

HEARING DATE: June 26, 2003 at 9:45 am  
RESPONSE DEADLINE: June 23, 2003 at 4:00 pm

LATHAM & WATKINS LLP  
Attorneys for the Debtor  
885 Third Avenue, Suite 1000  
New York, New York 10022  
Telephone: (212) 906-1200  
Martin N. Flics, Esq. (MF 9718)  
Gregg D. Josephson, Esq. (GJ 6694)

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

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<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>UNITED AUSTRALIA/PACIFIC, INC.,</b>	:	<b>Case No. 02-11467</b>
	:	
<b>Debtor.</b>	:	
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**NOTICE OF HEARING TO CONSIDER SECOND AND FINAL APPLICATION OF  
LATHAM & WATKINS LLP FOR ALLOWANCE AND PAYMENT OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL FOR THE  
DEBTOR**

PLEASE TAKE NOTICE that on June 2, 2003, Latham & Watkins LLP as counsel for the above-captioned debtors (the “Debtor”), filed the attached Second and Final Application (the “Fee Application”) of Latham & Watkins LLP for Allowance and Payment of Compensation and Reimbursement of Expenses as counsel for the Debtor (the “Application Period”) with the United States Bankruptcy Court for the Southern District of New York (the “Court”).

PLEASE TAKE FURTHER NOTICE that, by the Fee Application, Latham & Watkins LLP seeks the allowance of compensation in the amount of \$398,448.50 and reimbursement of expenses in the amount of \$31,190.44 incurred in representation of the Debtors during the Application Period.

PLEASE TAKE FURTHER NOTICE THAT a hearing to consider the Fee Application is scheduled for **June 26, 2003 at 9:45 a.m.**, or as soon thereafter as counsel can be heard,

before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in his courtroom at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Fee Application shall be in writing, shall state with particularity the reasons for the objection or response, and shall be filed with the Court, with a courtesy copy to the Chambers of the Honorable Robert E. Gerber, United States Bankruptcy Judge, and served upon (i) Latham & Watkins LLP, Attorneys for the Debtor, 885 Third Avenue, New York, New York, 10022, Attention: Martin N. Flics; (ii) The United States Trustee for the Southern District of New York, 33 Whitehall Street, 21<sup>st</sup> Floor, New York, New York, 10004, Attention Gregory Zipes; (iii) and Paul Weiss, Rifkind, Wharton & Garrison, Attorneys for the Official Committee of Unsecured Creditors, 1285 Avenue of the Americas, New York, New York, 10019, Attention: Jeffrey Saferstein, **so as to be received on or before June 23, 2003 at 4:00 p.m. (EST).**

PLEASE TAKE FURTHER NOTICE that if no objection to the Fee Application is timely filed and served in accordance with the procedures described herein, the Court may grant the relief sought by the Fee Application without further notice or hearing.

Dated: New York, New York  
June 2, 2003

LATHAM & WATKINS LLP

By: /s/ Gregg D. Josephson

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Attorneys for the Debtors

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

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**In re:** : **Chapter 11**  
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**UNITED AUSTRALIA/PACIFIC, INC.** : **Case No. 02-11467(REG)**  
:   
:   
Debtor. :   
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**SECOND AND FINAL FEE AND EXPENSE APPLICATION COVER SHEET OF  
LATHAM & WATKINS LLP AS ATTORNEYS TO THE DEBTOR**

**Name of Applicant:** Latham & Watkins LLP  
**Role in Case:** Attorneys to the Debtor  
**Date of Retention:** March 29, 2002  
**Period Covered:** March 29, 2002 through March 18, 2003  
**Current Application** (November 1, 2002 through March 18, 2003)  
**Fees Requested:** \$202,304.00  
**Expenses Requested:** \$ 21,198.64  
  
**Final Application** (March 29, 2002 through March 18, 2003)  
**Fees Requested:** \$398,448.50  
**Expenses Requested:** \$ 31,190.44  
**Professionals:** See Exhibit A  
**This is a(n):** \_\_\_\_\_ interim  X  final application.

**SECTION I: Prior Applications**

March 29, 2002 through October 31, 2002

**Fees Awarded:**  
\$196,144.50

**Expenses Awarded:**  
\$ 9,991.80

**SECTION II: ATTORNEY/OTHER PROFESSIONAL SUMMARY**

<u>Name of Attorney/ Other Professional</u>	<u>Yr. Admitted to Practice</u>	<u>Hourly Rate</u>	<u>Hours Billed for Second Interim Period</u>	<u>Second Interim Period Totals</u>	<u>Total Hours Billed for Final Application</u>	<u>Final Total</u>
<b><u>PARTNERS/OF COUNSEL</u></b>						
Martin N. Flics	1980	\$ 650.00/hr./ \$ 675.00/hr. <sup>1</sup>	49.10	\$32,640.00	85.60	\$ 56,365.00
David S. Raab	1988	\$ 625.00/hr.	12.40	\$ 7,750.00	17.80	\$ 11,125.00
Shari Siegel	1990	\$ 525.00/hr.	.10	\$ 52.50	.10	\$52.50
			61.60	\$40,442.50	103.50	\$ 67,542.50
<b><u>ASSOCIATES</u></b>						
David S. Allinson	1995	\$ 450.00/hr./ \$ 470.00/hr.	84.10	\$37,867.00	197.20	\$ 88,762.00
Timothy A. Barnes	1996	\$ 335.00/hr.			16.20	\$ 5,427.00
Gregg D. Josephson	1999	\$ 375.00/hr./ \$ 410.00/hr.	181.60	\$70,641.00	366.50	\$ 39,977.50
Lisa G. Watts	1999	\$ 350.00/hr./ \$ 385.00/hr.	19.50	\$ 6,874.00	23.30	\$ 8,204.50
Bryan C. Goldstein	2001	\$ 310.00/hr./ \$ 360.00/hr.	102.60	\$ 2,261.00	200.90	\$ 62,734.00
John W. Weiss <sup>2</sup>	2001	\$ 310.00/hr.	2.20	\$ 682.00	2.20	\$ 682.00
Caroline A. Reckler	2001	\$ 215.00/hr.			8.50	\$ 1,827.50
Timothy A. Solomon	2001	\$ 225.00/hr.			2.20	\$ 495.00
			390.00	\$148,325.00	817.00	\$308,110.00

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<sup>1</sup> The new hourly rates went into effect on January 1, 2003.

<sup>2</sup> Admitted in New Jersey, Pennsylvania and Delaware. New York admission pending.

NONLAWYER  
PROFESSIONALS

VA Silva-Minin	Summer Clerk	\$ 220.00/hr.			12.10	\$	2,662.00
Julian C. Pereira	Paralegal	\$ 198.00/hr.			1.00	\$	198.00
Julian C. Pereira	Paralegal	\$ 165.00/hr.	1.50	\$ 247.50	28.80	\$	4,752.00
Leslie Ann Salcedo	Paralegal	\$ 145.00/hr.	89.20	\$12,934.00	89.20	\$	12,934.00
B.F. Windley	Paralegal	\$ 155.00/hr.			0.10	\$	1,565.00
A.S. Bocchi	Prof. Staff	\$ 95.00/hr.			1.50	\$	142.50
S.N. Lim	Prof. Staff	\$ 85.00/hr.			2.20	\$	187.00
D. Tyson	Prof. Staff	\$ 85.00/hr./ \$ 90.00/hr.	2.00	\$ 175.00	2.00	\$	175.00
James A. Mennella	Prof. Staff	\$ 90.00/hr.	<u>2.00</u>	<u>\$ 180.00</u>	<u>2.00</u>	<u>\$</u>	<u>180.00</u>
			94.70	\$13,536.50	148.90	\$	22,796.00
<b>Total hours and fees</b>			<b>546.30</b>	<b>\$202,304.00</b>	<b>1,069.40</b>	<b>\$</b>	<b>398,448.50</b>

**SECTION III: COMPENSATION BY PROJECT CATEGORY**

	<u>Second Interim Hours Billed</u>	<u>Second Interim Hours Rate</u>	<u>Second Interim Total</u>	<u>Total Hours Billed</u>	<u>Final Hour Rates</u>	<u>Final Total</u>
General Case Administration	125.10	253.85	\$ 31,757.00	326.10	315.75	\$102,967.00
Plan and Issues	421.20	404.91	\$170,547.00	571.80	399.97	\$ 228,705.00
Motion and General Litigation				53.80	306.88	\$ 16,510.00
Representing Debtor in Court				10.60	314.81	\$ 3,337.00
DIP Financing				<u>107.10</u>	<u>438.18</u>	<u>\$ 46,929.50</u>
<b>Total hours and fees</b>	<b>546.30</b>		<b>\$202,304.00</b>	<b>1,069.40</b>		<b>\$ 398,448.50</b>

**SECTION IV: EXPENSE SUMMARY**

	<u>Expenses</u>	<u>Second Interim Amount</u>	<u>Final Amount</u>
a.	Telecopying	\$ 267.50	717.96
b.	Photocopying	\$ 11,447.46	12,316.58
c.	Telephone	\$ 2,006.62	2,680.04
d.	Federal Express	\$ 146.99	269.45
e.	Other Freight	\$ 107.25	146.30
f.	Document Support	\$ 1,155.00	2,296.25
g.	Overtime*	\$ 621.25	1,336.25
h.	Postage	\$ 546.73	699.37
i.	Legal Research	\$ 143.48	237.74
j.	Outside Services	\$ 714.37	826.58
k.	Document Preparation	\$ 522.50	1,369.50
l.	Calling Card	\$ 16.41	133.87
m.	Meals -Local	\$ 632.58	814.62
n.	Ground Transportation - Local	\$ 1,081.44	1,494.80

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\* This consists of secretarial charges for preparing various documents to be filed in connection with the Plan as well as revisions to the plan and disclosure statement.

o.	Ground Transportation	\$	44.95		159.95
p.	Mileage – Local	\$	12.60		25.20
q.	Parking Local	\$	20.00		88.00
r.	Trip Expense- Local	\$	1.00		2.00
s.	Document Copies	\$	252.51		252.51
t.	Lexis	\$	1,458.00		2,967.08
u.	Filing Fees				830.00
v.	Airline Fare				1,146.50
w.	Trip Expense				203.99
x.	Meals				71.89
	Total Expenses	\$	<b>21,198.64</b>	\$	<b>31,190.44</b>

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

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<b>In re:</b>	: <b>Chapter 11</b>
	:
<b>UNITED AUSTRALIA/PACIFIC, INC.</b>	: <b>Case No. 02-11467(REG)</b>
	:
	:
Debtor.	:
-----X	

**FINAL FEE APPLICATION OF LATHAM & WATKINS LLP  
FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES AS COUNSEL FOR THE DEBTOR**

Pursuant to sections 330, 331 and 503(b)(1)(A) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”) and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), Latham & Watkins LLP (“Latham”), counsel to the above-captioned debtor and debtor-in-possession in the above-captioned chapter 11 case (collectively, the “Debtor”), respectfully submits this second and final application (the “Application”) for: (i) allowance of \$202,304.00 for compensation and \$21,198.64 as reimbursement for expenses for the period from November 1, 2002 through March 18, 2003 (the “Interim Compensation Period”) and (ii) final allowance of \$398,448.50 for compensation and \$31,190.44 as reimbursement for expenses for the period from March 29, 2002 through March 18, 2003 (the “Final Compensation Period”) (which includes final approval of the previous fee application filed by Latham for the period of March 29, 2002 through October 31, 2002 as well as final approval for the Interim Compensation Period).



In support of this Application, Latham respectfully represents as follows:

**Background**

1. On March 29, 2002 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor is continuing in possession of its properties and managing its business as authorized under sections 1107 and 1108 of the Bankruptcy Code.

2. On May 13, 2002, this Court entered an order approving the retention of Latham as counsel for the Debtor *nunc pro tunc* to the Petition Date. By Order dated May 13, 2002 (the “Administrative Order”), the Court established the procedure for interim compensation and reimbursement of expenses for all professionals in this case. In particular, the Court authorized that, absent objection, upon the expiration of twenty days after the service of a monthly interim fee application, the Debtor was authorized to pay each professional an amount equal to 80 percent of the fees and 100 percent of the expenses requested in such monthly interim fee application. Pursuant to the procedures set forth in the Administrative Order, Latham received \$161,843.20 in fees and \$21,198.64 in expenses for the Interim Compensation Period pursuant to monthly statements.

3. On February 19, 2003, Latham filed its first interim fee application seeking interim approval and allowance of compensation covering the period of March 29, 2002 through October 31, 2002. On March 19, 2003, this court entered an order approving interim compensation for professional services rendered to the Debtor in the amount of \$196,144.50 and reimbursement of expenses in the amount of \$9,991.80, and authorized payment of the fees held back pursuant to the Administrative Order in the amount of \$39,228.90. In this Application, Latham seeks approval of its fees and expenses incurred by the Debtor during the Final

Compensation Period as well as payment of the holdback from the Interim Compensation Period in the amount of \$40,460.80.

4. Further, on March 18, 2003, the Debtor's Plan of Reorganization was confirmed by this Court. The Effective Date under the Plan was April 18, 2003.

5. The supervisory responsibility for Latham's efforts on behalf of the Debtor has been borne by Martin N. Flics, a partner in Latham's New York office. Mr. Flics is a 1976 graduate of Hampshire College and a 1979 graduate of Fordham University Law School. Mr. Flics concentrates his practice in bankruptcy and restructuring.

**Summary of Services Performed During the Interim Compensation Period**

6. Latham seeks approval of \$223,502.64 incurred during the Interim Compensation Period on account of fees and expenses. Latham also requests a final total award for the Final Compensation Period of \$429,638.94 of which \$398,448.50 is for fees and \$31,190.44 is for expenses.

7. As is reflected in the Final Fee and Expense Application Cover Sheet (the "Cover Sheet"), during the Interim Compensation Period, Latham has rendered 546.30 hours of legal services in the representation of the Debtor from November 1, 2002 through March 18, 2003. Based on the nature of the services rendered, the time required, the value of the services to the Debtor and its estate, and the cost of comparable services other than in a case under the Bankruptcy Code, the compensation for these services should not be less than \$202,304.00. This total represents 546.30 hours of Latham attorney and other professional time, at an average hourly rate of \$370.32. The hourly rate for each attorney and other professional who performed services for the Debtor is set forth in the Cover Sheet.

8. In accordance with the Local Guidelines, Exhibit “A,” attached hereto and incorporated herein by reference, contains a detailed chronological narrative of the time spent, the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided services on behalf of the Debtor from March 29, 2002 through March 18, 2003, divided among certain uniform categories adopted at the outset of this case. Section III of the Cover Sheet, attached hereto and incorporated herein by this reference, contains a summary of the services provided by project category.

9. Latham respectfully supplements the chronological narrative of the time spent, the dates and descriptions of services rendered by the professionals who worked on this engagement and the related disbursements incurred on behalf of the Debtor with the following narrative summary of the services rendered by Latham, organized by category:

**a. General Case Administration** Latham rendered a total of 326.10 hours and \$102,967.00 in services in the category “General Case Administration,” which includes all of the time spent participating in strategic meetings, advising the Debtor regarding the status of the case, and addressing issues that arose in connection with the administration of this case. This also includes representing the Debtor in all matters relating to the sale of its assets to Castle Harlan Australian Mezzanine Partners No. 1A Trust (as described in the Disclosure Statement) and responding to numerous creditor inquiries regarding the case status.

**b. Motions and General Litigation** Latham rendered a total of 53.80 hours and \$16,510.00 in services in the category “Motions and General Litigation.” This project category contains all of Latham’s services rendered in connection with filing of a motion to extend time to file schedules, motions to extend the exclusive period, a motion establishing a bar date and motions to approve the Disclosure Statement and Plan of Reorganization.

c. **Representing Debtor in Court.** Latham rendered a total of 10.60 hours and \$3,337.00 in services in the category “Representing Debtor in Court.” This project category includes Latham’s services in connection with representing the Debtor during hearings which sought approval of the Disclosure Statement and confirmation of the Plan, as well as numerous case status conferences and various other court appearances.

d. **DIP Financing.** Latham rendered a total of 107.10 hours and \$46,929.50 in services in the category “DIP Financing.” This project category includes Latham’s services in connection with documenting the post-petition financing facility, including negotiation of the relevant documentation and attending the DIP hearing.

e. **Plan and Plan Issues.** Latham rendered a total of 571.80 hours and \$228,705.00 in services in the category “Plan and Plan Issues.” This project category includes Latham’s services in drafting and negotiating the terms of the Debtor’s Plan and Disclosure Statement, dated December 20, 2002. In addition, Latham prepared, drafted and distributed the voting ballots for solicitation of votes on the Plan. The solicitation packages were mailed on February 3, 2003. During the solicitation period, Latham responded to inquires regarding the Plan. Also during the Interim Compensation Period, Latham attorneys performed services in connection with the preparation of the confirmation brief and proposed order and affidavits, preparation for the confirmation hearing, and reviewing of the ballots.

**Latham’s Staffing and Internal Procedures.**

7. Latham has made a conscious effort in this case to provide the Debtor with high quality legal services at the lowest possible cost. Whenever possible, rather than “recreating the wheel,” Latham has called upon the considerable expertise of its senior partners to obtain quick answers to difficult questions without the need for expensive and time consuming legal research.

Where research has been required, Latham has utilized the low billing rates of junior lawyers, resulting in considerable savings for the Debtor. Latham respectfully submits that it has been extremely efficient in avoiding duplication of effort and keeping fees and costs at the lowest level possible.

8. Latham believes that the attached time detail reflects the actual, fair and reasonable value of the legal expertise provided to the Debtor, and for the benefit of the Debtor's estate, which required skilled and experienced legal counsel with knowledge not only of bankruptcy law, but also securities, tax and other substantive areas of law.

#### **Disbursements**

9. Latham also expended a total of \$21,198.64 for reasonable and necessary expenses in connection with its representation of the Debtor from November 1, 2002 through March 18, 2003, and a total of \$31,190.44 during the Final Compensation Period. In accordance with the Guidelines, Section IV of the Cover Sheet, attached hereto and incorporated herein by reference, also contains a summary of the expenses incurred by type.

10. Latham does not build a profit component into its disbursements and charges the Debtor's estates only Latham's actual out-of-pocket expenses. Photocopy charges are billed at \$0.17 per page and outgoing faxes are billed at \$1.25 per page.

11. In the normal expense reconciliation process, Latham often receives invoices for expenses several weeks or months after such charges have accrued. To the extent any such reasonable expenses are billed to Latham on account of services provided to the Debtor during the Final Compensation Period, Latham proposes to provide the U.S. Trustee and the Debtor with reasonable documentation of such charges. If no objection is made to such expenses within 10 days after giving notice, the Debtor will be authorized to pay these expenses without the need to seek further Court approval.

### **Certification**

12. As required by the Guidelines, Exhibit “B” attached hereto and incorporated herein by reference, contains Latham’s certification that the Debtor has reviewed and approved Latham’s Application, that the facts set forth in this Application are true and correct and that the Application complies with the Guidelines.

### **Latham is a Disinterested Person and Holds No Adverse Interest**

13. All professional services for which allowance of compensation is requested were performed by Latham on behalf of the Debtor and not on behalf of any other entity or person. Latham owns neither a claim against, nor an interest in the Debtor, and no beneficial interest in the Debtor, directly or indirectly, has been acquired or transferred by Latham or for Latham’s benefit since the commencement of this case. Latham represents no interest adverse to the Debtor with respect to matters upon which it is engaged and Latham is a “disinterested person” under section 101(14) of the Bankruptcy Code.

14. No agreement or understanding exists between Latham and any other person or entity for sharing of compensation received or to be received for services rendered in connection with these proceedings, except that fees will be shared with other partners of Latham as permitted by Bankruptcy Rule 2016 and section 504 of the Bankruptcy Code.

WHEREFORE, Latham respectfully requests that this Court allow (i) interim compensation in the sum of \$ 202,304.00 for actual, reasonable and necessary professional services rendered on behalf of the Debtor during the Interim Compensation Period; (ii) final reimbursement in the amount of \$21,198.64 for actual, reasonable and necessary expenses incurred during the same period; (iii) final allowance of \$398,448.50 in fees and \$31,190.44 in expenses for the Final Compensation Period; and (iv) payment of 40,460.80 for the amounts held back for the Interim Compensation Period (including application of amounts held as retainer by Latham).

Dated: New York, New York  
June 2, 2003

LATHAM & WATKINS LLP

/s/ Martin N. Flics  
Martin N. Flics  
Gregg D. Josephson  
885 Third Avenue, Suite 1000  
New York, New York 10022  
(212) 906-1200

Counsel to Debtor  
and Debtor-in-Possession

## **EXHIBIT A**



For professional services rendered November 1, 2002 through March 18, 2003.

re: **GENERAL CASE ADMINISTRATION**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
03/30/02	MNF	1.60	NUMEROUS E-MAILS REGARDING FILINGS TO CLIENT, LW AND PW (.5); REVIEW ISSUES REGARDING FILING AND VENUE(.8); TELEPHONE CALL WITH A. GREENE REGARDING STATUS (.2); TELEPHONE CALL WITH D. ALLINSON REGARDING NOTICES TO P,W (.1)
03/30/02	DSA	2.30	DISCUSSIONS WITH M. FLICS; REVISE MINUTES TO BOARD MEETING; ATTENTION TO 8-K AND PRESS RELEASE; REVIEW BANKRUPTCY FILING MATERIAL; SEND DISTRIBUTIONS; DISCUSSION WITH A. GREEN
03/30/02	GDJ	.50	REVIEW EMAIL CORRESPONDENCE REGARDING FILING AND SEND SAME
03/31/02	MNF	.40	REVIEW AND SEND E-MAIL REGARDING FILING AND ISSUES REGARDING SAME (.4)
03/31/02	TAB	3.40	CONTINUE WORK ON L&W RETENTION APPLICATION AND DRESDNER KLEINWORT RETENTION ISSUES (3.1); ATTENTION TO EMAILS REGARDING SAME, FILING ISSUES (.3)
04/01/02	MNF	4.00	REVIEW TRANSFER ISSUES AND LAW (.8); E-MAILS P WEISS REGARDING FILINGS (.2); TELEPHONE CALL WITH JOSEPHSON (2) REGARDING FILINGS (.2) REVIEW DEADLINE MATTER (.4); TELEPHONE CALL WITH MARKUS REGARDING COLORADO PROCEEDING (.2); REVIEW STIPULATION REGARDING TRANSFER (.3); CONFERENCE WITH JOSEPHSON REGARDING SAME (.2)
04/01/02	TAB	2.90	ATTENTION TO EMAILS REGARDING PENDING CASES (.3); MEETING WITH C. RECKLER TO DISCUSS DRESDNER APPLICATION AND CONTINUE WORK ON SAME (1.0); MEETING WITH B. WINDLEY TO DISCUSS LATHAM APPLICATION AND CONTINUE WORK ON SAME (.9); REVIEW AND COMMENT ON STIPULATION REGARDING VENUE (.4); DRAFT AND SEND SUMMARY OF PLEADINGS TO M. FLICS (.3)
04/01/02	BCG	1.10	DISCUSSIONS WITH D. ALLINSON REGARDING UAP (.4); DRAFT 8-K AND UPDATE PRESS RELEASE (.7)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
04/01/02	GDJ	4.50	UPDATE CLIENT ON CASE STATUS, JUDGE AND TRUSTEE ASSIGNMENT (.50); CONTACT CLERK AND CHAMBERS (.40); CONTACT BONDHOLDERS COUNSEL REGARDING INVOLUNTARY PETITION (.30); REVIEW DENVER PLEADINGS (.60); DRAFT STIPULATION REGARDING TRANSFER OF CASE (2.00); DISCUSS 8-K ISSUES (.30); FOLLOW UP WITH J. MARKUS, J. SMITH AND J. BABB REGARDING STIPULATION AND ORDER (.70)
04/01/02	BFW	3.90	OFFICE CONFERENCE WITH T. BARNES RE CONFLICT SEARCH DATA REVIEW; REVIEW AND ANALYZE CONFLICT DATA.
04/02/02	MNF	.90	REVIEW REVISED STIPULATION REGARDING TRANSFER (2); REVIEW E-MAILS REGARDING SAME (.1); REVIEW AND SEND E-MAILS REGARDING STATUS (.2); REVIEW E-MAILS AND REVIEW DILIGENCE (.2); TELEPHONE CALL WITH P. WEISS LAWYERS REGARDING STATUS OF CASE (.1)
04/02/02	DSA	1.50	REVISE BOARD MINUTES (.5); REVISE 8-K (.5); DISCUSSIONS WITH DEAL TEAM (.5)
04/02/02	BCG	.90	CONVERSATIONS WITH D. ALLINSON REGARDING THINGS TO DO IN THE UPCOMING DAYS (.4); REDRAFT 8-K AND DISTRIBUTE (.5)
04/02/02	GDJ	.80	REVIEW EMAIL CORRESPONDENCE FROM B. O'NEILL
04/02/02	CAR	.40	CORRESPONDENCE WITH T. BARNES, B. WINDLEY, J. BOSSACO REGARDING CONFLICTS
04/02/02	TAS	2.20	PHONE CONFERENCE WITH G. JOSEPHSON (0.3); EDIT DRAFTS OF STIPULATION AND ORDER FOR CHANGE OF VENUE FROM COLORADO TO NEW YORK (1.7); MEET WITH M. FLICS TO DISCUSS (0.2)
04/02/02	BFW	4.40	CONTINUE WORK ON REVIEW AND ANALYSIS OF CONFLICT SEARCH DATA; OFFICE CONFERENCE WITH T. BARNES RE SAME.
04/03/02	MNF	1.30	CONFERENCE WITH JOSEPHSON (.2); E-MAILS REGARDING FILING ISSUES (.3); VOICEMAILS WESTERMAN REGARDING STRATEGY (.2); TELEPHONE CALL WITH BABO (2) REGARDING DISCLOSING STATUS (.2); REVIEW INFORMATION REGARDING UGC (.2)
04/03/02	DSA	1.70	REVIEW INDENTURE REQUIREMENTS AND OFFICER'S CERTIFICATE (1.0); CONFERENCE CALLS REGARDING SAME (.3); DISCUSSIONS WITH B. GOLDSTEIN REGARDING INDENTURE (.4)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
04/03/02	GDJ	2.40	DISTRIBUTE SERVICE LIST TO B. O'NEILL (.20); REVIEW AND REVISE STIPULATION AND ORDER AND DISTRIBUTE SAME (1.70); REVIEW 8K (.50)
04/04/02	MNF	.40	REVIEW FINAL STIPULATION (.2); REVIEW 8-K AND OTHER DISCLOSURE ISSUES (.2)
04/04/02	DSA	1.80	REVISE 8-K AND DISCUSS SAME (.8); REVISE MINUTES AND DISCUSS SAME (1.0)
04/04/02	BCG	1.70	MEET WITH D. ALLINSON CONCERNING TRUST INDENTURE ACT (.4); VERIFY FILING OF CORRECT 8-K (.2); REDRAFT MINUTES BASED ON CONVERSATIONS WITH D. ALLINSON (1.1)
04/04/02	BFW	.90	REVIEW ADDITIONAL CONFLICT REPORTS.
04/05/02	DSA	.50	DISCUSSIONS REGARDING INDENTURE WITH UAP AND B. GOLDSTEIN (.5)
04/05/02	BCG	1.10	CONVERSATIONS WITH D. ALLINSON REGARDING UAP (0.2); RESEARCH INDENTURES CONCERNING OFFICERS' CERTIFICATES (.3); MARK UP OFFICERS' CERTIFICATE (.6)
04/05/02	GDJ	.70	FOLLOW UP WITH LOCAL COUNSEL ON U.S. TRUSTEE ISSUES REGARDING TRANSFER AND PROCEDURE FOR ORDER
04/05/02	JCP	1.00	TELEPHONE CALL TO CASE ADMINISTRATOR REGARDING FILING CREDITOR MATRIX (.2); DOWNLOAD CREDITOR MATRIX ONTO DISK (.2); DRAFT TRANSMITTAL LETTER TO THE CLERK OF THE COURT (.6).
04/09/02	BCG	.30	CONVERSATION WITH D. ALLINSON REGARDING SHAREHOLDER'S AGREEMENTS (.1); CONVERSATION WITH B. O'NEIL CONCERNING SAME AND OTHER DOCUMENTS PRODUCED (.2)
04/09/02	GDJ	2.30	FOLLOW UP WITH J. BABB AND V. COVER REGARDING SCHEDULES AND SOFAS (.70); DRAFT LATHAM & WATKINS AFFIDAVIT (1.00); FOLLOW UP WITH L. DAVIS REGARDING RETAINER BALANCE AND ACCOUNTS RECEIVABLE SCHEDULE (.60)
04/10/02	MNF	.50	REVIEW AND RESPOND TO E-MAILS REGARDING FIRST DAY PAPERS AND STATUS (.5)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
04/10/02	BCG	2.90	CONVERSATION WITH B. O'NEILL REGARDING TRANSFER OF SHARES (.2); EXAMINE SHAREHOLDER'S AGREEMENT FROM PERSPECTIVE OF SHARE TRANSFER (.9); RESEARCH CHANGE OF CONTROL PROVISIONS IN OTHER FINANCE DOCUMENTS (1.2); CONVERSATION WITH B. O'NEILL IN AFTERNOON REGARDING THE FINANCE DOCUMENTS (.2); CONVERSATION WITH J. BABB CONCERNING THE SAME (.2); TELEPHONE CALLS WITH G. JOSEPHSON (.2)
04/10/02	GDJ	1.40	FOLLOW UP ON STATUS OF TRANSFER ORDER (.40); REVIEW CORRESPONDENCE REGARDING 1ST DAY PLEADINGS, ETC (1.00)
04/10/02	CAR	.40	REVISING AND CIRCULATING DRKW APPLICATION
04/10/02	BFW	.90	EDIT AND REVISE CONFLICTS LIST (.5); PREPARE EMAIL TO DRKW RE ADDITIONAL ENTITIES (.2); PREPARE EMAIL TO L&W INSOLVENCY PARALEGALS RE NEW MATTER ATTORNEY EMAIL CONFLICT RESOLUTION LANGUAGE (.2).
04/11/02	TAB	.10	EMAILS WITH C. RECKLER REGARDING DRESDNER APPLICATION (.1)
04/11/02	BCG	1.20	CONVERSATION WITH G. JOSEPHSON REGARDING INDENTURES (.2); CONVERSATION WITH J. BABB REGARDING UAP SHARES (.2); CONVERSATION WITH B. O'NEILL TO CLARIFY CERTAIN ISSUES RAISED BY HIM ON 4/11 TELEPHONE CALL (.6); RESEARCH COMPANY ORGANIZATIONAL STRUCTURE AND VERIFY RESULTS WITH B. O'NEILL (.2)
04/12/02	MNF	.80	REVIEW RETENTION PLEADINGS (.8)
04/12/02	GDJ	1.40	CONTACT J. BABB TO DISCUSS FILING IN GENERAL AND NEXT STEPS (.80); DISCUSS LISTS AND SCHEDULES WITH J. BABB AND V. COVER (.60)
04/15/02	TAB	2.40	RESPOND TO INQUIRY FROM G. JOSEPHSON RE: MACKAY CONFLICT CHECK (.20); CONTINUE WORK ON UAP RETENTION PLEADINGS INCL. RESEARCH ON RETAINER AND FEE ESTIMATE ISSUE (.90); REVIEW AND REVISE PLEADINGS TO REFLECT SAME (1.30)
04/15/02	MNF	.20	VOICEMAIL WITH JOSEPHSON REGARDING STATUS AND RETENTION PAPERS AND PRELIMINARY REVIEW OF SAME

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
04/15/02	GDJ	.70	DISCUSS RETENTION ISSUES WITH M. FLICS AND T. BARNES
04/15/02	ASB	1.50	HAND DELIVERED LETTER TO THE CHAMBERS OF JUDGE GERBER AT THE USBC-SDNY.FOR MR.. J. PEREIRA.
04/16/02	JCP	2.00	REVIEW COURT DOCKET OF UAP FOR NEW FILINGS (.2); ADD ADDITIONAL PARTIES TO SERVICE LIST (.2); DRAFT AFFIDAVIT OF SERVICE (.8); ORGANIZE AND SERVE OVER 50 PARTIES WITH INITIAL CASE CONFERENCE ORDER, MOTION TO EXTEND TIME TO FILE SCHEDULES AND AFFIDAVIT OF SERVICE (.8).
04/17/02	MNF	.20	TELEPHONE CALL WITH BABB REGARDING STATUS
04/17/02	TAB	3.40	RUN FURTHER CONFLICTS CHECK FOR UAP RETENTION APPLICATION AND REVIEW SAME
04/17/02	GDJ	1.00	DISCUSS CONFLICTS SEARCH ISSUES WITH T. BARNES
04/17/02	CAR	1.20	UAP CONFLICTS CHECK
04/18/02	GDJ	.80	REVIEW ISSUES RELATING TO SCHEDULES WITH V. COVER (.40); PREPARE SECURITIES SEARCH SURVEY (.40)
04/22/02	BCG	.30	CONVERSATION WITH D. ALLINSON (.2); TELEPHONE CALL WITH G. JOSEPHSON (.1)
04/22/02	GDJ	1.60	REVIEW SCHEDULES PREPARED BY V. COVER
04/23/02	MNF	.30	REVIEW RETENTION APPLICANT AND AFFIDAVIT
04/23/02	DSA	1.00	DISCUSSIONS WITH J. BABB AND G. JOSEPHSON REGARDING DIP FINANCING AND RELATED ISSUES (.6); DISCUSSION WITH B. GOLDSTEIN (.3); SEND DISTRIBUTIONS (.1)
04/23/02	GDJ	.90	REVIEW AND REVISE THE LATHAM & WATKINS RETENTION APPLICATION
04/24/02	MNF	.60	CONFERENCE CALL REGARDING CASE STATUS AND STRATEGY WITH CLIENT, ALLINSON AND JOSEPHSON (.5); VOICEMAILS WITH ALLINSON REGARDING SAME (.1)
04/24/02	DSA	.70	CONFERENCE CALL WITH UAP (.5); DISCUSSIONS WITH G. JOSEPHSON AND B. GOLDSTEIN (.2)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
04/24/02	GDJ	2.30	REVIEW AND REVISE LATHAM & WATKINS RETENTION APPLICATION (.60); CONFERENCE CALL WITH COMPANY AND M. FLICS TO DISCUSS NEXT STEPS (.70); CONFERENCE CALL WITH J. BABB AND R. WESTERMAN AT TIMING ISSUES AND GENERAL BANKRUPTCY PROCESS (1.00)
04/24/02	JCP	3.70	DRAFT AFFIDAVIT OF SERVICE OF NOTICE OF ADJOURNMENT OF HEARING (.8); CONVERT CASE CONFERENCE ORDER AND ATTACH TO NOTICE (.3); CONVERT NOTICE TO PDF FORMAT (.4); CONVERT AFFIDAVIT OF SERVICE TO PDF FORMAT (.4); ELECTRONICALLY FILE NOTICE AND CASE CONFERENCE ORDER WITH THE COURT (.6); ELECTRONICALLY FILE AFFIDAVIT OF SERVICE WITH THE COURT (.6); DUPLICATE AND SERVE JUDGE, US TRUSTEE AND PAUL WEISS WITH NOTICE BY FAX AND FEDEX (.6).
04/25/02	MNF	.50	REVIEW ISSUES REGARDING POSSIBLE PLAN AND STRUCTURE (.5)
04/25/02	GDJ	.80	FINALIZE LATHAM & WATKINS APPLICATION AND INTERIM COMPENSATION MOTION (.80)
04/25/02	JCP	1.10	PREPARE PACKAGES OF NOTICE OF ADJOURNMENT AND SERVE ALL PARTIES ON SERVICE LIST BY FIRST CLASS MAIL.
04/26/02	DSA	1.00	DISCUSSIONS WITH MEMBERS OF DEAL TEAM (.3); DRAFT LOAN TERM SHEET (.7)
04/26/02	JCP	1.50	MODIFY NOTICE OF PRESENTMENT OF PROPOSED ORDER ESTABLISHING INTERIM COMPENSATION PROCEDURES (.5); CONVERT NOTICE TO PDF FORMAT (.4); ELECTRONICALLY FILE NOTICE WITH THE COURT (.6).
04/26/02	JCP	.80	DRAFT LETTER TO THE JUDGE AND PREPARE PACKAGE FORWARDING INTERIM COMPENSATION AND ATTORNEY EMPLOYMENT APPLICATION.
04/26/02	JCP	1.00	COMPLETION OF PREPARATION OF PACKAGES AND SERVING MORE THAN 50 PARTIES ON SERVICE LIST WITH NOTICE OF PRESENTMENT AND MOTION FOR INTERIM COMPENSATION ORDER, AND NOTICE OF PRESENTMENT AND APPLICATION FOR ATTORNEY EMPLOYMENT.
04/26/02	JCP	.70	COMMENCE PREPARING PACKAGES OF PLEADINGS TO SERVE MORE THAN 50 PARTIES ON SERVICE LIST.

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
04/29/02	MNF	.30	TELEPHONE CALL WITH J. SAFURSTEIN REGARDING PLAN (.1); TELEPHONE CALL WITH S. GREEN REGARDING STATUS (.1); VOICEMAIL WITH ALLINSON REGARDING STATUS AND NOTE (.1)
04/29/02	DSA	3.30	DISCUSSIONS WITH MEMBERS OF DEAL TEAM (.5); DRAFT NOTE (2.0); ATTENTION TO ISSUES (.5); REVISE MINUTES (.3)
04/29/02	GDJ	1.30	DRAFT SUPPLEMENTAL DISCLOSURE AFFIDAVIT REGARDING UPC ISSUES AND DISCUSS SAME WITH M. FLICS
04/30/02	MNF	.10	E-MAILS REGARDING STATUS (.1)
04/30/02	GDJ	.70	DRAFT SUPPLEMENTAL AFFIDAVIT
05/01/02	DSA	1.20	DISCUSSIONS WITH B. GOLDSTEIN REGARDING DEAL DEVELOPMENTS (.3); REVIEW REVISED MINUTES (.3); REVIEW DRKW ENGAGEMENT LETTER (.3); ATTENTION TO E-MAILS (.1); DISCUSSION WITH UAP (.2)
05/01/02	BCG	1.80	REVISE MINUTES AFTER CONVERSATION WITH D. ALLINSON (.4); EXAMINE ENGAGEMENT LETTER TO DETERMINE WHAT FEES MAY BE OWED UNDER CERTAIN SCENARIOS (.8); CONVERSATION WITH D. ALLINSON CONCERNING FINDINGS (.6)
05/02/02	MNF	.20	TELEPHONE CALL WITH BABB REGARDING STATUS REGARDING CASE (.2)
05/02/02	MNF	.70	VOICEMAIL TO AND FROM BABB REGARDING STATUS (.1); REVIEW PLAN ISSUES AND PREPARATION REGARDING SAME (.2); TELEPHONE CALL WITH SPANGLER, BABB REGARDING POSSIBLE TAHITI TRANSACTION (.3); CONFERENCE WITH G. JOSEPHSON REGARDING TO DO ITEMS (.1)
05/07/02	DSA	1.00	ANALYZE ENGAGEMENT LETTER ISSUES (.2); DISCUSSION WITH B. GOLDSTEIN (.1); DISCUSSION WITH UAP (.2); DISCUSSION WITH WASSERSTEIN (.4); DISCUSSION WITH M. FLICS (.1)
05/07/02	TAB	.10	RESPOND TO INQUIRY REGARDING STATUS OF ABN AMRO/CIGNA
05/07/02	GDJ	1.40	DISCUSS COMMITTEE FORMATION WITH M. FLICS (.30); FOLLOW UP WITH B. O'NEILL REGARDING PROCESS AND PLAN DEVELOPMENT (.40); ADJOURN CASE CONFERENCE AND DRAFT NOTICE (.70)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
05/08/02	MNF	.40	CONFERENCE WITH G. JOSEPHSON REGARDING STATUS; TELEPHONE CALL WITH D. ALLINSON
05/08/02	DSA	3.50	REVIEW ORDERS AND AFFIDAVITS (2.0); DISCUSSIONS WITH G. JOSEPHSON (.3); CONFERENCE CALL WITH UAP (.8); DISCUSSIONS WITH DRKW COUNSEL (.2); ATTENTION TO E-MAIL CORRESPONDENCE (.2)
05/08/02	BCG	1.30	DISCUSS ENGAGEMENT LETTER ISSUES AND OTHER BANKRUPTCY ISSUES WITH D. ALLINSON AND G. JOSEPHSON (.9); RESEARCH EDGAR FILINGS TO DETERMINE UGC STATISTICS (.4)
05/15/02	MNF	1.00	REVIEW SCHEDULES AND CONFERENCE WITH G. JOSEPHSON REGARDING SAME (.5); REVIEW REVISED UGC NOTE AND E-MAILS (.5)
05/16/02	JCP	.30	FAX SUMMARY AND INDIVIDUAL SCHEDULES OF DEBTOR TO U.S. TRUSTEE.
05/20/02	MNF	.10	CONFERENCE WITH G. JOSEPHSON REGARDING STATUS AND PLAN AND VOICEMAIL D. ALLINSON
05/21/02	MNF	.20	CONFERENCE WITH G. JOSEPHSON REGARDING STATUS
05/22/02	JCP	.30	ADD ADDITIONAL PARTIES TO SERVICE LIST AND EMAIL LIST TO B. O'NEILL OF PAUL WEISS.
05/24/02	GDJ	.80	DISCUSS FEE APPLICATION WITH J. MEYER (.30); REVIEW MATERIALS IN CONNECTION THEREWITH (.50)
05/24/02	VAS	1.50	REVIEW MATERIALS E-MAILED BY G. JOSEPHSON; MEETING WITH G. JOSEPHSON; DRAFT ATTORNEY/PARALEGAL FEE SCHEDULE FOLLOWING FORMAT SAMPLE "A" PROVIDED BY G. JOSEPHSON; REFORMAT TRANSFERRED DATA
05/28/02	MNF	.30	TELEPHONE CALL WITH SAFERNSTEIN REGARDING STATUS (.1); TELEPHONE CALL AND CONFERENCE WITH JOSEPHSON REGARDING STATUS CONFERENCE (.2)
05/28/02	VAS	6.20	DRAFT ATTORNEY'S FEES SCHEDULE REGARDING FEE APPLICATION; DRAFT COVER SHEET REGARDING FEE APPLICATION USING FORMAT SAMPLE PROVIDED BY G. JOSEPHSON; DRAFT MONTHLY FEE APPLICATION REGARDING SAME; MEETING WITH G. JOSEPHSON REGARDING SOME ITEMS OF PROFESSIONAL SERVICE FEES SCHEDULE; APPLICATION TO DRAFTS OF G. JOSEPHSON COMMENTS



<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
05/29/02	MNF	.10	TELEPHONE CALL WITH G. JOSEPHSON REGARDING HEARING (.1)
05/29/02	DSA	.50	DISCUSS WITH G. JOSEPHSON REGARDING NEW ISSUES (.4); DISCUSSION WITH UAPC (.1)
05/30/02	DSA	.80	REVIEW SHAREHOLDERS AGREEMENT AND RELATED DOCUMENTS; ANALYZE ISSUES
05/31/02	MNF	.20	VOICEMAILS REGARDING STATUS
06/07/02	DAS	.50	DISCUSSIONS WITH G. JOSEPHSON(.3); ATTENTION TO ISSUES (.2)
06/07/02	GDJ	1.80	UPDATE WORKING GROUP ON TIMING, ETC; (.30); CONFERENCE CALL WITH J. BABB TO DISCUSS TIMING (.50); DISCUSS ACTION STEPS WITH DKW (1.00)
06/11/02	MNF	.10	VOICEMAIL WITH SAFERNSTEIN
06/12/02	GDJ	1.00	REVIEW DILIGENCE REQUEST LIST FROM COMMITTEE (.60); DISCUSS SAME WITH CLIENT AND D. ALLINSON (.40)
06/13/02	MNF	.40	TELEPHONE CALL WITH BABB AND WESTERMAN REGARDING COMMITTEE DOCUMENT REQUEST (.2); E-MAILS REGARDING SAME (.2)
06/13/02	BCG	2.70	COMPILE MATERIALS TO SEND TO AUSTRALIAN COUNSEL (.2); CREATE SUMMARY OF EVENTS TO UPDATE AUSTRALIAN COUNSEL (2.5)
06/14/02	MNF	.10	TELEPHONE CALL WITH R. WESTERMAN REGARDING STATUS
06/17/02	BCG	.50	CALCULATE BONDHOLDER PERCENTAGES AS REQUESTED BY AUSTRALIAN COUNSEL (.5)
06/18/02	DAS	1.30	ATTENTION TO AUSTRALIAN LAW ISSUES (.8); DISCUSSION WITH G. JOSEPHSON REGARDING ISSUES (.2); ANALYZE INDENTURE ISSUES (.3)
06/18/02	BCG	.40	COMPLETE ANALYSIS OF BONDHOLDERS (.4)
06/18/02	GDJ	1.20	DISCUSS AUSTRALIAN SECURITIES ISSUES WITH D. ALLINSON (.40); REVIEW EMAIL CORRESPONDENCE (.30); DISCUSS TIMING ISSUES WITH M. FLICS (.50)
06/20/02	MNF	.40	TELEPHONE CALL WITH J. SAFERNSTEIN REGARDING STATUS (.1); E-MAILS TO AND FROM G. JOSEPHSON REGARDING STATUS OF VARIOUS TO DO ITEM (.2); CONFERENCE WITH JOSEPHSON REGARDING SAME (.1)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
06/21/02	DAS	1.00	ATTENTION TO INDENTURE AND FINANCING ISSUES (.7); DISCUSSIONS WITH B. GOLDSTEIN AND G. JOSEPHSON (.3)
06/24/02	GDJ	.70	ADJOURN HEARING (.30); CONTACT C.C. COUNSEL TO DISCUSS NEXT STEPS AND TIMING (.40)
06/27/02	GDJ	2.30	DRAFT AND FILE SUPPLEMENTAL AFFIDAVIT (1.30); UPDATE M. FLICS ON RETAINERS (.30); UPDATE CLIENT AND M. FLICS ON REVISED DIP PAPERS (.70)
06/28/02	JCP	1.00	CONVERT ATTORNEY'S SUPPLEMENTAL AFFIDAVIT IN SUPPORT OF L&W EMPLOYMENT TO PDF FORMAT (.4); ELECTRONICALLY FILE AFFIDAVIT WITH THE COURT (.6).
07/09/02	BCG	4.50	DISCUSSIONS WITH AUSTRALIAN COUNSEL TECHNOLOGY DEPARTMENT AND DISTRIBUTE INDENTURES MANUALLY (.5); EXAMINE AND MARK-UP LETTER AGREEMENT AND NOTE (1.6); EXAMINE MOTIONS AND COMPARE TO LETTER AGREEMENT (2.4)
07/18/02	GDJ	1.10	CONFERENCE. CALL WITH UAP AND SKADDEN REGARDING PLAN ISSUES
07/19/02	MNF	.20	CONFERENCES WITH G. JOSEPHSON REGARDING STATUS REGARDING DIP/EXCLUSIVITY (.2)
07/25/02	GDJ	.80	PREPARE MONTHLY OPERATING REPORTS (.5); DISCUSS SAME WITH CLIENT (.30)
07/29/02	VAS	4.40	REVIEW ATTORNEY'S FEE SCHEDULE DRAFT; CALCULATE ATTORNEY'S HOURS WORKED IN EACH CATEGORY OF THE SCHEDULE; CALCULATE FEE AMOUNTS AND EXPENSES AMOUNT; RETRIEVE CERTIFICATE SAMPLE; DRAFT CERTIFICATION
08/02/02	GDJ	.50	PREPARE AND FILE OPERATING REPORTS
08/14/02	GDJ	2.70	DRAFT PLAN OF REORG
08/16/02	MNF	.20	CONFERENCE WITH G. JOSEPHSON REGARDING STATUS (.2)
08/19/02	GDJ	1.20	DRAFT FEE STATEMENTS AND SEND OUT SAME (1.2)
08/20/02	GDJ	1.40	RESCHEDULE STATUS CONFERENCE (.2); PREPARE BILLING STATEMENTS FOR JUNE AND JULY PER GUIDELINES (1.2)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
09/03/02	BCG	.50	BEGIN REVIEWING BANKRUPTCY DOCUMENTS
09/03/02	GDJ	1.00	DISCUSS DOCUMENT PRODUCTION ISSUES WITH M. FLICS
09/06/02	GDJ	1.00	PREPARE MATERIALS FOR TRIP TO DENVER AND DISCUSS WITH BABB
09/08/02	GDJ	5.00	TRAVEL TIME TO DENVER
09/09/02	GDJ	13.50	TRAVEL TO NEW YORK (5.5); DUE DILIGENCE AND DOCUMENT REVIEW IN DENVER (8.0)
10/07/02	DSA	.40	DISCUSSIONS WITH G. JOSEPHSON (.2); DISCUSSION WITH B. GOLDSTEIN REGARDING ISSUES AND AUSTRALIAN COUNSEL (.2)
10/08/02	DSA	.10	DISCUSSION WITH B. GOLDSTEIN AND G. JOSEPHSON
10/08/02	BCG	2.00	RESEARCH EDGAR SEC FILINGS REGARDING AUSTRALIAN RISK FACTORS (1.2); CONVERSATIONS WITH G. JOSEPHSON, D. ALLINSON REGARDING MOTION AND ORDER FOR OUTSIDE COUNSEL (.3); BEGIN REVIEW OF SAME (.5)
10/18/02	DSR	1.60	ANALYSIS REGARDING TAX ISSUES; DRAFTED E-MAIL MEMORANDUM TO G. JOSEPHSON; TELEPHONE CONFERENCE WITH D. HENRITZE, D. ABLIN AND L. WATTS
10/18/02	LGW	.80	CONFERENCE WITH D. RAAB; CONFERENCE WITH D. RAAB AND ERNST & YOUNG ACCOUNTANTS; CONFERENCE WITH D. ALLINSON; E-MAIL FROM D. RAAB; E-MAIL FROM D. ALLINSON
10/18/02	JCP	1.90	FAX EMPLOYMENT ORDER AND BAR DATE ORDER TO U.S. TRUSTEE (.2); PREPARE 50 PACKAGES OF PROPOSED ORDERS AND MAIL TO ALL PARTIES ON SERVICE LIST (1.7).
10/21/02	LGW	.40	E-MAIL FROM D. RAAB; E-MAIL FROM D. ALLINSON
10/21/02	JCP	1.70	FAX MOTION TO EXTEND PERIOD TO FILE PLAN TO U.S. TRUSTEE (.2); PREPARE 50 PACKAGES OF EXTENSION MOTION AND MAIL TO ALL PARTIES ON SERVICE LIST (1.5).
10/23/02	DSR	.30	CONFERENCE WITH L. WATTS; CONFERENCE WITH G. JOSEPHSON AND L. WATTS

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
10/23/02	DSA	.80	DISCUSSIONS WITH B. GOLDSTEIN AND G. JOSEPHSON (.5); ATTENTION TO ISSUES AND RESPOND TO EMAILS (.3)
10/23/02	GDJ	4.70	DISCUSS TAX ISSUES INTERNALLY AND WITH CLIENT; REVIEW COMMENTS FROM UGC AND DISCUSS SAME WITH CLIENT; REVISE DOCUMENTS; FILE OPERATING REPORTS
10/23/02	LGW	.70	CONFERENCE WITH D. ALLINSON; E-MAIL FROM G. JOSEPHSON; CONFERENCE WITH D. ALLINSON AND G. JOSEPHSON; CONFERENCE WITH D. HENRITZE
10/30/02	DSA	.40	DISCUSSIONS WITH G. JOSEPHSON (.4)
10/30/02	GDJ	4.70	STATUS CONFERENCE AND MOTIONS IN COURT (2.9); DISCUSS OUTCOME WITH CLIENT (1.0); PREPARE BAR DATE MAILING AND NOTICES (.80)
10/30/02	JCP	1.80	DUPLICATE AND PREPARE 50 PACKAGES CONTAINING BAR DATE NOTICE AND PROOF OF CLAIM FORM AND MAIL TO ALL PARTIES ON SEVICE LIST.
10/31/02	GDJ	2.10	FOLLOW UP WITH NOTICE AGENT REGARDING WSJ (.60); CONFERENCE CALL WITH J. BABB REGARDING PLAN ISSUES AND PUBLIC ISSUES (1.0); REVISE COMMITTEE COMMENTS (.50)
11/01/02	MNF	.50	TELEPHONE CALL WITH D. RAAB REGARDING TAX DISCLOSURE (.2); E-MAILS REGARDING SAME (.3)
11/01/02	DSA	.40	ATTENTION TO ISSUES (.2); DISCUSSION WITH B. GOLDSTEIN (.2)
11/01/02	BCG	.20	CONVERSATIONS WITH G. JOSEPHSON (.2)
11/01/02	GDJ	.70	MEETING WITH B. O'NEILL TO DISCUSS AND REVIEW DOCUMENTS
11/01/02	LGW	1.50	REVIEW KPMG MEMORANDUM; CONFERENCES WITH D. RAAB; E-MAIL TO D. ALLINSON, M. FLICS AND G. JOSEPHSON; E-MAIL FROM D. RAAB; REVIEW TAX DISCLOSURE
11/04/02	DSR	.30	TELEPHONE CONFERENCE WITH J. BABB, D. ALLINSON AND L. WATTS
11/04/02	DSA	.80	CONFERENCE CALL WITH D. RAAB AND J. BABB REGARDING TAX ISSUES (.3); REVIEW KPMG MEMORANDUM AND TAX DISCLOSURE (.5)
11/04/02	BCG	.60	CONVERSATIONS WITH D. ALLINSON AND G.

			JOSPEHSON (.4); REVIEW TAX COMMENTS (.2)
11/04/02	GDJ	1.90	FINALIZE BAR DATE MAILING LIST AND ARRANGE FOR PUBLICATION, NOTICES, ETC.
11/04/02	LGW	.20	CONFERENCE WITH J. BABB, D. ALLINSON AND D. RAAB
11/05/02	DSA	.50	CONFERENCE CALL WITH J. BABB AND G. JOSEPHSON (.3); DISCUSSION WITH G. JOSEPHSON AND RESPOND TO EMAILS (.2)
11/05/02	GDJ	.80	TELEPHONE CONFERENCE WITH M. PERKEL (.40); FOLLOW UP WITH J. PEREINA REGARDING NOTICES OF BAR DATE (.40)
11/05/02	JCP	1.50	SEND OUT ADDITIONAL BAR DATE NOTICES AND PROOF OF CLAIM FORMS TO ADDITIONAL PARTIES TO BE SERVICED.
11/06/02	GDJ	1.00	REVIEW POWER OF ATTORNEY ISSEUS WITH J. BABB (.70); FLOW UP WITH J. PEREIRA REGARDING SERVICE LIST (.30);
11/07/02	DSA	.50	CONFERENCE CALL WITH J. BABB (.3); DISCUSSIONS WITH B. GOLDSTEIN (.2)
11/07/02	BCG	1.40	CONVERSATIONS WITH D. ALLINSON (.3); CONFERENCE CALL WITH G. JOSEPHSON AND J. BABB (.8); REVIEW OF MOTION (.3)
11/07/02	GDJ	.80	DISCUSS OPEN ISSUES WITH J. BABB AND PREPARE LIST (.80)
11/08/02	LAS	6.70	AS PER G. JOSEPHSON PREPARED OCT. MONTHLY BILL AND REVIEWED NUMBERS
11/11/02	GDJ	1.10	DKW SETTLEMENT DISCUSSIONS AND REVIEW STIPULATION (.60); REVIEW OCTOBER FEE STATEMENT (.50);
11/11/02	LAS	7.00	AS PER G. JOSEPHSON, REVISED OCT. BILL AND SENT TO PARTIES; DRAFTED FIRST INTERIM FEE APPLICATION
11/12/02	LAS	7.00	AS PER G. JOSEPHSON, WORKED ON INTERIM FEE APPLICATION AND REVISED OCT BILL
11/13/02	LGW	.60	REVIEW REVISED TERM SHEET; E-MAIL TO D. RAAB
11/13/02	LAS	4.00	AS PER G. JOSEPHSON, WORKED ON INTERIM FEE APPLICATION
11/14/02	LAS	1.80	AS PER G. JOSEPHSON, WORKED ON FEE APPLICATION
11/15/02	LAS	3.60	AS PER G. JOSEPHSON, WORKED ON INTERIM FEE

			APPLICATION
11/18/02	DSA	.20	DISCUSSIONS WITH B. GOLDSTEIN
11/18/02	BCG	.50	CONVERSATIONS WITH D. ALLINSON AND G. JOSEPHSON
11/18/02	GDJ	1.50	DRAFT OPERATING REPORTS AND FORWARD SAME TO CLIENT (1.0); FOLLOW UP WITH BABB AND FLICS REGARDING STATUS OF DEAL WITH BH AND CHAMP
11/18/02	LAS	6.40	AS PER G. JOSEPHSON, WORKED ON INTERIM FEE APPLICATION
11/19/02	GDJ	.70	DRAFT INTERIM FEE APPLICATION AND DISCUSS SAME WITH L. SALCEDO
11/19/02	LAS	6.60	AS PER G. JOSEPHSON, PREPARED EXHIBIT A TO INTERIM FEE APPLICATION
11/20/02	GDJ	.50	DISCUSS PROOF OF CLAIM ISSUES WITH J. BABB (.50)
11/20/02	LAS	1.30	AS PER G. JOSEPHSON, REVIEWED BILLS FOR INTERIM FEE APPLICATION
11/21/02	LGW	.50	E-MAIL FROM G. JOSEPHSON; TAX ANALYSIS; CONFERENCE WITH D. RAAB
11/21/02	LAS	1.10	AS PER G. JOSEPHSON, WORKED ON INTERIM FEE APPLICATION
11/22/02	MNF	.40	E-MAILS REGARDING TAX DISCLOSURE (.4)
11/22/02	DSR	1.10	ANALYSIS REGARDING TAX ISSUES
11/22/02	GDJ	.80	FOLLOW UP WITH UGC ON BAR DATE INFORMATION (.30); EMAILS REGARDING TAX ISSUES AND DISCLOSURES (.50);
11/22/02	LGW	.40	TAX ANALYSIS; E-MAILS FROM D. RAAB; E-MAIL FROM M. FLICS; E-MAIL FROM G. JOSEPHSON; CONFERENCE WITH D. RAAB
11/22/02	LAS	5.50	AS PER G. JOSEPHSON, WORKED ON FEE APPLICATION
11/25/02	GDJ	1.50	TELEPHONE CONFERENCE WITH J. SAFERSTEIN REGARDING ISSUES AND NEXT STEPS (.40); TELEPHONE CONFERENCES WITH CLIENT REGARDING NEXT STEPS (.30); REVISE INTERIM FEE APPLICATION (.80)
11/25/02	LGW	1.00	REVISE TAX DISCLOSURE; CONFERENCE WITH D. RAAB; DISTRIBUTION OF COMMENTS
11/25/02	LAS	1.10	AS PER G. JOSEPHSON, SERVED COPIES OF FEE APPLICATION; PREPARED AFFIDAVIT OF SERVICE

11/26/02	LAS	.20	AS PER G. JOSEPHSON, CHECKED PROOFS AS CLAIMS FILED
11/26/02	LAS	1.40	REVISED FEE APPLICATION
11/27/02	MNF	1.40	REVIEW ISSUES REGARDING REVISED TRANSACTION (.3); REVIEW TAX DISCLOSURE (.4); E-MAILS REGARDING SAME (.2); CONFERENCE WITH JOSEPHSON REGARDING STATUS REGARDING INVESTMENT (.2); CONFERENCE WITH JOSEPHSON AND WATTS (.3)
11/27/02	GDJ	1.80	CONFERENCE. CALL WITH UAP, COMMITTEE AND CHAMP; F/U WITH M FLICS REGARDING SAME
11/27/02	LGW	.30	CONFERENCE WITH M. FLICS AND G. JOSEPHSON; EMAILS
11/27/02	LAS	.40	AS PER G. JOSEPHSON, FILED SEPT. AND OCT. OPERATING REPORT
11/27/02	LAS	.50	AS PER G. JOSEPHSON, FILED MOTION TO EXTEND TIME AND SERVED ON PARTIES
12/02/02	MNF	.10	TELEPHONE CALL WITH ALLINSON REGARDING STATUS
12/02/02	DSA	.20	DISCUSSIONS WITH G. JOSEPHSON AND M. FLICS (.2)
12/02/02	LGW	.80	REVISE TAX DISCLOSURE; CONFERENCE WITH D. RAAB; E-MAILS TO G. JOSEPHSON; E-MAILS FROM G. JOSEPHSON
12/02/02	LAS	.90	AS PER G. JOSEPHSON, PREPARED AFFIDAVIT OF SERVICE; FILED AFFIDAVIT (.6); REVIEWED CLAIMS REGISTRY (.3)
12/03/02	LAS	.20	REVIEWED CLAIM REGISTRY
12/04/02	DSA	1.50	MEETINGS WITH UAP (1); DISCUSSIONS WITH MEMBERS OF LATHAM DEAL TEAM (.3); ANALYZE HSR ISSUES WITH B. PRAGER (.2)
12/04/02	BCG	3.50	MEETING WITH UAP TEAM (2.4); MEET WITH D. ALLINSON REGARDING NEXT STEPS (.5); EXAMINE DOCUMENTS (.6)
12/04/02	LGW	.50	E-MAILS; CONFERENCE WITH D. RAAB; TAX ANALYSIS
12/05/02	DSA	3.00	MEETINGS AT LATHAM WITH UAP AND DEAL PARTIES
12/05/02	BCG	3.60	MEET WITH BONDHOLDERS, CLIENT AND CHAMP AND DISCUSS WITH D. ALLINSON AFTERWARDS (3.6)

12/05/02	GDJ	3.00	MEETING WITH C. COMMITTEE AND DEBTOR AND CHAMP (2.4); CONTACT UNITED STATES TRUSTEE'S OFFICE TO DISCUSS QUARTERLY FEES (.50)
12/05/02	LAS	.30	AS PER G. JOSEPHSON REVIEWED CLAIM REGISTRY
12/09/02	LAS	.20	AS PER G. JOSEPHSON, REVIEWED CLAIM REGISTRY FOR PROOF OF CLAIMS
12/12/02	LAS	4.10	AS PER G. JOSEPHSON, PREPARED NOV. BILL
12/13/02	LAS	1.60	AS PER G. JOSEPHSON, REVIEWED NOV. BILL AND SENT TO PARTIES
12/16/02	LAS	.20	AS PER G. JOSEPHSON, OBTAINED ALL MONTHLY OPERATING REPORTS FILED
12/17/02	LGW	1.50	TAX RESEARCH AND ANALYSIS; CONFERENCES WITH D. RAAB; CONFERENCE WITH D. ALLINSON
12/27/02	GDJ	.60	F/U WITH R. KLYMAN ON BILLING INFORMATION
12/27/02	GDJ	.40	F/U WITH L. SALCEDO ON NEXT STEPS IN COMPILING SERVICE LISTS
12/27/02	DT	1.00	TRAVELED TO ONE BOWLING GREEN. DELIVERED COURTESY COPY TO USBC/ SDNY JUDGE ROBERT GERBER. FOR LESLIE SALCEDO.
12/30/02	LGW	.20	E-MAIL TO D. RAAB; E-MAIL TO D. ALLINSON
12/31/02	GDJ	.60	REVIEW FEE APPLICATION AND PREPARE TO FILE SAME
01/07/03	LAS	1.30	AS PER C. JOSEPHSON, PREPARED DECEMBER BILL
01/08/03	LAS	.30	AS PER C. JOSEPHSON, REVIEWED DECEMBER BILL
01/13/03	GDJ	1.00	UPDATE WITH F. WHEELER ON CLOSING CONDITIONS AND DISCUSS SAME WITH COMMITTEE
01/28/03	LAS	.20	AS PER G. JOSEPHSON, PREPARED DECEMBER 2002 BILL TO BE SENT OUT
01/30/03	LAS	.50	AS PER G. JOSEPHSON, FILED MONTHLY OPERATING REPORT
02/14/03	MNF	2.50	REVIEW FEE APPLICATION AND CONFERENCES WITH G. JOSEPHSON REGARDING SAME
02/14/03	GDJ	1.50	REVIEW FEE APPLICATION AND PREPARE FOR FILING SAME (1.5);
02/14/03	LAS	.60	AS PER G. JOSEPHSON, PREPARED FEE



			APPLICATION FOR FINAL REVIEW
02/18/03	LAS	.20	AS PER G. JOSEPHSON, PREPARED NOTICE OF HEARING REGARDING FEE APPLICATION
02/19/03	MNF	.20	REVIEW FEE APPLICATION (.2)
02/19/03	GDJ	.50	FINALIZE FEE APPLICATION AND DISCUSS SAME WITH M. FLICS (.50);
02/19/03	LAS	.80	AS PER G. JOSEPHSON, FILED AND SERVED FIRST FEE APPLICATION
02/19/03	JM	1.00	TRAVELED TO US BANKRUPTCY COURT.SUBMITTED COURTESY COPY OF NOTICE OF HEARING FOR L.SALCEDO.
02/20/03	LAS	.60	AS PER G. JOSEPHSON, PREPARED JANUARY 2003 BILL (.60)
03/03/03	DSA	.30	REVIEW ASIC FILING; DISCUSSIONS WITH G. JOSEPHSON, B. GOLDSTEIN AND J. BABB
03/06/03	MNF	.30	REVIEW AND SEND E-MAILS REGARDING AUSTRALIA REGULATORY STATUS
03/12/03	LAS	.30	AS PER G. JOSEPHSON, PREPARED AFFIDAVIT OF SERVICE
03/17/03	LAS	.60	AS PER G. JOSEPHSON, FILED AFFIDAVIT OF SERVICE (.30); PREPARED ORDER REGARDING FEE APPLICATION (.30);
03/17/03	JM	1.00	TRAVELED TO US BANKRUPTCY COURT DELIVERED COURTESY COPY FOR L.SALCEDO.
03/18/03	LAS	.90	AS PER G. JOSEPHSON, PREPARED JANUARY AND FEBRUARY MONTHLY BILL (.60); PREPARED REVISED ORDER FOR FEES (.30)

For professional services rendered November 1, 2002 through March 18, 2003.

re: **PLAN ISSUES**

<u>Date</u>	<u>Atty.</u>	<u>Hours</u>	<u>Description</u>
08/09/02	GDJ	.30	REVIEW DTC INVOICES AND DISCUSS SAME WITH CLIENT
08/13/02	GDJ	.30	FOLLOW UP WITH PAUL WEISS REGARDING PLAN PRECEDENT
08/26/02	MNF	.20	TELEPHONE CALL WITH BABB REGARDING STATUS
08/28/02	GDJ	.40	T/CONFERENCE CALL WITH CLIENT REGARDING DOCUMENTS, PLAN, NEXT STEPS. (.40)

09/02/02	GDJ	3.80	DRAFT DISCLOSURE STATEMENT
09/09/02	DSA	.20	DISCUSSIONS WITH B. GOLDSTEIN
09/09/02	BCG	1.10	BEGIN REVIEWING PLAN
09/12/02	GDJ	.20	FOLLOW UP WITH B. GOLDSTEIN REGARDING PLAN AND DISCLOSURE STATEMENT
09/15/02	BCG	1.50	CONTINUE EXAMINING PLAN OF LIQUIDATION; BEGIN EXAMINING DISCLOSURE DOCUMENT
09/20/02	BCG	4.30	REVIEW AND MARK-UP DISCLOSURE STATEMENT
09/24/02	BCG	8.00	REDRAFT DISCLOSURE STATEMENT; DISTRIBUTE FOR COMMENTS
09/24/02	GDJ	.70	DISCUSS PLAN ISSUES WITH B. GOLDSTEIN (.30); REVIEW AUGUST FEES AND BILLING INFORMATION (.30); ADJOURN STATUS CONFERENCE (.10)
09/25/02	BCG	6.20	REDRAFT OF DISCLOSURE STATEMENT; DRAFT PLAN OF REORGANIZATION
09/25/02	GDJ	1.10	DRAFT FEE STATEMENT (.70); DISCUSS PLAN AND DISCLOSURE STATEMENT ISSUES WITH B. GOLSTEIN (.40)
10/01/02	BCG	2.00	CONTINUE TO WORK ON DISCLOSURE STATEMENT
10/02/02	BCG	4.50	COMPLETE FIRST DRAFT OF DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION
10/03/02	DSA	.40	DISCUSSIONS WITH B. GOLDSTEIN (.2); CONFERENCE CALL WITH J. BABB(.2)
10/03/02	BCG	.60	CONVERSATION WITH D. ALLINSON AND J. BABB REGARDING DISCLOSURE STATEMENT
10/04/02	DSA	1.30	REVIEW PLAN OF REORGANIZATION AND DISCLOSURE STATEMENT
10/07/02	BCG	1.00	CONVERSATIONS WITH D. ALLISON; CONVERSATION WITH AUSTRALIAN COUNSEL REGARDING PLAN OF REORGANIZATION
10/10/02	DSA	1.70	DISCUSSIONS WITH B. GOLDSTEIN REGARDING PLAN AND DISCLOSURE STATEMENT (1); ATTENTION TO AUSTRALIAN COUNSEL RETENTION ISSUES AND REVIEW FEE PAPERS (.7)
10/10/02	BCG	2.20	MEET WITH D. ALLINSON REGARDING DISCLOSURE STATEMENT (.8); BEGIN LIST OF OUTSTANDING ITEMS (.4); EXAMINE DIP ORDER AND MOTION AS TAKEN FROM DOCKET (.4); CORRESPOND WITH AUSTRALIAN COUNSEL (.6)
10/11/02	DSA	.60	DISCUSSIONS WITH B. GOLDSTEIN AND

			ATTENTION TO ISSUES REGARDING DISCLOSURE STATEMENT
10/11/02	BCG	4.20	MEET WITH D. ALLINSON (.5); TELEPHONE CALL WITH G. JOSEPHSON (.3); REDRAFT BUSINESS SECTION OF DISCLOSURE STATEMENT AND EMAIL TO J. BABB (1.2); REVISE RISK FACTORS AFTER RESEARCHING EDGAR (1.4); RESEARCH FILINGS (.8)
10/12/02	DSA	5.00	REVIEW AND REVISE PLAN OF LIQUIDATION (4); DISCUSSIONS WITH G. JOSEPHSON REGARDING SAME AND DISCLOSURE STATEMENT (.7); ATTENTION TO ISSUES (.3)
10/12/02	GDJ	4.00	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT
10/13/02	MNF	.20	REVIEW E-MAILS REGARDING PLAN
10/13/02	DSA	2.00	REVIEW AND REVISE PLAN OF LIQUIDATION (1); DISCUSSION WITH G. JOSEPHSON REGARDING SAME (.5); REVIEW DISCLOSURE STATEMENT (.5)
10/13/02	GDJ	3.50	REVIEW AND REVISE DISCLOSURE STATEMENT
10/14/02	MNF	1.00	REVIEW PLAN DRAFT
10/14/02	DSA	4.50	DISCUSSIONS WITH B. GOLDSTEIN (.5); CONFERENCE CALL WITH J. BABB AND AUSTRALIAN COUNSEL (.4); REVIEW AND REVISE DISCLOSURE STATEMENT (3.6)
10/15/02	DSA	1.20	CONFERENCE CALL WITH AUSTRALIAN COUNSEL (.5); DISCUSSIONS WITH B. GOLDSTEIN REGARDING DISCLOSURE ISSUES (.5); REVIEW CHAPTER 11 OVERVIEW DESCRIPTION FOR AUSTRALIAN COUNSEL (.2)
10/15/02	GDJ	3.40	REVISE AND SEND DRAFT PLAN O J. BABB (1.1); FINALIZE OCP MOTION AND FILE SAME (1.3); REVIEW AND REVISE BAR DATE MOTION (1.0)
10/16/02	DSA	4.50	DISCUSSIONS WITH B. GOLDSTEIN REGARDING DISCLOSURE STATEMENT (.5); REVISE DISCLOSURE STATEMENT (4)
10/16/02	BCG	1.20	CORRESPOND WITH AUSTRALIAN COUNSEL AFTER COMPLETING DRAFT OF CHAPTER 11 SUMMARY (.7); UPDATE FIRST PART OF DISCLOSURE STATEMENT (.5)
10/17/02	MNF	.20	VOICEMAILS ALLISON AND RAAB REGARDING DISCLOSURE STATEMENT (.2)
10/17/02	DSR	2.50	REVIEWED DRAFT PLAN OF BANKRUPTCY; ANALYSIS REGARDING TAX ISSUES;

			CONFERENCE WITH D. ALLINSON; CONFERENCE WITH L. WATTS
10/17/02	DSA	6.50	DISCUSSIONS WITH D. RAAB AND L. WATTS REGARDING TAXES AND RESPOND TO EMAILS REGARDING SAME (.6); DISCUSSIONS WITH B. GOLDSTEIN AND G. JOSEPHSON REGARDING DISCLOSURE STATEMENT AND PLAN (1); REVISE DISCLOSURE STATEMENT AND PLAN (3.1); ATTENTION TO RELATED ISSUES (1.8)
10/17/02	BCG	1.00	REVISE DISCLOSURE STATEMENT AND DISTRIBUTE TO M. FLICS
10/17/02	LGW	.90	CONFERENCE WITH D. RAAB; E-MAILS FROM D. ALLINSON; E-MAILS TO D. ALLINSON; REVIEW DISCLOSURE STATEMENT
10/18/02	DSA	10.20	DISCUSSIONS WITH B. GOLDSTEIN (1); DISCUSSIONS WITH L. WATTS AND ATTENTION TO TAX ISSUES (.5); DISCUSSIONS WITH B. GOLDSTEIN AND G. JOSEPHSON REGARDING ISSUES AND DOCUMENTATION (2); PREPARE DISCLOSURE AND REVISE DISCLOSURE STATEMENT (6.7)
10/18/02	BCG	6.50	RESEARCH BANKRUPTCY ISSUES (1.1); DRAFT SECTIONS OF DISCLOSURE STATEMENT (4.2); RESEARCH PUBLIC FILINGS REGARDING AUSTAR UNITED (1.2)
10/18/02	GDJ	3.40	REVISE DISCLOSURE STATEMENT AND PLAN; SEND TO CLIENT AND M. FLICS; DISCUSS TAX ISSUES WITH CLIENT
10/19/02	BCG	2.20	FINALIZE DRAFT OF DISCLOSURE STATEMENT AND DISTRIBUTE
10/21/02	DSR	1.00	REVIEWED REVISED DRAFT DISCLOSURE STATEMENT
10/21/02	DSA	.40	DISCUSSION WITH G. JOSEPHSON (.2); RESPOND TO EMAILS REGARDING TAX AND OTHER DISCLOSURE STATEMENT ISSUES (.2)
10/21/02	GDJ	4.70	FINALIZE DRAFT OF PLAN AND DISCLOSURE STATEMENT (2.0); DISTRIBUTE SAME TO COMMITTEE AND DEBTOR (.80); FILE MOTION FOR OCP EXCLUSIVITY AND BAR DATE
10/22/02	MNF	.20	REVIEW E-MAILS REGARDING PLAN AND DISCLOSURE STATEMENT

10/23/02	BCG	.80	CONVERSATIONS WITH D. ALLINSON AND G. JOSEPHSON REGARDING DISCLOSURE STATEMENT (.6); REVISE DISCLOSURE STATEMENT
10/24/02	MNF	.20	REVIEW E-MAILS REGARDING PLAN AND DISCLOSURE; CONFERENCE WITH G. JOSEPHSON REGARDING SAME
10/24/02	DSA	5.30	DISCUSSIONS WITH B. GOLDSTEIN AND G. JOSEPHSON (1); RESPOND TO EAMILS (.5); ANALYZE SECURITIES LAWS ISSUES (.5); REVISE DISCLOSURE STATEMENT (3.3)
10/24/02	BCG	1.50	MEETING WITH D. ALLINSON AND G. JOSEPHSON; DRAFT ADDITIONAL PORTION OF DISCLOSURE STATEMENT
10/24/02	GDJ	6.30	REVISE PLAN AND DISCLOSURE STATEMENT (4.7); DISCUSS SAME WITH J. BABB AND F. WHEELER (1.3); DISCUSS EXEMPTION ISSUES (.30)
10/25/02	DSA	.50	DISCUSSIONS WITH G. JOSEPHSON (.3); REVISE DISCLOSURE (.2)
10/25/02	GDJ	2.90	DISCUSS ISSUES WITH J. BABB INCLUDING DKW, PLAN ISSUES, RESTRUCTURING STEPS (1.0); RESEARCH SECURITIES EXEMPTION ISSUE FOR HOLDINGS (1.9)
10/28/02	DSA	2.30	DISCUSSIONS WITH B. GOLDSTEIN AND G. JOSEPHSON REGARDING DISCLOSURE STATEMENT (1); REVIEW AND REVISE DISCLOSURE (1.3)
10/28/02	BCG	4.50	EDIT DISCLOSURE STATEMENT TO REFLECT AUSTRALIAN COUNSEL COMMENTS (.3); CONVERSATION WITH D. ALLINSON REGARDING COMMENTS (.8); FINALIZE AND DISTRIBUTE DISCLOSURE STATEMENT (.7)
10/28/02	GDJ	3.60	TELEPHONE CONFERENCE WITH J. BABB REGARDING PLAN (1.0); REVIEW UST OBJECTIONS (.50); DRAFT DKW TERMINATION NOTICE (.50); REVIEW AUSTRALIAN COUNSEL COMMENTS (.6); DISTRICT DISCLOSURE STATEMENT TO UCC (1.0)
10/29/02	GDJ	3.70	PREPARE FOR HEARING (1.7); REVISE FORMS OF ORDER (.40); TELEPHONE CONFERENCE WITH J. BABB REGARDING OPEN ISSUES ON PLAN (.80); REVISE DISCL. STATEMENT PER AUSSIE UPDATE.
10/31/02	MNF	1.00	TELEPHONE CALL WITH D. RAAB REGARDING DISCLOSURE STATEMENT (TAX) (.2); REVIEW AND SEND E-MAIL REGARDING SAME (.3); REVIEW DISCLOSURE STATEMENT DRAFT (.5)
10/31/02	LGW	1.00	REVIEW DISCLOSURE STATEMENT; DRAFT TAX DISCLOSURE

11/01/02	DSR	1.80	TELEPHONE CONFERENCE WITH M. FLICS; REVIEWED KPMG MEMORANDUM REGARDING TAX ISSUES; REVIEWED DRAFT TAX DISCLOSURE
11/01/02	BCG	1.40	EXAMINE MARK UPS RECEIVED (.5); MARK UP DISCLOSURE STATEMENT (.9)
11/04/02	BCG	2.60	DRAFT MOTION FOR DISCLOSURE STATEMENT (1.7); DRAFT NOTICE (.9);
11/05/02	MNF	1.20	REVIEW PLAN AND DISCLOSURE STATEMENT
11/05/02	GDJ	3.10	REVIEW COMMENTS TO DISCLOSURE STATEMENT FROM COMMITTEE (.50); REVISE DISCLOSURE STATEMENT AND PLAN (2.3); COPY DOCUMENTS FOR B. O'NEILL (.30);
11/06/02	MNF	3.00	REVIEW REVISED PLAN DISCLOSURE STATEMENT (1.8); CONFERENCES WITH G. JOSEPHSON REGARDING SAME (.9); REVIEW E- MAIL REGARDING AUSTRALIAN ISSUE AND CONFERENCE WITH G. JOSEPHSON REGARDING SAME (.3)
11/06/02	DSA	6.00	CONFERENCE CALL WITH DEAL TEAM MEMBERS (1); REVIEW AND REVISE DISCLOSURE STATEMENT AND PLAN (4); ATTENTION TO SECURITIES LAWS ISSUES (1)
11/06/02	GDJ	2.60	MEETING WITH M. FLICS TO DISCUSS PLAN AND D.S. (.80); DRAFT D.S. UPDATES AND LIQUIDATION ANALYSIS (1.8)
11/07/02	MNF	1.20	REVIEW PLAN AND DISCLOSURE STATEMENT AND ISSUES REGARDING SAME
11/07/02	BCG	.30	EXAMINE COMMENTS RECEIVED ON DISCLOSURE STATEMENT (.3);
11/07/02	GDJ	1.10	PREPARE TEMPLATE FOR LIQUIDATION ANALYSIS (1.1)
11/08/02	MNF	.30	REVIEW STATUS REGARDING PLAN AND DISCLOSURE STATEMENT AND E-MAILS (.3)
11/08/02	BCG	4.70	REVISE DRAFT OF MOTION FOR DISCLOSURE STATEMENT (.8); DRAFT NOTICE EXHIBIT (.7); DRAFT ORDER FOR DISCLOSURE STATEMENT (1.3); DRAFT BALLOT FOR BONDHOLDERS (.9); DRAFT BALLOT FOR UNSECURED CLOSING (.8)
11/08/02	GDJ	3.70	DRAFT OCTOBER FEE STATEMENT AND DISCUSS SAME WITH L. SALCEDO (1.8); DRAFT AND REVISE DISCLOSURE STATEMENT AND PLAN (2.9)
11/11/02	GDJ	1.70	REVISE MOTION TO APPROVE DISCLOSURE STATEMENT AND BALLOTRY AND DISCUSS SAME WITH B. GOLDSTEIN (1.7)
11/12/02	BCG	3.20	DRAFT AND REDRAFT ALL DISCLOSURE

			STATEMENT RELATED MOTIONS, NOTICES AND ORDER
11/13/02	MNF	1.00	REVIEW PLAN STATUS; POSSIBLE ALTERNATIVE TRANSACTION AND EFFECT ON PLAN
11/15/02	BCG	1.80	FINALIZE ORDERS, MOTIONS, ETC. FOR DISCLOSURE STATEMENTS AFTER CONVERSATIONS WITH G. JOSEPHSON
11/20/02	GDJ	1.80	REVISE PLAN AND DISCLOSURE STATEMENT (1.8)
11/21/02	MNF	.30	REVIEW STATUS REGARDING PLAN, POSSIBLE INVESTMENT
11/21/02	GDJ	4.10	REVIEW FINAL TERM SHEET AND DISCUSS SAME WITH COMMITTEE AND CLIENT (1.0); REVISE PLAN AND DISCLOSURE STATEMENT (3.1)
11/22/02	MNF	.40	REVIEW ISSUES REGARDING POSSIBLE REVISED PLAN (.4)
11/22/02	GDJ	.20	DISCUSS TIMING ISSUES ON DISCLOSURE STATEMENT AND PLAN WITH J. SAFERSTEIN AND CLIENT (.20)
11/25/02	GDJ	2.40	REVISE DRAFT OF DISCLOSURE STATEMENT AND PLAN AND DISTRIBUTE SAME TO J. BABB (2.4);
12/02/02	GDJ	.60	REVIEW AFFIDAVIT OF SERVICE REGARDING EXCLUSION MOTION (.20); TELEPHONE CONFERENCE TO CLIENT AND P. WEISS REGARDING STATUS OF PLANS/DISCLOSURE STATEMENT (.40)
12/03/02	DSA	4.80	REVISE DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION (3); ATTENTION TO ISSUES (1); DISCUSSIONS WITH MEMBERS OF DEAL TEAM (.8)
12/03/02	BCG	4.60	REVIEW OF PLAN (1.1); REVIEW OF DISCLOSURE STATEMENT (1.6); DISCUSSION OF PLAN AND DISCLOSURE STATEMENT WITH D. ALLINSON (.3); REVISE PLAN AND DISCLOSURE STATEMENT (.9) EMAIL CORRESPONDENCE WITH AUSTRALIAN COUNSEL (.7)
12/03/02	GDJ	3.60	DISCUSS PLANS FOR MEETING AND AGENDA; (.30) ARRANGE FOR MEETING TIME AND SPACE (.10); GATHER DOCUMENTS FOR SAME (.30); REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT(2.5); REVISE ASIC LETTER (.40)
12/04/02	GDJ	4.50	MEETING WITH J. BABB AND F. WHEELER TO DISCUSS PLAN AND DISCLOSURE STATEMENT; CONFERENCE CALL WITH AUSTRALIA TO DISCUSS CHAMP DEAL
12/09/02	BCG	5.00	BEGIN REDRAFT OF DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION BASED ON

THURSDAY'S CONVERSATIONS			
12/10/02	MNF	.40	CONFERENCE WITH G. JOSEPHSON REGARDING STATUS (.1); REVIEW ISSUES REGARDING REVISED DISCLOSURE STATEMENT AND PLAN (.3)
12/11/02	BCG	4.80	CONTINUE TO REVISE DISCLOSURE STATEMENT AND PLAN
12/12/02	MNF	1.00	REVIEW DRAFTS OF DOCUMENTS
12/12/02	GDJ	2.70	REVISE PLAN AND D.S.
12/13/02	MNF	.80	REVIEW DRAFT DISCLOSURE STATEMENT
12/13/02	DSA	3.50	DISCUSSIONS WITH G. JOSEPHSON (.3); DISCUSSIONS WITH B. GOLDSTEIN (.3); REVIEW DISCLOSURE STATEMENT BLACKLINE (.7); REVIEW CHAMP PURCHASE AGREEMENT (2.2)
12/13/02	BCG	4.40	TELEPHONE CALLS WITH D. ALLINSON AND G. JOSEPHSON (.4); EXAMINE MARKUPS OF DISCLOSURE STATEMENT AND PLAN (2.6); BEGIN EXAMINATION OF REORGANIZATION AGREEMENT AND MASTER AGREEMENT (1.4)
12/13/02	GDJ	3.00	REVIEW REVISED DRAFT OF PLAN AND DISCLOSURE STATEMENT AND DISCUSS SAME WITH J. BABB (2.0); MEETING INTERNALLY WITH D. ALLINSON TO DISCUSS SAME (1.0)
12/14/02	DSA	6.30	DISCUSSIONS WITH COOLEY (1.5); REVISE REORGANIZATION AGREEMENT (3.8); ATTENTION TO ISSUES (1)
12/15/02	MNF	.50	REVIEW E-MAILS REGARDING PLAN AND RELATED DOCUMENTS (.5)
12/15/02	DSA	7.50	DISCUSSIONS WITH COOLEY (1); DISCUSSIONS WITH LATHAM DEAL TEAM (.5); REVISE REORGANIZATION AGREEMENT (5); REVIEW MASTER AGREEMENT AND OTHER TRANSACTIONAL DOCUMENTS (1)
12/15/02	BCG	5.90	REDRAFT DISCLOSURE STATEMENT
12/16/02	MNF	.30	REVIEW E-MAILS REGARDING TRANSACTION
12/16/02	DSR	1.20	REVIEWED DRAFT PURCHASE AGREEMENT; CONFERENCE WITH L. WATTS
12/16/02	DSA	8.40	DISCUSSIONS WITH MEMBERS OF LATHAM TEAM (.9); REVIEW MASTER AGREEMENT (.5); NEGOTIATE REORGANIZATION AGREEMENT (7)
12/16/02	BCG	9.50	REDRAFT DISCLOSURE STATEMENT AND PLAN (2.5); CONFERENCE CALL WITH ENTIRE TEAM AND CONVERSATIONS; FOLLOW UP AFTERWARDS WITH D. ALLINSON



12/16/02	GDJ	8.90	FOLLOW UP WITH CHAMP REGARDING MOTION PAPERS AND REVIEW AME (2.1); REVISE DISCLOSURE STATEMENT AND PLAN (3.5); REVIEW PREVIOUS OPERATING REPORTS AND DISCUSS SAME WITH UNITED STATES TRUSTEE (.60); DRAFT LETTER TO UNITED STATES TRUSTEE REGARDING SAME (.50); CONFERENCE CALL WITH CHAMP TO DISCUSS DOCUMENTS (1.5); NUMEROUS CALLS WITH J. GILCHREST TO DISCUSS PLAN AND DISCLOSURE STATEMENT (.70)
12/16/02	LGW	2.80	REVIEW REORGANIZATION AGREEMENT; CONFERENCE WITH D. RAAB; CONFERENCES WITH D. ALLINSON; TAX ANALYSIS
12/17/02	MNF	.30	REVIEW E-MAILS REGARDING QUESTIONS/ISSUES REGARDING TRANSACTION
12/17/02	DSR	1.20	REVIEWED REVISED PLAN AND REVISED TAX DISCLOSURE; ANALYSIS REGARDING TAX ISSUE; CONFERENCE WITH L. WATTS
12/17/02	DSA	12.30	DISCUSSIONS WITH UAP (1); REVIEW AND REVISE REORGANIZATION AGREEMENT (2); REVIEW MASTER AGREEMENT AND SHAREHOLDERS AGREEMENT (.5); NEGOTIATE AGREEMENTS WITH CHAMP AND ALL PARTIES CONFERENCE CALL (6); ATTENTION TO ISSUES (1.8); REVIEW DISCLOSURE STATEMENT (1)
12/17/02	BCG	7.10	EXAMINE REVISED VERSION OF THE REORGANIZATION AGREEMENT AND MARK UP SAME (2.6); CONFERENCE CALL TO DISCUSS REORGANIZATION AGREEMENT (4.0); DISCUSS TAX ISSUES WITH D. ALLINSON (.5)
12/17/02	GDJ	6.20	DISCUSS STATUS OF DOCUMENTS WITH CHAMP'S COUNSEL AND D. ALLINSON (1.5); CONFERENCE CALL WITH WORK GROUP TO DISCUSS DOCUMENTS (3.0); REVISE DOCUMENTS AND DISTRIBUTE TO WORKING GROUP (1.7)
12/18/02	MNF	1.40	REVIEW AND RESPOND TO E-MAILS REGARDING TRANSACTION DOCUMENTS (.3); TELEPHONE CALL WITH ALLISON REGARDING QUESTION REGARDING REORGANIZATION AGREEMENT(.2); CONFERENCE WITH JOSEPHSON AND ALLINSON REGARDING PLAN DISCLOSURE STATEMENT (.9)
12/18/02	DSR	1.40	REVIEWED REVISED TRANSACTION DOCUMENTS AND BANKRUPTCY PLAN; CONFERENCE WITH L. WATTS
12/18/02	DSA	10.50	REVIEW AND REVISE REORGANIZATION AGREEMENT (2); REVISE DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION (2); CONFERENCE CALLS WITH CHAMP AND ALL

			PARTIES REGARDING SAME (4); ATTENTION TO ISSUES (1.5); DISCUSSIONS WITH MEMBERS OF LATHAM DEAL TEAM (1)
12/18/02	BCG	6.60	DRAFT FIRST DRAFT OF DISCLOSURE LETTER/SCHEDULES (4.1); HELP REDRAFT DISCLOSURE STATEMENT AND DISTRIBUTE (2.5)
12/18/02	GDJ	7.50	REVIEW AND REVISE DISCLOSURE STATEMENT AND PLAN THROUGHOUT DAY (4.8); DISCUSS SAME WITH M. FLICS (.50); CONFERENCE. CALL WITH WORKING GROUP (1.3); MEETING. WITH TAX GROUP TO DISCUSS ISSUES (.40); DISCUSS BUSINESS DEVELOPMENT RESOLUTIONS WITH B. GOLDSTEIN (.50)
12/18/02	LGW	2.80	REVIEW DRAFTS OF TRANSACTION DOCUMENTS; CONFERENCES WITH D. ALLINSON; CONFERENCES WITH D. RAAB; CONFERENCE WITH D. ALLINSON AND G. JOSEPHSON; CONFERENCE WITH G. JOSEPHSON; CONFERENCE WITH D. ALLINSON AND J. BABB
12/19/02	MNF	1.70	REVIEW MOTION REGARDING DISCLOSURE STATEMENT HEARING, BALLOTS (.6) ; E-MAILS REGARDING CHANGES AND PLAN (.3); TELEPHONE CALL WITH J. BABB REGARDING PLAN ISSUES CHANGES (.3); TELEPHONE CALL WITH ALLINSON REGARDING PLAN AND DISCLOSURE STATEMENT ISSUES AND DRAFTING (.5)
12/19/02	DSR	3.60	REVIEWED REVISED TRANSACTION DOCUMENTS; CONFERENCE WITH L. WATTS; CONFERENCE WITH G. JOSEPHSON, D. ALLINSON AND L. WATTS; TELEPHONE CONFERENCE WITH BUYER'S TAX COUNSEL; CONFERENCE WITH L. WATTS
12/19/02	SS	.10	CONFERENCE WITH G. JOSEPHSON REGARDING NOTICE RULES REGARDING DISCLAIMER STATEMENT HEARING (.1)
12/19/02	DSA	11.40	REVIEW AND MARK-UP REORGANIZATION AGREEMENTS (1.5); REVIEW REVISED MASTER AGREEMENT AND SHAREHOLDERS AGREEMENT (.9); CONFERENCE CALLS REGARDING AGREEMENTS AND DISCLOSURE STATEMENT (5); REVISE PLAN OF REORGANIZATION AND DISCLOSURE STATEMENT (3); ATTENTION TO DISCLOSURE LETTER PREPARATION (1)
12/19/02	BCG	13.70	HELP DRAFT DISCLOSURE STATEMENT AND PLAN (8.1); CONVERSATION ABOUT THE SAME (2.1); MEETING REGARDING DEAL STRUCTURE AND TIMING (2.3); BEGIN REDRAFT OF THE DISCLOSURE SCHEDULES (1.3)
12/19/02	GDJ	9.30	REVIEW REVISED CHAMP DEAL DOCUMENTS

			(1.6); DISCUSS PLAN CHANGES WITH CLIENT & UGC (2.0); DRAFT RESOLUTIONS FOR FILING (1.3); CONFERENCE. CALL WITH WORKING GROUP (2.3); REVISE PLAN & DISCLOSURE STATEMENT (2.1)
12/19/02	LGW	3.50	REVIEW DRAFTS OF TRANSACTION DOCUMENTS; CONFERENCES WITH D. ALLINSON; CONFERENCES WITH D. RAAB; CONFERENCE WITH D. RAAB, G. JOSEPHSON AND D. ALLINSON; CONFERENCE WITH J. PORETSK; CONFERENCE WITH B. GOLDSTEIN
12/20/02	MNF	2.50	REVIEW VARIOUS E-MAILS REGARDING PLAN, DISCLOSURE STATEMENT AND REORGANIZATION AGREEMENT (.5); REVIEW DRAFT OF DOCUMENTS (2.)
12/20/02	DSR	1.80	REVIEWED REVISED TRANSACTION DOCUMENTS; CONFERENCE WITH L. WATTS; CONFERENCE WITH D. ALLINSON
12/20/02	DSA	5.20	CONFERENCE CALLS WITH UAP AND CHAMP (1.3); REVIEW AND MARK-UP REORGANIZATION AGREEMENT (1); REVIEW MASTER AGREEMENT AND SHAREHOLDERS AGREEMENT (.5); REVIEW AND REVISE DISCLOSURE STATEMENT (1); ATTENTION TO DISCLOSURE LETTER (1.4)
12/20/02	BCG	8.10	CONFERENCE CALL WITH J. BABB REGARDING DISCLOSURE LETTER/SCHEDULE (2.5); REDRAFT DISCLOSURE LETTER/SCHEDULE AFTER CONVERSATION (2.5); REDRAFT PLAN AND DISCLOSURE STATEMENT BASED ON COMMENTS FROM ALL PARTIES (2.0); ADDITIONAL CONVERSATIONS WITH GROUP (1.1)
12/20/02	GDJ	9.80	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT, ALONG WITH MOTION PAPERS (7.8); CONFERENCE ALL WITH WORKING GROUPS TO FINALIZE DOCUMENTS (2.0)
12/20/02	LGW	1.50	REVIEW TRANSACTION DOCUMENT DRAFTS; CONFERENCE WITH B. GOLDSTEIN; CONFERENCES WITH D. RAAB; CONFERENCE WITH D. ALLINSON AND D. RAAB
12/20/02	JWW	2.20	TELEPHONE CONFERENCE WITH G. JOSEPHSON REGARDING POSSIBLE PLAN ISSUES REGARDING EQUITY AND NECESSARY LEGAL RESEARCH REGARDING SAME(.2); LEGAL RESEARCH REGARDING SAME (1.8); CONFERENCE WITH G. JOSEPHSON REGARDING RESULTS OF SAME (.2)
12/21/02	GDJ	3.50	FINALIZE DISCLOSURE STATEMENT AND PLAN AND FILE SAME
12/22/02	MNF	.50	REVIEW AND SEND E-MAILS REGARDING PLAN AND DISCLOSURE STATEMENT; FILING AND MOTION

12/23/02	MNF	.50	REVIEW E-MAILS AND MATTERS REGARDING PLAN AND DISCLOSURE STATEMENT
12/23/02	GDJ	3.70	DIST. FINAL DOCUMENTS TO WORKING GROUP (.40); REVIEW AND REVISE MOTION TO APPROVE SAME (3.30)
12/23/02	LAS	1.60	AS PER G. JOSEPHSON, SERVED DISCLOSURE STATEMENT AND PLAN TO PARTIES
12/24/02	MNF	.40	REVIEW PLAN AND DISCLOSURE STATEMENT AND TRANSACTION DOCUMENTS
12/24/02	GDJ	.80	F/U WITH M. PERKIEL ON REVISIONS TO MOTION (.50); CONTACT COURT REGARDING SCHEDULING HEARING (.30)
12/26/02	GDJ	6.50	FINALIZE MOTION TO APPROVE DISCLOSURE STATEMENT, BALLOTS, ETC. (3.5); FILE AND SERVE SAME AND COORDINATE WITH L. SALCEDO (1.3); REVIEW 8-K AND CONTACT CLIENT TO DISCUSS (.70)
12/26/02	LAS	3.10	AS PER G. JOSEPHSON REVIEWED NOTICE, MOTION AND ORDER REGARDING DISCLOSURE STATEMENT (1.2); FILED THE SAME (.30); PREPARED AFFIDAVIT OF SERVICE FOR FILING SAME AND DISCLOSURE STATEMENT (.60); SERVED FILING ON PARTIES (1.0)
12/30/02	LAS	.90	AS PER G. JOSEPHSON, SENT DISCLOSURE STATEMENT AND MOTION TO PARTY (.40); FILED AFFIDAVITS OF SOURCE (.50)
01/02/03	MNF	.50	REVIEW STATUS REGARDING DISCLOSURE STATEMENT, PLAN AND POSSIBLE ISSUES
01/02/03	GDJ	1.20	REVIEW AND REVISE MOTION TO APPROVE DISCLOSURE STATEMENT
01/03/03	GDJ	.70	COORDINATE MOTION SERVICE AND MAILING WITH L. SALCEDO
01/15/03	GDJ	.40	UPDATE BUSINESS DEVELOPMENT ON PLAN/SALE STATUS
01/21/03	MNF	1.20	E-MAILS REGARDING DISCLOSURE STATEMENT HEARING (.3); REVIEW ISSUES AND STATUS REGARDING HEARING AND PEPARARTION FOR SAME (.9)
01/23/03	MNF	2.00	REVIEW PLAN DISCLOSURE STATEMENT AND RELATED DOCUMENTS
01/24/03	MNF	.40	REVIEW MATTERS REGARDING PLAN AND DISCLOSURE STATEMENT
01/26/03	MNF	.40	REVIEW E-MAIL COMMENTS ON PLAN AND

			DISCLOSURE STATEMENT FROM UGC COUNSEL (.4)
01/27/03	MNF	.90	CONFERENCE WITH G. JOSEPHSON REGARDING UGC COMMENTS (.2); REVIEW OGC COMMENTS (.5); REVIEW E-MAILS REGARDING SAME (.2)
01/27/03	DSA	.80	REVIEW CHANGES TO DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION; DISCUSSIONS WITH B. GOLDSTEIN AND G. JOSEPHSON REGARDING SAME
01/27/03	GDJ	3.90	REVIEW REVISED DISCLOSURE STATEMENT AND PLAN AND DISCUSS CHANGES WITH M. FLICS AND CLIENT; WORK WITH B. GOLDSTEIN ON SAME.
01/27/03	BCG	5.70	HELP REDISTRIBUTE UPDATED PLAN AND DISCLOSURE STATEMENT AFTER REVIEWING COMMENTS RECEIVED FROM COUNSEL
01/27/03	LGW	.80	REVIEW COMMENTS TO DISCLOSURE STATEMENT AND PLAN; CONFERENCE WITH D. RAAB
01/28/03	MNF	2.50	REVIEW REVISIONS TO DISCLOSURE STATEMENT (.2); CONFERENCE WITH G. JOSEPHSON REGARDING COMMENTS ON; REVISED PLAN/DISCLOSURE STATEMENT AND PREPARATION FOR HEARING (2.3)
01/28/03	BCG	2.10	FINALIZE DISCLOSURE STATEMENT AND PLAN AFTER CONVERSATIONS WITH MEMBERS OF DEAL TEAM
01/28/03	LGW	.60	REVIEW REVISED DISCLOSURE STATEMENT AND PLAN
01/28/03	LAS	1.60	AS PER G. JOSEPHSON, PREPARED BLACKLINE DISCLOSURE STATEMENT AND PLAN FOR FILING (.60); FILED BLACKLINE DISCLOSURE STATEMENT AND PLAN (.30); PREPARED COPIES FOR M. FLICS (.70)
01/28/03	DT	1.00	TRAVELED TO ONE BOWLING GREEN. DELIVERED COURTESY COPY OF PAPERS TO USBC/SDNY TO JUDGE ROBERT E. GERBER. FOR LESLIE SALCEDO.
01/29/03	MNF	3.30	FOLLOW UP ON TO DO ITEMS REGARDING DISCLOSURE STATEMENT AND CONFIRMATION (.5); PREPARATION FOR DISCLOSURE STATEMENT HEARING (1.); ATTEND HEARING (.8); TRAVEL TO AND FROM (1.)
01/29/03	GDJ	3.40	ATTEND DISCLOSURE STATEMENT HEARING AND PREPARE FOR SAME (2.8); DISCUSS F/U STEPS WITH CLIENT (.60)

01/30/03	GDJ	2.30	FINALIZE DISTRIBUTION PACKAGE FOR SOLICITATION AND DISCUSS PROCEDURES WITH L. SALCEDO (1.3); REVISE AND CLEAN UP PLAN AND DISCLOSURE STATEMENT (1.0)
01/30/03	BCG	.80	FINALIZE DISCLOSURE STATEMENT AND PLAN
01/31/03	GDJ	1.90	COORDINATE WITH L. SALCEDO FOR MAILING DISCLOSURE STATEMENT AND PLAN; GET INFORMATION FOR DTC LIST FROM J. BABB.
01/31/03	LAS	3.20	AS PER G. JOSEPHSON, PREPARED LIST OF SERVICE (2.2); PREPARED DISCLOSURE STATEMENT AND PLAN FOR COPYING (1.0)
02/03/03	GDJ	4.00	COORDINATE MAILING WITH L. SALCEDO (1.6); COMPILE MATERIALS (.90); GATHER PARTICIPANTS AND CONTACT DTC (1.50)
02/03/03	LAS	3.90	AS PER G. JOSEPHSON, PREPARED AND MAILED DISCLOSURE STATEMENT WITH BALLOTS TO PARTIES
02/04/03	GDJ	2.00	CONFERENCE HEARING STATUS; REVIEW PLEADINGS
02/05/03	GDJ	1.00	FORWARD PLAN DOCUMENTS TO N. SCHIMMEL IN DC
02/05/03	LAS	.90	AS PER G. JOSEPHSON, SPOKE WITH ADP REGARDING DISCLOSURE STATEMENT AND PLAN (.30); PREPARED E-MAIL VERSION OF SAME (.30); PREPARED ADN FILED AFFIDAVIT OF SERVICE (.30)
02/06/03	MNF	.50	REVIEW TO DO ITEMS REGARDING CONFIRMATION, TIMING ISSUES, PREAPRE FOR HEARING
02/07/03	GDJ	1.20	DISCUSS PROCEDURES WITH L. SALCEDO FOR MAILING EXTRA DOCUMENTS REGARDING SOLICITATION (.50); DRAFT CONFERENCE BRIEF (.70)
02/10/03	LAS	2.00	AS PER G. JOSEPHSON, PREPARED COPIES OF PLAN, DISCLOSURE STATEMENT, LETTER, NOTICE AND BALLOTS FOR ADP
02/11/03	MNF	.10	CONFERENCE WITH G. JOSEPHSON REGARDING CONFIRMATION PREPARATION
02/11/03	LAS	.40	AS PER G. JOSEPHSON, PREPARED PACKAGES OF DISCLOSURE STATEMENT, LETTER, AND BALLOT FOR STATE STREET
02/14/03	GDJ	2.00	DRAFT CONFERENCE BRIEF (2.0)
02/19/03	GDJ	2.30	DRAFT CONFIRMATION BRIEF (2.3)

02/20/03	GDJ	3.60	TELEPHONE CONFERENCE WITH NUMEROUS BROKER DEALERS REGARDING BALLOTING INFORMATION (2.0); DRAFT CONFERENCE BRIEF (1.6)
02/20/03	LAS	.50	SENT OUT PACKAGES OF DS (.5)
02/21/03	MNF	.50	REVIEW CONFIRMATION MATTERS
02/21/03	GDJ	1.50	FOLLOW UP WITH VARIOUS CREDITORS REGARDING RECEIPT OF BALLOTS
02/21/03	LAS	.60	AS PER G. JOSEPHSON, PREPARED PACKAGES OF DS TO BE SENT TO VARIOUS PARTIES
02/24/03	GDJ	1.00	FOLLOW UP WITH VARIOUS BH REGARDING DEADLINES AND MATERIALS FOR VOTING
02/26/03	GDJ	1.00	FOLLOW UP WITH VARIOUS BH REGARDING BALLOTING
02/27/03	MNF	.50	REVIEW STATUS REGARDING PLAN, DISCLOSURE STATEMENT AND CONFERENCE HEARING
02/28/03	GDJ	1.70	REVIEW CORRESPONDENCE REGARDING CHAMP DEAL (1.0); NUMEROUS TELEPHONE CONFERENCES WITH BH REGARDING BALLOTS (.70)
03/03/03	MNF	.30	E-MAILS AND CONFERENCE WITH G. JOSEPHSON REGARDING CONFIRMATION MATTERS
03/03/03	GDJ	3.00	REVIEW BALLOTS AND ADVISE CLIENT REGARDING SAME (1.2); DISCUSS HEARING LOGISTICS WITH M. FLICHS (.30); TELEPHONE CONFERENCE WITH COMMITTEE REGARDING VOTING (.50); DISCUSS AUSTRALIA OBJECTION WITH CLIENT AND UST AND REVIEW DOCUMENTS
03/03/03	BCG	.50	CONFERENCE CALL WITH DEAL TEAM; READ COMPLAINT FILED IN AUSTRALIA
03/04/03	GDJ	2.50	FINALIZE VOTING RESULTS (.50); NUMEROUS TELEPHONE CONFERENCES WITH CLIENT, COMMITTEE AND CHAMP
03/06/03	GDJ	2.60	DISCUSS CONFERENCE HEARING ISSUES WITH DEBTOR AND UCC (.60); PREPARE FORM OF ORDER (.70); DRAFT CONFIRMATION BRIEF (1.30)
03/06/03	LAS	.40	AS PER G. JOSEPHSON, OBTAINED SAMPLES OF VOTING CERTIFICATES
03/07/03	MNF	1.80	E-MAILS REGARDING STATUS; REVIEW CONFIRMATION MATTER
03/07/03	GDJ	4.00	DRAFT CONFIRMATION BRIEF (3.0); FOLLOW UP

			WITH L. SALCEDO REGARDING VOTING RESULTS (.30); PREPARE CERTIFICATION (.70)
03/08/03	MNF	1.00	REVIEW DRAFT CONFIRMATION BRIEF AND E-MAILS REGARDING SAME
03/09/03	MNF	2.20	COMPLETE REVIEW OF DRAFT CONFIRMATION BRIEF AND REVIEW DRAFT CONFIRMATION AND RIDER (1.5); E-MAILS TO AND FROM G. JOSEPHSON REGARDING SAME (.5)
03/10/03	MNF	1.40	CONFERENCE WITH G. JOSEPHSON REGARDING CONFIRMATION ISSUES (.2); FURTHER REVIEW OF DOCUMENTS, ISSUES REGARDING CONFIRMATION (1.2)
03/10/03	GDJ	3.60	DRAFT AND REVISE CONFIRMATION ORDER AND BRIEF (2.6); DISCUSS CHARTER AMENDMENT WITH F. WHEELER AND J. BABB
03/10/03	LAS	.30	AS PER G. JOSEPHSON, FILED CERTIFICATION OF BALLOTS
03/11/03	GDJ	2.00	FOLLOW UP WITH L. SALCEDO ON FILING VOTING AFFIDAVIT (.40); REVIEW AND REVISE CONFIRMATION BRIEF AND ORDER
03/12/03	MNF	.90	REVIEW SECTIONS OF CONFIRMATION BRIEF AND COMMENTS REGARDING CONFIRMATION ORDER
03/12/03	GDJ	3.50	REVIEW CONFIRMATION ORDER PER COMMITTEE COMMENTS AND RE-CIRCULATE SAME (1.5); REVIEW CHAP COMMENTS AND INCORPORATE INTO DOCUMENTS (1.0); REVISE CONFIRMATION BRIEF (1.0)
03/13/03	MNF	1.50	REVIEW REVISED PLAN AND DISCLOSURE STATEMENT (1.); TELEPHONE CALLS AND E-MAILS WITH G. JOSEPHSON REGARDING SAME (.3); REVIEW E-MAILS REGARDING AUSTRALIA STATUS (.2)
03/14/03	GDJ	3.00	FINALIZE CONFIRMATION BRIEF AND FORM OF ORDER (2.3); TELEPHONE CONFERENCE L. SALCEDO TO DISCUSS FILING ISSUES REGARDING SAME (.70)
03/14/03	LAS	.40	AS PER G. JOSEPHSON, REVISED MEMORANDUM OF LAW
03/17/03	MNF	2.00	CONFERENCES WITH G. JOSEPHSON REGARDING CONFIRMATION PREPARATION (.5); REVIEW DOCUMENTS IN PREPARATION FOR CONFIRMATION HEARING (1.5)
03/17/03	GDJ	7.60	PREPARE FOR CONFIRMATION HEARING INCLUDING FILES, DOCUMENTS AND TELEPHONE CALL. (3.1); DRAFT PROFFER (2.2); FINALIZE CONFIRMATION ORDER AND FILE SAME (1.3);



03/17/03	LAS	1.00	MEETING WITH CLIENT TO DISCUSS HEARING ISSUES  AS PER G. JOSEPHSON, PREPARED LETTER TO JUDGE REGARDING PROPOSED ORDER, SENT SAME TO CREDITORS COMMITTEE AND UST (.40); PREPARED DOCUMENTS FOR HEARING (.30); PREPARED AND FILED DECLARATION OF J.B. (.30)
03/18/03	MNF	2.10	PREPARE FOR CONFIRMATION HEARING (.5); IN COURT FOR HEARING (1.); RETURN FROM COURT (.6)
03/18/03	GDJ	2.70	ATTEND CONFIRMATION HEARING AND PREPARE FOR SAME (2.2); FINALIZE ORDERS FOR HEARING (.50)

For professional services rendered from March 29, 2002 through October 31, 2002.  
re: **GENERAL CASE ADMINISTRATION**

For professional services rendered from March 29, 2002 through October 31, 2002  
re: **MOTIONS AND GENERAL LITIGATION**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
03/30/02	TAB	.60	CONTINUE WORK ON DRESDNER KLEINWORT PLEADINGS, EMAILS REGARDING SAME (.6)
04/01/02	CAR	6.50	DRAFTING DRKW RETENTION MOTION; CORRESPONDENCE WITH T. BARNES, J. BOSSACO
04/04/02	GDJ	2.90	DRAFT FIRST DAY MOTIONS FOR EXTENDING TIME TO FILE LISTS AND SCHEDULES; RETENTION APPLICATION AND INTERIM COMPENSATION PROCEDURES
04/12/02	TAB	2.10	REVIEW AND REVISE UAP RETENTION PLEADINGS (1.80); ATTENTION TO EMAILS AND PHONE CALLS REGARDING SAME (.30)
04/15/02	JCP	2.80	TELEPHONE CALL TO CASE ADMINISTRATOR REGARDING UAP (.2); TELEPHONE CALL TO JUDGE GERBER'S CHAMBERS REGARDING UAP (.2); DRAFT LETTER TO JUDGE'S LAW CLERK REGARDING MOTION AND ORDERS (.6); DOWNLOAD INITIAL CASE CONFERENCE ORDER AND BRIDGE ORDER ONTO DISK (.4); CONVERT MOTION TO EXTEND TIME TO FILE SCHEDULES

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
			TO PDF FORMAT (.4); ELECTRONICALLY FILE MOTION WITH THE COURT (.6); SERVE MOTION AND PROPOSED ORDERS ON JUDGE AND U.S. TRUSTEE (.4).
04/26/02	JCP	1.50	MODIFY MOTION TO ESTABLISH INTERIM COMPENSATION PROCEDURES (.5); CONVERT MOTION TO PDF FORMAT (.4); ELECTRONICALLY FILE MOTION WITH THE COURT (.6).
04/26/02	JCP	1.50	MODIFY NOTICE OF PRESENTMENT OF PROPOSED ORDER TO EMPLOY L&W AS ATTORNEYS (.5); CONVERT NOTICE TO PDF FORMAT (.4); ELECTRONICALLY FILE NOTICE WITH THE COURT (.6).
04/26/02	JCP	1.50	MODIFY APPLICATION AUTHORIZING EMPLOYMENT OF L&W AS ATTORNEYS (.5); CONVERT APPLICATION TO PDF FORMAT (.4); ELECTRONICALLY FILE APPLICATION WITH THE COURT (.6).
05/02/02	GDJ	1.00	DRAFT SUPPLEMENTAL DISCLOSURE FOR LATHAM & WATKINS RETENTION (.70); FORWARD SAME TO S. SMITH AND CLIENT FOR REVIEW (.30)
05/08/02	GDJ	2.10	FOLLOW UP WITH CLIENT ON DKW ISSUES AND RETENTION APPLICATION (.80); REVIEW APPLICATION (.70); DISCUSS SUPPLEMENTAL DISCLOSURE ISSUES WITH B. EDWARDS (.30); DISCUSS UPC ISSUES (.30)
05/09/02	DSA	.40	DISCUSSIONS WITH DEBEVOISE & PLIMPTON REGARDING ORDERS (.3); DISCUSSION WITH J. BABB REGARDING SAME (.1)
05/09/02	GDJ	.90	DRAFT RETENTION ORDER AND INTERIM COMPENSATION ORDER (.60); PRESENT SAME TO COURT (.30); DISCUSS DISTRIBUTION WITH J. PEREIRA
05/09/02	JCP	1.20	CONVERT NOTICE OF ADJOURNED HEARING TO PDF FORMAT (.4); ELECTRONICALLY FILE NOTICE WITH THE COURT (.6); FAX NOTICE TO U.S. TRUSTEE'S OFFICE (.2).
05/09/02	JCP	1.00	DOWNLOAD PROPOSED ORDER TO ESTABLISH PROCEDURES FOR INTERIM MONTHLY COMPENSATION OF PROFESSIONALS, AND PROPOSED ORDER AUTHORIZING RETENTION OF L&W AS ATTORNEYS FOR DEBTOR, ON TO DISK (.2); DRAFT LETTER TO THE LAW CLERK OF THE JUDGE (.6); PREPARE PACKAGE OF PROPOSED

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
			ORDERS AND SEND TO JUDGE GERBER FOR SIGNING (.2).
05/10/02	GDJ	1.50	DRAFT SCHEDULES (1.50)
05/15/02	GDJ	3.60	COMPLETE SCHEDULES AND FILE SAME
07/01/02	GDJ	4.10	DRAFT EXCLUSIVITY MOTION AND ORDER (2.2); DISCUSS SAME VIA FAX AND PHONE WITH M. FLICS.; DRAFT DIP MOTION (1.9)
10/08/02	GDJ	1.00	DISCUSS OCP MOTION WITH B. GOLDSTEIN (.60); REV FORM OF MOTION (.50)
10/09/02	DSA	.30	REVIEW MOTION AND ORDER FOR ORDINARY COURSE PROFESSIONAL FEES
10/09/02	BCG	2.60	MARK UP ORDER AND MOTION REGARDING FEES FOR PROFESSIONALS (1.1); CONVERSATIONS WITH G. JOSEPHSON REGARDING SAME (.3); PROOFREAD AND REVISE ORDER AND MOTION (1.2)
10/09/02	GDJ	1.60	DISCUSS BAR DATE MOTION WITH B. GOLDSTEIN (.80); REVIEW AND REVISE OCP MOTION (.80)
10/10/02	GDJ	1.00	FINALIZE OCP MOTIONS WITH M. FLICS; REVISE SAME
10/14/02	BCG	5.40	DRAFT BAR DATE MOTION, BAR DATE ORDER AND BAR DATE NOTICE (4.2); CONVERSATIONS WITH D. ALLINSON, J. BABB AND AUSTRALIAN COUNSEL (1.2)
10/14/02	GDJ	1.00	DISCUSS NOTICE BY PUBLICATION ISSUES AND PRICE OUT THE SAME; REVIEW BAR DATE MOTION AND DISCUSS WITH B. GOLDSTEIN
10/15/02	BCG	3.80	FINALIZE BAR DATE MOTION, ORDER AND NOTICE AFTER TALK WITH G. JOSEPHSON (1.2); CONFERENCE CALL WITH AUSTRALIAN COUNSEL REGARDING UAP (1.1); RESEARCH AND DRAFT OVERVIEW OF CHAPTER 11 (1.5)
10/16/02	MNF	.70	TELEPHONE CALL WITH J. BABB REGARDING PLAN (.2); REVIEW BAR DATE MOTION AND TELEPHONE CALL WITH G. JOSEPHSON; E-MAIL REGARDING SAME (.5)
10/16/02	GDJ	1.20	REVIEW COMMENTS TO VARIOUS MOTIONS AND DISCUSS SAME WITH M. FLICS (1.0); DISCUSS WSJ PUBLICATION ISSUES (.20)

For professional services rendered from March 29, 2002 through October 31, 2002.  
 re: **REPRESENTING DEBTOR IN COURT**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
04/17/02	SNL	1.20	TRAVELED TO USBC.HAND DELIVERED LETTER TO JUDGE GERBER.FOR J. PEREIRA.
04/25/02	GDJ	2.60	HEARING TO EXTEND TIME TO FILE LISTS AND SCHEDULES (1.80); FINALIZE L&W APP. & COMP. MOTION (.80).
05/09/02	SNL	1.00	TRAVELED TO USBC-SDNY .HAND DELIVERED LETTER ADDRESSED TO THE LAW CLERK OF JUDGE GERBER. FOR J. PEREIRA.
07/09/02	GDJ	4.10	ATTEND UAP STATUS CONFERENCE (2.6); REPORT ON SAME TO CLIENT AND ON OTHER ISSUES (.50) ;CONFERENCE CALL WITH M. FLICS TO DISCUSS DIP (1.0)
07/23/02	GDJ	1.70	EXCLUSIVITY HEARING.

For professional services rendered from March 29, 2002 through October 31, 2002..  
 re: **DIP FINANCING**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
4/10/02	TAB	1.20	DISCUSS DIP FINANCING DOCUMENTATION AND REVIEW PRECEDENT
05/01/02	MNF	.10	TELEPHONE CALL WITH D. ALLINSON REGARDING STATUS REGARDING UGC NOTE; POSSIBLE CONFERENCE CALL (.1)
05/07/02	MNF	.60	TELEPHONE CALL WITH D. ALLINSON REGARDING DIP FINANCING, DKW RETENTION (.1); REVIEW VOICEMAILS AND E-MAILS REGARDING DKW RETENTION; TELEPHONE CALL WITH SAFERSTEIN (.1); E-MAILS REGARDING SAME (.1); CONFERENCE WITH G. JOSEPHSON REGARDING PLAN, TO DO ITEM (.1)
05/13/02	DSA	4.00	REVIEW AND MARK LOAN AGREEMENT AND NOTE; DISCUSSIONS WITH MEMBERS OF DEAL TEAM
05/13/02	GDJ	1.80	REVIEW LOAN AGREEMENT (.50); REVISE SCHEDULES (1.30)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
05/14/02	MNF	1.00	REVIEW DRAFT UGC NOTE AND SCHEDULES AND E-MAILS REGARDING SAME (1.)
05/14/02	DSA	2.80	DISCUSSIONS WITH DEAL TEAM (.3); REVISE LETTER AGREEMENT AND NOTE (1.5); ATTENTION TO ENGAGEMENT LETTER AND GUARANTY ISSUES (.3); SEND DISTRIBUTIONS AND RESPOND BY E-MAILS (.3); REVIEW SDNY GUIDELINES FOR FINANCIAL REQUESTS (.4)
05/14/02	GDJ	2.10	REVISE SCHEDULES PER M. FLICS COMMENTS (1.30); REVIEW COMMENTS TO LOAN AGREEMENT (.30); CONFORM LOAN AGREEMENT TO SDNY GUIDELINES (.50)
05/15/02	DSA	.50	DISCUSSIONS WITH G. JOSEPHSON (.3); REVISE LOAN AGREEMENT (.2)
05/16/02	MNF	.20	TELEPHONE CALL WITH D. ALLINSON REGARDING UGC NOTE
05/16/02	DSA	1.00	DISCUSSIONS WITH J. BABB (.3); DISCUSSIONS WITH M. FLICS (.2); REVISE LETTER AGREEMENT AND SEND DISTRIBUTIONS (.5)
05/17/02	DSA	.70	NEGOTIATION WITH UGC COUNSEL REGARDING LETTER AGREEMENT (.5); DISCUSSION WITH J. BABB REGARDING OUTSTANDING ISSUES (.2)
05/29/02	GDJ	3.90	CASE CONFERENCE APPEARANCE IN COURT (2.50); FOLLOW UP WITH D. ALLINSON REGARDING SHAREHOLDERS AGREEMENT ISSUES (1.00); DISCUSS FEE APPLICATION WITH V. SILVA-MINN (.40)
06/05/02	MNF	.20	REVIEW LOAN AGREEMENT ISSUES (.2)
06/05/02	DAS	1.30	REVIEW AND REVISE LOAN AGREEMENT AND NOTE
06/06/02	MNF	.50	REVIEW DRAFT LOAN AGREEMENT REGARDING UGC AND E-MAIL REGARDING SAME (.5)
06/06/02	DAS	2.00	REVIEW REVISED LOAN AGREEMENT AND NEGOTIATE THE SAME (1.5); DISCUSSIONS WITH J. BABB REGARDING LOAN AGREEMENT AND OTHER ISSUES (.3); DISCUSSIONS WITH G. JOSEPHSON (.2)
06/07/02	MNF	.40	VOICEMAILS WITH ALLINSON REGARDING LOAN AGREEMENT (.2); E-MAILS REGARDING LOAN AGREEMENT (.2)
06/10/02	MNF	1.10	CONFERENCE WITH G. JOSEPHSON AND D.

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
			ALLINSON REGARDING STATUS, ISSUES (.3); CONFERENCE CALLS WITH BABB, WESTON, ALLINSON AND JOSEPHSON; REVIEW E-MAILS REGARDING STATUS (.3)
06/10/02	DAS	3.40	REVIEW REVISED LOAN AGREEMENT AND TRANSACTION TIMELINE (.5); CONFERENCE CALL WITH UAP AND MEETING WITH M. FLICS (1); NEGOTIATE LOAN AGREEMENT WITH UGC COUNSEL AND DISCUSSION OF PROCESS (1); DISCUSSIONS WITH J. BABB (.2); DISCUSSIONS WITH G. JOSEPHSON (.2); REVIEW BOARD MATERIAL (.3); ATTENTION TO ISSUES (.2)
06/10/02	GDJ	1.30	CONFERENCE CALL WITH BABB AND L&W TEAM (1.00); REVIEW TIMING WITH M. FLICS (.30)
06/10/02	GDJ	3.40	DRAFT DIP MOTION
06/11/02	DAS	2.00	REVIEW AND REVISE DIP MOTION (1); DISCUSSIONS WITH B. GOLDSTIEN (.4); DISCUSSIONS WITH J. BAAB (.2); DISCUSSIONS WITH UGC COUNSEL (.2); ATTENTION TO DEAL ISSUES (.2)
06/11/02	BCG	3.30	CONVERSATION WITH D. ALLINSON (.3); EXAMINE ALL FINANCE DOCUMENTS TO DETERMINE CONSEQUENCE OF AMENDING SHAREHOLDER'S AGREEMENT AND/OR CHANGE IN CONTROL (2.5); CONVERSATIONS REGARDING FINDINGS (.5)
06/12/02	DAS	1.00	DISCUSSIONS WITH UGC COUNSEL (.2); DISCUSSIONS WITH G. JOSEPHSON REGARDING ISSUES (.2); DISCUSSIONS WITH DRKW COUNSEL (.2); DISCUSSION WITH AUSTRALIAN COUNSEL REGARDING ISSUES (.4)
06/13/02	DAS	1.50	DISCUSSIONS WITH M. FLICS REGARDING ISSUES (.2); DISCUSSIONS WITH B. GOLDSTEIN REGARDING INFORMATION FOR AUSTRALIAN COUNSEL (.2); REVISED INFORMATION FOR AUSTRALIAN COUNSEL (1.1)
06/13/02	GDJ	.30	DISCUSS DOCUMENT REQUEST LIST WITH M. FLICS (.30); REVIEW AND REVISE DIP PAPERS AND SEND SAME TO J. BABB FOR REVIEW (1.8); DISCUSS SAME WITH J. BABB (.50).
06/17/02	DAS	1.00	DISCUSSIONS WITH AUSTRALIAN COUNSEL REGARDING TAKEOVER REGULATION ISSUES (.9); DISCUSSION WITH B. GOLDSTEIN (.1)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
06/19/02	MNF	.20	REVIEW STATUS REGARDING DIP PLAN; DOCUMENT REQUEST
06/19/02	GDJ	.50	UPDATE M. FLICS ON ISSUES OF TIMING ON DIP, EXCLUSIVITY, ETC (.50)
06/28/02	MNF	.50	REVIEW DIP PROVISIONS AND E-MAIL REGARDING SAME (.5)
06/28/02	GDJ	1.30	REVIEW LATEST DRAFTS OF DIP PAPERS (.50); DISCUSS SAME WITH M. FLICS AND J. BABB (.60); SEND SAME TO UGC COUNSEL (.20)
07/01/02	MNF	1.20	E-MAILS REGARDING DIP MOTION PAPERS (.5); REVIEW AND REVISE EXCLUSIVE MOTION PAPERS (.5); TELEPHONE CALLS, VOICEMAILS WITH G. JOSEPHSON REGARDING SAME (.2)
07/01/02	DSA	1.80	REVIEW ORDERS AND MOTIONS (.7); DISCUSSIONS WITH G. JOSEPHSON (.5); CONFERENCE CALL WITH UGC COUNSEL REGARDING LOAN AND ORDER (.3); DISCUSSIONS WITH J. BABB (.3)
07/02/02	MNF	2.10	REVIEW AND REVISE DRAFTS OF LOAN AGREEMENT AND REVIEW E-MAILS REGARDING SAME (1.8); TELEPHONE CALL WITH G. JOSEPHSON REGARDING SAME (.3)
07/02/02	DSA	1.30	REVIEW REVISED MOTION, ORDER AND LOAN AGREEMENT (.8); DISCUSSIONS WITH G. JOSEPHSON (.5)
07/02/02	GDJ	4.80	DRAFT DIP MOTION AND ORDER
07/08/02	MNF	1.60	REVIEW REVISED MOTION, LOAN AGREEMENT AND ORDER (1.5); VOICEMAILS REGARDING COMMENTS (.1)
07/08/02	DSA	1.00	ATTENTION TO DIP FINANCING ISSUES (.5); DISCUSSIONS WITH G. JOSEPHSON (.3); ATTENTION TO INDENTURE AND CORPORATE RESOLUTION QUESTIONS (.2)
07/09/02	DSA	5.50	CONFERENCE CALL WITH M. FLICS AND G. JOSEPHSON (.5); REVIEW AND REVISE LETTER AGREEMENT, MOTION AND ORDER REGARDING DIP FINANCING (2.5); DISCUSSIONS WITH UGC COUNSEL AND G. JOSEPHSON (1.5); ATTENTION TO AUSTRALIAN LAW ISSUES (.5); SEND DISTRIBUTIONS AND EMAILS (.5)
07/10/02	DSA	2.30	DISCUSSIONS WITH J. BABB REGARDING FINANCING AND AUSTRALIAN COUNSEL (.3);

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
			REVIEW AND REVISE LETTER AGREEMENT, MOTION AND ORDER REGARDING FINANCING (.5); DISCUSSIONS WITH B. GOLDSTEIN AND G. JOSEPHSON (1.3); ATTENTION TO ISSUES (.2)
07/10/02	BCG	4.50	MEET WITH D. ALLISON REGARDING COMMENTS TO MOTION, ORDER AND LETTER AGREEMENT (2.1); REDRAFT OF MOTION, ORDER AND LETTER AGREEMENT (2.1); FOLLOW-UP CONVERSATION WITH G. JOSEPHSON (.3)
07/10/02	GDJ	3.60	REVISE DIP PAPERS
07/11/02	DSA	2.00	CONFERENCE CALL WITH UGC COUNSEL AND DISCUSSION WITH G. JOSEPHSON REGARDING MOTION, ORDER AND LETTER AGREEMENT (1); REVIEW AND REVISE ORDER, MOTION AND LETTER AGREEMENT (1)
07/11/02	BCG	2.20	REVIEW AND REVISE MOTION, ORDER AND LETTER AGREEMENT (2.2)
07/11/02	GDJ	1.80	F/U WITH J. BABB REGARDING DIP PAPERS AND TIMING (.50); REVISE DIP PAPERS AND DISCUSS SAME WITH D. ALLINSON (1.3)
07/14/02	MNF	.50	REVIEW FURTHER REVISED LOAN DOCUMENTS
07/15/02	MNF	.40	CONFERENCE WITH G. JOSEPHSON REGARDING DIP MATTER (.2); E-MAIL AND CONFERENCE REGARDING SCHEDULING HEARING (.2)
07/15/02	DSA	.30	DISCUSSIONS WITH G. JOSEPHSON (.3)
07/16/02	MNF	.20	CONFERENCE WITH G. JOSEPHSON REGARDING DIP (.2)
07/17/02	MNF	.40	CONFERENCE WITH G. JOSEPHSON REGARDING STATUS REGARDING DIP (.2); CONFERENCE WITH D. ALLINSON REGARDING SAME (.2)
07/17/02	DSA	.50	CONFERENCE CALL WITH UGC COUNSEL AND DISCUSSION WITH G. JOSEPHSON
07/18/02	DSA	1.00	CONFERENCE CALLS; ATTENTION TO ISSUES
07/19/02	GDJ	3.50	FINALIZE DIP PAPERS (1.8); NEGOTIATE WITH UGC AND SKADDEN (1.7)
07/29/02	DSA	.30	DISCUSSIONS WITH CLIENT AND G. JOSEPHSON (.3)
07/30/02	DSA	1.00	DISCUSSIONS WITH G. JOSEPHSON (.2); DISCUSSIONS WITH J. RAAB, UGC COUNSEL AND PAUL WEISS (.8)



<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
08/01/02	MNF	.30	REVIEW ISSUES REGARDING DIP
08/01/02	DSA	.60	DISCUSSIONS WITH UAP, UGC COUNSEL AND CREDITORS' COMMITTEE COUNSEL REGARDING DIP FINANCING (.4); ATTENTION TO ISSUES (.2)
08/02/02	MNF	.40	CONFERENCES WITH G. JOSEPHSON REGARDING STATUS REGARDING DIP HEARING AND NEGOTIATIONS (.2); REVIEW E-MAILS REGARDING C. COMM ISSUES (.2)
08/02/02	GDJ	3.10	REVISE DIP PAPERS PER COMMITTEE OBJECTIONS (1.1); DISCUSS SAME WITH CLIENT AND UGC (1.50); SEND LETTER REGARDING EXTENSION OF DEADLINE TO OBJECT (.50)
08/04/02	MNF	.40	REVIEW POSSIBLE ISSUES FOR DIP HEARING (.4)
08/05/02	MNF	.60	CONFERENCES WITH G. JOSEPHSON REGARDING STATUS REGARDING HEARING (.2); REVIEW REVISIONS TO LOAN AGREEMENT AND ORDER (.2); TELEPHONE CALL WITH ALLINSON AND JOSEPHSON REGARDING SAME AND STATUS (.2)
08/05/02	DSA	1.20	DISCUSSIONS WITH UGC COUNSEL AND G. JOSEPHSON (.3); REVIEW REVISED AGREEMENT AND ORDER (.7); ATTENTION TO ISSUES (.2)
08/05/02	GDJ	4.40	REVISE DIP PAPERS PER COMMITTEE OBJECTIONS (2.7); DISCUSS SAME WITH CLIENT AND UGC (1.70)
08/06/02	MNF	3.20	TELEPHONE CALLS AND VOICEMAILS WITH G. JOSEPHSON REGARDING HEARING (.2); IN COURT FOR HEARING (.8); FOLLOW UP FROM HEARING REGARDING TO DO ITEMS (.3); MEETINGS WITH CLIENT BEFORE HEARING (.5); PREPARE FOR HEARING (.5); TRAVEL TO AND FROM COURT FOR HEARING (.9)
08/06/02	DSA	.50	MEETING WITH CLIENT; REVISE PROFFER FOR R. WESTERMAN
08/06/02	GDJ	3.50	MEETING. WITH CLIENTS TO PREPARE FOR DIP HEARING (1.6); ATTEND SAME (1.9)

## **EXHIBIT B**

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

-----X  
**In re:** : **Chapter 11**  
:   
**UNITED AUSTRALIA/PACIFIC, INC.** : **Case No. 02-11467(REG)**  
:   
:   
Debtor. :   
-----X

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR  
PROFESSIONALS IN RESPECT OF THE SECOND AND FINAL FEE APPLICATION  
OF LATHAM & WATKINS LLP FOR ALLOWANCE AND PAYMENT  
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
AS COUNSEL FOR THE DEBTOR**

Martin N. Flics, a partner at Latham & Watkins LLP (“Latham”) and counsel to the applicant, United Australia/Pacific, Inc., (“Debtor”), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”) and the United States Trustee Guidelines for Reviewing Applicants for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), hereby certifies as follows:

1. I have reviewed the second and final application of Latham, dated June 2, 2003 (the “Application”), including the exhibits annexed thereto, for interim compensation and reimbursement of expenses for the period commencing November 1, 2002 through March 18, 2003 and final compensation for the period commencing March 29, 2002 through March 18, 2003, including the fees and disbursements of Latham as counsel to the Debtor in connection with services rendered in connection with this Chapter 11 case. To the best of my knowledge, the fees and disbursements of Latham for which it is seeking reimbursement in the Application

fall within the Local Guidelines and UST Guidelines, except as specifically noted herein and described in the Application.

3. In respect of Section B. 1 of the Local Guidelines, I certify that:

(a) I have read the Application;

(b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall with the Local Guidelines;

(c) the fees and disbursements sought are charged in accordance with practices customarily employed by Latham and generally accepted by Latham's clients; and

(d) in providing a reimbursable service, Latham does not make a profit on that service, whether the service is performed by Latham in-house or through a third party.

4. In respect of Section B. 2 of the Local Guidelines, I certify that to the best of my knowledge and belief, other than with respect to the June 2002 fee statement, all monthly fee statements were sent to the chairman of the Creditors' Committee, Counsel for the Creditors' Committee, the Debtor and the United States Trustee no later than 20 days after the end of each month for such statement.

4. In respect of Section B.3 of the Local Guidelines, I certify that the chairman of the Creditors' Committee, Counsel for the Creditors' Committee, the Debtor and the United States Trustee are each being provided with a copy of this Application at least 10 days in advance of the hearing to consider this Application.

I certify the foregoing to be true and correct.

Dated: New York, New York  
June 2, 2003

/s/ Martin N. Flics  
Martin N. Flics



Case Number: 02-11467

Case Name: United Australia/Pacific, Inc.

CURRENT PERIOD						
Applicant	Date/Docket No. of Application	Fees Requested	Fees Awarded	Fees Held Back	Expenses Requested	Expenses Awarded
Latham & Watkins LLP		\$202,304.00	\$161,843.20	\$40,460.80	\$21,198.64	\$21,198.64

SCHEDULE A

DATE \_\_\_\_\_

INITIALS: \_\_\_\_\_ USBJ

PAGE 1 OF 2

Case Number: 02-11467

Case Name: United Australia/Pacific, Inc.

ALL FEES PERIODS (INCLUDING THIS PERIOD)					
Applicant	Total Fees Requested	Total Fees Paid/To Be Paid	Total Fees Held Back	Total Expenses Requested	Total Expenses Awarded
Latham & Watkins LLP	\$398,448.50	\$398,448.50	\$40,460.80	\$31,190.44	\$31,190.44

SCHEDULE A

DATE \_\_\_\_\_

INITIALS: \_\_\_\_\_ USBJ

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