

Date: October 18, 1999  
Time: 10:00 a.m.

**IRELL & MANELLA LLP**  
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Special insurance, intellectual property and entertainment  
counsel for debtors and debtors in possession

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

-----X	
In re	: Chapter 11
	: :
GOLDEN BOOKS FAMILY	: Case No. 99-10030 (TLB)
ENTERTAINMENT, INC.,	: :
	: (Jointly Administered with Case
Debtor.	: Nos. 99-10031 and 99-10032 (TLB))
	: :
-----X	

**FIRST AND FINAL APPLICATION OF IRELL & MANELLA  
LLP FOR COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES AS SPECIAL  
INSURANCE, INTELLECTUAL PROPERTY AND  
ENTERTAINMENT COUNSEL TO DEBTORS IN POSSESSION**

TO THE HONORABLE TINA L. BROZMAN  
UNITED STATES BANKRUPTCY JUDGE

Pursuant to Sections 330 and 503(b) of Title 11 of the United States Code (the  
“Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, Local  
Bankruptcy Rule 2016-1 and this Court’s April 19, 1995 “Amended Guidelines for Fees and  
Disbursements in for Professionals in Southern District of New York Bankruptcy Cases,” Irell &  
Manella LLP (“I&M” or “Applicant”), special insurance, intellectual property and entertainment  
counsel for the debtors and debtors in possession (collectively, the “Debtors”) in the above  
jointly-administered chapter 11 cases (collectively, the “Cases”), hereby submits its first and

final application for a final allowance and award of compensation for services rendered and reimbursement for expenses incurred in connection therewith. By way of this Application, I&M seeks a final allowance and award of compensation for services rendered and reimbursement for expenses incurred during the period from March 29, 1999 through September 1, 1999 (the "Final Period") in the amounts of \$62,544.50 and \$1,535.31, respectively. In support of its Application, I&M respectfully represents as follows:

1. The Debtors commenced the Cases by filing voluntary petitions under chapter 11 of the Bankruptcy Code on February 26, 1999 (the "Petition Date"). Since the Petition Date, the Debtors have continued to manage and operate their businesses pursuant to 11 U.S.C. §§ 1107 and 1108.
2. On May 6, 1999, the Court entered an order authorizing the Debtors to employ I&M as special insurance, intellectual property and entertainment counsel in the Cases, effective March 29, 1999.
3. On September 1, 1999, a plan of reorganization was confirmed in the Cases.
4. Applicant did not receive a retainer and has received no payment and no promises of payment from any source other than the Debtors for services rendered in connection with the Cases.
5. Applicant has not filed any interim applications for compensation for services rendered or reimbursement for expenses incurred in the Case.
6. There is no agreement or understanding between Applicant and any other person other than among members of the firm for the sharing of compensation received for services rendered in the Cases.
7. Applicant has not requested a fee enhancement. All compensation for services rendered has been calculated by multiplying the applicable hourly rate of the professional performing services by the amount of time spent by such professional performing such services.

**SUMMARY OF COMPENSATION AND EXPENSE**  
**REIMBURSEMENT SOUGHT BY THIS APPLICATION**

8. I&M's attorneys and paraprofessionals record the services that they perform in the Case on daily timesheets in 6-minute increments. These timesheet entries are made substantially contemporaneously with the performance of the services described therein and are kept in the regular course of I&M's business. The timesheet entries are set forth on a monthly computer printout in chronological order for review and billing purposes by categories based on the nature of the work performed. The computer printout contains a verbatim reproduction of the timesheet entries (except as deleted, reduced or otherwise modified where appropriate for billing purposes) and is maintained in the ordinary course of I&M's business. Another computer printout details the nature of the costs incurred on behalf of the Debtors in the ordinary course of I&M's business. Attached hereto as Exhibit "A" are billing statements that describe with the level of detail required by the Guidelines of the Office of the United States Trustee the services rendered by I&M during the Final Period for which I&M seeks compensation by way of this Application.

9. The hourly rates that I&M customarily charges for the services of the professionals employed in the Cases did not increased during the Final Period. All charges reflected on Exhibit "A" hereto for services rendered were calculated at the rates that were in effect at the time such services were rendered, which rates are set forth by professional on Exhibit "B" hereto.

10. I&M believes that it has exercised appropriate billing judgment in this Cases. Before Exhibit "A" was finalized for inclusion in this Application, every time entry contained therein was carefully reviewed by a partner familiar with the Cases. Fees were reduced when, in the judgment of that partner, time was expended that was of an educational or secretarial nature, was unnecessarily duplicative of services performed by other of I&M's attorneys or paralegals, was excessive for the task involved, or was otherwise noncompensable.

11. Attached hereto as Exhibit "B" are (a) summaries, by attorney or paralegal, of the number of hours expended by each attorney or paralegal in rendering services to the Debtors during the Final Period (b) a summary for each billing category, listing the name of the

professional who billed under each category, each professional's billing rate and the total hours and amounts billed under each billing category during the Final Period. The summary attached hereto as Exhibit "B" also reflects the total fees requested on a monthly basis for each category during the Final Period.

12. All charges for services rendered are at the rate and in the amounts that I&M customarily billed to and collected from other clients of the firm for similar services at the time such charges were rendered. I&M believes that the services performed were necessary and appropriate and that the amounts requested as compensation are reasonable and should be approved.

13. I&M customarily charged the following rates for the services of the professionals employed in the Cases during the period from March 29, 1999 through September 1, 1999: Lois Scali (partner) - \$440; Sheri Bluebond (partner) - \$390; Clark B. Siegel (partner) -- \$380; Marc Maister (partner) - \$325; Abraham Meltzer (associate) - \$265; Andrew Inesi (associate) - \$175; Sue Morgan (senior legal assistant) - \$210. All charges reflected on Exhibit 'B' for services rendered have been calculated at the foregoing rates.

14. A detailed breakdown of all costs and expenses incurred by I&M during the Final Period is attached hereto as Exhibit "C." A summary of these costs by month and by category is attached hereto as Exhibit "D." All charges for expenses incurred are at the rates and in the amounts that I&M customarily bills to and collects from other clients of the firm for similar services and represent I&M's actual, out-of-pocket cost for the expense incurred. I&M has not requested reimbursement for cellular telephone charges, overtime expenses, daytime meals or secretarial time. I&M believes that the expenses incurred in the Case were necessary and that the amounts requested as reimbursement are reasonable and should be approved.

## **SERVICES RENDERED**

15. In light of the specialized nature of the services rendered by I&M in the Cases, I&M utilized the following billing categories to keep track of time spent performing services for the Debtors:

0002 Insurance Advice

0003 Intellectual Property Advice

0005 Fee/Employment Applications

0006 Entertainment Agreement

For each category containing more than one entry, the following paragraphs describe in general terms, by subject matter, the different types of services provided, the results achieved, the number of hours spent during the Final Period and the amount of compensation sought for each category of service during each period.

### **INSURANCE ADVICE**

16. I&M performed a variety of services under the heading of “Insurance Advice” during the pendency of the Cases. I&M served as expert consultants in the area of insurance law for the Debtors’ Canadian counsel in connection with the litigation of claims asserted by the Debtors against Chubb and AON under the Debtors’ cast insurance policy based upon the death of Shari Lewis. In addition, I&M represented the Debtors in negotiating favorable resolutions of dozens of claims asserted by actors and the Canadian Broadcasting Company based on the death of Ms. Lewis during the filming of Charlie Horse Music Pizza, resulting in substantial savings for the Debtors’ estates.

17. During the Final Period, I&M’s professionals performed 110.9 hours of service within the category of Insurance Advice, generating total fees of \$37,562.50.

### **INTELLECTUAL PROPERTY ADVICE**

18. In the area of intellectual property law, I&M performed the following services for the benefit of the Debtors and their chapter 11 estates during the Final Period. I&M provided advice regarding analysis of chain of title and other rights issues with respect to the exploitation in film, television, merchandising and other ancillary markets of various characters and programs

owned or distributed by Golden Books. In addition, I&M analyzed the underlying acquisition and licensing agreements and relevant copyright and contractual issues. I&M's advice also extended to various questions on specific agreements under negotiation from time to time regarding contractual terms.

19. During the Final Period, I&M performed 33.4 hours of service within this category, generating total fees of \$10,045.00.

#### **ENTERTAINMENT AGREEMENTS**

20. Prior to the commencement of the Cases, the Debtors had reached an agreement in principle with the Successor to Trustee of the Frank T. Weatherwax Living Trust to acquire certain rights, including copyrights, trademarks and exploitation rights concerning the character "Lassie" and to settle certain disputes between the parties arising under a then existing licensing agreement between the parties, and I&M had prepared an initial draft of that agreement. During the Final Period, I&M participated in negotiations concerning the form the agreement, prepared numerous revisions of that document and counseled the Debtors concerning various chain of title issues related to the character. Also during the Final Period, I&M represented the interests of the Debtors in negotiations with the Canadian receiver for Paragon concerning a possible acquisition of certain rights held by the receiver in a children's television series and specials known as "Lamb Chop's Play-Along."

21. During the Final Period, I&M spent a total of 17.2 hours performing the foregoing services, generating total fees of \$6,566.00.

#### **EMPLOYMENT/FEE APPLICATIONS**

22. In connection with employment and fee applications, during the Final Period, I&M participated in the drafting of the Debtors' application to employ I&M as special insurance, intellectual property and entertainment counsel and the supporting affidavit, both of which documents underwent numerous drafts in an effort to accurately describe for the benefit of the Court and the parties in interest the services performed by I&M prior to the commencement of the Cases and the anticipated scope of I&M's post-petition services. In addition, I&M commenced during the Final Period the preparation of the instant fee application. I&M spent a

total of 20.9 hours performing services relating to fee/employment applications, generating total fees in the amount of \$8,371.00.

#### **EXPENSES**

24. I&M normally seeks and receives reimbursement of messenger, Federal Express, computer research, court filing fees, court copying charges, postage, parking, air courier, mileage, telecopier expenses, long distance telephone charges and other out-of-pocket expenses from its clients in both bankruptcy and nonbankruptcy cases, and reimbursement of such costs is sought herein. However, in the instant Cases, I&M has sought reimbursement for only three categories of expense -- parking, airfare/airport tax and taxis -- in the amounts set forth on Exhibit "C" hereto. I&M seeks reimbursement for these expenses at its actual out-of-pocket cost.

#### **CONCLUSION**

25. I&M believes and represents that the services described herein have been beneficial to and in the best interests of the estate. I&M believes and represents further that the compensation sought is appropriate and reasonable, based upon the nature, extent and value of such services, the time spent on such services and the cost of services comparable to those rendered by I&M.


WHEREFORE, for the reasons set forth above, I&M prays that this Court enter an order:

- a. allowing on a final basis compensation for services rendered and reimbursement of expenses incurred by I&M in its capacity as special insurance, intellectual property and entertainment counsel for the Debtors during the period from March 29, 1999 to September 1, 1999 in the amounts of \$62,544.50 and \$1,535.31, respectively;
- b. authorizing and directing the Debtors to make prompt payment of any amounts allowed by the Court to I&M as compensation for services rendered and reimbursement for expenses incurred; and

c. granting such other and further relief as the Court may deem proper.

Dated: Sept. 21, 1999

IRELL & MANELLA LLP

By:   
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Sheri Bluebond (CA SBN 119536)  
Special insurance, intellectual property  
and entertainment counsel to the debtors  
and debtors in possession



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\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* MATTER: 0002 INSURANCE ADVICE \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
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DATE	NAME	*----- ACTIVITY -----*	HCURS
03-30-99	MSTR	REVIEW CORRESP TO INSURER (.2); TT GERS TO SET UP CONF. CALL (.1); CONF CALL WITH GERS AND OTHERS RE STRATEGY WITH INSURER (.7).	1.00
03-31-99	MSTR	REVIEW CORRESP AND DOCS FROM CANADIAN COUNSEL.	.50
04-05-99	MSTR	REVIEW CORRESP FROM CLIENT AND CANADIAN COUNSEL.	.70
04-07-99	MSTR	REVIEW CORRESP AND DRAFT OF COMPLAINT AND DRAFT REVISIONS	1.00
04-08-99	MSTR	REVIEW DRAFT COMPLAINT AND CORRESP (.3); TT KIMMEL RE CHANGES TO DRAFT COMPLAINT (.2); TT GERS RE CHANGES TO COMPLAINT (.5)	1.00
04-09-99	MSTR	REVIEW REVISED COMPLAINT AND CORRESP FROM CANADIAN COUNSEL	1.00
04-12-99	MSTR	TF GERS RE REVISION TO COMPLAINT (.1); DW SCALI RE STATUS OF CASE (.1)	.20
04-14-99	MSTR	DW GERS RE VARIOUS BANKRUPTCY RELATED ISSUES AS WELL AS STRATEGY	.20
04-15-99	MSTR	REVIEW CORRESP. FROM CANADIAN COUNSEL.	.20
04-16-99	MSTR	CONFERENCE CALL WITH GERS, BECKETT, KIMMEL AND WILLIAMSON RE MEETING WITH CHUBB 91.5); TT KUSH (.1); TT SCALI RE MEETING WITH CHUBB (.1)	1.70
04-19-99	MSTR	REVIEW CORRESP FROM WILLIAMSON AND OTHERS.	.50
04-20-99	MSTR	REVIEW CORRESP FROM CANADIAN COUNSEL.	.50
04-20-99	SCAL	TCF. OLIVIER GERS RE: CHUBB MEETING (.3); TCF. BECKETT RE: CHUBB MEETING (.2)	.50
04-21-99	MSTR	REVIEW CORRESP RE MEETING (.6); ARRANGE FOR TRAVEL (.1)	.70
04-22-99	MSTR	DW SUSAN BECKETT UPCOMING	.50

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EXHIBIT A

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\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* MATTER: 0002 INSURANCE ADVICE \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\*\*\*\*\*

DATE	NAME	*----- ACTIVITY -----*	HOURS
		MEETING WITH INSURER (.2); TT KUSH RE SCHEDULING OF CONF CALL (.1); TTSCALI AND SIEGEL RE SCHEDULING (.1); DW BLUEBOND RE CONTACT AT PWC (.1)	
04-23-99	CSGL	TELEPHONE CONFERENCE W/M. MAISTER AND L. SCALI RE INSURANCE ISSUES (1.); TELEPHONE CONFERENCE W/M. MAISTER, L. SCALI, C. GERS AND S. BECKETT RE INSURANCE ISSUES (1.)	2.00
04-23-99	MSTR	CONF CALL RE MEETING IN CANADA WITH CLIENT AND OTHERS (1.5); REVIEW DOCUMENTS AND CORRRESP (.5); TT KUSH (.1); OBTAIN DOCS AND PRERPREARE FOR MEETING (.4)	2.50
04-23-99	SCAL	TCF. OLIVIER GERS, SUSAN BECKETT, CLARK SIEGEL, MARC MAISTER, BRENT KUSH, SHAWN WILLIAMSON RE: SETTLEMENT NEGOTIATIONS WITH CHUBB	1.00
04-24-99	CSGL	TELEPHONE CALL FROM L. SCALI RE INSURANCE ISSUES	.20
04-26-99	CSGL	REVIEW REVISED INSURANCE APPLICATION; TELEPHONE CALL TO L. SCALI RE SAME	.50
04-26-99	MSTR	REVIEW AND LOCATE MATERIALS FOR MEETING (.8); REVIEW BANKRUPTCY APPLICATION (.2)	1.00
04-27-99	MSTR	REVIEW DOCS AND PREPARE FOR MEETING WITH CHUBB REPS	2.50
04-28-99	CSGL	REVIEW FILE IN PREPARATION FOR SETTLEMENT DISCUSSIONS;	1.00
04-28-99	CSGL	TELEPHONE CALL TO M. MAISTER REVIEW FILE IN PREPARATION FOR SETTLEMENT DISCUSSIONS	1.00
04-28-99	CSGL	TELEPHONE CALL TO J. KIMMEL RE INSURANCE	.20
04-28-99	MSTR	PREPARE FOR MEETING (.1); TT	.30

CONTINUED

EXHIBIT A :

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DATE	NAME	*----- ACTIVITY -----*	HOURS
		SIEGEL RE MEETING WITH CHUBB (.1); REVIEW CORRESP RE MEETING (.1).	
04-29-99	CSGL	TRAVEL FROM LOS ANGELES TO VANCOUVER FOR SETTLEMENT DISCUSSIONS	5.50
04-29-99	MSTR	TRAVEL TO AND ATTEND MEETING IN VANCOUVER (6.); MEETING WITH CLIENT (6.); REVIEW DOCS AND PREPARE FOR MEETING WITH CHUBB (2.)	14.00
04-30-99	CSGL	MEETING W/CHUBB, GOLDEN BOOKS, ATTORNEYS, ET AL RE SETTLEMENT	7.00
04-30-99	MSTR	PREPARE FOR AND ATTEND MEETING WITH CHUBB (7.); TRAVEL BACK TO CALIFORNIA (6.)	13.00
05-01-99	CSGL	TRAVEL FROM VANCOUVER TO LOS ANGELES	5.50
05-03-99	MSTR	REVIEW DOCS AND COMPLAINT (1.); DW WILLIAMSON RE COMPLAINT (.5)	1.50
05-04-99	MSTR	REVIEW COMPLAINT (.6); DW GOLDEN BOOKS ATTY RE COMPLAINT (.2); TT KIMMELL RE COMPLAINT(.2)	1.00
05-05-99	MSTR	DW KIMMELL RE STRATEGY FOR FILING COMPLAINT (.2); DW GOLDEN BOKKS ATTORNEY (.4); REVIEW CORRESP FROM CANADIAN COUNSEL AND OTHERS (.4)	1.00
05-06-99	MSTR	CONF CALLS WITH GERS, BECKETT AND GENERAL COUNSEL RE STRATEGY FOR LITIGATION.	1.50
05-06-99	SCAL	TCF. MAISTER RE: LAWSUIT	.50
05-07-99	CSGL	REVIEW CORRESPONDENCE RE LAWSUIT AND DRAFT COMPLAINT	.50
05-07-99	MSTR	REVIEW CORRESP RE COMPLAINT (.2); DW CLIENTS RE COMPLAINT (.8)	1.00
05-10-99	MSTR	DW CLIENTS RE ISSUES IN COMPLAINT (1.5); REVIEW COMPLAINT (.5); TT CANADIAN	2.50

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EXHIBIT A

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\* ATTORNEY: SCAL MS. LOIS SCALI \*  
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DATE	NAME	*----- ACTIVITY -----*	HOURS
05-11-99	MSTR	COUNSEL RE ISSUES INCOMPLAINT (.5) CONF CALL RE ISSUES FOR COMPLAINT (1.5); REVIEW CORRESP FROM WILLIAMSON RE CLAIM ISSUES (.1); TT GERS AND BECKETT RE STRATEGY FOR INSURANCE LITIGATION (.4).	2.00
05-12-99	CSSL	REVIEW REVISED COMPLAINT	.20
05-12-99	MSTR	REVIEW REVISE COMPLAINT AND CORRESP FROM CLIENT RE CLAIM.	1.50
05-13-99	MSTR	REVIEW COMPLAINT AND CORRESP RE SAME (.2); TT GERS AND WILLIAMSON RE COMPLAINT (.3)	.50
05-14-99	MSTR	REVIEW CORRESP RE CANADIAN LITIGATION	.50
05-17-99	MSTR	REVIEW CORRESP RE PAT BRYMER (.2); DW WILLIAMSON RE PAT BRYMER CLAIM (1.); TT ATTORNEY FOR BRYMER RE POTENTIAL SETTLEMENT OF CLAIM (.3).	1.50
05-18-99	MSTR	REVIEW CORRESP RE BRYMER (.1); DW SCALI RE STATUS OF CASE (.1); TT WILLIAMSON RE POTENTIAL SETTLEMENT WITH BRYMER (.3).	.50
05-19-99	MSTR	REVIEW CORRESP RE BRYMER (.1); DW WILLIAMSON RE SETTLEMENT (.1).	.20
05-20-99	MSTR	REVIEW CORRESP RE SETTLEMENT (.2); DW WILLIAMSON RE BRYMER (.3).	.50
05-21-99	MSTR	DW WILLIAMSON RE PCTENTIAL SETTLEMENT (1.); DW ENDERS RE BRYMER (.5); REVIEW CORRESP AND RELESERE BRYMER (.5)	2.00
05-24-99	MSTR	NUMEROUS TF ENDERS (.3); NUMEROUS TT WILLIAMSON (.5); TT GERS AND BECKETT RE POTENTIAL SETTLEMENT WITH BRYMER (1.)	1.80
05-28-99	MSTR	REVIEW CORRESP (.2); CONF CALL	1.80

CONTINUED

EXHIBIT A :

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\* ATTORNEY: SCAL MS. LOIS SCALI \*  
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DATE	NAME	*----- ACTIVITY -----*	HOURS
		WITH WILLIAMSON, GERS AND OTHERS RE POTENTIAL SETTLEMENT (1.5); REVIEW E-MAIL RE CONF. CALL (.1)	
06-02-99	MSTR	DW GOLANES AND SCALI RE STRATEGY ISSUES (.3); REVIEW CORRESP AND RELEASES FOR PERFORMERS (.7)	1.00
06-14-99	MSTR	DW GERS AND BECKETT RE CLAIMS SETTLEMENT (.4); DW SCALI RE STATUS OF CASE (.1)	.50
06-16-99	MSTR	REVIEW E-MAILS (.1); REVIEW CORRESP RE LITIGATION (.4)	.50
06-17-99	MSTR	REVIEW CORRESP RE LITIGATION	.30
06-23-99	MSTR	DW BECKETT RE LITIGATION ISSUES	.50
06-29-99	MSTR	TT GALANES RE STRATEGY.	.30
07-01-99	MSTR	CONF CALL WITH GALANES AND GERS RE LITIGATION STRATEGY.	.50
07-02-99	MSTR	REVIEW CORRESP FROM CANADIAN COUNSEL RE LITIGATION	.30
07-06-99	MSTR	REVIEW CORRESP FROM CANADIAN COUNSEL RE LITIGATION (.3); REVIEW PROPOSED RE LEASES WITH UNION AND OTHERS (.2)	.50
07-08-99	MSTR	REVIEW CORRESP FROM CANADIAN COUNSEL RE LITIGATION (.1); TF GOLANES RE LITIGATION STRATEGY (.2)	.30
07-09-99	MSTR	REVIEW CORRESP FROM CANADIAN COUNSEL RE LITIGATION.	.30
07-12-99	MSTR	REVIEW CORRESP AND CHUBB MOTION (.5); TF CANADIA COUNSEL RE STRATEGY AND RESPONSE TO MOTION (1.)	1.50
07-13-99	MSTR	REVIEW CORRESP FROM CANADIAN COUNSEL RE LITIGATION AND CLIENT.	.30
07-14-99	MSTR	REVIEW CORRESP FROM CLIENTS & COUNSEL RE MOTION (.3); CONF CALL WITH CLIENTS RE LITIGATION STRATEGY (.7)	1.00

CONTINUED

EXHIBIT A

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DATE	NAME	*----- ACTIVITY -----*	HCURS
07-15-99	MSTR	REVIEW CORRESP FROM CANADIAN COUNSEL RE MOTION AND LITIGATION.	.50
07-16-99	MSTR	DW WILLIAMSON RE CBC (.4); DW CANADIAN COUNSEL FOR CBC RE POTENTIAL SETTLEMENT OF CLAIM (.4)	.80
07-19-99	MSTR	TT GERS RE CBC SETTLEMENT OPPORTUNITY (.3); REVIEW CORRESP FROM WILLIAMSON RE CBC (.2); TT HENRYCF CBC RE POTENTIAL SETTLEMENT (.5)	1.00
07-20-99	MSTR	REVIEW CORRESP FROM COUNSEL AND CBC RE LITIGATION AND POTENTIAL SETTLEMENT	.50
07-21-99	MSTR	REVIEW CORRESP FROM CLIENT RE CBC (.1); TT HENRY RE PONTENTIAL SETTLEMENT (.2).	.30
07-22-99	MSTR	CONF CALL WITH GERS AND OTHERS RE CBC	.30
07-26-99	MSTR	REVIEW CORRESP FROM CLIENT RE CBC	.30
07-27-99	MSTR	REVIEW CORRESP FROM WILLIAMSON RE CBC (.2); DW WILLIAMSON RE CBC (.2); DW MELNICKER RE CBC (.1)	.50
07-28-99	MSTR	REVIEW CORRESP FROM WILLIAMSON RE CBC (.1); TT CBC COUNSEL RE POTENTIAL SETTLEMENT OF CLAIM.	.30
07-29-99	MSTR	TT COUNSEL FOR CBC RE POTENTIAL SETTLEMENT (.2); DW MELNIKER RE CBC (.2)	.40
08-02-99	MSTR	REVIEW CORRESP RE RELEASES	.30
08-03-99	MSTR	TT LAWYER FOR CBC RE SETTLEMENT (.3); TT MELNICKER RE CBC RELEASE (.2)	.50
08-04-99	MSTR	TF HENRY RE CBC (.2); TT MELNICKER RE CBC (.1)	.30
08-05-99	MSTR	REVIEW CORRESP RE RELEASES (.2); TT MELNICKER RE CBC (.1); TT HENRY RE CBC (.2)	.50
08-06-99	MSTR	TT MELNICKER RE CBC (.1); TT	.40

CONTINUED

EXHIBIT A;

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DATE	NAME	*----- ACTIVITY -----*	HOURS
		HENRY RE CBC SETTLEMENT (.2);	
		TT WILLIAMSON RE CBC (.2)	
08-09-99	MSTR	TF GERS RE CBC AND TT	.10
08-10-99	MSTR	DW GERS RE CBC SETTLEMENT	.50
08-12-99	MSTR	DW MELNICKER RE STRATAGY FOR CANADIAN CASE	.50
08-13-99	MSTR	TT MELNICKER RE STRATEGY FOR CANADIAN ACTION	.30
08-16-99	MSTR	RESPOND TO E-MAIL FROM LUNGREN RE CONF CALL (.1); REVIEW MEMO FROM CANADIAN COUNSEL RE STATUS OF CASE (.2); REVIEW LETTER RE CHUBB DISMISSAL (.1)	.40
08-17-99	MSTR	DW MELNICKER RE SETTLEMENT STRATEGY FOR CLAIMS	.50
08-23-99	MSTR	DW MELNICKER RE STRATEGY FOR LITIGATION	.50
08-24-99	MSTR	DW BROOKS RE WEATHER INSURANCE FOR CONCERT (.1); DW MELNICKER RE STRATEGY FOR LITIGATION (.2); REVIEW CORRESP AND SUPPORTING AFFIDAVIT (.2)	.50
08-25-99	CSGL	TELEPHONE CALL TO J. KIMMEL RE LAWSUIT ISSUES	.20
08-26-99	CSGL	TELEPHONE CALL FROM J. KIMMEL RE O. GERS AFFIDAVIT	.30
08-26-99	CSGL	TELEPHONE CALL TO S. MORGAN RE SAME	.20
08-26-99	CSGL	TELEPHONE CALL TO S. MORGAN (X2) RE O. GERS AFFIDAVIT	.20
08-26-99	MSTR	REVIEW CORRESP RE WEATHER COVERAGE ISSUE (.1); TT WILLIAMSON RE CBC (.1)	.20
08-26-99	SMRG	CFS C SIEGEL AND CALLS TO SECRETARY OF STATE RE STATUS OF AND ORDER FOR GOOD STANDING FOR SLE PRODUCTIONSAND STATUS OF SHARI LEWIS ENTERPRISES.	.50
08-27-99	MSTR	REVIEW CORRESP FROM CANADIA LAWYERS RE CHUBB MOTION	.10
08-28-99	MSTR	REVIEW CORRESP RE CBC AND TT WILLIAMSON RE CBC	.10

CONTINUED

EXHIBIT A :

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\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
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\* ATTORNEY: SCAL MS. LOIS SCALI \*  
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DATE	NAME	*----- ACTIVITY -----*	HOURS
08-30-99	MSTR	TT WILLIAMSON RE CBC (.2); DW MELNICKER RE STRATEGY FOR LITIGATION (.5)	.70
08-31-99	MSTR	TT MELNICKER RE STRATEGY	.10
08-31-99	MSTR	REVIEW CORRESP FROM CANADIAN COUNSEL RE LITIGATION	.10
09-01-99	MSTR	TT MELNICKER RE STRATEGY	.30
			=====
MATTER TOTAL:			110.90

MATTER SUMMARY

*----- NAME -----*	HOURS	RATE	AMOUNT
MSTR MR. MARC MAISTER	83.90	325.00	27,267.50
SMRG MS. SUE MORGAN	.50	210.00	105.00
SCAL MS. LOIS SCALI	2.00	440.00	880.00
CSGL MR. CLARK B. SIEGEL	24.50	380.00	9,310.00
			=====
TOTAL:	110.90		37,562.50

CONTINUED

EXHIBIT A



\*\*\*\*\*  
\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* MATTER: 0003 INTELLECTUAL PROPERTY ADVICE \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\*\*\*\*\*

DATE	NAME	*----- ACTIVITY -----*	HOURS
06-09-99	MLZR	TCS RE ARTISAN DEMAND LETTER (.5); CONF. RE ARTISAN DEMAND LETTER (1.); TCS WITH BANKRUPTCY COUNSEL (.5).	2.00
06-10-99	MLZR	CONF. RE RESPONDING TO ARTISAN'S INVENTORY DEMAND LETTER.	.50
06-28-99	SCAL	TCF. BECKETT RE: "MISFIT TOYS" RIGHTS ANALYSIS	.50
06-29-99	INES	SPOKE WITH L. SCALI RE: ASSIGNMENT TO REVIEW AGREEMENTS (.5); BEGAN REVIEWING AGREEMENTS (1.5).	2.00
06-29-99	SCAL	CF. ANDREW INESI RE: "MISFIT TOYS" RIGHTS ANALYSIS	.50
06-30-99	INES	FURTHER REVIEW OF "RUDOLPH" AGREEMENTS.	4.00
07-01-99	INES	FURTHER REVIEW OF "RUDOLPH" AGREEMENTS	2.20
07-01-99	INES	WATCHED "RUDOLPH" FILM FOR BACKGROUND	1.00
07-01-99	INES	WROTE MEMO SUMMARIZING CONCLUSIONS.	3.50
07-01-99	SCAL	CF ANDREW INESI RE MERCHANDISING RIGHTS ANALYSIS (.2); REVIEW PRELIMINARY MEMO (.6)	.80
07-02-99	INES	FURTHER REVIEW OF AGREEMENTS	1.50
07-02-99	INES	REVISED MEMO TO L. SCALI RE: RESULTS	1.70
07-05-99	SCAL	REVIEWED 6 UNDERLYING AGREEMENTS FOR ANALYSIS OF IP RIGHTS IN "MISFIT TOYS" (5.5); REVIEWED 1963 TV PRODUCTION (.5)	6.00
07-07-99	SCAL	REVIEWED UNDERLYING AGREEMENTS RE MISFIT TOYS	.80
07-08-99	SCAL	TCF SUSAN BECKETT, OLIVIER GERS & PETER BROOKS RE MISFIT TOYS MERCHANDISING RIGHTS (.5); REVIEWED UNDERLYING AGREEMENTS (1.3)	1.80

CONTINUED

EXHIBIT A

\*\*\*\*\*  
\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* MATTER: 0003 INTELLECTUAL PROPERTY ADVICE \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\*\*\*\*\*

DATE	NAME	*----- ACTIVITY -----*	HOURS
08-12-99	SCAL	TCF. CHARLES MELNIKER RE: ST. NICHOLAS MUSIC RIGHTS RE: MISFIT TOYS	.50
08-13-99	SCAL	TCF. PETER BROOKS RE: INTERNATIONAL MUSIC SUBPUBLISHING AGREEMENTS	.30
08-13-99	SCAL	REVIEWED MEMO FROM BROOKS RE: AGREEMENT	.30
08-24-99	SCAL	REVIEWED 6 AGREEMENTS RELEVANT TO ANALYSIS OF CHAIN OF TITLE FOR MISFIT TOYS CHARACTERS AT REQUEST OF CHARLES MELNIKER	2.00
08-25-99	SCAL	REVIEWED 6 AGREEMENTS RELEVANT TO ANALYSIS OF CHAIN OF TITLE FOR MISFIT TOYS CHARACTERS AT REQUEST OF CHARLES MELNIKER	.50
08-25-99	SCAL	TCF. CHARLES MELNIKER REGARDING "MISFIT TOYS" CHAIN OF TITLE ISSUES	.50
08-31-99	SCAL	TCF. CHARLES MELNIKER AND PETER BROOKS RE: FELIX THE CAT MERCHANDISING RIGHTS	.50
=====			
MATTER TOTAL:			33.40

MATTER SUMMARY

*-----	NAME	*-----	HOURS	RATE	AMOUNT
INES	MR. ANDREW J. INESI		15.90	175.00	2,782.50
MLZR	MR. ABRAHAM C. MELTZER		2.50	265.00	662.50
SCAL	MS. LOIS SCALI		15.00	440.00	6,600.00
=====					
TOTAL:			33.40		10,045.00
=====					

CONTINUED

\*\*\*\*\*  
\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* MATTER: 0005 FEE/EMPLOYMENT APPLICATIONS \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\*\*\*\*\*

DATE	NAME	*----- ACTIVITY -----*	HOURS
03-30-99	BBND	TC TO MS. SCALI RE: CONVERSATION WITH BANKRUPTCY COUNSEL	.20
03-30-99	BBND	TCW MR. MAISTER RE: POSSIBLE REPRESENTATION IN BANKRUPTCY	.20
03-30-99	BBND	MEMORANDUM TO MR. RUTSKY RE APPLICATION TO BE EMPLOYED AS SPECIAL COUNSEL	.20
04-01-99	BBND	TELEPHONE CALL TO MR. WALTER RE EMPLOYMENT OF IRELL; TELEPHONE CALL TO MR. MAISTER RE SAME	.50
04-06-99	BBND	BEGIN PREPARATION OF EMPLOYMENT APPLICATION	1.50
04-06-99	BBND	CONFERENCE WITH MR. GROSSMAN AND MS. SCALI RE SCOPE OF EMPLOYMENT	.20
04-06-99	BBND	TELEPHONE CONFERENCE WITH MR. MAISTER RE SCOPE OF EMPLOYMENT	.20
04-13-99	BBND	CONTINUED PREPARATION OF APPLICATION TO EMPLOY I&M AND ACCOMPANYING ORDER AND DECLARATION	.50
04-13-99	BBND	TELEPHONE CALL TO MS. SCALI RE APPLICATION TO EMPLOY AND RELATED BILLING PROCEDURES	.20
04-13-99	BBND	MEMORANDUM TO MS. SCALI, MR. MAISTER, MR. GROSSMAN AND MR. WESSEL RE FORM OF APPLICATION	.10
04-14-99	BBND	TELEPHONE CALL TO MR. WALTER RE FEE PROCEDURES	.10
04-14-99	BBND	TELEPHONE CONFERENCE WITH MS. SCALI RE BILLING PROCEDURES	.10
04-16-99	CSGL	REVIEW MOTION TO RETAIN I&M (.5); MEMO TO L. SCALI, ET AL RE SAME (.5).	1.00
04-18-99	BBND	REVIEW AND RESPOND TO MULTIPLE MEMORANDA FROM MS. SCALI RE FORM OF APPLICATION AND DECLARATION (.5); REVISE APPLICATION AND DECLARATION PER COMMENTS OF MS. SCALI AND	2.00

CONTINUED

EXHIBIT A

\*\*\*\*\*  
\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* MATTER: 0005 FEE/EMPLOYMENT APPLICATIONS \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\*\*\*\*\*

DATE	NAME	*----- ACTIVITY -----*	HOURS
04-18-99	SCAL	MR. SIEGEL (1.5) REVIEWED APPLICATION AND MEMOS TO AFFIDAVIT (.5); VOICEMAILS BLUEBOND RE: REVISIONS/ADDITIO NS (.5)	1.00
04-19-99	BBND	REVIEW AND RESPOND TO MEMORANDA FROM MS. SCALI RE FORM OF APPLICATION	.50
04-19-99	BBND	TELEPHONE CALL TO MS. SCALI RE FURTHER REVISIONS TO APPLICATION	.20
04-20-99	BBND	REVISE EMPLOYMENT APPLICATION AND DECLARATION PER DISCUSSIONS WITH MS. SCALI AND INPUT FROM MS. LESSER	1.00
04-20-99	BBND	MEMORANDUM TO MS. SCALI RE REVISIONS TO APPLICATION	.20
04-20-99	BBND	TELEPHONE CONFERENCE WITH MR. WALTER RE EMPLOYMENT APPLICATION	.20
04-21-99	BBND	TELEPHONE CONFERENCE WITH MS. SCALI AND MR. SIEGEL RE FORM OF APPLICATION AND AGREEMENT	.20
04-21-99	BBND	REVISE APPLICATION PER CONFERENCE WITH MS. SCALI AND MR. SIEGEL	.50
04-21-99	BBND	TELEPHONE CONFERENCE WITH MR. MAISTER RE EMPLOYMENT OF PRICE WATERHOUSE	.10
04-21-99	CSGL	REVIEW AND REVISE APPLICATION (.2); TELEPHONE CONFERENCE W/L. SCALI AND S. BLUEBOND RE SAME (.3)	.50
04-21-99	SCAL	REVIEWED REVISED APPLICATION AND AFFIDAVIT (.2); TCFS. BLUEBOND RE: REVISIONS (.3)	.50
04-22-99	BBND	REVIEW UPDATED CONFLICT SEARCH	.10
04-22-99	BBND	TELEPHONE CALL TO MR. WALTER RE REVISIONS TO FEE APPLICATION	.20
04-22-99	BBND	REVIEW COMMENTS OF MR. LESSER TO DECLARATION OF MS. SCALI	.10

CONTINUED

EXHIBIT A

\*\*\*\*\*  
\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* MATTER: 0005 FEE/EMPLOYMENT APPLICATIONS \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\*\*\*\*\*

DATE	NAME	*----- ACTIVITY -----*	HOURS
04-22-99	BBND	REVIEW REVISED DRAFT OF EMPLOYMENT APPLICATION	.20
04-22-99	BBND	TELEPHONE CALL TO MR. WALTER RE REVISIONS TO APPLICATION (2)	.20
04-22-99	BBND	MEMORANDUM TO MS. SCALI RE REVISIONS TO APPLICATIONS	.20
04-22-99	SCAL	REVIEWED REVISED APPLICATION & AFFIDAVIT (.2); TCFS. SHERI BLUEBOND, MARC MAISTER & CLARK SIEGELRE: REVISIONS (.6)	.80
04-23-99	BBND	REVISE EMPLOYMENT APPLICATION IN ACCORDANCE WITH SAME	.50
04-23-99	BBND	REVIEW MEMORANDA FROM MR. MAISTER AND MS. SCALI RE EMPLOYMENT AGREEMENT	.10
04-23-99	BBND	MEMORANDUM TO MR. WALTER RE REVISIONS TO APPLICATION	.10
04-23-99	BBND	TELEPHONE CONFERENCE TO MS. SCALI RE APPLICATION (3)	.40
04-23-99	BBND	TELEPHONE CALL TO MR. WALTER RE REVISIONS TO APPLICATION (3)	.40
04-23-99	CSGL	REVIEW APPLICATION TO ENGAGE I&M (.2); TELEPHONE CALL FROM L. SCALI RE SAME (.3)	.50
04-23-99	SCAL	REVIEWED REVISED APPLICATION AND AFFIDAVIT (.2); MEMOS TOBLUEBOND & MAISTER RE: REVISIONS (.3)	.50
04-26-99	BBND	TELEPHONE CALL TO MR. WALTER RE FORM OF EMPLOYMENT	.20
04-26-99	BBND	REVIEW REVISED FEE APPLICATION	.20
04-26-99	BBND	MEMORANDA TO MS. SCALI RE SAME	.30
04-26-99	BBND	REVIEW MEMORANDA FROM MS. SCALI RE FURTHER REVISIONS TO APPLICATIONS	.20
04-26-99	BBND	TELEPHONE CALL TO MR. WALTER RE SAME (SEVERAL)	.10
04-26-99	BBND	TELEPHONE CALL WITH MS. SCALI RE FURTHER REVISIONS TO APPLICATION	.10

CONTINUED

EXHIBIT A

\*\*\*\*\*  
\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* MATTER: 0005 FEE/EMPLOYMENT APPLICATIONS \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\*\*\*\*\*

DATE	NAME	*----- ACTIVITY -----*	HOURS
04-26-99	SCAL	REVIEWED REVISED APPLICATIONS AND AFFIDAVIT (.2); TCF.	.50
04-26-99	SCAL	BLUEBOND RE: REVISIONS (.3) REVIEWED REVISED APPLICATION AND AFFIDAVIT (.3); TCFS. BLUEBOND & GLENN WALTER RE: REVISIONS (.4); MEMOS MARC MAISTER & CLARK SIEGEL RE SAME (.3)	1.00
04-27-99	SCAL	MEETING W/NOTARY TO NOTARIZE AFFIDAVIT	.50
05-06-99	BBND	TELEPHONE CALL TO MR. WATKINS RE ORDER APPROVING EMPLOYMENT	.10
05-20-99	BBND	TELEPHONE CONFERENCE WITH MS. SCALI RE PROOF OF CLAIM AND EMPLOYMENT ORDER (.3); MEMORANDUM TO MR. WALTER RE ENTERED ORDER (.2); CONFERENCE WITH MS. WYMORE RE BILLINGS PROCEDURES (.3)	.80
07-28-99	BBND	TELEPHONE CALL TO MS. SCALI RE STATUS AND PREPARATION OF FEE APPLICATION	.20
07-28-99	BBND	TELEPHONE CONFERENCE WITH MR. WALTERS RE PROCEDURES FOR ADMINISTRATIVE CLAIMANT	.10
07-30-99	BBND	MEMO TO TEAM RE BILLING PROCEDURES	.40
=====			
MATTER TOTAL:			20.90

MATTER SUMMARY

*-----	NAME -----*	HOURS	RATE	AMOUNT
BBND	MS. SHERI A. BLUEBOND	14.10	390.00	5,499.00
SCAL	MS. LOIS SCALI	4.80	440.00	2,112.00
CSGL	MR. CLARK B. SIEGEL	2.00	380.00	760.00
		=====		=====
TOTAL:		20.90		8,371.00

CONTINUED

EXHIBIT A

\*\*\*\*\*  
\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* MATTER: 0006 ENTERTAINMENT AGREEMENTS \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\*\*\*\*\*

DATE	NAME	*----- ACTIVITY -----*	HOURS
06-22-99	SCAL	TCF. PETER BROOKS RE: COMPOSER AGREEMENT DEAL TERMS	.50
07-20-99	CSGL	TELEPHONE CALL FROM S. BOMHOF RE LAMB CHOPS PLAYALCNG RIGHTS (.4); MEMO TO O. GERS RE SAME (.6)	1.00
07-21-99	CSGL	REVIEW MOTION RE SALE OF HANDMADE ASSETS (.8); LETTER TO O. GERS (.2)	1.00
07-22-99	CSGL	TELEPHONE CALL FROM O. GERS RE PARAGON AND LAMB CHOP RIGHTS.	.30
07-23-99	CSGL	TELEPHONE CALL FROM S. BOMHOF RE LAMB CHOPS PLAYALCNG	.30
07-28-99	CSGL	TELEPHONE CALL FROM P. BROOKS RE LASSIE SETTLEMENT	.30
07-29-99	CSGL	TELEPHONE CALL TO P. BROOKS RE LASSIE SETTLEMENT	.30
08-03-99	CSGL	TELEPHONE CALL TO O. GERS RE PARAGON (.2); TELEPHONE CALL FROM S. BOMHOF RE PARAGCN (.1)	.30
08-05-99	CSGL	TELEPHONE CALL TO O. GERS RE LAMB CHOP SALE BY PARAGCN	.30
08-05-99	CSGL	TELEPHONE CALL TO S. BOMHOF RE POTENTIAL PARAGON BUY OUT (.5); TELEPHONE CALL TO O. GERS RE SAME(.3)	.80
08-05-99	CSGL	TELEPHONE CALL TO O. GERS RE LAMB CHOP BUY OUT	.30
08-09-99	CSGL	LETTER FROM S. BOMHOF RE PARAGON (.6); REVIEW RESEARCH DISCLOSURE MATERIALS RE LAMB CHOP (.2); LETTER TO O. GERS	.80
08-10-99	CSGL	FAX FROM P. BROOKS RE LASSIE (.2); TELEPHONE CALL FROM P. BROOKS RE LASSIE (.1)	.30
08-11-99	CSGL	TELEPHONE CALL TO P. BROOKS RE LASSIE SETTLEMENT	.30
08-11-99	CSGL	REVIEW LASSIE SETTLEMENT/BUY-OUT AGMNT.	.50
08-12-99	CSGL	REVIEW BUYOUT AGMNT. RE LASSIE AND SELLER'S COMMENTS	1.30
08-12-99	CSGL	TELEPHONE CALL FROM P. BROOKS	.50

CONTINUED

EXHIBIT A

\*\*\*\*\*  
\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* MATTER: 0006 ENTERTAINMENT AGREEMENTS \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\*\*\*\*\*

DATE	NAME	*----- ACTIVITY -----*	HOURS
08-12-99	CSGL	RE LASSIE BUYOUT LETTER TO D. AFFELD RE LASSIE BUYOUT	.30
08-12-99	CSGL	TELEPHONE CONFERENCE W/P. BROOKS, B. HALL AND D. AFFELD (1.6); TELEPHONE CALL FROM P. BROOKS RE LASSIE (.2)	1.80
08-13-99	CSGL	TELEPHONE CALL TO P. BROOKS RE LASSIE.	.50
08-20-99	CSGL	TELEPHONE CALL FROM P. BROOKS RE LASSIE ISSUES	.30
08-20-99	CSGL	TELEPHONE CALL FROM P. BROOKS RE LASSIE	.30
08-20-99	CSGL	TELEPHONE CALL FROM P. BROCKS RE LASSIE	.30
08-23-99	CSGL	FAX FROM P. BROOKS RE LASSIE	.30
08-23-99	CSGL	REVIEW REVISED LASSIE AGMNT.	1.00
08-24-99	CSGL	TELEPHONE CALL TO P. BROCKS RE LASSIE	.30
08-24-99	CSGL	TELEPHONE CALL FROM P. BROCKS RE LASSIE	.30
08-26-99	CSGL	TELEPHONE CALL FROM P. BROOKS RE LASSIE	.30
08-30-99	CSGL	PREPARE MARKUP TO LASSIE-WEATHERWAX AGMNT. (.3); FAX TO P. BROOKS RE LASSIE (.5)	.80
08-31-99	CSGL	TELEPHONE CALL FROM P. BROOKS RE LASSIE	.30
08-31-99	CSGL	TELEPHONE CALL FROM P. BROOKS RE LASSIE (.3); REVISE MARKUP (.2); FAX TO P. BROOKS RE LASSIE (.3)	.80
09-01-99	CSGL	REVIEW MEMO FROM P. BROOKS RE LASSIE (.2); REVIEW REVISED AGMNT. (.3)	.50

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MATTER TOTAL: 17.20

CONTINUED

EXHIBIT A



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\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* MATTER: 0006 ENTERTAINMENT AGREEMENTS \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\*\*\*\*\*

DATE NAME \*----- ACTIVITY -----\* HOURS

MATTER SUMMARY

	*----- NAME -----*	HOURS	RATE	AMOUNT
SCAL	MS. LOIS SCALI	.50	440.00	220.00
CSGL	MR. CLARK B. SIEGEL	16.70	380.00	6,346.00
		=====		=====
	TOTAL:	17.20		6,566.00

CONTINUED

EXHIBIT A

\*\*\*\*\*  
\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* MATTER: \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\*\*\*\*\*

DATE NAME \*----- ACTIVITY -----\* HOURS  
CLIENT SUMMARY FOR ALL MATTERS

	*----- NAME -----*	HOURS	RATE	AMOUNT
BBND	MS. SHERI A. BLUEBOND	14.10	390.00	5,499.00
INES	MR. ANDREW J. INESI	15.90	175.00	2,782.50
MSTR	MR. MARC MAISTER	83.90	325.00	27,267.50
MLZR	MR. ABRAHAM C. MELTZER	2.50	265.00	662.50
SMRG	MS. SUE MORGAN	.50	210.00	105.00
SCAL	MS. LOIS SCALI	22.30	440.00	9,812.00
CSGL	MR. CLARK B. SIEGEL	43.20	380.00	16,416.00
		=====		=====
	TOTAL:	182.40		62,544.50

LAST PAGE

EXHIBIT A

**GOLDEN BOOKS ENTERTAINMENT**  
**MONTHLY SUMMARY OF FEES**

February 26, 1999 through September 1, 1999

Matter	February	March	April	May	June	July	August	Sept.						Total
Insurance Advice		487.50	20,759.50	9,498.50	1,007.50	3,120.00	2,592.00	97.50						37,562.50
Per/Emp. Applications		234.00	7,513.00	351.00	273.00									8,371.00
Actual Prop. Advice					2,152.50	5,868.50	2,024.00							10,045.00
Entertainment Agr.					220.00	1,216.00	4,940.00	190.00						6,566.00
														0.00
														0.00
														0.00
														0.00
														0.00
														0.00
														0.00
														0.00
Stay Relief Matters														0.00
Total Final Period:	0.00	721.50	28,272.50	9,849.50	3,653.00	10,204.50	9,556.00	287.50	0.00	0.00	0.00	0.00	0.00	62,544.50
Total First Period														
Grand Total													62,544.50	

EXHIBIT B 1

GOLDEN BOOKS ENTERTAINMENT

MONTHLY SUMMARY OF FEES

February 26 through September 14, 1999

Insurance Advice

TIMEKEEPER	HOURLY RATE	February	March	April	May	June	July	August	September	TOTAL HOURS	TOTAL	
MSTR	325.00		1.50	41.50	21.30	3.10	9.60	6.60	0.30	83.90	27,267.50	
SCAL	440.00			1.50	0.50					2.00	880.00	
CSGL	380.00			17.40	6.20			0.90		24.50	9,310.00	
SMRG	210.00							0.50		0.50	105.00	
<b>Total Final Period</b>											110.90	37,562.50
<b>Total First Period</b>												
<b>Grand Total</b>											110.90	37,562.50

**GOLDEN BOOKS ENTERTAINMENT  
MONTHLY SUMMARY OF FEES**

February 26, 1999 through September 1, 1999

**Intellectual Property Advice**

TIMEKEEPER	HOURLY RATE	February	March	April	May	June	July	August	Sept.	TOTAL HOURS	TOTAL	
INBS	175.00					6.00	9.90			15.90	2,782.50	
MLZR	265.00					2.50				2.50	662.50	
SCAL	440.00					1.00	9.40	4.60		15.00	6,600.00	
										0.00	0.00	
<b>Total Final Period</b>											33.40	10,045.00
<b>Total First Period</b>												
<b>Grand Total</b>											33.40	10,045.00

EXHIBIT   3

**GOLDEN BOOKS ENTERTAINMENT**

**SUMMARY OF FEES**

February 26, 1999 through September 1, 1999

**Entertainment Agreements**

TIMEKEEPER	HOURLY RATE	February	March	April	May	June	July	August	Sept.	TOTAL HOURS	TOTAL	
SCAL	440.00					0.50				0.50	220.00	
CSGL	380.00						3.20	13.00	0.50	16.70	6,346.00	
										0.00	0.00	
										0.00	0.00	
<b>Total Final Period</b>											17.20	6,566.00
<b>Grand Total</b>											17.20	6,566.00

**GOLDEN BOOKS ENTERTAINMENT**  
**MONTHLY SUMMARY OF FEES**

February 26, 1999 through September 1, 1999

Fee/Employment Applications													
TIMEKEEPER	HOURLY RATE	February	March	April	May	June	July	August	Sept.			TOTAL HOURS	TOTAL
BBND	390.00		0.60	11.90	0.90		0.70					14.10	5,499.00
SCAL	440.00			4.80								4.80	2,112.00
CSGL	380.00			2.00								2.00	760.00
Total Final Period												20.90	8,371.00
Total First Period													
Grand Total												20.90	8,371.00

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\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\* \*  
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CLIENT COSTS ADVANCED ITEMS EXCEEDING .00 ARE ITEMIZED.  
DATE \*----- DESCRIPTION -----\* MTRR AMOUNT

COST TYPE: 661 PARKING AND MILEAGE

06-03-99	PARKING	0002	31.00
05-19-99	PARKING	7001	37.00
			=====
TOTAL:			68.00

COST TYPE: 663 AUTO RENTAL/TAXI

05-19-99	04/29 TAXI	7001	21.30
05-19-99	04/30 TAXI	7001	28.40
05-19-99	05/01 TAXI	7001	17.75
			=====
TOTAL:			67.45

COST TYPE: 664 AIR/TRAIN/BUS FARES

05-19-99	05/01 CANADIAN AIRPORT TAX	7001	7.10
05-26-99	04/29 AIRFARE VANCOUBER BR	7001	419.36
05-26-99	04/29 AIRFARE VANCCOVER COL	7001	973.40
			=====
TOTAL:			1,399.86

CONTINUED

EXHIBIT C



\*\*\*\*\*  
\* CLIENT: 155041 GOLDEN BOOKS-BANKRUPTCY \*  
\* ATTORNEY: SCAL MS. LOIS SCALI \*  
\* \*  
\*\*\*\*\*

CLIENT COSTS ADVANCED ITEMS EXCEEDING .00 ARE ITEMIZED.  
DATE \*----- DESCRIPTION -----\* MTR AMOUNT

CLIENT SUMMARY FOR ALL MATTERS

TYPE *-----	DESCRIPTION -----*	AMOUNT
661	PARKING AND MILEAGE	68.00
663	AUTO RENTAL/TAXI	67.45
664	AIR/TRAIN/BUS FARES	1,399.86
		=====
	TOTAL:	1,535.31

LAST PAGE

EXHIBIT C 1

**PROOF OF SERVICE**

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action. My business address is 333 South Hope Street, Suite 3300, Los Angeles, California 90071-3042.

On September 21, 1999, I served the foregoing document described as FIRST AND FINAL APPLICATION OF IRELL & MANELLA LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS SPECIAL INSURANCE, INTELLECTUAL PROPERTY AND ENTERTAINMENT COUNSEL TO DEBTOR IN POSSESSION on each interested party, as stated on the attached service list.

- (BY MAIL) I placed a true copy of the foregoing document in a sealed envelope addressed to each interested party, as stated on the attached service list. I placed each such envelope, with postage thereon fully prepaid, for collection and mailing at Irell & Manella LLP, Los Angeles, California. I am readily familiar with Irell & Manella LLP's practice for collection and processing of correspondence for mailing with the United States Postal Service. Under that practice, the correspondence would be deposited in the United States Postal Service on that same day in the ordinary course of business.

Executed on September 21, 1999, at Los Angeles, California.

I certify that I am employed in the office of a member of the bar of this Court at whose direction the service was made.

I declare under penalty of perjury that the foregoing is true and correct.

Valarie Arce

\_\_\_\_\_  
(Type or print name)

*Valarie Arce*

\_\_\_\_\_  
(Signature)

Golden Books  
888 Seventh Ave., 40<sup>th</sup> Floor  
New York, NY 10106

Proskauer Rose LLP  
Scott K. Rutsky  
1585 Broadway  
New York, NY 10036

United States Trustee  
Attn: Philip Galanes, Esq  
33 Whitehall Street, 21<sup>st</sup> Fl.  
New York, NY 10004

Date: October 18, 1999  
Time: 10:00 a.m.

**IRELL & MANELLA LLP**  
Sheri Bluebond (CA SBN 199536)  
333 S. Hope Street, Suite 3300  
Los Angeles, CA 90071  
Telephone: (213) 620-1555  
Facsimile: (213) 229-0515

Special insurance, intellectual property and entertainment  
counsel for debtors and debtors in possession

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

-----X	
In re	: Chapter 11
	: :
GOLDEN BOOKS FAMILY	: Case No. 99-10030 (TLB)
ENTERTAINMENT, INC.,	: :
	: (Jointly Administered with Case
Debtor.	: Nos. 99-10031 and 99-10032 (TLB))
	: :
-----X	: X

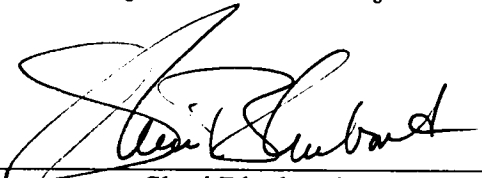
STATE OF CALIFORNIA            )  
  ) ss.:  
COUNTY OF LOS ANGELES        )

SHERI BLUEBOND, being duly sworn, deposes and says:

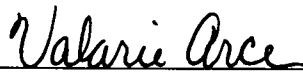
1. I am a partner in the law firm of Irell & Manella LLP (“Applicant”), special insurance, intellectual property and entertainment counsel to the debtors and debtors in possession in the above-captioned chapter 11 cases (the “Cases”), and I submit this Affidavit in connection with the application of Irell & Manella LLP (“I&M”) for a first and final allowance of compensation for professional services rendered to and on behalf of the Debtors and for reimbursement of expenses incurred in connection therewith, for the period from March 29, 1999 through September 1, 1999.

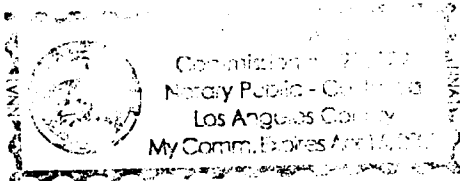
2. In accordance with Rule 2016 of the Federal Rules of Bankruptcy Procedure, I hereby state that (a) all services for which compensation is sought were rendered to the Debtors

solely in connection with the above chapter 11 Cases and not on behalf of any other committee, individual creditor or other person; (b) I&M has received no payment or promise of payment for services rendered in the Cases; (c) no agreement or understanding exists between I&M and any other person for the sharing of compensation for services rendered in or in connection with these Cases; and (d) no division of compensation will be made by I&M, except as among members or associates of the firm, and no agreement prohibited by 18 U.S.C. § 155 or 11 U.S.C. § 504 has been made.

  
\_\_\_\_\_  
Sheri Bluebond

Sworn to before me this  
21<sup>st</sup> day of September, 1999

  
\_\_\_\_\_  
Notary Public



**PROOF OF SERVICE**

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action. My business address is 333 South Hope Street, Suite 3300, Los Angeles, California 90071-3042.

On September 21, 1999, I served the foregoing document described AFFIDAVIT on each interested party, as stated on the attached service list.

(BY MAIL) I placed a true copy of the foregoing document in a sealed envelope addressed to each interested party, as stated on the attached service list. I placed each such envelope, with postage thereon fully prepaid, for collection and mailing at Irell & Manella LLP, Los Angeles, California. I am readily familiar with Irell & Manella LLP's practice for collection and processing of correspondence for mailing with the United States Postal Service. Under that practice, the correspondence would be deposited in the United States Postal Service on that same day in the ordinary course of business.

Executed on September 21, 1999, at Los Angeles, California.

I certify that I am employed in the office of a member of the bar of this Court at whose direction the service was made.

I declare under penalty of perjury that the foregoing is true and correct.

Valarie Arce  
\_\_\_\_\_  
(Type or print name)

*Valarie Arce*  
\_\_\_\_\_  
(Signature)

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

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In re	: Chapter 11
	: :
GOLDEN BOOKS FAMILY	: Case No. 99-10030 (TLB)
ENTERTAINMENT, INC.,	: :
	: (Jointly Administered with Case
Debtor.	: Nos. 99-10031 and 99-10032 (TLB))
	: :
-----X	X

**CERTIFICATION OF SHERI BLUEBOND**

1. I, Sheri Bluebond, am a partner in the law firm of Irell & Manella LLP (“Applicant”) and have been designated as Applicant’s certifying professional with responsibility for Applicant’s compliance with the Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases adopted by the Bankruptcy Judges for the Southern District of New York on April 19, 1995 (the “Fee Guidelines”).

2. I certify that (a) I have read Applicant’s application (the “Application”) for a first and final allowance of compensation for services rendered to the Debtors and for reimbursement of expenses incurred in connection therewith, for the period from March 29, 1999 through September 1, 1999; (b) to the best of my knowledge, information and belief, formed after reasonable inquiry, the Application complies with the mandatory guidelines set forth in the Fee Guidelines; (c) to the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought comply with the parameters set forth in the Fee



**PROOF OF SERVICE**

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CERTIFICATION OF SHERI BLUEBOND on each interested party, as stated on the attached service list.

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I declare under penalty of perjury that the foregoing is true and correct.

Valarie Arce  
\_\_\_\_\_  
(Type or print name)

*Valarie Arce*  
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