

Hearing Date: Thursday, June 26, 2003 at 9:45 a.m.
Objection Deadline: Monday, June 23, 2003 at 4:00 p.m.

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, NY 10019-6064
Jeffrey D. Saferstein (JS/5339)
Brendan D. O'Neill (BO/1483)
Telephone: (212) 373-3000

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
:
UNITED AUSTRALIA/PACIFIC, INC., : Case No. 02-11467 (REG)
:
:
Debtor. :
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**SUMMARY SHEET ACCOMPANYING FINAL
APPLICATION OF PAUL, WEISS, RIFKIND,
WHARTON & GARRISON LLP FOR AWARD OF
COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED**

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison LLP
Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors of United Australia/Pacific, Inc.
Date of Retention: nunc pro tunc to May 7, 2002
Period for which compensation and reimbursement is sought: May 7, 2002 - March 18, 2003 (Confirmation Date)

Application:	Total Fees Incurred:	\$91,292.50
	Total Fees Requested:	\$91,292.50
	Total Expenses Incurred:	\$ 4,272.90
	Total Expenses Requested:	\$ 4,272.90
	Total Fee Application:	\$95,565.40

INDIVIDUALS PERFORMING SERVICES

NAME & TITLE OF PROFESSIONAL	YEAR ADMITTED	HOURS	RATE ¹	FEE
1. Jeffrey D. Saferstein (Partner)	1990	25.2	\$570.63	\$14,380.00
2. Brendan D. O'Neill (Associate)	2000	134.2	\$422.63	\$56,718.00
3. Katarina G. Lawergren (Associate)	2001	23.1	\$330.00	\$7,623.00
4. Joel Moss (Associate)	2002	4.3	\$320.00	\$1,376.00
5. Lori E. Chasen (Associate)	Pending	9.2	\$255.11	\$2,347.00
6. Daniele Chinaea (Associate)	Pending	4.5	\$260.00	\$1,170.00
7. David Chorney (Legal Intern)	N/A	28.7	\$175.00	\$5,022.50
8. Joseph Monziona (Paralegal)	N/A	5.5	\$185.00	\$1,017.50
9. Renee Limongelli (Paralegal)	N/A	5.3	\$150.00	\$795.00
10. Theresa O'Leary (Paralegal)	N/A	0.4	\$150.00	\$60.00
11. Maurice Tattnell (Paralegal)	N/A	2.0	\$121.50	\$243.50
12. John Manfredi (Legal Support)	N/A	4.0	\$120.00	\$480.00
13. Tracey Friesen (Legal Support)	N/A	0.4	\$150.00	\$60.00
TOTAL		246.8	\$369.90	\$91,292.50

¹ These rates are the same rates charged to Paul, Weiss' non-bankruptcy clients. All professionals and paraprofessionals have submitted time records with this application. Paul, Weiss billing rates changed on October 1, 2002. The rates reflected above are blended rates.

BLENDED HOURLY RATE FOR PROFESSIONALS (Excluding paralegal or other paraprofessional time)	\$ 386.72
FEE TOTALS	\$91,292.50
DISBURSEMENT TOTALS (PAGE 5)	\$ 4,272.90
TOTAL FEE APPLICATION	\$95,565.40

SUMMARY OF DISBURSEMENTS

DISBURSEMENTS	AMOUNT
Communications (Telephone and telecopy)	\$ 249.72
Photocopying	\$1,487.39
Mail and Messengers	\$ 586.55
Transcribing, Computerized Research and Library Services	\$ 207.72
Word Processing, Secretarial Services	\$1,397.50
Court Expenses	\$
Local Transportation	\$ 50.50
Overtime Expenses	\$ 293.52
DISBURSEMENT TOTAL:	\$4,272.90

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UNITED STATES BANKRUPTCY COURT
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 In re: : Chapter 11
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**FINAL APPLICATION OF PAUL,
 WEISS, RIFKIND, WHARTON & GARRISON LLP FOR AWARD
 OF COMPENSATION FOR PROFESSIONAL SERVICES
 RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED**

TO: THE HONORABLE ROBERT E. GERBER
 UNITED STATES BANKRUPTCY JUDGE:

Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul, Weiss"), attorneys for the Official Committee of Unsecured Creditors (the "Committee") of United Australia/Pacific, Inc., the above-captioned debtor and debtor in possession (the "Debtor"), submits this final application (the "Final Application") for an award of compensation and reimbursement of expenses of \$95,565.40, consisting of \$91,292.50 of fees and \$4,272.90 of expenses incurred from May 7, 2002 through and including March 18, 2003 (the "Application Period"), pursuant to sections 330 and 331 of title 11 of the United States Code 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Administrative Order Regarding Guidelines for Fees and Disbursements for Professionals in the

Southern District of New York Bankruptcy Cases (the "Fee Guidelines") and the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated May 13, 2002. A Certification under Guidelines for Fees and Disbursements for Professionals in Respect of Final Application of Paul, Weiss, Rifkind, Wharton & Garrison LLP for Compensation and Reimbursement of Expenses is attached hereto as Exhibit A. The amount sought for fees represents approximately 200.5 hours of professional services and 46.3 hours of paraprofessional services. In support of this Final Application, Paul, Weiss respectfully represents:

BACKGROUND

1. On March 29, 2002 (the "Commencement Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the Clerk of this Court. Shortly thereafter, the Debtor learned that also on the Commencement Date, certain creditors had filed an involuntary petition under chapter 11 of the Bankruptcy Code against the Debtor in the U.S. Bankruptcy Court for the District of Colorado (the "Colorado Bankruptcy Case").

2. As a result of the prior commencement of the Colorado Bankruptcy Case, all proceedings before this Court were stayed pursuant to Bankruptcy Rule 1014(b) pending a determination of where the Debtor's bankruptcy case would proceed.

3. On April 4, 2002, the Debtor and the petitioning creditors entered into a stipulation providing that the Colorado Bankruptcy Case be transferred to this Court and consolidated into the above-captioned case, which transfer was so ordered on April 10, 2002 by the judge presiding over the Colorado Bankruptcy Case.

4. On May 7, 2002, the Office of the United States Trustee appointed the Committee to serve in this chapter 11 case. Shortly thereafter, the Committee retained Paul, Weiss as its counsel. No objections were filed to Paul, Weiss's retention, which was approved by Order of this Court dated June 10, 2002 (the "Retention Order"), nunc pro tunc to May 7, 2002. A copy of the Retention Order is attached hereto as Exhibit B. The terms and conditions of Paul, Weiss' employment and compensation are set forth in more detail in the Application for Order Authorizing Employment of Paul, Weiss, Rifkind, Wharton & Garrison LLP as Counsel to the Official Committee of Unsecured Creditors (the "Retention Application"). The Retention Application is attached hereto as Exhibit C.

5. On December 20, 2002, the Debtor filed Debtor's Plan of Reorganization (the "Plan") and a Disclosure Statement accompanying the Plan with this Court. On March 18, 2003, this Court entered an order confirming the Debtor's Plan. The Effective Date (as defined in the Plan) of the Debtor's Plan occurred on April 18, 2003.

RETENTION OF PAUL, WEISS

6. Paul, Weiss maintains its principal office at 1285 Avenue of the Americas, New York, New York 10019. Paul, Weiss operates as a full-service law firm with recognized expertise in insolvency and reorganization practice.

7. Paul, Weiss has not shared or agreed to share any portion of the compensation received or to be received from the Debtor with any person, other than its members, partners and regular associates in accordance with the provisions of the Bankruptcy Code.

OVERVIEW OF COMPENSATION SOUGHT

8. Paul, Weiss seeks a final award of fees in the amount of \$91,292.50 and reimbursement of expenses in the amount of \$4,272.90 for services rendered to the Committee and expenses incurred during the Application Period. The amount sought represents 246.8 hours of professional and paraprofessional services rendered by Paul, Weiss on behalf of the Committee. Partners account for approximately 25.2 hours of professional services, or 10.2% of the total time. Associates account for approximately 175.3 hours, or 71.0% of the total time. Paraprofessionals account for approximately 46.3 hours, or 18.7% of the total time.

SERVICES RENDERED

9. As set forth in greater detail on Paul, Weiss' time billing report for the Application Period, a copy of which is attached hereto as Exhibit F, Paul, Weiss provided services and advice to the Committee on a variety of legal matters during the Application Period.

(a) **Case Administration (Code 701)**

10. During the Application Period, Paul, Weiss performed various tasks in connection with day-to-day case administration. Paul, Weiss monitored the case docket and reviewed all papers filed in this case. Paul, Weiss regularly advised the Committee with respect to material events arising in the Debtor's chapter 11 case and corresponded with the Committee and with counsel for the Debtor regarding these events. Such correspondence was conducted through phone, electronic mail, fax and, when necessary, in person. In addition, Paul, Weiss prepared Committee By-Laws and other organizational materials and advised Committee members, through discussions and a

written memorandum, of their duties as members of an Official Committee of Unsecured Creditors in a chapter 11 case.

11. Paul, Weiss seeks compensation for its reasonable and necessary legal services rendered with respect to Case Administration during the Application Period in the total amount of \$4,100.00.

(b) Court Hearings (Code 702)

12. During the Application Period, Paul, Weiss prepared for and attended hearings concerning the Debtor's Disclosure Statement and Plan of Reorganization. Following these hearings, Paul, Weiss prepared summaries of these hearings for the Committee members. Paul, Weiss also attended the Debtor's status conference hearings and interim fee application hearings.

13. Paul, Weiss seeks compensation for its reasonable and necessary legal services rendered with respect to Court Hearings during the Application Period in the total amount of \$3,748.00.

(c) Cash Collateral/Dip Financing (Code 703)

14. During the Application Period, Paul, Weiss was actively involved in the negotiation and ultimate approval of the Debtor's Debtor-in-possession financing facility. Paul, Weiss seeks compensation for its reasonable and necessary legal services rendered with respect to Cash Collateral/DIP Financing during the Application Period in the total amount of \$9,829.00.

(d) Meetings (Code 708)

15. During the Application Period, Paul, Weiss participated in certain in-person meetings with the Debtor and CHAMP, the Plan co-sponsor, in which

significant issues were discussed, including the development of the Debtor's Disclosure Statement, Plan of Reorganization, and the transactional documents related thereto.

16. Paul, Weiss seeks compensation for its reasonable and necessary legal services rendered with respect to Meetings during the Application Period in the total amount of \$1,080.00.

(c) Plan and Disclosure Statement (Code 712)

17. During the Application Period, Paul, Weiss discussed, negotiated and finalized all aspects of the Debtor's Disclosure Statement and Plan of Reorganization with the Debtor and CHAMP. Through email correspondence and conference calls, Paul, Weiss conferred with, advised and updated the Committee with respect to these negotiations. In addition, following the filing of the Disclosure Statement and Plan of Reorganization, Paul, Weiss reviewed the Debtor's ballots, instructions, notices to creditors, and motions to this Court regarding adequacy of the Disclosure Statement and confirmation of the Debtor's Plan of Reorganization.

18. Paul, Weiss seeks compensation for its reasonable and necessary legal services rendered with respect to Plan and Disclosure Statement during the Application Period in the total amount of \$26,814.00.

(f) Creditor Inquiries (Code 713)

19. During the Application Period, Paul, Weiss responded to numerous inquiries from creditors concerning the status of the Debtor's chapter 11 case and issues arising in connection therewith.

20. Paul, Weiss seeks compensation for its reasonable and necessary legal services rendered with respect to Creditor Inquiries during the Application Period in the total amount of \$2,249.00.

(g) Fee Applications (Code 718)

21. During the Application Period, Paul, Weiss prepared and filed several monthly fee applications as well as its first interim fee request.

22. Paul, Weiss seeks compensation for its reasonable necessary legal services rendered with respect to Fee Applications during the Application Period in the total amount of \$14,320.00.

(h) Litigation (code 721)

23. During the Application Period, Paul, Weiss conducted extensive due diligence with respect to potential claims the Company's creditors might have against the Company. In addition, Paul, Weiss conducted an extensive analysis of the Shareholders' Agreement dated November 15, 2001, the potential treatment of that Agreement in the Debtor's chapter 11 case, and the potential rights to be assigned to the Debtor's creditors pursuant to that Agreement in connection with the Debtor's original pre-CHAMP, debt for equity swap, plan of reorganization.

24. Paul, Weiss seeks compensation for its reasonable and necessary legal services rendered with respect to Litigation during the Application Period in the total amount of \$19,479.50.

(i) Applicant's Retention (Code 723)

25. During the Application Period, Paul, Weiss prepared and filed the necessary documents concerning its retention as counsel to the Committee in the Debtor's chapter 11 case. In connection with its retention application, Paul, Weiss conducted an extensive review of the interested parties in the Debtor's chapter 11 case, confirming the absence of any material conflicts.

26. Paul, Weiss seeks compensation for its reasonable and necessary legal services rendered with respect to Applicant's Retention during the Application Period in the total amount of \$9,505.00.

(j) Fee Applications (Others) (Code 724)

27. During the Application Period, Paul, Weiss reviewed the monthly fee applications filed by the Debtor.

28. Paul, Weiss seeks compensation for its reasonable necessary legal services rendered with respect to Fee Applications (Others) during the Application Period in the total amount of \$168.00.

REQUEST FOR COMPENSATION

29. In the ordinary course of its practice, Paul, Weiss maintains records of all time expended and expenses incurred in rendering its services on behalf of the Committee. The time records submitted as part of this Final Application detail (subject to the attorney/client and work product privileges) the work performed by Paul, Weiss during the Application Period. Paul, Weiss attorneys and paraprofessionals prepare their time records substantially contemporaneously with the work performed. A summary of the time records for the Application Period is attached hereto as Exhibit D. A summary of the expense records is attached hereto as Exhibit E. Detailed time and expense records are attached hereto as Exhibit F.

30. On January 29, 2003, this Court entered an order (the "Interim Fee Order") approving Paul, Weiss' First Interim Application for Award of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred (the "First Interim Fee Application"). The Interim Fee Order approved Paul, Weiss' fees in the amount of \$49,384.00 and expenses in the amount of \$2,057.14 incurred on behalf of the

Committee during the first interim application period of May 7, 2002 to October 31, 2002. A copy of the Interim Fee Order is attached hereto as Exhibit G.

31. Paul, Weiss rendered the professional services for which it seeks compensation solely on behalf of the Committee in connection with the Committee's operations in the ordinary course and in compliance with the Committee's duties. At all times, Paul, Weiss has organized its staff, delegated responsibility and coordinated services to maximize efficiency and avoid duplication.

32. Paul, Weiss has not received any payment or promise of payment for its services or expenses in connection with this representation, other than those payments discussed in this Final Application.

33. Paul, Weiss cannot practically describe in detail each service it has performed within this Final Application; however, the exhibits to this Final Application provide that detail. On the basis of the description set forth in this Final Application and the exhibits hereto, Paul, Weiss submits that the legal services rendered to the Committee and the expenses incurred on its behalf were necessary and have benefited the estate and its creditors.

34. The Committee has reviewed the Final Application and supports the relief requested by Paul, Weiss herein.

35. Paul, Weiss respectfully submits that the services for which it seeks compensation in this Application were necessary for, and beneficial to, the Committee. Such services and expenditures were also in the best interests of the Committee. Paul, Weiss further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Committee.

36. In sum, the services rendered by Paul, Weiss were necessary and beneficial to the Committee and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved, and approval of the compensation herein is warranted.

37. A proposed order is attached hereto as Exhibit H.

WAIVER OF MEMORANDUM OF LAW

38. This Final Application does not raise any novel issues of law. Accordingly, Paul, Weiss respectfully requests that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

NOTICE

39. A copy of the Final Application, with exhibits, along with a notice of hearing, will be served, by first class mail, on: (a) the Debtor; (b) counsel to the Debtor; and (c) the Office of the United States Trustee.

CONCLUSION

WHEREFORE, Paul, Weiss respectfully requests (i) allowance of its fees for professional services rendered during the Application Period in the amount of \$91,292.50 and the reimbursement for actual and necessary expenses incurred by Paul, Weiss during the Compensation Period in the amount of \$4,272.90, and (ii) that the Court grant Paul, Weiss such other and further relief as is just.

Dated: New York, New York
June 2, 2003

Respectfully submitted,

/s/ Jeffrey D. Saferstein
Jeffrey D. Saferstein (JDS/5339)
Brendan D. O'Neill (BDO/1483)
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019-6064
Telephone: (212) 373-3000
Counsel to the Official Committee of Unsecured
Creditors of United Australia/Pacific, Inc.

FROM

(MON) 6. 2' 03 14:11/ST. 14:07/NO. 4861390127 P 16

EXHIBIT A

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
 1285 Avenue of the Americas
 New York, NY 10019-6064
 Jeffrey D. Saferstein (JS/5339)
 Brendan D. O'Neill (BO/1483)
 Telephone: (212) 373-3000

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

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

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
 DISBURSEMENTS FOR PROFESSIONALS IN RESPECT
 OF FINAL FEE APPLICATION OF PAUL, WEISS, RIFKIND,
 WHARTON & GARRISON LLP FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

I, JEFFREY D. SAFERSTEIN, hereby certify that:

1. I am a partner with the firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul, Weiss").
2. I have personally performed some of the legal services rendered by Paul, Weiss, as counsel to the Official Committee of Unsecured Creditors of United Australia/Pacific, Inc., appointed in this case and am familiar with the work performed by the lawyers, other professionals and paraprofessionals of Paul, Weiss who have performed legal services in connection with this matter.

3. I have reviewed the Final Application of Paul, Weiss, Rifkind, Wharton & Garrison LLP for Award of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred (the "Application") and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Additionally, I have reviewed 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 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, and this Court's Interim Order dated May 13, 2002, establishing procedures for interim compensation of professionals and committee members in this case (the "Guidelines").

4. In accordance with the Guidelines, I hereby certify as follows:

- (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 within the guidelines set forth by the Guidelines and are being billed in accordance with Paul, Weiss' customary rates;
- (c) to the best of my knowledge, in providing a reimbursable service in connection with any of the disbursements set forth on Exhibit E to the Application, Paul, Weiss does not make a profit on such service, whether performed in-house or through a third party, nor does Paul, Weiss include in the amount for which

reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay; and

(d) Paul, Weiss has submitted monthly statements of Paul, Weiss's fees and disbursements accrued during the Application Period which statements list the professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours worked by each such professional or paraprofessional and compensation earned and a reasonable detailed breakdown of the disbursement incurred.

5. The Debtor, counsel to the Debtor, the members of the Committee and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application.

/s/ Jeffrey D. Saferstein
Jeffrey D. Saferstein

Sworn to before me this
2nd day of June, 2003

/s/ Carolyn Dolan
Carolyn Dolan
Notary Public
State of New York
No. 01DO4613170
Qualified in Queens County
Commission expires November 30, 2005

FROM

(MON) 6. 2' 03 14:12/ST. 14:07/NO. 4861390127 P 20

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**ORDER AUTHORIZING THE EMPLOYMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON
AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

Upon the attached application (the "Application") of the Official Committee of Unsecured Creditors (the "Creditors Committee") appointed in the chapter 11 case of United Australia/Pacific, Inc., the debtor and debtor in possession in the above captioned case (the "Debtor"), for entry of an order pursuant to section 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the employment of Paul, Weiss, Rifkind, Wharton & Garrison ("Paul, Weiss") as counsel to the Creditors Committee; and upon the accompanying Affidavit of Jeffrey D. Saferstein, a member of Paul, Weiss, in support thereof; and the Court being satisfied that Paul, Weiss represents and holds no interest materially adverse to the Creditors Committee and is "disinterested" under section 101(14) of the Bankruptcy Code; and it appearing that the employment of Paul, Weiss is necessary and in the best interests of the Creditors Committee and in compliance with Bankruptcy

Rules 2014 and 2016; and after due deliberation and sufficient cause appearing therefor,
it is

HEREBY ORDERED THAT:

1. The Application be and it hereby is granted in its entirety.
2. The Creditors Committee be and hereby is authorized to retain Paul, Weiss as its attorneys effective nunc pro tunc to May 7, 2002, to represent the Creditors Committee in this chapter 11 case.
3. Paul, Weiss will be compensated for its services upon application to the Court in accordance with sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2014, the Local Rules and any orders of this Court.

Dated: June 10, 2002

/s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

FROM

(MON) 6. 2' 03 14:12/ST. 14:07/NO. 4861390127 P 23

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	x	
	:	Chapter 11
UNITED AUSTRALIA/PACIFIC, INC.,	:	
Debtor.	:	Case No. 02-11467
	x	

**APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT AND
RETENTION OF PAUL, WEISS, RIFKIND, WHARTON & GARRISON AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

TO: THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE

The Official Committee of Unsecured Creditors (the "Creditors Committee") appointed in the chapter 11 case of United Australia/Pacific, Inc., the debtor and debtor in possession in the above captioned case (the "Debtor"), files this application pursuant to section 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), seeking approval of the employment of Paul, Weiss, Rifkind, Wharton & Garrison ("Paul, Weiss") as counsel to the Creditors Committee in the Debtor's chapter 11 case effective as of May 7, 2002, the date on which the Creditors Committee was formed. In support of its application, the Creditors Committee respectfully states:

BACKGROUND

1. On March 29, 2002 (the "Commencement Date"), the Debtor commenced a case under chapter 11 of the Bankruptcy Code in this Court. Shortly

thereafter, the Debtor learned that also on the Commencement Date, certain creditors had filed an involuntary petition under chapter 11 of the Bankruptcy Code against the Debtor in the U.S. Bankruptcy Court for the District of Colorado (the "Colorado Bankruptcy Case").

2. As a result of the prior commencement of the Colorado Bankruptcy Case, all proceedings before this Court were stayed pursuant to Bankruptcy Rule 1014(b) pending a determination of where the Debtor's bankruptcy case would proceed.

3. On April 4, 2002, the Debtor and the petitioning creditors entered into a stipulation providing that the Colorado Bankruptcy Case be transferred to this Court and consolidated into the above-captioned case, which transfer was so ordered on April 10, 2002 by the judge presiding over the Colorado Bankruptcy Case.

4. On May 7, 2002, the Office of the United States Trustee appointed the Creditors Committee to serve in this chapter 11 case. The Creditors Committee has selected Paul, Weiss as its counsel.

5. The Debtor continues to operate its business and manage its property as a debtor in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code.

6. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

7. The Creditors Committee seeks to retain Paul, Weiss pursuant to section 1103 of the Bankruptcy Code, nunc pro tunc to May 7, 2002, the date on which

the Creditors Committee was formed. The Creditors Committee has selected Paul, Weiss based on Paul, Weiss' expertise in debtors' and creditors' rights, bankruptcy matters and business reorganizations, and also based upon Paul, Weiss' familiarity with this matter.¹

8. The Creditors Committee expects Paul, Weiss to render the following services, if retained:

(a) represent and advise the Creditors Committee in its communications with the Debtor, the Office of the United States Trustee, any other official committees, individual creditors and other parties in interest, with respect to the administration of the chapter 11 case;

(b) conduct such review as the Creditors Committee may require concerning the acts, conduct, assets, liabilities, and financial condition of the Debtor, the operation of the Debtor's business, any causes of action belonging to the Debtor's estate or creditors and any other matter of significance to the Creditors Committee which may be relevant to the chapter 11 case;

(c) represent and advise the Creditors Committee in connection with the formulation, negotiation and confirmation of a chapter 11 plan for the Debtor;

(d) advise the Creditors Committee with respect to its rights and obligations under the Bankruptcy Code and the Bankruptcy Rules;

(e) advise, assist and represent the Creditors Committee in the performance of its duties and the exercise of its powers under the Bankruptcy Code and the Bankruptcy Rules;

(f) prepare applications, motions and other papers for filing in the chapter 11 case and in any related proceedings, and represent the Creditors Committee in proceedings herein or therein;

(g) advise the Creditors Committee with respect to retaining a financial advisor and other professionals, as needed, and assist such advisor and other professionals as necessary; and

(h) perform such other legal services as may be required by the Creditors Committee in the chapter 11 case and in any related proceedings.

¹ Paul, Weiss has been advising MacKay Shields LLC ("MacKay") since April, 2001 with respect to MacKay's rights as a significant creditor of the Debtor. MacKay is now a member of the Creditors Committee.

9. Paul, Weiss has indicated its willingness to serve as the Creditors Committee's counsel and to render the foregoing services.

10. Paul, Weiss has not received any retainer or other compensation in respect of the services that it has rendered or will render to the Creditors Committee.

11. Paul, Weiss will seek compensation from the Debtor's estate for services rendered to the Creditors Committee based on its customary hourly rates, which are as follows:

Lawyers:		Hourly Rates
Partners:		\$490.00 to \$665.00
Counsel:		\$485.00
Associates:	0 to 3 years	\$250.00 to \$380.00
	4 to 7 years	\$420.00 to \$455.00
	7 or more years	\$455.00 to \$485.00
Legal Assistants:		\$135.00 to \$180.00
Legal Assistant Clerks:		\$75.00

Such rates are generally adjusted on an annual basis.

12. The following attorneys will have primary responsibility for representing the Creditors Committee:

Jeffrey D. Saferstein	(12 years experience) (\$550.00 per hour)
Brendan D. O'Neill	(4 years experience) (\$420.00 per hour)
Joel S. Moss	(less than 1 year experience) (\$250.00 per hour)

13. The hourly rates set forth above are Paul, Weiss' current customary hourly rates for work of this nature. They are subject to adjustment from time to time to reflect economic and other conditions. These rates are set at a level designed to fairly

compensate Paul, Weiss for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Paul, Weiss will seek compensation for its services only upon application to the Court and in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and orders of this Court.

14. It is Paul, Weiss' policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case or matter. The expenses charged to clients include, inter alia, telephone and telecopier toll and other charges, mail and express mail charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Paul, Weiss to outside copying services for use in mass mailings, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, and non-ordinary overhead expenses such as secretarial and other overtime. Paul, Weiss will seek reimbursement from the Debtor's estate for these expenses in a manner and at rates consistent with charges made generally to its other clients.

15. To the best of the Creditors Committee's knowledge, except as discussed herein and in the accompanying Affidavit of Jeffrey D. Saferstein attached to this Application as Exhibit A (the "Saferstein Affidavit"), Paul, Weiss does not hold or represent any interests materially adverse to those of the Creditors Committee and, in addition, is "disinterested" as defined in section 101(14) of the Bankruptcy Code. Except as otherwise disclosed, the members, counsel, principal attorneys and associates of Paul, Weiss do not have any connection with the Debtor, the Debtor's directors, professional advisors to the Debtor, the known major bondholders, the twenty largest unsecured

creditors, the members of the Creditors Committee, the United States trustee or any employee thereof, or any other parties in interest in this chapter 11 case.

16. Paul, Weiss currently represents or has in the past represented entities which may be creditors of the Debtor or have interests adverse to the Debtor or the Creditors Committee, including those entities listed in the Saferstein Affidavit. Paul, Weiss will not be representing any of those entities in this chapter 11 case. Also, Paul, Weiss' representation of these entities has not resulted in Paul, Weiss having knowledge of any facts or information that would adversely affect such entities' rights, obligations or treatment in this chapter 11 case or in any related proceedings. The Creditors Committee's conclusions set forth in this paragraph are each based on the Saferstein Affidavit.

NOTICE

17. Notice of this application will be given to (a) the Debtor, (b) the Office of the United States Trustee, (c) the twenty largest unsecured creditors, and (d) all parties who have requested notice pursuant to Bankruptcy Rule 2002. The Creditors Committee submits that such notice is adequate and proper and that no other or further notice need be given.

18. No previous application for the relief sought herein has been made to this or to any other Court.

WHEREFORE, the Creditors Committee respectfully requests that this Court enter an order in the form attached to this Application as Exhibit B authorizing the Creditors Committee to retain Paul, Weiss as its attorneys to represent it in this chapter 11 case effective as of May 7, 2002, and granting the Creditors Committee such other and further relief as this Court deems just and proper.

Dated: May 22, 2002

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
UNITED AUSTRALIA/PACIFIC,
INC.

By /s/ Donald Morgan
Name: Donald Morgan
Firm: MacKay Shields LLC
Title: Chairperson

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
In re:	:	Chapter 11
	:	
UNITED AUSTRALIA/PACIFIC, INC.,	:	
	:	Case No. 02-11467
Debtor.	:	
-----	x	

**AFFIDAVIT OF JEFFREY D. SAFERSTEIN AND
STATEMENT UNDER SECTION 504 OF THE
BANKRUPTCY CODE AND FEDERAL RULES
OF BANKRUPTCY PROCEDURE 2014(a) AND 2016**

STATE OF NEW YORK)
 : ss:
COUNTY OF NEW YORK)

JEFFREY D. SAFERSTEIN, being duly sworn, deposes and says:

1. I am an attorney at law admitted to practice in the State of New York and the district courts for the Southern and Eastern Districts of New York. I am a member of the law firm of Paul, Weiss, Rifkind, Wharton & Garrison ("Paul, Weiss"), which has offices at 1285 Avenue of the Americas, New York, New York 10019-6064.
2. I submit this affidavit as evidence of the qualifications of Paul, Weiss to serve as counsel to the Official Committee of Unsecured Creditors (the "Creditors Committee") appointed in the chapter 11 case of United Australia/Pacific, Inc., the debtor and debtor in possession in the above captioned case (the "Debtor" or the "Company"), under section 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), and to make certain disclosures required under

section 504 of the Bankruptcy Code and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). The facts set forth below are based either upon my personal knowledge or upon client/matter records of Paul, Weiss reviewed by me or by an associate of Paul, Weiss under my supervision and direction.

QUALIFICATIONS OF PAUL, WEISS

3. Paul, Weiss maintains its principal office at 1285 Avenue of the Americas, New York, New York 10019-6064. Paul, Weiss also has offices in Washington, D.C., Paris, London, Tokyo, Beijing and Hong Kong. Paul, Weiss currently employs approximately 400 lawyers and its client base includes many large and small public and private corporations, government entities, banks, insurance companies, investment banking firms, partnerships, non-profit organizations, estates, trusts and individuals. Paul, Weiss has expertise in almost every field of law, including bankruptcy, corporate reorganizations and debtor/creditor rights.

SERVICES TO BE RENDERED

4. If retained, Paul, Weiss will render the following services on the Creditor Committee's behalf:

(a) represent and advise the Creditors Committee in its communications with the Debtor, the Office of the United States Trustee, any other official committees, individual creditors and other parties in interest, with respect to the administration of the chapter 11 case;

(b) conduct such review as the Creditors Committee may require concerning the acts, conduct, assets, liabilities, and financial condition of the Debtor, the operation of the Debtor's business, any causes of action belonging to the Debtor's estate or creditors and any other matter of significance to the Creditors Committee which may be relevant to the chapter 11 case;

(c) represent and advise the Creditors Committee in connection with the formulation, negotiation and confirmation of a chapter 11 plan for the Debtor;

(d) advise the Creditors Committee with respect to its rights and obligations under the Bankruptcy Code;

(e) advise, assist and represent the Creditors Committee in the performance of its duties and the exercise of its powers under the Bankruptcy Code and the Bankruptcy Rules;

(f) prepare applications, motions and other papers for filing in the chapter 11 case and in any related proceedings, and represent the Creditors Committee in proceedings herein or therein;

(g) advise the Creditors Committee with respect to retaining a financial advisor and other professionals, as needed, and assist such advisor and other professionals as necessary; and

(h) perform such other legal services as may be required by the Creditors Committee in the chapter 11 case and in any related proceedings.

DISINTERESTEDNESS

5. In preparing this Affidavit, I utilized Paul, Weiss' procedure for ensuring compliance with the Bankruptcy Code and the Bankruptcy Rules regarding the retention of professionals. I caused to be submitted, for review by our conflicts check system, the names of the significant parties in interest in this case, including, without limitation, the Debtor, the Debtor's directors, professional advisors to the Debtor, the known major bondholders, the twenty largest unsecured creditors, and the members of the Creditors Committee. A list of the entities that I caused to be submitted for review by our conflicts check system is attached hereto as Schedule A (the "Schedule A List"). Paul, Weiss' conflicts check system is designed to include every matter in which the firm is or at one time was retained and, in each instance, to include the identity of related and adverse parties. Paul, Weiss regularly updates this system.

6. Except as disclosed herein, the members, counsel and associates of Paul, Weiss do not have any connection with the Debtor, the Debtor's directors, professional advisors to the Debtor, the known major bondholders, the twenty largest

unsecured creditors, the members of the Creditors Committee, or the Office of the United States Trustee or any employee thereof, and is "disinterested" as defined in section 101(14) of the Bankruptcy Code. Paul, Weiss and members, counsel, and associates of Paul, Weiss may currently represent, or have in the past represented, other entities that also are creditors of, or have other relationships to, the Debtor. However, to the best of my knowledge, there are no such entities except as set forth immediately below:

a. Paul, Weiss represented the Unofficial Committee of Bondholders of UnitedGlobalcom, Inc. ("UGC"), the ultimate parent company of the Debtor, in connection with a tender offer for UGC's bonds. This representation began on December 13, 2001 and has since been concluded.

b. Paul, Weiss currently represents the Unofficial Committee of Bondholders of United Pan-Europe Communications, N.V. ("UPC"), an affiliate of the Debtor, in connection with a restructuring of UPC's indebtedness under various Senior Notes and Senior Discount Notes issued by UPC. This representation began on February 1, 2002 and is ongoing.

c. Paul, Weiss was retained by MacKay Shields LLC ("MacKay"), a significant holder of the Debtor's 14% Senior Discount Notes due 2006 (the "Notes") in connection with MacKay's rights under the related indenture and in connection with a potential restructuring of the Debtor's indebtedness under the Notes. MacKay is now a member of the Creditors Committee.

7. Other than as set forth above, Paul, Weiss has not represented any of the entities listed on the Schedule A List in connection with matters relating to the

Debtor, its estate, assets or business. Paul, Weiss has no knowledge of any facts or information derived from services to the entities listed on the Schedule A List or above that would adversely affect Paul, Weiss' representation of the Creditors Committee.

8. In addition to the matters described in paragraph 6 above, Paul, Weiss represents or has represented certain entities listed on the Schedule A list, however all in matters unrelated to the Debtor, as set forth below:

a. Paul, Weiss has previously represented, and been adverse to, Latham & Watkins, counsel to the Debtor, in matters unrelated to this chapter 11 case.

b. Paul, Weiss has previously represented, and been adverse to, Dresdner Kleinwort Wasserstein (f/k/a Wasserstein Perella & Co., Inc.), financial advisor to the Debtor, in matters unrelated to this chapter 11 case.

c. Paul, Weiss has previously represented, and been adverse to, MacKay, a creditor in this case and a member of the Creditors Committee, in matters unrelated to this chapter 11 case.

d. Paul, Weiss has previously represented, and been adverse to, Fidelity Investments, a creditor in this case, in matters unrelated to this chapter 11 case.

e. Paul, Weiss has previously represented Federated Investors, a creditor in this case, in matters unrelated to this chapter 11 case.

f. Paul, Weiss has previously represented Goldentree Asset Management, a creditor in this case and a member of the Creditors Committee, in matters unrelated to this chapter 11 case.

g. Paul, Weiss has previously represented, and been adverse to, various affiliates of CIGNA Retirement & Investment Services, a creditor in this case, in matters unrelated to this chapter 11 case.

h. Paul, Weiss has previously represented, and been adverse to, Banc of America Securities LLC (and various affiliates thereof), a creditor in this case, in matters unrelated to this chapter 11 case.

i. Paul, Weiss has previously represented, and been adverse to, Magten Asset Management Corp., a creditor in this case, in matters unrelated to this chapter 11 case.

j. Paul, Weiss has previously been adverse to SunAmerica Asset Management Corp., a creditor in this case, in matters unrelated to this chapter 11 case.

k. Paul, Weiss has previously represented, and been adverse to, various affiliates of ABN Amro Asset Management, a creditor in this case, in matters unrelated to this chapter 11 case.

l. Paul, Weiss has previously represented, and been adverse to, various affiliates of The Royal Bank of Canada Trust, a creditor in this case, in matters unrelated to this chapter 11 case.

m. Paul, Weiss has previously represented, and been adverse to, Allstate Insurance Company, a creditor in this case, in matters unrelated to this chapter 11 case.

n. Paul, Weiss has previously represented, and been adverse to Van Kampen American Capital (and various affiliates thereof), a creditor in this case, in matters unrelated to this chapter 11 case.

o. Paul, Weiss has previously represented, and been adverse to Bank of Montreal, a creditor in this case, in matters unrelated to this chapter 11 case.

p. Paul, Weiss has previously represented, and been adverse to, various affiliates of Merrill Lynch Trade Desk, a creditor in this case, in matters unrelated to this chapter 11 case.

q. Paul, Weiss has previously been adverse to Conseco Capital Management, a creditor in this case, in matters unrelated to this chapter 11 case.

9. Additionally, as part of its practice, Paul, Weiss appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants and investment bankers, some of whom now or may in the future represent creditors and other parties in interest in this case. Paul, Weiss has not and will not represent any of these entities in this chapter 11 case or have any relationship with any such entities, attorneys, accountants, financial consultants or investment bankers which would be adverse to the interests of the Creditors Committee.

10. The foregoing statement constitutes a summary of connections between Paul, Weiss, the Debtor, the Creditors Committee and possible parties in interest as required by Bankruptcy Rule 2014(a).

11. Based on the foregoing, Paul, Weiss is not expected to pursue any interests which are materially adverse to the Creditors Committee, and is "disinterested" for purposes of section 101(14) of the Bankruptcy Code. To the extent that Paul, Weiss

discovers any facts bearing on any matters described herein or its representation of the Creditors Committee during the period of its employment, Paul, Weiss will supplement the information contained in this affidavit.

PROFESSIONAL COMPENSATION

12. Paul, Weiss has not received any retainer in connection with its representation of the Creditors Committee.

13. Paul, Weiss has not received any promises as to payment or compensation in connection with the chapter 11 case other than in accordance with the provisions of the Bankruptcy Code and as disclosed herein.

14. Paul, Weiss has no agreement with any other entity to share compensation received by Paul, Weiss.

15. Paul, Weiss will be compensated for services rendered and expenses incurred in connection with the chapter 11 case only upon application to the Bankruptcy Court and in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and orders of this Court. Paul, Weiss will charge its customary rates for services performed in this case, which are as follows:

Lawyers:		Hourly Rates
Partners:		\$490.00 to \$665.00
Counsel:		\$485.00
Associates:	0 to 3 years	\$250.00 to \$380.00
	4 to 7 years	\$420.00 to \$455.00
	7 or more years	\$455.00 to \$485.00
Legal Assistants:		\$135.00 to \$180.00
Legal Assistant Clerks:		\$75.00

16. Such rates are generally adjusted on an annual basis.

17. The following attorneys will have primary responsibility for representing the Creditors Committee:

Jeffrey D. Saferstein	(12 years experience) (\$550.00 per hour)
Brendan D. O'Neill	(4 years experience) (\$420.00 per hour)
Joel S. Moss	(less than 1 year experience) (\$250.00 per hour)

18. The hourly rates set forth above are Paul, Weiss' current customary hourly rates for work of this nature. They are subject to adjustment from time to time to reflect economic and other conditions. These rates are set at a level designed to fairly compensate Paul, Weiss for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. It is Paul, Weiss' policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case or matter. The expenses charged to clients include, inter alia, telephone and telecopier toll and other charges, mail and express mail charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Paul, Weiss to outside copying services for use in mass mailings, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, and non-ordinary overhead expenses such as secretarial and other overtime. Paul, Weiss will seek reimbursement from the Debtor's estate for these expenses in a manner and at rates consistent with charges made generally to its other clients.

19. The foregoing constitutes the statement of Paul, Weiss pursuant to section 504 of the Bankruptcy Code.

/s/ Jeffrey D. Saferstein
JEFFREY D. SAFERSTEIN

Subscribed and sworn to
before me this 23rd day
of May, 2002.

/s/ Carolyn Dolan
Notary Public

SCHEDULE AEntities Reviewed For ConflictsDebtor:

- United Australia/Pacific, Inc.

Professional Advisors to the Debtor:

- Latham & Watkins
- Dresdner Kleinwort Wasserstein (f/k/a Wasserstein Perella & Co.)

Known Major Bondholders:

- MacKay Shields LLC
- Goldentree Asset Management
- Fidelity Investments
- Federated Investors

Debtor's Directors:

- Gene W. Schneider
- Michael T. Fries

Twenty Largest Unsecured Creditors:

- MacKay-Shields Financial Corp. (a/k/a MacKay Shields LLC)
- Fidelity Investments
- Federated Investors
- The TWC Group, Inc.
- Goldentree Asset Management
- The Dreyfus Group
- CIGNA Retirement & Investment Services
- Banc of America Securities LLC
- Magten Asset Management Corp.
- SunAmerica Asset Management Corp.
- Lutheran Brotherhood Securities Corp.
- Middenbank Curacao N.V.
- ABN Amro Asset Management
- Brinson Advisors Inc.
- Royal Bank of Canada Trust (Jersey)
- Allstate Insurance Company
- Van Kampen American Capital
- Bank of Montreal

- Merrill Lynch Trade Desk
- Conseco Capital Management

Members of the Creditors Committee:

- MacKay Shields LLC
- Goldentree Asset Management
- U.S. Bank National Association

FROM

(MON) 6. 2' 03 14:17/ST. 14:07/NO. 4861390127 P 43

EXHIBIT D

SUMMARY OF TIME RECORDS

NAME & TITLE OF PROFESSIONAL	YEAR ADMITTED	HOURS	RATE ¹	FEE
1. Jeffrey D. Saferstein (Partner)	1990	25.2	\$570.63	\$14,380.00
2. Brendan D. O'Neill (Associate)	2000	134.2	\$422.63	\$56,718.00
3. Katarina G. Lawergren (Associate)	2001	23.1	\$330.00	\$7,623.00
4. Joel Moss (Associate)	2002	4.3	\$320.00	\$1,376.00
5. Lori E. Chasen (Associate)	Pending	9.2	\$255.11	\$2,347.00
6. Daniele Chinaea (Associate)	Pending	4.5	\$260.00	\$1,170.00
7. David Chorney (Legal Intern)	N/A	28.7	\$175.00	\$5,022.50
8. Joseph Monziona (Paralegal)	N/A	5.5	\$185.00	\$1,017.50
9. Renee Limongelli (Paralegal)	N/A	5.3	\$150.00	\$795.00
10. Theresa O'Leary (Paralegal)	N/A	0.4	\$150.00	\$60.00
11. Maurice Tattall (Paralegal)	N/A	2.0	\$121.50	\$243.50
12. John Manfredi (Legal Support)	N/A	4.0	\$120.00	\$480.00
13. Tracey Friesen (Legal Support)	N/A	0.4	\$150.00	\$60.00
TOTAL		246.8	\$369.90	\$91,292.50

¹ These rates are the same rates charged to Paul, Weiss' non-bankruptcy clients. All professionals and paraprofessionals have submitted time records with this application. Paul, Weiss billing rates changed on October 1, 2002. The rates reflected above are blended rates.

BLENDED HOURLY RATE FOR PROFESSIONALS (Excluding paralegal or other paraprofessional time)	\$ 386.72
FEE TOTALS	\$91,292.50
DISBURSEMENT TOTALS (PAGE 5)	\$ 4,272.90
TOTAL FEE APPLICATION	\$95,565.40

FROM

(MON) 6. 2' 03 14:17/ST. 14:07/NO. 4861390127 P 46

EXHIBIT E

SUMMARY OF DISBURSEMENTS

DISBURSEMENTS	AMOUNT
Communications (Telephone and telecopy)	\$ 249.72
Photocopying	\$1,487.39
Mail and Messengers	\$ 586.55
Transcribing, Computerized Research and Library Services	\$ 207.72
Word Processing, Secretarial Services	\$1,397.50
Court Expenses	\$ -
Local Transportation	\$ 50.50
Overtime Expenses	\$ 293.52
DISBURSEMENT TOTAL:	\$4,272.90

FROM

(MON) 6. 2' 03 14:18/ST. 14:07/NO. 4861390127 P 48

EXHIBIT F

PAUL WEISS RIFKIND WEARION GARRISON LLP

Worked : 05/07/02 thru 03/18/03

alp_212: Activity Code Summary

Run Date & Time: 04/23/03 15:38:46

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptnrs: J S Proforma: (03641)
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Fyq: X Class: 153 Status: B

Number	Task/Activity Description	Number	Timekeeper Name	Hours	Amount
XXX	NOT SPECIFIED	03641	SAFERSTEIN JEFFERY	.00	.00
	NOT SPECIFIED TOTAL			.00	.00
0701	CASE ADMINISTRATION	03641	SAFERSTEIN JEFFERY	2.30	1,295.00
		04307	O'NEILL BRENDAN D.	6.30	2,666.00
		04353	KOSS JOEL	.20	64.00
		50904	LIMONGELLI RENEE T	.50	75.00
	CASE ADMINISTRATION TOTAL			9.30	4,100.00
0702	COURT HEARINGS	04307	O'NEILL BRENDAN D.	9.90	3,748.00
	COURT HEARINGS TOTAL			9.90	3,748.00
0703	CASH COLLATERAL/DIP FINANCING	03641	SAFERSTEIN JEFFERY	3.10	1,705.00
		04307	O'NEILL BRENDAN D.	18.60	7,812.00
		52177	TATWALL MAURICE	1.10	132.00
		52636	MANFREDE JOHN	1.50	180.00
	CASH COLLATERAL/DIP FINANCING TOTAL			24.30	9,829.00
0704	MEETINGS	03641	SAFERSTEIN JEFFERY	1.80	1,080.00
	MEETINGS TOTAL			1.80	1,080.00
0712	PLAN & DISCLOSURE STATEMENT	02046	O'LEARY THERESA	.40	50.00
		03641	SAFERSTEIN JEFFERY	10.90	6,350.00
		04307	O'NEILL BRENDAN D.	47.90	20,244.00
		70648	FRIESEN TRACEY	.40	50.00
	PLAN & DISCLOSURE STATEMENT TOTAL			59.60	26,694.00
0713	CREDITOR INQUIRIES	03641	SAFERSTEIN JEFFERY	.50	275.00
		04307	O'NEILL BRENDAN D.	4.50	1,974.00
	CREDITOR INQUIRIES TOTAL			5.00	2,249.00
0718	APPLICANT'S FEE APPLICATIONS	02444	MONZIONE JOSEPH	5.50	1,017.50
		03641	SAFERSTEIN JEFFERY	1.00	580.00
		04307	O'NEILL BRENDAN D.	11.90	5,612.00

PAUL WEISS RIFKIND WHARTON GARRISON LLP

alp_212: Activity Code Summary

Worked : 05/07/02 thru 03/18/03

Run Date & Time: 04/23/03 15:38:46

(03641

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE
Reop Ptnrs: C S
Bill Frq: M Class: 153 Status: B
Proforma:

Number	Task/Activity Description	Number	Name	Hours	Amount
04610	LAWERGEN KATARINA			23.10	7,623.00
52177	TATTNALL MAURICE			.70	87.50
=====					14,320.00
=====					=====

APPLICANT'S FEE APPLICATIONS TOTAL

0721	LITIGATION	03641	SAERSTEIN JEFFERY	2.30	1,280.00
		04307	O'NEILL BRENDAN D.	23.00	9,660.00
		04536	CHISEN TORI E.	9.20	2,347.00
		04538	CHINFA DANIELE	4.50	1,170.00
		04626	CHORNEY DAVID	28.70	5,022.50
=====					19,479.50
=====					=====

LITIGATION TOTAL

0723	APPLICANT'S RETENTION	03641	SAERSTEIN JEFFERY	3.30	1,815.00
		04307	O'NEILL BRENDAN D.	12.70	5,334.00
		04353	MOSS-JOHL	4.10	1,312.00
		50904	LIMONGELLI RENEE T	4.80	720.00
		52177	TATTNALL MAURICE	.20	24.00
		52636	MANFREDI JOHN	2.50	300.00
=====					9,505.00
=====					=====

APPLICANT'S RETENTION TOTAL

0724	FEE APPLICATIONS (OTHERS)	04307	O'NEILL BRENDAN D.	.40	168.00
=====					168.00
=====					=====

FEE APPLICATIONS (OTHERS) TOTAL

=====					91,292.50
=====					=====

WATER TOTAL

PAUL WEISS RUFKIND WHARTON GARRISON LLP

Worked : 05/07/02 thru 03/18/03

(03641

alp_212: Activity Code Summary

Run Date & Time: 04/23/03 15:38:46

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Pctns: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frg: M Class: 153 Status: B

Number	Task/Activity Description	Timekeeper Name	Hours	Amount
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ACTIVITY SUMMARY

			246.80	91,292.50
MATTER TOTAL			246.80	91,292.50

03641

PAUL WEISS RIFKIND WEARTON GARRISON LLP

Work Date From : 05/07/02 thru : 03/18/03

alp 212: All Charges Analysis

Run Date & Time: 04/23/03 15:38:42

Client: 0-6899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frq: M Class: 153 Status: B

Emp Id	Employee Name	Off	Dy	Group	Hours	Amount	Cldest	Latest	All Time	Hours	Amount
----- Input since 03/01/2003 -----											
03641	SAFERSTEIN, JEFFERY			NY BKCY PARTNER	.00	.00	05/07/02	12/30/02		25.20	14,350.00
04307	O'NEILL, BRENDAN D.			NY BKCY ASSOCIATE	7.60	3,344.00	05/07/02	03/18/03		134.20	56,718.00
04353	MOSS, JOEL			NY BKCY ASSOCIATE	.00	.00	05/07/02	05/10/02		4.30	1,375.00
04536	CHASEN, LORI E.			NY BKCY ASSOCIATE	.00	.00	09/30/02	10/04/02		9.20	2,347.00
04538	CHIVER, DANIEL			NY BKCY ASSOCIATE	.00	.00	10/31/02	11/01/02		4.50	1,170.00
04510	LAWERGEN, KATARINA			NY BKCY ASSOCIATE	.00	.00	12/16/02	12/31/02		23.10	7,523.00
04626	CHURNEY, DAVID			NY SA LEGAL INTERN	.00	.00	05/28/02	06/21/02		28.90	5,022.50
02444	MONZIONS, JOSEPH			NY BKCY PARALEGAL	.00	.00	12/30/02	01/09/03		5.50	1,795.00
50904	MCCGILLI, RENEE T			NY BKCY PARALEGAL	.00	.00	05/22/02	05/23/02		5.30	795.00
02045	O'LEARY, THERESA			NY Corp PARALGL	.00	.00	06/03/02	06/03/02		.40	50.00
52177	TATINELL, MAURICE			NY Lic PARALGL	.00	.00	05/23/02	12/31/02		2.00	243.50
52636	KAYFREDI, JOHN			NY MAN SUPPORT	.00	.00	05/23/02	08/02/02		4.00	488.00
70548	FRIESEN, TRACEY			NY LIB SUPPORT	.00	.00	06/03/02	06/03/02		.40	60.00
Total:					7.60	3,344.00				246.80	91,292.50

Sub-Total Hours : 25.20 Partners: .00 Counselors: 10.80 Paragls: 35.50 Others

175.30 Assocs:

Amount

Code	Disbursement Name	Amount	Oldest Entry	Latest Entry	All Disbursements
----- Input since 03/01/2003 -----					
1402	INFORMATION RETRIEVAL SERVICES	.00	05/08/02	06/17/02	151.32
1405	WESTLAW	.00	06/03/02	06/03/02	32.74
1418	MISC COMPUTER RESEARCH	.00	06/30/02	02/28/03	23.66
Total INFORMATION RETRIEVAL SERVICES					207.72
1601	WORD PROCESSING	17.50	05/08/02	03/18/03	1,397.50
Total WORD PROCESSING					1,397.50
1702	OVERTIME EXPENSES	.00	01/05/03	01/05/03	59.31
1703	PARALEGAL O/T	.00	01/05/03	01/05/03	25.80
1706	SERVICES O/T	.00	05/08/02	10/22/02	109.65
1707	C/T TRANSPORTATION	.00	05/08/02	02/19/02	103.76
Total OVERTIME EXPENSES					293.52
1801	DUPLICATING EXPENSES	.00	05/10/02	02/14/03	1,487.39
Total DUPLICATING EXPENSES					1,487.39

Client: 0-6899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

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PAUL WEISS RIFKIND WHARTON GARRISON LLP

Work Date From : 05/07/02 Thru : 03/18/03

alp_212: A.L. Charges Analysis

Run Date & Time: 04/25/03 15:38:43

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frq: M Class: 153 Status: B

Employee Name	ALL TIME SUMMARY	Oldest Entry	Latest Entry	Hours
SAFERSTEIN, JEFFERY	NY BKCY PARTNER	05/07/02	12/30/02	25.20
O'NEILL, BRENDAN D.	NY BKCY ASSOCIATE	05/07/02	03/18/03	134.20
MCSS, JOEL	NY BKCY ASSOCIATE	05/07/02	05/13/02	4.30
CHASEK, LORI S.	NY BKCY ASSOCIATE	09/30/02	10/04/02	9.20
CHINEA, DANIELE	NY BKCY ASSOCIATE	10/31/02	11/01/02	4.50
LAWERGRAN, KATARINA	NY BKCY ASSOCIATE	12/16/02	12/31/02	23.10
CHORNEY, DAVID	NY SA LEGAL INTERN	05/28/02	06/21/02	28.70
NON-LEGAL SUPPORT		05/22/02	01/09/03	17.60
Total:				246.80

ALL TIME DETAILS

Code

Hours

.00

Total

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

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PAUL WEISS REFRIND WHARTON GARRISON LLP

Work Date From : 05/07/02 Thru : 03/18/03

alp_212: All Charges Analysis

Run Date & Time: 04/23/03 15:38:43

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Prq: M Class: 153 Status: B

Employee Name	Dept	Position	Work Date	Description	Hours	Code
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	05/08/02	T/c Mackay Shields re: Committee issues (0.5); review documents re: Company (0.8)	1.30	0701
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	05/09/02	c/c with creditor's committee (0.5); preparation of contact sheet re same (0.3); preparation of new business memorandum re same (0.3); preparation of initial distribution of key documents and agreements and distribution to same (0.5)	1.60	0701
MOSS, JOEL	Bkcy	ASSOCIATE	05/10/02	spoke with boneill to get an overview of the case	.20	0701
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	05/17/02	review of recent news articles re Austar United (0.2)	.20	0701
LIYONGELLI, RENEE T.	Bkcy	PARALEGAL	05/22/02	Search for precedent document re: Notice of Presentment.	.50	0701
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	05/28/02	preparation of engagement letters and billing memorandum to committee members (0.0); review of debtor's procedures re interim compensation of professionals and corr. with J. Saferstein re same (0.6); discs. with J. Saferstein and G. Josephson re initial status conference and model plans (0.2)	2.80	0701
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	05/29/02	Office conf. w/ B. O'Neill re: status conf. (0.2); t/c B. Renshaw re: same (0.2)	.40	0701
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	05/06/02	update corr. to committee members (0.3)	.30	0701
			07/15/02	v/s with C. Whitmore re status and corr. to G. Josephson re same (0.3)	.30	0701
			07/18/02	v/m to G. Josephson re status (0.1); disc. with J. Saferstein re same (0.1)	.20	0701
			08/26/02	t/c with C. Whitmore re status and corr. to G. Josephson re same (0.2)	.20	0701
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	11/03/02	Committee call.	.60	0701
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	12/09/02	t/c with B. Renshaw and disc. with J. Saferstein re update; corr. with C. Whitmore re fees (0.3)	.30	0701
			12/16/02	t/c with G. Josephson re status conference issues (0.1); c/c with M. Perkiel re same (0.2); update with J. Saferstein re same (0.2)	.40	0701
			01/22/03	v/m to Greg Zites re retention application (0.1); t/c with bondholder re case status (0.1)	.20	0701
			01/31/03	billing and prep. of follow-up bill and corr. re fee approval order (0.8)	.80	0701
Total					9.30	

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

alp_212: All Charges Analysis
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PAUL WISS: WPKIND WHARTON GARRISON LLP
Work Date from: 05/07/02 Thru: 03/-8/03

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frq: M Class: 153 Status: B

Employee Name	Dept	Position	Work Date	Description	Hours	Code
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	05/30/02	attendance at status conference (2.5)	2.50	0702
			07/09/02	attendance at First Day Hearing (1.5)	1.50	0702
			08/06/02	attendance at DIP hearing and follow-up email to clients re results of same (1.8)	1.80	0702
			10/30/02	attendance at status conference and motion to extend exclusivity (2.0); t/c with Committee member re same (0.1)	2.10	0702
			12/11/02	attendance at status conference and update with J. Saferstein re same (0.5)	.50	0702
			03/18/03	telephonic attendance at confirmation hearing (0.3); corr. to Committee re results of hearing (0.2)	.50	0702

Total 8.90

PAUL WEISS RIFKIND WHARTON GARRISON LLP

Work Date from : 05/07/02 thru : 03/18/03

alp_212: All Charges Analysis

Run Date & Time: 04/23/03 15:38:43

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Priors: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Prq: M Class: 153 Status: B

Employee Name	Dept	Position	Work Date	Description	Hours	Code
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	06/06/02	corr. to G. Josephson re proposed DIP facility (0.1)	.10	0703
			07/01/02	review of docket re proposed DIP and corr. to G. Josephson re status of same (0.2)	.20	0703
			07/22/02	review of proposed DIP and discs. and corr. with J. Saferstein and working group re same (2.1)	2.10	0703
			07/23/02	disc. with G. Josephson and J. Saferstein re DIP issues (0.3)	.30	0703
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	07/23/02	Review DIP Financing agreement (1.5); office conf. B. O'Neill re: same (1.2)	.70	0703
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	07/23/02	disc. with J. Saferstein re DIP issues (0.2); v/m to G. Josephson re DIP issues (0.1); t/c with same re same (0.3); corr. to J. Saferstein re DIP objections (0.1)	.70	0703
			07/30/02	corr. to noteholders re DIP issues and corr. with J. Saferstein re same (0.3); c/c with C. Whitmore re same (0.4); v/mg and t/cs with G. Josephson and D. Allinson re same (0.4); v/m to B. Renshaw re same (0.1)	1.20	0703
			07/31/02	disc. with J. Saferstein re DIP issues and corr. to clients re c/c re same (0.5); v/m to G. Josephson re DIP issues and lack of response from UGC or counsel (0.1)	.60	0703
TATNALL, NAURICE	Lit	PARALGL	07/31/02	Arranging for filing of Objection to DIP Financing to be filed with the bankruptcy court.	1.10	0703
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	08/01/02	Review objection to DIP financing motion (1.4); office conf. w/ B. O'Neill re: same (1.2); corr. to F. Wheeler re same (0.5); disc. and Allinson and F. Wheeler (UGC counsel) re same (2.5); preparation of DIP Objection (3.0)	.60	0703
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	08/01/02	t/cs with E. Allinson re DIP issues (0.3); corr. to F. Wheeler re same (0.5); disc. and Allinson and F. Wheeler (UGC counsel) re same (2.5); preparation of DIP Objection (3.0)	6.30	0703
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	08/02/02	Finalized objection to DIP financing objection.	1.10	0703
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	08/02/02	review of recent news articles (0.1); revision and preparation for filing of DIP Objection (2.0); t/cs with G. Josephson, F. Wheeler and J. Saferstein re final DIP issues (1.5)	3.60	0703
MAFREDI, JOHN	MAN	SUPPORT	08/02/02	SDSR: Delivered letter to Judge Gerber	1.50	0703
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	08/05/02	Office conf. w/ B. O'Neill re: revised DIP Agreement and order.	.40	0703

PAUL WEISS RIFKIND WHARTON GARRISON LLP

Work Date From : 05/07/02 Thru : 03/18/03

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Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frq: Y Class: 153 Status: B

A L L T I M E D E T A I L
Employee Name Dept Position Work Date Description Hours Code

O'NEILL, BRENDAN D. BKCY ASSOCIATE 08/05/02 preparation of amendment to DIP letter agreement and revised order and distribution 3.50 0703

thereof; t/cs with counsel to the Debtor and UGC re same; review of revised versions thereof (3.5)

SAFERSTEIN, JEFFERY BKCY PARTNER 08/06/02 Office conf. w/ B. O'Neill re: DIP financing hearing. .30 0703

Total 24.30

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PAUL WEISS RIFKIND WHARTON GARRISON LLP

alp_212: All Charges Analysis

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Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptrns: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Freq: M Class: 53 Status: B

Employee Name	Dept	Position	Work Date	Description	Hours	Code
SAFERSTEIN, JEFFERY	BKCY	PARTNER	12/05/02	Attend meeting with UAP, USC, Champ re: revised plan.	1.80	CT08

Total 1.80

PAUL WEISS RIFKIND WEARTON GARRISON LLP
Work Date From : 05/07/02 Thru : 03/18/03

a/p_212: All Charges Analysis
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Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptrns: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Prq: M Class: 153 Status: B

Employee Name	Dept Position	Work Date	Description	Hours	Code
A L L T I M E D E T A I L					
SAFERSTEIN, JEFFERY	BKCY PARTNER	05/07/02	T/cs K. Filcs, G. Josephson re: liquidating plan and other issues.	.50	0712
O'NEILL, BRENDAN D.	BKCY ASSOCIATE	05/07/02	v/ms to and c/c with S. Landry (0.5); disc. and corr. with C. Reed re same (0.3); preparation of Landau affidavit and review of info re same and corporate trust materials by same (3.5)	4.33	0712
SAFERSTEIN, JEFFERY	BKCY PARTNER	05/09/02	Conf. call w/ Committee re: status (.5); review docket and certain corporate materials (.6).	1.10	0712
O'NEILL, BRENDAN D.	BKCY ASSOCIATE	05/22/02	Review corporate documents re: effect on restructuring.	.60	0712
SAFERSTEIN, JEFFERY	BKCY PARTNER	05/24/02	disc. with C. Whitmore re potential forms of plan of reorganization (0.7); follow-up with C. Saferstein re same (0.2)	.90	0712
O'NEILL, BRENDAN D.	BKCY ASSOCIATE	05/30/02	Office conf. w/ B. O'Neill re: CAP plan issues	.30	0712
SAFERSTEIN, JEFFERY	BKCY PARTNER	06/03/02	review of recent UAP filings re ownership interests in UAP, United Australia Holdings, United Auster and Auster United (1.6)	1.60	0712
O'LEARY, THERESA	Corp PARALGL	06/03/02	Searched for exhibits for B O'Neill	.40	0712
FRISSEN, TRACEY	LIB SUPPORT	06/03/02	Locate, print, and send SEC filings for UAP to Brendan O'Neill	.40	0712
O'NEILL, BRENDAN D.	BKCY ASSOCIATE	06/20/02	disc. with J. Saferstein re UAP issues (0.2)	.20	0712
SAFERSTEIN, JEFFERY	BKCY PARTNER	06/24/02	T/c w/ B. O'Neill re: due diligence and plan status.	.30	0712
O'NEILL, BRENDAN D.	BKCY ASSOCIATE	06/24/02	t/cs with G. Josephson re adjournment of hearing and status of plan preparation (0.3)	.30	0712
SAFERSTEIN, JEFFERY	BKCY PARTNER	07/10/02	disc. with J. Saferstein re status of plan and corr. to M. Filcs and G. Josephson re same (0.2)	.20	0712
O'NEILL, BRENDAN D.	BKCY ASSOCIATE	07/23/02	disc. with J. Saferstein and G. Josephson re plan alternatives and follow-up with same (0.2)	.20	0712
SAFERSTEIN, JEFFERY	BKCY PARTNER	08/13/02	research re and distribution to G. Josephson of plan precedent (0.5)	.50	0712
O'NEILL, BRENDAN D.	BKCY ASSOCIATE	08/21/02	t/c with noteholder re equity valuation issues (0.2); corr. re same to same (0.1)	.30	0712
SAFERSTEIN, JEFFERY	BKCY PARTNER	08/28/02	discs. with S. Renshaw re equity strategy and review of key documents re same (0.5); v/v to S. Shapiro re same (0.1); disc. with J. Saferstein re same (0.1)	.70	0712
O'NEILL, BRENDAN D.	BKCY ASSOCIATE	09/12/02	t/c with G. Josephson re due diligence and plan issues (0.2)	.20	0712
SAFERSTEIN, JEFFERY	BKCY PARTNER	10/24/02	t/c with B. Renshaw re offer for bonds (0.1)	.10	0712
O'NEILL, BRENDAN D.	BKCY ASSOCIATE	10/25/02	discs. with J. Saferstein and v/ms with G. Josephson re plan issues (0.2)	.20	0712

alp_212: All Charges Analysis
 Run Date & Time: 04/23/03 15:38:43
 PAUL WEISS RIFKIND WHARTON GARRISON LLP
 Work Date From : 05/07/02 To: 03/18/03
 Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Prtors: J S Proforma:
 Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frq: M Class: 153 Status: B

Employee Name	Dept	Position	Work Date	Description	Hours	Code
O'NEILL, BRENDAN D.	BKCY	ASSOCIATE	10/28/02	review and revision of Plan; review of motions and orders re bar date, ordinary course professionals, and extension of exclusivity; review of Trustee objection (2.5)	2.50	0712
SAFERSTEIN, JEFFERY	BKCY	PARTNER	10/29/02	t/c B. Renshaw, B. O'Neill re plan issues	.50	0712
O'NEILL, BRENDAN D.	BKCY	ASSOCIATE	10/29/02	t/c with Committee member and J. Safenstein re status of negotiations re bond offer and follow-up disc. with J. Safenstein re same and plan issues, including Trustee's objection to ordinary course professionals motion (0.4); c/c with G. Josephson re same (0.6); follow-up call with Committee member re same (0.1); t/c with C. Whitmore re same (0.2); t/c with B. Renshaw re deal status (0.1); inquiries re bills to date and DIC participant list and t/c to C. Whitmore re same (0.1); disc. with G. Josephson re same (0.3)	1.80	0712
SAFERSTEIN, JEFFERY	BKCY	PARTNER	10/31/02	O/c B. O'Neill re plan issues (.5); review same (1.1)	1.60	0712
O'NEILL, BRENDAN D.	BKCY	ASSOCIATE	10/31/02	review and revision of plan and dist. of same to G. Josephson and discs. with J. Safenstein re same (3.0); org. of meeting with bondholders re same (0.3)	3.30	0712
SAFERSTEIN, JEFFERY	BKCY	PARTNER	11/04/02	O/c B. O'Neill re: letter of intent.	.20	0712
O'NEILL, BRENDAN D.	BKCY	ASSOCIATE	11/04/02	t/c with creditor re proposed plan (0.3); review and revision of draft disclosure statement (3.5); dist. of comments to same to L&W (0.1); disc. with B. Renshaw and J. Safenstein re Castle Harian and review of letter of intent re same (0.7)	4.60	0712
			11/06/02	disc. with B. Renshaw re strategy; v/m to M. Perkiel re letter of intent	.40	0712
SAFERSTEIN, JEFFERY	BKCY	PARTNER	11/07/02	O/c B. O'Neill re: letter of intent (.3); t/c M. Perkiel re: same (.2).	.50	0712

alp_212: All Charges Analysis
Run Date & Time: 04/23/03 15:38:43
SAUL WEISS RIFKIND WHARTON GARRISON LLP
Work Date From : 05/07/02 Thru : 03/28/03

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Prg: M Class: 153 Status: B

A L L T I M E D E T A I L
Employee Name Dept Position Work Date Description Hours

Employee Name	Dept Position	Work Date	Description	Hours	Code
O'NEILL, BRENDAN D.	Bkcy ASSOCIATE	11/07/02	v/ms and t/cs with M. Perkiel re revisions to Castle Harlan letter and revisions to same (0.4); discs. with B. Renshaw and J. Saferstein re same and dist. of revised versions of same to same and Committee (0.5); t/c with G. Josephson re same, claim issues and payment of fees (0.3); t/c with C. Whitmore re proof of claims issues and Castle Harlan letter (0.1); disc. with J. Saferstein re same (0.1); review of claims register re bond claim (0.1); disc. with S. Shapiro re letter (0.2); review of due diligence materials provided by Latham & Watkins (1.4)	3.10	0712
		11/08/02	v/m to C. Whitmore re letter (0.1); t/c with same re same and potential claims issue (0.3); t/c with B. Renshaw re same (0.1); t/c with other bondholder re same (0.2); dist. of same to M. Perkiel and v/m for same re same (0.1)	.80	0712
SAFERSTEIN, JEFFERY	Bkcy PARTNER	11/12/02	Review revised letter of intent from Castle Harlan (0.2); t/c Mackay re: same (0.2); t/c M. Perkiel re: same (0.2)	.50	0712
O'NEILL, BRENDAN D.	Bkcy ASSOCIATE	11/12/02	discs. with J. Saferstein and B. Renshaw re revised Castle Harlan letter and t/cs with M. Perkiel re same (0.5)	.50	0712
SAFERSTEIN, JEFFERY	Bkcy PARTNER	11/13/02	T/c B. Renshaw re: letter of intent (0.2); t/c S. Shapiro re: same (0.3)	.80	0712
O'NEILL, BRENDAN D.	Bkcy ASSOCIATE	11/13/02	t/c with G. Josephson re Castle Harlan offer and related plan and disclosure statement issues (0.3); t/cs with M. Perkiel, B. Renshaw and S. Shapiro re same (0.5)	.30	0712
SAFERSTEIN, JEFFERY	Bkcy PARTNER	11/14/02	T/cs B. Renshaw, S. Shapiro re: letter of intent.	.40	0712
		11/15/02	Finalized letter of intent (0.2); t/c M. Perkiel re: same (0.2).	.30	0712
		11/18/02	T/c S. Shapiro re: letter of intent (0.2); t/c M. Perkiel re: same (1).	.20	0712
		11/25/02	Voicemail with Gregg Josephson re: plan and disclosure statement (0.1); emails with M. Perkiel re: same (1.1).	.50	0712
		11/27/02	Conference call with Debtor and proposed plan sponsor.	3.50	0712
O'NEILL, BRENDAN D.	Bkcy ASSOCIATE	12/04/02	Review WSP Plan and Disclosure Statement.	4.00	0712
		12/13/02	Review and revision of revised Disclosure Statement and Plan and distribution of comments to same to all parties (4.0)		

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
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Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptrns: J S Profors: B
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Prq: X Class: 153 Status: B

A L L O T I M E D E F A I L
Employee Name Dept Position Work Date Description Hours Code

Employee Name	Dept	Position	Work Date	Description	Hours	Code
O'NEILL, BRENDAN D.	KEY ASSOCIATE		12/19/02	discs. with counsel to indenture trustee and G. Josephson re revisions to Plan and Disclosure Statement re indenture trustee provisions and claim amounts; discs. with same and Committee members re warrant cancellation issues	.70	0712
			12/20/02	review and revision of Plan and Disclosure Statement and dist. of comments re same, including comments of Indenture Trustee (1.5); t/c with C. Babb re Reorganization Agreement issues (0.3); t/c with G. Josephson re revisions (0.1); review of CHAMP Disclosure Letter (0.5)	2.40	0712
			12/22/02	corr. with working group (DAP course, CHAMP counsel) re proposed timeline and filing of various motions (0.2)	.20	0712
			12/23/02	review of revised Plan and Disclosure Statement (0.3); review of motion to approve Disclosure Statement and various voting procedures, including forms of ballots and master ballots (1.5)	1.80	0712
			01/08/03	t/cs with Noteholders re Plan and Disclosure Statement (0.4); w/m to G. Josephson re fee application issues (0.1); review of conditions precedent to Plan and corr. to G. Josephson re same (0.3)	.80	0712
			01/27/03	t/c with G. Josephson re revisions to Disclosure Statement (0.1)	.10	0712
			01/29/03	review of revised version of Plan and Disclosure Statement and disc. with G. Josephson re same (1.5); attendance at Disclosure Statement hearing and fee application hearing (1.5); revisions to Order approving fee app and letter to J. Gerber re same (0.3)	1.50	0712
			01/29/03	t/c with committee members re claims trading issues and corr. with J. Safirstein re same (0.5); corr. to committee re disclosure statement, plan and ballots as approved and dist. of same (0.4)	1.80	0712
			01/30/03	prep. of committee support letter and dist. to G. Josephson (0.5); discs. with Mackay, G. Josephson and C. Whitmore re DTC and solicitation issues (0.5)	.90	0712
			01/31/03		1.80	0712

PAUL WELLS RIFKIND WHARTON GARRISON LLP
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Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptnrs: J S Proforma:
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Employee Name	Dept	Position	Work Date	Description	Hours	Code
O'NEILL, BRENDAN D.	BKCY	ASSOCIATE	03/03/03	review of Pondaie application under section 657 of the Aust. Corporations Act and discs. and corr. with J. Saferstein, G. Josephson and Committee re same (0.8)	.80	0712
			03/05/03	v/m to M. Perkiel re Pondaie application (0.1)	.10	0712
			03/06/03	update corr. to Committee re Australian Takeovers Panel action and t/c with M. Perkiel re same (0.3)	.30	0712
			03/11/03	review and revision of confirmation order and memorandum of law re same (2.7)	2.70	0712
			03/12/03	corr. and v/m's with G. Josephson re revisions to confirmation order (0.4)	.40	0712
			03/17/03	review of revised confirmation order and disc. with G. Josephson re same (0.6); review of corr. re satisfaction of conditions to effectiveness and results of Takeovers Panel decision (0.3)	.90	0712

Total 59.60

PAUL WEISS RIFKIND WHARTON GARRISON LLP
Work Date From : 05/07/02 Thru : 03/28/03

alp 212: All Charges Analysis

Run Date & Time: 04/23/03 15:38:43

Client: 018899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Prtns: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Prg: M Class: 153 Status: 9

Employee Name	Dept Position	Work Date Description	Hours	Code
A L L T I M E D E T A I L				
O'NEILL, BRENDAN D.	BKCY ASSOCIATE	06/18/02 disc. with Noteholder re status of reorganization (0.3)	.30	0713
SAFERSTEIN, JEFFERY	BKCY PARTNER	09/30/02 c/c B. O'Neill, C. Whitmore re: status and strategy.	.50	0713
O'NEILL, BRENDAN D.	BKCY ASSOCIATE	01/02/03 t/cs with noteholder re plan and disclosure statement provisions (0.2)	.20	0713
		01/04/03 t/c with Goldentree re case status and delivery of Plan and Disclosure Statement to same (0.2)	.20	0713
		02/03/03 t/cs with creditors re plan and voting (0.3); billing (0.1)	.40	0713
		02/03/03 t/c with creditors re inquiries (0.2)	.20	0713
		02/07/03 creditor inquiries re voting and ballots (0.1); t/c with G. Zipes (DS Trustee) re same (0.1); t/c with S. Shapiro re trading (0.1)	.30	0713
		02/28/03 discs. with Goldentree, Mackay Shields and G. Josephson re status of voting (1.2)	1.20	0713
		03/03/03 discs. with G. Josephson, Goldentree, and Mackay Shields re voting process and status (1.2)	1.20	0713
		03/04/03 corr. to Committee re results of voting and review of same (0.2)	.20	0713
		03/05/03 creditor inquiries re status of proceedings (0.2)	.20	0713
		03/17/03 t/c with Quadrangle re confirmation status (0.1)	.10	0713
Total			5.00	

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptnrs: J S Proforma:
 Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bil'l Frq: M Class: 153 Status: B

03641

Employee Name	Dept	Position	Work Date	Description	Hours	Code
A L L T I M B	D E T A I L					
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	06/05/02	preparation of monthly interim compensation letter (0.5)	.60	0718
			06/06/02	revision of Interim Monthly Compensation Letter (0.3)	.30	0718
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	06/20/02	Finalized and sent out monthly fee statement.	.40	0718
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	06/20/02	discs. with C. Burnett re preparation of monthly fee letter (0.1)	.10	0718
			07/18/02	t/c with C. Whitmore re status of proceedings (0.1); review of bills for monthly fee letter (0.2)	.30	0718
			08/19/02	preparation of interim fee application (0.6)	.60	0718
			09/17/02	prep. of monthly interim fee letter (0.3)	.30	0718
			10/10/02	prep. of monthly interim compensation letter (0.2)	.20	0718
			11/06/02	prep. of monthly interim compensation letter (0.1)	.10	0718
			11/06/02	prep. of first interim fee application (0.2)	.20	0718
			11/13/02	prep. of monthly interim bill (0.1)	.10	0718
			12/11/02	prepare interim fee application (0.1)	.10	0718
			12/16/02	disc. with K. Lawergren re prep. of interim fee app (0.3)	.30	0718
LAWERGREN, KATARINA	Bkcy	ASSOCIATE	12/16/02	Met with B O'Neill re drafting fee application, found retention order and application on pacer, began drafting	1.40	0718
			12/17/02	Drafted fee application	4.50	0718
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	12/18/02	review and revision of multiple revised versions of Plan and Disclosure Statement and t/cs with C. Whitmore, G. Josephson and J. Saferstein re same		
			12/18/02	Prepared fee application		
			12/19/02	Drafted and checked numbers in fee application - gave to Brendan O'Neill, met with B O'Neill		
			12/20/02	review and revision of First Interim Fee Application (0.5)	.50	0718
LAWERGREN, KATARINA	Bkcy	ASSOCIATE	12/23/02	Drafted fee application	2.80	0718
			12/23/02	review and revision of draft First Interim Fee Application and discs. with K. Lawergren re same (1.3)	1.50	0718
			12/24/02	review and revision of First Interim Fee Application and discs. with K. Lawergren re same (0.5)	.50	0718
LAWERGREN, KATARINA	Bkcy	ASSOCIATE	12/24/02	Made changes to fee application - gave to J Saferstein for review	2.50	0718
			12/27/02	Met with B O'Neill re notice and fee application. Revised fee application.	3.00	0718

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
 Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

alp_2-2: All Charges Analysis
Run Date & Time: 04/23/03 15:38:43
PAUL WEISS RUPKINS WEARTON GARRISON LLP
Work Date From : 05/07/02 Thru : 02/18/03

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Fig: M Class: 153 Status: B

Employee Name	Dept	Position	Work Date	Description	Hours	Code
A L L T I M E D E T A I L						
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	12/30/02	Review and revise Fee Application.	.60	0718
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	12/30/02	review and revision of first interim fee application (0.5)	.50	0718
LAMERGREN, KATARINA	Bkcy	ASSOCIATE	12/30/02	Proof read final draft of fee application, organized filing with court.	1.10	0718
MONZIGNE, JOSEPH	Bkcy	PARALEGAL	12/30/02	Preparing documents (fee application) so be used in distribution.	1.00	0718
			12/30/02	Preparation and service of fee application (including preparation of afs).	3.00	0718
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	12/31/02	prep. and filing of notice of application re first interim fee application (0.5)	.50	0718
LAMERGREN, KATARINA	Bkcy	ASSOCIATE	12/31/02	Served fee application, filed with court, arranged copies, electronic filing etc	2.00	0718
TATTMALL, MCRICE	Lit	PARAIGL	12/31/02	Filed Paul, Weiss First Interim fee application electronically with the court.	.70	0718
				Arranged for all parties to be served by mail.		
MONZIGNE, JOSEPH	Bkcy	PARALEGAL	01/06/03	Preparation of additional copies of fee application.	.50	0718
			01/07/03	Preparing precedent documents/binder re: fee application and related materials.	.50	0718
			01/09/03	Setting up working file re: distribution of fee application.	.50	0718
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	01/15/03	prep. of monthly fee letter (0.2)	.20	0718
			01/28/03	disc. with G. Zipes re fee application (0.1)	.10	0718
			02/13/03	prep. of interim fee letter (0.2)	.20	0718
			03/18/03	prep. of monthly interim fee letter (0.2)	.20	0718
Total					42.20	

PAUL KRUSE FRANK WHARTON SARRISON LLP

Work Date From : 05/07/02 Thru : 03/18/03

Proforma:
Bill Frg: M Class: 153 Status: B

alp_212: All Charges Analysis

Run Date & Time: 04/23/03 15:38:43

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptrns: J S
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frg: M Class: 153 Status: B

A L I T I M E D E S T A I L
Employee Name Dept Position

Work Date Description

Hours

Code

0721

.90

05/23/02 discs. with J. Saferstein, B. Renshaw and C. Whitmore re status of due diligence (0.4); preparation of cover letter and memorandum re engagement to committee members (0.5)

0721

.40

05/28/02 Office conf. w/ B. O'Neill re: due diligence (0.2); t/c w/ M. Flics re: status (0.2)

0721

4.20

05/28/02 preparator of due diligence request list (3.8); discs. with D. Chorney re rejection of shareholder's agreement research (0.4)

0721

.50

05/30/02 review and revision of due diligence request list (0.5)

0721

.20

05/30/02 review and revision of due diligence request list and distribution to C. Whitmore re same (0.2)

0721

.50

06/03/02 T/c w/ B. Renshaw re: due diligence (0.2); review due diligence checklist.

0721

.10

06/03/02 corr. to C. Whitmore re due diligence request (0.1)

0721

.20

06/04/02 discs. with J. Saferstein and C. Whitmore re due diligence request (0.2)

0721

.60

06/12/02 Office conf. w/ B. O'Neill re: due diligence request (0.4); t/c w/ Latham re: same.

0721

.40

06/12/02 t/c with G. Josephson and D. Allinson re due diligence request and other status issues and discs. with J. Saferstein re same (0.3); delivery of same to Latham & Watkins (0.1)

0721

.30

06/17/02 T/c w/ Committee re: accountant (0.1); t/c w/ prospective accountants (0.2).

0721

1.20

06/17/02 review of memorandum by D. Chorney re rejection of shareholders agreement in bankruptcy (1.0); v/m to same re same (0.1); disc. with B. Renshaw re pre-filing fee responsibilities (0.1)

0721

.20

06/18/02 Emails with M. Flics re: due diligence, disc. with G. Josephson re due diligence request and case timeline (0.3); disc. with J. Saferstein re same (0.2); memo to working group re proposed timeline (0.5); t/c to C. Whitmore re same (0.1)

0721

1.10

06/25/02 Met with B. O'Neill to get new assignment. 09/30/02 Read shareholder agreement and prepare summary of provisions.

0721

.50

10/01/02 Write memo re provisions of a shareholder agreement.

0721

4.00

10/03/02 worked on memo re shareholder agreement.

0721

3.00

10/03/02 worked on memo re shareholder agreement.

0721

1.00

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

alp_212: All Charges Analysis PAUL WEISS RIFKIND WHARTON GARRISON LLP
 Run Date & Time: 04/23/03 15:38:43 Work Date From : 05/07/02 Thru : 03/18/03
 Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Frtns: J S Proforma:
 Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frq: M Class: 153 Status: B

(03441

Employee Name	Dept	Position	Work Date	Description	Hours	Code
O'NEILL, BRENDAN D.	BKCY	ASSOCIATE	10/04/02	review of L. Chasac memorandum re relevant provisions of shareholders agreement (0.7)	.70	0721
CHASAC, LORIE E.	BKCY	ASSOCIATE	10/04/02	Finish memo re SH agreement and submit to B. O'Neill.	.70	0721
O'NEILL, BRENDAN D.	BKCY	ASSOCIATE	10/07/02	review of United Austar shareholders' agreement and revisor of memo re same (3.0)	3.00	0721
			10/08/02	prep. of monthly interim fee letter (0.2)	.20	0721
			10/09/02	revision of memo on United Austar shareholders' agreement re J. Safersteir. comments (1.0); disc. with C. Whitmore re same (0.2); v/w's disc. with G. Josephson re timeline and plan issues (0.3)	1.50	0721
SAFERSTEIN, JEFFERY	BKCY	PARTNER	10/14/02	Review and revise memo to committee on Shareholders Agreement.	.30	0721
O'NEILL, BRENDAN D.	BKCY	ASSOCIATE	10/14/02	disc. with J. Saferstein re shareholder's agreement memo and revision of same re same (0.6)	.60	0721
			10/16/02	discs with J. Saferstein and revisions to Shareholders' Agreement and prep. of status memo and dist. of same to committee members (0.7)	.70	0721
CHINEA, DANIELE	BKCY	ASSOCIATE	10/21/02	review of proposed Plan of Reorganization (3.0)	3.00	0721
			10/31/02	Disc. with B. O'Neill re basics of the matter and review memo re: Shareholders' Agreement.	1.00	0721
O'NEILL, BRENDAN D.	BKCY	ASSOCIATE	11/01/02	due diligence review at Latham & Watkins; c/c with committee re status of case and Castle Harian deal (4.5)	4.50	0721
CHINEA, DANIELE	BKCY	ASSOCIATE	11/01/02	Due diligence at Latham and Watkins from 10:30 - 2:00	3.50	0721
Total					39.00	

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
 Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

alp_212: All Charges Analysis
Run Date & Time: 04/23/03 15:38:43
Work Date Proc: 05/07/02 Tbru: 03/18/03

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE
Keep Frmts: J S
Bill Frq: M Class: 153 Status: B Proforma:

Employee Name	Dept	Position	Work Date	Description	Hours	Code
CHORNEY, DAVID	SA	LEGAL INTERN	05/28/02	Meeting with Brendan O'Neill to receive assignment.	.50	0721
			05/29/02	Westlaw research for cases regarding the rejection of shareholders agreement under a Chapter 11 process.	1.00	0721
			05/30/02	Westlaw research for cases regarding the rejection of shareholders agreement under a Chapter 11 process.	3.00	0721
			05/31/02	Research on rejection of shareholder agreements under Chapter 11.	1.50	0721
			06/03/02	Westlaw research on rejection of shareholders' agreements.	2.40	0721
			06/04/02	Drafting of memo from research about good faith requirement of bankruptcy filing.	1.20	0721
			06/05/02	Preparation of memo regarding rejection of shareholders' agreements in a bankruptcy filing.	1.40	0721
			06/06/02	Preparing memo on rejection of shareholders' agreement.	2.10	0721
			06/08/02	Preparing memo on rejection of shareholders' agreement.	2.00	0721
			06/09/02	Preparing memo on rejection of shareholders' agreement.	2.30	0721
			06/10/02	Editing of memo regarding rejection of shareholders' agreements under chapter 11.	1.00	0721
			06/18/02	Review and redrafting of memorandum regarding bankruptcy filing for purpose of rejecting a shareholders' agreement.	2.20	0721
			06/20/02	Review and redrafting of memorandum regarding bankruptcy filing for purpose of rejecting a shareholders' agreement.	2.30	0721
			06/21/02	Review and redrafting of memorandum regarding bankruptcy filing for purpose of rejecting a shareholders' agreement.	5.80	0721
Total					28.70	

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alp_212: All Charges Analysis
Run Date & Time: 04/23/03 15:38:43
PAUL WEISS RIFKIND WHARTON GARRISON LLP
Work Date From : 05/07/02 Thru : 03/18/03

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Prtnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Prg: M Class: i53 Status: B

A S L T I M E D E T A I L

Employee Name	Dept	Position	Work Date	Description	Hours	Code
MOSS, JOEL	Bkcy	ASSOCIATE	05/07/02	drafted retention application, affidavit, and order	4.50	0723
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	05/08/02	preparation of JAP retention application and discs. with J. Moss and J. Safenstein re same (3.5); disc. with B. Renshaw re formation of committee and retention of counsel (0.3)	3.80	0723
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	05/09/02	preparation of retention application (1.2)	1.20	0723
			05/10/02	Office conf. w/ B. O'Neill re: retention application.	.40	0723
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	05/10/02	research re fee application issues and review of conflicts re same (2.3)	2.30	0723
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	05/13/02	review retention application and conflicts materials (1.1); office conf. w/ B. O'Neill re: same (1.2)	1.40	0723
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	05/13/02	review of Schedule A conflict search results and disc. with J. Safenstein re same (0.7)	.70	0723
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	05/14/02	O/c B. O'Neill re: conflict issues.	.20	0723
			05/15/02	Finalize comments to retention application (1.4); O/c B. O'Neill re: same (1.2)	.60	0723
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	05/15/02	review and revision of retention application, including extended conflicts search (1.5)	1.50	0723
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	05/17/02	Finalized Retention Application and sent out same to Committee.	.50	0723
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	05/17/02	revision of retention application and distribution of same to committee members (0.3)	.30	0723
SAFERSTEIN, JEFFERY	Bkcy	PARTNER	05/20/02	Office conf. w/ B. O'Neill re: retention application.	.20	0723
O'NEILL, BRENDAN D.	Bkcy	ASSOCIATE	05/21/02	corr. with committee re comments on retention application (0.1); v/m to C. Whitmore re same	.20	0723
			05/22/02	final preparation of retention application, notice of presentation and affidavit of service re same (1.0)	1.00	0723
			05/23/02	final preparation and filing of application, affidavit, order, notice of presentation and affidavit of service re retention application (1.5)	1.50	0723
LIMOGELLI, RENEE T	Bkcy	PARALEGAL	05/23/02	Draft Affidavit of Service; review and update Service List; prepare court paper for filing and servicing; coordinate w/ B. O'Neill, Mg. Atty's Off re: same; prepare all necessary tabs; arrange for hand deliveries; serve document.	4.60	0723
TATWALL, MAURICE	Lit	PARALGL	05/23/02	Filed Retention of Paul, Weiss electronically with the court.	.20	0723

alp_212: All Charges Analysis
Run Date & Time: 04/23/03 15:38:43
PAUL WEISS RIFKIND WHARTON GARRISON LLP
Work Date From : 05/07/02 Thru : 03/18/03

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frq: M Class: 153 Status: B

Employee Name	AL L T I M E D E T A I L	Dept Position	Work Date Description	Hours	Code
MANNERDI, JOHN	MAN	SUPPORT	05/23/02 SDBR: served Latham and Watkins, OST and CC Gerber, Retention Application of PW	2.50	0723
O'NEILL, BRENDAN D.	BKCY ASSOCIATE		06/03/02 review of docket re objections to retention motion (0.1); corr. with M. Tattmail re same (0.1)	.20	0723
Total				27.60	

(03641

PAUL WEISS RIFKIND WHARTON GARRISON LLP

Work Date From : 05/07/02 Thru : 03/18/03

alp_2:2: A01 Charges Analysis

Run Date & Time: 04/23/03 15:38:43

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptrnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frq: M Class: 153 Status: B

Employee Name	A L L	T I M E	D E T A I L	Dept Position	Work Date Description	Hours	Code
O'NEILL, BRENDAN D.				SKCY ASSOCIATE	07/01/02 review of Latham & Watkins fee application and disc. with J. Saferstein re same (0.3)	.30	0724
					09/04/02 review debtor's fee application (3.1)	.10	0724

Total .40

Matter Total 246.80

alp_212: AJ Charges Analysis
PAUL WEISS RIFKIND WHARTON GARRISON LLP
Work Date From : 05/07/02 Thru : 03/18/03

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Prtnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frg: M Class: 153 Status: B

A L L D I S B U R S E M E N T S S U M M A R Y

Code	Disbursement Name	Amount
1402	WESTLAW	151.32
1405	MISC COMPUTER RESEARCH	32.74
1418	DOCKETING RETRIEVAL	23.66
1601	WORD PROCESSING	3,397.50
1702	PARALEGAL O/T	54.31
1703	SERVICES C/T	25.80
1706	O/T TRANSPORTATION	109.65
1707	OVERTIME YEALS	303.76
1801	REPRODUCTION EXP	1,487.33
1901	TELEPHONE TOLLS	124.47
1902	TELECOPY	225.25
2051	POSTAGE	343.30
2053	MESSENGER	102.25
1955	EXP DEL, FED EXP	141.00
1081	PUBLIC TRANSPORTATION	7.50
1082	TAXI SERVICES	43.00
Total		4,272.90

A L L D I S B U R S E M E N T S D E T A I L

Period	Cost Type/ Vendor / Description	Employee	Off	St	Date	Costs	Index	Batch No	Fin Date
0502	WESTLAW - ACCT# 2513103	O'NEILL, B D	01	B	05/03/02	190	14548806	122811	05/16/02
0502	WESTLAW - ACCT# 2513103	O'NEILL, B D	01	B	05/10/02	136.57	14548807	122811	05/16/02
0602	WESTLAW - ACCT# 2513103	O'NEILL, B D	01	B	06/17/02	13.85	14735018	125986	06/27/02
1402 WESTLAW Total :						351.32			
0702	MISC COMPUTER RESEARCH 0405INFORMATION RETRIEVAL SERVICES	LEWITZKI, B	01	B	06/03/02	17.27	14831050	128170	07/30/02
0702	MISC COMPUTER RESEARCH 0405INFORMATION RETRIEVAL SERVICES	O'LEARY, T	01	B	06/03/02	15.47	14831019	128170	07/30/02
1405 MISC COMPUTER RESEARCH Total :						32.74			
0802	PACER DOCKETING RETRIEVAL 0419INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	06/30/02	.84	15020772	130648	09/05/02

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

PAUL WEISS RIFKIND WHARTON GARRISON LLP

Work Date From : 05/07/02 Thru : 03/18/03

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frg: X Class: 153 Status: B

A L L D I S B O R S E M E N T S D E T A I L

603641

Period	Cost Type/ Vendor / Description	Employee	Off	St	Date	Costs	Index	Batch No	Fin Date
1002	DOCKETING RETRIEVAL	HEARN, J	01	B	07/01/02	.07	15266852	134621	11/04/02
1002	3418 INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	07/01/02	.21	15266853	134621	11/04/02
1002	DOCKETING RETRIEVAL	HEARN, J	01	B	08/02/02	.21	15266857	134621	11/04/02
1002	3418 INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	08/02/02	.21	15266855	134621	11/04/02
1002	DOCKETING RETRIEVAL	HEARN, J	01	B	08/02/02	.14	15266854	134621	11/04/02
1002	3418 INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	08/02/02	.07	15266856	134621	11/04/02
1002	DOCKETING RETRIEVAL	HEARN, J	01	B	11/07/02	.35	15528195	139220	01/02/03
1002	3418 INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	11/07/02	.07	15528196	139220	01/02/03
1002	DOCKETING RETRIEVAL	HEARN, J	01	B	11/07/02	.28	15528193	139220	01/02/03
1002	3418 INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	11/07/02	1.12	15528194	139220	01/02/03
0103	DOCKETING RETRIEVAL	HEARN, J	01	B	12/17/02	.28	15655819	141630	02/04/03
0103	3418 INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	12/17/02	1.47	15655817	141630	02/04/03
0103	DOCKETING RETRIEVAL	HEARN, J	01	B	12/17/02	.34	15655818	141630	02/04/03
0103	3418 INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	12/17/02	.07	15655820	141630	02/04/03
0103	DOCKETING RETRIEVAL	HEARN, J	01	B	12/18/02	.07	15655821	141630	02/04/03
0103	3418 INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	12/18/02				

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

PAUL WEISS RIFKIND WHARTON GARRISON LLP
Work Date From : 05/07/02 Thru : 03/18/03

alp_212: All Charges Analysis
Run Date & Time: 04/23/03 15:38:43

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Frtns: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Fig: M Class: 153 Status: B

(03641

A L L D I S C R S K E H T S D E T A I L
Period Cost Type/ Vendor / Description

	Employee	Off	St	Date	Costs	Index	Batch No	Fin Date
0103	HEARN, J	01	B	12/13/02	.28	15655823	141630	02/04/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
0103	HEARN, J	01	B	12/13/02	1.47	15655822	141630	02/04/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
0203	HEARN, J	01	B	01/02/03	.14	15782295	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
3203	HEARN, J	01	B	01/21/03	.56	15782300	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
3203	HEARN, J	01	B	01/21/03	.84	15782298	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
0203	HEARN, J	01	B	01/21/03	.35	15782296	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
0203	HEARN, J	01	B	01/21/03	1.26	15782299	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
0203	HEARN, J	01	B	01/21/03	.35	15782297	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
0203	HEARN, J	01	B	01/29/03	.07	15782307	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
0203	HEARN, J	01	B	01/29/03	.21	15782306	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
3203	HEARN, J	01	B	01/29/03	.42	15782308	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
3203	HEARN, J	01	B	01/29/03	.14	15782305	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
0203	HEARN, J	01	B	01/29/03	.28	15782303	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
0203	HEARN, J	01	B	01/29/03	.21	15782304	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							
0203	HEARN, J	01	B	01/29/03	.14	15782301	143625	02/28/03
	DOCKETING RETRIEVAL							
	3418INFORMATION RETRIEVAL SERVICES							

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
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PAUL WEISS RIFKIND WHARTON GARRISON LJP

Work Date From : 05/01/02 Thru : 03/18/03

alp_212: Ali Charges Analysis

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A L L D I S B U R S E M E N T S D E T A I L

Period	Cost Type / Vendor / Description	Employee	Off	St	Date	Costs	Index	Batch No	Fit Date
0203	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	01/29/03	1.82	15782302	143625	02/28/03
0203	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	01/30/03	2.10	15782309	143625	02/28/03
0203	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	01/30/03	.14	15782310	143625	02/28/03
0203	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	01/31/03	.14	15782313	143625	02/28/03
0203	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	01/31/03	.56	15782316	143625	02/28/03
0203	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	01/31/03	.14	15782314	143625	02/28/03
0203	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	01/31/03	.21	15782317	143625	02/28/03
0203	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	01/31/03	.70	15782315	143625	02/28/03
0203	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	01/31/03	.56	15782311	143625	02/28/03
0203	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	01/31/03	.07	15782312	143625	02/28/03
0303	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	02/04/03	2.10	15914827	145650	03/28/03
0303	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	02/28/03	.07	15914828	145650	03/28/03
0303	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, C	01	B	02/28/03	.07	15914845	145650	03/28/03
0303	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	02/28/03	.07	15914844	145650	03/28/03
0303	DOCKETING RETRIEVAL 0418INFORMATION RETRIEVAL SERVICES	HEARN, J	01	B	02/28/03	.07	15914929	145650	03/28/03

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A L L D I S B U R S E M E N T S D E T A I L
Period Cost Type/ Vendor / Description

Period	Cost Type/ Vendor / Description	Employee	Off	St	Date	Costs	Index	Batch No	Fin Date
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.56	15914830	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.07	15914831	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.21	15914843	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.07	15914846	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.07	15914842	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.14	15914834	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.14	15914841	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.21	15914840	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.07	15914839	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.07	15914833	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.35	15914832	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.21	15914833	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.07	15914837	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.21	15914836	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								
0303	DOCKETING RETRIEVAL	HEARN, J	01	B	02/28/03	.07	15914835	145650	03/28/03
	0418INFORMATION RETRIEVAL SERVICES								

23.65

1418 DOCKETING RETRIEVAL Total :

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PAUL WEISS RIFKIND WHANTON GARRISON LLP
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A L L D I S B U R S E M E N T S D E T A I L

Period Cost Type/ Vendor / Description	Employee	Off	St	Date	Costs	Index	Batch No	Fin Date
0502 WP-JOB122505-70066	O'NEILL, B D	01	B	05/03/02	136.00	14527055	122448	05/13/02
0502 WP-JOB123010-60665	O'NEILL, B D	01	B	05/09/02	17.00	14567425	123003	05/17/02
0502 DOLAN, C L		01	B	05/09/02	68.00	14568110		05/17/02
0502 O'NEILL, B D		01	B	05/09/02	17.00	14567424	123003	05/17/02
0502 DOLAN, C L		01	B	05/20/02	85.00	14606962	123847	05/31/02
0502 O'NEILL, B D		01	B	05/22/02	17.00	14592675	123462	05/26/02
0502 DOLAN, C L		01	B	05/22/02	68.00	14606963	123847	05/31/02
0502 DOLAN, C L		01	B	05/23/02	85.00	14621888	124090	06/05/02
0502 DOLAN, C L		01	B	05/29/02	34.00	14621889	124090	06/05/02
0502 VELEZ, G C		01	B	05/30/02	17.00	14621822	124090	06/05/02
0502 DOLAN, C L		01	B	06/06/02	17.00	14666005	124880	06/13/02
0502 RIVERA, O R		01	B	06/21/02	34.00	14736680	126004	06/27/02
0702 BURNETT, S		01	B	07/18/02	34.00	14826976	127974	07/25/02
0702 BURNETT, S		01	B	07/19/02	17.00	14826977	127974	07/25/02
0802 BURNETT, S		01	B	08/02/02	68.00	14910572	128989	08/12/02
0802 DOLAN, C L		01	B	08/07/02	17.00	14940069	129408	08/16/02
0802 DOLAN, C L		01	B	08/19/02	17.00	14996166	130276	08/29/02
0802 DOLAN, C L		01	B	08/21/02	34.00	14996167	130276	08/29/02
0902 DOLAN, C L		01	B	09/17/02	17.00	15133233	132226	09/30/02
1002 O'NEILL, B D		01	B	10/31/02	17.00	15272543	134723	11/04/02
1102 DOLAN, C L		01	B	10/31/02	17.00	15291211	135040	11/08/02
1102 O'NEILL, B D		01	B	11/04/02	17.00	15322136	135434	11/13/02
1102 DOLAN, C L		01	B	11/07/02	17.00	15322860	135435	11/13/02
1102 DOLAN, C L		01	B	11/13/02	17.00	15362721	136198	11/21/02
1102 CANNANO, M J		01	B	11/22/02	17.00	15388209	136654	11/27/02
1102 CANNANO, M J		01	B	11/25/02	17.00	15403574	137067	12/04/02
1202 O'NEILL, B D		01	B	12/13/02	17.00	15499132	138858	12/26/02
1202 GOMEZ, I		01	B	12/17/02	17.00	15522372	139124	12/30/02
1202 GOMEZ, I		01	B	12/17/02	17.00	15522373	139124	12/30/02
1202 MCGLOTHLIN, S M		01	B	12/18/02	51.00	15522374	139124	12/30/02
1202 VELEZ, G C		01	B	12/19/02	119.00	15522375	139124	12/30/02
1202 O'NEILL, B D		01	B	12/23/02	17.00	15521675	139122	12/30/02
1202 VELEZ, G C		01	B	12/24/02	34.00	15524656	139195	01/02/03
1202 PEDULLA, E		01	B	12/24/02	17.00	15524657	139195	01/02/03

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ALL DISBURSEMENTS DETAILS
Period Cost Type/ Vendor / Description

Line	Employee	Off	St	Date	Costs	Index	Batch No	Pin Date
1202	MCGLONE, S M	01	B	12/27/02	17.00	15524658	139195	01/02/03
1202	LAWERGEN, K	01	B	12/27/02	17.00	15521676	139122	12/30/02
WP-COB134423-73066								
0103	MCGLONE, S M	01	B	12/30/02	34.00	15671953	141650	02/04/03
0103	CANNAVO, M J	01	B	01/14/03	17.50	15673966	141652	02/04/03
0203	DOLAN, C J	01	B	01/15/03	17.50	15673967	141652	02/04/03
0203	DOLAN, C J	01	B	01/23/03	17.50	15773021	143427	02/27/03
0203	DOLAN, C J	01	B	01/31/03	17.50	15773022	143427	02/27/03
0203	DOLAN, C J	01	B	02/13/03	17.50	15775276	143430	02/27/03
0203	DOLAN, C J	01	B	02/14/03	17.50	15775277	143430	02/27/03
0303	DOLAN, C J	01	B	03/18/03	17.50	15925443	145958	04/02/03
1601 WORD PROCESSING Total :					1,397.50			
0103	MONZIONE, J	01	B	01/05/03	54.31	15676527	141659	02/04/03
1702 PARALEGAL O/T Total :					54.31			
0103	TATTNALL, M	01	B	01/05/03	25.80	15676528	141659	02/04/03
1703 SERVICES O/T Total :					25.80			
0502	W.P. CTR 10, N	01	B	05/08/02	19.38	14601286	123598	05/29/02
0602	BURNETT, G	01	B	06/04/02	48.45	14677157	125216	06/17/02
0802	O'NEILL, B D	01	B	08/01/02	21.42	14937396	129313	08/15/02
1102	O'NEILL, B D	01	B	10/22/02	20.40	15367283	136367	11/25/02
1706 O/T TRANSPORTATION Total :					109.65			
0502	O'NEILL, B D	01	B	05/08/02	25.52	14599985	123531	05/28/02
0502	O'NEILL, B D	01	B	05/08/02	-25.52	14571119	123178	05/21/02
0502	O'NEILL, B D	01	B	05/08/02	25.52	14566651	122996	05/17/02
0602	O'NEILL, B D	01	B	05/23/02	23.26	14659984	124897	06/11/02
1002	O'NEILL, B D	01	B	10/21/02	11.10	15262888	134595	11/01/02
1102	O'NEILL, B D	01	B	11/01/02	18.23	15331271	135474	11/14/02
1202	LAWERGEN, K	01	B	12/13/02	25.65	15523486	139146	12/31/02
1707 OVERTIME MEALS Total :					103.76			

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A L L D I S B U R S E M E N T S D E T A I L

Period Cost Type/ Vendor / Description

Period	Cost Type/ Vendor / Description	Employee	Off	Sc	Date	Costs	Index	Batch No	Fin Date
0502	COPIES: 1434 - MACHINS 8	O'NEILL, B D	01	B	05/18/02	215.10	14591425	122603	05/14/02
0502	TABS	O'NEILL, B D	01	B	05/18/02	4.59	14591424	122603	05/14/02
0502	COPIES: 1 - MACHINE 6	JEAN, N P	01	B	05/18/02	.15	14578934	123395	05/24/02
0502	COPIES: 4 - MACHINE 22	O'NEILL, B D	01	B	05/20/02	.60	14596259	123494	05/28/02
0502	COPIES: 1160 - MACHINE 22	LIMOGELLI, R T	01	B	05/23/02	174.00	14596762	123494	05/28/02
0502	COPIES: 290 - MACHINE 22	LIMOGELLI, R T	01	B	05/23/02	43.50	14596764	123494	05/28/02
0502	COPIES: 116 - MACHINE 22	TATWALL, M	01	B	05/23/02	17.40	14596761	123494	05/28/02
0502	COPIES: 29 - MACHINE 22	LIMOGELLI, R T	01	B	05/23/02	4.35	14596763	123494	05/28/02
0502	COPIES: 126 - MACHINE 22	LIMOGELLI, R T	01	B	05/24/02	18.90	14596766	123494	05/28/02
0502	COPIES: 145 - MACHINE 22	LIMOGELLI, R T	01	B	05/24/02	21.75	14596765	123494	05/28/02
0502	COPIES: 270 - MACHINE 3	CHORNEY, D	01	B	05/29/02	40.50	14628089	124323	06/05/02
1002	COPIES: 37 - MACHINE 18	CORREALE, C M	01	B	08/30/02	5.55	15152327	132716	10/07/02
1102	COPIES: 14 - MACHINE 18	CORREALE, C M	01	B	11/26/02	2.10	15394006	136941	12/03/02
1202	COPIES: 22 - MACHINE 22	GOMEZ, E	01	B	12/18/02	3.30	15483346	138783	12/26/02
1202	COPIES: 257 - MACHINE 4	O'NEILL, B D	01	B	12/23/02	38.55	15513859	139117	12/30/02
1202	BINDING	O'NEILL, B D	01	B	12/23/02	4.00	15513860	139117	12/30/02
1202	COPIES: 2 - MACHINE 55	GRONDI, J	01	B	12/28/02	.30	15513862	139117	12/30/02
0103	COPIES: 130 - MACHINE 18	MENZIGNE, J	01	B	12/30/02	19.50	15547252	139831	01/10/03
0103	COPIES: 455 - MACHINE 18	MENZIGNE, J	01	B	12/30/02	68.25	15547256	139831	01/10/03
0103	COPIES: 128 - MACHINE 22	COLAY, C J	01	B	12/30/02	19.20	15547257	139831	01/10/03
0103	COPIES: 65 - MACHINE 18	MONZIGNE, J	01	B	12/30/02	9.75	15547255	139831	01/10/03
0103	COPIES: 3251 - MACHINE 3	MONZIGNE, J	01	B	12/30/02	487.65	15547253	139831	01/10/03

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A L L D I S B U R S E X E N T S D E T A I L

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Period	Cost Type/ Vendor / Description	Employee	Off	St	Date	Costs	Index	Batch No	Fin. Date	
0103	COPIES: 975 - MACHINE 18	MONZIGONE, J	01	E	12/30/02	146.25	15547254	139831	03/10/03	
0103	PRINTING	HERNANDEZ, D	01	E	12/30/02	33.90	15547258	139831	03/10/03	
0103	COPIES: 450 - MACHINE 22	DOLAN, C L	01	E	12/31/02	67.50	15547259	139831	03/10/03	
0103	COPIES: 8 - MACHINE 22	TATTNALL, M	01	E	01/06/03	1.20	15565950	140080	01/14/03	
0103	BINDING	O'NEILL, B D	01	E	01/07/03	2.00	15565994	140080	01/14/03	
0103	BINDING	O'NEILL, B D	01	E	01/07/03	2.00	15565993	140080	01/14/03	
0103	COPIES: 1 - MACHINE 4	O'NEILL, B D	01	E	01/07/03	.15	15565992	140080	01/14/03	
0103	COPIES: 1 - MACHINE 4	O'NEILL, B D	01	E	01/07/03	.15	15565991	140080	01/14/03	
0103	COPIES: 27 - MACHINE 22	DOLAN, C L	01	E	01/21/03	4.05	15614017	140979	01/27/03	
0203	COPIES: 16 - MACHINE 22	DOLAN, C L	01	E	02/03/03	2.40	15712123	142916	02/21/03	
0203	COPIES: 87 - MACHINE 22	DOLAN, C L	01	E	02/05/03	13.05	15712124	142916	02/21/03	
0203	COPIES: 65 - MACHINE 22	DOLAN, C L	01	E	02/06/03	9.75	15712125	142916	02/21/03	
0203	PAUL, WEISS - CASHIER REPRODUCTION EXP 080DUPLICATING EXPENSES VENDOR: PAUL, WEISS - CASHIER	FERRARI, L	01	E	02/11/03	3.00	15691688	142364	02/12/03	
0203	COPIES: 20 - MACHINE 22	DOLAN, C L	01	E	02/14/03	3.00	15719493	142522	02/21/03	
						1,487.39				
						1801 REPRODUCTION EXP Total :				
0502	612-672-8335 (3125) MINNEAPOLIS MN	O'NEILL, B D	01	E	05/09/02	4.50	14539949	122611	05/14/02	
0502	612-672-8335 (3125) MINNEAPOLIS MN	O'NEILL, B D	01	E	05/09/02	.30	14539948	122611	05/14/02	
0602	612-672-8335 (3125) MINNEAPOLIS MN	O'NEILL, B D	01	E	06/04/02	.60	14642064	124425	06/10/02	
0602	513-985-3200 (3125) CINCINNATI OH	O'NEILL, B D	01	E	06/18/02	.60	14721963	125735	06/24/02	
0602	612-672-8335 (4125) MINNEAPOLIS MN	O'NEILL, B D	01	E	06/19/02	1.50	14721964	125735	06/24/02	
0702	612-672-8335 (3125) MINNEAPOLIS MN	O'NEILL, B D	01	E	07/15/02	.30	14815079	127634	07/22/02	
0702	612-672-8335 (3125) MINNEAPOLIS MN	O'NEILL, B D	01	E	07/17/02	1.50	14815080	127634	07/22/02	

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Prtnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Prg: M Class: 153 Status: B

A L L D I S B U R S E M E N T S D E T A I L

Table with columns: Period Cost Type, Vendor / Description, Employee, Off, S, Date, Costs, Index, Batch, No, Fin Date. Rows include entries for ARVADA CO, ENGLEWOOD CO, MINNEAPOLIS MN, LITTLETON CO, BLAINE MN, MINNEAPOLIS MN, PARK CITY UT, and AUSTRALIA.

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

PAUL WEISS RIFKIND WHARTON GARRISON LLP
Work Date From : 05/07/02 Thru : 03/18/03

alp_212: A/L Charges Analysis
Run Date & Time: 04/23/03 15:38:44

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Prtnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frq: M Class: 153 Status: B

A L L D I S B U R S E M E N T S D E T A I L

Period	Cost Type/ Vendor / Description	Employee	Off	St	Date	Costs	Index	Batch No	Fin Date
1202	435-649-7668 (5805) PARK CITY UT	757-4403, F	01	B	12/13/02	2.06	15465169	138529	12/19/02
1202	516-378-1338 (5805) FREEPORT NY	757-4403, F	01	B	12/13/02	1.20	15465168	138529	12/19/02
1202	516-378-1338 (5807) FREEPORT NY	757-4427, F	01	B	12/13/02	.90	15465171	138529	12/19/02
1202	435-649-7668 (5806) PARK CITY UT	757-4413, F	01	B	12/13/02	1.43	15465267	138529	12/19/02
1202	516-378-1338 (5809) FREEPORT NY	757-4463, F	01	B	12/13/02	.12	15465170	138529	12/19/02
1202	612-672-8335 (3125) MINNEAPOLIS MN	O'NEILL, B D	01	B	12/18/02	1.05	15491840	138821	12/26/02
1202	303-220-1117 (5808) LITTLETON CO	757-4473, F	01	B	12/19/02	.88	15491843	138821	12/26/02
1202	303-796-7220 (5810) LITTLETON CO	757-4517, F	01	B	12/19/02	.88	15491841	138821	12/26/02
1202	612-672-8335 (3125) MINNEAPOLIS MN	O'NEILL, B D	01	B	12/19/02	1.75	15491842	138821	12/26/02
1202	303-220-6638 (3125) LITTLETON CO	O'NEILL, B D	01	B	12/20/02	.35	15491845	138821	12/26/02
0103	617-357-1266 (3125) BOSTON MA	O'NEILL, B D	01	B	01/02/03	.35	15557900	140059	01/14/03
0103	617-357-1266 (3125) BOSTON MA	O'NEILL, B D	01	B	01/02/03	.35	15557899	140059	01/14/03
0103	310-246-3750 (3125) BEVERLYHLS CA	O'NEILL, B D	01	B	01/08/03	1.75	15589689	140519	01/22/03
0103	303-220-3117 (5801) LITTLETON CO	757-3990, F	01	B	01/21/03	1.40	15620604	140986	01/27/03
0103	303-796-7220 (5801) LITTLETON CO	757-3990, F	01	B	01/31/03	.35	15664941	141636	02/04/03
0103	612-672-8335 (3125) MINNEAPOLIS MN	O'NEILL, B D	01	B	01/31/03	1.75	15664939	141636	02/04/03
0203	303-220-3117 (5801) LITTLETON CO	757-3990, F	01	B	01/31/03	.35	15664940	141636	02/04/03
0203	513-985-3200 (3125) CINCINNATI OH	O'NEILL, B D	01	B	02/07/03	.70	15727688	142932	02/21/03
0203	303-220-3117 (5808) LITTLETON CO	757-4473, F	01	B	02/14/03	1.05	15736602	142933	02/21/03
0203	303-796-7220 (5808) LITTLETON CO	757-4473, F	01	B	02/14/03	1.05	15736601	142933	02/21/03
1901 TELEPHONE TOLLS Total :									
124.47									

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

Run Date & Time: 04/23/03 15:38:44

Work Date From: 05/07/02 Thru: 03/18/03

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Ptnrs: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Prg: M Class: 153 Status: B

A L L D I S B U K S E M E M T S D E T A I L

Period	Cost Type/ Vendor / Description	Employee	Off	St	Date	Costs	Index	Batch No	Fin Date
1002	303-220-3117 (2851) LITTLETON CO	2851, F	01	B	10/15/02	2.25	15220761	133845	10/21/02
1102	303-220-3117 (5801) LITTLETON CO	757-3990, F	01	B	11/18/02	12.75	15387214	136653	11/27/02
1102	303-220-3117 (5801) LITTLETON CO	757-3990, F	01	B	11/18/02	9.75	15387216	136653	11/27/02
1102	303-220-3117 (5801) LITTLETON CO	757-3990, F	01	B	11/18/02	1.50	15387215	136653	11/27/02
1102	303-220-3117 (5801) LITTLETON CO	CANON 9000, F	01	B	11/18/02	2.25	15387217	136653	11/27/02
1102	303-796-7220 (2850) LITTLETON CO	CLUSTER 21-C, F A	01	B	11/20/02	3.75	15397218	136653	11/27/02
1202	611-61292475551 (2053) AUSTRALIA	757-4403, F	01	B	12/13/02	8.25	15469770	138533	12/19/02
1202	435-649-7668 (5806) PARK CITY UT	757-4403, F	01	B	12/13/02	16.50	15469774	138533	12/19/02
1202	516-378-1338 (5807) FREEPORT NY	757-4403, F	01	B	12/13/02	22.50	15469772	138533	12/19/02
1202	516-378-1338 (5805) FREEPORT NY	757-4403, F	01	B	12/13/02	12.75	15469773	138533	12/19/02
1202	435-649-7668 (5805) PARK CITY UT	757-4403, F	01	B	12/13/02	1.50	15469771	138533	12/19/02
1202	516-378-1338 (5809) FREEPORT NY	757-4517, F	01	B	12/19/02	5.25	15497131	138036	12/26/02
1202	303-796-7220 (5810) LITTLETON CO	757-4473, F	01	B	12/19/02	5.25	15497130	138036	12/26/02
0103	303-220-3117 (5808) LITTLETON CO	757-3990, F	01	B	01/21/03	7.50	15624360	140989	01/27/03
0103	303-220-3117 (5801) LITTLETON CO	757-3990, F	01	B	01/31/03	1.50	15669519	141637	02/04/03
0103	303-220-3117 (5801) LITTLETON CO	757-3990, F	01	B	01/31/03	1.50	15669520	141637	02/04/03
0203	303-796-7220 (5801) LITTLETON CO	757-4473, F	01	B	02/14/03	5.25	15743673	142940	02/21/03
0203	303-796-7220 (5808) LITTLETON CO	757-4473, F	01	B	02/14/03	5.25	15743680	142940	02/21/03
						125.25			
						1902 TELESCOPY Total :			
0502	LIMONCELLI, R I		01	B	05/23/02	72.18	14603293	123678	05/30/02
0502	KORNBERG, A W		01	B	05/30/02	.57	14629655	123998	06/04/02
1202	O'NEIL, B D		01	B	12/31/02	45.65	15528978	139221	01/02/03
1202	NONZIONE, J		01	B	12/31/02	224.90	15528977	139221	01/02/03
						343.30			
						1051 POSTAGE Total :			

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

alg_212: All Charges Analysis
Run Date & Time: 04/23/03 15:38:49
PAUL WEISS RIFKIND WHARTON GARRISON LLP
Work Date From : 05/01/02 Thru : 03/18/03

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS Resp Frtns: J S Proforma:
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE Bill Frq: M Class: 153 Status: B

A L L D I S B U R S E M E N T S D E T A I L
Period Cost Type/ Vendor / Description

Period	Cost Type/ Vendor / Description	Employee	Off	St	Date	Costs	Index	Batch No	Fin Date
0502	INTERNAL MESSENGER CHARGE	LIMONCELLI, R T	01	B	05/23/02	14.50	14600907	120572	05/29/02
0103	INTERNAL MESSENGER CHARGE	O'NEILL, B D	01	B	01/07/03	11.25	15562253	140095	01/15/03
0103	INTERNAL MESSENGER CHARGE	O'NEILL, B D	01	B	02/29/03	14.50	15681782	141771	02/05/03
0103	INTERNAL MESSENGER CHARGE	O'NEILL, B D	01	B	01/29/03	31.00	15681781	141771	02/05/03
0303	INTERNAL MESSENGER CHARGE	O'NEILL, B D	01	B	03/11/03	11.00	15858725	145005	03/19/03
	1053 MESSENGER Total :					102.25			
0602	JOB#: 0000786102 TO: 'US Bankruptcy Court	LIMONCELLI, R T	01	B	05/23/02	70.50	14789929	125596	06/21/02
0602	JOB#: 0000786103 TO: 'US Trustees Office	LIMONCELLI, R T	01	B	05/23/02	70.50	14708930	125596	06/21/02
	1055 EXP DEL, FPD EXP Total :					141.00			
0502	PAUL, WEISS - CASHIER PUBLIC TRANSPORTATION 1101LOCAL TRANSPORTATION EXPENSES - - VENDOR: PAUL, WEISS CASHIER	MANFREDI, J	01	B	05/23/02	4.50	14617392	123954	06/03/02
0802	PAUL, WEISS - CASHIER PUBLIC TRANSPORTATION 1101LOCAL TRANSPORTATION EXPENSES - - VENDOR: PAUL, WEISS CASHIER	MANFREDI, J	01	B	08/02/02	3.00	14926920	128987	08/12/02
	1081 PUBLIC TRANSPORTATION Total :					7.50			
0802	PAUL, WEISS - CASHIER TAXI SERVICES 1102LOCAL TRANSPORTATION EXPENSES - - VENDOR: PAUL, WEISS - CASHIER	O'NEILL, B D	01	B	03/06/02	10.00	14894255	128748	08/07/02
1102	PAUL, WEISS - CASHIER TAXI SERVICES 1102LOCAL TRANSPORTATION EXPENSES - - VENDOR: PAUL, WEISS - CASHIER	O'NEILL, B D	01	B	10/29/02	6.00	15331269	135474	11/14/02
1102	PAUL, WEISS - CASHIER TAXI SERVICES 1102LOCAL TRANSPORTATION EXPENSES - - VENDOR: PAUL, WEISS - CASHIER	O'NEILL, B D	01	B	11/01/02	18.00	15331270	135474	11/24/02
0203	BRENDAN D. O'NEILL TAXI SERVICES 1102LOCAL TRANSPORTATION EXPENSES - - VENDOR: BRENDAN D. O'NEILL	O'NEILL, B D	01	B	01/24/03	9.00	15747137	143249	02/25/03
	1082 TAXI SERVICES Total :					43.00			
	Matter Total :					4,272.90			

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS
Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

FROM

(MON) 6. 2' 03 14:28/ST. 14:07/NO. 4861390127 P 86

EXHIBIT G

PAUL, WEISS, RIFKIND, WHARTON & GARRISON
1285 Avenue of the Americas
New York, NY 10019-6064
Phone: (212) 373-3000
Jeffrey D. Saferstein (JS/5339)
Brendan D. O'Neill (BO/1483)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

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**ORDER APPROVING FIRST INTERIM APPLICATION
OF PAUL, WEISS, RIFKIND, WHARTON & GARRISON
FOR AWARD OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED**

Upon consideration of the First Interim Application of Paul, Weiss, Rifkind, Wharton & Garrison for Award of Compensation for Professional Services Rendered and for Reimbursement of Expenses Incurred (the "Application"); and no objections having been filed to the Application; and after due deliberation, and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is approved, and it is further

ORDERED that payment of the compensation for professional services rendered in the amount of \$49,384.50 and reimbursement of the expenses incurred, in the amount of \$2,057.14 is authorized and approved.

Dated: New York, New York
January 29, 2003

s/ Robert E. Gerber
The Honorable Robert E. Gerber
United States Bankruptcy Judge

FROM

(MON) 6. 2' 03 14:28/ST. 14:07/NO. 4861390127 P 89

EXHIBIT H

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, NY 10019-6064
Jeffrey D. Saferstein (JS/5339)
Brendan D. O'Neill (BO/1483)
Telephone: (212) 373-3000

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	

**ORDER APPROVING FINAL APPLICATION
OF PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
FOR AWARD OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED**

Upon consideration of the Final Application of Paul, Weiss, Rifkind,
Wharton & Garrison LLP for Award of Compensation for Professional Services
Rendered and for Reimbursement of Expenses Incurred (the "Application"); and no
objections having been filed to the Application; and after due deliberation, and sufficient
cause appearing therefor, it is hereby

ORDERED that the Application is approved, and it is further

ORDERED that payment of the compensation for professional services rendered in the amount of \$91,292.50 and reimbursement of the expenses incurred, in the amount of \$4,272.90 is authorized and approved.

Dated: New York, New York
June __, 2003

The Honorable Robert E. Gerber
United States Bankruptcy Judge