

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

**GOLDEN BOOKS FAMILY
ENTERTAINMENT, INC., et al.**

**Case Nos. 99-10030
through 99-10032
(Jointly Administered)**

Debtors

**FIRST AND FINAL APPLICATION OF ERNST & YOUNG LLP FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

This application for allowance of Compensation and Reimbursement of Expenses (“Application”) is made pursuant to 11 U.S.C. §330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure by the professional services firm of Ernst & Young LLP (“E&Y”) as Accountants and Tax Advisors to the Debtors. Ernst & Young LLP hereby moves this Honorable Court to an Order awarding it compensation for professional services rendered as Accountants and Tax Advisors to the Debtors in the amount of \$620,057 (which reflects a reduction from E&Y’s hourly rates for the services for which it is seeking compensation in this Application in the amount of \$20,537, and approximately \$170,000 in respect of services which were performed at the request of the Debtors for which E&Y is not seeking compensation based upon agreement with the Debtors) and reimbursement for actual and necessary expenses incurred in the amount of \$19,401 for the period of February 26, 1999 through September 1, 1999 (“Compensation Period”).

Background of the Case

Golden Books Family Entertainment, Inc. (“Company”), which includes the Debtors and certain subsidiaries which did not file for protection under the United States Bankruptcy Code (the “Code”), publishes, produces, licenses and markets an extensive range of children’s and family related media and entertainment products. The Company experienced liquidity difficulties as a result of continuing operating losses, working capital deficiencies and negative operating cash flows which hampered the Company’s ability to fund day-to-day operations. As a result, on February 26, 1999, the Debtors filed petitions for reorganization under Chapter 11 of the Code. As the court is aware, the Debtors have successfully confirmed a plan of reorganization which will allow for substantial recovery to parties-in-interest and for the continuation of the Debtors lines of business.

Complexity of the Matter

During the year ended December 26, 1998 and the first half of 1999 the Company experienced turnover at a number of key financial and operating positions. This turnover resulted in E&Y incurring additional fees above the original agreed upon scope of our audit work in connection with the year ended December 26, 1998 audit as disclosed in the affidavit of Jeffrey Chin (the “Chin Affidavit”) which is annexed hereto as Exhibit A. In addition, at the request of the Company, and due to accounting for the restructuring of the Company’s pre-petition obligations, E&Y performed accounting research and provided the Company with guidance with respect to, among other things, the implementation of fresh start accounting (see “**Services of Ernst & Young LLP**” for detailed descriptions of such additional procedures).

The Company's operations are inherently complex. It employs over 1,100 individuals, owns or leases properties in five states, and has operations in Canada and the United Kingdom (through non-debtor affiliates). The Company's products and productions are distributed throughout the United States and worldwide in over 60 countries. Through its four business segments, on a regular basis, the Company engages in complex business transactions including but not limited to: i) licensing and royalty arrangements, ii) other post-retirement benefits, iii) restructuring and divestiture of assets, iv) Golden Books Financing Trust and v) cost accounting for the in-house production of inventory.

Services of Ernst & Young LLP

Accounting and Audit Services

E&Y issued an audit report with respect to the Company's consolidated financial statements for the year ended December 26, 1998 (the "1998 Audit"). An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. As discussed in the Chin Affidavit, the fee for the 1998 Audit, as agreed to by the Debtors, was \$380,000 which was paid to E&Y during the pre-petition period.

In connection with the 1998 Audit and at the request of the Company certain professional services were provided in order to assist in addressing certain unusual accounting and reporting matters. Such services, which were performed in addition to the agreed upon scope of the 1998 Audit, included guidance with respect to the accounting treatment for: i) items related to the

Disney agreements, ii) the Company's debt and equity structure, iii) the deferred financing costs related to the Senior Notes and the Nations Bank revolving credit agreement, iv) the accretion of the Senior Notes and TOPR's, v) the costs associated with the Nations Bank revolving credit agreement, vi) the Entertainment Group's allowance for doubtful accounts and the HIT receivable, vii) the termination of the Shari Lewis contract, viii) the SONY Wonder agreement, ix) McSpadden Smith (a subsidiary of the Entertainment Group), x) the implementation of FASB #121 impairment with regards to the Entertainment Group's goodwill and film library, xi) FASB #53 interest accretion on long term accounts receivable, xii) LIVE inventory, xiii) FASB #121 impairment with regards to the Sturtevant facility, xiv) the foreign currency translation, xv) the restructuring of the Debtors obligations, and xvi) benefit for income taxes.

Additionally, E&Y provided professional services at the Company's request which included the following:

- Provided guidance to the Company in preparing the consolidated financial statements.
- Assisted the Company in its preparation of Form 10-K for the fiscal year ended December 26, 1998, including: i) participating in numerous drafting sessions with the Company's counsel, ii) discussions with the Company's counsel regarding various historical and current transactions in order to provide a complete understanding of such transactions, iii) discussions and assistance with the Company and the Company's counsel relating to, among others, Securities and Exchange Commission rules and regulations iv) assisting the Company in preparing the required management's discussion and analysis of financial condition and results of operations and selected financial data and v) reviewing all items of the Form 10-K,

including business, properties, legal proceedings, submission of matters to a vote of security holders, market for the registrant's common equity and related stockholder matters, management's discussion and analysis of financial condition and results of operations, quantitative and qualitative disclosures about market risk, financial statements and supplementary data, changes in and disagreements with accountants on accounting and financial disclosure, directors and executive officers of the registrant, executive compensation, security ownership of certain beneficial owners and management, certain relationships and related transactions and exhibits, financial statement schedules and reports on Form 8-K.

- Research and compilation of the five-year performance graph comparison as required for Form 10-K disclosure.
- Assisted the Company in its preparation of Form 10-Q for the quarter ended March 27, 1999, including: i) assistance in initial drafting of the Form 10-Q, ii) participating in numerous drafting sessions with the Company's counsel, iii) discussions with the Company's counsel regarding various historical and current transactions in order to give them a complete understanding of such transactions, iv) discussions and assistance with the Company and the Company's counsel relating to, among others, securities and exchange commission rules and regulations v) assisting the Company in preparing the required management's discussion and analysis of financial condition and results of operations, and vi) reviewing all items of the Form 10-Q.
- Guidance with respect to various transactions and contracts entered into by the Entertainment Group;

- The application of Statement of Position 90-7, "Financial Reporting by Entities in Reorganization Under the Bankruptcy Code" and fresh start accounting, including research, consultation and discussion regarding the treatment and disclosure of various transactions and pro forma information; and
- The review of various Bankruptcy related filings, including the disclosure statement and plan of reorganization.
- Assistance with the process of reconciling claims filed to the Company's books and records and to the Company's schedules of assets and liabilities. E&Y worked closely with management and counsel to ensure that services performed by E&Y were not duplicative of time provided by the Debtor's management, counsel or other advisors.

After consultation with the Debtors' financial management, E&Y has agreed not to bill \$153,000 and the Debtors have agreed to pay \$484,523 (which includes expenses of \$17,830) for the services described in the preceding paragraphs which includes the time incurred (through September 1, 1999) for the preparation of this fee application. Approval for such amounts are being sought herein.

Tax Services

E&Y provided a wide spectrum of tax services to the Company during the pendency of the case. Such services included consulting with respect to the preservation of tax attributes, ongoing audits by the Internal Revenue Service and certain state and local taxing authorities and the structuring of transactions in a tax efficient manner. E&Y's familiarity with the complex

ownership issues allowed its professionals to provide timely, value added and efficient responses to the various matters that arose. These services were performed to attempt to maximize at all times the value of the Company by attempting to minimize the amount of taxes owed by the Company pursuant to relevant tax regulations and statutes. Furthermore, E&Y assisted the Company and its advisors in the structuring of a transaction which preserved approximately \$305 million of net operating loss carryforwards.

Additionally, E&Y provided advice, consultation and prepared analyses with regard to a variety of tax issues during the pendency of this case. Such professional services included but are not limited to:

- Research, planning, discussions and attendance at meetings regarding issuance of stock under the Company's 401(k) plans, carryforward claims and review of Section 382 loss limitations;
- Preparing tax schedules and disclosures incorporated into the Company's Form 10-K; and
- Review of Bankruptcy Disclosure Statement

After consultation with the Debtors' financial management, E&Y has agreed not to bill \$17,000 and the Debtors have agreed to pay \$31,750 for the services described in the preceding paragraph. Approval for such amounts are being sought herein.

Actuarial Valuation Services

At the request of the Company, E&Y provided significant actuarial valuation and consulting services in connection with the Company's employee benefit plans. Such services included the actuarial valuation of the post-retirement medical benefits plan, the analysis of the funding and

accounting implications of terminating the pension plan, the analysis of the funding and accounting implications of spinning off part of the pension plan to a potential buyer, the analysis of how best to use pension plan surplus (including an analysis under Section 420 of the Internal Revenue Code), and the accounting implications on the pension and post-retirement medical benefits of the potential sale of the Sturtevant facility. Additionally, E&Y advised the Company in their negotiations with the unions in connection with the potential sale of the Sturtevant facility whereby we provided the Company with various scenarios for the impact of many open window plans within stringent timing deadlines. E&Y's familiarity with the various issues associated with the aforementioned provided value added services which were instrumental to the Company. Ernst and Young added value by advising the Company as to how the pension surplus could be used to provide various benefits to employees, thus conserving the Company's cash.

After consultation with the Debtors' financial management, the Debtors have agreed to pay \$109,729 (which includes expenses of \$115 and a voluntary reduction of fees in the amount of \$12,318) for the services described in the preceding paragraph. Approval for such amounts are being sought herein. On September 22, 1999, we were informed that the Company remitted to Ernst & Young \$52,444 in respect of the services described above, in error. Such amounts will be applied against compensation for professional fees and reimbursement of expenses awarded or, at the discretion of the Court, returned to the Company.

Internal Audit Services

At the request of senior management, E&Y provided internal audit services to the Company in order to assist management in gaining an understanding of the product pricing and invoicing process the Company uses and related risks associated with the process. In addition, we identified, evaluated, and tested the controls in place to manage the Company's risks associated with the inventory pricing process. We provided recommendations to improve internal controls and recommend the possible enhancements to process performance. The scope of our procedures included the following:

- We verified that suggested retail price (SRP) and net price for all format budget codes with active titles were properly reflected in inventory pricing data base;
- We assisted the Company in the determination of the consistency and integrity of data within its various internal pricing systems; and
- We attempted to determine why Wisdom was not consistently generating invoices that reflects the correct price for all active titles.

E&Y's familiarity with the operations of the Company provided significant value in performing this project.

After consultation with the Debtors' financial management, the Debtors have agreed to pay \$13,456 (which includes expenses of \$1,456 and a voluntary reduction of fees in the amount of \$8,219) for the services described in the preceding paragraph. Approval for such amounts are being sought herein.

In support of its application, E&Y respectfully represents as follows:

1. On February 26, 1999 (the "Petition Date"), the Debtors filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").
2. Upon application of the Debtors to the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), an order was entered on the March 23, 1999 authorizing the Debtors to retain E&Y to perform accounting and tax advisory services on behalf of the Debtors. A copy of this order is annexed hereto as Exhibit B.
3. All services for which compensation is requested by E&Y were performed for or on behalf of the Debtors.
4. E&Y has received no payment from any source other than the Debtors and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the services rendered during the Compensation Period. Further, there is no agreement or understanding between E&Y and any other person for the sharing of compensation to be received for services rendered in this case.
5. During the Compensation Period, E&Y has incurred professional fees totaling \$620,057 (which reflects, in agreement with the Debtors, a voluntary reduction of \$20,537 from E&Y's hourly rates and approximately \$170,000 of fees incurred but not billed) and reasonable and necessary expenses of \$19,401.

The detailed time descriptions related to the professional time incurred during the Compensation Period are summarized in the following exhibits:

Exhibit C - Summary of Hours by Person and Project Code

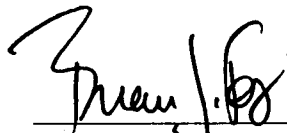
Exhibit D - Summary of Expenses Incurred

As disclosed in the Chin Affidavit sworn in support of the Debtors' application for the retention of E&Y, in the normal course of business, E&Y adjusts its hourly rates each year. Professional fees for which compensation is sought in this Application reflect such adjustments which occurred in the month of July 1999.

In accordance with the factors enumerated in 11 U.S.C. §330, it is respectfully submitted that the amount requested is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of the services, and (e) the costs of comparable service.

WHEREFORE, E&Y respectfully request that the Court enter an order awarding it reasonable compensation for professional services rendered as Accountants and Tax Advisors to the Debtors in the amount of \$620,057 (which reflects a reduction from E&Y's hourly rates in the amount of \$20,537 and approximately \$170,000 of fees incurred but not billed) and reimbursement for actual and necessary expenses incurred in the amount of \$19,401 for the period of February 26, 1999 through September 1, 1999 and authorize payment of \$587,014 (representing amounts due

in respect of professional fees and reimbursement of expenses for which E&Y is seeking approval, after giving consideration to \$52,444 which was remitted to Ernst & Young by the Company in error, as previously discussed).



Brian Fox, Partner
Ernst & Young LLP
787 Seventh Avenue, 7th Floor
New York, New York 10019

dated September 23, 1999

STATE OF NEW YORK

COUNTY OF NEW YORK

SWORN TO AND SUBSCRIBED before me, a Notary Public for the State and County aforesaid, on this 23rd day of September 1999.



Notary Public

ANDREW DICIANNI
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01DI5034639
QUALIFIED IN QUEENS COUNTY
MY COMMISSION EXPIRES OCT. 17, 2000

EXHIBIT "A"

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re:)
)
GOLDEN BOOKS FAMILY) (Chapter 11)
ENTERTAINMENT, INC.,) Case Nos.: 99-10030
GOLDEN BOOKS PUBLISHING) through 99-10032
COMPANY, INC., and)
GOLDEN BOOKS HOME VIDEO, INC.) (Jointly Administered)
)
Debtors.)

AFFIDAVIT AND DISCLOSURE STATEMENT OF ERNST & YOUNG LLP IN
SUPPORT OF APPLICATION TO EMPLOY ERNST & YOUNG LLP AS ACCOUNTANTS
AND TAX ADVISORS FOR THE DEBTORS PURSUANT TO BANKRUPTCY CODE
SECTIONS 327(a) AND 504 AND FEDERAL RULES OF BANKRUPTCY PROCEDURE
2014(a) AND 2016(b)

STATE OF New York

) ss:

COUNTY OF New York

Jeffrey Chin, being duly sworn, states and affirms as follows:

1. I am a partner in Ernst & Young LLP ("Ernst & Young", "E&Y" or the "Firm") and am duly authorized to make this affidavit on its behalf. Ernst & Young maintains an office at 787 Seventh Avenue, N.Y. N.Y. 10019. The facts set forth in my affidavit are based upon either my personal knowledge, upon information and belief, or in certain cases, upon client matter records, (i.e., records of Ernst & Young kept in the ordinary course of business) which were reviewed by me or another partner or employee of Ernst & Young under my supervision and direction.

2. Affiant states that Golden Books Family Entertainment, Inc., Golden Books Publishing Company, Inc., Golden Books Home Video, Inc. (the "Debtors"), as debtors-in-

possession, have requested that Ernst & Young serve as the Debtors' accountants, auditors, tax advisors and other services (i.e., management consulting, valuation and human resource consulting and litigation support services) in the Debtors' Chapter 11 cases.

3. Affiant states that he and the other professionals employed by Ernst & Young are well qualified to act as the accountants and tax advisors. Ernst & Young has been performing accounting, auditing, tax and management consulting services for the Debtors since 1996. Prior to the Chapter 11 filing herein, Ernst & Young was engaged by the Debtors to perform a number of services, including, but not limited to, commencing an audit of the Debtors' consolidated financial statements as of and for the year ending December 28, 1998 and continuing accounting, auditing, tax and litigation support services.

4. In connection with E&Y's proposed retention as accountants and tax advisors by Debtors, E&Y has researched its client database to determine whether it has any connection to the following entities, the names of which were provided to E&Y by Debtors' counsel:

- a) The Debtor and their affiliates;
- b) The Debtors' present officers and directors;
- c) The Debtors' majority shareholders;
- d) Top 20 Unsecured Creditors;
- e) Secured Creditors;
- f) Members of the Steering Committee of the Informal Senior Note Committee;
- g) Members of the 8¼% Convertible Trust Originated Preferred Securities ("TOPrS") due 2016 Informal Committee; and
- h) Professionals that the Debtors have sought authority to employ in these chapter 11 cases.

To the extent that such research indicated that E&Y represents any of the entities listed at (a) through (h) herein, the identities of such entities are set forth in Exhibit A appended hereto.

5. With respect to the provision of services to the entities as set forth in Exhibit A hereto and as set forth herein, none of the services rendered by E&Y to the entities (but for those rendered to Debtors prior to their filing Ch. 11) have been in connection with the Debtors or this Chapter 11 case and E&Y will not hereafter represent these or any other lenders or creditors in connection with the Debtors or this Chapter 11 case. E&Y believes that these relationships will not impair E&Y's independence or ability to objectively perform professional services on behalf of the Debtors.

6. Debtors' counsel, Proskauer Rose LLP has provided, and continues to provide, services unrelated to this Chapter 11 proceeding to E&Y. Stroock & Stroock & Lavin LLP, counsel to the Informal Senior Note Committee has provided services to E&Y in the past. E&Y has provided, and continues to provide, services to Proskauer Rose LLP, Stroock & Stroock & Lavin LLP, and Cleary, Gottlieb, Stein & Hamilton (see Exhibit A appended hereto). Furthermore, as part of its practice, E&Y appears in cases, proceedings and transactions involving many different attorneys, financial advisors and creditors, some of which may represent or be claimants and/or parties-in-interest in these cases. E&Y will not have any relationship with such entity, attorney, or financial advisor which would be adverse to the Debtors, their estates, or the Committees.

7. Conway, Del Genio, Gries & Co., LLC ("CDG"), Debtors' financial advisors, was formed on April 1, 1998 by three senior professionals who were previously partners with E&Y. Since April 1, 1998, E&Y and CDG have jointly performed services for certain entities. However, there are presently no engagements pending wherein CDG and E&Y are jointly representing an entity. If such engagement arises in the future, E&Y will supplement its affidavit accordingly. E&Y has certain present and future liabilities to the partners of CDG arising out of their status as former partners of E&Y.

8. E&Y has provided and continues to provide services to entities that certain present Directors of the Debtor have significant equity or ownership in (see Exhibit A appended

hereto). In addition, E&Y (through its advertising agency) has licensed the right to use a single character name and likeness from the Debtor in connection with E&Y's advertising campaign.

9. E&Y does not represent any interest adverse to the Debtors or its estate and will not represent any entity other than Debtors in connection with this Chapter 11 case. The Debtors have many creditors and other parties in interest and, accordingly, E&Y may have rendered in the past, may render presently, or may render in the future, accounting, tax and/or consulting services to certain of these creditors or parties in interest or may have been involved in matters in which attorneys for these creditors or parties in interest have been, are or were also involved. Similarly, our many partners and principals may have business associations with certain of these creditors, which have no connection with these proceedings. E&Y will not accept any engagement which would require E&Y to represent an interest materially adverse to Debtors or its estate in any way relating to the matters in connection with which E&Y is to be engaged in this Chapter 11 case. In the ordinary course of its business, E&Y may also engage counsel or other professionals in unrelated matters who now represent, or who may in the future represent, creditors or other interested parties in this proceeding.

10. The services we may currently provide or may have provided for creditors generally include: ongoing audit and tax services related to a company's annual financial statements and tax returns; and/or special accounting, tax and consulting assignments related to unique issues at these companies. To the best of my knowledge, information and belief, (i) Ernst & Young's fees for services we provide to any of the entities listed in Exhibit A, which are completely unrelated to any matters concerning these Debtors. In Ernst & Young's opinion, this has no bearing on the services for which Ernst & Young is to be retained in these cases. The services provided by Ernst & Young to the aforementioned creditors are completely unrelated to any matters concerning the Debtors, the Debtors' estates and the services proposed to be provided by Ernst & Young in the subject cases.

11. To the best of my knowledge, information and belief, neither the undersigned nor the professionals anticipated to assist the Debtors in these matters are connected to the judge or U.S. Trustee assigned to this matter.

12. Accordingly, based upon the discussion herein above, E&Y is a "disinterested person", as defined in section 101(14) and as required by section 327(a) of the Bankruptcy Code and neither my firm nor any member thereof is connected (other than as disclosed herein or at Exhibit A appended hereto) to the parties in paragraph 4 above.

13. Ernst & Young has not shared or agreed to share any of its compensation from the Debtors with any other person, other than a partner or principal of Ernst & Young as permitted by section 504 of the Bankruptcy Code .

14. Ernst & Young estimated its total fees and expenses in connection with its 1998 audit of the Debtors to be approximately \$380,000 (the "1998 Audit Budget"), which represented a significant discount from its standard rates. Management and the Board of Directors of the Debtor have agreed to the 1998 Audit Budget. E&Y had been billing the 1998 Audit Budget monthly from October 1998 to February 1999 in accordance with our agreement and the final payment was received in February 1999. As of the filing of the Debtors' Chapter 11 petition, Ernst & Young has incurred in excess of \$380,000 in fees and expenses in connection with the aforementioned audit engagement ^ Additional services may be required above the estimated 1998 Audit Budget amount if the level of assistance or scope changes. In addition, Ernst & Young may be asked to perform additional accounting, tax, financial advisory or management consulting on behalf of the Debtors. If such additional services are provided or time incurred above the 1998 Audit Budget, the time and expenses would be billed at the firm's regular standard hourly rates, enumerated below in accordance with the Bankruptcy Code.

15. At this time, it is not possible to estimate the amount of time which will be required to perform the additional services referred to herein and, accordingly, it is not possible

to estimate the total cost thereof. Ernst & Young will calculate its fees for professional services by reference to hourly rates for work performed of this nature in this market. Such rates

[^] It is anticipated tht the 1998 audit will be completed in March 1999.

currently are as follows:

Partners and Principals	\$390 - \$560 per hour
Senior Managers	\$285 - \$425 per hour
Managers	\$210 - \$380 per hour
Seniors and Staff	\$95 - \$295 per hour

In the normal course of business, E&Y revises its regular hourly rates on July 1 of each year.

16. Personnel with lower billing rates will be used to the extent practicable.

17. In addition to compensation for professional services rendered by affiant and other personnel of Ernst & Young, affiant shall seek reimbursement for reasonable and necessary expenses incurred in connection with the above captioned cases, including but not limited to transportation, lodging, food, telephone, copying, messenger, computer rental, etc.

18. Affiant further states that the proposed engagement of Ernst & Young is not Prohibited by Rule 5002 of the Federal Rules of Bankruptcy Procedure (i.e. "Bankruptcy Rules").

19. Affiant further states that this affidavit is in accordance with section 327 of the Bankruptcy Code and Bankruptcy Rule 2014.

FURTHER AFFIANT SAYETH NOT

Ernst & Young LLP

By: _____

STATE OF: _____

ss:

COUNTY OF: _____

SWORN TO AND SUBSCRIBED before me, a Notary Public for the State and County aforesaid, on this 4th day of March, 1999.

Notary Public

My commission Expires: _____

Exhibit A

Name	Type of Service Provided			
	Assurance Advisory Business Services	Tax Consulting and/or Compliance	Management Consulting	Financial Advisory Services and Other
AEGON	X	X	X	X
American Express	X	X	X	X
Applied Graphics Technologies		X		
CIT Group	X			
Cleary, Gottlieb, Stein & Hamilton	X	X		
First Albany				X
Golden Press Holdings, LLC		X		
Guardian Life	X	X		
KA Trading	X	X		
Liberty Mutual	X	X		X
Mail Well Corp.		X		
Mattel, Inc.		X		
Nationsbank			X	
Proskauer Rose LLP	X	X		X
Stone Container Corp.	X	X		
Stroock & Stroock & Lavin				X
The Bank of New York	X	X		
Texas Instrument	X	X		X
Toshiba Machine Co. America	X	X	X	
Warburg, Pincuss Company	X	X	X	X
Wisconsin Electric Company				X

EXHIBIT "B"

PROSKAUER ROSE LLP
 Counsel for Debtors and Debtors-in-Possession
 1585 Broadway
 New York, New York 10036
 (212) 969-3000
 Alan B. Hyman (AH-6655)
 Michael E. Foreman (MF-5802)
 Scott K. Rutsky (SR-0712)

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

-----X-----
 :
 In re: : (Chapter 11)
 :
 GOLDEN BOOKS FAMILY :
 ENTERTAINMENT, INC., et al. : Case Nos. 99-10030
 : through 99-10032
 :
 Debtors. : (Jointly Administered)
 :
 -----X-----

**ORDER AUTHORIZING THE RETENTION OF
 ERNST & YOUNG LLP
 AS ACCOUNTANTS AND TAX ADVISORS TO THE
DEBTORS AND DEBTORS-IN-POSSESSION**

UPON the application (the "Application") of the above-captioned debtors and debtors-in-possession, (collectively, the "Debtors"), seeking entry of an order, pursuant to Section 327 of Title 11, United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the retention of Ernst & Young LLP (the "Firm"), 787 Seventh Avenue, New York, NY, as accountants to the Debtors, to render accounting, tax and other consulting services as described in the Application; and upon the affidavit of Jeffrey Chin, a partner at the Firm, dated March 4,

1999 annexed to the Application as Exhibit B (the "Affidavit"), wherein it appears that the Firm does not hold or represent any interest adverse to the Debtors, their estates, their creditors, other parties-in-interest or the United States Trustee, nor holds or represents, by reason of any direct or indirect relationship to, connection with or interest in the Debtors, the United States Trustee, any interest adverse to the Debtors, their estates or any class of creditors with respect to the matters upon which said Firm is to be engaged, and that such Firm is a "disinterested person" within the meaning of Sections 101(14) and 327 of the Bankruptcy Code; and no adverse interest having been represented; and it appearing that the retention of the Firm is in the best interest of the Debtors' estates; and it appearing that no further notice of the relief requested in the Application is required; and sufficient cause appearing therefor; it is

ORDERED, that the Debtors are hereby authorized to retain the Firm to provide accounting, tax, financial advisory and other consulting services, as described in the Application, to the Debtors in these Chapter 11 cases upon the terms and for the purposes set forth in the Application and the Affidavit; and it is further

ORDERED, that compensation to the Firm for services rendered and reimbursement of expenses incurred in connection therewith, shall only be paid upon entry of a further order or orders of this Court obtained upon application submitted in accordance with the

applicable provisions of the Bankruptcy Code, Bankruptcy Rules, the Local Rules of this Court,
and the fee guidelines promulgated by this Court.

Dated: New York, New York
March 23, 1999

S/Tina L. Brozman _____
THE HONORABLE TINA L. BROZMAN
CHIEF UNITED STATES BANKRUPTCY JUDGE
FOR THE SOUTHERN DISTRICT OF NEW YORK

EXHIBIT "C"

3

GOLDEN BOOKS FAMILY ENTERTAINMENT, INC.
SUMMARY OF HOURLY ACTIVITY BY PROJECT CODE
MARCH 1, 1999 THROUGH AUGUST 31, 1999

<u>Type Of Service Rendered (PCD Code)</u>	<u>Hours</u>	<u>Fees</u>
Additional audit procedures and consultation (2,7,8,9)	509.1	\$183,638
Client assistance (3,6)	272.7	92,917
Quarterly reporting (4,5,10)	158.0	56,898
Claims reconciliation project (11)	489.8	133,240
	<u>1,429.6</u>	<u>466,693</u>
Actuarial Services (1,16)	378.4	121,932
Less: Voluntary reduction of fees		(12,318)
	<u>378.4</u>	<u>109,614</u>
Tax Services (13,14)	62.9	31,750
Internal audit services (15)	100.9	20,219
Less: Voluntary reduction of fees		(8,219)
	<u>100.9</u>	<u>12,000</u>
Total	<u><u>1,971.8</u></u>	<u><u>\$620,057</u></u>

GOLDEN BOOKS FAMILY ENTERTAINMENT, INC.
SUMMARY OF HOURS BY PROFESSIONAL AND PROJECT CODE
MARCH 1, 1999 THROUGH AUGUST 31, 1999

PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Wang, D	4/13/99	1.1	1	Creation of task list schedule
Block, R	5/7/99	0.5	1	Actuarial valuation of the pension plan
Kenefick, K	5/18/99	2.3	1	Prepare data questions
Kenefick, K	5/20/99	0.7	1	Prepare data questions
Kenefick, K	5/21/99	3.1	1	Prepare data questions
Kenefick, K	5/27/99	0.4	1	Prepare data questions
Kenefick, K	6/3/99	3.0	1	Prepare data questions
Kenefick, K	6/4/99	6.3	1	Check asset & funding policy, plan definitions, and assumptions in ProVal
Kenefick, K	6/7/99	5.9	1	Fix early retirement factors in ProVal and check sample lives
Kenefick, K	6/8/99	3.5	1	Check valuation analysis
Kenefick, K	6/9/99	1.6	1	Check valuation analysis
Kenefick, K	6/10/99	3.8	1	Update gain/loss spreadsheet
Block, R	6/11/99	0.5	1	Actuarial valuation of the pension plan
Kenefick, K	6/11/99	1.2	1	Check valuation
Kenefick, K	6/14/99	4.5	1	Schedule B attachments
Block, R	6/15/99	0.2	1	Partial plan termination question
Block, R	6/15/99	0.5	1	Discussion with Sheila Carlin re: data for audit
Kenefick, K	6/16/99	0.5	1	Make detailed revision to report
Block, R	6/24/99	1.3	1	Actuarial valuation of the pension plan
Kenefick, K	6/24/99	1.5	1	Liability calculations for spin-off group
Kenefick, K	6/25/99	6.5	1	Liability calculations for spin-off group
Block, R	6/28/99	2.0	1	Letter of 6/29 re: surplus in pension plan
Kenefick, K	6/28/99	6.0	1	Liability calculations for spin-off group
Wang, D	6/28/99	0.9	1	Liability calculations for spin-off group
Block, R	6/29/99	2.2	1	Letter of 6/29 re: surplus in pension plan
Wang, D	6/29/99	0.8	1	Liability calculations for spin-off group
Block, R	6/30/99	1.5	1	Spin-off analysis for pension plan
Kenefick, K	6/30/99	1.8	1	Liability calculations for spin-off group
Wang, D	6/30/99	1.2	1	Liability calculations for spin-off group
Kenefick, K	7/1/99	1.5	1	Liability calculations for spin-off group
Block, R	7/2/99	3.5	1	Letter re: spin-off and termination of the plan
Kenefick, K	7/2/99	0.5	1	Liability calculations for spin-off group
Wang, D	7/2/99	3.5	1	Liability calculations for spin-off group
Wang, D	7/6/99	2.5	1	Liability calculations for spin-off group
Block, R	7/9/99	0.2	1	401(h) question- telephone discussion with M. Roach
Block, R	7/12/99	0.9	1	401(h) question- telephone discussion with M. Roach
Wang, D	7/13/99	6.7	1	Calculation of accounting impact based on spin-off/no spin-off of union group

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Kenefick, K	7/14/99	0.8	1	Calculation of accounting impact based on spin-off/no spin-off of union group
Block, R	7/15/99	0.9	1	401(h) question- telephone discussion with M. Roach
Kenefick, K	7/15/99	1.2	1	Calculation of accounting impact based on spin-off/no spin-off of union group
Wang, D	7/15/99	3.3	1	Calculation of accounting impact based on spin-off/no spin-off of union group
Kenefick, K	7/16/99	4.5	1	Calculation of accounting impact based on spin-off/no spin-off of union group
Wang, D	7/16/99	3.5	1	Calculation of accounting impact based on spin-off/no spin-off of union group
Block, R	7/19/99	0.5	1	Telephone call with Koester
Wang, D	7/19/99	3.5	1	Calculation of accounting impact based on spin-off/no spin-off of union group
Block, R	7/20/99	2.0	1	Letter of 7/20 re: spin-off
Kenefick, K	7/20/99	4.0	1	Calculation of accounting impact based on spin-off/no spin-off of union group
Wang, D	7/20/99	4.1	1	Calculation of accounting impact based on spin-off/no spin-off of union group
Block, R	7/22/99	2.0	1	Calculation of open window benefits
Block, R	7/23/99	1.5	1	Calculation of open window benefits
Miller, E	7/23/99	1.0	1	Calculation of open window benefits
Block, R	7/26/99	1.5	1	Calculation of open window benefits
Kenefick, K	7/26/99	2.0	1	Calculation of projected current liability funded status
Miller, E	7/26/99	2.5	1	Calculation of open window benefits
Block, R	7/27/99	1.0	1	Calculation of open window benefits
Kenefick, K	7/27/99	2.1	1	Calculation of projected current liability funded status
Miller, E	7/27/99	2.5	1	Calculation of open window benefits
Wang, D	7/27/99	1.9	1	Calculation of projected current liability funded status
Wang, D	7/28/99	0.8	1	Calculation of projected current liability funded status
Block, R	7/29/99	1.0	1	Calculation of open window benefits
Block, R	7/30/99	1.5	1	Calculation of open window benefits
Block, R	8/2/99	3.5	1	Calculation of open window benefits
Wang, D	8/2/99	5.2	1	Calculation of projected current liability funded status
Block, R	8/3/99	2.5	1	Calculation of open window benefits
Kenefick, K	8/3/99	1.9	1	Calculation of projected current liability funded status

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Miller, E	8/3/99	1.0	1	Calculation of open window benefits
Wang, D	8/3/99	2.1	1	Calculation of projected current liability funded status
Hauer, D	8/4/99	4.5	1	Set up ProVal runs and assumptions for early retirement window scenarios; set up
Kenefick, K	8/4/99	5.0	1	Calculation of cost of various age and service windows for retirement eligible participants
Wang, D	8/4/99	4.9	1	Calculation of cost of various age and service windows for retirement eligible participants
Wang, D	8/4/99	5.5	1	Calculation of cost of various age and service windows for retirement eligible participants
Block, R	8/5/99	4.9	1	Union negotiation -calculation of open window benefits
Block, R	8/5/99	3.1	1	Conference call with Golden Books re: union negotiation
Hauer, D	8/5/99	5.0	1	Set up ProVal runs and assumptions for early retirement window scenarios; set up
Kenefick, K	8/5/99	5.4	1	Calculation of cost of various age and service windows for retirement eligible participants
Wang, D	8/5/99	4.5	1	Calculation of cost of various age and service windows for retirement eligible participants
Wang, D	8/5/99	5.3	1	Calculation of cost of various age and service windows for retirement eligible participants
Block, R	8/6/99	5.4	1	Calculation of open window benefits
Kenefick, K	8/6/99	5.6	1	Calculation of cost of various age and service windows for retirement eligible participants
Wang, D	8/6/99	5.7	1	Calculation of cost of various age and service windows for retirement eligible participants
Wang, D	8/6/99	6.1	1	Calculation of cost of various age and service windows for retirement eligible participants
Block, R	8/9/99	7.0	1	Calculation of open window benefits
Hauer, D	8/9/99	2.5	1	Set up ProVal runs and assumptions for early retirement window scenarios; set up
Hauer, D	8/9/99	1.5	1	Redo certain scenarios/results due to client sending incorrect SSNs
Block, R	8/10/99	9.3	1	Union negotiation -calculation of open window benefits
Hauer, D	8/10/99	5.0	1	Set up ProVal runs and assumptions for early retirement window scenarios; set up
Miller, E	8/10/99	0.5	1	Calculation of open window benefits
Wang, D	8/10/99	7.9	1	Calculation of cost of various age and service windows for retirement eligible participants
Block, R	8/11/99	3.5	1	Calculation of open window benefits

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Wang, D	8/11/99	2.2	1	Calculation of cost of various age and service windows for retirement eligible participants
Hauer, D	8/12/99	1.3	1	Set up and run RPA current liability scenarios for early retirement window
Wang, D	8/12/99	6.8	1	Calculation of cost of various age and service windows for retirement eligible participants
Block, R	8/13/99	1.5	1	Calculation of open window benefits
Wang, D	8/13/99	6.1	1	Calculation of cost of various age and service windows for retirement eligible participants
Block, R	8/16/99	0.8	1	Actuarial valuation of the pension plan
Kenefick, K	8/16/99	3.0	1	Calculation of cost of various age and service windows for retirement eligible participants
Wang, D	8/16/99	2.9	1	Calculation of cost of various age and service windows for retirement eligible participants
Wang, D	8/16/99	2.5	1	Calculation of cost of various age and service windows for retirement eligible participants
Block, R	8/17/99	0.8	1	Actuarial valuation of the pension plan
Kenefick, K	8/27/99	3.5	1	Provide PBGC with various information related to window calculations
Wang, D	8/27/99	3.5	1	Provide PBGC with various information related to window calculations
Wang, D	8/27/99	3.2	1	Provide PBGC with various information related to window calculations
Wang, D	8/30/99	1.8	1	Provide PBGC with various information related to window calculations
Hauer, D	8/31/99	1.0	1	Check the three Union 18 sample lives for Dave Wang
Kenefick, K	8/31/99	1.5	1	Provide PBGC with various information related to window calculations
Wang, D	8/31/99	2.1	1	Provide PBGC with various information related to window calculations
Wang, D	8/31/99	1.9	1	Provide PBGC with various information related to window calculations
	1 Total	304.9		

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Braleley, C	3/1/99	3.1	2	Obtain support for FAS 121 analysis
Braleley, C	3/1/99	4.4	2	Obtain support for restructuring analysis
Chin, J	3/1/99	2.0	2	Research concerning benefits for income taxes
Leonardson, M	3/1/99	2.2	2	Review Disney agreement
Leonardson, M	3/1/99	6.7	2	Research re: FAS 121 impairment
Maltese, E	3/1/99	4.2	2	Review Disney agreement
Aaron, N	3/2/99	1.2	2	Research of accounting issues re: impairment of Sturtevant facility
Aaron, N	3/2/99	0.5	2	Conference call with C. Finkelstein, M. Roach and M. Arons to discuss bankruptcy issues, CIT, 1st Day Orders and Impairment issues
Aaron, N	3/2/99	0.2	2	Discussion with E. Maltese re: Disney agreements
Aaron, N	3/2/99	0.3	2	Discussion with E. Maltese re: Disney agreements
Aaron, N	3/2/99	1.5	2	Discussion with G. Cohen, J. Chin & E. Maltese re: Disney agreement
Aaron, N	3/2/99	5.1	2	FAS 121 impairment analysis of Sturtevant facility
Aaron, N	3/2/99	3.0	2	Review restructuring work papers
Aaron, N	3/2/99	0.5	2	Meeting with M. Roach re: benefit for income taxes
Chin, J	3/2/99	4.0	2	Discussion of audit issues; Telephone conference with client; Discussion with G. Cohen, N. Aaron & E. Maltese re: Disney agreements
Cohen, G	3/2/99	2.8	2	Conversation with J. Chin, N. Aaron and E. Maltese re: accounting for Disney agreements.
Leonardson, M	3/2/99	3.1	2	Discussion with M. Roach concerning Disney agreements
Leonardson, M	3/2/99	3.6	2	Research re: FAS 121 impairment
Maltese, E	3/2/99	9.8	2	Research concerning debt accretion, discussions with G. Cohen, N. Aaron re: Disney agreements
Maltese, E	3/2/99	6.1	2	Research various accounting issues (Sony Wonder, Shari Lewis, debt accretion)
Sicilia, S	3/2/99	0.5	2	Discussion with Mark Frentzel relating to accounting for Sony A/R
Sicilia, S	3/2/99	1.5	2	Documentation of Sony A/R in memorandum
Tortorella, B	3/2/99	0.8	2	Research re: debt accretion
Aaron, N	3/3/99	1.2	2	Research concerning impairment of Sturtevant facility
Aaron, N	3/3/99	0.3	2	Meet with C. Finkelstein re: impairment of Sturtevant facility
Aaron, N	3/3/99	2.0	2	FAS 121 impairment analysis
Braleley, C	3/3/99	4.2	2	Obtain support for restructuring analysis
Chin, J	3/3/99	2.8	2	Accounting for Disney agreements
Leonardson, M	3/3/99	1.0	2	Research re: foreign currency translation
Maltese, E	3/3/99	9.7	2	Accounting treatment of Disney agreements

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Sicilia, S	3/3/99	3.5	2	Discussion with Mark Frentzel and Bill Gaden regarding allowance for doubtful accounts and methodology assumed
Sicilia, S	3/3/99	1.0	2	Read Sony Home Video Distribution contract
Tortorella, B	3/3/99	1.2	2	Research re: debt accretion
Chin, J	3/4/99	1.2	2	Research FAS 121 impairment
Cohen, G	3/4/99	1.1	2	Review benefits for income taxes
Leonardson, M	3/4/99	2.0	2	Support for restructuring
Maltese, E	3/4/99	2.0	2	Discussions concerning McSpadden Smith and B. Gaden
Sicilia, S	3/4/99	0.5	2	Discussion with Mark Frentzel regarding amortization of intangibles
Sicilia, S	3/4/99	1.5	2	Review of valuation of film library
Sicilia, S	3/4/99	0.9	2	Review of Entertainment Group goodwill impairment
Sicilia, S	3/4/99	2.1	2	Meeting with Olivier Gers to discuss Shari Lewis loss and settlement
Sicilia, S	3/4/99	1.5	2	Review of Shari Lewis cast insurance claim file prepared by PWC
Sicilia, S	3/4/99	1.5	2	Review of Shari Lewis PBS agreement and KCET station underwriting agreement
Sicilia, S	3/4/99	3.1	2	Documentation of Shari Lewis accruals in workpapers, memorandum, vouching to related support
Tortorella, B	3/4/99	3.0	2	Research re: Disney agreements
Aaron, N	3/5/99	0.3	2	Phone conversation with M. Roach re: debt accretion
Aaron, N	3/5/99	0.5	2	Review TOPrS agreement for Default Provision
Sicilia, S	3/5/99	2.1	2	Finalize Shari Lewis accruals
Tortorella, B	3/5/99	2.0	2	Research re: Disney agreements
Tortorella, B	3/6/99	1.5	2	Research re: deferred financing costs
Tortorella, B	3/7/99	1.0	2	Research re: deferred financing costs
Tortorella, B	3/7/99	2.1	2	Research re: Disney agreements
Aaron, N	3/8/99	1.5	2	Prepare FAS 121 analysis re: impairment of Sturtevant facility
Aaron, N	3/8/99	2.0	2	Review Disney agreements
Brale, C	3/8/99	4.7	2	Documentation re: FAS 121 analysis
Brale, C	3/8/99	5.3	2	Documentation re: restructuring
Brale, C	3/8/99	1.1	2	Documentation re: foreign currency translation
Chin, J	3/8/99	2.5	2	Review of audit issues re: impairment of Sturtevant facility

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Maltese, E	3/8/99	6.5	2	Review and client inquiry concerning Entertainment Group allowance for doubtful accounts
Tortorella, B	3/8/99	1.4	2	Research re: debt accretion
Tortorella, B	3/8/99	3.0	2	Support for CIT fees
Aaron, N	3/9/99	2.0	2	Discuss approach to fair value with Jeff Chin re: impairment of Sturtevant facility
Aaron, N	3/9/99	0.5	2	Calculation and analysis of SA Capital re plant values (i.e., impairment of Sturtevant facility)
Chin, J	3/9/99	2.0	2	Discussions with N. Aaron concerning impairment of Sturtevant facility FAS 121
Leonardson, M	3/9/99	4.4	2	Support for FAS 121 impairment
Schleir, G	3/9/99	1.0	2	Research concerning FAS 121 impairment
Sicilia, S	3/9/99	0.8	2	Review of Sony Distribution agreement
Sicilia, S	3/9/99	7.5	2	Discussions with and assistance provided to Bill Gaden and Mark Frentzel for accounting for Sony Wonder contract
Sicilia, S	3/9/99	2.0	2	Documentation of Sony inventory in memorandum
Tortorella, B	3/9/99	2.5	2	Research re: Disney agreements
Aaron, N	3/10/99	0.5	2	Phone call with J. Chin re: FAS 121 (i.e., impairment of Sturtevant facility)
Aaron, N	3/10/99	0.5	2	Research re: debt accretion
Brale, C	3/10/99	4.4	2	Documentation re: FAS 121 analysis
Chin, J	3/10/99	0.5	2	Telephone call with Neil Aaron re: FAS 121 (i.e., impairment of Sturtevant facility)
Cohen, G	3/10/99	2.1	2	Review FAS 121 impairment
Leonardson, M	3/10/99	1.3	2	Support for restructuring
Leonardson, M	3/10/99	5.2	2	Support for FAS 121 impairment
Leonardson, M	3/10/99	2.5	2	Support for foreign currency translation
Maltese, E	3/10/99	9.7	2	Review Entertainment Group's accounting for goodwill and film library analyses (i.e. stated at fair value)
Sicilia, S	3/10/99	0.5	2	Documentation of LIVE inventory in memorandum
Aaron, N	3/11/99	0.5	2	Prepare agenda for status meeting concerning accounting treatment for various accounting issues
Aaron, N	3/11/99	0.5	2	Review preliminary FAS 121 analysis (i.e., impairment of Sturtevant facility)
Aaron, N	3/11/99	2.0	2	Review GBEG and GBFE accounting issues (i.e., NationsBank, Shari Lewis)
Aaron, N	3/11/99	0.7	2	Review foreign currency adjustment
Aaron, N	3/11/99	0.5	2	Review fixed asset listing for FAS 121

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Aaron, N	3/11/99	0.3	2	Call to M. Roach concerning fixed asset listing for Form 10K
Aaron, N	3/11/99	1.0	2	Update restructuring analysis
Braley, C	3/11/99	4.5	2	Documentation re: restructuring
Sicilia, S	3/11/99	1.0	2	Review of Shari Lewis Extraordinary Loss Analysis prepared by Mark Frentzel
Sicilia, S	3/11/99	0.5	2	Discussion with Olivier Gers relating to Shari Lewis future legal and SG&A accruals
Aaron, N	3/12/99	1.5	2	Call to Roach re: APB 28 reporting implications
Aaron, N	3/12/99	0.5	2	Research re: APB 28 reporting implications regarding bankruptcy
Aaron, N	3/12/99	0.5	2	Prep for meeting with E. Maltese, review GBEG issues (re: Sony contract)
Chin, J	3/12/99	5.0	2	Audit meeting at Golden Books re: various accounting issues, e.g., debt accretion, Sony Wonder
Maltese, E	3/12/99	8.3	2	Review Entertainment Group's accounting for HIT receivable, LIVE inventory and interest accretion on long term accounts receivable
Braley, C	3/13/99	4.3	2	Documentation re: FAS 121 analysis
Aaron, N	3/14/99	0.5	2	E-mail to E. Maltese re: FAS 121 analysis (impairment of Sturtevant facility)
Aaron, N	3/14/99	4.0	2	Prepare Net Book Value analysis
Braley, C	3/14/99	5.7	2	Documentation re: FAS 121 analysis
Aaron, N	3/15/99	11.0	2	Racine trip re: FAS 121 and restructuring
Braley, C	3/15/99	3.3	2	Documentation re: restructuring
Chin, J	3/15/99	10.0	2	Racine trip re: FAS 121 and restructuring
Leonardson, M	3/15/99	4.2	2	Support for FAS 121 impairment
Leonardson, M	3/15/99	2.8	2	Support for restructuring
Maltese, E	3/15/99	3.7	2	Review Entertainment Group's accounting for Sony Wonder contract
Sicilia, S	3/15/99	4.0	2	Meeting and assistance provided to Mark Frentzel and Bill Gaden to discuss accounting for net present value and interest accretion on accounts receivable
Sicilia, S	3/15/99	1.0	2	HIT receivables discussion with C. Finkelstein, M. Frentzel and B. Gaden
Sicilia, S	3/15/99	0.5	2	Documentation of HIT receivables in memorandum
Aaron, N	3/16/99	2.5	2	Research Sony Wonder contract
Aaron, N	3/16/99	1.2	2	Meeting with Chin, Maltese, Finkelstein, Roach and Koester re: initial closing meeting - Sony Wonder, Shari Lewis, etc.
Aaron, N	3/16/99	0.5	2	Phone call with Finkelstein re: FAS 121

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Aaron, N	3/16/99	0.8	2	Review GBEG issues re: McSpadden Smith
Chin, J	3/16/99	5.5	2	Meeting with Aaron (part time), Maltese, Finkelstein, Roach and Koester re: initial closing meeting - Sony Wonder, Shari Lewis, etc.
Maltese, E	3/16/99	6.0	2	Meeting with Chin (part time), Aaron (part time), Finkelstein, Roach and Koester re: initial closing meeting; Sony Wonder, Shari Lewis, etc.
Sicilia, S	3/17/99	2.2	2	Meeting and assistance provided to Bill Gaden to review Sony accounting true up and review of entries recorded for this transaction during the year
Sicilia, S	3/17/99	1.8	2	Review of Sony accounting statements for each month in order to re-account for all Sony transactions made during the year including reconciliation of year end inventory to physical inventory report provided by Sony. Calculation of reserve for returns.
Sicilia, S	3/17/99	3.3	2	Documentation of Sony accounting
Sicilia, S	3/17/99	0.7	2	Review Sony A/R reconciliation
Aaron, N	3/18/99	0.5	2	Call with Roach re: FAS 121
Chin, J	3/18/99	2.0	2	Review FAS 121 analysis
Leonardson, M	3/18/99	0.5	2	Support for FAS 121 impairment
Aaron, N	3/19/99	1.0	2	Review accounting for foreign currency translation
Aaron, N	3/21/99	0.7	2	Prepare FAS 121 impairment analysis
Leonardson, M	3/21/99	3.5	2	Support for FAS 121 impairment
Leonardson, M	3/22/99	2.0	2	Support for foreign currency translation
Leonardson, M	3/22/99	2.5	2	Support for restructuring
Leonardson, M	3/22/99	6.7	2	Support for FAS 121 impairment
Chin, J	3/23/99	1.5	2	Review debt accretion and restructuring
Aaron, N	3/24/99	1.0	2	Call with Roach re: FAS 121 asset impairment
Sicilia, S	3/24/99	0.5	2	Review of Sony transaction for month of January
Aaron, N	3/28/99	1.0	2	Draft memos re: FAS 121 and restructuring
Aaron, N	3/29/99	3.5	2	Draft memos re: FAS 121 and restructuring
Chin, J	3/29/99	4.0	2	Review foreign currency and Futech receivable
Aaron, N	3/30/99	2.5	2	Review memos re: FAS 121 and restructuring
Sicilia, S	3/30/99	1.5	2	Documentation of FAS 121 analysis of Entertainment Group's goodwill and film library
Sicilia, S	3/30/99	1.0	2	Documentation of FAS 121 analysis of Entertainment Group's goodwill and film library
Aaron, N	3/31/99	1.6	2	Review entries detailing FAS 121 impairment
Leonardson, M	3/31/99	1.9	2	Support for FAS 121 impairment
Cohen, G	5/7/99	1.0	2	Sign-off on Sony Wonder memo
Cohen, G	5/11/99	1.0	2	Sign-off on Shari Lewis memo

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Cohen, G	5/14/99	1.0	2	Sign-off on Entertainment Group Goodwill and film library memo
Cohen, G	5/27/99	1.5	2	Sign-off on FAS 121 memo
	2 Total	352.5		

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Brale, C	3/1/99	0.5	3	Obtain support for foreign currency translation
Ercole, D	3/1/99	0.8	3	Drafted footnote to be inserted in 1998 financial statements
Leonardson, M	3/1/99	4.1	3	Obtain support for Form 10K, including footnotes for M. Arons
Sicilia, S	3/1/99	2.5	3	Research for Mike Arons regarding FAS 131 Industry Segment Footnote
Brale, C	3/2/99	1.4	3	Obtain support for Form 10K footnotes for M. Arons
Brale, C	3/2/99	1.1	3	Obtain support for Form 10K footnotes for M. Arons
Ercole, D	3/2/99	1.2	3	Discuss draft with tax manager of company
Leonardson, M	3/2/99	2.3	3	Obtain support for Form 10K, including footnotes for M. Arons
Tortorella, B	3/2/99	1.5	3	Research re: 1998 bonuses
Brale, C	3/3/99	2.5	3	Obtain support for Form 10K footnotes for M. Arons
Brale, C	3/4/99	4.0	3	Obtain support for Form 10K footnotes for M. Arons
Ercole, D	3/5/99	1.5	3	Read draft of annual report 10k particularly tax section
Maltese, E	3/8/99	5.5	3	Research concerning bankruptcy disclosure requirements of Form 10K
Brale, C	3/9/99	6.2	3	Obtain support for Form 10K footnotes for M. Arons
Leonardson, M	3/9/99	2.6	3	Obtain support for Form 10K, including footnotes for M. Arons
Maltese, E	3/11/99	4.3	3	Discussions with C. Finkelstein concerning filing requirements and applicable disclosures for Form 10K
Chambers, E	3/12/99	1.0	3	Discussions with M. Arons regarding stock option rollforward re: FAS 123
Chambers, E	3/12/99	1.0	3	Discussions with S. Vincent regarding stock option activity re: FAS 123
Chambers, E	3/12/99	5.0	3	Determined factors to be used in valuing 1998 stock options and calculation of values using E&Y Option re: FAS 123
Ercole, D	3/12/99	0.7	3	Review Canadian tax provision on Canadian subsidiary
Brale, C	3/13/99	1.2	3	Obtain support for Form 10K footnotes for M. Arons
Brale, C	3/14/99	1.5	3	Obtain support for Form 10K footnotes for M. Arons

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Braley, C	3/15/99	2.1	3	Obtain support for Form 10K footnotes for M. Arons
Leonardson, M	3/15/99	2.0	3	Obtain support for Form 10K, including footnotes for M. Arons
Ercole, D	3/18/99	0.3	3	Read key memo written by audit staff for tax sign off
Ercole, D	3/19/99	1.0	3	Discuss draft footnote on section 328 for financial statements with Company outside counsel
Maltese, E	3/22/99	3.3	3	Assist in drafting Form 10K with the Company and lawyers
Ercole, D	3/23/99	1.0	3	Compile tax accrual file for quality control review. Make minor changes to footnote
Maltese, E	3/23/99	7.2	3	Assist in drafting Form 10K with the Company and lawyers
Sicilia, S	3/23/99	1.5	3	Research concerning disclosure requirements in the Form 10K
Sicilia, S	3/23/99	6.5	3	Research concerning disclosure requirements in the Form 10K
Chin, J	3/24/99	0.5	3	Review Form 10K and appropriate discussions
Maltese, E	3/24/99	0.5	3	Assist in drafting Form 10K with the Company and lawyers
Sicilia, S	3/24/99	6.0	3	Assist in the preparation of GBEG Consolidation for inclusion in Form 10K
Sicilia, S	3/24/99	1.0	3	Assistance with preparation of Form 10K
Sicilia, S	3/24/99	0.5	3	Assistance with stand alone financial statement for GBEG
Chambers, E	3/25/99	1.5	3	Discussions with Steve Vincent regarding status of stock option rollforward re: FAS 123
Chambers, E	3/25/99	0.5	3	Prepare analysis eliminating 1998 cancellations and terminations re: FAS 123
Maltese, E	3/25/99	7.1	3	Assist in drafting Form 10K with the Company and lawyers
Chambers, E	3/26/99	0.3	3	Discussions with S. Vincent regarding status of stock option rollforward from 1998 re: FAS 123
Chambers, E	3/26/99	0.3	3	Discussions with S. Vincent regarding status of stock option rollforward from 1998 re: FAS 123
Chambers, E	3/26/99	1.5	3	Assisted client with completion of draft re: FAS 123
Ercole, D	3/26/99	1.5	3	Read final version of financial statements and give comments
Maltese, E	3/26/99	2.6	3	Assist in drafting Form 10K with the Company and lawyers

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Maltese, E	3/27/99	5.9	3	Assist in drafting Form 10K with the Company and lawyers
Chambers, E	3/29/99	1.5	3	Assistance with initial draft of stock option footnote re: FAS 123
Chambers, E	3/29/99	0.5	3	Assisted client with 3rd version of stock option rollforward re: FAS 123
Sicilia, S	4/1/99	8.2	3	Assistance with preparation of Form 10K
Sicilia, S	4/2/99	7.8	3	Cash Flow preparation for inclusion in Form 10K
Chin, J	4/5/99	1.0	3	Review Form 10K and appropriate discussions
Maltese, E	4/5/99	13.0	3	Assist in drafting Form 10K with the Company and lawyers
Sicilia, S	4/5/99	9.2	3	Cash Flow preparation for inclusion in Form 10K
Chambers, E	4/6/99	2.0	3	Assistance with draft of stock option footnote re: FAS 123
Maltese, E	4/6/99	10.0	3	Assist in drafting Form 10K with the Company and lawyers
Sicilia, S	4/6/99	6.8	3	Cash Flow preparation for inclusion in Form 10K
Aaron, N	4/7/99	8.0	3	Assist in drafting Form 10K with the Company and lawyers
Chin, J	4/7/99	6.5	3	Review Form 10K and appropriate discussions
Maltese, E	4/7/99	12.5	3	Assist in drafting Form 10K with the Company and lawyers
Sicilia, S	4/7/99	7.5	3	Cash Flow preparation for inclusion in Form 10K
Chin, J	4/8/99	3.0	3	Review Form 10K and appropriate discussions
Maltese, E	4/8/99	11.0	3	Assist in drafting Form 10K with the Company and lawyers
Maltese, E	4/9/99	6.5	3	Assist in drafting Form 10K with the Company and lawyers
Aaron, N	4/16/99	1.5	3	Final documentation and sign-off concerning preparation of Form 10 K
Aaron, N	4/20/99	1.5	3	Final documentation and sign-off concerning preparation of Form 10 K
Maltese, E	4/20/99	3.6	3	Final documentation for Form 10K
Aaron, N	4/22/99	1.5	3	Final documentation and sign-off concerning preparation of Form 10 K
Aaron, N	4/23/99	1.5	3	Final documentation and sign-off concerning preparation of Form 10 K
Leonardson, M	4/28/99	4.0	3	Final documentation for Form 10K support
Leonardson, M	4/29/99	5.0	3	Final documentation for Form 10K support
Aaron, N	5/19/99	2.6	3	Final documentation and sign-off concerning preparation of Form 10 K
Aaron, N	5/24/99	1.5	3	Final documentation and sign-off concerning preparation of Form 10 K

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<u>PROFESSIONAL</u>	<u>DATE</u>	<u>HOURS</u>	<u>PCD</u>	<u>DESCRIPTION</u>
Aaron, N	5/27/99	2.5	3	Final documentation and sign-off concerning preparation of Form 10 K
	3 Total	247.1		

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Aaron, N	3/14/99	1.0	4	Research concerning required bankruptcy disclosures in Form 10Q
Aaron, N	3/18/99	3.0	4	Discussion with lawyers concerning MD&A and other disclosures required in Form 10Q
Aaron, N	3/18/99	1.0	4	Research concerning required bankruptcy disclosures in Form 10Q
Cohen, G	3/19/99	2.0	4	Research re: requirements for Form 10K and bankruptcy
Schleir, G	3/19/99	1.0	4	Disclosure requirements concerning bankruptcy and Form 10Q
Cohen, G	3/26/99	1.0	4	Research re: disclosure requirements for Form 10K and bankruptcy
Aaron, N	4/2/99	4.0	4	Discussion with lawyers concerning MD&A and other disclosures required in Form 10Q
Chin, J	4/16/99	0.5	4	Review of 1st quarter Form 10Q & result of operations
Chin, J	4/22/99	0.5	4	Telephone call with C. Finkelstein re: sale of adult, audit results and impact on 1st quarter results
Maltese, E	4/22/99	7.4	4	Initial meeting with C. Finkelstein concerning 1st quarter issues; initial drafting of 1st quarter Form 10Q
Sicilia, S	4/22/99	1.5	4	Conference call with C. Finkelstein concerning disclosure requirements in Form 10Q
Chin, J	4/23/99	1.0	4	Review revised 1st quarter issues & Form 10Q
Maltese, E	4/23/99	5.1	4	Finish drafting 1st quarter Form 10Q
Sicilia, S	4/26/99	5.5	4	Assistance with accounting for the Sony Wonder transaction for the 1st quarter.
Sicilia, S	4/27/99	1.5	4	Assist M. Frentzel with deriving Golden Books Entertainment Group 3/27/99 balance sheet
Maltese, E	4/28/99	9.4	4	Detail review of Form 10Q draft
Sicilia, S	4/28/99	3.4	4	Assist M. Frentzel with analysis of results of operations for the quarter ended 3/27/99.
Sicilia, S	4/28/99	0.5	4	Conference call with M. Roach to discuss GBEG's accounting transactions for the 2nd quarter
Sicilia, S	4/28/99	1.6	4	Meeting with O. Gers re: accounting treatment of various transactions in the 1st quarter
Sicilia, S	4/29/99	1.5	4	Assist G. Hynes with Form 10Q disclosures
Chin, J	5/3/99	0.5	4	Discussion with E. Maltese - 1st quarter issues - reorganization items
Maltese, E	5/3/99	0.5	4	Discuss 1st quarter issues - reorganization items with J. Chin
Maltese, E	5/3/99	5.5	4	Meeting with C. Finkelstein to discuss 1st quarter issues

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Chin, J	5/4/99	2.5	4	Review Form 10Q, checklist & discussion with E. Maltese
Maltese, E	5/4/99	2.5	4	Review Form 10Q, checklist and discussion with J. Chin
Maltese, E	5/4/99	7.5	4	Conference call with Company and lawyers concerning comments on Form 10Q
Chin, J	5/6/99	1.5	4	Review Form 10Q, fresh start accounting
Maltese, E	5/6/99	4.1	4	Final review of Form 10Q and communicate comments
	4 Total	77.0		

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Tortorella, B	4/5/99	1.0	5	Support for first quarter Form 10Q
Tortorella, B	4/7/99	2.5	5	Support for first quarter Form 10Q
Tortorella, B	4/9/99	4.0	5	Support for first quarter Form 10Q
Maltese, E	4/26/99	3.0	5	Form 10-Q analysis and revisions
Sicilia, S	4/27/99	2.0	5	Review of accounts receivable balances for the quarter ended 3/27/99 and interest accretion on those balances
Sicilia, S	4/28/99	0.5	5	Research re: interest accretion
Maltese, E	5/2/99	4.0	5	Detail review Form 10-Q / complete reporting and inquiry checklists.
Maltese, E	5/5/99	3.0	5	Detail review of revised version of the Form 10-Q. Communicate comments to Proskauer
Maltese, E	5/6/99	4.0	5	Final comments on Form 10-Q - discussions with Gene Hynes and Mike Koester concerning their comments
	5 Total	24.0		

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Cohen, G	5/4/99	0.5	6	Identification of audit areas in Entertainment Group that need improvement
Sicilia, S	5/7/99	8.0	6	GBEG accounting lesson documentation plan
Maltese, E	5/10/99	5.0	6	GBEG accounting issues
Sicilia, S	5/10/99	4.0	6	GBEG accounting lesson documentation update
Chin, J	5/19/99	2.6	6	Review CBS contract and related spreadsheets, telephone calls with C. Finkelstein.
Sicilia, S	5/19/99	3.0	6	Research concerning revenue recognition of CBS contract
Sicilia, S	5/19/99	1.0	6	Conference call with O. Gers, S. Beckett to discuss revenue recognition for CBS contract
Chin, J	5/20/99	1.5	6	Research concerning CBS contract - revenue recognition
	6 Total	25.6		

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<u>PROFESSIONAL</u>	<u>DATE</u>	<u>HOURS</u>	<u>PCD</u>	<u>DESCRIPTION</u>
Aaron, N	3/25/99	1.5	7	Call with Finkelstein re: application of fresh start accounting
Aaron, N	3/29/99	1.5	7	Telephone discussion with C. Finkelstein re: sale of Sturtevant facility and fresh start accounting
Schleir, G	5/4/99	1.0	7	Discussions with client regarding implementation of fresh start accounting.
Cohen, G	5/6/99	2.0	7	Review and analysis of fresh start issues
Chin, J	5/11/99	0.4	7	Discussion with C. Finkelstein re: fee application process
Maltese, E	5/20/99	2.6	7	Prepare fresh start memo
Maltese, E	5/21/99	1.4	7	Prepare fresh start memo
Maltese, E	5/24/99	3.1	7	Prepare fresh start memo
Maltese, E	5/25/99	0.7	7	Finalize fresh start memo
Chin, J	5/27/99	1.5	7	Analysis fresh start accounting
Maltese, E	5/27/99	3.1	7	Finalize fresh start memo
Sicilia, S	5/27/99	1.5	7	Analysis of bankruptcy related issues and impact on fresh start accounting
Chin, J	6/2/99	2.0	7	Review of fresh start accounting
Chin, J	6/2/99	0.9	7	Call with C. Finkelstein to discuss fresh start accounting
Maltese, E	6/2/99	5.1	7	Review SOP 90-7 and its application to the Company
Sicilia, S	6/2/99	2.2	7	Preparation of bankruptcy issues agenda and impact on fresh start accounting
Maltese, E	6/4/99	0.8	7	Sale of Sturtevant and application to fresh start accounting
Chin, J	6/7/99	0.3	7	Analysis of fresh start accounting
Maltese, E	6/7/99	4.0	7	Fresh start accounting issue analysis
Chin, J	6/8/99	0.5	7	Analysis of fresh start accounting
Cohen, G	6/9/99	1.0	7	Analysis of fresh start accounting
Maltese, E	6/9/99	2.2	7	Sale of Sturtevant and application to fresh start accounting
Chin, J	6/10/99	1.0	7	Analysis of revised fresh start accounting schedules
Maltese, E	6/10/99	2.8	7	Prepare agendas for fresh start accounting meeting with C. Finkelstein
Chin, J	6/11/99	3.6	7	Meeting at Golden with C. Finkelstein, Gene Hynes, B. Lorber to get bankruptcy update and discuss fresh start accounting
Sicilia, S	6/11/99	2.8	7	Meeting with Finkelstein, Roach, Lorber of Golden Books concerning fresh start accounting issues and its overall application

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Sicilia, S	6/11/99	1.0	7	Preparation for meeting with Finkelstein, Roach and Lorber. Prepared agenda and gathered information relating to SOP 90-7
Maltese, E	6/29/99	2.1	7	Discussion of fresh start accounting and SOP 90-7 with J. Saltzman
Chin, J	6/30/99	1.5	7	Mtg with R. Collins/T. Amand/ C. Finkelstein to discuss internet business and fresh start accounting effect
Cohen, G	7/2/99	0.9	7	Status update re: fresh start accounting
Maltese, E	7/6/99	2.0	7	Research concerning the accounting for the sale of the Sturtevant facility and fresh start accounting
Chin, J	7/8/99	0.3	7	Telephone call with C. Finkelstein to discuss bankruptcy, internet strategy, and fresh start accounting effect
Maltese, E	7/9/99	2.0	7	Research concerning the accounting for the sale of the Sturtevant facility and fresh start accounting
Maltese, E	7/19/99	1.0	7	Conference call with C. Finkelstein, M. Roach concerning the accounting for the sale of the Sturtevant facility and fresh start accounting
Maltese, E	7/20/99	3.0	7	Assistance for B. Lorber concerning pro Forma fresh start accounting financial statements
Sicilia, S	7/20/99	8.0	7	Draft memo concerning sale of Sturtevant and its impact regarding fresh start accounting
Chin, J	7/22/99	2.0	7	Telephone call with C. Finkelstein to discuss pension plan, sale of plant and fresh start accounting effect
Chin, J	7/23/99	3.0	7	Conf call with C. Finkelstein, M. Roach, G. Cohen and E. Maltese to discuss status of bankruptcy, pension plan, sale of plant, and fresh start accounting
Cohen, G	7/23/99	2.1	7	Internal finalization of positions; Mtg w/ Chin, Finkelstein, Roach and Maltese to discuss status of bankruptcy, pension plan, sale of plant and fresh start accounting
Maltese, E	7/23/99	4.1	7	Conference call with Colin Finkelstein and Mike Roach of Golden Books and Gerald Cohen (part time) and Jeff Chin (part time) of E&Y concerning fresh start accounting regarding pensions, retirement plan and sale of Sturtevant facility.
Chin, J	7/27/99	0.4	7	Telephone call w. M. Gries to discuss bankruptcy and valuation of preferred securities
Chin, J	7/29/99	1.3	7	Analysis of claims reconciliation and fresh start accounting effect

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Cohen, G	8/9/99	2.2	7	Status update re: fresh start accounting
Maltese, E	8/16/99	1.0	7	Review of valuation of preferred securities concerning sale of Sturtevant facility, and accounting implications of fresh start accounting
Chin, J	8/17/99	0.2	7	Telephone call with S. Napier to discuss valuation of film library and fresh start accounting effect
Cohen, G	8/18/99	1.5	7	Status update re: fresh start accounting
Sicilia, S	8/20/99	2.0	7	Meeting with O. Gers to discuss Sony inventory accounting and impact on fresh start accounting
Tortorella, B	8/23/99	7.9	7	Research re: sale of Sturtevant and fresh start accounting effect
Tortorella, B	8/25/99	8.6	7	Research re: sale of Sturtevant and fresh start accounting effect
Chin, J	8/26/99	3.5	7	Review analysis of film library and fresh start accounting effect
Cohen, G	8/26/99	2.3	7	Analysis and review of GBFE plan being confirmed through bankruptcy and fresh start accounting effects
Maltese, E	8/26/99	4.0	7	Analysis of valuation of film library, goodwill, sale of Sturtevant and various topics concerning fresh-start accounting.
Tortorella, B	8/27/99	3.5	7	Research re: sale of Sturtevant and fresh start accounting effect
Chin, J	8/30/99	0.5	7	Analysis of valuation of film library and fresh start accounting effect
	7 Total	121.4		

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Aaron, N	3/2/99	0.5	8	Meeting with Roach re: bankruptcy issues
Aaron, N	3/3/99	1.5	8	Changes to E&Y affidavit
Aaron, N	3/4/99	0.7	8	Make final changes to E&Y affidavit
Aaron, N	3/4/99	0.6	8	Phone call with M. Hahn re: final changes to affidavit
Aaron, N	3/5/99	0.2	8	Follow up with Proskauer to confirm filing of Retention Order
Chin, J	3/8/99	1.0	8	Review affidavit
Aaron, N	3/10/99	0.7	8	Phone call with S. Rutsky at Proskauer and F/U call to Trustee
Chin, J	3/22/99	2.5	8	Read draft disclosure document
Aaron, N	3/23/99	0.5	8	Read Plan of Reorganization.
Aaron, N	3/24/99	0.5	8	Read Plan of Reorganization.
Cohen, G	5/11/99	2.0	8	Review Plan of Reorganization
Tortorella, B	7/1/99	1.5	8	Conducted time and expense analysis for June which consisted of reconciliation of Work-In-Process report to Trax report
Tortorella, B	7/12/99	2.5	8	Conducted time and expense analysis for June which consisted of reconciliation of Work-In-Process report to Trax report
Tortorella, B	7/14/99	8.5	8	Compiled time and expense data and conducted billing analysis for May and June
Tortorella, B	7/23/99	2.9	8	Compiled time and expense data and conducted billing analysis for May and June
Tortorella, B	7/26/99	4.1	8	Compiled time and expense data and conducted billing analysis for May and June
	8 Total	30.2		

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Maltese, E	6/11/99	3.0	9	Review Form 11K's
Chin, J	6/21/99	2.0	9	Review Golden Benefit Plans and related Form 11Ks
	9 Total	5.0		

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Cohen, G	6/9/99	1.0	10	Research disclosure requirements for 2nd quarter Form 10Q
Maltese, E	6/9/99	5.0	10	Discussions with B. Lorber concerning 2nd quarter results and disclosure requirements of Form 10Q
Maltese, E	6/10/99	3.0	10	Discussions with B. Lorber concerning 2nd quarter results and Form 10Q
Maltese, E	6/29/99	2.0	10	Discussion with Bob Lorber of Golden Books concerning disclosure requirements of Form 10Q
Sicilia, S	7/14/99	8.0	10	Second quarter review procedures primarily balance sheet and P&L analysis of entertainment group.
Sicilia, S	7/15/99	8.0	10	Detail review of Entertainment Group's accounts receivable, allowance for bad debt, Sony inventory transaction accounting and goodwill balance.
Sicilia, S	7/16/99	4.0	10	Review GBFE quarterly results and memo prepared by E&Y Staff II
Leonardson, M	7/19/99	7.1	10	2nd quarter review - preparation, meeting with Mike Roach and Dean Devereaux to discuss results
Leonardson, M	7/21/99	1.8	10	First draft of quarterly review memo
Maltese, E	7/21/99	2.0	10	Research concerning the transfer of control of license (i.e. who maintains control) when GBEG enters into a long term licensee arrangement and disclosure in 2nd quarter Form 10Q.
Sicilia, S	7/22/99	4.0	10	Wrap-up of quarterly procedures
Maltese, E	7/26/99	2.5	10	Detail review Form 10-Q.
Leonardson, M	7/27/99	4.1	10	Obtain additional schedules from and perform additional inquiries of Mike Roach, Dean Devereaux, Stan Fortuna and Tom Schuessler. Complete quarterly review memo.
Chin, J	7/28/99	2.0	10	Review of E&Y Milwaukee 2nd Quarter review memo
Maltese, E	8/5/99	2.5	10	Detail review Form 10-Q.
	10 Total	57.0		

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Clarke, A	8/2/99	0.4	11	Telephone conversation w/ Finklestein re: unsecured claims
Clarke, A	8/2/99	0.3	11	Telephone conversation w/ Roach re: unsecured claims
Clarke, A	8/2/99	1.3	11	Preparation for claims analysis
Woods, R	8/2/99	0.5	11	Call with Ben Jones (CDG) re: claims reconciliation
Woods, R	8/2/99	3.7	11	Reviewed claims register and prepared for meeting with Roach & Schuessler
Clarke, A	8/3/99	0.3	11	Review list of unsecured claims >\$100,000
Clarke, A	8/3/99	1.2	11	Review list of unsecured claims \$50,000 - 100,000
Clarke, A	8/3/99	4.0	11	Prepare work plan for reconciling claims
Clarke, A	8/3/99	2.5	11	Review selected unsecured claims
Woods, R	8/3/99	2.2	11	Meeting with Roach, Schuessler and B. Jones
Woods, R	8/3/99	5.8	11	Reviewed sample of claims needing to be reconciled
Woods, R	8/4/99	12.2	11	Prepared claims file for claims reconciliation-General Formatting
Woods, R	8/5/99	9.8	11	Prepared claims file for claims reconciliation-Entered A/P information
Woods, R	8/6/99	9.1	11	Prepared claims file for claims reconciliation-Add duplicate column & labeling
Woods, R	8/6/99	0.4	11	Wrote status of progress and emailed files
Clarke, A	8/8/99	1.0	11	Conference Call w/ Milwaukee and Finkelstein re: claims reconciliation
Woods, R	8/8/99	13.6	11	Continued general Formatting of claims file
Woods, R	8/8/99	1.0	11	Conference call w/ Finkelstein, Roach, Schuessler, and T. Clarke (and counsel)
Woods, R	8/9/99	14.5	11	Reconciliation of claims, file management
Woods, R	8/10/99	13.1	11	Reconciliation of claims, file management
Woods, R	8/11/99	10.6	11	Reconciliation of claims, file management
Woods, R	8/12/99	9.7	11	Claims file management
Woods, R	8/13/99	0.5	11	Claims file management
Woods, R	8/14/99	2.1	11	Claims file management
Woods, R	8/15/99	10.5	11	Reconciliation of claims, file management
Woods, R	8/16/99	12.5	11	Reconciliation of scheduled amounts w/ no claims & claims, file management
Woods, R	8/17/99	13.8	11	Reconciliation of scheduled amounts w/ no claims & claims, file management
Woods, R	8/18/99	12.3	11	Reconciliation of scheduled amounts w/ no claims & claims, file management
Woods, R	8/19/99	12.3	11	Reconciliation of scheduled amounts w/ no claims & claims, file management

GOLDEN BOOKS FAMILY ENTERTAINMENT, INC.
SUMMARY OF HOURS BY PROFESSIONAL AND PROJECT CODE
MARCH 1, 1999 THROUGH AUGUST 31, 1999

PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Woods, R	8/20/99	9.5	11	Reconciliation of scheduled amounts w/ no claims & claims, file management
Woods, R	8/21/99	9.7	11	Reconciliation of scheduled amounts w/ no claims & claims, file management
Woods, R	8/22/99	10.2	11	Reconciliation of scheduled amounts w/ no claims & claims, file management
Woods, R	8/23/99	10.8	11	Reconciliation of scheduled amounts w/ no claims & claims, file management
Woods, R	8/24/99	12.4	11	Formatting of claims file with new claims, and analysis of newly arrived claims
Woods, R	8/25/99	12.2	11	Formatting of claims file & reconciliation of newly arrived claims
Woods, R	8/26/99	8.3	11	Formatting of claims file & reconciliation of newly arrived claims
Farley, S	8/27/99	4.0	11	Reconciliation of new bankruptcy trade claims and scheduled amounts.
Woods, R	8/29/99	4.2	11	Followup with Roach & work undone
Woods, R	8/30/99	2.7	11	Begin work on Methodology write-up
Farley, S	8/10/99	7.5	11	Reconciling and verifying bankruptcy claims.
Hunter, B	8/10/99	6.0	11	Meeting with Ray Woods and Mike from Golden Books discuss assignment and start researching and verifying claims
Hunter, B	8/10/99	1.5	11	Continue to research and verify claims
Farley, S	8/11/99	12.0	11	Reconciliation of bankruptcy trade claims.
Hunter, B	8/11/99	3.7	11	Continue to research and verify claims
Hunter, B	8/11/99	7.0	11	Continue to research and verify claims
Hunter, B	8/11/99	1.2	11	Continue to research and verify claims
Farley, S	8/12/99	12.3	11	Reconciliation of bankruptcy trade claims.
Hunter, B	8/12/99	4.3	11	Continue to research and reconcile claims
Hunter, B	8/12/99	6.5	11	Continue to research and reconcile claims
Hunter, B	8/12/99	1.3	11	Continue to research and reconcile claims
Farley, S	8/13/99	9.3	11	Reconciliation of bankruptcy trade claims.
Hunter, B	8/13/99	4.2	11	Continue to research and reconcile claims
Hunter, B	8/13/99	5.0	11	Continue to research and reconcile claims
Farley, S	8/16/99	10.0	11	Reconciliation of bankruptcy trade claims.
Farley, S	8/17/99	11.0	11	Reconciliation of bankruptcy trade claims and scheduled amounts.
Farley, S	8/18/99	12.5	11	Reconciliation of bankruptcy trade claims and scheduled amounts.
Farley, S	8/19/99	13.5	11	Reconciliation of bankruptcy trade claims and scheduled amounts.
Farley, S	8/20/99	9.5	11	Reconciliation of bankruptcy trade claims and scheduled amounts.

GOLDEN BOOKS FAMILY ENTERTAINMENT, INC.
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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Hunter, B	8/20/99	7.2	11	Discuss reconciliation gameplan with E&Y team members - work on various claims and schedule reconciliations
Farley, S	8/21/99	8.5	11	Reconciliation of bankruptcy trade claims and scheduled amounts.
Hunter, B	8/21/99	2.8	11	Work on claims where the claim amounts were not known but where the Company had submitted scheduled amounts.
Hunter, B	8/21/99	0.9	11	Continue work on \$0 claims
Hunter, B	8/21/99	2.0	11	Continue work on \$0 claims
Hunter, B	8/21/99	2.3	11	Start work on entering scheduled claims between \$5K and \$12K
Farley, S	8/22/99	6.8	11	Reconciliation of bankruptcy trade claims and scheduled amounts.
Hunter, B	8/22/99	4.2	11	Continue entering schedule reconciliations and working on cleaning up various claims and schedule reconciliations
Hunter, B	8/22/99	1.7	11	Work on some final reconciliations for Ray Woods- print new reconciliation sheets
Farley, S	8/23/99	11.5	11	Reconciliation of bankruptcy trade claims and scheduled amounts.
Farley, S	8/24/99	9.4	11	Reconciliation of bankruptcy trade claims and scheduled amounts.
Farley, S	8/25/99	12.6	11	Reconciliation of new bankruptcy trade claims and scheduled amounts.
Farley, S	8/26/99	9.0	11	Reconciliation of new bankruptcy trade claims and scheduled amounts.
Farley, S	8/27/99	4.3	11	Transition of claims reconciliation model and procedures to Golden Book staff and final wrap-up.
Farley, S	8/31/99	3.1	11	final transition document preparation.
	11 Total	489.8		

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Ercole, D	8/2/99	1.0	13	Discussion with Company tax manager
	13 Total	1.0		

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Ercole, D	3/2/99	1.0	14	Discussion with CFO allocation of purchase price issues re potential sale of adult division, send over suggested wording
Ercole, D	3/8/99	0.5	14	Review possibilities of Section 382 alternatives in preparation for next day conference call
Sacks, S	3/8/99	0.4	14	Review possibilities of Section 382 alternatives in preparation for next day conference call
Stern, R	3/8/99	1.6	14	Review possibilities of Section 382 alternatives in preparation for next day conference call
Ercole, D	3/9/99	2.0	14	Conference call with CEO, CFO and inside counsel on Section 382 possible alternatives
Stern, R	3/9/99	1.4	14	Conference call with CEO, CFO and inside counsel on Section 382 possible alternatives
Ercole, D	3/10/99	1.3	14	Document conclusion reached on previous days conference call
Stern, R	3/10/99	1.5	14	Document conclusion reached on previous days conference call
Lemay, N	3/12/99	2.4	14	Draft memo on Company's duty of inquiring under 1.382 9
Stern, R	3/12/99	1.0	14	Draft memo on Company's duty of inquiring under 1.382 9
Lemay, N	3/15/99	2.6	14	Complete research and finalize memo on section 382(1)(5) general requirements and duty of inquiry
Stern, R	3/15/99	0.4	14	Complete research and finalize memo on section 382(1)(5) general requirements and duty of inquiry
Lemay, N	3/16/99	0.5	14	Make final changes to memo on duty of inquiry under 382(1)(5)
Chau, A	3/18/99	1.0	14	Research and discussions on facts and law re: issuance of stock under company 401(k) plans, testing date, etc.
Ercole, D	3/18/99	1.2	14	Research and discussions on facts and law re issuance of stock under company 401(k) plans, testing date, etc.
Stern, R	3/18/99	1.1	14	Research and discussions on facts and law re issuance of stock under company 401(k) plans, testing date, etc.
Ercole, D	3/22/99	1.5	14	Read and comment on Bankruptcy Disclosure Statement with outside bankruptcy counsel
Ercole, D	3/23/99	0.5	14	Discussion with company tax manager request by IRS for third party contract related to current IRS organization

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Ercole, D	3/26/99	1.4	14	Preliminary discussion and background with outside bankruptcy counsel on potential prior section 382 limitation issues
Ercole, D	3/30/99	3.6	14	Research on potential issues re 9/8/98 issuance of stock under company's 401(k) plan
Stern, R	3/30/99	0.5	14	Research on potential issues re 9/8/98 issuance of stock under company's 401(k) plan
Ercole, D	3/31/99	2.0	14	Follow up with inside legal counsel on 401(k) stock issuance problem
Chau, A	4/5/99	3.5	14	Review section 382 loss limitation runs - test for change of ownership
Stern, R	4/5/99	0.9	14	Review section 382 loss limitation runs - test for change of ownership
Chau, A	4/6/99	1.0	14	Review section 382 loss limitation runs - test for change of ownership
Stern, R	4/6/99	1.1	14	Review section 382 loss limitation runs - test for change of ownership
Ercole, D	5/3/99	2.5	14	Review of Bankruptcy Disclosure Statement, suggested revisions where needed, submit to bankruptcy counsel
Ercole, D	5/7/99	0.8	14	Review company statement on projected financial statements to be included in Disclosure Statement, read valuation letter on preferred stock
Ercole, D	5/21/99	2.2	14	Preliminary review and research on 3 questions raised by Mike Koester
Ercole, D	6/7/99	2.0	14	Review IRS Joint Committee of Taxation Letter questioning 10 year carryforward claims, start planning response
Ercole, D	6/8/99	2.5	14	Review case law on 10 year carryforward claims, discuss with company tax manager, review PLR's withdrawn by IRS
Sacks, S	6/8/99	0.5	14	Review case law on 10 year carryforward claims, discuss with company tax manager, review PLR's withdrawn by IRS
Ercole, D	6/9/99	2.0	14	Work with company tax manager on final version of response to Joint Committee
Ercole, D	6/15/99	1.5	14	Review in greater detail book and tax treatment of life insurance proceeds received on death of Shari Lewis
Ercole, D	6/22/99	2.2	14	Review and draft response to M. Koester to GBFE related to foreigners of interest on outstanding debt

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Ercole, D	6/23/99	1.8	14	Finalize research and review to M. Koester of GBFE on tax treatment of Disney warrants
Sacks, S	6/23/99	0.5	14	Finalize research and review to M. Koester of GBFE on tax treatment of Disney warrants
Ercole, D	6/25/99	3.0	14	Finalize research and memo to M. Koester of GBFE on tax treatment of Shari Lewis life insurance proceeds
Ercole, D	7/27/99	2.0	14	Review, research and discuss NYX tax audit of GBFE year ended 12/28/96
Levitt, R	7/27/99	1.0	14	Review, research and discuss NYC tax audit of GBFE year ended 12/28/96
Ercole, D	7/29/99	1.0	14	Finalize response to NYC on audit
Levitt, R	7/29/99	0.5	14	Finalize response to NYC on audit
	14 Total	61.9		

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Lebitz, R	4/6/99	1.5	15	Meetings with client to discuss status of project
Lebitz, R	4/7/99	1.5	15	Meetings with client to discuss status of project
Lebitz, R	4/13/99	1.0	15	Meetings with client to discuss status of project
Lebitz, R	4/13/99	2.0	15	Meetings with client to discuss status of project
Yeager, E	4/13/99	2.1	15	Discussions with R. Lebitz and clients re: testing of pricing database
Lebitz, R	4/21/99	2.0	15	Meetings with client to discuss status of project
Yeager, E	4/21/99	0.9	15	Planning - prepared fee proposal
Lebitz, R	4/22/99	1.5	15	Meetings with client to discuss status of project
Yeager, E	4/29/99	1.5	15	Meeting with G. Barnett (Golden Books)n L. Solley (Golden Books) and N. Jecko (Golden Books) re: testing of pricing database
Lebitz, R	5/3/99	2.5	15	Meetings with client to discuss status of project
Lembrikov, A	05/03/99	5.2	15	Status Meeting with client and testing of pricing database
Yeager, E	5/3/99	2.5	15	Status Meeting with Golden Books (G. Barnett, L. Solley and N. Jecko)
Lembrikov, A	05/05/99	2.8	15	IT project to test pricing database
Yeager, E	5/5/99	0.5	15	Reviewed testing of pricing database prepared by A. Lembrikov
Lembrikov, A	05/06/99	5.0	15	IT project to test pricing database
Smokler, D	5/6/99	3.6	15	Conducted special IT project to determine GB's database had the needed integrity
Yeager, E	5/6/99	0.8	15	Reviewed testing of pricing database prepared by A. Lembrikov
Lembrikov, A	05/07/99	3.1	15	Status Meeting with client and testing of pricing database
Plechaty, R	5/7/99	3.5	15	Meeting with Information Technology Dept re information received to perform analysis of duplicate payments
Plechaty, R	5/7/99	4.5	15	Reviewed payable/receivable data obtained from Golden Books.
Smokler, D	5/7/99	0.5	15	Conducted special IT project to determine GB's database had the needed integrity
Smokler, D	5/10/99	1.5	15	Conducted special IT project to determine GB's database had the needed integrity
Yeager, E	5/10/99	1.2	15	Reviewed testing of pricing database prepared by A. Lembrikov
Smokler, D	5/11/99	1.3	15	Conducted special IT project to determine GB's database had the needed integrity
Smokler, D	5/11/99	8.1	15	Conducted special IT project to determine GB's database had the needed integrity

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Plechaty, R	5/12/99	1.0	15	Assisted in reviewing/detecting errors and potential duplicate payments from the output created from the data obtained.
Smokler, D	5/13/99	9.0	15	Conducted special IT project to determine GB's database had the needed integrity
Yeager, E	5/24/99	1.5	15	Reviewed testing of pricing database prepared by A. Lembrikov
Lembrikov, A	05/25/99	1.9	15	IT project to test pricing database
Yeager, E	5/26/99	2.5	15	Reviewed testing of pricing database prepared by A. Lembrikov
Lembrikov, A	05/27/99	3.0	15	IT project to test pricing database
Yeager, E	5/27/99	0.9	15	Reviewed testing of pricing database prepared by A. Lembrikov
Yeager, E	5/28/99	0.5	15	Reviewed testing of pricing database prepared by A. Lembrikov
Lembrikov, A	06/02/99	0.5	15	IT project to test pricing database
Yeager, E	6/2/99	1.1	15	Reviewed testing of pricing database prepared by A. Lembrikov
Lembrikov, A	06/07/99	5.5	15	Status Meeting with client and testing of pricing database
Yeager, E	6/9/99	0.5	15	Reviewed testing of pricing database prepared by A. Lembrikov
Yeager, E	6/10/99	0.5	15	Reviewed testing of pricing database prepared by A. Lembrikov
Lembrikov, A	06/11/99	1.0	15	IT project to test pricing database
Yeager, E	6/11/99	1.5	15	Reviewed testing of pricing database prepared by A. Lembrikov
Lembrikov, A	06/18/99	0.2	15	Phone calls to client
Yeager, E	6/18/99	0.8	15	Reviewed testing of pricing database prepared by A. Lembrikov
Yeager, E	6/21/99	1.2	15	Reviewed testing of pricing database prepared by A. Lembrikov
Lembrikov, A	06/22/99	0.2	15	Phone calls to client
Yeager, E	6/25/99	0.5	15	Follow-up phone calls with G. Bannett
Lembrikov, A	07/06/99	4.0	15	IT project to test pricing database
Yeager, E	7/12/99	0.6	15	Follow-up phone calls with G. Bannett
Yeager, E	7/14/99	0.5	15	Follow-up phone calls with G. Bannett
Yeager, E	7/15/99	0.4	15	Follow-up phone calls with G. Bannett
Yeager, E	7/19/99	0.5	15	Follow-up phone calls with G. Bannett
Yeager, E	7/26/99	0.5	15	Follow-up phone calls with G. Bannett
	15 Total	100.9		

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Wroblewski, P	4/13/99	1.5	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/99
Grageda, M	4/14/99	1.5	16	Valuation runs for early retirement window (55 and 10 eligibility) effective as of 7/1/99
Wroblewski, P	4/14/99	1.0	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/100
Grageda, M	4/15/99	6.5	16	Valuation runs for early retirement window (55 and 10 eligibility) effective as of 7/1/100
Wroblewski, P	4/15/99	1.1	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/101
Grageda, M	4/16/99	2.0	16	Report
Wroblewski, P	4/16/99	0.9	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/102
Wroblewski, P	4/21/99	1.0	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/103
Grageda, M	5/11/99	3.5	16	Preparation of fiscal year 1998 FAS 106 Report
Grageda, M	5/13/99	2.0	16	Preparation of fiscal year 1998 FAS 106 Report
Wroblewski, P	5/14/99	2.8	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/104
Miller, B	7/22/99	2.0	16	401 (h) funding considerations and research
Wroblewski, P	7/22/99	1.2	16	401 (h) funding considerations and research
Miller, B	7/23/99	2.0	16	401 (h) funding considerations and research
Wroblewski, P	7/23/99	3.0	16	401 (h) funding considerations and research
Miller, B	7/26/99	1.5	16	401 (h) funding considerations and research
Wroblewski, P	7/26/99	3.0	16	401 (h) funding considerations and research
Miller, B	7/27/99	2.1	16	401 (h) funding considerations and research
Wroblewski, P	7/27/99	3.5	16	401 (h) funding considerations and research
Miller, B	7/29/99	1.9	16	401 (h) funding considerations and research
Wroblewski, P	7/29/99	1.5	16	401 (h) funding considerations and research
Grageda, M	7/30/99	3.5	16	Valuation runs for early retirement window (55 and 10 eligibility) effective as of 7/1/100
Miller, B	7/30/99	2.0	16	401 (h) funding considerations and research
Wroblewski, P	7/30/99	2.5	16	401 (h) funding considerations and research
Grageda, M	8/2/99	2.5	16	Valuation runs for early retirement window (55 and 10 eligibility) effective as of 7/1/100
Miller, B	8/2/99	2.5	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/99
Wroblewski, P	8/2/99	4.3	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/99
Miller, B	8/3/99	1.5	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/99
Wroblewski, P	8/3/99	1.7	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/99

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PROFESSIONAL	DATE	HOURS	PCD	DESCRIPTION
Miller, B	8/4/99	2.5	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/99
Wroblewski, P	8/5/99	1.9	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/99
Miller, B	8/6/99	1.0	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/99
Wroblewski, P	8/6/99	2.1	16	Projected results for early retirement window (55 and 10 eligibility) effective as of 7/1/99
	16 Total	73.5		
	Grand Total	1,971.8		

EXHIBIT "D"

GOLDEN BOOKS
SUMMARY OF EXPENSES BY PROFESSIONAL
MARCH 1, 1999 THROUGH AUGUST 31, 1999

PROFESSIONAL	DATE	AIRFARE	MEALS	TAXI, MILEAGE		LODGING	OTHER	TOTAL
				CAR RENTAL				
Aaron	3/2/99	\$545	\$74	\$115				\$734
Aaron	3/11/99		50					50
Aaron	3/12/99		148					148
Aaron	3/15/99	628		123				751
Aaron	4/16/99		55					55
Aaron Total		<u>1,173</u>	<u>327</u>	<u>238</u>	<u>0</u>	<u>0</u>		<u>1,738</u>
Block, R	8/17/99			7				7
Block, R Total		<u>0</u>	<u>0</u>	<u>7</u>	<u>0</u>	<u>0</u>		<u>7</u>
Braley	3/1/99		82					82
Braley	3/2/99			29				29
Braley	3/3/99		89	29				118
Braley	3/4/99			29				29
Braley	3/8/99			29				29
Braley	3/9/99			29				29
Braley	3/10/99		19				7	26
Braley	3/11/99		19					19
Braley	3/13/99		11					11
Braley	3/14/99		21					21
Braley	3/15/99			29				29
Braley	4/14/99		110					110
Braley	3/12/99		40					40
Braley Total		<u>0</u>	<u>391</u>	<u>174</u>	<u>0</u>	<u>7</u>		<u>572</u>
Capilouto, M	3/5/99						36	36
Capilouto, M Total		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>		<u>36</u>	<u>36</u>
Chin, J	3/15/99	824		180				1,004
Chin, J Total		<u>824</u>	<u>0</u>	<u>180</u>	<u>0</u>	<u>0</u>		<u>1,004</u>
Clarke, A	8/3/99	769		113				882
Clarke, A Total		<u>769</u>	<u>0</u>	<u>113</u>	<u>0</u>	<u>0</u>		<u>882</u>
Farley, S	8/10/99		8					8
Farley, S	8/11/99		13		109			122
Farley, S	8/12/99		16		109			125
Farley, S	8/13/99		12		109			121
Farley, S	8/16/99		12		119			131
Farley, S	8/17/99				109			109
Farley, S	8/18/99		24		120			144
Farley, S	8/19/99		9		109			118

GOLDEN BOOKS
SUMMARY OF EXPENSES BY PROFESSIONAL
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PROFESSIONAL	DATE	AIRFARE	MEALS	TAXI, MILEAGE		LODGING	OTHER	TOTAL
				CAR RENTAL				
Farley, S	8/21/99					131		131
Farley, S	8/22/99		18			109		127
Farley, S	8/23/99		29			109		138
Farley, S	8/24/99		9			109		118
Farley, S	8/25/99		29			109		138
Farley, S	8/26/99		10			109		119
Farley, S	8/27/99	556	20	18				594
Farley, S Total		<u>556</u>	<u>209</u>	<u>18</u>		<u>1,460</u>	<u>0</u>	<u>2,243</u>
Faustin	3/2/99			25				25
Faustin	4/3/99			64				64
Faustin Total		<u>0</u>	<u>0</u>	<u>89</u>		<u>0</u>	<u>0</u>	<u>89</u>
Gerke	3/1/99		16					16
Gerke	3/2/99		16					16
Gerke	3/3/99		16					16
Gerke	3/4/99		16					16
Gerke	3/5/99		31					31
Gerke	3/8/99		16					16
Gerke	3/9/99		16					16
Gerke	3/12/99		48					48
Gerke Total		<u>0</u>	<u>175</u>	<u>0</u>		<u>0</u>	<u>0</u>	<u>175</u>
Hunter, B	8/10/99		16	73		128		217
Hunter, B	8/11/99		22	49		109		180
Hunter, B	8/12/99		7	49		124		180
Hunter, B	8/13/99		29	55		14		98
Hunter, B	8/19/99						54	54
Hunter, B	8/20/99	730	16	33		120		899
Hunter, B	8/21/99			33		104		137
Hunter, B	8/22/99	380	14	39				433
Hunter, B Total		<u>1,110</u>	<u>104</u>	<u>331</u>		<u>599</u>	<u>54</u>	<u>2,198</u>
Lembrikov, A	5/7/99		21					21
Lembrikov, A	6/7/99		21					21
Lembrikov, A Total		<u>0</u>	<u>42</u>	<u>0</u>		<u>0</u>	<u>0</u>	<u>42</u>
Leonardson, M	3/1/99		63					63
Leonardson, M	3/2/99		21					21
Leonardson, M	3/3/99		21					21
Leonardson, M	3/9/99		54					54
Leonardson, M	3/10/99		21					21
Leonardson, M	3/19/99	245	21					266

GOLDEN BOOKS
SUMMARY OF EXPENSES BY PROFESSIONAL
MARCH 1, 1999 THROUGH AUGUST 31, 1999

PROFESSIONAL	DATE	AIRFARE	MEALS	TAXI, MILEAGE		LODGING	OTHER	TOTAL
				CAR RENTAL				
Leonardson, M	3/22/99		23	40				63
Leonardson, M	4/21/99			20				20
Leonardson, M	4/22/99			20				20
Leonardson, M	7/19/99			40				40
Leonardson, M Total		245	224	120		0	0	589
Maltese	3/1/99		11	9				20
Maltese	3/2/99		23	9				32
Maltese	3/3/99		11	8				19
Maltese	3/8/99		10	15				25
Maltese	3/9/99			5				5
Maltese	3/10/99		38	9				47
Maltese	3/11/99		10	9				19
Maltese	3/12/99		11	8				19
Maltese	3/15/99			15				15
Maltese	3/18/99			36				36
Maltese	3/23/99		10	8				18
Maltese	3/25/99		11	7				18
Maltese	3/27/99		9	73				82
Maltese	3/29/99		10	8				18
Maltese	3/30/99		11	8				19
Maltese	4/5/99		10	69				79
Maltese	4/6/99		11	99				110
Maltese	4/7/99		11	69				80
Maltese	4/8/99		10	69				79
Maltese	4/9/99		10	8				18
Maltese	4/22/99		10	14				24
Maltese	4/23/99		10	8				18
Maltese	4/26/99		21					21
Maltese	4/28/99		10	8				18
Maltese	5/3/99		10	8				18
Maltese	5/4/99		10	7				17
Maltese	5/6/99		20	15				35
Maltese	5/27/99		9	12				21
Maltese	5/29/99		141					141
Maltese	7/15/99						194	194
Maltese	7/23/99		10	9				19
Maltese	8/13/99						131	131
Maltese	8/31/99						90	90
Mattese Total		0	468	622		0	415	1,505
Nowicki	3/1/99		24					24
Nowicki	3/2/99		24					24

GOLDEN BOOKS
SUMMARY OF EXPENSES BY PROFESSIONAL
MARCH 1, 1999 THROUGH AUGUST 31, 1999

PROFESSIONAL	DATE	AIRFARE	MEALS	TAXI, MILEAGE			TOTAL
				CAR RENTAL	LODGING	OTHER	
Nowicki	3/3/99		24				24
Nowicki	3/4/99		24				24
Nowicki	3/5/99	19	24				43
Nowicki	3/6/99		23				23
Nowicki	3/8/99		28				28
Nowicki	3/9/99		24				24
Nowicki	3/10/99		61				61
Nowicki	3/11/99		62				62
Nowicki	3/12/99		24				24
Nowicki	3/13/99		14				14
Nowicki Total		19	356	0	0	0	375
Plechaty, P	5/12/99					203	203
Plechaty, P Total		0	0	0	0	203	203
Sicilia	3/15/99		29				29
Sicilia	4/26/99			11			11
Sicilia Total		0	29	11	0	0	40
Smokler, D	5/10/99	694					694
Smokler, D	5/12/99			253			253
Smokler, D	5/13/99				203		203
Smokler, D Total		694	0	253	203	0	1,150
Tortorella	3/1/99		49				49
Tortorella	3/3/99		130				130
Tortorella	3/10/99		40				40
Tortorella	3/11/99		23				23
Tortorella	3/12/99		40				40
Tortorella	3/15/99			65			65
Tortorella	4/16/99		10				10
Tortorella	4/19/99		19				19
Tortorella Total		0	311	65	0	0	376
Wang, D	8/10/99		109				109
Wang, D Total		0	109	0	0	0	109
Woods, R	8/4/99	769	8	79			856
Woods, R	8/5/99		13				13
Woods, R	8/6/99		71				71
Woods, R	8/7/99		22				22
Woods, R	8/8/99		56				56
Woods, R	8/9/99		22				22

GOLDEN BOOKS
SUMMARY OF EXPENSES BY PROFESSIONAL
MARCH 1, 1999 THROUGH AUGUST 31, 1999

<u>PROFESSIONAL</u>	<u>DATE</u>	<u>AIRFARE</u>	<u>MEALS</u>	<u>TAXI, MILEAGE</u>			<u>TOTAL</u>
				<u>CAR RENTAL</u>	<u>LODGING</u>	<u>OTHER</u>	
Woods, R	8/10/99		31				31
Woods, R	8/11/99		11				11
Woods, R	8/12/99	769	16				785
Woods, R	8/13/99		69				69
Woods, R	8/14/99		17			161	178
Woods, R	8/16/99		13				13
Woods, R	8/17/99		21				21
Woods, R	8/18/99		21				21
Woods, R	8/19/99		16				16
Woods, R	8/20/99		8				8
Woods, R	8/23/99		12				12
Woods, R	8/24/99		31				31
Woods, R	8/25/99		15				15
Woods, R	8/26/99		45				45
Woods, R	8/27/99		246	889	2,427	149	3,711
Woods, R Total		<u>1,538</u>	<u>764</u>	<u>968</u>	<u>2,427</u>	<u>310</u>	<u>6,007</u>
Yeager, E	5/6/99		61				61
Yeager, E Total		<u>0</u>	<u>61</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>61</u>
Grand Total		<u>\$6,928</u>	<u>\$3,570</u>	<u>\$3,189</u>	<u>\$4,689</u>	<u>\$1,025</u>	<u>\$19,401</u>