

**EXHIBIT C**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                                 |   |                   |
|---------------------------------|---|-------------------|
| -----X                          |   |                   |
| In re:                          | : | 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.<sup>1</sup>

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.

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<sup>1</sup> 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)<br>(\$550.00 per hour)         |
| Brendan D. O'Neill    | (4 years experience)<br>(\$420.00 per hour)          |
| Joel S. Moss          | (less than 1 year experience)<br>(\$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., | : :                 |
|                                 | : :                 |
| Debtor.                         | : Case No. 02-11467 |
| -----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.



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

**EXHIBIT D**

### INDIVIDUALS PERFORMING SERVICES

| NAME & TITLE OF PROFESSIONAL       | YEAR ADMITTED | HOURS | RATE <sup>1</sup> | FEE         |
|------------------------------------|---------------|-------|-------------------|-------------|
| 1. Jeffrey D. Saferstein (Partner) | 1990          | 17.2  | \$556.98          | \$9,580.00  |
| 2. Brendan D. O'Neill (Associate)  | 2000          | 82.7  | \$420.00          | \$34,734.00 |
| 3. Joel Moss (Associate)           | 2002          | 4.3   | 320.00            | \$1,376.00  |
| 4. Lori E. Chasen (Associate)      | Pending       | 9.2   | \$255.11          | \$2,347.00  |
| 5. Daniele Chinaea (Associate)     | Pending       | 1.0   | \$260.00          | \$260.00    |
| 6. David Chorney (Legal Intern)    | N/A           | 28.7  | \$175.00          | \$5,022.50  |
| 7. Renee Limongelli (Paralegal)    | N/A           | 5.3   | \$150.00          | \$795.00    |
| 8. Theresa O'Leary (Paralegal)     | N/A           | 0.4   | \$150.00          | \$60.00     |
| 9. Maurice Tattmall (Paralegal)    | N/A           | 1.3   | \$120.00          | \$156.00    |
| 10. John Manfredi (Legal Support)  | N/A           | 4.0   | \$120.00          | \$480.00    |
| 11. Tracey Friesen (Legal Support) | N/A           | 0.4   | \$150.00          | \$60.00     |
| <b>TOTAL</b>                       |               | 154.5 | \$355.15          | \$54,870.50 |

<sup>1</sup> 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.

**EXHIBIT E**

**SUMMARY OF DISBURSEMENTS**

| DISBURSEMENTS  | AMOUNT            |
|--|-------------------|
| Communications (telephone and telecopy)                  | \$70.66           |
| Photocopying   | \$546.39          |
| Mail and Messengers                                      | \$228.25          |
| Telecopy   | ---               |
| Transcribing, Computerized Research and Library Services | \$185.81          |
| Word Processing, Secretarial Services                    | \$833.00          |
| Court Expenses   | ---               |
| Local Transportation                                     | \$23.50           |
| Overtime Expenses (transportation and meals)             | \$169.53          |
| <b>DISBURSEMENT TOTAL:</b>                               | <b>\$2,057.14</b> |

**EXHIBIT F**

Run Date & Time: 12/18/02 14:51:18

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS

Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

PAUL WEISS RIFKIND WHARTON & GARRISON

Work Date From : 05/07/02 Thru : 10/31/02

Resp Partners: J.S. Class: 153 Status: B

Bill Frg: M

Proforma: (03641)

| Employee Name       | A L L T I M E | Dept | Position           | Work Date | Description | Oldest Entry | Latest Entry | HOURS     | Amount           |
|---------------------|---------------|------|--------------------|-----------|-------------|--------------|--------------|-----------|------------------|
| SAFERSTEIN, JEFFERY |               |      | NY BKCY PARTNER    | 05/07/02  |             | 10/31/02     | 17.20        | 9,580.00  |                  |
| O'NEILL, BRENDAN D. |               |      | NY BKCY ASSOCIATE  | 05/07/02  |             | 10/31/02     | 82.70        | 34,734.00 |                  |
| MOSS, JOEL          |               |      | NY BKCY ASSOCIATE  | 05/07/02  |             | 05/10/02     | 4.30         | 1,376.00  |                  |
| CHASSEN, LORI E.    |               |      | NY BKCY ASSOCIATE  | 09/30/02  |             | 10/04/02     | 9.20         | 2,347.00  |                  |
| CHINEA, DANIELE     |               |      | NY BKCY ASSOCIATE  | 10/31/02  |             | 10/31/02     | 1.00         | 260.00    |                  |
| CHORNEY, DAVID      |               |      | NY SA LEGAL INTERN | 05/28/02  |             | 06/21/02     | 28.70        | 5,022.50  |                  |
| NON-LEGAL SUPPORT   |               |      |                    | 05/22/02  |             | 08/02/02     | 11.40        | 1,551.00  |                  |
| <b>Total:</b>       |               |      |                    |           |             |              |              |           | 154.50 54,970.50 |

| Employee Name       | A L L T I M E | Dept | Position       | Work Date | Description   | Hours | Amount   |
|---------------------|---------------|------|----------------|-----------|---|-------|----------|
| SAFERSTEIN, JEFFERY |               |      | BKCY PARTNER   | 05/07/02  | T/c/s M. Pizzo, G. Josephson re: liquidating plant and other issues.  | 50    | 275.00   |
| O'NEILL, BRENDAN D. |               |      | BKCY ASSOCIATE | 05/07/02  | v/ms to and c/c with L. 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)  | 4.30  | 1,806.00 |
| MOSS, JOEL          |               |      | BKCY ASSOCIATE | 05/07/02  | drafted retention application, affidavit, and order   | 4.10  | 1,312.00 |
| SAFERSTEIN, JEFFERY |               |      | BKCY PARTNER   | 05/08/02  | T/c Mackay Shields re: Committee issues (1.5); review documents re: Company (1.8)   | 1.30  | 715.00   |
| O'NEILL, BRENDAN D. |               |      | BKCY ASSOCIATE | 05/08/02  | preparation of UAP retention application and discs. with J. Moss and J. Saferstein re same (3.5); disc. with B. Reishaw re formation of committee and retention of counsel (0.3)  | 3.80  | 1,596.00 |
| SAFERSTEIN, JEFFERY |               |      | BKCY PARTNER   | 05/09/02  | Conf. call w/ Committee re: status (1.5); review docket and certain corporate materials (1.6)   | 1.10  | 605.00   |
| 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); preparation of retention application (1.2) | 2.80  | 1,176.00 |
| SAFERSTEIN, JEFFERY |               |      | BKCY PARTNER   | 05/10/02  | office conf. w/ B. O'Neill re: retention application  | .40   | 220.00   |
| O'NEILL, BRENDAN D. |               |      | BKCY ASSOCIATE | 05/10/02  | research re fee application issues and review of conflicts re same (2.3)  | 2.30  | 966.00   |
| MOSS, JOEL          |               |      | BKCY ASSOCIATE | 05/10/02  | spoke with O'Neill to get an overview of the case   | .20   | 64.00    |
| 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  | 770.00   |

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

alp\_212: All Charges Analysis

PAUL WEISS RIFKIND WHARTON & GARRISON

PAGE 5

Run Date & Time: 12/18/02 14:51:18

Work Date From : 05/07/02 Thru : 10/31/02

Profforma:

[03641]

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSCORED CREDITORS

Reep Prngr: J S Bill Frq: M Class: 153 Status: B

Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

| Employee Name       | Dept        | Position  | Work Date | Description   | Hours | Amount |
|---------------------|-------------|-----------|-----------|---|-------|--------|
| A L L T I M E       | D E T A I L |           |           |   |       |        |
| O'NEILL, BRENDAN D. | Bkcy        | ASSOCIATE | 05/13/02  | review of Schedule A conflict search results and disc with J. Safersstein re same (0.7)   | .70   | 294.00 |
| SAFERSTEIN, JEFFERY | Bkcy        | PARTNER   | 05/14/02  | O/c B. O'Neill re: conflict issues.   | .20   | 110.00 |
| O'NEILL, BRENDAN D. | Bkcy        | ASSOCIATE | 05/15/02  | Finalize comments to retention application (4); o/c B. O'Neill re: same (2)   | 1.50  | 630.00 |
| SAFERSTEIN, JEFFERY | Bkcy        | PARTNER   | 05/16/02  | review and revision of retention application, including extended conflicts search (1.5)   | .50   | 275.00 |
| O'NEILL, BRENDAN D. | Bkcy        | ASSOCIATE | 05/17/02  | Finalized Retention Application and sent out same to Committee.   | .50   | 210.00 |
| SAFERSTEIN, JEFFERY | Bkcy        | PARTNER   | 05/17/02  | revision of retention application and distribution of same to committee members (0.3); review of recent news articles re Austar United (0.2)  | .20   | 110.00 |
| O'NEILL, BRENDAN D. | Bkcy        | ASSOCIATE | 05/20/02  | Office conf w/ B. O'Neill re: retention application.  | .20   | 84.00  |
| SAFERSTEIN, JEFFERY | Bkcy        | PARTNER   | 05/21/02  | corr. with committee re comments on retention application (0.1); v/m to C. Whitmore re same   | 1.60  | 886.00 |
| O'NEILL, BRENDAN D. | Bkcy        | ASSOCIATE | 05/22/02  | review corporate documents re: effect on restructuring  | 1.00  | 420.00 |
| LIMONGELLI, RENEE T | Bkcy        | PARALEGAL | 05/22/02  | final preparation of retention application, notice of presentation and affidavit of service re same (1.0)   | .50   | 75.00  |
| O'NEILL, BRENDAN D. | Bkcy        | ASSOCIATE | 05/22/02  | Search for precedent document re: Notice of Presentation.   | .90   | 378.00 |
| LIMONGELLI, RENEE T | Bkcy        | PARALEGAL | 05/23/02  | discs with J. Safersstein, 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)   | 1.50  | 630.00 |
| O'NEILL, BRENDAN D. | Bkcy        | ASSOCIATE | 05/23/02  | final preparation and filing of application, affidavit, order, notice of presentation and affidavit of service re retention application (1.5)   | 4.80  | 720.00 |
| LIMONGELLI, 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 labs; arrange for hand deliveries; serve document. | .20   | 24.00  |
| MANFREDI, JOHN      | MAN         | SUPPORT   | 05/23/02  | Filed Retention of Paul, Weiss electronically with the court.   | 2.50  | 300.00 |
| O'NEILL, BRENDAN D. | Bkcy        | ASSOCIATE | 05/24/02  | SDBR: served Latham and Watkins, UST and CC Gerber. Retention Application of PM disc with C. Whitmore re potential forms of plan of reorganization (0.7); follow-up with J. Safersstein re same (0.2)                                 | .90   | 378.00 |

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



alp\_212: All Charges Analysis

PAUL WEISS RIFKIND WARREN & GARRISON

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Run Date & Time: 12/18/02 14:51:18

Work Date From : 05/07/02 Thru : 10/31/02

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS

Resp Parties: U S

Profirms:

(03641)

Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

Bill Prg: 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

Amount

|                     |      |           |          |  |      |          |
|---------------------|------|-----------|----------|--|------|----------|
| SAFERSTEIN, JEFFERY | Bkcy | PARTNER   | 05/28/02 | Office conf. w/ B. O'Neill re: due diligence (1.2); c/c w/ M. Flice re: status (1.2) preparation of engagement letters and billing memorandum to committee members (1.0); review of debtor's procedures re interim compensation of professionals and corr. with J. Saferstein re same (0.6); preparation of due diligence request list (3.8); discs. with D. Chorney re rejection of shareholder's agreement research (0.4); discs. with J. Saferstein and G. Josephson re initial status conference and model plans (0.3) | 4.0  | 220.00   |
| O'NEILL, BRENDAN D. | Bkcy | ASSOCIATE | 05/28/02 | Office conf. w/ B. O'Neill re: status conf. (1.2); c/c B. Renshaw re: same (1.2) attendance at status conference (2.5); review and revision of due diligence request list (0.5)  | 3.00 | 1,260.00 |
| SAFERSTEIN, JEFFERY | Bkcy | PARTNER   | 05/29/02 | Office conf. w/ B. O'Neill re: status conf. (1.2); c/c B. Renshaw re: same (1.2)   | 3.0  | 165.00   |
| O'NEILL, BRENDAN D. | Bkcy | ASSOCIATE | 05/30/02 | review and revision of due diligence request list and distribution to C. Whitmore re same (0.2)  | 2.0  | 84.00    |
| SAFERSTEIN, JEFFERY | Bkcy | PARTNER   | 06/03/02 | T/C w/ B. Renshaw re: due diligence (1.2); review due diligence checklist; review of docket re objections to retention motion (0.1); corr. with M. Nattnall re same (0.1); review of recent UAP filings re ownership interests in UAP, United Australia Holdings, United Astar and Astar United (1.6)  | 5.0  | 275.00   |
| O'NEILL, BRENDAN D. | Bkcy | ASSOCIATE | 06/03/02 | Search for exhibits for B. O'Neill (1.6)   | 1.90 | 798.00   |
| O'LEARY, THERESA    | Corp | PARALGL   | 06/03/02 | discs. with J. Saferstein and C. Whitmore re due diligence request (0.2)   | 2.0  | 84.00    |
| FRIESEN, TRACEY     | MIB  | SUPPORT   | 06/03/02 | preparation of monthly interim compensation letter (0.6)   | 4.0  | 60.00    |
| O'NEILL, BRENDAN D. | Bkcy | ASSOCIATE | 06/04/02 | revision of Interim Monthly Compensation Letter (0.3); update corr. to committee members (0.3); corr. to G. Josephson re: proposed DRP facility (0.1)  | 4.0  | 60.00    |
| SAFERSTEIN, JEFFERY | Bkcy | PARTNER   | 06/05/02 | discs. with J. Saferstein and C. Whitmore re due diligence request (1.4); c/c w/ Nathan re: same   | 2.0  | 84.00    |
| SAFERSTEIN, JEFFERY | Bkcy | PARTNER   | 06/06/02 | Office conf. w/ B. O'Neill re: due diligence request (1.4); c/c w/ Nathan re: same   | 1.90 | 798.00   |

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

alp\_212: All Charges Analysis

PAUL WEISS FITKIND WHARTON & GARRISON

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Run Date & Time: 12/19/02 14:51:19

Work Date From : 05/07/02 Thru : 10/31/02

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS

Resp Pcture: I S Bill Prq: M Class: 153 Statue: B

Program:

(03641)

Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

| Employee Name             | DEPT | POSITION  | WORK DATE | DESCRIPTION  | HOURS | AMOUNT |
|---------------------------|------|-----------|-----------|--|-------|--------|
| A L L T I M E D E T A I L |      |           |           |  |       |        |
| O'NEILL, BRENDAN D.       | BKEY | ASSOCIATE | 06/12/02  | t/c with G. Josephson and D. Allinson re due diligence request and other status issues and discs with J. Safenstein re same (0.3); delivery of same to Latham & Watkins (0.1)  | .40   | 168.00 |
| SAFERSTEIN, JEFFERY       | BKEY | PARTNER   | 06/17/02  | T/c w/ Committee re: accountant (1.1); t/c w/ prospective accountants (2); 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. Kershaw re pre-filing fee responsibilities (0.1) | 3.0   | 165.00 |
| O'NEILL, BRENDAN D.       | BKEY | ASSOCIATE | 06/17/02  |  | 1.20  | 504.00 |
| SAFERSTEIN, JEFFERY       | BKEY | PARTNER   | 06/18/02  | Emails with M. Plics re: due diligence.  | .20   | 110.00 |
| O'NEILL, BRENDAN D.       | BKEY | ASSOCIATE | 06/18/02  | disc with Noteholder re status of reorganization (0.3)   | .30   | 126.00 |
| SAFERSTEIN, JEFFERY       | BKEY | PARTNER   | 06/20/02  | Finalized and sent out monthly fee statement.  | .40   | 220.00 |
| O'NEILL, BRENDAN D.       | BKEY | ASSOCIATE | 06/20/02  | discs with G. Burnett re preparation of monthly fee letter (0.1); disc with J. Safenstein re DM issues (0.2)   | .30   | 126.00 |
| SAFERSTEIN, JEFFERY       | BKEY | PARTNER   | 06/24/02  | t/c w/ B. O'Neill re: due diligence and plan status.   | .30   | 165.00 |
| O'NEILL, BRENDAN D.       | BKEY | ASSOCIATE | 06/24/02  | t/c with G. Josephson re adjournment of hearing and status of plan preparation (0.3)   | .30   | 126.00 |
|                           |      |           | 06/25/02  | disc with G. Josephson re due diligence request and case timeline (0.3); disc with J. Safenstein re same (0.2); memo to working group re proposed timeline (0.5); t/c to C. Whitmore re same (0.1)   | 1.10  | 462.00 |
|                           |      |           | 07/01/02  | review of Latham & Watkins fee application and disc with J. Safenstein re same (0.3); review of docket re proposed DIP and corr. to G. Josephson re status of same (0.2)   | .50   | 210.00 |
|                           |      |           | 07/09/02  | attendance at First Day Hearing (1.5)  | 1.50  | 630.00 |
|                           |      |           | 07/10/02  | disc with J. Safenstein re status of plan and corr. to M. Plics and G. Josephson re same (0.2)   | .20   | 84.00  |
|                           |      |           | 07/15/02  | v/s with C. Whitmore re status and corr. to G. Josephson re same (0.3)   | .30   | 126.00 |
|                           |      |           | 07/18/02  | t/c with C. Whitmore re status of proceedings (0.1); review of bills for monthly fee letter (0.2); v/m to G. Josephson re status (0.1); disc with J. Safenstein re same (0.1)  | .50   | 210.00 |
|                           |      |           | 07/23/02  | review of proposed DIP and discs and corr. with J. Safenstein and working group re same (2.1)  | 2.10  | 882.00 |

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS

Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

ALP 212: All Charges Analysis

PAUL WEISS RIFKIND WHARTON & GARRISON

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Run Date & Time: 12/16/02 14:51:13

Work Date From : 05/07/02 Thru : 10/31/02

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS

Resp Firm: J S

Programs:

(03641)

Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

Bill Prg: M

Class: 153

Status: B

Employee Name: A L I T I W E D E T A I L Dept Position: Work Date Description

Hours

Amount

| Employee Name       | Dept | Position  | Work Date | Description  | Hours | Amount   |
|---------------------|------|-----------|-----------|--|-------|----------|
| O'NEILL, BRENDAN D. | Bkcy | ASSOCIATE | 07/23/02  | disc. with G. Josephson and J. Safirstein re DIP and plan alternatives and follow-up with same (0.5)   | .50   | 210.00   |
| SAFERSTEIN, JEFFERY | Bkcy | PARTNER   | 07/29/02  | Review DIP financing agreement (1.5); office conf. B. O'Neill re: same (2.0)   | .70   | 385.00   |
| O'NEILL, BRENDAN D. | Bkcy | ASSOCIATE | 07/29/02  | disc. with J. Safirstein 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. Safirstein re DIP objections (0.1)   | .70   | 294.00   |
|                     |      |           | 07/30/02  | corr. to noteholders re DIP issues and corr. with J. Safirstein re same (0.2); c/c with C. Whitmore re same (0.4); v/m and t/cs with G. Josephson and D. Allison re same (0.4); v/m to B. Ranshaw re same (0.1)                      | 1.20  | 504.00   |
|                     |      |           | 07/31/02  | disc. with J. Safirstein 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   | 252.00   |
| TAYLOR, MAURICE     | LLC  | PARALEL   | 07/31/02  | Arranging for filing of objection to DIP financing to be filed with the bankruptcy court.  | 1.10  | 132.00   |
| SAFERSTEIN, JEFFERY | Bkcy | PARTNER   | 08/01/02  | Review objection to DIP financing motion (1.4); office conf w/ B. O'Neill re: same (2.2)   | .60   | 330.00   |
| O'NEILL, BRENDAN D. | Bkcy | ASSOCIATE | 08/01/02  | t/cs with D. Allison re DIP issues (0.3); corr. to F. Wheeler re same (0.5); discs. and corr. with committee members, J. Safirstein, D. Allison and F. Wheeler (UGC counsel) re same (2.5); preparation of DIP objection (3.0)       | 6.30  | 2,646.00 |
| SAFERSTEIN, JEFFERY | Bkcy | PARTNER   | 08/02/02  | Finalized objection to DIP financing objection. review of recent news articles (0.1); revision and preparation for filing of UAP DIP objection (2.0); t/cs with G. Josephson, F. Wheeler and J. Safirstein re final DIP issues (1.5) | 1.10  | 605.00   |
| O'NEILL, BRENDAN D. | Bkcy | ASSOCIATE | 08/02/02  | DBR. Delivered letter to Judge Gebes   | 3.60  | 1,512.00 |
| MARREDDI, JOHN      | MAN  | SUPPORT   | 08/02/02  | Office conf w/ B. O'Neill re: revised DIP Agreement and order.   | 1.50  | 180.00   |
| SAFERSTEIN, JEFFERY | Bkcy | PARTNER   | 08/05/02  | Office conf w/ B. O'Neill re: revised DIP Agreement and order.   | .40   | 220.00   |
| O'NEILL, BRENDAN D. | Bkcy | ASSOCIATE | 08/05/02  | preparation of amendment to DIP letter agreement and revised order and distribution thereof; t/cs with counsel to the Debtor and UGC re same; review of revised versions thereof (3.5)   | 3.50  | 1,470.00 |
| SAFERSTEIN, JEFFERY | Bkcy | PARTNER   | 08/06/02  | Office conf w/ B. O'Neill re: DIP financing hearing.   | .30   | 165.00   |
| O'NEILL, BRENDAN D. | Bkcy | ASSOCIATE | 08/06/02  | attendance at DIP hearing and follow-up email to clients re results of same (1.8)  | 1.80  | 756.00   |

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

alp.212: All Charges Analysis

PAUL WEISS RIFKIND WHARTON & GARRISON

Run Date & Time: 12/18/02 14:51:13

Work Date From : 05/07/02 Thru : 10/31/02

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS

Resp Parties: J S Bail Frg: M Class: 153 Status: B

Proforma:

(03641)

Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

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LEAF 9

| Employee Name       | TIME DEBIT     | Dept Position | Work Date | Description   | Hours | Amount   |
|---------------------|----------------|---------------|-----------|---|-------|----------|
| O'NEILL, BRENDAN D. | BKCY ASSOCIATE |               | 08/11/02  | research re and distribution to G. Josephson of plan precedent (0.5)  | .50   | 210.00   |
|                     |                |               | 08/19/02  | preparation of interim fee application (0.6)  | .60   | 252.00   |
|                     |                |               | 08/21/02  | t/c with noteholder re equity valuation issues (0.2); corr re same (0.1)  | .30   | 126.00   |
|                     |                |               | 08/26/02  | t/c with C. Whitmore re status and corr. to G. Josephson re same (0.2)  | .20   | 84.00    |
| SAFERSTEIN, JEFFERY | BKCY PARTNER   |               | 08/28/02  | discs. with B. 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   | 294.00   |
|                     |                |               | 09/04/02  | review debtor's fee application (0.1)   | .10   | 42.00    |
|                     |                |               | 09/12/02  | t/c with G. Josephson re due diligence and plan issues (0.2)  | .20   | 84.00    |
|                     |                |               | 09/17/02  | prep. of monthly interim fee letter (0.3)   | .30   | 126.00   |
| CHASEN, LORI E.     | BKCY ASSOCIATE |               | 09/30/02  | c/c B. O'Neill, C. Whitmore re: status and strategy   | .50   | 275.00   |
|                     |                |               | 09/30/02  | read shareholder agreement and begin to draft memo re provisions that prevent our client from selling its shares.   | 4.00  | 1,000.00 |
| O'NEILL, BRENDAN D. | BKCY ASSOCIATE |               | 09/30/02  | Met with B. O'Neill to get new assignment   | .50   | 125.00   |
|                     |                |               | 10/01/02  | write memo re provisions of a shareholder agreement.  | 3.00  | 780.00   |
| CHASEN, LORI E.     | BKCY ASSOCIATE |               | 10/03/02  | worked on memo re shareholder agreement.  | 1.00  | 260.00   |
|                     |                |               | 10/04/02  | review of L. Chasen memorandum re relevant provisions of shareholders agreement (0.7)   | .70   | 294.00   |
| O'NEILL, BRENDAN D. | BKCY ASSOCIATE |               | 10/04/02  | finish memo re SR agreement and submit to B. O'Neill.   | .70   | 182.00   |
|                     |                |               | 10/07/02  | review of United Austar shareholders' agreement and revision of memo re same (3.0)  | 3.00  | 1,260.00 |
|                     |                |               | 10/08/02  | prep. of monthly interim fee letter (0.2)   | .20   | 84.00    |
|                     |                |               | 10/09/02  | revision of memo on United Austar shareholders' agreement re J. Saferstein comments (1.0); disc. with C. Whitmore re same (0.2); v/vs disc. with G. Josephson re timeline and plan issues (0.3) | 1.50  | 630.00   |
| SAFERSTEIN, JEFFERY | BKCY PARTNER   |               | 10/10/02  | prep. of monthly interim compensation letter (0.2)  | .20   | 84.00    |
|                     |                |               | 10/14/02  | Review and revise memo to committee on Shareholders Agreement.  | .50   | 180.00   |
| 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   | 252.00   |

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

alp\_212: All Charges Analyze

PAUL WEISS RIFKIND HEARTON & GARRISON

Run Date & Time: 12/18/02 14:51:19

Work Date From : 05/07/02 thru : 10/31/02

Client: 016899 UNITED AUSTRALIA/PACIFIC UNSECURED CREDITORS

Reap Pattern: J B

Program: B

Matter: 00001 UNITED AUSTRALIA/PACIFIC - COMMITTEE

Bill Freq: M

Class: 153

Status: B

(03641)

\*\* TOTAL PAGE 29 \*\*

| Employee Name | Dept | Position | Work Date | Description | Hours | Amount |
|---------------|------|----------|-----------|-------------|-------|--------|
|---------------|------|----------|-----------|-------------|-------|--------|

|                     |      |           |          |  |     |        |
|---------------------|------|-----------|----------|--|-----|--------|
| O'NEILL, BRENDAN D. | Bkcy | ASSOCIATE | 10/16/02 | discs. with J. Safenstein and revisions to Shareholders' Agreement and prep. of status memo and dist. of same to committee members (0.7) | .70 | 294.00 |
|---------------------|------|-----------|----------|--|-----|--------|

|  |  |  |          |   |      |          |
|--|--|--|----------|---|------|----------|
|  |  |  | 10/21/02 | review of proposed plan of Reorganization (3.0)                           | 3.00 | 1,260.00 |
|  |  |  | 10/24/02 | t/c with B. Renshaw re offer for bonds (0.1)                              | 1.0  | 42.00    |
|  |  |  | 10/25/02 | discs. with J. Safenstein and v/ms with G. Josephson re plan issues (0.2) | .20  | 84.00    |

|                     |      |           |          |   |      |          |
|---------------------|------|-----------|----------|---|------|----------|
|                     |      |           | 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 | 1,050.00 |
| SAFERSTEIN, JEFFERY | Bkcy | PARTNER   | 10/29/02 | t/c B. Renshaw, B. O'Neill re plan issues   | .50  | 300.00   |
| 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. Maltmore re same (0.2); t/c with B. Renshaw re deal status (0.1); inquiries re bills to date and NYC participant list and t/c to C. Whitmore re same (0.1); disc. with G. Josephson re same (0.3) | 1.80 | 756.00   |

|  |  |  |          |   |      |        |
|--|--|--|----------|---|------|--------|
|  |  |  | 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 | 882.00 |
|--|--|--|----------|---|------|--------|

|                     |      |           |          |   |      |          |
|---------------------|------|-----------|----------|---|------|----------|
| SAFERSTEIN, JEFFERY | Bkcy | PARTNER   | 10/31/02 | O/c B. O'Neill re plan issues (1.5); review same (1.1)  | 1.60 | 960.00   |
| 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 | 1,386.00 |

|                |      |           |          |  |      |        |
|----------------|------|-----------|----------|--|------|--------|
| CHINEA, DANIEL | Bkcy | ASSOCIATE | 10/31/02 | Disc. with B. O'Neill re basics of the matter and review memo re: Shareholders' Agreement. | 1.00 | 260.00 |
|----------------|------|-----------|----------|--|------|--------|

|       |  |  |  |  |        |           |
|-------|--|--|--|--|--------|-----------|
| Total |  |  |  |  | 125.80 | 49,848.00 |
|-------|--|--|--|--|--------|-----------|

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