

Fleming Companies, Inc. Official Committee of  
Client/Matter Number: 127226.00002  
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08/21/03	M. Alexsy	Communication to Committee co-chairs re additional items for Agenda.	0.10	110.00	11.00
08/21/03	M. Alexsy	Telephone call to C. Mingey re Debtors' participation in 8/21/03 meeting.	0.20	110.00	22.00
08/21/03	M. Alexsy	Telephone call from R. Payne re assuming C. Mingey's responsibilities at Fleming.	0.20	110.00	22.00
08/21/03	M. Alexsy	Second telephone call to C. Mingey re R. Payne and Debtor being unable to attend 8/21/03 meeting.	0.20	110.00	22.00
08/21/03	M. Alexsy	Communication to Committee Co-chairs re Debtors' participating in meeting.	0.10	110.00	11.00
08/21/03	M. Alexsy	Communication from and to H. Cook re Committee's special counsel.	0.20	110.00	22.00
08/21/03	M. Alexsy	Telephone call to F. Huffard re status of C&S sale and report to Committee re same.	0.20	110.00	22.00
08/21/03	M. Alexsy	Telephone call from I.W. Cohen re Agenda for 8/21/03 meeting.	0.10	110.00	11.00
08/21/03	M. Alexsy	Telephone call from L. Mandel re Debtors' participating in Committee meeting.	0.20	110.00	22.00

08/21/03	M. Alexsy	Conference with D. Kayes re matters to be discussed at Committee meeting.	0.10	110.00	11.00
08/21/03	M. Alexsy	Preparation of attendance sheet for 8/21/03 meeting.	0.20	110.00	22.00
08/21/03	M. Alexsy	Communication to Committee and its professionals re Agenda.	0.20	110.00	22.00
08/21/03	J. Cook	Review agenda and materials for 8/21/03 committee call.	0.20	140.00	28.00
08/21/03	J. Cook	Attend Committee conference call and follow up with M. E. Alexsy.	1.10	140.00	154.00
08/21/03	J. Cook	Preparation of minutes of 8/21/03 committee call.	0.70	140.00	98.00
08/22/03	M. Alexsy	Review proposed Minutes of 8/21/03 meeting.	0.20	110.00	22.00
08/22/03	J. Cook	Preparation of minutes of 8/21/03 Committee conference call.	2.20	140.00	308.00
08/22/03	J. Cook	Revisions to minutes of 8/21/03 Committee call and e-mail same to B. Cohen, J. Skidmore and D. Keyes.	0.30	140.00	42.00
08/23/03	I. Cohen	Preparation of memo to D. Kayes re requested analysis and distribution of information to Committee.	0.10	460.00	46.00
08/23/03	I. Cohen	Review and revise 8/21/03 Minutes.	0.30	460.00	138.00

08/23/03	I. Cohen	Memos to and from L. Mandel and M. Alexsy re F. Huffard's participation in meeting.	0.20	460.00	92.00
08/23/03	M. Alexsy	Communication to S. Schirmang and I.W. Cohen re standing time for regular Committee meetings.	0.20	110.00	22.00
08/25/03	I. Cohen	Examine memo from S. Schirmang re regular weekly meetings.	0.10	460.00	46.00
08/25/03	M. Alexsy	Communication from S. Schirmang re follow through on having regularly scheduled meetings of Committee.	0.20	110.00	22.00
08/25/03	M. Alexsy	Conference with I.W. Cohen and communication to Fleming team re cancellation of team meeting.	0.10	110.00	11.00
08/25/03	J. Cook	Revisions to Minutes of 8/21/03 Committee conference call.	0.20	140.00	28.00
08/26/03	I. Cohen	Review revised Minutes of 8/21/03.	0.20	460.00	92.00
08/26/03	I. Cohen	Preparation of memo to the Creditors' Committee summarizing special counsel retention terms.	0.20	460.00	92.00
08/26/03	I. Cohen	Revise memo to the Committee and telephone call to S. Schirmang re same.	0.20	460.00	92.00

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08/26/03	I. Cohen	Telephone call to S. Schirmang re discussions re agenda.	0.20	460.00	92.00
08/26/03	I. Cohen	Preparation of memo to Committee members re agenda items for Committee meeting and time of same.	0.10	460.00	46.00
08/26/03	I. Cohen	Review with M. Alexsy agenda items for Committee meeting and follow up with members.	0.20	460.00	92.00
08/26/03	D. Kayes	Telephone call from L. Lattig re confidentiality agreement.	0.20	435.00	87.00
08/26/03	D. Kayes	Examine revised agreement.	0.20	435.00	87.00
08/26/03	D. Kayes	Telephone call from R. Hertzberg re confidentiality agreement.	0.20	435.00	87.00
08/26/03	M. Alexsy	Communication from S. Schirmang re matters to be discussed by Committee at next meeting.	0.20	110.00	22.00
08/26/03	M. Alexsy	Communication from S. Kratter re 8/28/03 Committee call.	0.10	110.00	11.00
08/26/03	M. Alexsy	Communication from B. Monrad re Agenda items for 8/28/03 Committee call.	0.10	110.00	11.00
08/26/03	M. Alexsy	Communication from B. Spector re availability for 8/28/03 Committee meeting.	0.10	110.00	11.00

08/26/03	M. Alexsy	Communication to and from H. Cook re memorandum summarizing hearings set for 9/4/03.	0.10	110.00	11.00
08/27/03	I. Cohen	Telephone to P. Aronzon re Board meeting and retention of Special Counsel.	0.20	460.00	92.00
08/27/03	I. Cohen	Telephone from S. Schirmang re update and reviewing Agenda for Committee meeting.	0.30	460.00	138.00
08/27/03	I. Cohen	Review with R. Hertzberg Agenda for Committee meeting.	0.20	460.00	92.00
08/27/03	M. Alexsy	Conference with I.W. Cohen re agenda for 8/28/03 Committee meeting.	0.10	110.00	11.00
08/27/03	M. Alexsy	Telephone call to and communication from S. Schirmang re need to schedule meeting.	0.20	110.00	22.00
08/27/03	M. Alexsy	Arranged for conference call and communication to Committee re same.	0.30	110.00	33.00
08/27/03	M. Alexsy	Communication from J. Burke re inability to attend meeting and proxy given to S. Schirmang.	0.10	110.00	11.00
08/27/03	M. Alexsy	Communication to S. Gautier re minutes for 8/15/03 meeting.	0.20	110.00	22.00

08/27/03	M. Alexsy	Telephone call to H. Tepner and communication to I.W. Cohen re report to Committee re status of Core-Mark.	0.20	110.00	22.00
08/27/03	M. Alexsy	Preparation of materials for 8/28/03 Committee meeting.	0.30	110.00	33.00
08/27/03	J. Cook	Phone call with M. E. Alexsy re Committee conference call on 8/28/03.	0.20	140.00	28.00
08/27/03	J. Cook	Review information for 8/28/03 hearing including e-mails from M. E. Alexsy.	0.30	140.00	42.00
08/28/03	H. Camitta	Research effect of abstention on committee vote.	0.60	370.00	222.00
08/28/03	H. Camitta	Discuss results of research with D. Kayes	0.20	370.00	74.00
08/28/03	I. Cohen	Preparing for Committee meeting.	0.30	460.00	138.00
08/28/03	I. Cohen	Review Bylaws in preparation for Committee meeting.	0.20	460.00	92.00
08/28/03	I. Cohen	Review Bylaws.	0.20	460.00	92.00
08/28/03	I. Cohen	Conference call Committee meeting.	1.30	460.00	598.00
08/28/03	I. Cohen	Telephone from S. Schirmang reviewing issues from Committee call.	0.30	460.00	138.00
08/28/03	R. Hertzberg	Committee call.	1.30	410.00	533.00

08/28/03	D. Kayes	Analysis of voting requirements.	0.60	435.00	261.00
08/28/03	J. Skidmore	Conference with I.W. Cohen re committee bylaws.	0.20	175.00	35.00
08/28/03	J. Skidmore	Committee conference call.	1.30	175.00	227.50
08/28/03	J. Cook	Review items for 8/28/03 committee conference call.	0.10	140.00	14.00
08/28/03	J. Cook	Phone call and e-mails with B. Cohen re minutes for 8/21/03 committee call.	0.30	140.00	42.00
08/28/03	J. Cook	Attend committee conference call.	1.50	140.00	210.00
08/29/03	R. Hertzberg	Telephone call with H. Cook re information needed for letter to T. Stenger.	0.20	410.00	82.00
08/29/03	R. Hertzberg	Review notes on committee meeting.	0.20	410.00	82.00
08/29/03	R. Hertzberg	Correspondence to T. Stenger re information requested by committee.	0.30	410.00	123.00
08/29/03	J. Skidmore	Telephone conference with J. Burke re overview of committee conference call.	0.30	175.00	52.50
08/29/03	J. Skidmore	Correspondence to S. McFarland re conference call re 9/4/03 hearing.	0.10	175.00	17.50
08/29/03	M. Alexsy	Communication to Debtor representatives re participation in 9/04/03 meeting.	0.20	110.00	22.00

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08/29/03	M. Alexsy	Communication to Committee and its professionals re next scheduled Committee meeting.	0.20	110.00	22.00
08/29/03	J. Cook	Phone call from B. Hertzberg re Committee Conference call and e-mail to same re details.	0.40	140.00	56.00
08/30/03	J. Skidmore	Review and revise letter to T. Stenger re committee concerns.	0.20	175.00	35.00
Total B150 Creditor's Committee			<hr/>	<hr/>	<hr/>
			64.70		19,893.00



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TASK CODE: B155 Court Hearings

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
08/01/03	I. Cohen	Conference with J. Skidmore and M. Alexsy re Agenda/Docket for 8/4/03 hearings.	0.50	460.00	230.00
08/01/03	D. Fournier	Telephone W. Cohen and J. Skidmore re 8/4/03 hearing (.2); review agenda for same (.1).	0.30	395.00	118.50
08/01/03	J. Skidmore	Review materials prepared for hearings on 8/4/03 and conference with M.E. Alexsy re same.	0.30	175.00	52.50
08/01/03	J. Skidmore	Prepare for hearing with I.W. Cohen.	0.40	175.00	70.00
08/01/03	M. Alexsy	Assist I.W. Cohen with preparation for 8/4/03 hearings.	3.50	110.00	385.00
08/01/03	J. Cook	Preparation of agenda binder for 8/4/03 hearing.	3.20	140.00	448.00
08/01/03	S. Van Damme	Assist I.W. Cohen with preparation for 8/4/03 hearing re sale.	4.20	80.00	336.00
08/02/03	I. Cohen	Prepare for hearing on C & S sale and other contested matters.	2.20	460.00	1,012.00
08/03/03	I. Cohen	Continue preparation for C & S sale hearing.	0.60	460.00	276.00
08/03/03	I. Cohen	Review memo from A. Garber re Agenda for 08/04/03 hearing.	0.10	460.00	46.00

08/03/03	I. Cohen	Two telephone calls to R. Wynne re preparation for oral argument.	0.40	460.00	184.00
08/03/03	D. Fournier	Telephone W. Cohen (2x) re open issues for 8/4/03 hearing.	0.40	395.00	158.00
08/03/03	D. Fournier	Preparation for contested hearing on C&S sale.	1.20	395.00	474.00
08/04/03	I. Cohen	Attend hearing on Sale to C & S and other contested matters.	7.50	460.00	3,450.00
08/04/03	I. Cohen	Telephone from S. Schirmang and telephone to S. Schirmang reporting hearing results.	0.50	460.00	230.00
08/04/03	D. Fournier	Attend initial portion of C&S sale hearing.	2.50	395.00	987.50
08/04/03	D. Fournier	Telephone W. Cohen re results of C&S hearing.	0.20	395.00	79.00
08/04/03	R. Hertzberg	Review revised/amended agenda for 8/4/03 hearing.	0.20	410.00	82.00
08/04/03	J. Cook	Assist W. Cohen and Milbank team re preparation for hearing.	1.50	140.00	210.00
08/05/03	J. Cook	Assist W. Cohen re various hearing follow-up matters and organization for continued hearing.	1.70	140.00	238.00
08/06/03	S. Hulbert	Review correspondence from J. Lewis re 8/19/03 hearings.	0.10	160.00	16.00

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08/07/03	I. Cohen	Telephone from D. Fournier and A. Garber reporting results of court hearings.	0.30	460.00	138.00
08/07/03	D. Fournier	Attend hearing on C&S sale.	4.20	395.00	1,659.00
08/07/03	R. Hertzberg	Review notice of agenda for 8/7/03.	0.20	410.00	82.00
08/07/03	R. Hertzberg	Correspondence from L. Mandel re continuation of the sale hearing.	0.20	410.00	82.00
08/07/03	R. Hertzberg	Telephone call with D. Fournier re update on sale hearing.	0.30	410.00	123.00
08/07/03	A. Garber	Preparation for and attendance at hearing-sale motion (5.5); correspond with B. Cohen and D. Fournier re same (.5)	6.00	245.00	1,470.00
08/11/03	I. Cohen	Review with M. Alexsy results of 8/04/03 hearings.	0.20	460.00	92.00
08/11/03	I. Cohen	Review with R. Hertzberg Agenda for 08/19/03 hearing.	0.20	460.00	92.00
08/11/03	R. Hertzberg	Review agenda of 8/13/03 hearings.	0.20	410.00	82.00
08/11/03	J. Skidmore	Telephone conference with M. Hazy re status update of pending hearings.	0.20	175.00	35.00
08/12/03	M. Alexsy	Assist with preparation for next court hearing.	0.80	110.00	88.00

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08/13/03	I. Cohen	Telephone to B. Kaufman re follow up with R. Hertzberg and court hearing.	0.20	460.00	92.00
08/13/03	D. Fournier	Attend hearing on Albertson's motion.	6.40	395.00	2,528.00
08/14/03	D. Fournier	Attend hearing of C&S Sale.	7.00	395.00	2,765.00
08/14/03	R. Hertzberg	Hearing on sale of assets to C&S.	9.50	410.00	3,895.00
08/14/03	J. Cook	Assist D. Fournier re preparation for hearing.	0.10	140.00	14.00
08/15/03	D. Fournier	Confer with JH Cook re 8/19/03 hearing.	0.10	395.00	39.50
08/15/03	J. Cook	Review docket and file re matters scheduled for hearing on 8/19/03.	1.00	140.00	140.00
08/18/03	I. Cohen	Preparing for hearings on 8/19/03 and review 27 summaries for contested hearings.	0.80	460.00	368.00
08/18/03	I. Cohen	(8/11/03) Review Notice of Agenda of 8/13/03 hearings.	0.10	460.00	46.00
08/18/03	I. Cohen	(8/13/03) Review Notice of Agenda for 8/14/03 hearings.	0.20	460.00	92.00
08/18/03	J. Skidmore	Conference call with debtors re 8/19/03 hearings.	1.10	175.00	192.50
08/18/03	J. Skidmore	Prepare documents for I.W. Cohen re 8/19/03 hearings.	1.10	175.00	192.50

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08/18/03	M. Alexsy	Assist I.W. Cohen with preparation for 8/19/03 hearings.	2.20	110.00	242.00
08/18/03	J. Cook	Preparation of Fleming Hearing Binder.	3.50	140.00	490.00
08/19/03	I. Cohen	Preparing for court hearings.	1.90	460.00	874.00
08/19/03	I. Cohen	Continued preparation for court hearings.	1.00	460.00	460.00
08/19/03	I. Cohen	Attend omnibus hearing.	2.00	460.00	920.00
08/19/03	R. Hertzberg	Review amended agenda.	0.20	410.00	82.00
08/19/03	A. Garber	Preparation for and attendance at hearing.	2.00	245.00	490.00
08/19/03	J. Skidmore	Conference with I.W. Cohen re results of 8/19/03 hearings.	0.30	175.00	52.50
08/19/03	J. Cook	Preparation of hearing binder for 8/19/03 hearing.	0.40	140.00	56.00
08/19/03	J. Cook	Assist B. Cohen re preparation for 8/19/03 hearing.	0.60	140.00	84.00
08/22/03	J. Skidmore	Correspondence from L. Mandel re continued hearings.	0.10	175.00	17.50
08/22/03	J. Skidmore	Review agenda re 8/26/03 hearings.	0.20	175.00	35.00
08/22/03	J. Skidmore	Telephone conference with J. L. Lewis re 8/26/03 hearing.	0.20	175.00	35.00
08/25/03	I. Cohen	Telephone call to D. Fournier re picking up 8/26/03 hearing.	0.20	460.00	92.00

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08/25/03	I. Cohen	Review Amended Notice of Agenda for August 19 <sup>th</sup> Hearing with Exhibits (8/18).	0.50	460.00	230.00
08/25/03	D. Fournier	Telephone W. Cohen re 8/26/03 hearing.	0.10	395.00	39.50
08/25/03	D. Fournier	Review agenda for 8/26/03 hearing.	0.10	395.00	39.50
08/26/03	I. Cohen	Review preliminary notice of agenda for 9/4/03 Court hearings.	0.30	460.00	138.00
08/26/03	D. Fournier	Attend hearing on rejection of DEC and Shields leases.	7.30	395.00	2,883.50
08/26/03	M. Alexsy	Communications to and from H. Cook re omnibus hearing dates.	0.20	110.00	22.00
08/26/03	M. Alexsy	Communication to Committee and its professionals re same.	0.20	110.00	22.00
08/26/03	J. Cook	Review agenda and file re documents requested by D. Fournier.	0.20	140.00	28.00
08/26/03	J. Cook	Phone call with M. E. Alexsy and docket research re omnibus hearing dates; follow-up re same.	0.20	140.00	28.00
08/27/03	J. Skidmore	Correspondence with M. E. Alexsy re updates re hearing adjournments.	0.20	175.00	35.00
08/27/03	J. Cook	Review current task list and preparation of binder for 9/4/03 hearing.	0.40	140.00	56.00

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08/28/03	J. Cook	Review task list in preparation of agenda binder for 9/4/03 hearing.	0.20	140.00	28.00
Total B155 Court Hearings			<u>96.60</u>		<u>30,869.50</u>

TASK CODE: B160 Fees

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
08/03/03	D. Fournier	Review and revise PH Third Interim Fee Application.	0.80	395.00	316.00
08/04/03	J. Cook	Revisions to PH 3 <sup>rd</sup> Interim Fee Application.	0.70	140.00	98.00
08/05/03	D. Fournier	Review and sign Pepper Hamilton's Third Interim Fee Application.	0.30	395.00	118.50
08/05/03	J. Cook	Preparation Notice and Certificates of Service re PH 3 <sup>rd</sup> Interim Application (.6); review docket re entry of Amended Administrative Order re Fees (.2).	0.80	140.00	112.00
08/06/03	M. Alexsy	Telephone call from B. Kovacsics re automated fee requirements.	0.20	110.00	22.00
08/06/03	J. Cook	Preparation re filing and service of PH 3 <sup>rd</sup> Interim Fee Application.	1.60	140.00	224.00
08/06/03	J. Cook	Phone call with and email to B. Kovacsics re 5/03 time invoice.	0.20	140.00	28.00
08/06/03	J. Cook	Review 7/03 time in preparation of fee application.	2.00	140.00	280.00
08/07/03	J. Cook	Review 7/03 time in preparation of fee application.	1.00	140.00	140.00



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08/07/03	J. Cook	Preparation of First Application of Committee Members for Reimbursement of Expenses.	1.00	140.00	140.00
08/08/03	J. Cook	Phone call with J. Lewis re filing of Milbank 1 <sup>st</sup> Interim Fee Application (0.1); preparation of Notices re same and Certificate of Service re same (0.6).	0.70	140.00	98.00
08/08/03	J. Cook	Preparation re filing and service of Milbank First Interim Fee Application.	0.80	140.00	112.00
08/09/03	I. Cohen	Review memo from J. H. Cook re Milbank First Fee Application and review summary of same.	0.20	460.00	92.00
08/11/03	I. Cohen	Review memo from S. Schirmang re Milbank Fee Application and memo to S. Schirmang re same.	0.20	460.00	92.00
08/11/03	M. Alexsy	Communication to I.W. Cohen re status of Pepper fees.	0.20	110.00	22.00
08/12/03	R. Hertzberg	Review e-mails (3) from committee members on Alix Partners.	0.20	410.00	82.00
08/12/03	J. Cook	E-mail to E. Wiseman and e-mail to D. Fournier re Interim (quarterly) Fee Application.	0.20	140.00	28.00

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08/12/03	J. Cook	Preparation of Pepper Hamilton First Quarterly Fee Application.	0.70	140.00	98.00
08/13/03	I. Cohen	Review memos to and from M. Alexsy and J. H. Cook re 7/03 invoice.	0.10	460.00	46.00
08/13/03	I. Cohen	Memo from J. H. Cook re application for reimbursement of Committee expenses.	0.20	460.00	92.00
08/13/03	M. Alexsy	Review 7/03 invoice and revisions to same re J. Stern.	0.50	110.00	55.00
08/13/03	E. Bonnett	E-mails from/to J. Cook and E. Wiseman re Compass fee applications.	0.20	100.00	20.00
08/13/03	J. Cook	Preparation of Pepper Hamilton Quarterly Fee Application Request.	0.80	140.00	112.00
08/13/03	J. Cook	Preparation of Committee Member Expense Application (0.3); preparation of Notices and Certificate of Service re same (0.3).	0.60	140.00	84.00
08/13/03	J. Cook	Discussion with D. Fournier re Pepper Hamilton Quarterly Fee Request and fee filings of other Committee Professionals (0.1) e-mail to J. Lewis re same (0.1).	0.20	140.00	28.00

08/13/03	J. Cook	Preparation of Notices and Certificates of Service re Milbank's 2 <sup>nd</sup> Interim Application.	0.30	140.00	42.00
08/13/03	J. Cook	Preparation re filing and service of Certificate of No Objection for Compass 1 <sup>st</sup> and 2 <sup>nd</sup> Interim Fee Applications.	0.60	140.00	84.00
08/14/03	A. Garber	Preparation of fee application for co-counsel and correspond with J. Cook re same.	0.20	245.00	49.00
08/14/03	M. Alexsy	Telephone call from B. Kovacsics re timekeeping requirements.	0.20	110.00	22.00
08/14/03	M. Alexsy	Review proforma re billing rates and timekeepers.	0.40	110.00	44.00
08/14/03	J. Cook	Preparation re filing of Pepper Hamilton Quarterly Fee Application Request.	2.00	140.00	280.00
08/14/03	J. Cook	Preparation of Certificate of Service re Pepper Hamilton Quarterly Application.	0.20	140.00	28.00
08/14/03	J. Cook	Preparation of Notices and Certificates of Service re Milbank's 2 <sup>nd</sup> Interim Application.	0.30	140.00	42.00
08/14/03	J. Cook	Phone call with KPMG re filing of first and second Interim Fee Applications and follow-up re same.	0.20	140.00	28.00

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08/14/03	J. Cook	Preparation re filing of Milbank 2 <sup>nd</sup> Interim Application and Service of same.	1.20	140.00	168.00
08/14/03	J. Cook	Multiple e-mails with B. Kavacsics and M. E. Alexsy re DOJ automated fee program and issues regarding same.	0.70	140.00	98.00
08/14/03	J. Cook	Preparation of Notices and Certificates of Service re KPMG fee applications.	0.70	140.00	98.00
08/15/03	A. Garber	Preparation of notices for KPMG fee applications and office conference with J. Cook re same.	0.40	245.00	98.00
08/15/03	J. Cook	Preparation of e-mail to K. Percy re payment process for Committee expenses.	0.10	140.00	14.00
08/15/03	J. Cook	Organization of files re Committee members' expenses.	0.20	140.00	28.00
08/15/03	J. Cook	Telephone call with D. Rychalsky re KPMG 1 <sup>st</sup> and 2 <sup>nd</sup> Interim Fee Applications.	0.20	140.00	28.00
08/15/03	J. Cook	Preparation of Notices and Certificate of Service re KPMG 1 <sup>st</sup> and 2 <sup>nd</sup> Interim Fee Applications and preparation of service materials re same.	0.20	140.00	28.00
08/15/03	J. Cook	Preparation of filing of KPMG 1 <sup>st</sup> Interim Fee Application.	0.70	140.00	98.00

08/15/03	J. Cook	Telephone call with office of U.S. Trustee re extension for filing of Committee Professionals Quarterly Fee Applications (0.1); contact with various representatives of professionals re same (0.5).	0.60	140.00	84.00
08/16/03	I. Cohen	(8/11/03) Review memo from M. Alexsy re 6/03 and 7/03 invoices.	0.10	460.00	46.00
08/18/03	M. Alexsy	Conference with I.W. Cohen re review of 07/03 invoice.	0.20	110.00	22.00
08/18/03	M. Alexsy	Communication to H. Cook re approval of 7/03 invoice.	0.20	110.00	22.00
08/18/03	E. Bonnett	Conference with J. Cook re various fee applications.	0.20	100.00	20.00
08/18/03	J. Cook	E-mails with Committee professionals and phone call to J. McMahon re filing of Quarterly Applications.	0.60	140.00	84.00
08/18/03	J. Cook	Phone calls with E. Wiseman re Quarterly Application.	0.60	140.00	84.00
08/18/03	J. Cook	Phone calls with various Committee professionals re filing of Interim and Quarterly Applications.	0.60	140.00	84.00
08/19/03	A. Hiller	Review of interim fee application notices.	0.30	245.00	73.50

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08/19/03	E. Bonnett	E-mails from/to J. Cook re various fee applications.	0.10	100.00	10.00
08/19/03	E. Bonnett	Preparation and execution of KPMG's 2 <sup>nd</sup> Interim Fee Application for e-filing.	0.40	100.00	40.00
08/19/03	E. Bonnett	Preparation of notice of filing for e-filing.	0.20	100.00	20.00
08/19/03	E. Bonnett	Preparation of KPMG's 3 <sup>rd</sup> Interim Fee Application for e-filing.	0.40	100.00	40.00
08/19/03	E. Bonnett	Preparation of notice of filing for e-filing.	0.30	100.00	30.00
08/19/03	J. Cook	Review 7/03 invoice in preparation of Pepper Hamilton 4 <sup>th</sup> Interim Fee Application.	1.60	140.00	224.00
08/19/03	J. Cook	Phone calls with J. Lewis (Milbank) and e-mails with D. Rychalsky (KPMG) re filing of interim and final fee applications.	0.30	140.00	42.00
08/19/03	J. Cook	Preparation of Notices and Certificates of Service for 6/03 KPMG fee application and 6/03 Milbank fee application.	0.80	140.00	112.00
08/19/03	J. Cook	Review e-mail from E. Wiseman re Compass Quarterly Fee Application (0.2); preparation re filing and service of same.	1.00	140.00	140.00

08/19/03	J. Cook	Review e-mail from D. Rychalsky re KPMG 5/03 and 6/03 Interim Fee Applications (0.1); preparation re filing of 5/03 Interim Application (0.7).	0.80	140.00	112.00
08/19/03	J. Cook	Review e-mail from D. Rychalsky re KPMG Quarterly Fee Application (0.1); preparation re filing and service of Quarterly Application.	1.00	140.00	140.00
08/20/03	E. Bonnett	Preparation of Affidavit of Service re Compass, Milbank and KPMG's Quarter Fee Applications served on P. Willmott for e-filing.	0.30	100.00	30.00
08/20/03	E. Bonnett	Preparation of Affidavit of Service re Compass, Milbank and KPMG'S Quarterly Fee Applications for e-filing.	0.40	100.00	40.00
08/20/03	E. Bonnett	Preparation of revised Certificate of Service re KPMG's 2 <sup>nd</sup> and 3 <sup>rd</sup> Monthly Fee Applications for e-filing.	0.30	100.00	30.00
08/20/03	J. Cook	Preparation of revised Certificate of Service re KPMG 2 <sup>nd</sup> and 3 <sup>rd</sup> Interim Applications.	0.50	140.00	70.00
08/20/03	J. Cook	Review 7/03 time in preparation of fee application.	2.50	140.00	350.00

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08/21/03	J. Cook	Preparation of Pepper Hamilton 4 <sup>th</sup> Interim Fee Application.	0.20	140.00	28.00
08/21/03	J. Cook	Review package from D. Rychalsky enclosing original signatures to fee applications and follow up re same.	0.10	140.00	14.00
08/22/03	A. Garber	Preparation of notice of co-counsel fee application and correspond with J. Cook re same.	0.30	245.00	73.50
08/22/03	M. Alexsy	Communication from I.W. Cohen and to C. Wright re application of retainer.	0.20	110.00	22.00
08/22/03	J. Cook	Phone call with J. Lewis re filing of Milbank 6/03 Fee Application (0.1); preparation of service materials (0.3).	0.40	140.00	56.00
08/22/03	J. Cook	Preparation re filing and service of Milbank 3 <sup>rd</sup> Interim Application.	1.00	140.00	140.00
08/25/03	M. Alexsy	Communication from and to K. Percy re payment of Pepper's 6/03 invoice.	0.20	110.00	22.00
08/25/03	J. Cook	Review package from J. Lewis re original signature for 3 <sup>rd</sup> Interim Fee Application of Milbank.	0.20	140.00	28.00
08/25/03	J. Cook	Two phone calls with M. E. Alexsy re fee issues.	0.10	140.00	14.00



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08/26/03	I. Cohen	Memo to and examine memo from M. Alexsy and P. Kent re 6/03 Fee Application.	0.10	460.00	46.00
08/26/03	A. Garber	Preparation of notice of fee application of Compass and correspond with J. Cook re same.	0.20	245.00	49.00
08/26/03	M. Alexsy	Communication from M. Vito re PBGC's expenses.	0.20	110.00	22.00
08/26/03	J. Cook	E-mails to/from E. Wiseman re Compass 3 <sup>rd</sup> Interim Fee Application (0.1); preparation of Notices and Certificates of Service re same (0.4).	0.50	140.00	70.00
08/26/03	J. Cook	Revisions to Notices of Compass Interim Fee Application.	0.30	140.00	42.00
08/26/03	J. Cook	Preparation of service materials for Compass 3 <sup>rd</sup> Monthly Fee Application.	0.60	140.00	84.00
08/26/03	J. Cook	Preparation re filing of Compass 3 <sup>rd</sup> Monthly Application.	0.60	140.00	84.00
08/26/03	J. Cook	Phone call with J. Burke's office re expenses.	0.10	140.00	14.00
08/27/03	M. Alexsy	Communication from and to J. Cook re submitting Committee expenses.	0.20	110.00	22.00
08/29/03	M. Alexsy	Communication from and to I.W. Cohen re status of Pepper invoices.	0.20	110.00	22.00

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08/29/03	M. Alexsy	Communication to I.W. Cohen re payment of June invoice.	0.20	110.00	22.00
Total B160 Fees			<u>43.40</u>	<u>6,640.50</u>	

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TASK CODE: B161 Fees/Objections

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
08/01/03	R. Hertzberg	Correspondence from S. Schirmang re position on Gleacher fees.	0.20	410.00	82.00
08/01/03	R. Hertzberg	Correspondence from B. Spector re position on Gleacher and Blackstone's fees.	2.00	410.00	820.00
08/01/03	R. Hertzberg	Meeting with J. Skidmore re Gleacher settlement issues and matrix on settlement.	0.30	410.00	123.00
08/01/03	R. Hertzberg	Telephone call with A. Greene re committee approval of fee settlement.	0.20	410.00	82.00
08/01/03	R. Hertzberg	Correspondence from A. Greene re confirming settlement.	0.20	410.00	82.00
08/01/03	J. Skidmore	Conference with I.W. Cohen and R. Hertzberg re status of Gleacher retention.	0.20	175.00	35.00
08/04/03	R. Hertzberg	Review proposed order on Gleacher (.20) and correspondence to D. Dunne re approval of same (.10).	0.30	410.00	123.00
08/04/03	R. Hertzberg	Correspondence from A. Greene re position of bank group on fees.	0.20	410.00	82.00

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08/11/03	J. Skidmore	Conference with S. Hulbert re Bain fee application.	0.20	175.00	35.00
08/11/03	J. Skidmore	Correspondence to C. Mathews and J. Dean re review of Bain fee application.	0.20	175.00	35.00
08/13/03	I. Cohen	Review comments from B. Spector re Bain fee application.	0.30	460.00	138.00
08/13/03	A. Garber	Preparation of Certification of No Objection for investment banker fee applications and correspond with E. Bonnett re same.	0.30	245.00	73.50
08/14/03	I. Cohen	Telephone to S. Schirmang requesting status of sub-committee decisions on AlixPartners and Blackstone compensation.	0.20	460.00	92.00
08/22/03	J. Skidmore	Preliminary review of Bain Fee Application.	0.20	175.00	35.00
08/22/03	J. Skidmore	Correspondence to C. Matthews re same.	0.10	175.00	17.50
08/25/03	M. Alexsy	Examination of files (.1) and communication with H. Cook re filing of certificate of no objections (.1).	0.20	110.00	22.00
08/26/03	E. Bonnett	Preparation of Certificate of No Objection re Milbank's 1 <sup>st</sup> Interim Fee Application.	0.30	100.00	30.00

08/26/03	E. Bonnett	Preparation of Certificate of No Objection re Pepper Hamilton's 3 <sup>rd</sup> Interim Fee Application.	0.30	100.00	30.00
08/26/03	E. Bonnett	Preparation of Certificate of No Objection re Milbank's 2 <sup>nd</sup> Interim Fee Application.	0.30	100.00	30.00
08/27/03	I. Cohen	Telephone from J. Skidmore reviewing grounds for objections to Bain's Fee Application.	0.20	460.00	92.00
08/27/03	D. Fournier	Emails re Bain fee application (.1); telephone J. Skidmore re same (.1).	0.20	395.00	79.00
08/27/03	J. Skidmore	Correspondence to D. Fournier re Bain Fee Application.	0.10	175.00	17.50
08/27/03	J. Skidmore	Telephone conference with S. McFarland re committees position re Bain Fee application.	0.20	175.00	35.00
08/27/03	J. Skidmore	Review Bain Application and prepare memo to committee re calculating rates.	0.80	175.00	140.00
08/27/03	J. Skidmore	Review UST objection to Bain Fee Application.	0.20	175.00	35.00
08/27/03	J. Skidmore	Conference with I.W. Cohen re committees position re Bain fee application.	0.20	175.00	35.00

08/28/03	I. Cohen	Review with J. Skidmore analysis of Bain Fee Application and Objection by U. S. Trustee.	0.30	460.00	138.00
08/28/03	J. Skidmore	Telephone conference with S. McFarland re Bain fee application.	0.20	175.00	35.00
08/28/03	E. Bonnett	Review docket for any objections to Pepper Hamilton 3 <sup>rd</sup> Interim Fee Application.	0.20	100.00	20.00
08/28/03	E. Bonnett	Preparation of Certificate of No Objection re Committee's 1 <sup>st</sup> application for expenses.	0.30	100.00	30.00
08/28/03	E. Bonnett	Preparation of Certificate of No Objection re KPMG's 1 <sup>st</sup> Interim fee Application.	0.20	100.00	20.00
08/28/03	E. Bonnett	Preparation of Certificate of No Objection re Pepper Hamilton 3 <sup>rd</sup> Interim Fee Application for e-filing.	0.30	100.00	30.00
08/29/03	D. Fournier	Emails re withdrawal of Bain objection.	0.10	395.00	39.50
08/29/03	J. Skidmore	Correspondence to Committee re AP Services fees.	0.10	175.00	17.50
08/29/03	J. Skidmore	Correspondence from B. Pike re AP fees.	0.10	175.00	17.50
Total B161 Fees/Objections			9.90		2,748.00

TASK CODE: B170 Employment of Professionals

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
08/13/03	I. Cohen	Review with R. Hertzberg anticipated proposal from Special Counsel.	0.20	460.00	92.00
08/15/03	R. Hertzberg	Telephone call with D. Fournier re position on special counsel for litigation.	0.20	410.00	82.00
08/18/03	I. Cohen	Review memo from J. Skidmore to Committee members and review proposal from Genovese.	0.20	460.00	92.00
08/18/03	I. Cohen	Review analysis of proposed retention terms by Genovese.	0.20	460.00	92.00
08/18/03	I. Cohen	Review responses from Committee member re retention of Special Counsel; follow up memo from J. Burke re same.	0.20	460.00	92.00
08/18/03	J. Skidmore	Correspondence from I.W. Cohen re Committee retention of Florida counsel.	0.10	175.00	17.50
08/18/03	J. Skidmore	Correspondence with B. Amron re letter re Special Counsel.	0.10	175.00	17.50
08/18/03	J. Skidmore	Review letter setting forth retention information re Genovese, Joblove & Battista.	0.20	175.00	35.00

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08/18/03	J. Skidmore	Conference with R. Hertzberg re Genovese Joblove & Battista.	0.20	175.00	35.00
08/18/03	J. Skidmore	Correspondence to Committee re retention of GJ&B as Special Counsel to Committee.	0.20	175.00	35.00
08/18/03	J. Skidmore	Correspondence from J. Burke re retention of GJ&B.	0.10	175.00	17.50
08/18/03	J. Skidmore	Correspondence from B. Spector re retention of Special Counsel.	0.10	175.00	17.50
08/19/03	I. Cohen	Telephone to S. Schirmang re retention of Special Counsel and Agenda for Committee meeting.	0.30	460.00	138.00
08/19/03	I. Cohen	Telepone from J. Skidmore re contingent fee structure of Special Counsel.	0.20	460.00	92.00
08/19/03	I. Cohen	Telephone to B. Ahren re proposed fee structure for Special Counsel and response from Committee members.	0.20	460.00	92.00
08/19/03	I. Cohen	Telephone to J. Skidmore for follow up discussions with potential Special Counsel.	0.20	460.00	92.00
08/19/03	I. Cohen	Telephone from J. Skidmore re discussions with B. Ahren on compensation provisions.	0.20	460.00	92.00



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08/19/03	I. Cohen	Telephone from S. Schirmang re Committee call and issues expressed by members re Special Counsel retention.	0.20	460.00	92.00
08/19/03	J. Skidmore	Correspondence from S. Schirmang re retention of Special Counsel.	0.10	175.00	17.50
08/19/03	J. Skidmore	Telephone conference with I.W. Cohen re retention of Special Counsel.	0.20	175.00	35.00
08/19/03	J. Skidmore	Telephone conference with I.W. Cohen re retention of Special Counsel.	0.20	175.00	35.00
08/19/03	J. Skidmore	Telephone conference with B. Amron re Committee review of retention issues re Special Counsel.	0.50	175.00	87.50
08/19/03	J. Skidmore	Review correspondence from B. Amron re revised retention terms re Special Counsel.	0.20	175.00	35.00
08/19/03	J. Skidmore	Conference with I.W. Cohen re retention of Special Counsel.	0.20	175.00	35.00
08/19/03	J. Skidmore	Telephone conference with B. Amron re retention of Special Counsel.	0.20	175.00	35.00
08/19/03	J. Skidmore	Correspondence to Committee re supplemental documentation re Special Counsel.	0.20	175.00	35.00

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08/20/03	I. Cohen	Telephone to L. Lattig re working with Debtor on reconciliation and deduction issues and Committee issues re retention of Special Counsel.	0.20	460.00	92.00
08/20/03	I. Cohen	Telephone to S. Schirmang re follow up on Agenda and Special Counsel issues.	0.20	460.00	92.00
08/21/03	R. Hertzberg	Telephone calls (2) with B. Amron re questions on proposal as special counsel.	0.40	410.00	164.00
08/22/03	I. Cohen	Review with R. Hertzberg status of discussions with Special Counsel, Committee objections and discussion with J. Sullivan.	0.20	460.00	92.00
08/22/03	R. Hertzberg	Telephone call with B. Amron re counter proposal on handling bank litigation.	0.20	410.00	82.00
08/22/03	R. Hertzberg	Correspondence from B. Amron re revised proposal on special counsel (.20); telephone call with B. Cohen re same (.20) and correspondence to S. Schrimang re review of same (.10).	0.50	410.00	205.00
08/22/03	R. Hertzberg	Correspondence from S. Schrimang re response on proposal of special counsel.	0.20	410.00	82.00

08/22/03	R. Hertzberg	Telephone call with J. Sullivan re questions on the hiring of special counsel.	0.20	410.00	82.00
08/23/03	I. Cohen	Review memo from Genovese law firm re modified retention terms and memo from S. Schirmang re same.	0.20	460.00	92.00
08/25/03	I. Cohen	Examine memo from J. Skidmore to Committee re proposed terms of engagement (8/19).	0.20	460.00	92.00
08/25/03	I. Cohen	Review background information on special counsel's experience and related issues.	0.30	460.00	138.00
08/25/03	I. Cohen	Telephone call to B. Amron re revised terms of engagement of special counsel.	0.20	460.00	92.00
08/25/03	I. Cohen	Telephone call from Bett re proposed revised engagement letter and follow up with Committee.	0.20	460.00	92.00
08/25/03	D. Kayes	Analysis of issues re special counsel to sue banks.	0.20	435.00	87.00
08/26/03	I. Cohen	Examine memo from B. Amron re proposed conference call, timing on retention and engagement letter issue.	0.20	460.00	92.00
08/26/03	I. Cohen	Examine memo from B. Spector re special counsel.	0.10	460.00	46.00

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08/26/03	I. Cohen	Telephone call to S. Schirmang with update on retention of special counsel.	0.20	460.00	92.00
08/26/03	I. Cohen	Telephone call from J. Skidmore re responses to special counsel inquiry and preparation of retention application.	0.20	460.00	92.00
08/26/03	I. Cohen	Telephone call to M. Vito re information in response to inquiry on retention of special counsel.	0.20	460.00	92.00
08/26/03	D. Kayes	Examine revised agreement re special counsel.	0.20	435.00	87.00
08/26/03	D. Kayes	Examine correspondence re same.	0.20	435.00	87.00
08/26/03	J. Skidmore	Review revised retention letter re special counsel.	0.20	175.00	35.00
08/26/03	J. Skidmore	Conference with I.W. Cohen re retention of special committee counsel.	0.10	175.00	17.50
08/26/03	M. Alexsy	Conference with I.W. Cohen re revised engagement letter re special counsel.	0.20	110.00	22.00
08/26/03	M. Alexsy	Communication to Committee re significant changes in terms of engagement of special counsel.	0.30	110.00	33.00

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08/26/03	M. Alexsy	Communication to S. Schirmang and J. Comeaux re approval of letter to full Committee.	0.20	110.00	22.00
08/26/03	M. Alexsy	Communications to L. Mandel, D. Dunne and P. Aronzon re same.	0.20	110.00	22.00
08/26/03	M. Alexsy	Telephone call to J. Comeaux and second communication to J. Comeaux re retention of special counsel.	0.20	110.00	22.00
08/26/03	M. Alexsy	Communication from J. Burke re retention of special counsel.	0.10	110.00	11.00
08/26/03	M. Alexsy	Communication from B. Monrad re Northeast's opposition to retention of special counsel.	0.10	110.00	11.00
08/26/03	M. Alexsy	Telephone call to M. Vito re PBGC's position on retention of special counsel.	0.20	110.00	22.00
08/26/03	M. Alexsy	Communication from B. Spector re Apollo's opposition to retention of special counsel.	0.10	110.00	11.00
08/26/03	M. Alexsy	Communication from J. Comeaux re questions re terms of engagement (.1) and conference with I.W. Cohen re same (.1).	0.20	110.00	22.00

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08/26/03	M. Alexsy	Communication from S. Schirmang re Kraft's position on retention of special counsel.	0.10	110.00	11.00
08/27/03	I. Cohen	Review with J. Skidmore information for retention of Special Counsel and related Committee issues.	0.20	460.00	92.00
08/27/03	I. Cohen	Telephone from J. Burke re Special Counsel issues.	0.20	460.00	92.00
08/27/03	J. Skidmore	Correspondence with I.W. Cohen re retention of special counsel.	0.10	175.00	17.50
08/27/03	M. Alexsy	Two telephone calls to J. Salvadori's office re vote on retention of special counsel.	0.20	110.00	22.00
08/28/03	J. Skidmore	Telephone conference with B. Amron re retention of special committee counsel.	0.20	175.00	35.00
Total B170 Employment of Professionals			<hr/> 12.90		<hr/> 4,130.00

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TASK CODE: B171 Employment of Professionals/Objections

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
08/07/03	S. Hulbert	Preparation Bain & Company summary for 8/19/03 hearings and communicate with R. Hertzberg re recommended action.	0.60	160.00	96.00
08/08/03	I. Cohen	Telephone call from T. Stenger requesting decision on retention of AlixPartners and Blackstone.	0.20	460.00	92.00
08/08/03	S. Hulbert	Continue preparation of Bain & Company summary.	0.40	160.00	64.00
08/08/03	S. Hulbert	Communicate with I.W. Cohen re Bain & Company retention application and recommendation to the Committee.	0.30	160.00	48.00
08/08/03	S. Hulbert	Telephone call to G. Richards at Kirkland & Ellis re Bain & Company retention application.	0.10	160.00	16.00
08/08/03	S. Hulbert	Communicate with J. Lewis at Milbank re Bain & Company summary to be distributed to the Committee.	0.20	160.00	32.00
08/11/03	R. Hertzberg	Meeting with J. Skidmore re Bain Capital and Glendale lease.	0.40	410.00	164.00

08/11/03	S. Hulbert	Communicate with M. Ghasemi at Kirkland & Ellis re Bain & Company retention application.	0.20	160.00	32.00
08/11/03	S. Hulbert	Correspondence to J. Skidmore and I.W. Cohen re Bain & Company retention application.	0.10	160.00	16.00
08/11/03	S. Hulbert	Review correspondence from B. Spector re Bain & Company retention application.	0.10	160.00	16.00
08/11/03	J. Skidmore	Conference with R. Hertzberg re Bain retention.	0.20	175.00	35.00
08/11/03	J. Skidmore	Correspondence with C. Mathews re Bain retention.	0.10	175.00	17.50
08/12/03	I. Cohen	Review memos to and from S. Schirmang, B. Spector and L. Mandel re sub-committee focus on AlixPartners and Blackstone.	0.20	460.00	92.00
08/12/03	J. Skidmore	Conference with R. Hertzberg re Language of Committee's Objection to Bain Retention.	0.20	175.00	35.00
08/12/03	J. Skidmore	Prepare objection re Bain retention.	0.40	175.00	70.00
08/12/03	J. Cook	Preparation of service materials for objection to Bain & Co. Retention Application.	1.00	140.00	140.00



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08/12/03	J. Cook	Preparation re filing and service of objection to Bain & Co. Retention Application.	0.50	140.00	70.00
08/18/03	I. Cohen	Review memo from S. Hulbert re background on Bain Retention Application and Post-Petition fees.	0.20	460.00	92.00
08/18/03	I. Cohen	Telephone to L. Mandel re status of sub-committee position on AlixPartners and Blackstone.	0.20	460.00	92.00
08/18/03	I. Cohen	Telephone from L. Mandel re approval of Blackstone Fee Agreement.	0.20	460.00	92.00
08/22/03	J. Skidmore	Telephone conference with C. Matheios and J. Deane re Bain & Co. Retention.	0.20	175.00	35.00
08/22/03	J. Skidmore	Correspondence from J. Dean re Bain & Co. particulars of performance.	0.10	175.00	17.50
08/29/03	J. Skidmore	Correspondence to J.H. Cook re withdrawal of objection re Bain retention application.	0.10	175.00	17.50
08/29/03	J. Skidmore	Conference with J.H. Cook re withdrawal of objection re Bain retention.	0.10	175.00	17.50
08/29/03	J. Skidmore	Correspondence with J. H. Cook re confirm withdrawal of objection re Bain.	0.10	175.00	17.50

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08/29/03	J. Cook	Phone call with J. Skidmore and preparation of Withdrawal Objection to Bain Retention Application (0.4); preparation of Certificate of Service and service materials re same (0.2).	0.60	140.00	84.00
Total B171 Employment of Professionals/Objections			<u>7.00</u>	<u>1,500.50</u>	