

HEARING DATE AND TIME: January 29, 2003 at 9:45 a.m.
OBJECTION DEADLINE: January 23, 2003 at 5:00 p.m.

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

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

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

Name of Applicant: Paul, Weiss, Rifkind, Wharton & Garrison

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 – October 31, 2002

Application: Total Fees Incurred: \$54,870.50
Total Fees Requested: \$54,870.50
Total Expenses Incurred: \$ 2,057.14
Expenses Requested: \$ 2,057.14

INDIVIDUALS PERFORMING SERVICES

NAME & TITLE OF PROFESSIONAL	YEAR ADMITTED	HOURS	RATE ¹	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 China (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 Tattnell (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
TOTAL		154.5	\$355.15	\$54,870.50

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)	\$355.15
FEE TOTALS	\$54,870.50
DISBURSEMENT TOTALS (PAGE 4)	\$2,057.14
TOTAL FEE APPLICATION	\$56,927.64

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
DISBURSEMENT TOTAL:	\$2,057.14

HEARING DATE AND TIME: January 29, 2003 at 9:45 am
OBJECTION DEADLINE: January 23, 2003 at 5:00 pm

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

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

**FIRST INTERIM APPLICATION OF PAUL,
WEISS, RIFKIND, WHARTON & GARRISON 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 (“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 first interim application (the “First Interim Application”) for an award of compensation and reimbursement of expenses of \$56,927.64, consisting of \$54,870.50 of fees and \$2,057.14 of expenses incurred from May 7, 2002 through and including October 31, 2002 (the “Application Period”), pursuant to sections 330 and 331 of title 11 of the United States Code (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 First Interim Fee Application of Paul, Weiss, Rifkind, Wharton & Garrison for Compensation and Reimbursement of Expenses is attached hereto as Exhibit A. The amount sought for fees represents approximately 143.1 hours of professional services and 11.4 hours of paraprofessional services. In support of this First 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 as Counsel to the Official Committee of Unsecured Creditors (the "Retention Application"). The Retention Application is attached hereto as Exhibit C.

RETENTION OF PAUL, WEISS

5. 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.

6. 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

7. Paul, Weiss seeks a first interim award of fees in the amount of \$54,870.50 and reimbursement of expenses in the amount of \$2,057.14 for services rendered to the Committee and expenses incurred during the Application Period. The amount sought represents approximately 154.5 hours of professional and paraprofessional services rendered by Paul, Weiss on behalf of the Committee. Partners account for 17.2 hours of professional services, or approximately 11.1 percent of the total time. Associates, Summer Associates and Counsel account for 125.9 hours, or approximately 81.5 percent of the total time. Paraprofessionals accounted for 11.4 hours, or approximately 7.3 percent of the total time.

8. In accordance with this Court's Order Establishing Procedures For Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated May 13, 2002, Paul, Weiss has received the following interim payments from the Debtor during the Application Period:

Date of Payment	Payment amount
12/17/02	\$17,244.62
9/25/02	\$2,705.00
12/17/02	\$9,421.60
12/17/02	\$1,349.75
12/17/02	\$9,055.85
On account cash	\$3,220.74
TOTAL	\$42,997.56

SERVICES RENDERED

9. As set forth in greater detail on Paul, Weiss' Time Billing Reports, copies of which are 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. General Chapter 11 Matters

10. During the Application Period, Paul, Weiss represented and advised the Committee in connection with numerous, customary matters arising in the first several months of the Debtor's chapter 11 case, and reviewed and commented on all related motions and filings made by the Debtor.

B. Plan and Disclosure Statement

11. Throughout the Application Period, Paul, Weiss worked extensively with the Debtor and its professionals to negotiate, prepare and ultimately file the Debtor's Plan and Disclosure Statement, and engaged in numerous meetings and telephone calls not only with the Committee, but also with the Debtor, its counsel and professionals, and with the new Plan sponsor, CHAMP SPV, and its counsel and professionals.

12. The efforts of the Committee, as advised by its counsel, Paul, Weiss, were central to the development of the Debtor's revised Plan, which provides improved recoveries for creditors through the introduction of CHAMP SPV, as Plan sponsor.

C. Other Issues

13. In addition to the tasks and issues discussed above, Paul, Weiss was heavily involved in negotiating and reviewing the Debtor's debtor-in-possession credit facility.

14. In light of the foregoing, Paul, Weiss believes that it is entitled to an award of the full amount of its fees.

REQUEST FOR COMPENSATION

15. 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 First Interim 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.

16. 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.

17. 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 First Interim Application.

18. Paul, Weiss cannot practically describe in detail each service it has performed within this Application; however, the Exhibits to this First Interim Application provide that detail. On the basis of the description set forth in this First Interim 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 benefitted both the estate and its creditors.

19. The Committee has reviewed the First Interim Application and supports the relief requested by Paul, Weiss herein.

20. 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 necessary to and 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.

21. 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.

WAIVER OF MEMORANDUM OF LAW

22. This Application includes citations to the applicable authorities and 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

23. A copy of the First Interim 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; (c) the Office of the United States Trustee; and (d) parties having filed notices of appearance in this case.

CONCLUSION

WHEREFORE Paul, Weiss respectfully requests (i) allowance of its fees for professional services rendered during the Application Period in the amount of \$54,870.50 and reimbursement for actual and necessary expenses incurred by Paul, Weiss during the Compensation Period in the amount of \$2,057.14, and (ii) the Court to grant Paul, Weiss such other and further relief as is just. A proposed Order is attached hereto as Exhibit G.

Dated: New York, New York
December 30, 2002

Respectfully submitted,

/s/ Jeffrey D. Saferstein

Jeffrey D. Saferstein (JS/5339)

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON

1285 Avenue of the Americas

New York, New York 10019-6064

Phone: (212) 373-3000

Counsel to the Official Committee of Unsecured
Creditors of United Australia/Pacific, Inc., Debtor
and Debtor in Possession

HEARING DATE AND TIME: January 29, 2003 at 9:45 am
OBJECTION DEADLINE: January 23, 2003 at 5:00 pm

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

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

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF FIRST
INTERIM FEE APPLICATION OF PAUL, WEISS, RIFKIND, WHARTON &
GARRISON 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 ("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 First Interim Application of Paul, Weiss, Rifkind, Wharton & Garrison 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 these cases (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 disbursement 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
30 day of December, 2002

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

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

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

**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 \$54,870.50 and reimbursement of the expenses incurred, in the amount of \$2,057.14 is authorized and approved.

Dated: New York, New York
January __, 2003

The Honorable Robert E. Gerber
United States Bankruptcy Judge

HEARING DATE AND TIME: January 29, 2003 at 9:45 am
OBJECTION DEADLINE: January 23, 2003 at 5:00 pm

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

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

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that on December 30, 2002, Paul, Weiss, Rifkind, Wharton & Garrison ("Paul, Weiss"), attorneys for the Official Committee of Unsecured Creditors (the "Committee") of United Australia/Pacific, Inc., Australia/Pacific, Inc., the above-captioned debtor and debtor in possession (the "Debtor"), submits this first interim application (the "First Interim Application") for an award of compensation and reimbursement of expenses incurred.

PLEASE TAKE NOTICE that objections, if any, to the Application shall (i) be in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of this Court; (iii) set forth with specificity the name of the objector and the legal and factual grounds for the objection; (iv) be filed in accordance with General Order M-242 of the United States Bankruptcy Court for the Southern District of New York; and

(v) be filed with the Court, One Bowling Green, New York, New York 10004-1004, by no later than January 23, 2003 at 5:00 p.m. (with a copy delivered directly to Chambers) and served on: (a) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004; and (b) Paul, Weiss, Rifkind, Wharton & Garrison, Attorneys for the Debtors, 1285 Avenue of the Americas, New York, New York 10019 (Attn: Jeffrey D. Saferstein, Esq.), so as to be actually received by such filing deadline.

PLEASE TAKE FURTHER NOTICE that unless objections are received by that time, the relief may be granted as requested in the Application.

Dated: New York, New York
December 30, 2002

PAUL, WEISS, RIFKIND, WHARTON & GARRISON

/s/ Jeffrey D. Saferstein

Jeffrey D. Saferstein (JDS/5339)
Brendan D. O'Neill (BO/1483)
1285 Avenue of the Americas
New York, New York 10019-6064
Phone: (212) 373-3000

Counsel to the Official Committee of Unsecured Creditors of
United Australia/Pacific, Inc., Debtor
and Debtor in Possession

SERVICE LIST

<p>United States Trustee 33 Whitehall Street New York, NY 10004 Attention: Gregory M. Zipes</p>	<p>Hon. Robert E. Gerber U.S. Bankruptcy Court One Bowling Green New York, NY 10004-1408</p>
<p>MacKay-Shields Financial Corp. Donald Morgan 9 West 57th Street, 33rd Floor New York, NY 10019</p>	<p>United States Attorney One St. Andrew's Plaza New York, NY 10007</p>
<p>Banc of America Securities LLC Scott Reifer 300 Harmon Meadows Blvd. Secaucus, NJ 07094</p>	<p>Clark T. Whitmore, Esq. Maslon Edelman Borman & Brand, LLP 90 South Seventh Street Suite 3300 Minneapolis, MN 55402</p>
<p>Francis Wheeler Cooley Godward LLP 380 Interlocken Crescent Suite 900 Broomfield, CO 80021-8023</p>	<p>Internal Revenue Service 120 Church Street, 3rd Floor New York, NY 10008 Attention: Bankruptcy Department</p>
<p>Security and Exchange Commission 233 Broadway New York, NY 10279 Attention: Bankruptcy Department</p>	<p>US Bank National Association 1420 Fifth Avenue 7th Floor Seattle, WA 98101</p>
<p>U.S. Bank, as Indenture Trustee Corp. Trust Services 180 East 5th Street, 2nd Floor St. Paul, MN 55101</p>	<p>UGC Holdings, Inc. Attn: President 4643 South Ulster Street, Suite 1300 Denver, CO 80237</p>

Fidelity Investments David Glancy 82 Devonshire St. Boston, MA 02109	Federated Investors Mark Durbiano 1001 Liberty Avenue Pittsburgh, PA 15222
The TCW Group, Inc. Mark Attanasio 11100 Santa Monica Blvd., Ste. 2000 Los Angeles, CA 90025	Golden Tree Asset Management Steven Tananbaum 300 Park Avenue, 25th Floor New York, NY 10022
The Dreyfus Corp. Roger King 200 Park Avenue, 55th Floor New York, NY 10166	CIGNA Retirement & Investment Services Thomas Jones 900 Cottage Grove Rd. Bloomfield, CT 06002
Magten Asset Management Corp. Allan Brown 35 E. 21st St. New York, NY 10010	SunAmerica Asset Management Corp. James Ramsay 1999 Avenue of the Stars, 37th Floor Los Angeles, CA 90067
Lutheran Brotherhood Securities Corp. Mark Simenstad 625 Fourth Ave. S., 10th Floor Minneapolis, MN 55415	Middenbank Curacao NV Zelendia Office Park P.O. Box 3895, Kaya WFG Mensig 14 Curacao Netherlands Antilles
ABN Amro Asset Management H-Y Trade Desk 208 S. LaSalle St. Chicago, IL 60604	Brinson Advisors Inc. James Keegan 51 West 52nd Street New York, NY 10019
Royal Bank of Canada Trust (Jersey) Income Dept. P.O. Box 194 19-2 1 Broad St. St. Helier/Jersey Channel Islands UE 4 8RR	Allstate Insurance Company Pamela Ann Gordon 3075 Sanders Rd., Ste. H1A Northbrook, IL 60062

<p>Van Kampen American Capital Stephan Esser One Parkview Plaza Oakbrook Terrace, IL 60181</p>	<p>Bank of Montreal David Hyma 1 First Canadian Place, 3rd Floor Toronto, ON MSC 1H3</p>
<p>Merrill Lynch Trade Desk Sheldon Broutman 4 Corporate Place, Corporate Park 287 Piscataway, NJ 08855</p>	<p>Credit Suisse Asset Management Richard Lindquist 466 Lexington Avenue, 16th Floor New York, NY 10017</p>
<p>Swiss Reinsurance Investments Chad Barns 55 East 52nd Street, 40th Floor New York, NY 10055</p>	<p>Verizon Investment Management Corp. Tom Fiske 695 E. Main Street Stamford, CT 06904</p>
<p>Back Bay Advisors, LP John Donovan 399 Boylston Street Boston, MA 02116</p>	<p>The WM Company Peter Adams 1 Great Winchester St. London, England, UK EC2N 2DB</p>
<p>The Chubb Corporation Ned Gerstman P.O. Box 1615 Warren, NJ 07061</p>	<p>Bank One Investment Advisors Corp. Gary Madich 1111 Polaris Pkwy., Ste. 100 2nd Floor Columbus, OH 43240</p>
<p>Columbus Circle Trust Company Emily Howell One Station Place Stamford, CT 06902</p>	<p>Claire and Walter Peine 667 W. 161 Street New York, NY 10032</p>
<p>Douglas R. Scott 4 Stephanie Lane South Darien, CT 06802</p>	<p>Holme Roberts & Owen LLP 1700 Lincoln Street Suite 4100 Denver, CO 80203</p>
<p>Houlihan Lokey Howard & Zukin Citicorp Center One Sansome St., Suite 1700 San Francisco, CA 94101</p>	<p>Quantum Paralegal Sources, Inc. 2459 West Long Circle Littleton, CO 80120</p>

<p>Maslon Edelman Borman & Brand 3300 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402-4140</p>	<p>State of Colorado Donetta Davidson, Secretary of State 1560 Broadway, Suite 200 Denver, CO 80202-5169</p>
<p>Moody's Investors Service P.O. Box 102597 Atlanta, GA 30368-0597</p>	<p>Merrill Communications LLC CM-9638 St. Paul, MN 55170-9638</p>
<p>Arthur Andersen LLP Suite 3100 1225 17th Street Denver, CO 80202-5531</p>	<p>Skadden, Arps, Slate, Meagher & Flom LLP 300 South Grand Avenue Los Angeles, CA 90071-3144</p>
<p>United Asia Pacific Communications, Inc. 4643 South Ulster Street, Suite 1300 Denver, CO 80237 Attn: President</p>	<p>United UAP, Inc. c/o UGC 4643 S. Western Street, Suite 1300 Denver, CO 80237 Attn: President</p>
<p>Citigate Dewe Rogerson, Inc. 1440 Broadway, 16th Floor New York, NY 10018</p>	<p>Martin N. Flics, Esq. Gregg D. Josephson, Esq. Latham & Watkins 885 Third Avenue New York, New York 10022</p>

EXHIBIT A

EXHIBIT B

EXHIBIT C

EXHIBIT D

INDIVIDUALS PERFORMING SERVICES

NAME & TITLE OF PROFESSIONAL	YEAR ADMITTED	HOURS	RATE ¹	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 China (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 Tattnell (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
TOTAL		154.5	\$355.15	\$54,870.50

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.

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
DISBURSEMENT TOTAL:	\$2,057.14

EXHIBIT F

EXHIBIT G

