and documents re: confirmation of Plan and objections to claim.	0.50
06/24/03	JLG	0022 Review pleadings re: orders confirming plan and related documents.	0.50
06/24/03	JLG	0022 Conference with S. Alberino re: Plan of Reorganization and	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/24/03	SLA	0022 confirmation of same; review documents re: same. Draft memo to Committee regarding Plan confirmation, pending matters.	2.60
06/25/03	JLG	0022 Conferences (two) with S. Alberino re: confirmation of Plan and status of same and objections to claims.	0.40
06/25/03	SLA	0022 Draft memo to committee regarding confirmation matters.	3.10
06/25/03	SLA	0022 Conference with J. Gold regarding confirmation matters memo.	0.80
06/27/03	JSS	0022 Review of proposed form of Unanimous Consent and related documents (.60); telephone conference with C. Simpson regarding same (.10); telephone conference with E. Bishop regarding same (.20)	0.90
06/30/03	JSS	0022 Telephone conference with R. Wilson regarding effective date issues (.50).	0.50
07/01/03	JSS	0022 Extended telephone conference with R. Wilson regarding further revisions to Amended and Restated Certificate of Incorporation and various other Effective Date issues (.50); review revised Amended and Restated Certificate of Incorporation (.30); telephone conference with M. Stamer regarding preparation of summarized capitalization table (.10); review of Second Amended Plan of Reorganization and various plan documents for the purpose of preparing summarized capitalization table (1.20); preparation of and multiple revisions to summarized capitalization table (3.80); telephone conference with W. Barr regarding same (.10); telephone conference with P. Doyle regarding same (.20); telephone conference with R. Wilson regarding same (.10); additional telephone conference with P. Doyle regarding same (.10); preparation of e-mail/memorandum in response to bondholder's inquiry relating to conversion of Series A Preferred Stock to Common Stock (.40); detailed review of Amended and Restated Certificate of Incorporation for purposes of describing conversion ratio issues (.50); telephone conference with M. Stamer and J. Gold regarding post-effective distribution issues (.10).	7.40
07/01/03	JLG	0022 Review correspondence from M. Stamer and J. Strickland (.2); draft correspondence to C. Jones re: status of case and anticipated distributions (.2).	0.40
06/09/03	JLG	0025 Travel to Philadelphia U.S. Bankruptcy Court from Washington D.C. re: omnibus hearing (actual time - .80).	0.40
06/09/03	JLG	0025 Travel from Philadelphia to D.C. after omnibus hearing (actual time - 2.1).	1.05
06/10/03	SLA	0025 Travel to Atlanta, GA from Washington, D.C. (actual time - 1.7)	0.85
06/11/03	SLA	0025 Travel from Atlanta, GA to Washington, D.C. (actual time - 3.5)	1.75
06/12/03	JLG	0025 Travel to Atlanta GA re: Bell South depositions concerning Plan confirmation (actual time - 4.2).	2.10
06/13/03	JLG	0025 Travel from Atlanta GA to D.C. re: Katz deposition (actual time - 5.2).	2.60
06/19/03	MSS	0025 Traveling to and from hearing (actual time - 2.8).	1.40
06/19/03	JLG	0025 Travel from U.S. Bankruptcy Court in Philadelphia to Washington D.C. (actual time - 2.1)	1.05
06/19/03	JLG	0025 Travel to U.S. Bankruptcy court in Philadelphia from Washington D.C. re: confirmation hearing (actual time - 1.8).	0.90
06/19/03	AF	0025 Traveled to and from confirmation hearing (actual time - 5.0)	2.50
06/23/03	JLG	0025 Travel from Delaware bankruptcy court to Washington D.C. (actual time - 2.0)	1.00
06/23/03	JLG	0025 Travel to Delaware bankruptcy court from D.C. (actual time - 2.1).	1.05
Total Hours			268.05