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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
	accordance with the Committee's changes. Utility Issues			
8/12/03	NB Correspondence	0.20	111.00	
#2053	Review BR e-letter to counsel for BellSouth regarding negotiations for 366 Stipulation. Utility Issues	555.00		
8/12/03	WR Correspondence	0.30	109.50	
#2054	Email correspondence to C. Luna regarding status of negotiations with SDG&E and ComEd, the Committee's comments and the filing of an objection Utility Issues	365.00		
8/12/03	WR Review Docs.	0.30	109.50	
#2055	Review bylaws of the Committee relating to confidentiality in connection with disclosure provisions of BellSouth stip; forward to GD and NB with commentary Utility Issues	365.00		
8/12/03	WR Comm. Profes.	0.20	73.00	
#2056	Telephone conference with C. Adams regarding objection to SDG&E's motion to vacate utility order Utility Issues	365.00		
8/12/03	WR Draft Documents	1.60	584.00	
#2057	Begin drafting objection to SDG&E/ComEd motion to vacate utilities order Utility Issues	365.00		
8/12/03	NB OC/TC strategy	0.40	222.00	
#2058	Office conferenced with GD and BR regarding status and strategy regarding objections to BellSouth and San Diego utility demands. Utility Issues	555.00		
8/12/03	NB Review Docs.	0.40	222.00	
#2059	Review San Diego motion to vacate utilities order (.4). Utility Issues	555.00		

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
8/12/03	WR Review Docs.	1.20	438.00	
#2062	Review Ames briefs regarding motion to vacate utilities order and cases cited therein in connection with objection to motion of SDG&E and ComEd to vacate utilities order Utility Issues	365.00		
8/12/03	RR Research	1.90	237.50	
#2117	researched adequate assurance cases (SGB&E/COMED)- including Global Crossing memoranda decision Utility Issues	125.00		
8/12/03	GD Comm. Client	0.10	39.00	
#2136	E-memos Clay Myers regarding Verizon Stipulation. Utility Issues	390.00		
8/12/03	GD Comm. Profes.	0.30	117.00	
#2137	Ememos NB regarding status of Verizon Stipulation, BellSouth negotiations and San Diego demands for deposit. Utility Issues	390.00		
8/12/03	GD Comm. Profes.	0.20	78.00	
#2138	Telephone conference with John Mills regarding status of Bell South Stipulation and open items. Utility Issues	390.00		
8/12/03	GD OC/TC strategy	0.20	78.00	
#2139	Office conference with BR regarding open items regarding Bell South Stipulation. Utility Issues	390.00		
8/12/03	GD OC/TC strategy	0.40	156.00	
#2140	Office conferences with NB and BR regarding open items regarding Bell South and San Diego. Utility Issues	390.00		
8/13/03	WR Gen. Office	0.30	109.50	
#2063	Organize emails and files relating to BellSouth and SDG&E\ComEd Utility Issues	365.00		
8/13/03	WR Comm. Profes.	0.20	73.00	
#2064	Telephone conference with J. Mills	365.00		

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
	regarding BellSouth attorney fee request and adequate assurance stipulation Utility Issues			
8/13/03	WR Comm. Profes.	0.30	109.50	
#2065	Various emails with C. Adams and J. Mills regarding adjournment of BellSouth hearing and motion to file under seal Utility Issues	365.00		
8/13/03	WR Comm. Client	0.20	73.00	
#2066	Telephone conference with C. Luna regarding prepetition history of SDGE and ComEd Utility Issues	365.00		
8/13/03	WR Draft Documents	0.40	146.00	
#2067	Continue drafting objection to motion of SDGE and ComEd to vacate utility order. Utility Issues	365.00		
8/13/03	NB Correspondence	0.40	222.00	
#2068	Review and respond to C. Luna e-mail regarding ComEd and SDG&E 366 demands and strategy (.2); Office conference with BR regarding same and BellSouth strategy (.20). Utility Issues	555.00		
8/13/03	WR Prep. Ct./Calls	0.30	109.50	
#2069	Review BellSouth Stipulation to prep call to J. Mills regarding committee comments Utility Issues	365.00		
8/13/03	WR Comm. Client	0.20	73.00	
#2070	Email to C. Luna regarding payment history as to the movants seeking to vacate the utility order Utility Issues	365.00		
8/13/03	WR Comm. Profes.	0.40	146.00	
#2071	Telephone conference with J. Mills regarding committee changes to adequate assurance Stipulation Utility Issues	365.00		

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				<u>AMOUNT</u>	<u>TOTAL</u>
Date	Timekeeper Activity	Hours/Rate			
Slip #	Description/Matter	Markup			
8/13/03	WR OC/TC strategy	0.20		73.00	
#2072	Office conference with GD regarding telephone conference with J Mills regarding BellSouth changes to Stipulation. Utility Issues	365.00			
8/13/03	WR Inter Off Memo	0.20		73.00	
#2073	Email to NB regarding status of BellSouth Stipulation negotiations Utility Issues	365.00			
8/13/03	WR OC/TC strategy	0.20		73.00	
#2074	Office conference with NB and GD regarding BellSouth comments regarding stipulation Utility Issues	365.00			
8/13/03	WR OC/TC strategy	0.20		73.00	
#2075	Telephone conference with GD and Russell Johnson regarding adjournment of SDGE/ComEd motion to vacate utility order. Utility Issues	365.00			
8/13/03	WR Correspondence	0.30		109.50	
#2076	Draft email correspondence to J. Mills confirming adjournment of BellSouth hearing and setting up conference call regarding off set issue. Utility Issues	365.00			
8/13/03	WR Comm. Profes.	0.20		73.00	
#2077	Telephone conference with J. Mills and GD regarding final outstanding issues on BellSouth adequate assurance stip Utility Issues	365.00			
8/13/03	WR Comm. Profes.	0.20		73.00	
#2078	Telephone conference with C. Adams regarding status of negotiations w/ BellSouth as well as regarding motion to vacate utility order Utility Issues	365.00			
8/13/03	NB OC/TC strategy	0.20		111.00	
#2079	Follow-up Office conference with BR regarding BellSouth and SDG&E status and strategy.	555.00			

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Date Slip #	Timekeeper Activity Description/Matter	Hours/Rate Markup	AMOUNT	TOTAL
	Utility Issues			
8/13/03 #2080	WR OC/TC strategy Office conference with NB regarding status of BellSouth Stipulation and negotiation strategy Utility Issues	0.20 365.00	73.00	
8/13/03 #2081	NB Correspondence Review e-mail with SDG&E and BellSouth counsel regarding adjournments of hearings and negotiations. Utility Issues	0.20 555.00	111.00	
8/13/03 #2141	GD Review Docs. Review BR memo regarding San Diego/Com Ed 366 motion; review joinder of So Calif Gas. Utility Issues	0.40 390.00	156.00	
8/13/03 #2142	GD OC/TC strategy Office conference with BR regarding Sa Diego/Com Ed and So Calif 366 motion and response to same Utility Issues	0.30 390.00	117.00	
8/13/03 #2143	GD OC/TC strategy Office conference/ememos with NB regarding San Diego/Com Ed/So Cal motions under 366 and response to same Utility Issues	0.30 390.00	117.00	
8/13/03 #2144	GD Comm. Profes. Telephone conferences with Lance Schildkraut (local counsel for San Diego et al) regarding adjournment of hrg. Utility Issues	0.20 390.00	78.00	
8/13/03 #2145	GD Comm. Profes. Telephone conferences/e-memos with Russ Johnson regarding adjournment of San Diego 366 motion Utility Issues	0.40 390.00	156.00	
8/13/03 #2146	GD Comm. Court Telephone conference with Chambers regarding San Diego et al 366 motion and adjournment of same	0.20 390.00	78.00	

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
	Utility Issues			
8/13/03 #2147	GD Comm. Client E-memos Clay Myers regarding AT&T post-petition payments. Utility Issues	0.20 390.00	78.00	
8/13/03 #2148	GD Review Docs. Review Clay Myers mark-up regarding Verizon Stipulation. Utility Issues	0.40 390.00	156.00	
8/13/03 #2149	GD Comm. Profes. E-memo Phil Anker regarding Verizon Stipulation and Allegiance comments to same. Utility Issues	0.30 390.00	117.00	
8/13/03 #2150	GD Comm. Profes. Telephone conference with John Mills regarding revisions to Bell South Stipulation Utility Issues	0.20 390.00	78.00	
8/13/03 #2151	GD OC/TC strategy Office conference with BR regarding revisions to Bell South Stipulation and open issues Utility Issues	0.30 390.00	117.00	
8/13/03 #2152	GD OC/TC strategy Office conference with BR and NB regarding Bell South open points Utility Issues	0.20 390.00	78.00	
8/14/03 #2083	WR Exam/Analysis Continued analysis of motion to vacate the utility order Utility Issues	0.50 365.00	182.50	
8/14/03 #2086	WR Comm. Profes. Telephone conference with J. Mills and D. Li regarding hearing on BellSouth's motion Utility Issues	0.20 365.00	73.00	
8/14/03 #2087	WR Comm. Profes. Telephone conference with J. Mills regarding universal setoff demand of BellSouth as additional adequate assurance	0.30 365.00	109.50	

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Date Slip #	Timekeeper Activity Description/Matter	Hours/Rate Markup	AMOUNT	TOTAL
	Utility Issues			
8/14/03 #2088	WR Comm. Profes. Telephone conference with C. Adams regarding universal setoff demand of BellSouth as additional adequate assurance Utility Issues	0.20 365.00	73.00	
8/14/03 #2089	WR Review Docs. Begin review of Verizon adequate assurance motion and numerous exhibit stipulations attached thereto in respect of motion to vacate the utility order Utility Issues	0.30 365.00	109.50	
8/14/03 #2090	WR Review Docs. Review case law relevant to motion to vacate the utility order Utility Issues	1.30 365.00	474.50	
8/14/03 #2091	WR OC/TC strategy Office conference with NB regarding BellSouth "universal setoff" issue outstanding in adequate assurance Stipulation Utility Issues	0.20 365.00	73.00	
8/14/03 #2096	SS Review Docs. Reviewed the Request of Verizon for Assurance and Future Payments pursuant to Sects. 105(a) and 366 (b) of the Bankruptcy Code. Utility Issues	0.50 100.00	50.00	
8/14/03 #2100	WR OC/TC strategy Various office conference with GD regarding BellSouth setoff issues, attorney fee issues and motion to vacate the utility order Utility Issues	0.30 365.00	109.50	
8/14/03 #2153	GD OC/TC strategy Office conference with BR regarding Bell South set off issues and San Diego motion regarding 366 order Utility Issues	0.30 390.00	117.00	
8/17/03 #2092	WR Research Research what constitutes adequate	2.60 365.00	949.00	

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Date Slip #	Timekeeper Activity Description/Matter	Hours/Rate Markup	AMOUNT	TOTAL
	protection under 366 in the SDNY Utility Issues			
8/18/03 #2093	WR Review Docs. Review utilities motion and order Utility Issues	1.20 365.00	438.00	
8/18/03 #2094	WR Research Continued review of cases and articles regarding adequate assurance Utility Issues	1.10 365.00	401.50	
8/18/03 #2095	WR Comm. Court Telephone conference with S. McLemore regarding adjournment of utility motions Utility Issues	0.20 365.00	73.00	
8/18/03 #2098	WR Review Docs. Review and analyze pleadings relating to motion to vacate utility order to develop arguments for response thereto Utility Issues	1.30 365.00	474.50	
8/19/03 #2099	WR OC/TC strategy Office conference with GD regarding possible resolution of of BellSouth setoff issues Utility Issues	0.20 365.00	73.00	
8/19/03 #2101	WR Comm. Client Telephone conference with C. Luna regarding BellSouth setoff issues, confidentiality issues, payment date issues as well as info needed to respond to motion to vacate the utility order Utility Issues	0.70 365.00	255.50	
8/19/03 #2102	WR OC/TC strategy Office conference with GD regarding contingent setoff rights vs. absolute setoff rights in respect of BellSouth Utility Issues	0.20 365.00	73.00	
8/19/03 #2103	WR Review Docs. Review Verizon motion for adequate assurance for factual and legal	0.80 365.00	292.00	

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				<u>AMOUNT</u>	<u>TOTAL</u>
<u>Date</u> <u>Slip #</u>	<u>Timekeeper Activity</u> <u>Description/Matter</u>	<u>Hours/Rate</u> <u>Markup</u>			
	background to BellSouth motion and motion of utilities to vacate first day order Utility Issues				
8/19/03 #2154	GD OC/TC strategy Office conference (2x) with BR regarding set off rights of Bell South and agreement to same in Stipulation Utility Issues	0.40 390.00		156.00	
8/19/03 #2155	GD Comm. Profes. Telephone conference with Lance Schildkraut regarding adjournment of San Diego/Co Ed motion regarding 366 order Utility Issues	0.20 390.00		78.00	
8/20/03 #2104	WR Review Docs. Review 2d quarter operating results in connection with adequate assurance issues Utility Issues	0.30 365.00		109.50	
8/20/03 #2105	WR Review Docs. Review various stipulations relating to ILECs entered in other telecommunication bankruptcies in SDNY to determine typical procedures and to aid BellSouth adequate assurance negotiations Utility Issues	0.90 365.00		328.50	
8/20/03 #2106	NB Correspondence E-mail to L. Chupklygina regarding Verizon service address Utility Issues	0.10 555.00		55.50	
8/20/03 #2107	NB Inter Off Memo MEmo's to and from GD regarding status of Verizon 366 Stipulation. Utility Issues	0.20 555.00		111.00	
8/21/03 #2108	WR Research Online research of texts and periodicals regarding 366 issues including injnction, pocedural sufficiency and adequate assurance in connection with motion to vacate utility order	1.50 365.00		547.50	

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
	Utility Issues			
8/21/03	WR Correspondence	0.20	73.00	
#2109	Email to C. Luna regarding pending motions from BellSouth and electric utilities.	365.00		
	Utility Issues			
8/22/03	WR Correspondence	0.20	73.00	
#2110	Review email from C Luna regarding revisions to BellSouth Stipulation and email to GD regarding same	365.00		
	Utility Issues			
8/22/03	WR OC/TC strategy	0.20	73.00	
#2111	Office conference with GD regarding BellSouth negotiations	365.00		
	Utility Issues			
8/22/03	WR Comm. Client	0.50	182.50	
#2112	Telephone conference with C. Luna regarding unresolved issues on the BellSouth adequate assurance Stipulation	365.00		
	Utility Issues			
8/22/03	GD Review Docs.	0.30	117.00	
#2157	Review memo of Phil Anker regarding Verizon comments to 366 Stipulation.	390.00		
	Utility Issues			
8/22/03	GD Comm. Client	0.10	39.00	
#2158	E-memo client regarding Verizon comments to 366 Stipulation	390.00		
	Utility Issues			
8/22/03	GD OC/TC strategy	0.20	78.00	
#2159	Office conference with BR regarding committee issues with Bell South Stipulation; other open items to same	390.00		
	Utility Issues			
8/25/03	WR OC/TC strategy	0.40	146.00	
#2113	Telephone conference with C. Adams regarding outstanding BellSouth adequate assurance issues and possibility of global settlement	365.00		
	Utility Issues			

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
8/25/03	WR OC/TC strategy	0.20	73.00	
#2114	Office conference with GD regarding committee comments to BellSouth Stipulation Utility Issues	365.00		
8/25/03	GD OC/TC strategy	0.20	78.00	
#2161	Office conference with BR regarding Bell South Stipulation; Committee issues regarding confidentiality Utility Issues	390.00		
8/25/03	GD Comm. Client	0.10	39.00	
#2162	Ememo Luna/Myers regarding Verizon Stipulation Utility Issues	390.00		
8/26/03	WR Comm. Client	0.60	219.00	
#2115	Telephone conference with C. Luna regarding Committee due diligence requests in respect orf BellSouth stipulation (.3); conference FAO regarding litigation strategies/Debtor's objections to 366 motion (.3) Utility Issues	365.00		
8/26/03	WR Comm. Profes.	0.30	109.50	
#2116	Telephone conference with C. Adams regarding committee requested due diligence on Bellsouth and its position on universal setoff in the adequate assurance Stipulation Utility Issues	365.00		
8/26/03	FAO OC/TC strategy	0.30	168.00	
#2127	Conference with NB and GD regarding disputed adequate assurance motions to handle. Utility Issues	560.00		
8/26/03	FAO OC/TC strategy	0.30	168.00	
#2128	Conference with W. Reid regarding 366 motion by Bell South and SDGE, issues, defenses, strategy. Utility Issues	560.00		
8/26/03	FAO Review Docs.	1.50	840.00	
#2129	Review 366 objections and formulate Debtors' objections/responses. Utility Issues	560.00		

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
8/26/03	GD Review Docs.	1.80	702.00	
#2177	Review Verizon comments to 366 Stipulation; extensive memo to Phil Anker (Verizon counsel) regarding same Utility Issues	390.00		
8/26/03	GD OC/TC strategy	0.20	78.00	
#2178	Office conference with BR regarding BellSouth Stipulation Utility Issues	390.00		
8/26/03	NB OC/TC strategy	0.30	166.50	
#2335	Conference FAO and GD regarding FAO's lending objection process, etc. Utility Issues	555.00		
8/27/03	GD Comm. Client	0.10	39.00	
#2179	Ememo Chris Luna regarding Verizon Stipulation Utility Issues	390.00		
8/28/03	WR OC/TC strategy	0.20	73.00	
#2123	Office conference with GD regarding BellSouth status Utility Issues	365.00		
8/28/03	WR OC/TC strategy	0.20	73.00	
#2124	Office conference with GD and FAO regarding objections to BellSouth adequate assurance motion and motion to vacate the utilities order Utility Issues	365.00		
8/28/03	WR Comm. Client	0.20	73.00	
#2125	Telephone conference with C. Luna regarding information needed to respond to BellSouth and Russell Johnson motion to vacate utilites order Utility Issues	365.00		
8/28/03	FAO OC/TC strategy	0.20	112.00	
#2131	Conference with WR and GD regarding Bell South and SDGE objections. Utility Issues	560.00		
8/28/03	FAO Review Docs.	2.20	1,232.00	
#2132	Review SDGE/Con Ed motion to vacate	560.00		

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Date Slip #	Timekeeper Activity Description/Matter	Hours/Rate Markup	AMOUNT	TOTAL
	utilities order and select cases raised by counsel concerning jurisdiction and other infirmities. Utility Issues			
8/28/03 #2180	GD Comm. Client Telephone conference with Myers, Stawchiw, Luna regarding Verizon Stipulation Utility Issues	1.00 390.00	390.00	
8/28/03 #2181	GD Comm. Profes. Telephone conference with Phil Anker regarding revisions to Verizon Stipulation Utility Issues	0.30 390.00	117.00	
8/28/03 #2188	GD OC/TC strategy Office conference with BR and FAO regarding status of Bell South Stipulation and prep of response to Bell South motion; prep of response to motion of San Diego, Com Ed Utility Issues	0.20 390.00	78.00	
8/28/03 #2189	GD Revise Docs. Revise Verizon Stipulation in accordance with client comments Utility Issues	1.50 390.00	585.00	
8/28/03 #2190	GD Comm. Client E-memos Myers, Stawchiw, Luna regarding Verizon Stipulation Utility Issues	0.20 390.00	78.00	
8/29/03 #2126	WR Review Docs. Review BellSouth motion to prep drafting objecting. Utility Issues	0.50 365.00	182.50	
8/29/03 #2130	WR Draft Documents Draft objections to BellSouth motion for adequate assurance Utility Issues	2.80 365.00	1,022.00	
8/29/03 #2195	FAO Review Docs. Review e-mails WR regarding Bell South issues, pre-petition history. Utility Issues	0.20 560.00	112.00	
8/29/03	FAO Review Docs.	0.40	224.00	

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
#2196	Review current Verizon stipulation and comment. Utility Issues	560.00		
8/31/03	WR Review Docs.	0.30	109.50	
#2156	Review July operating report to determine financial condition in respect of adequate assurance Utility Issues	365.00		
9/2/03	WR Comm. Profes.	0.40	146.00	
#2160	Email to C. Adams at Akin Gump regarding payment history between BellSouth and the Debtors in reference to setoff issues in adequate assurance Stipulation Utility Issues	365.00		
9/2/03	WR Comm. Profes.	0.30	109.50	
#2163	Telephone conference with R. Johnson regarding postpetition payment status of various utilities moving to vacate the Utilites Order Utility Issues	365.00		
9/2/03	WR OC/TC strategy	0.30	109.50	
#2164	Various office conferences with GD regarding issues relevant to BellSouth objection and motion to vacate the utility order Utility Issues	365.00		
9/2/03	WR Revise Docs.	0.80	292.00	
#2165	Revise objection to BellSouth motion for adequate assurance Utility Issues	365.00		
9/2/03	WR Correspondence	0.20	73.00	
#2166	Review correspondence from C. Luna regarding payment history for utilities moving to vacate the utility order Utility Issues	365.00		
9/2/03	NB Review Docs.	0.20	111.00	
#2167	Review C. Luna e-mail regarding BellSouth and San Diego Gas (.1); memo to BR regarding same (.1). Utility Issues	555.00		
9/2/03	WR Comm. Profes.	0.20	73.00	

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
#2168	Email to R. Johnson regarding payment history for utilities moving to vacate the utility order Utility Issues	365.00		
9/2/03	WR Comm. Court	0.20	73.00	
#2169	Telephone conference with D. Li regarding adjournment dates for motion to vacate the utility order Utility Issues	365.00		
9/2/03	WR Comm. Profes.	0.20	73.00	
#2170	Telephone conference with R. Johnson regarding adjournment dates for motion to vacate the utility order Utility Issues	365.00		
9/2/03	WR Comm. Profes.	0.20	73.00	
#2171	Telephone conference with R. Johnson regarding briefing schedule and adjournment of 9/15 hearing to resolve factual issues Utility Issues	365.00		
9/2/03	WR Prep. Ct./Calls	0.40	146.00	
#2172	Review BellSouth draft of stipulation and determine if BellSouth filed a proof of claim to prep phone call with P. Rosenblatt regarding remaining outstanding issues Utility Issues	365.00		
9/2/03	WR Comm. Profes.	0.30	109.50	
#2173	Telephone conference with P. Rosenblatt regarding remaining outstanding issues in BellSouth adequate assurance Stipulation Utility Issues	365.00		
9/2/03	WR Comm. Client	0.30	109.50	
#2174	Telephone conference with C. Luna regarding resolution of outstanding BellSouth issues Utility Issues	365.00		
9/2/03	WR OC/TC strategy	0.30	109.50	
#2175	Various office conference with FAO regarding adequate assurance issues in respect of BellSouth motion and	365.00		

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	motion to vacate the utilities order Utility Issues			
9/2/03 #2176	WR Comm. Client Additional telephone conference with C. Luna regarding terms of BellSouth stipulation subsequent to his conversation with C. Myers Utility Issues	0.20 365.00	73.00	
9/2/03 #2197	FAO OC/TC strategy Conferences with B. Reid regarding Debtors' objection to Bell South motion, pre-petition security and claims, etc. Utility Issues	0.30 560.00	168.00	
9/2/03 #2198	FAO Revise Docs. Review/revise objection to Bell South 366 motion. Utility Issues	1.10 560.00	616.00	
9/2/03 #2199	FAO Review Docs. Review select cases cited by Bell South and cases for Debtors' objections. Utility Issues	1.60 560.00	896.00	
9/2/03 #2246	GD Revise Docs. Review client comments to Verizon Stipulation; revise Stipulation accordingly Utility Issues	0.70 390.00	273.00	
9/2/03 #2252	GD Comm. Profes. Ememo Phil Anker regarding revised Verizon Stipulation Utility Issues	0.10 390.00	39.00	
9/2/03 #2253	GD Review Docs. Review Objection to Bell South motion for 366 assurances Utility Issues	0.40 390.00	156.00	
9/2/03 #2254	GD OC/TC strategy Office conferences with BR regarding Bell South objection; objection to motion to vacate 366 order Utility Issues	0.30 390.00	117.00	

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Slip #	Description/Matter	Markup		
9/3/03 #2182	WR Review Docs. Review FAO's revisions to objection to BellSouth motion for adequate assurance Utility Issues	0.40 365.00	146.00	
9/3/03 #2183	WR Prep. Ct./Calls Review draft stipulation and notes to prep call to P. Rosenblatt, counsel for BellSouth, regarding adequate assurance Stipulation Utility Issues	0.30 365.00	109.50	
9/3/03 #2184	WR Correspondence Email correspondence to R. Johnson regarding postpetition payment of utilites moving to vacate the utilities order Utility Issues	0.30 365.00	109.50	
9/3/03 #2185	WR Comm. Profes. Telephone conference with P. Rosenblatt regarding outstanding issues in respect of BellSouth adequate assurance Stipulation Utility Issues	0.30 365.00	109.50	
9/3/03 #2186	WR Comm. Profes. Telephone conference with C. Adams regarding status of BellSouth negotiations, status of negotiations with R. Johnson on motion to vacate the utilites order and Houlihan Lokey request for certain due diligence from the Debtors Utility Issues	0.40 365.00	146.00	
9/3/03 #2187	WR Comm. Client Telephone conference with C. Luna regarding various utitlity related issues including objection to BellSouth motion, and Houlihan due diligence request Utility Issues	0.30 365.00	109.50	
9/3/03 #2191	WR Review Docs. Review due diligence requests of Houlhan Lokey to the debtors and reply of the debtors as to certain requests pertaining to utilities	0.50 365.00	182.50	

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
	Utility Issues			
9/3/03	WR Revise Docs.	1.10	401.50	
#2192	Revise objection to BellSouth adequate assurance motion in accordance with FAO's comments	365.00		
	Utility Issues			
9/3/03	WR Review Docs.	0.60	219.00	
#2193	Review motion of certain utilities to vacate the utilities order the Debtors' objection	365.00		
	Utility Issues			
9/4/03	WR Correspondence	0.50	182.50	
#2194	Correspondence with C. Luna regarding ComEd postpetition arrears and BellSouth\ALGX contracts	365.00		
	Utility Issues			
9/4/03	WR Revise Docs.	0.80	292.00	
#2200	Revise objection to BellSouth motion for addequate assurance.	365.00		
	Utility Issues			
9/4/03	WR Review Docs.	0.30	109.50	
#2201	Review payment history charts from C. Luna regarding motion to vacate utility order and telephone conference with C. Luna regarding same	365.00		
	Utility Issues			
9/4/03	WR Draft Documents	0.60	219.00	
#2202	Continue drafting objection to S.D. Gas et al. motion to vacate utility order	365.00		
	Utility Issues			
9/4/03	WR Draft Documents	0.30	109.50	
#2203	Email to R. Johnson regarding adjournment of hearing on motion to vacate the utility order	365.00		
	Utility Issues			
9/5/03	WR Revise Docs.	1.60	584.00	
#2205	Continued revision of objection to motion of BellSouth for adequate assurances	365.00		
	Utility Issues			

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Allegiance : (continued)

Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
9/5/03	WR Comm. Profes.	0.40	146.00	
#2206	Telephone conference with C. Adams at Akin Gump regarding Debtors' refusal to provide Houlihan Lokey with financial information regarding BellSouth Utility Issues	365.00		
9/5/03	WR Comm. Client	0.50	182.50	
#2207	Telephone conference with C. Luna regarding latest draft of BellSouth stipulation, documents requested by the Committee regarding BellSouth and nature of prepetition disputed charges	365.00		
	Utility Issues			
9/5/03	FAO Review Docs.	0.20	112.00	
#2229	Review and reply e-mails regarding Bell South open points, finalizing Debtors' objection to file if no deal reached.	560.00		
	Utility Issues			
9/5/03	FAO Review Docs.	0.20	112.00	
#2230	Review latest draft of Bell South stipulation.	560.00		
	Utility Issues			
9/8/03	WR Comm. Profes.	0.30	109.50	
#2215	Telephone conference with C. Adams regarding status of BellSouth adequate assurance Stipulation and Houlihan Lokey document request	365.00		
	Utility Issues			
9/8/03	WR Comm. Client	0.40	146.00	
#2216	Telephone conference with C. Luna regarding latest draft of BellSouth Stipulation submitted by Kilpatrick & Stockton	365.00		
	Utility Issues			
9/9/03	WR Inter Off Memo	0.40	146.00	
#2217	Email memo to FAO and GD regarding status of BellSouth negotiations and objection to adequate assurance motion.	365.00		
	Utility Issues			
9/9/03	WR Revise Docs.	0.20	73.00	

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				<u>AMOUNT</u>	<u>TOTAL</u>
Date	Timekeeper Activity	Hours/Rate			
<u>Slip #</u>	<u>Description/Matter</u>	<u>Markup</u>			
#2218	Revise notice of adjournment of motion to vacate the utility order Utility Issues	365.00			
9/9/03	WR Comm. Court	0.20		73.00	
#2219	Telephone conference with chambers regarding adjournment of motion to vacate the utility order Utility Issues	365.00			
9/9/03	WR Comm. Profes.	0.30		109.50	
#2220	Telephone conference with C. Adams regarding Committee's position on outstanding BellSouth adequate assurance issues Utility Issues	365.00			
9/9/03	WR Review Docs.	0.30		109.50	
#2221	Organize files for BellSouth motion for adequate assurance and the motion of certain utilities to vacate the utility order Utility Issues	365.00			
9/9/03	WR Comm. Profes.	0.20		73.00	
#2222	Telephone conference with P Rosenblatt regarding setting up conference between Sandra Cetti and Clay Myers regarding BellSouth adequate assurance Stipulation Utility Issues	365.00			
9/9/03	WR Review Docs.	0.40		146.00	
#2223	Review client changes to objection to BellSouth request for additional assurances Utility Issues	365.00			
9/9/03	WR Revise Docs.	0.80		292.00	
#2224	Revise objection to BellSouth adequate assurance motion in accordance with client's changes Utility Issues	365.00			
9/9/03	WR Review Docs.	0.50		182.50	
#2225	Review second Adelphia case in respect of BellSouth administrative claim issue Utility Issues	365.00			
9/9/03	WR OC/TC strategy	0.30		109.50	

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				<u>AMOUNT</u>	<u>TOTAL</u>
Date	Timekeeper Activity	Hours/Rate			
Slip #	Description/Matter	Markup			
#2228	Various office conference with FAO regarding client revisions to objection to BellSouth motion for adequate assurance, including discussion of issues to address in preparation for hearing of same Utility Issues	365.00			
9/9/03	FAO Review Docs.	0.20		112.00	
#2234	Review e-mail exchanges Clay and WR and others regarding Bell South issues. Utility Issues	560.00			
9/9/03	FAO Review Docs.	0.20		112.00	
#2235	Review client's mark-up to Bell South objection. Utility Issues	560.00			
9/9/03	FAO OC/TC strategy	0.30		168.00	
#2236	Conference with WR regarding client's mark-up to Bell South objection. Utility Issues	560.00			
9/9/03	MM Filing/Service	1.20		138.00	
#2265	prepared AOS: regarding: Notice of Adjournment fo Hearing on Motion regarding certain Utility companies Utility Issues	115.00			
9/9/03	KG Prep Filing/Svc	1.10		110.00	
#2329	Preparation of Notice of Adjournment of hearing of motion of utilities to vacate First Day Utility Order, etc. Utility Issues	100.00			
9/10/03	WR Revise Docs.	0.30		109.50	
#2226	Revise objection to BellSouth motion for additional adequate assurances Utility Issues	365.00			
9/10/03	WR Comm. Profes.	0.20		73.00	
#2227	Telephone conference with C. Adams regarding adjournment of BellSouth adequate assurance motion and the Committee's position on "universal setoff" issue Utility Issues	365.00			

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
9/10/03 #2231	WR Comm. Profes. Telephone conference with P. Rosenblatt regarding adjournment of BellSouth motion for adequate assurance and further settlemetn discussions Utility Issues	0.20 365.00	73.00	
9/10/03 #2232	WR Correspondence Letter to P. Rosenblatt confirming adjournment of BellSouth motion Utility Issues	0.20 365.00	73.00	
9/10/03 #2233	WR OC/TC strategy Various office conference with GD regarding objection to motion of BellSouth for adequate assurance Utility Issues	0.30 365.00	109.50	
9/10/03 #2240	FAO OC/TC strategy E-mail exchanges with W. Reid regarding revisions to Bell South objection, possible motion adjourn., settlement proposal. Utility Issues	0.30 560.00	168.00	
9/10/03 #2241	FAO OC/TC strategy Conference with WR regarding revisions to Bell South objection, possible motion adjourn., settlement proposal, confirm adj. Utility Issues	0.20 560.00	112.00	
9/10/03 #2266	MM Prep Filing/Svc Preparation of Mailings from the service list regarding: Notice of Adjournment Utility Issues	2.20 115.00	253.00	
9/10/03 #2267	MM Filing/Service EFS of Notice of Adjournment regarding: Allegiance Preferences Utility Issues	0.30 115.00	34.50	
9/10/03 #2268	GD Revise Docs. Revise objection to Bell South motion for adequate assurances Utility Issues	0.80 390.00	312.00	
9/10/03 #2269	GD OC/TC strategy Office conference with BR regarding	0.30 390.00	117.00	

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
	objection to Bell South motion for adequate assurances Utility Issues			
9/12/03 #2237	WR Revise Docs. Revise BellSouth objection in accordance with GD's comments Utility Issues	0.70 365.00	255.50	
9/12/03 #2238	WR Correspondence Draft correspondence to client with revisions to BellSouth objection and regarding strategy of same Utility Issues	0.40 365.00	146.00	
9/12/03 #2239	WR Comm. Client Various emails with C. Luna regarding status of ComEd accounts in respect of motion to vacate the utilities order Utility Issues	0.40 365.00	146.00	
9/12/03 #2244	FAO Exam/Analysis Analysis of arguments and cited case support by R. Johnson in motion demanding further adequate assurances, Bankruptcy Court jurisdiction issues, improper injunctive relief etc. Utility Issues	1.60 560.00	896.00	
9/12/03 #2245	FAO OC/TC strategy Conference with WR regarding analysis of arguments and cited case support by R. Johnson in motion demanding further adequate assurances, Bankruptcy Court jurisdiction issues, etc., Debtors' objection. Utility Issues	0.20 560.00	112.00	
9/15/03 #2242	WR Correspondence Email to R. Johnson regarding debtors' cancellation of two ComEd accounts Utility Issues	0.30 365.00	109.50	
9/16/03 #2243	WR Review Docs. Review various recent pleadings, including motion to issue LOCs & to extend exclusivity, for case status	0.40 365.00	146.00	

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
	and financial information to assist drafting objections to motion for additional assurance and motion to vacate the utility order Utility Issues			
9/16/03 #2247	WR Revise Docs. Revise objection to BellSouth motion in accordance with client suggestions in respect of confidential nature of earlier agreement in principle Utility Issues	0.50 365.00	182.50	
9/16/03 #2248	WR Review Docs. Review motion to vacate the utilities order and relevant case law to prep drafting legal arguments in response thereto Utility Issues	0.90 365.00	328.50	
9/16/03 #2249	WR OC/TC strategy Office conference with GD regarding drafting objection to motion to vacate the utilities order Utility Issues	0.20 365.00	73.00	
9/16/03 #2250	WR Draft Documents Work on objections to motion to vacate the utility order and for further adeq. assurances Utility Issues	1.40 365.00	511.00	
9/17/03 #2251	WR Draft Documents Continue work to draft objections to motion to vacate the utility order Utility Issues	3.20 365.00	1,168.00	
9/17/03 #2295	GD OC/TC strategy Office conference with BR regarding response to San Diego motion to vacate utilities order Utility Issues	0.20 390.00	78.00	
9/18/03 #2255	WR Research Review of cases addressing the issue of whether section 366 of the Code contains injunctive provisions in reference to objection to motion to vacate the Utility Order,	2.30 365.00	839.50	

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Allegiance : (continued)

Date Slip #	Timekeeper Activity Description/Matter	Hours/Rate Markup	AMOUNT	TOTAL
	ability to compel utility to proceed in Bankruptcy Court before exercising state law remedies on a post-petition default, etc. Utility Issues			
9/18/03 #2256	WR Draft Documents Continue drafting objections to motion to vacate the Utility Order - case support, etc. Utility Issues	2.80 365.00	1,022.00	
9/18/03 #2301	GD Review Docs. Review Verizon comments to 366 Stipulation; ememo client regarding same Utility Issues	0.50 390.00	195.00	
9/19/03 #2257	WR Research Research effect of automatic stay on ability of utility to terminate for postpetition default to object to motion to vacate the Utility Order Utility Issues	0.80 365.00	292.00	
9/19/03 #2258	WR Revise Docs. Revise objections to motion to vacate the utility order in respect of issue of whether the court had the authority to enjoin utilities from terminating service for postpetition default Utility Issues	2.40 365.00	876.00	
9/19/03 #2259	WR Review Docs. Review various stipulations and utility orders in other chapter 11 cases to determine if courts typically enjoin service termination by utility for postpetition default to develop argument for objection to motion to vacate the utility order Utility Issues	0.70 365.00	255.50	
9/19/03 #2260	WR Review Docs. Additional review of cases cited in Ames briefs on the issue of authority of court to enjoin termination by utility for	2.80 365.00	1,022.00	

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Date Slip #	Timekeeper Activity Description/Matter	Hours/Rate Markup	AMOUNT	TOTAL
	postpetition default pursuant to section 366 Utility Issues			
9/19/03 #2261	WR OC/TC strategy Office conference with FAO regarding jurisdictional issues raised by Motion to Vacate the Utilities Order Utility Issues	0.20 365.00	73.00	
9/19/03 #2262	WR OC/TC strategy Telephone conference with FAO and S. Kohn at Kirkland & Ellis regarding same jurisdictional issues raised in Ames bankruptcy and the result obtained therein Utility Issues	0.30 365.00	109.50	
9/19/03 #2264	WR Comm. Profes. Telephone conference with Tim Karcher at WGM regarding jurisdictional issues raised in the Motion to Vacate the Utility Order Utility Issues	0.30 365.00	109.50	
9/19/03 #2286	FAO OC/TC strategy Conference with WR regarding San Diego Gas jurisdiction issues. Utility Issues	0.20 560.00	112.00	
9/19/03 #2287	FAO Comm. Profes. Telephone conference with Kohn and WR regarding San Diego jurisdiction issues, Gerber's rulings. Utility Issues	0.30 560.00	168.00	
9/19/03 #2288	FAO Review Docs. Review GD's memo regarding Verizon counsel's comments to stipulation. Utility Issues	0.20 560.00	112.00	
9/19/03 #2289	FAO Review Docs. Review select cases concerning Bankruptcy Court jurisdiction to enjoin utility from exercising State Court remedies on a post-petition default. Utility Issues	2.10 560.00	1,176.00	
9/19/03	GD Revise Docs.	1.20	468.00	

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
#2302	Revise 366 stips and orders Utility Issues	390.00		
9/19/03 #2303	GD Review Docs. Continued review of Verizon 366 Stipulation and last round of Verizon comments; extensive email to client regarding open issues Utility Issues	0.70 390.00	273.00	
9/19/03 #2304	GD OC/TC strategy Office conference with BR regarding motion to vacate utilties order and objection to same Utility Issues	0.20 390.00	78.00	
9/22/03 #2281	FAO Review Docs. Review San Diego Gas, et al. supplement and affidavits to adequate assurance motion. Utility Issues	0.80 560.00	448.00	
9/22/03 #2282	FAO OC/TC strategy E-mails with GD and WR regarding San Diego Gas, et al. supplement to adequate assurance motion. Utility Issues	0.20 560.00	112.00	
9/22/03 #2283	FAO Review Docs. Review e-mails from C. Luna regarding San Diego Gas, et al. supplement to adequate assurance motion, Verizon stipulation issues. Utility Issues	0.30 560.00	168.00	
9/22/03 #2314	GD Review Docs. Review San Diego/Com Ex Supplemental aff'd in support of motion for deposits/vacate utilities order Utility Issues	0.30 390.00	117.00	
9/22/03 #2315	GD Comm. Client Ememo Chris Luna regarding San Diego supplemental aff'd in support of motion for deposits/to vacate utilties order Utility Issues	0.20 390.00	78.00	
9/22/03 #2316	GD Review Docs. Review client comments to Objection	0.30 390.00	117.00	

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
	to Bell South motion for adequate assurances Utility Issues			
9/22/03	GD Comm. Client	0.30	117.00	
#2317	Ememo Luna regarding Objection to Bell South motion for adequate assurances Utility Issues	390.00		
9/23/03	WR Review Docs.	0.80	292.00	
#2271	Review and analyze K&S revisions to draft of BellSouth adequate assurance Stipulation / compare to earlier drafts Utility Issues	365.00		
9/23/03	WR Review Docs.	0.50	182.50	
#2272	Review supplement/affidavits filed to supplement the motion to vacate the utilities order Utility Issues	365.00		
9/23/03	WR Revise Docs.	0.30	109.50	
#2273	Revisions to objection to motion to vacate the utilities order Utility Issues	365.00		
9/23/03	WR Draft Documents	0.70	255.50	
#2274	Draft BellSouth confidentiality agreement for cash reports Utility Issues	365.00		
9/23/03	FAO Review Docs.	0.30	168.00	
#2277	Review/reply to several e-mails regarding Verizon counsel's open stipulation points. Utility Issues	560.00		
9/23/03	FAO OC/TC strategy	0.10	56.00	
#2278	Conference with GD regarding Verizon counsel open stipulation points, compromise language for administrative claim. Utility Issues	560.00		
9/23/03	GD Correspondence	0.70	273.00	
#2323	Several extensive ememos Phil Anker regarding Verizon request for admin expense priority treatment (.6); conference FAO regarding same (.1)	390.00		

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
	Utility Issues			
9/23/03	GD Revise Docs.	1.20	468.00	
#2324	Revise objections to Bell South motion for adequate assurances -- incorporate client comments	390.00		
	Utility Issues			
9/24/03	WR Revise Docs.	0.50	182.50	
#2275	Revise objection to BellSouth motion for adequate assurance in accordance with discussions wth client	365.00		
	Utility Issues			
9/24/03	WR Prep. Ct./Calls	0.30	109.50	
#2276	Review drafts of BellSouth adequate assurance stipulation to prep conference call with client regarding same	365.00		
	Utility Issues			
9/24/03	WR OC/TC strategy	0.30	109.50	
#2279	Office conference with GD regarding the BellSouth stipulation and possible settlement of Motion to Vacate the utility order	365.00		
	Utility Issues			
9/24/03	WR OC/TC strategy	0.70	255.50	
#2280	Telephone conference with GD, Chris Luna and Clay Myers regarding Verizon stipulation, BellSouth stipulation and response to motion to vacate the utility order	365.00		
	Utility Issues			
9/24/03	FAO Review Docs.	0.20	112.00	
#2306	Review revised Verizon stipulation to Anker.	560.00		
	Utility Issues			
9/24/03	FAO Revise Docs.	1.10	616.00	
#2307	Review and revise draft omnibus objections to SDG, et al. motion for additional adequate assurances and to vacate utility order	560.00		
	Utility Issues			
9/24/03	GD OC/TC strategy	0.30	117.00	
#2325	Office conference with BR regarding	390.00		

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			<u>AMOUNT</u>	<u>TOTAL</u>
Date Slip #	Timekeeper Activity Description/Matter	Hours/Rate Markup		
	open issues Bell South Stipulation; revisions to objection to Motion to Vacate utilities order Utility Issues			
9/24/03 #2326	GD Comm. Client Conf Call with Clay Myers, Chris Luna and BR regarding Verizon Stipulation open issues; Bell South open issues and Motion to Vacate Utilities Order Utility Issues	0.70 390.00	273.00	
9/24/03 #2327	GD Revise Docs. Revise Verizon Stipulation in accordance with client requests Utility Issues	0.80 390.00	312.00	
9/24/03 #2328	GD Comm. Profes. Ememo Phil Anker regarding revise Verizon Stipulation Utility Issues	0.20 390.00	78.00	
9/25/03 #2284	WR Revise Docs. Revise proposed stipulation with BellSouth regarding adequate assurance in accordance with discussions with client Utility Issues	1.10 365.00	401.50	
9/25/03 #2285	WR Research Research SEC filings referenced in supplement to motion to vacate the utility order Utility Issues	0.50 365.00	182.50	
9/25/03 #2291	FAO OC/TC strategy Conference with GD regarding Verizon negotiations, draft objections to San Diego Gas adequate assurance motion, jurisdiction issues on enjoining utility, etc. Utility Issues	0.40 560.00	224.00	
9/25/03 #2292	FAO Review Docs. Review revised draft of objection to Bell South motion. Utility Issues	0.30 560.00	168.00	
9/25/03	MM Research	0.30	34.50	

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				<u>AMOUNT</u>	<u>TOTAL</u>
Date	Timekeeper Activity	Hours/Rate			
Slip #	Description/Matter	Markup			
#2318	Research court docket regarding: AOS of Notice of Adjournment of Hearing on Utility Companies Motion Utility Issues	115.00			
9/25/03	MM Prep Filing/Svc	0.20		23.00	
#2319	Preparation of AOS regarding: Motion of Certain Utilities to Vacate Utility Issues	115.00			
9/25/03	GD OC/TC strategy	0.40		156.00	
#2334	Conference with FAO regarding SD Gas motion and Debtors' objections (.4) Utility Issues	390.00			
9/26/03	WR Review Docs.	0.20		73.00	
#2293	Review latest changes to BellSouth adequate assurance Stipulation Utility Issues	365.00			
9/26/03	WR Correspondence	0.20		73.00	
#2294	E-correspondence to P. Rosenblatt with latest draft of BellSouth adequate assurance Stipulation Utility Issues	365.00			
9/26/03	FAO Review Docs.	0.40		224.00	
#2296	Review and comment on revised Bell South stipulation. Utility Issues	560.00			
9/26/03	FAO Review Docs.	0.20		112.00	
#2297	Review e-mails with Company and Bell South attorney. Utility Issues	560.00			
9/26/03	MM Filing/Service	0.30		34.50	
#2320	EFS of AOS regarding: Motion for Certain Utilities to Vacate Utility Issues	115.00			
9/29/03	WR Comm. Profes.	0.60		219.00	
#2298	Telephone conference with C. Adams regarding status and strategy in respect of BellSouth and motion to vacate the utility order (.4); conference FAO regarding same, strategy (.2) Utility Issues	365.00			

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
9/29/03 #2299	WR Correspondence Draft correspondence to C. Adams at Akin regarding issue raised by motion to vacate the utility order and handling in Ames bankr; attach Ames briefs Utility Issues	0.30 365.00	109.50	
9/29/03 #2300	WR Review Docs. Review monthly operating statement for 8/03 cash burn rate in reference to adequate assurance issues Utility Issues	0.20 365.00	73.00	
9/29/03 #2309	FAO OC/TC strategy Conference with WR regarding Bell South and SDG issues, affidavits from Debtor representatives, etc. Utility Issues	0.20 560.00	112.00	
9/29/03 #2310	FAO Review Docs. Review select Sec 105 cases regarding injunctions to include as part of Debtors' objections to SDG 366 motion and requiring utilities to move in Bankruptcy Court before exercising State Court remedies. Utility Issues	1.30 560.00	728.00	
9/30/03 #2305	WR Review Docs. Review affidavit prepared by client in response to supplemental affidavits in support of Motion to Vacate the Utility Order (.3); conference FAO regarding same (.2) Utility Issues	0.50 365.00	182.50	
9/30/03 #2308	WR Comm. Profes. Telephone conference with Russ Johnson regarding possible settlement alternatives in respect of motion to vacate the utility order Utility Issues	0.20 365.00	73.00	
9/30/03 #2321	FAO OC/TC strategy Conference with WR regarding objection issues pending 366 motions. Utility Issues	0.20 560.00	112.00	

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Date	Timekeeper Activity	Hours/Rate	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
9/30/03	FAO Revise Docs.	0.50	280.00	
#2322	Review and comment on draft affidavit of CK to support Debtors' objections to SDGE, et al. adequate assurance motion. Utility Issues	560.00		

[SUBTOT-Utility Issues 315.20 114,268.50]

TOTAL BILLABLE TIME CHARGES	366.80	144,449.50
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Date	Timekeeper Activity	Qty/Price	
Slip #	Description/Matter	Markup	
5/1/03	AT L.D. Phone	1	0.22
#1663	TS&S Monthly for May 2003 (Paetec). General	0.22	
5/1/03	AT Photocopies	1	95.40
#1665	TS&S monthly photocopies for May 2003. General	95.40	
5/20/03	NB Travel-ground	1	5.00
#1666	Taxi after 8pm from office to train station. General	5.00	
6/1/03	AT L.D. Phone	1	5.95
#1785	TS&S monthly for June 2003 (Paetec). General	5.95	
6/1/03	AT Photocopies	1	677.60
#1906	TS&S monthly for June 2003 (photocopies). General	677.60	
6/10/03	NB Court Rptg/Tran	1	1,706.73
#1868	Doyle Reporting, Inc.: four transcripts. General	1706.73	
6/10/03	NB Travel-ground	1	43.35
#1910	Car service from office to home -- Verizon (1/2 car rate billed to non-Allegiance client). General	43.35	
6/12/03	NB Travel-ground	1	26.52
#1870	Car service from office to 153 E.	26.52	

Date 11/10/03
Time 10:56 AM

TOGUT, SEGAL & SEGAL
Client Billing Worksheet

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Allegiance : (continued)

Date Slip #	Timekeeper Activity Description/Matter	Qty/Price Markup	AMOUNT	TOTAL
	53rd Street. General			
6/13/03 #1745	NB Travel-ground Subway to and from initial case conference. General	1 4.00	4.00	
6/18/03 #1768	NB Meals Late night dinner -- work on Allegiance issues. General	1 48.10	48.10	
6/18/03 #1769	NB Travel-ground Parking -- late night work on Verizon. General	1 20.00	20.00	
6/20/03 #1907	DP Overnight Couri Federal Express to A. Jesse and P. Anker -- Verizon Objection. General	1 30.25	30.25	
6/20/03 #1908	DP Messenger Messenger (4 packages): objection and reply to Verizon. General	1 35.80	35.80	
6/20/03 #1909	BM Messenger Messenger [rush] to U.S. Bankruptcy Court -- objection Verizon/reply Verizon. General	1 13.40	13.40	
6/20/03 #1911	NB Travel-ground Car service after 8pm from office to home -- Verizon. General	1 89.76	89.76	
6/23/03 #1863	NB Travel-ground Subway to and from Verizon and cash collateral hearing for NB and C. Myers. General	1 6.00	6.00	
7/1/03 #1957	GD L.D. Phone AT&T TeleConference Services -- conference call held on 6/20/03 with Verizon regarding settlement. General	1 260.66	260.66	

Date 11/10/03
Time 10:56 AM

TOGUT, SEGAL & SEGAL
Client Billing Worksheet

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Allegiance : (continued)

Date	Timekeeper Activity	Qty/Price	AMOUNT	TOTAL
Slip #	Description/Matter	Markup		
7/1/03 #1967	AT Online Research Pacer for the 2nd quarter of 2003 (April-June 2003). General	1 304.08	304.08	
7/1/03 #1972	AT L.D. Phone TS&S Monthly for July 2003 (Paetec). General	1 5.76	5.76	
8/1/03 #2118	AT L.D. Phone TS&S monthly for Paetec Long-Distance Phone (August 2003). General	1 5.60	5.60	
8/1/03 #2133	AT Photocopies TS&S Monthly photocopies for August 2003. General	1 248.40	248.40	
8/1/03 #2204	AT Postage TS&S monthly postage for August 2003. General	1 13.22	13.22	
9/1/03 #2270	AT L.D. Phone TS&S Monthly for September 2003 (Paetec). General	1 5.42	5.42	
9/1/03 #2311	AT Postage TS&S Monthly postage for September 2003. General	1 93.00	93.00	
9/1/03 #2312	AT Fax TS&S Monthly facsimile transmissions for September 2003. General	1 15.00	15.00	
9/1/03 #2313	AT Photocopies TS&S Monthly photocopies for September 2003. General	1 224.40	224.40	
9/1/03 #2330	AT Online Research TS&S Monthly Westlaw for September 2003. General	1 988.35	988.35	

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TOGUT, SEGAL & SEGAL
Client Billing Worksheet

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Allegiance : (continued)

[SUBTOT-General	4,971.97]	
<hr/>		
TOTAL BILLABLE COSTS		4,971.97
<hr/>		
TOTAL NEW CHARGES		\$149,421.47
<hr/>		
<u>NEW BALANCE</u>		
New Current period	149,421.47	
<hr/>		
TOTAL NEW BALANCE		\$149,421.47