# Exhibit "B-5"

Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 2 of 22

> McKenna Long & Aldridge

Tel: 404.527.4000 www.mckennalong.com

Remittonce Address: P.O. Box 116573, Atlanta, GA 30368 Wire Transfer Instructions Bank Name: SunTrust Bank Bank Address: 25 Park Place, 26th Floor, Atlanta, GA 30303 ABA Number: 061000104 Swift Code/Bank Code: SNTRUS3A 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
 Invoice No. 827723

 Matter No.: 034172.00001
 Invoice Date: August 8, 2012

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

Name	Hours Worked	Billed Per Hour	Bill Amount
	as as ar an an ar ar		
M. Lange	2,50	680.00	1,700.00
E.R. Taylor III	8,60	665.00	5,719.00
W. Floyd	7.60	650.00	4,940.00
G. Marsh	124,90	550.00	68,695.00
M. Levengood	98.80	540.00	53,352.00
M.D. Royko	1,10	450.00	495.00
K, Beystehner	3.80	425.00	1,615.00
B. Bates	164.40	425.00	69,870.00
D.B. Swanson	2,00	425.00	850.00
A.K. Higgins	2.30	340.00	782.00
M. Weiss	33.50	340.00	11,390.00
J.T. Kelly	4,50	275.00	1,237.50
	======	========	
Total	454.00		220,645.50

TOTAL FEES:

\$220,645.50

Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 3 of 22

CCHG HOLDINGS,	INC.	August 8,	2012	PAGE	2
MATTER NUMBER:	034172,00001				
INVOICE NO.: 82	27723				

## CHARGES:

COPY CHARGES	866,00	
DELIVERY SERVICE/MESSENGER	54.57	
LITIGATION SUPPORT VENDORS	151,80	
LOCAL TRAVEL	10,00	
LONG DISTANCE TELEPHONE	374.42	
MEALS	192.19	
OTHER	607.66	
OUT OF TOWN TRAVEL	855.29	
PACER SEARCHES	15,60	
WESTLAW RESEARCH	2,743.90	

# TOTAL CHARGES;

\$ 5,871.43

TOTAL THIS STATEMENT:

\$226,516.93

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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 4 of 22

August 8, 2012

CCHG HOLDINGS, INC. MATTER NUMBER: 034172.00001 INVOICE NO.: 827723

DESCRIPTION OF SERVICES

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Case Admini				
07/02/12	G,	Marsh	REVIEW AND REPLY TO E-MAILS.	.50
07/03/12				2.20
07/03/12	G.	Marsh	WORK ON GE RESOLUTION.	1.00
07/03/12	G.	Marsh	WORK ON SOLICITATION PROTOCOL.	1.00
07/05/12	G,	Marsh	WORK ON GE SETTLEMENT.	1.00
07/05/12 07/06/12	G,	Marsh	REVIEW AND REPLY TO E-MAILS FROM	.50
			CHIEF RESTRUCTURING OFFICER,	
07/06/12	В.	Bates	REVIEW AND REVISE WORKING GROUP	.50
			ACTION LIST,	
07/09/12	G.	Marsh	TELEPHONE DISCUSSION WITH L. BARR	,50
			REGARDING STATUS.	
07/09/12	G,	Marsh	TELEPHONE DISCUSSION WITH COUNSEL	,50
			FOR KIP.	
07/09/12	G.	Marsh	REVIEW AND REPLY TO E-MAILS.	, 50
07/09/12	Β,	Bates	COMMUNICATIONS WITH G, MARSH	.60
			REGARDING CLAIM OBJECTIONS AND PLAN	
			MATTERS.	
07/11/12	G,	Marsh	TELEPHONE CONFERENCE WITH K.	.50
			GOODMAN REGARDING STATUS AND REVIEW	
			E-MAILS REGARDING SAME.	
07/11/12	G.	Marsh	REVIEW E-MAILS REGARDING ANSWERS TO	.50
			QUESTIONS FROM L. BARR REGARDING	
			MONTHLY OPERATING REPORTS.	
07/11/12	G.	Marsh	MEET WITH J. PHILLIPS ON ASSET	.50
			PURCHASE AGREEMENT.	
07/12/12			WORK ON BOARD RESOLUTION,	1.00
07/12/12	G.	Marsh	TELEPHONE DISCUSSION WITH A. WEISS	,50
			REGARDING STATUS,	
07/13/12			RESPOND TO J. CLEMENS.	.50
07/13/12			WORK ON L. HERB SETTLEMENT,	1.00
07/16/12			RESPOND TO CREDITOR INQUIRIES,	1.50
07/16/12	G,	Marsh	TELEPHONE DISCUSSION WITH K.	1.00
			GOODMAN REGARDING STATUS,	
07/16/12	G,	Marsh	REVIEW AMENDMENT TO INDENTURE AND	1,00
			SECURITY AGREEMENT.	
07/17/12			REVIEW WORTHINGTON HYDE AGREEMENT.	1,00
07/17/12			WORK ON L. HERB SETTLEMENT.	1.00
07/17/12				1,00
07/18/12	G.	Marsh	WORK ON L. HERB SETTLEMENT.	.90

PAGE 3

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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 5 of 22

August 8, 2012 I

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CCHG HOLDINGS, INC. MATTER NUMBER: 034172.00001 INVOICE NO.: 827723

07/18/12	G. Marsh	REVIEW AND REPLY TO E-MAILS FROM J.	.50
07/18/12	G. Marsh	ALTER, TELEPHONE DISCUSSION WITH A. WEISS	.60
077.07.12	G. Marsh	REGARDING STATUS,	
07/18/12	G. Marsh	PREPARE FOR DEPOSITION.	1,70
07/20/12	B. Bates	FINALIZE AND FILE MONTHLY OPERATING	1,10
		REPORT.	
07/20/12	B. Bates		.70
07/20/12	B. Bates	CALL. CONFER WITH G. MARSH REGARDING	.50
07/20/12	D. Dates	CLIFFS BOARD MEETING AND ACTION	
07/20/12	G. Marsh G. Marsh	REVIEW AND REPLY TO E-MAILS.	, 50
07/20/12	G. Marsh	TELEPHONE DISCUSSION WITH CREDITORS	
		AND MEMBERS.	
07/23/12	G. Marsh	RESPOND TO CREDITOR AND MEMBER	1.00
		QUESTIONS.	
	G. Marsh	CONSULT WITH K. GOODMAN ON STATUS.	1.00
	G. Marsh		1,00
		WORK ON L. HERB SETTLEMENT,	1.00
07/26/12	G. Marsh		.50
00100100		QUESTIONS.	
07/26/12	G. Marsh	TELEPHONE DISCUSSION WITH D.	.20
		SLOVENSKY REGARDING HIS MEMBER	
07/07/10	G. Marsh	CLAIM.	1 50
07/27/12	G. Margh	WORK ON ISSUES WITH U.S. FOODS. WORK ON ISSUES WITH B. CASSIDY.	1.50 1.50
07/27/12	G. Marsh G. Marsh	WORK ON ISSUES WITH B. BARTON.	1.00
07/31/12	G. Marsh	WORK ON L. HERB SETTLEMENT.	1.00
07/31/12	B. Bates	FINALIZE AND FILE BMC NOTICE LIST.	.30
07/31/12	G. Marsh	REVIEW E-MAILS.	.50
	G, Marsh	TELEPHONE DISCUSSION WITH K.	.50
		GOODMAN REGARDING STATUS,	
07/31/12	E.R. Taylor III		1.30
	-	SECURITIES LAW ISSUES,	
	-		
SUBTOTAL FO			39,40
	Stay/Adequate Pr	OLECTION	* • • •
07/03/12	B. Bales	WORK REGARDING RESOLUTION OF GE	1.90
		STAY RELIEF MOTION VIA PROPOSED CONSENT ORDER AND NEGOTIATIONS	
		REGARDING SAME.	
07/05/12	B. Bates	WORK REGARDING GE CONSENT ORDER IN	, 90
.,,		RESOLUTION OF STAY MOTION.	, 20
07/11/12	B, Bates	FINALIZE GE CONSENT ORDER FOR COURT	.60
		APPROVAL.	

Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 6 of 22

CCHG HOLDINGS, INC. MATTER NUMBER: 034172.00001 INVOICE NO.: 827723

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Meetings and Comms. with Creditors       07/03/12 B. Bates       COMMUNICATIONS WITH CREDITORS       1.00         07/05/12 B. Bates       COMMUNICATIONS WITH CREDITORS       1.00         07/05/12 B. Bates       COMMUNICATIONS WITH CREDITORS       1.00         07/06/12 B. Bates       COMMUNICATIONS WITH CREDITORS       1.00         07/06/12 B. Bates       COMMUNICATIONS WITH CREDITORS       1.40         07/06/12 M. Levengood       REGARDING PLAN AND CLAIM MATTERS.       .30         07/09/12 M. Levengood       REVIEW CMAIL AND ATTACHMENT FROM J.       .30         07/09/12 M. Levengood       REVIEW COMMUNICATIONS REGARDING       .50         07/09/12 B. Bates       COMMUNICATIONS WITH CREDITORS       1.40         07/09/12 B. Bates       COMMUNICATIONS WITH CREDITORS       1.40         07/09/12 B. Bates       COMMUNICATIONS WITH CREDITORS       1.40         07/20/12 M. Levengood       REVIEW COMMUNICATIONS WITH CREDITORS       1.40         REGARDING PLAN AND CLAIM MATTERS.       .50       .50         07/20/12 M. Levengood       REVIEW COMUNICATIONS WITH CREDITORS       1.40         REGARDING PLAN AND CLAIM MATTERS.       .50       .50         07/20/12 M. Levengood       REVIEW CATIONS WITH J. ALTER       .50         07/20/12 M. Levengood       REVIEW CALTIONS WITH J. ALTER			3140		3.40
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07/05/12       B. Bates       COMMUNICATIONS WITH CREDITORS       1.00         07/05/12       B. Bates       COMMUNICATIONS WITH CREDITORS       1.40         07/06/12       B. Bates       COMMUNICATIONS WITH CREDITORS       1.40         07/06/12       B. Bates       COMMUNICATIONS WITH CREDITORS       1.40         07/06/12       M. Levengood       REVIEW EMAIL AND ATTACHMENT FROM J.       .30         ALTER REGARDING MEGOTIATING       COMMUNICATIONS REGARDING       .50         07/09/12       M. Levengood       REVIEW COMMUNICATIONS REGARDING       .50         07/09/12       M. Levengood       REVIEW COMMUNICATIONS REGARDING       .50         07/09/12       B. Bates       COMMUNICATIONS WITH CREDITORS       1.40         07/12/12       B. Bates       COMMUNICATIONS WITH CREDITORS       1.40         07/20/12       M. Levengood       REVIEW COMMUNICATIONS WITH J. ALTER       .50         07/20/12       M. Levengood       REVIEW AND FORWARD EMAIL TO B.       .20         BATES (.1)       BATES (.1)       6.30         SUBTOTAL FOR B150       6.30       6.30         Fee/Employment Applications       MORK ON MONTHLY FEE LETTERS.       .50         07/11/12       G. Marsh       WORK ON MONTHLY FEE LETTERS.       .50	07/03/12	в.	Bates		1,00
REGARDING PLAN AND CLAIM MATTERS.07/06/12B. BatesCOMMUNICATIONS WITH CREDITORS1.4007/06/12M. LevengoodREVIEW EMAIL AND ATTACHMENT FROM J3007/06/12M. LevengoodREVIEW EMAIL AND ATTACHMENT FROM J3007/09/12M. LevengoodREVIEW EMAIL AND ATTACHMENT FROM J3007/09/12M. LevengoodREVIEW COMMUNICATIONS REGARDING.5007/09/12B. BatesCOMMUNICATIONS WITH G. MARSH (.1).5007/09/12B. BatesCOMMUNICATIONS WITH CREDITORS1.4007/12/12B. BatesCOMMUNICATIONS WITH CREDITORS1.4007/20/12M. LevengoodREVIEW COMMUNICATIONS WITH J. ALTER.5007/20/12M. LevengoodREVIEW AND FORWARD EMAIL TO B2007/20/12M. LevengoodREVIEW AND FORWARD EMAIL TO B20BATES REGARDING INQUIRY BY CLUBMEMBER (.1);REVIEW AND FORWARD EMAIL FROM B5007/09/12G. MarshWORK ON MONTHLY FEE LETTERS5007/11/12G. MarshWORK ON MONTHLY FEE LETTERS5007/11/12B. BatesREVISE PROPOSED ORDERS ON FEE1.0007/11/12B. BatesREVISE PROPOSED ORDERS ON FEE1.0007/11/12 </td <td>07/05/100</td> <td>5</td> <td><b>D</b></td> <td></td> <td></td>	07/05/100	5	<b>D</b>		
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07/06/12M. LevengoodREGARDING PLAN AND CLAIM MATTERS. REVIEW EMAIL AND ATACHMENT FROM J. ALTER REGARDING NEGOTIATING COMMITTEE ENDORSEMENT OF PLAN (.2); CONFERENCE WITH G. MARSH (.1).3007/09/12M. LevengoodREVIEW COMMUNICATIONS REGARDING PLAN (.3); REVIEW EMAILS FROM K. GOODMAN (.2).5007/09/12B. BatesCOMMUNICATIONS WITH GREDITORS REGARDING PLAN AND CLAIM MATTERS. O7/12/121.4007/20/12B. BatesCOMMUNICATIONS WITH CREDITORS REGARDING PROFESSIONAL FEES AND PLAN MATTERS5007/20/12M. LevengoodREVIEW AND FORWARD EMAIL TO B. BATES (.1).20SUBTOTAL FOR B1506.30Fee/Employment Applications 07/09/12G. Marsh APPLICATIONS AND GE SETTLEMENT, APPLICATIONS AND GE SETTLEMENT, APPLICATIONS PER COMMUNICATIONS REGARDING INTERIM FEE APPLICATIONS PER COMMUNICATIONS REGARDING INTERIM FEE APPLICATIONS PER COMMUNICATIONS REGARDING INTERIM FEE APPLICATIONS PER COMMUNICATIONS REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE.1.00	AR LAC 120	-			4 10
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07/12/12B. BatesREGARDING PLAN AND CLAIM MATTERS. COMMUNICATIONS WITH J. ALTER REGARDING PROFESSIONAL FEES AND PLAN MATTERS. REVIEW AND FORWARD EMAIL TO B. BATES REGARDING INQUIRY BY CLUB MEMBER (.1); REVIEW EMAIL FROM B. BATES (.1).20SUBTOTAL FOR B150 Fee/Employment Applications 07/09/126.306.30SUBTOTAL FOR B150 Fee/Employment Applications 07/11/126.30O7/11/12G. Marsh REVIEW ORDERS REGARDING INTERIM FEE APPLICATIONS AND GE SETTLEMENT. REVIEW ORDERS ON FEE APPLICATIONS PER COMMUNICATIONS REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE.	07/00/12	P	Pator		1 40
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07/20/12M. LevengoodREGARDING PROFESSIONAL FEES AND PLAN MATTERS. REVIEW AND FORWARD EMAIL TO B. BATES REGARDING INQUIRY BY CLUB MEMBER (.1); REVIEW EMAIL FROM B. BATES (.1).20SUBTOTAL FOR B150 Fee/Employment Applications 07/09/126.30G. Marsh 07/11/12WORK ON MONTHLY FEE LETTERS. REVIEW ORDERS REGARDING INTERIM FEE APPLICATIONS AND GE SETTLEMENT. REVISE PROPOSED ORDERS ON FEE APPLICATIONS PER COMMUNICATIONS REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE.1.00	07/10/10	a	Pator		ΕΛ
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REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE.	Fee/Employm 07/09/12	ent G,	Applications Marsh	REVIEW ORDERS REGARDING INTERIM FEE	.50
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	Fee/Employm 07/09/12 07/11/12 07/11/12 07/11/12	B.	Applications Marsh Marsh Bates Bates	REVIEW ORDERS REGARDING INTERIM FEE APPLICATIONS AND GE SETTLEMENT. REVISE PROPOSED ORDERS ON FEE APPLICATIONS PER COMMUNICATIONS REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE. COMMUNICATIONS REGARDING INTERIM FEE APPLICATIONS. PREPARE AND SUBMIT REQUEST FOR TELEPHONIC APPEARANCE AT INTERIM	.50 .50 1.00 .50
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	Fee/Employm 07/09/12 07/11/12 07/11/12 07/11/12	B.	Applications Marsh Marsh Bates Bates	REVIEW ORDERS REGARDING INTERIM FEE APPLICATIONS AND GE SETTLEMENT. REVISE PROPOSED ORDERS ON FEE APPLICATIONS PER COMMUNICATIONS REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE. COMMUNICATIONS REGARDING INTERIM FEE APPLICATIONS.	.50 .50 1.00 .50
TELEPHONIC APPEARANCE AT INTERIM	Fee/Employm 07/09/12 07/11/12 07/11/12 07/11/12	B.	Applications Marsh Marsh Bates Bates	REVIEW ORDERS REGARDING INTERIM FEE APPLICATIONS AND GE SETTLEMENT. REVISE PROPOSED ORDERS ON FEE APPLICATIONS PER COMMUNICATIONS REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE. COMMUNICATIONS REGARDING INTERIM FEE APPLICATIONS. PREPARE AND SUBMIT REQUEST FOR	.50 .50 1.00 .50
	Fee/Employm 07/09/12 07/11/12 07/11/12 07/11/12	B.	Applications Marsh Marsh Bates Bates	REVIEW ORDERS REGARDING INTERIM FEE APPLICATIONS AND GE SETTLEMENT. REVISE PROPOSED ORDERS ON FEE APPLICATIONS PER COMMUNICATIONS REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE. COMMUNICATIONS REGARDING INTERIM FEE APPLICATIONS. PREPARE AND SUBMIT REQUEST FOR TELEPHONIC APPEARANCE AT INTERIM	.50 .50 1.00 .50
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FEE HEARING. 07/16/12 B. Bates COMMUNICATIONS WITH D. MCADA AND K50	Fee/Employm 07/09/12 07/11/12 07/11/12 07/12/12 07/12/12	B.	Applications Marsh Marsh Bates Bates Bates	REVIEW ORDERS REGARDING INTERIM FEE APPLICATIONS AND GE SETTLEMENT. REVISE PROPOSED ORDERS ON FEE APPLICATIONS PER COMMUNICATIONS REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE. COMMUNICATIONS REGARDING INTERIM FEE APPLICATIONS. PREPARE AND SUBMIT REQUEST FOR TELEPHONIC APPEARANCE AT INTERIM FEE HEARING. COMMUNICATIONS WITH D. MCADA AND K.	.50 .50 1,00 .50 .60
07/16/12B. BatesFEE HEARING. COMMUNICATIONS WITH D. MCADA AND K50 GOODMAN REGARDING PROFESSIONAL FEES.	Fee/Employm 07/09/12 07/11/12 07/11/12 07/12/12 07/13/12 07/16/12	B. B. B. B.	Applications Marsh Marsh Bates Bates Bates Bates	REVIEW ORDERS REGARDING INTERIM FEE APPLICATIONS AND GE SETTLEMENT. REVISE PROPOSED ORDERS ON FEE APPLICATIONS PER COMMUNICATIONS REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE. COMMUNICATIONS REGARDING INTERIM FEE APPLICATIONS. PREPARE AND SUBMIT REQUEST FOR TELEPHONIC APPEARANCE AT INTERIM FEE HEARING. COMMUNICATIONS WITH D. MCADA AND K. GOODMAN REGARDING PROFESSIONAL FEES.	.50 .50 1,00 .50 .60 .50
07/16/12B. BatesFEE HEARING. COMMUNICATIONS WITH D. MCADA AND K5007/18/12B. BatesGOODMAN REGARDING PROFESSIONAL FEES2007/18/12B. BatesCOMMUNICATIONS WITH D. MCADA.20	Fee/Employm 07/09/12 07/11/12 07/11/12 07/12/12 07/13/12 07/13/12 07/16/12 07/18/12	B. B. B. B. B. B.	Applications Marsh Marsh Bates Bates Bates Bates Bates	REVIEW ORDERS REGARDING INTERIM FEE APPLICATIONS AND GE SETTLEMENT. REVISE PROPOSED ORDERS ON FEE APPLICATIONS PER COMMUNICATIONS REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE. COMMUNICATIONS REGARDING INTERIM FEE APPLICATIONS. PREPARE AND SUBMIT REQUEST FOR TELEPHONIC APPEARANCE AT INTERIM FEE HEARING. COMMUNICATIONS WITH D. MCADA AND K. GOODMAN REGARDING PROFESSIONAL FEES. COMMUNICATIONS WITH D. MCADA REGARDING PROFESSIONAL FEES.	.50 .50 1,00 .50 .60 .50
67/16/12B. BatesFEE HEARING. COMMUNICATIONS WITH D. MCADA AND K50 GOODMAN REGARDING PROFESSIONAL FEES.07/18/12B. BatesCOMMUNICATIONS WITH D. MCADA.20 REGARDING PROFESSIONAL FEES.07/30/12B. BatesCOMMUNICATIONS REGARDING PAYMENT OF.20	Fee/Employm 07/09/12 07/11/12 07/11/12 07/12/12 07/13/12 07/13/12 07/16/12 07/18/12	B. B. B. B. B. B.	Applications Marsh Marsh Bates Bates Bates Bates Bates	REVIEW ORDERS REGARDING INTERIM FEE APPLICATIONS AND GE SETTLEMENT. REVISE PROPOSED ORDERS ON FEE APPLICATIONS PER COMMUNICATIONS REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE. COMMUNICATIONS REGARDING INTERIM FEE APPLICATIONS. PREPARE AND SUBMIT REQUEST FOR TELEPHONIC APPEARANCE AT INTERIM FEE HEARING. COMMUNICATIONS WITH D. MCADA AND K. GOODMAN REGARDING PROFESSIONAL FEES, COMMUNICATIONS WITH D. MCADA REGARDING PROFESSIONAL FEES, COMMUNICATIONS REGARDING PAYMENT OF	.50 .50 1,00 .50 .60 .50 .20
67/16/12B. BatesFEE HEARING. COMMUNICATIONS WITH D. MCADA AND K50 GOODMAN REGARDING PROFESSIONAL FEES.07/18/12B. BatesCOMMUNICATIONS WITH D. MCADA.20 REGARDING PROFESSIONAL FEES.	Fee/Employm 07/09/12 07/11/12 07/11/12 07/12/12 07/13/12 07/13/12 07/16/12 07/18/12	B. B. B. B. B. B.	Applications Marsh Marsh Bates Bates Bates Bates Bates	REVIEW ORDERS REGARDING INTERIM FEE APPLICATIONS AND GE SETTLEMENT. REVISE PROPOSED ORDERS ON FEE APPLICATIONS PER COMMUNICATIONS REGARDING INDENTURE TRUSTEE'S LIMITED RESPONSE. COMMUNICATIONS REGARDING INTERIM FEE APPLICATIONS. PREPARE AND SUBMIT REQUEST FOR TELEPHONIC APPEARANCE AT INTERIM FEE HEARING. COMMUNICATIONS WITH D. MCADA AND K. GOODMAN REGARDING PROFESSIONAL FEES, COMMUNICATIONS WITH D. MCADA REGARDING PROFESSIONAL FEES, COMMUNICATIONS REGARDING PAYMENT OF	.50 .50 1,00 .50 .60 .50 .20

August 8, 2012

PAGE 5

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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 7 of 22

August 8, 2012

PAGE

6

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CCHG HOLDINGS, INC. MATTER NUMBER: 034172.00001 INVOICE NO.: 827723

SUBTOTAL FOR			4,00
07/05/12		Bes and Contracts ANALYSIS AND COMMUNICATIONS WITH S.	1,30
07/13/12	B. Bates	HORGAN REGARDING CONTRACTS. COMMUNICATIONS WITH S. HORGAN REGARDING EXECUTORY CONTRACTS	.40
07/18/12	B. Bates	ANALYSIS. ANALYSIS REGARDING ASSUMPTION OR REJECTION OF CONTRACTS.	1.00
07/19/12 1	B. Bates	CONTINUED ANALYSIS REGARDING ASSUMPTION OR REJECTION OF	1,00
07/20/12 1	3. Bates	CONTRACTS. CONTINUED ANALYSIS REGARDING ASSUMPTION OR REJECTION OF CONTRACTS.	1.00
07/22/12 H	3. Bates	ANALYSIS REGARDING INTERCOMPANY DEBTOR/NON DEBTOR CONTRACTS.	1,50
07/23/12 H	3. Bates	ANALYSIS REGARDING ASSUMPTION OF EXECUTORY CONTRACTS.	1.90
07/24/12 H	3. Bates	WORK REGARDING RESOLUTION OF GE CONTRACT ASSUMPTION MATTERS.	2.20
07/24/12 H	3. Bates	WORK REGARDING REVISIONS TO AMENDED SCHEDULE OF ASSUMED CONTRACTS.	.80
07/25/12 H	3. Bates	COMMUNICATIONS WITH PLAN SPONSOR REGARDING EXECUTORY CONTRACTS,	.30
07/26/12 F	3. Bates	ANALYSIS AND COMMUNICATIONS REGARDING ASSUMPTION OF EXECUTORY CONTRACTS.	.40
07/27/12 E	3. Bates	COMMUNICATIONS AND ANALYSIS REGARDING EXECUTORY CONTRACTS.	1.20
07/30/12 E	3. Bates	COMMUNICATIONS AND ANALYSIS REGARDING ORACLE CONTRACT.	.90
07/30/12 E	B. Bates	COMMUNICATIONS WITH US FOODS REGARDING ASSUMPTION OF CONTRACT.	1.10
07/31/12 E	, Bates	ANALYSIS AND COMMUNICATIONS WITH ORACLE REGARDING SAN EQUIPMENT AND SERVICE AGREEMENTS.	2,10
SUBTOTAL FOR			17.10
Other Contest 07/13/12 B		REVIEW HERB SETTLEMENT AGREEMENT.	.20

Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 8 of 22

CCHG HOLDINGS, INC. MATTER NUMBER: 034172.00001 INVOICE NO.: 827723 August 8, 2012

PAGE 7

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07/16/12	M. Lev	rengood	REVIEW OBJECTION AND MOTION TO RECHARACTERIZE CLIFFS DEVELOPMENT AFFILIATE CLAIMS (.2); REVIEW MOTION BY KFIG TO ALLOW CLAIM FOR PLAN VOTING PURPOSES (.2); PREPARE EMAIL TO G. MARSH (1.); TELEPHONE CONFERENCE WITH G. MARSH (.1); REVIEW EMAILS REGARDING PREPARATION FOR HEARING ON KFIG MOTION (.2)	.80
07/18/12	M. Lev	engood	CONFERENCE WITH G. MARSH (.1); REVIEW AND REVISE NOTICE OF DEPOSITION OF KFIG (.3)	.40
07/18/12	B. Bat	es	COMMUNICATIONS AND ANALYSIS REGARDING KFIG SALE MOTION AND DEPOSITION OF KFIG.	1.00
07/19/12	M. Lev	engood	REVIEW KFIG RULE 3018 MOTION (.2); PREPARE EMAIL TO G. MARSH (.1)	,30
07/20/12	M. Lev	engood	CONFERENCE WITH G. MARSH REGARDING KFIG AND RELATED DISCOVERY MATTERS (.3); REVIEW AND FORWARD RULE 3018 ORDER TO G. MARSH (.3); REVIEW MATERIALS REGARDING KFIG DISCOVERY AREAS (1.0)	1.60
07/25/12	M. Lev	engood	CONFERENCE WITH G. MARSH REGARDING 30(B)(6) DEPOSITION OF KFIG (.3); TELEPHONE CONFERENCE WITH R. MENDOZA'S OFFICE (.1); TELEPHONE CONFERENCE WITH COURT REPORTING AGENCY (.2); PREPARE EMAIL TO COURT REPORTING AGENCY (.1); REVIEW NOTICE OF DEPOSITION (.2); OUTLINE AREAS FOR EXAMINATION (.9)	1.80
07/25/12	B. Bat	es	COMMUNICATIONS REGARDING KEOWEE VINEYARDS POOL.	,50
07/26/12	M, Lev	engood	PREPARE FOR DEPOSITION OF KFIG, CONFERENCE WITH G. MARSH, PREPARE EMAIL TO COURT REPORTER	1.60
07/27/12	M. Leve	engood	PREPARE FOR RULE 30(B) (6) DEPOSITION OF KEOWEE FALLS INVESTMENT GROUP	4.30
07/29/12	M. Leve	engood	CONTINUED PREPARATION FOR DEPOSITION OF KEOWEE FALLS INVESTMENT GROUP	5,80

Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 9 of 22

CCHG HOLDINGS, INC. August 8, 2012 PAGE 8 MATTER NUMBER: 034172.00001 INVOICE NO.: 827723

07/30/12	M. Levengood	TELEPHONE CONFERENCE WITH G. MARSH REGARDING DEPOSITION LINES OF INQUIRY (.6); CONDUCT DEPOSITION OF KEOWEE FALLS INVESTMENT GROUP DESIGNATED REPRESENTATIVES (5.0); TELEPHONE CONFERENCE WITH G. MARSH AND B. BATES REGARDING DEPOSITION OUTCOME (.2); TELEPHONE CALL TO K. GOODMAN (.1)	5,90
07/31/12	B. Bates	CONFER WITH M. LEVENGOOD REGARDING CASSIDY LITIGATION MATTERS.	.40
07/31/12	M. Levengood	TELEPHONE CONFERENCE WITH G. MARSH (.2), REVIEW PLEADINGS (.8), TELEPHONE CONFERENCES WITH M. TIGHE (.3), TELEPHONE CONFERENCES WITH A. WEISS (.3); REVIEW AMENDED COMPLAINT (.3), ELECTRONIC RESEARCH (.6), TELEPHONE CONFERENCE WITH B. BATES (.3), PREPARE EMAILS TO M. TIGHE (.1), TELEPHONE CONFERENCE WITH G. MARSH (.2)	3.00
SUBTOTAL FO			27.60
	M. Levengood	TRAVEL FROM ATLANTA, GA TO TRAVELERS REST, SC AND RETURN IN CONNECTION WITH DEPOSITION OF KEOWEE FALLS INVESTMENT GROUP DESIGNATED REPRESENTATIVES.	4.40
SUBTOTAL FO Tax Issues	R B195		4,40
07/24/12	M. Lange	REVIEW PRIOR CLIFF'S DISCLOSURE STATEMENT CONCERNING INFORMATION REPORTING, IRS FORMS 1099 OID AND BROKER PROCEEDS AND DRAFT EMAIL RESPONSE TO G. MARSH AS TO WHETHER HOLDERS OF 2010 NOTES WOULD RECEIVE AN IRS FORM 1099 AND FOR WHICH INDIVIDUAL TRANSACTIONS UNDER THE PLAN.	1.00

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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 10 of 22

CCHG HOLDINGS, INC.	August 8, 2012	PAGE	9
MATTER NUMBER: 034172.00001	2		
INVOICE NO.: 827723			

07/25/12	M. Lange	REVIEW SEVERAL EMAILS FROM G. MARSH AND M. LEVENGOOD REGARDING USE OF "IMPUTED TAX AMOUNT" IN CLUBCO NET CASH FLOW DEFINITION; TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING SAME; SEND RESPONSIVE EMAILS TO M. LEVENGOOD AND G. MARSH; SECOND CALL WITH M.	1.00	
07/31/12	M. Lange	LEVENGOOD. RESPOND TO G. MARSH REGARDING IRA NOTEHOLDER TAX QUESTIONS; TELEPHONE CONFERENCE WITH A. HIGGINS REGARDING SAME; FORWARD TAX ANALYSIS TO G. MARSH REGARDING SAME.	.50	
07/31/12	A.K. Higgins	TELECONFERENCE WITH M. LANGE REGARDING SELF-DIRECTED IRA FAILURE TO FILE PENALTIES; CONDUCTED RESEARCH REGARDING SAME; PREPARED EMAIL CORRESPONDENCE TO M. LANGE REGARDING SAME.	2.30	
SUBTOTAL FO			4.80	
Real Estate 07/06/12	M.D. Royko	DRAFTED AND DISTRIBUTED TO CLIENT EXTENSION LETTER FOR LEASE OF CORPORATE 1 BUILDING	1.10	
SUBTOTAL FO			1.10	
	rectors Matters G. Marsh	REVIEW BOARD RESOLUTION,	,50	
	G. Marsh	PARTICIPATE IN BOARD CALL AND PREPARE FOR SAME.	.50 1.00	
SUBTOTAL FOR B260				
	nistration and Ob			
07/02/12	M. Levengood	REVIEW PROOFS OF CLAIM REGARDING CLAIMS OBJECTIONS	1,40	
07/03/12	M. Levengood	REVIEW AND REVISE OBJECTIONS TO MECHANIC'S LIEN CLAIMS (.8); REVIEW DEBTOR DOCUMENTS REGARDING INTERCOMPANY PAYABLES (.9); TELEPHONE CONFERENCE WITH J, PEGNIA TO REVIEW BACK UP FOR DEVELOPMENT	3.20	

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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 11 of 22

August 8, 2012

PAGE 10

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CCHG HOLDINGS, INC. MATTER NUMBER: 034172.00001 INVOICE NO.: 827723

			COMPANY CLAIMS (,4); CONFERENCE	
			WITH G. MARSH REGARDING	
			INTERCOMPANY CLAIMS ANALYSIS (.3);	
			REVIEW AND REVISE OBJECTION AND	
			MOTION TO RE CHARACTERIZE	
			DEVELOPMENT COMPANY CLAIMS (.6);	
			PREPARE EMAIL TO COUNSEL FOR PLAN	
			SPONSOR REGARDING OBJECTIONS (.1);	
			REVIEW AND REPLY TO EMAILS FROM J.	
00/00/100	~		MONAGHAN (.1)	
		Marsh		3.00
07/05/12	G.	Marsh	WORK ON CLAIMS OBJECTIONS. REVIEW AND ANALYZE INTERCOMPANY	2.00
07/05/12	М.	Levengood		1,40
			PAYABLES RECORDS	
07/06/12	М.	Levengood	CONFERENCE WITH G. MARSH (.2);	4,30
			REVIEW AND REVISE OBJECTION TO	
			MATERIALMAN LIEN CLAIMS (.2); LEGAL	
			RESEARCH (1.2); REVIEW FINANCIAL	
			STATEMENTS REGARDING INTERCOMPANY	
			CLAIMS (1.7); REVIEW AND REVISE	
			OBJECTION TO CLIFFS AFFILIATE	
			COMPANY CLAIMS (.8)	
07/06/12	В.	Bates	ANALYSIS REGARDING POTENTIAL CLAIMS	2.20
			OBJECTIONS.	
07/09/12	G.	Marsh	REVIEW CLAIMS OBJECTIONS.	1.00
07/11/12	Β,	Bates	ANALYSIS REGARDING OBJECTIONS TO	1.80
			CLAIMS.	
		Bates		2,30
07/12/12	G.	Marsh	WORK ON CLAIMS OBJECTIONS,	1.00
07/13/12	Μ,	Levengood	TELEPHONE CONFERENCE WITH B. BATES	.30
			REGARDING CLAIMS OBJECTIONS	
		Marsh		1,00
07/13/12	в.	Bates	FINALIZE AND FILE OBJECTIONS TO	2.90
			MECHANICS LIEN CLAIMANTS.	
07/13/12	в.	Bates	ANALYSIS REGARDING OBJECTIONS TO	1,10
			GENERAL UNSECURED CLAIMS.	
07/16/12	Μ.	Weiss	DRAFTED MEMO ON SALE OF CLUB FREE	8,00
			AND CLEAR OF EASEMENTS AND	
			COVENANTS.	
07/17/12	Μ.	Weiss	DRAFTED MEMO ON SALE OF CLUB FREE	3,50
			AND CLEAR OF EASEMENTS AND	
			COVENANTS.	
07/17/12			WORK ON CLAIMS OBJECTIONS.	4.00
07/17/12	в.	Bates	FINALIZE AND FILE OBJECTIONS TO	5,00
			PROOFS OF CLAIM IN LIGHT OF CLAIMS	
			ANALYSIS.	

Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 12 of 22

CCHG HOLDINGS, INC. August 8, 2012 PAGE 11 MATTER NUMBER: 034172,00001 INVOICE NO.: 827723

07/18/12	В,	Bates	FINALIZE AND FILE OBJECTIONS TO PROOFS OF CLAIM IN LIGHT OF CLAIMS	1.00
			ANALYSIS,	
07/18/12	G.	Marsh	WORK ON CLAIM OBJECTIONS.	1.10
07/18/12	В.	Bates	ANALYSIS REGARDING MEMBER CLAIMS.	1.00
07/19/12	М.	Levengood		,70
			FOR HD SUPPLY (.1); REVISE ORDER	
			INTO CONSENT ORDER (.2); PREPARE	
			EMAIL TO B. BATES (.1); REVIEW	
			EMAIL FROM B. BATES AND REVISE	
			CONSENT ORDER (.1); PREPARE EMAIL	
			TO ATTORNEY FOR HD SUPPLY (.1);	
			REVIEW AND FORWARD REPLY TO B.	
00/20/20	a	3.4 m m m Ju	BATES (,1)	2 00
07/19/12			WORK ON CLAIMS OBJECTIONS.	3,00 5,00
07/19/12	в.	Bates	FINALIZE AND FILE OBJECTIONS TO PROOFS OF CLAIM IN LIGHT OF CLAIMS	5.00
			ANALYSIS.	
07/20/12	D	Bates	FINALIZE AND FILE OBJECTIONS TO	3.00
07720712	Б.	DALES	PROOFS OF CLAIM IN LIGHT OF CLAIMS	3.00
07/20/12	G.	Marsh Bates Bates	WORK ON OBJECTIONS.	3,00
07/24/12	в.	Bates	ANALYSIS REGARDING SECURED CLAIMS,	.60
07/25/12	в.	Bates	ANALYSIS AND COMMUNICATIONS	.40
			REGARDING CLAIMS OBJECTIONS.	
SUBTOTAL FO				68.20
		osure Statemen		2 00
07/01/12	В*	Bates	PREPARE FOR DISCLOSURE STATEMENT	3,00
07/01/12	ъ	Patag	HEARING. REVISE DISCLOSURE STATEMENT ORDER	1.50
07/01/12	Б,	Dates	AND EXHIBITS.	1.50
07/02/12	R	Bates	MEETING WITH INDENTURE TRUSTEE AND	1.70
0,,02,12	2.	Ducco	COMMITTEE COUNSEL REGARDING	1.70
			DISCLOSURE STATEMENT HEARING.	
07/02/12	в.	Bates	HEARING ON DISCLOSURE STATEMENT AND	2,60
			COMMUNICATIONS REGARDING SAME.	2,00
07/02/12	В.	Bates	FINALIZE CHANGES TO DISCLOSURE	1.10
• •			STATEMENT ORDER.	- ••
07/02/12	в.	Bates	COMMUNICATIONS REGARDING FINAL	1.10
			CHANGES TO DISCLOSURE STATEMENT AND	
_			PLAN.	
07/02/12	в.	Bates	FINALIZE AND FILE FINAL CHANGES TO	1.50

DISCLOSURE STATEMENT AND PLAN.

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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 13 of 22

August 8, 2012 PAGE 12

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CCHG HOLDINGS, INC. MATTER NUMBER: 034172.00001 INVOICE NO.: 827723

07/02/12	М.	Levengood	REVIEW AND REPLY TO EMAILS FROM B. BATES REGARDING DISCLOSURE STATEMENT HEARING (.1); TELEPHONE CONFERENCE WITH B. BATES (.2)	.30
07/02/12	G,	Marsh	WORK ON AMENDED PLAN AND DISCLOSURE STATEMENT.	2.50
07/02/12	G.	Marsh	PREPARE FOR AND ATTEND DISCLOSURE STATEMENT HEARING.	4.00
07/02/12	G.	Marsh	WORK ON DISCLOSURE STATEMENT ORDER.	1.00
07/03/12			FINALIZE CONFIRMATION HEARING NOTICE.	.40
07/03/12			FINALIZE NON-VOTING NOTICE.	,30
07/03/12			FINALIZE DISCLOSURE STATEMENT FOR SOLICITATION.	.60
07/03/12			DRAFT SOLICITATION COVER LETTER.	1.20
		Bates	ANALYSIS REGARDING VOTING CLASSES.	1.50
		Bates	COMMUNICATIONS WITH BMC REGARDING SOLICITATION PACKAGE.	.50
		Bates	ANALYSIS REGARDING PLAN VOTING CLASSES FOR VOTING PURPOSES.	2.00
07/05/12	В.	Bates	FINALIZE SOLICITATION PACKAGE COVER LETTER,	.50
07/05/12	В,	Bates	ANALYSIS AND COMMUNICATIONS WITH BMC REGARDING FINALIZING AND MAILING SOLICITATION PACKAGES TO VOTING CLASSES.	4.30
07/05/12	G.	Marsh	WORK ON SOLICITATION PACKAGE AND NOTICING.	3,60
07/05/12	М.	Levengood	CONFERENCE WITH B. BATES REGARDING CLASS CREDITOR LISTS (.3); REVIEW LISTS AND COMPARE WITH PROOFS OF CLAIM AND MECHANIC'S LIEN CHART TO IDENTIFY CHANGES (1.6); REVIEW PLAN SOLICITATION MATERIALS (.8); CONFERENCE WITH G. MARSH (.2)	2.90
07/06/12	М.	Weiss	CONFERRED WITH G. MARSH REGARDING RESEARCHING INTO SALE OF ASSETS FREE OF EASEMENTS.	.20
07/06/12	G.	Marsh	PREPARE FOR AND PARTICIPATE IN CALL WITH COUNSEL FOR INDENTURE TRUSTEE AND PLAN SPONSOR.	1.50
07/06/12	G.	Marsh	WORK ON SOLICITATION PACKAGE AND PROCEDURES.	3.50
07/06/12	в.	Bates	CONFERENCE CALL REGARDING PLAN SUPPLEMENT DOCUMENTS.	1.00

Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 14 of 22

CCHG HOLDINGS, INC. August 8, 2012 PAGE 13 MATTER NUMBER: 034172.00001 INVOICE NO.: 827723

В.	Bates	COMMUNICATIONS WITH BMC REGARDING	.70
В,	Bates	COMMUNICATIONS WITH THE PLAN	2.20
		SPONSOR AND DEBTOR REPRESENTATIVES	
G.	Marsh		2.00
			3,80
		ORDER AND MEMORANDUM IN SUPPORT OF	
-	Datas		00
в.	Bales		.90
в,	Bates		.80
		AMENDMENTS AND PLAN VOTING.	
в.	Bates	COMMUNICATIONS WITH G. MARSH AND K.	.80
в.	Bates		3.70
21	24000	REGARDING SOLICITATION PACKAGE,	5,15
		VOTING ISSUES AND MEMBERSHIP	
	1.x_ 1		2 5 4
м.	Weiss		3,50
G.	Marsh	WORK ON SOLICITATION QUESTIONS AND	1.00
~			
			2.00 2.00
			6.70
1.1.	цетендова		0.70
		ORDER CONFIRMING PLAN (4.6); LEGAL	
		RESEARCH REGARDING PLAN	
М.	Levengood		.80
	j	DEBTORS, PLAN SPONSOR AND INDENTURE	
		TRUSTEE REGARDING PLAN DOCUMENTS	
Μ,	Weiss		3.70
G,	Marsh		1.00
		PREPARE FOR AND PARTICIPATE IN CALL	1.00
		WITH COUNSEL FOR PLAN SPONSOR AND	
		INDENTURE TRUSTEE REGARDING PLAN	
		SUPPLEMENT.	
	е В. G. B. B. B. B. G. G. M. M. G. G.	<ul> <li>B. Bates</li> <li>B. Bates</li> <li>B. Bates</li> <li>B. Bates</li> <li>M. Weiss</li> <li>G. Marsh</li> <li>G. Marsh</li> <li>G. Marsh</li> </ul>	SOLICITATION PACKAGE. SOLICITATION WITH THE PLAN SPONSOR AND DEBTOR REPRESENTATIVES REGARDING THE PLAN, SOLICITATION AND VOTING PROCESSES. G. Marsh WORK ON SOLICITATION. M. Levengood DRAFT PROPOSED PLAN CONFIRMATION ORDER AND MEMORANDUM IN SUPPORT OF PLAN CONFIRMATION B. Bates COMMUNICATIONS REGARDING MEMBER MEETING REGARDING SCHEDLESS AMENDMENTS AND PLAN VOTING. B. Bates COMMUNICATIONS WITH G. MARSH AND K. GOOMAN REGARDING MEMBERSHIP MEETING. B. Bates COMMUNICATIONS WITH CLAIMANTS REGARDING SOLICITATION PACKAGE, VOTING ISSUES AND MEMBERSHIP MEETING. B. Bates COMMUNICATIONS WITH CLAIMANTS REGARDING SOLICITATION PACKAGE, VOTING ISSUES AND MEMBERSHIP MATTERS. M. Weiss G. Marsh MORK ON SOLICITATION QUESTIONS AND ISSUES. G. Marsh MORK ON PLAN SUPPLEMENT. G. Marsh M. Levengood M. LevengoON M. LevengoON M. LevengoON M. LevengoON M. Leven

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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 15 of 22

August 8, 2012 PAGE 14

CCHG HOLDINGS, INC. MATTER NUMBER: 034172.00001 INVOICE NO.: 827723

B. Bates	CONTINUED COMMUNICATIONS WITH CLAIMANTS REGARDING SOLICITATION PACKAGE AND VOTING ISSUES	2.40
B. Bates	CONFERENCE CALL REGARDING PLAN	1.00
B. Bates	COMMUNICATIONS WITH BMC REGARDING	1.00
B. Bates	COMMUNICATIONS REGARDING NOTEHOLDER	1.50
B. Bates	CONTINUED COMMUNICATIONS WITH CLAIMANTS REGARDING SOLICITATION	.50
M. Weiss	RESEARCHED ISSUES RELATING TO SALE OF PROPERTY FREE AND CLEAR OF	5.40
B. Bates	CONTINUED COMMUNICATIONS WITH VOTING PARTIES AND MEMBERS REGARDING SOLICITATION PACKAGE AND	1.80
M. Weiss	RESEARCHED AND PREPARED MEMO ON WAYS TO SELL PROPERTY FREE AND	7.00
G. Marsh		1.00
B. Bates	CONFER WITH M. WEISS REGARDING	.20
M, Levengood	REVIEW EMAILS REGARDING PLAN CONFIRMATION MATTERS (.4); CONTINUED LEGAL RESEARCH REGARDING PLAN CONFIRMATION (2.8); REVIEW AND REVISE MEMORANDUM SUPPORTING PLAN	5,10
G. Marsh	WORK ON BALLOTING ISSUES,	1.50
B. Bates	ANALYSIS AND COMMUNICATIONS REGARDING BALLOTS.	1,20
B. Bates	EXTENSIVE SOLICITATION COMMUNICATIONS WITH VOTING PARTIES.	4.00
M. Levengood	CONFERENCE WITH G. MARSH REGARDING DRAFT PLAN CONFIRMATION ORDER AND MEMORANDUM (.2); CONTINUED LEGAL RESEARCH REGARDING PLAN CONFIRMATION ISSUES (.9); REVIEW AND REVISE PLAN CONFIRMATION ORDER (.8); BEGIN DRAFTING DECLARATION OF K. GOODMAN IN SUPPORT OF PLAN CONFIRMATION (2.1); REVIEW PLAN CONFIRMATION MEMORANDA (.6)	4.60
	<ul> <li>B. Bates</li> <li>B. Bates</li> <li>B. Bates</li> <li>B. Bates</li> <li>M. Weiss</li> <li>B. Bates</li> <li>M. Weiss</li> <li>G. Marsh</li> <li>B. Bates</li> <li>M. Levengood</li> </ul>	CLAIMANTS REGARDING SOLICITATION PACKAGE AND VOTING ISSUES. B. Bates CONFERENCE CALL REGARDING PLAN SUPPLEMENT DOCUMENTS. B. Bates COMMUNICATIONS WITH BMC REGARDING SOLICITATION MATTERS. B. Bates COMMUNICATIONS REGARDING NOTEHOLDER MATTERS AND J. ANTHONY RELEASE. B. Bates CONTINUED COMMUNICATIONS WITH CLAIMANTS REGARDING SOLICITATION PACKAGE AND VOTING ISSUES. M. Weiss RESEARCHED ISSUES RELATING TO SALE OF PROPERTY FREE AND CLEAR OF EASEMENT UNDER S. 363 (F). B. Bates CONTINUED COMMUNICATIONS WITH VOTING PARTIES AND MEMBERS REGARDING SOLICITATION PACKAGE AND VOTING ISSUES. M. Weiss RESEARCHED AND PREPARED MEMO ON WAYS TO SELL PROPERTY FREE AND CLEAR OF EASEMENT. G. Marsh PREPARE FOR CONFIRMATION HEARING. B. Bates CONFER WITH M. WEISS REGARDING EASEMENTS RESEARCH. M. Levengood REVIEW EMAILS REGARDING PLAN CONFIRMATION (2.8); REVIEW AND REVIEW EMAILS REGARDING PLAN CONFIRMATION (2.9) G. Marsh B. Bates DECONFIRMATION (2.9) G. Marsh B. Bates DECONFIRMATION (2.9) CONFIRMATION (2.9); REVIEW AND REVIEW EMAILOTING ISSUES. B. Bates DECONFIRMATION (2.9); REVIEW AND REVIEW EMAILOTING ISSUES. ANALYSIS AND COMMUNICATIONS REGARDING BALLOTS. B. Bates DEATES D. Bates DEATES D. Bates DEATES D. BATES D. CONFIRMATION (2.1); REVIEW AND MEMORANDUM (.2); CONTINUED LEGAL RESEARCH REGARDING PLAN CONFIRMATION REVISE PLAN CONFIRMATION ORDER AND MEMORANDUM (.2); REVIEW PLAN CONFIRMATION (2.1); REVIEW PLAN

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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 16 of 22

CCHG HOLDINGS, INC. August 8, 2012 PAGE 15 MATTER NUMBER: 034172.00001 INVOICE NO.: 827723

07/17/12	В.	Bates	CONTINUED EXTENSIVE SOLICITATION COMMUNICATIONS WITH MEMBERS AND	2.00
			VOTING PARTIES.	
07/17/12	В.	Bates	CALL WITH INDENTURE TRUSTEE COUNSEL AND PLAN SPONSOR REGARDING PLAN	
			SUPPLEMENT DOCUMENTS.	<b>A</b> (A
07/17/12	М.	Levengood	REVIEW AND REVISE MEMORANDUM IN SUPPORT OF PLAN CONFIRMATION	2.40
07/17/12	G,	Marsh	PREPARE FOR AND PARTICIPATE IN CALL WITH COUNSEL FOR PLAN SPONSOR AND INDENTURE TRUSTEE.	1.00
07/17/10	м	Levengood	REVIEW AND REVISE DECLARATION IN	2.70
07/17/12	1.1.	Devengoou	SUPPORT OF PLAN CONFIRMATION	2.70
07/18/12	a	Marsh	TELEPHONE DISCUSSION WITH D. BLECK	.40
07710714	0.	naton	AND K. WALSH REGARDING REQUESTED	, 10
			PLAN AMENDMENTS.	
07/18/12	G	Marsh	REVIEW CONFIRMATION ORDER.	1.80
		Levengood		3.40
017 107 11		hovengood	SUPPORT OF PLAN CONFIRMATION	3.10
07/18/12	в.	Bates	CONTINUED SOLICITATION	1.00
	- •		COMMUNICATIONS WITH MEMBERS AND	
			VOTING PARTIES.	
07/19/12	в.	Bates	CONTINUED SOLICITATION	1,00
			COMMUNICATIONS WITH MEMBERS AND	
		н. -	VOTING PARTIES.	
07/19/12	Μ.	Levengood	REVIEW AND REVISE MEMORANDUM IN	4.90
- , <b>-</b>		2	SUPPORT OF PLAN CONFIRMATION (3.9);	
			REVIEW AND REVISE DECLARATION IN	
			SUPPORT OF PLAN CONFIRMATION (1.4);	
			REVIEW MARKUP OF DRAFT PLAN	
			CONFIRMATION ORDER (.3); REVIEW	
			PLAN CONFIRMATION ORDERS (.3)	
07/19/12	G.	Marsh	WORK ON PLAN SUPPLEMENT,	2.00
07/19/12	G.	Marsh	WORK ON BALLOT REPORT.	1.00
07/19/12	G.	Marsh	PREPARE FOR HEARING.	2.00
07/20/12	Β,	Bates	CONTINUED SOLICITATION	2.00
			COMMUNICATIONS WITH MEMBERS AND VOTING PARTIES.	
07/20/12	C	Maxab	WORK ON CONFIRMATION ORDER AND	2.00
07/20/12	G.	Marsh	BRIEF,	2.00
07/20/12	M	Levengood	REVIEW AND REVISE PROPOSED ORDER	3.60
017 807 24		Bevengeou	CONFIRMING JOINT CHAPTER 11 PLAN	5.00
			(2.4); REVIEW AND REVISE	
			DECLARATIONS IN SUPPORT OF PLAN	
			CONFIRMATION (.9); REVIEW PLAN	
			CONFIRMATION MEMORANDUM (.3)	

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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 17 of 22

CCHG HOLDINGS, INC.	August 8, 2012	PAGE 16
MATTER NUMBER: 034172.00001	-	
INVOICE NO,: 827723		

T 00 ¥ollur	DEUTENED AND GIRE GUEGVED DACIMENT	4.50
J.I. Kelly	FOR FILING; VERIFIED CASE LAWS AND	4.50
G. Marsh	PREPARE FOR AND PARTICIPATE IN CALL WITH COUNSEL FOR INDENTURE TRUSTEE	
Cl Manach		1.00
		1.00
G. Marsh M. Lovongood		3.10
M, Hevengood	MONAGHAN (.4); REVIEW AND REVISE MEMORANDUM IN SUPPORT OF PLAN CONFIRMATION (1.3); REVIEW MATERIALS REGARDING PLAN	
B Bates		2.30
B. Dates		2,30
B. Bates	CALL WITH K, GOODMAN REGARDING COMMUNICATIONS WITH VOTING PARTIES REGARDING BALLOTING AND	. 50
B. Bates	REGARDING BALLOTING AND	1.80
K. Beystehner	PREPARE FOR AND PARTICIPATE IN TELEPHONE CONFERENCE WITH S. HORGAN REGARDING DISCLOSURE SCHEDULES (.4); REVIEW ASSET PURCHASE	1.00
B. Bates	REVIEW AND REVISE CONFIRMATION ORDER, CONFIRMATION BRIEF AND	3,90
B. Bates	CONTINUED WORK REGARDING PLAN AMENDMENTS AND PLAN SUPPLEMENT	1.40
B. Bates	COMMUNICATIONS WITH VOTING PARTIES REGARDING BALLOTING AND	1.50
G. Marsh	WORK ON PLAN SUPPLEMENT.	3.00
G. Marsh		2.00
M. Levengood	REVIEW REVISIONS TO MEMORANDUM IN SUPPORT OF PLAN CONFIRMATION (.3); CONFERENCE WITH B. BATES REGARDING MEMORANDUM (.2); REVIEW AND REVISE DECLARATIONS OF GOODMAN AND KUNKEL (1.8); REVIEW NEGOTIATIONS	5,40
	<ul> <li>G. Marsh</li> <li>G. Marsh</li> <li>M. Levengood</li> </ul> B. Bates B. Bates K. Beystehner B. Bates B. Bates B. Bates B. Bates G. Marsh G. Marsh	FOR FILING; VERIFIED CASE LAWS AND CUTES.         G. Marsh       PREPARE FOR AND PARTICIPATE IN CALL WITH COUNSEL FOR INDENTURE TRUSTEE AND PLAN SPONSOR.         G. Marsh       REVIEW BALLOT REPORT.         G. Marsh       REVIEW BALLOT REPORT.         M. Levengood       REVIEW MARKUP OF PLAN BY J. MONAGHAN (.4); REVIEW AND REVISE MEMORANDUM IN SUPPORT OF PLAN CONFIRMATION (1.3); REVIEW MATERIALS REGARDING PLAN CONFIRMATION ORDER (1.4)         B. Bates       WORK REGARDING PLAN COMFIRMATION ORDER (1.4)         B. Bates       WORK REGARDING PLAN MATERIALS REGARDING PLAN COMFIRMATION ORDER (1.4)         B. Bates       CALL WITH K. GOODMAN REGARDING COMMUNICATIONS WITH VOTING PARTIES REGARDING BALLOTING AND SOLICITATION.         B. Bates       COMMUNICATIONS WITH VOTING PARTIES REGARDING BALLOTING AND SOLICITATION.         B. Bates       COMMUNICATIONS WITH VOTING PARTIES REGARDING DISCLOSURE SCHEDULES (.4); REVIEW AND PARTICIPATE IN TELEPHONE CONFERENCE WITH S. HORGAN REGARDING DISCLOSURE SCHEDULES (.4); REVIEW AND REVISE COMFIRMATION ORDER, CONFIRMATION BRIEF AND RELATED DOCUMENTS.         B. Bates       CONTINUED WORK REGARDING PLAN AMENDMENTS AND PLAN SUPPLEMENT DOCUMENTS.         B. Bates       COMMUNICATIONS WITH VOTING PARTIES REGARDING BALLOTING AND SOLICITATION.         G. Marsh       WORK ON PLAN SUPPLEMENT.         G. Marsh       WORK ON PLAN SUPPLEMENT.         G. Marsh       WORK ON PLAN SUPPLEMENT.         G. Marsh       WORK ON PLAN SUPPLEMENT.     <

Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 18 of 22

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August 8, 2012

PAGE 17

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CCHG HOLDINGS, INC. MATTER NUMBER: 034172,00001 INVOICE NO.: 827723

07/25/12	М.	Levengood	REGARDING PLAN MODIFICATIONS (.6); CONFERENCE WITH G. MARSH (.2); REVIEW AND REVISE PLAN CONFIRMATION ORDER (1.6); REVIEW AND REPLY TO EMAIL FROM M. LANGE REGARDING NOTE HOLDER DISTRIBUTIONS (.2); DRAFT NOTICE OF PLAN CONFIRMATION (.4); PREPARE EMAIL TO G. MARSH AND B. BATES (.1) PREPARE FOR AND PARTICIPATE IN	1.20
			CONFERENCE CALL WITH PLAN SPONSOR AND INDENTURE TRUSTEE COUNSEL (.8) TELEPHONE CONFERENCE WITH G. MARSH, B. BATES, A. WEISS AND J. MONAGHAN REGARDING PLAN MODIFICATIONS REQUESTED BY PLAN SPONSOR (.4)	
07/25/12	G.	Marsh	WORK ON DECLARATION OF K. GOODMAN AND J. KUNKEL,	1.50
07/25/12	G.	Marsh	WORK ON CONFIRMATION BRIEF.	1.00
07/25/12	G.	Marsh	WORK ON CONFIRMATION ORDER.	1.00
07/25/12	G.	Marsh	WORK ON OBJECTION TO CLAIM OF B.	.50
• • • • • • • • • • • •	0.	11012 1011	CASSIDY.	
07/25/12	В.	Bates		.80
07/25/12	В.	Bates	WORK REGARDING PLAN AMENDMENTS AND PLAN SUPPLEMENT DOCUMENTS.	1.80
07/25/12	В,	Bates	CONTINUE REVIEW AND REVISION OF CONFIRMATION ORDER, CONFIRMATION BRIEF AND RELATED DOCUMENTS.	5,60
07/25/12	К.	Beystehner	REVISE APA DISCLOSURE SCHEDULES (.9); REVIEW AND RESPOND TO RELATED E-MAILS (.2).	1.10
07/26/12	В,	Bates	COMMUNICATIONS WITH VOTING PARTIES REGARDING BALLOTING AND SOLICITATION.	1.70
07/26/12	В,	Bates	REVIEW AND REVISE CONFIRMATION ORDER, BRIEF AND RELATED DOCUMENTS.	3.00
07/26/12			WORK REGARDING PLAN AMENDMENTS AND PLAN SUPPLEMENT DOCUMENTS.	3.00
07/26/12	G.	Marsh	REVIEW BALLOT REPORT,	.50
07/26/12	G.	Marsh	REVIEW CONFIRMATION BRIEF AND ORDER.	1.50
07/26/12			REVIEW K. GOODMAN DECLARATION,	1.00
07/26/12			WORK ON NOTICE OF DEADLINES.	, 30
07/26/12			PREPARE FOR CONFIRMATION HEARING.	.80
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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 19 of 22

CCHG HOLDINGS, INC. August 8, 2012 PAGE 18 MATTER NUMBER: 034172.00001 INVOICE NO.: 827723

07/27/12	М.	Weiss	RESEARCHED ABILITY TO AVOID	2.20
			PAYMENTS FROM ASSUMED EXECUTORY	
			CONTRACTS AS PREFERENCES.	
07/27/12	В,	Bates	COMMUNICATIONS WITH VOTING PARTIES	1.30
			REGARDING BALLOTING AND	
			SOLICITATION.	
07/27/12	В.	Bates	REVIEW AND REVISE CONFIRMATION	1.50
			DECLARATIONS.	
07/27/12	В.	Bates	FINALIZE AND FILE PLAN AMENDMENTS	2,90
			AND PLAN SUPPLEMENT FILINGS.	
07/27/12	Κ.	Beystehner		1.70
			TELEPHONE CONFERENCE REGARDING APA	
			DISCLOSURE SCHEDULES (.6); REVISE	
			SAME (.9); E-MAIL CORRESPONDENCE	
			WITH S. HORGAN REGARDING OPEN	
			ISSUES (.2).	
07/27/12			PREPARE FOR HEARING.	2.50
07/27/12	G,	Marsh	WORK ON PLAN AMENDMENT AND PLAN	1.00
AT /AT /1A	a	) <b>(</b> )-	SUPPLEMENT,	
07/27/12	G,	Marsn	PARTICIPATE IN CALL WITH COUNSEL	,50
			FOR PLAN SPONSOR AND INDENTURE	
07/28/12	р	Datas	TRUSTEE. COMMUNICATIONS WITH VOTING PARTIES	2 00
07/20/12	в.	Bales		2.00
			REGARDING BALLOTING AND SOLICITATION.	
07/29/12	р	Rator	COMMUNICATIONS WITH VOTING PARTIES	1.00
01/20/12	ш,	Dates	REGARDING BALLOTING AND	1.00
			SOLICITATION.	
07/29/12	в.	Bates	REVIEW AND REVISE BMC DECLARATION	.50
			REGARDING TABULATION.	100
07/29/12	в.	Bates	REVIEW TABULATION REPORT.	.30
07/30/12			COMMUNICATIONS WITH VOTING AND	1.80
			NON-VOTING PARTIES REGARDING	
			SOLICITATION, BALLOT AND MEMBERSHIP	
			INFORMATION.	
07/30/12	В.	Bates	COMMUNICATIONS AND ANALYSIS	1.70
			REGARDING POTENTIAL CONFIRMATION	
<i>.</i> .			OBJECTIONS.	
07/30/12	в.	Bates	REVIEW AND REVISE DECLARATIONS IN	1.00
			SUPPORT OF CONFIRMATION.	
07/30/12	В,	Bates	COMMUNICATIONS AND ANALYSIS	.80
07/20/40	~	M	REGARDING VOTING TABULATION.	
07/30/12			PREPARE FOR HEARING.	4.00
07/30/12 07/30/12			WORK ON CLOSING DOCUMENTS.	4.00
V1/30/12	в.	Dales	COMMUNICATIONS WITH B. BARTON	.50
			REGARDING HIGH CAROLINA MEMBERS.	

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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 20 of 22

CCHG HOLDINGS, INC. August 8, 2012 PAGE 19 MATTER NUMBER: 034172.00001 INVOICE NO.: 827723

07/30/12	B. Bates	WORK IN PREPARATION FOR CONFIRMATION HEARING.	1.80
07/30/12	E.R. Taylor III	NUMEROUS EMAILS REGARDING PLAN AND PRIVATE PLACEMENT DOCUMENTS (.4); LEGAL RESEARCH (3.2); REVIEW PRIVATE PLACEMENT TRUST INDENTURE FOR NOTES (3.7).	7.30
07/31/12	B. Bates	COMMUNICATIONS REGARDING NOTE MODIFICATION MATTERS.	1.50
07/31/12	B. Bates		.80
07/31/12	B. Bates	COMMUNICATIONS WITH S. HURLEY REGARDING SETTLEMENT MATTERS.	,80
07/31/12	W. Floyd	CORRESPONDENCE WITH M. LEVENGOOD REGARDING ISSUANCE OF CHAPTER 11 PLAN CONFIRMATION ISSUES.	.30
07/31/12	W. Floyd	CONFERENCE WITH M. LEVENGOOD TO REVIEW FACTS IN STRUCTURE OF CHAPTER 11 PROCEEDING AND REVIEW ISSUES FOR PLAN CONFIRMATION (1.2); REVIEW DOCUMENTS AND MATERIALS REGARDING CLIFFS CLUB AND HOSPITALITY GROUP PRIVATE PLACEMENT, NOTES AND INDENTURE AND CHAPTER 11 PLAN (.8); REVIEW DISCLOSURE STATEMENT FOR BACKGROUND (.7).	2.70
07/31/12	W. Floyd	CONFERENCE CALL WITH G. MARSH AND M. LEVENGOOD REGARDING CURRENT ISSUES FOR PLAN CONFIRMATION AND REVIEW STRUCTURE (.4); JOINT CHAPTER 11 PLAN (1.4).	1.80
07/31/12	W. Floyd	CONFERENCE WITH D. SWANSON AND REVIEW OPEN ISSUES FOR DISCUSSION WITH PLAN SPONSOR'S COUNSEL (1.1); LEGAL RESEARCH REGARDING PLAN CONFIRMATION ISSUES (1.7).	2.80
07/31/12	B, Bates	COMMUNICATIONS WITH VOTING AND NON-VOTING PARTIES REGARDING	1.50
07/31/12	D.B. Swanson	SOLICITATION AND BALLOTING MATTERS. DISCUSS BANKRUPTCY PLAN ISSUES WITH B. FLOYD (1,1); LEGAL RESEARCH (,9).	2.00
07/31/12	G. Marsh	WORK ON CLOSING ISSUES.	3,00

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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 21 of 22

CCHG HOLDINGS, INC. August 8, 2012 PAGE 20 MATTER NUMBER: 034172.00001 INVOICE NO.: 827723 07/31/12 M. Levengood REVIEW EMAILS REGARDING PLAN 5.70

CONFIRMATION (.3); TELEPHONE CONFERENCE WITH G. MARSH REGARDING PLAN CONFIRMATION PREPARATION (.3); PREPARE FOR PLAN CONFIRMATION HEARING (3.1), CONFERENCES WITH B. FLOYD (1.6), TELEPHONE CONFERENCES WITH G. MARSH (.4)

### SUBTOTAL FOR B320

Case Administration B. Bates E.R. Taylor III G. Marsh	1.30	425.00 \$1,572.50 665.00 \$864.50 550.00 \$18,920.00
TOTAL HOURS AND FEE	39.40	\$21,357.00
Relief from Stay/Adequate Protection B. Bates		425.00 \$1,445.00
TOTAL HOURS AND FEE	3.40	\$1,445.00
Meetings and Comms. with Creditors B. Bates M. Levengood	5.30	425.00 \$2,252.50 540.00 \$540.00
TOTAL HOURS AND FEE	6.30	\$2,792.50
Fee/Employment Applications B. Bates G. Marsh		425.00 \$1,275.00 550.00 \$550.00
TOTAL HOURS AND FEE	4.00	\$1,825.00
Assumption/Rejection of Leases and B. Bates		425.00 \$7,267.50
TOTAL HOURS AND FEE	17.10	\$7,267.50
Other Contested Matters B. Bates M. Levengood		425.00 \$892.50 540.00 \$13,770.00

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Case 12-01220-jw Doc 718-6 Filed 10/15/12 Entered 10/15/12 11:25:24 Desc Exhibit B-5 Page 22 of 22

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CCHG HOLDINGS, INC. August 8, 2012 PAGE 21 MATTER NUMBER: 034172.00001 INVOICE NO.: 827723 27.60 \$14,662.50 TOTAL HOURS AND FEE Non-Working Travel ( B195 ) 4.40 540.00 \$2,376.00 M. Levengood TOTAL HOURS AND FEE 4.40 \$2,376.00 Tax Issues ( B240 ) 2.30 A.K. Higgins 340.00 \$782.00 M. Lange 2,50 680.00 \$1,700.00 TOTAL HOURS AND FEE 4.80 \$2,482.00 Real Estate (B250) M.D. Royko 1,10 450.00 \$495,00 TOTAL HOURS AND FEE 1,10 \$495.00 Board of Directors Matters (B260) G. Marsh 1.50 550.00 \$825.00 TOTAL HOURS AND FEE 1.50 \$825,00 Claims Administration and Objections (B310 ) 26.30425.00\$11,177.5019.10550.00\$10,505.0011.30540.00\$6,102.00 B. Bates G. Marsh M. Levengood M. Weiss 11.50 340.00 \$3,910.00 TOTAL HOURS AND FEE 68,20 \$31,694.50 Plan and Disclosure Statement (B320) B. Bates 103.50 425.00 \$43,987.50 D.B. Swanson 2.00 425.00 \$850.00 

 7.30
 665.00
 \$4,854.50

 68.90
 550.00
 \$37,895.00

 4.50
 275.00
 \$1,237.50

 3.80
 425.00
 \$1,615.00

 E.R. Taylor III G. Marsh J.T. Kelly K. Beystehner 
 56.60
 540.00
 \$30,564.00

 22.00
 340.00
 \$7,480.00

 7.60
 650.00
 \$4,940.00
 M. Levengood M. Weiss W. Floyd TOTAL HOURS AND FEE 276.20 133,423.50