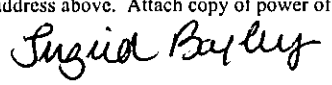



UNITED STATES BANKRUPTCY COURT Middle District of Florida		PROOF OF CLAIM
Name of Debtor: Taylor, Bean & Whitaker Mortgage Corp.		Case Number: 09-07047 (JAF)
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Cadwalader, Wickersham & Taft LLP		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where notices should be sent: Cadwalader, Wickersham & Taft LLP Attn: Robert Ughetta 227 West Trade Street Charlotte, NC 28202		
Telephone number: (704) 348-5100		
Name and address where payment should be sent (if different from above): <div style="text-align: center;"> CLERK, U. S. BANKRUPTCY COURT MIDDLE DISTRICT OF FLORIDA </div>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
Telephone number:		
1. Amount of Claim as of Date Case Filed: \$ <u>1,632,385.63</u> If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(). Amount entitled to priority: \$ _____ <i>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i>
2. Basis for Claim: <u>Services performed</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		
Date: <u>6/14/10</u>	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the address above. Attach copy of power of attorney, if any. <div style="text-align: center;">  Ingrid Bayby, Partner </div>	
T, B & W Mortgage Corp.  03019		FOR COURT USE ONLY

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION

In re:

TAYLOR, BEAN & WHITAKER MORTGAGE CORP.,
Debtor.

Chapter 11

Case No. 09-07047 (JAF)

ADDENDUM TO PROOF OF CLAIM
FILED BY CADWALADER, WICKERSHAM & TAFT LLP

1. Since 2005, Cadwalader, Wickersham & Taft LLP ("CWT") has served as counsel to Taylor, Bean & Whitaker Mortgage Corp. ("Taylor Bean") with respect to various corporate matters, including, but not limited to, capital raising transactions, regulatory matters, and issues related to a wholly-owned SPV subsidiary.

2. On August 24, 2009, (the "Petition Date"), Taylor Bean commenced a voluntary case (the "Bankruptcy Case") under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Middle District of Florida, Jacksonville Division (the "Bankruptcy Court").

3. As of the Petition Date, CWT is owed fees in the amount of \$1,629,759.05 for legal services provided to Taylor Bean prior to the commencement of the Bankruptcy Case, as well as \$2,626.58 for costs and expenses incurred by CWT in connection with the provision of such services, for a total outstanding balance of \$1,632,385.63.

4. Attached hereto as Exhibit A is a detailed statement of the fees, costs and expenses due to CWT by Taylor Bean as of the Petition Date, which were previously billed to

Taylor Bean yet remain unpaid. Attached hereto as Exhibit B is a detailed statement of the fees, costs and expenses due to CWT by Taylor Bean that had accrued prior to the Petition Date, but have not yet been billed to Taylor Bean.

5. This proof of claim is filed without prejudice to the filing by CWT of additional proofs of claim or requests for payment with respect to any other indebtedness, liability or obligation of Taylor Bean.

6. In filing this proof of claim, CWT expressly reserves all rights and causes of action, including, without limitation, contingent or unliquidated rights that it may have against Taylor Bean. The description of claims and the classification thereof herein by CWT is not a concession or admission as to the correct characterization or treatment of any such claims or a waiver of any rights of CWT. Furthermore, CWT expressly reserves all rights to amend, modify and/or supplement this proof of claim in any respect, including, without limitation, with respect to the filing of an amended proof of claim for the purpose of fixing and liquidating any contingent or unliquidated claim set forth herein, or to file additional proofs of claim for additional claims, including, without limitation, claims for interest, fees and related expenses (including, without limitation, attorneys' fees) that are not ascertainable at this time.

7. In executing and filing this proof of claim, CWT does not submit itself to the jurisdiction of the Bankruptcy Court for any purpose other than with respect to the claims asserted in this proof of claim against Taylor Bean and does not waive or release: (a) its rights and remedies against any other person or entity who may be liable for all or part of the claims set forth herein, whether an affiliate or subsidiary of Taylor Bean, an assignee, guarantor or otherwise, (b) any obligation owed to them, or any right to any security that may be determined to be held by one of them or for their benefit, (c) any past, present or future defaults (or events of default) by Taylor Bean or others, or (d) any right to the subordination, in favor of CWT, of

indebtedness or liens held by other creditors of Taylor Bean. The filing of this proof of claim is not, and shall not be construed as, an election of remedies or limitation of rights or remedies.

8. Nothing contained in this proof of claim nor subsequent appearance, pleading, claim or suit is intended to be a waiver or release of: (i) the right of CWT to have final orders in non-core matters entered only after de novo review by a district court judge; (ii) the right of CWT to a jury trial in any proceeding so triable herein or, in any case, any controversy or proceeding related hereto; (iii) the right of CWT to move to withdraw the reference with respect to the subject matter of this proof of claim, any objection thereto or any other proceeding which may be commenced in the Bankruptcy Case against or otherwise involving CWT, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in the Bankruptcy Case; (iv) the right of CWT to have any unliquidated portions of its claim determined by applicable state courts; or (v) any other rights, claims, actions, defenses, setoffs or recoupments to which CWT is or may be entitled under agreements, documents or instruments, in law or equity, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved.

9. All notices with respect to this proof of claim should be sent to:

Cadwalader, Wickersham & Taft LLP
227 West Trade Street
Charlotte, North Carolina 28202
Attention: Robert Ughetta
Telephone: (704) 348-5100
Facsimile: (704) 348-5200
Email: robert.ughetta@cwt.com

Dated: June ~~14~~, 2010
New York, New York

CADWALADER, WICKERSHAM & TAFT LLP

By: Ingrid Bagby

Name: INGRID BAGBY

CADWALADER

Cadwalader, Wickersham & Taft LLP
New York London Charlotte Washington Beijing

227 West Trade Street, Charlotte, NC 28202
Tel 704 348 5100 Fax 704 348 5200
www.cadwalader.com

Invoice

July 31, 2009

Taylor, Bean & Whitaker Mortgage Corp.
Attn: Paul Allen
315 NE 14th Street
Ocala, FL 34470-6642

Tax Identification Number:
13-4980350

Client/Matter No.: 90089.003
Invoice No.: XXXX

For Professional Services Rendered Through August 4, 2009

Fees	\$1,490,425.45
Disbursements and Charges	<u>2,314.28</u>
Total this Statement	<u>\$1,492,739.73</u>

Please Wire Remittance To:

JPMorgan Chase Private Bank
ABA# 021000021
For The Account Of Cadwalader, Wickersham & Taft LLP
#967707218

USActive 17948623.1

Or Mail Checks To :

Cadwalader, Wickersham & Taft LLP
General Post Office
P.O. BOX 5929
New York, NY 10087-5929

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Taylor, Bean & Whitaker Mortgage Corp.
July 31, 2009

File No.: 90089.003
Invoice Number: XXX

04/05/06	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.00	505.00
03/01/09	CARY NADELMAN Email correspondence with BNPP regarding side letter; review program documents, revise documents and distribute comments.	1.58	971.70
03/01/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.00	775.00
03/03/09	CARY NADELMAN Conference call with Jeremy Collett to discuss purchase and Sale Agreement and transaction structure; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	3.67	2257.05
03/03/09	CARY NADELMAN Conference with R. Ughetta to review Form 996; conference call with P. Allen and R. Ughetta to discuss implications of Form 996; reviewed side letter prepared by BNPP's counsel.	3.67	2257.05
03/03/09	PETER DODSON (BOA): Examination of law re: REDACTED	2.34	1989.00
03/03/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.50	1937.50
03/03/09	ROBERT UGHETTA {Ocala} Attended meetings; reviewed documents, drafted comments and discussed issues; reviewed program documents; revise and distribute comments.	3.50	2712.50

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Taylor, Bean & Whitaker Mortgage Corp.
July 31, 2009

File No.: 90089.003
Invoice Number: XXX

03/04/09	CARY NADELMAN	7.84	4821.60
	Conference call with Paul Allen and Jeremy Collett to discuss open business and operational issues on Purchase and Sale Agreement; distributed comments on Purchase and Sale Agreement and engagement letter to working group; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
03/04/09	CARY NADELMAN	1.00	615.00
	Conference call with Paul Allen, BNPP and R. Ughetta; review program documents, revise documents and distribute comments.		
03/04/09	PETER DODSON	.67	569.50
	BOA: Telephone conference with C. Nadleman re: Purchase and sale agreement (.34); telephone conference with C. Nadleman re: engagement letter (.34).		
03/04/09	ROBERT UGHETTA	7.84	6076.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
03/04/09	ROBERT UGHETTA	1.00	775.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
03/05/09	CARY NADELMAN	.84	516.60
	Conference with P. Dodson and R. Ughetta in connection with review and mark-up of Custodial Agreement; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
03/05/09	KAREN GELERNT	1.00	850.00
	Review comments to docs.		
03/05/09	PETER DODSON	4.50	3825.00
	(BOA): Review Custodial Agreement (1.00); telephone conference with C. Nadleman and R. Ughetta re: Custodial Agreement (.84); review Ginnie Guarantee Agreement forms (2.67).		

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Taylor, Bean & Whitaker Mortgage Corp.
July 31, 2009

File No.: 90089.003
Invoice Number: XXX

03/05/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.00	3100.00
03/06/09	CARY NADELMAN Conferences with K. Gelernt and R. Ughetta in connection with review and mark-up of Custodial Agreement; review and completed mark-up of Custodial Agreement and distributed to Akerman Senterfitt; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	5.84	3591.60
03/06/09	KAREN GELERNT Taylor Bean. Attn to review cust agt.	1.00	850.00
03/06/09	PETER DODSON BOA: Telephone conference with C. Nadelman and R. Ughetta regarding custodial agreement; review Gelernt comments (1.50)	1.50	1275.00
03/06/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	5.50	4262.50
03/08/09	CARY NADELMAN Reviewed revised Purchase and Sale Agreement; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	3.34	2054.10
03/08/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.50	1937.50
03/09/09	CARY NADELMAN Reviewed revised Purchase and Sale Agreement; conference with R. Ughetta and P. Dodson to discuss Purchase and Sale Agreement; prepared consolidated mark-up of Purchase and Sale Agreement; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	8.34	5129.10
03/09/09	KAREN GELERNT Review revised draft MLPA.	2.00	1700.00

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Taylor, Bean & Whitaker Mortgage Corp.

July 31, 2009

File No.: 90089.003
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03/09/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	8.00	6200.00
03/10/09	CARY NADELMAN Conference call with Paul Allen, Jeremy Collett, R. Ughetta and P. Dodson to discuss open issues on Purchase and Sale Agreement; revised mark-up of Purchase and Sale Agreement for distribution to working group; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	6.67	4102.05
03/10/09	PETER DODSON BOA: Review comments on PSA (0.50); Telephone conference with R. Ughetta and J. Collett regarding Purchaser and Sale Agreement (2.00); Telephone conference with C. Nadelman and R. Ughetta regarding Purchase Agreement (0.67); Review revised Purchase Agreement; telephone conference with C. Nadelman and R. Ughetta regarding same (1.34)	4.50	3825.00
03/10/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	5.84	4526.00
03/11/09	CARY NADELMAN Email correspondence with client regarding status; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	2.34	1439.10
03/11/09	PETER DODSON BOA: Review Purchase and Sale Agreement (1.17)	1.17	994.50
03/11/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.34	1813.50
03/12/09	BRIAN GRUBE Analyzed Sonnenschein comments to Custodial agreement. Provided comments re: Custodial Agreement to C. Nadelman	2.00	670.00

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Taylor, Bean & Whitaker Mortgage Corp.
July 31, 2009

File No.: 90089.003
Invoice Number: XXX

03/12/09	CARY NADELMAN	3.00	1845.00
	Reviewed Custodial Agreement for Bank of America gestation deal; conference all with Bank of America and Taylor, Bean & Whitaker; follow-up with client regarding open points; reviewed documents; drafted comments; meetings with TBW and R. Ughetta.		
03/12/09	CARY NADELMAN	1.34	824.10
	Reviewed Colonial/BNPP Custodial Agreement.		
03/12/09	PETER DODSON	4.00	3400.00
	BOA: Telephone conference with working group regarding sale agreement (0.67); Telephone conferences with C. Nadelman and R. Ughetta regarding (0.50); Draft true sale opinion (2.84)		
03/12/09	ROBERT UGHETTA	4.00	3100.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
03/12/09	ROBERT UGHETTA	1.17	906.75
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
03/13/09	CARY NADELMAN	3.84	2361.60
	Reviewed Electronic Tracking Agreement; conference with R. Ughetta regarding status; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
03/13/09	PETER DODSON	5.17	4394.50
	BOA: Draft true sale opinion (4.17); Revise true sale opinion (1.00)		
03/13/09	ROBERT UGHETTA	3.00	2325.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
03/14/09	PETER DODSON	1.34	1139.00
	BOA: Revise true sale opinion (1.34)		

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Taylor, Bean & Whitaker Mortgage Corp.
July 31, 2009

File No.: 90089.003
Invoice Number: XXX

03/16/09	CARY NADELMAN Reviewed revised Bank of America Engagement Letter and closing checklist; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	3.17	1949.55
03/16/09	PETER DODSON BOA: Telephone conference with C. Nadelman and R. Ughetta regarding Custodial Agreement (0.34)	.34	289.00
03/16/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.00	2325.00
03/17/09	CARY NADELMAN Reviewed Electronic Tracking Agreement; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	3.17	1949.55
03/17/09	CARY NADELMAN Conference call with Paul Allen and R. Ughetta and discusses BNP's concerns regarding: REDACTED reviewed program documents; revise and distribute comments.	1.17	719.55
03/17/09	CARY NADELMAN Researched Freddie Mac's loan refinancing program.	1.17	719.55
03/17/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.34	1813.50
03/17/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.17	906.75
03/18/09	BRIAN GRUBE Analyzed comments and new draft of Purchase and Sale Agreement; reported results to C. Nadelman.	1.50	502.50

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Taylor, Bean & Whitaker Mortgage Corp.
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File No.: 90089.003
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03/18/09	CARY NADELMAN Conference with P. Dodson and R. Ughetta to discuss open issues on Engagement Letter and Opinions; conference with Taylor, Bean & Whitaker to discuss status of Bank of America Gestation deal; reviewed revised Purchase and Sale Agreement; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	8.00	4920.00
03/18/09	CARY NADELMAN Drafted extension letters for DB and BNPP; review program documents; revise and distribute comments.	2.34	1439.10
03/18/09	MICHELLE RAFTERY Review custody agreement; review electronic tracking agreement; many emails to and from Mr. Dodson and Mr. Nadelman regarding same; telephone call with Mr. Dodson regarding same; emails from Mr. Ughetta.	2.67	2109.30
03/18/09	PETER DODSON BOA: Review term sheet; telephone conference with C. Nadelman and R. Ughetta regarding same (0.84); Telephone conference with C. Nadelman and R. Ughetta regarding term sheet (0.34); Telephone conference with C. Nadelman and R. Ughetta regarding custodial agreement and ETA (0.34); Telephone conference with P. Allen and J. Colett regarding open issues (0.50); Telephone conference with M. Raftery regarding Electronic Transfer Agreement (0.34); Review custodial agreement and transmit comments; telephone conference with C. Nadelman and R. Ughetta regarding same (1.34)	3.67	3119.50
03/18/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	7.34	5688.50
03/18/09	ROBERT UGHETTA {Ocala} Attended meetings; reviewed documents, drafted comments and discussed issues.	2.34	1813.50
03/19/09	ALBERTA STEWART Draft email to L. Kalemka re back-up security interest opinion for TBW/BofA gestation facility.	.20	120.00

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Taylor, Bean & Whitaker Mortgage Corp.
July 31, 2009

File No.: 90089.003

Invoice Number: XXX

03/19/09	CARY NADELMAN	7.17	4409.55
	Conference call with Taylor, Bean & Whitaker to discuss status; conference call with Taylor, Bean & Whitaker to discuss Electronic Tracking Agreement; conference with Sonnenschein to discuss Electronic Tracking Agreement and the Engagement Letter; reviewed Akerman's comments to Custodial Agreement; telephone call with Bruce Brashear to discuss corporate matters Opinion; distributed comments to Custodial Agreement and Engagement Letter; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
03/19/09	LECH KALEMBKA	.17	132.60
	Emails Stewart re opinion issues.		
03/19/09	MICHELLE RAFTERY	.34	268.60
	Prepare for call; conf call w. Taylor Bean and Mr. Nadelman		
03/19/09	MICHELLE RAFTERY	.67	529.30
	Conf call w. Sonnenschein re: MERS issues; telephone messages to and from Mr. Nadelman; many emails regarding same.		
03/19/09	PETER DODSON	2.17	1844.50
	BOA: Telephone conferences with Sonnenschein and R. Ughetta and working group regarding bankruptcy opinion, security interest (1.34); Draft true sale opinion (0.84)		
03/19/09	ROBERT UGHETTA	7.00	5425.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
03/20/09	CARY NADELMAN	5.00	3075.00
	Reviewed revised Purchase Agreement and responded with Jeff Cavendar regarding Custodial Agreement; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		

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Taylor, Bean & Whitaker Mortgage Corp.
July 31, 2009

File No.: 90089.003
Invoice Number: XXX

03/20/09	CARY NADELMAN	4.34	2669.10
	Lengthy conference with Milton Vescovacci to discuss comments to Custodial Agreement; assembled execution copies of Swap Extension Agreements; review documents; review comments.		
03/20/09	MICHELLE RAFTERY	1.34	1058.60
	Emails to and from Mr. Nadelman regarding MERS; email from Mr. Dodson; review and comment on MERS agreement; emails to and from Mr. Dodson regarding MERS.		
03/20/09	PETER DODSON	4.00	3400.00
	BOA: Revise bankruptcy true sale opinion (0.67); Revise true sale opinion (0.84); Review Electronic Tracking Agreement (1.00); Telephone conference with C. Nadelman and R. Ughetta regarding Purchase Agreement (0.67); Telephone conference with C. Nadelman and R. Ughetta regarding backup servicing issues (0.34); Revise true sale opinion (0.50)		
03/20/09	ROBERT UGHETTA	4.84	3751.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
03/20/09	ROBERT UGHETTA	3.84	2976.00
	{Ocala} Lengthy conference call with M. Vescovacci; reviewed comments; attended meetings; reviewed documents, drafted comments and discussed issues.		
03/23/09	ALBERTA STEWART	3.00	1800.00
	Draft enforceability opinion for TBW/BofA gestation facility.		
03/23/09	CARY NADELMAN	2.17	1334.55
	Reviewed draft True Sale Opinion; conference with A. Stewart and R. Ughetta to discuss opinions.		
03/23/09	MICHELLE RAFTERY	.34	268.60
	Multiple emails to and from Mr. Nadelman and Mr. Dodson regarding Electronic Tracking Agreement.		
03/23/09	PETER DODSON	1.67	1419.50
	BOA: Review Electronic Tracking Agreement (1.17); Review revised purchase agreement (0.50)		

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Taylor, Bean & Whitaker Mortgage Corp.

July 31, 2009

File No.: 90089.003

Invoice Number: XXX

03/23/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.00	1550.00
03/24/09	ALBERTA STEWART Draft and distribute enforceability opinion for TBW/BofA gestation facility for internal review.	3.50	2100.00
03/24/09	CARY NADELMAN Conference with Sonnenschein and Bank of America to discuss MERS issues; reviewed and finalized mark-up for Purchase Agreement; conferences with P. Dodson and R. Ughetta to discuss true sale issues in Purchase Agreement and Electronic Tracing Agreement; distributed True Sale Opinion; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	4.84	2976.60
03/24/09	LECH KALEMBKA Emails Stewart and R. Ughetta re opinion issue.	.34	265.20
03/24/09	MICHELLE RAFTERY Email to Mr. Dodson re: electronic tracking agreement issues; att to same; t/c w. Mr. Dodson re:	.34	268.60
03/24/09	MICHELLE RAFTERY Conf call re: Electronic Tracking Agreement	.50	395.00
03/24/09	MICHELLE RAFTERY T/c w. Mr. Dodson re: electronic tracking agreement issues; emails to and from Mr. Dodson and Mr. Nadelman	.34	268.60
03/24/09	PETER DODSON BOA: Review revised purchase and sale agreement (1.50); Review comments on true sale opinion (0.34); Telephone conference with C. Nadelman and R. Ughetta regarding purchase sale agreement (0.67); Telephone conference with M. Raftery regarding electronic tracking agreement (0.34); Telephone conference with working group regarding electronic tracking agreement (0.50); Telephone conference with C. Nadelman and R. Ughetta regarding nonconsolidation opinion (0.34)	3.67	3119.50

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Taylor, Bean & Whitaker Mortgage Corp.
July 31, 2009

File No.: 90089.003
Invoice Number: XXX

03/24/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.34	3363.50
03/25/09	ALBERTA STEWART Draft back-up security interest opinion for TBW/BofA gestation facility.	5.00	3000.00
03/25/09	CARY NADELMAN Re: Bank of America gestation program - attending to matters relating to finalizing program documents and opinions; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	8.84	5436.60
03/25/09	LECH KALEMBKA Emails Nadelman and R. Ughetta re security interest issue.	.17	132.60
03/25/09	LECH KALEMBKA Edit UCC opinion.	.67	522.60
03/25/09	PETER DODSON BOA: Conference with C. Nadelman and R. Ughetta regarding UCC opinion (0.34); Review comments to Purchase Agreement, revised Custodial Agreement, revised commitment (2.67)	3.00	2550.00
03/25/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	8.67	6719.25
03/26/09	ALBERTA STEWART Revise back-up security interest opinion for internal comments. Order bring-down UCC searches and provide documents to Sonnenschein.	1.00	600.00
03/26/09	CARY NADELMAN Re: Bank of America gestation program - attending to matters relating to finalizing program documents and opinions.	6.17	3794.55
03/26/09	LECH KALEMBKA Emails Stewart re UCC opinion.	.17	132.60

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03/26/09	PETER DODSON	2.84	2414.00
	BOA: Telephone conference with C. Nadelman and R. Ughetta regarding custodial agreement (0.34); Review security interest opinion (0.50); Telephone conferences with C. Nadelman and R. Ughetta regarding custodial agreement; revise same (0.84); Review revised UCC opinion (0.34); Review comments on true sale opinion (0.84)		
03/26/09	ROBERT UGHETTA	5.67	4394.25
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
03/27/09	CARY NADELMAN	6.84	4206.60
	Re: Bank of America gestation program -attending to matters relating to finalizing program documents and opinions; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
03/27/09	PETER DODSON	.34	289.00
	Conference with C. Nadelman and R. Ughetta regarding true sale opinion (0.34)		
03/27/09	ROBERT UGHETTA	6.84	5301.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
03/28/09	CARY NADELMAN	2.17	1334.55
	Reviewed comments on True Sale Opinion; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
03/28/09	PETER DODSON	2.67	2269.50
	Conference with C. Nadelman and R. Ughetta regarding true sale opinion (0.34); Revise true sale opinion per Sonnenschein comments (1.67); Telephone conference with C. Nadelman and R. Ughetta regarding true sale opinion (0.34); Conference with C. Nadelman and R. Ughetta regarding price adjustment (0.34)		
03/28/09	ROBERT UGHETTA	3.17	2456.75
	Attended meetings; reviewed documents, drafted comments and discussed issues.		

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03/29/09	CARY NADELMAN Re: Bank of America gestation facility - conference with P. Dodson and R. Ughetta to discuss comments on True Sale Opinion; revised and distributed True Sale Opinion; reviewed revised Purchase and Sale Agreement; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	4.84	2976.60
03/29/09	PETER DODSON BOA: Conference with C. Nadelman regarding true sale opinion and transmit comparison (1.50)	1.50	1275.00
03/29/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.00	3100.00
03/30/09	ALBERTA STEWART Revise back-up UCC and enforceability opinions for TBW/BofA gestation facility; respond to comments from Sonnenschein to back-up UCC and enforceability opinions; call to discuss remaining issues on Purchase and Sale Agreement and True Sale Opinion.	2.00	1200.00
03/30/09	CARY NADELMAN Re: Bank of America gestation facility - attention to matters relating to closing transaction.	10.50	6457.50
03/30/09	LECH KALEMBKA Emails Stewart and R. Ughetta re SNR comments on UCC opinion.	.17	132.60
03/30/09	PETER DODSON BOA: Telephone conference with C. Nadelman and R. Ughetta regarding Purchase and Sale Agreement (0.84); Review revised Purchase Agreement (0.84); Review comments on true sale opinion (0.50); Revise true sale opinion (0.67); Telephone conferences with C. Nadelman and R. Ughetta regarding true sale opinion (0.50); Telephone conference with working group regarding Purchase and Sale Agreement and true sale opinion (1.00); Revise true sale opinion (1.34)	5.67	4819.50
03/30/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	10.17	7881.75

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03/31/09	ALBERTA STEWART	.50	300.00
	Finalize opinion for TBW/BofA gestation facility.		
03/31/09	CARY NADELMAN	8.34	5129.10
	Re: Bank of America gestation facility - attention to matters related to closing transaction.		
03/31/09	MICHELLE RAFTERY	.34	268.60
	Emails to and from Mr. Dodson regarding closing.		
03/31/09	PETER DODSON	3.50	2975.00
	BOA: Review revised Purchase and Sale Agreement; transmit comments; telephone conference with C. Nadelman and R. Ughetta regarding same (1.17); Review revised custodial agreement; telephone conference with C. Nadelman and R. Ughetta regarding same (0.84); Review revised purchase and sale agreement (0.50); Review revised UCC opinion (0.34); Telephone conference with Sonnenschein and R. Ughetta regarding outstanding issues (0.34); Review final true sale opinion (0.34)		
03/31/09	ROBERT UGHETTA	8.00	6200.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
04/01/09	ALBERTA STEWART	.34	204.00
	Call with P. Dodson to review Colonial/TBW/Ocala Funding.		
04/01/09	CARY NADELMAN	7.50	4612.50
	Attention to matters regarding reviewed program documents, review distributed documents; drafted memo; drafted comments.		
04/01/09	LECH KALEMBKA	1.00	780.00
	Numerous emails Nadelman re		
04/01/09	PETER DODSON	1.17	994.50
	Ocala Funding; Telephone conference with C. Nadelman regarding cash flow issues (0.34); Review TBW timeline; telephone conference with C. Nadelman regarding same (0.84)		

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04/01/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	6.67	5169.25
04/02/09	CARY NADELMAN Attention to post-closing matters.	.50	307.50
04/02/09	CARY NADELMAN Conference with P. Dodson to discuss BNP's concerns regarding Colonial Bankruptcy risk; email correspondence with P. Allen; research; review program documents; draft answers; review distributed documents; draft comments.	6.34	3899.10
04/02/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	5.50	4262.50
04/03/09	CARY NADELMAN Attention to matters regarding DB question concerning 2005-A sub notes.	2.34	1439.10
04/03/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.17	1681.75
04/05/09	CARY NADELMAN Attention to matters regarding DB question on 2005-A sub notes.	1.00	615.00
04/07/09	CARY NADELMAN Attention to matters regarding MERS.	.34	209.10
04/08/09	CARY NADELMAN Conference with L. Kalembka regarding BNP; conference call with Orrick to discuss security interest issue; review documents; draft and distribute comments.	4.34	2669.10
04/08/09	LECH KALEMBKA Numerous emails OHS, Nadelman re proceeds issues; prepare.	.67	522.60

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04/08/09	ROBERT UGHETTA {Ocala} Attended meetings; reviewed documents, drafted comments and discussed issues.	4.00	3100.00
04/13/09	CARY NADELMAN Attention to matters regarding amendments.	.50	307.50
04/14/09	CARY NADELMAN Reviewed proposed amendments and provided comments; email correspondence with Jeremy Collett.	1.67	1027.05
04/14/09	CARY NADELMAN Attention to matters regarding BNP side letter; review documents; draft and distribute comments.	3.84	2361.60
04/14/09	ROBERT UGHETTA {Ocala} Attended meetings; reviewed documents, drafted comments and discussed issues.	3.17	2456.75
04/15/09	CARY NADELMAN Conferences with R. Ughetta; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	1.34	824.10
04/15/09	PETER DODSON Preliminary review of repo agreement (0.34)	.34	289.00
04/15/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.34	1038.50
04/16/09	CARY NADELMAN Attention to matters regdring swap extension agreements; review program documents; draft answers; review distributed documents and drafted comments.	5.34	3284.10
04/16/09	CARY NADELMAN Conferences with K. Gelernt, R. Ughetta and P. Dodson; conference with J. Aldrich and R. Ughetta; email correspondence with Ray Bowman and R. Ughetta; reviewed documents, drafted comments; attended meetings with TBW and R. Ughetta.	3.84	2361.60

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04/16/09	JEFFREY ALDRICH (Re: Barclays repo facility) Review initial draft master repurchase agreement.	2.17	1302.00
04/16/09	KAREN GELERNT TBW/Barclays. Attn to review repo.	2.00	1700.00
04/16/09	LISA CORVA Put comments into docs, ran blacklines for karen	4.00	780.00
04/16/09	PETER DODSON Conference with C. Nadelman and R. Ughetta regarding repo opinion (0.34); Review repo precedents (0.50)	.84	714.00
04/16/09	ROBERT UGHETTA {Ocala/BNP} Attended meetings; reviewed documents, drafted comments and discussed issues.	4.84	3751.00
04/16/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.84	2976.00
04/17/09	CARY NADELMAN Conferences with K. Gelernt, R. Ughetta and K. Walny; reviewed repo agreement and closing checklist; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	9.34	5744.10
04/17/09	DAVID MILLER Repo. Telephone conference with K. Walny.	.34	338.30
04/17/09	KAREN GELERNT TBW/Barclays. Attn to review repo agt.	4.00	3400.00
04/17/09	KAREN WALNY Review agreement; discuss with D. Miller.	3.84	2361.60
04/17/09	PETER DODSON Review term sheet for repo facility (0.50)	.50	425.00
04/17/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	9.17	7106.75

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04/18/09	DAVID MILLER Repo. Telephone conference with K. Walny.	.50	497.50
04/20/09	CARY NADELMAN Researched Mortgage Loan Purchase and Sale Agreement for P. Allen regarding GNMA question; attention to matters regarding swap extension agreements.	2.84	1746.60
04/20/09	DAVID MILLER Loan Agreement. (KW).	.75	746.25
04/20/09	JEFFREY ALDRICH Review term sheet and master repurchase agreement for consistency of terms.	.50	300.00
04/20/09	KAREN GELERNT TBW/Barclays. Attn to review repo.	4.50	3825.00
04/20/09	KAREN WALNY Review agreement; discuss with D. Miller.	2.67	1642.05
04/20/09	LECH KALEMBKA (Reference is Barclays/Taylor, Bean & Whitaker) Attention to granting clause; emails Gelernt re same.	.34	265.20
04/20/09	ROBERT UGHETTA {Ocala} Attended meetings; reviewed documents, drafted comments and discussed issues.	2.67	2069.25
04/20/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.17	3231.75
04/21/09	CARY NADELMAN Drafted and distributed written conflict waiver; reviewed Term Sheet; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	4.84	2976.60
04/21/09	KAREN GELERNT TBW/Barclays. Attn to comments to repo.	5.00	4250.00
04/21/09	LISA CORVA Put comments into docs, ran blacklines for karen	7.00	1365.00

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04/21/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.34	3363.50
04/22/09	CARY NADELMAN Reviewed K. Gelernt's comments to repo agreement and distributed to Taylor Bean & Whitaker; conferences with R. Ughetta; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	6.67	4102.05
04/22/09	CARY NADELMAN Conference calls with P. Allen and R. Ughetta to discuss developments with Freddie Mac; researched and reviewed precedents and other documents for Freddie program; reviewed program documents for Ocala; reviewed and drafted documents; identified issues; discussed issues; conferences with TBW; conferences with R. Ughetta.	7.50	4612.50
04/22/09	JEFFREY ALDRICH Conference with Nadelman and R. Ughetta regarding comments to MRA.	.34	204.00
04/22/09	PETER DODSON Review and revise repo agreement (1.67)	1.67	1419.50
04/22/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	5.84	4526.00
04/22/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	7.50	5812.50
04/23/09	CARY NADELMAN Conference call with Jeff Cavender, Ray Bowman, Karen Gelernt and R. Ughetta to discuss our comments to Purchase Agreement; researched precedent documents; conferences with R. Ughetta and K. Gelernt; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	8.84	5436.60

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04/23/09	KAREN GELERT TBW/Barclays. Attn to extensive call. Attn to additional mark up.	3.50	2975.00
04/23/09	PETER DODSON Review and revise repo agreement (3.84); Telephone conference with C. Nadelman and R. Ughetta regarding repo agreement (0.50); Review precedent repo opinions (0.50)	4.84	4114.00
04/23/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	8.17	6331.75
04/24/09	CARY NADELMAN Reviewed Purchase Agreement and distributed comments to working group; conferences with K. Gelernt and R. Ughetta; researched precedent documents; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	9.84	6051.60
04/24/09	KAREN GELERT Review and revise comments.	2.00	1700.00
04/24/09	PETER DODSON Review true sale inquiry regarding FHLBB and draft structure chart; telephone conference with R. Ughetta regarding same (2.67)	2.67	2269.50
04/24/09	ROBERT UGHETTA {Federal Home Loan Bank of Boston} Attended meetings; reviewed documents, drafted comments and discussed issues.	3.84	2976.00
04/24/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	8.84	6851.00
04/26/09	ROBERT UGHETTA {Bank of Boston} Attended meetings; reviewed documents, drafted comments and discussed issues.	2.84	2201.00

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04/27/09	CARY NADELMAN Conference call with Jeff Cavender, Ike Blanton, R. Ughetta and P. Dodson to discuss true sale opinion regarding Federal Home Loan Bank of Boston; researched issues for R. Ughetta and P. Dodson; drafted answer.	4.67	2872.05
04/27/09	CARY NADELMAN Reviewed Electronic Tracking Agreement; distribute with comments to working group; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	5.34	3284.10
04/27/09	CARY NADELMAN Attention to matters regarding distribution of program documents to Freddie Mac; researched and reviewed precedents and other documents for Freddie program; reviewed program documents for Ocala; reviewed and drafted documents; identified issues; discussed issues; conferences with R. Ughetta; conferences with TBW.	4.34	2669.10
04/27/09	KAREN GELERT TBW/Barclays; Attn to ETA.	.84	714.00
04/27/09	PETER DODSON Analyze FHLBB transaction structure; telephone conference with R. Ughetta regarding same (1.67); Telephone conference with working group regarding structural issues (0.34); Telephone conference with R. Ughetta regarding structural issues (1.50)	3.50	2975.00
04/27/09	PETER DODSON Draft safe harbor repo opinion (4.84); Telephone conference with C. Nadelman and R. Ughetta regarding repo agreement (0.34); Telephone conference with C. Nadelman and R. Ughetta regarding electronic tracking agreement; review same (0.50); Review revised custodial agreement (0.84)	6.50	5525.00
04/27/09	ROBERT UGHETTA {Bank of Boston} Attended meetings; reviewed documents, drafted comments and discussed issues.	4.17	3231.75

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04/27/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	5.34	4138.50
04/27/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.84	2976.00
04/28/09	CARY NADELMAN Reviewed amended documents.	.67	412.05
04/28/09	CARY NADELMAN Distributed primary program documents to Taylor Bean & Whitaker for forwarding to Freddie Mac; conferences with R. Ughetta; researched and reviewed precedents and other documents for Freddie program; reviewed program documents for Ocala; reviewed and drafted documents; identified issues; discussed issues; conferences with R. Ughetta; conferences with TBW.	6.84	4206.60
04/28/09	PETER DODSON Review amended and restated purchase and sale agreement-(0.67)	.67	569.50
04/28/09	PETER DODSON Review Repo Agreement sale mechanics (0.67); Telephone conference with C. Nadelman and R. Ughetta regarding repo sale mechanics (0.34); Draft Safe Harbor Repo Opinion (4.17)	5.17	4394.50
04/28/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	.67	519.25
04/28/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	6.17	4781.75

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04/29/09	CARY NADELMAN	8.67	5332.05
	<p>Researched program documents; conferences with R. Ughetta; email correspondence with Paul Allen and R. Ughetta; prepared written waivers; conference with D. Merry and R. Ughetta; researched and reviewed precedents and other documents for Freddie program; reviewed program documents for Ocala; reviewed and drafted documents; identified issues; discussed issues; conferences with R. Ughetta; conferences with TBW.</p>		
04/29/09	DAVID MERRY	.50	300.00
	<p>Discussions with Cary and R. Ughetta re liquidity facilities.</p>		
04/29/09	PETER DODSON	.50	425.00
	<p>Review amended and restated custodial agreement (0.50)</p>		
04/29/09	ROBERT UGHETTA	.50	387.50
	<p>Attended meetings; reviewed documents, drafted comments and discussed issues.</p>		
04/29/09	ROBERT UGHETTA	7.84	6076.00
	<p>Attended meetings; reviewed documents, drafted comments and discussed issues.</p>		
04/30/09	CARY NADELMAN	2.34	1439.10
	<p>Conference with R. Ughetta regarding BNP's side letter; distributed comments to Orrick; researched program documents; drafted answers.</p>		
04/30/09	CARY NADELMAN	4.17	2564.55
	<p>Reviewed and commented on Custodial Agreement; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.</p>		
04/30/09	CARY NADELMAN	8.00	4920.00
	<p>Reviewed program documents; conferences with R. Ughetta; reviewed precedent liquidity documents and provided Put Option Agreement to Taylor Bean & Whitaker; researched and reviewed precedents and other documents for Freddie program; reviewed program documents for Ocala; reviewed and drafted documents; identified issues; discussed issues; conferences with R. Ughetta; conferences with TBW.</p>		

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04/30/09	KAREN GELERT	1.50	1275.00
	Attn to review and comment on custodial agt; conf w/C. Nadelman, P. Dodson.		
04/30/09	LECH KALEMBKA	.50	390.00
	Attention to control agreement.		
04/30/09	PETER DODSON	9.34	7939.00
	Review Custodial Agreement and Account Control Agreement (0.84); Telephone conferences with C. Nadeleman, R. Ughetta and K. Gelernt regarding Custodial Agreement and Repurchase Agreement (0.50); Draft safe harbor repo opinion (5.67); Examination of law regarding repo safe harbors (2.34)		
04/30/09	ROBERT UGHETTA	2.34	1813.50
	{Ocala/BNP} Attended meetings; reviewed documents, drafted comments and discussed issues.		
04/30/09	ROBERT UGHETTA	3.84	2976.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
04/30/09	ROBERT UGHETTA	7.34	5688.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/01/09	PETER DODSON	9.34	7939.00
	Review safe harbor repo opinion precedents; draft Safe Harbor Repo Opinion; examination of law regarding same (8.84); Review master repo agreement (0.50)		
05/01/09	ROBERT UGHETTA	1.84	1426.00
	{Bank of Oklahoma} Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/04/09	CARY NADELMAN	6.34	3899.10
	Attention to matters regarding amendment closing; reviewed documents; drafted comments; meetings with TBW and R. Ughetta.		

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05/04/09	CARY NADELMAN	7.17	4409.55
	Conferences with D. Merry and R. Ughetta to discuss liquidity backstop structures; email correspondence with Satish Iyer and R. Ughetta; researched and reviewed precedents and other documents for Freddie program; reviewed program documents for Ocala; reviewed and drafted documents; identified issues; discussed issues; conferences with R. Ughetta; conferences with TBW.		
05/04/09	DAVID MERRY	1.00	600.00
	Discussions with Cary and R. Ughetta. Finding LAPA and liquidity agreements.		
05/04/09	KAREN GELERNT	.67	569.50
	TBW/Barclays. Attn to acct agt comments.		
05/04/09	PETER DODSON	2.67	2269.50
	Telephone conference with J. Thompson and R. Ughetta regarding bankruptcy opinion (0.34); Review Safe Harbor repo opinion; draft opinion certificates (1.84); Telephone conference with C. Nadelman and R. Ughetta regarding Repo mechanics (0.50)		
05/04/09	PETER DODSON	.67	569.50
	Telephone conference with C. Nadelman and R. Ughetta regarding Freddie Structure; analyze same (0.67)		
05/04/09	ROBERT UGHETTA	5.84	4526.00
	Attended meetings; review amendments; reviewed documents, drafted comments and discussed issues.		
05/04/09	ROBERT UGHETTA	6.50	5037.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/04/09	WENDY KANE	1.17	450.45
	Cite check opinion letter		
05/05/09	ALBERTA STEWART	2.00	1200.00
	Prepare bring-down opinions for Amended and Restated Mortgage Loan Purchase and Sale Agreement.		

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05/05/09	CARY NADELMAN	8.84	5436.60
	Attention to matters regarding amendment closing and bring-down opinions; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
05/05/09	CARY NADELMAN	.17	104.55
	Telephone call with Peter Manbeck and R. Ughetta to discuss status of Intercreditor Agreement.		
05/05/09	CARY NADELMAN	1.50	922.50
	Conference calls with R. Ughetta and D. Merry; researched and reviewed precedents and other documents for Freddie program; reviewed program documents for Ocala; reviewed and drafted documents; identified issues; discussed issues; conferences with R. Ughetta; conferences with TBW.		
05/05/09	DAVID MERRY	1.50	900.00
	Call with Cary and R. Ughetta; finding LAPA and Liquidity Agreements; research documents for C. Nadelman and R. Ughetta.		
05/05/09	LECH KALEMBKA	.17	132.60
	Emails Stewart and R. Ughetta re opinion question.		
05/05/09	LECH KALEMBKA	.17	132.60
	Telephone call Ughetta re bank account issues.		
05/05/09	PETER DODSON	4.50	3825.00
	Review amended electronic transfer agreement (0.67); Review amended custodial agreement (0.84); Review amended purchase and sale agreement (1.84); Review true sale opinion; conference with C. Nadelman and R. Ughetta regarding same (1.17)		
05/05/09	ROBERT UGHETTA	8.50	6587.50
	Attended meetings; reviewed documents; drafted comments and discussed issues.		
05/05/09	ROBERT UGHETTA	.17	131.75
	Attended meetings; reviewed documents; drafted comments and discussed issues.		

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Taylor, Bean & Whitaker Mortgage Corp.
July 31, 2009

File No.: 90089.003
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05/05/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.50	1162.50
05/06/09	CARY NADELMAN Attention to matters regarding amendment closing and bring-down opinions; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	4.50	2767.50
05/06/09	HENRY LABRUN Review draft opinion per 2-partner policy (for R. Ughetta); related office conference with A. Stewart.	.50	412.50
05/06/09	LECH KALEMBKA Attention to UCC opinion; review UCC filling; emails Stewart and R. Ughetta re same.	.67	522.60
05/06/09	PETER DODSON Review revised electronic tracking agreement and purchase and sale agreement (0.84); Telephone conference with C. Nadelman and R. Ughetta regarding comments on Amended Purchase and Sale Agreement (0.50); Draft true sale opinion (4.34); Review true sale opinion per C. Nadelman and R. Ughetta comments (0.50)	6.17	5244.50
05/06/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.17	3231.75
05/07/09	ALBERTA STEWART Finalize opinions in connection with the Amended and Restated Mortgage Loan Purchase and Sale Agreement.	2.00	1200.00
05/07/09	CARY NADELMAN Attention to matters regarding bring-down opinions; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	4.17	2564.55
05/07/09	LECH KALEMBKA Emails, telephone call Sstewart and R. Ughetta re UCC opinion.	.34	265.20

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05/07/09	PETER DODSON	1.34	1139.00
	Conference with A. Stewart and R. Ughetta regarding true sale opinion (0.34); Review true sale opinion (1.00)		
05/07/09	ROBERT UGHETTA	4.17	3231.75
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/08/09	CARY NADELMAN	3.67	2257.05
	Finalized bring-down opinions; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
05/08/09	CARY NADELMAN	3.84	2361.60
	Re: Bank of Oklahoma repo - conference call with Taylor Bean & Whitaker and Bank of Oklahoma to discuss repo structure and legal issues; researched issues and drafted answers.		
05/08/09	CARY NADELMAN	4.34	2669.10
	Re: BNP Intercreditor Agreement - RAC analysis of program documents; email correspondence with client; telephone call with Peter Manbeck; researched program documents; researched distributed documents; drafted comments.		
05/08/09	PETER DODSON	2.34	1989.00
	Telephone conference with C. Nadelman and R. Ughetta regarding structural issues (2.34)		
05/08/09	ROBERT UGHETTA	2.84	2201.00
	Attended meetings; reviewed documents; drafted comments and discussed issues.		
05/08/09	ROBERT UGHETTA	3.17	2456.75
	{Bank of Oklahoma Repo} Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/08/09	ROBERT UGHETTA	3.50	2712.50
	{BNP} Attended meetings; reviewed documents, drafted comments and discussed issues.		

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05/11/09	CARY NADELMAN	1.17	719.55
	Email correspondence with Jeff Cavender regarding resolutions; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
05/11/09	CARY NADELMAN	3.00	1845.00
	Reviewed Lech Kalembka's comments to Intercreditor Agreement; conference with R. Ughetta to discuss Intercreditor Agreement; prepared extensive mark up to Intercreditor Agreement.		
05/11/09	CARY NADELMAN	.84	516.60
	(Bank of Oklahoma) Meetings with R. Ughetta.		
05/11/09	CARY NADELMAN	1.34	824.10
	Redistributed comments to SNR; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
05/11/09	CARY NADELMAN	1.34	824.10
	Conference with R. Ughetta to discuss Liquidity Agreement; email correspondence with Satish Iyer and R. Ughetta; researched and reviewed precedents and other documents for Freddie program; reviewed program documents for Ocala; reviewed and drafted documents; identified issues; discussed issues; conferences with R. Ughetta; conferences with TBW.		
05/11/09	LECH KALEMBKA	.67	522.60
	Review Intercreditor Agreement.		
05/11/09	PETER DODSON	.34	289.00
	Final Review; execute two partner review form (0.34)		
05/11/09	PETER DODSON	1.67	1419.50
	Review Intercreditor and Collateral Agency Agreement (1.67)		
05/11/09	ROBERT UGHETTA	1.00	775.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/11/09	ROBERT UGHETTA	.84	651.00
	{Bank of Oklahoma} Attended meetings; reviewed documents, drafted comments and discussed issues.		

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Taylor, Bean & Whitaker Mortgage Corp.
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05/11/09	ROBERT UGHETTA (Ocala) Attended meetings; reviewed documents, drafted comments and discussed issues.	2.50	1937.50
05/11/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	.67	519.25
05/11/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.17	906.75
05/12/09	CARY NADELMAN Conference with P. Dodson to discuss Intercreditor Agreement; distributed comments to Orrick; reviewed revised Intercreditor Agreement; drafted comments.	2.34	1439.10
05/12/09	CARY NADELMAN Conferences with R. Ughetta and P. Dodson regarding program status; researched and reviewed precedents and other documents for Freddie program; reviewed program documents for Ocala; reviewed and drafted documents; identified issues; discussed issues; conferences with R. Ughetta; conferences with TBW.	3.00	1845.00
05/12/09	PETER DODSON Telephone conference with C. Nadelman and R. Ughetta regarding intercreditor agreement (0.50)	.50	425.00
05/12/09	PETER DODSON Telephone conference with C. Nadelman and R. Ughetta regarding repo mechanics (0.34)	.34	289.00
05/12/09	PETER DODSON Telephone conference with C. Nadelman and R. Ughetta regarding program status; review documents (1.4)	1.34	1139.00
05/12/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.17	1681.75
05/12/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.84	2201.00

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05/14/09	CARY NADELMAN	5.34	3284.10
	Reviewed revised master repurchase agreement; conferences with K. Gelernt and R. Ughetta to discuss approach to review and comments; correspondence with TBW and Barclay's counsel; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
05/14/09	LECH KALEMBKA	.34	265.20
	Attention to revised draft Intercreditor Agreement.		
05/14/09	PETER DODSON	.67	569.50
	Review revised repurchase agreement (0.67)		
05/14/09	ROBERT UGHETTA	5.17	4006.75
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/15/09	CARY NADELMAN	3.50	2152.50
	Attention to matters relating to Brashear opinion on amended documents; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
05/15/09	CARY NADELMAN	7.34	4514.10
	Reviewed revised master repurchase agreement; conferences with K. Gelernt and R. Ughetta; email correspondence with TBW and Barclay's counsel; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		
05/15/09	ROBERT UGHETTA	2.84	2201.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/15/09	ROBERT UGHETTA	6.34	4913.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/18/09	CARY NADELMAN	7.67	4717.05
	Email correspondence with Barclay's counsel; conference with K. Gelernt and R. Ughetta; reviewed revised master repurchase agreement; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.		

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05/18/09	KAREN GELERNT TBW/Barclays. Attn to review repo comments and draft issues memo.	4.00	3400.00
05/18/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	7.34	5688.50
05/19/09	CARY NADELMAN Drafted and distributed Ocala Funding Swap Extension Agreements; researched program documents; drafted answers; reviewed distributed documents and drafted comments.	2.50	1537.50
05/19/09	CARY NADELMAN Reviewed K. Gelernt's prepared issues list; and distributed to TBW; reviewed documents; drafted comments; conferences with R. Ughetta.	4.84	2976.60
05/19/09	CARY NADELMAN Distributed latest ppm to Freddie Mac; researched and reviewed precedents and other documents for Freddie program; reviewed program documents for Ocala; reviewed and drafted documents; identified issues; discussed issues; conferences with R. Ughetta; conferences with TBW.	1.17	719.55
05/19/09	KAREN GELERNT TBW/Barclays. Attn to review docs and summarize issues.	2.00	1700.00
05/19/09	PETER DODSON Review revised Repurchase Agreement (2.67); Review prior comments on Repurchase Agreement (1.34); Revise bankruptcy opinion (1.17)	5.17	4394.50
05/19/09	ROBERT UGHETTA {Ocala} Attended meetings; reviewed documents, drafted comments and discussed issues.	2.34	1813.50
05/19/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.17	3231.75

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Taylor, Bean & Whitaker Mortgage Corp.
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05/19/09	ROBERT UGHETTA	.67	519.25
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/20/09	CARY NADELMAN	2.75	1691.25
	Attention to matters regarding Ocala Funding Swap Extension Agreements; attended various conference calls and discuss open issues; researched issues and drafted answers; attention to document comments.		
05/20/09	CARY NADELMAN	6.84	4206.60
	Reviewed revised Electronic Tracking Agreement and Custodial Agreement; email correspondence with Barclay's counsel, R. Ughetta and TBW; reviewed documents; drafted comments; attended meetings with TBW and attended meetings with R. Ughetta.		
05/20/09	PETER DODSON	5.50	4675.00
	Review revised Repurchase Agreement (2.17); Review and analyze revised Repurchase Agreement, Custodial Agreement, Electronic Transfer Agreement and Account Control Agreement (3.34)		
05/20/09	ROBERT UGHETTA	2.50	1937.50
	{Ocala} Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/20/09	ROBERT UGHETTA	6.00	4650.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/21/09	CARY NADELMAN	1.84	1131.60
	Attention to matters regarding Ocala Funding swap extension agreement; attended various conference calls and discussed open issues; researched issues and drafted answers; attention to document comments.		
05/21/09	CARY NADELMAN	7.34	4514.10
	Conference with P. Dodson, R. Ughetta and K. Gclemt regarding bankruptcy opinion/safe harbor issues; reviewed revised master repurchase agreement; drafted opinions; reviewed documents; drafted comments; attended meetings with TBW and meetings with R. Ughetta.		

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05/21/09	KAREN GELERNT TBW/Barclays. Attn to review ancillary docs.	.50	425.00
05/21/09	PETER DODSON Conference with C. Nadelman and R. Ughetta regarding transaction documents (0.34)	.34	289.00
05/21/09	ROBERT UGHETTA {Ocala} Attended meetings; reviewed documents, drafted comments and discussed issues.	1.67	1294.25
05/21/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	7.17	5556.75
05/22/09	CARY NADELMAN Reviewed revised master repurchase agreement; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	8.84	5436.60
05/22/09	KAREN GELERNT TBW/Barclays. Review ancillary doc changes.	1.00	850.00
05/22/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	7.84	6076.00
05/26/09	CARY NADELMAN Reviewed issues list; conference call with Ray Bowman, Jeff Cavender, R. Ughetta and K. Gelernt to discuss issues list; revised and distributed issues list to working group; conferences with R. Ughetta and K. Gelernt; reviewed documents; drafted comments; attended meetings with TBW; meetings with R. Ughetta.	7.67	4717.05
05/26/09	KAREN GELERNT TBW/Barclays. Attn to conf re: issues list.	1.34	1139.00
05/26/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	6.67	5169.25

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05/27/09	CARY NADELMAN Reviewed revised custodial agreement and electronic tracking agreement; conferences with R. Ughetta; reviewed documents; drafted comments; attended meetings with TBW and R. Ughetta.	5.34	3284.10
05/27/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.84	3751.00
05/28/09	CARY NADELMAN All-hands conference call to discuss comments to master repurchase agreement; researched precedent documents for threshold standards and drafted email correspondence regarding same; reviewed documents; drafted comments; attended meetings with TBW and meetings with R. Ughetta.	7.17	4409.55
05/28/09	KAREN GELERNT TBW/Barclays. Attn to conf call re: big issues.	2.50	2125.00
05/28/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	6.50	5037.50
05/29/09	CARY NADELMAN Attention to matters regarding repo transaction.	1.67	1027.05
06/01/09	CARY NADELMAN Reviewed Exhibits D and E to Ocala Funding Indenture per Paul Allen's request.	3.00	1845.00
06/01/09	CARY NADELMAN Reviewed open issues list; conference with R. Ughetta and K. Walny; reviewed documents and opinions; reviewed comments.	4.34	2669.10
06/01/09	KAREN GELERNT TBW/Barclays. Review list of open issues. Comment and revise same.	3.34	2839.00

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06/01/09	PETER DODSON Telephone conference with K. Gelernt, R. Ughetta and C. Nadelman regarding requested security contract opinion (0.34); Draft security contract opinion; examination of law regarding same (5.17); Draft securities contract opinion (0.84)	6.34	5389.00
06/01/09	ROBERT UGHETTA {Ocala} Attended meetings; reviewed documents, drafted comments and discussed issues.	2.84	2201.00
06/01/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.50	3487.50
06/02/09	CARY NADELMAN Email correspondence with Mike Zoccoli regarding Excess Spread Test; email correspondence with Paul Allen regarding BNP tri-party agreement.	1.84	1131.60
06/02/09	CARY NADELMAN Attention to matters regarding repo facility; reviewed documents and opinions; reviewed comments; attended meetings; drafted comments.	2.34	1439.10
06/02/09	PETER DODSON Draft securities contract opinion (6.34); Telephone conference with R. Ughetta and C. Nadelman regarding repurchase agreement (0.34); Examination of law regarding securities contract safe harbors (2.34); Draft securities contract opinion (0.84)	9.84	8364.00
06/02/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.67	1294.25
06/02/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.34	1813.50
06/03/09	CARY NADELMAN Drafted UCC opinion; reviewed Master Repurchase Agreement and Pricing Side Letter; reviewed documents and opinions; reviewed comments; attended meetings; drafted comments.	5.34	3284.10

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File No.: 90089.003
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06/03/09	KAREN WALNY Review agreement.	.34	209.10
06/03/09	LECH KALEMBKA Find Model opinion for R. Ughetta and Nadelman; emails R. Ughetta and Nadelman re: same; research issues; draft opinion.	2.34	1825.20
06/03/09	PETER DODSON Revise bankruptcy safe harbor repurchase agreement and securities contract opinion (5.67)	5.67	4819.50
06/03/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	5.00	3875.00
06/04/09	ALBERTA STEWART Review comments from Colonial to TBW/ICBA Loan and Security Agreement.	3.00	1800.00
06/04/09	CARY NADELMAN Reviewed Colonial's comments to LSA; researched and reviewed precedents, lengthy meetings regarding comments.	4.34	2669.10
06/04/09	CARY NADELMAN Telephone call with P. Dodson; discussed bankruptcy issues.	.34	209.10
06/04/09	KAREN WALNY Review agreement.	.67	412.05
06/04/09	PETER DODSON Telephone conference with R. Ughetta and C. Nadelman regarding safe harbor repo and securities contract opinion (0.34)	.34	289.00
06/04/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.00	3100.00
06/04/09	ROBERT UGHETTA Call with P. Dodson; discuss issues.	.34	263.50

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06/05/09	CARY NADELMAN	7.34	4514.10
	Reviewed revised Master Repurchase Agreement; conference call to discuss open tax issues; reviewed all program documents and opinions; reviewed all comments; attended numerous and lengthy meetings.		
06/05/09	KAREN WALNY	.84	516.60
	Telephone call.		
06/05/09	PETER DODSON	3.50	2975.00
	Review revised repurchase agreement, account control agreement and pricing side letter (2.84); Revise safe harbor opinion (0.67)		
06/05/09	ROBERT UGHETTA	7.17	5556.75
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
06/08/09	CARY NADELMAN	.50	307.50
	Meetings regarding Ocala; reviewed documents.		
06/08/09	CARY NADELMAN	8.17	5024.55
	Prepared responses to open issues list; reviewed and commented on bankruptcy safe harbor opinion; reviewed all program documents and opinions; reviewed all comments; attended numerous and lengthy meetings.		
06/08/09	DAVID MILLER	.50	497.50
	TBW. Office conference with K. Walny.		
06/08/09	PETER DODSON	6.67	5669.50
	Review revised repurchase agreement, collection account control agreement and pricing side letter (1.34); Revise safe harbor opinion (0.84); Telephone conference with R. Ughetta and C. Nadelman regarding repurchase agreement mechanics (1.17); Review R. Ughetta and C. Nadelman comments on safe harbor opinion (0.67); Revise safe harbor opinion per R. Ughetta and C. Nadelman comments (2.67)		
06/08/09	ROBERT UGHETTA	.50	387.50
	Attended meetings re: Ocala; reviewed documents.		

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06/08/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	8.00	6200.00
06/09/09	ALBERTA STEWART Call with Ray Bowman and R. Ughetta to discuss Colonial's comments; follow-up on UCC, bankruptcy and business issues; revise LSA for agreed-to comments; review subordinate interest holders for documents to be requested regarding releases, consents, etc.; reviewed documents; drafted responses.	9.00	5400.00
06/09/09	CARY NADELMAN Conferences with A. Stewart and R. Ughetta regarding Colonial's comments to LSA; conference with D. Luna and R. Ughetta to discuss syndicated loan provisions; reviewed documents; drafted responses.	7.67	4717.05
06/09/09	CARY NADELMAN Attention to matters regarding Ocala Funding Private Placement Memorandum.	2.34	1439.10
06/09/09	CARY NADELMAN Review K. Gelernt's and R. Ughetta's comments to open issues list; attended meetings; drafted comments.	1.67	1027.05
06/09/09	DAVID MILLER TBW. Emails.	.34	338.30
06/09/09	DONAL LUNA Conference with C. Nadelman and R. Ughetta regarding loan agreement; conference with J. Smith; review documents.	1.50	855.00
06/09/09	KAREN GELERNT TBW/Barclays. Attn to changes. Comments to same.	5.84	4964.00
06/09/09	PETER DODSON Review loan and Securities Agreement bankruptcy provisions; conference with A. Stewart, R. Ughetta and C. Nadelman regarding same (2.84)	2.84	2414.00

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Taylor, Bean & Whitaker Mortgage Corp.
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File No.: 90089.003
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06/09/09	PETER DODSON	3.34	2839.00
	Revise draft safe harbor opinion to reflect changes in transaction documents(1.84); Revise and transmit comments on Master Repurchase Agreement (1.50)		
06/09/09	ROBERT UGHETTA	8.17	6331.75
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
06/09/09	ROBERT UGHETTA	2.00	1550.00
	{Ocala} Attended meetings; reviewed documents, drafted comments and discussed issues.		
06/09/09	ROBERT UGHETTA	1.50	1162.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
06/10/09	ALBERTA STEWART	10.84	6504.00
	Call to with TBW to discuss business points re Colonial's comments; call with TBW and Colonial to discuss Colonial's comments; revise LSA for Colonial's comments and structure; researched and reviewed precedents; attended numerous lengthy meetings.		
06/10/09	CARY NADELMAN	7.00	4305.00
	Reviewed Colonial's comments to LSA; conferences with A. Stewart and R. Ughetta; conference call with Colonial, Akerman, Taylor, Bean & White, R. Ughetta and A. Stewart; reviewed documents; drafted responses; researched and reviewed precedents, lengthy meetings regarding comments.		
06/10/09	CARY NADELMAN	3.84	2361.60
	All-hands conference call; revised issues list; reviewed all program documents and opinions; reviewed all comments; attended numerous and lengthy meetings.		
06/10/09	CARY NADELMAN	1.84	1131.60
	Call with Alan Hitchcock and R. Ughetta; researched rated bidder question.		
06/10/09	DAVID MILLER	1.00	995.00
	TBW. Office conference with K. Walny; telephone conference with TBW.		

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06/10/09	DAVID MILLER TBW. Review and conference call.	.75	746.25
06/10/09	DONAL LUNA Conference call with A. Stewart and R. Ughetta.	.34	193.80
06/10/09	KAREN GELERT TBW/Barclays. Attn to review cust comments. Attn to conf w/TBW re: major issues.	2.50	2125.00
06/10/09	KAREN WALNY Review revised draft; discuss with D. Miller.	3.50	2152.50
06/10/09	LECH KALEMBKA Attention to Security Agreement and Colonial Bank comments thereon; emails Ughetta, Stewart re same.	1.67	1302.60
06/10/09	PETER DODSON Telephone conference with R. Ughetta and C. Nadelman regarding repurchase agreement comments; revise safe harbor opinion (0.84)	.84	714.00
06/10/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	9.34	7238.50
06/10/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.34	2588.50
06/10/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.50	1162.50
06/11/09	ALBERTA STEWART Revise and distribute TBW/ICBA Loan and Security Agreement; revise account information for payments, distributions, collections; revise transaction structure to reflect daily funding and non-revolving nature of Loans; researched and reviewed precedents; attended numerous lengthy meetings.	10.00	6000.00

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06/11/09	CARY NADELMAN Revised LSA; conference with A. Stewart and R. Ughetta; reviewed documents; drafted responses; attended numerous lengthy meetings.	4.00	2460.00
06/11/09	CARY NADELMAN All-hands conference call to discuss issues list; revised issues list and circulated to working group; researched HUD rules; reviewed all program documents and opinions; reviewed all comments; attended numerous and lengthy meetings.	8.17	5024.55
06/11/09	DAVID MILLER TBW. Review.	1.00	995.00
06/11/09	DAVID MILLER TBW. Office conference with K. Walny.	.50	497.50
06/11/09	KAREN GELERT TBW/Barclays. Attn to conf call re: major issues. Attn to review issues list.	2.00	1700.00
06/11/09	KAREN WALNY Revise comments; telephone calls; discuss with D. Miller.	1.67	1027.05
06/11/09	LAWRENCE BERKOVICH Conference with A. Stewart and R. Ughetta regarding Indenture account issues.	.50	320.00
06/11/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	9.50	7362.50
06/11/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	7.84	6076.00
06/12/09	CARY NADELMAN Reviewed Custodial Agreement and Collection Account Control Agreement; reviewed all program documents and opinions; reviewed all comments; attended numerous and lengthy meetings.	5.84	3591.60

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06/12/09	DAVID MILLER TBW. Markup and emails.	1.00	995.00
06/12/09	KAREN WALNY Revise comments; discuss with D. Miller.	1.84	1131.60
06/12/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	5.67	4394.25
06/15/09	ALBERTA STEWART Review and comment on Standby Servicing Agreement among TBW, U.S. Bank and Barclays Bank.	4.67	2802.00
06/15/09	CARY NADELMAN Telephone call with Ike Blanton regarding change in Taylor, Bean & Whittaker's fiscal year; reviewed LLC Agreement regarding same.	2.50	1537.50
06/15/09	CARY NADELMAN Reviewed and prepared comments to Standby Servicer Agreement; reviewed all program documents and opinions; reviewed all comments; attended numerous and lengthy meetings.	4.17	2564.55
06/15/09	CARY NADELMAN Drafted UCC opinion and follow-up conference with L. Kalembka and R. Ughetta; drafted enforceability opinion; reviewed program documents; drafted responses.	7.84	4821.60
06/15/09	LECH KALEMBKA Attention to draft UCC opinion.	1.34	1045.20
06/15/09	PETER DODSON Review revised Custodial Agreement (0.34); Review revised Collection Account Control Agreement (0.50); Revise safe harbor opinion (0.34)	1.17	994.50
06/15/09	ROBERT UGHETTA Attended meetings; reviewed documents; drafted comments and discussed issues.	2.34	1813.50

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06/15/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.00	3100.00
06/15/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	7.34	5688.50
06/16/09	CARY NADELMAN Conference call with Sumeet Wadhwa and R. Ughetta; reviewed program documents in connection with Sumeet's questions; drafted responses.	5.36	3296.40
06/16/09	CARY NADELMAN Conference call with Darren Sharpe and R. Ughetta; reviewed and forwarded TBAs to Freddie Mac; email correspondence with Paul Allen and R. Ughetta; reviewed program documents; drafted responses.	6.17	3794.55
06/16/09	ROBERT UGHETTA Conference with S. Wadhwa and C. Nadelman; attended meetings; reviewed documents, drafted comments and discussed issues.	4.18	3239.50
06/16/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	6.00	4650.00
06/17/09	CARY NADELMAN Reviewed program documents in connection with preparation of memorandum for Deutsche Bank on amendment standards; drafted responses.	4.90	3013.50
06/17/09	CARY NADELMAN Email correspondence with Ray Bowman and R. Ughetta regarding deliverables list.	.34	209.10
06/17/09	CARY NADELMAN Prepared schematic of Ocala Funding program; conference with Peter Dodson and R. Ughetta to discuss bankruptcy treatment of TBAs; email correspondence with Darren Sharpe and R. Ughetta; attention to matters regarding providing opinions and program documents to Freddie Mac; reviewed program documents; drafted responses.	9.34	5744.10

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06/17/09	PETER DODSON	3.50	2975.00
	Telephone conference with C. Nadelman and R. Ughetta regarding Forward Take Outs (1.34); Review Securities Forward Transaction and Annex (2.17)		
06/17/09	ROBERT UGHETTA	4.67	3619.25
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
06/17/09	ROBERT UGHETTA	.34	263.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
06/17/09	ROBERT UGHETTA	9.17	7106.75
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
06/18/09	ALBERTA STEWART	6.34	3804.00
	Revise TBW/ICBA Loan and Security Agreement for comments from Agent's counsel. Call with TBW to discuss changes to LSA.		
06/18/09	CARY NADELMAN	5.34	3284.10
	Reviewed Colonial's comments to LSA; conference with A. Stewart and R. Ughetta; conference call with Ray Bowman; and R. Ughetta.		
06/18/09	CARY NADELMAN	1.84	1131.60
	Drafted swap extension agreements; reviewed program documents; meetings with TBW and R. Ughetta.		
06/18/09	CARY NADELMAN	6.34	3899.10
	Reviewed deliverables list; prepared and revised financial covenant definitions; reviewed all program documents and opinions; reviewed call comments; attended numerous and lengthy meetings.		
06/18/09	CARY NADELMAN	1.67	1027.05
	Conference call with Darren Sharpe and R. Ughetta; reviewed program documents.		
06/18/09	LECH KALEMBKA	1.17	912.60
	Emails Stewart and R. Ughetta re Collection Account issue; researched issue.		

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06/18/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	5.00	3875.00
06/18/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.34	1038.50
06/18/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	6.17	4781.75
06/18/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.50	1162.50
06/19/09	CARY NADELMAN Attention to matters regarding swap extensions; reviewed program documents in connection with proposed BNP stipulation.	3.34	2054.10
06/19/09	CARY NADELMAN Attention to matters regarding CWT's opinions; reviewed all program documents and opinions; reviewed all comments; attended numerous and lengthy meetings.	6.67	4102.05
06/19/09	CARY NADELMAN Conference with S. Cuthbertson and R. Ughetta to discuss Ocala Funding; reviewed program documents; drafted responses; analyzed questions and program documents.	6.34	3899.10
06/19/09	LECH KALEMBKA Emails Nadelman and R. Ughetta re opinion issue; researched issue.	1.17	912.60
06/19/09	PETER DODSON Review revised repurchase agreement	.84	714.00
06/19/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.00	2325.00

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06/19/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	6.50	5037.50
06/19/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	6.17	4781.75
6/22/09	ALBERTA STEWART Conference with R. Ughetta and C. Nadelman; reviewed documents and comments.	1.34	804.00
06/22/09	CARY NADELMAN Lengthy conference with A. Stewart and R. Ughetta; reviewed documents and comments; revised documents.	1.34	824.10
06/22/09	CARY NADELMAN Conference with P. Dodson to discuss TBW pledging equity in Ocala Funding to collateralize DB fees; reviewed OF swaps; researched various alternatives; reviewed program documents; drafted responses.	4.84	2976.60
06/22/09	CARY NADELMAN Reviewed revised repurchase agreement; conference with K. Gelernt and R. Ughetta; reviewed all program documents and opinions; reviewed all comments; attended numerous and lengthy meetings.	4.34	2669.10
06/22/09	CARY NADELMAN Conference with P. Dodson and R. Ughetta to discuss forward take out agreements as securities contracts; reviewed program documents; analyzed issues; drafted responses.	1.50	922.50
06/22/09	KAREN WALNY Review revised draft.	.84	516.60
06/22/09	LECH KALEMBKA Attention to revised draft UCC opinion.	.50	390.00

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06/22/09	PETER DODSON	3.50	2975.00
	Telephone conference with C. Nadelman and R. Ughetta regarding proposed back swap modifications; analyze true sale issues (1.84); Telephone conference with C. Nadelman and R. Ughetta regarding Safe Harbor for forward contract issues; analyze same (1.67)		
06/22/09	PETER DODSON	1.50	1275.00
	Conference with R. Ughetta and C. Nadelman to discuss Ocala Funding and Freddie Mac.		
06/22/09	ROBERT UGHETTA	1.34	1038.50
	Attended meetings; reviewed documents; drafted comments and discussed issues.		
06/22/09	ROBERT UGHETTA	4.50	3487.50
	Attended meetings; reviewed documents; drafted comments and discussed issues.		
06/22/09	ROBERT UGHETTA	3.67	2844.25
	Attended meetings; reviewed documents; drafted comments and discussed issues.		
06/22/09	ROBERT UGHETTA	1.50	1162.50
	Attended meetings; reviewed documents; drafted comments and discussed issues.		
06/23/09	ALBERTA STEWART	3.34	2004.00
	Call Colonial and R. Ughetta to discuss remaining issues with LSA. Review LSA; drafted responses; attended numerous lengthy meetings; finalize all documents.		
06/23/09	CARY NADELMAN	4.84	2976.60
	Attention to matters regarding extension of DB and BNP swaps; attention to DB issues; reviewed program documents; drafted responses.		

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06/23/09	CARY NADELMAN	8.34	5129.10
	Conference call with client to discuss open issues; all-hands conference call to discuss open issues; revised and updated open issues list and circulated to working group; prepared and circulated mark-up of Master Repurchase Agreement; drafted Pledge Agreement; reviewed all program documents and opinions; reviewed all comments; attended numerous and lengthy meetings.		
06/23/09	DAVID MILLER	.75	746.25
	TBW. Conference call and email.		
06/23/09	KAREN GELERNT	2.00	1700.00
	Attn to conf re: open issues. Attn to markup. Attn to list.		
06/23/09	KAREN WALNY	1.00	615.00
	Telephone call.		
06/23/09	LECH KALEMBKA	1.34	1045.20
	Emails Nadelman and R. Ughetta re	REDACTED	
06/23/09	ROBERT UGHETTA	3.17	2456.75
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
06/23/09	ROBERT UGHETTA	3.84	2976.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
06/23/09	ROBERT UGHETTA	8.00	6200.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
06/24/09	ALBERTA STEWART	2.50	1500.00
	Call with counsel to Colonial and R. Ughetta to discuss indemnity payments to Colonial under the LSA; reviewed comments; attended lengthy meetings; revised and finalize all documents; distribute revised LSA.		

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06/24/09	ALBERTA STEWART Call with counsel to DB to discuss pledge agreement; review pledge agreement for comments from UCC counsel; call with TBW to discuss pledge of Ocala Funding equity/proceeds; review Structuring Fee Agreement from DB; distribute Swap Extension Agreement and Side Letter to BNP; review comments regarding Side Letter from BNP.	7.17	4302.00
06/24/09	CARY NADELMAN Attention to matters regarding extension of DB and BNP swaps.	8.34	5129.10
06/24/09	KAREN GELERNT Review cust agt.	.50	425.00
06/24/09	LECH KALEMBKA Review successive drafts of pledge agreement; emails Nadelman, R. Ughetta and A. Stewart re same.	1.67	1302.60
06/24/09	PETER DODSON Review 2008 opinion; Telephone conference with C. Nadelman and R. Ughetta regarding structural issues relating to proposed pledge (3.00); Conference with C. Nadelman and R. Ughetta regarding collateralization of back swap (1.34)	4.34	3689.00
06/24/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.50	1162.50
06/24/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	7.00	5425.00

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06/25/09	ALBERTA STEWART	9.84	5904.00
	Call with counsel to DB to discuss pledge agreement and indemnity letter in connection with extension of Swap Agreement; review and revise pledge agreement; follow-up on issues regarding pledge of membership interests in Ocala Funding; revise Amended and Restated Confirmation; research expiration date with respect to Swap Extension Agreement. Revise and finalize Swap Extension Agreement and Side Letter with BNP; reviewed program documents, prepared responses; finalize documents; attention to DB issues.		
06/25/09	CARY NADELMAN	5.84	3591.60
	Attention to matters regarding DB's extension of Swap Agreement; various conference calls with client and Deutsche Bank.		
06/25/09	LECH KALEMBKA	1.34	1045.20
	Emails, t/c Stewart and R. Ughetta re		
	REDACTED	REDACTED	
06/25/09	ROBERT UGHETTA	9.50	7362.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
06/26/09	ALBERTA STEWART	4.00	2400.00
	Finalize Swap Extension Agreement, Amended and Restated Confirmation, Structuring Fee Agreement and Side Letter re Interest Rate Swap; attention to closing.		
06/26/09	CARY NADELMAN	6.67	4102.05
	Attention to matters regarding extension of DB swap, including collateralizing TBW obligations under mirror swap; conference call with Deutsche Bank and outside counsel; attention to finalizing all documents and closing.		
06/26/09	LECH KALEMBKA	1.67	1302.60
	Attention to Pledge Agreement; emails Stewart and R. Ughetta re same; emails Nadelman and R. Ughetta re participation issue.		
06/26/09	ROBERT UGHETTA	6.17	4781.75
	Attended meetings; reviewed documents, drafted comments and discussed issues.		

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06/29/09	KAREN GELERNT TBW/Barclays. Attn to issues re: Barclays.	.50	425.00
06/29/09	PETER DODSON Conference with K. Gelernt and R. Ughetta regarding Master Repo Agreement (0.50)	.50	425.00
06/30/09	DAVID MILLER TBW. Email.	.34	338.30
07/01/09	ALBERTA STEWART Research proposed structure for participation agreement giving DB a participation in the residuals from Ocala Funding in connection with DB's swap extension.	1.50	915.00
07/01/09	CARY NADELMAN Researched Partnership Agreement precedents; conferences with R. Ughetta and A. Stewart; reviewed program documents; draft responses.	3.50	2152.50
07/01/09	CARY NADELMAN Reviewed revised Master Repurchase Agreement; reviewed revised Custodial Agreement; reviewed program documents; drafted responses.	4.84	2976.60
07/01/09	CARY NADELMAN Reviewed mirror swaps and prepared summary description for Freddie Mac's counsel; reviewed program documents; drafted responses.	3.34	2054.10
07/01/09	DAVID MILLER TBW. Office conference with K. Walny.	.50	497.50
07/01/09	DONAL LUNA Conference call with R. Ughetta and A. Stewart regarding security interests in economic rights under LLC agreement.	.17	99.45
07/01/09	KAREN WALNY Review document; discuss with D. Miller.	1.00	615.00
07/01/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.00	2325.00

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07/01/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.00	3100.00
07/01/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.50	1937.50
07/02/09	CARY NADELMAN Attention to matters regarding Collateralization of fees payable to Deutsche Bank; reviewed program documents; drafted responses.	3.84	2361.60
07/02/09	CARY NADELMAN Reviewed open issue list; reviewed revised Master Repurchase Agreement; conference with R. Ughetta and K. Walny to discuss open tax issues; reviewed program documents; drafted responses.	3.84	2361.60
07/02/09	PETER DODSON Confer with R. Ughetta and A. Stewart regarding pledge of distributions upon dissolution.	.50	425.00
07/02/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.67	2844.25
07/02/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.67	2844.25
07/06/09	ALBERTA STEWART Call with R. Ughett and DB's counsel to discuss Participation Agreement; draft Participation Agreement referencing DB's participation in residuals from Ocala Funding.	3.84	2342.40
07/06/09	CARY NADELMAN Conference call with R. Ughetta and McKee Nelson to discuss Participation Agreement; conference with R. Ughetta and A. Stewart regarding same; reviewed Participation Agreement draft.	3.50	2152.50

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07/06/09	CARY NADELMAN Conference call with R. Ughetta, Ray Bowman, K. Gelernt and D. Miller; reviewed issues list; prepared update issues list for client; reviewed Master Repo Agreement with respect to GNMA ARM securities; reviewed program documents; drafted responses.	3.50	2152.50
07/06/09	DAVID MILLER TBW-Barclays. Telephone conference with C. Mann; mark up.	1.50	1492.50
07/06/09	KAREN GELERNT TBW/Barclays. Attn to conf w/TB re: open points.	.84	714.00
07/06/09	LECH KALEMBKA Conference call re participation/security interest issues; review draft Participation Agreement; numerous emails re same; attention to issues.	1.67	1302.60
07/06/09	PETER DODSON Telephone conference with H. Stewart regarding pledge of equity participation; review draft participation agreement; review L. Kambleka comments on draft participation agreement; transmit comments to R. Ughetta, A. Stewart and C. Nadelman.	1.84	1564.00
07/06/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.50	2712.50
07/06/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.17	2456.75
07/07/09	ALBERTA STEWART Call with CWT's UCC and Bankruptcy counsel to discuss Participation Agreement. Revise and distribute the Participation Agreement to DB and it's counsel.	2.00	1220.00
07/07/09	CARY NADELMAN Reviewed and revised Participation Agreement; conference call with R. Ughetta, P. Dodson, L. Kalembka and A. Stewart; distributed Participation Agreement to working group.	3.84	2361.60

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07/07/09	CARY NADELMAN Revised UCC opinion; Master Repurchase Agreement regarding GNMA ARM securities; reviewed program documents; drafted responses.	5.84	3591.60
07/07/09	LECH KALEMBKA Conference call re participation/security issues; review revised draft participation agt; attention to issues.	1.50	1170.00
07/07/09	PETER DODSON Telephone conference with R. Ughetta, C. Nadelman and L. Kambleka regarding structural issues (0.50); review Structuring Fee Agreement, Swap Extension, Confirmation; review LLC Participation Agreement (1.67); telephone conference with R. Ughetta and C. Nadelman regarding Participation Agreement (0.34).	2.50	2125.00
07/07/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.67	3619.25
07/07/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	5.50	4262.50
07/08/09	CARY NADELMAN All hands conference call; conference call with R. Ughetta, K. Gelernt and Ray Bowman; reviewed Ginnie Mac financial statement delivery requirements' correspondence with Florida counsel; attention to closing certificates, resolutions and UCC search; revised UCC opinion; reviewed program documents; drafted responses.	9.67	5947.05
07/08/09	DAVID MILLER TBW Barclays. Telephone conference with K. Gellernt; telephone conference with Sonnechein.	1.00	995.00
07/08/09	KAREN GELERNT Attn to conf re: open issues. Attn to conf w/P. Dodson re: safe harbor.	1.84	1564.00

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07/08/09	PETER DODSON	1.67	1419.50
	Telephone conference with C. Nadelman and K. Gelernt regarding repo mechanics and bankruptcy safe harbor opinion.		
07/08/09	ROBERT UGHETTA	9.50	7362.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
07/09/09	ALBERTA STEWART	1.00	610.00
	Revise and distribute Participation Agreement.		
07/09/09	CARY NADELMAN	3.34	2054.10
	Conference call with McKee Nelson, Deutsche Bank to discuss Participation Agreement; reviewed revised Participation Agreement; conference with R. Ughetta and A. Stewart to discuss drafting; reviewed program documents; drafted responses.		
07/09/09	CARY NADELMAN	8.34	5129.10
	Conferences with R. Ughetta, K. Gelernt and P. Dodson to discuss safe harbor issues; revised legal opinions; reviewed MSFTA; reviewed program documents; drafted responses.		
07/09/09	KAREN GELERNT	1.50	1275.00
	Attn to conf w/P. Dodson re: structure. Attn to review enforceability opinion.		
07/09/09	LECH KALEMBKA	1.50	1170.00
	Conference call re participation/security interest issues; follow-up emails; edit participation agreement; proofread re same.		
07/09/09	LECH KALEMBKA	.84	655.20
	Edit security interest opinion' proofread same.		
07/09/09	PETER DODSON	8.67	7369.50
	Review and revise Master Repurchase Agreement for safe harbor analysis (3.50); revise safe harbor opinion (4.17); telephone conference with C. Nadelman regarding safe harbor opinions (0.50); review forward commitment and annexes; confer with C. Nadelman regarding same (0.50)..		

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07/09/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.34	2588.50
07/09/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	8.00	6200.00
07/10/09	ALBERTA STEWART Revise and distribute Participation Agreement for comments from DB's counsel and UCC counsel.	1.50	915.00
07/10/09	ALBERTA STEWART Meet with C. Nadelman to discuss documents needed to close transaction and follow-up matters.	.50	305.00
07/10/09	CARY NADELMAN Reviewed safe harbor opinion; revised and distributed legal opinions; reviewed and commented on Master Repurchase Agreement; provided comments to backup Subservicing Agreement; finalized financial covenant definitions and other outstanding Taylor Bean, Whitaker information; reviewed program documents; drafted responses.	10.84	6666.60
07/10/09	CARY NADELMAN Reviewed Private Placement Memorandum for necessary updated in light of Freddie Mac investment; email correspondence with Taylor Bean & Whitaker to update issuer information; reviewed program documents; drafted responses.	3.50	2152.50
07/10/09	KAREN GELERNT Review safe harbor opinion. Review ucc opinion. Review comments to repo.	2.50	2125.00
07/10/09	LECH KALEMBKA Review revised draft participation agreement; attention to issues.	1.17	912.60
07/10/09	LECH KALEMBKA Emails Gelernt re security interest opinion; attention to issues.	1.17	912.60

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07/10/09	PETER DODSON	1.17	994.50
	Review K. Gelernt and comments on safe harbor opinion; revise same; telephone conversation with C. Nadelman regarding Master Repo Agreement.		
07/10/09	ROBERT UGHETTA	10.50	8137.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
07/10/09	ROBERT UGHETTA	2.67	2069.25
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
07/13/09	ALBERTA STEWART	2.84	1732.40
	Revise and distribute Participation Agreement for comments received from R. Ughetta and DB's counsel.		
07/13/09	LECH KALEMBKA	1.34	1045.20
	Review changes to participation agreement; attention to issues.		
07/13/09	ROBERT UGHETTA	2.67	2069.25
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
07/14/09	ALBERTA STEWART	5.50	3355.00
	Revise opinions for comments received from SNR; reviewed program documents; drafted responses.		
07/14/09	LECH KALEMBKA	1.50	1170.00
	Attention to comments on opinions; emails Stewart re same; emails Gelernt re anti-assignment opinion qualification; edit revised security interest opinion.		
07/14/09	PETER DODSON	1.34	1139.00
	Review comments on true sale opinion; revise same (1.34)		
07/14/09	ROBERT UGHETTA	5.34	4138.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		

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07/15/09	LECH KALEMBKA	1.17	912.60
	Discussions with Ughetta re practical realization opinion qualification; reviewed precedents; attention to issues.		
07/15/09	ROBERT UGHETTA	1.00	775.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
07/16/09	ALBERTA STEWART	1.67	1018.70
	Telephone conference w/ R. Ughetta and J. Loeser re: telephone conference w/ R. Ughetta and P. Allen re: same.		
07/16/09	ALBERTA STEWART	9.17	5593.70
	Comment on deal documents and finalize TBW deliverables; reviewed program documents; drafted responses.		
07/16/09	DAVID MILLER	.34	338.30
	TBW. Review and email.		
07/16/09	JULIUS LOESER	.67	485.75
	Telephone conference with R. Ughetta and Alberta Stewart re: telephone conference with R. Ughetta and Paul Allen (CEO/TBW) re: same		
07/16/09	KAREN GELERT	2.00	1700.00
	Attn to revised documents. Attn to opinion issues.		
07/16/09	LECH KALEMBKA	.50	390.00
	Opinion issues.		
07/16/09	PETER DODSON	6.17	5244.50
	Telephone conference with R. Ughetta and A. Stewart regarding revised transaction documents (0.34); review comments on Master Repurchase Agreement (0.34); telephone conference with R. Ughetta regarding opinions issues (0.34); confer with A. Cuomo regarding Repurchase Agreement (0.34); review revised Repo Agreement (1.00); review revised Repo Agreement (0.67); revise master Repo Agreement and safe harbor repo opinion (3.17)		

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Taylor, Bean & Whitaker Mortgage Corp.
July 31, 2009

File No.: 90089.003
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07/16/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.50	1162.50
07/16/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	8.34	6463.50
07/17/09	ALBERTA STEWART Comment on deal documents and finalize TBW deliverables; reviewed program documents; drafted responses.	8.67	5288.70
07/17/09	KAREN GELERNT TBW/Barclays. Attn to status, changes, open issues.	1.00	850.00
07/17/09	LAWRENCE BERKOVICH Attention to transaction issues; conferences with R. Ughetta and A. Stewart; draft email regarding outstanding issues.	1.50	960.00
07/17/09	LECH KALEMBKA Attention to reliance letter; attention to issues.	1.17	912.60
07/17/09	PETER DODSON Revise safe harbor repo opinion and distribute (2.34); review comments on Master Repo Agreement (0.34); telephone conference with A. Cuomo regarding safe harbor opinion (0.50); revise safe harbor opinion (0.67)	3.84	3264.00
07/17/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	8.17	6331.75
07/19/09	PETER DODSON Revise safe harbor opinion and distribute (0.84); telephone conference with R. Ughetta and C. Nadelman regarding opinion status (0.34)	1.17	994.50
07/20/09	CARY NADELMAN Attention to matters regarding closing transaction; reviewed program documents; drafted responses.	9.67	5947.05
07/20/09	KAREN GELERNT TBW/Barclays. Attn to conf w/P. Dodson.	.67	569.50

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Taylor, Bean & Whitaker Mortgage Corp.
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File No.: 90089.003
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07/20/09	LECH KALEMBKA Review control agreement and draft UCC filing; emails Nadelman re same; attention to issues.	1.50	1170.00
07/20/09	PETER DODSON Review open issues regarding master repurchase agreement; confer with R. Ughetta and C. Nadelman regarding same (0.67); attend status call on closing (0.34); review assignment, assumption and recognition agreement; telephone conference with R. Ughetta and C. Nadelman regarding same (0.84); telephone conferences with R. Ughetta, M. Cuomo and C. Nadelman regarding security account control agreement (1.84); telephone conferences with R. Ughetta, K. Gelernt and M. Cuomo regarding repurchase agreement; review same (1.67); review revised master repurchase agreement; revise true sale opinion (0.84)	6.17	5244.50
07/20/09	ROBERT UGHETTA Attended meetings; reviewed documents; drafted comments and discussed issues.	9.50	7362.50
07/21/09	CARY NADELMAN Reviewed proposed Intercreditor Agreement; email correspondence with R. Ughetta, Peter Manbeck and Paul Allen concerning same; closed Participation Agreement with Deutsche Bank.	4.17	2564.55
07/21/09	CARY NADELMAN Reviewed and commented on MRA; attention to matters regarding closing transaction; reviewed program documents; drafted responses.	7.34	4514.10
07/21/09	KAREN GELERNT TBW/Barclays. Attn to final issues. Attn to waiver issue. Conf w/A. Cummo.	1.00	850.00
07/21/09	PETER DODSON Revise safe harbor opinion and distribute same (0.84); confer with A. Cuomo regarding safe harbor opinion (0.34); review MSFTA Annex changes; confer with C. Nadelman and M. Colendra regarding same (0.50); review revised MSFTA Annex (0.34); review revised Master Repurchase Agreement 0.50)	2.50	2125.00

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Taylor, Bean & Whitaker Mortgage Corp.
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07/21/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.34	2588.50
07/21/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	7.00	5425.00
07/22/09	CARY NADELMAN REDACTED - Conference call with J. Loeser, R. Ughetta, Paul Allen and Lee Farkas; reviewed briefing paper; MOV, business plan, C&D Order, Outsourcing Agreement, Underwriting Agreement and Correspondence Agreement; conference with R. Ughetta and J. Loeser.	7.84	4821.60
07/22/09	CARY NADELMAN Review Sovereign Loan Agreement.	1.50	922.50
07/22/09	JULIUS LOESER Correspondence with R. Ughetta and Cary Nadelman REDACTED re: conference call with R. Ughetta and Paul Allen re: review Board Briefing on ICBA Program for Platinum Community Bank; legal research; conference call with R. Ughetta and Paul Allen, etc. re: working of loan closings; correspondence with Robert Ughetta re: status and re: "to do's"; review documents	3.50	2537.50
07/22/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	6.67	5169.25
07/22/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.34	1038.50
07/23/09	CARY NADELMAN REDACTED conference call with J. Loeser, R. Ughetta, Paul Allen and Lee Farkas to discuss ; reviewed ; document provided by Paul Allen; drafted position paper.	3.84	2361.60

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Taylor, Bean & Whitaker Mortgage Corp.
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07/23/09	CARY NADELMAN	3.67	2257.05
	Reviewed and commented on Sovereign Waiver; conference with Ike Blanton to discuss Sovereign Waiver Agreement; reviewed program documents; drafted responses.		
07/23/09	JULIUS LOESER	.67	485.75
	Correspondence with Robert Ughetta, Cary Nadelman, and Paul Allen re: re-scheduling conference call; telephone conference re: REDACTED		
07/23/09	ROBERT UGHETTA	3.67	2844.25
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
07/23/09	ROBERT UGHETTA	3.50	2712.50
	Attended meetings; reviewed documents; drafted comments and discussed issues.		
07/24/09	CARY NADELMAN	2.17	1334.55
	REDACTED - Reviewed draft position paper.		
07/24/09	CARY NADELMAN	1.84	1131.60
	Email correspondence with Freddie Mac to answer questions regarding Ocala program.		
07/24/09	JULIUS LOESER	3.00	2175.00
	Prepare: REDACTED		
07/24/09	ROBERT UGHETTA	2.84	2201.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
07/24/09	ROBERT UGHETTA	1.50	1162.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
07/27/09	CARY NADELMAN	.67	412.05
	REDACTED - conference call with Paul Allen, Lee Farkas and R. Ughetta to discuss position paper.		
07/27/09	CARY NADELMAN	1.34	824.10
	Follow-up on status of Waiver Agreements; reviewed program documents; drafted responses.		

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Taylor, Bean & Whitaker Mortgage Corp.
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07/27/09	CARY NADELMAN	4.84	2976.60
	Conference call with Freddie Mac, C. Bryan and R. Ughetta to discuss Ocala program; provide copies of swap documents; researched loan securitization settlement process; reviewed program documents; drafted responses.		
07/27/09	JULIUS LOESER	1.84	1334.00
	Correspondence with Paul Allen re: REDACTED		
	REDACTED revise paper; telephone conference with R. Ughetta and Paul Allen, et al.		
07/27/09	ROBERT UGHETTA	1.17	906.75
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
07/27/09	ROBERT UGHETTA	1.17	906.75
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
07/27/09	ROBERT UGHETTA	4.67	3619.25
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
07/28/09	CARY NADELMAN	5.67	3487.05
	Drafted outline of Ocala's loan securitization settlement process; reviewed program documents; drafted responses.		
07/28/09	JULIUS LOESER	.17	123.25
	Correspondence with Will Learning re: REDACTED		
	REDACTED		
07/28/09	ROBERT UGHETTA	5.34	4138.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
07/29/09	CARY NADELMAN	5.84	3591.60
	Conference with R. Ughetta concerning outline of Ocala loan securitization process; email correspondence with Paul Allen concerning same; review outline; drafted outline and memo; researched loan securitization documents and program documents; drafted responses.		

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Taylor, Bean & Whitaker Mortgage Corp.
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07/29/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	5.67	4394.25
07/30/09	CARY NADELMAN Email correspondence with Henry Fan concerning Private Placement Memorandum for commercial paper and Offering Circular for Subordinated Notes; reviewed offering circular and program documents; drafted responses.	1.67	1027.05
07/30/09	CARY NADELMAN Reviewed Custodial Agreement; email correspondence with Ray Bowman concerning same; reviewed program documents; drafted responses.	5.00	3075.00
07/30/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.00	775.00
07/30/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.67	3619.25
07/31/09	CARY NADELMAN Reviewed Plainfield Waiver Agreement; reviewed revised Fee Schedule, Standby Servicer Agreement and Custodial Agreement; discussions with Barclays' counsel regarding Custodial Agreement and potential 8/31/09 closing.	7.84	4821.60
07/31/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	7.67	5944.25
08/03/09	CARY NADELMAN Attention to matters regarding closing of transaction.	9.67	5947.05
08/03/09	PETER DODSON Review revised servicing and custodial agreements (0.67); Conference with C. Nadelman regarding revised transaction documents (0.34); Review additional changes to servicing agreement and pricing side letter (0.50)	1.50	1275.00

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Taylor, Bean & Whitaker Mortgage Corp.
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08/03/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	8.67	6719.25
08/04/09	CARY NADELMAN Reviewed Collection Account Control Agreement and Master Repurchase Agreement; conference with Peter Dodson and R. Ughetta regarding same; conference with K. Gelernt and R. Ughetta regarding same.	6.84	4206.60
08/04/09	PETER DODSON Review changed interim cash collateral stipulation (0.67); Review revised Master Repo Agreement (0.84); Review revised account control agreement; telephone conference with C. Nadelman and R. Ughetta regarding same and master repo agreement (0.50)	2.00	1700.00
08/04/09	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	6.00	4650.00

Total Fees...\$1,490,425.45

DISBURSEMENTS AND CHARGES

Word Processing	274.59
Telephone	1,321.18
Other	269.75
Meals	29.32
Local Travel	241.24
Delivery Services/messengers	175.50
Copying	2.70
Disbursements and Charges	<u>\$2,314.28</u>
Total Fees and Disbursements	\$1,492,739.73

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Taylor, Bean & Whitaker Mortgage Corp.
July 31, 2009

File No.: 90089.003
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Time and Fee Summary:

<u>Timekeeper</u>		<u>Hours</u>	<u>Fees</u>
R Ughetta	Partner	777.56	602339.00
P Dodson	Partner	236.61	201118.50
K Gelemt	Partner	67.38	57273.00
D Miller	Partner	11.11	11054.45
H Labrun	Partner	.50	412.50
L Kalemka	Counsel	35.80	27924.00
J Loesser	Counsel	9.85	7141.25
M Raftery	Counsel	6.88	5435.20
L Berkovich	Associate	2.00	1280.00
C Nadelman	Associate	778.02	478482.30
A Stewart	Associate	129.77	78243.90
K Walny	Associate	18.21	11199.15
B Grube	Associate	3.50	1172.50
J Aldrich	Associate	3.01	1806.00
D Merry	Associate	3.00	1800.00
D Luna	Associate	2.01	1148.25
L Corva	Paralegal	11.00	2145.00
W Kane	Paralegal	1.17	450.45
	TOTALS	<u>2,097.38</u>	<u>\$1,490,425.45</u>

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Cadwalader, Wickersham & Taft LLP
New York London Charlotte Washington Beijing

227 West Trade Street, Charlotte, NC 28202
Tel 704 348 5100 Fax 704 348 5200
www.cadwalader.com

Invoice

June 21, 2007

Taylor, Bean & Whitaker Mortgage Corp.
Attn: Paul R. Allen
315 NE 14th Street
Ocala, FL 34470-6642

Tax Identification Number:
13-4980350

Client/Matter No.: 90089.002
Invoice No.: 770447

For Professional Services Rendered Through June 21, 2007

Fees	\$84,293.60
Disbursements and Charges	<u>348.35</u>
Total this Statement	84,641.95
Payments Made Against Invoice	<u>(52,348.30)</u>
Net Due	<u>\$32,293.65</u>

Please Wire Remittance To:

JPMorgan Chase Private Bank
ABA# 021000021
For The Account Of Cadwalader, Wickersham & Taft LLP
#967707218

USActive 17948766.1

Or Mail Checks To:

Cadwalader, Wickersham & Taft LLP
General Post Office
P.O. BOX 5929
New York, NY 10087-5929

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Taylor, Bean & Whitaker Mortgage Corp.

June 21, 2007

File No.: 90089.002
Invoice Number: 770447

05/01/07	RYAN BLUMEL Reviewed documents.	.84	243.60
05/02/07	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	1.34	871.00
05/02/07	RYAN BLUMEL Reviewed and prepared documents.	3.17	919.30
05/03/07	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.84	2496.00
05/03/07	RYAN BLUMEL Reviewed documents; discussed issues with Rob Ughetta; corresponded with Client.	2.84	823.60
05/04/07	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.17	2060.50
05/04/07	RYAN BLUMEL Reviewed and prepared documents; discussed issues with Rob Ughetta.	3.67	1064.30
05/05/07	RYAN BLUMEL Prepared and distributed documents.	2.17	629.30
05/07/07	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.34	1521.00
05/07/07	RYAN BLUMEL Reviewed and prepared documents; discussed issues with Robert Ughetta.	2.17	629.30
05/08/07	CHARLES ADELMAN Email from and to R. Blumel regarding Ocala Funding debt for tax analysis for MTNs.	.17	148.75
05/08/07	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	.84	546.00

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Taylor, Bean & Whitaker Mortgage Corp.
June 21, 2007

File No.: 90089.002
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05/08/07	RYAN BLUMEL Document review and preparation; discussed issues with Robert Ughetta; correspondence with Sovereign and Lehman.	1.34	388.60
05/08/07	MILES APPLE Office Conference with R. Ughetta concerning Master Repurchase Agreement.	.50	250.00
05/08/07	MILES APPLE Receipt and Review of Master Repurchase Agreement and comment thereon.	2.50	1250.00
05/09/07	ROBERT DAVIS (Ocala) Review of PPM.	.34	232.90
05/09/07	CHARLES ADELMAN Attention to Ocala Funding equity spreadsheet; emails, telephone conference with R. Ughetta, R. Blumel; telephone conference with M. Howe; review Sub Notes PPM and Short Term Notes PPM; telephone conference with R. Blumel.	1.34	1172.50
05/09/07	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.00	2600.00
05/09/07	RYAN BLUMEL Reviewed and prepared documents; discussed issues with Robert Ughetta and Charlie Adelman; corresponded with Client and Lehman.	1.17	339.30
05/09/07	MILES APPLE Specific Review and Comparison of Master Repurchase Agreements. Review of Borrower Friendly, Representations and Warranties, Events of Default and Covenant Provisions for Edits and Comments.	3.50	1750.00
05/10/07	LECH KALEMBKA Security interest question.	.17	118.15
05/10/07	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	3.34	2171.00

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Taylor, Bean & Whitaker Mortgage Corp.
June 21, 2007

File No.: 90089.002
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05/10/07	RYAN BLUMEL Reviewed and prepared documents; discussed issues with Robert Ughetta.	1.84	533.60
05/10/07	OLIVENE HARRIS Made Folders for deal for R. Blumel.	1.00	145.00
05/10/07	MILES APPLE Mark-up of Specific Provisions of the Master Purchase Agreement. Review of Term Sheet. Telephone call with P. Allen on reasonableness of terms.	4.17	2085.00
05/11/07	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	.50	325.00
05/14/07	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.84	1846.00
05/14/07	RYAN BLUMEL Reviewed and prepared documents; discussed issues with Robert Ughetta.	4.34	1258.60
05/15/07	ROBERT DAVIS (Ocala) Review of OMs.	.34	232.90
05/15/07	MARK HOWE Debt opinion.	.67	586.25
05/15/07	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.17	1410.50
05/15/07	RYAN BLUMEL Reviewed and prepared documents; discussed issues with Robert Ughetta.	3.34	968.60
05/16/07	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	2.67	1735.50
05/16/07	RYAN BLUMEL Reviewed and prepared documents.	2.17	629.30

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Taylor, Bean & Whitaker Mortgage Corp.
June 21, 2007

File No.: 90089.002
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05/16/07	MILES APPLE	.50	250.00
	Office Conference With R. Ughetta concerning Master Repurchase Agreement.		
05/16/07	MILES APPLE	1.50	750.00
	Tighten provisions of Master Repurchase Agreement. Review "Safe Harbor" bankruptcy provisions. Compare with related provisions.		
05/16/07	MILES APPLE	.50	250.00
	Office Conference with R. Ughetta and L. Kalemka concerning security interest issues as related to representation and warranties provisions of the Master Repurchase Agreement.		
05/16/07	MILES APPLE	2.00	1000.00
	Revise provisions in the Master Repurchase Agreement to alter security interest representations.		
05/17/07	CHARLES ADELMAN	.67	586.25
	Review Sub Note and Short Term Note PPMs.		
05/17/07	LECH KALEMBKA	.34	236.30
	Attention to UCC language in repo agreement.		
05/17/07	ROBERT UGHETTA	3.17	2060.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/17/07	RYAN BLUMEL	4.84	1403.60
	Reviewed and prepared documents in connection with UBS replacing Lehman as Underwriter; discussed issues with Robert Ughetta.		
05/17/07	MILES APPLE	3.50	1750.00
	Substantively revise Master Repurchase Agreement		
REDACTED			
05/18/07	YONG KAI WONG	1.00	600.00
	Reviewing OC and Note Purchase Agreement. Marking up document		

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Taylor, Bean & Whitaker Mortgage Corp.
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File No.: 90089.002
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05/18/07	ROBERT UGHETTA	1.67	1085.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/18/07	RYAN BLUMEL	1.17	339.30
	Prepared documents for Closing; discussed issues with Robert Ughetta.		
05/18/07	MILES APPLE	1.50	750.00
	Revisions of certain other provisions of Master Repurchase Agreement.		
05/18/07	MILES APPLE	.50	250.00
	Attention to comments of L. Kalemka concerning security interest definition.		
05/21/07	ROBERT UGHETTA	2.34	1521.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/21/07	RYAN BLUMEL	.67	194.30
	Prepared documents for Closing.		
05/21/07	MILES APPLE	2.84	1420.00
	Redraft Repurchase Agreement.		
REDACTED			
05/22/07	ROBERT UGHETTA	1.84	1196.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/22/07	RYAN BLUMEL	2.17	629.30
	Reviewed and prepared documents.		
05/23/07	LECH KALEMBKA	.17	118.15
	Telephone call Ughetta re: security interest issue.		
05/23/07	ROBERT UGHETTA	2.51	1631.50
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/23/07	RYAN BLUMEL	3.17	919.30
	Discussed issues with Robert Ughetta; prepared documents for Closing.		

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Taylor, Bean & Whitaker Mortgage Corp.
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File No.: 90089.002
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05/23/07	MILES APPLE	2.50	1250.00
	Revised Comments to Repurchase Agreement and run comparison for review		
05/23/07	MILES APPLE	.50	250.00
	Telephone Call with P. Allen concerning comments		
05/23/07	MILES APPLE	.50	250.00
	Draft Correspondence to M. Grasparil concerning revised Repurchase Agreement		
05/23/07	MILES APPLE	1.00	500.00
	Office Conference with R. Ughetta concerning Repurchase Agreement and provisions thereto.		
05/24/07	ROBERT DAVIS	.50	342.50
	(Ocala) Review of OM; conference w CMA re debt treatment.		
05/24/07	CHARLES ADELMAN	.84	735.00
	Attention to email regarding ERISA issue; emails with A. Platt, R. Blumel, R. Ughetta, J. Cantrell; regarding new spread sheet analysis.		
05/24/07	MARK HOWE	.50	437.50
	Review of Opinion.		
05/24/07	ROBERT UGHETTA	6.18	4017.00
	Attention to closing; attended meetings; reviewed documents, drafted comments and discussed issues.		
05/24/07	RYAN BLUMEL	11.84	3433.60
	Discussed issues with Robert Ughetta; reviewed and drafted documents; corresponded with Parties re Closing.		
05/24/07	OLIVENE HARRIS	5.00	725.00
	Printed out documents, sending documents to get filed, filing in appropriate folders for closing.		
05/24/07	MILES APPLE	1.50	750.00
	Revise Private Placement Memorandum		
05/24/07	MILES APPLE	2.50	1250.00
	Revise Offering Circular		

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05/24/07	MILES APPLE	.50	250.00
	Office Conference with R. Blumel concerning mechanics of closing		
05/25/07	MARK HOWE	.17	148.75
	Review of Ocala opinion.		
05/25/07	MARK HOWE	1.00	875.00
	Debt opinion.		
05/25/07	ROBERT UGHETTA	4.84	3146.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/25/07	RYAN BLUMEL	5.17	1499.30
	Drafted Documents; executed Closing.		
05/25/07	OLIVENE HARRIS	3.00	435.00
	Printed out documents, and sending emails to get Good Standing's file for TB&W for closing.		
05/29/07	OLIVENE HARRIS	2.00	290.00
	Putting a binder together with closed documents for CD imaging		
05/29/07	MILES APPLE	.34	170.00
	Telephone call with P. Allen concerning Repurchase Agreement comments		
05/30/07	ROBERT UGHETTA	2.50	1625.00
	Attended meetings; reviewed documents, drafted comments and discussed issues.		
05/30/07	RYAN BLUMEL	3.17	919.30
	Discussed issues with Robert Ughetta and Miles Apple; tended to Closing Matters.		
05/30/07	MILES APPLE	.50	250.00
	Office conference with R. Ughetta concerning Repurchase Agreement comments.		
	REDACTED		
05/30/07	MILES APPLE	3.34	1670.00
	Re-review of Repurchase Agreement and comment thereon.		

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CADWALADER

Invoice - Page 9

Taylor, Bean & Whitaker Mortgage Corp.
June 21, 2007

File No.: 90089.002
Invoice Number: 770447

05/30/07	MILES APPLE Telephone Conference with P. Allen concerning comments	.50	250.00
05/31/07	HENRY LABRUN Review opinion (per 2 partner policy for R. Ughetta) and discuss with R. Blumel.	.50	362.50
05/31/07	ROBERT UGHETTA Attended meetings; reviewed documents, drafted comments and discussed issues.	4.67	3035.50
05/31/07	RYAN BLUMEL Discussed issues with Robert Ughetta; reviewed and drafted documents.	2.17	629.30
05/31/07	MILES APPLE Synthesize comments into comments upon draft and forward to ABN-Amro for review.	3.00	1500.00
05/31/07	MILES APPLE Exchange e-mails with T Educate and working group concerning comments and conference call.	.75	375.00

Total Fees.....\$84,293.60

DISBURSEMENTS AND CHARGES

Telephone	70.21
Delivery Services/messengers	11.80
Meals	185.59
Other	80.75

Disbursements and Charges \$348.35

Total Fees and Disbursements \$84,641.95

Less Payments \$(52,348.30)

Total Due \$32,293.65

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CADWALADER

Invoice - Page 10

Taylor, Bean & Whitaker Mortgage Corp.
June 21, 2007

File No.: 90089.002
Invoice Number: 770447

Outstanding Invoices:

Date	Invoice #	Amount	Payments	Balance
06/21/07	770447	\$84,641.95	\$52,348.30	\$32,293.65

CADWALADER

Invoice - Page 11

Taylor, Bean & Whitaker Mortgage Corp.
June 21, 2007

File No.: 90089.002

Invoice Number: 770447

Time and Fee Summary:

<u>Timekeeper</u>		<u>Hours</u>	<u>Fees</u>
R Ughetta	Partner	56.77	36900.50
C Adelman	Partner	3.02	2642.50
M Howe	Partner	2.34	2047.50
H Labrun	Partner	.50	362.50
R Davis	Counsel	1.18	808.30
L Kalemka	Counsel	.68	472.60
R Blumel	Associate	63.43	18394.70
M Apple	Associate	40.94	20470.00
Y Wong	Associate	1.00	600.00
O Harris	Paralegal	11.00	1595.00
	TOTALS	<u>180.86</u>	<u>\$84,293.60</u>

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Exhibit B

CURRENCY: USD. AVERAGE RATES AS OF TRANSACTION PERIOD.

END DATE: 08/24/09 NOT BILLED SINCE:

AGE BY DATE, AS OF 08/24/2009.

BILL CUTOFF DATE: NONE INCLUDE ONLY MATTERS WITH BALANCE GREATER THAN 0.01. BILLABLE TIMECARDS/COSTS ONLY.

MATTER NUMBER	*-----CLIENT-----*	*--DESCRIPTION--*	0 - 30 HOURS	31 - 60 HOURS	61 - 90 HOURS	91 + HOURS	TOTAL HOURS
	LAST BILL	LAST TIME	FEE	FEE	FEE	FEE	TOTAL FEES
		LAST COST	COST	COST	COST	COST	TOTAL COSTS
56856	UGHETTA, ROBERT						
90089.002	TAYLOR, BEAN & WHI TB - WAREHOUSE II		148.54	.00	.00	.00	148.54
	08/19/2009	08/24/2009	107039.95	.00	.00	.00	107039.95
		08/21/2009	312.30	.00	.00	.00	312.30
**Total for : 56856 UGHETTA, ROBERT			148.54	.00	.00	.00	148.54
			107039.95	.00	.00	.00	107039.95
			312.30	.00	.00	.00	312.30
GRAND TOTAL			148.54	.00	.00	.00	148.54
			107039.95	.00	.00	.00	107039.95
			312.30	.00	.00	.00	312.30

CADWALADER, WICKERSHAM & TAFT LLP PROFORMA BATCH/NO.

TB - WAREHOUSE II

90089.002

OPERATOR:

PROFORMA RUN DATE: 10/28/09

Currency: U.S. DOLLARS

***** PRO FORMA THRU 08/24/09

***** INVOICE NUMBER *****

CLIENT/MATTER NUMBER: 90089.002

CONTACT PARTNER: ROBERT UGHETTA 56856

MATTER NAME: TB - WAREHOUSE II

SUPERVISING PARTNER: ROBERT UGHETTA 56856

TAYLOR, BEAN & WHITAKER MORTGAGE CORP.

ATTN: PAUL R. ALLEN

DEPARTMENT CODE: CM CAPITAL MARKETS

315 NE 14TH STREET

LOCATION: CHARLOTTE

OCALA, FL 34470-6642

MATTER TYPE: 1 BILLABLE

MATTER OPEN DATE: Oct 18, 2005

RATE CODE: 7

FILE STATUS: OP

OP(EN) or CL(osed) or P(ENDING)

***** ATTORNEY NARRATIVE AND FEES *****

DATE	DESCRIPTIVE NARRATIVE	ATTORNEY	HOURS	AMOUNT	CUMULATIVE AMOUNT	EDIT NO.
08/03/09	(SIG TARP) Attended meetings; reviewed documents, drafted comments and discussed issues; meetings with Duetsche Bank; attention to LaSalle/Trustee issues for P. Allen; lengthy meetings with TBW regarding issues..	ROBERT UGHETTA	4.67	3,619.25	3,619.25	13042488 W H N T
08/03/09	Attention to matters regarding SIG TARP raid; attention to LaSalle/Trustee issues for P. Allen; lengthy meetings w/ TBW re: issues.	CARY NADELMAN	3.67	2,257.05	5,876.30	12997840 W H N T
08/04/09	(FHA/Freddie/SIG TARP) Attended meetings; reviewed documents, drafted comments and discussed issues; Ray Banoun issues.	ROBERT UGHETTA	6.50	5,037.50	10,913.80	13042489 W H N T
08/04/09	Attention to matters regarding FHA, Freddie Mac and SIG TARP raid.	CARY NADELMAN	4.17	2,564.55	13,478.35	12997841 W H N T
08/05/09	Attended meetings; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	9.84	7,626.00	21,104.35	13042490 W H N T
08/05/09	Conference calls with Lee Farkas, Paul Allen and R. Ughetta; conference call with R. Banoun; telephone call with Michael Zocolli regarding Wind-down of Ocala Funding; reviewed Mortgage Loan Purchase and Sale Agreement in connection with wind-down of Ocala.	CARY NADELMAN	7.67	4,717.05	25,821.40	12997842 W H N T
08/06/09	Attended meetings; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	8.50	6,587.50	32,408.90	13042491 W H N T
08/06/09	Conference call with Lee Farkas, Paul Allen and R. Ughetta; conference with Paul Allen and Ray Banoun; telephone call with Matthew Joseph (DB counsel) conferences with R. Ughetta to discuss status; conference with R. Ughetta and Ray Banoun.	CARY NADELMAN	6.84	4,206.60	36,615.50	12997843 W H N T
08/07/09	Attended meetings; reviewed documents, drafted comments and discussed issues; calls w/ J. Cavender, P. Allen, Deutsche Bank, BNP and other creditors.	ROBERT UGHETTA	5.67	4,394.25	41,009.75	13042492 W H N T
08/07/09	Email correspondence with Matthew Joseph (DB	CARY NADELMAN	2.34	1,439.10	42,448.85	12997844

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DATE	DESCRIPTIVE NARRATIVE	ATTORNEY	HOURS	AMOUNT	CUMULATIVE AMOUNT	EDIT NO. W H N T
	counsel); conference with Paul Allen and R. Ughetta; attention to matters regarding Ocala wind-down.					
08/08/09	Deutsche Bank calls.	ROBERT UGHETTA	2.00	1,550.00	43,998.85	13069247 W H N T
08/09/09	Attended meetings; attention to Deutsche Bank; review margin calls; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	2.34	1,813.50	45,812.35	13042493 W H N T
08/09/09	Reviewed Margin Notice; email correspondence with Paul Allen.	CARY NADELMAN	.75	461.25	46,273.60	12997845 W H N T
08/10/09	Emails Nadelman re Notice of Exclusive Control.	LECH KALEMBKA	.67	522.60	46,796.20	12996644 W H N T
08/10/09	Attended meetings; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	10.50	8,137.50	54,933.70	13042494 W H N T
08/10/09	Calls with Paul Allen, Lee Parkas and R. Ughetta to discuss wind-up of Ocala Funding; reviewed margin call documents; reviewed mirror swap; conference with Fran Linares to discuss mirror swap; conference with L. Kalemka to discuss Notice of Exclusive Control; conferences with R. Ughetta to discuss strategy; conference call with Moody's and S&P.	CARY NADELMAN	9.34	5,744.10	60,677.80	12997846 W H N T
08/10/09	T/c w/Linares re: collateral	MICHAEL SOUTHWICK	.17	118.15	60,795.95	13010345 W H N T
08/10/09	Discuss CSA terms governing collateral delivery with C. Nadelman and M. Southwick.	FRANCISCO LINARES	.34	221.00	61,016.95	12996056 W H N T
08/11/09	Review of ACA and e-mails.	HOWARD HAWKINS	.50	462.50	61,479.45	12998517 W H N T
08/11/09	Attended meetings; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	7.67	5,944.25	67,423.70	13042495 W H N T
08/11/09	Conference call with Lee Parkas, Paul Allen and R. Ughetta; reviewed program documents to determine reporting requirements regarding incoming and outgoing collateral.	CARY NADELMAN	7.00	4,305.00	71,728.70	12997847 W H N T
08/12/09	Attended meetings; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	4.17	3,231.75	74,960.45	13042496 W H N T
08/12/09	Email correspondence with Taylor, Bean & Whitaker and S&P regarding status.	CARY NADELMAN	2.67	1,642.05	76,602.50	13030276 W H N T
08/13/09	Attended meetings; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	4.84	3,751.00	80,353.50	13042497 W H N T
08/13/09	Completed analysis of contractual obligations concerning acquisition and disposition of loans in Ocala; conference call with S&P and Paul Allen.	CARY NADELMAN	3.34	2,054.10	82,407.60	13030275 W H N T
08/14/09	Attended meetings; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	3.67	2,844.25	85,251.85	13069248 W H N T
08/17/09	Attended meetings; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	4.84	3,751.00	89,002.85	13069249 W H N T
08/18/09	Attended meetings; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	5.00	3,875.00	92,877.85	13069250 W H N T
08/19/09	Attended meetings; reviewed documents; drafted comments and discussed issues.	ROBERT UGHETTA	3.84	2,976.00	95,853.85	13069251 W H N T
08/20/09	Attended meetings; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	4.34	3,363.50	99,217.35	13042498 W H N T

CADWALADER, WICKERSHAM & TAFT LLP PROFORMA BATCH/NO /
 TB - WAREHOUSE II 90089.002 OPERATOR:

PROFORMA RUN DATE: 10/28/09Page 3 (3)
 Currency: U.S. DOLLARS

DATE	DESCRIPTIVE NARRATIVE	ATTORNEY	HOURS	AMOUNT	CUMULATIVE AMOUNT	EDIT NO.
08/20/09	Conference call with J. Cavendar, R. Ughetta, G. Davis and M. Wallsh regarding status; email correspondence with LaSalle Bank regarding dealer agreements.	CARY NADELMAN	2.84	1,746.60	100,963.95	13030279 W H N T
08/21/09	Attended meetings; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	3.67	2,844.25	103,808.20	13069252 W H N T
08/24/09	Attended meetings; reviewed documents, drafted comments and discussed issues.	ROBERT UGHETTA	4.17	3,231.75	107,039.95	13069253 W H N T
TOTALS:			148.54	107,039.95		

*** WARNING *** ADDITIONAL FEES AFTER THROUGH DATE: 43011.65
 FEES HELD: .00

***** STAFF AND TIME SUMMARY *****

ATTY NO.	TIMEKEEPER	TIME REPORTED THROUGH	TITLE	HOURS	RATE	WIP VALUE	WIP VALUE ADJUSTMENTS
51158	HOWARD HAWKINS	10/27/09	PARTNER	.50	925.00	462.50	()
56856	ROBERT UGHETTA	09/30/09	PARTNER	96.23	775.00	74,578.25	()
SUBTOTAL			PARTNER	96.73		75,040.75	
96113	FRANCISCO LINARES	10/27/09	COUNSEL	.34	650.00	221.00	()
56788	LECH KALEMBKA	10/25/09	COUNSEL	.67	780.00	522.60	()
66632	MICHAEL SOUTHWICK	10/26/09	COUNSEL	.17	695.00	118.15	()
SUBTOTAL			COUNSEL	1.18		861.75	
61907	CARY NADELMAN	10/26/09	ASSOCIATE	50.63	615.00	31,137.45	()
SUBTOTAL			ASSOCIATE	50.63		31,137.45	
TOTALS				148.54		107,039.95	

***** DISBURSEMENTS AND CHARGES *****

DATE	DESCRIPTION	ATTORNEY	VOUCHER/ CHECK NO	AMOUNT	CUMULATIVE AMOUNT	EDIT NUMBER
08/04/09	LD TELEPHONE NC	EQT PHONE		2.38	2.38	16173836 W H N T
	LD TELEPHONE NC					
	19177509470 ,5307					
08/05/09	LD TELEPHONE NC	EQT PHONE		1.19	3.57	16187910 W H N T
	LD TELEPHONE NC					
	13525722989 ,5307					
08/05/09	LD TELEPHONE NC	EQT PHONE		2.38	5.95	16187912 W H N T
	LD TELEPHONE NC					
	19177509470 ,5307					

DATE	DESCRIPTION	ATTORNEY	VOUCHER/ CHECK NO	AMOUNT	CUMULATIVE AMOUNT	EDIT NUMBER
08/05/09	LD TELEPHONE NC	EQT PHONE.		2.38	8.33	16187914
	LD TELEPHONE NC					W H N T
	13525721235 ,5307					
08/05/09	LD TELEPHONE NC	EQT PHONE		8.33	16.66	16187916
	LD TELEPHONE NC					W H N T
	19177509470 ,5307					
08/05/09	LD TELEPHONE NC	EQT PHONE		8.33	24.99	16187918
	LD TELEPHONE NC					W H N T
	13525721235 ,5307					
08/05/09	LD TELEPHONE NC	EQT PHONE		2.38	27.37	16187920
	LD TELEPHONE NC					W H N T
	13525722989 ,5307					
08/05/09	LD TELEPHONE NC	EQT PHONE		4.76	32.13	16187922
	LD TELEPHONE NC					W H N T
	16464190087 ,5307					
08/05/09	LD TELEPHONE NC	EQT PHONE		4.76	36.89	16187923
	LD TELEPHONE NC					W H N T
	19177509470 ,5307					
08/05/09	LD TELEPHONE NC	EQT PHONE		2.38	39.27	16187925
	LD TELEPHONE NC					W H N T
	16464190087 ,5307					
08/06/09	LD TELEPHONE NC	EQT PHONE		20.23	59.50	16187926
	LD TELEPHONE NC					W H N T
	19177509470 ,5307					
08/06/09	LD TELEPHONE NC	EQT PHONE		7.14	66.64	16187927
	LD TELEPHONE NC					W H N T
	19177509470 ,5307					
08/06/09	LD TELEPHONE NC	EQT PHONE		3.57	70.21	16187928
	LD TELEPHONE NC					W H N T
	1917774333 ,5307					
08/06/09	LD TELEPHONE NC	EQT PHONE		2.38	72.59	16187930
	LD TELEPHONE NC					W H N T
	19177509470 ,5307					
08/06/09	LD TELEPHONE NC	EQT PHONE		8.33	80.92	16187932
	LD TELEPHONE NC					W H N T
	19177509470 ,5307					
08/07/09	LD TELEPHONE NC	EQT PHONE		9.52	90.44	16187934
	LD TELEPHONE NC					W H N T
	13526710555 ,5307					
08/07/09	EXPRESS DELIVERY	* GENERAL	881839	16.31	106.75	16207174
	EXPRESS DELIVERY		472610			W H N T
	SUPPORT CENTER-7 WORLD TRADE CENTER-Invoice: 929					
08/10/09	DUPLICATING	DUPLICATING		.15	106.90	16187037
	DUPLICATING					W H N T
	1 COPY(S) Ughetta, Robert					
08/10/09	WORD PROCESSING	CARY NADELMAN		7.58	114.48	16191644
	WORD PROCESSING					W H N T
	7 MIN PD rspence /					
08/11/09	LD TELEPHONE NC	EQT PHONE		24.99	139.47	16187936
	LD TELEPHONE NC					W H N T
	19177509470 ,5307					
08/11/09	LD TELEPHONE NC	EQT PHONE		40.46	179.93	16187938
	LD TELEPHONE NC					W H N T
	13526710555 ,5307					

DATE	DESCRIPTION	ATTORNEY	VOUCHER/ CHECK NO	AMOUNT	CUMULATIVE AMOUNT	EDIT NUMBER
08/11/09	LD TELEPHONE NC	EQT PHONE		17.85	197.78	16187940
	LD TELEPHONE NC					W H N T
	19177509470 ,5307					
08/14/09	LONG DISTANCE TELEPHONE - - VENDOR: PAETEC	* GENERAL	880285	19.18	216.96	16179842
	COMMUNICATIONS, INC. 7/7/09- A.STEWART		471981			W H N T
08/14/09	LONG DISTANCE TELEPHONE - - VENDOR: PAETEC	* GENERAL	880285	55.58	272.54	16179843
	COMMUNICATIONS, INC. 6/23/09- C.NADELMAN		471981			W H N T
08/18/09	LD TELEPHONE NC	EQT PHONE		2.38	274.92	16202441
	LD TELEPHONE NC					W H N T
	13525722989 ,5307					
08/18/09	LD TELEPHONE NC	EQT PHONE		2.38	277.30	16202442
	LD TELEPHONE NC					W H N T
	13525721235 ,5307					
08/18/09	EXPRESS DELIVERY	* GENERAL	881900	16.31	293.61	16208222
	EXPRESS DELIVERY		472635			W H N T
	SUPPORT CENTER-ONE BATTERY PARK PLAZA-Invoice: 9					
08/18/09	EXPRESS DELIVERY	* GENERAL	881900	16.31	309.92	16208223
	EXPRESS DELIVERY		472635			W H N T
	SUPPORT CENTER-540 W MADISON STREET MAILCOD-Invo					
08/21/09	LD TELEPHONE NC	EQT PHONE		2.38	312.30	16202443
	LD TELEPHONE NC					W H N T
	14042758041 ,5307					

***** WARNING ***** ADDITIONAL DISBURSEMENTS AND CHARGES AFTER THROUGH DATE: 639.70
DISBURSEMENTS AND CHARGES HELD: .00

***** DISBURSEMENTS & CHARGES SUMMARY *****

COPYING .15
WORD PROCESSING 7.58
TELEPHONE 255.64
DELIVERY SERVICES/MESSENGERS 48.93

DISBURSEMENTS & CHARGES TOTAL 312.30

***** BILLING HISTORY *****

BILL THRU DATE	BILL DATE	INVOICE NUMBER	WIP HOURS	WIP VALUE	BILLED FEES	BILLED DISBS./ & CHARGES	ADVANCES/ UNALLOCATED	BILLED TOTAL	% VARIANCE ON FEES	JOINT BILL TOTAL
11/09/05	11/09/05	689525	104.72	34,972.95	34,972.95	30.04	.00	35,002.99	100.00	35,002.99
	11/22/05	PAYMENT			34,972.95	30.04	.00	35,002.99		
12/19/05	12/19/05	695644	175.24	55,446.20	55,446.20	1,615.70	.00	57,061.90	100.00	57,061.90
	01/10/06	PAYMENT			55,446.20	1,615.70	.00	57,061.90		
01/09/06	01/18/06	698597	182.90	56,332.10	56,332.10	717.10	.00	57,049.20	100.00	57,049.20
	05/02/06	PAYMENT			30,228.61	717.10	.00	30,945.71		
	06/05/06	PAYMENT			26,103.49	.00	.00	26,103.49		
02/23/06	02/23/06	705243	216.45	74,937.25	74,937.25	1,225.04	.00	76,162.29	100.00	76,162.29
	06/05/06	PAYMENT			32,671.47	1,225.04	.00	33,896.51		
	09/11/06	PAYMENT			42,265.78	.00	.00	42,265.78		