

EXHIBIT A

Fee Detail

In re The Cliffs Club & Hospitality Group, Inc., et.al.
Chapter 11 Case No. 12-01220-JW
Application Period: March 1, 2012 through May 31, 2012

TIME SUMMARY

Matter	Description	Total Hours	Total Amount
01	Case Administration	34.00	\$18,232.50
02	Fee/Employment matters	30.50	\$10,009.50
03	Meeting of Creditors	65.50	\$51,072.00
04	Financing	38.50	\$28,462.50
05	Relief from Stay Proceeding	0.30	\$255.00
06	Fee/Employment Objections	0.90	\$765.00
08	Business Operations	52.20	\$43,719.00
09	Asset Disposition	32.50	\$26,323.00
10	Asset Analysis and Recovery	3.30	\$2,805.00
11	Claims Administration and Objections	27.40	\$19,574.00
12	Litigation	3.60	\$3,060.00
13	Plan and Disclosure Statement	15.90	\$13,406.50
14	General Review of Pleadings	3.20	\$2,456.50
15	Non working Travel	25.50	\$21,675.00
16	General Court Attendance	3.90	\$3,067.00
		<u>337.20</u>	<u>\$244,882.50</u>

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Case Administration

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	7.90	\$6,715.00
Mai, Stephanie W.	\$695.00	10.70	\$7,436.50
Miller, Linda J.	\$265.00	15.40	\$4,081.00
Totals:		<u>34.00</u>	<u>\$18,232.50</u>

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Fee/Employment matters

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	3.00	\$2,550.00
Mai, Stephanie W.	\$695.00	0.40	\$278.00
Miller, Linda J.	\$265.00	27.10	\$7,181.50
Totals:		<u>30.50</u>	<u>\$10,009.50</u>

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Meeting of Creditors

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	45.30	\$38,505.00
Mai, Stephanie W.	\$695.00	15.30	\$10,633.50
Miller, Linda J.	\$265.00	3.90	\$1,033.50
Reilly, Michael J.	\$900.00	1.00	\$900.00
Totals:		<u>65.50</u>	<u>51,072.00</u>

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Financing

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	11.00	\$9,350.00
Mai, Stephanie W.	\$695.00	27.50	\$19,112.50
Totals:		<u>38.50</u>	<u>\$28,462.50</u>

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Relief from Stay Proceeding

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	0.30	\$255.00
Totals:		<u>0.30</u>	<u>\$255.00</u>

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Fee/Employment Objections

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	0.90	\$765.00
Totals:		<u>0.90</u>	<u>\$765.00</u>

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Business Operations

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	48.00	\$40,800.00
Mai, Stephanie W.	\$695.00	4.20	\$2,919.00
Totals:		<u>52.20</u>	<u>\$43,719.00</u>

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Asset Disposition

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	24.10	\$20,485.00
Mai, Stephanie W.	\$695.00	8.40	\$5,838.00
Totals:		<u>32.50</u>	<u>\$26,323.00</u>

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Asset Analysis and Recovery

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	3.30	\$2,805.00
Totals:		<u>3.30</u>	<u>\$2,805.00</u>

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Claims Administration and Objections

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	6.20	\$5,270.00
Mai, Stephanie W.	\$695.00	20.20	\$14,039.00
Miller, Linda J.	\$265.00	1.00	\$265.00
Totals:		<u>27.40</u>	<u>\$19,574.00</u>

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Litigation

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	3.60	\$3,060.00
Totals:		<u>3.60</u>	<u>\$3,060.00</u>

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Plan and Disclosure Statement

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	15.20	\$12,920.00
Mai, Stephanie W.	\$695.00	0.70	\$486.50
Totals:		<u>15.90</u>	<u>\$13,406.50</u>

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General Review of Pleadings

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	1.50	\$1,275.00
Mai, Stephanie W.	\$695.00	1.70	\$1,181.50
Totals:		<u>3.20</u>	<u>\$2,456.50</u>

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Non working Travel

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	25.50	\$21,675.00
Totals:		<u>25.50</u>	<u>\$21,675.00</u>

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General Court Attendance

Timekeeper Name	Hourly Rate	Hours Billed	Total
Alter, Jonathan B.	\$850.00	2.30	\$1,955.00
Mai, Stephanie W.	\$695.00	1.60	\$1,112.00
Totals:		<u>3.90</u>	<u>\$3,067.00</u>

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Case Administration

Date	Timekeeper	Hours	Rate	Total	Description
03/07/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Telephone conference with member and telephone conferences with indenture trustee's counsel regarding meeting (.4); telephone conferences with local counsel including outreach to various groups (.3).
03/09/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Attention to process for review of pleadings scheduled for hearing on 3/16/2012.
03/09/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to scheduling of conference call regarding upcoming hearing.
03/09/12	Linda J. Miller	1.00	\$265.00	\$265.00	Review first day orders, interim DIP and cash collateral orders and electronic notices to track upcoming deadlines and hearings.
03/09/12	Stephanie W. Mai	0.80	\$695.00	\$556.00	Review first day affidavit.
03/12/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Telephone conference with member regarding status (.2); telephone conference with CRO regarding status (.3).
03/12/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Draft note to U.S. Trustee and debtors' counsel providing update.
03/12/12	Linda J. Miller	0.80	\$265.00	\$212.00	Review and assemble pleadings for upcoming hearing (.6); telephone calls to USBC regarding telephonic participation (.2).
03/13/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review entry of order scheduling emergency hearing on retention.
03/13/12	Linda J. Miller	2.00	\$265.00	\$530.00	Review case management order (.2); review BMC website for service information and prepare for service (.5); effect service of committee objections regarding cash collateral/DIP and bid procedures (.5); prepare draft of affidavit of service (.3); review notice of emergency hearing regarding employment of Mr. Cherry (.2); monitor and update calendar (.3).
03/13/12	Linda J. Miller	1.00	\$265.00	\$265.00	Coordinate preparation of hearing binder.

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Date	Timekeeper	Hours	Rate	Total	Description
03/14/12	Linda J. Miller	2.00	\$265.00	\$530.00	Review and update hearing binder (1.0); follow up emails regarding upcoming hearing (.2); finalize affidavit of service and forward to local counsel for filing (.2); review timing for objections (.3); email exchange with Ms. Babb (USBC) regarding telephonic hearing participation (.1); review docket (.2).
03/14/12	Stephanie W. Mai	4.30	\$695.00	\$2,988.50	Draft confidentiality agreement and forward same to committee and counsel (4.0); call with committee member regarding confidentiality agreement (.3).
03/15/12	Linda J. Miller	0.50	\$265.00	\$132.50	Follow up regarding hearing arrangements and telephonic participation (.2); review procedural matters for bankruptcy court (.3).
03/16/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Discussions with Carlile Group officer regarding status (.3); respond to member inquiries regarding filing bankruptcy by development company (.2); review communications relative to revisions to orders and entry of orders (.4)
03/16/12	Linda J. Miller	0.50	\$265.00	\$132.50	Review email regarding hearing status (.1); review electronic notices (.2); review emails regarding committee meetings and agenda (.2).
03/19/12	Stephanie W. Mai	1.50	\$695.00	\$1,042.50	Analysis regarding section 1102 obligations (.2); call with Mr. Butler regarding same (.2); draft form of joinder to confidentiality agreement (.9); follow up with McKenna regarding draft confidentiality agreement (.1); call to U.S. trustee regarding section 1102 (.1).
03/20/12	Stephanie W. Mai	0.50	\$695.00	\$347.50	Review comments from McKenna to draft confidentiality agreement.
03/21/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Attention to comments to confidentiality agreement (.2); respond to inquiries from committee member regarding sharing of information (.1); telephone conference with trade creditor regarding anticipated recoveries (.2).
03/21/12	Linda J. Miller	0.50	\$265.00	\$132.50	Review status of pro hac motion (.1); email exchange with bankruptcy court regarding ECF password (.1); telephone conversation with creditor regarding anticipated percentage recovery for unsecureds (.1); review electronic notices (.2).

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Date	Timekeeper	Hours	Rate	Total	Description
03/21/12	Stephanie W. Mai	1.50	\$695.00	\$1,042.50	Revise draft confidentiality agreement (.9); email draft confidentiality agreement and joinder to McKenna (.1); correspondence with committee members regarding confidentiality agreement (.2); call with U.S. Trustee regarding section 1102 protocols (.2); call with Mr. Levengood regarding draft (.1).
03/22/12	Linda J. Miller	0.10	\$265.00	\$26.50	Email exchange with Ms. Babb (USBC) regarding upcoming hearing.
03/22/12	Stephanie W. Mai	0.70	\$695.00	\$486.50	Correspondence with committee members regarding draft confidentiality agreement (.3); correspondence with McKenna regarding confidentiality agreement (.2); revise draft confidentiality agreement (.2).
03/23/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review and circulate press release and communication from Arendale (.2); review communication from clerk's office regarding 3/26 hearing (.1); review communications from counsel regarding orders (.1).
03/23/12	Stephanie W. Mai	0.30	\$695.00	\$208.50	Correspondence with McKenna regarding execution version of confidentiality agreement (.1); correspondence with committee members regarding same (.2).
03/26/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Telephone conference with CRO regarding status (.2); review communication from court clerk regarding hearing (.1); review entries of orders authorizing engagements (.1).
03/26/12	Linda J. Miller	0.60	\$265.00	\$159.00	Review court calendar and docket to confirm hearing status (.1); review related emails for information regarding proposed orders (.2); review emails regarding orders entered and confidentiality agreement (.2); review retention order (.1).
03/26/12	Stephanie W. Mai	1.10	\$695.00	\$764.50	Attention to confidentiality agreement (.4); call with committee members regarding same (.3); call with Mr. Levengood regarding access to data room (.2); update committee regarding same (.2).
04/02/12	Linda J. Miller	0.10	\$265.00	\$26.50	Review upcoming deadlines.
04/05/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Telephone conference with debtors' counsel regarding status.
04/05/12	Linda J. Miller	0.70	\$265.00	\$185.50	Review motions and orders to identify pending deadlines and hearings and update calendar (.5); follow up regarding upcoming hearing (.2).

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Date	Timekeeper	Hours	Rate	Total	Description
04/06/12	Linda J. Miller	0.70	\$265.00	\$185.50	Review upcoming objection deadline and confirm status (.2); review bid procedures order (.1); review pleadings and hearing agenda and assemble materials for upcoming hearing (.4).
04/09/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review communications between U.S. Trustee's Office and debtors regarding filing of fee applications.
04/09/12	Linda J. Miller	0.40	\$265.00	\$106.00	Review and confirm matters set for hearing (.2); review electronic pleadings (.2).
04/10/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review status report from hearing and related entry of orders.
04/12/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Telephone conference with local counsel regarding conference with judge, report to debtors' counsel concerning same, and review response (.3); review communication from court clerk regarding judge's procedures (.1).
04/12/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review emails and status.
04/13/12	Linda J. Miller	0.10	\$265.00	\$26.50	Review electronic notices.
04/17/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to calendar matters.
04/18/12	Linda J. Miller	0.30	\$265.00	\$79.50	Review court calendar and auction arrangements.
04/19/12	Linda J. Miller	0.20	\$265.00	\$53.00	Telephone conversation with Mr. Bates regarding monthly billing procedure and related follow-up.
04/19/12	Linda J. Miller	0.10	\$265.00	\$26.50	Attention to company request for executed W-9 and related email exchange with Mr. Butler.
04/24/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Telephone conference with trade creditor regarding anticipated recoveries (.2); telephone conference with counsel for trade creditor regarding bar date order (.1); telephone conference with CRO regarding settlement in principle (.3); report on settlement in principle to committee members (.2); review filing of update service list and notice of amendment (.1).
04/24/12	Linda J. Miller	0.10	\$265.00	\$26.50	Review electronic notices.
04/26/12	Linda J. Miller	0.10	\$265.00	\$26.50	Review docket and calendar.
04/27/12	Linda J. Miller	0.40	\$265.00	\$106.00	Review electronic pleadings (.2); review and confirm objection deadlines and upcoming hearings (.2).

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Date	Timekeeper	Hours	Rate	Total	Description
04/30/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Telephone conference with unsecured creditor regarding filing of claim and anticipated recovery (.1); review communications of member group regarding status and open issues (.1); telephone conference with counsel for Urbana regarding status (.2); telephone conference with counsel for member regarding membership agreement and plan treatment (.2).
05/02/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review affidavits of publication of bar date notice (.1); review emails and hearing status (.1).
05/02/12	Linda J. Miller	0.40	\$265.00	\$106.00	Coordinate telephonic hearing participation (.2); email exchange with Mr. Butler regarding hearing coverage (.1); review docket and confirm status conference date (.1).
05/03/12	Linda J. Miller	0.50	\$265.00	\$132.50	Coordinate regarding procedural matters and upcoming hearing (.3); review and confirm deadlines (.2).
05/04/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Telephone conference with unsecured creditor regarding status and potential recoveries (.2); telephone conference with creditor regarding status of High Carolina case (.2); review notice to noteholders (.1); review debtor's communication to court clerk and agenda for hearing (.1).
05/07/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review and approve revised stipulation extending deadline to file documents.
05/07/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review electronic notices.
05/10/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Telephone conference with High Carolina member regarding status and J. Whitmire lawsuit (.3); telephone conference with unsecured creditor regarding status (.1).
05/10/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review emails and monitor deadlines.
05/17/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Respond to inquiry from debtors' counsel regarding identity of committee members (.1).
05/17/12	Linda J. Miller	0.20	\$265.00	\$53.00	Telephone conversation with member regarding proof of claim question and related email communications.
05/18/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Inquire regarding confidentiality of documents.
05/18/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review emails and electronic notices.
05/21/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review emails for deadlines.
05/22/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review electronic pleadings.

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05/23/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review, respond to, and circulate communication from debtors' counsel regarding scheduling of hearings and financial constraints.
05/25/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review debtors' report and request for cancellation of omnibus hearing.
05/25/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review order scheduling disclosure statement hearing (.1); confirm deadlines and update calendar (.1).
05/29/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review entry of order canceling hearing.
05/30/12	Linda J. Miller	0.10	\$265.00	\$26.50	Email exchange with Mr. Butler regarding procedural matters.

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Fee/Employment matters

Date	Timekeeper	Hours	Rate	Total	Description
03/07/12	Linda J. Miller	0.50	\$265.00	\$132.50	Review debtor's counsel retention application and consider information required for Bingham retention.
03/08/12	Linda J. Miller	3.30	\$265.00	\$874.50	Review draft engagement application prepared by local counsel (.3); attention to retention application (2.5); assist with engagement letter (.5).
03/09/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Attention to preparation of retention application.
03/09/12	Linda J. Miller	2.50	\$265.00	\$662.50	Attention to retention application and related coordination with conflicts personnel.
03/12/12	Linda J. Miller	2.00	\$265.00	\$530.00	Attention to disclosures for retention application and continue preparation of draft application.
03/13/12	Linda J. Miller	2.50	\$265.00	\$662.50	Continue preparation of retention application.
03/14/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Attention to retention application.
03/14/12	Linda J. Miller	3.20	\$265.00	\$848.00	Preparation of retention application and related analysis concerning disclosures (3.0); email application to committee chair for review (.2).
03/15/12	Linda J. Miller	2.00	\$265.00	\$530.00	Review comments from local counsel and revise retention application.
03/16/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Assist with finalizing retention application.
03/16/12	Linda J. Miller	2.70	\$265.00	\$715.50	Review retention application of local counsel (.2); review, revise and finalize retention application (1.0); review and confirm service requirements and prepare for service (.5); coordinate service of retention applications of Bingham and local counsel (.5); prepare affidavit of service (.3); email exchange with Mr. Butler regarding service details (.2).
03/21/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review communication from U.S. Trustee's Office regarding engagements.
03/21/12	Linda J. Miller	0.50	\$265.00	\$132.50	Review and confirm signature blocks for committee members (.2); review communications regarding U.S. Trustee's concerns with retention application (.1); revise engagement letter (.2).
03/21/12	Stephanie W. Mai	0.40	\$695.00	\$278.00	Review and revise draft engagement letter.

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03/22/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review member communication (.1); telephone conferences with local counsel regarding U.S. Trustee's concerns and related communications with U.S. Trustee's Office (.3).
03/22/12	Linda J. Miller	0.40	\$265.00	\$106.00	Review proposed retention order and consideration of amendment (.2); email communications regarding engagement letter and amending proposed order (.2).
03/23/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Revise order authorizing engagement.
04/03/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Attention to interim fee request.
04/04/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to monthly billing.
04/05/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Draft correspondence to parties accompanying invoice from committee's counsel.
04/06/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to monthly billing matters.
04/09/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to billing matters.
04/17/12	Linda J. Miller	1.00	\$265.00	\$265.00	Attention to monthly billing matters.
04/18/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Attention to finalizing monthly fee statement for 3/12.
04/18/12	Linda J. Miller	2.80	\$265.00	\$742.00	Review and revise March billing statement (1.1); review compensation procedures order (.1); revise and finalize letter to notice parties (.4); coordinate with local counsel regarding billing question and related follow up (.2); finalize March billing statement (.8); coordinate service of committee counsel fee statements (.2).
04/23/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to billing matters.
04/24/12	Linda J. Miller	0.30	\$265.00	\$79.50	Attention to billing matters and committee member expenses (.2); email exchange with Mr. Butler regarding monthly billing (.1).
05/01/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to billing matters.
05/02/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Attention to invoice for 4/12.
05/03/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to billing matters.
05/10/12	Linda J. Miller	1.60	\$265.00	\$424.00	Review, revise and finalize monthly statement (1.0); assemble member expenses and prepare reimbursement request (.4); coordinate service (.2).
05/15/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to billing matters.
05/25/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to billing matters.

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05/29/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to billing matters.

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Meeting of Creditors

Date	Timekeeper	Hours	Rate	Total	Description
03/08/12	Jonathan B. Alter	0.80	\$850.00	\$680.00	Preparation for initial committee call including finalizing call agenda (.4); attention to preparation for presentation (.4).
03/08/12	Linda J. Miller	2.60	\$265.00	\$689.00	Prepare agenda for committee call (.3); coordinate conference call (.1); emails to committee members (.3); coordinate contact list (.4); review emails regarding meetings (.5); assist with bylaws for committee (1.0).
03/09/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Telephone conference with Cliffs member regarding status (.3); preparation for initial committee call (.4); participate on committee call (.6).
03/09/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Prepare bylaws for committee (.6); revise minutes of meeting (.1).
03/09/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Draft communication to committee circulating bylaws, disclosure request and minutes.
03/09/12	Jonathan B. Alter	0.80	\$850.00	\$680.00	Attention to preparation for presentation (.4); review committee responses to disclosure requests (.1); telephone conference with potential advisor (.1); telephone conference with local counsel regarding engagement and scheduling (.2).
03/09/12	Linda J. Miller	1.00	\$265.00	\$265.00	Attend committee call (.6); prepare draft minutes (.3); review emails regarding disclosures (.1).
03/10/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review and revise summary of pre-petition events for committee distribution (.3); attention to response to inquiries regarding member presentation (.2).
03/11/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review list of questions to address in presentations and draft initial response.
03/12/12	Jonathan B. Alter	1.60	\$850.00	\$1,360.00	Preparation for presentation.
03/12/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review appointment of new committee member and circulate information to him.
03/13/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Review disclosures of committee members (.1); attention to preparation for presentation and circulate for comment, including attention to comments (1.2).

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Date	Timekeeper	Hours	Rate	Total	Description
03/15/12	Jonathan B. Alter	7.00	\$850.00	\$5,950.00	Breakfast meeting with member (1.0); presentations at three clubs over two states (6.0).
03/16/12	Stephanie W. Mai	0.30	\$695.00	\$208.50	Email to committee regarding update and scheduling.
03/17/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Draft responses to member regarding results of hearings and process going forward (.3); communications with committee members regarding status and strategy (.2); review assessments of viewers of presentations (.1); respond to member inquiry concerning filing of proof of claim (.1); respond to member comments regarding representation (.2).
03/18/12	Jonathan B. Alter	0.80	\$850.00	\$680.00	Draft responses to member inquiries (.3); communications with committee members regarding sale documents, status and strategy (.3); draft and circulate agenda to committee (.2).
03/19/12	Jonathan B. Alter	2.20	\$850.00	\$1,870.00	Communications with committee members regarding concerns with member groups (.2); preparation for committee call (.5); participate on committee call (.9); telephone conference with committee member regarding status (.4); attention to communications with members (.2).
03/19/12	Stephanie W. Mai	1.80	\$695.00	\$1,251.00	Review agenda and documents for committee call (.7); call with committee regarding case update (.9); email member regarding draft by-laws and meeting minutes (.2).
03/20/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Telephone conferences with members regarding status and strategy (.6); revise meeting minutes (.1).
03/20/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Communication with member regarding CRO.
03/20/12	Stephanie W. Mai	1.60	\$695.00	\$1,112.00	Draft minutes of 3/19/12 committee meeting.
03/21/12	Stephanie W. Mai	0.70	\$695.00	\$486.50	Draft update to committee.
03/23/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review member group update.
03/25/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review communication from committee member regarding feedback.
03/26/12	Jonathan B. Alter	1.60	\$850.00	\$1,360.00	Respond to inquiry from committee member regarding term sheet (.1); prepare agenda for committee call and circulate to committee (.2); preparation for committee conference call (.3); participation on committee conference call (.8); draft note to committee concerning member contract negotiations (.2).

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Date	Timekeeper	Hours	Rate	Total	Description
03/26/12	Michael J. Reilly	1.00	\$900.00	\$900.00	Prepare for and participate on committee conference call regarding strategy for membership terms with possible bidder deals, and related follow-up.
03/26/12	Stephanie W. Mai	0.80	\$695.00	\$556.00	Participate on committee conference call.
03/27/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Telephone conference with member regarding status (.2); attention to inquiry from member regarding deposit liability included related inquiry to debtors' counsel (.3); communications with committee members regarding access to membership information (.1).
03/28/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Respond to inquiry from committee member regarding meeting with other groups.
03/30/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Communications with committee chair regarding meetings with member groups.
03/30/12	Stephanie W. Mai	1.00	\$695.00	\$695.00	Draft minutes of 3/26/12 committee meeting.
04/02/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Revise committee meeting minutes.
04/02/12	Stephanie W. Mai	0.40	\$695.00	\$278.00	Revise draft minutes for 3/26/12 meeting (0.3); email update to committee (0.1).
04/04/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Respond to committee inquiries regarding noteholder negotiations.
04/05/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Prepare extensive update for committee (.5); draft note to committee members regarding noteholder negotiations and review comments (.2).
04/07/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Communications with parties and CRO regarding meetings on 4/10/12 (.2); extensive telephone conference with committee member regarding status and strategy (.5); review diligence requests of committee members (.2).
04/09/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Preparation for meetings with members (.5); telephone conference with C. Cole regarding meeting and negotiations (.2).
04/09/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review member group update and related communications with member group representatives regarding meeting (.1); review revised membership plan comments (.3); review issue concerning refund list (.1).
04/09/12	Linda J. Miller	0.10	\$265.00	\$26.50	Email exchange with Mr. Butler regarding upcoming 341 meeting.
04/10/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Prepare committee status report.

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Date	Timekeeper	Hours	Rate	Total	Description
04/10/12	Stephanie W. Mai	0.50	\$695.00	\$347.50	Revise draft update to committee (0.4); correspondence with committee member regarding member inquiries (0.1).
04/11/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Revise communication explaining section 341 meeting in Spartanburg (.1); review and circulate to parties communication from Devco's counsel to the Office of the U.S. Trustee, and review responses (.2); telephone conference with local counsel regarding status (.2); draft note to committee regarding upcoming meeting and suggesting agenda (.2).
04/12/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review and respond to committee member's inquiry regarding status and comments regarding negotiations (.1); telephone conference with creditor providing information concerning first meeting of creditors (.1); telephone conference with committee member regarding status and strategy (.3).
04/13/12	Jonathan B. Alter	2.10	\$850.00	\$1,785.00	Preparation for committee call (.5); participation on committee call (1.6).
04/13/12	Stephanie W. Mai	1.60	\$695.00	\$1,112.00	Attend committee conference call.
04/16/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review note from committee member regarding advisory group.
04/17/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Draft committee update regarding sale process and review and respond to comments (.3); review communications and provide comments regarding upcoming meeting of committee members and Carlile representative (.1).
04/18/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review committee member communication describing status (.1); revise minutes of committee meeting (.1).
04/18/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review emails regarding scheduling of committee meetings and minutes.
04/18/12	Stephanie W. Mai	1.00	\$695.00	\$695.00	Draft minutes of 4/13/12 committee meeting.
04/20/12	Jonathan B. Alter	1.50	\$850.00	\$1,275.00	Preparation for committee conference call (.3); participate on committee conference call (.7); review and circulate membership white paper from membership group, and related communications with committee members (.4); respond to inquiry regarding reimbursement for committee members' expenses (.1).
04/20/12	Stephanie W. Mai	0.70	\$695.00	\$486.50	Attend committee conference call.
04/23/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Breakfast meeting with committee members to prepare for auction.

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Date	Timekeeper	Hours	Rate	Total	Description
04/24/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Telephone conference with committee member regarding status and strategy (.2); draft status report for committee members and review and respond to related comments (.2).
04/25/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Preparation for committee conference call (.3); participate on committee conference call (.5); forward to committee requested financial information (.1).
04/25/12	Stephanie W. Mai	0.50	\$695.00	\$347.50	Attend committee call.
04/26/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review communication from committee member regarding status (.1); revise committee minutes of meetings (.2).
04/26/12	Stephanie W. Mai	2.00	\$695.00	\$1,390.00	Draft committee meeting minutes.
04/27/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Draft committee update (.2); respond to inquiry from committee member and review reply (.1); review and respond to committee member inquiry concerning possible withdrawal of joint venture partner (.1).
04/29/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review communication from committee member regarding property owners associations.
04/30/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review note from committee member regarding process concerns (.1); draft update report for committee members (.2).
05/01/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Respond to negotiating recommendation from committee member (.1); telephone conference with committee member regarding status (.3).
05/02/12	Jonathan B. Alter	1.10	\$850.00	\$935.00	Telephone conference with committee member regarding potential noteholder group interest (.3); draft note to committee regarding update call (.1); respond to numerous procedural questions from committee members (.2); attention to format for committee support and forward draft language to committee member (.3); communications with committee chair regarding potential litigation by resigned members (.2).
05/03/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Communications with committee members regarding meeting concerning membership agreement (.1); draft committee update, agenda for committee call, and circulate proposed stipulation for approval (.2).

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05/04/12	Jonathan B. Alter	1.60	\$850.00	\$1,360.00	Telephone conference with Dan Hitchcock regarding committee call and plan issues (.3); preparation for committee conference call (.4); review note from committee member regarding status of negotiations (.1); participate on committee conference call (.7); telephone conference with committee member regarding suspension of member (.1).
05/04/12	Stephanie W. Mai	0.70	\$695.00	\$486.50	Attend committee conference call.
05/07/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Draft agenda list for meeting and circulate to committee members (.4); draft note to committee members regarding distribution of membership documents for attorney's eyes only (.1); respond to committee members' inquiries regarding review process of membership documents and meeting preparations (.2).
05/09/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Breakfast meeting with committee members.
05/09/12	Stephanie W. Mai	0.40	\$695.00	\$278.00	Draft minutes for 5/4/12 committee meeting.
05/10/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Telephone conference with committee member regarding meeting and status (.3); revise minutes of committee meeting (.2); respond to committee member communications regarding review of membership documents and strategy (.2).
05/11/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Respond to committee member inquiry concerning requirements for resolicitation.
05/11/12	Stephanie W. Mai	0.60	\$695.00	\$417.00	Revise draft minutes of 5/4/12 meeting (.4); correspondence with Mr. Alter and Committee regarding same (.2).
05/12/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Respond to committee member inquiry concerning modifications to plan and membership documents during case.
05/14/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review revisions to committee members' analysis and related communications with committee member (.2); review note from committee member regarding discussions with H. Connerty (.1).
05/15/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Telephone conference with committee member regarding status and strategy.
05/17/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Draft note to committee members regarding status and liquidation analysis (.2); telephone conference with committee member regarding status and strategy (.2).

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Date	Timekeeper	Hours	Rate	Total	Description
05/21/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Communications with committee members regarding meeting.
05/22/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review communications concerning noteholder meeting (.1); draft agenda and report to committee in preparation for committee call (.2); respond to committee member inquiry regarding deadlines and timing (.1).
05/23/12	Jonathan B. Alter	1.50	\$850.00	\$1,275.00	Telephone conference with committee chair regarding status and strategy (.3); preparation for committee conference call (.4); participate on committee conference call (.7); review communications from committee members regarding meetings with membership groups and conference call with plan sponsor, and respond to associated inquiry (.1).
05/23/12	Stephanie W. Mai	0.70	\$695.00	\$486.50	Attend committee call.
05/24/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Communications with committee member regarding discussions with CRO, and related note to CRO (.1); communications with committee members regarding status and strategy (.1).
05/25/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Communications with committee members regarding meeting attendees and meeting preparation.
05/27/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review communications from committee members regarding variations from old membership plan and marina fees (.1); attention to communications from committee member regarding ad hoc groups (.1).
05/30/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Meeting with committee members to prepare for meeting regarding membership plan.
05/31/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Meeting with committee members to discuss meeting preparation and CIPOC comments.

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Financing

Date	Timekeeper	Hours	Rate	Total	Description
03/09/12	Stephanie W. Mai	5.00	\$695.00	\$3,475.00	Review DIP pleadings and agreement and cash collateral pleadings (3.5); draft issues list regarding same (1.5).
03/10/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Continue review of DIP financing order, cash collateral order and bid procedures and revise initial comments.
03/11/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Analysis of adequate protection rights (.3); conferences with co-counsel regarding DIP financing order, cash collateral order and bid procedures and revise initial comments (.3).
03/11/12	Stephanie W. Mai	0.80	\$695.00	\$556.00	Analysis regarding issues with DIP financing and cash collateral (.4); review and comment on draft email of issues (.4).
03/12/12	Jonathan B. Alter	2.30	\$850.00	\$1,955.00	Review receipt of proposed final DIP financing order (.3); preparation for conference call (.3); participate on conference call with Carliles' counsel and Indenture Trustee's counsel regarding upcoming hearing and proposed orders (1.0); follow-up telephone conference with Carliles' counsel (.2); draft and circulate notes from conference call regarding hearing and orders (.4); communication with Indenture Trustee's counsel regarding meeting (.1).
03/12/12	Stephanie W. Mai	9.80	\$695.00	\$6,811.00	Conference call with Messrs. Rothschild and Bleck regarding DIP, cash collateral and bid procedure issues (1.4); follow-up call with Messrs. Alter and Rothschild regarding same (.4); draft objection to DIP, cash collateral and bid procedures (7.0); call with McKenna regarding update and issues regarding DIP and cash collateral (1.0).
03/13/12	Jonathan B. Alter	1.70	\$850.00	\$1,445.00	Revise objection to DIP financing motion and cash collateral motion (.7); review and revise proposed final cash collateral order (.6); further revisions to DIP financing and cash collateral order objections including review of comments from committee (.3); review Indenture Trustee's comment to final DIP financing order (.1).

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Date	Timekeeper	Hours	Rate	Total	Description
03/13/12	Stephanie W. Mai	4.60	\$695.00	\$3,197.00	Revise draft objection to DIP and cash collateral (2.5); correspondence with Mr. Butler regarding same (.3); email to committee regarding same (.1); coordinate service and filing of same (.6); review and comment on revised proposed final DIP order (1.1).
03/14/12	Jonathan B. Alter	1.80	\$850.00	\$1,530.00	Draft email regarding carve outs (.2); review, revise and circulate comments to final DIP financing order (.4); review debtor's comments to final DIP financing order and final cash collateral order (.3); telephone conference with counsel for Carliles regarding carve out, status and case strategy (.5); review revised DIP financing budget and comment thereon (.1); review revisions to orders (.3).
03/14/12	Stephanie W. Mai	2.50	\$695.00	\$1,737.50	Review debtors' comments to proposed final DIP order (.4); call and correspondence with Mr. Butler regarding hearing (.3); review revised DIP budget (.2); calls and correspondence with Messrs. Alter and Butler regarding budget (.4); review revised proposed cash collateral order (.7); correspondence regarding revised order (.5).
03/15/12	Jonathan B. Alter	2.70	\$850.00	\$2,295.00	Telephone conferences with member regarding carve out issues (.3); communications with counsel for Carliles regarding carve out issue (.2); participation at meeting amongst counsel at office of Attorney Beal regarding hearing scheduled for 3/16 and resolution of contested orders (2.2).
03/15/12	Stephanie W. Mai	3.90	\$695.00	\$2,710.50	Review and comment on revised draft cash collateral order (.7); review and comment on revised draft DIP order (1.0); correspondence with McKenna, Ogier, and Mintz regarding same (.3); calls and correspondence with Mr. Rothschild regarding DIP; review issues regarding note obligations (1.4); analysis of open issues (.5).
03/16/12	Stephanie W. Mai	0.90	\$695.00	\$625.50	Review revised proposed final DIP and cash collateral orders (.8); email to Mr. Butler regarding same (.1).
03/18/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review communication from Carlile counsel regarding consulting report (.1); communications regarding tax implications and opportunities (.2); review communication to Carliles offering new noteholders' proposal (.1).

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Date	Timekeeper	Hours	Rate	Total	Description
03/27/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Attention to process for review of pre-petition secured claims and related communications with debtor's counsel.
04/30/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review provisions of final DIP financing order regarding release and waiver of claims (.2); draft note to U.S. Trustee's Office regarding scope of release in DIP final financing order (.1).

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Relief from Stay Proceeding

Date	Timekeeper	Hours	Rate	Total	Description
03/26/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review motion for relief from stay filed by Mark Brody.

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Fee/Employment Objections

Date	Timekeeper	Hours	Rate	Total	Description
04/05/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review March 2012 invoices for GGG and McKenna Long.
04/17/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review local counsel invoice of Dana Wilkinson.
05/10/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review April billing statements and related correspondence for GGG Partners, LLC and McKenna Long.

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Business Operations

Date	Timekeeper	Hours	Rate	Total	Description
03/09/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review and circulate draft independent contractor agreement with Tim Cherry.
03/09/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Telephone conference with counsel for Carlile.
03/12/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Telephone conference with debtors' counsel regarding hearing and proposed orders (.7); communications regarding presentation and possible dinner meeting (.2); review backup information regarding wage motion and employee incentives (.1).
03/13/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Review proposed independent contractor agreement with T. Cherry and provide comments to parties and committee, including review of committee comments (.4); respond to member inquiry regarding personal guarantees (.1); draft note to committee concerning Carlile Group fees and costs (.2); review Cliffs update (.1); respond to member concern regarding Cliffs update statement on rejections of member contracts (.2).
03/14/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Communications with Indenture Trustee's counsel and clients regarding meeting (.1); revise presentation per comments and circulate to committee, debtor's counsel and CRO (.6); respond to communication from CRO (.1); review and address debtor request for confidentiality agreement (.1); respond to member inquiry regarding deposits (.1).
03/14/12	Stephanie W. Mai	0.20	\$695.00	\$139.00	Review proposed order approving employment of Mr. Cherry.
03/16/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Review numerous communications, proposed revisions to orders and updated budgets (.6); respond to member inquiries circulating proposed APA and assumption agreement and responding to questions concerning confidentiality (.3); review CIPOC newsletter (.1).
03/17/12	Jonathan B. Alter	1.10	\$850.00	\$935.00	Review assumption agreement and related communications with committee members (1.0); review communication with CRO (.1).
03/19/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Telephone conference with CRO regarding development company issues and negotiations.

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Date	Timekeeper	Hours	Rate	Total	Description
03/21/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Attention to issues regarding proposed bar date order including review of communications with debtor.
03/22/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Communications with member and debtor's counsel regarding status of Carlile agreement (.1); attention to communications regarding agreement regarding sale and release (.1).
03/26/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review note from CRO regarding review of assignment and assumption agreement.
03/27/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review case law concerning membership interests.
03/27/12	Stephanie W. Mai	0.20	\$695.00	\$139.00	Correspondence with committee regarding bid data site.
03/28/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review status of Walnut Cove auctions (.2); review and circulate letter from resigned member (.2).
03/29/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Review communication from committee member regarding meetings with proposed purchaser (.1); review debtor's response to member's concern regarding deposit liability amount and related communications with member (.1); review correspondence to V. Degenhart (.1); review declaration of Heritage Global Valuations and intent to perform select appraisal work (.1); respond to inquiry from committee member regarding ability to comment on membership agreement (.2); communication with CIPOC group regarding meeting (.1).
03/30/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Attention to filing of schedules and statement of financial affairs.
03/30/12	Stephanie W. Mai	2.10	\$695.00	\$1,459.50	Attention to debtors' schedules and statements of financial affairs (1.0); correspondence with committee regarding debtor filings (.6); draft update to committee regarding bar date pleadings (.3); correspondence with committee member regarding bar date (.2).
04/02/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Communication with member of CIPOC regarding meeting and membership terms including forwarding relevant documents (.3); draft note to member regarding documents (.1).
04/02/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Respond to committee member inquiry regarding omissions on schedules.

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Date	Timekeeper	Hours	Rate	Total	Description
04/02/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Review debtors' motion to approve leases and contracts (.2); telephone conference with counsel for lot purchaser at Glassy (.2); telephone conference with CIPOC member regarding meeting and negotiation of membership terms (.3); communications with committee members regarding appreciating members' claims (.2).
04/03/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Draft note to committee chair regarding developing membership terms and continuing due diligence and review response (.2); communications with committee chair regarding appreciating membership claims (.2); telephone conference with counsel for Carlile Group regarding status (.2); review installment payment plan for memberships at Mountain Park and High Carolina (.2); telephone conference with debtors' counsel and indenture trustee's counsel regarding status (.4); review committee chair analysis of resale refunds (.1).
04/04/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Draft note to debtor's counsel providing schedule correction (.1); respond to members' requests for meetings (.2); communication with CRO regarding status (.1).
04/05/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review motion to authorize leases and contracts (.3); attention to response to letter from M. Brody (.1); review and approve debtors' reply to letter from M. Brody (.1).
04/06/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Attention to potential terms for new membership plan and strategy (.6); review agenda for hearing (.1); draft note to committee circulating proposed membership terms (.2).
04/07/12	Stephanie W. Mai	0.20	\$695.00	\$139.00	Email debtors regarding membership information request.
04/09/12	Stephanie W. Mai	0.90	\$695.00	\$625.50	Review revised committee proposed membership plan terms (0.7); email to committee regarding same (0.2).
04/10/12	Jonathan B. Alter	5.60	\$850.00	\$4,760.00	Attendance at meetings with debtors' counsel, CRO, Carlile representatives, and member groups (5.3); telephone conferences with counsel for indenture trustee (.3).
04/11/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review comments to membership plan terms.

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Date	Timekeeper	Hours	Rate	Total	Description
04/11/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Review case law regarding treatment of refundable membership deposits (.3); review and respond to correspondence from M. Hallward regarding membership plan and bankruptcy (.1); review and circulate revised draft of membership terms (.2); review response filed by M. Brody (.1).
04/11/12	Stephanie W. Mai	0.60	\$695.00	\$417.00	Calls with creditors regarding membership plan inquiry.
04/12/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review revised membership term sheet and circulate to committee (.3); review communication from member regarding membership classifications (.1); review issue of payment of access fees (.1).
04/13/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Revise membership terms and cover letter and circulate to debtors' counsel and CRO (.4); draft note to indenture trustee's counsel regarding membership terms (.1); review and circulate communication from W. Edmonson terminating interest (.1).
04/17/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Telephone conference with member regarding responsibility to pay dues (.2); telephone conference with counsel for Urbana regarding review of membership terms (.1); attention to debtors' concerns regarding correction of schedules (.1).
04/20/12	Jonathan B. Alter	1.10	\$850.00	\$935.00	Telephone conference with CRO regarding status (.3); review monthly operating report for 3/12 (.4); review financial information on SunTx (.4).
04/25/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Telephone conference with debtor's counsel regarding status of negotiations.
04/26/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Inquire with CRO and debtor's counsel regarding status and review responses (.1); respond to inquiry regarding role of advisory board (.2); respond to inquiry from trade creditor regarding result of auction and impact on recoveries (.1); review debtors' motion for extension of time to assume or reject leases (.1); review debtors' status report on bidding process (.2).
04/27/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review update from CRO (.1); telephone conference with debtors' counsel regarding status (.3); review communication from counsel for Keowee Falls Investment regarding updates to local counsel and court (.1).

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Date	Timekeeper	Hours	Rate	Total	Description
04/28/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review and circulate communication from Indenture Trustee.
04/30/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Telephone conference with debtors' counsel regarding status.
05/02/12	Jonathan B. Alter	0.80	\$850.00	\$680.00	Review status update from debtors' counsel and respond with concerns (.2); review note from CRO and respond (.1); telephone conference with CRO regarding status (.1); telephone conference with local counsel regarding investigation (.1); telephone conference with counsel for indenture trustee regarding status (.2); preview communiqué to be sent to all Cliffs members (.1).
05/03/12	Jonathan B. Alter	1.50	\$850.00	\$1,275.00	Draft note to CRO and debtors' counsel regarding open issues (.2); inquire with debtors' counsel regarding factoring, and review and circulate response (.3); review note to noteholders regarding negotiations and related communications with committee member (.1); telephone conference with counsel for indenture trustee regarding updating noteholders on status (.1); communications with debtor's counsel and CRO regarding discussions with noteholders (.1); telephone conference with counsel for new member regarding status of bankruptcy (.2); review follow-up note from prepetition litigants regarding settlement of claims against resigned members and forward related note to debtors' counsel and CRO (.3); communications with debtors' counsel regarding attempts to settle claims of resigned members (.1); review note from counsel for resigned members regarding ongoing discussions (.1).
05/04/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Attention to investigation of Keowee Falls case and note to committee concerning same (.2); communications with debtors' counsel regarding upcoming meeting and approval of form of stipulation extending deadline (.1).
05/04/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review opinion letter regarding legality of charges under SC law.
05/05/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review and respond to committee member inquiry regarding dissemination of proposed membership plan to member groups.
05/06/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review and respond to committee member inquiry regarding double lot fees.

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Date	Timekeeper	Hours	Rate	Total	Description
05/07/12	Jonathan B. Alter	1.10	\$850.00	\$935.00	Review member communications concerning initiation deposits versus club account credits (.1); review draft membership plan, application and agreement and historic member addendum on preliminary, attorney's eyes only basis (1.0).
05/09/12	Jonathan B. Alter	5.50	\$850.00	\$4,675.00	Meeting with plan sponsor and debtors' counsel regarding membership agreement and status.
05/10/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Attention to proposed response to membership documents.
05/11/12	Jonathan B. Alter	1.20	\$850.00	\$1,020.00	Communications with clients regarding comments to membership documents (.3); telephone conference with local counsel regarding status (.2); prepare draft preliminary response concerning membership documents (.4); telephone conference with committee chair regarding revisions to response, revise response and circulate to parties (.3).
05/13/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review membership plan analysis by committee member and related commentary from other committee members.
05/14/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review and respond to communication from member regarding priorities in negotiation of membership agreement.
05/15/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review and circulate response letter to Ashley Cooper (.2); draft extensive note to estate's counsel and plan sponsor's counsel regarding issues with membership plan and negotiation process, and review initial response (.4).
05/16/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review schedules of executory contracts to be assumed and non-debtor contracts used in the ongoing operations and liquidation analysis of the debtors, and circulate to committee with explanation.
05/17/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Communications with debtors' counsel regarding discussions with counsel for resigned members (.1); inquire regarding status of membership plan and review response (.1); review communication from debtors' counsel concerning status of documentation, replies to inquiry and circulate same (.1).
05/18/12	Jonathan B. Alter	1.80	\$850.00	\$1,530.00	Review waiver issues associated with substantive consolidation of estates (.3); review and circulate small business monthly operating report (.3); review revisions to membership documents (1.2).

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Date	Timekeeper	Hours	Rate	Total	Description
05/19/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review member comments to membership documents.
05/20/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review member comments to membership documents.
05/21/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Commence preparation of commentary on membership documents and circulate for input (.5); review communication from committee member regarding alternative membership plan structure (.2); telephone conference with counsel for Urbana regarding meeting on membership agreement, and draft related note to committee members (.2).
05/22/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review communication from CRO regarding tax proceeding and joint motion for continuance, and report accordingly (.3); respond to inquiry from resigned members concerning dues (.1); communication with CRO regarding filing of membership agreement (.1).
05/23/12	Jonathan B. Alter	2.30	\$850.00	\$1,955.00	Communication with CRO regarding status (.1); revise comments to membership plan documents (1.0); telephone conference with debtors' counsel regarding status (.5); telephone conference with creditor regarding case status and plan (.2); revise and circulate letter to parties regarding negotiations of membership documents and meeting (.4); review and revise committee comments to membership plan per request of committee chair (.1).
05/25/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Telephone conference with L. Herb regarding resolution of resigned members potential litigation (.2); review and circulate inquiry and comment concerning cart fees (.1); telephone conference with trade creditor regarding status (.1).
05/28/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Communications with CRO and committee member regarding company attendees at meeting (.1); review comments from committee member concerning membership plan (.1).
05/29/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Respond to inquiry from honorary member regarding correction to schedules and plan treatment.
05/30/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Telephone conference with A. Silva regarding meeting and report accordingly to committee.

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Date	Timekeeper	Hours	Rate	Total	Description
05/31/12	Jonathan B. Alter	3.80	\$850.00	\$3,230.00	Review and respond to communication from CRO regarding status (.1); review comments to membership plan from CIPOC Group (.3); meeting with plan sponsors and debtors' counsel concerning membership plan (3.1); follow up discussion with committee members concerning meeting (.2); review communications concerning meeting (.1).

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Asset Disposition

Date	Timekeeper	Hours	Rate	Total	Description
03/09/12	Stephanie W. Mai	1.50	\$695.00	\$1,042.50	Review bidding procedures pleadings (1.0); draft email of issues regarding same (.5).
03/11/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Attention to communications amongst counsel regarding final order, asset purchase agreement, and comments to final orders (.3); review communications from counsel for Carliles (.1).
03/12/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Review and circulate further comments regarding bid procedures (.4); telephone conference with counsel for Carlile Group regarding concerns regarding bid procedures (.5).
03/13/12	Jonathan B. Alter	0.80	\$850.00	\$680.00	Analysis of standard for break up fee in 4th circuit (.3); review and revise bid procedure objection (.5).
03/13/12	Stephanie W. Mai	3.40	\$695.00	\$2,363.00	Revise draft objection to bid procedures (2.5); correspondence regarding same (.3); email to committee regarding objections (.1); coordinate service and filing of same (.5).
03/14/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review and circulate objection of U.S. Trustee to bid procedures.
03/14/12	Stephanie W. Mai	0.30	\$695.00	\$208.50	Review proposed bid procedures order.
03/19/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review Carlile notice of compliance with bid procedures order.
04/05/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Telephone conference with CRO regarding negotiations with potential purchasers (.3); telephone conference with debtors' counsel regarding negotiations with potential purchasers and letter from M. Brody (.3).
04/11/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Respond to inquiry from counsel for potential bidder.

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Date	Timekeeper	Hours	Rate	Total	Description
04/12/12	Jonathan B. Alter	1.40	\$850.00	\$1,190.00	Prepare bullet point list of committee points for bidders, including circulation to committee members and addition of comments (.3); telephone conference with debtors' counsel regarding status of bidders and negotiations (.3); prepare brief update for committee members (.2); telephone conference with counsel for Nature's First (.3); report to committee members regarding discussions with bidders (.1); inquire with debtors' counsel regarding communication to U.S. Trustee's Office (.1); review debtors' communications with potential bidders (.1).
04/13/12	Jonathan B. Alter	1.20	\$850.00	\$1,020.00	Review and circulate bid of The Seaport Group (.4); telephone conference with debtors' counsel regarding status of bids (.2); draft brief note to committee regarding status of remaining potential bidders (.1); perform preliminary review of and circulate Nature's First correspondence and bid materials, and respond to related inquiry from committee member (.4); review qualification of bidder (.1).
04/14/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Draft note to debtors' counsel regarding qualification of bidder (.1); communications with committee members regarding bids and strategy (.2).
04/15/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review communication from debtors' counsel regarding Nature's First bid (.1); communications with committee members analyzing bids (.3).
04/16/12	Jonathan B. Alter	2.10	\$850.00	\$1,785.00	Communications with Holland & Knight regarding term sheet (.1); telephone conference with CRO regarding bids and process (.2); telephone conference with Holland & Knight regarding bid (.5); draft note to debtors' counsel and CRO regarding withdrawal of members' credit balances and review responses (.2); review proposal considerations analysis by committee member (.2); forward proposed membership terms to Urbana counsel (.1); review amended 4/6 term sheet of Carlile Group (.3); review and circulate withdrawal by Nature's First (.1); telephone conference with CRO regarding withdrawal of Nature's First (.1); telephone conference with committee member regarding communications with Seaport Group (.3).
04/16/12	Stephanie W. Mai	1.10	\$695.00	\$764.50	Draft chart of bids.

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Date	Timekeeper	Hours	Rate	Total	Description
04/17/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Telephone conference with counsel for bidder regarding auction and membership terms negotiation (.3); review debtors' communication to The Seaport Group regarding sale procedures (.1); draft note to bidder's counsel regarding addressing membership terms (.1).
04/17/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review communication from committee member regarding bid of The Seaport Group.
04/17/12	Stephanie W. Mai	2.10	\$695.00	\$1,459.50	Draft bid summary chart (1.9); emails with committee regarding same (0.2).
04/18/12	Jonathan B. Alter	1.10	\$850.00	\$935.00	Respond to committee member's inquiry regarding auction and meetings with bidders (.3); review inquiry from member group representative and draft related inquiry to CRO regarding sale process (.2); telephone conference with debtors' counsel regarding sale process and strategy (.2); draft note to member group representative regarding sale process (.2); review note from member regarding bidder and respond (.1); respond to inquiry from committee member regarding auction and meetings with bidders (.1).
04/19/12	Jonathan B. Alter	1.60	\$850.00	\$1,360.00	Review note from committee member regarding terms of stalking horse offer (.1); communications with stalking horse's counsel regarding terms of joint arrangement (.2); telephone conference with CRO regarding status of bidder discussions (.1); telephone conference with counsel for stalking horse regarding operating agreement and joint arrangement (.3); review information from stalking horse submission regarding terms of offer (.2); review corporate chart supplied by stalking horse and describe same for committee members (.2); telephone conference with committee member providing report on meeting and call with bidders (.3); review report on meeting and call with bidders, and reply (.2).
04/20/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review Seaport Group's withdrawal from process and request for return of deposit, and report on same to committee.
04/23/12	Jonathan B. Alter	11.00	\$850.00	\$9,350.00	Attendance at auction at office of debtors' counsel including meetings and negotiations with parties.
04/30/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Draft inquiry to stalking horse's counsel regarding status.

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Date	Timekeeper	Hours	Rate	Total	Description
05/02/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to communication from stalking horse's counsel regarding preparation of membership agreement.
05/03/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Telephone conference with counsel for stalking horse regarding status and meeting concerning membership agreement (.2); review draft response of Keowee Falls to report on sale process (.1); review reservation of right filed by Keowee Falls associated with sale approval (.1).
05/07/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Communications with committee members regarding development of 'hot button' issues for meeting with stalking horse (.2); inquire with stalking horse's counsel regarding status of documents and review response (.1); telephone conference with A. Weiss regarding status (.2); review reservation of rights filed by indenture trustee regarding auction process (.1).

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Asset Analysis and Recovery

Date	Timekeeper	Hours	Rate	Total	Description
04/03/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review and analyze UCC search results for debtors.
04/04/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Attention to status of indenture trustee negotiations.
04/05/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Review offering documents regarding notes and indenture.
04/18/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Continue investigation of claim of indenture trustee and noteholders.
04/20/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Research regarding collusion and forward to debtor's counsel.
04/30/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review note from U.S. Trustee's Office regarding investigation.
05/01/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Draft note to U.S. Trustee regarding investigation.
05/08/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review certain potential preference claims, inquire with debtors' counsel concerning same, and review and circulate debtor's preliminary response.

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Claims Administration and Objections

Date	Timekeeper	Hours	Rate	Total	Description
03/21/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Respond to inquiries concerning the sale of claims.
03/21/12	Stephanie W. Mai	0.80	\$695.00	\$556.00	Review draft bar date pleadings (.6); email comments to draft bar date pleadings to McKenna (.2).
03/26/12	Stephanie W. Mai	0.60	\$695.00	\$417.00	Call with Mr. Bates regarding bar date and proof of claim issue (.2); review section 1111 and FRBP 3003 (.4).
03/27/12	Stephanie W. Mai	0.30	\$695.00	\$208.50	Email to McKenna regarding investigation of prepetition liens (.1); call with Mr. Bates regarding bar date issue (.2);
03/28/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review proofs of claim (.1); revise proposed bar date motion and order (.4).
03/28/12	Stephanie W. Mai	1.20	\$695.00	\$834.00	Review and comment on draft bar date pleadings (1.1); call to Ms. Baxter regarding prepetition notes lien investigation (.1).
03/29/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review debtors' revisions to proposed bar date order (.2); attention to protocol for responding to inquiries regarding filing claims (.1).
04/04/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Respond to members' inquiries regarding notice of bar date and filing of proofs of claim (.3); attention to claim transfer activity (.1); respond to committee member inquiry regarding claims against estate (.2).
04/04/12	Linda J. Miller	0.40	\$265.00	\$106.00	Review motion to establish bar dates and attention to draft instruction memo for Committee members.
04/05/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review objection to bar date motion filed by Trustee's Office (.2); review revised bar date order incorporating comments from Indenture Trustee, Trustee's Office and SEC (.3).
04/06/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to bar date order.
04/09/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review revisions to bar date order.
04/09/12	Linda J. Miller	0.30	\$265.00	\$79.50	Review revised proposed bar date order (.2); revise proof of claim instruction memo (.1).
04/09/12	Stephanie W. Mai	0.50	\$695.00	\$347.50	Review and revise draft memo regarding bar date and proofs of claim.

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Date	Timekeeper	Hours	Rate	Total	Description
04/10/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review entry of bar date order and circulate.
04/10/12	Stephanie W. Mai	0.10	\$695.00	\$69.50	Review revised bar date order.
04/11/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Telephone conference with Tannor Partners regarding acquisition of claims and case status.
04/11/12	Stephanie W. Mai	0.20	\$695.00	\$139.00	Call with Mr. Bates regarding claims and schedules.
04/12/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Telephone conference with CRG LLC regarding claim acquisitions and case status.
04/12/12	Stephanie W. Mai	0.20	\$695.00	\$139.00	Call with creditor regarding claim and schedules.
04/16/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review and circulate claims corrections to debtors' counsel and CRO (.3); telephone conference with committee member regarding filing of proof of claim (.1); telephone conference with member regarding bar date order and recoveries under plan, and forward information to complete claim (.2).
04/16/12	Stephanie W. Mai	0.30	\$695.00	\$208.50	Calls and emails with creditors regarding claims process.
04/17/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review status of issue with language in bar date order, resolution and related comments.
04/17/12	Linda J. Miller	0.10	\$265.00	\$26.50	Review bar date order.
04/17/12	Stephanie W. Mai	0.90	\$695.00	\$625.50	Call and email with committee member regarding bar date issue (0.2); call and email with Mr. Bates regarding same (0.4); correspondence with committee regarding schedules and corrections (0.3).
04/18/12	Stephanie W. Mai	0.10	\$695.00	\$69.50	Call with Ms. Campbell regarding member claim.
04/19/12	Stephanie W. Mai	0.50	\$695.00	\$347.50	Call with creditors regarding claims process.
04/20/12	Stephanie W. Mai	0.40	\$695.00	\$278.00	Correspondence with McKenna regarding claims issue (0.1); call and correspondence with creditor regarding claims issues (0.3).
04/23/12	Stephanie W. Mai	0.40	\$695.00	\$278.00	Call with creditors regarding claims process.
04/25/12	Stephanie W. Mai	4.80	\$695.00	\$3,336.00	Multiple calls and correspondence with creditors and members regarding claims issues (4.6); call with Mr. Bates regarding claim issue (0.2).

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Date	Timekeeper	Hours	Rate	Total	Description
04/26/12	Stephanie W. Mai	1.50	\$695.00	\$1,042.50	Call with Mr. Bates regarding claims and accounts receivables (0.2); calls and correspondence with creditors regarding claims issues (1.3).
04/27/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Telephone conference with member creditor regarding claims against the estate and filing of proof of claim.
04/30/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review report on status of investigation of claims.
04/30/12	Stephanie W. Mai	0.50	\$695.00	\$347.50	Correspondence with creditors regarding claims.
05/02/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Telephone conference with counsel for member regarding filing proof of claim and availability of new membership (.2); review select proofs of claim (.1).
05/02/12	Stephanie W. Mai	0.80	\$695.00	\$556.00	Telephone calls with creditors regarding claims.
05/08/12	Stephanie W. Mai	0.90	\$695.00	\$625.50	Telephone calls and correspondence with various creditors regarding claims process.
05/10/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review stipulation between debtors and indenture trustee concerning proof of claim.
05/10/12	Stephanie W. Mai	0.20	\$695.00	\$139.00	Call with creditors regarding claims inquiry.
05/11/12	Stephanie W. Mai	0.20	\$695.00	\$139.00	Call with creditor regarding claims question.
05/14/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review and revise explanation of claim filing requirements and review related communications including from CRO.
05/15/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review debtor's approval of explanation of claim filing instructions, respond to related inquiry regarding publication of notice, and review publication.
05/16/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Telephone conference with counsel for committee member regarding trade claims.
05/16/12	Stephanie W. Mai	1.20	\$695.00	\$834.00	Numerous telephone calls and correspondence with various creditors regarding claims.
05/17/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Respond to creditor inquiry concerning filing of proof of claim (.1); telephone conference with counsel for Cliffs resigned member regarding proof of claim (.1); respond to inquiry from member regarding filing of claim as successor to deceased member (.1).
05/18/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to member inquiry regarding need to file proof of claim.

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05/20/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Communications with members and CRO regarding widows' claims.
05/21/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Respond to inquiry regarding filing of proof of claim (.1); telephone conference with member regarding status of case and filing of claim (.2).
05/22/12	Stephanie W. Mai	0.30	\$695.00	\$208.50	Telephone call with creditors regarding claims questions.
05/23/12	Stephanie W. Mai	0.40	\$695.00	\$278.00	Telephone calls with creditors regarding claims issues.
05/29/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review filings of claims.
05/29/12	Stephanie W. Mai	1.70	\$695.00	\$1,181.50	Telephone calls with creditors regarding claims issues (1.1); telephone call with Mr. Bates regarding same (.2); review and comment on draft correspondence to certain member creditors (.4).
05/30/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review claim assignment activity.
05/30/12	Stephanie W. Mai	1.20	\$695.00	\$834.00	Numerous telephone calls and correspondence with creditors regarding claims process.

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Litigation

Date	Timekeeper	Hours	Rate	Total	Description
04/27/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Review commencement of state court action by J. Whitmire Grading and related communications including inquiry to debtors' counsel concerning same (.2); review and circulate debtor's correspondence to counsel for J. Whitmire Grading (.2); telephone conference with owner regarding commencement of suit by J. Whitmire Grading (.3).
04/28/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review communications regarding grading contractor lawsuit including from Urbana.
04/29/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review communications regarding grading contractor lawsuit.
05/03/12	Jonathan B. Alter	1.20	\$850.00	\$1,020.00	Draft note to resigned member regarding litigation (.1); telephone conference with property owner for High Carolina regarding lawsuit (.2); review correspondence from resigned members to debtors' counsel threatening removal of litigation and inquire with debtors' counsel regarding same (.2); review High Carolina lawsuit (.3); review allegations in prepetition litigation in connection with investigation (.4).
05/04/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review and respond to notes from CRO regarding status of discussions with noteholders and resigned members litigation.
05/10/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Inquire with Urbana regarding High Carolina lawsuit (.1); review communication from debtors' counsel regarding High Carolina lawsuit (.1).
05/14/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review communications from members and title insurer regarding Whitmire Grading lawsuit.
05/16/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Telephone conference with B. Johnston regarding Whitmire Grading lawsuit and review case status (.3); review communication from counsel for resigned members concerning litigation (.1).
05/21/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Telephone conference with counsel for Urbana in Whitmire lawsuit.

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Date	Timekeeper	Hours	Rate	Total	Description
05/22/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Respond to creditor inquiry concerning related developer litigation.

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Plan and Disclosure Statement

Date	Timekeeper	Hours	Rate	Total	Description
03/13/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review plan overview.
05/03/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review draft stipulation extending time to file plan and disclosure statement (.1); respond to committee member inquiry concerning status of plan and disclosure statement (.1).
05/08/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Review draft plan of reorganization on attorney's eyes only basis (.7); communications with plan sponsor's counsel regarding plan and meeting (.3); communications with plan sponsor's counsel and committee members regarding security concerns (.1); communications with plan sponsor's counsel regarding exculpation (.2).
05/11/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review and circulate correspondence from plan sponsor's counsel regarding plan sponsor's rights.
05/17/12	Jonathan B. Alter	2.90	\$850.00	\$2,465.00	Review revisions to draft plan of reorganization, comment thereon, and circulate to debtors' counsel with note (1.1); review committee member comments to liquidation analysis and circulate summary of comments to debtors' counsel (.3); analysis concerning solicitation of member agreements in connection with confirmation (.5); telephone conference with debtors' counsel regarding solicitation of member agreements and alternative class treatments for plan (.3); telephone conference with debtors' counsel regarding disclosure statement revisions, status, and exculpation under the plan (.2); telephone conference with committee member regarding plan of reorganization and member concerns (.5).
05/18/12	Jonathan B. Alter	2.00	\$850.00	\$1,700.00	Telephone conference with debtors' counsel regarding plan of reorganization (.5); review revisions to draft plan of reorganization and draft disclosure statement (1.5).

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Date	Timekeeper	Hours	Rate	Total	Description
05/21/12	Jonathan B. Alter	2.10	\$850.00	\$1,785.00	Draft note to plan sponsors and debtors regarding meeting on membership documents (.3); draft note to committee member regarding non-resident classification under plan (.1); draft notes to debtors' counsel regarding plan and review responses (.1); review further revisions to the plan mostly associated with comments from indenture trustee (.5); review motion to approve disclosure statement (.4); review further revisions to disclosure statement (.3); review further versions of draft motion to approve disclosure statement and draft order approving disclosure statement, as well as notice and order setting disclosure statement hearing and objection deadline (.3); respond to committee members' inquiries regarding status of discussions (.1).
05/22/12	Jonathan B. Alter	2.30	\$850.00	\$1,955.00	Review multiple revisions of and comments to draft disclosure statement and plan (.6); draft committee reservation of rights concerning plan and disclosure statement and review responses (.1); review numerous communications from committee members concerning membership plan and plan of reorganization (.4); draft proposed communication to plan sponsors attaching membership comments and circulate for comment (.3); draft note to debtors' counsel regarding plan comments (.3); communications with debtors' counsel regarding revisions to plan and meeting on June 5th (.1); review communiqué from CRO regarding filing of plan and disclosure statement and related communications with committee members (.2); preliminarily review debtors' filings (.3).
05/23/12	Jonathan B. Alter	1.40	\$850.00	\$1,190.00	Review certain plan exhibits (.3); draft note to plan sponsors' counsel regarding meeting (.1); telephone conference with debtors' counsel explaining plan of reorganization (.7); telephone conference with committee member regarding status of trade recoveries in filed plan (.1); communications with debtors' counsel and committee regarding judicial modification of order scheduling hearing on disclosure statement (.2).
05/23/12	Stephanie W. Mai	0.70	\$695.00	\$486.50	Telephone call with Messrs. Alter and Marsh regarding plan and disclosure statement.

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Date	Timekeeper	Hours	Rate	Total	Description
05/24/12	Jonathan B. Alter	2.30	\$850.00	\$1,955.00	Telephone conference with debtors' counsel regarding disclosure statement order and status (.3); review note from counsel for plan sponsors regarding meeting, reply to note, and draft related notes to CRO and committee members (.2); telephone conference with debtors' counsel regarding consent to revision to order and status (.2); draft note to debtors' counsel setting forth consent to revision to order and position on meeting (.2); telephone conference with local counsel regarding status and potential disclosure statement objection (.2); telephone conference with creditor regarding plan regarding trade recoveries (.2); telephone conference with counsel for plan sponsor regarding status and meeting, including follow-up emails to debtors' counsel, plan sponsor and committee members (.3); further telephone conference with counsel for plan sponsor regarding meeting and further follow up e-mails with clients and debtors' counsel (.2); review entry of order setting hearing on disclosure statement (.1); telephone conference with Janet Hilligoss regarding discussion with J. Kunkel and H. Connerty, and review and assist with resulting report (.4).
05/25/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Draft communication to plan sponsors confirming meeting.
05/29/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Attention to communication from ad hoc group describing plan.

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General Review of Pleadings

Date	Timekeeper	Hours	Rate	Total	Description
03/22/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review supplemental declaration of debtor's counsel in support of engagement.
03/27/12	Stephanie W. Mai	1.70	\$695.00	\$1,181.50	Review and analyze Judge Waites' prior related cases and draft summary regarding same.
04/02/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review notice of hearing.
04/10/12	Jonathan B. Alter	1.20	\$850.00	\$1,020.00	Preparation for court hearing including discussions with debtors' counsel and office of U.S. Trustee (.7); attendance at omnibus hearing (.5).
04/27/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review notice of hearing.

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Non working Travel

Date	Timekeeper	Hours	Rate	Total	Description
03/14/12	Jonathan B. Alter	2.00	\$850.00	\$1,700.00	Non-working travel to Asheville, NC (4.0 - billed at 2.0).
03/15/12	Jonathan B. Alter	2.00	\$850.00	\$1,700.00	Non-working travel from Valley Club to Columbia, SC (4.0 - billed at 2.0).
03/16/12	Jonathan B. Alter	2.30	\$850.00	\$1,955.00	Non-working travel from Columbia, SC to Hartford, CT (4.6 - billed at 2.3).
04/09/12	Jonathan B. Alter	2.50	\$850.00	\$2,125.00	Non-working travel to Columbia, SC [billed at one-half time 5.0 to 2.5].
04/10/12	Jonathan B. Alter	3.70	\$850.00	\$3,145.00	Non-working travel from Columbia, SC to Travelers Rest, SC (2.0); non-working travel from Travelers Rest, SC to Charlotte, NC (2.0); non-working travel from Charlotte, NC to office (3.4). {All billed at one-half time 7.4 to 3.7}
04/22/12	Jonathan B. Alter	2.00	\$850.00	\$1,700.00	Non-working travel to Atlanta, GA for auction. {Billed at one-half time 4.0 to 2.0}
04/24/12	Jonathan B. Alter	2.00	\$850.00	\$1,700.00	Non-working travel from Atlanta, GA. {Billed at one-half time 4.0 to 2.0}
05/08/12	Jonathan B. Alter	2.50	\$850.00	\$2,125.00	Non-working travel to Atlanta, GA for meeting. {5.0 - billed at one-half}
05/09/12	Jonathan B. Alter	2.50	\$850.00	\$2,125.00	Non-working travel from Atlanta, GA. {5.0 - billed at one-half}
05/30/12	Jonathan B. Alter	2.00	\$850.00	\$1,700.00	Non-working travel to Atlanta, Georgia. {4.0 - billed at one-half}
05/31/12	Jonathan B. Alter	2.00	\$850.00	\$1,700.00	Non-working travel from Atlanta. {4.0 - billed at one-half}

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General Court Attendance

Date	Timekeeper	Hours	Rate	Total	Description
03/16/12	Jonathan B. Alter	2.00	\$850.00	\$1,700.00	Preparation for hearing including discussions with committee chair and counsel (.5); attendance at court hearing (1.5).
03/16/12	Stephanie W. Mai	1.60	\$695.00	\$1,112.00	Attend court hearing telephonically.
05/08/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Telephonic participation in hearing for sale