

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE:)	Case No. 07-79129-mgd
)	
PIKE NURSERY HOLDING LLC,)	CHAPTER 7
)	
Debtor.)	JUDGE DIEHL

**APPLICATION OF SCROGGINS & WILLIAMSON FOR
FINAL COMPENSATION AND REIMBURSEMENT OF EXPENSES**

COMES NOW Scroggins & Williamson, counsel for the Debtor ("Applicant"), and, pursuant to 11 U.S.C. § 330 and Bankruptcy Rule 2016(a), applies for an award of final compensation and reimbursement of expenses. In support of its application, Applicant respectfully shows the following:

1.

On November 14, 2007 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). Following the Petition Date, the Debtor continued in possession of its property and management of its business as Debtor-in-Possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

2.

On November 19, 2007, the United States Trustee appointed an Official Committee of Unsecured Creditors (the "Committee") pursuant to § 1102(a) of the Bankruptcy Code. On March 18, 2008, a Chapter 11 trustee was appointed, and on March 19, 2008, Marcus A. Watson was approved as Chapter 11 trustee pursuant to order of the Court.

3.

On March 24, 2008, the Debtor's Chapter 11 case was converted to one under Chapter 7 and

Marcus A. Watson was subsequently approved to continue as Chapter 7 trustee.

4.

By order of the Court entered on November 16, 2007, Applicant was approved as counsel to the Debtor. Applicant received a pre-petition retainer of \$50,000 to represent the Debtor in its Chapter 11 case.

5.

On December 17, 2007, the Court entered an Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals (the "Compensation Order") allowing for conditional payments to approved professionals of eighty percent (80%) of professional fees and one hundred percent (100%) of reimbursable expenses incurred on a monthly basis, upon notice and a ten-day objection period. Pursuant to the Compensation Order, Applicant has received payments of conditional compensation and reimbursement of expenses from the Debtor totaling \$145,000.00 under "carve-out" provisions of cash collateral orders entered in the case. Applicant has further drawn down its pre-petition retainer in the amount of \$50,000.00. These interim payments to Applicant total \$195,000.00.

6.

This is Applicant's first and final application and covers the period from November 7, 2007, through and including March 24, 2008 (the "Relevant Period").

7.

Services Provided

Applicant has represented the Debtor in all facets of the bankruptcy case during the Relevant Period, including, but not limited to, the following:

- (a) advising the Debtor concerning its rights and duties in this Chapter 11 case;
- (b) negotiations with Debtor's pre-petition secured lenders and prosecution of motions regarding the Debtor's use of cash collateral;
- (c) negotiations with prospective lenders to solicit and obtain post-petition financing and maintain continuity in the everyday operations of the business.
- (d) negotiations with creditors with regard to potential administrative claims pursuant to 11 U. S. C. §503(b)(9);
- (e) preparation and prosecution of motions to assume or reject certain of the Debtor's executory contracts and leases;
- (f) working with counsel for the Official Committee of Unsecured Creditors regarding extensive requests for production of documents;
- (g) negotiations with prospective purchasers of the Debtor's assets, including conducting an auction of all assets;
- (h) negotiation with final purchasers and preparation of asset purchase agreements regarding the sale of assets;
- (i) preparation and prosecution of motions seeking approval of the sale of all assets of the Debtor, and thereafter closing four (4) separate sales of assets to purchasers approved by the Court;
- (j) preparation and filing of all schedules, pleadings, applications, petitions, orders and other documents necessary and incidental to administration of the Debtor's estate;
- (k) representation of the Debtor in all proceedings and contested matters in this case; and

- (l) all other matters necessary and incidental to the proper administration of the Debtor's estate.

8.

Attached hereto as Exhibit "A" is a statement describing in detail the fees and expenses sought by Applicant and showing the identity, billing rate and aggregate number of hours of each professional and paraprofessional charging for services. Exhibit "A" shows that:

- (a) Scroggins & Williamson expended 1555.30 hours in professional services for the Debtor's estate during the Relevant Period, and the reasonable value of said services is \$459,851.00; and
- (b) Scroggins & Williamson has incurred \$14,638.55 in expenses for the Debtor during the Relevant Period.

9.

Applicant shows the Court that the rates for services which are sought are reasonable and in keeping with similar awards in similar cases.

10.

Qualifications of Attorneys and Paralegals

The following is a brief summary of the qualifications of each of the attorneys and paralegals representing the Debtor for whom compensation is sought:

J. Robert Williamson is a principal in the firm of Scroggins & Williamson. He has been practicing law since 1986. Mr. Williamson's primary area of practice is debtor and creditor rights, and he has represented Committees, Debtors and Trustees in numerous Chapter 7 and Chapter 11 proceedings. The rates identified on the attached statement reflect the standard rates charged by Mr. Williamson on other

client matters during the Relevant Period.

Ashley Reynolds Ray is an associate of the firm. She has been practicing law since 1999. Her primary practice area is creditor and debtor rights, corporate law and civil litigation. The rates identified on the attached statement reflect the standard rates charged for Ms. Ray's services by the firm on other client matters during the Relevant Period.

John T. Sanders, IV is of counsel with the firm of Scroggins & Williamson. He has been practicing law since 1981. His primary practice area is debtor and creditor rights. The rates identified on the attached statement reflect the standard rates charged by Mr. Sanders on other client matters during the Relevant Period.

11.

Attached hereto as Exhibit "B" is a resume of Scroggins & Williamson attorneys.

12.

Valuation of Services

This application for fees and expenses is submitted under the standards set forth in Grant v. George Schumann Tire & Battery Company, 908 F.2d 874 (11th Cir. 1990); Norman v. Housing Authority of the City of Montgomery, 836 F.2d 1292 (11th Cir. 1988); and Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974). The twelve factors listed in Johnson, and quoted in Grant, affecting the fee application award include, *inter alia*: the time and labor required; the novelty and difficulty of the questions presented; the skills requisite to performing the legal services properly; the preclusion of other employment by the attorney or trustee due to acceptance of this case; the customary fee charged by such attorney or trustee; whether the fee is fixed or contingent; time limitations imposed by the client or other circumstances; the amount involved and the results obtained; the experience, reputation and ability of the attorney or trustee; the

"undesirability" of the case; the nature and length of the professional relationship with the client; and awards in similar cases.

Applicant seeks compensation for services rendered at its regular rates. During the pendency of this proceeding, Applicant has foregone working on other matters in order to be able to perform services on behalf of the Debtor's estate. Applicant would have been compensated at its regular hourly rates on such other matters had it not performed the services for the Debtor's estate herein.

Applicant shows the Court that its fee application is reasonable in light of the awards in similar cases, and that Applicant's involvement in these cases has deprived it of the ability to earn fees from other clients which would have been charged for service at the same or higher rate for which the Debtor's estate are being charged at this time. Applicant has no agreement to share any compensation or reimbursement awarded with any other person or entity. Applicant has been promised no compensation or reimbursement of expenses by any party, except that the Debtor has agreed to pay reasonable sums for services rendered and disbursements advanced by Scroggins & Williamson, subject to Court approval.

Under these circumstances, the services rendered by Applicant and expenses incurred in the amounts requested are necessary and reasonable.

13.

Attached hereto as Exhibit "C" is a Declaration of J. Robert Williamson confirming the facts set out in the Application and the Exhibits hereto.

WHEREFORE, Applicant prays this Court to enter an Order:

- (a) awarding Scroggins & Williamson \$459,851.00 as final compensation for services rendered and \$14,638.55 in reimbursement for expenses incurred for the Debtor

during the Relevant Period; and

(b) granting such other and further relief as the Court deems just and proper.

This 29th day of May, 2008.

Respectfully submitted,

SCROGGINS & WILLIAMSON

/s/ J. Robert Williamson

J. ROBERT WILLIAMSON

Georgia Bar No. 765214

ASHLEY REYNOLDS RAY

Georgia Bar No. 601559

Counsel for the Debtor

1500 Candler Building
127 Peachtree Street, NE
Atlanta, GA 30303
(404) 893-3880

SCROGGINS & WILLIAMSON

1500 CANDLER BUILDING
127 PEACHTREE STREET, N.E.
ATLANTA GA 30303

TAX I.D. No. 58-2082550

Pike Nursery Holding LLC
Attn: Mr. Scott Schnell
Chief Executive Officer
4020 Steve Reynolds Boulevard
Norcross GA 30093

May 29, 2008

RE: *In re Pike Nursery Holding LLC*, Chapter 11 Case No. 07-79129-mgd
United States Bankruptcy Court, N. District of Georgia, Atlanta Div.

Fees and Expenses from November 7, 2007 to March 24, 2008

PROFESSIONAL SERVICES

	<u>Hours</u>
11/07/07 ARR Review schedule of leases (0.7); review lease file in preparation for filing (0.3)	1.00
11/09/07 JRW Work on chapter 11 filing (1.9); review client documents and corporate records (1.1); telephone conferences with Mr. Schnell (0.7); telephone conferences with Ms. Borders (0.8); conference call with Mr. Schnell, Mr. Jenkins, Ms. Green and Mr. Sanders (0.9); conference call with Messrs. Keenan, Aronson, Schnell, Jenkins, Sanders and Ms. Borders (0.9); review e-mail correspondence and respond to same (0.2)	6.50
JTS Work on preparation for filing chapter 11, including document review and telephone conferences	2.10
ARR Work on first day filings	1.40
ESH Revise creditor matrix and work on list of largest unsecured creditors and petition	1.50
11/10/07 JRW Review e-mail correspondence and respond to same (0.5); review PNC post-petition financing documents (0.8); review and revise debtor-in-possession finance order and debtor-in-possession loan agreement (1.5)	2.80

EXHIBIT "A"

Pike Nursery Holding LLC

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	<u>Hours</u>
11/11/07 JRW Review agreements and orders and prepare for and participate in conference call with client representatives regarding proposed debtor-in-possession financing and order (2.5); review e-mail correspondence and respond to same (0.4); telephone conference with Mr. Schnell (0.2)	3.10
11/12/07 JRW Review and revise debtor-in-possession loan documents and participate in conference call with counsel for PNC and company representatives regarding same (1.8); telephone conferences with Mr. Schnell (0.4); work on first day motions and pleadings (1.5); telephone conference with Mr. Harrigan (0.3); telephone conference with Spirit Finance representatives (0.4)	4.40
JTS Continue preparation for chapter 11 filing	0.80
ARR Work on first day motions and prepare for filing	9.80
ESH Work on first day motions and orders and chapter 11 filing documents	2.50
11/13/07 JRW Review and revise debtor-in-possession loan documents, schedules, exhibits and related agreements and telephone conferences with counsel for debtor-in-possession lenders regarding same (2.5); prepare chapter 11 papers and first day motions and orders, conferences with Ms. Ray regarding same and meeting with Mr. Schnell regarding same (4.5); telephone conferences with Mr. Mitchell regarding same (0.8); review numerous e-mail correspondence and respond to same (1.6); meeting with Mr. Morawetz of the US Trustee's Office regarding filing (0.4); research regarding lien and corporate records (1.4)	11.20
ARR Work on first day motions, review leases and other corporate documents and prepare for filing	15.00
ESH Work on first day motions and revise creditor matrix, 20 largest unsecured creditors list and research contact information for 20 largest unsecured creditors	3.00
11/14/07 JRW Review and revise debtor-in-possession loan documents and telephone conferences with Ms. Borders and PNC counsel regarding same (1.5); work on initial chapter 11 papers and first day motions and orders (6.5); telephone conferences with Mr. Schnell and various Pike employees regarding chapter 11 issues (1.2); telephone conferences with clerk regarding hearing (0.4); telephone conference with Mr. Culton (0.4); telephone conference with Mr. Morawetz (0.2); review e-mail correspondence and respond to same (1.1); telephone conference with Mr. Alexander (0.4); telephone conferences with claims agent (0.5); telephone conferences with potential financial advisors (0.4); telephone conferences with creditors	13.80

		<u>Hours</u>
(0.8); telephone conferences with reporters (0.4)		
11/14/07	ARR Draft and revise first day motions and prepare for filing	10.40
	ESH Work on first day motions and orders, prepare service list and work on first day motions notebook for court	4.00
11/15/07	JRW Telephone conference with Mr. DuPre (0.3); review and revise orders, review documents, meeting with Mr. Schnell and prepare for and attend hearing on first day motions (6.5); telephone conferences with Mr. Jenkins regarding creditor issues (0.4); letter to creditor regarding inventory seizure (0.3); telephone conferences with various vendors (0.4); meeting with counsel for PNC and PDIP regarding closing of debtor-in-possession loans (2.5); work on orders and conferences with Ms. Ray regarding same (0.5)	10.90
	ARR Prepare for and attend hearing on first day motions and draft and revise order regarding same	10.00
	ESH Prepare certificate of service for first day motions and notice of hearing (1.0); work on revisions to first day orders (1.0);	2.00
11/16/07	JRW Prepare for and participate in telephonic status conference with court regarding debtor-in-possession finance motions (1.2); review documents and pleadings, and prepare for continued hearing on debtor-in-possession finance motions (3.0); telephone conferences with Mr. Culton (0.4); telephone conference with Mr. DuPre (0.3); telephone conferences with Messrs. Schnell and Jenkins (0.5); attend hearing on debtor-in-possession finance motions and conferences with various counsel regarding proposed order (2.5); work on revised orders and telephone conferences with clerk regarding same (1.8); telephone conferences with Messrs. Schnell and Jenkins regarding bank account, vendor and customer issues (0.6); review e-mail correspondence regarding reclamation claims and respond to same (0.4); review correspondence (0.4)	11.10
11/19/07	JRW Telephone conference with Mr. Mitchell regarding schedules (0.3); telephone conferences with Mr. Schnell regarding chapter 11 issues, retention of financial consultants and creditors committee appointment (0.3); review pleadings (0.4); telephone conference with Ms. Borders (0.3); telephone conference with Mr. Langdon (0.2); telephone conference with Mr. Decker (0.3); review e-mail correspondence and respond to same (0.8)	2.60
11/20/07	JRW Telephone conferences with Mr. DuPre (0.5); telephone conferences with Mr. Meyers (0.4); review and revise advertising agreement and telephone conferences with	8.90

		<u>Hours</u>
	Mr. Schnell regarding same (0.7); review e-mail correspondence and respond to same (1.2); telephone conferences with Mr. Riley regarding vendor issues (0.4); telephone conference with Mr. Newman of Pavestone regarding same (0.4); telephone conferences with potential financial advisors (0.9); telephone conferences with various counsel for vendors (0.8); review reclamation demands (0.6); legal research regarding reclamation issues (0.5); review lien searches (0.5); conference call with Messrs. Mitchell and Jenkins and Ms. Green regarding schedules and information requested by US Trustee (1.0); telephone conferences with Mr. Mitchell regarding same (0.3); telephone conferences with Ms. Street regarding initial debtor interview (0.3); review pleadings (0.4)	
11/20/07 ESH	Revise notice of commencement of case and communicate with noticing agent regarding status of mailing	0.80
11/21/07 JRW	Telephone conferences with Mr. Riley regarding vendor issues (0.4); telephone conferences with Mr. Newman regarding Pavestone issues (0.4); telephone conference with Mr. Jenkins and Technisource representative (0.4); telephone conferences with committee counsel (0.8); review documents and work on schedules (1.5); review e-mail correspondence and respond to same (1.2); telephone conference with Mr. Henning regarding reclamation claim by Monrovia (0.3); review reclamation claims (0.8); telephone conferences with Mr. Schnell regarding debtor-in-possession financing, chapter 11 and retention of financial consultants (0.8); review and revise advertising agreement and telephone conference with Mr. Schnell regarding same (0.4)	7.00
11/23/07 JRW	Meeting with Messrs. Schnell, Decker, and Herish (1.5); review e-mail correspondence and respond to same (0.4)	1.90
11/26/07 JRW	Telephone conferences with Mr. Schnell (0.4); review and revise open item list and conference call with client representatives and Mr. Sanders regarding same (0.9); review and revise proposed A&M agreement and telephone conference with Mr. Decker regarding same (0.8); review reclamation claims and draft employment letters and conferences with Mr. Sanders regarding same (0.8); review e-mail correspondence from committee counsel and respond to same (0.4); review proposed revisions to Match Agreement and e-mail to counsel for Match regarding same (0.4)	3.70
JTS	Telephone conference with R. Williamson, A. Ray, and Pike representatives to discuss to do list (0.5); work on review of reclamation claims and employee termination letters (1.3)	1.80

	<u>Hours</u>
11/27/07 JRW Telephone conferences with counsel for various creditors (0.8); review reclamation demands and legal research regarding same (0.8); review and revise Alvarez & Marsal engagement letter (1.2); telephone conferences with Mr. Schnell regarding same (0.4); telephone conferences with Ms. Borders regarding same (0.6); telephone conferences with Mr. Decker regarding same (0.5); review e-mail correspondence and respond to same (0.6); telephone conference with Mr. Jacquin regarding historical information and chapter 11 issues (0.8); review documents compiled for US Trustee requests and e-mail correspondence with client regarding same (1.1); review e-mail correspondence from committee counsel and respond to same (0.4); telephone conference with Mr. Kelley regarding potential purchaser (0.2)	7.40
JTS Work on reclamation, employee and utility deposit issues	2.70
11/28/07 JRW Telephone conferences with Mr. Schnell regarding meeting with committee, schedules, creditors meeting and chapter 11 issues (0.8); telephone conferences with Messrs. Pomerantz, Decker and Turcot and related e-mail correspondence (1.4); telephone conference with Mr. Pomerantz regarding hearing and scheduled meeting (0.7); work on agreement with Alvarez and Marsal and telephone conferences with Messrs. Jacquin and Decker regarding same (2.5); review client documents and forward to US Trustee (1.5); conferences with Mr. Sanders regarding information sharing with committee and related issues (0.4); telephone conferences with potential purchaser (0.4); review e-mail correspondence and respond to same (0.8)	8.50
JTS Continue review of reclamation claims and preparation of motion (2.1); review document request and telephone conference with client representatives on compliance issues regarding same (0.9); telephone conferences with creditors (0.2)	3.20
11/29/07 JRW Review client document, meeting with Ms. Green and Mr. Schnell and prepare for and attend US Trustee initial debtor interview (2.5); review and revise Alvarez engagement letter and telephone conference with Mr. Schnell regarding same (0.7); review e-mail correspondence and respond to same (1.2); telephone conference with Messrs. Schnell and Decker (0.5); review client documents and information requests from committee and conference with Mr. Sanders regarding same and information sharing motion (1.5); telephone conference with Ms. Borders and Mr. Sanders regarding objections to debtor-in-possession financing (0.4); review pleadings and notices (0.5); conference with Mr. Culton regarding case status (0.2)	7.50

	<u>Hours</u>
11/29/07 JTS Work on document production issues including cash collateral proposed order and bylaws (2.2); review utility demands and forward same to Alvarez and Marsal and telephone conference with J. Jacquin regarding same (0.4); telephone conference with S. Schnell and S. Borders regarding negotiations with cash collateral counsel (0.4)	3.00
11/30/07 JRW Telephone conferences with Mr. Schnell regarding various chapter 11 issues (1.2); review e-mail correspondence and respond to same (0.8); telephone conferences with Alvarez and Marsal representatives regarding engagement agreement (0.4); prepare for and participate in conference call with lenders and counsel regarding committee objections to financing and review pleadings regarding same (1.5); telephone conferences with Ms. Borders regarding same and hearing (0.5); telephone conferences with Mr. Langdon regarding same (0.4); conference call with Mr. Schnell and various other Pike employees regarding status of outstanding issues (0.7); review client documents (1.2); telephone conference with Mr. DuPre regarding Bank of America motion and hearing on debtor-in-possession financing (0.3); review pleadings and reclamation demands (0.6); conferences with Mr. Sanders regarding same, utility requests and other chapter 11 issues (0.5)	8.10
JTS Telephone conferences with client and lenders about debtor-in-possession financing issues (0.7); telephone conference with client about open items with regard to addressing them (0.3); telephone conference with counsel from Bank of America; review pleadings on objections to debtor-in-possession financing and relief from stay (0.7); work on document production and disclosure issues including e-mails with cash collateral counsel (1.4)	3.10
12/01/07 JRW Review correspondence from creditor and telephone conferences with Mr. Schnell regarding same and meeting with Committee regarding A&M retention (0.8); telephone conferences with Mr. Decker (0.3); review e-mail correspondence and respond to same (0.3)	1.40
12/02/07 JRW Review and revise draft response and telephone conferences with Mr. Schnell regarding same (0.7); review e-mail correspondence and respond to same (0.3)	1.00
12/03/07 JRW Telephone conference with Messrs. DuPre and Alexander regarding objection to debtor-in-possession finance motions and motion for adequate protection and retention of A&M (0.5); telephone conference with Pike employee regarding payments to vendors (0.2); review pleadings (1.8); telephone conferences with Ms. Borders regarding retention of A&M and lender consent issues (0.5); telephone conferences with Messrs.	15.00

		<u>Hours</u>
Langdon and Decker regarding same (0.8); conference call with Messrs. Decker, Langdon and Sanders and Ms. Borders regarding preparation for hearing (0.8); meetings with Messrs. Decker, Jacquin, Sanders and Schnell and prepare for and attend conference with members of creditors committee and counsel (4.5); review transcript and pleadings, work on witness outlines and prepare for hearing on debtor-in-possession finance motions (4.5); telephone conferences with Mr. Schnell (0.8); review e-mail correspondence and respond to same (0.8); telephone conference with Mr. Pomerantz (0.3)		
12/03/07	JTS Prepare for and meet with creditors committee and debrief debtor-in-possession lenders on outcome of meeting	5.90
	ARR Telephone conference with E. Ray and K. Culpin regarding hearing on utility motion and potential for resolution (0.6); correspond via e-mail with counsel for landlords regarding issues with rent and related matters and telephone conference with client regarding same (0.8); prepare for hearing on utility motion, motion to reject agreement and motion to approve compensation procedures and prepare proposed orders regarding same (2.2)	3.60
	ESH Work on Schedule F	1.00
12/04/07	JRW Prepare for and attend final hearing on debtor-in-possession finance motions (8.7); telephone conferences with Mr. Schnell regarding preparation for continued hearing and chapter 11 issues (0.5); review e-mail correspondence and respond to same (0.4); telephone conference with Mr. DuPre regarding Bank of America (0.3)	9.90
	JTS Prepare client representative and attend final hearing on debtor-in-possession funding (8.0); work on reclamation issues (0.2)	8.20
	ARR Prepare for and attend hearing on utility motion, rejection of contract and debtor-in-possession financing (5.5); correspond with landlords regarding lease issues (0.3); work on pending Chapter 11 matters and telephone conference with client regarding same (2.3)	8.10
12/05/07	JRW Prepare for and attend meeting with client representatives at Pike headquarters (5.2); telephone conferences with Mr. Mercer (0.4); telephone conference with Mr. Langdon (0.3); telephone conferences with Ms. Borders (0.4); review e-mail correspondence and respond to same (0.8); review pleadings and notices (0.4); conferences with Mr. Sanders and Ms. Ray regarding hearing issues (0.6);	9.30

		<u>Hours</u>
	telephone conferences with Mr. Schnell (1.2)	
12/05/07	JTS Review e-mail correspondence regarding hearing preparation and work on same (1.8); telephone conference with employee benefits investigator on 401(k) and cafeteria plan (0.2)	2.00
	ARR Work on schedules and statement of financial affairs (0.9); meeting at Pike office in preparation for continued hearing on debtor-in-possession financing (4.2); review reclamation issues (0.5)	5.60
	ESH Revise declaration of James Decker	0.50
12/06/07	JRW Review documents regarding proposed easement at Charlotte facility and telephone conference with Mr. Schnell regarding same (0.5); review setoff items and telephone conference with Mr. Schnell regarding same (0.4); review proposed severance plan (0.2); review committee discovery requests to PNC and telephone conferences with Mr. Langdon (0.7); review e-mail correspondence and respond to same (0.8); telephone conference with Mr. Decker (0.4); telephone conferences with Ms. Borders (0.4); review draft documents and prepare for and attend meeting with Messrs. Schnell, Jenkins and Alvarez representatives regarding hearing (3.4); work on Alvarez application and telephone conference with Mr. Decker regarding same (0.8); telephone conferences with Mr. Schnell regarding hearing (0.4)	8.00
	JTS Telephone conference with creditors regarding status of case (0.4); meeting with client representatives to discuss discovery requests and deposition issues (0.7)	1.10
	ARR Revise and circulate proposed orders (2.4); respond to inquiries from vendors (0.6); telephone conference with R. Mercer regarding issues on debtor-in-possession financing and telephone conference with client regarding same (1.2);	4.20
	ESH Work on A&M application and declaration	0.80
12/07/07	JRW Telephone conferences with Mr. Mercer regarding hearing on debtor-in-possession finance motion and related discovery issues (0.7); telephone conferences with Mr. Langford regarding same (0.5); telephone conferences with Mr. Schnell regarding same (0.4); review and revise nondisclosure agreement and telephone conferences with Mr. Jacquin regarding same (0.8); telephone conferences with Messrs. Mercer and Langdon regarding continuance of hearing and scheduling issues (0.5); review and revise order and telephone conferences with Messrs. Langdon and Mercer regarding same (0.8); telephone conferences with clerk regarding hearing and order (0.4); review numerous e-mails and	7.80

	<u>Hours</u>
respond to same (0.5); telephone conference with Mr. Culton regarding continuance (0.3); telephone conferences with Messrs. Jenkins, Jacquin and Tibus and Ms. Green regarding schedules, exhibits, preparation for hearing and continuance (1.2); telephone conferences with Mr. Schnell regarding miscellaneous matters (0.5); review reclamation notices (0.3); conferences with Ms. Ray regarding schedules (0.4); conferences with Mr. Sanders regarding hearing issues (0.4); review orders (0.5)	
12/07/07 JTS Review documents concerning easements on Charlotte property (0.8); work on offset issues (0.6); review e-mail correspondence and telephone conferences regarding progress of PNC cash collateral negotiations and preparation for final debtor-in-possession funding hearing (1.7)	3.10
ARR Work on debtor-in-possession financing issues (1.7); telephone conference with R. Harrigan regarding schedules and statement of financial affairs and review file for information regarding same (1.1); work on issues regarding utility deposits (0.5); review reclamation demands (0.3)	3.60
ESH Prepare service list and certificate of service for utility order	0.70
12/09/07 JRW Review e-mail correspondence and respond to same	0.40
12/10/07 JRW Telephone conferences with Mr. Schnell regarding pending matters (0.5); review proposed severance package and incentive program, and budget documents and telephone conferences with Messrs. Mercer and Pomerantz regarding same (1.5); telephone conference with Mr. Langford (0.4); conferences with Ms. Ray regarding open items (0.4); review pleadings (0.5); work on schedules (0.2)	3.50
JTS Telephone conferences with creditors regarding status of case (0.4); telephone conference with M. Parker regarding Charlotte easement questions and telephone conference with G. Cook regarding same (0.5); review reclamation claims and setoff issues (1.1)	2.00
ARR Work on schedules and statement of financial affairs (1.9); telephone conference with M. Greene, C. Mitchell and R. Harrigan regarding schedules and statement of financial affairs and review draft of same (3.0); review rules regarding deadline to file objection to motion for reconsideration (0.9); telephone conference with K. Culpin regarding utility deposit for Georgia Power and telephone conference with J. Tibus regarding same (0.4); review schedule of historical utility bills and draft letter with	8.00

		<u>Hours</u>
proposed deposit to K. Culpin and E. Ray (1.0); telephone conference with counsel for Sterling regarding reclamation demands (0.4); review draft statement of financial affairs (0.4)		
12/10/07 ESH	Work on initial draft of statement of financial affairs and schedules	4.00
12/11/07 JRW	Review client documents and exhibits and telephone conferences with Messrs. Jacquin and Schnell regarding same (0.8); telephone conferences with Mr. Jacquin regarding exhibits and committee comments on A&M retention (0.7); review e-mail correspondence from client representatives (0.8); work on schedules and statement of financial affairs and conferences with Ms. Ray regarding same (1.1); telephone conferences with committee counsel regarding hearing and discovery issues (0.7); telephone conferences with clerk regarding hearing dates (0.4); telephone conferences with Mr. Langdon (0.5); review pleadings (0.4); review correspondence from utility companies and conferences with Ms. Ray regarding same (0.4); telephone conferences with Mr. Schnell regarding potential purchasers and discovery issues (0.4); review draft teaser memorandum and telephone conference with Mr. Jacquin regarding same (0.3); prepare for and participate in conference call with Alvarez representatives, Mr. Jenkins, and committee professionals regarding BMC and budget issues and regarding documents regarding same (1.2)	7.70
JTS	Have telephone conferences and review letters from reclamation claimants and work on reclamation motion (1.6); telephone conferences with creditors committee and S. Schnell regarding negotiations with PNC and discovery issues (1.3); follow up call to G. Cook regarding Charlotte easement questions (0.2)	3.10
ARR	Work on schedules and statement of financial affairs (8.9); telephone conference with K. Culpin regarding deposit for Georgia Power (0.3); revise and send letter to Georgia Power and Alabama Power regarding deposits (0.4)	9.60
12/12/07 JRW	Work on document production (1.7); telephone conferences with Mr. Langdon regarding same and hearing issues (0.8); telephone conferences with Ms. Borders (0.4); telephone conference with GE Capital representative regarding equipment lease (0.2); telephone conferences with Messrs. Pomerantz and Mercer regarding hearing issues and settlement negotiations (0.5); telephone conferences with Mr. Mercer regarding same, discovery and extension on response deadline (1.2); telephone conferences with Mr. Schnell (0.3); review e-mail correspondence and respond to same (0.6); telephone conferences with Mr.	8.10

	<u>Hours</u>
Jacquín (0.6); prepare for and participate in conference call with Mr. Sanders and client representative regarding outstanding matters (0.7); work on schedules and conferences with Ms. Ray regarding same (1.1)	
12/12/07 JTS Telephone conference with G. Cook regarding Charlotte store easement issues, review document and forward to S. Borders for review and comment (1.3); telephone conference with M. Williams and client representative concerning status of 401(k) and health plan (0.5); telephone conference with client regarding pending matters (0.4); continue responding to creditors' calls and work on reclamation and offset issues (1.6)	6.90
ARR Work on issues with utility deposits (0.4); work on schedules and statement of financial affairs and telephone conference with M. Greene, C. Mitchell and R. Harrigan regarding same	7.30
ESH Work on schedules and statement of financial affairs	3.00
12/13/07 JRW Telephone conferences with Messrs. Decker and Jacquín regarding confidential memorandum, A&M retention issues, and hearing on debtor-in-possession motion (0.7); review client documents, work on schedules and conferences with Ms. Ray regarding same (1.2); telephone conferences with Mr. Schnell (0.6); telephone conferences with Mr. Mercer regarding hearing and orders (0.7); review and revise orders on debtor-in-possession finance motions and various telephone conferences with Messrs. Langdon and Mercer and Ms. Borders regarding same (2.4); telephone conferences with Mr. DuPre regarding Bank of America objection and review proposed language regarding same (0.6); telephone conferences with Mr. Decker regarding hearing (0.3); meetings with Messrs. Tibus, Jenkins and Sanders and work on exhibits, review documents and prepare for hearing on debtor-in-possession finance motions (3.8); review e-mail correspondence and respond to same (0.8); conferences with Ms. Ray regarding resolution of utilities objections (0.3)	11.40
JTS Preparation for debtor-in-possession hearing including witness interviews and document reviews	5.10
ARR Work on schedules and statement of financial affairs and telephone conference with M. Greene, C. Mitchell and R. Harrigan regarding same (11.3); work on issues regarding utility deposits and draft and revise proposed stipulations (0.9)	12.20
ESH Work on schedules and statement of financial affairs (5.0); draft motion to extend time to file schedules and order and file (0.7);	5.70

	<u>Hours</u>
12/14/07 JRW Prepare for and attend continued final hearing on debtor-in-possession finance motions (3.5); meetings with attorneys for creditors committee, PNC Bank and PDIP to negotiate revisions to orders and loan agreements and telephone conferences with Messrs. Schnell and Jenkins regarding same (6.8); review e-mail correspondence and respond to same (0.6); work on schedules and telephone conferences with Mr. Jenkins and Ms. Ray regarding same (1.9)	12.80
JTS Prepare for and attend debtor-in-possession financing hearing (2.4); conference with S. Borders regarding Charlotte easement issues and telephone conference with G. Cook regarding same (0.4); continue responding to creditor inquiries regarding status of case (0.6); review e-mail correspondence from S. Borders and C. McCoy regarding Charlotte easement and call from G. Paul regarding same (0.8); review e-mail correspondence and attachments regarding M. Topper, request additional information and draft notice letter (0.8); e-mail correspondence with S. Schnell regarding Tocco Hill lease extension and send copy to landlord's attorney (0.4); review Atlanta Journal Constitution contract (0.2); telephone conferences with attorneys working on Store #52 landlord agreement (0.3); review Armstrong offer and e-mail concerning questions regarding same (0.4)	3.40
ARR Work on schedules and schedules and statement of financial affairs	7.90
ESH Work on schedules and statement of financial affairs and prepare attorney's disclosure of compensation, draft motion and order extending time to file schedules	4.00
12/15/07 JRW Telephone conference with Mr. Schnell (0.1); review e-mail correspondence and respond to same (0.2)	0.30
12/16/07 JRW Review e-mail correspondence and respond to same	0.30
12/17/07 JRW Review Technisource addendum agreement and telephone conferences with Mr. Jenkins regarding same (0.5); work on final debtor-in-possession orders and telephone conferences with Mr. Schnell regarding same (0.8); telephone conference with Ms. Borders (0.2); review e-mail correspondence and respond to same (0.8); telephone conference with Mr. Jacquin (0.3); telephone conference with Mr. Jenkins and human resources manager regarding schedules (0.2); telephone conference with counsel for Bank of America (0.2); review orders (0.3); telephone conferences with Mr. Schnell (0.3); review e-mail correspondence and respond to same (0.3)	3.90

	<u>Hours</u>
12/17/07 JTS Telephone conferences and e-mail correspondence with creditors concerning status of case and reclamation issues (0.7); review additional documents regarding Charlotte easement issues (0.4)	1.10
ARR Draft and send letter to Cobb County water department and telephone conference with S. Kneeland regarding same (0.9); telephone conference with M. Greene regarding schedules and statement of financial affairs (0.3); review and respond to e-mail correspondence (0.4); review Technisource agreement and meet with R. Williamson regarding same (0.5); multiple telephone conferences with client regarding open items (0.6)	2.70
ESH Update Master Service List and prepare and file notice of filing Amended Master Service List (1.0); prepare certificate of service of order on interim compensation for counsel (0.5); prepare certificate of service of notice of commencement of case and notice procedures order on creditors added to case (0.5);	2.00
12/18/07 JRW Work on orders and telephone conferences with Messrs. Mercer, Langdon, and Ms. Borders regarding same (1.5); telephone conferences with Mr. Schnell (0.4); telephone conference with Mr. Kepner regarding leases and property tax payments (0.4); review KEIP plan and telephone conference with Mr. Tibus regarding same (0.6); telephone conferences with Mr. DuPre (0.4); telephone conferences with Messrs. Decker and Jacquin (0.4); prepare for and participate in conference call with Bank of America representatives, Mr. DuPre, Mr. Langdon and Mr. Decker (0.8); telephone conferences with Mr. Mercer (0.4); telephone conferences with Ms. Borders (0.3); review pleadings (0.5); conferences with Mr. Sanders regarding status of motions (0.3); review e-mail correspondence and respond to same (0.8); telephone conferences with Mr. Jenkins (0.4); review asset purchase agreement (0.8)	8.00
JTS Draft e-mail to S. Borders regarding Charlotte easement questions (0.2); draft reclamation motion (1.1)	1.30
ARR Multiple telephone conferences with Cobb County water department to resume service	0.90
12/19/07 JRW Work on debtor-in-possession finance orders and review and respond to e-mails regarding same (2.5); review sale documents from A&M (0.4); review e-mail correspondence and respond to same (1.2); telepone conference with Mr. Mercer regarding orders and related issues (0.8); telephone conferences with Mr. Schnell (0.8); telephone conferences with Mr. Jenkins (0.4); telephone conferences with Mr. Jacquin (1.2); review pleadings and claims (0.8)	8.10

	<u>Hours</u>
12/19/07 JTS Telephone conferences and e-mail correspondence with creditors regarding reclamation, administrative expenses and Section 341 meeting issues (1.4); e-mail to S. Borders regarding Charlotte easement issue (0.1); work on 503(b)(9) administrative claim issues (0.8)	2.30
ARR Work on issues regarding utilities (1.8); respond to calls from creditors (0.3); review and respond to e-mail correspondence (0.4); telephone conference with M. Greene regarding property tax issues (0.2)	2.70
12/20/07 JRW Review documents, meetings with Messrs. Jenkins and Schnell and prepare for and attend Section 341 meeting of creditors (3.2); work on final debtor-in-possession financing orders and telephone conferences with Messrs. Langdon, Mercer, and Ms. Borders regarding same (3.1); telephone conferences with clerk (0.3); review e-mail correspondence and respond to same (1.2); telephone conferences with Mr. Jacquin regarding sales efforts and related issues (0.8); telephone conferences with Mr. Schnell (0.5); prepare for and participate in conference call with representatives of creditors committee and Alvarez & Marsal regarding strategy for investment banking efforts (1.4); conferences with Mr. Sanders and Ms. Ray regarding action items and pending matters (1.3)	11.80
JTS Conference with S. Schnell concerning Section 341 meeting (0.4); work on review of administrative claims under 503(b)(9) and administration of 401(k) plan (1.8)	2.20
ARR Prepare for and attend creditors meeting (4.3); meet with R. Williamson regarding open items and work on same (1.3); review documents and telephone conference with client regarding same (2.1)	7.70
12/21/07 JRW Review tax notices and claims and e-mail to client regarding same (0.8); prepare for and participate in conference call with Messrs. Pomerantz and Mercer (0.8); conferences with Mr. Sanders regarding pending matters (0.7); telephone conference with Mr. Jenkins (0.2); review and revise proposed KEIP plan (0.4); work on lease rejection motions and conferences with Ms. Ray regarding same and utility and other chapter 11 issues (0.6); review e-mail correspondence and respond to same (1.3); review fee statements and draft letter regarding same (0.3); work on bar date motion and e-mail correspondence regarding same (0.5)	7.70
JTS Telephone conference with counsel for committee regarding various issues, including bar date motion and potential sale protocol	0.70

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	<u>Hours</u>
12/21/07 ARR Review and respond to e-mail correspondence	0.40
ESH Draft motion to reject leases	1.00
12/23/07 JRW Review client documents (0.4); review e-mail correspondence and respond to same (0.7)	1.10
12/24/07 JRW Work on amendment to Alvarez application, motion to approve setoffs and motion to reject leases and telephone conferences with Mr. Schnell and Mr. Sanders regarding same (2.2); telephone conference with Mr. Jacquin regarding same (0.3); telephone conference with Mr. Schnell and Mr. Sanders regarding pending matters (0.3); conferences with Mr. Sanders regarding status of lease rejection, landlord waivers, pending contracts document and information requests and other pending matters (0.6); review e-mail correspondence and respond to same (0.5); review and revise KEIP program and e-mail to client regarding same (0.8); review e-mail correspondence and respond to same (1.4)	6.10
12/26/07 JTS Telephone conferences with S. Schnell regarding status of to do list (0.4); review of draft asset purchase agreement, sale book and lease issues (3.3)	3.70
ESH Work on amendment to motion to employ A&M Securities and revise order	0.80
12/27/07 JTS Telephone conferences with counsel for creditors committee, client representatives and creditors' attorneys regarding status of asset purchase agreement, sales procedures and timing for filing same (3.3) review status of outstanding issues and work on review of various contracts and proposals (1.4)	4.70
ARR Meet with John Sanders regarding status of open items (1.4); telephone conference with J. Jacquin regarding status of sale materials (0.8); telephone conference with committee representatives regarding status of sale efforts (0.6); review leases to be rejected and draft and revise motion regarding same (1.5)	4.30
ESH Revise motion(s) to reject leases (0.6); work on bar date motion (1.0)	1.60
12/28/07 JTS E-mail correspondence and telephone conference with J. Jacquin and J. Pomerantz regarding A&M order to determine if wording in order is correct (0.9); review asset purchase agreement draft, sale protocol draft, and Ashley Sprinkle Services draft (1.2); work on real property lease issues (0.8)	2.90
ARR Work on issues regarding utilities (0.9); review contracts/agreements and telephone conference with R. Jenkins, S. Kneeland, S. Schnell regarding same (3.1); prepare lease rejections and telephone conference with	6.30

		<u>Hours</u>
	H. Kepner regarding landlord issues (2.3)	
12/31/07	JRW Review e-mail correspondence and respond to same (0.8); conference with Ms. Ray regarding lease/contract issues and motion (0.5)	1.30
	ARR Review Spirit lease agreement and telephone conference with S. Schnell regarding payment of January rent for store #45 (2.3); meet with John Sanders regarding asset purchase agreement and respond to e-mail correspondence from J. Jacquin regarding same (0.9); review Technisource agreement and modification and draft motion to assume and telephone conferences with S. Schnell and J. Sacca regarding same (2.4)	5.60
01/02/08	JRW Telephone conference with Mr. DuPre regarding Bank of America motion and related issues (0.7); telephone conferences with Messrs. Jacquin and Tibus regarding sale process, KEIP plan, and information requests from committee (1.3); telephone conferences with Mr. Schnell (0.5); conference with Mr. Sanders and Ms. Ray regarding various contracts and other pending matters (0.8); review and revise agreements (0.7)	4.00
	JTS Telephone conferences with A&M representatives regarding status of data run, schedules, asset purchase agreement draft and actions of creditors committee representatives (1.3); work on review of proposed incentive retention progress including research and revision of proposed agreement (1.6); start work on bar date motion (0.5)	3.40
	ARR Multiple telephone conferences with S. Kneeland regarding issues with utilities (0.7); review and respond to e-mail correspondence (0.4); review communications regarding assumption of Technisource agreement (0.3); follow up regarding rejections of store #25 and 36 leases (0.3); conference with R. Williamson and J. Sanders regarding various contracts and open items (0.9); review contracts (1.1); review updated list of priorities (0.3); review UCC filings (0.9); conduct legal research regarding tax issues (1.3)	6.20
	ESH Draft notice of hearing and certificate of service on motion to assume Technisource contract, negative notice orders on motions to reject store leases	1.00
01/03/08	JRW Review and revise asset purchase agreement and telephone conferences with Mr. Jacquin regarding same (2.4); prepare for and participate in conference call with Alvarez and Marsal and committee professionals (1.2); review open item list, prepare memo regarding same and telephone conferences with Mr. Schnell regarding same (0.6); telephone conference with Mr. Culton regarding Alvarez application issues (0.3);	5.90

	<u>Hours</u>
review e-mail correspondence and respond to same (0.7); review and revise letter to utilities (0.2); work on KEIP program and telephone conferences with Mr. Schnell regarding same (0.5)	
01/03/08 JTS Telephone conference with creditors committee's counsel, A&M representatives as to status of preparation to market the company and potential buyers (0.8); work on bar date motion and exhibits (0.7); call to R. Jenkins and e-mail concerning motion to allow offset (0.4); continue work on 503(b)(9) issues including review of latest claims (0.8)	2.70
ARR Review and respond to e-mail correspondence (0.4); work on notice of filing and proof of claim form for BMC to send out and respond to inquiries from BMC regarding same (1.2); telephone conference with S. Kneeland regarding setoff issues (0.3); prepare for conference call regarding open items (0.9); revise proposed agreement with A. Sprinkle and telephone conference with E. Breazeale regarding same (2.8); review lease assignment and correspond via e-mail with D. Cranshaw regarding same (0.5)	6.10
01/04/08 JRW Prepare for and participate in conference calls with Messrs. Schnell and Jenkins and Alvarez & Marsal representatives (1.5); work on KEIP plan and telephone conferences with Messrs. Schnell and Decker regarding same (2.2); telephone conferences with Mr. Pomerantz (0.4); telephone conference with Mr. Jenkins and Wholesale sales representative (0.3); review e-mail correspondence and respond to same (1.1); review pleadings (0.4); work on motions (0.5)	6.40
JTS Telephone conference with client and A&M representatives regarding status of cash flow, sale vs. stand alone reorganization, sales procedures (1.5); telephone conferences with creditors and their counsel regarding reclamation and administrative claim issues (0.5); review latest administrative claims filed and work on response (0.8)	2.80
ARR Prepare for and participate in conference call regarding open items (2.2); telephone conference with R. Jenkins regarding monthly operating reports and forward same (0.4); work on misc pending items (0.3)	2.90
01/05/08 JRW E-mail to committee regarding KEIP proposal and review responses	0.80
01/06/08 JRW Telephone conferences with Messrs. Jacquin and Tibus regarding forecast model (0.8); review e-mail correspondence and respond to same (0.4)	1.20

	<u>Hours</u>
01/07/08 JRW Telephone conferences with Mr. Jacquin regarding asset purchase agreement, sale procedure issues, and projections (1.2); prepare for and participate in conference call with client representatives and Alvarez and Marsal representative regarding objections and sale issues and follow up call regarding same (2.1); work on asset purchase agreement (0.5); telephone conferences with Mr. Pomerantz regarding sale and KEIP issues (0.4); review e-mail correspondence and respond to same (0.7)	4.90
JTS Telephone conferences with Pike representatives and A&M personnel to discuss current cash position and potential for stand alone reorganization (2.2); telephone conference with R. Jenkins about DeltaCom, review contract (0.5); review contract with Wheeler/Kolb, draft motion to retain them as brokers for Snellville, call to R. Jenkins regarding same (1.1); telephone conferences with e-mail correspondence with S. Kneeland regarding offset list (0.5); telephone conference with C. Buchanan regarding landlord waiver (0.3)	4.60
01/08/08 JRW Telephone conference with Mr. Schnell regarding KEIP, budget, sale issues and other pending matters (0.8); telephone conference with Mr. Tibus regarding KEIP revisions (0.4); review documents (0.5); telephone conferences with Mr. Jacquin regarding sale issues, asset purchase agreement and A&M retention issues (0.9); telephone conference with Messrs. Jacquin and Decker (0.3); review documents and prepare for and participate in telephone conference with Mr. Pomerantz regarding pending issues (0.7); review preference solicitation letter and telephone conference with Mr. Jenkins regarding same (0.5); draft memorandum regarding procedures for professional fees and e-mail to Mr. Jenkins (0.7); review and A&M lender consent and e-mail to Mr. Langdon (0.3); review e-mail correspondence and respond to same (0.5); work on bar date motion and conferences with Mr. Sanders regarding same and pending matters (0.5); review correspondence and telephone conference with Mr. Jenkins regarding same (0.4); telephone conference with Mr. Pomerantz (0.2); review committee documents (0.4)	7.10
JTS Telephone conference with R. Jenkins regarding DeltaCom issues (0.1); review latest 503(b)(9) pleadings and draft response (0.8); telephone conference with J. Tibus regarding compiling list of possible 503(b)(9) claimants (0.3); work on offset motion including calls with S. Kneeland (0.5); telephone conference with V. Riley regarding liens being placed by sub contractors on client properties and review letter (0.3); work on broker motion including telephone conferences with broker (0.6)	7.20

	<u>Hours</u>
01/09/08 JRW Telephone conference with Messrs. Culton and Jacquin regarding United States Trustee objection A&M retention agreement (0.5); telephone conference with Mr. Jacquin regarding same (0.3); telephone conferences with Mr. Schnell (0.4); review e-mail correspondence and respond to same (1.5); review and revise sales protocol language and e-mail to Mr. Pomerantz (0.4); telephone conferences with Mr. Tibus regarding KEIP, leases, and appraisers (0.7); telephone conferences with Mr. Jacquin regarding sales process, asset purchase agreement and schedules (0.9); review and revise asset purchase agreement and e-mail to Mr. Pomerantz regarding same (1.1); review and revise KEIP agreement and e-mail to committee (0.4); telephone conference with Mr. Weddel regarding solicitation letter (0.3); research regarding issues related to same (0.4); telephone conferences with Mr. Dupre regarding Bank of America issues and sales status (0.4); prepare for and participate in conference call with Mr. Jacquin and lender representatives and counsel regarding sales process and related issues (0.8); telephone conference with Mr. Langdon and Mr. Jacquin regarding lenders consent (0.3)	8.40
JTS Telephone conference with R. Jenkins and e-mail correspondence concerning DeltaCom contract (0.8); e-mail with S. Kneeland about offset motion, amend schedule (0.7); work on draft response to 503(b)(9) motion including review of data from R. Jenkins (0.8)	2.30
ARR Telephone conference with J. Tibus regarding post-petition lease obligations and related matters (0.9); telephone conference with J. Tirnan and J. Teel at Gas South (0.4); review correspondence from S. Arden regarding lease issues (0.2); telephone conference with J. Jacquin regarding asset purchase agreement schedules and review same (1.2); work on draft asset purchase agreement and schedules (1.4)	4.10
01/10/08 JRW Review comments to asset purchase agreement and participate in conference call with Alvarez and Marsal and committee professionals regarding same (0.6); review proposed orders (0.5); work on response to Pavestone motion (0.4); telephone conferences with Mr. Schnell regarding leases, KEIP, sale issues and pending matters (0.6); review e-mail correspondence and respond to same (0.8); modify A&M retention agreement and forward to Mr. Jacquin (0.5); work on motion to approve KEIP program (1.2); review documents and conferences with Ms. Ray regarding same (0.8)	5.40
JTS Review e-mail correspondence from G. Cook regarding Charlotte issues and forward to S. Borders via e-mail (0.4); e-mail correspondence and telephone conferences with R. Jenkins and J. Tibus regarding goods delivered	3.40

		<u>Hours</u>
	in 20 days prior, review lists forwarded by R. Jenkins, and finalize and file 503(b)(9) response (0.9); telephone conferences and document review on store #34 lease research and draft renewal notice (1.2); prepare for and participate in creditors committee's update conference call to discuss status of sales efforts (0.9)	
01/10/08	ARR Review draft schedules to asset purchase agreement and review virtual data room regarding same (1.7); work on schedules to asset purchase agreement and telephone conference with J. Jacquin and D. Silverman regarding same (3.2)	4.90
01/11/08	JRW Draft resolution and forward proposed KEIP to board (1.2); telephone conference with Ms. Borders (0.3); telephone conferences with Mr. Jacquin regarding sales process and A&M retention agreement (0.8); review documents and provisions to asset purchase agreement (0.8); conference with Mr. Sanders and Ms. Ray regarding status of pending matters and additional items (1.3); revise proposed protocol and e-mail to board (0.5); review e-mail correspondence and respond to same (0.6); review correspondence from counsel for creditor and draft letter responding to same (0.3); review motions (0.4)	6.20
	JTS Revise and complete store #34 notice, calls and e-mail correspondence with M. Parker and landlord regarding delivery of notices (1.4); telephone conference with J. Jacquin regarding Armstrong offer and review e-mail response regarding details (0.3); review latest motion for administrative claims and telephone conference with K. White regarding same (0.4); work on contact issues including Charlotte easement, Atlanta Journal Constitution and Lawn & Garden (1.9)	4.00
	ARR Prepare for and meet with R. Williamson and J. Sanders regarding status of pending matters (1.9); work on issues with KEIP (0.5); work on schedules to asset purchase agreement (4.2)	6.60
01/12/08	JRW Review e-mail correspondence and respond to same (0.5); telephone conferences with Mr. Schnell (0.7)	1.20
01/13/08	JRW Telephone conference with Mr. Schnell (0.3); review e-mail correspondence and respond to same (0.6); research regarding lien issues (1.2); work on sale motion (0.5)	2.60
01/14/08	JRW Telephone conferences with Mr. Schnell (0.4); legal research regarding KEIP issues and work on motion and notice (2.2); telephone conferences with Messrs. Jacquin and Decker (0.5); review e-mail correspondence and respond to same (0.8); work on complaint against North Georgia Turf and conference with Mr. Sanders	6.10

Hours

regarding same (0.5); telephone conference with Ms. Borders (0.4); telephone conferences with Mr. Tibus (0.4); review schedules to purchase agreement and conference with Ms. Ray regarding same (0.5); telephone conference with Mr. Culton regarding objections to A&M retention agreement (0.3); revise same and e-mail to A&M (0.4)

01/14/08 ARR	Work on schedules to asset purchase agreement and telephone conference with J. Jacquin and D. Silverman regarding same (2.9); telephone conference with S. Schnell regarding insurance coverage issues (0.3); review priorities list (0.2); telephone conference with H. Kepner regarding 2007 tax issues and correspond via e-mail with S. Kneeland regarding same (0.4); work on asset purchase agreement schedules (1.7); telephone conference with R. Jenkins regarding Gas South deposit and send e-mail to E. Breazale regarding WSB Lawn & Garden contract (0.2)	5.70
01/15/08 JRW	Telephone conferences with Mr. Tibus with A&M regarding claim analysis and retention of appraisers (0.4); review proposal by MPV evaluation and telephone conference with Mr. Tibus and appraiser regarding same (0.5); review KPMG proposal and compare to MPV proposal (0.4); telephone conference with Mr. Pomerantz regarding outstanding matters and sales process (1.0); work on motion to approve KEIP and legal research regarding same (1.1); review and revise motion to approve set off agreements and conference with Mr. Sanders regarding same (0.8); prepare for and participate in status call with representatives of Pike and A&M (1.7); draft e-mail correspondence to board members regarding conference call (0.5); review documents and memos and prepare for conference call with board (0.8); review e-mail correspondence and respond to same (0.7)	7.90
JTS	Telephone conference with Pike representatives and A&M personnel to discuss administrative matters and sales status (1.5); telephone conferences and e-mail correspondence with C. McCoy, Pike staff and J. Jacquin regarding Charlotte easement issues and resolution of same (1.1); work on resolution of questions on Yellow Pages advertisements and Atlanta Journal Constitution contract setoff motion (1.1); telephone conference with attorney for Toco Hills landlord regarding taxes and extension issue (0.4); work on finalizing motion to hire broker for Snellville including telephone conferences with M. Parker and J. Jacquin (0.6); telephone conference with PNC attorney regarding status of resolution of landlord agreement on stoce #5 (0.2); review latest 503(b)(9) claims (0.1)	5.00

	<u>Hours</u>
01/15/08 ARR Correspond via e-mail regarding status draft monthly operating report (0.3); review and revise advertising agreement with Match, Inc. (1.1); conference call and meeting with R. Williamson and J. Sanders regarding open items (1.8)	3.20
01/16/08 JRW Prepare for and participate in conference call Florida and Alvarez and Marsal representatives (1.5); telephone conferences with Mr. Culton regarding KEIP motion (0.4); telephone conferences with Mr. Jacquin regarding status of sale negotiations and potential offers and review correspondence regarding same (0.8); telephone conference with Mr. Vermillion regarding budget issues (0.3); telephone conferences with Mr. Schnell (0.4); review e-mail correspondence and respond to same (0.5); review client documents (0.8); telephone conference with Mr. Jacquin regarding documents in virtual data room (0.3); telephone conference with Mr. Dupre regarding Bank of America issues (0.5)	5.50
JTS Telephone conference with management about status (1.2); work on resolution of retention of broker for Snellville including telephone conferences e-mail correspondence with Wheeler Kolb managers and J. Jacquin (0.8); work on Charlotte easement issue including locating and obtaining real estate file from client (0.7); continue review of and work on administrative claim issues (0.4);	3.10
ARR work on issues regarding non-residential real property leases, telephone conference with S. Kneeland regarding same and draft letter to S. Arden regarding same (1.7); review status of potential buyers (0.3)	2.00
01/17/08 JRW Telephone conferences with Mr. Schnell (0.5); telephone conference with Messrs. Schnell and Jacquin regarding prospective offers on certain assets and review documents regarding same (1.4); work on stipulation regarding 503(b)(9) claims and e-mail to committee counsel (0.8); work on sale and bid procedures motion (1.2); telephone conference with Mr. Culton (0.2); telephone conference with Ms. Borders (0.3); review e-mail correspondence and respond to same (0.7); review client documents (0.5)	5.60
JTS Work on bar date notice including J. Pomerantz's comments concerning draft (0.8); work on Charlotte easement issues, including review of debtors real property files, e-mail correspondence with G. Cook and C. McCoy and telephone conference with C. McCoy regarding need to obtain documents from another source (1.4); continue work on review of 503(b)(9) claims and responses thereto (0.9)	3.10

	<u>Hours</u>
01/17/08 ARR Review fax from S. Kneeland and draft letter to City of Canton (0.5); telephone conference with M. Greene regarding monthly operating reports (0.8); telephone conference with J. Tiernan regarding Gas South deposit (0.3); telephone conference with D. Silverman regarding due diligence requests and review e-mail correspondence and request by potential bidder regarding same (1.7); work on due diligence issues (2.1)	5.40
ESH Draft order on motion to lift stay to allow setoffs	0.60
01/18/08 JRW Telephone conference with Mr. Walker regarding 503(b)(9) claims of Corbin Pine Straw (0.3); work on motion to sell assets and approve bid procedures (2.2); telephone conferences with Mr. Schnell (0.4); review e-mail correspondence and respond to same (0.7); review contracts and leases and conferences with Ms. Ray regarding same (0.5)	4.10
JTS Continue reviewing newly filed 503(b)(9) motions and responding to e-mail correspondence from attorneys filing same and review and revise stipulation (1.3); e-mail from S. Schnell and J. Jacquin regarding sale of Snellville (0.3); telephone conferences and e-mail correspondence with K. Vermillion regarding refining review of current 503(b)(9) claims (0.3); continue review of Charlotte documents (0.3); review landlord/PNC draft agreement (0.5)	2.70
ARR Multiple telephone conferences with J. Jacquin and D. Silverman regarding due diligence issues and respond to same (2.3); review draft tenant estoppel proposed by landlord and correspond via e-mail with R. Jenkins regarding same (0.5); correspond via e-mail with C. Horde regarding lease issues (0.2); revise and send letter to S. Arden regarding lease and tax issues (0.3); correspond via e-mail with D. Cranshaw regarding lease rejection (0.2)	2.50
01/20/08 JRW Work on sale motion (1.4); review e-mail correspondence and respond to same (0.3); telephone conference with Messrs. Decker and Jacquin (0.4)	2.10
01/21/08 JRW Telephone conferences with Mr. Schnell (0.4); telephone conferences with Mr. Jacquin regarding sale process and offers (0.8); work on sale motion and review e-mail correspondence regarding same (1.1); review proposed purchase agreements (0.8); review e-mail correspondence and respond to same (0.4)	3.50
JTS Draft and revise addendum to brokers contract (0.7); telephone conference with counsel for store #51 and PNC to discuss status of their negotiations (0.2); telephone conferences with S. Hicks about landlord agreement and back rent on store #52 (0.5); review and	3.60

	<u>Hours</u>
review 503(b)(9) stipulation, bar date motion and Georgia Turf adversary (1.8); e-mail correspondence with K. Vermillion regarding 503(b)(9) review (0.2); review Regions Bank lift stay motion (0.2)	
01/21/08 ARR Draft determination motion (1.3); review non-compete agreement (1.0); review priorities list (0.2); review proposed tenant estoppel and correspond via e-mail with counsel for proposed purchaser of land regarding same (0.5); correspond via e-mail with C. Hord regarding lease for Lavista store and status of taxes and telephone conference with D. Silverman regarding same (0.7); review non-compete agreements (0.8); review draft monthly operating report and telephone conference with M. Greene regarding same (1.7)	6.20
01/22/08 JRW Review proposed purchase agreement for wholesale assets and prepare for and participate in conference call with Mr. Jacquin and purchaser's counsel regarding same (1.5); telephone conferences with Mr. Schnell (0.3); review pleadings and documents and prepare for and participate in conference call with committee counsel and Mr. Jacquin (1.4); telephone conferences with Mr. Jacquin (0.5); work on sale motion (0.5); telephone conference with Mr. Culton (0.3); review e-mail correspondence and respond to same (0.6); letter to Mr. Mercer (0.2); review Bank of America appraisals and conference with Mr. Dupre regarding same (0.6)	5.90
JTS Telephone conference with attorney for creditor (0.3); telephone conference and e-mail correspondence with attorney working on contract for store #51 (0.4); conference with B. Duprere broker for Snellville store (0.2); telephone conference with creditors committee attorneys and J. Jacquin regarding sales motion (0.7); telephone conference with J. Jacquin regarding asset purchase agreement schedules (0.2); e-mail correspondence with G. Pound regarding Charlotte easement issues (0.2); review latest 503(b)(9) claim and telephone conference with K. White regarding same (0.5)	2.50
ARR Review draft monthly operating report for November and meeting with R. Williamson and telephone conference with R. Williamson and L. Culton regarding same (1.1); work on due diligence items (0.9); work on real property lease issues (0.7); status call (0.3); work on November monthly operating report (3.6)	6.60
01/23/08 JRW Telephone conferences with Mr. Schnell (0.4); review asset purchase agreement for retail business and telephone conferences with Mr. Jacquin regarding same (1.2); telephone conference with Messrs. Jacquin, Turcotte, Pomerantz and Mercer regarding same and related issues (0.8); work on schedules to asset	8.00

	<u>Hours</u>
purchase agreement and conferences with Ms. Ray and Mr. Silver regarding same (0.5); telephone conference with Ms. Borders (0.3); review e-mail correspondence and respond to same (0.8); review and revise purchase agreement for wholesale business (2.4); review pleadings (0.8); review monthly reports and conference with Ms. Ray (0.5); review client documents and forward to Mr. Culton (0.3)	
01/23/08 JTS Telephone conference with J. Jacquin regarding Armstrong offer (0.7); telephone conference with K. Vermillion regarding asset purchase review (0.4); review various objections filed by creditors committee (0.4); review latest 503(b)(9) motions and prepare draft of letter to accompany proposed stipulation (0.8)	2.30
ARR Meet with D. Silverman regarding amendments to asset purchase agreement schedules (2.1); work on monthly operating report for November and December and telephone conference with M. Greene regarding same (3.9); telephone conference with J. Sanders, R. Williamson and J. Jacquin regarding offer from potential retail purchaser (0.7); meet with R. Williamson and J. Sanders regarding open items including 503(b)(9) analysis and cure costs (0.6); review operating agreement (0.4); review and respond to e-mail correspondence (0.3)	7.40
ESH Work on monthly operating reports for November and December	2.00
01/24/08 JRW Review proposed purchase agreements and conference call with committee counsel and Alvarez representative regarding same and negotiations (0.8); telephone conference with Ms. Borders (0.3); telephone conferences with Mr. Schnell (0.5); telephone conferences with Mr. Jacquin (0.4); review and revise wholesale purchase agreement and e-mail to Mr. Joyce (2.1); conference call with Messrs. Pomerantz and Jacquin and counsel for Armstrong regarding retail purchase agreement and review same (1.5); review e-mail correspondence and respond to same (0.5)	6.10
JTS Telephone conference with S. Schnell regarding status of case and to directors and officers list (0.9); continue review of 503(b)(9) pleadings and work on determination of same including telephone conference with K. Vermillion (0.8); telephone conferences and e-mail correspondence regarding landlord agreement and Charlotte easement issues (1.1)	2.80
ARR Telephone conference with R. Williamson, J. Sanders and S. Schnell regarding open items (0.4); meet with R. Williamson and J. Sanders regarding same	1.50

	<u>Hours</u>
01/25/08 JRW Review proposed Smith purchase agreement and conference call with Mr. Schnell and Ms. Ray regarding revisions to same (1.5); work on motions (0.5); review e-mail correspondence and respond to same (0.4); telephone conferences with Mr. Jacquin (0.6); telephone conferences with Mr. Schnell regarding purchase negotiations (0.4); work on documents review and production and conferences with Ms. Ray regarding same (0.5)	3.90
JTS Telephone conferences and continue to work on landlord agreement and issue regarding Charlotte easement (1.4); finalize and circulate proposed 503(b)(9) stipulations (0.6); review e-mail correspondence from Armstrong declining to negotiate and conference regarding same (0.5)	2.50
ARR Review contracts and leases (3.0); telephone conference with S. Schnell and work on draft of wholesale asset purchase agreement (0.7); review committee's request for production of documents and meet with R. Williamson regarding same (0.5); telephone conference with J. Jacquin regarding information requested by potential bidder and review same (0.9); review contracts and leases (1.7); meet with R. Williamson and forward e-mail correspondence regarding Armstrong to S. Schnell (0.4)	7.20
01/26/08 JRW Telephone conferences with Messrs. Jacquin and Schnell regarding sale negotiation issues (0.5); review e-mail correspondence and respond to same (0.5); revise wholesale purchase agreement and e-mail to counsel (0.5); telephone conferences with Mr. Schnell (0.4); review pleadings (0.4)	2.30
01/27/08 JRW Telephone conference with Mr. Schnell (0.3); review e-mail correspondence and respond to same (0.3)	0.60
ARR Work on issues regarding document retention (0.4); review contracts (0.8)	1.20
01/28/08 JRW Telephone conferences with Mr. Dupre regarding proposed order and hearing on motion for adequate protection and status of sale negotiations (0.4); review and revise proposed order on adequate protection motion (0.8); review e-mail correspondence and respond to same (0.7); telephone conference with Ms. Borders (0.4); telephone conferences with Mr. Schnell (0.4); work on motions (0.6); review 503(b)(9) applications and notices and conferences with Mr. Sanders and Ms. Ray regarding same and scheduled hearings (0.7); telephone conference with Mr. Jenkins (0.2); revise letter to counsel for creditor (0.1); review document requests and work on responsive to same (0.6);	4.90

	<u>Hours</u>
01/28/08 JTS E-mail correspondence and telephone conferences with attorneys representing 503(b)(9) claimants regarding stipulation and with K. Vermillion regarding the invoice review (1.3); e-mail correspondence with Charlotte Municipal Utility Development's attorney and PDIP attorney regarding documents and proposed revisions and review same (Charlotte utility easements) (1.8); telephone conferences with attorneys involved in landlord agreement negotiations (0.4)	3.50
ARR Work on response to committee's request for production of documents (1.3); meet with R. Williamson and J. Sanders regarding upcoming hearings and status of pending motions (0.7); work on document retention issues, review memo from Technisource regarding same and telephone conference with D. Huguley and C. Maye regarding same; telephone conference with R. Jenkins regarding same and telephone conference with S. Schnell regarding same (3.0); correspond via e-mail with S. Kneeland regarding property tax issues (0.3); telephone conference with J. Jacquin regarding updated appraisals by Bank of America (0.4); correspond via e-mail with A. Street regarding questions on monthly operating reports (0.3); work on response to committee's request for production of documents (1.5); revise and file motion for determination of adequate assurance (0.4)	7.90
01/29/08 JRW Work on order regarding Bank of America motion and telephone conference with Mr. Dupre regarding same and sales process issues (0.8); telephone conference with Messrs. Pomerantz, Mercer, Turcotte and Jacquin (0.8); review e-mail correspondence and respond to same (0.5); telephone conferences with Mr. Schnell (0.3); review proposed bonus plan and historical plans (0.5); work on motions (0.8)	3.70
JTS Telephone conference and e-mail correspondence with attorneys representing 503(b)(9) claimants regarding resetting hearing from 1/31/08 to 2/7/08 and potential revisions to stipulation (1.4); review e-mail correspondence and documents concerning Charlotte easements sent by Charlotte Municipal Utility Development and PDIP counsel (1.1); telephone conference with R. Jenkins regarding Regions Bank lift stay motion (0.3); telephone conferences with counsel for PNC and landlords regarding status of agreement (0.3)	3.10
ARR Review and respond to e-mail correspondence regarding document retention (0.3); correspond via e-mail with R. Mercer regarding debtor's response to 2004 requests and work on same (1.7); multiple telephone conferences with H. Kepner and S. Kneeland regarding taxes for store #14 and #21 (0.7); correspond via e-mail with S. Arden regarding taxes at Cummings and Suwanee	7.20

Hours

locations (0.2); correspond via e-mail with client regarding same (0.3); work on response to committee's 2004 request (1.2); work on response to document requests and telephone conference with J. Jacquin, K. Plesko and D. Silverman regarding same (2.8)

01/30/08 JRW	Prepare for and participate in conference call with committee counsel regarding pending matters (1.2); work on document production, conferences with Ms. Ray regarding same and telephone conferences with Mr. Mercer regarding same (0.8); telephone conferences with Mr. Schnell (0.7); work on Bank of America adequate protection order and e-mail to counsel (1.2); telephone conferences with Mr. Dupre, Mr. Jacquin and Bank of America representative regarding real estate collateral and sale process issues (0.8); telephone conferences with Mr. Jacquin regarding sale issues (0.6); telephone conference with Ms. Borders regarding hearing and document requests (0.3); telephone conference with Mr. Roche and Ms. Ray regarding same (0.3); conference call with Mr. Schnell, various Pike employees and A&M representatives (0.6); conference call with Mr. Schnell, Mr. Sanders and Ms. Ray regarding open items (0.7); review United States Trustee's objection to KEIP motion and telephone conferences with Mr. Schnell regarding same (0.8); prepare for hearing (0.5); telephone conference with Mr. Joyce regarding Smith agreement (0.4); draft order on retention of Keen Realty and telephone conferences with Mr. Mercer regarding same (0.8)	9.70
JTS	Telephone conference with creditors committee counsels regarding numerous topics including payment of fees and discovery issues (0.8); telephone conference with S. Schnell regarding to directors and officers list (1.0); revise setoff order and forward to R. Mercer (0.2); telephone conference with attorney for Regions Bank and R. Jenkins regarding resolution of lift stay motion (0.4); continue work on finalizing approval of Charlotte easements including e-mail correspondence from Charlotte Municipal Utility Development's attorney, C. McCoy, counsel for N.R.I. and review of revised documents (0.7); multiple e-mails and call with attorneys for 503(b)(9) claimants and E. Moody on resetting the motions and concerns over stipulation wording (2.3)	5.40
ARR	Review and respond to e-mail correspondence (0.4); work on document requests (5.3) telephone conference with R. Williamson, J. Sanders and S. Schnell regarding priorities list (1.1); review Technisource agreement and prepare for hearing (0.9); telephone conference with J. Jacquin regarding real estate analysis and documents production to committee (0.6)	8.30

	<u>Hours</u>
01/30/08 ESH Draft order on Technisource motion	0.70
01/31/08 JRW Telephone conferences with Mr. Schnell (0.5); prepare for and attend hearing (1.5); review and revise Keen order and e-mail to Mr. Mercer regarding same (0.4); telephone conference with Mr. Joyce (0.4); review and revise sale motion (2.5); review client documents (0.8); work on response to discovery requests and motion and conferences with Ms. Ray regarding same (0.7)	6.80
JTS Prepare for and attend hearing on 503(b)(9) to make announcement (1.4); telephone conferences with K. Vermillion and review 503(b)(9) claim work sheet and forward to claimants (0.8); telephone conferences with 503(b)(9) claimants counsel (0.4); review e-mail correspondence and documents from Charlotte Municipal Utility Development and PNC's counsel regarding Charlotte easement (0.6); work on resolution of Regions Bank motion for relief (0.6); telephone conferences with counsel for landlords and PNC regarding agreements (0.4)	4.20
ARR Meet with R. Williamson regarding Technisource agreement and review draft order (0.4); work on response to committee document requests (3.2); work on response to committee's request for documents (3.9); review asset purchase agreement schedules (0.3)	7.80
02/01/08 JRW Work on sale motion and telephone conferences with Messrs. Pomerantz and Mercer regarding same (3.5); telephone conferences with Mr. Dupre regarding proposed adequate protection order and status of sales procedures motion (0.5); telephone conference with Ms. Borders (0.3); draft and revise notice (0.4); telephone conferences with clerk regarding hearing (0.3); review and revise response to motion for 2004 order and conferences with Ms. Ray regarding same (0.8); review draft purchase agreement from retail purchaser (0.5); conference call with committee professionals, A&M representatives and client regarding same and sale process (0.7); telephone conferences with Messrs. Decker and Schnell (0.5); review e-mail correspondence and respond to same (0.6); letter to Ms. White regarding North Georgia Turf (0.3)	8.40
ARR Work on sale motion (1.1); work on production of documents to Committee and limited objection to motion for 2004 (4.5); research discovery of electronic data and review memo from C. Maye regarding Pike retention policies (1.3); review stipulation with PNC regarding discovery (0.3); serve sale motion and objection to 2004 (0.8); correspond via e-mail with J. Jacquin regarding information requests (0.3)	8.00

	<u>Hours</u>
02/01/08 ESH Create separate spreadsheet for each 503(b)(9) claimant scheduled for hearing and e-mail to counsel for claimants (1.2); prepare certificate of service of order regarding setoffs (0.5); work on service list for sale procedures motion and prepare certificate of service for motion and notice of hearing (1.5); prepare document disks for production to Committee (0.4)	3.60
02/02/08 JRW Review and revise retail purchase agreement and draft memo regarding same (2.2); review e-mail correspondence and respond to same (0.8); telephone conference with Mr. Vermillion regarding KEIP (0.4)	3.40
02/03/08 JRW Review proposed revisions to Armstrong agreement and prepare for and participate in conference call regarding same (1.5); review e-mail correspondence and respond to same (0.5); telephone conference with Mr. Schnell (0.3); work on memorandum regarding discussion points for call with Armstrong counsel (0.8); review KEIP motion objection and agreement and telephone conference with Mr. Vermillion (0.7); telephone conference with Mr. Dupre (0.3); revise memo and telephone conferences with Mr. Schnell regarding same (0.8)	4.90
ARR Prepare for and participate in conference call regarding proposed asset purchase agreement for retail	3.30
02/04/08 JRW Review and revise memorandum and prepare for and participate in several conference calls regarding retail business asset purchase agreement (3.3); telephone conferences with Mr. Culton and clerk regarding hearing KEIP motion issues (0.5); telephone conferences with Mr. Vermillion and Mr. Schnell regarding KEIP issues (0.5); review e-mail correspondence and respond to same (0.8); work on revisions to retail asset purchase agreement and e-mail to Debtor and Committee professionals (3.6); conferences with Mr. Sanders and Ms. Ray regarding hearings (0.5); telephone conference with Mr. Langdon (0.4); review proposed revisions to Bank of America order and telephone conference with Mr. Dupre regarding same (0.5)	10.10
JTS Telephone conferences with attorney for Regions Bank regarding lift stay hearing (0.3); negotiations with 503(b)(9) claimants regarding the dollar amounts of their claims and possible payment scenarios (5.6); telephone conferences with K. Vermillion regarding the excel spreadsheet documenting 503(b)(9) claims (0.4); e-mail correspondence with S. Schnell regarding landlord agreement and call to counsel to check on status (0.4)	6.70

	<u>Hours</u>
02/04/08 ARR Review and respond to e-mail correspondence (0.5); prepare for conference call (0.6); conference call with R. Williamson, S. Schnell, J. Decker, J. Jacquin, K. Vermillion, A. Plesko, D. Silverman, J. Pomerantz, M. Watkins, J. Kuntz and W. Boggs regarding proposed asset purchase agreement for retail and follow up call regarding same (3.3); telephone conference with R. Mercer regarding 2004 requests, document retention and 503(b)(9) issues (1.2); telephone conference with J. Pomerantz, L. Hurns, J. Jacquin, K. Vermillion, M. Parker regarding lease valuation issues (3.0); telephone conference with R. Mercer (0.5); review and revise wholesale asset purchase agreement (2.0)	11.10
02/05/08 JRW Prepare for and attend hearing on various motions and conferences with counsel for creditors following same (2.4); review revisions to retail purchase agreement and participate in lengthy conference call with representatives of company and Committee regarding same (2.2); participate in telephonic hearing regarding Keen application (0.4); telephone conferences with Mr. Schnell (0.4); telephone conferences with Mr. Jacquin (0.3); work on revisions to asset purchase agreement and e-mail to counsel for purchaser of retail business (3.8); telephone conference with Ms. Borders regarding tax returns and retention of accountants (0.3); review revisions to Bank of America order and telephone conferences with Mr. Dupre regarding same (0.5)	10.30
JTS Prepare for and attend hearing on 503(b)(9) claims (1.5); e-mail correspondence and telephone conferences with client and counsel for lender and landlords regarding completion of negotiations (0.5); telephone conference with counsel for Regions Bank regarding lift stay motion (0.3); e-mail from Charlotte Municipal Utility Development attorney regarding status of easement negotiations and forward same to PDIP attorney for confirmation (0.2)	2.50
ARR Review and revise wholesale asset purchase agreement (2.6); work on issues regarding production of documents to Committee and miscellaneous open items (2.7); conference call with J. Jacquin (2.0)	7.30
ARR Multiple telephone conferences with Debtor, A&M and/or Committee representatives regarding production of documents, payment of fees and proposed KEIP plan and work on same	9.90
02/06/08 JRW Review objection by United States Trustee to KEIP motion and telephone conferences with Mr. Vermillion and Ms. Ray regarding same (1.2); telephone conferences with Mr. Schnell (0.5); review proposed revisions to order on Bank of America motion and telephone conferences with Mr. DuPre regarding same	10.20

		<u>Hours</u>
(0.8); review and revise purchase agreement and telephone conferences with Messrs. Decker and Berk of Alvarez & Marsal regarding same (1.5); telephone conference with Messrs. Decker, Mercer and Turkott regarding document production and budget constraints (0.5); telephone conferences with Mr. Decker and Mr. Berk regarding status of purchase negotiations and revisions to orders (0.8); work on order regarding sale procedures (1.2); telephone conferences with Mr. Culton and clerk regarding hearing on KEIP motion (0.4); work on document production and conferences with Ms. Ray regarding same (0.6); telephone conferences with Mr. Holbein regarding landlord objection (0.3); telephone conferences with Mr. Langdon regarding procedures hearing (0.3); telephone conference with counsel for home office landlord regarding sale procedures (0.3); work on revisions to order and notice regarding sale procedures and hearing (1.5)		
02/06/08 JTS	Telephone conferences with attorney for Regions and R. Jenkins regarding motion for relief and payment history (0.8); telephone conferences with creditors regarding outcome of 503(b)(9) hearings and sales going forward (0.5); e-mail correspondence and telephone conferences with attorneys regarding landlord agreements and Charlotte easement (0.9)	2.20
02/07/08 JRW	Prepare for and attend hearing on sales procedure motion, Bank of America motion and related matters (2.5); meeting with Messrs. Decker and Schnell to discuss status of sale process (0.8); review revised Bank of America order and telephone conference with Mr. Dupre regarding same (0.4); review and revise sale procedures order and legal research regarding same (3.2); review e-mail correspondence and respond to same (0.8); conference with Ms. Ray regarding KEIP motion and brief in preparation for hearing on same (0.5)	8.20
JTS	Prepare for and attend hearing on Regions Bank lift stay motion	2.10
ARR	Prepare for and attend hearing (3.0); work on KEIP (8.5)	11.50
02/08/08 JRW	Work on procedures order (2.8); telephone conferences with Mr. Langdon regarding same (0.4); telephone conferences with Messrs. Mercer and Pomerantz regarding same (0.8); telephone conferences with Ms. Borders (0.5); telephone conferences with Mr. Schnell (0.5); review e-mail correspondence and respond to same (0.8); review and revise proposed amendment to KEIP and motion and conferences with Ms. Ray regarding same (0.9); telephone conference with Ms. Ray and Mr. Vermillion regarding same (0.4); telephone conference	9.30

		<u>Hours</u>
	with Mr. Schnell regarding same (0.3); e-mail to board regarding same and proposed meeting (0.4); telephone conferences with clerk regarding order and hearing (0.4); telephone conference with Mr. Jenkins and Mr. Boes regarding vendor issues (0.4); conference with Mr. Sanders regarding status of section 503(b)(9) claims (0.3); review documents (0.4)	
02/08/08	JTS E-mail correspondence with C. McCoy regarding finalizing easements	0.10
	ARR Work on KEIP, amended motion and multiple telephone conferences with S. Schnell and K. Vermillion regarding same	8.90
02/10/08	JRW Meeting with Mr. Vermillion, Mr. Schnell and Ms. Ray to revise KEIP and prepare for hearing (2.5); telephone conferences with Turcotte (0.5); review and revise witness outlines and exhibits (1.4); review e-mail correspondence and respond to same (0.4)	4.80
	ARR Meet with S. Schnell and K. Vermillion and prepare for hearing on KEIP	5.00
02/11/08	JRW Prepare for and attend hearing on KEIP motion (5.6); telephone conferences with Mr. Schnell (0.4); telephone conference with Ms. Borders (0.3); review e-mail correspondence and respond to same (0.4); telephone conference with Messrs. Mercer and Pomerantz (0.4); legal research regarding contract lease issues (0.3)	7.40
	JTS E-mail correspondence and telephone conferences with C. Watson and E. Moody regarding rescheduling Gro South 503(b)(9) hearing (0.4); e-mail correspondence with counsel on Charlotte easements (0.2); review Regions Bank motion to lift stay and telephone conference with R. Jenkins regarding same (0.3)	1.30
	ARR Attend hearing on KEIP (5.4); research registered agents and prepare for service of bid procedures motion (2.5)	7.90
	ESH Research service addresses for executory contracts and leases (2.2); prepare certificate of service (0.6)	2.80
02/12/08	JRW Telephone conferences with Mr. Schnell (0.4); telephone conferences with Mr. Vermillion of Alvarez & Marsal (0.4); telephone conferences with Mr. Decker regarding status of sales process (0.3); telephone conferences with Ms. Borders and Mr. Langdon (0.5); review e-mail correspondence and respond to same (0.6); work on discovery response and conferences with Ms. Ray regarding same (0.5)	2.70

	<u>Hours</u>
02/12/08 JTS Work on 503(b)(9) claims including telephone conferences with E. Moody and C. Watson on reset of GroSouth trial date (0.4); e-mail correspondence with A. Plisco regarding review of Pavestone claim (0.2); review Regions Bank proposed order and e-mail L. Crain with proposed change and review revised document (0.4); e-mail correspondence with K. Culpin regarding Charlotte easement (0.2); telephone conferences regarding landlord agreement (0.2)	1.40
ARR Review and respond to e-mail correspondence regarding Rule 2004 production of documents and telephone conference with R. Mercer regarding same (2.1); work on document production, KEIP and sales issues (3.2)	5.30
ESH Revise service list and research service addresses for executory contracts and leases (1.2); work on service of order and notice of sale hearing to potential investors by mail and e-mail (0.9)	2.10
02/13/08 JRW Telephone conferences with Mr. Decker regarding sale process (0.4); work on discovery responses and document production and conferences with Ms. Ray regarding same and sale issues (0.8); conference call with A&M representatives and Committee professionals regarding status of sale negotiations and review related documents (1.2); review e-mail correspondence and respond to same (0.5); telephone conferences with Mr. Langdon (0.5)	3.40
JTS Telephone conferences with R. Jenkins and L. Crain regarding resolution of Regions Bank lift stay and review L. Craig's spreadsheet and forward to R. Jenkins (0.6); e-mail correspondence with attorneys for PDIP regarding Charlotte easement (0.3); telephone conference and e-mail correspondence with 503(b)(9) claimants regarding status (0.4); review Wachovia lift stay motion and telephone conference with R. Jenkins regarding same (0.3);	1.60
ARR Work on issues regarding document production, telephone conference with M. Greene regarding same and draft letter to R. Mercer regarding same (3.0); conference call with R. Mercer (0.7); work on issues regarding sale of assets and multiple telephone conferences regarding same (2.9)	6.60
02/14/08 JRW Work on revisions to A&M retention agreement and e-mail to client and A&M representatives (0.8); telephone conference with Mr. Schnell regarding same and liquidation analysis (0.4); work on fee request (0.5); participate in telephonic hearing on KEIP motion and telephone conferences with clerk regarding same (0.5); telephone conferences with Mr. Schnell	4.00

	<u>Hours</u>
regarding same and sale issues (0.5); review e-mail correspondence and respond to same (0.6); review client documents (0.4); telephone conference with Mr. Mercer (0.3)	
02/14/08 JTS Review liquidation analysis and meet with Ms. Ray regarding same (0.5); telephone conferences with 503(b)(9) claimants and telephone conference with K. White's office to discuss resetting dates and potential stipulation (0.8); e-mail correspondence and telephone conferences regarding landlord agreement with respective counsel and client (0.4)	1.70
ARR Work on analysis of cure payments, liquidation analysis under various scenarios and correspond regarding same (5.1); review and respond to e-mail correspondence regarding KEIP, hearing on 2004 requests and outstanding items needed in advance of board meeting (0.9); work on document production (1.7); telephone conference with A&M regarding liquidation model (1.0)	8.70
02/15/08 JRW Work on liquidation analysis under different scenarios and conferences with Ms. Ray regarding same (2.8); conference call with client and A&M representatives regarding same and presentation to Board on status of sale negotiations (1.0); telephone conferences with Messr. Decker and Schnell regarding sale negotiations, provisions to agreement and liquidation analysis (1.5); telephone conferences with Mr. Schnell (0.7); review e-mail correspondence and respond to same (0.5); work on order (0.4); telephone conference with Mr. Durlacher regarding potential bidder (0.3); telephone conferences with Ms. Borders (0.3); review and revise agreement (0.5); review proposed cure costs and prepare notice regarding same (0.5)	8.20
JTS E-mail correspondence regarding landlord agreement with S. Schnell (0.2); telephone conference and e-mail correspondence with counsel for Corbin's regarding concerns of Debtor's ability to pay for goods delivered (0.5)	0.70
ARR Meet with R. Williamson, review liquidation analysis and multiple telephone conferences regarding sales issues (4.3); work on cure schedule and related sale issues (3.0)	7.30
ESH Research service address for contracts and leases (2.0); draft notice of filing cure amounts (0.6); work on revisions to cure schedules (0.8); prepare supplemental certificate of service of sale order and notice (0.3)	3.70

	<u>Hours</u>
02/18/08 JRW Review financial analysis prepared by Alvarez & Marsal and prepare for and participate in telephonic meeting with Board members and Alvarez & Marsal representatives (3.5); telephone conferences with Messrs. Jacquin and Silverman and Ms. Ray regarding revisions needed to documents and sale process (0.8); telephone conferences with Mr. Decker and Mr. Schnell regarding sale process and A&M agreement terms (0.4); review and revise A&M engagement letter and telephone conferences with Mr. Jacquin regarding same (0.5); telephone conference with Mr. Mercer regarding status of purchase negotiations and discovery issues (0.4); review e-mail correspondence and respond to same (0.5); telephone conference with Ms. Borders (0.3); telephone conference with Mr. Walker regarding vendor issues (0.3)	6.70
JTS Telephone conferences and e-mail correspondence with client representatives and attorneys involved in landlord agreements (0.7); review e-mail and documents concerning greenway easement (0.5); review latest liquidation analysis (0.4); telephone conferences with attorneys representing 503(b)(9) claimants (0.4)	0.20
ARR Telephone conference with D. Cranshaw regarding lease issues (0.3); review e-mail correspondence regarding document production and telephone conference with client regarding same (0.7); review revised liquidation analysis, prepare for and participate in conference call with Pike board of managers and A&M and follow-up conference calls with A&M regarding financials (5.2); conference calls with R. Williamson, J. Jacquin and D. Silverman regarding revisions needed to documents and sale process (0.8)	7.00
ESH Prepare supplemental certificate of service of order and notice of sale	0.30
02/19/08 JRW Work on liquidation analysis and conferences with Mr. Silverman and Ms. Ray regarding same (1.5); conference call with A&M and client representatives regarding same and sale status (1.0); telephone conferences with Mr. Jacquin (0.4); draft amendment to A&M application and final order (0.8); revise order (0.4); telephone conferences with Mr. Dupre regarding Bank of America issues (0.7); telephone conference with Ms. Borders (0.3); review and revise amended KEIP and draft amendment to KEIP motion (0.7); telephone conferences with Mr. Schnell (0.8); review proposed revisions to Armstrong agreement and draft memo regarding same (0.9); review e-mail correspondence and respond to same (0.6); telephone conference with Mr. Langdon regarding sales status and projected expenses (0.4)	8.50

	<u>Hours</u>
02/19/08 JTS E-mail correspondence and telephone conferences with lawyers involved in landlord agreements seeking to expedite release of inventory in two stores for use in calculating borrowing base (0.6); e-mail correspondence and telephone conferences with counsel for various 503(b)(9) claimants and Alvarez & Marsal representatives concerning review of various claims (0.8)	1.40
ARR Meet with D. Silverman and revise sources and uses of lease analysis (5.2); conference call regarding updated sources and lease analysis and prepare documents for production to Committee (4.4)	9.60
ESH Work on amendment to A&M application	0.30
02/20/08 JRW Conference call with Messrs. Schnell and Jacquin regarding negotiations with prospective purchasers (0.8); review proposed revisions to asset purchase agreement by Armstrong and conference call with representatives of company, Pike and Committee regarding same (3.2); telephone conferences with prospective bidders (0.4); draft and revise escrow agreement (0.6); review and revise Armstrong purchase agreement and telephone conferences with Messrs. Jacquin, Watkins and Malo regarding same (1.8); review proposed wholesale asset purchase agreements and conference call with Alvarez & Marsal and Committee representatives regarding same and status of Armstrong negotiations (2.1); telephone conference with Mr. Culton regarding A&M order (0.3); review e-mail correspondence and respond to same (0.5); telephone conferences with Ms. Ellis-Monro regarding Wachovia motion (0.4); telephone conferences with Mr. Schnell (0.5); telephone conference with Mr. Dupre (0.4); telephone conference with Mr. Langdon (0.3); telephone conferences with Mr. Jacquin regarding competing offers (0.6)	11.90
JTS Telephone conferences and e-mail correspondence with attorneys involved in landlord agreement negotiations and with K. Vermillion regarding same (0.5); telephone conference with K. White about 503(b)(9) issues and status of sale and meet with Ms. Ray regarding same (0.4); telephone conferences and e-mail correspondence concerning offsets, review motion and order and telephone conference with V. Riley about what can and can not be done under the order (0.6)	1.50
ARR Telephone conference with W. Bradford regarding potential bid for assets in Birmingham (0.4); work on issues regarding sale and multiple telephone conferences regarding same (4.6); draft application to employ Bennett Thrasher (0.5); telephone conference with R. Mercer regarding issues with production of documents (0.4); multiple telephone conferences	6.40

Hours

regarding potential bid (0.5)

02/21/08 JRW	Review and revise analysis of various bids and liquidation analysis and telephone conferences with Messrs. Jacquin and Silverman and Ms. Ray regarding same (1.7); review and revised analysis and prepare for and participate in conference call with representatives of Committee and A&M (1.4); conference call with Pike representatives and A&M representatives regarding status of sale negotiations and items to do (1.2); telephone conferences with Messrs. Jacquin and Schnell (0.5); telephone conferences with Mr. Schnell (0.4); telephone conference with Mr. Dupre (0.4); telephone conferences with Mr. Langdon (0.4); telephone conference with counsel for prospective bidder (0.2); telephone conference with counsel for Jerry Pate Turf regarding contract (0.3); review pleadings (0.4); review e-mail correspondence and respond to same (0.9)	7.80
JTS	E-mail correspondence and telephone conferences with M. Greene regarding set-off and review motion and order regarding same (0.4); telephone conference with attorneys concerning landlord agreement including PNC counsel and landlord's counsel (0.5); work on resolution of Charlotte easement issue and telephone conference with S. Borders regarding same (0.3)	1.20
ARR	Work on document production and preservation issues and multiple telephone conferences regarding same (2.9); review bids for sale of assets and financial impact of same versus liquidation analysis and multiple telephone conferences regarding same (5.8); prepare for hearing on 2004 (0.4)	9.10
02/22/08 JRW	Work on analysis of purchase agreement and distributions and revisions to Armstrong purchase agreement and telephone conferences with Messrs. Schnell and Jacquin regarding same (1.6); review e-mail correspondence and respond to same (0.9); telephone conferences with Mr. Langdon (0.3); telephone conferences with Ms. Borders (0.3); prepare for and participate in conference call with representatives of Committee and A&M (0.7); prepare for and participate in telephonic Board meeting (1.7); work on fee statement and letter regarding same (0.3); telephone conference with Ms. Green and Mr. Bordwin of KPMG (0.2); telephone conference with Mr. Mercer regarding KEIP order and reporters (0.3); telephone conferences with reporters (0.4); work on KEIP order and e-mail regarding same (0.8); telephone conferences with Mr. Schnell (0.8); review pleadings (0.5); review revised liquidation analysis and conferences with Ms. Ray regarding same (0.5)	9.30

	<u>Hours</u>
02/22/08 JTS E-mail correspondence with K. Culpin regarding resolution of Charlotte easement issue	0.20
ARR Draft letter to R. Mercer regarding document retention issues (0.7); prepare for and attend hearing on Rule 2004 (2.4); work on sale issues, liquidation analysis, and multiple telephone conferences regarding same (5.8)	8.90
ESH Prepare letter to Cherokee Water & Sewer (0.5); work on statement and prepare cover letter (0.8);	1.30
02/23/08 JRW Review e-mail correspondence and respond to same	0.40
02/24/08 JRW Work on Armstrong purchase agreement and telephone conferences with Mr. Schnell regarding auction issues (4.1); telephone conferences with Ms. Borders (0.5); review e-mail correspondence and respond to same (0.6)	5.20
02/25/08 JRW Revise Armstrong purchase agreement and telephone conference with Messrs. Schnell and Jacquin regarding same (2.1); telephone conferences with Mr. Jacquin regarding sales status and auction process (0.8); review e-mail correspondence and respond to same (1.1); draft and revise minutes and e-mail to Board (2.5); telephone conferences with Ms. Borders (0.6); telephone conferences with Mr. Langdon (0.5); telephone conferences with counsel for Armstrong regarding revised purchase agreement and make further revisions to same (0.8); review and revise exhibits and schedules to purchase agreements (0.7); conference calls with Committee representatives and A&M representatives (1.0); conferences with attorneys for lessors (0.5); telephone conference with Mr. Jacquin and Mr. Rosenblatt regarding Lindbergh lease issues (0.5); review documents and pleadings and prepare auction sale (1.8)	12.90
JTS Telephone conference with K. Culpin regarding stipulation on Charlotte easement (0.3); e-mail correspondence with M. Greene regarding setoff exhibit, and review e-mails to determine where the exhibit came from (0.5); work on schedules for sale including easement description (0.7); e-mail correspondence with counsel for various 503(b) (9) claimants regarding status of case and upcoming status hearing (0.4)	1.90
ARR Draft letter regarding document retention issues (0.8); telephone conference with K. Vermillion regarding issues with availability on PNC line (0.4); work on issues regarding sale and multiple telephone conferences regarding same (4.5); work on issues regarding production of documents to Committee, telephone conference with client regarding same, telephone conference with R. Mercer and J. Pomerantz regarding same and draft e-mail with proposal	10.30

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	<u>Hours</u>
regarding same (3.1); prepare for auction (1.5)	
02/26/08 JRW Prepare for and attend and conduct auction sale process including numerous meetings with prospective bidders and interested parties (11.5); draft and revise purchase agreement with Gary Pike and review related e-mail correspondence (1.8)	13.30
JTS E-mail correspondence and telephone conferences with creditors regarding status of sale (0.4); work on motion and order to convert case (1.0)	1.40
ARR Conduct auction of Debtor's assets	12.30
ESH Draft motion and order converting case	1.00
02/27/08 JRW Work on asset purchase agreements and exhibits and telephone conferences with counsel for purchasers and Messrs. Jacquin and Silverman (7.5); review e-mail correspondence and respond to same (1.0); prepare for and participate in Board meeting (1.5); review documents and exhibits, conferences with Ms. Ray and prepare for sale hearing (4.5)	13.50
JTS Prepare for and attend document review (5.8); review e-mail correspondence and objections to sale from 503(b)(9) claimants (0.4); work on preparation for sale hearing (0.4)	6.60
ARR Draft and revise asset purchase agreements; multiple telephone conferences regarding same and prepare for sale hearing	18.00
02/28/08 JRW Prepare for and participate in sale hearing and negotiations with various creditors (9.0); meeting with Mr. Schnell and Mr. Langdon (0.3); meeting with Mr. Schnell regarding revisions to purchase agreements and sale issues (1.5); work on asset purchase agreements and exhibits and telephone conferences with counsel for various purchasers and Mr. Jacquin and Ms. Ray (3.8); work on sale order (2.5)	17.10
JTS Telephone conferences and e-mail correspondence with 503(b)(9) claimants regarding upcoming hearing and continuance of same (0.8); attend sale hearing and negotiations of sales and assist in closing same (3.4)	4.20
ARR Prepare for and attend hearing on sale motion (9.3); draft and revise asset purchase agreements and schedules and multiple telephone conferences with buyers regarding same (7.0)	16.30
ESH Update notice list and master service list	0.50

	<u>Hours</u>
02/29/08 JRW Work on asset purchase agreements and sale orders (7.2); telephone conferences with Mr. Jacquin regarding same (1.5); telephone conferences with various counsel for purchasers regarding same (1.2); review e-mail correspondence and respond to same (0.8); telephone conference with Mr. Walker regarding language proposal (0.4); telephone conferences with Mr. Langdon (0.8); telephone conferences with Ms. Borders (0.4); telephone conferences with Mr. Dupre (0.5); review and revise Bank of America order (0.4)	13.20
JTS Prepare for and attend hearing regarding Committee's motion to compel (6.5); telephone conference with S. Schnell and K. Vermillion regarding status of employees after closing of sales (0.4)	6.90
ARR Prepare for and attend hearing on Rule 2004 (6.9); work on asset purchase agreement and schedules and multiple telephone conferences with regarding same (4.6)	11.50
ESH Work on notice of filing Schofield and Armstrong APA's, prepare exhibits and file	1.50
03/01/08 JRW Review and revise Skinner purchase agreement and conference call with Mr. Schnell, Mr. Jacquin, Ms. Ray and Skinner representatives regarding same (1.5); telephone conferences with Mr. DuPre (0.4); work on sale orders (4.8); review and revise e-mail correspondence (0.7); work on Premier purchase agreement and notice (0.4); telephone conferences with Mr. Jacquin (0.5); telephone conferences with Ms. Ray regarding agreements and proposed revisions and related issues (0.4); meeting with Mr. Schnell and conference call with Mr. Schnell, Skinner representatives, Mr. Jacquin and Ms. Ray regarding Skinner agreement (1.5); telephone conferences with Mr. Jacquin (0.7); telephone conferences with Mr. Watkins regarding Armstrong agreement and order (0.4); review e-mail correspondence and respond to same (0.8)	12.10
ARR Work on Skinner asset purchase agreement, schedules and order	7.50
ESH Prepare notice of filing Premier APA, compose exhibits and file (1.4); prepare amended certificate of service for Armstrong and Premier notices (0.6)	2.00
03/02/08 JRW Work on Schofield and Armstrong orders and amendment to agreement (2.5); telephone conferences with Mr. Malo (0.6); telephone conferences with Mr. Jacquin (0.4); telephone conferences with Mr. Schnell (0.6); work on Skinner order and telephone conferences with Ms. Ray (0.5); telephone conferences with Ms. Hanke regarding amendment to exhibit and orders (0.5)	4.70

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	<u>Hours</u>
03/02/08 ARR Work on Skinner order	2.30
ESH Work on notice of filing supplemental exhibits to Armstrong APA, notice of filing Skinner APA, prepare and compose all exhibits; review, conform and upload all orders	2.50
03/03/08 JRW Work on closing documents and agreement and telephone conference with Messrs. Schnell, Jacquin and Vermillion regarding same (2.2); telephone conferences with counsel for Armstrong and representatives of Pike and A&M regarding closing issues (0.8); telephone conferences with counsel for Premier regarding closing issues (0.5); review correspondence (0.3); telephone conferences with Messrs. Watkins, Vermillion and Jacquin (0.8); telephone conferences with regarding Bank of America order and issues (0.6); telephone conferences with Ms. Borders (0.4); review e-mail correspondence and respond to same (0.4); review orders (0.4)	6.40
JTS Review numerous e-mails regarding disposition of cell phones and Blackberries (0.2); review draft of letter to staff informing them of their transition and duties (0.2)	0.50
ARR Review document retention issues and prepare schedule of production (1.4); work on closings (5.6)	7.00
ESH Revise closing documents regarding Armstrong sale and Premier sale and prepare for signing	1.00
03/04/08 JRW Work on closing documents in connection with Armstrong and Premier sales and review of schedules and reconciliations for compliance with purchase agreement and sale order (3.2); meeting with Mr. Schnell regarding closing and execution of documents (1.0); numerous telephone conferences with counsel for Armstrong and A&M representatives (1.5); telephone conferences with counsel for Premier (0.6); review e-mail correspondence and respond to same (0.8); telephone conferences with Mr. Dupre (0.4); telephone conferences with Mesrs. Silverman and Vermillion regarding reconciliation and numerous closing issues (1.2); telephone conference with lessor (0.2); telephone conference with counsel for Skinner Nurseries regarding closing issues (0.4)	9.30
JTS Telephone conference with K. Culpin on the easement issues of Charlotte store	0.30
ARR Work on issues regarding sale closings (3.6); visit corporate office and meet with S. Schnell, M. Green, K. Lea, M. Williams and C. Maye regarding document preservation and production (4.0)	7.60

	<u>Hours</u>
03/05/08 JRW Work on Skinner closing documents and conferences with Ms. Ray regarding same (1.2); prepare for and participate in conference call with representatives of client and A&M regarding remaining closing issues and related matters (1.0); review e-mail correspondence and respond to same (0.6); telephone conferences with Mr. Vermillion (0.4); telephone conferences with Mr. Jacquin (0.4); review escrow account deposits and calculate and initiate wire transfers (0.4); telephone conferences with Mr. Dupre (0.5); telephone conference with Mr. Langdon (0.4)	4.90
JTS E-mail correspondence and phone calls from creditors regarding update on status of sale and potential payment	0.50
ARR Review documents for production to Committee and correspond with R. Mercer regarding same (2.7); work on closing issues and conference call regarding waterfall analysis (5.1); correspond via e-mail with R. Mercer regarding document retention issues (1.3)	9.10
03/06/08 JRW Review and revise Skinner Nursery closing documents and meetings with Messrs. Schnell and Jacquin regarding same and issues regarding liquidation of remaining assets (6.5); telephone conferences with Mr. Curley, counsel for Skinner (0.8); review documents and correspondence (0.5); telephone conference with Mr. Mercer (0.3); review e-mail correspondence and respond to same (0.7); telephone conference with Ms. Borders (0.3); telephone conferences with Ms. Green regarding Armstrong closing issues (0.3); telephone conference with Mr. Decker (0.2)	9.60
JTS Telephone conferences and e-mail correspondence from 503(b)(9) creditors requesting update	0.40
ARR Review and respond to e-mail correspondence regarding preservation of records and multiple telephone conferences regarding same (1.1); work on Skinner closing and cash flow issues and review Committee's motion to appoint a trustee, meet with S. Schnell, R. Williamson and J. Jacquin regarding same (9.6)	10.70
03/07/08 JRW Work on Schofield closing documents and conferences with Mr. Schnell and Ms. Ray regarding same (1.8); telephone conferences with Mr. Schnell (0.5); telephone conferences with Mr. Langdon (0.5); draft memo (0.5); telephone conferences with Ms. Borders (0.4); telephone conferences with Messrs. Mercer and Pomerantz (0.4); telephone conference with clerk (0.3); telephone conference with Mr. DuPre regarding hearing on motion (0.3); legal research regarding Section 506 and conversion issues (0.5); review e-mail correspondence and respond to same (0.6)	5.80

	<u>Hours</u>
03/07/08 ARR Work on Schofield closing and meet with S. Schnell regarding same (4.2); work on issues regarding production of documents (0.4); review waterfall analysis and work on proposed distribution of sale proceeds (1.5)	6.10
03/09/08 JRW Review and revise Premier asset purchase agreement and telephone conference with Mr. Schnell regarding same (2.0); draft agenda and memorandum for board meeting and e-mail to Board (1.5); review e-mail correspondence and respond to same (0.6)	4.10
03/10/08 JRW Work on Schofield closing, including revisions to documents, closing statement, review and e-mail correspondence with counsel for purchaser (1.8); follow up from closings of other sales (0.8); prepare for and participate in Board meeting regarding proposed additional sale to Premier and Chapter 11 issues (1.5); draft and revise motion (0.8); legal research (0.5); telephone conferences with Mr. Langdon regarding cash collateral proposal (0.5); telephone conferences with Messrs. Vermillion and Schnell regarding same (0.7); telephone conferences with Mr. Schnell (0.6); telephone conferences with Ms. Borders (0.4); telephone conference with Ms. Borders and Mr. Pomerantz (0.3)	7.90
JTS E-mail correspondence with K. Culpin regarding Charlotte store	0.20
ARR Draft sale motion (0.8); work on Schofield closing (2.8); draft and revise proposed order on Rule 2004 motion (0.4); review notice of claim to General Holdback Escrow by Skinner and telephone conference with S. Schnell regarding same (0.5); telephone conference with B. DuPre regarding Bank of America Merchant Services agreement and review e-mail correspondence regarding same (0.5); product documents to Committee (0.3)	5.30
03/11/08 JRW Work on Premier purchase agreement and related order (0.8); telephone conferences with Ms. Kelly regarding same (0.4); telephone conferences with Mr. Jacquin regarding same (0.3); telephone conferences with Mr. Silverman regarding same and schedules to agreement (0.3); telephone conferences with Mr. Schnell (0.5); telephone conferences with Mr. Langdon (0.4); telephone conference with Ms. Borders (0.2); conferences with Ms. Ray regarding post-closing matters (0.4); review e-mail correspondence and respond to same (0.5); letter to Mr. Pomerantz (0.2)	4.00

	<u>Hours</u>
03/11/08 ARR Work on miscellaneous open items, including calculation of US Trustee fees, liquidation analysis, cure payments resulting from sales and issues with Bank of America Merchant Services account (2.5); review and revise proposed 2004 order and communicate via e-mail with chambers regarding disagreement on language (2.9)	5.40
03/12/08 JRW Work on motion to convert case (0.7); work on cash collateral agreement and order (1.5); telephone conferences with Mr. Langdon (0.6); telephone conferences with Mr. Schnell (0.8); telephone conference with Mr. Decker (0.4); telephone conferences with Ms. Borders (0.4); review e-mail correspondence and respond to same (0.7); work on Premier sale agreement and motion for second sale transaction (0.8); initiate wire transfer for payroll funds (0.3)	6.20
JTS Review discovery e-mails from counsel for Committee and review their draft of order to determine if it correctly reflect the Court's ruling and negotiations (0.8); telephone conference with S. Siegler regarding order and discuss same with A. Ray (0.4); telephone conferences with 503(b)(9) claimants regarding upcoming hearing (0.4)	1.60
ARR Review documents for production to Committee (8.0); respond to miscellaneous issues raised by Committee regarding preservation and production of records (1.7)	9.70
03/13/08 JRW Work on lease extension motion and order (0.5); telephone conferences with Mr. Schnell (0.6); work on orders (0.5); numerous telephone conferences with Messrs. Mercer and Pomerantz regarding cash collateral and hearing issues (1.5); telephone conferences with Mr. Langdon (0.4); telephone conferences with Messrs. Vermillion and Plisko regarding miscellaneous follow-up issues from closings and related matters (0.8); conference with Mr. Sanders regarding hearing (0.4)	4.70
JTS Prepare for and attend hearing on Gas South motion	1.20
ARR Work on issues regarding production of documents and multiple telephone conferences regarding same (2.7); work on resolution of motion to appoint a trustee and multiple telephone conferences regarding same (2.4)	5.10
ESH Work on motion to extend time to assume/reject leases and prepare order regarding same	0.40
03/14/08 JRW Work on cash collateral motion and telephone conferences with Messrs. Mercer and Pomerantz regarding same (2.5); telephone conferences with Ms. White and Mr. Walker and Mr. Mercer regarding hearing	9.40

			<u>Hours</u>
(0.3); telephone conferences with Mr. Mercer regarding hearing on trustee motion and document production issues (0.6); telephone conferences with Mr. Jordon and Mr. Maloney regarding document production issues (0.5); telephone conferences with Mr. Vermillion regarding sale to Premier (0.4); telephone conferences with Messrs. Jacquin and Silverman regarding same (0.3); work on Premier asset purchase agreement and sale motion (2.8); telephone conferences with clerk regarding hearing (0.3); telephone conferences with Mr. Aronson regarding status of pending motions and insurance issues (0.5); telephone conference with Ms. Borders (0.3); telephone conference with Ms. Green regarding records storage and production (0.3); telephone conferences with Mr. Schnell (0.6)			
03/14/08	ARR Work on issues regarding copying and preservation of documents		2.30
03/15/08	JRW Work on cash collateral order (1.8); telephone conference with Mr. Mercer (0.3)		2.10
03/16/08	JRW Work on orders (1.6); telephone conferences with Mr. Mercer regarding same (0.5)		2.10
03/17/08	JRW Work on orders and prepare for and attend hearing on cash collateral motion and trustee motion (3.8); review e-mail correspondence and respond to same (0.7); telephone conferences with Mr. Vermillion (0.3); telephone conferences with Mr. Schnell (0.4); work on notice regarding sale to Premier (0.5); telephone conferences with Mr. Pomerantz (0.5); telephone conferences with Mr. DuPre (0.4)		6.60
	JTS Prepare for and attend hearing on appointment of trustee and use of cash collateral and confer with S. Schnell regarding same		2.80
	ARR Conference with R. Williamson regarding hearing on motion to appoint a trustee and related matters (0.7); conference with R. Williamson regarding status of second sale to G. Pike and required timing for closing (0.4); review e-mail correspondence regarding Bank of America Merchant Services agreement (0.3)		1.40
03/18/08	ARR Work on transition to Chapter 11 trustee and telephone conferences with M. Watson, L. Culton and S. Schnell regarding same (2.7); telephone conference with C. Hord regarding cure payments to Plant Improvements (0.3)		3.00
03/19/08	ARR Review proposed cash collateral order		0.40

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		<u>Hours</u>	
03/20/08	JTS E-mail correspondence from B. DuPre regarding subpoena for S. Schnell and telephone conference with S. Schnell regarding insurance policy issues (0.4); telephone conference with C. Hord regarding status of case and to offer any assistance necessary (0.2)	0.60	
	ARR Work on miscellaneous open items	1.30	
03/21/08	JTS Telephone conferences with B. DuPre and insurance agent regarding resolving issue of status of insurance on Bank of America real property (0.6); telephone conference with J. Langdon, J. Christy and M. Watson regarding cash collateral order and issues and review proposed order and changes (0.5)	1.10	
	ARR Conference with J. Sanders regarding proposed cash collateral order (0.5); numerous telephone conferences with M. Watson and J. Christy regarding open items (3.0) telephone conference with S. Schnell regarding status of insurance (0.4); telephone conference with G. Pike regarding status of proposed sale (0.3); review and respond to e-mail correspondence (0.4)	4.60	
03/24/08	JRW Prepare for and attend hearing on cash collateral motion and motion to convert (1.8); review documents and prepare for and attend meeting with Messrs. Watson and Christy (2.5); telephone conferences with Mr. Schnell (0.3)	4.60	
	ARR Telephone conference with C. Hord regarding open items and review file regarding same	0.60	
			<u>Amount</u>
For Professional Services Rendered:		1555.30	\$459,851.00
EXPENSES			
	Copy Charges (45,404 X .15/pp)		6,810.00
	Facsimile Charge (376 X .50/pp outgoing)		188.00
	Postage		1,927.76
	Scan and Bates-stamp documents for production to Committee		539.08
	Federal Express		609.39
	Courier Cost		36.25
	Parking - Hearings		181.50
	Conference Calls		1,569.04

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	<u>Amount</u>
Filing Fee: Amended Matrix	26.00
Filing Fee: Motion to Lift Stay for Offsets	150.00
Filing Fee: Motion to convert	15.00
Court reporter appearance and take-down - Auction Proceedings	687.50
Pacer Service Center Charge	286.48
UCC Search and Images	16.00
Westlaw On-line Legal Research	1,429.55
Lunch and dinner meetings	133.67
Binders for first day motions	31.28
Research on Secretary of State sites	2.05
Total Expenses:	\$14,638.55
Total amount of this bill	\$474,489.55

Timekeeper summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>
J. Robert Williamson - 2007	264.30	335.00
J. Robert Williamson - 2008	460.40	350.00
John T. Sanders, IV - 2007	76.40	320.00
John T. Sanders, IV - 2008	129.20	335.00
Ashley Reynolds Ray - 2007	148.30	235.00
Ashley Reynolds Ray - 2008	410.50	250.00
Ellen Hanke	66.20	75.00

LAW OFFICES

SCROGGINS & WILLIAMSON

1500 CANDLER BUILDING

127 PEACHTREE STREET, N.E.

ATLANTA, GEORGIA 30303

(404) 893-3880 - TELEPHONE

(404) 893-3886 - FACSIMILE

J. ROBERT WILLIAMSON, P.C.

ASHLEY REYNOLDS RAY

OF COUNSEL:
JOHN T. SANDERS, IVRETIRED:
FRANK W. SCROGGINS**FIRM RESUME****PRINCIPAL**

J. Robert Williamson, Jr., born Morgantown, West Virginia, November 9, 1961; admitted to bar, 1986, West Virginia, Georgia and U.S. District Court, Southern District of West Virginia; 1987, U.S. District Court, Northern District of Georgia; 1990, Florida and U.S. District Court, Middle District of Florida. *Education*: Vanderbilt University (B.S., 1983); West Virginia University (J.D., 1986). Order of the Coif. Recipient, A.R. Kingdon, Jr. Law Prize. Member 1984-1986 and Senior Articles Editor, 1985-1986, West Virginia Law Review. *Member*: Atlanta Bar Association (Member, Bankruptcy Section (Director 2004-05)); American Bar Association; Lawyers Club of Atlanta; State Bar of Georgia (Member, Sections on: Trial Practice; Bankruptcy (Director, 1997-2002; Chairman 2002-2003)); Southeastern Bankruptcy Law Institute (Director, 2002-); Emory Bankruptcy Developments Journal Advisory Board (2004-); West Virginia State Bar; The Florida Bar. *Ratings*: *Martindale-Hubbell*, AV rating; Listed as a leading Georgia bankruptcy practitioner in *Chambers USA: America's Leading Lawyers for Business* (2006 ed.); listed in *The Best Lawyers in America* (2006 ed.) in bankruptcy. E-mail: rwilliamson@swlawfirm.com

PRACTICE AREAS: Creditor/Debtor Rights; Bankruptcy; Civil Litigation.

ASSOCIATES

Ashley Reynolds Ray, born Augusta, Georgia, March 30, 1973; admitted to the bar, 1999, Georgia; 2001, U.S. District Court, Northern District of Georgia; 2003, U.S. District Court, Middle District of Georgia; 2001, U.S. Court of Appeals, 11th Circuit. *Education*: Vanderbilt University (B.A. 1995); Wake Forest University (J.D. 1999). *Member*: State Bar of Georgia, American Bar Association, Atlanta Bar Association (member, Bankruptcy Section, Young Lawyer Division). E-mail: aray@swlawfirm.com

PRACTICE AREAS: Bankruptcy Law; Creditor/Debtor Rights; Corporate Law; Civil Litigation.

OF COUNSEL

John T. Sanders, IV, born Houston, Texas, September 8, 1952; admitted to the bar, 1981, Texas; 1986, U.S. District Court, Western District of Texas; 1988, U.S. District Court, Northern and Southern Districts of Texas; 1989, U.S. Court of Appeals, Fifth Circuit; 2001, U.S. District Court, N. District of Georgia. *Education*: University of Houston (B.S., 1978); South Texas College of Law (J.D., 1981). Member, Order of Lytae. *Member*: San Antonio and American Bar Associations; State Bar of Texas; State Bar of Georgia. (Board Certified, Business Bankruptcy Law, Texas Board of Legal Specialization; Board Certified, Business Bankruptcy Law, American Bankruptcy Board of Certification). E-mail: jsanders@swlawfirm.com

PRACTICE AREAS: Bankruptcy Law, Commercial Litigation.

Frank W. Scroggins (retired), born Decatur, Alabama, February 7, 1933; admitted to bar, 1958 Georgia. *Education*: University of Alabama (B.S., 1954); Virginia Military Institute; Emory University (LL.B., 1959). *Member*: Atlanta Bar Association; State Bar of Georgia; Lawyers Club of Atlanta (Director, 1966-1974); Southeastern Bankruptcy Law Institute (President, 1975-1976).

PRACTICE AREAS: Bankruptcy Law; Insolvency Law.

EXHIBIT "B"

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE:)	Case No. 07-79129-mgd
)	
PIKE NURSERY HOLDING LLC,)	CHAPTER 7
)	
Debtor.)	JUDGE DIEHL

**DECLARATION OF J. ROBERT WILLIAMSON
IN SUPPORT OF APPLICATION OF SCROGGINS & WILLIAMSON
FOR FINAL COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, J. Robert Williamson, declare under penalty of perjury that the statements contained in the foregoing Application as to fees and expenses sought for Scroggins & Williamson are true and correct and that no agreement exists, directly or indirectly, for division of the compensation to be awarded with any creditor, the Debtor or any other attorney or person whatsoever.

The 29th day of May, 2008.

/s/ J. Robert Williamson
J. ROBERT WILLIAMSON

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§152 and 3571.

EXHIBIT "C"

CERTIFICATE OF SERVICE

This is to certify that I have this day served a true and correct copy of the attached **Application of Scroggins & Williamson for Final Compensation and Reimbursement of Expenses** by causing it to be deposited in the United States Mail in a properly addressed envelope with adequate postage affixed thereon addressed to:

Marcus A. Watson
Finley, Colmer and Company
3091 Governors Lake Drive
Suite 450
Norcross, GA 30071

John A. Christy
Schreeder, Wheeler & Flint, LLP
1100 Peachtree Street N.E., Suite 800
Atlanta, GA 30309-4516

Office of the United States Trustee
362 Richard Russell Building
75 Spring Street, S.W.
Atlanta, GA 30303

This 29th day of May, 2008.

Respectfully submitted,

SCROGGINS & WILLIAMSON

/s/ J. Robert Williamson

J. ROBERT WILLIAMSON
Georgia Bar No. 765214
ASHLEY REYNOLDS RAY
Georgia Bar No. 601559
Counsel for the Debtor

1500 Candler Building
127 Peachtree Street, NE
Atlanta, GA 30303
(404) 893-3880