

Exhibit A

**FAEGRE BAKER
DANIELS**

600 East 96th Street ▼ Suite 600
Indianapolis ▼ Indiana 46240
Phone +1 317 569 9600
Fax +1 317 569 4800

March 5, 2013
Invoice Number 32005481

973343 TWG Capital, Inc.

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

Mail Remittance To:
Faegre Baker Daniels
P.O. Box 664091
Indianapolis, Indiana 46266

FED. I.D. #41-0244008

For all professional services rendered and disbursements incurred on your behalf through
January 31, 2013 and not reflected on a prior bill:

000011 Restructuring

Total Services.....\$ 38,110.00

Total Disbursements.....\$ 738.60

Total This Matter.....\$ 38,848.60

Total This Invoice.....\$ 38,848.60

FAEGRE BAKER DANIELS

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973343 TWG Capital, Inc.
000011 Restructuring

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

As Of January 31, 2013
Invoice Number 32005481

Mail Remittance To:
Faegre Baker Daniels
P.O. Box 664091
Indianapolis, Indiana 46266

FED. I.D. #41-0244008

Date	Services	Init	Hours	Rate	Value
Task	Asset Analysis and Recovery				
1/31/13	Telephone conference with M. Nondorf regarding options for collection from account debtor	J J	0.50	550.00	275.00
Total	For Asset Analysis and Recovery		0.50		275.00
Task	Asset Disposition				
12/31/12	Several emails to M. Nondorf, W. Ponader regarding final closing considerations	J J	0.30	550.00	165.00
1/2/13	Consult with S. Herendeen regarding preparation of closing binder on TWG/Carmel Funding transaction	WWP	0.20	435.00	87.00
1/3/13	Extract signature pages and assemble various closing documents following review of voice mail and email messages from W. Ponader (.8); draft table of contents for closing binder (.6); import closing documents into workspace (.2)	SBL	1.60	230.00	368.00
1/3/13	Review/revise Closing Transcript file on TWG/Carmel Funding Closing, prepare email circulating closing binder	WWP	0.20	435.00	87.00
1/7/13	Telephone conference with J. Grenard to confirm TWG/Carmel closing	J J	0.20	550.00	110.00
1/9/13	Conference with W. Ponader regarding post closing issues related to D&O insurance	J J	0.30	550.00	165.00
1/16/13	Telephone conference and email R. Siegel regarding D/O insurance issue	J J	0.30	550.00	165.00

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Task	Asset Disposition				
1/24/13	Conference call with Otto and Nondorf to discuss response to Ray regarding buy-out proposal (.30); review email from Ray regarding status of negotiations with Fifth Third (.10)	JJB	0.40	575.00	230.00
Total	For Asset Disposition		3.50		1,377.00
Task	Business Operations				
12/31/12	Review M. Nondorf revisions to response to TWG Direction Letter	J J	0.20	550.00	110.00
1/2/13	Drafting Motion to Approve Consulting and Cost Sharing Agreement, prepare outline of terms to be covered by agreement	WWP	2.90	435.00	1,261.50
1/3/13	Review final response to Direction Letter and email from A. Chandler (Oak Street GC) regarding same	J J	0.30	550.00	165.00
1/3/13	Telephone call with M. Nondorf confirming addressees, other issues	WWP	0.20	435.00	87.00
1/3/13	Drafting Motion regarding Approval for Cost Sharing and Consulting Agreement	WWP	1.30	435.00	565.50
1/3/13	Revise/finalize TWG response to Fifth Third regarding direction letter	WWP	0.60	435.00	261.00
1/4/13	Drafting TWG/Nondorf Consulting Agreement and TWG/Carmel Funding Cost Sharing Agreement	WWP	4.80	435.00	2,088.00
1/6/13	Review Fifth Third settlement term sheet	J J	0.30	550.00	165.00
1/7/13	Consult with W. Ponader regarding preparation of motion to reject employment agreements	KDB	0.10	260.00	26.00
1/7/13	Review and mark-up of draft Term Sheet received from Mayer Brown regarding proposed transition arrangements with Fifth Third for IR7 facility (.50); review Jaffe's comments on same (.20); meeting with Jaffe regarding same and call to Nondorf regarding plan for moving forward (.30)	JJB	1.00	575.00	575.00
1/7/13	Review and analyze employment agreements prior to drafting motion to reject	KDB	0.40	260.00	104.00
1/7/13	Review R. Siegel comments and add comments to IR7 term sheet	J J	0.70	550.00	385.00

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Task	Business Operations				
1/7/13	Begin drafting motion to reject employment agreements	KDB	1.30	260.00	338.00
1/8/13	Conference with W. Ponader regarding payment of vacation pay for terminated employees	J J	0.30	550.00	165.00
1/8/13	Quick research of proper calculation of damages resulting from rejection of employment agreements	KDB	0.50	260.00	130.00
1/8/13	Email exchange with M. Nondorf regarding payment employee termination severance vacation	WWP	0.50	435.00	217.50
1/8/13	Conference call with M. Nondorf regarding issues on Consulting Agreement and Cost Sharing Agreement, follow-up, revision to Motion	WWP	1.10	435.00	478.50
1/8/13	Draft, finalize and electronically file notice of address change following email message from K. Britton (.2); update master status spreadsheet (.1)	SBL	0.30	230.00	69.00
1/8/13	Continue drafting motion to reject employment agreements	KDB	1.90	260.00	494.00
1/9/13	Conference with W. Ponader regarding specific provisions to motion to reject employment agreements	KDB	0.20	260.00	52.00
1/9/13	Confer with D. Given regarding structure of Nondorf engagement as TWG president	WWP	0.20	435.00	87.00
1/9/13	Review status of Fifth Third and claim expungement matters with J. Jaffe	WWP	0.20	435.00	87.00
1/9/13	Begin revisions to TWG/Carmel Funding agreements	WWP	0.50	435.00	217.50
1/9/13	Instruct/advise K. Britton regarding Motion to Reject Nondorf and Otto agreements as to allowance and payment of their priority claims	WWP	0.30	435.00	130.50
1/9/13	Conference with W. Ponader regarding structure of agreement for services to be rendered by M. Nondorf	DAG	0.30	420.00	126.00
1/10/13	Conference call with Nondorf and Jaffe to discuss Term Sheet and settlement proposal with Fifth Third Bank	JJB	0.50	575.00	287.50

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Task	Business Operations				
1/10/13	Review and comment on E. Doumas re-write of IR7 term sheet	J J	0.30	550.00	165.00
1/10/13	Conference call with M. Otto, M. Nondorf regarding IR7 term sheet and other administrative matters	J J	0.40	550.00	220.00
1/10/13	Draft and revise motion to reject employment agreements	KDB	3.60	260.00	936.00
1/11/13	Review and revise motion to reject employment agreements	KDB	0.90	260.00	234.00
1/11/13	Review Fifth Third Settlement Term Sheet, other parties comments	WWP	0.20	435.00	87.00
1/11/13	Revised draft Cost Sharing Agreement (.6); revised draft Officer Services Acknowledgment (.5)	WWP	1.10	435.00	478.50
1/11/13	Telephone conference with M. Nondorf and modify IR7/Fifth Third Term Sheet	J J	1.10	550.00	605.00
1/11/13	Draft motion authorizing rejection of employment agreements	KDB	0.70	260.00	182.00
1/11/13	Review employment agreements for claims arising upon termination / rejection	KDB	0.30	260.00	78.00
1/11/13	Draft email summarizing potential claims arising upon rejection / termination under the employment agreements	KDB	0.20	260.00	52.00
1/11/13	Review drafts of agreement for allocation of costs and reimbursement of expenses with Carmel Funding and related officer services appointment and acceptance acknowledgment and conference with W. Ponader regarding same	DAG	0.60	420.00	252.00
1/14/13	Telephone conference and email R. Siegel regarding IR7 obligation to Cardinal Growth	J J	0.70	550.00	385.00
1/14/13	Conference with W. Ponader regarding revisions to motion to reject employment agreements and request for authority to pay priority claims	KDB	0.30	260.00	78.00
1/14/13	Review, revise and distribute motion to reject employment agreements	KDB	1.20	260.00	312.00
1/14/13	Review Motion to reject employment agreement	J J	0.30	550.00	165.00
1/14/13	Further revise TWG/Nondorf Officer Services	WWP	2.10	435.00	913.50

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Task	Business Operations				
	Acknowledgment, conference call with Nondorf regarding questions regarding Nondorf claims against the Estate (.7); review exhibits to Cost Sharing Agreement, further discussion with M. Nondorf regarding payment logistics, related matters (.5); confer with K. Britton regarding Rejection Motion, Nondorf and Otto mitigation of damages, separate Motion to Approve Payment of Priority Claim (.5); review/revise draft Rejection Motion (.4)				
1/15/13	Instruct K. Britton regarding bases for Nondorf and Otto mitigation of damages, discussions regarding same (.3); follow-up regarding D&O policy matter investigation of schedule and service; review of D&O policy regarding coverage for appointed officers (.5); revise, finalize Motion and Order regarding Cost Sharing Agreement, related documents, respond to questions on indemnification (1.9); review/revise Motion and Order regarding payment of Nondorf /Otto priority claim (.6)	WWP	3.30	435.00	1,435.50
1/15/13	Emails to Mark Nondorf and Melanie Otto regarding redaction of exhibits to employment agreements	KDB	0.20	260.00	52.00
1/15/13	Draft proposed order approving Cost Sharing Agreement and Acknowledgement	KDB	0.40	260.00	104.00
1/15/13	Email R. Siegel regarding SBA payment	J J	0.20	550.00	110.00
1/15/13	Review cost sharing agreement and conference with W. Ponader regarding motion	J J	0.30	550.00	165.00
1/15/13	Review and revise motion for approval of Cost Sharing Agreement and Acknowledgement	KDB	0.40	260.00	104.00
1/15/13	Review and revise motion to reject employment agreements, exhibits, and proposed order	KDB	0.50	260.00	130.00
1/16/13	Prepare email to Carmel Funding Company Exclusion of D&O policy from sale transaction (.3)	WWP	0.30	435.00	130.50
1/16/13	Review email from Melanie Otto and related attachments regarding open issues in	JJB	0.20	575.00	115.00

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Task	Business Operations				
	negotiations over settlement with Fifth Third				
1/18/13	Emails to M. Otto regarding Lion issues	J J	0.30	550.00	165.00
1/18/13	Telephone conference with B. Gebhart regarding request for LTPC payment list	J J	0.30	550.00	165.00
1/21/13	Review 221 letter to Fifth Third and attachment regarding IR7	J J	0.50	550.00	275.00
1/23/13	Multiple email exchanges with R. Siegel, M. Nondorf regarding Fifth Third discussions and SBA claim disposition	J J	0.80	550.00	440.00
1/25/13	Participate on IR7 settlement call	J J	1.50	550.00	825.00
1/25/13	Review IR7 operating agreement and email Melanie et al regarding requirement of IR7 independent director consent for settlement	J J	0.30	550.00	165.00
1/25/13	Review materials received from Ray in preparation for conference call with Fifth Third this afternoon (.20); participation in conference call (.70); follow-up meeting with Jaffe regarding independent manager approval of foreclosure proceedings under IR7 LLC Agreement(.10); review of same and email Jaffe regarding same (.10)	JJB	1.10	575.00	632.50
1/25/13	Conference with J. Jaffe regarding preparation of a motion for approval of IR7 settlement	KDB	0.30	260.00	78.00
1/25/13	Conference with J. Brown regarding IR7 consent issue	J J	0.20	550.00	110.00
1/27/13	Review IR7 settlement term sheet and related communications in order to begin preparing 9019 motion	KDB	0.60	260.00	156.00
1/27/13	Begin drafting motion for approval of IR7 / Inservico settlement and motion to shorten notice	KDB	1.30	260.00	338.00
1/28/13	Review and mark up Fifth Third draft Settlement Agreement	J J	0.50	550.00	275.00
1/28/13	Review E. Duomas comments to Settlement Agreement	J J	0.30	550.00	165.00
1/28/13	Extended telephone conference with M. Nondorf regarding TWG concerns to Settlement Agreement	J J	0.40	550.00	220.00
1/28/13	Draft 9019 motion for approval of settlement	KDB	1.30	260.00	338.00

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Task	Business Operations				
	with Fifth Third, PNC, and 221 Parties				
1/28/13	Review Settlement and Release Agreement between Fifth Third, PNC, and 221 Parties	KDB	0.30	260.00	78.00
1/28/13	Several emails to parties regarding IR7 settlement	J J	0.30	550.00	165.00
1/28/13	Review R. Siegel comments to Settlement Agreement	J J	0.30	550.00	165.00
1/29/13	Continue drafting 9019 motion for approval of settlement with Fifth Third, PNC, and 221 Parties	KDB	0.70	260.00	182.00
1/29/13	Telephone conference with K. Britton regarding IR7 settlement motion	J J	0.20	550.00	110.00
1/29/13	Email M. Nondorf regarding need for IR7 independent director consent	J J	0.20	550.00	110.00
1/29/13	Review several emails regarding on going contract negotiations with Fifth Third	JJB	0.30	575.00	172.50
1/30/13	Review draft Transition Agreement and R. Siegel comments	J J	0.20	550.00	110.00
1/30/13	Telephone conference with M. Nondorf regarding meeting with D. Mitchell	J J	0.30	550.00	165.00
1/30/13	Review E. Duoma comments to agreements	J J	0.40	550.00	220.00
1/30/13	Review and revise IR7 foreclosure agreement	J J	0.50	550.00	275.00
1/30/13	Emails to Fifth Third regarding need for resolution of SBA claim	J J	0.20	550.00	110.00
1/30/13	Revise Transition Agreement	J J	2.10	550.00	1,155.00
1/30/13	Review correspondence regarding IR7 / Fifth Third / PNC settlement status	KDB	0.20	260.00	52.00
1/31/13	Telephone conference with B. Gephart regarding format for notice list to LION agents	J J	0.30	550.00	165.00
1/31/13	Call with Nondorf regarding various documents to be reviewed and purchase documents to be prepared in connection with closings in February (.30); discussion with Nondorf regarding default under IR Finance loan documents by an agent and possible injunction or other recourse; general review of loan documents and call with M. Albaugh regarding same	JJB	1.00	575.00	575.00

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Task	Business Operations				
1/31/13	Review E. Duoma emails and new comments to Transition Service Agreement	J J	0.40	550.00	220.00
1/31/13	Review additional comments to Transitional Service Agreement	J J	0.30	550.00	165.00
1/31/13	Email M. Nondorf et al with revisions to foreclosure agreement	J J	0.30	550.00	165.00
Total For Business Operations			58.90		24,868.50
Task	Case Administration				
1/2/13	Voice mail and email messages from W. Ponader regarding preparation of closing binder and table of contents	SBL	0.10	230.00	23.00
1/2/13	Telephone call with unsecured creditor inquiring about bankruptcy notices	KDB	0.10	260.00	26.00
1/2/13	Telephone call with Varouj Bakhshian of BMC regarding noticing procedures for purging creditor list	KDB	0.20	260.00	52.00
1/4/13	Update master status spreadsheet following review of recently filed pleadings (.1); forward address update to BMC Group (.1); finalize documents for closing binder following email messages with W. Ponader (.4)	SBL	0.60	230.00	138.00
1/7/13	Confer with J. Jaffe to review "to do" list, issues related to possible Fifth Third Settlement, timeline	WWP	0.50	435.00	217.50
1/7/13	Consultation with K. Britton regarding motion to purge creditor list (.1); forward exemplar motion and order to K. Britton (.1)	SBL	0.20	230.00	46.00
1/7/13	Phone call from down line agent inquiring about case status	KDB	0.20	260.00	52.00
1/7/13	Phone call with unsecured creditor indicating new address for service (0.1); consult with S. Herendeen regarding preparation of notice (0.1)	KDB	0.20	260.00	52.00
1/7/13	Extended conference with W. Ponader regarding agenda of next steps in case	J J	0.50	550.00	275.00
1/8/13	Phone call with creditor inquiring as to bankruptcy notices and case status	KDB	0.20	260.00	52.00
1/8/13	Confer with J. Jaffe regarding outstanding	WWP	0.30	435.00	130.50

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Task	Case Administration				
	issues/motions for filing this week				
1/10/13	Phone call with unsecured creditor inquiring about bankruptcy notices	KDB	0.10	260.00	26.00
1/11/13	Email messages with K. Britton, K. Goss and J. Curry regarding entry of orders (.1); search document library for copy of D&O policy following email message from W. Ponader (.1); email messages with K. Britton and M. Nondorf regarding same (.1)	SBL	0.30	230.00	69.00
1/14/13	Revise and re-upload orders following email message from K. Goss (.1); revise motion to expunge claims following email message from K. Britton (.3); revise cost sharing agreement to include schedules following email message from W. Ponader (.3); update master status spreadsheet and eDockets calendar (.2); work on exhibits to motion (.1)	SBL	1.00	230.00	230.00
1/15/13	Phone call with court staff regarding March 7 omnibus hearing and notices of hearing to be filed	KDB	0.20	260.00	52.00
1/15/13	Update eDockets calendar and hearing date chart (.1); draft and revise notice of hearing following email messages with K. Britton (.3); revise, finalize and electronically file motion to expunge satisfied claims (.4); finalize exhibits to motion to reject employment agreements following email messages with K. Britton (.3); draft notice of hearing (.1); revise, finalize and electronically file motion to reject employment agreements (.2); revise motion to approve consulting and cost sharing agreement following email message from W. Ponader (.2); begin drafting order regarding same (.1); draft notice of hearing (.2); electronically file monthly operating report (.2); work on exhibits (.2); revise, finalize and electronically file motion to approve consulting and cost sharing agreement (.4); revise, finalize and electronically file motion to pay priority claims (.3); draft notice of hearing (.1); revise, finalize and electronically file notices (.2);	SBL	3.50	230.00	805.00

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Task	Case Administration				
	update master status spreadsheet (.2)				
1/15/13	Review U.S. Trustee report	J J	0.20	550.00	110.00
1/15/13	Email K. Britton regarding March 7 hearing	J J	0.20	550.00	110.00
1/15/13	Review and revise hearing notices for pleadings set for hearing at the Feb. 5 omnibus hearing	KDB	0.40	260.00	104.00
1/15/13	Phone call with Mark Nondorf regarding monthly operating report details to reflect closing of the Purchase Agreement	KDB	0.20	260.00	52.00
1/15/13	Conference with S. Herendeen regarding hearing notices and service of pleadings to be heard at Feb. 5 omnibus hearing	KDB	0.20	260.00	52.00
1/16/13	Attention to service issues (.1); draft, finalize and electronically file certificate of service (.2); update master status spreadsheet (.1); review certificate of service regarding sale and cure notice following email message from W. Ponader (.4)	SBL	0.80	230.00	184.00
1/16/13	Distribute copies of motions and notices filed on Jan. 15 to be heard at next omnibus to Mark Nondorf	KDB	0.20	260.00	52.00
1/16/13	Review BMC invoice	J J	0.20	550.00	110.00
1/17/13	Finalize and upload orders	SBL	0.30	230.00	69.00
1/18/13	Update case calendar and key deadlines	KDB	0.20	260.00	52.00
1/18/13	Email to S. Herendeen regarding service of orders	KDB	0.10	260.00	26.00
1/25/13	Conference with K. Britton regarding TWG/IR7 settlement motion	J J	0.30	550.00	165.00
1/29/13	Update master status spreadsheet following review of recently filed pleadings	SBL	0.10	230.00	23.00
1/30/13	Email messages with K. Mitchell regarding proforma	SBL	0.10	230.00	23.00
1/31/13	Conference with J. Brown to discuss Illinois agent issue and potential for injunctive relief	MTA	0.20	385.00	77.00
Total	For Case Administration		11.90		3,455.00
Task	Claims Administration and Objections				
1/7/13	Review with K. Britton considerations for drafting Motion to Expunge Claims and	WWP	0.30	435.00	130.50

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Task	Claims Administration and Objections				
	Motion to Reject Nondorf and Otto Employment Agreements				
1/7/13	Begin drafting motion for approval of expunged or satisfied claims procedures	KDB	0.90	260.00	234.00
1/7/13	Research procedures for expunging satisfied claims in schedules and creditor matrix	KDB	1.50	260.00	390.00
1/8/13	Conference with K. Britton regarding structure for motion to expunge claims	J J	0.20	550.00	110.00
1/8/13	Conferences with J. Jaffe regarding motion to establish satisfaction notice procedures to purge creditor list and calculation of damages resulting from rejection of employment agreements	KDB	0.20	260.00	52.00
1/8/13	Draft, review and revise motion for approval of satisfied claims and notice to be served on claimants to be purged from list	KDB	5.40	260.00	1,404.00
1/9/13	Draft order granting motion to establish notice procedures for satisfied claims	KDB	0.70	260.00	182.00
1/9/13	Review and revise motion to establish notice procedures for satisfied claims and notice of satisfied claims	KDB	1.90	260.00	494.00
1/10/13	Review, revise and distribute motion to establish satisfaction procedures, order, and notice	KDB	3.20	260.00	832.00
1/10/13	Revise Motion to Expunge Claims and review additional K. Britton revisions	J J	0.80	550.00	440.00
1/11/13	Revise and finalize motion to establish notice of satisfied claims, notice and order	KDB	1.20	260.00	312.00
1/11/13	Review/revise Satisfaction Motion	J J	0.50	550.00	275.00
1/11/13	Review LTPC notice list and email M. Nondorf regarding same	J J	0.20	550.00	110.00
1/11/13	Emails to M. Nondorf regarding development of notice list for expunged claims	J J	0.20	550.00	110.00
1/11/13	Emails to K. Britton regarding need to object to Cohn claim	J J	0.20	550.00	110.00
1/11/13	Follow-up with K. Britton regarding requirement of objection to filed proof of claim, review revised draft Motion to Expunge Claims, Schedules and Order	WWP	0.80	435.00	348.00

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Task	Claims Administration and Objections				
1/11/13	Email to J. Jaffe and W. Ponader regarding objections to satisfied claims and notice of satisfied claim procedures	KDB	0.20	260.00	52.00
1/14/13	Revise and finalize motion to establish procedures for expunging satisfied claims to prepare for filing	KDB	0.30	260.00	78.00
1/14/13	Begin drafting motion to pay priority wage claim	KDB	0.30	260.00	78.00
1/15/13	Phone call with Mark Nondorf regarding mitigation of certain rejection damages arising from rejection of employment agreements	KDB	0.20	260.00	52.00
1/15/13	Draft, review, revise and finalize motion to pay certain employees' priority wage claims and order	KDB	2.90	260.00	754.00
1/18/13	Conference with J. Jaffe regarding timing of claims objections of proofs of claim filed by down line agents paid by Lion Trust	KDB	0.20	260.00	52.00
1/18/13	Email R. Siegel regarding SBA claim	J J	0.20	550.00	110.00
1/18/13	Begin drafting objection to Cohn proof of claim	KDB	0.70	260.00	182.00
1/28/13	Telephone conference with B. Gephart regarding notice list for claim expungement	J J	0.20	550.00	110.00
1/30/13	Consult with J. Jaffe regarding the Lion Trust's drafting of list of down line agents whose claims will be expunged	KDB	0.20	260.00	52.00
1/30/13	Draft email to counsel for the Lion Trust regarding compilation of a list of down line agents whose claims have been fully paid and will be expunged	KDB	0.40	260.00	104.00
Total	For Claims Administration and Objections		24.00		7,157.50
Task	Employee Benefit/Pensions				
1/23/13	Follow-up regarding employee benefit plan termination	WWP	0.10	435.00	43.50
1/28/13	Email and voicemail exchange with M. Nondorf regarding termination of TWG Employee Benefit Plans	WWP	0.30	435.00	130.50
Total	For Employee Benefit/Pensions		0.40		174.00

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Task	Fee/Employment Applications				
1/17/13	Edit proforma for draw request	J J	0.30	550.00	165.00
1/18/13	Emails to J. Jaffe and S. Herendeen regarding preparation of a fee application	KDB	0.10	260.00	26.00
1/29/13	Begin drafting first interim fee application	SBL	0.50	230.00	115.00
1/30/13	Continue drafting first interim fee application	SBL	0.30	230.00	69.00
1/31/13	Prepare draw request	J J	0.30	550.00	165.00
1/31/13	Continue drafting first interim fee application	SBL	0.20	230.00	46.00
Total For Fee/Employment Applications			1.70		586.00
Task	Financing				
12/31/12	Several emails regarding need to set aside SBA adequate protection fund	J J	0.30	550.00	165.00
Total For Financing			0.30		165.00
Task	Plan and Disclosure Statement				
1/10/13	Email to S. Herendeen regarding objection deadline to motions to extend exclusivity and assume/reject office lease and order upload	KDB	0.20	260.00	52.00
Total For Plan and Disclosure Statement			0.20		52.00
Total Services.....			Hours	101.40	38,110.00

Date	Disbursements	Total
1/1/13	Filing Fees - Delaware Secretary of State - Jay Jaffe Mastercard - Status Reports Bank ID: MASTER Check Number: JJ01136	20.00
1/1/13	Filing Fees - Delaware Secretary of State - Jay Jaffe Mastercard - Status Reports Bank ID: MASTER Check Number: JJ01136	20.00
Total For Filing Fees		40.00
1/15/13	Postage Postage	57.50
1/15/13	Postage Postage	57.50
1/15/13	Postage Postage	45.90
1/16/13	Postage Postage	29.90
Total For Postage		190.80
	Copying	502.80
	Copying	5.00

**FAEGRE BAKER
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Total Disbursements.....	\$	738.60
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Total Services And Disbursements.....	\$	<u>38,848.60</u>
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	Task Description	Hours	Value
B001	Asset Analysis and Recovery	0.50	275.00
B002	Asset Disposition	3.50	1,377.00
B003	Business Operations	58.90	24,868.50
B004	Case Administration	11.90	3,455.00
B005	Claims Administration and Objections	24.00	7,157.50
B006	Employee Benefit/Pensions	0.40	174.00
B007	Fee/Employment Applications	1.70	586.00
B009	Financing	0.30	165.00
B012	Plan and Disclosure Statement	0.20	52.00
		101.40	<u>38,110.00</u>

**FAEGRE BAKER
DANIELS**

600 East 96th Street ▾ Suite 600
Indianapolis ▾ Indiana 46240
Phone +1 317 569 9600
Fax +1 317 569 4800

April 25, 2013
Invoice Number 32006470

973343 TWG Capital, Inc.

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

Mail Remittance To:
Faegre Baker Daniels
P.O. Box 664091
Indianapolis, Indiana 46266

FED. LD. #41-0244008

For all professional services rendered and disbursements incurred on your behalf through
March 31, 2013 and not reflected on a prior bill:

000011 Restructuring

Total Services.....\$	41,610.50
Total Disbursements.....\$	1,086.02
Total This Matter.....\$	42,696.52
Total This Invoice.....\$	42,696.52

80
**FAEGRE BAKER
DANIELS**

600 East 96th Street ▾ Suite 600
Indianapolis ▾ Indiana 46240
Phone +1 317 569 9600
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973343 TWG Capital, Inc.
000011 Restructuring

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

As Of March 31, 2013
Invoice Number 32006470

Mail Remittance To:
Faegre Baker Daniels
P.O. Box 664091
Indianapolis, Indiana 46266

FED. I.D. #41-0244008

Date	Services	Init	Hours	Rate	Value
Task	Asset Disposition				
2/12/13	Confer with J. Brown regarding impact of operating agreement dissociation provisions	KDB	0.20	260.00	52.00
2/12/13	Conference with J. Brown regarding impact of case on Debtor interests in LLC's and quick research regarding same	J J	0.80	550.00	440.00
2/18/13	Consult with J. Jaffe regarding extensions of time to assume or reject office space lease and exclusive period to file a plan	KDB	0.20	260.00	52.00
2/18/13	Phone call to Mark Nondorf regarding lessor consent to extension of time to assume or reject office space lease	KDB	0.10	260.00	26.00
2/18/13	Email K. Britton regarding extending lease decision, exclusivity	J J	0.20	550.00	110.00
2/20/13	Call with Mark Nondorf regarding timing of assumption / rejection of office space lease and landlord consent to extension of statutory deadline to assume or reject	KDB	0.20	260.00	52.00
2/25/13	Consult with S. Herendeen regarding preparation of motions to extend the deadline to assume or reject office space lease and the debtor's exclusive period to file a plan	KDB	0.20	260.00	52.00
3/4/13	Multiple emails to Mark Nondorf regarding assumption/rejection of office space lease	KDB	0.20	260.00	52.00
3/7/13	Phone call with Mark Nondorf regarding lessor consent to extension of deadline to assume or reject office space lease	KDB	0.10	260.00	26.00
3/7/13	Review and revise draft motion to extend	KDB	1.20	260.00	312.00

**FAEGRE BAKER
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Task	Asset Disposition				
	deadline to assume or reject office space lease and proposed order				
3/8/13	Review letter evidencing CBRE's consent to extension of deadline to assume or reject office space lease (0.2); follow-up email to counsel for CBRE regarding same (0.2)	KDB	0.40	260.00	104.00
3/8/13	Revise motion for extension of deadline to assume or reject office space lease to prepare for filing	KDB	0.30	260.00	78.00
Total	For Asset Disposition		4.10		1,356.00
Task	Business Operations				
2/1/13	Review email correspondence regarding status of settlement with Fifth Third and PNC	KDB	0.10	260.00	26.00
2/1/13	Review and mark-up of first drafts Settlement Agreement, Transitional Servicing Agreement and Satisfaction and Transfer Agreement for IR7 (2.1); call with Nondorf regarding my questions and comments on same (.30); call to Mayer Brown regarding same (.30); preparation of revised draft Satisfaction and Transfer Agreement and email to working group regarding same (.50); begin preparation of revised draft Transitional Servicing Agreement (1.0)	JJB	4.20	575.00	2,415.00
2/2/13	Completion of revised draft Transitional Services Agreement and email to working group regarding same (1.4); review most recent draft Settlement Agreement with Fifth Third and email to working group regarding same (1.6)	JJB	1.60	575.00	920.00
2/3/13	Draft 9019 motion for approval of Inservico settlement and proposed order	KDB	5.90	260.00	1,534.00
2/3/13	Draft motion and order shortening notice on motion for approval of Inservico settlement	KDB	0.40	260.00	104.00
2/4/13	Emails to M. Nondorf, M. Otto and S. Herendeen regarding deadline to file proof of claim related to rejection of employment agreements and timing of payment of priority claim	KDB	0.20	260.00	52.00
2/4/13	Conference with J. Jaffe regarding status of	KDB	0.20	260.00	52.00

FAEGRE BAKER DANIELS

Task	Business Operations				
	Inservico and Senior Lenders settlement				
2/4/13	Review revised drafts of Fifth Third documents and Transitional Servicing Agreement received from Nondorf this morning (.50); call with Nondorf regarding my questions and comments on same (.40)	JJB	0.90	575.00	517.50
2/4/13	Emails to Mayer Brown to arrange conference call on settlement issues	J J	0.20	550.00	110.00
2/4/13	Phone call with court clerk to schedule emergency hearing on motion for approval of Inservico / Senior Lenders settlement	KDB	0.20	260.00	52.00
2/4/13	Multiple email exchanges and review several revisions to IR7 settlement documents	J J	1.20	550.00	660.00
2/4/13	Revise motion for approval of Inservico / Senior Lenders settlement	KDB	1.70	260.00	442.00
2/5/13	Conference with J. Jaffe regarding finalizing and filing IR7 settlement motion	KDB	0.20	260.00	52.00
2/5/13	Distribute hearing notice and file-stamped copy of motion for approval of IR7 settlement to Mark Nondorf	KDB	0.10	260.00	26.00
2/5/13	Draft, review and revise motion for approval of IR7 settlement, proposed order, 9006(c) request, and order shortening notice	KDB	3.60	260.00	936.00
2/5/13	Preparation for and long call with Mayer Brown and Duma to negotiate changes to Settlement Agreement, Foreclosure Agreement and Transitional Services Agreement (2.0); follow-up call with Nondorf regarding outstanding issues and delivery of files (.30); conference call with Mayer Brown and Nondorf regarding same (.40); follow-up call from Nondorf regarding various matters (.20); call to Global Secularization Services (independent manager of IR7) regarding needed approval of Foreclosure Agreement (.20); etc.	JJB	3.10	575.00	1,782.50
2/5/13	Participate in IR7 settlement call with Mayer Brown	J J	1.20	550.00	660.00
2/5/13	Follow-up call with M. Nondorf	J J	0.30	550.00	165.00
2/6/13	Review revised drafts of Settlement Agreement, Foreclosure Agreement and	JJB	3.30	575.00	1,897.50

**FAEGRE BAKER
DANIELS****Task Business Operations**

	Transitional Servicing Agreement received from Mayer Brown (.50); call with Nondorf regarding my questions and comments on same (.70); email to Jaffe and brief meeting with Jaffe regarding bankruptcy comments (.20); follow-up call to Dave at Mayer Brown to negotiate further changes (.60); call with Nondorf regarding need for a No-Hire Agreement from Oak Street (.20); email to Nondorf with suggested language for same (.30); working group conference call with 221 Partners and TWG to walk through most recent drafts of Fifth Third settlement documents (.70); follow-up meeting with Jaffe regarding same and conference call tomorrow (.10); etc.				
2/6/13	Review M. Nondorf tax question and conference with J. Brown regarding same	J J	0.30	550.00	165.00
2/6/13	Review and mark up Mayer Brown revisions to IR7 documents	J J	0.70	550.00	385.00
2/6/13	Several emails among parties regarding finalizing IR7 documents	J J	0.30	550.00	165.00
2/6/13	Participate in conference call with TWG, 221 regarding IR7 settlement terms	J J	0.40	550.00	220.00
2/7/13	Conference with J. Jaffe regarding amendments to order approving IR7 settlement	KDB	0.20	260.00	52.00
2/7/13	Review Mayer Brown drafts of settlement documents	J J	0.60	550.00	330.00
2/7/13	Review memorandum from Nondorf with combined comments on Settlement Agreement, Strict Foreclosure Agreement and Transitional Servicing Agreement in preparation for conference call this morning (.20); brief meeting with Jaffe in preparation for conference call (.10); long conference call with working group to negotiate additional changes to documents (2.2); follow-up calls/emails with Nondorf regarding timing for monthly servicing fee (.20); calls with Mayer Brown regarding same and other things to do to complete transaction tomorrow	JJB	4.90	575.00	2,817.50

**FAEGRE BAKER
DANIELS**

Task	Business Operations				
	(.20); call to Bernard Angelo (independent manager) regarding needed consent to Strict Foreclosure Agreement (.10); preparation of Written Consent of Managers and Members of IR7 regarding same (.50); several follow-up calls/emails with Angelo to comply with his document request and explain various aspects of the transaction (.60); emails with Angelo regarding his consent (.10); follow-up emails with Mayer Brown regarding same (.10); review revised draft documents received from Meyer Brown in the evening in preparation for conference call tomorrow (.60); etc.				
2/7/13	Telephone conference and email T. Smith to obtain SBA consent to payment and release	J J	0.50	550.00	275.00
2/7/13	Revise Order approving settlement and emails to SBA, settling parties regarding same	J J	0.90	550.00	495.00
2/7/13	Prepare for and participate on call with Fifth Third et al to finalize agreements	J J	0.70	550.00	385.00
2/7/13	Telephone conference with J. Knauer regarding case status and impact of 5/3 settlement on Huntington Bank	J J	0.40	550.00	220.00
2/8/13	Review revised drafts of all documents in preparation for conference call this morning (.20); conference call with working group to discuss final changes to settlement documents (1.0); follow-up calls/emails with Otto and Nondorf regarding same and to discuss signing authority (.20); emails with 221 Partners regarding authority of Nondorf to sign documents (.10); several emails with Independent Manager regarding his final information requests, final documents and final sign-off (.50); emails with Mayer Brown regarding same and to discuss closing mechanics (.40); etc.	JJB	2.40	575.00	1,380.00
2/8/13	Emails SBA regarding proposed Settlement Order	J J	0.30	550.00	165.00
2/8/13	Review final settlement documents, revise order, and conference with K. Britton to upload agreement and circulate order	J J	0.70	550.00	385.00

**FAEGRE BAKER
DANIELS**

Task	Business Operations				
2/8/13	Respond to drafting questions relating to IR7 settlement documents and review new language suggestions	J J	1.10	550.00	605.00
2/8/13	Prepare pleadings for 2/11 hearing on motion to approve settlement	KDB	0.30	260.00	78.00
2/8/13	File notice of submission of settlement and release agreement	KDB	0.20	260.00	52.00
2/8/13	Draft notice of submission of settlement and release agreement and prepare notice and settlement for filing	KDB	0.90	260.00	234.00
2/8/13	Revise order approving settlement with IR7 lenders and distribute clean and redlined versions to counsel for the SBA and Fifth Third	KDB	0.70	260.00	182.00
2/8/13	Conferences with J. Jaffe regarding revisions to proposed order approving settlement with IR7 lenders	KDB	0.40	260.00	104.00
2/8/13	Communicate with court staff regarding revisions to proposed order approving settlement with IR7 lenders	KDB	0.10	260.00	26.00
2/11/13	Multiple emails to achieve sign off of settlement and distribution of final documents	J J	0.30	550.00	165.00
2/11/13	Telephone conference and email T. Smith for SBA wire information	J J	0.20	550.00	110.00
2/11/13	Review and revise notice of vacated hearing on settlement with IR7 lenders	KDB	0.20	260.00	52.00
2/11/13	Finalize order approving settlement with IR7 lenders in preparation for uploading	KDB	0.20	260.00	52.00
2/11/13	Draft notice of submission of redlined order approving settlement motion (IR7 lenders)	KDB	0.40	260.00	104.00
2/11/13	Consult with J. Jaffe regarding tendering a redlined order and vacating emergency hearing on settlement motion with IR7 lenders	KDB	0.20	260.00	52.00
2/11/13	Phone call and several emails to court clerk regarding vacating emergency hearing on settlement motion, revisions to proposed order, and order entry	KDB	0.20	260.00	52.00
2/11/13	Telephone conference with M. Nondorf regarding transition to Oak Street, receipt of	J J	0.20	550.00	110.00

FAEGRE BAKER DANIELS

Task	Business Operations				
	wires				
2/12/13	Conference with J. Brown regarding TWG releases	J J	0.20	550.00	110.00
2/13/13	Review and respond to email to T. Smith regarding SBA payment	J J	0.20	550.00	110.00
2/14/13	Telephone conference and email M. Nondorf regarding entitlement to second installment of Lion payment	J J	0.30	550.00	165.00
2/14/13	Research titles, emails, pleadings to organize support for TWG right to lion payment	J J	0.50	550.00	275.00
2/14/13	Conference with M. Otto regarding need to demand late payment from Lion	J J	0.30	550.00	165.00
Total For Business Operations			49.00		22,646.00
Task	Case Administration				
2/1/13	Review PACER to confirm no objections to pending motions	J J	0.20	550.00	110.00
2/1/13	Phone call with court clerk regarding entry of orders and vacating Feb. 4 omnibus hearing	KDB	0.20	260.00	52.00
2/1/13	Finalize/electronically file notice of fourth invoice following email message from C. Wondra (.2); update master status spreadsheet (.1); review email messages from K. Britton regarding vacated hearing and order to be uploaded (.1)	SBL	0.40	230.00	92.00
2/1/13	Email to M. Nondorf and M. Otto regarding status of Feb. 5 hearing	KDB	0.10	260.00	26.00
2/4/13	Update master status spreadsheet following review of recently filed pleadings (.1); update eDockets calendar (.1); attention to service issues (.2); draft and electronically file certificate of service (.3); review procedures order regarding satisfied claims (.1); draft, finalize, and electronically file notice of vacated hearing (.3)	SBL	1.10	230.00	253.00
2/4/13	Review order and email to Gephart regarding notice list	J J	0.20	550.00	110.00
2/5/13	Several phone calls and emails to courtroom deputy regarding filing of emergency motion and motion to shorten notice, entry of order	KDB	0.40	260.00	104.00

**FAEGRE BAKER
DANIELS**

Task	Case Administration				
	shortening notice, and service of all pleadings				
2/5/13	Email messages with K. Mitchell regarding proforma (.1); work on notice following email messages from K. Britton (.3); revise, finalize, electronically file and serve emergency settlement motion, motion to shorten notice, and hearing notice (.7); update master status spreadsheet and calendar (.2); email messages with K. Britton regarding service issues (.1); electronically file notice following telephone call from K. Britton (.2); email messages with BMC Group regarding service issues (.1)	SBL	1.70	230.00	391.00
2/5/13	Review and revise draft of IR7 settlement motion	J J	0.70	550.00	385.00
2/5/13	Conference with K. Britton regarding status of IR7 motion	J J	0.20	550.00	110.00
2/5/13	Confirm vacation of hearing and entry of orders	J J	0.20	550.00	110.00
2/5/13	Email M. Nondorf regarding consideration of conversion	J J	0.20	550.00	110.00
2/6/13	Revise, finalize and electronically file notice of satisfied claims following email message from K. Britton (.4); work on service list and email BMC Group regarding same (.2); electronically file and serve claim objection following email message from K. Britton (.2); update master status spreadsheet and calendar (.2)	SBL	1.00	230.00	230.00
2/7/13	Update master status spreadsheet and calendar following review of recently filed pleadings (.4); electronically file certificate of service (.1)	SBL	0.50	230.00	115.00
2/7/13	Telephone conference with parties regarding February 11 hearing	J J	0.20	550.00	110.00
2/7/13	Conference with K. Britton regarding SBA issue, submission of final IR7 agreement to court	J J	0.30	550.00	165.00
2/7/13	Phone call with counsel for Huntington Bank regarding case status	KDB	0.20	260.00	52.00
2/8/13	Several emails and conference with K. Britton	J J	0.50	550.00	275.00

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Task	Case Administration				
	regarding submission of settlement agreement to court, revisions to approval order				
2/8/13	Review undeliverable address list received from S. Ordaz of BMC Group (.1); draft order approving fee application (.2); electronically file certificate of service (.1)	SBL	0.40	230.00	92.00
2/11/13	Revise, finalize, electronically file and serve first interim fee application (.3); upload order (.1); revise, finalize, electronically file and serve notice of submission of redlined proposed order following telephone call and email message from K. Britton (.3); finalize/upload order (.1); draft, finalize and electronically file notice of vacated hearing following email message from K. Britton (.2); update master status spreadsheet following review of recently filed pleadings (.2)	SBL	1.20	230.00	276.00
2/11/13	Email to Mark Nondorf summarizing upcoming deadlines and dates	KDB	0.20	260.00	52.00
2/11/13	Emails to K. Britton regarding vacated hearing	J J	0.20	550.00	110.00
2/12/13	Draft notice of hearing regarding fee application and email messages with K. Goss and K. Britton regarding same (.4); update and organize files (.2); update master status spreadsheet and calendar (.2); attention to service of notice (.1)	SBL	0.90	230.00	207.00
2/13/13	Update master status spreadsheet following review of recently filed pleadings	SBL	0.10	230.00	23.00
2/14/13	Electronically file certificate of service (.1); update master status spreadsheet following review of recently filed pleadings (.1)	SBL	0.20	230.00	46.00
2/15/13	Update master status spreadsheet following review of recently filed pleadings (.1); electronically file/serve monthly operating report following email message from K. Britton (.3); draft, finalize and electronically file certificate of service (.2)	SBL	0.60	230.00	138.00
2/15/13	Quick review of monthly operating report to prepare for filing	KDB	0.20	260.00	52.00
2/15/13	Emails to Court, K. Britton regarding need to	J J	0.20	550.00	110.00

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Task	Case Administration				
	re-notice changed hearing date				
2/15/13	Review and approve U.S. Trustee report	J J	0.20	550.00	110.00
2/16/13	Update case calendar	KDB	0.20	260.00	52.00
2/19/13	Update hearing date chart	SBL	0.10	230.00	23.00
2/22/13	Review BMC invoice and email communications	J J	0.20	550.00	110.00
2/26/13	Forward creditor address update to BMC Group	SBL	0.10	230.00	23.00
2/27/13	Draft second motion and order extending deadline to assume lease (.7); draft second motion and order extending exclusivity period (.6)	SBL	1.30	230.00	299.00
3/1/13	Email to K. Goss regarding vacating March 7 omnibus hearing	KDB	0.10	260.00	26.00
3/5/13	Review notice of vacated hearing	KDB	0.10	260.00	26.00
3/5/13	Draft, finalize and electronically file notice of vacated hearing following email message from K. Britton (.2); update master status spreadsheet and calendar (.3); review email message from K. Britton regarding deletion of satisfied claim holders (.1)	SBL	0.60	230.00	138.00
3/8/13	Revise, finalize and electronically file notice of fifth invoice (.2); revise, finalize and electronically file second motion to extend time to assume lease and second motion to extend exclusivity period following email messages from K. Britton (.5); update master status spreadsheet (.1)	SBL	0.80	230.00	184.00
3/11/13	Email messages with K. Goss regarding notice concerning recently filed motions (.1); draft notice and forward to K. Britton (.2); revise, finalize and electronically file notice (.4); update master status spreadsheet (.1)	SBL	0.80	230.00	184.00
3/11/13	Review and revise notice of hearing on motion to extend exclusivity and the motion to extend deadline to assume or reject office space lease	KDB	0.10	260.00	26.00
3/12/13	Update master status spreadsheet and calendar following review of recently filed pleadings (.2); email messages with K. Goss, K. Britton	SBL	1.40	230.00	322.00

**FAEGRE BAKER
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Task	Case Administration				
	and J. Jaffe regarding additional hearing dates (.2); upload order granting claim objection (.1); draft order overruling J. Hartmann's objection to notice expunging satisfied claims (.3); finalize/upload order (.1); draft, finalize and electronically file notice of additional hearing dates (.2); attention to service of claim objection order (.1); draft, finalize and electronically file certificate of service (.2)				
3/13/13	Update master status spreadsheet following review of recently filed pleadings (.1); reupload order granting fee application (.1); electronically file certificate of service (.1); electronically file and serve monthly operating report following email message from K. Britton (.3)	SBL	0.60	230.00	138.00
3/13/13	Review monthly operating report and distribute to S. Herendeen for filing	KDB	0.30	260.00	78.00
3/13/13	Review US Trustee report for February	J J	0.20	550.00	110.00
3/14/13	Update master status spreadsheet following review of recently filed pleadings (.1); draft, finalize and electronically file certificate of service (.2); email messages with K. Goss regarding entry of order approving fee application (.1); update hearing date chart (.1)	SBL	0.50	230.00	115.00
3/20/13	Review US Trustee/local rule regarding six month report	J J	0.20	550.00	110.00
3/20/13	Review rules on subsidiary reporting (0.2); email to Mark Nondorf regarding deadline for filing report on subsidiary financial information (0.2)	KDB	0.40	260.00	104.00
3/25/13	Update master status spreadsheet and calendar following review of recently filed pleadings	SBL	0.30	230.00	69.00
Total	For Case Administration		21.00		6,153.00

Task	Claims Administration and Objections				
2/1/13	Emails M. Nondorf D. Mitchell regarding SBA claim resolution	J J	0.20	550.00	110.00
2/1/13	Review proposed SBA settlement and email R. Siegel et al regarding same	J J	0.30	550.00	165.00
2/1/13	Follow-up emails regarding preparation of	J J	0.20	550.00	110.00

**FAEGRE BAKER
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Task	Claims Administration and Objections				
	settlement motion				
2/4/13	Draft emails to counsel for the Lion Trust and BMC regarding serving notice of satisfied claims and creating list of satisfied claims	KDB	0.20	260.00	52.00
2/5/13	Draft objection to Bari Cohn proof of claim	KDB	0.90	260.00	234.00
2/5/13	Review and distribute list of satisfied claims provided by the Lion Trust	KDB	0.20	260.00	52.00
2/5/13	Telephone conference and emails to M. Otto regarding issuance of 1099's for agents paid by Imagine	J J	0.30	550.00	165.00
2/5/13	Draft proposed order granting objection to Bari Cohn proof of claim	KDB	0.30	260.00	78.00
2/5/13	Several emails concerning notice to expunged creditors and review of Lion list	J J	0.30	550.00	165.00
2/6/13	Review, revise and finalize notice of satisfied claims and exhibit to prepare for filing and service	KDB	0.40	260.00	104.00
2/6/13	Review, revise and finalize claim objection to Cohn proof of claim and proposed order	KDB	0.50	260.00	130.00
2/6/13	Review and revise objection to Cohn claim	J J	0.20	550.00	110.00
2/6/13	Email from M. Nondorf regarding notice list for expunged claims	J J	0.20	550.00	110.00
2/11/13	Emails to M. Nondorf regarding tax matters	J J	0.20	550.00	110.00
2/11/13	Respond to Lion ICR inquiries	J J	0.20	550.00	110.00
2/11/13	Email to satisfied claim holder regarding meaning of notice of satisfied claims	KDB	0.20	260.00	52.00
2/12/13	Phone call with satisfied claim holder regarding meaning and impact of notice of satisfied claims	KDB	0.30	260.00	78.00
2/12/13	Respond to Lion creditor inquiries	J J	0.20	550.00	110.00
2/13/13	Telephone conference with M. Nondorf regarding tax claim relating to cancellation of debt and quick research regarding same	J J	0.30	550.00	165.00
2/13/13	Phone call with satisfied claim holder inquiring about the notice of satisfied claims	KDB	0.20	260.00	52.00
2/14/13	Email to court clerk regarding re-scheduling hearing on objections to notice of satisfied claims due to court scheduling conflict	KDB	0.20	260.00	52.00
2/15/13	Phone call with satisfied claim holder to	KDB	0.10	260.00	26.00

**FAEGRE BAKER
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Task	Claims Administration and Objections				
	explain meaning of notice				
2/15/13	Consult with J. Jaffe regarding re-scheduling hearing on objections to satisfied claim notice and follow-up with court regarding same	KDB	0.20	260.00	52.00
2/18/13	Email to satisfied claim holder summarizing Lion Trust settlement and impact on downline agents	KDB	0.20	260.00	52.00
2/19/13	Respond to Lion Trust agent questions	J J	0.50	550.00	275.00
2/20/13	Calls and follow-up email to Mark Nondorf regarding claims for rejection damages	KDB	0.30	260.00	78.00
2/20/13	Conference with K. Britton and quick research claim restrictions for rejection of employment agreements	J J	0.30	550.00	165.00
2/20/13	Confer with J. Jaffe regarding calculation of rejection damages related to rejection of employment agreements	KDB	0.20	260.00	52.00
2/25/13	Call with K. Goss regarding noticing of hearing on objections to notice of satisfied claims holders	KDB	0.10	260.00	26.00
2/28/13	Draft notice of hearing on objection to notice of satisfied claims	KDB	0.50	260.00	130.00
3/1/13	Finalize, file and serve notice of hearing on objection to notice of satisfied claims	KDB	0.50	260.00	130.00
3/1/13	Phone call with Mark and Melanie regarding deadline to file proof of claim	KDB	0.10	260.00	26.00
3/1/13	Confer with J. Jaffe regarding amendments to Schedule F and upcoming hearings	KDB	0.20	260.00	52.00
3/4/13	Review BMC report regarding notice to expunged claimants	J J	0.20	550.00	110.00
3/5/13	Phone call with downline agent who filed objection to notice of satisfied claim to resolve objection	KDB	0.20	260.00	52.00
3/8/13	Email V. Bakshian regarding reconciliation of expunge list	J J	0.20	550.00	110.00
3/8/13	Review list of creditors to be expunged from creditor list provided by BMC for accuracy	KDB	0.20	260.00	52.00
3/8/13	Phone call and email to V. Bakshian with BMC regarding list of creditors to be expunged from creditor list	KDB	0.30	260.00	78.00

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Task	Claims Administration and Objections				
3/10/13	Review revised file of creditors to be expunged from creditor list to reconcile with Schedule F	KDB	0.90	260.00	234.00
3/10/13	Email to Mark Nondorf and Melanie Otto regarding reconciliation of list of creditors to be expunged	KDB	0.20	260.00	52.00
3/11/13	Prepare for and participate in hearing on objection to notice of claims satisfied in full	KDB	0.30	260.00	78.00
3/11/13	Conferences with J. Jaffe and S. Herendeen regarding noticing of certain holders of satisfied claims	KDB	0.20	260.00	52.00
3/11/13	Telephone conference with K. Britton regarding reconciliation of creditor list for expungement	J J	0.20	550.00	110.00
3/11/13	Conference with K. Britton regarding notice issues, amendments to Schedule F	J J	0.20	550.00	110.00
3/11/13	Respond to creditor inquiry	J J	0.20	550.00	110.00
3/11/13	Draft email to BMC summarizing which claims should / should not be expunged	KDB	0.40	260.00	104.00
3/12/13	Review and revise proposed order overruling objection to notice of satisfied claims	KDB	0.20	260.00	52.00
3/19/13	Email to Melanie Otto regarding updated list of satisfied claims holders	KDB	0.10	260.00	26.00
3/20/13	Draft second notice of claims satisfied full and exhibit of satisfied claims holders	KDB	1.80	260.00	468.00
3/20/13	File second notice of claims satisfied in full and direct appropriate service to satisfied claims holders	KDB	0.70	260.00	182.00
3/21/13	Draft and file certificate of service on second satisfaction notice	KDB	0.30	260.00	78.00
3/27/13	Review Marion County claim and emails to M. Nondorf regarding same	J J	0.20	550.00	110.00
3/28/13	Email exchanges with M. Nondorf regarding personal property tax claim, possible objection	J J	0.30	550.00	165.00
Total	For Claims Administration and Objections		16.50		5,711.00

Task	Fee/Employment Applications				
2/4/13	Continue drafting first interim fee application	SBL	0.50	230.00	115.00

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Task	Fee/Employment Applications				
2/5/13	Edit proforma for draw request	J J	0.70	550.00	385.00
2/6/13	Conference with J. Brown regarding proforma for draw request, status of IR7 documents	J J	0.30	550.00	165.00
2/6/13	Finalize first interim fee application	SBL	0.30	230.00	69.00
2/7/13	Revise first interim application for approval of fees and expenses, including review of pro forma and invoice data	KDB	2.10	260.00	546.00
2/8/13	Review and revise first interim fee application	J J	0.30	550.00	165.00
2/8/13	Conferences with J. Jaffe and M. Nondorf regarding case wind-down and final fee applications for all professionals	KDB	0.30	260.00	78.00
2/8/13	Revise and finalize first interim fee application and proposed order	KDB	2.10	260.00	546.00
2/12/13	Phone call with court clerk regarding notice on first fee application	KDB	0.20	260.00	52.00
3/22/13	Review BMC invoice	J J	0.20	550.00	110.00
Total For Fee/Employment Applications			7.00		2,231.00

Task	Financing				
2/8/13	Email M. Nondorf regarding budget issues	J J	0.20	550.00	110.00
Total For Financing			0.20		110.00

Task	Plan and Disclosure Statement				
2/8/13	Conference with K. Britton regarding next steps and plan for final administration of case	J J	0.30	550.00	165.00
2/11/13	Emails to Ray and Mark regarding conversion or liquidating plan decision	J J	0.40	550.00	220.00
2/13/13	Telephone conference with M. Nondorf regarding conversion vs. plan timing issues	J J	0.20	550.00	110.00
2/19/13	Telephone conference with M. Nondorf, P. Partee regarding Chapter 11 plan versus conversion	J J	0.20	550.00	110.00
2/20/13	Telephone call M. Nondorf, P. Partee regarding end of case options	J J	0.40	550.00	220.00
3/7/13	Review and revise draft motion to extend the Debtor's exclusive period to file a chapter 11 plan and proposed order	KDB	1.20	260.00	312.00
3/7/13	Review and revise Exclusivity Motion, lease	J J	1.00	550.00	550.00

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Task	Plan and Disclosure Statement				
	extension motion				
3/8/13	Revise motion to extend debtor's exclusive period to file a plan to prepare for filing	KDB	0.30	260.00	78.00
3/11/13	Conference with J. Jaffe regarding strategies for resolution of chapter 11 case	KDB	0.20	260.00	52.00
3/11/13	Conference call with J. Jaffe and P. Partee regarding terms of TWG Chapter 11 Plan	WWP	0.40	435.00	174.00
3/11/13	Conference with W. Ponader regarding plan issues and considerations	J J	0.60	550.00	330.00
3/11/13	Several telephone conferences with P. Partee regarding input on ending case	J J	0.80	550.00	440.00
3/18/13	Review order on fees and forward to M. Nandorf with email detailing plan issues	J J	0.50	550.00	275.00
3/19/13	Conference with W. Ponader regarding subsidiary reporting and drafting plan and disclosure statement	KDB	0.20	260.00	52.00
3/27/13	Follow-up with J. Jaffe regarding developments on disposition of IRT interest and exculpation/releases under the Plan	WWP	0.10	435.00	43.50
3/27/13	Conference with W. Ponader regarding drafting plan and disclosure statement	KDB	0.20	260.00	52.00
3/27/13	Emails to W. Ponader regarding draft plan	J J	0.20	550.00	110.00
Total For Plan and Disclosure Statement			7.20		3,293.50
Task	Tax Issues				
2/8/13	Telephone call M. Nondorf regarding tax matters, work performed by Peters/Browning	J J	0.20	550.00	110.00
Total For Tax Issues			0.20		110.00
Total Services..... Hours				105.20	41,610.50
Date	Disbursements				Total
2/7/13	Filing Fees - Marion County Circuit Court Bank ID: OPERIN Check Number: 480276				149.00
Total For Filing Fees					149.00
12/31/12	Computerized Research - Other Pacer - December 2012				7.70
1/31/13	Computerized Research - Other Pacer - January 2013				10.10
Total For Computerized Research - Other					17.80

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2/4/13	Postage Postage	11.50
2/5/13	Postage Postage	34.96
2/11/13	Postage Postage	44.16
2/15/13	Postage Postage	30.36
3/8/13	Postage Postage	30.36
3/13/13	Postage Postage	30.36
3/26/13	Postage Postage	13.34
Total For Postage		195.04

Online research	87.28
Online research	27.39
Online research	4.33
Online research	1.35
Copying	596.25
Copying	7.00
Copying	0.58

Total Disbursements.....\$ 1,086.02

Total Services And Disbursements.....\$ 42,696.52

Task Description		Hours	Value
B002	Asset Disposition	4.10	1,356.00
B003	Business Operations	49.00	22,646.00
B004	Case Administration	21.00	6,153.00
B005	Claims Administration and Objections	16.50	5,711.00
B007	Fee/Employment Applications	7.00	2,231.00
B009	Financing	0.20	110.00
B012	Plan and Disclosure Statement	7.20	3,293.50
B020	Tax Issues	0.20	110.00
		105.20	41,610.50

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DANIELS

600 East 96th Street ▼ Suite 600
Indianapolis ▼ Indiana 46240
Phone +1 317 569 9600
Fax +1 317 569 4800

May 30, 2013
Invoice Number 32007102

973343 TWG Capital, Inc.

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

Mail Remittance To:
Faegre Baker Daniels
P.O. Box 664091
Indianapolis, Indiana 46266

FED. I.D. #41-0244008

For all professional services rendered and disbursements incurred on your behalf through
April 30, 2013 and not reflected on a prior bill:

000011 Restructuring

Total Services.....\$	29,368.00
Total Disbursements.....\$	78.66
Total This Matter.....\$	29,446.66

Total This Invoice.....\$ 29,446.66

**FAEGRE BAKER
DANIELS**

600 East 96th Street ▾ Suite 600
Indianapolis ▾ Indiana 46240
Phone +1 317 569 9600
Fax +1 317 569 4800

973343 TWG Capital, Inc.
000011 Restructuring

As Of April 30, 2013
Invoice Number 32007102

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

Mail Remittance To:
Faegre Baker Daniels
P.O. Box 664091
Indianapolis, Indiana 46266

FED. I.D. #41-0244008

Date	Services	Init	Hours	Rate	Value
Task	Asset Disposition				
4/3/13	Review Fifth Third financing documents to make determination of disposition of certain potential assets	KDB	0.40	260.00	104.00
4/12/13	Review office space lease for termination date	KDB	0.10	260.00	26.00
4/19/13	Email B. Gephart regarding LION payment	J J	0.20	550.00	110.00
4/22/13	Review emails and materials related to LION dispute	J J	0.50	550.00	275.00
4/25/13	Telephone call B. Gebhard regarding LION issues	J J	0.20	550.00	110.00
4/26/13	Email B. Gebhard regarding Lion progress	J J	0.20	550.00	110.00
4/30/13	Consult with W. Ponader regarding rejection of leases and contracts	KDB	0.30	260.00	78.00
Total	For Asset Disposition		1.90		813.00
Task	Business Operations				
4/12/13	Review M. Otto email and send email to B. Gebhard requesting final LION payments	J J	0.30	550.00	165.00
4/19/13	Review M. Nondorf report on meeting with 5/3 regarding IR 7	J J	0.30	550.00	165.00
4/22/13	Conference call C. Rymer and J. Gruevard regarding 5/3 issues and concerns	J J	0.60	550.00	330.00
Total	For Business Operations		1.20		660.00
Task	Case Administration				
4/1/13	Consult with S. Herendeen regarding	KDB	0.10	260.00	26.00

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DANIELS**

Task	Case Administration				
	amending Schedule F and creditor matrix to remove expunged claims				
4/1/13	Email response to status inquiry by Beth Kramer with UST Office	KDB	0.20	260.00	52.00
4/1/13	Emails to Kristin Goss regarding vacating April 2 omnibus hearing if no objections are filed to pending motions	KDB	0.10	260.00	26.00
4/2/13	Draft, finalize and electronically file notice of vacated hearing (.2); email messages with K. Goss and K. Britton regarding orders (.1)	SBH	0.30	230.00	69.00
4/2/13	Review and revise notice of vacated hearing	KDB	0.20	260.00	52.00
4/2/13	Several emails to Kristin Goss regarding entry of orders, vacating omnibus, and amending docket text to correct deadline	KDB	0.30	260.00	78.00
4/3/13	Conference with W. Ponader regarding treatment of plan issues	J J	0.30	550.00	165.00
4/3/13	Update master status spreadsheet and calendar following review of recently filed pleadings (.3); update hearing date chart (.1)	SBH	0.40	230.00	92.00
4/3/13	Emails P. Partee regarding feedback on plan issues	J J	0.20	550.00	110.00
4/5/13	Begin working on deleting numerous unsecured creditors following email messages from K. Britton	SBH	1.70	230.00	391.00
4/10/13	Email messages with K. Britton regarding deletion of satisfied claim holders from Schedule F	SBH	0.10	230.00	23.00
4/10/13	Consult with S. Herendeen regarding revisions to Schedule F to reflect expunged claims	KDB	0.20	260.00	52.00
4/10/13	Update case calendar and key deadlines	KDB	0.30	260.00	78.00
4/11/13	Continue deleting satisfied claim holders and revising Schedule F (2.8); forward amended schedule to K. Britton (.1)	SBH	2.90	230.00	667.00
4/11/13	Review amended schedules (0.2); consult with S. Herendeen regarding issues with data in amended schedules	KDB	0.40	260.00	104.00
4/12/13	Continue revising Schedule F following email messages with K. Britton (.6); review address updates and ensure creditor addresses are	SBH	2.00	230.00	460.00

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DANIELS**

Task	Case Administration				
	updated in Best Case (.4); organize files (.2); email messages with K. Britton and K. Goss regarding notice issue following review of motion (.2); revise motion and prepare mailing labels (.3); revise, finalize and upload order (.2); update master status spreadsheet (.1)				
4/12/13	Review and revise draft amended Schedule F to verify accuracy and removal of all expunged claims	KDB	2.90	260.00	754.00
4/12/13	Call with M. Nondorf regarding revisions to Schedule F	KDB	0.20	260.00	52.00
4/15/13	Prepare and file certificate of service of monthly operating report	KDB	0.20	260.00	52.00
4/15/13	Review and file monthly operating report	KDB	0.20	260.00	52.00
4/16/13	Review file received by M. Nondorf on payments of custodial funds to determine necessary revisions to Schedule F	KDB	0.30	260.00	78.00
4/16/13	Draft email summarizing issues related to custodial payments and necessary revisions to Schedule F	KDB	0.40	260.00	104.00
4/16/13	Email to Mark and Melanie to follow-up on file listing payments of custodial funds to determine necessary revisions to Schedule F and verifying status of payment to SBA	KDB	0.20	260.00	52.00
4/17/13	Distribute amended Schedule F to M. Nondorf and summarize changes	KDB	0.30	260.00	78.00
4/17/13	Revise, finalize and upload order and notice regarding bar date motion (.3); revise Schedule F and forward draft to K. Britton (.4); update master status spreadsheet following review of recently filed pleadings (.1)	SBH	0.80	230.00	184.00
4/17/13	Revise amended Schedule F	KDB	0.50	260.00	130.00
4/17/13	Review suggestion to amend Schedule F to reflect post petition payment of custodial funds	J J	0.20	550.00	110.00
4/18/13	Revise, finalize, electronically file and serve claim objection (.1); update master status spreadsheet and calendar (.1); upload order (.1)	SBH	0.30	230.00	69.00

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DANIELS**

Task	Case Administration				
4/18/13	Review amended Schedule F	J J	0.20	550.00	110.00
4/23/13	Review periodic report on subsidiary operations and authorize for filing	KDB	0.30	260.00	78.00
4/23/13	Update master status spreadsheet and calendar (.3); revise notice of bar date (.1); email message to BMC Group regarding all creditor service (.1); electronically file notice of report following email message from K. Britton (.2)	SBH	0.70	230.00	161.00
4/25/13	Email to BMC regarding continued service to SBA after claim resolution	KDB	0.20	260.00	52.00
4/25/13	Electronically file notice of bar date (.1); review email messages from W. Ponader and K. Britton regarding service issues regarding notice (.1); update master status spreadsheet (.1)	SBH	0.30	230.00	69.00
4/26/13	Review email messages from K. Britton and S. Ordaz of BMC Group regarding service issues	SBH	0.10	230.00	23.00
4/26/13	Confirm litigation status for notice purposes	J J	0.20	550.00	110.00
4/26/13	Call with court regarding vacating April 30 omnibus	KDB	0.10	260.00	26.00
4/29/13	Draft, finalize and electronically file notice of vacated hearing following email messages with K. Britton and review of court calendar	SBH	0.40	230.00	92.00
4/30/13	Review and docket bar dates	J J	0.20	550.00	110.00
4/30/13	Email messages with J. Myers of BMC Group (.1); electronically file certificate of service and update master status spreadsheet (.2)	SBH	0.30	230.00	69.00
Total For Case Administration			19.20		5,060.00
Task	Claims Administration and Objections				
4/5/13	Draft motion to establish bar date, proposed order, and notice of bar date	KDB	2.00	260.00	520.00
4/10/13	Review LION recipient objection and conference with K. Britton regarding same	J J	0.20	550.00	110.00
4/10/13	Complete drafting of notice of bar date	KDB	1.20	260.00	312.00
4/10/13	Phone call and follow-up email to satisfied claim holder regarding objection to notice of satisfied claims	KDB	0.40	260.00	104.00

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DANIELS**

Task	Claims Administration and Objections				
4/10/13	Draft objection to SBA proof of claim and proposed order	KDB	1.70	260.00	442.00
4/10/13	Review objection filed by holder of satisfied claim	KDB	0.20	260.00	52.00
4/10/13	Update claims analysis	KDB	0.20	260.00	52.00
4/11/13	Review and revise objection to SBA claim and proposed order	KDB	1.20	260.00	312.00
4/11/13	Review draft Bar Date Motion, Order, Notice	WWP	0.40	435.00	174.00
4/12/13	Review P. Partee email regarding suggested disposition of IR7 equity and consider benefits, alternatives	J J	0.40	550.00	220.00
4/12/13	Review SBA Claim Expungement Motions, Order and Notices, follow-up with K. Britton regarding filing, confirmation of payment to SBA	WWP	0.30	435.00	130.50
4/12/13	Finalize motion to establish bar dates and provide direction as to filing and proper service	KDB	0.20	260.00	52.00
4/12/13	Review Bar Date Motion	J J	0.20	550.00	110.00
4/15/13	Call and follow-up email to K. Goss regarding order establishing bar dates and noticing procedures	KDB	0.40	260.00	104.00
4/15/13	Multiple calls from a satisfied claim holder inquiring about notice	KDB	0.20	260.00	52.00
4/16/13	Revise objection to SBA claim and prepare for filing and service	KDB	0.40	260.00	104.00
4/16/13	Emails to Mark Nondorf regarding SBA claim objection and status of settlement payments	KDB	0.30	260.00	78.00
4/16/13	Email M. Nondorf regarding personal property tax claim	J J	0.30	550.00	165.00
4/17/13	Consult with S. Herendeen regarding service of notice of bar date and order establishing bar date	KDB	0.10	260.00	26.00
4/17/13	Email exchange and follow-up with K. Britton regarding amendments to Schedule F	WWP	0.20	435.00	87.00
4/23/13	Email to BMC regarding expunging satisfied claims from creditor list	KDB	0.20	260.00	52.00
4/23/13	Review bar date notice and approve for	KDB	0.20	260.00	52.00

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DANIELS**

Task	Claims Administration and Objections				
	service				
4/23/13	Several emails to Mark Nondorf and S. Herendeen regarding service of bar date notice to ensure compliance with order establishing bar dates	KDB	0.80	260.00	208.00
4/24/13	Draft email response to BMC regarding service of bar date notices and content of customized proof of claim form	KDB	0.40	260.00	104.00
4/24/13	Reconcile claims data from BMC to ensure proper parties are expunged pursuant to notice of satisfied claims and to verify that all necessary parties receive notices of bar dates	KDB	0.60	260.00	156.00
4/25/13	Review and approve customized proof of claim form to be distributed to all creditors	KDB	0.20	260.00	52.00
4/25/13	Phone call and follow-up email to BMC regarding service of bar date notice and related details	KDB	0.60	260.00	156.00
4/26/13	Research litigation parties and relevant taxing jurisdictions for proper service of notice of claims bar date (0.9); consult with T. Mullins regarding address research for the foregoing (0.2)	KDB	1.10	260.00	286.00
4/26/13	Draft summary to BMC of additional parties to receive service of bar date notices and claim forms	KDB	0.90	260.00	234.00
Total	For Claims Administration and Objections		15.50		4,506.50
Task	Litigation				
4/25/13	Continue drafting plan of liquidation	KDB	5.10	260.00	1,326.00
Total	For Litigation		5.10		1,326.00
Task	Plan and Disclosure Statement				
4/2/13	Telephone call with M. Nondorf regarding TWG status, membership interests, proceeds and obligations under Sharing Agreement with Carmel Funding; meeting with K. Britton reviewing components/content of TWG Disclosure Statement and Plan	WWP	2.00	435.00	870.00
4/2/13	Conference call with Mark Nondorf and W. Ponader to discuss resolution of the Chapter	KDB	0.80	260.00	208.00

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DANIELS**

Task	Plan and Disclosure Statement				
	11 Case, key terms of a Chapter 11 plan, and other administrative matters				
4/2/13	Conference with Wendy Ponader regarding content of liquidating plan and disclosure statement and claims objection process	KDB	0.90	260.00	234.00
4/3/13	Confer with J. Jaffe regarding Plan considerations (.5); follow-up meeting with K. Britton regarding instructions on Plan, next step, open issues (.5)	WWP	1.00	435.00	435.00
4/3/13	Conference with W. Ponader regarding provisions of liquidating plan and disclosure statement	KDB	0.30	260.00	78.00
4/4/13	Conference with M. Nondorf regarding various impediments to administration of LLC member interests	J J	0.50	550.00	275.00
4/4/13	Review closing documents for Fifth Third / IR7 financing transaction to determine appropriate treatment and effect on plan terms	KDB	0.30	260.00	78.00
4/4/13	Consider alternatives for administering LLC interests	J J	0.30	550.00	165.00
4/12/13	Begin drafting plan of liquidation	KDB	0.50	260.00	130.00
4/19/13	Email M. Nondorf regarding availability to meet with him and R. Siegel on plan issues	J J	0.10	550.00	55.00
4/22/13	Emails Mark Nondorf and Ray Siegel to arrange "end of case" meeting	J J	0.20	550.00	110.00
4/23/13	Meet with K. Britton regarding drafting considerations for Disclosure Statement and Plan; timeline	WWP	0.10	435.00	43.50
4/23/13	Email R. Siegel regarding agenda for Thursday meeting	J J	0.20	550.00	110.00
4/23/13	Begin drafting plan of liquidation	KDB	3.40	260.00	884.00
4/23/13	Confer with J. Jaffe regarding plan treatment of interests in IR2 - IR6, Fifth Third position	WWP	0.30	435.00	130.50
4/23/13	Telephone call M. Nondorf regarding alternatives for IR7 disposition	J J	0.30	550.00	165.00
4/23/13	Conference with W. Ponader, K. Britton regarding plan drafting status	J J	0.40	550.00	220.00
4/24/13	Conference with W. Ponader regarding terms of plan of liquidation	KDB	0.30	260.00	78.00

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Task	Plan and Disclosure Statement				
4/24/13	Email M. Nondorf regarding administrative budget	J J	0.20	550.00	110.00
4/24/13	Telephone call M. Nondorf regarding plan considerations	J J	0.30	550.00	165.00
4/24/13	Review BMC invoice	J J	0.20	550.00	110.00
4/24/13	Prepare for meeting with R. Siegel et al	J J	0.30	550.00	165.00
4/24/13	Continue drafting plan of liquidation	KDB	2.80	260.00	728.00
4/25/13	Confer with J. Jaffe regarding decisions of morning meeting with TWG regarding Plan components	WWP	0.70	435.00	304.50
4/25/13	Meeting and follow-up with K. Britton detailing and giving instruction on Disclosure Statement and on Plan provisions, drafting	WWP	1.00	435.00	435.00
4/25/13	Discuss employee benefit plans with M. Nondorf	WWP	0.10	435.00	43.50
4/25/13	Prepare for and participate in meeting with R. Siegel et al	J J	2.30	550.00	1,265.00
4/25/13	Conference with W. Ponader, K. Britton regarding plan drafting considerations	J J	0.50	550.00	275.00
4/25/13	Email M. Nondorf with bar date notice	J J	0.20	550.00	110.00
4/26/13	Draft plan of liquidation	KDB	4.60	260.00	1,196.00
4/26/13	Conference with W. Ponader regarding terms of plan	KDB	0.30	260.00	78.00
4/26/13	Advise K. Britton regarding terms of Plan and Disclosure Statement, "Effective Date" logistics, considerations (.4)	WWP	0.40	435.00	174.00
4/27/13	Draft plan of liquidation	KDB	2.70	260.00	702.00
4/27/13	Research treatment of class composed of entirely insiders, procedures for approval of auction as part of plan, and likely treatment of certain claims of former employees and probability of being treated as an insider	KDB	1.50	260.00	390.00
4/27/13	Draft disclosure statement	KDB	8.50	260.00	2,210.00
4/28/13	Call with M. Nondorf regarding treatment of certain contracts and leases under the plan of liquidation, termination of employee benefits and related issues	KDB	0.80	260.00	208.00
4/28/13	Conference with W. Ponader regarding various plan terms	KDB	0.50	260.00	130.00

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Task Plan and Disclosure Statement					
4/28/13	Continue drafting disclosure statement	KDB	4.50	260.00	1,170.00
4/28/13	Review and revise plan of liquidation	KDB	7.20	260.00	1,872.00
4/28/13	Confer with K. Britton regarding Plan and Disclosure Statement issues (.8)	WWP	0.80	435.00	348.00
4/29/13	Conference with J. Jaffe, W. Ponader and M. Nondorf regarding liquidation analysis	KDB	0.20	260.00	52.00
4/29/13	Confer with J. Jaffe regarding Plan considerations, distributions, conference call with M. Nondorf and J. Jaffe discussing Plan, administrative expense	WWP	0.50	435.00	217.50
Total For Plan and Disclosure Statement			53.00		16,727.50
Task Corporate Finance					
4/29/13	Email M. Nondorf regarding IR7 expenses	J J	0.20	550.00	110.00
4/29/13	Telephone conference with M. Nondorf regarding estate assets, cash burn	J J	0.30	550.00	165.00
Total For Corporate Finance			0.50		275.00
Total Services..... Hours				96.40	29,368.00
Date Disbursements					Total
4/1/13	Postage	Postage			13.34
4/12/13	Postage	Postage			30.36
4/22/13	Postage	Postage			34.96
Total For Postage					78.66
Total Disbursements..... \$					78.66
Total Services And Disbursements..... \$					29,446.66

Task Description		Hours	Value
B002	Asset Disposition	1.90	813.00
B003	Business Operations	1.20	660.00
B004	Case Administration	19.20	5,060.00
B005	Claims Administration and Objections	15.50	4,506.50

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B010	Litigation	5.10	1,326.00
B012	Plan and Disclosure Statement	53.00	16,727.50
B016	Corporate Finance	0.50	275.00
		96.40	29,368.00

80
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600 East 96th Street ▼ Suite 600
Indianapolis ▼ Indiana 46240
Phone +1 317 569 9600
Fax +1 317 569 4800

July 30, 2013
Invoice Number 32008296

973343 TWG Capital, Inc.

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

Mail Remittance To:
Faegre Baker Daniels
P.O. Box 664091
Indianapolis, Indiana 46266

FED. I.D. #41-0244008

For all professional services rendered and disbursements incurred on your behalf through
June 30, 2013 and not reflected on a prior bill:

000011 Restructuring

Total Services.....\$	27,568.00
Total Disbursements.....\$	188.96
Total This Matter.....\$	27,756.96

Total This Invoice.....\$ 27,756.96

80
**FAEGRE BAKER
 DANIELS**

600 East 96th Street ▼ Suite 600
 Indianapolis ▼ Indiana 46240
 Phone +1 317 569 9600
 Fax +1 317 569 4800

973343 TWG Capital, Inc.
 000011 Restructuring

As Of June 30, 2013
 Invoice Number 32008296

Melanie S. Otto
 President
 TWG Capital, Inc.
 7434 Shadeland Station Way
 Indianapolis, IN 46256

Mail Remittance To:
 Faegre Baker Daniels
 P.O. Box 664091
 Indianapolis, Indiana 46266

FED. I.D. #41-0244008

Date	Services	Init	Hours	Rate	Value
Task	Asset Disposition				
5/2/13	Conference with K. Britton regarding Motion to reject lease/contracts	J J	0.20	550.00	110.00
5/2/13	Draft motion to reject leases and contracts	KDB	0.60	260.00	156.00
5/2/13	Consult with J. Jaffe regarding preparation of motion to reject leases and contracts	KDB	0.10	260.00	26.00
5/4/13	E-mail to W. Ponader regarding timing of rejection of contracts and leases	KDB	0.20	260.00	52.00
5/6/13	Call with M. Nondorf regarding timing of rejection of office space lease, amendments to Schedule F, and other liquidation issues	KDB	0.50	260.00	130.00
5/21/13	Draft omnibus motion to reject leases	KDB	1.50	260.00	390.00
5/21/13	Draft order granting omnibus motion to reject leases	KDB	0.30	260.00	78.00
5/23/13	Review and analyze contracts and leases to be rejected	KDB	0.50	260.00	130.00
5/23/13	Draft exhibit to motion to reject leases and contracts which includes contract detail and notice addresses	KDB	0.80	260.00	208.00
5/23/13	Review and revise motion to reject contracts and leases and proposed order	KDB	1.50	260.00	390.00
6/4/13	Consult with W. Ponader regarding rejection of leases and timing of rejection motion	KDB	0.20	260.00	52.00
6/4/13	Phone call with counsel for LA/Shadeland regarding rejection of office space lease (0.2); quick research into necessity of termination provision in rejection motion (0.2)	KDB	0.40	260.00	104.00

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Task	Asset Disposition				
6/5/13	Revise motion to reject leases and contracts	KDB	0.40	260.00	104.00
6/6/13	Revise emergency motion to reject leases and contracts	KDB	1.40	260.00	364.00
6/7/13	Review and revise emergency motion to reject contracts and leases and proposed order	KDB	0.70	260.00	182.00
6/7/13	Revise motion to shorten notice on rejection motion and proposed order	KDB	0.50	260.00	130.00
6/11/13	Call with counsel for LA/Shadeland regarding rejection and termination of office space lease and preparation of agreed entry	KDB	0.20	260.00	52.00
6/11/13	Revise and finalize motion to reject leases and contracts and exhibit	KDB	0.90	260.00	234.00
6/14/13	Distribute final order approving stipulation rejecting office space lease to Mark Nondorf	KDB	0.10	260.00	26.00
6/24/13	Phone call with and email to court regarding vacating hearing on motion to reject contracts and entry of order	KDB	0.20	260.00	52.00
Total For Asset Disposition			11.20		2,970.00
Task	Business Operations				
5/8/13	Review correspondence exchange regarding Imagine payment	J J	0.30	550.00	165.00
5/29/13	Several emails to M. Otto regarding LION status, payment claim	J J	0.30	550.00	165.00
6/6/13	Review Innovative agreement for key terms on termination and noticing	KDB	0.20	260.00	52.00
6/12/13	Review supplemental certificate of service of motion to reject contracts and leases and authorize for filing	KDB	0.10	260.00	26.00
6/12/13	Draft stipulation and agreed entry approving the rejection and termination of office space lease and proposed order	KDB	1.10	260.00	286.00
6/12/13	Distribute agreed entry rejecting office space lease to counsel for LA/Shadeland (0.1) and several emails regarding same (0.2)	KDB	0.30	260.00	78.00
6/26/13	E-mails to M. Nondorf regarding contract termination procedures and distributing rejection order	KDB	0.20	260.00	52.00
6/27/13	Call with Mark Nondorf and Melanie Otto	KDB	0.60	260.00	156.00

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Task	Business Operations				
	about contract rejection procedures and claims objections				
Total	For Business Operations		3.10		980.00
Task	Case Administration				
5/1/13	Update master status spreadsheet following review of recently filed pleading	SBH	0.10	230.00	23.00
5/3/13	Update hearing date chart	SBH	0.20	230.00	46.00
5/6/13	Review M. Nondorf notes on amendments to Schedule F to prepare final revisions to Schedule F	KDB	0.40	260.00	104.00
5/7/13	Update master status spreadsheet following review of recently filed pleadings	SBH	0.10	230.00	23.00
5/14/13	Quick review of monthly operating report	KDB	0.20	260.00	52.00
5/15/13	E-mails to S. Herendeen and M. Nondorf regarding amendments to Schedule F	KDB	0.20	260.00	52.00
5/15/13	Electronically file monthly operating report	SBH	0.10	230.00	23.00
5/16/13	Draft, finalize and electronically file certificate of service	SBH	0.20	230.00	46.00
5/20/13	Review new data for Schedule F provided by M. Nondorf and follow-up email regarding same	KDB	0.20	260.00	52.00
5/20/13	Revise Schedule F following review of e-mail messages from K. Britton	SBH	0.40	230.00	92.00
5/21/13	E-mail messages with K. Britton and K. Goss regarding entry of order concerning SBA claim objection	SBH	0.10	230.00	23.00
5/22/13	Further revise Schedule F following voice mail messages from K. Britton	SBH	0.60	230.00	138.00
5/22/13	Review S. Herendeen's proposed service list for amended Schedule F and final revisions to Schedule F	KDB	0.30	260.00	78.00
5/22/13	Distribute amended Schedule F to Mark Nondorf for review and execution	KDB	0.10	260.00	26.00
5/23/13	Follow up with S. Herendeen regarding scheduling hearing dates for disclosure statement and plan confirmation	KDB	0.10	260.00	26.00
5/24/13	Update master status spreadsheet following review of recently filed pleadings (.1);	SBH	0.40	230.00	92.00

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DANIELS**

Task	Case Administration				
	attention to service of claim objection order (.1); draft/finalize certificate of service (.2)				
5/29/13	Review e-mail messages from K. Britton and M. Nondorf regarding amended Schedule F (.1); insert signature page (.1); review procedures manual regarding amended schedule filing protocol (.1); electronically file and serve amended schedule (.6); set calendar reminder regarding future omnibus hearing dates (.1)	SBH	1.00	230.00	230.00
5/31/13	Draft notice of vacated hearing (.2); update master status spreadsheet (.1)	SBH	0.30	230.00	69.00
6/4/13	Finalize and electronically file notice of vacated hearing (.1); update master status spreadsheet (.1)	SBH	0.20	230.00	46.00
6/6/13	Update eDockets calendar and hearing date chart following e-mail message from K. Britton	SBH	0.20	230.00	46.00
6/7/13	Draft motion and order setting emergency motion for expedited hearing on shortened notice following e-mail message from K. Britton	SBH	0.50	230.00	115.00
6/11/13	Telephone call from K. Britton regarding disclosure statement hearing notice (.1); revise, finalize, electronically file and serve emergency motion to reject executory contracts and leases following e-mail message from K. Britton (.4); revise, finalize, electronically file and serve motion for expedited hearing following e-mail message from K. Britton (.3); update master status spreadsheet (.1); e-mail message and telephone call to K. Goss regarding entry of order (.1); consultation with L. Kendrick regarding service of pleadings (.1); telephone call to K. Britton regarding entry of order (.1)	SBH	1.20	230.00	276.00
6/12/13	Update master status spreadsheet following review of recently filed pleadings (.1); e-mail messages with K. Britton regarding service issues (.1); telephone call from K. Britton regarding filings (.1); draft supplemental certificate of service and electronically file	SBH	1.40	230.00	322.00

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Task	Case Administration				
	same (.3); telephone call to T. Hollywood regarding hearing notice (.1); revise, finalize, electronically file and serve plan and disclosure statement (.7)				
6/13/13	Finalize, electronically file and serve agreed entry authorizing rejection of office space lease following e-mail messages from K. Britton (.4); finalize/upload order (.1); update master status spreadsheet (.1); electronically file certificate of service (.1)	SBH	0.70	230.00	161.00
6/14/13	Electronically file and serve operating report following e-mail message from K. Britton	SBH	0.30	230.00	69.00
6/14/13	Review monthly operating report	KDB	0.20	260.00	52.00
6/17/13	Attention to BMC issues, follow up with K. Britton	WWP	0.10	435.00	43.50
6/17/13	Update master status spreadsheet following review of recently filed pleadings (.1); draft, finalize and electronically file certificate of service (.2)	SBH	0.30	230.00	69.00
6/17/13	E-mail to BMC regarding service related issues	KDB	0.20	260.00	52.00
6/19/13	Conference with K. Britton regarding coverage of lease rejection motion	J J	0.20	550.00	110.00
6/21/13	Draft agenda and forward to K. Britton	SBH	0.20	230.00	46.00
6/23/13	Review and revise agenda for June 24 hearing	KDB	0.10	260.00	26.00
6/24/13	Revise, finalize and electronically file agenda following e-mail message from K. Britton (.3); draft, finalize and electronically file notice of vacated hearing following telephone call from K. Britton (.2); review calendar dates following e-mail message from K. Britton concerning key dates (.1); update master status spreadsheet following review of recently filed pleadings (.1); revise, finalize and upload order regarding rejection motion following e-mail message from K. Britton (.2)	SBH	0.90	230.00	207.00
6/25/13	Update master status spreadsheet following review of recently filed pleadings (.1); attention to service of order (.1); draft, finalize and electronically file certificate of service (.2)	SBH	0.40	230.00	92.00

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Task	Case Administration				
6/27/13	Call with creditor inquiring about bankruptcy notices	KDB	0.10	260.00	26.00
Total	For Case Administration		12.20		2,953.50
Task	Claims Administration and Objections				
5/15/13	Extended phone call with unsecured creditor regarding proof of claim deadline	KDB	0.40	260.00	104.00
5/21/13	Call with creditor inquiring about the claim deadline	KDB	0.10	260.00	26.00
5/22/13	Review SBA order and circulate to M. Nondorf, R. Siegel	J J	0.20	550.00	110.00
6/7/13	Review filed claims	J J	0.30	550.00	165.00
6/7/13	Email to M. Nondorf regarding filed claims and reconciliation process	KDB	0.30	260.00	78.00
6/7/13	Review claims report on BMC website for TWG case	KDB	0.20	260.00	52.00
6/11/13	Review claim register	J J	0.20	550.00	110.00
6/11/13	Review and distribute BMC claims report to Mark Nondorf	KDB	0.40	260.00	104.00
6/18/13	Conference with W. Ponader and J. Jaffe regarding claims analysis and objections	KDB	0.20	260.00	52.00
6/18/13	Review M. Nondorf spreadsheet regarding possible claims objections	WWP	0.10	435.00	43.50
6/18/13	Confer with K. Britton and J. Jaffe regarding claims objections, strategy in light of modest projected distributions to unsecureds	WWP	0.30	435.00	130.50
6/18/13	Review and analyze claims file and TWG notes on claims reconciliation	KDB	1.10	260.00	286.00
6/18/13	Call with M. Nondorf and M. Otto regarding claims file and potential objections	KDB	0.40	260.00	104.00
6/18/13	Conference with K. Britton, W. Ponader regarding claim objection strategy	J J	0.20	550.00	110.00
6/23/13	Review and analyze filed claims for potential objections (2.5); draft claim summary with potential objections (0.8)	KDB	3.30	260.00	858.00
6/23/13	Review Jim Wallace claims and underlying agreements (0.3); quick research into issues underlying Wallace alleged priority and secured claims (0.4)	KDB	0.70	260.00	182.00

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Task	Claims Administration and Objections				
6/24/13	Review Wallace employment agreement for rights on termination and impact on filed claims	KDB	0.40	260.00	104.00
Total For Claims Administration and Objections			8.80		2,619.00

Task	Fee/Employment Applications				
5/6/13	Review, finalize and file notice of invoice	KDB	0.20	260.00	52.00
5/6/13	Prepare draw request	J J	0.20	550.00	110.00
5/21/13	Revise Proforma for draw request	J J	0.30	550.00	165.00
Total For Fee/Employment Applications			0.70		327.00

Task	Plan and Disclosure Statement				
5/4/13	Analyze terms of plan of liquidation for treatment of tax claims and whether a 505 determination is necessary (0.4); follow up email to W. Ponader regarding same (0.3)	KDB	0.70	260.00	182.00
5/6/13	Review and revise plan of liquidation and disclosure statement	KDB	5.20	260.00	1,352.00
5/6/13	Review TWG Disclosure Statement and Plan, prepare detailed email to K. Britton marking revisions	WWP	3.90	435.00	1,696.50
5/8/13	Work on Plan	J J	1.70	550.00	935.00
5/20/13	Consult with W. Ponader regarding status of plan and disclosure statement and follow-up email to M. Nondorf regarding same	KDB	0.20	260.00	52.00
5/20/13	Work on Plan	J J	0.80	550.00	440.00
5/21/13	Review J. Jaffe comments to Plan, consideration of issues/raised questions	WWP	0.60	435.00	261.00
5/21/13	Revise Plan	J J	0.70	550.00	385.00
5/22/13	Review J. Jaffe comments to Plan with K. Britton, explain/instruct revisions required	WWP	0.60	435.00	261.00
5/22/13	Revise plan of liquidation	KDB	1.40	260.00	364.00
5/22/13	Prepare for and participate in conference call with Mark Nondorf, Melanie Otto, and Wendy Ponader regarding terms of plan of liquidation and rejection of certain contracts and leases	KDB	1.30	260.00	338.00
5/22/13	Conference with W. Ponader regarding proposed revisions to draft plan of liquidation	KDB	0.20	260.00	52.00

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Task	Plan and Disclosure Statement				
	and disclosure statement				
5/22/13	Conference call with M. Nondorf and M. Otto and K. Britton regarding questions on Plan, executory contract rejection and related matters	WWP	1.00	435.00	435.00
5/22/13	Follow up discussion with K. Britton regarding change to particular Plan revisions	WWP	0.20	435.00	87.00
5/23/13	Several emails with BMC regarding solicitation procedures and timing	KDB	0.20	260.00	52.00
5/23/13	Distribute plan and disclosure statement to Mark Nondorf and Melanie Otto	KDB	0.20	260.00	52.00
5/23/13	Locate sample Debtor Release and improved exculpation language and conference with W. Ponader regarding incorporation into Plan	J J	0.90	550.00	495.00
5/23/13	Begin revisions to draft Plan and Disclosure Statement	WWP	0.40	435.00	174.00
5/23/13	Confer with J. Jaffe regarding releasing and exculpation expansion	WWP	0.40	435.00	174.00
5/23/13	Review Plan changes	J J	0.30	550.00	165.00
5/23/13	Review and revise plan and disclosure statement	KDB	3.20	260.00	832.00
5/24/13	Study expanded language provided by J. Jaffe	WWP	0.20	435.00	87.00
5/24/13	Revise Plan and Disclosure Statement per May 23 discussion with J. Jaffe on exculpation and injunction provisions	WWP	1.20	435.00	522.00
5/24/13	Prepare email circulating revised document	WWP	0.10	435.00	43.50
5/24/13	Review revisions to Plan/Disclosure Statement	J J	0.30	550.00	165.00
5/28/13	Review revised plan and conference with W. Ponader regarding need to include Debtor release	J J	0.20	550.00	110.00
5/28/13	Review added language to plan	J J	0.20	550.00	110.00
5/28/13	Follow up discussion with J. Jaffe regarding scope of Debtor release	WWP	0.10	435.00	43.50
5/28/13	Further revise Plan and Disclosure Statement to add Debtor Release	WWP	1.00	435.00	435.00
5/30/13	Telephone conference with W. Ponader regarding Plan timeline, merits or opportunity to combine Plan/Disclosure Statement hearing	J J	0.20	550.00	110.00

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Task	Plan and Disclosure Statement				
5/30/13	Discuss Plan timeline, confirmation that TWG will not seek to complete one hearing approval of Disclosure Statement and Plan	WWP	0.20	435.00	87.00
6/5/13	Extended conference call with M. Nondorf, M. Otto and W. Ponader regarding terms and provisions of the plan of liquidation, rejection of various leases and contracts, and other wind-down matters	KDB	1.50	260.00	390.00
6/5/13	Conference call with M. Otto, M. Nondorf, K. Britton regarding reviewing Plan and Disclosure Statement, executory contract issues, Plan sale considerations, timeline	WWP	1.50	435.00	652.50
6/5/13	Final tweaks	WWP	0.20	435.00	87.00
6/5/13	"Nit" revisions to Plan and Disclosure Statement, prepare email circulating for review	WWP	0.40	435.00	174.00
6/5/13	Review latest revisions to Plan and Disclosure Statement	J J	0.30	550.00	165.00
6/6/13	Quick review changes to Plan and Disclosure Statement	J J	0.20	550.00	110.00
6/6/13	Call with Kristin Goss regarding scheduling hearings on disclosure statement and plan confirmation	KDB	0.20	260.00	52.00
6/6/13	Email to W. Ponader and J. Jaffe regarding same	KDB	0.10	260.00	26.00
6/6/13	Quick review Carmel Funding's counsel's comments on plan of liquidation and disclosure statement	KDB	0.20	260.00	52.00
6/6/13	Confer with K. Britton regarding details of TWG Disclosure Statement Order, considerations for BMC, review of Rules	WWP	0.20	435.00	87.00
6/6/13	Email exchange with S. Herendeen regarding TWG Plan and Disclosure Statement hearings scheduling, time required	WWP	0.30	435.00	130.50
6/6/13	Prepare email to J. Jaffe and K. Britton communicating on revisions to Disclosure Statement and Plan, next steps	WWP	0.20	435.00	87.00
6/6/13	Review proposed revisions to both Disclosure Statement and Plan by director, shareholder and DIP Lender counsel	WWP	0.80	435.00	348.00

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Task	Plan and Disclosure Statement				
6/6/13	E-mail to BNC regarding timing of filing disclosure statement, confirmation hearing, and solicitation procedures	KDB	0.20	260.00	52.00
6/6/13	Consult with W. Ponader and S. Herendeen regarding scheduling hearing on disclosure statement and confirmation hearing	KDB	0.20	260.00	52.00
6/7/13	Email exchange with K. Britton and J. Jaffe regarding Liquidation Analysis, consideration of claims objections are related administrative expenses	WWP	0.30	435.00	130.50
6/7/13	Locate form liquidation analysis to distribute to M. Nondorf	KDB	0.50	260.00	130.00
6/7/13	Revise plan of liquidation and disclosure statement to reflect Carmel Funding comments	KDB	2.50	260.00	650.00
6/7/13	Review and docket hearing dates for Plan Confirmation	J J	0.30	550.00	165.00
6/10/13	Produce fee projection for liquidation analysis	J J	0.20	550.00	110.00
6/10/13	Call with M. Nondorf regarding preparation of liquidation analysis for disclosure statement	KDB	0.30	260.00	78.00
6/10/13	Consult with J. Jaffe regarding fee estimate and preparation of liquidation analysis	KDB	0.20	260.00	52.00
6/11/13	Telephone conference with M. Nondorf and conference with W. Ponader regarding liquidation analysis, plan recoveries for unsecured creditors	J J	0.40	550.00	220.00
6/11/13	Several emails to / from BMC regarding details on solicitation procedures and estimated BMC costs	KDB	0.20	260.00	52.00
6/11/13	Multiple calls with Mark Nondorf regarding liquidation analysis and lease rejection	KDB	0.90	260.00	234.00
6/11/13	Conferences and telephone conferences with J. Jaffe, K. Britton, M. Nondorf and M. Otto regarding finalizing Plan and Disclosure Statement, Liquidation Analysis, revisions regarding same	WWP	2.90	435.00	1,261.50
6/11/13	Conference with W. Ponader regarding revisions to liquidation analysis	KDB	0.50	260.00	130.00
6/12/13	Review and revise plan of liquidation and	KDB	1.40	260.00	364.00

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Task	Plan and Disclosure Statement				
	disclosure statement and exhibits in preparation for filing				
6/12/13	Review W. Ponader analysis and conference with W. Ponader regarding plan distribution, claim objections	J J	0.30	550.00	165.00
6/12/13	Complete revisions to Liquidation Analysis	WWP	0.60	435.00	261.00
6/12/13	Telephone call with Nondorf to discuss projections, administrative estimates	WWP	0.40	435.00	174.00
6/12/13	Conference with K. Britton regarding Disclosure Statement Order, Balloting instructions	WWP	0.20	435.00	87.00
6/17/13	Docket Disclosure Statement hearing	J J	0.20	550.00	110.00
6/18/13	Call with affinity inquiring about receipt of plan and disclosure statement	KDB	0.10	260.00	26.00
6/23/13	Create calendar of solicitation and confirmation timeline and key dates	KDB	0.50	260.00	130.00
6/25/13	Telephone calls with creditors regarding questions on Disclosure Statement	WWP	0.40	435.00	174.00
6/27/13	Email to Mark Nondorf and Melanie Otto about projected timeline of voting and plan confirmation	KDB	0.20	260.00	52.00
Total For Plan and Disclosure Statement			47.80		17,718.50

Total Services..... Hours 83.80 27,568.00

Date	Disbursements	Total
5/29/13	Disbursement For: - Clerk, U.S. Bankruptcy Court - Jay Jaffe Mastercard - Added creditor fees Bank ID: MASTER Check Number: JJ06131	30.00
Total For Disbursement For:		30.00
5/15/13	Postage Postage	15.18
5/30/13	Postage Postage	46.24
6/12/13	Postage Postage	39.60
6/13/13	Postage Postage	10.58
6/14/13	Postage Postage	25.76
6/25/13	Postage Postage	13.80
Total For Postage		151.16

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Copying	7.80
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Total Disbursements.....\$	188.96
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Total Services And Disbursements.....\$	27,756.96
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Task Description	Hours	Value
B002 Asset Disposition	11.20	2,970.00
B003 Business Operations	3.10	980.00
B004 Case Administration	12.20	2,953.50
B005 Claims Administration and Objections	8.80	2,619.00
B007 Fee/Employment Applications	0.70	327.00
B012 Plan and Disclosure Statement	47.80	17,718.50
	83.80	27,568.00

FaegreBD.com

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DANIELS**

USA ▼ UK ▼ CHINA

August 21, 2013

Invoice: 32008681
Tax ID: 41-0244008

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

INVOICE SUMMARY

RE: Restructuring
FaegreBD File: 973343.000011

For professional services rendered and disbursements incurred through July 31, 2013

Services:	17,677.50
Total Disbursements:	<u>369.06</u>
INVOICE TOTAL:	\$ 18,046.56

August 21, 2013

Invoice: 32008681
Tax ID: 41-0244008Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256**INVOICE DETAIL**RE: Restructuring
FaegreBD File: 973343.000011

For professional services rendered and disbursements incurred through July 31, 2013

PROFESSIONAL SERVICES:**Task: B002 Asset Disposition**

Date	Name	Hours	\$ Value	Professional Services
07/09/13	K.D. Britton	0.70	182.00	Draft stipulation rejecting and terminating equipment lease and services agreement and proposed order
07/10/13	W.W. Ponader	0.60	261.00	Call with Mark N. and M. Otto reviewing status of Imagine receivable (.3); confer with J. Jaffe regarding compromise (.2); follow-up with M. Nondorf (.1)
07/10/13	K.D. Britton	0.20	52.00	Emails with Pitney Bowes regarding contract rejection and filing of agreed entry
07/15/13	K.D. Britton	3.80	988.00	Draft motion for approval of Imagine settlement regarding outstanding receivable, motion to shorten time, and proposed orders
07/15/13	W.W. Ponader	0.30	130.50	Email exchange with M. Otto regarding settlement agreement with Imagine expectation of proposed revisions from Imagine counsel; follow-up regarding confirmation of no subjective conditions for delivery of final \$10,000
07/15/13	J. Jaffe	0.20	110.00	Email exchanges regarding Imagine settlement
07/16/13	J. Jaffe	0.20	110.00	Conference with W. Ponader regarding Imagine documentation
07/17/13	W.W. Ponader	0.40	174.00	Review Imagine settlement documents
07/17/13	J. Jaffe	0.30	165.00	Review Imagine Settlement Agreement and email W. Ponader with comments
07/17/13	J. Jaffe	0.30	165.00	Review and comment on Access Agreement
07/18/13	J. Jaffe	0.20	110.00	Review M. Otto comments to Imagine documents

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Date	Name	Hours	\$ Value	Professional Services
07/18/13	W.W. Ponader	0.70	304.50	Revise proposed Imagine Settlement Amendment and Access Agreement
07/18/13	W.W. Ponader	0.10	43.50	Communication with TWG and Imagine counsel regarding settlement of Imagine Accounts Receivable
07/18/13	J. Jaffe	0.20	110.00	Email B. Gebhard regarding AOR substitution for Carmel Funding
07/18/13	K.D. Britton	1.50	390.00	Complete drafting of, review and revise motion for approval of settlement with Imagine and Lion Trust and proposed order
07/18/13	K.D. Britton	0.20	52.00	Review amendment to Imagine / Lion Trust settlement agreement and access agreement for key terms to include in 9019 motion
07/19/13	W.W. Ponader	0.20	87.00	Review Imagine further proposed changes to the Amendment and Access Agreement
07/19/13	W.W. Ponader	0.10	43.50	Prepare email to TWG regarding Imagine further proposed changes to the Amendment and Access Agreement
07/19/13	W.W. Ponader	0.40	174.00	Finalize Amendment and Access Agreement, prepare email giving instructions regarding parties' execution, exchange of signatures, next steps on 9019 Motion
07/19/13	J. Jaffe	0.40	220.00	Review several rounds of B. Gebhard revisions to Access Agreement and conference with W. Ponader regarding same
07/19/13	K.D. Britton	0.10	26.00	Distribute wire instructions to counsel for Imagine for settlement payment
07/19/13	K.D. Britton	0.10	26.00	Review revisions to settlement agreement amendment with Lion Trust / Imagine
07/22/13	K.D. Britton	0.40	104.00	Review and revise motion to approve Imagine settlement and proposed order
07/22/13	W.W. Ponader	0.10	43.50	Email exchange with Imagine counsel regarding execution and delivery of documents
07/22/13	W.W. Ponader	0.10	43.50	Review final proposed 9019 draft of motion and order regarding settlement on Imagine \$30,000 Accounts Receivable
07/23/13	W.W. Ponader	0.10	43.50	Email exchange with Imagine counsel regarding payment, delivery of executed documents, delay, issues
07/23/13	J. Jaffe	0.20	110.00	Follow-up on Imagine settlement
07/23/13	K.D. Britton	0.50	130.00	Revise and finalize motion for approval of Lion Trust / Imagine settlement, proposed order, and exhibits to prepare for filing
07/23/13	K.D. Britton	0.40	104.00	Revise and finalize notice of hearing on motion for approval of Lion Trust / Imagine settlement
07/25/13	K.D. Britton	0.20	52.00	Distribute fully executed copies of Access Agreement and Amendment to Settlement Agreement to counsel for Lion Trust / Imagine
Total B002		13.20	\$4,554.50	

Task: B003 Business Operations

Date	Name	Hours	\$ Value	Professional Services
07/01/13	K.D. Britton	0.20	52.00	Email to M. Nondorf regarding effect of contract rejection

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Date	Name	Hours	\$ Value	Professional Services
07/02/13	K.D. Britton	0.30	78.00	Call with M. Nondorf regarding Pitney Bowes contract and Anthem communications
07/08/13	K.D. Britton	0.20	52.00	Email to M. Nondorf regarding issues related rejection of equipment leases
07/09/13	K.D. Britton	0.50	130.00	Phone call and several emails to Pitney Bowes regarding rejection of equipment lease and services agreement and execution of stipulation
07/25/13	J. Jaffe	0.40	220.00	Emails to M. Meeker, B. Kramer, M. Nondorf regarding insurance coverage issues
	Total B003	1.60	\$532.00	

Task: B004 Case Administration

Date	Name	Hours	\$ Value	Professional Services
07/01/13	S.B. Herendeen	0.50	115.00	Draft, finalize and electronically file notice of vacated hearing (.3); update master status spreadsheet (.1); email message to K. Goss regarding vacated hearing (.1)
07/08/13	S.B. Herendeen	0.30	69.00	Draft notice of telephonic dial-in number following email message from K. Britton
07/09/13	S.B. Herendeen	0.30	69.00	Finalize, electronically file and serve notice of telephonic dial-in number (.2); update master status spreadsheet (.1)
07/10/13	S.B. Herendeen	1.00	230.00	Voice mail message from and telephone call to K. Britton regarding solicitation packet issue (.1); revise, finalize, electronically file and serve agreed entry following email message from K. Britton (.5); finalize/upload order (.1); draft notice of immaterial modification following email message from K. Britton (.3)
07/11/13	S.B. Herendeen	2.20	506.00	Telephone call from W. Ponader regarding number of satisfied claimants and amount of satisfied claims (.1); compare lists of satisfied claims to filed schedules to determine same (1.5); revise notice of immaterial modifications and exhibits following numerous email messages from K. Britton (.6)
07/12/13	K.D. Britton	0.20	52.00	Review and approve monthly operating report for filing
07/12/13	S.B. Herendeen	1.40	322.00	Revise, finalize, electronically file and serve amended disclosure statement and notice of redline following email message from K. Britton (.6); upload order (.1); update master status spreadsheet, calendar and hearing date chart (.4); electronically file and serve operating report following email message from K. Britton (.2); voice mail message from and telephone call to K. Goss regarding disclosure statement order (.1)
07/15/13	S.B. Herendeen	0.30	69.00	Draft, finalize and electronically file certificate of service (.2); update master status spreadsheet (.1)
07/16/13	S.B. Herendeen	0.10	23.00	Finalize and upload order following email messages from K. Goss and K. Britton
07/17/13	S.B. Herendeen	0.40	92.00	Review numerous email messages between K. Britton, W. Ponader and V. Bakhshian regarding solicitation package (.2); update master status spreadsheet and calendar (.2)

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Date	Name	Hours	\$ Value	Professional Services
07/19/13	S.B. Herendeen	0.50	115.00	Draft notice regarding motion to compromise with Imagine and Lion following email message from K. Britton
07/23/13	K.D. Britton	0.20	52.00	Deliver hearing notice to BMC for service on all creditors (0.1); advise regarding service of 9019 motion (0.1)
07/24/13	S.B. Herendeen	0.60	138.00	Review numerous email messages regarding service of solicitation package (.1); electronically file certificate of service (.2); update master status spreadsheet and eDockets calendar (.3)
07/29/13	J. Jaffe	0.20	110.00	Review BMC invoice
	Total B004	8.20	\$1,962.00	

Task: B005 Claims Administration and Objections

Date	Name	Hours	\$ Value	Professional Services
07/03/13	J. Jaffe	0.50	275.00	Review and respond to Spectrum email concerning claim validity
07/08/13	J. Jaffe	0.20	110.00	Review K. Britton claim analysis
07/08/13	K.D. Britton	1.10	286.00	Prepare and distribute claims analysis and itemization of objections
07/17/13	J. Jaffe	0.40	220.00	Discussions regarding down line claims, strategy to object or designate
	Total B005	2.20	\$891.00	

Task: B007 Fee/Employment Applications

Date	Name	Hours	\$ Value	Professional Services
07/19/13	J. Jaffe	0.30	165.00	Prepare pro forma for draw request
	Total B007	0.30	\$165.00	

Task: B012 Plan and Disclosure Statement

Date	Name	Hours	\$ Value	Professional Services
07/08/13	J. Jaffe	0.20	110.00	Conference with K. Britton regarding preference for Disclosure Statement hearing if no objection
07/08/13	J. Jaffe	0.20	110.00	Conference with W. Ponader regarding presentation points for Disclosure Statement hearing
07/08/13	K.D. Britton	0.10	26.00	Phone call with K. Goss regarding hearing on disclosure statement
07/08/13	W.W. Ponader	0.90	391.50	Confer with J. Jaffe and K. Britton regarding 7/11 hearing on Disclosure Statement (.4); follow-up discussion with K. Britton regarding no objections to date, information regarding expunged claims, other matters relevant to Disclosure Statement hearing presentation (.3); review claims analysis (.2)
07/08/13	K.D. Britton	2.20	572.00	Draft order approving disclosure statement and form ballot

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Date	Name	Hours	\$ Value	Professional Services
07/09/13	W.W. Ponader	1.30	565.50	Call with J. Jaffe and UST B. Kramer regarding Kramer issues with Disclosure Statement (.3); call with M. Nondorf regarding UST questions, modifications to DS, next steps (.5); review M. Nondorf revised projections assuming Plan confirmation, prepare email to J. Jaffe reviewing same
07/09/13	K.D. Britton	0.30	78.00	Phone call with BMC Group regarding estimated cost to complete solicitation and ballot tabulation
07/09/13	K.D. Britton	0.50	130.00	Review and revise ballot and proposed order approving disclosure statement
07/09/13	J. Jaffe	0.30	165.00	Review financial matters and conference with W. Ponader regarding modification to disclosure statement
07/09/13	J. Jaffe	0.20	110.00	Email and telephone conference with B. Kramer regarding U.S. Trustee disclosure statement issues
07/10/13	K.D. Britton	0.90	234.00	Conferences with W. Ponader, M. Nondorf, and M. Otto regarding revisions to disclosure statement and status of Imagine discussions
07/10/13	K.D. Britton	0.70	182.00	Revise disclosure statement to reflect comments received by United States Trustee
07/10/13	K.D. Britton	0.20	52.00	Call with BMC Group regarding solicitation procedures
07/10/13	K.D. Britton	0.10	26.00	Consult with S. Herendeen regarding solicitation procedures
07/10/13	W.W. Ponader	0.20	87.00	Review immaterial modification
07/10/13	J. Jaffe	0.20	110.00	Conference with W. Ponader regarding financial analysis for amendment to Disclosure Statement
07/11/13	K.D. Britton	0.80	208.00	Prepare for and participate in hearing on disclosure statement
07/11/13	K.D. Britton	0.10	26.00	Revise notice of immaterial modifications to disclosure statement
07/11/13	K.D. Britton	0.30	78.00	Prepare disclosure statement, as immaterially modified, and order on disclosure statement for filing
07/11/13	W.W. Ponader	0.80	348.00	Prepare for Disclosure Statement hearing
07/11/13	W.W. Ponader	0.20	87.00	Telephone call with M. Nondorf regarding hearing agenda
07/11/13	W.W. Ponader	0.20	87.00	Attend hearing telephonically
07/11/13	W.W. Ponader	0.60	261.00	Discuss next steps with M. Nondorf
07/11/13	W.W. Ponader	0.20	87.00	Review/revise Order Approving Disclosure Statement
07/11/13	J. Jaffe	0.20	110.00	Follow-up with W. Ponader following Disclosure Statement hearing
07/12/13	J. Jaffe	0.20	110.00	Review final disclosure agreement
07/12/13	K.D. Britton	0.20	52.00	Consult with S. Herendeen regarding uploading order approving disclosure statement and modified disclosure statement
07/15/13	K.D. Britton	0.80	208.00	Analyze BMC creditor list to classify creditors into appropriate classes and delete duplication
07/16/13	K.D. Britton	0.20	52.00	Phone call with K. Goss regarding entry of order on disclosure statement
07/16/13	K.D. Britton	0.10	26.00	Revise order on disclosure statement
07/16/13	K.D. Britton	1.90	494.00	Draft summary of voting group classification
07/16/13	K.D. Britton	0.70	182.00	Several emails with BMC regarding solicitation procedures

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Date	Name	Hours	\$ Value	Professional Services
07/16/13	K.D. Britton	2.20	572.00	Analyze creditor list provided by BMC to classify creditors into voting classes
07/16/13	W.W. Ponader	0.20	87.00	Confer with K. Britton regarding balloting issues
07/16/13	W.W. Ponader	0.80	348.00	Additional attention to other solicitation questions, decisions on form agreement delivery, other considerations
07/17/13	W.W. Ponader	0.40	174.00	Discuss solicitation issues with J. Jaffe and K. Britton
07/17/13	W.W. Ponader	0.40	174.00	Review solicitation provisions under Bankruptcy Code related to disputed creditors and entitlement to receive a ballot, interplay of Bankruptcy Code and Local Rules
07/17/13	K.D. Britton	0.50	130.00	Several conferences with W. Ponader regarding solicitation procedures and designation of votes
07/17/13	K.D. Britton	0.30	78.00	Conference with J. Jaffe and W. Ponader regarding impact of remission motion and members of voting class 5
07/17/13	K.D. Britton	1.10	286.00	Update list of creditor classification to reflect revisions to classes 4 and 5
07/17/13	K.D. Britton	0.60	156.00	Research designation and disqualification procedures in vote tabulation and certification
07/17/13	K.D. Britton	0.30	78.00	Conference with W. Ponader and M. Nondorf regarding solicitation and inclusion of TWG letter
07/17/13	K.D. Britton	0.30	78.00	Review and approve CD label and other content of solicitation packages received from BMC
07/17/13	W.W. Ponader	0.10	43.50	Telephone call with M. Nondorf regarding Plan support letter
07/17/13	J. Jaffe	0.30	165.00	Conference with W. Ponader regarding service of disclosure package and Nondorf cover letter
07/18/13	J. Jaffe	0.30	165.00	Revise CEO cover letter for Plan package
07/18/13	J. Jaffe	0.20	110.00	Review conclusion of W. Ponader on ballot/voting issue
07/18/13	W.W. Ponader	0.10	43.50	Email to J. Jaffe reporting on Bankruptcy Rule 3003 and Bankruptcy Rule 3017 resolution on balloting
07/18/13	W.W. Ponader	0.80	348.00	Draft TWG solicitation letter to go with balloted packages
07/18/13	W.W. Ponader	0.20	87.00	Conferences with K. Britton regarding solicitation questions
07/18/13	K.D. Britton	0.10	26.00	Review and comment on debtor letter to be included in solicitation package
07/18/13	K.D. Britton	0.50	130.00	Review creditor grid provided by BMC to authorize for distribution of solicitation packages (0.3); follow-up email to BMC regarding same (0.2)
07/19/13	W.W. Ponader	0.20	87.00	Review numerous email exchanges between K. Britton and BMC, balloting agent, regarding solicitation to go out July 22, issues, advising K. Britton
07/19/13	J. Jaffe	0.20	110.00	Assist efforts to assemble Plan package for distribution
07/19/13	K.D. Britton	0.80	208.00	Review and comment on final ballots for inclusion in solicitation packages
07/19/13	K.D. Britton	0.10	26.00	Distribute Word version ballots to BMC for solicitation
07/22/13	K.D. Britton	0.10	26.00	Distribute executed TWG letter to BMC for inclusion in solicitation packages
07/24/13	J. Jaffe	0.20	110.00	Conference with K. Britton regarding submission and tabulation of ballots

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Date	Name	Hours	\$ Value	Professional Services
07/29/13	J. Jaffe	0.20	110.00	Receive ballots and conference with C. Wondra regarding creation of folder and spread sheet to track
07/31/13	J. Jaffe	0.20	110.00	Several email exchanges with C. Reimer regarding Plan disposition of IR7
07/31/13	J. Jaffe	0.10	55.00	Review ballots received
07/31/13	W.W. Ponader	0.20	87.00	Confer with J. Jaffe regarding telephone call from Fifth Third counsel regarding sale of IRF interests
Total B012		28.00	\$9,573.00	
Total Hours		53.50		

TOTAL SERVICES: \$ 17,677.50

DISBURSEMENTS:

Description	Date	\$ Value	Quantity
Internal Copying/Printing		287.30	2136
Subtotal Summarized Disbursements			287.30
Description	Date	\$ Value	Quantity
Postage Postage	07/09/2013	10.58	
Postage Postage	07/10/2013	11.04	
Postage Postage	07/12/2013	34.96	
Postage Postage	07/12/2013	25.18	
Subtotal Postage			81.76

TOTAL DISBURSEMENTS: \$ 369.06

INVOICE TOTAL \$ 18,046.56

FaegreBD.cdrh

**FAEGRE BAKER
DANIELS**

USA ▼ UK ▼ CHINA

September 30, 2013

Invoice: 32009484
Tax ID: 41-0244008

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

INVOICE SUMMARY

RE: Restructuring
FaegreBD File: 973343.000011

For professional services rendered and disbursements incurred through August 31, 2013

Services:	10,103.50
Total Disbursements:	<u>131.52</u>
INVOICE TOTAL:	\$ 10,235.02

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**FAEGRE BAKER
DANIELS**

USA • UK • CHINA

September 30, 2013

Invoice: 32009484

Tax ID: 41-0244008

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

INVOICE DETAIL

RE: Restructuring
FaegreBD File: 973343.000011

For professional services rendered and disbursements incurred through August 31, 2013

PROFESSIONAL SERVICES:**Task: B003 Business Operations**

Date	Name	Hours	\$ Value	Professional Services
08/01/13	J. Jaffe	0.30	165.00	Conference call with C. Reimer regarding IR7 disposition and possible payment for deferral
08/02/13	J. Jaffe	0.30	165.00	Conference call with M. Otto regarding Fifth Third request for hold back on IR7 disposition
08/05/13	J. Jaffe	0.80	440.00	Telephone conference with M. Otto and conference call with Ray Siegel et al regarding Fifth Third request to defer disposition of IR7
08/05/13	J. Jaffe	0.20	110.00	Follow-up call with M. Nondorf and telephone conference with C. Reimer regarding IR7
08/21/13	J. Jaffe	0.30	165.00	Conference with J. Brown regarding access to codes from IR entities
08/28/13	K.D. Britton	0.10	26.00	Review correspondence from IDR regarding tax liability and email to M. Nondorf regarding same
Total B003		2.00	\$1,071.00	

Task: B004 Case Administration

Date	Name	Hours	\$ Value	Professional Services
08/07/13	S.B. Herendeen	0.20	46.00	Revise, finalize and electronically file notice of invoice following telephone call and email message from C. Wondra

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Date	Name	Hours	\$ Value	Professional Services
08/09/13	S.B. Herendeen	0.20	46.00	Update master status spreadsheet following review of recently filed pleadings (.1); email messages with K. Britton and S. Ordaz regarding creditor request for replacement CD-ROM
08/12/13	S.B. Herendeen	0.10	23.00	Update master status spreadsheet and service list following review of recently filed pleadings
08/13/13	S.B. Herendeen	0.70	161.00	Revise, finalize and upload order (.2); email messages with K. Britton (.2); revise, finalize and electronically file notice of submission of exhibits (.1); update master status spreadsheet following review of recently filed pleadings (.2)
08/14/13	K.D. Britton	0.10	26.00	Quick review of monthly operating report prior to filing
08/14/13	S.B. Herendeen	0.60	138.00	Revise, finalize and upload order following email message from K. Britton (.1); electronically file and serve operating report following email message from K. Britton (.2); draft, finalize and electronically file certificate of service (.2); update master status spreadsheet (.1)
08/15/13	S.B. Herendeen	0.30	69.00	Attention to service of order (.1); draft, finalize and electronically file certificate of service (.1); update master status spreadsheet (.1)
08/26/13	S.B. Herendeen	0.50	115.00	Draft agenda following review of calendar and master status spreadsheet (.3); revise, finalize and electronically file notice of invoice following email message from C. Wondra (.2)
08/26/13	S.B. Herendeen	0.60	138.00	Draft agenda following review of calendar and master status spreadsheet (.3); revise, finalize and electronically file notice of invoice following email message from C. Wondra (.2); update master status spreadsheet (.1)
08/28/13	S.B. Herendeen	0.40	92.00	Revise, finalize, electronically file and serve certification of ballot report following email message from K. Britton (.3); update master status spreadsheet (.1)
08/30/13	S.B. Herendeen	0.10	23.00	Revise agenda and forward to K. Britton
Total B004		3.80	\$877.00	

Task: B007 Fee/Employment Applications

Date	Name	Hours	\$ Value	Professional Services
08/06/13	J. Jaffe	0.30	165.00	Prepare draw notices for April - June
08/21/13	J. Jaffe	0.20	110.00	Edit proforma for draw request
08/26/13	J. Jaffe	0.20	110.00	Prepare draw notice
Total B007		0.70	\$385.00	

Task: B010 Litigation

Date	Name	Hours	\$ Value	Professional Services
08/29/13	K.D. Britton	0.20	52.00	Direct disbursement of escrowed settlement proceeds
Total B010		0.20	\$52.00	

Task: B012 Plan and Disclosure Statement

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Date	Name	Hours	\$ Value	Professional Services
08/01/13	W.W. Ponader	0.40	174.00	Call with Fifth Third Counsel and J. Jaffe regarding request that TWG postpone "Plan Sale" with respect to TR7 members interests
08/01/13	W.W. Ponader	0.10	43.50	Follow-up discussion with J. Jaffe regarding TWG position
08/02/13	W.W. Ponader	0.10	43.50	Follow-up discussion with J. Jaffe regarding Fifth Third request for delay for Plan Sale effect on Plan
08/02/13	W.W. Ponader	0.30	130.50	Call with M. Otto and J. Jaffe reviewing Fifth Third request and considerations, request for TWG analysis by hard costs of delay
08/05/13	W.W. Ponader	0.30	130.50	Confer with K. Britton regarding Plan Exhibit deadline, content as to proposed "Plan Sale," new issue regarding Fifth Third request to delay
08/07/13	K.D. Britton	0.30	78.00	Conference with W. Ponader regarding terms of plan sale and potential modification to plan and disclosure statement
08/08/13	K.D. Britton	0.10	26.00	Review correspondence from downline agent requesting copy of the CD with plan and disclosure statement
08/08/13	K.D. Britton	0.10	26.00	Distribute copies of CD with plan and disclosure statement
08/08/13	J. Jaffe	0.20	110.00	Review Throssel objection and email M. Nondorf regarding same
08/11/13	K.D. Britton	3.70	962.00	Draft, review and revise exhibits to plan
08/12/13	W.W. Ponader	0.40	174.00	Review/revise "Plan Sale" and "Retained Actions" exhibits to Plan for filing August 13, 2013
08/13/13	W.W. Ponader	0.50	217.50	Discussion and follow-up with K. Britton regarding Plan Sale Term Sheet, questions on value of various ownership interests, rights to retain any service fees or commissions
08/13/13	K.D. Britton	0.20	52.00	Conference with W. Ponader regarding details of exhibits to plan
08/13/13	K.D. Britton	0.30	78.00	Calls with M. Nondorf regarding exhibits to plan
08/13/13	K.D. Britton	0.20	52.00	Emails to / from K. Goss regarding creditor inquiry regarding copy of plan and disclosure statement
08/13/13	K.D. Britton	0.20	52.00	Draft notice of submission of exhibits to plan
08/13/13	K.D. Britton	0.20	52.00	Review detail on IR7 commission vehicles' bank activity
08/13/13	K.D. Britton	1.10	286.00	Review and revise exhibits to plan
08/20/13	K.D. Britton	0.20	52.00	Multiple calls regarding voting deadline on plan of liquidation
08/20/13	W.W. Ponader	0.30	130.50	Review balloting to date, confer with K. Britton regarding efforts to encourage voting, Wallace wild card
08/21/13	K.D. Britton	0.10	26.00	Review ballot received from affinity group
08/21/13	K.D. Britton	0.10	26.00	Call with unsecured creditor regarding voting on plan
08/22/13	K.D. Britton	0.60	156.00	Call with M. Nondorf and M. Otto regarding plan status and related wind-down matters (0.4); conference with W. Ponader and J. Jaffe regarding IR7 Commission Vehicles inclusion in plan sale (0.1); call with M. Otto and emails to J. Brown and W. Ponader regarding Insurance Receivable entities' operating agreements (0.1)
08/22/13	J. Jaffe	0.50	275.00	Conference with W. Ponader and review Plan materials to prepare for Fifth Third call on IR issues

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Date	Name	Hours	\$ Value	Professional Services
08/22/13	W.W. Ponader	0.20	87.00	Respond to J. Brown regarding questions on Operating Agreements of IR2 - IR6
08/22/13	W.W. Ponader	0.40	174.00	Confer with J. Jaffe regarding particulars of Operating Agreements, interplay with Plan sale and treatment of "Dormant Subsidiaries" under the Plan
08/23/13	W.W. Ponader	0.40	174.00	Discuss with K. Britton voting, Section 1126 requirements for confirming vote
08/24/13	K.D. Britton	0.20	52.00	Review ballot summary
08/24/13	K.D. Britton	0.70	182.00	Draft status update to J. Jaffe and W. Ponader regarding plan voting, objections, claims, and related matters
08/26/13	J. Jaffe	0.20	110.00	Review Ballot report, deadlines and timelines
08/27/13	K.D. Britton	0.30	78.00	Email to M. Nondorf regarding status of voting and confirmation hearing
08/27/13	K.D. Britton	0.10	26.00	Prepare hearing binder for confirmation hearing
08/27/13	K.D. Britton	0.40	104.00	Begin preparation of ballot report and certificate
08/27/13	J. Jaffe	0.30	165.00	Review emails from David, Ray, Mark regarding confirmation matters
08/28/13	K.D. Britton	0.10	26.00	Email to K. Goss regarding ballot report
08/28/13	W.W. Ponader	0.30	130.50	Conferences with K. Britton and J. Jaffe regarding content of Confirmation Order, direct K. Britton on drafting certain provisions
08/28/13	K.D. Britton	0.10	26.00	Several emails to M. Nondorf and M. Otto regarding confirmation hearing
08/28/13	K.D. Britton	1.90	494.00	Prepare and finalize ballot report and certification
08/28/13	K.D. Britton	1.70	442.00	Begin drafting affidavit in support of plan confirmation
08/28/13	K.D. Britton	0.30	78.00	Conference with J. Jaffe and W. Ponader regarding preparation of confirmation order
08/28/13	J. Jaffe	0.30	165.00	Conference with K. Britton regarding preparation of affidavit in support of confirmation and other hearing preparation
08/28/13	J. Jaffe	0.20	110.00	Conference with K. Britton, W. Ponader regarding incorporation of sale authorization into confirmation order
08/29/13	K.D. Britton	0.20	52.00	Continue drafting Nondorf affidavit in support of plan confirmation
08/30/13	K.D. Britton	2.80	728.00	Draft affidavit in support of plan confirmation
08/30/13	K.D. Britton	0.30	78.00	Begin drafting confirmation order
08/31/13	K.D. Britton	3.40	884.00	Draft confirmation order
	Total B012	25.30	\$7,718.50	
	Total Hours	32.00		

TOTAL SERVICES:

\$ 10,103.50

TWG Capital, Inc.
September 30, 2013
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Faegre Baker Daniels LLP
Invoice: 32009484

DISBURSEMENTS:

Description	Date	\$ Value	Quantity
Internal Copying/Printing		93.60	656
Subtotal Summarized Disbursements			93.60

Description	Date	\$ Value	Quantity
Postage Postage	08/14/2013	26.88	
Postage Postage	08/15/2013	11.04	
Subtotal Postage			<u>37.92</u>

TOTAL DISBURSEMENTS: \$ 131.52

INVOICE TOTAL \$ 10,235.02

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**FAEGRE BAKER
DANIELS**

USA ▼ UK ▼ CHINA

October 16, 2013

Invoice: 32009762
Tax ID: 41-0244008

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

INVOICE SUMMARY

Client: TWG Capital, Inc.
Matter: Restructuring
FaegreBD File: 973343.000011

For professional services rendered and disbursements incurred through September 30, 2013

Services:	9,770.50
Total Disbursements:	<u>7.37</u>
INVOICE TOTAL:	\$ 9,777.87

October 16, 2013

Invoice: 32009762
Tax ID: 41-0244008

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

INVOICE DETAIL

Client: TWG Capital, Inc.
Matter: Restructuring
FaegreBD File: 973343.000011

For professional services rendered and disbursements incurred through September 30, 2013

PROFESSIONAL SERVICES:**Task: B002 Asset Disposition**

Date	Name	Hours	\$ Value	Professional Services
09/10/13	K.D. Britton	0.90	234.00	Draft notice of sale of Ownership Interests
09/11/13	K.D. Britton	0.30	78.00	Prepare sale notice for filing
09/11/13	K.D. Britton	0.10	26.00	Review service list for sale notice
09/11/13	K.D. Britton	0.20	52.00	Consult with S. Herendeen regarding service of sale notice
09/11/13	K.D. Britton	0.10	26.00	Distribute copy of sale notice to counsel for Fifth Third
09/11/13	K.D. Britton	0.10	26.00	Distribute copy of sale notice to M. Nondorf and M. Otto and Carmel Funding
09/11/13	J. Jaffe	0.20	110.00	Review notice and docket auction date
09/13/13	K.D. Britton	0.20	52.00	Call with M. Nondorf regarding proposal to Fifth Third
09/15/13	K.D. Britton	0.10	26.00	Email to M. Nondorf regarding Fifth Third request for sale related financial information
09/19/13	J. Jaffe	0.30	165.00	Several emails to D. Valentine regarding Plan auction, potential competing bidders
09/19/13	K.D. Britton	0.20	52.00	Email to D. Valentine regarding auction of Ownership Interests
09/20/13	J. Jaffe	0.30	165.00	Respond to D. Valentine inquiries regarding Plan Sale, TWG equity interests
09/20/13	J. Jaffe	0.20	110.00	Email R. Siegel regarding latest Fifth Third proposal
09/23/13	J. Jaffe	0.30	165.00	Conference with K. Britton regarding sale process, request for diligence materials
09/23/13	K.D. Britton	0.40	104.00	Call with Fifth Third counsel regarding due diligence request for auction

TWG Capital, Inc.
October 16, 2013
Page 2

Faegre Baker Daniels LLP
Invoice: 32009762

Date	Name	Hours	\$ Value	Professional Services
09/23/13	K.D. Britton	0.20	52.00	Consult with J. Jaffe regarding due diligence materials
09/24/13	K.D. Britton	0.20	52.00	Call with M. Nondorf regarding Fifth Third due diligence requests
09/24/13	K.D. Britton	0.20	52.00	Distribute copy of bankruptcy subsidiary reporting to M. Nondorf and counsel for Fifth Third related to the sale of the Ownership Interests
09/24/13	J. Jaffe	0.30	165.00	Review and respond to several emails regarding sale diligence issues
09/26/13	K.D. Britton	0.20	52.00	Call and email to C. Reimer regarding due diligence meeting
09/26/13	K.D. Britton	0.10	26.00	Consult with J. Blankenship regarding potential SEC implications
09/27/13	J. Jaffe	0.20	110.00	Conference with J. Brown regarding sale of interests, withdrawal of TWG as manager
09/27/13	J. Jaffe	1.00	550.00	Participate in due diligence call with potential IR purchaser
09/27/13	K.D. Britton	1.00	260.00	Conference call regarding due diligence with Fifth Third, M. Nondorf, M. Otto and interested bidders
09/27/13	K.D. Britton	0.20	52.00	Conference call with M. Nondorf and M. Otto regarding due diligence
09/27/13	K.D. Britton	0.20	52.00	Call with S. Lazear (counsel for interested bidder) regarding due diligence requests
09/27/13	K.D. Britton	0.10	26.00	Follow-up email to M. Nondorf and M. Otto regarding Lazear due diligence requests
09/27/13	K.D. Britton	0.50	130.00	Communicate with S. Lazear and M. Nondorf and M. Otto regarding historical ownership of Commission Vehicles
09/30/13	K.D. Britton	0.30	78.00	Consult with J. Blankenship regarding SEC disclaimers in sale of membership interests
09/30/13	K.D. Britton	0.60	156.00	Review and distribute due diligence materials to interested bidders
09/30/13	J. Jaffe	0.30	165.00	Several emails to M. Otto, M. Nondorf regarding response to diligence requests
Total B002		9.50	\$3,369.00	

Task: B003 Business Operations

Date	Name	Hours	\$ Value	Professional Services
09/05/13	K.D. Britton	0.10	26.00	Email to M. Nondorf regarding Department of Revenue inquiry
09/05/13	K.D. Britton	0.10	26.00	Phone call to C. Scott with the Department of Revenue regarding TWG withholding tax returns
09/09/13	K.D. Britton	0.40	104.00	Call with M. Nondorf regarding various wind-down matters
09/11/13	J.J. Brown	0.30	172.50	Call from Dave at Mayer Brown regarding continuing issues with carrier passcodes; review email from Dave regarding same; call to M. Otto regarding same
09/27/13	J. Jaffe	0.30	165.00	Review AIMC proposed settlement agreement and email M. Otto regarding same
Total B003		1.20	\$493.50	

Task: B004 Case Administration

TWG Capital, Inc.
October 16, 2013
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Faegre Baker Daniels LLP
Invoice: 32009762

Date	Name	Hours	\$ Value	Professional Services
09/03/13	J. Jaffe	0.20	110.00	Review BMC invoices
09/07/13	S.B. Herendeen	0.20	46.00	Update master status spreadsheet following review of recently filed pleadings
09/09/13	K.D. Britton	0.90	234.00	Prepare template for post-confirmation quarterly reports
09/09/13	K.D. Britton	0.20	52.00	Email to M. Nondorf distributing template post-confirmation reports
09/10/13	S.B. Herendeen	1.60	368.00	Update master status spreadsheet following review of recently filed pleadings (.1); review undeliverable mail notice from Bankruptcy Court and draft notice of updated addresses (.6); draft notice of administrative expense bar date and claim form following email message from K. Britton (.5); locate interested party service list from October 2012 sale notice for K. Britton (.3); email messages with K. Britton regarding undeliverable mail issues (.1)
09/11/13	K.D. Britton	0.20	52.00	Several emails to BMC regarding service of sale notice and administrative claim bar date notice
09/11/13	S.B. Herendeen	0.90	207.00	Revise, finalize and electronically file notice of sale of ownership interests and notice of administrative expense bar date following email message from K. Britton (.6); update master status spreadsheet and calendar (.2); email messages with BMC Group and K. Britton regarding service issues (.1)
09/12/13	K.D. Britton	0.20	52.00	Review and file certificate of service regarding sale notice and administrative expense bar date notice
09/17/13	S.B. Herendeen	0.10	23.00	Update master status spreadsheet following review of recently filed pleadings
09/27/13	J. Jaffe	0.10	55.00	Quick review BMC invoice
	Total B004	4.60	\$1,199.00	

Task: B005 Claims Administration and Objections

Date	Name	Hours	\$ Value	Professional Services
09/10/13	K.D. Britton	0.60	156.00	Revise notice of administrative expense claim bar date
09/12/13	K.D. Britton	0.10	26.00	Call with creditor inquiring about notice of confirmation
	Total B005	0.70	\$182.00	

Task: B007 Fee/Employment Applications

Date	Name	Hours	\$ Value	Professional Services
09/19/13	J. Jaffe	0.20	110.00	Revise proforma for draw request
	Total B007	0.20	\$110.00	

Task: B012 Plan and Disclosure Statement

Date	Name	Hours	\$ Value	Professional Services
09/01/13	K.D. Britton	3.50	910.00	Continue drafting confirmation order
09/02/13	K.D. Britton	2.30	598.00	Review and revise confirmation order

TWG Capital, Inc.
October 16, 2013
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Faegre Baker Daniels LLP
Invoice: 32009762

Date	Name	Hours	\$ Value	Professional Services
09/02/13	K.D. Britton	0.80	208.00	Review and revise Nondorf affidavit in support of plan confirmation
09/03/13	K.D. Britton	0.20	52.00	Revise and file agenda for confirmation hearing
09/03/13	K.D. Britton	0.20	52.00	Emails to M. Nondorf regarding affidavit and confirmation hearing
09/03/13	K.D. Britton	0.20	52.00	Call with R. Siegel and D. Valentine regarding confirmation hearing
09/03/13	K.D. Britton	0.60	156.00	Finalize and file Nondorf affidavit in support of plan confirmation
09/03/13	K.D. Britton	0.40	104.00	Revise confirmation order
09/03/13	K.D. Britton	0.40	104.00	Draft assignment of Ownership Interests pursuant to Section 5.5 of the Plan
09/03/13	K.D. Britton	1.00	260.00	Prepare for confirmation hearing
09/03/13	J. Jaffe	0.50	275.00	Conference with K. Britton regarding confirmation hearing, Nondorf affidavit
09/03/13	J. Jaffe	0.30	165.00	Review affidavit, confirmation order
09/03/13	W.W. Ponader	0.20	87.00	Review draft Nondorf Affidavit
09/03/13	W.W. Ponader	0.40	174.00	Review and revise draft Order of Confirmation
09/03/13	W.W. Ponader	0.40	174.00	Confer with K. Britton regarding changes to Order, terms of new "Assignment" Exhibit regarding Plan Sale, preparation for September 4 hearing
09/04/13	K.D. Britton	2.10	546.00	Prepare for and participate in confirmation hearing
09/04/13	K.D. Britton	0.50	130.00	Meeting with M. Nondorf, M. Otto, R. Siegel and D. Valentine regarding Fifth Third proposal and plan sale process
09/04/13	K.D. Britton	0.60	156.00	Finalize and upload confirmation order
09/09/13	J. Jaffe	0.20	110.00	Emails regarding plan sale, communications with Fifth Third
09/13/13	K.D. Britton	0.20	52.00	Conference with J. Jaffe regarding proposed amendment to plan
09/20/13	K.D. Britton	0.20	52.00	Email to M. Nondorf and 221 Partners regarding terms of plan and impact on post-confirmation claims
Total B012		15.20	\$4,417.00	
Total Hours		31.40		

TOTAL SERVICES: \$ 9,770.50

DISBURSEMENTS:

Description	Date	\$ Value	Quantity
Postage Postage	09/04/2013	7.37	

Subtotal Postage 7.37

TOTAL DISBURSEMENTS: \$ 7.37

INVOICE TOTAL \$ 9,777.87

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**FAEGRE BAKER
DANIELS**

USA ▾ UK ▾ CHINA

October 24, 2013

Invoice: *****
Tax ID: 41-0244008

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

INVOICE SUMMARY

Client: TWG Capital, Inc.
Matter: Restructuring
FaegreBD File: 973343.000011

For professional services rendered and disbursements incurred through October 4, 2013

Services:	1,932.00
Total Disbursements:	<u>8.25</u>
INVOICE TOTAL:	\$ 1,940.25

FaegreBD.com

**FAEGRE BAKER
DANIELS**

USA • UK • CHINA

October 24, 2013

Invoice: *****
Tax ID: 41-0244008

Melanie S. Otto
President
TWG Capital, Inc.
7434 Shadeland Station Way
Indianapolis, IN 46256

INVOICE DETAIL

Client: TWG Capital, Inc.
Matter: Restructuring
FaegreBD File: 973343.000011

For professional services rendered and disbursements incurred through October 4, 2013

PROFESSIONAL SERVICES:**Task: B002 Asset Disposition**

Date	Name	Hours	\$ Value	Professional Services
10/01/13	K.D. Britton	0.30	78.00	Call with M. Nondorf and M. Otto regarding auction procedures
10/01/13	K.D. Britton	0.10	26.00	Distribute wire instructions for deposit to interested bidder
10/01/13	K.D. Britton	0.20	52.00	Follow up email to M. Nondorf and M. Otto regarding auction procedures
10/01/13	K.D. Britton	0.20	52.00	Consult with J. Jaffe regarding preparation for auction
10/01/13	J. Jaffe	0.30	165.00	Review information requests and monitor interest in IR assets
10/01/13	J. Jaffe	0.30	165.00	Conference with K. Britton regarding potential for competitive bidding on assets, requirements to qualify bidders
10/02/13	K.D. Britton	0.10	26.00	Distribute copy of order authorizing rejection of LEAF lease to M. Nondorf
10/02/13	K.D. Britton	0.10	26.00	Call with M. Nondorf regarding bid deadline
10/02/13	K.D. Britton	0.20	52.00	Call with C. Reimer and M. McCrory regarding auction and wind-down procedures
10/02/13	K.D. Britton	0.10	26.00	Email to M. Nondorf regarding auction and follow up regarding call with Fifth Third
10/02/13	J. Jaffe	0.30	165.00	Several conferences with K. Britton and W. Ponader regarding auction, lack of initial bidders, next steps
10/03/13	K.D. Britton	0.20	52.00	Several emails to counsel for Fifth Third and M. Nondorf regarding auction results

TWG Capital, Inc.
October 24, 2013
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Faegre Baker Daniels LLP
Invoice: *****

Date	Name	Hours	\$ Value	Professional Services
10/03/13	J. Jaffe	0.30	165.00	Multiple emails to confirm no bids/no auction, and to discuss next steps
10/04/13	K.D. Britton	0.40	104.00	Revise and file report of no sale
10/04/13	K.D. Britton	0.40	104.00	Revise and file notice of effective date
Total B002		3.50	\$1,258.00	

Task: B004 Case Administration

Date	Name	Hours	\$ Value	Professional Services
10/02/13	K.D. Britton	0.20	52.00	Conference with W. Ponader regarding remaining administrative steps to close estate
10/04/13	S.B. Herendeen	0.40	92.00	Telephone call from C. Wondra regarding notice of invoice (.1); finalize/electronically file same (.2); update master status spreadsheet (.1)
Total B004		0.60	\$144.00	

Task: B012 Plan and Disclosure Statement

Date	Name	Hours	\$ Value	Professional Services
10/02/13	W.W. Ponader	0.20	87.00	Discuss with K. Britton Plan sale considerations, questions on bidding procedures, Fifth Third interests
10/02/13	W.W. Ponader	0.40	174.00	Conference call with K. Britton, Fifth Third counsel regarding Plan Sale, no bids submitted, next steps regarding dissolution of IR7 entities
10/03/13	K.D. Britton	0.40	104.00	Draft notice of auction results as required under the plan
10/03/13	K.D. Britton	0.30	78.00	Draft notice of effective of plan
10/04/13	W.W. Ponader	0.20	87.00	Review/revise Report of No Sale, Notice of Effective Date, discuss with K. Britton
Total B012		1.50	\$530.00	
Total Hours		5.60		

TOTAL SERVICES: \$ 1,932.00

DISBURSEMENTS:

Description	Date	\$ Value	Quantity
Internal Copying/Printing		8.25	55

Subtotal Summarized Disbursements 8.25

TOTAL DISBURSEMENTS: \$ 8.25

INVOICE TOTAL \$ 1,940.25