

EXHIBIT "D"

**Project Category
First Interim Fee Application**

Project Category	General Description of Services Rendered	Necessity and Benefit to Estate	Status	Hours Expended by Professional	Total Fees by Professional
Asset Analysis and Recovery Hours: 115.1 Fees: \$32,760.00	Applicant performed research and provided analysis of issues relating to setoff and the impact of same on the Debtors' estate.	Applicant's efforts enabled the Debtors to perform duties required under Bankruptcy Code.	Open	JMC – 16.6 JAF – 26.0 MLS – 58.4 RJT – 10.9 TRG – 1.4 KGV – 1.8	JMC – \$6,640.00 JAF – \$8,450.00 MLS – \$14,594.00 RJT - \$2,725.00 TRG - \$126.00 KGV - \$225.00
Assumption/Rejection of Leases and Executory Contracts Hours: 7.4 Fees: \$1,940.00	Applicant provided analysis of one of the contacts between SBC and the Debtors, including the impact on the Debtors' estate regarding the assumption and/or rejection of the contract. Applicant prepared the motion for the rejection of the contract as well as the attendant activity necessary to set the matter for hearing.	Applicant's efforts enabled the Debtors to perform duties required under Bankruptcy Code.	Open	JMC – 0.6 MLS – 6.8	JMC - \$240.00 MLS - \$1,700.00
Case Administration Hours: 128.0 Fees: \$34,967.00	Applicant provided research and analysis regarding pleadings filed in the Debtors' case, with analysis specific to the impact any pleadings filed may have on the Debtors' contractual obligations with SBC; Applicant analyzed the contracts entered into between the Debtors and SBC; Time billed in this category also includes monitoring general activity in the Debtors' case as well as other time billed, but not specific to any other time category.	Applicant's efforts enabled the Debtors to perform duties required under Bankruptcy Code.	Open	JMC – 67.8 MLS – 8.3 RJT – 12 SCS – 10.8 TRG – 27.4 KGV – 1.7	JMC - \$26,415.00 MLS - \$2,024.00 RJT - \$2,882.00 SCS - \$1,199.50 TRG - \$2,259.00 KGV - \$187.50

Project Category	General Description of Services Rendered	Necessity and Benefit to Estate	Status	Hours Expended by Professional	Total Fees by Professional
Fee/Employment Applications Hours: 24.0 Fees: \$4,790.50	Applicant handled matters associated with the employment of Applicant as special counsel to the Debtors, including specifically, its own application for employment and the attendant disclosure via declaration and the supplement thereto. Likewise, Applicant prepared and distributed its monthly fee statement to all counsel in this matter, in accordance with this Court's compensation order.	Applicant's efforts enabled the Debtors to perform duties required under Bankruptcy Code.	Open	JMC – 3.2 MLS – 1.6 RJT – 8.5 SCS – 9.3 TRG – 1.4	JMC – \$1,215.00 MLS - \$386.00 RJT - \$2,040.00 SCS - \$1,044.50 TRG – \$105.00
Fee/Employment Objections Hours: 1.0 Fees: \$375.00	Applicant analyzed its invoices in order to redact confidential time entries.	Applicant's efforts enabled the Debtors to perform duties required under Bankruptcy Code.	Open	JMC – 1.0	JMC – \$375.00
Litigation Total Hours: 114.5 Total Fees: \$33,366.00	Applicant analyzed and monitored activity in various multi-state and multi-district federal litigation proceedings, including a TRO action filed in Texas state court. Applicant's efforts were necessary in order to advise the Debtors regarding the impact of the ancillary litigation on the Debtors' estate. Applicant also performed research and analysis of TRO issues in state court litigation and the impact of same on the automatic stay in the Debtors' bankruptcy case.	Applicant's efforts enabled the Debtors to perform duties required under Bankruptcy Code.	Open	JMC – 41.90 JAF – 4.3 MLS – 31.1 RJT – 30.0 DDR – 3.2 TRG – 4.0	JMC – \$16,167.50 JAF – \$1,397.50 MLS – \$7,507.00 RJT – \$7,290.00 DDR – \$704.00 TRG – \$300.00

Project Category	General Description of Services Rendered	Necessity and Benefit to Estate	Status	Hours Expended by Professional	Total Fees by Professional
Other contested matters Total Hours: 89.2 Total Fees: \$22,754.00	Applicant researched and provided detailed analysis of setoff issues and the impact of same on the Debtors' estate.	Applicant's efforts enabled the Debtors to perform duties required under Bankruptcy Code.	Open	JMC – 2.8 JAF – 4.2 MLS – 71.1 DDR – 11.1	JMC - \$1,120.00 JAF - \$1,365.00 MLS - \$17,605.00 DDR – \$2,664.00
Relief from Automatic Stay Total Hours: 45.5 Total Fees: \$12,252.00	Applicant monitored and participated in the negotiation of adequate assurance to SBC, including conferring with the Debtors regarding action to be taken in order to protect the interests of the Debtors as well as provide adequate assurance to SBC of the Debtors' ability to perform under the contracts. Applicant participated in the negotiation and preparation of the stipulation between the Debtors and SBC regarding the negotiated adequate assurance to SBC.	Applicant's efforts enabled the Debtors to perform duties required under Bankruptcy Code.	Open	JMC – 23.2 MLS – 13.2 RJT – 9.1	JMC – \$8,700.00 MLS – \$3,168.00 RJT – \$2,184.00