

## **EXHIBIT A**

For professional services rendered from March 29, 2002 through October 31, 2002.  
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)

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

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
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 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

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
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 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)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
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 DEBTORS 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)



<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
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)
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

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
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. 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)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
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)
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)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
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); 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)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
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)
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)

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
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)

For professional services rendered from March 29, 2002 through October 31, 2002.

re: **PLAN ISSUES**

<u>Date</u>	<u>Attorney/ Paralegal</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)

<u>Date</u>	<u>Attorney/ Paralegal.</u>	<u>Hours</u>	<u>Description</u>
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)

<u>Date</u>	<u>Attorney/ Paralegal.</u>	<u>Hours</u>	<u>Description</u>
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



<u>Date</u>	<u>Attorney/ Paralegal.</u>	<u>Hours</u>	<u>Description</u>
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 DEBTORS (.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)

<u>Date</u>	<u>Attorney/ Paralegal.</u>	<u>Hours</u>	<u>Description</u>
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