

Exhibit “B-1”

Albany New York
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McKenna Long
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Remittance Address:
P.O. Box 116573, Atlanta, GA 30388

Wire Transfer Instructions
Bank Name: SunTrust Bank
Bank Address: 25 Park Place, 26th Floor, Atlanta, GA 30303
ABA Number: 051000104
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Account Name: McKenna Long & Aldridge LLP
Account Number: 8800918057

ATTORNEY-CLIENT PRIVILEGED
TAX ID NO. 52-1237458

CCHG HOLDINGS, INC.
Attn: Timothy P. Cherry
3598 Highway 11
Travelers Rest, SC 29690

Client No.: 034172
Matter No.: 034172.00001

Invoice No. 803197
Invoice Date: April 5, 2012

FOR PROFESSIONAL SERVICES RENDERED through March 31, 2012
RE: RESTRUCTURING AND POSSIBLE BANKRUPTCY

* * * * * SUMMARY OF ACTIVITY * * * * *

Name	Hours Worked	Billed Per Hour	Bill Amount
M. Lange	3.50	680.00	2,380.00
G. Marsh	137.90	550.00	75,845.00
M. Levengood	170.70	540.00	92,178.00
A.K. Wang	7.10	535.00	3,798.50
S.S. Choy	3.90	515.00	2,008.50
J. Blanco	21.90	480.00	10,512.00
S. Baxter	17.30	480.00	8,304.00
M.D. Royko	11.10	450.00	4,995.00
B. Bates	205.90	425.00	87,507.50
D. Gordon	6.30	375.00	2,362.50
J. Phillips	84.00	375.00	31,500.00
L.M. Hutchins	5.00	330.00	1,650.00
=====	=====	=====	=====
Total	674.60		323,041.00

TOTAL FEES: \$323,041.00

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CHARGES:

COPY CHARGES	1,979.76
LITIGATION SUPPORT VENDORS	122.48
LOCAL TRAVEL	34.50
LONG DISTANCE TELEPHONE	207.57
MEALS	322.91
OTHER	106.35
OUT OF TOWN TRAVEL	1,635.82
WESTLAW RESEARCH	686.36

TOTAL CHARGES:

\$ 5,095.75

T O T A L T H I S S T A T E M E N T:

\$328,136.75

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DESCRIPTION OF SERVICES

Case Administration 02/28/12 M. Levengood	CONTINUED PREPARATION FOR CHAPTER 11 FILINGS INCLUDING REVIEW AND REVISE DRAFT FIRST DAY MOTIONS (1.3); TELEPHONE CONFERENCE WITH K. GOODMAN, CRO (.2); REVIEW AND REPLY TO EMAILS FROM K. GOODMAN, CRO (.3); SEVERAL CONFERENCES WITH G. MARSH AND B. BATES REGARDING FINAL DOCUMENT REVISIONS (.8); TELEPHONE CONFERENCE WITH D. BLECK, C. AZANO AND B. BATES TO REVIEW COMMENTS ON CHERRY DECLARATION IN SUPPORT OF FIRST DAY MOTIONS AND MOTION TO USE CASH COLLATERAL (.2); TELEPHONE CONFERENCE WITH R. MENDOZA (.1); TELEPHONE CONFERENCES WITH B. ROTHSCHILD (.2); REVIEW AND REPLY TO EMAILS REGARDING FINAL REVISIONS TO DOCUMENTS (.4); SEVERAL TELEPHONE CONFERENCES WITH D. WILKINSON AS LOCAL COUNSEL REGARDING FILING LOGISTICS, MEETING WITH US TRUSTEE AND ASSIGNMENT OF JUDGE AND SCHEDULE OF FIRST DAY HEARINGS (.4); TELEPHONE CONFERENCES WITH T. CHERRY REGARDING HIS DECLARATION, HIS EXECUTION OF SIGNATURE PAGES AND AUTHORIZATION TO FILE PETITIONS (.3); REVIEW, REVISE AND FINALIZE PETITIONS FOR FILING (.7); REVIEW FILING COPIES OF FIRST DAY MOTIONS PRIOR TO FILING (1.7); NUMEROUS CONFERENCES WITH S. BROOKS AND K. ROHLING REGARDING COMPLIANCE WITH	11.00
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		CM/ECF FILING PROTOCOLS AND SUPERVISE FIRST DAY MOTION FILINGS (4.0); REVIEW AND REVISE OUTLINE OF FIRST DAY FILINGS (.3); TELEPHONE CONFERENCE WITH B. ROTHSCHILD REGARDING DIP FINANCING MOTION FILING QUESTION (.1).	
02/28/12	B. Bates	REVIEW AND REVISE DECLARATION IN SUPPORT OF FIRST DAY PAPERS.	1.40
02/28/12	B. Bates	COMMUNICATIONS, ANALYSIS AND WORK REGARDING NOTICING OF FIRST DAY BANKRUPTCY FILINGS.	1.50
02/28/12	B. Bates	FINALIZE AND FILE FIRST DAY BANKRUPTCY FILINGS.	4.00
02/29/12	B. Bates	COMMUNICATIONS WITH CREDITORS AND PARTIES IN INTEREST REGARDING FIRST DAY FILINGS.	1.70
02/29/12	B. Bates	COMMUNICATIONS WITH US TRUSTEE'S OFFICE REGARDING FILINGS.	.80
02/29/12	B. Bates	COMMUNICATIONS, ANALYSIS AND PREPARATION OF STATEMENT OF AMENDMENT OF LEAD CASE.	.90
02/29/12	M. Levengood	TELEPHONE CONFERENCE WITH K. GOODMAN REGARDING MEETING WITH US TRUSTEE AND STRATEGY BRIEFING (.6); REVIEW EMAIL FROM D. WILKINSON REGARDING LIKELY HEARING ASSIGNMENT DETAILS (.2); CONFERENCE WITH G. MARSH AND B. BATES TO REVIEW STATUS OF FILINGS AND PROCESS FOR OBTAINING FIRST DAY HEARINGS (.7); CONFERENCE CALL WITH D. WILKINSON, G. MARSH AND B. BATES (.2); REVIEW EMAIL FROM D. WILKINSON REGARDING US TRUSTEE COMMUNICATION (.2); CONFERENCE WITH B. BATES REGARDING PROCESS TO FILE AMENDED PETITION TO CORRECT EMPLOYER ID NUMBER (.2); REVIEW DRAFT AMENDMENT TO PETITION (.2); TELEPHONE CONFERENCE WITH CLERK OF COURT TO CONFIRM FILING OF AMENDMENT TO PETITION IN MAIN CASE WILL ACCOMPLISH THE CORRECT RELATIONSHIP BETWEEN THE CLIFFS CLUB & HOSPITALITY GROUP, INC. AND CCHG HOLDINGS, INC. (.2);	6.50

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CONFERENCE WITH D. GORDON REGARDING
US TRUSTEE PROTOCOLS FOR CRO
RETENTION IN DELAWARE (.1);
CONFERENCE WITH D. GORDON REGARDING
JAY ALIX PROTOCOL (.1); REVIEW
MATERIALS (.2); CONFERENCE WITH G.
MARSH REGARDING PROTOCOL (.1);
TELEPHONE CONFERENCES WITH JUDGE
WAITES LAW CLERK REGARDING PROPOSED
HEARING DATES (.2); REVIEW
REVISIONS TO PROPOSED ORDER
DETERMINING CASES ARE COMPLEX AND
NOTICE OF HEARINGS (.2); SEVERAL
TELEPHONE CONFERENCES WITH L. BARR
REGARDING TOP FIFTY UNSECURED
CREDITORS (.2); PREPARE FOR AND
CONFERENCE WITH UST OFFICE, B.
BATES, D. MCADA AND J. PEGNIA TO
RESPOND TO UST QUESTIONS ABOUT
DEBTORS AND THEIR CREDITOR
CONSTITUENCIES (.4); FOLLOW UP
CONFERENCE CALL WITH D. MCADA AND
J. PEGNIA REGARDING ASSEMBLY OF
NEEDED DATA IN ORDER TO RESPOND TO
UST (.2); REVIEW EMAILS AND
ATTACHMENTS FROM D. MCADA REGARDING
TOP 50 UNSECURED CREDITORS WITHOUT
INCLUDING CONTINGENT CLAIMS AND TO
WHICH DEBTORS THE TOP 50 CREDITORS
ON CURRENT LIST RELATE (.4);
CONFERENCE WITH G. MARSH REGARDING
POSSIBLE FORMATION OF TWO
COMMITTEES (.2); MARKUP LIST OF TOP
50 UNSECURED CREDITORS (.3);
PREPARE EMAIL TO BMCGROUP TO
REQUEST EMAIL ADDRESSES FOR TOP 50
UNSECURED CREDITORS (.1); PREPARE
EMAILS TO L. BARR (.1); PREPARE
EMAIL TO D. MCADA AND J. PEGNIA
REGARDING MY MARK UP OF TOP 50 LIST
(.1); TELEPHONE CONFERENCE WITH D.
MCADA REGARDING SAME (.1); REVIEW
EMAIL FROM J. PEGNIA (.1); REVIEW
AND REPLY TO EMAIL FROM L. BARR
(.1); TELEPHONE CONFERENCE WITH G.
MARSH, B. BATES AND K. GOODMAN

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		(.3); CONFERENCES WITH G. MARSH AND B. BATES REGARDING DISSEMINATION OF HEARING SCHEDULES AND FIRST DAY HEARING TRIAL PREPARATION (.6); REVIEW AND REPLY TO EMAILS REGARDING 341 MEETING DATE (.2); CONFERENCE WITH G. MARSH AND S. BAXTER REGARDING REVIEW OF INDENTURE TRUSTEE LOAN DOCUMENTS (.2).	
02/29/12	B. Bates	COMMUNICATIONS REGARDING SETTING OF FIRST DAY HEARINGS.	1.20
02/29/12	B. Bates	WORK REGARDING PREPARATION OF FIRST DAY ORDERS.	1.00
02/29/12	B. Bates	MEETINGS WITH G. MARSH AND M. LEVENGOOD REGARDING CASE ACTION ITEMS.	.80
02/29/12	B. Bates	COMMUNICATIONS WITH WORKING GROUP REGARDING CASE MATTERS.	1.00
02/29/12	G. Marsh	WORK ON SERVICE OF FIRST DAY PLEADINGS.	1.00
02/29/12	G. Marsh	TELEPHONE CONFERENCE WITH CLERK OF COURT.	.30
02/29/12	G. Marsh	TELEPHONE CONFERENCE WITH U.S. TRUSTEES OFFICE.	.50
02/29/12	G. Marsh	PREPARE FOR HEARING.	4.20
03/01/12	G. Marsh	TELEPHONE DISCUSSION WITH U.S. TRUSTEE'S OFFICE.	1.00
03/01/12	G. Marsh	TELEPHONE DISCUSSION WITH COUNSEL FOR INDENTURE TRUSTEE AND DIP LENDER.	1.00
03/01/12	G. Marsh	PREPARE FOR HEARING.	3.50
03/01/12	B. Bates	REVIEW AND REVISE 341 MEETING NOTICE AND NOTICE OF COMMENCEMENT OF CASES	1.30
03/01/12	B. Bates	ANALYSIS REGARDING SERVICE OF FIRST DAY FILINGS.	1.30
03/01/12	B. Bates	REVIEW DRAFT OF AFFIDAVIT OF SERVICE	.30
03/01/12	B. Bates	INITIAL PREPARATION FOR FIRST DAY HEARINGS.	.90
03/02/12	G. Marsh	TELEPHONE DISCUSSION WITH L. BARR REGARDING FIRST DAY MOTIONS.	.50
03/02/12	G. Marsh	TELEPHONE DISCUSSION WITH K. GOODMAN.	.30
03/02/12	G. Marsh	PREPARE FOR HEARING.	6.00

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03/02/12	B. Bates	COMMUNICATIONS AND ANALYSIS WITH US TRUSTEE REGARDING FIRST DAY PAPERS.	1.20
03/02/12	B. Bates	REVIEW SERVICE OF DOCUMENTS	.40
03/02/12	B. Bates	ANALYSIS AND REVISIONS TO AMENDMENT OF TOP 50 UNSECURED CREDITORS	3.20
03/02/12	B. Bates	CONTINUED PREPARATION FOR FIRST DAY HEARINGS	1.60
03/02/12	M. Levengood	CONFERENCE WITH B. BATES REGARDING AMENDMENTS TO LIST OF 50 LARGEST UNSECURED CREDITORS ON A CONSOLIDATED BASIS (.3); REVIEW AND REVISE LIST (.3); REVIEW AND REPLY TO NUMEROUS EMAILS REGARDING US TRUSTEE REQUESTS FOR ADDITIONAL INFORMATION (.6); TELEPHONE CONFERENCES WITH K. GOODMAN (.3); TELEPHONE CONFERENCES WITH D. MCADA (.2); REVIEW AND REVISE OUTLINE OF INFORMATION FOR US TRUSTEE (.4); PREPARE EMAIL TO US TRUSTEE REGARDING REMITTANCE OF SALES TAXES (.2); CONFERENCE WITH G. MARSH AND B. BATES REGARDING THEIR CONFERENCE WITH US TRUSTEE AND OBJECTIONS TO FIRST DAY MOTIONS AND STRATEGY FOR FURTHER TRIAL PREPARATION (.6)	2.90
03/03/12	B. Bates	COMMUNICATIONS REGARDING REVISIONS TO ORDERS ON FIRST DAY FILINGS	.70
03/03/12	B. Bates	REVIEW AND REVISE PROPOSED ORDERS ON FIRST DAY PAPERS	2.60
03/03/12	B. Bates	CONTINUED PREPARATION OF OUTLINE MATERIALS FOR FIRST DAY HEARINGS.	2.00
03/04/12	B. Bates	FINAL PREPARATION FOR FIRST DAY HEARINGS VIA FINAL PREPARATION OF PRESENTATION MATERIALS ON FIRST DAY MOTIONS.	5.50
03/04/12	B. Bates	FIRST DAY HEARINGS IN COLUMBIA, SOUTH CAROLINA.	3.00
03/04/12	G. Marsh	PREPARE FOR FIRST DAY HEARINGS.	2.00
03/04/12	G. Marsh	REVIEW AND REVISE ORDERS.	2.00
03/05/12	G. Marsh	PREPARE FOR AND ATTEND FIRST DAY HEARINGS.	4.00
03/05/12	G. Marsh	MEET WITH COUNSEL FOR DIP LENDER, INDENTURE TRUSTEE, MEMBERS AND U.S. TRUSTEE'S OFFICE.	4.00

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03/05/12	M. Levengood	SEVERAL TELEPHONE CONFERENCES WITH OFFICE TO OBTAIN FED EX DELIVERY CONFIRMATION, REVIEW OF SAME AND WITH CLERK OF COURT PERSONNEL TO LOCATE PRO HAC CHECKS THAT WERE DELIVERED ON MARCH 2 BUT NOT DOCKETED AS RECEIVED (.3); FIRST DAY HEARING MATTERS INCLUDING REVIEW OF PROPOSED MODIFICATIONS TO ORDERS (.4); CONFERENCE WITH LOCAL COUNSEL (.2); TELEPHONE CONFERENCE WITH J. PEGNIA REGARDING HOLD UP ISSUANCE OF CHECKS PENDING ENTRY OF CASH COLLATERAL ORDER (.1); TELEPHONE CONFERENCE WITH BMCGROUP TO OBTAIN ALERTS OF ORDERS AS THEY ARE ENTERED ON THE DOCKET (.1); REVIEW AND FORWARD FIRST DAY ORDERS TO CRO (.2);	1.30
03/05/12	B. Bates	CONFER WITH SECURED LENDER COUNSEL, REGARDING FIRST DAY HEARINGS.	1.50
03/05/12	B. Bates	REVIEW AND REVISE FIRST DAY ORDERS IN RESPONSE TO UST OBJECTIONS.	1.00
03/05/12	B. Bates	MEETING IN NEXSEN PRUETT OFFICES IN PREPARATION FOR HEARINGS.	2.50
03/05/12	B. Bates	FIRST DAY HEARING IN COLUMBIA, SOUTH CAROLINA BEFORE JUDGE WAITES.	2.00
03/05/12	B. Bates	ANALYSIS REGARDING ENTRY OF FIRST DAY ORDERS.	1.00
03/06/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING FIRST DAY ORDERS	1.20
03/06/12	B. Bates	CONFER WITH CHAMBERS REGARDING REVISIONS TO ORDERS.	.50
03/06/12	B. Bates	ANALYSIS REGARDING INSURANCE NOTICING	.30
03/06/12	B. Bates	COMMUNICATIONS REGARDING CREDITORS COMMITTEE.	.10
03/06/12	G. Marsh	WORK ON FINALIZATION OF ORDERS WITH THE COURT.	1.00
03/06/12	G. Marsh	PREPARE FOR FINAL HEARINGS.	1.00
03/06/12	G. Marsh	WORK ON SERVICE OF ORDERS.	.50
03/06/12	G. Marsh	TELEPHONE DISCUSSION WITH MEMBERS.	1.00
03/06/12	J. Blanco	MEETING WITH G. MARSH AND J. PHILLIPS; REVIEW ORDERS.	.80
03/07/12	B. Bates	ANALYSIS WITH G. MARSH REGARDING ACTION ITEMS.	1.50

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03/07/12	B. Bates	COMMUNICATIONS AND REVISIONS TO CASE MANAGEMENT ORDER	.80
03/07/12	B. Bates	ANALYSIS AND COMMUNICATIONS WITH D. MCADA REGARDING BILLTRUST ISSUES.	1.30
03/07/12	B. Bates	INITIAL PREPARATION FOR MARCH 16 HEARINGS	1.90
03/07/12	J. Blanco	REVIEW OF DOCUMENTATION; WORK WITH G. MARSH AND J. PHILLIPS ON NEXT STEPS AND STRATEGIC OVERVIEW.	2.20
03/07/12	G. Marsh	WORK ON BILL TRUST ISSUES INVOLVING EXECUTORY CONTRACTS.	1.00
03/07/12	G. Marsh	WORK ON ISSUES WITH UTILITY COMPANIES.	1.00
03/07/12	G. Marsh	WORK ON SCHEDULES.	.50
03/07/12	G. Marsh	PREPARE FOR FINAL HEARINGS.	1.00
03/08/12	J. Blanco	REVIEW OF INDEPENDENT CONTRACTOR AGREEMENT.	.30
03/08/12	B. Bates	ANALYSIS AND COMMUNICATIONS WITH J. OSBORNE REGARDING POSTING HEARING DATES BMC WEBSITE	.30
03/08/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING COMMITTEE FORMATION.	.50
03/08/12	B. Bates	MEETING WITH G. MARSH AND M. LEVENGOOD REGARDING CASE ADMINISTRATION (.8); PREPARE FOR MEETING (.4).	1.20
03/08/12	B. Bates	CONTINUED PREPARATION FOR BANKRUPTCY COURT HEARINGS.	.70
03/08/12	G. Marsh	WORK ON T. CHERRY AGREEMENT.	1.00
03/08/12	G. Marsh	WORK ON APA.	2.00
03/08/12	G. Marsh	WORK ON FINAL ORDERS.	2.00
03/08/12	G. Marsh	REVIEW SERVICE DOCUMENTS.	2.00
03/08/12	G. Marsh	WORK ON UTILITY ISSUES.	.90
03/09/12	B. Bates	DRAFT MOTION TO APPROVE TIM CHERRY INDEPENDENT CONTRACTOR AGREEMENT.	2.80
03/11/12	B. Bates	CONTINUED PREPARATION FOR UPCOMING FINAL HEARINGS ON FIRST DAY FILINGS.	1.70
03/12/12	G. Marsh	REVIEW E-MAILS.	.50
03/12/12	G. Marsh	MEET WITH M. LEVENGOOD AND B. BATES TO REVIEW TASK LIST.	1.10
03/12/12	G. Marsh	TELEPHONE CONFERENCE WITH K. GOODMAN REGARDING STATUS AND HEARING.	.90
03/12/12	G. Marsh	TELEPHONE CONFERENCE WITH D. BLECK REGARDING STATUS.	.50
03/12/12	G. Marsh	PREPARE FOR HEARING.	1.50

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03/12/12	G. Marsh	WORK ON ASSET PURCHASE AGREEMENT.	1.50
03/12/12	J. Blanco	REVIEW OF APA; WORK ON ISSUES LIST; MEETING WITH J. PHILLIPS; STATUS WITH B. BATES.	2.10
03/12/12	B. Bates	FINALIZE AND FILE MOTION AND REQUEST FOR EXPEDITED HEARING ON CHERRY RETENTION.	1.00
03/12/12	B. Bates	REVIEW AND REVISE DRAFT OF PROPOSED FINAL ORDERS.	1.30
03/12/12	B. Bates	COMMUNICATIONS WITH K. GOODMAN AND J. PEGNIA REGARDING CASE ACTION ITEMS.	.60
03/12/12	B. Bates	COMMUNICATIONS AND ANALYSIS IN PREPARATION FOR UPCOMING FIRST DAY HEARINGS.	2.00
03/12/12	B. Bates	MEETING WITH G. MARSH AND M. LEVENGOOD REGARDING CASE.	.50
03/12/12	B. Bates	PHONE CALL WITH D. BLECK REGARDING UPCOMING HEARINGS AND CASE MATTERS.	.40
03/13/12	B. Bates	PREPARE INITIAL DEBTOR REPORT.	1.40
03/13/12	B. Bates	REVISIONS TO PROPOSED FINAL ORDERS ON FIRST DAY MOTIONS.	.80
03/13/12	G. Marsh	WORK ON ASSET PURCHASE AGREEMENT.	3.50
03/13/12	G. Marsh	PARTICIPATION IN BOARD CALL.	1.00
03/13/12	G. Marsh	REVIEW OBJECTIONS.	1.00
03/13/12	G. Marsh	REVIEW AND REPLY TO E-MAILS FROM L. BARR.	.50
03/13/12	G. Marsh	PREPARE FOR HEARINGS.	1.00
03/13/12	J. Blanco	WORK ON COMMENTS TO APA AND ASSUMPTION AGREEMENT; WORK WITH G. MARSH AND J. PHILLIPS ON COMMENTS; CONFERENCE CALL ON COMMENTS AND OPEN ITEMS.	3.60
03/13/12	M. Lange	TELEPHONE CONFERENCE WITH J. PHILLIPS REGARDING CERTAIN TAX ISSUES AND BACKGROUND ON THE DRAFT ASSET PURCHASE AGREEMENT FROM BIDDER IN CLIFF'S BANKRUPTCY; DRAFT TAX COMMENTS REGARDING SAME; TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING BACKGROUND FOR THIS ASSET PURCHASE AGREEMENT AND SPECIFIC PROVISIONS AND POTENTIAL TAX ISSUES TO THE DEBTORS REGARDING SAME.	3.00

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03/14/12	B. Bates	PREPARE FOR HEARING ON MOTION FOR APPROVAL OF CHERRY INDEPENDENT CONTRACTOR AGREEMENT.	1.00
03/14/12	B. Bates	COMMUNICATIONS WITH L. BARR AND J. ALTER REGARDING MOTION TO APPROVE CHERRY INDEPENDENT CONTRACTOR AGREEMENT.	1.60
03/14/12	B. Bates	CONTINUED PREPARATION OF TALKING POINTS AND PAPERS FOR FIRST DAY HEARINGS.	1.60
03/14/12	J. Blanco	WORK ON REVISIONS TO APA; MEETING WITH G. MARSH ON COMMENTS; REVISIONS TO APA; WORK ON OPEN ISSUES AND NEXT STEPS.	4.20
03/14/12	G. Marsh	PREPARE FOR MEMBER MEETING.	1.00
03/14/12	G. Marsh	PREPARE FOR FINAL HEARINGS.	1.00
03/14/12	G. Marsh	WORK ON FINAL ORDERS.	3.00
03/14/12	G. Marsh	REVIEW AND REPLY TO E-MAILS FROM DIP LENDER, COUNSEL FOR THE INDENTURE TRUSTEE AND COMMITTEE COUNSEL.	.50
03/14/12	G. Marsh	PARTICIPATION IN CONFERENCE CALLS WITH DIP LENDER AND INDENTURE TRUSTEE.	2.00
03/14/12	B. Bates	MEETING WITH G. MARSH AND M. LEVENGOOD IN PREPARATION FOR MARCH 16 HEARINGS	2.00
03/14/12	B. Bates	DRAFT EVIDENTIARY HEARING STATEMENT.	.80
03/15/12	G. Marsh	ATTEND ALL MEMBER MEETING.	2.00
03/15/12	G. Marsh	PREPARE FOR FINAL HEARINGS AND MEET WITH COUNSEL FOR DIP LENDER, INDENTURE TRUSTEE AND COMMITTEE.	6.00
03/15/12	B. Bates	MEETING IN MCNAIR FIRM REGARDING NEGOTIATIONS RELATING TO FIRST DAY HEARINGS.	3.50
03/15/12	B. Bates	MEETINGS WITH K. GOODMAN, T. CHERRY, G. MARSH AND M. LEVENGOOD IN PREPARATION FOR FIRST DAY HEARINGS.	3.00
03/15/12	J. Blanco	WORK ON ANCILLARY AGREEMENTS AND COORDINATION ON APA AND OPEN ISSUES.	1.00
03/16/12	B. Bates	PREPARE FOR FIRST DAY HEARINGS.	2.50
03/16/12	B. Bates	FIRST DAY HEARINGS BEFORE JUDGE WAITES IN COLUMBIA, SOUTH CAROLINA.	2.50
03/16/12	B. Bates	REVIEW AND REVISE PROPOSED FIRST DAY ORDERS.	2.00

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03/16/12	B. Bates	COMMUNICATIONS REGARDING REVISIONS TO PROPOSED FIRST DAY ORDERS.	.50
03/16/12	B. Bates	REVIEW ENTERED FIRST DAY ORDERS.	.50
03/16/12	G. Marsh	PREPARE FOR AND ATTEND FINAL HEARINGS.	4.00
03/16/12	G. Marsh	WORK ON FINAL ORDERS.	4.00
03/16/12	J. Blanco	WORK ON APA AND ANCILLARY AGREEMENTS.	1.30
03/16/12	M. Lange	RECEIVE FROM J. PHILLIPS FORM OF FIRPTA CERTIFICATE AND COMMENT ON SAME TO HIM.	.30
03/19/12	J. Blanco	WORK ON ASSIGNMENT AGREEMENT; REVIEW OF OPEN ISSUES.	.90
03/19/12	G. Marsh	REVIEW PLEADINGS AND ORDERS.	2.00
03/19/12	B. Bates	CONFERENCE CALL WITH WORKING GROUP REGARDING ACTION ITEMS	1.80
03/19/12	B. Bates	DRAFT COMPREHENSIVE WORKING GROUP ACTION LIST	.80
03/19/12	B. Bates	REVIEW ORDERS ENTERED ON FIRST DAY MOTIONS	.80
03/19/12	G. Marsh	REVIEW AND REPLY TO ALL E-MAILS.	1.10
03/19/12	G. Marsh	RETURN MEMBER AND CREDITORS CALLS.	1.00
03/19/12	G. Marsh	PARTICIPATE IN CALL WITH CRO.	1.50
03/19/12	G. Marsh	WORK ON ASSET PURCHASE AGREEMENT AND RELATED AGREEMENTS.	1.50
03/19/12	M. Levengood	PREPARE FOR CONFERENCE CALL WITH K. GOODMAN, CRO, J. PEGNIA, DEBTORS' MANAGEMENT TEAM AND G. MARSH AND B. BATES TO IDENTIFY AND PRIORITIZE ACTION ITEMS (1.9); CONFERENCE CALL WITH K. GOODMAN, CRO, J. PEDNIA, DEBTORS' MANAGEMENT TEAM AND G. MARSH AND B. BATES (.9); FOLLOW UP REVIEW OF ACTION ITEMS (.8)	3.70
03/20/12	G. Marsh	WORK ON BAR DATE MOTION.	.50
03/20/12	G. Marsh	WORK ON LEASE ISSUES.	.50
03/20/12	G. Marsh	WORK ON ASSET PURCHASE AGREEMENT AND RELATED AGREEMENTS.	3.10
03/20/12	G. Marsh	WORK ON COLLECTION OF ACCOUNTS RECEIVABLES.	.50
03/20/12	G. Marsh	WORK ON CONFIDENTIALITY AGREEMENT.	.50
03/20/12	G. Marsh	RESPOND TO U.S. TRUSTEES REQUESTS.	.40

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03/20/12	J. Blanco	THE CLIFFS - CONFERENCE CALL REGARDING APA AND SCHEDULES; LIQUOR LICENSE AND ENVIRONMENTAL ISSUES; WORK WITH G. MARSH AND J. PHILLIPS ON NEXT STEPS AND STRATEGY; FOLLOW-UP.	1.90
03/21/12	J. Blanco	THE CLIFFS - ADDRESS IP ISSUES AND OPEN ITEMS.	.30
03/21/12	B. Bates	COMMUNICATIONS REGARDING PROPOSED ORDERS TO CHAMBERS.	.40
03/21/12	B. Bates	COMMUNICATIONS REGARDING AND IN RESPONSE TO US TRUSTEE COMMENTS TO FIRST DAY MOTIONS	.90
03/21/12	B. Bates	REVIEW AND REVISE WORKING GROUP ACTION LIST.	.40
03/21/12	B. Bates	PREPARE AND FILE REQUEST FOR SERVICE OF DOCUMENTS IN DEVELOPMENT COMPANY CHAPTER 11 CASE	.50
03/21/12	B. Bates	WORKING GROUP CONFERENCE CALL REGARDING ALL ACTION ITEMS.	1.50
03/21/12	M. Levengood	PREPARE FOR CONFERENCE WITH G. MARSH AND B. BATES REGARDING ACTION ITEMS (.8); CONFERENCE WITH G. MARSH AND B. BATES REGARDING DIVISION OF TASKS (.9); REVIEW DEBTOR DOCUMENTS IN CONNECTION WITH ACTION ITEMS (1.4)	3.10
03/21/12	G. Marsh	TELEPHONE DISCUSSION WITH K. GOODMAN REGARDING STATUS.	1.00
03/21/12	G. Marsh	E-MAIL TO L. BARR.	.50
03/21/12	G. Marsh	PREPARE FOR HEARINGS.	1.50
03/21/12	G. Marsh	WORK ON ASSET PURCHASE AGREEMENT AND ASSUMPTION AGREEMENT.	3.00
03/22/12	B. Bates	COMMUNICATIONS REGARDING UPCOMING HEARING AND SUBMISSION OF PROPOSED ORDERS FOLLOWING OBJECTION PERIOD.	.50
03/23/12	J. Blanco	THE CLIFFS - CALL ON APA OPEN ITEMS AND NEXT STEPS.	1.00
03/23/12	B. Bates	COMMUNICATIONS REGARDING UPCOMING HEARING.	.40
03/23/12	G. Marsh	WORK ON ASSET PURCHASE AGREEMENT AND ASSUMPTION AGREEMENT.	3.00
03/23/12	G. Marsh	REVIEW E-MAILS AND PLEADINGS.	1.00
03/23/12	G. Marsh	PARTICIPATE IN BOARD CALL.	1.00
03/23/12	G. Marsh	COMMUNICATE WITH BIDDERS.	1.00

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03/23/12	M. Levengood	CONFERENCE WITH G. MARSH REGARDING DEVELOPMENTS AND STRATEGY	.40
03/25/12	M. Levengood	REVIEW DRAFTS OF SCHEDULES AND STATEMENT OF FINANCIAL AFFAIRS	1.40
03/26/12	M. Levengood	REVIEW AND REPLY TO EMAILS FROM K. GOODMAN AND G. MARSH REGARDING SCHEDULES (.1); MARK UP SCHEDULES AND SOFAS (.8); CONFERENCE WITH B. BATES TO DISCUSS MY COMMENTS (.4); TELEPHONE CONFERENCE WITH G. MARSH REGARDING K. GOODMAN'S QUESTION (.2); TELEPHONE CONFERENCE WITH D. WILKINSON REGARDING DEADLINE FOR FILING SCHEDULES AND SOFAS AND STATUS OF PREPARATION (.3); PREPARE FOR CONFERENCE CALL WITH DEBTOR'S MANAGEMENT TEAM (.8); CONFERENCE WITH G. MARSH (.3); PARTICIPATE IN CONFERENCE CALL WITH G. MARSH, B. BATES, K. GOODMAN, J. PEGNIA, T. CHERRY, M. CAMPBELL AND S. HORGAN REGARDING ACTION ITEMS (1.0); FOLLOW UP CONFERENCE WITH G. MARSH AND B. BATES (.2)	4.10
03/26/12	J. Blanco	THE CLIFFS - PREPARE FOR CALL ON ASSET PURCHASE AGREEMENT; WORK ON OPEN ITEMS.	.50
03/26/12	G. Marsh	WORK ON ASSET PURCHASE AGREEMENT.	1.00
03/26/12	G. Marsh	WORK ON SCHEDULES.	2.00
03/26/12	G. Marsh	REVIEW E-MAILS FROM MEMBERS AND NOTEHOLDERS.	2.00
03/26/12	G. Marsh	PREPARE FOR NEXT OMNIBUS HEARING.	1.70
03/26/12	G. Marsh	REVIEW AND REPLY TO E-MAILS FROM U.S. TRUSTEE.	.30
03/26/12	G. Marsh	TELEPHONE CONFERENCE WITH IRS AGENT.	.50
03/26/12	G. Marsh	REVIEW ORDERS.	.50
03/26/12	B. Bates	COMMUNICATIONS REGARDING HEARING SCHEDULED FOR TODAY.	.50
03/26/12	B. Bates	WORKING GROUP CONFERENCE CALL REGARDING ACTION ITEMS.	.90
03/27/12	M. Lange	REVIEW DRAFT FIRPTA EXHIBIT AND RESPOND TO J. PHILLIPS REGARDING SAME.	.20
03/27/12	G. Marsh	PREPARE FOR AND PARTICIPATE IN GROUP CONFERENCE CALL WITH GGG AND CLUB CO.	2.00

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03/27/12	G. Marsh	WORK ON DEMAND LETTER TO COLLECT ACCOUNTS RECEIVABLES FROM RESIGNED MEMBERS AND REVIEW OF RELATED AGREEMENTS.	2.00
03/27/12	M. Levengood	CONFERENCE WITH B. BATES AND G. MARSH REGARDING SCHEDULES PREPARATION (.4); TELEPHONE CONFERENCE WITH G. MARSH AND L. BARR REGARDING FIRST MEETING OF CREDITORS (.2); CONFERENCE WITH B. BATES REGARDING IDENTIFICATION OF ALL EXECUTORY CONTRACTS (.2); CONFERENCE CALL WITH T. CHERRY, K. GOODMAN, G. MARSH AND J. PEGNIA REGARDING MEMBERSHIP PLAN AND STRATEGY FOR ADDRESSING DELINQUENT DUES (.3); REVIEW AND REVISE DEMAND LETTER (.2); REVIEW EMAIL REGARDING ACCESS TO ELECTRONIC BIDDER DUE DILIGENCE FTP SITE (.1); TELEPHONE CONFERENCE WITH K. EDWARDS REGARDING DUE DILIGENCE SITE ACCESS (.2)	1.60
03/27/12	J. Blanco	THE CLIFFS - PREPARE FOR MEETING IN GREENVILLE; WORK ON ERISA-RELATED ISSUES; CONFERENCE WITH J. PHILLIPS AND G. MARSH ON OPEN ITEMS.	1.20
03/28/12	M. Levengood	CONFERENCE WITH B. BATES REGARDING STATUS OF SOFA AND SCHEDULES PREPARATION (.2); REVIEW DRAFT SOFAS (.9); REVIEW DRAFT SCHEDULES (.8); PREPARE EMAILS TO B. BATES REGARDING COMMENTS ON SOFAS AND SCHEDULES (.2)	2.10
03/28/12	G. Marsh	TELEPHONE DISCUSSION WITH K. GOODMAN REGARDING STATUS.	.50
03/28/12	G. Marsh	PREPARE FOR AND ATTEND MEETING WITH CARLILE, ARENDALE AND URBAMA.	4.00
03/28/12	G. Marsh	PARTICIPATE IN BOARD MEETING OF THE DEBTORS.	1.00
03/28/12	J. Blanco	WORK ON OPEN ITEMS; ADDRESS COBRA ISSUES; FOLLOW-UP FROM MEETING.	.60
03/28/12	B. Bates	PREPARE ACTION LIST FOR WORKING GROUP MEETING.	.50
03/29/12	G. Marsh	PARTICIPATE IN GROUP CALL.	1.00
03/29/12	G. Marsh	WORK ON LETTERS TO MEMBERS.	1.00

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03/29/12	G. Marsh	WORK ON SCHEDULES.	1.00
03/29/12	G. Marsh	REVIEW AND REPLY TO E-MAILS.	1.00
03/29/12	M. Levengood	PREPARE FOR CONFERENCE WITH G. MARSH AND B. BATES (.6); CONFERENCE WITH G. MARSH AND B. BATES (.5); CONFERENCE CALL WITH DEBTORS WORKING GROUP, G. MARSH AND B. BATES (.5)	1.60
03/29/12	B. Bates	CONFERENCE CALL WITH WORKING GROUP REGARDING ADMINISTRATIVE ACTION ITEMS.	.80
03/29/12	B. Bates	CONFER WITH G. MARSH AND M. LEVENGOOD REGARDING ADMINISTRATIVE ACTION ITEMS AND RECENT MEETINGS WITH STALKING HORSE.	.80
03/30/12	B. Bates	FINALIZE AND FILE NOTICE OF MASTER SERVICE LIST AND 2002 LIST.	.60
03/30/12	B. Bates	COMMUNICATIONS WITH BMC REGARDING SERVICE OF TODAY'S FILINGS.	.60
03/30/12	B. Bates	REVISE WORKING GROUP ACTION LIST	.40
03/30/12	B. Bates	PREPARE NOTICE OF HEARING ON VARIOUS FILINGS.	.80
03/30/12	G. Marsh	TELEPHONE DISCUSSION WITH K. GOODMAN REGARDING STATUS.	.30
03/30/12	G. Marsh	TELEPHONE DISCUSSION WITH T. CHERRY REGARDING STATUS.	.30
03/30/12	G. Marsh	TELEPHONE DISCUSSION WITH D. BLECK REGARDING STATUS.	.30
03/30/12	G. Marsh	REVIEW PLEADINGS FILED FOR NEXT OMNIBUS HEARING.	1.10
SUBTOTAL FOR B110			299.40
Asset Analysis and Recovery			
03/01/12	B. Bates	INITIAL ANALYSIS REGARDING PREPARATION OF SCHEDULES	.50
03/02/12	B. Bates	COMMUNICATIONS REGARDING PREPARATION OF SCHEDULES	.60
03/06/12	B. Bates	INITIAL ANALYSIS REGARDING SCHEDULES	.50
03/08/12	B. Bates	ANALYSIS REGARDING PREPARATION OF SCHEDULES OF ASSETS AND LIABILITIES.	1.60
03/09/12	B. Bates	COMMUNICATIONS WITH J. PEGNIA REGARDING ESTATE ASSETS AND RELATED MATTERS.	.50
03/15/12	B. Bates	MEETINGS IN TRAVELERS REST AND COMMUNICATIONS REGARDING PREPARATION OF SCHEDULES.	1.50

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03/19/12	B. Bates	ANALYSIS REGARDING STATEMENT OF FINANCIAL AFFAIRS.	.60
03/20/12	B. Bates	REVIEW SOFAS, CONFERENCE CALL WITH J. OSBORNE AND S. HORGAN REGARDING SAME.	2.10
03/21/12	B. Bates	REVIEW AND ANALYSIS REGARDING SCHEDULES AND STATEMENTS OF FINANCIAL AFFAIRS	3.20
03/22/12	B. Bates	INITIAL DRAFTING OF GLOBAL NOTES TO SCHEDULES AND STATEMENTS OF FINANCIAL AFFAIRS.	2.50
03/22/12	B. Bates	REVIEW AND REVISE SCHEDULES OF ASSETS AND LIABILITIES OF ELEVEN DEBTORS.	3.00
03/22/12	B. Bates	REVIEW AND REVISE STATEMENT OF FINANCIAL AFFAIRS OF ELEVEN DEBTORS.	2.00
03/23/12	B. Bates	REVIEW AND REVISE GLOBAL NOTES TO SCHEDULES AND SOFAS.	.80
03/23/12	B. Bates	ANALYSIS REGARDING SECURED CLAIMS FOR INCLUSION IN SCHEDULES OF ASSETS AND LIABILITIES.	2.30
03/23/12	B. Bates	ANALYSIS REGARDING TAX CLAIMS FOR INCLUSION IN SCHEDULES.	1.30
03/24/12	B. Bates	REVIEW DRAFTS OF SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS.	2.50
03/25/12	B. Bates	REVIEW AND ANALYZE UCC FILINGS AND SECURED CLAIMS FOR PURPOSES OF SCHEDULES.	1.40
03/26/12	B. Bates	CONTINUED EXTENSIVE REVIEW AND ANALYSIS REGARDING PREPARATION OF SCHEDULES OF ASSETS AND LIABILITIES OF ELEVEN DEBTORS.	4.10
03/26/12	B. Bates	CONTINUED EXTENSIVE REVIEW AND ANALYSIS REGARDING PREPARATION OF STATEMENTS OF FINANCIAL AFFAIRS OF ELEVEN DEBTORS.	2.50
03/27/12	B. Bates	CONTINUED EXTENSIVE REVIEW AND ANALYSIS REGARDING PREPARATION OF STATEMENTS OF FINANCIAL AFFAIRS OF ELEVEN DEBTORS.	3.40
03/27/12	B. Bates	CONTINUED EXTENSIVE REVIEW AND ANALYSIS REGARDING PREPARATION OF SCHEDULES OF ASSETS AND LIABILITIES OF ELEVEN DEBTORS.	3.90

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03/28/12	B. Bates	CONTINUED EXTENSIVE REVIEW AND ANALYSIS REGARDING PREPARATION OF SCHEDULES OF ASSETS AND LIABILITIES OF ELEVEN DEBTORS.	2.90
03/28/12	B. Bates	CONTINUED EXTENSIVE REVIEW AND ANALYSIS REGARDING PREPARATION OF STATEMENTS OF FINANCIAL AFFAIRS OF ELEVEN DEBTORS.	1.90
03/29/12	B. Bates	CONTINUED EXTENSIVE REVIEW AND ANALYSIS REGARDING PREPARATION OF STATEMENTS OF FINANCIAL AFFAIRS OF ELEVEN DEBTORS.	.80
03/29/12	B. Bates	CONTINUED EXTENSIVE REVIEW AND ANALYSIS REGARDING PREPARATION OF SCHEDULES OF ASSETS AND LIABILITIES OF ELEVEN DEBTORS.	2.00
03/30/12	B. Bates	FINALIZE AND FILE SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS.	2.30
SUBTOTAL FOR B120 Asset Disposition			50.70
02/28/12	B. Bates	REVIEW AND REVISE BID PROCEDURES MOTION AND PAPERS.	1.50
02/29/12	B. Bates	ANALYSIS REGARDING BID PROCEDURES NOTICING.	1.30
03/05/12	J. Phillips	CONDUCT LEGAL DUE DILIGENCE FOR BANKRUPTCY ASSET SALE.	4.50
03/06/12	J. Phillips	REVIEW CARLILE TERM SHEET (.5); REVIEW BIDDING PROCEDURES (.9); PREPARE POTENTIAL ISSUES LIST REGARDING SAME (1.2); CONTINUE DUE DILIGENCE FOR ASSET TRANSACTION (4.1).	6.70
03/07/12	J. Phillips	MEETING WITH G. MARSH AND J. BLANCO TO DISCUSS OUTSTANDING ISSUES FOR ASSET TRANSFER (1.0); REVIEW DILIGENCE MATERIALS TO PREPARE FOR SAME (2.9).	3.90
03/12/12	J. Phillips	REVIEW ASSET PURCHASE AGREEMENT (3.9); PREPARE ISSUES LIST REGARDING SAME (3.1); DISCUSSION WITH J. BLANCO REGARDING SAME (.8); DISCUSS TAX ISSUES WITH M. LANGE (.7); BEGIN MARKUP OF PURCHASE AGREEMENT (1.0).	9.50

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03/12/12	M. Levengood	REVIEW CARLILE DRAFT OF ASSET PURCHASE AGREEMENT (.8); PREPARE EMAIL TO J. PHILLIPS AND J. BLANCO REGARDING APA (.1)	.90
03/13/12	M. Levengood	REVIEW APA (1.4); CONFERENCE WITH G. MARSH, J. BLANCO, J. PHILLIPS, B. BATES, K. GOODMAN AND T. CHERRY REGARDING DETAILED REVIEW OF APA (1.3)	3.70
03/13/12	J. Phillips	CONFERENCE WITH G. MARSH AND J. BLANCO TO WALK THROUGH PURCHASE AGREEMENT AND ISSUES LIST TO PURCHASE AGREEMENT (2.0); CONFERENCE CALL WITH K. GOODMAN, T. CHERRY, G. MARSH, M. LEVENGOD, B. BATES AND J. BLANCO TO DISCUSS PURCHASE AGREEMENT (1.6); REVIEW DILIGENCE MATERIALS FOR VARIOUS MATTERS IMPACTING PURCHASE AGREEMENT (2.1); MARKUP PURCHASE AGREEMENT IN ACCORDANCE WITH DISCUSSIONS (2.5); REVIEW NOTE ASSUMPTION AGREEMENT (1.0).	9.20
03/13/12	B. Bates	CONFERENCE CALL REGARDING ASSET PURCHASE AGREEMENT MATTERS.	1.40
03/14/12	M. Levengood	REVIEW J. PHILLIPS REVISED DRAFT OF APA (.3); TELEPHONE CONFERENCE WITH E. MENZIE, J. PHILLIPS AND J. BLANCO (.3); REVIEW AND FORWARD EMAILS TO G. MARSH (.1); PREPARE EMAIL TO G. MARSH REGARDING STATUS OF APA SCHEDULES PREPARATION (.1)	.80
03/14/12	J. Phillips	REVIEW COMMENTS ON PURCHASE AGREEMENT PROVIDED BY THE CLIFFS (.6); REVIEW COMMENTS ON PURCHASE AGREEMENT PROVIDED BY K. WALSH (.7); DISCUSS COMMENTS PROVIDED BY K. WALSH WITH J. BLANCO AND G. MARSH (.6); UPDATE MARKUP OF PURCHASE AGREEMENT BASED ON COMMENTS (1.3); BEGIN PREPARING SCHEDULES TO ASSET PURCHASE AGREEMENT (3.9); CONTINUE DUE DILIGENCE FOR SCHEDULE PREPARATION	8.00

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		(.5); TELEPHONE CALL WITH E. MENZIE, M. LEVENGOOD AND J. BLANCO REGARDING PURCHASE AGREEMENT AND SCHEDULES (.4).	
03/15/12	J. Phillips	TELEPHONE CALLS WITH J. PEGNIA REGARDING SCHEDULE PREPARATION (.5); CONTINUE PREPARING SCHEDULES TO PURCHASE AGREEMENT (2.0); REVIEW EXHIBITS PROVIDED BY E. MINZIE (2.5).	5.00
03/16/12	J. Phillips	PREPARE FORM OF BOARD CONSENT APPROVING TRANSACTIONS (.5); CONTINUE REVIEWING (.5) AND PREPARING MARKUP OF CERTAIN EXHIBITS TO THE PURCHASE AGREEMENT (1.5); CONTINUE PREPARING SCHEDULES TO PURCHASE AGREEMENT (.7); FINALIZE COMMENTS ON PURCHASE AGREEMENT AND SEND TO E. MINZIE (.9).	4.10
03/18/12	M. Levengood	REVIEW EMAIL FROM R. MENDOZE (.2); REVIEW EMAIL FROM K. GOODMAN (.1); PREPARE EMAIL TO J. PHILLIPS (.1); REVIEW REPLY FROM J. PHILLIPS (.1); FORWARD EMAIL CONTAINING APA AND OTHER ATTACHMENTS TO J. PHILLIPS (.1); PREPARE EMAIL TO K. GOODMAN (.1)	.70
03/19/12	J. Phillips	REVIEW ASSIGNMENT AND ASSUMPTION AGREEMENT (.5); PREPARE MARKUP OF SAME (.6).	1.10
03/20/12	J. Phillips	TELEPHONE CALL WITH CLIFFS MANAGEMENT TEAM TO DISCUSS PURCHASE AGREEMENT, SCHEDULES AND ASSUMPTION AGREEMENT (.8); WORK ON PREPARING CLIFFS SCHEDULES (1.0); MEETING WITH J. BLANCO AND G. MARSH TO DISCUSS TRANSACTION AND NEXT STEPS (.8).	2.60
03/20/12	B. Bates	CONFERENCE CALL AND ANALYSES REGARDING ASSET PURCHASE AGREEMENT AND SCHEDULES THERETO	1.50
03/21/12	J. Phillips	TELEPHONE CALL WITH M. CAMPBELL TO DISCUSS INTELLECTUAL PROPERTY.	.30

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03/22/12	J. Phillips	TELEPHONE CALL WITH J. HARRISON AND M. CAMPBELL REGARDING LIQUOR LICENSES (.4); TELEPHONE CALL WITH B. LONG AND M. CAMPBELL REGARDING LIQUOR LICENSES (.4); PREPARE SUMMARY REGARDING SAME (.5); REVIEW APPLICATION REQUIREMENTS MEMO FROM M. CAMPBELL REGARDING SAME (.5); CONTINUE PREPARING SCHEDULES TO PURCHASE AGREEMENT (1.0).	2.80
03/23/12	J. Phillips	MEETING WITH G. MARSH AND J. BLANCO TO DISCUSS OUTSTANDING DOCUMENTS AND BANKRUPTCY CASE (1.5); PREPARE SUMMARY OF KEY ISSUES FOR PURCHASE AGREEMENT (1.2); TELEPHONE CALL WITH G. MARSH AND B. ROTHSCHILD REGARDING BANKRUPTCY TIMING (.5); PREPARE UPDATED DRAFT OF PURCHASE AGREEMENT AND COMPARISON TO CARLILE SUBMISSION (1.5); MEETING WITH C. COLEY TO DISCUSS HSR FILING (.3); REVIEW PRESS RELEASE REGARDING CARLILE COMPLETED TRANSACTION (.2); WORK ON PURCHASE AGREEMENT SCHEDULES (.3).	5.50
03/23/12	S. Baxter	REVIEW FILES REGARDING LIEN MATTERS AND FORWARD INFORMATION RELATING TO SAME.	.20
03/26/12	J. Phillips	CORRESPONDENCE WITH J. PEGNIA REGARDING ASSET PURCHASE AGREEMENT SCHEDULES (.7); CONTINUE DUE DILIGENCE AND ASSET PURCHASE AGREEMENT SCHEDULE PREPARATION (2.5); TELEPHONE CALL WITH M. CAMPBELL REGARDING ASSET PURCHASE AGREEMENT SCHEDULES (.3); REVIEW AND MARKUP EXHIBITS TO ASSET PURCHASE AGREEMENT IN ACCORDANCE WITH ASSET PURCHASE AGREEMENT TERMS (.8).	4.30
03/27/12	J. Phillips	DISCUSS TRANSACTION MATTERS WITH J. BLANCO (.4); TELEPHONE CALL WITH G. MARSH AND K. GOODMAN REGARDING TRANSACTION ISSUES (1.0); PREPARE FOR MEETINGS WITH REPRESENTATIVES OF CARLILE AND DEBTORS (1.0); WORK	5.10

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03/28/12	J. Phillips	ON DILIGENCE AND APA SCHEDULES (2.0); REVIEW NOTEHOLDER UPDATE SUMMARY (.3); CORRESPONDENCE WITH DEBTOR MANAGEMENT AND J. PEGNIA REGARDING APA SCHEDULES (.4). MEETINGS IN GREENVILLE WITH REPRESENTATIVES OF CARLILE, URBANA, STOKES AND DEBTORS (2.7); CONDUCT CASE STRATEGY WITH G. MARSH (1.0).	3.70
SUBTOTAL FOR B130			88.30
Relief from Stay/Adequate Protection			
03/07/12	B. Bates	ANALYSIS AND COMMUNICATIONS WITH UTILITY PROVIDER REGARDING ADEQUATE PROTECTION ISSUES	1.60
03/09/12	B. Bates	NEGOTIATIONS REGARDING PROVISION OF ADEQUATE ASSURANCE TO UTILITY PROVIDERS.	.80
03/13/12	B. Bates	NEGOTIATIONS REGARDING FINAL UTILITIES ORDER.	.50
SUBTOTAL FOR B140			2.90
Meetings and Comms. with Creditors			
02/29/12	B. Bates	REVIEW DRAFT 341 MEETING NOTICE.	.40
02/29/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING 341 MEETING SCHEDULING.	.60
02/29/12	M. Levengood	TELEPHONE CONFERENCE WITH G. MARSH, B. BATES, COUNSEL AND LOCAL COUNSEL FOR THE INDENTURE TRUSTEE AND COUNSEL AND LOCAL COUNSEL FOR THE CARLILE GROUP REGARDING PREPARATION FOR FIRST DAY MOTIONS HEARINGS (.4); REVIEW DRAFT COMMUNICATIONS TO CREDITORS (.3).	.70
03/01/12	M. Levengood	TELEPHONE CONFERENCE WITH L. BARR (.1); CONFERENCE CALL WITH L. BARR, D. WILKINSON, K. GOODMAN AND G. MARSH (2.1); REVIEW LETTER FROM COUNSEL FOR W. CLEAR (.1); REVIEW CONTRACT AND MEMBER AGREEMENT FILE (.3); CONFERENCE WITH G. MARSH (.1)	2.70
03/01/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING FIRST DAY BANKRUPTCY FILINGS.	1.30

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03/05/12	M. Levengood	TELEPHONE CONFERENCE WITH ATTORNEY AT MILLER, MANNING & MARTIN IN NORTH CAROLINA REGARDING CLIFFS CLUBCO BANKRUPTCIES (.2); REVIEW AND REPLY TO EMAIL FROM COUNSEL FOR DUKE ENERGY (.1)	.30
03/06/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING FIRST DAY BANKRUPTCY FILINGS.	1.70
03/06/12	M. Levengood	REVIEW EMAILS REGARDING US TRUSTEE SUPPLEMENTAL INQUIRY (.3); CONFERENCE WITH G. MARSH REGARDING PREPARATION OF REPLY (.3); REVIEW OF DEBTOR FINANCIAL MATERIALS IN CONNECTION WITH PREPARATION OF REPLY TO US TRUSTEE (1.8); TELEPHONE CONFERENCE WITH CREDITOR REGARDING QUESTIONS ABOUT BANKRUPTCY CASE (.3); REVIEW TRANSCRIPTION OF VOICE MAIL MESSAGES FROM CREDITORS (.1); CONFERENCE WITH B. BATES REGARDING RESPONSES TO CREDITOR INQUIRIES (.1)	2.90
03/07/12	M. Levengood	REVIEW AND REPLY TO EMAILS REGARDING CREDITOR COMMUNICATIONS (.3); TELEPHONE CONFERENCE WITH J. PEGNIA REGARDING REPLY TO US TRUSTEE SUPPLEMENTAL INQUIRY (.1); REVIEW VOICE MAIL FROM J. PEGNIA (.1)	.50
03/07/12	B. Bates	COMMUNICATIONS WITH CREDITORS AND PARTIES IN INTEREST REGARDING BANKRUPTCY PROCEEDINGS	.90
03/09/12	B. Bates	COMMUNICATIONS WITH CREDITORS AND PARTIES IN INTEREST REGARDING BANKRUPTCY PROCEEDINGS.	.90
03/09/12	M. Levengood	REVIEW OF DEBTOR DOCUMENTS IN ORDER TO RESPOND TO INQUIRY FROM US TRUSTEE (.2.7); TELEPHONE CONFERENCES REGARDING REQUESTED INFORMATION (.2)	2.90

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03/12/12	M. Levengood	REVIEW COMMENTS TO MY DRAFT OF COMMUNICATION TO MEMBERS (.2); REVIEW AND REVISE DRAFT COMMUNICATION TO MEMBERS TO INCORPORATE CHANGES BY G. MARSH AND B. BATES (.2); PREPARE EMAIL TO K. EDWARDS (.1);	.50
03/13/12	M. Levengood	CONTINUED DOCUMENT REVIEW AND PREPARATION OF RESPONSE TO L. BARR REGARDING ADDITIONAL DOCUMENTS REQUESTED FOR 341 HEARING	2.60
03/14/12	M. Levengood	REVIEW EMAIL FROM G. MARSH REGARDING COMMUNICATION TO L. BARR (.1); PREPARE LETTER TO L. BARR (.2); REVIEW DOCUMENTS TO DELIVER TO L. BARR (1.3)	1.60
03/15/12	M. Levengood	ATTEND LUNCHEON MEETING WITH CLUBCO MEMBERS (1.0); ATTEND PRESENTATION BY COMMITTEE COUNSEL TO CLUBCO MEMBERS AT CLIFFS VALLEY GOLF & COUNTRY CLUB (1.9)	2.90
03/19/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING BANKRUPTCY.	.30
03/20/12	B. Bates	COMMUNICATIONS WITH R. KERR REGARDING JOHN DEERE	.50
03/20/12	M. Levengood	REVIEW AND REVISE LETTER TO L. BARR (.2); CONFERENCE WITH G. MARSH REGARDING DELIVERY OF DOCUMENT PACKAGE TO US TRUSTEE (.1)	.30
03/21/12	M. Levengood	TELEPHONE CONFERENCE WITH S. MAI (.2); PREPARE EMAIL TO K. GOODMAN AND T. CHERRY REGARDING REVISIONS TO COMMITTEE CONFIDENTIALITY AGREEMENT (.1); CONFERENCE WITH G. MARSH (.1); PREPARE EMAIL TO S. MAI (.1); TELEPHONE CONFERENCE WITH L. BARR (.1)	.60
03/21/12	M. Levengood	CONFERENCE CALL WITH G. MARSH AND D. BLECK	.20
03/27/12	M. Levengood	REVIEW EMAIL FROM S. MAI (.1); PREPARE EMAIL TO G. MARSH AND B. BATES REGARDING COMMITTEE (.1); TELEPHONE CONFERENCE WITH M. CAMPBELL REGARDING PROTOCOL FOR RESPONDING TO COMMITTEE INQUIRIES	.80

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		(.2); TELEPHONE CONFERENCE WITH S. MAI REGARDING PROTOCOL (.2); PREPARE EMAIL TO S. MAI CONFIRMING THAT ALL DOCUMENTS ON ELECTRONIC BIDDER DUE DILIGENCE SITE ARE CONFIDENTIAL AND SUBJECT TO THE CONFIDENTIALITY AGREEMENT BETWEEN THE COMMITTEE AND THE DEBTORS (.1); TELEPHONE CONFERENCE WITH G. MARSH (.1)	
03/27/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING BANKRUPTCY CASE.	.30
03/28/12	B. Bates	REVIEW COMMUNICATIONS FROM CREDITORS REGARDING BANKRUPTCY CASE.	.40
03/29/12	B. Bates	COMMUNICATIONS WITH B. HICKS REGARDING CLAIM AMOUNT.	.50
03/29/12	B. Bates	REVIEW AND REVISE LETTER TO CREDITOR DEGENHART	.40
03/29/12	B. Bates	REVIEW AND REVISE NOTICE LISTS	.40
SUBTOTAL FOR B150			28.10
Fee/Employment Applications			
03/01/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING PRO HAC VICE APPLICATIONS.	.60
03/19/12	B. Bates	INITIAL DRAFTING OF FIRST SUPPLEMENTAL DECLARATION IN SUPPORT OF MCKENNA RETENTION APPLICATION.	1.90
03/19/12	M. Levengood	REVIEW AND REVISE SUPPLEMENTAL DECLARATION IN SUPPORT OF DEBTORS APPLICATION TO EMPLOY MCKENNA LONG & ALDRIDGE LLP	.80
03/20/12	B. Bates	REVIEW AND REVISE FIRST SUPPLEMENTAL DECLARATION IN SUPPORT OF MCKENNA RETENTION APPLICATION	1.70
03/20/12	M. Levengood	REVIEW AND REVISE FIRST SUPPLEMENT TO DECLARATION	.70
03/20/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING BANKRUPTCY FILING	.60
03/21/12	M. Levengood	REVIEW AND REVISE SUPPLEMENTAL DECLARATION IN SUPPORT OF DEBTORS' APPLICATION TO EMPLOY MCKENNA LONG & ALDRIDGE	.70
03/21/12	B. Bates	REVISE AND FILE FIRST SUPPLEMENTAL DECLARATION IN SUPPORT OF MCKENNA RETENTION APPLICATION	.60

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03/22/12	M. Levengood	REVIEW AND REPLY TO EMAIL FROM B. BATES (.1); CONFERENCE WITH G. MARSH REGARDING BACKGROUND FOR HIS REPLY TO L. BARR (.1)	.20
03/23/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING COMMITTEE EMPLOYMENT APPLICATIONS	.60
03/29/12	M. Levengood	TELEPHONE CONFERENCE WITH J. PEGNIA REGARDING CONTACT INFORMATION REGARDING APPRAISER (.1); REVIEW AND REPLY TO EMAIL FROM B. BATES (.1); CONFERENCE WITH G. MARSH REGARDING APPROVED MONTHLY BILLING PROCEDURE (.1); PREPARE EMAIL TO D. WILKINSON AND K. GOODMAN REGARDING PROCEDURE FOR SENDING MONTHLY BILLS TO NOTICE PARTIES UNDER MONTHLY COMPENSATION PROCEDURES ORDER (.1)	.40
SUBTOTAL FOR B160			8.80
Assumption/Rejection of Leases and Contracts			
03/17/12	M. Levengood	TELEPHONE CONFERENCE WITH K. GOODMAN REGARDING LEASES AND SALE NEGOTIATIONS	.20
03/23/12	M. Levengood	REVIEW EMAIL AND ATTACHMENTS FROM D. MCADA REGARDING AGREEMENTS TO REJECT (.3); DRAFT MOTION TO REJECT UNEXPIRED LEASES AND EXECUTORY CONTRACTS (.9)	1.20
03/26/12	M. Levengood	REVIEW AND REVISE MOTION TO REJECT EXECUTORY CONTRACTS (.6); REVIEW EMAIL FROM D. MCADA REGARDING EXECUTORY CONTRACTS TO REJECT (.2); REVIEW EMAIL FROM A. WANG REGARDING WELLNESS CENTER LEASE (.4); REVIEW EMAIL FROM J. PHILLIPS REGARDING IT LEASE PURCHASE (.3); REVIEW MATERIALS REGARDING OFFICE LEASE AND SNDA AGREEMENT (.2)	1.70
03/27/12	M. Levengood	LEGAL RESEARCH REGARDING REJECTION OF EXECUTORY CONTRACT JURISPRUDENCE IN 4TH CIRCUIT (.9); REVIEW AND REVISE FIRST OMNIBUS MOTION TO REJECT EXECUTORY CONTRACTS (1.8); PREPARE EMAIL TO D. MCADA AND K.	2.90

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	GOODMAN REGARDING MOTION (.1); REVIEW AND REPLY TO EMAIL FROM G. MARSH (.1)	
03/28/12	M. Levengood	REVIEW AND REVISE FIRST OMNIBUS MOTION TO REJECT EXECUTORY CONTRACTS .20
03/30/12	B. Bates	REVIEW, REVISE AND FILE FIRST OMNIBUS MOTION TO REJECT CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES. 1.70
SUBTOTAL FOR B185		7.90
Other Contested Matters		
03/03/12	M. Levengood	CONTINUED PREPARATION FOR HEARINGS ON FIRST DAY MOTIONS INCLUDING REVIEW OF REVISED PROPOSED ORDERS AND ARGUMENT PREPARATION 1.80
03/04/12	M. Levengood	TRIAL PREPARATION FOR FIRST DAY HEARINGS 3.20
03/05/12	M. Levengood	PREPARATION FOR FIRST DAY HEARINGS INCLUDING CONFERENCE WITH COUNSEL AND FINANCIAL ADVISOR FOR INDENTURE TRUSTEE (1.3); CONFERENCE WITH COUNSEL FOR CARLILE GROUP (.9); CONFERENCE WITH T. CHERRY AND J. PEGNIA REGARDING POSSIBLE TESTIMONY (.1.2); REVIEW AND REPLY TO EMAILS FROM L. BARR (.2) 3.60
03/05/12	M. Levengood	ATTEND FIRST DAY HEARINGS 2.00
03/06/12	B. Bates	ANALYSIS REGARDING UTILITY DEPOSIT DEMAND. .20
03/06/12	M. Levengood	PARTICIPATE IN CONFERENCE CALL WITH JUDGE WAITES REGARDING ORDER SETTING CASE PROCEDURES (.2); FOLLOW UP CONFERENCE WITH G. MARSH AND B. BATES (.2); REVIEW EMAIL FROM G. MARSH FORWARDING DRAFT OF ORDER AND ATTACHED ORDER (.3); TELEPHONE CONFERENCE WITH G. MARSH AND B. BATES REGARDING SAME (.2) .90
03/07/12	D. Gordon	CONFERENCE WITH G. MARSH REGARDING RESEARCH RELATING TO ESTIMATION OF CLAIMS (0.3); RESEARCH ISSUES RELATING TO SAME (2.5). 2.80

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03/08/12	M. Levengood	PREPARE FOR CONFERENCE CALL WITH G. MARSH AND B. BATES REGARDING BANKRUPTCY STRATEGY AND FINAL HEARING PREPARATIONS (.9); CONFERENCE CALL WITH G. MARSH AND B. BATES REGARDING BANKRUPTCY ACTION ITEMS (.8); REVIEW EMAILS REGARDING ACTION ITEMS (.3); REVIEW DEBTOR DOCUMENTS (.8); HEARING PREPARATION FOR FINAL FIRST DAY MOTION HEARINGS (2.3)	5.10
03/09/12	M. Levengood	CONTINUED HEARING PREPARATION REGARDING BIDDING PROCEDURES, DIP FINANCING AND USE OF CASH COLLATERAL HEARINGS	3.20
03/11/12	M. Levengood	REVIEW EMAILS AND ATTACHMENTS REGARDING DRAFT FINAL ORDER ON USE OF CASH COLLATERAL AND ETA FOR DRAFT FINAL ORDER ON DIP FINANCING (1.2); TELEPHONE CONFERENCE WITH B. BATES (.2)	1.40
03/12/12	M. Levengood	CONTINUED PREPARATION FOR FINAL FIRST DAY MOTIONS HEARINGS	2.10
03/14/12	M. Levengood	CONTINUED PREPARATION FOR FINAL HEARINGS ON FIRST DAY MOTIONS	4.40
03/15/12	M. Levengood	PREPARATION FOR FIRST DAY MOTIONS FINAL HEARINGS INCLUDING CONFERENCES WITH G. MARSH, B. BATES, T. CHERRY, K. GOODMAN AND J. PEGNIA REGARDING TESTIMONY (1.9); CONFERENCE WITH K. GOODMAN AND T. CHERRY REGARDING DEVELOPMENTS (.9); CONFERENCE WITH K. GOODMAN REGARDING NEGOTIATING STRATEGY (1.8); CONFERENCE AT M. BEALE'S OFFICE TO FINALIZE PROPOSED ORDERS (2.8)	7.40
03/16/12	M. Levengood	FINAL HEARING PREPARATION INCLUDING NEGOTIATION OF FINAL REVISIONS TO PROPOSED ORDERS TO RESOLVE DIP FINANCING LENDER'S OBJECTIONS (1.4); CONFERENCE WITH M. BEALE, D. BLECK, G. MARSH AND B. BATES TO FINALIZE ORDERS AND INCORPORATE JUDGE'S REVISIONS (1.8)	3.20

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03/28/12	B. Bates	REVIEW FILING BY M. BRODY REGARDING HONORARY MEMBERSHIP.	.30
03/29/12	B. Bates	PREPARE RESPONSE TO ATLAS REGARDING MECHANICS LIEN LITIGATION.	.60
SUBTOTAL FOR B190			42.20
Non-Working Travel			
03/04/12	M. Levengood	TRAVEL FROM ATLANTA, GA TO COLUMBIA, SC	3.00
03/15/12	M. Levengood	TRAVEL FROM ATLANTA TO TRAVELERS REST, SC	2.00
03/16/12	M. Levengood	RETURN FROM COLUMBIA SC TO ATLANTA GA	3.00
SUBTOTAL FOR B195			8.00
Business Operations			
03/06/12	M. Levengood	REVIEW EMAILS AND DEBTOR DOCUMENTS REGARDING EXECUTORY CONTRACT ISSUES	1.40
03/07/12	M. Levengood	REVIEW AND REPLY TO EMAILS FROM D. MCADA REGARDING EXECUTORY CONTRACT MATTERS (.3); TELEPHONE CONFERENCE WITH G. MARSH AND B. BATES (.2); FOLLOW UP TELEPHONE CONFERENCE WITH B. BATES REGARDING NEGOTIATIONS (.3)	.80
03/07/12	J. Phillips	PREPARE INDEPENDENT CONTRACTOR AGREEMENT FOR T. CHERRY (1.0); DISCUSSION WITH G. MARSH REGARDING SAME (.5).	1.50
03/08/12	J. Phillips	REVIEW (.4) AND INCORPORATE (.3) COMMENTS ON T. CHERRY INDEPENDENT CONTRACTOR AGREEMENTS; CORRESPONDENCE WITH T. CHERRY, K. GOODMAN AND G. MARSH REGARDING SAME (.3).	1.00
03/26/12	J. Phillips	REVIEW COMPUTER LEASE AGREEMENT AND PURCHASE OPTION TERMS WITH M. LEVENGOD (.3); REVIEW SCHEDULES TO LEASE AGREEMENT (.3); PREPARE LEASE AGREEMENT AND PURCHASE OPTION (2.0).	2.60
03/29/12	J. Phillips	CORRESPONDENCE WITH K. GOODMAN, M. LEVENGOD AND DEBTOR MANAGEMENT REGARDING IT LEASE AND PURCHASE OPTION AGREEMENT (.4); EDIT AND UPDATE AGREEMENT ACCORDINGLY (.8).	1.20

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03/30/12	J. Phillips	MULTIPLE TELEPHONE CALLS WITH S. HORGAN TO DISCUSS LEASE/PURCHASE OPTION AGREEMENT FOR IT EQUIPMENT (.6); REVIEW AND MODIFY LEASE/PURCHASE OPTION AGREEMENT ACCORDINGLY (.6); FINALIZE SAME (.2).	1.40
SUBTOTAL FOR B210			9.90
Employee Benefits/Pensions			
03/08/12	M. Levengood	REVIEW EMAILS FROM J. PHILLIPS AND G. MARSH REGARDING INDEPENDENT CONTRACTOR AGREEMENT AND ATTACHED DRAFT (.4); PREPARE EMAIL TO J. PHILLIPS AND K. GOODMAN (.1); REVIEW EMAIL FROM K. GOODMAN (.1); TELEPHONE CONFERENCE WITH J. PHILLIPS (.1)	.70
03/12/12	S.S. Choy	REVIEW ASSET SALE TRANSACTION DOCUMENTS FOR BENEFIT ISSUES.	.80
03/13/12	L.M. Hutchins	PREPARE COMMENTS REGARDING EMPLOYEE BENEFIT PROVISIONS IN ASSET PURCHASE AGREEMENT.	.70
03/14/12	L.M. Hutchins	PREPARE COMMENTS REGARDING EMPLOYEE BENEFIT PROVISIONS IN ASSET PURCHASE AGREEMENT.	.20
03/14/12	S.S. Choy	ANALYZE EMPLOYEE BENEFIT ISSUES CONNECTED TO ASSET SALE TRANSACTION; DRAFT PROVISIONS FOR TRANSACTION DOCUMENTS.	1.40
03/19/12	S.S. Choy	ANALYZE REQUIREMENTS FOR POSSIBLE TRANSFER OF COBRA CONTINUATION COVERAGE OBLIGATION TO BUYER AND OTHER BENEFIT ISSUES.	1.00
03/20/12	L.M. Hutchins	PREPARE DUE DILIGENCE CHECKLIST OF ITEMS NEEDED FOR EMPLOYEE BENEFITS REVIEW.	2.20
03/27/12	L.M. Hutchins	REVIEW DOCUMENTS IN DATA ROOM RELATING TO EMPLOYEE BENEFITS AND PREPARE SURVEY OF ITEMS NEEDED.	.50
03/27/12	S.S. Choy	ANALYZE COBRA LIABILITY TRANSFER OPTIONS FOR ASSET SALE TRANSACTION; DRAFT SUMMARY OF REQUIREMENTS; CONFERENCE WITH J. BLANCO.	.50

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03/28/12	L.M. Hutchins	REVIEW EMPLOYEE BENEFIT PLAN DOCUMENTS IN DATA ROOM AND PREPARE SUMMARY OF BENEFIT PROGRAM AND ITEMS NEEDED FOR S. CHOY AND J. PHILLIPS.	1.40
SUBTOTAL FOR B220			9.40
Financing/Cash Collections			
02/28/12	S. Baxter	REVIEW DIP NOTE AND FORM OF ADVANCE REQUEST AND FORWARD COMMENTS TO SAME (.5); CORRESPOND WITH MEMBERS OF WORKING GROUP REGARDING SAME (.1); ATTEND TO LENDER REQUESTS (.4).	1.00
02/28/12	B. Bates	REVIEW AND REVISE CASH COLLATERAL MOTION AND ORDER.	1.00
02/28/12	B. Bates	REVIEW AND REVISE DIP LOAN PAPERS AND MOTION.	1.80
02/28/12	B. Bates	REVIEW AND REVISE LOCAL RULE 4001 NOTICES.	1.30
02/29/12	M. Levengood	TRIAL PREPARATION FOR FIRST DAY HEARINGS.	1.70
02/29/12	G. Marsh	WORK ON DIP FINANCING PAPERS.	2.00
02/29/12	S. Baxter	ATTEND TO LENDER REQUESTS RELATING TO LIEN MATTERS (.3); REVIEW DUE DILIGENCE (.2); CONFERENCE WITH G. MARSH REGARDING PREPETITION LOAN DOCUMENTS AND DIP LOAN DOCUMENT MATTERS (.6).	1.10
03/01/12	M. Levengood	TRIAL PREPARATION FOR FIRST DAY HEARINGS ON USE OF CASH COLLATERAL AND DIP FINANCING	4.10
03/01/12	S. Baxter	CORRESPOND AND DISCUSS INTERIM ADVANCE REQUIREMENTS WITH LENDER'S COUNSEL (.2); REVISE RESOLUTIONS AND CIRCULATE SAME TO CLIENT FOR EXECUTION (.2); PREPARE AND CIRCULATE INCUMBENCY CERTIFICATES (.6); ATTEND TO INTERIM ADVANCE FUNDING REQUIREMENTS (1.9); PREPARE AND CIRCULATE SCHEDULE REQUIRED BY DIP CREDIT AGREEMENT (.8); TELEPHONE CONFERENCE WITH M. CAMPBELL (.1).	3.80
03/01/12	B. Bates	REVIEW AND REVISE LOCAL RULE 4001 NOTICES	1.60

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03/01/12	B. Bates	ANALYSIS AND PREPARATION REGARDING SCHEDULE 6.5 TO DIP LOAN AGREEMENT	2.10
03/02/12	S. Baxter	PREPARE DOCUMENTS FOR EXECUTION (.6); ATTEND TO DIP LOAN CLOSING CONDITIONS (1.1).	1.70
03/02/12	M. Levengood	CONTINUED PREPARATION FOR EXPEDITED PRELIMINARY HEARINGS ON MOTION TO USE CASH COLLATERAL AND ON MOTION TO APPROVE DIP FINANCING (2.4); CONFERENCE WITH G. MARSH AND B. BATES IN CONNECTION WITH HEARINGS (.3)	2.70
03/02/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING DIP BUDGET	.80
03/04/12	S. Baxter	REVIEW CORRESPONDENCE RELATING TO CLOSING AND INTERIM ADVANCE.	.30
03/05/12	M. Levengood	REVIEW CASH COLLATERAL USAGE AND DIP FINANCING MOTIONS IN PREPARATION FOR FIRST DAY HEARINGS	.80
03/05/12	S. Baxter	REVIEW, REVISE AND CIRCULATE INTERIM ADVANCE REQUEST (.2); ATTEND TO LENDER PRE-CLOSING REQUESTS AND OTHER PRE-CLOSING MATTERS (1.8).	2.00
03/06/12	S. Baxter	ATTEND TO DIP LOAN AGREEMENT CLOSING MATTERS.	1.80
03/06/12	G. Marsh	WORK ON FUNDING OF DIP LOAN.	2.20
03/07/12	S. Baxter	ATTEND TO POST-CLOSING MATTERS.	.10
03/08/12	S. Baxter	ATTEND TO POST-CLOSING MATTERS.	.30
03/09/12	S. Baxter	REVIEW GUARANTY SUBORDINATION AGREEMENT AND RELATED DOCUMENTS (.3); CORRESPOND WITH MLA TEAM REGARDING SAME (.2).	.50
03/12/12	S. Baxter	REVIEW DRAFT OF FINAL DIP ORDER AND PREPARE COMMENTS TO SAME (.4); REVIEW COMMENTS OF UNSECURED CREDITORS COMMITTEE TO DIP ORDER AND CREDIT AGREEMENT (.4); TELEPHONE CONFERENCE WITH G. MARSH (.1).	.90
03/12/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING FINAL ORDERS ON DIP FINANCING AND CASH COLLATERAL.	1.70

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03/12/12	M. Levengood	REVIEW AND REVISE FINAL DIP FINANCING ORDER IN PREPARATION FOR CONFERENCE WITH G. MARSH AND B. BATES REGARDING FIRST DAY FINAL HEARINGS (.9); CONFERENCE WITH G. MARSH AND B. BATES REGARDING FIRST DAY HEARING PREPARATIONS (1.7); TELEPHONE CONFERENCE WITH G. MARSH AND D. BLECK REGARDING NEGOTIATIONS WITH COMMITTEE ON FINAL ORDER PERMITTING USE OF CASH COLLATERAL AND FINAL DIP FINANCING ORDER (.8); TELEPHONE CONFERENCE WITH G. MARSH, B. BATES AND J. ALTER REGARDING COMMITTEE'S POSITION ON DIP FINANCING AND CASH COLLATERAL ORDERS (.9); TELEPHONE CONFERENCE WITH K. GOODMAN REGARDING DEVELOPMENTS (.3)	4.60
03/13/12	M. Levengood	REVIEW AND REVISE FINAL CASH COLLATERAL ORDER AND FINAL DIP FINANCING ORDER (1.4); CONFERENCE WITH G. MARSH REGARDING PROPOSED REVISIONS (.3); CONFERENCE WITH G. MARSH AND B. BATES REGARDING COMMITTEE CONDITIONAL OBJECTIONS TO MOTIONS (.7)	2.40
03/13/12	S. Baxter	REVIEW INITIAL DRAFT OF FINAL DIP ORDER AND PREPARE COMMENTS TO SAME (1.8); REVIEW COMMENTS OF UNSECURED CREDITORS' COMMITTEE REGARDING SAME AND OTHER DOCUMENTS (.5).	2.30
03/13/12	B. Bates	REVIEW AND REVISE DRAFTS OF DIP FINANCING AND CASH COLLATERAL FINAL ORDERS	1.20
03/13/12	B. Bates	ANALYSIS REGARDING COMMITTEE'S OBJECTIONS FILED TO DIP FINANCING, CASH COLLATERAL AND BID PROCEDURES MOTIONS.	2.30
03/14/12	S. Baxter	REVIEW CORRESPONDENCE REGARDING ADVANCE OF LOAN (.1); REVIEW LOAN AGREEMENT REGARDING SAME (.3); CORRESPOND WITH G. MARSH REGARDING SAME (.1)	.50

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03/14/12	M. Levengood	CONFERENCE CALL WITH D. BLECK, B. ROTHSCHILD, G. MARSH AND B. BATES REGARDING NEGOTIATIONS TO RESOLVE COMMITTEE OBJECTIONS TO FINAL ORDERS REGARDING USE OF CASH COLLATERAL AND DIP FINANCING	1.90
03/14/12	B. Bates	REVIEW AND REVISE DRAFTS OF CASH COLLATERAL AND DIP FINANCING ORDERS.	1.00
03/15/12	S. Baxter	REVIEW CORRESPONDENCE.	.10
03/16/12	M. Levengood	ATTEND FINAL HEARINGS ON FIRST DAY MOTIONS TO USE CASH COLLATERAL, TO AUTHORIZE DIP FINANCING AND TO APPROVE BIDDING PROCEDURES	2.00
03/21/12	S. Baxter	ATTEND TO DIP LENDER REQUESTS.	.10
03/27/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING TAX ID NUMBER ISSUES.	.40
03/29/12	S. Baxter	ATTEND TO DIP LENDER REQUESTS.	.20
SUBTOTAL FOR B230			56.30
Tax Issues			
03/15/12	M.D. Royko	PREPARED EMAIL FOR DISTRIBUTION OF LEASE AND SUBORDINATION, NON-DISTURBANCE AND ATTORNEYMENT AGREEMENT FOR CORPORATE 1 BUILDING TO M. LEVENGOOD	.70
03/29/12	B. Bates	COMMUNICATIONS WITH T. CHERRY AND D. MCADA REGARDING IRS COMMUNICATION RECEIVED.	.30
SUBTOTAL FOR B240			1.00
Real Estate			
03/09/12	M. Levengood	REVIEW AND REPLY TO EMAIL FROM M. CAMPBELL REGARDING OFFICE LEASE (.1); TELEPHONE CONFERENCE WITH REAL ESTATE PARTNERS REGARDING MATTER (.3); REVIEW BACKGROUND DOCUMENTS (.5)	.90
03/12/12	M.D. Royko	MEETING WITH M. LEVENGOOD TO DISCUSS TRANSACTION DETAILS AND REVIEW OF EMAILS AND DOCUMENTATION REGARDING SAME	1.10
03/12/12	M. Levengood	CONFERENCE WITH M. ROYKO REGARDING OFFICE LEASE PROJECT	.50
03/13/12	M.D. Royko	WORK ON DRAFT LEASE FOR CORPORATE 1 BUILDING	4.00

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03/13/12	M.D. Royko	CALL WITH M. LEVENGOOD AND K. GOODMAN REGARDING TERMS OF NEW LEASE FOR CORPORATE 1 BUILDING	.40
03/13/12	M.D. Royko	CONFERENCE WITH B. HOLMES AND J. BARKIN REGARDING LEASE AND SUBORDINATION NON-DISTURBANCE AND ATTORNMENT AGREEMENT ISSUES AND PRECEDENT DOCUMENTATION FOR SAME	.20
03/14/12	M.D. Royko	REVISIONS TO LEASE AND SUBORDINATION NON-DISTURBANCE AND ATTORNMENT AGREEMENT FOR CORPORATE 1 BUILDING	1.90
03/15/12	M.D. Royko	CONFERENCE WITH J. BARKIN REGARDING ISSUES ON LEASE AND SUBORDINATION, NON-DISTURBANCE AND ATTORNMENT AGREEMENT FOR CORPORATE 1 BUILDING	.40
03/15/12	M.D. Royko	CALL WITH M. LEVENGOOD TO DISCUSS LEASE AND SUBORDINATION, NON-DISTURBANCE AND ATTORNMENT AGREEMENT FOR CORPORATE 1 BUILDING	.10
03/15/12	M.D. Royko	REVISIONS TO LEASE AND SUBORDINATION, NON-DISTURBANCE AND ATTORNMENT AGREEMENT FOR CORPORATE 1 BUILDING	.90
03/20/12	M. Levengood	REVIEW LEASE MARKUP AND K. GOODMAN'S COMMENTS ON OFFICE LEASE (.3); PREPARE EMAIL TO M. ROYKO (.1); REVIEW AND REPLY TO EMAIL FROM M. ROYKO (.1); REVIEW OUTSTANDING LEASE ISSUES (1,1)	1.60
03/20/12	M.D. Royko	REVIEW OF K. GOODMAN COMMENTS TO CORPORATE 1 LEASE AND REVISIONS TO SAME; EMAIL OF SAME TO M. LEVENGOOD AND K. GOODMAN	1.40
03/27/12	M. Levengood	REVIEW EMAIL FROM K. GOODMAN CONFIRMING THE OFFICE LEASE AND SNDA ARE ACCEPTABLE TO LENDER (.1); REVIEW OFFICE LEASE AND SNDA (.2); REVIEW AND REVISE WELLNESS CENTER LEASE (.3); TELEPHONE CONFERENCE WITH M. CAMPBELL REGARDING WELLNESS CENTER LEASE PROVISIONS (.1) REVIEW AND REPLY TO EMAIL FROM M. CAMPBELL REGARDING WELLNESS CENTER LEASE (.2); PREPARE EMAIL TO A. WANG (.1); CONFERENCE WITH G. MARSH	1.30

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03/28/12	M. Levengood	REGARDING HIS WELLNESS CENTER LEASE REVIEW (.1); FURTHER REVISIONS TO WELLNESS CENTER LEASE (.2) REVIEW AND REVISE MOTION FOR AUTHORITY TO ENTER INTO AND TO APPROVE LEASES BY THE DEBTOR OF OFFICE SPACE, COMPUTERS AND IT AND A WELLNESS CENTER (1.7); REVIEW AND REPLY TO EMAILS REGARDING REVISIONS TO WELLNESS CENTER LEASE AGREEMENT (.3); REVIEW AND REPLY TO EMAIL FROM K. GOODMAN REGARDING OFFICE LEASE (.1); LEGAL RESEARCH REGARDING MOTION (.8)	2.90
03/29/12	M. Levengood	REVIEW EMAIL REGARDING EXECUTION COPY OF SNDA (.1); TELEPHONE CONFERENCE WITH M. CAMPBELL REGARDING WELLNESS CENTER LEASE AND GOLF AGRONOMICS LIEN AGAINST WRONG PROPERTY (.2); TELEPHONE CALL TO COUNSEL FOR GOLF AGRONOMICS (.1); PREPARE EMAIL TO COUNSEL FOR GOLF AGRONOMICS REGARDING MECHANICS LIEN (.2); REVIEW EMAIL FROM COUNSEL FOR GOLF AGRONOMICS (.1); REVIEW APPRAISAL OF COMPUTER EQUIPMENT AND IT (.2); PREPARE EMAILS TO J. PHILLIPS AND K. GOODMAN (.1); REVIEW AND REPLY TO EMAILS FROM J. PHILLIPS AND G. MARSH (.1); REVIEW AND REPLY TO EMAIL FROM M. CAMPBELL (.1); REVIEW EMAIL FROM J. PHILLIPS (.2); PREPARE EMAIL TO APPRAISER (.1); TELEPHONE CONFERENCE WITH M. CAMPBELL (.1); REVIEW AND REPLY TO EMAIL FROM J. PHILLIPS (.1)	1.70
03/30/12	M. Levengood	LEGAL RESEARCH (.4); REVIEW AND REVISE MOTION TO LEASE PROPERTY (.8); REVIEW AND REVISE EXHIBITS TO MOTION (.4); CONFERENCE WITH G. MARSH REGARDING MOTION (.1); CONFERENCE WITH B. BATES REGARDING FINAL REVISIONS TO MOTION (.2); REVIEW AND REPLY TO EMAILS REGARDING AUTHORITY TO ATTACH SIGNATURE PAGES (.2); TELEPHONE	2.20

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CONFERENCE WITH K. GOODMAN (.1)

SUBTOTAL FOR B250		21.50
Claims Administration and Objections		
03/08/12	G. Marsh	REVIEW PROOFS OF CLAIMS. .90
03/09/12	B. Bates	REVIEW AND REVISE BAR DATE MOTION. 1.60
03/13/12	B. Bates	REVIEW AND REVISE BAR DATE MOTION. .90
03/19/12	D. Gordon	RESEARCH ISSUES RELATING TO CLAIMS ESTIMATION PROCEDURES AND STANDARDS (3.0); MEMORANDUM TO G. MARSH REGARDING SAME (0.5). 3.50
03/20/12	B. Bates	REVIEW AND REVISE BAR DATE MOTION. 2.00
03/20/12	M. Levengood	REVIEW EMAIL FROM B. BATES AND ATTACHED DRAFT CLAIM BAR DATE MOTION .30
03/21/12	M. Levengood	REVIEW EMAIL FROM D. GORDON REGARDING CLAIMS ESTIMATION RESEARCH (.4); LEGAL RESEARCH REGARDING ESTIMATION OF CLAIMS (.9) 1.30
03/21/12	B. Bates	COMMUNICATIONS WITH COMMITTEE COUNSEL REGARDING BAR DATE MOTION. .50
03/28/12	M. Levengood	REVIEW REVISED DRAFT OF MOTION TO SET BAR DATE FOR FILING CLAIMS .40
03/28/12	B. Bates	REVIEW AND REVISE BAR DATE MOTION PER COMMITTEE'S COMMENTS. 1.20
03/29/12	B. Bates	COMMUNICATIONS WITH BMC REGARDING COMMUNICATION RECEIVED FROM CLERK'S OFFICE REGARDING CLAIMS. .20
03/29/12	B. Bates	COMMUNICATIONS REGARDING CHANGES TO BAR DATE MOTION. .40
03/30/12	B. Bates	FINALIZE AND FILE BAR DATE MOTION. .50
SUBTOTAL FOR B310		13.70
Plan and Disclosure Statement		
03/09/12	M. Levengood	REVIEW OF MATERIALS IN CONNECTION WITH DRAFTING OF PLAN OF REORGANIZATION 1.90
03/12/12	M. Levengood	REVIEW AND REPLY TO EMAIL FROM M. LANGE (.1); TELEPHONE CONFERENCE WITH M. LANGE REGARDING SUMMARY OF LIKELY PLAN TERMS AND SUMMARY OUTLINE OF TAX SECTION FOR DISCLOSURE STATEMENT (.7) .80
03/20/12	M. Levengood	REVIEW PLAN MATERIALS (.6); REVIEW EMAIL FROM B. ROTHSCHILD (.1); REVIEW EMAIL FROM J. PEGNIA (.1) .80

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03/29/12	M. Levengood	DRAFT DEBTORS' JOINT PLAN OF REORGANIZATION (2.2); CONFERENCE WITH G. MARSH REGARDING SUBSTANTIVE CONSOLIDATION (.2)	2.40
03/30/12	M. Levengood	REVIEW AND REVISE JOINT PLAN OF REORGANIZATION (3.6); CONFERENCE WITH G. MARSH REGARDING DEVELOPMENTS (.3); CONFERENCE WITH K. GOODMAN REGARDING DEVELOPMENTS (.2);	4.10
03/31/12	M. Levengood	REVIEW AND REVISE JOINT PLAN OF REORGANIZATION	3.90
SUBTOTAL FOR B320 General Bankruptcy Advice/Opinion			13.90
03/29/12	B. Bates	PREPARE AND FILE ORDINARY COURSE PROFESSIONAL AFFIDAVIT FOR APPRAISER.	.80
03/30/12	B. Bates	REVIEW, REVISE AND FILE MOTION TO APPROVE LEASE OF CERTAIN REAL PROPERTY AND INFORMATION TECHNOLOGY EQUIPMENT.	1.10
SUBTOTAL FOR B410 Restructurings			1.90
02/28/12	G. Marsh	REVIEW T. CHERRY DECLARATION.	1.00
02/28/12	G. Marsh	PREPARE FOR HEARING.	1.00
02/28/12	G. Marsh	ASSIST IN FIRST DAY FILINGS.	1.00
03/23/12	A.K. Wang	REVIEWED TERM SHEET FOR WELLNESS CENTER LEASE; DETERMINED APPROPRIATE FORM LEASE; SPOKE WITH M LEVENGOOD	.50
03/25/12	A.K. Wang	DRAFTED WELLNESS CENTER LEASE.	4.50
03/26/12	A.K. Wang	REVISED DRAFT WELLNESS CENTER LEASE AND SENT TO M LEVENGOOD FOR REVIEW.	.80
03/27/12	A.K. Wang	REVIEWED LEASE INSURANCE PROVISIONS FOR TENANT LIMITS	.30
03/28/12	A.K. Wang	REVISED RENT SECTION OF WELLNESS CENTER LEASE; REVISED FOR CLIENT COMMENTS.	1.00
03/29/12	S. Baxter	ATTEND TO UNSECURED COMMITTEE COUNSEL REQUESTS.	.20

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SUBTOTAL FOR B420				10.30
Fact Gathering				
03/28/12 S. Baxter	ATTEND TO UNSECURED COMMITTEE REQUESTS.			.20
SUBTOTAL FOR C100				.20
Employee/Labor				
03/15/12 S.S. Choy	ANALYZE BENEFITS MATTERS CONNECTED TO ASSET SALE TRANSACTION.			.20
SUBTOTAL FOR P250				.20
Case Administration	(B110)			
B. Bates	104.50	425.00	\$44,412.50	
G. Marsh	129.80	550.00	\$71,390.00	
J. Blanco	21.90	480.00	\$10,512.00	
M. Lange	3.50	680.00	\$2,380.00	
M. Levengood	39.70	540.00	\$21,438.00	
TOTAL HOURS AND FEE	299.40		150,132.50	
Asset Analysis and Recovery	(B120)			
B. Bates	50.70	425.00	\$21,547.50	
TOTAL HOURS AND FEE	50.70		\$21,547.50	
Asset Disposition	(B130)			
B. Bates	5.70	425.00	\$2,422.50	
J. Phillips	76.30	375.00	\$28,612.50	
M. Levengood	6.10	540.00	\$3,294.00	
S. Baxter	.20	480.00	\$96.00	
TOTAL HOURS AND FEE	88.30		\$34,425.00	
Relief from Stay/Adequate Protection	(B140)			
B. Bates	2.90	425.00	\$1,232.50	
TOTAL HOURS AND FEE	2.90		\$1,232.50	
Meetings and Comms. with Creditors	(B150)			
B. Bates	8.60	425.00	\$3,655.00	
M. Levengood	19.50	540.00	\$10,530.00	
TOTAL HOURS AND FEE	28.10		\$14,185.00	

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Fee/Employment Applications	(B160)		
B. Bates	6.00	425.00	\$2,550.00
M. Levengood	2.80	540.00	\$1,512.00
TOTAL HOURS AND FEE	8.80		\$4,062.00
Assumption/Rejection of Leases and C(nB185t)			
B. Bates	1.70	425.00	\$722.50
M. Levengood	6.20	540.00	\$3,348.00
TOTAL HOURS AND FEE	7.90		\$4,070.50
Other Contested Matters	(B190)		
B. Bates	1.10	425.00	\$467.50
D. Gordon	2.80	375.00	\$1,050.00
M. Levengood	38.30	540.00	\$20,682.00
TOTAL HOURS AND FEE	42.20		\$22,199.50
Non-Working Travel	(B195)		
M. Levengood	8.00	540.00	\$4,320.00
TOTAL HOURS AND FEE	8.00		\$4,320.00
Business Operations	(B210)		
J. Phillips	7.70	375.00	\$2,887.50
M. Levengood	2.20	540.00	\$1,188.00
TOTAL HOURS AND FEE	9.90		\$4,075.50
Employee Benefits/Pensions	(B220)		
L.M. Hutchins	5.00	330.00	\$1,650.00
M. Levengood	.70	540.00	\$378.00
S.S. Choy	3.70	515.00	\$1,905.50
TOTAL HOURS AND FEE	9.40		\$3,933.50
Financing/Cash Collections	(B230)		
B. Bates	15.20	425.00	\$6,460.00
G. Marsh	4.20	550.00	\$2,310.00
M. Levengood	20.20	540.00	\$10,908.00
S. Baxter	16.70	480.00	\$8,016.00

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TOTAL HOURS AND FEE	56.30		\$27,694.00
Tax Issues	(B240)		
B. Bates	.30	425.00	\$127.50
M.D. Royko	.70	450.00	\$315.00
TOTAL HOURS AND FEE	1.00		\$442.50
Real Estate	(B250)		
M. Levengood	11.10	540.00	\$5,994.00
M.D. Royko	10.40	450.00	\$4,680.00
TOTAL HOURS AND FEE	21.50		\$10,674.00
Claims Administration and Objections	(B310)		
B. Bates	7.30	425.00	\$3,102.50
D. Gordon	3.50	375.00	\$1,312.50
G. Marsh	.90	550.00	\$495.00
M. Levengood	2.00	540.00	\$1,080.00
TOTAL HOURS AND FEE	13.70		\$5,990.00
Plan and Disclosure Statement	(B320)		
M. Levengood	13.90	540.00	\$7,506.00
TOTAL HOURS AND FEE	13.90		\$7,506.00
General Bankruptcy Advice/Opinion	(B410)		
B. Bates	1.90	425.00	\$807.50
TOTAL HOURS AND FEE	1.90		\$807.50
Restructurings	(B420)		
A.K. Wang	7.10	535.00	\$3,798.50
G. Marsh	3.00	550.00	\$1,650.00
S. Baxter	.20	480.00	\$96.00
TOTAL HOURS AND FEE	10.30		\$5,544.50
Fact Gathering	(C100)		
S. Baxter	.20	480.00	\$96.00

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TOTAL HOURS AND FEE	.20		\$96.00
Employee/Labor	(P250)		
S.S. Choy	.20	515.00	\$103.00
TOTAL HOURS AND FEE	.20		\$103.00