

**Objection Deadline: September 6, 2011 at 4:00 p.m. (EST)**

MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
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Anthony Princi  
Gary S. Lee

*Attorneys for the Official Committee of  
Unsecured Creditors of Ambac Financial Group, Inc.*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

	)		
In re	)	Chapter 11	
	)		
AMBAC FINANCIAL GROUP, INC.,	)	Case No. 10-15973 (SCC)	
	)		
	)		
Debtor.	)		
	)		

**MONTHLY APPLICATION OF MORRISON & FOERSTER LLP FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS  
ATTORNEYS FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM JULY 1, 2011 THROUGH JULY 31, 2011**

**Name of Applicant:**

**Morrison & Foerster LLP**

Authorized to Provide Professional Services to:

The Official Committee of Unsecured  
Creditors of Ambac Financial Group, Inc.

Date of Retention:

Order entered on December 21, 2010 retaining  
Morrison & Foerster LLP, *nunc pro tunc* to  
November 17, 2010

Period for which compensation and  
reimbursement is sought:

July 1, 2011 through July 31, 2011

Amount of Compensation sought as actual,  
reasonable and necessary:

\$544,696.00 (80% of \$680,870.00)

Amount of Expense Reimbursement sought as  
actual, reasonable and necessary:

\$2,843.56



This is Morrison & Foerster’s eighth monthly application for compensation (the “Application”) filed pursuant to the *Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-1 Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “Interim Compensation Order”). Morrison & Foerster requests: (a) payment of compensation in the amount of \$544,696.00 (which is 80% of \$680,870.00) on account of actual and necessary professional services rendered to the Official Committee of Unsecured Creditors to the above-captioned debtor (the “Committee”) by Morrison & Foerster; and (b) reimbursement of actual and necessary costs and expenses in the amount of \$2,843.56 incurred by Morrison & Foerster during the period from July 1, 2011 through July 31, 2011 (the “Fee Period”). A detailed summary of the fees and expenses incurred by the Committee is attached hereto as Exhibit A.

The Morrison & Foerster attorneys and paraprofessionals who rendered services in the above-captioned chapter 11 case (the “Chapter 11 Case”) during the Fee Period are:

<b>Name of Professional Individual</b>	<b>Department and Licensure</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
<b>Partners</b>				
John R. Hempill	Department: Corporate Licensure: NY (1983)	\$875	7.0	\$6,125.00
Thomas A. Humphreys	Department: Tax Licensure: CA (1977) NY (1980)	\$985	101.2	\$99,682.00
Gary S. Lee	Department: Bankruptcy Licensure: NY (1991)	\$950	55.3	\$55,535.00
Jamie A. Levitt	Department: Litigation Licensure: NJ (1992) NY (1993)	\$825	2.0	\$1,650.00
Anthony Princi	Department: Bankruptcy Licensure: NY (1983) FL (1985)	\$950	173.7	\$165,015.00

<b>Associates and Of Counsel</b>				
Kathleen E. Schaaf	Department: Bankruptcy Licensure: NY (1978)	\$750	.7	\$525.00
Irwin M. Slomka	Department: Tax Licensure: NY (1980)	\$725	33.6	\$24,360.00
Edward L. Froelich	Department: Tax Licensure: MD (1994) DC (1997)	\$725	127.8	\$92,655.00
Renee L. Freimuth	Department: Bankruptcy Licensure: NY (2005) CT (2004)	\$640	159.2	\$101,888.00
Jared B. Goldberger	Department: Tax Licensure: NY (2009)	\$430	30.5	\$13,115.00
Kara M. Kraman	Department: Tax Licensure: NJ (2001) NY (2004)	\$350	13.8	\$4,830.00
Maureen Elizabeth Linch	Department: Tax Licensure: NY (2009)	\$450	33.4	\$15,030.00
Stacy L. Molison	Department: Bankruptcy Licensure: NY (2009)	\$500	64.3	\$32,150.00
Remmelt A. Reigersman	Department: Tax Licensure: NY (2007)	\$640	64.5	\$41,280.00
Shane M. Shelley	Department: Tax Licensure: CA (2005)	\$595	48.2	\$28,679.00
Jordan A. Wishnew	Department: Bankruptcy Licensure: NJ (2002) NY (2003)	\$660	.7	\$462.00
<b>Paraprofessionals</b>				
Laura Guido	Department: Bankruptcy	\$260	11.1	\$2,886.00
Douglas Keeton	Department: Bankruptcy	\$225	2.6	\$585.00
<b>Professionals Totals</b>		<b>Blended Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
<b>Total Incurred</b>				<b>\$683,452.00</b>
<b>Client Accommodation (Non-Working Travel)</b>				<b>\$(2,582.00)</b>
<b>Total After Client Accommodation</b>		<b>\$732.43</b>	<b>929.6</b>	<b>\$680,870.00</b>

**Compensation by Matter**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
001	Asset Analysis and Recovery	6.6	\$6,022.00
003	Business Operations and Advice	0.4	\$380.00
004	Case Administration	5.2	\$1,877.50
005	Claims Administration and Objections	24.3	\$16,645.50
007	Fee / Employment Applications	39.9	\$21,956.50
010	Meetings of Creditors	11.9	\$8,546.50
011	Plan and Disclosure Statement	150.9	\$111,487.50
012	Relief from Stay Proceedings	1.8	\$1,400.00
013	Hearings	4.4	\$2,908.00
014	Tax Issues	581.6	\$432,736.50
016	Communication with Creditors	12.8	\$9,603.00
020	Non-Working Travel	5.6	\$5,165.00
021	OCI / AAC Rehabilitation	21.0	\$15,487.00
022	OCI Discussions and Term Sheet	63.2	\$49,237.00
<b>Total Incurred</b>		<b>929.6</b>	<b>\$683,452.00</b>
<b>Client Accommodation (Non-Working Travel)</b>			<b>\$(2,582.00)</b>
<b>Total After Client Accommodation</b>			<b>\$680,870.00</b>

**Expense Summary**

<b>Category of Expenses</b>	<b>Amount</b>
Air Freight	\$121.36
Document Preparation	\$75.00
Document Retrieval Service	\$0.75
Long Distance Telephone	\$150.92
Meals	\$660.45
Messenger Service	\$28.00
On-line Research – (LEXIS, WESTLAW, OTHER DATABASE)	\$633.02
Photocopies	\$399.20
Postage	\$89.59
Travel	\$685.27
<b>Total</b>	<b>\$2,843.56</b>

**Notice**

Morrison & Foerster provided notice of this Application to: (a) the Debtor; (b) counsel to the Debtor; and (c) the Office of the United States Trustee for the Southern District of New York (each as defined in the Interim Compensation Order). In light of the nature of the relief requested, Morrison & Foerster respectfully submits that no further notice is necessary.

WHEREFORE, pursuant to the Interim Compensation Order, Morrison & Foerster requests: (a) payment of compensation in the amount of \$544,696.00 (which is 80% of \$680,870.00) on account of actual and necessary professional services rendered to the Committee by Morrison & Foerster; and (b) reimbursement of actual and necessary costs and expenses in the amount of \$2,843.56.

Dated: September 1, 2011  
New York, New York

Respectfully submitted,

/s/ Anthony Princi

Anthony Princi

Gary S. Lee

MORRISON & FOERSTER LLP

1290 Avenue of the Americas

New York, New York 10104

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

*Attorneys for the Official Committee of Unsecured  
Creditors of Ambac Financial Group, Inc.*

**EXHIBIT A**

FILE NO. 72497  
P.O. BOX 60000  
SAN FRANCISCO  
CALIFORNIA 94160-2497  
  
TELEPHONE: 415.268.7000  
FACSIMILE: 415.268.7522  
  
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MORRISON & FOERSTER LLP  
NEW YORK, SAN FRANCISCO,  
LOS ANGELES, PALO ALTO,  
SAN DIEGO, WASHINGTON, D.C.  
  
DENVER, NORTHERN VIRGINIA,  
SACRAMENTO, WALNUT CREEK,  
  
TOKYO, LONDON, BEIJING,  
SHANGHAI, HONG KONG,  
BRUSSELS

Kevin J. Doyle, Esq.  
Senior Vice President and General Counsel  
Ambac Financial Group, Inc.  
One State Street Plaza  
New York, New York 10004

**Taxpayer ID #** [REDACTED]  
Invoice Number: 5063638  
Invoice Date: August 31, 2011

Client/Matter Number: 068423-0000003

Matter Name: CHAPTER 11 CASE -  
OFFICIAL COMMITTEE

**RE:** CHAPTER 11 CASE - OFFICIAL COMMITTEE

*For Professional Services Rendered and Disbursements Incurred through July 31, 2011*

	<u>U.S.Dollars</u>
Current Fees	683,452.00
Client Accommodation (Non-Working Attorney Travel)	<u>-2,582.00</u>
Net Fees	680,870.00
Current Disbursements	<u>2,843.56</u>
<b>Total This Invoice</b>	<b><u><u>683,713.56</u></u></b>

Payment may be made by Electronic Funds transfer to the firm's account

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]



**Time Detail**

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
<b>ASSET ANALYSIS AND RECOVERY</b>				
11-Jul-2011	Review Lazard update regarding Bank of America settlement impact and RMBS litigation (.1); review Bank of America settlement terms (.4).	Freimuth, Renee L.	0.50	320.00
11-Jul-2011	Begin to review analysis of settlement value on Ambac rep and warranty claims and overall reserves.	Lee, Gary S.	0.50	475.00
11-Jul-2011	Review and analyze report from Lazard regarding potential impact of BofA RMBS settlement agreement on value of Debtor's remediation claims.	Princi, Anthony	0.80	760.00
12-Jul-2011	Analyze impact of settlements on rep & warranty case and recoveries.	Lee, Gary S.	2.10	1,995.00
14-Jul-2011	Review Bank of America settlement materials from Lazard.	Freimuth, Renee L.	0.30	192.00
15-Jul-2011	Review materials regarding settlements, impact on valuation of Ambac claims, settlement agreement.	Lee, Gary S.	2.40	2,280.00
<b>Total: 001</b>	<b>ASSET ANALYSIS AND RECOVERY</b>		<b>6.60</b>	<b>6,022.00</b>
<b>BUSINESS OPERATIONS AND ADVICE</b>				
01-Jul-2011	Review May operating report.	Princi, Anthony	0.20	190.00
07-Jul-2011	Review Lazard's summary of May Operating Report.	Princi, Anthony	0.20	190.00
<b>Total: 003</b>	<b>BUSINESS OPERATIONS AND ADVICE</b>		<b>0.40</b>	<b>380.00</b>
<b>CASE ADMINISTRATION</b>				
01-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Keeton, Douglas	0.20	45.00
05-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Keeton, Douglas	0.20	45.00
06-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Keeton, Douglas	0.20	45.00
07-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Keeton, Douglas	0.20	45.00
08-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Keeton, Douglas	0.20	45.00
11-Jul-2011	Review ECF dockets for updated filings (.1); provide calendar updates regarding same (.2) .	Guido, Laura	0.30	78.00
12-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Keeton, Douglas	0.20	45.00
13-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Keeton, Douglas	0.20	45.00

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 CHAPTER 11 CASE - OFFICIAL COMMITTEE

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Date	Services	Timekeeper	Hours	Value
14-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Keeton, Douglas	0.20	45.00
15-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Keeton, Douglas	0.20	45.00
15-Jul-2011	Review draft reporting notice.	Princi, Anthony	0.40	380.00
19-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Guido, Laura	0.20	52.00
20-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Guido, Laura	0.20	52.00
21-Jul-2011	Call with A. Weiss regarding new calendar for Disclosure Statement and confirmation and related scheduling issues (.2); emails with Committee regarding same (.2); review docket updates and calendar (.3).	Freimuth, Renee L.	0.70	448.00
21-Jul-2011	Email communications with attorneys regarding adjournment of Chapter 11 proceedings.	Froelich, Edward L.	0.10	72.50
21-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.2).	Guido, Laura	0.30	78.00
22-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Guido, Laura	0.20	52.00
25-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Guido, Laura	0.20	52.00
26-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Guido, Laura	0.20	52.00
27-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Guido, Laura	0.20	52.00
28-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Guido, Laura	0.20	52.00
29-Jul-2011	Review ECF docket for updated filings (.1); provide calendar updates regarding same (.1).	Guido, Laura	0.20	52.00
<b>Total: 004</b>	<b>CASE ADMINISTRATION</b>		<b>5.20</b>	<b>1,877.50</b>
<b>CLAIMS ADMINISTRATION AND OBJECTIONS</b>				
05-Jul-2011	Review responses to Debtor's claim objections.	Molison, Stacy L.	0.70	350.00
06-Jul-2011	Review additional documents regarding New York City Tax Claim (.7); emails with tax team regarding same (.2).	Freimuth, Renee L.	0.90	576.00
06-Jul-2011	Review NYC response to objection to claim.	Lee, Gary S.	0.80	760.00
06-Jul-2011	Review responses to Debtor's claim objections.	Molison, Stacy L.	0.30	150.00
06-Jul-2011	Review New York City response to Debtor's objections to City proof of claim (1.9); follow-up emails with R. Freimuth (.1).	Slomka, Irwin M.	2.00	1,450.00

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<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
07-Jul-2011	Attention to securities law issues.	Hempill, John R.	0.50	437.50
08-Jul-2011	Additional review of documents regarding NYC tax claim (.6); email with T. Padnos regarding same (.2).	Freimuth, Renee L.	0.80	512.00
12-Jul-2011	Review documents to prepare for meeting (.6); review revised 9019 order for securities litigation settlement (.2); call with J. Chubak regarding outstanding claims issues (.2); review claims register and analysis of open issues (.7); review proofs of claim in connection with same (.9).	Freimuth, Renee L.	2.60	1,664.00
13-Jul-2011	Continued review of general unsecured claims (.5); email with S. Molison regarding revised 9019 order for securities litigation settlement (.2); email with S. Molison regarding same (.1).	Freimuth, Renee L.	0.80	512.00
14-Jul-2011	Review revised proposed securities litigation settlement order and respond to Bank of New York regarding inquiry (.5); email with A. Princi regarding same (.1).	Freimuth, Renee L.	0.60	384.00
17-Jul-2011	Email exchange with J. Levitt regarding proposal to litigate from derivatives claim counsel.	Princi, Anthony	0.20	190.00
18-Jul-2011	Email with R. Reigersman regarding substantial claim holder notice (.1); review notice (.2); review documents in connection with same (.5); review omni objections and responses in preparation for hearing (1.2); review changes to securities litigation settlement order and email from S. Molison regarding same (.4); review information relating to other unsecured claims (.6).	Freimuth, Renee L.	3.00	1,920.00
18-Jul-2011	Review amended 9019 settlement stipulation (.4); review same with R. Freimuth (.1); email to A. Princi regarding same (.2).	Molison, Stacy L.	0.70	350.00
19-Jul-2011	Review omni claims objections orders (.4); email to Dewey regarding claims register (.1).	Freimuth, Renee L.	0.50	320.00
21-Jul-2011	Emails with A. Princi and T. Padnos regarding estimation issues (.5); call with T. Padnos re same (.2).	Freimuth, Renee L.	0.70	448.00
25-Jul-2011	Review emails from I. Slomka regarding NYC tax claim letter (.2); review draft letter regarding same (.1).	Freimuth, Renee L.	0.30	192.00
26-Jul-2011	Review amended 9019 order for securities litigation settlement (.2); email with S. Molison regarding same (.2).	Freimuth, Renee L.	0.40	256.00
26-Jul-2011	Review revised order regarding securities settlement (.3); email with R. Freimuth regarding same (.2).	Molison, Stacy L.	0.50	250.00
27-Jul-2011	Additional review of amended 9019 order for securities litigation settlement (.2); email with S. Molison regarding same (.2).	Freimuth, Renee L.	0.40	256.00

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Date	Services	Timekeeper	Hours	Value
28-Jul-2011	Review objection to securities litigation settlement motion proposed amended order and related letter (.8); email to A. Princi regarding same (.5); call with B. Young regarding same (.2); review previous amendments to order, entered order and filed motion in connection with same (.9); review additional objection to proposed amended order (.6); emails to A. Princi and G. Lee regarding same (.2).	Freimuth, Renee L.	3.20	2,048.00
28-Jul-2011	Review objection to settlement motion.	Lee, Gary S.	0.40	380.00
28-Jul-2011	Review letter from derivative plaintiff's counsel to Judge objecting to notice of presentment of settlement order (.4); email exchange with R. Freimuth regarding same (.2); review additional letter to Judge from co-counsel for plaintiffs and related email from R. Freimuth (.4).	Princi, Anthony	1.00	950.00
29-Jul-2011	Review notice regarding 9019 amended order (.2); additional review of objections to proposed 9019 securities litigation settlement amended order (.3); review email from A. Princi regarding same (.1); review emails from I. Slomka and T. Padnos regarding NYC tax claim (.2); review revised draft of letter regarding same (.2).	Freimuth, Renee L.	1.00	640.00
29-Jul-2011	Review objection by Derivative Plaintiff to settlement approval (1.1); review correspondence from parties regarding same (.5); conference with A. Princi regarding same (.4).	Levitt, Jamie A.	2.00	1,650.00
<b>Total: 005</b>	<b>CLAIMS ADMINISTRATION AND OBJECTIONS</b>		<b>24.30</b>	<b>16,645.50</b>
<b>FEE/EMPLOYMENT APPLICATIONS</b>				
10-Jul-2011	Email exchange B. Arnold regarding retaining his firm as local Wisconsin counsel for the Committee.	Princi, Anthony	0.30	285.00
11-Jul-2011	Call with T. Pyper regarding application to retain local counsel in Wisconsin (.2); emails with T. Pyper and A. Princi regarding same (.2); review Debtor application to retain Wisconsin counsel (.4).	Freimuth, Renee L.	0.80	512.00
11-Jul-2011	Draft retention application for Wisconsin counsel.	Guido, Laura	2.30	598.00
11-Jul-2011	Email exchange Whyte Hirschboeck regarding retention application for local WI counsel.	Princi, Anthony	0.20	190.00
12-Jul-2011	Emails with T. Pyper and A. Princi regarding application to retain local counsel in Wisconsin (.3); review draft application (.5).	Freimuth, Renee L.	0.80	512.00
13-Jul-2011	Review monthly fee applications of Dewey (.5), Blackstone (.3), KPMG (.2) and Wachtell (.3).	Molison, Stacy L.	1.30	650.00

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
14-Jul-2011	Review and revise Engagement letter for Wisconsin counsel (.7); discussion with A. Princi regarding terms of engagement for local Wisconsin counsel (.3); emails with T. Pyper and S. Molison regarding application and engagement of Wisconsin counsel (.2); review documents in connection with same (.5).	Freimuth, Renee L.	1.70	1,088.00
14-Jul-2011	Review Wisconsin counsel engagement letter (.6); research regarding retention of special counsel by creditors committees (1.1); revise retention application for Wisconsin counsel (2.5).	Molison, Stacy L.	4.20	2,100.00
14-Jul-2011	Review Whyte Hirschboeck's engagement letter and email exchange with R. Freimuth regarding same.	Princi, Anthony	0.50	475.00
15-Jul-2011	Emails with S. Molison and T. Pyper regarding retention application for Whyte Hirschboeck (.2); review revised engagement letter (.4).	Freimuth, Renee L.	0.60	384.00
15-Jul-2011	Further review and revise retention application for Whyte Hirschboeck as special counsel to Committee in Wisconsin proceedings.	Molison, Stacy L.	3.50	1,750.00
18-Jul-2011	Review retention application draft for Wisconsin counsel (.4); discussion with S. Molison regarding same (.1); review email from T. Padnos regarding Debtor's PWC retention (.1); discussion with A. Princi regarding same (.3); additional emails with Committee member, Lazard and A. Princi regarding PwC retention (.4); review historic correspondence and notes regarding same (.4).	Freimuth, Renee L.	1.70	1,088.00
18-Jul-2011	Discuss Wisconsin counsel retention application with R. Freimuth.	Molison, Stacy L.	0.10	50.00
18-Jul-2011	Email exchange with Dewey regarding terms of PWC's retention (.2); meeting with R. Freimuth regarding issues regarding same (.3); email exchanges with Lazard, R. Freimuth and a Committee member regarding same (.4).	Princi, Anthony	0.90	855.00
19-Jul-2011	Emails with Lazard, T. Padnos and Committee member regarding Debtor's retention of PWC (.6); call with A. Bruhmuller regarding same (.2); call with A. Lefkovits and A. Bruhmuller regarding same (.2).	Freimuth, Renee L.	1.00	640.00
19-Jul-2011	Review and revise Whyte Hirschboeck retention application.	Molison, Stacy L.	1.80	900.00
20-Jul-2011	Review Wisconsin counsel retention papers (.7); email with T. Padnos regarding same (.1).	Freimuth, Renee L.	0.80	512.00
20-Jul-2011	File and serve June fee statement of Lazard.	Guido, Laura	0.40	104.00
20-Jul-2011	Review and comment on Lazard monthly fee application.	Molison, Stacy L.	0.60	300.00
21-Jul-2011	Revise Wisconsin counsel application and affidavit (1.2); email to counsel re same (.1); review order approving Debtor Wisconsin counsel (.1); email with A. Weiss regarding same (.1).	Freimuth, Renee L.	1.50	960.00

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<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
21-Jul-2011	Draft June fee application and notice (.2); update Wisconsin counsel retention application (.2)	Guido, Laura	0.40	104.00
21-Jul-2011	Review draft of retention motion for Whyte Hirschboeck to serve as Committee local WI counsel and related email from R. Freimuth.	Princi, Anthony	0.30	285.00
22-Jul-2011	Emails with S. Molison and B. Arnold regarding application to retain Wisconsin counsel (.3); review affidavit in connection with same (.3).	Freimuth, Renee L.	0.60	384.00
22-Jul-2011	Prepare Committee update regarding AAC Wisconsin proceedings (.7); review and edit conflicts list for proposed Wisconsin counsel (.8).	Molison, Stacy L.	1.50	750.00
25-Jul-2011	Review comments to application to retain Wisconsin counsel (.3); email with B. Arnold regarding same (.1).	Freimuth, Renee L.	0.40	256.00
26-Jul-2011	Call with B. Arnold and T. Pyper regarding finalizing Wisconsin retention application (.5); revise retention application (1.6); confer with A. Princi regarding same (.2).	Freimuth, Renee L.	2.30	1,472.00
27-Jul-2011	Call with T. Pyper regarding finalizing Wisconsin retention application (.2); emails with T. Pyper regarding same (.2); revise and finalize affidavit and retention application for filing (1.5); call with B. Masumoto at U.S. Trustee's office regarding Wisconsin application (.3); confer with A. Princi regarding same (.2); emails with S. Molison and L. Guido regarding finalizing application for Wisconsin counsel (.3); additional review of motion to retain expert for IRS action (.4); email to A. Princi and E. Froelich regarding same (.2); call with T. Padnos regarding retention of professional regarding IRS action (.3).	Freimuth, Renee L.	3.60	2,304.00
27-Jul-2011	Review Ambac request for retention of expert (.3); email communications with attorneys regarding expert retention (.2).	Froelich, Edward L.	0.50	362.50
27-Jul-2011	Prepare, file and serve June fee application (.8); prepare, file and serve Whyte Hirschboeck retention application (.6); prepare amended notice for same (.2).	Guido, Laura	1.60	416.00
27-Jul-2011	Review and revise June fee application and notice (1.2); review and finalize Whyte Hirschboeck retention application (.8).	Molison, Stacy L.	2.00	1,000.00
28-Jul-2011	Call with B. Arnold and T. Pyper regarding retention of Whyte Hirschboeck and call with U.S. Trustee (.5); email with B. Arnold and T. Pyper regarding same (.1).	Freimuth, Renee L.	0.60	384.00
28-Jul-2011	File and serve amended notice of Whyte Hirschboeck retention application (.5); prepare and file affidavit of service for MoFo's June 2011 fee application (.2); prepare and file affidavit of service for Whyte Hirschboeck retention application and amended notice (.4).	Guido, Laura	1.10	286.00

Date	Services	Timekeeper	Hours	Value
<b>Total: 007</b>	<b>FEE/EMPLOYMENT APPLICATIONS</b>		<b>39.90</b>	<b>21,956.50</b>
<b>MEETINGS OF CREDITORS</b>				
06-Jul-2011	Participate in part of conference call with Committee regarding plan.	Humphreys, Thomas A.	0.30	295.50
06-Jul-2011	Attend Committee call regarding plan.	Lee, Gary S.	0.70	665.00
06-Jul-2011	Prepare for (.1) and participate in (.7) Committee call regarding status of Debtor's proposed plan.	Molison, Stacy L.	0.80	400.00
06-Jul-2011	Conference call with Committee regarding draft plan.	Princi, Anthony	0.70	665.00
07-Jul-2011	Draft minutes from 7/6 Committee call.	Molison, Stacy L.	0.60	300.00
08-Jul-2011	Review and revise minutes of last Committee meeting.	Princi, Anthony	0.30	285.00
11-Jul-2011	Review and revise minutes from last Committee meeting.	Princi, Anthony	0.20	190.00
14-Jul-2011	Participate in call with Committee regarding mediation status (1.0); prepare agenda for Committee Call (.2); emails with S. Molison and A. Princi regarding call (.1).	Freimuth, Renee L.	1.30	832.00
14-Jul-2011	Participate in Committee conference call regarding status of mediation (1.0); circulate minutes from 7/6 Committee call to Committee members (.1).	Molison, Stacy L.	1.10	550.00
14-Jul-2011	Prepare for (.2) and attend conference call with Committee regarding status of mediation and tax claims (1.0).	Princi, Anthony	1.20	1,140.00
14-Jul-2011	Participate in part of Committee conference call regarding mediation.	Reigersman, R Emmelt A.	0.60	384.00
19-Jul-2011	Email to Committee members regarding conference call.	Molison, Stacy L.	0.10	50.00
20-Jul-2011	Participate in Committee call regarding OCI/plan proposal.	Freimuth, Renee L.	0.50	320.00
20-Jul-2011	Attend Committee call regarding OCI discussions and mediation.	Lee, Gary S.	0.50	475.00
20-Jul-2011	Conference call with A. Princi, G. Lee, Lazard and Committee regarding status of mediation proceedings.	Molison, Stacy L.	0.50	250.00
20-Jul-2011	Prepare for (.1) and attend conference call with Committee regarding issues with mediation (.5).	Princi, Anthony	0.60	570.00
21-Jul-2011	Draft minutes from 7/14 Committee call (.8); draft minutes from 7/20 Committee call (.3).	Molison, Stacy L.	1.10	550.00
22-Jul-2011	Review and revise meeting minutes from 7/14 and 7/20 Committee calls.	Molison, Stacy L.	0.30	150.00
22-Jul-2011	Review and revise minutes of last two Committee meetings (.4) and email exchange with S. Molison regarding same (.1).	Princi, Anthony	0.50	475.00
<b>Total: 010</b>	<b>MEETINGS OF CREDITORS</b>		<b>11.90</b>	<b>8,546.50</b>

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<b>PLAN AND DISCLOSURE STATEMENT</b>				
01-Jul-2011	Initial review of draft Plan (.6); call with A. Princi regarding same (.4); email with Debtor and Committee advisors regarding same (.4).	Freimuth, Renee L.	1.40	896.00
01-Jul-2011	Email exchange M&F team and Dewey regarding draft of plan.	Princi, Anthony	0.50	475.00
01-Jul-2011	Review draft of plan (2.2); review drafts of by-laws and certificate of incorporation (1.4); telephone conference with R. Freimuth regarding draft plan and corporate governance documents (.4); email exchanges with Committee's advisors and Dewey regarding timing of comments on same (.3).	Princi, Anthony	4.30	4,085.00
02-Jul-2011	Review and mark-up draft Plan (2.9); review term sheets in connection with same (.5); emails with A. Princi, A. Lefkovits (Lazard) and Committee regarding same (.5).	Freimuth, Renee L.	3.90	2,496.00
02-Jul-2011	Email exchange with R. Freimuth regarding Akin's review of plan.	Princi, Anthony	0.10	95.00
03-Jul-2011	Email exchange with R. Freimuth regarding distribution of draft plan.	Princi, Anthony	0.20	190.00
04-Jul-2011	Review Akin changes to Plan (.8); incorporate changes to Plan (3.4); complete review draft Plan (1.2); prepare email to G. Lee and A. Princi regarding open issues to discuss regarding Plan (1.1); email with S. Molison regarding confirming Plan issues (.1); follow-up emails with G. Lee regarding Plan issues (.3).	Freimuth, Renee L.	6.90	4,416.00
04-Jul-2011	Begin to review and analyze draft Plan and Disclosure Statement (3.9); review emails from Dewey, Ad Hoc group and Lazard regarding comments on Plan (2.6).	Lee, Gary S.	6.50	6,175.00
04-Jul-2011	Review and analyze Debtor's draft Plan of Reorganization.	Molison, Stacy L.	3.10	1,550.00
04-Jul-2011	Email exchanges with MoFo team, Dewey and Akin regarding comments on plan.	Princi, Anthony	1.10	1,045.00



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05-Jul-2011	Calls with counsel to Indenture Trustees regarding Plan issues (.5); emails with counsel regarding same (.4); research distribution issue in connection with Plan (.8); meeting with S. Molison for review of release provisions (.2); meeting with S. Molison, G. Lee and A. Princi regarding Plan changes (1.4); incorporate additional changes to Plan (3.2); review professional fee escrow issue in plan with J. Wishnew (.3); confer with J. Hempill regarding securities law issues with Disclosure Statement (.4); emails with J. Hempill regarding same (.2); call with A. Weiss regarding mark-up to Plan (.5); call with A. Lefkovits regarding Plan comments (.3); emails with Committee team regarding Plan and Disclosure Statement comments (.3); review revised draft Plan from Debtor and blackline (.7); email with A. Princi and G. Lee regarding issues with same (.3).	Freimuth, Renee L.	9.50	6,080.00
05-Jul-2011	Conference with R. Freimuth regarding securities law issue in Disclosure Statement (.4); begin review of Disclosure Statement (2.1).	Hempill, John R.	2.50	2,187.50
05-Jul-2011	Continue review-analysis of Plan and Disclosure Statement (2.0); meeting with A. Princi, R. Freimuth and S. Molison regarding changes to plan (1.4); review-respond to comments on plan and Disclosure Statement (1.4); meet with A. Princi regarding Committee comments on plan and Disclosure Statement (1.2).	Lee, Gary S.	6.00	5,700.00
05-Jul-2011	Further review of Debtor's draft Plan of Reorganization (3.7); review release provisions in same with R. Freimuth (.2); meet with A. Princi, G. Lee and R. Freimuth to discuss revisions to proposed Plan (1.4).	Molison, Stacy L.	5.30	2,650.00
05-Jul-2011	Review and analyze drafts of disclosure statement and plan (4.7); extensive email exchanges with entire work group regarding issues, comments on plan (1.5); telephone conference J. Savin regarding same (.6); telephone conference Lazard regarding same (.8); meeting with M&F team regarding same (1.4); follow-up meeting with G. Lee regarding same (1.2); continue review and revision to draft disclosure statement (.9).	Princi, Anthony	11.10	10,545.00
05-Jul-2011	Attention to professional fee escrow issue (.2); review same with R. Freimuth (.3).	Wishnew, Jordan A.	0.50	330.00

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
06-Jul-2011	Research issues in connection with finalizing Plan (1.8); follow up with counsel to Indenture Trustees regarding Plan issues (.4); review additional changes to Plan (2.3); calls with A. Princi regarding open issues regarding Plan (.5); calls with A. Weiss regarding Plan (.3); calls and email with T. Jeffries regarding same (.4); emails with Committee advisors regarding finalizing Plan (.8); review revised draft Plan and blacklines (1.4); emails with A. Princi and G. Lee regarding Plan (.3); review comments to Disclosure Statement with J. Hempill (.5); review final Plan for filing (.9); circulate Plan to Committee with notes regarding same (.5); review and edit Disclosure Statement (.8).	Freimuth, Renee L.	10.90	6,976.00
06-Jul-2011	Research precedence on exclusivity stipulations (1.2); draft stipulation on same (1.0).	Guido, Laura	2.20	572.00
06-Jul-2011	Complete review of Disclosure Statement and Plan (1.1); conference with R. Freimuth regarding comments (.5); emails regarding stock restrictions (.4).	Hempill, John R.	2.00	1,750.00
06-Jul-2011	Review Debtor's edits to Plan and open issues (1.5); review Ad Hoc group Plan edits and comments (.6); review Disclosure Statement (1.9).	Lee, Gary S.	4.00	3,800.00
06-Jul-2011	Draft stipulation regarding Debtor's exclusive periods (2.5); review and analyze Plan revisions circulated by Dewey (4.7); prepare chart tracking open issues with respect to the same (1.8).	Molison, Stacy L.	9.00	4,500.00
06-Jul-2011	Conference with R. Freimuth regarding open issues in draft plan (.5); review additional comments on plan from Akin (.4); review comments on plan and related email from Committee member (.7); email exchanges with Committee member regarding comments on plan (.3); telephone conference with Lazard regarding issues with plan and results of today's mediation session (.8).	Princi, Anthony	2.70	2,565.00
06-Jul-2011	Assist with Plan exclusivity issue.	Wishnew, Jordan A.	0.20	132.00
07-Jul-2011	Revise Disclosure Statement (2.9); calls with A. Weiss regarding Disclosure Statement (.2); calls with T. Jeffries regarding Disclosure Statement (.2); call with A. Princi regarding changes to Disclosure Statement (.5); review additional tax and securities law comments to Disclosure Statement (.6); review Akin comments to Disclosure Statement (.4); email to Debtor regarding Disclosure Statement (.2); review Bankruptcy Rules and related documents regarding solicitation issues (1.4); review revised Disclosure Statement from Debtor (.9); circulate additional comments to same (.3).	Freimuth, Renee L.	7.60	4,864.00
07-Jul-2011	Review Disclosure Statement comments.	Lee, Gary S.	1.90	1,805.00

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07-Jul-2011	Further review and analyze Plan revisions circulated by Dewey (2.4); update chart tracking open issues with respect to the same (1.0); review draft of Debtor's proposed Disclosure Statement (1.6).	Molison, Stacy L.	5.00	2,500.00
07-Jul-2011	Review comments from Lazard on Disclosure Statement and make further revisions to Disclosure Statement (1.5); email exchanges with Lazard, Dewey, Akin and R. Freimuth regarding same (.7); telephone conference with R. Freimuth regarding same (.5); email exchange with Committee member regarding his comments on disclosure statement (.8); email exchanges with Lazard and R. Freimuth regarding open issues in disclosure statement (.3).	Princi, Anthony	3.80	3,610.00
08-Jul-2011	Emails with J. Hempill regarding changes to Disclosure Statement (.2); calls with T. Jeffries (.3) and A. Weiss (.2) regarding changes to Disclosure Statement; emails with T. Jeffries, A. Princi J. Savin and A. Weiss regarding Disclosure Statement changes (.5); review revised drafts of Disclosure Statement (1.2); review additional changes to same (.6); compare changes to Disclosure Statement and note open issues and questions regarding same (.4); review final Disclosure Statement as filed (.4).	Freimuth, Renee L.	3.80	2,432.00
08-Jul-2011	Review securities section of revised draft Disclosure Statement (.3); emails with R. Freimuth regarding Disclosure Statement (.2).	Hempill, John R.	0.50	437.50
08-Jul-2011	Review comments on Disclosure Statement from Dewey (1.2); review emails regarding comments from Ad Hoc group (.6).	Lee, Gary S.	1.80	1,710.00
08-Jul-2011	Further review proposed Disclosure Statement.	Molison, Stacy L.	1.30	650.00
08-Jul-2011	Review additional comments from Akin on disclosure statement (.8); email exchanges with Akin, Lazard and Dewey regarding same (.8); review final version of disclosure statement (.6).	Princi, Anthony	2.20	2,090.00
09-Jul-2011	Review charter and by-laws and provide comments to same.	Hempill, John R.	1.00	875.00
11-Jul-2011	Call with J. Hempill regarding Bylaws and certificate of Incorporation.	Freimuth, Renee L.	0.30	192.00
11-Jul-2011	Conference with R. Freimuth regarding Certificate of Incorporation and By-laws (.3); emails regarding same (.2).	Hempill, John R.	0.50	437.50
11-Jul-2011	Review draft of motion to approve disclosure statement.	Princi, Anthony	0.50	475.00

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<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
12-Jul-2011	Review motion to approve Disclosure Statement and circulate comments regarding same (1.4); emails with Debtor and Committee regarding preparation of materials for mediator for Plan settlement and IRS discussions (.6); review revised materials (.5); review filed version of motion to approve Disclosure Statement (.2); email with S. Molison regarding Disclosure Statement hearing schedule (.1); review upcoming hearing schedule regarding plan and Disclosure Statement (.1); email with A. Weiss regarding same (.1).	Freimuth, Renee L.	3.00	1,920.00
12-Jul-2011	Review Disclosure Statement motion (.9); review as filed Disclosure Statement (2.4).	Lee, Gary S.	3.30	3,135.00
12-Jul-2011	Review comments on draft of disclosure statement motion.	Princi, Anthony	0.40	380.00
14-Jul-2011	Review meeting minutes pertaining to securities settlement (.5); email with R. Freimuth regarding same (.1).	Molison, Stacy L.	0.60	300.00
18-Jul-2011	Review Akin and Bank of New York comments to solicitation materials (.8); review email from Dewey regarding same (.2).	Freimuth, Renee L.	1.00	640.00
18-Jul-2011	Review comments on proposed disclosure statement order and related email exchange between Dewey and Committee member.	Princi, Anthony	0.30	285.00
25-Jul-2011	Emails regarding meetings with creditors (.1); review materials for meeting (.2).	Lee, Gary S.	0.30	285.00
26-Jul-2011	Participate in meeting with AAC interested parties regarding AFG Plan (2.0); review and prepare materials for same (.9); emails with Debtor and Committee advisors regarding additional calls regarding Plan (.5); emails with Lazard regarding Plan issues (.2); review notice of adjournment regarding Disclosure Statement hearing and press release regarding same (.2); review notes regarding new dates for solicitation and confirmation (.2); review exclusivity extension motion and comments to same (.6); review exclusivity extension supporting affidavit and comments to same (.5); emails with T. Jeffries regarding same (.2).	Freimuth, Renee L.	5.30	3,392.00
26-Jul-2011	Review motion to extend exclusivity (.7); meet with debtor and holders regarding Plan (2.4); emails regarding motion to extend exclusivity (.3).	Lee, Gary S.	3.40	3,230.00
26-Jul-2011	Review Debtor's motion to extend exclusivity.	Princi, Anthony	0.60	570.00

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
27-Jul-2011	Participate in call with AAC interested parties regarding AFG chapter 11 Plan (1.3); review materials to prepare for same (.2); review of additional open issues in connection with Plan and Disclosure Statement (.7); email with B. Tisdell regarding Plan mediation and Disclosure Statement hearing schedule (.2); review objection to Disclosure Statement (.3); email with A. Princi regarding same (.1).	Freimuth, Renee L.	2.80	1,792.00
27-Jul-2011	Conference call with informal group of AAC muni bondholders, Bingham, Debtor's advisors, Akin and Lazard regarding terms of plan.	Princi, Anthony	1.80	1,710.00
28-Jul-2011	Call with A. Weiss regarding open issues with Plan (.3); review previous drafts of Plan and lists of open issues (.9); prepare email to A. Princi regarding open issues with plan (.5); review additional documents and comments to Disclosure Statement in connection with updating Plan and Disclosure Statement (2.3).	Freimuth, Renee L.	4.00	2,560.00
<b>Total: 011</b>	<b>PLAN AND DISCLOSURE STATEMENT</b>		<b>150.90</b>	<b>111,487.50</b>
<b>RELIEF FROM STAY PROCEEDINGS</b>				
15-Jul-2011	Review Veera motion (ERISA).	Lee, Gary S.	0.80	760.00
17-Jul-2011	Initial review of motion filed in Veera/ERISA action.	Freimuth, Renee L.	0.30	192.00
18-Jul-2011	Review Veera/ERISA motion for continued discovery and Debtor statement regarding same.	Freimuth, Renee L.	0.70	448.00
<b>Total: 012</b>	<b>RELIEF FROM STAY PROCEEDINGS</b>		<b>1.80</b>	<b>1,400.00</b>
<b>HEARINGS</b>				
18-Jul-2011	Prepare 7/19 omnibus hearing materials.	Guido, Laura	0.90	234.00
19-Jul-2011	Review documents to prepare for hearing (.7); attend omnibus hearing (1.4).	Freimuth, Renee L.	2.10	1,344.00
19-Jul-2011	Attendance and participation at omnibus hearing.	Princi, Anthony	1.40	1,330.00
<b>Total: 013</b>	<b>HEARINGS</b>		<b>4.40</b>	<b>2,908.00</b>
<b>TAX ISSUES</b>				
01-Jul-2011	Review new documents posted to data room.	Freimuth, Renee L.	0.60	384.00
01-Jul-2011	Communications with attorneys regarding mediation.	Froelich, Edward L.	0.10	72.50
01-Jul-2011	Review emails (.3); review draft Plan of Reorganization (.9); discuss same with R. Reigersman (.1).	Humphreys, Thomas A.	1.30	1,280.50
01-Jul-2011	Discuss tax considerations with T. Humphreys (.2); review draft Plan of Reorganization and exhibits (.8).	Reigersman, Rimmelt A.	1.00	640.00
01-Jul-2011	Review draft bankruptcy Plan (1.5); review correspondence and distribute tax sharing model regarding the same (.3).	Shelley, Shane M.	1.80	1,071.00

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
02-Jul-2011	Attention to Term Sheets dated June 29, 2011.	Goldberger, Jared B.	2.40	1,032.00
02-Jul-2011	Review emails and draft Plan of Reorganization, draft questions regarding same and email to R. Reigersman (2.0); review summary of Leonard deposition and prepare for mediation (.5).	Humphreys, Thomas A.	2.50	2,462.50
02-Jul-2011	Review draft Plan of Reorganization and certificate of incorporation and prepare comments.	Reigersman, Rimmelt A.	4.00	2,560.00
03-Jul-2011	Email communications with attorneys regarding mediation (.1); review Ambac mediation brief (.4).	Froelich, Edward L.	0.50	362.50
03-Jul-2011	Prepare comments to Plan documents (.5); email to T. Humphreys regarding same (.2).	Reigersman, Rimmelt A.	0.70	448.00
04-Jul-2011	Emails with R. Reigersman regarding tax changes to Plan.	Freimuth, Renee L.	0.30	192.00
04-Jul-2011	Review Ambac mediation brief.	Froelich, Edward L.	1.40	1,015.00
04-Jul-2011	Review emails from and send emails to R. Freimuth regarding Plan of Reorganization (.5); review comments to Plan of Reorganization (.5).	Reigersman, Rimmelt A.	1.00	640.00
05-Jul-2011	Meeting with G. Lee and A. Princi regarding open issues regarding Plan and tax issues.	Freimuth, Renee L.	0.70	448.00
05-Jul-2011	Review Ambac mediation brief (.5); preparation for mediation meetings (.7); discussion with T. Humphreys regarding deposition summaries (.3); meeting with A. Princi, T. Humphreys and Dewey attorneys regarding mediation session (1.5); discussion with A. Princi and T. Humphreys regarding case status (.7).	Froelich, Edward L.	3.70	2,682.50
05-Jul-2011	Prepare for mediation (.5); review deposition summaries (.5); meeting at Dewey with P. Ivanek, L. Hill, E. Froelich and A. Princi regarding same (1.5); discuss case with E. Froelich and with A. Princi (.7); review emails regarding same (.3).	Humphreys, Thomas A.	3.50	3,447.50
05-Jul-2011	Conference with A. Princi regarding mediation strategy and meeting with Dewey regarding same (.7); meeting with A. Princi and R. Freimuth regarding tax issues in Plan (.7).	Lee, Gary S.	1.40	1,330.00
05-Jul-2011	Review Debtor's position paper to mediator regarding tax litigation (2.4); email exchange with E. Froelich regarding same (.2); email exchange with JAMs and Dewey regarding 7/6 mediation session (.4).	Princi, Anthony	3.00	2,850.00
05-Jul-2011	Review draft Disclosure Statement and prepare comments (5.0); review revised draft Plan and prepare comments (1.5).	Reigersman, Rimmelt A.	6.50	4,160.00
06-Jul-2011	Calls with R. Reigersman regarding tax issues in Plan.	Freimuth, Renee L.	0.30	192.00

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
06-Jul-2011	Prepare for and attend mediation meetings (9.0); draft closing agreement (.8); discussion with T. Humphreys regarding progress of mediation (.7).	Froelich, Edward L.	10.50	7,612.50
06-Jul-2011	Prepare for mediation (.5); mediation including various conferences with USAO, Dewey, Ambac, mediator, A. Princi and E. Froelich (8.0); discuss progress of mediation with E. Froelich (.7); update R. Reigersman on status of mediation (.7).	Humphreys, Thomas A.	9.90	9,751.50
06-Jul-2011	Attendance and participation in settlement mediation of tax litigation.	Princi, Anthony	7.00	6,650.00
06-Jul-2011	Review Disclosure Statement and prepare comments (3.5); telephone calls with R. Freimuth regarding tax issues (.3); review and emails regarding Plan of Reorganization (.8); telephone calls with M. Catirini regarding tax issues (.3); review Plan of Reorganization (.8); discuss tax consideration and status of mediation with T. Humphreys (.7).	Reigersman, Rimmelt A.	6.40	4,096.00
07-Jul-2011	Call with A. Lefkovits, B. Tisdell and A. Princi regarding IRS mediation (.7); review follow-up emails from A. Princi regarding same (.2); review documents to circulate to A. Princi in connection with same (.2); review exhibits to NYC tax response to claim objection (.6); meet with R. Reigersman regarding NYC response (.5); email with T. Humphries and I. Slomka regarding same (.1); email with T. Padnos regarding NYC claim (.1).	Freimuth, Renee L.	2.40	1,536.00
07-Jul-2011	Attend mediation sessions (9.5); meeting with T. Humphreys and R. Reigersman regarding mediation (.3); review R. Reigersman NOL chart (.1).	Froelich, Edward L.	9.90	7,177.50
07-Jul-2011	Research tax issues.	Goldberger, Jared B.	1.20	516.00
07-Jul-2011	Ambac mediation including various conferences with USAO, A. Princi, E. Froelich, Dewey (8.5); discuss results of mediation with E. Froelich and R. Reigersman (.3); prepare notes regarding same (1.2).	Humphreys, Thomas A.	10.00	9,850.00
07-Jul-2011	Telephone conference with Lazard and R. Freimuth regarding strategy regarding settlement mediation (.7); attendance and participation in settlement mediation (8.5); email exchange with Dewey regarding tax issues raised during mediation (.5).	Princi, Anthony	9.70	9,215.00
07-Jul-2011	Review Disclosure Statement and prepare comments (2.3); telephone call with M. Caterini and H. Jacobson regarding tax issues (.7); discuss issues regarding NYC tax claim with R. Freimuth (.5); discuss NYC tax claim with I. Slomka (.5); discuss tax considerations with T. Humphreys and E. Froelich (.3); prepare overview of NOLs (1.6); discussion with I. Slomka regarding NYC tax claim (.4).	Reigersman, Rimmelt A.	6.30	4,032.00

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07-Jul-2011	Review correspondence and related materials regarding Government settlement offer (.8); follow-up research and analysis regarding same (1.0).	Shelley, Shane M.	1.80	1,071.00
07-Jul-2011	Review referenced exhibits in New York City response to Debtor's objection to City proof of claim (2.6); discussion with R. Reigersman regarding same (.4).	Slomka, Irwin M.	3.00	2,175.00
08-Jul-2011	Call with A. Princi and A. Lefkovits regarding IRS mediation.	Freimuth, Renee L.	0.50	320.00
08-Jul-2011	Mediation meetings (7.0); revise draft closing agreement and circulate to attorneys (.3); draft Wallis deposition summary (.2).	Froelich, Edward L.	7.50	5,437.50
08-Jul-2011	Review draft Disclosure Statement (1.0); mediation session including various conferences with Dewey, Ambac, mediator and discussions with A. Princi (6.5); summarize NOL numbers and review notes from mediation and review emails regarding mediation, Plan (1.3); conference call with Lazard and R. Reigersman regarding model (1.0).	Humphreys, Thomas A.	9.80	9,653.00
08-Jul-2011	Research treatment of tax sharing agreements.	Linch, Maureen Elizabe	0.90	405.00
08-Jul-2011	Attendance and participation in settlement mediation (6.5); telephone conference with R. Freimuth and Lazard regarding results of same (.5).	Princi, Anthony	7.00	6,650.00
08-Jul-2011	Mediation meeting (6.0); review amended draft Disclosure Statement and prepare comments (1.5); conference call with Lazard and T. Humphreys regarding tax considerations (1.0).	Reigersman, Rimmelt A.	8.50	5,440.00
08-Jul-2011	Review NOL schedules, reconciliation and related materials and correspondence (1.5); correspondence with T. Humphreys regarding effects of potential settlement terms and follow-up analysis regarding the same (1.9).	Shelley, Shane M.	3.40	2,023.00
09-Jul-2011	Draft memo to working group (.5); prepare slides for potential presentation on term sheets (.5); review NY City tax claim, related correspondence and emails (.5); research NY city tax law (2.0).	Humphreys, Thomas A.	3.50	3,447.50
09-Jul-2011	Review tax sharing agreements and amendments (1.1); review email from T. Humphreys regarding same (.1); review memo from T. Humphreys about work streams (.3).	Linch, Maureen Elizabe	1.50	675.00
09-Jul-2011	Conduct research regarding relevant tax considerations (2.0); review email and outline from T. Humphreys (.2).	Reigersman, Rimmelt A.	2.20	1,408.00
10-Jul-2011	Conference call with attorneys and Lazard regarding mediation.	Froelich, Edward L.	0.20	145.00



<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
10-Jul-2011	Email exchanges with all parties and the mediator regarding people who should attend and timing of next mediation session (.6); email exchanges with Lazard and M&F team regarding same (.5); conference call with Lazard and M&F team regarding same (.2).	Princi, Anthony	1.30	1,235.00
10-Jul-2011	Prepare outline of tax considerations regarding bankruptcy emergence (2.5); telephone call with A. Princi and Lazard (.2).	Reigersman, Rimmelt A.	2.70	1,728.00
10-Jul-2011	Review work stream memorandum and assess tasks to be completed in anticipation of government settlement negotiations (.5); analysis of tax issues related thereto (.7); review bankruptcy Plan and Disclosure Statement (3.2); research and analyze follow-up tax issues thereto (3.2).	Shelley, Shane M.	7.60	4,522.00
11-Jul-2011	Emails with T. Padnos and A. Princi regarding NYC tax claim (.3); additional review of objection to same (.4); follow-up emails with Dewey and MoFo teams regarding meeting to discuss NYC tax claims (.4); preparation for meeting regarding same (.5); calls with B. Tisdell regarding preparation of materials for IRS mediation (.5); meeting with A. Princi regarding same (.4); research in connection with same (1.8); review historical term sheets (.9); begin summary for IRS mediation (.8); email with Debtor advisors regarding call to discuss mediation materials (.2).	Freimuth, Renee L.	6.20	3,968.00
11-Jul-2011	Email communications with attorneys regarding deposition scheduling (.2); review DOJ subpoena duces tecum to OCI and staff and related email communications with attorneys (.2); communications with KPMG counsel and AUSA attorneys regarding depositions (.2); deposition summaries (1.5).	Froelich, Edward L.	2.10	1,522.50
11-Jul-2011	Discuss with R. Reigersman and conference call with bondholder regarding Plan (1.0); conference call with R. Reigersman and another bondholder regarding Plan (1.0); review emails and call to S. Shelley regarding research (.3); review draft memo regarding consequences of Plan confirmation and amendments to TSA and send to M. Linch (.4); call to B. Tisdale regarding tax consequences of Plan options (.3).	Humphreys, Thomas A.	3.00	2,955.00
11-Jul-2011	Review memo from T. Humphreys (.3); begin researching tax issues (1.0); email with T. Humphreys (.2).	Linch, Maureen Elizabe	1.50	675.00
11-Jul-2011	Research and review past correspondence regarding avoidance actions for inclusion in mediation materials.	Molison, Stacy L.	1.00	500.00

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
11-Jul-2011	Review and analyze NYC's proof of claim, Debtor's objection and NYC's response to same (3.5); email exchange with E. Froelich regarding deposition schedule (.3); review deposition subpoena on OCI and related email from AUSA (.3); email exchange with M&F tax team and Dewey regarding need to discuss NYC tax claim with Debtor's management (.5); meeting with R. Freimuth regarding issues with NYC's tax claim (.4).	Princi, Anthony	5.00	4,750.00
11-Jul-2011	Telephone call with bondholder and T. Humphreys regarding Plan (1.0); prepare outline of tax considerations (.7); call with T. Humphreys and additional bondholder regarding Plan (1.0).	Reigersman, R Emmelt A.	2.70	1,728.00
11-Jul-2011	Research and analyze various tax and contractual issues related to government settlement negotiations (2.8); call with T. Humphreys regarding same (.3); draft file memorandum regarding same (3.1).	Shelley, Shane M.	6.20	3,689.00
11-Jul-2011	Review documents regarding tax considerations.	Slomka, Irwin M.	1.00	725.00
12-Jul-2011	Attend meeting with Debtor, Dewey and Mofa teams regarding Attend meeting with Debtor, Dewey and Mofa teams regarding NYC tax claims.	Freimuth, Renee L.	2.00	1,280.00
12-Jul-2011	Review deposition notes and prepare summaries (2.5); email communications with A. Princi regarding depositions (.1); prepare for C. Conjura deposition (.4).	Froelich, Edward L.	3.00	2,175.00
12-Jul-2011	Compile and organize information with regards to the New York City tax claim (1.3); discussion with T. Humphreys regarding same (.5).	Goldberger, Jared B.	1.80	774.00
12-Jul-2011	Review NYC description of claim and supporting materials (.7); discuss issues with J. Goldberger (.5); prepare notes regarding same (.3); discuss claim with I. Slomka in preparation for meeting and review emails (1.0); meeting with W. Kirchoff, D. Trick, Dewey, I. Slomka and A. Princi regarding NYC claim (1.5); meeting with Dewey, I. Slomka and W. Kirchoff regarding specific facts to support taxpayer's position (.5); discuss further steps with I. Slomka and review and revise notes regarding NYC claim (.5).	Humphreys, Thomas A.	5.00	4,925.00
12-Jul-2011	Conferences with A. Princi regarding mediation negotiation status and regarding city tax claim (.5); review emails regarding mediation strategy (.2).	Lee, Gary S.	0.70	665.00
12-Jul-2011	Research tax issues.	Linch, Maureen Elizabe	3.60	1,620.00

<u>Date</u>	<u>Services</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Value</u>
12-Jul-2011	Prepare for meeting regarding NYC tax claim (.4); meeting with Debtor's management, Dewey and M&F tax team regarding NYC's tax claim issues (1.5); meeting with G. Lee regarding same and regarding mediation strategy (.5); email exchange with E. Froelich regarding 7/13 deposition schedule (.2); review deposition summaries (2.6); email exchanges with Dewey and Foley regarding issues with scheduling next mediation sessions (.8); telephone conference with M. Van Sicklen regarding same (.4); telephone conference with Dewey regarding same (.3); prepare for 7/13 J. Jordan deposition (.5).	Princi, Anthony	7.20	6,840.00
12-Jul-2011	Further draft memorandum regarding various tax and contractual issues (3.3); research follow-up tax issues thereto (3.3).	Shelley, Shane M.	6.60	3,927.00
12-Jul-2011	Discussion with T. Humphreys on NYC tax issues (1.0); prepare for (1.0) and meet with (1.5) A. Princi, T. Humphreys, W. Kirschhoff, J. Weber to discuss NYC tax claim; follow-up with T. Humphreys regarding same (.5).	Slomka, Irwin M.	4.00	2,900.00
13-Jul-2011	Conference call with MoFo attorneys, Dewey attorneys, Lazard and Blackstone regarding submission to mediator (.5); attend C. Conjura deposition (10.0); email communications with attorneys regarding Office of Review practices (.2).	Froelich, Edward L.	10.70	7,757.50
13-Jul-2011	Research regarding tax issues.	Goldberger, Jared B.	1.10	473.00
13-Jul-2011	Conference call with working group regarding tax issues (.5); review S. Shelley memo regarding issues in tax sharing agreement (.8).	Humphreys, Thomas A.	1.30	1,280.50
13-Jul-2011	Research regarding tax issues (4.8); discuss same with I. Slomka (.4).	Kraman, Kara M.	5.20	1,820.00
13-Jul-2011	Attendance at J. Jordan deposition.	Princi, Anthony	8.50	8,075.00
13-Jul-2011	Review materials e-mailed by W. Kirschhoff and J. Weber (.4); discussion with K. Kraman regarding case status (.4).	Slomka, Irwin M.	0.80	580.00
14-Jul-2011	Telephone call with T. Humphreys regarding depositions (.4); review and reply to email communications from L. Hill regarding proposed expert witnesses (.3); communications with L. Hill regarding experts (.1); draft deposition summaries (2.0); prepare for upcoming depositions (.2).	Froelich, Edward L.	3.00	2,175.00
14-Jul-2011	Research regarding tax issues.	Goldberger, Jared B.	1.70	731.00

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<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
14-Jul-2011	Review section of presentation to mediator and revise same, review Lazard portion of presentation (1.0); brief R. Reigersman on status of NYC claim in preparation for Committee call (.7); review file on NYC claim including master trust agreement, secured and unsecured investment contracts, various items of correspondence with NYC and exhibits, Debtor's response to NYC claim, Notice of Determination and emails (3.1); review emails from L. Hill regarding expert witness, respond to same and review expert witness qualifications (.7); discuss depositions and expert witness testimony with E. Froelich (.4); review emails (.1).	Humphreys, Thomas A.	6.00	5,910.00
14-Jul-2011	Research regarding tax issues.	Linch, Maureen Elizabe	1.20	540.00
14-Jul-2011	Email exchanges with E. Froelich and Dewey regarding selection of expert witnesses (.6); review CV of prospective expert and email exchange with M&F tax team regarding same (.6); email exchange with E. Froelich regarding next week's scheduled deposition (.2); review AUSA's 30(b)(6) deposition notice and related email (.4).	Princi, Anthony	1.80	1,710.00
14-Jul-2011	Review and provide comments to mediation materials (.8); correspondence with R. Freimuth regarding same (.2); discussion with T. Humphreys regarding NYC claim (.7); telephone call with Lazard regarding tax consideration (.7).	Reigersman, R Emmelt A.	2.40	1,536.00
14-Jul-2011	Review documentation regarding New York City claim (1.8); summarize analysis (1.2).	Slomka, Irwin M.	3.00	2,175.00
15-Jul-2011	Emails with A. Princi, S. Molison, R. Reigersman and B. Tisdell regarding mediation materials for OCI mediation for plan settlement (.7); review revised mediation materials (.8); call with Debtor and Committee advisors regarding materials for OCI (.5); revise materials (1.2); review chart from R. Reigersman and note to same (.2).	Freimuth, Renee L.	3.40	2,176.00
15-Jul-2011	Review request for admission rules (.5); conference call with T. Humphreys and A. Princi regarding requests for admission and proposed expert witnesses (.8); conference call with T. Humphreys and Dewey attorneys regarding experts (.4); draft deposition summaries (.7); email communications with attorneys regarding depositions (.3).	Froelich, Edward L.	2.70	1,957.50

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
15-Jul-2011	Review qualifications of expert witnesses (.3); call with E. Froelich and A. Princi regarding requests for admissions (.8); call with Committee and Debtor advisors regarding mediation schedule (.5); call with L. Hill, M. Linch and E. Froelich regarding expert witnesses (.4); review NYC tax claims and I. Slomka email, draft list of questions for Debtor on NYC tax claim (2.5); discuss same with I. Slomka (.5); review emails and conference call with A. Princi, M. Groll, Lazard regarding status of case (.5).	Humphreys, Thomas A.	5.50	5,417.50
15-Jul-2011	Review materials for mediation prepared by Mofo, Dewey, Blackstone and Lazard.	Lee, Gary S.	2.50	2,375.00
15-Jul-2011	Research tax issues.	Linch, Maureen Elizabe	3.50	1,575.00
15-Jul-2011	Review and edit mediation materials (2.9); multiple emails with R. Freimuth and R. Reigersman regarding same (.9); participate in conference call with A. Princi, R. Freimuth, R. Reigersman, T. Humphreys, Lazard, Dewey and Blackstone regarding mediation schedule and materials (.5).	Molison, Stacy L.	4.30	2,150.00
15-Jul-2011	Conference call with T. Humphreys and E. Froelich regarding preparation of requests for admission and expert witnesses (.8); email exchange with Dewey and E. Froelich regarding upcoming deposition schedule (.2); review and revise Dewey, Lazard and Blackstone materials for the mediator (2.2); telephone conference with Lazard regarding revisions to their mediation materials (.6); email exchange with Lazard regarding same (.4); telephone conference with P. Ivanick regarding timing of mediation sessions and related issues (.5); telephone conference with Lazard regarding same (.6); conference call with Committee and Debtor's advisors regarding materials to be submitted to mediator (.5); email exchange with T. Humphreys and E. Froelich regarding selection of expert witnesses (.2).	Princi, Anthony	6.00	5,700.00
15-Jul-2011	Review and prepare materials in connection with mediation submission (2.3); review emails from T. Humphreys and I. Slomka regarding materials (.5); review mediation materials and prepare comments (1.3); telephone call with A. Princi, T. Humphreys, R. Freimuth, S. Molison, Blackstone and Lazard regarding mediation materials (.5).	Reigersman, R Emmelt A.	4.60	2,944.00
15-Jul-2011	Finish e-mail summarizing analysis of NYC tax claim (.4); review judicial precedent (1.2); discuss same with T. Humphreys (.5); review and comment on list of document requests prepared by T. Humphreys (1.9).	Slomka, Irwin M.	4.00	2,900.00
16-Jul-2011	Draft deposition summaries.	Froelich, Edward L.	3.50	2,537.50
17-Jul-2011	Review reporting notice in connection with claims trading and R. Reigersman comments regarding same.	Freimuth, Renee L.	0.30	192.00

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
17-Jul-2011	Email exchange with R. Reigersman regarding proposed change to reporting notice.	Princi, Anthony	0.20	190.00
17-Jul-2011	Review draft reporting notice (.8); send email regarding reporting notice (.1).	Reigersman, Rimmelt A.	0.90	576.00
18-Jul-2011	Review emails from A. Princi and I. Slomka regarding NYC tax claim (.2); emails with A. Princi and Lazard team regarding IRS mediation (.4); call with Committee advisors regarding same (.4); confer with A. Princi regarding IRS mediation updates (.3).	Freimuth, Renee L.	1.30	832.00
18-Jul-2011	Review L. Hill email regarding L. Gertzman and prepare reply to attorneys (.4); communications with attorneys regarding deposition scheduling and 30(b)(6) deposition (.2); draft and circulate D. Wallis deposition summary (2.5); review J. Jordan deposition summary (.2); conference call with L. Hill and A. Princi regarding experts (.5); conference call with attorneys and advisors regarding OCI adjournment proposal (.3).	Froelich, Edward L.	4.10	2,972.50
18-Jul-2011	Review question list for NYC audit (.2); revise and send to ABK (.2); review emails regarding NYC claim (.2); call from B. Tisdale regarding mediation memo (.2); review mediation memo and discuss with J. Goldberger (.2).	Humphreys, Thomas A.	1.00	985.00
18-Jul-2011	Review mediation materials (2.8); review tax deposition transcripts (1.2).	Lee, Gary S.	4.00	3,800.00
18-Jul-2011	Research tax issues.	Linch, Maureen Elizabe	3.80	1,710.00
18-Jul-2011	Review deposition summary (.8); review list of requested documents regarding NYC tax claim (.4); email exchange with T. Humphreys and I. Slomka regarding meeting to discuss NYC tax claim issues (.2); email exchanges with Dewey regarding meeting tomorrow to discuss IRS mediation issues (.3); preparation of summary of J. Jordan deposition (.8); review revision to reporting notice (.1).	Princi, Anthony	2.60	2,470.00
18-Jul-2011	Discussion with T. Padnos and J. Weber regarding status of NYC claim (.4); follow-up review of documents (.4).	Slomka, Irwin M.	0.80	580.00
19-Jul-2011	Participate in meeting with Debtor and Committee advisors regarding IRS mediation (2.5); participate in meeting with I. Slomka, T. Humphries, G. Lee, A. Princi and R. Reigersman regarding NYC tax claim and IRS mediation (1.0); participate in call with T. Padnos, J. Weber, I. Slomka and R. Reigersman regarding NYC tax claim (.4); meeting with A. Princi, T. Humphreys and R. Reigersman regarding same (.5); review historic emails regarding same (.4); review follow-up emails regarding support for New York city tax claim objection (.2).	Freimuth, Renee L.	5.00	3,200.00

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
19-Jul-2011	Review complaint and answer and prepare requests for admission (1.5); attend D. Salz supplemental deposition (2.2); attend meeting with attorneys and D. Adams (Ambac) at Dewey offices (1.5); email communications with attorneys regarding expert witnesses and discovery (.4).	Froelich, Edward L.	5.60	4,060.00
19-Jul-2011	Review deposition of D. Wallis (.5); draft letter regarding NYC claim (.5); meeting at Dewey with debtor management, A. Princi, R. Reigersman, R. Freimuth, Blackstone, Lazard, and Dewey (P. Ivanek) regarding case status and IRS litigation (2.5); post meeting discussion with A. Princi, R. Freimuth and R. Reigersman (.5); meeting with I. Slomka, A. Princi, G. Lee and R. Freimuth regarding NYC audit (1.0); discuss same with R. Reigersman and call to H. Jacobsen regarding same (.5).	Humphreys, Thomas A.	5.50	5,417.50
19-Jul-2011	Draft memorandum regarding tax issues.	Kraman, Kara M.	3.30	1,155.00
19-Jul-2011	Review revised mediation materials (.3); meet with tax team, R. Freimuth and A. Princi regarding mediation and next steps and regarding NYC claim (1.0).	Lee, Gary S.	1.30	1,235.00
19-Jul-2011	Draft memorandum regarding tax issues.	Linch, Maureen Elizabe	2.00	900.00
19-Jul-2011	Attendance and participation with Debtor's management and advisors and M&F and Lazard teams regarding issues concerning IRS mediation (2.5); follow-up meeting with M&F team regarding same (.5); meeting with I. Slomka and T. Humphreys regarding issues with NYC tax claim (1.5); email exchanges with Dewey and Committee member regarding reporting notice revisions (.2); review publication by proposed expert witness (.5); email exchanges Dewey and M&F tax team regarding same (.1).	Princi, Anthony	5.30	5,035.00
19-Jul-2011	Meeting with Dewey, Lazard, Blackstone regarding status (2.5); meeting with A. Princi, T. Humphreys, G. Lee, I. Slomka, R. Freimuth regarding NYC tax claim (1.0); meeting with T. Humphreys and R. Freimuth regarding same (.5); telephone call with R. Freimuth, I. Slomka, T. Padros and J. Weber regarding NYC tax claim (.5); review claims trading notice (.5); telephone call with T. Humphreys and H. Jacobsen (.5).	Reigersman, R Emmelt A.	5.50	3,520.00
19-Jul-2011	Meeting with A. Princi, T. Humphreys, G. Lee, R. Reigersman and R. Freimuth on outstanding issues regarding NYC claim (1.0); follow-up conference call with R. Freimuth, R. Reigersman, T. Padnos, J. Weber of Dewey (.4); e-mail exchange with J. Weber (.1).	Slomka, Irwin M.	1.50	1,087.50
20-Jul-2011	Review pleadings in IRS proceeding (.3); email with J. Goldberger regarding same (.1).	Freimuth, Renee L.	0.40	256.00

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
20-Jul-2011	Meeting with A. Princi (.2); review complaint and depositions for requests for admission (.5); draft requests for admission (2.5); draft deposition summary (2.5); telephone call with S. Bassin (Baker & Hostetler) regarding Office of Review (.3).	Froelich, Edward L.	6.00	4,350.00
20-Jul-2011	Research regarding tax issues.	Goldberger, Jared B.	0.80	344.00
20-Jul-2011	Review emails and call from L. Hill regarding experts (.4); call to M. Linch regarding research on tax issues and send materials to M. Linch regarding same (.6).	Humphreys, Thomas A.	1.00	985.00
20-Jul-2011	Draft memorandum on tax considerations.	Kraman, Kara M.	4.00	1,400.00
20-Jul-2011	Begin to review agreed draft of mediation materials.	Lee, Gary S.	1.90	1,805.00
20-Jul-2011	Research issues related to tax considerations (1.0); discuss same with T. Humphreys (.6).	Linch, Maureen Elizabe	1.60	720.00
20-Jul-2011	Conference with E. Froelich regarding W. Kirchoff deposition (.2); review tax sharing agreement regarding allocation of costs of litigation (.6).	Princi, Anthony	0.80	760.00
21-Jul-2011	Prepare for and attend W. Kirchoff deposition (10.0); draft requests for admission (1.4).	Froelich, Edward L.	11.40	8,265.00
21-Jul-2011	Edit letter addressing claim filed by New York City Department of Finance (.3); discussion with T. Humphreys regarding same (.3).	Goldberger, Jared B.	0.60	258.00
21-Jul-2011	Review and revise letter regarding NYC audit (.8); discuss with J. Goldberger (.3); review various elements of package to mediator and email to R. Freimuth regarding same (.7).	Humphreys, Thomas A.	1.80	1,773.00
21-Jul-2011	Review mediation materials (1.5); conference with A. Princi regarding materials (.1).	Lee, Gary S.	1.60	1,520.00
21-Jul-2011	Research on issues related to financial products.	Linch, Maureen Elizabe	2.00	900.00
21-Jul-2011	Review email exchanges between I. Slomka and Debtor regarding documents requested regarding NYC tax claim.	Princi, Anthony	0.20	190.00
21-Jul-2011	Review and revise draft memorandum regarding tax considerations.	Slomka, Irwin M.	3.00	2,175.00
22-Jul-2011	Prepare draft admissions requests (5.5); communications with attorneys regarding deposition schedule and admissions requests (.3).	Froelich, Edward L.	5.80	4,205.00
22-Jul-2011	Research tax issues pertaining to NYC claim.	Goldberger, Jared B.	0.90	387.00
22-Jul-2011	Review I. Slomka memo on NYC issue (.5); review emails and research regarding same (2.5).	Humphreys, Thomas A.	3.00	2,955.00
22-Jul-2011	Research issues related to financial products.	Linch, Maureen Elizabe	1.80	810.00



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<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
22-Jul-2011	Review and revise draft of requests to admit (1.8); email exchange with E. Froelich regarding upcoming deposition schedule (.2); email exchange with I. Slomka regarding issues with NYC tax claim (.4).	Princi, Anthony	2.40	2,280.00
23-Jul-2011	Edit letter regarding New York City Department of Finance claim (1.3); research regarding tax issues (2.6).	Goldberger, Jared B.	3.90	1,677.00
23-Jul-2011	Review tax issues and relevant case law (2.0); revise draft letter to NYC regarding taxpayers position (2.0); review file regarding interest allocation (.3); review J. Wong memo to NYC regarding allocation (.2).	Humphreys, Thomas A.	4.50	4,432.50
24-Jul-2011	Review L. Sheppard article and email communications with attorneys regarding the same.	Froelich, Edward L.	0.30	217.50
24-Jul-2011	Further research regarding tax issues.	Goldberger, Jared B.	0.70	301.00
24-Jul-2011	Email exchanges with E. Froelich and Dewey regarding qualifications of expert witness.	Princi, Anthony	0.30	285.00
25-Jul-2011	Review deposition exhibits and notes (1.0); draft deposition summaries (3.5); email communications with A. Ferris and R. Nessler (Dewey) regarding admission requests (.5).	Froelich, Edward L.	5.00	3,625.00
25-Jul-2011	Edit letter to New York City Corporate Counsel regarding New York City Department of Finance Claim (.8); discuss same with T. Humphreys (.5).	Goldberger, Jared B.	1.30	559.00
25-Jul-2011	Review and revise NYC letter (1.4); discuss with J. Goldberger (.5); review emails regarding same (.3); review draft first set of requests for admission (.5); meeting at Dewey with A. Princi, R. Reigersman, R. Freimuth, Lazard (A. Lefkovitz, A. Brumiller), Ambac (D. Adams), Dewey (P. Ivanek, L. Hill, M. Groll), Blackstone regarding various issues in bankruptcy case and IRS matter (2.5); post meeting discussion with A. Princi and R. Reigersman (.3).	Humphreys, Thomas A.	5.50	5,417.50
25-Jul-2011	Discuss final letter regarding NYC claim (.5); revisions to same (.8).	Kraman, Kara M.	1.30	455.00
25-Jul-2011	Review cds tax analysis (.9); review mediation materials (1.0).	Lee, Gary S.	1.90	1,805.00
25-Jul-2011	Research on tax issues.	Linch, Maureen Elizabe	1.10	495.00
25-Jul-2011	Meeting with R. Reigersman and T. Humphreys regarding results of today's meeting with Debtor's advisors (.3); review draft of letter to NYC regarding issues with NYC's tax claim (.7); email exchange with Foley regarding next week's deposition of R. Peterson (.2); email exchange with T. Humphreys and I. Slomka regarding letter to NYC (.2).	Princi, Anthony	1.40	1,330.00
25-Jul-2011	Meeting with Dewey, Blackstone, Lazard and team (2.5); discuss issues with A. Princi and T. Humphreys (.3).	Reigersman, R Emmelt A.	2.80	1,792.00

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
25-Jul-2011	Revise file memorandum regarding the tax treatment of surplus notes (2.3); background research regarding the same (2.3).	Shelley, Shane M.	4.60	2,737.00
25-Jul-2011	Review and suggest revisions to draft letter to New York City tax officials (1.1); discuss same with K. Kraman (.5); prepare cover e-mail and circulate to Debtor's counsel for comment (.3); respond to inquiries from T. Padnos (.4); follow-up regarding same (.2).	Slomka, Irwin M.	2.50	1,812.50
26-Jul-2011	Email communications with attorneys regarding deposition scheduling (.1); draft and circulate D. Salz deposition summary (1.5); review deposition exhibits and notes (1.0); draft C. Conjura deposition summary (4.5).	Froelich, Edward L.	7.10	5,147.50
26-Jul-2011	Edit letter to New York City Department of Finance and incorporate all comments received with regards to same (2.3); discuss same with T. Humphreys (.3).	Goldberger, Jared B.	2.60	1,118.00
26-Jul-2011	Review and revise NYC letter incorporating comments from Debtor (.4); discuss with J. Goldberger (.3); meeting with Dewey, Lazard and Blackstone regarding Plan of Reorganization (2.0); discuss with R. Reigersman (.3).	Humphreys, Thomas A.	3.00	2,955.00
26-Jul-2011	Research issues related to tax considerations.	Linch, Maureen Elizabe	3.90	1,755.00
26-Jul-2011	Review revised letter to NYC regarding issues with tax claim (.3); email exchange with E. Froelich regarding deposition schedule this week (.3); review deposition summary (.7).	Princi, Anthony	1.30	1,235.00
26-Jul-2011	Meeting with Jenner & Block, Dewey, Lazard and Blackstone (2.3); discuss considerations with T. Humphreys (.3).	Reigersman, R Emmelt A.	2.60	1,664.00
26-Jul-2011	Research and analyze tax issues (.9); review rehabilitation and reorganization filings (1.0); revise memorandum regarding tax issues (3.2).	Shelley, Shane M.	5.10	3,034.50
26-Jul-2011	Discussion with T. Padnos and Debtor's counsel regarding strategy for settlement discussions with New York City officials (.8); review comments from D. Trick regarding same (.6); follow-up regarding same (.1).	Slomka, Irwin M.	1.50	1,087.50
27-Jul-2011	Draft Conjura deposition summary (1.5); draft Kirchoff deposition summary (2.0).	Froelich, Edward L.	3.50	2,537.50
27-Jul-2011	Review Master Loan and Security Agreements and Master Trust Agreement (1.7); discuss same with T. Humphreys (.6); review and edit letter to New York City Department of Finance regarding New York City tax claim (2.9).	Goldberger, Jared B.	5.20	2,236.00

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
27-Jul-2011	Review draft of NYC claim letter and revise same (1.0); draft and revise riders (.5); read MLSAs and Master Trust Agreement (2.0); discuss same with J. Goldberger (.3); discuss research with J. Goldberger (.3); discuss case with I. Slomka (.6); review emails regarding discovery (.2); review memo on tax considerations and discuss various issues with R. Reigersman (1.0); conference call with group regarding proposed reorganization plan and prepare for same (1.0); review M. Linch memo regarding tax issues (.4).	Humphreys, Thomas A.	7.30	7,190.50
27-Jul-2011	Further research on tax issues (3.0); draft memo regarding same (2.0).	Linch, Maureen Elizabe	5.00	2,250.00
27-Jul-2011	Review Leonard deposition summary and related exhibits (2.4); email exchange with AUSA and Dewey regarding R. Peterson's deposition (.2); review Conjura deposition transcript and notes from E. Froelich regarding same (2.0); email exchanges with Dewey and E. Froelich regarding IRS' new document requests and request to extend discovery schedule and Debtor's request to depose IRS' witnesses (.6); review letter from AUSA to Dewey regarding witness list and additional document production (.2); review Debtor's motion to retain expert witnesses (.6); email exchange with E. Froelich and R. Freimuth regarding issues with same (.3); email exchange with I. Slomka regarding status of resolving issues with NYC tax claim (.4); review Debtor's proposed new pre-trial schedule (.2).	Princi, Anthony	6.90	6,555.00
27-Jul-2011	Conference call with Bingham (1.3); review NYC claim materials and discuss with T. Humphreys (1.0).	Reigersman, Rimmelt A.	2.30	1,472.00
27-Jul-2011	Research and analysis regarding tax attributes of AFGI.	Shelley, Shane M.	3.80	2,261.00
27-Jul-2011	Review and comment on revised draft submission to New York City tax officials (.7); discussion with T. Humphreys regarding status (.6); review documentation forwarded by W. Kirschhoff (.7); conference call with J. Weber (Dewey) (.5).	Slomka, Irwin M.	2.50	1,812.50
28-Jul-2011	Review amendments to tax sharing agreement (.5); call with R. Reigersman regarding cost sharing provisions of tax sharing agreement (.1).	Freimuth, Renee L.	0.60	384.00
28-Jul-2011	Attend 30(b)(6) deposition (8.5); draft deposition summary (1.5); email communications with attorneys regarding depositions (.1).	Froelich, Edward L.	10.10	7,322.50
28-Jul-2011	Review and edit New York City Department of Finance Letter regarding tax claim (3.0); discuss same with T. Humphreys (.4).	Goldberger, Jared B.	3.40	1,462.00
28-Jul-2011	Review and revise letter to NYC (1.0); review emails (.1) and discuss with J. Goldberger (.4); review memo on same (.5).	Humphreys, Thomas A.	2.00	1,970.00

Date	Services	Timekeeper	Hours	Value
28-Jul-2011	Attendance at deposition of P. Laurenzano (7.5); review final draft of letter to NYC regarding issues with tax claim and related email from I. Slomka (.4); email exchange with Dewey and AUSA regarding revised pre-trial schedule (.2).	Princi, Anthony	8.10	7,695.00
28-Jul-2011	Telephone call with R. Freimuth regarding tax sharing agreement (.1); review tax sharing agreement (.5); telephone call with S. Shelley regarding tax considerations (.2).	Reigersman, R Emmelt A.	0.80	512.00
28-Jul-2011	Further research regarding tax considerations of AFGI (1.7); discuss same with R. Reigersman (.2); draft memorandum regarding the same (1.9).	Shelley, Shane M.	3.80	2,261.00
28-Jul-2011	Review and suggest revisions to draft letter to New York City tax officials (.8); forward to T. Padnos (Dewey) for comment (.2).	Slomka, Irwin M.	1.00	725.00
29-Jul-2011	Attend T. Staskowski deposition (7.0); prepare deposition summary (1.5).	Froelich, Edward L.	8.50	6,162.50
29-Jul-2011	Call with Debtor's counsel, T. Humphreys and I. Slomka to discuss New York City Department of Finance letter (.5); discuss same with T. Humphreys (.3); review and edit New York City Department of Finance letter (2.1).	Goldberger, Jared B.	2.90	1,247.00
29-Jul-2011	Review and revise NYC letter (.7); conference call with Dewey, I. Slomka and J. Goldberger regarding same (.5); discuss issues with J. Goldberger (.3); review M. Linch memorandum regarding tax issues (.5); discuss tax issues with I. Slomka (.5).	Humphreys, Thomas A.	2.50	2,462.50
29-Jul-2011	Review deposition summaries.	Lee, Gary S.	1.50	1,425.00
29-Jul-2011	Research on AFGI tax considerations (1.0); revise and distribute file memorandum regarding the same (1.5); revise file memorandum regarding tax treatment of surplus notes (1.0).	Shelley, Shane M.	3.50	2,082.50
29-Jul-2011	Conference call with T. Padnos and J. Weber (Dewey), T. Humphreys and J. Goldberger to discuss open issues involving New York City proof of claim, and additional comments on draft submission to New York City tax officials (.5); review Debtor's NYC tax returns (1.5); discussion with T. Humphreys regarding tax issues (.5); confer with A. Princi on next steps (.5).	Slomka, Irwin M.	3.00	2,175.00
30-Jul-2011	Prepare deposition summaries.	Froelich, Edward L.	0.50	362.50
30-Jul-2011	Read D. Wallis deposition transcript (1.5); read M. Price deposition transcript (1.0).	Humphreys, Thomas A.	2.50	2,462.50
31-Jul-2011	Prepare deposition summaries.	Froelich, Edward L.	0.50	362.50
<b>Total: 014</b>	<b>TAX ISSUES</b>		<b>581.60</b>	<b>432,736.50</b>

COMMUNICATION WITH CREDITORS

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
01-Jul-2011	Email exchange with bondholder regarding resignation of Ambac's CEO (.3); review and revise memo to Committee regarding status of Wisconsin proceedings (.4).	Princi, Anthony	0.70	665.00
05-Jul-2011	Prepare email to Committee regarding Plan and Disclosure Statement.	Freimuth, Renee L.	0.40	256.00
05-Jul-2011	Email exchange with Committee regarding draft plan.	Princi, Anthony	0.30	285.00
07-Jul-2011	Calls with creditors regarding filing of Plan (.7); email to Committee regarding Disclosure Statement (.2).	Freimuth, Renee L.	0.90	576.00
07-Jul-2011	Telephone conferences (3X) with bondholders regarding proposed plan and OCI's reaction to same (1.7); email exchange with Committee member regarding results of last two day's mediations sessions (.4).	Princi, Anthony	2.10	1,995.00
08-Jul-2011	Calls with creditors regarding Plan (.8); email with equity holder regarding Plan (.3); email update to Committee with filed Disclosure Statement (.4).	Freimuth, Renee L.	1.50	960.00
08-Jul-2011	Review and revise memo to Committee regarding new pleadings filed in Wisconsin proceeding and email exchange with S. Molison regarding same.	Princi, Anthony	0.40	380.00
11-Jul-2011	Calls with creditors regarding Plan and Disclosure Statement.	Freimuth, Renee L.	0.60	384.00
12-Jul-2011	Calls with creditors regarding Plan and Disclosure Statement filing.	Freimuth, Renee L.	0.50	320.00
12-Jul-2011	Draft and circulate email to Committee members regarding conference call and hearing for approval of Debtor's proposed Disclosure Statement.	Molison, Stacy L.	0.30	150.00
12-Jul-2011	Review memo from S. Molison to Committee regarding key dates and deadlines in Chapter 11 case.	Princi, Anthony	0.30	285.00
13-Jul-2011	Email with S. Molison regarding call from bondholder.	Freimuth, Renee L.	0.10	64.00
13-Jul-2011	Prepare for (.3) and participate in (.4) call with creditor regarding case status.	Molison, Stacy L.	0.70	350.00
14-Jul-2011	Review memo to the Committee regarding class action securities litigation.	Princi, Anthony	0.30	285.00
18-Jul-2011	Call with creditors regarding Plan.	Lee, Gary S.	0.30	285.00
18-Jul-2011	Telephone conference with bondholder regarding plan development and case status.	Princi, Anthony	0.40	380.00
20-Jul-2011	Calls with bondholders regarding hearing (.6); call and emails with Committee member and Lazard regarding PwC (.3).	Freimuth, Renee L.	0.90	576.00
21-Jul-2011	Email Committee regarding payment from AAC and mediation session schedule.	Molison, Stacy L.	0.30	150.00

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Date	Services	Timekeeper	Hours	Value
21-Jul-2011	Telephone conference with Committee member regarding status of mediation and related strategic issues.	Princi, Anthony	0.40	380.00
22-Jul-2011	Review and revise memo to Committee regarding new pleadings filed in Wisconsin proceeding (.2); and email exchange S. Molison regarding same (.1).	Princi, Anthony	0.30	285.00
26-Jul-2011	Email Committee members regarding meeting minutes from 7/14 and 7/20.	Molison, Stacy L.	0.20	100.00
27-Jul-2011	Call with creditor regarding case status.	Freimuth, Renee L.	0.30	192.00
27-Jul-2011	Call with creditor regarding case status (.4); prepare for same (.2).	Molison, Stacy L.	0.60	300.00
<b>Total: 016</b>	<b>COMMUNICATION WITH CREDITORS</b>		<b>12.80</b>	<b>9,603.00</b>
<b>NON-WORKING TRAVEL</b>				
06-Jul-2011	Travel to and from mediation.	Princi, Anthony	0.70	665.00
07-Jul-2011	Travel to and from settlement mediation.	Princi, Anthony	0.70	665.00
08-Jul-2011	Travel to and from settlement mediation.	Princi, Anthony	0.70	665.00
13-Jul-2011	Travel to and from deposition at AUSA's offices.	Princi, Anthony	1.00	950.00
19-Jul-2011	Travel to office from Bankruptcy Court.	Freimuth, Renee L.	0.50	320.00
19-Jul-2011	Travel to and from omnibus hearing.	Princi, Anthony	1.00	950.00
28-Jul-2011	Travel to and from AUSA's office for deposition.	Princi, Anthony	1.00	950.00
<b>Total: 020</b>	<b>NON-WORKING TRAVEL</b>		<b>5.60</b>	<b>5,165.00</b>
<b>OCI/AAC REHABILITATION</b>				
01-Jul-2011	Finalize update regarding AAC rehabilitation proceedings.	Molison, Stacy L.	0.80	400.00
05-Jul-2011	Review recently filed pleadings in AAC Wisconsin proceedings.	Molison, Stacy L.	1.00	500.00
07-Jul-2011	Review press release and other filings in Wisconsin proceeding.	Freimuth, Renee L.	0.30	192.00
07-Jul-2011	Research status of IRS litigation in AAC Wisconsin proceedings (.5); review, analyze and summarize recent filings in AAC Wisconsin proceedings (3.4).	Molison, Stacy L.	3.90	1,950.00
08-Jul-2011	Finalize summary of recent filings in AAC Wisconsin proceedings.	Molison, Stacy L.	0.80	400.00
09-Jul-2011	Receive, review and reply to e-mails from R. Freimuth regarding Wisconsin statutory research.	Schaaf, Kathleen E.	0.20	150.00
11-Jul-2011	Review and summarize recent filings in AAC proceedings.	Molison, Stacy L.	0.30	150.00

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Date	Services	Timekeeper	Hours	Value
11-Jul-2011	Email exchange with H. Horwich regarding status of plan development in Chapter 11 case and rehabilitation proceeding (.3); review order approving R. Peterson as Special Deputy Commissioner of the Segregated Account and related email from S. Molison (.2).	Princi, Anthony	0.50	475.00
12-Jul-2011	Research regarding Wisconsin statute.	Schaaf, Kathleen E.	0.50	375.00
14-Jul-2011	Circulate update regarding AAC proceedings to Committee members.	Molison, Stacy L.	0.10	50.00
18-Jul-2011	Conference call with G. Lee and H. Horwich regarding plans in Chapter 11 and rehabilitation proceedings (.5); review order authorizing OCI to retain PWC and related email from R. Freimuth (.3).	Princi, Anthony	0.80	760.00
21-Jul-2011	Review recent pleadings in AAC Wisconsin proceeding.	Molison, Stacy L.	2.50	1,250.00
21-Jul-2011	Emails exchanges RMBS holders regarding meeting to discuss Debtor's plan (.4); telephone conference RMBS holder regarding same (.3); email exchange with Debtor's advisors, Lazard, Akin and M&F team regarding meeting with ad hoc RMBS holders (.6).	Princi, Anthony	1.30	1,235.00
22-Jul-2011	Email exchange with H. Horwich regarding plans in Chapter 11 and rehabilitation proceedings (.5); email exchange with counsel to ad hoc RMBS holders group regarding meeting next week (.2).	Princi, Anthony	0.70	665.00
25-Jul-2011	Email exchanges with P. Ivanick and G. Groll regarding meeting with RMBS group to discuss plan and IRS litigation (.4); email exchanges with P. Trostle regarding meeting with RMBS group regarding plan (.5); conference with R. Freimuth in preparation for meeting tomorrow with RMBS group (.3); follow-up conference with R. Freimuth regarding same (.2); review draft of information hand-out for tomorrow's meeting (.2); preparation for meeting with Debtor's advisors regarding meeting with RMBS group (.5); telephone conference with Lazard regarding same (.3); meeting with Debtor's advisors and Lazard and M&F team in preparation for meeting with RMBS group and regarding tax issues (2.0).	Princi, Anthony	4.40	4,180.00
26-Jul-2011	Prepare for (.7) and attend meeting (2.7) with ad hoc RMBS holders group and Debtor's and Committee's advisors.	Princi, Anthony	2.90	2,755.00
<b>Total: 021</b>	<b>OCI/AAC REHABILITATION</b>		<b>21.00</b>	<b>15,487.00</b>
<b>OCI DISCUSSIONS AND TERM SHEET</b>				
01-Jul-2011	Email exchange G. Lee, JAMS and Dewey regarding upcoming mediation schedule (.4); conference call Akin and Dewey regarding issues with plan negotiations with OCI (1.0).	Princi, Anthony	1.40	1,330.00

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<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
07-Jul-2011	Compare blackline of MoFo and Dewey term sheets for R. Freimuth.	Keeton, Douglas	0.80	180.00
07-Jul-2011	Review press release from OCI regarding Rehabilitator's view of proposed plan.	Princi, Anthony	0.10	95.00
09-Jul-2011	Review of prior offer and counter-offers between OCI and Committee regarding a plan term sheet (.7); email exchanges with R. Freimuth, S. Molison and Lazard regarding issues with same in comparison to present proposal (.8).	Princi, Anthony	1.50	1,425.00
11-Jul-2011	Review letter memoranda outlining AFG's claims against AAC (1.2); review responsive letter from Foley (.5); email exchange Lazard regarding preparation of summary of term sheets for the mediator (.3); email exchange mediator, Foley and Dewey regarding dates for mediation session (.4); telephone conference with J. Savin regarding strategy regarding same (.4).	Princi, Anthony	2.80	2,660.00
12-Jul-2011	Call with P. Ivanick and M. Groll regarding discussions with OCI (.3); conference with A. Princi regarding OCI negotiations (.2).	Lee, Gary S.	0.50	475.00
12-Jul-2011	Review memo from Blackstone regarding key issues for mediation session and call tomorrow.	Princi, Anthony	0.60	570.00
13-Jul-2011	Call with Debtor and Committee advisors regarding mediation preparation regarding Plan/term sheet (.5); confer with A. Princi regarding materials needed for same (.2); calls with B. Tisdell of Lazard regarding preparation of Plan mediation materials (.4); email with A. Princi T. Humphreys and B. Tisdell regarding Plan mediation materials (.3); prepare materials for Plan mediation session with OCI (4.2); review documents in connection with same (.8).	Freimuth, Renee L.	6.40	4,096.00
13-Jul-2011	Participate in conference call with A. Princi, R. Freimuth, Lazard, Dewey and Blackstone regarding mediation materials (.5); review transcript of first day hearing for information relevant to mediation process (1.0).	Molison, Stacy L.	1.50	750.00
13-Jul-2011	Conference call with Debtor/Committee advisors regarding issues with mediation (.5); follow-up meeting with R. Freimuth regarding same (.2); email exchanges with M&F and Lazard teams regarding preparation of materials for mediation (.7); telephone conference Lazard regarding same (.5).	Princi, Anthony	1.90	1,805.00



<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
14-Jul-2011	Prepare materials for mediation session with OCI on Plan settlement (4.3); call with R. Reigersman regarding same (.2); call with B. Tisdell and D. Degrave regarding same (.5); revise Plan settlement mediation materials (1.1); review and edit Lazard Plan mediation preparation materials (.9); review Plan settlement materials from Blackstone and Dewey (.8); email to A. Weiss and J. Wander regarding same (.1); email to internal group regarding same (.2).	Freimuth, Renee L.	8.10	5,184.00
14-Jul-2011	Review and analyze materials to present to mediator in support of Debtor's position (2.0); prepare revisions to same (.8); email exchanges with Committee and Debtor's advisor's regarding same (.7).	Princi, Anthony	3.50	3,325.00
14-Jul-2011	Email exchange with Akin and Dewey regarding strategy for mediation (.3); telephone conference with P. Ivanick regarding same (.3).	Princi, Anthony	0.60	570.00
15-Jul-2011	Telephone conference with M. Van Sicklen regarding timing of mediation session and payment of costs for any adjournment (.6); telephone conference with P. Ivanick regarding same (.4).	Princi, Anthony	1.00	950.00
16-Jul-2011	Call with A. Princi regarding OCI/Plan settlement mediation materials (.4); revise materials (.5); email to internal group regarding same (.2); review revised Lazard materials (.5); review revised legal materials for Plan settlement mediation with OCI (.4); emails with S. Molison and A. Princi regarding same (.2).	Freimuth, Renee L.	2.20	1,408.00
16-Jul-2011	Email exchanges with B. Tisdale regarding Lazard's proposed mediation materials (.3); telephone conference with B. Tisdale to provide comments to same (.9); email exchange mediator and Dewey regarding issues with upcoming mediation schedule (.5); review revised M&F mediation materials and R. Freimuth's email regarding same (.4); telephone conference with R. Freimuth regarding same (.4); conference call with Lazard regarding open issues with their mediation materials (.5).	Princi, Anthony	3.00	2,850.00
17-Jul-2011	Emails with A. Lefkovits and B. Tisdell regarding materials for mediation (.2); circulate comments on materials to Committee and Debtor advisor group (.4); additional review of mediation materials for OCI/Plan settlement mediation (.6).	Freimuth, Renee L.	1.20	768.00
17-Jul-2011	Review revised M&F mediation materials.	Princi, Anthony	0.30	285.00
18-Jul-2011	Review revised mediation materials for Plan settlement discussions (.5); calls with A. Weiss and B. Tisdell regarding Plan settlement mediation materials (.3).	Freimuth, Renee L.	0.80	512.00

<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
18-Jul-2011	Telephone conference with Lazard regarding mediation issues (.5); telephone conference with P. Ivanick regarding same (.5); email exchanges with Committee and Debtor's advisors regarding finalizing mediation materials and timely delivering same to mediator (.4); telephone conference with M. Van Sicklen regarding proposed adjournment to mediation (.3).	Princi, Anthony	1.70	1,615.00
19-Jul-2011	Circulate additional comments to Plan settlement mediation materials (.3); review emails from Debtor's advisors regarding same (.2); review revised Plan settlement materials from Lazard (.2).	Freimuth, Renee L.	0.70	448.00
19-Jul-2011	Review revised mediation materials and related emails.	Princi, Anthony	0.60	570.00
20-Jul-2011	Review emails from A. Princi, Debtor's counsel and OCI regarding Plan extension deal (.5); review revised materials for OCI Plan mediation (.6).	Freimuth, Renee L.	1.10	704.00
20-Jul-2011	Call with debtors counsel regarding OCI discussions (.2); conference with A. Princi regarding strategy (.2); review email from OCI regarding mediation (.1); review proposed response to OCI regarding mediation (.2).	Lee, Gary S.	0.70	665.00
20-Jul-2011	Review and revise proposed agreement with OCI regarding adjournment of mediation and numerous email exchanges with Dewey regarding proposed revisions (1.3); email exchanges with M. Van Sicklen regarding proposed agreement regarding adjournment of mediation schedule (.8); email exchanges with Lazard regarding same (.3); telephone conference with Lazard regarding same (.4); telephone conference with Dewey regarding same (.5); email exchange with mediator and Dewey regarding additional issue with IRS mediation (.2); conference with G. Lee regarding strategy with mediation (.2).	Princi, Anthony	3.70	3,515.00
21-Jul-2011	Review revised materials for OCI Plan mediation (.6); discussion with A. Princi regarding same (.4); call with A. Princi and Lazard regarding same (.2); multiple calls with A. Weiss regarding same (.5); calls and emails with T. Jeffries regarding same (.3); review further revised materials (.5); update materials for tab 6 (.7); emails with A. Princi regarding changes to Plan mediation materials (.2); emails with Debtor and Committee holders regarding meeting on Plan options (.3); review documents in connection with same (.4).	Freimuth, Renee L.	4.10	2,624.00
21-Jul-2011	Review mediation materials (1.5); conference with A. Princi regarding materials (.1).	Lee, Gary S.	1.60	1,520.00

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<b>Date</b>	<b>Services</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Value</b>
21-Jul-2011	Email exchange with mediator and Dewey regarding scheduling of call today (.1); conference call with P. Ivanick and mediator regarding issues with IRS mediation (.3); email exchanges with Foley and Dewey regarding finalizing agreement regarding adjournment of litigation (.8); email exchange Dewey and Akin regarding same (.3); review revised and final materials to provide mediator (1.0); conference with R. Freimuth regarding same (.4); conference call with Lazard and R. Freimuth regarding same (.2); conference with G. Lee regarding same (.1).	Princi, Anthony	3.20	3,040.00
22-Jul-2011	Review final materials for OCI Plan mediation (.4); emails with A. Princi and Debtor advisors regarding upcoming plan meeting (.2).	Freimuth, Renee L.	0.60	384.00
22-Jul-2011	Email exchanges with Akin, M&F team, Lazard and Dewey regarding issues with mediation.	Princi, Anthony	0.90	855.00
23-Jul-2011	Conference call with Dewey and Akin regarding update on issues with mediation and related strategic issues.	Princi, Anthony	0.50	475.00
25-Jul-2011	Attend meeting with Debtor advisors regarding Plan settlement strategy (2.5); review documents to prepare for same (.7); call and email with B. Tisdell regarding preparing materials for Plan meeting (.2); review and revise materials for same (.8); prepare for Plan meeting with AAC constituents (1.4).	Freimuth, Renee L.	5.60	3,584.00
<b>Total: 022</b>	<b>OCI DISCUSSIONS AND TERM SHEET</b>		<b>63.20</b>	<b>49,237.00</b>
		<b>Total Fees</b>		<b>683,452.00</b>
		Client Accommodation		<u>-2,582.00</u>
		Total Fees Due		<u><u>680,870.00</u></u>

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**Timekeeper Summary**

<b>Title</b>	<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
Partner	Hempill, John R.	7.00	875.00	6,125.00
Partner	Humphreys, Thomas A.	101.20	985.00	99,682.00
Partner	Lee, Gary S.	55.30	950.00	52,535.00
Partner	Levitt, Jamie A.	2.00	825.00	1,650.00
Partner	Princi, Anthony	173.70	950.00	165,015.00
Associate	Freimuth, Renee L.	159.20	640.00	101,888.00
Associate	Goldberger, Jared B.	30.50	430.00	13,115.00
Associate	Linch, Maureen Elizabe	33.40	450.00	15,030.00
Associate	Molison, Stacy L.	64.30	500.00	32,150.00
Associate	Reigersman, R Emmelt A.	64.50	640.00	41,280.00
Associate	Shelley, Shane M.	48.20	595.00	28,679.00
Associate	Wishnew, Jordan A.	0.70	660.00	462.00
Snr Of Counsel	Schaaf, Kathleen E.	0.70	750.00	525.00
Snr Of Counsel	Slomka, Irwin M.	33.60	725.00	24,360.00
Of Counsel	Froelich, Edward L.	127.80	725.00	92,655.00
Attorney	Kraman, Kara M.	13.80	350.00	4,830.00
Paralegal	Guido, Laura	11.10	260.00	2,886.00
Paralegal	Keeton, Douglas	2.60	225.00	585.00
	Client Accommodation			-2,582.00
<b>TOTAL</b>		<b>929.60</b>		<b>680,870.00</b>

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**TASK CODE SUMMARY:**

<b>Task Code</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
001	ASSET ANALYSIS AND RECOVERY	6.60	6,022.00
003	BUSINESS OPERATIONS AND ADVICE	0.40	380.00
004	CASE ADMINISTRATION	5.20	1,877.50
005	CLAIMS ADMINISTRATION AND OBJECTIONS	24.30	16,645.50
007	FEE/EMPLOYMENT APPLICATIONS	39.90	21,956.50
010	MEETINGS OF CREDITORS	11.90	8,546.50
011	PLAN AND DISCLOSURE STATEMENT	150.90	111,487.50
012	RELIEF FROM STAY PROCEEDINGS	1.80	1,400.00
013	HEARINGS	4.40	2,908.00
014	TAX ISSUES	581.60	432,736.50
016	COMMUNICATION WITH CREDITORS	12.80	9,603.00
020	NON-WORKING TRAVEL	5.60	5,165.00
021	OCI/AAC REHABILITATION	21.00	15,487.00
022	OCI DISCUSSIONS AND TERM SHEET	63.20	49,237.00
	Client Accommodation (Non-Working Travel)		-2582.00
	<b>TOTAL</b>	<b>929.60</b>	<b>680,870.00</b>

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**Disbursement Detail**

<b>Date</b>	<b>Disbursement Description</b>	<b>Value</b>
01-Jul-2011	Air Freight ANTHONY PRINCI (GUES, HOLIDAY INN EXPRESS HOTEL & SUITES, 241 RAILWAY LANE, HAGERSTOWN, 21740, Invoice #:000000E12397271 Tracking #:1ZE123974768318240	28.18
01-Jul-2011	Air Freight GARY LEE, 39 BEACH AVENUE, LARCHMONT, 10538, Invoice #:000000E12397271 Tracking #:1ZE123974768309250	26.88
20-Jul-2011	Air Freight DAVID TRICK, AMBAC FINANCIAL GROUP, ONE STATE STREET PLAZA, NEW YORK, 10004, Invoice #:000000E12397301 Tracking #:1ZE123970168349650	11.05
20-Jul-2011	Air Freight BRIAN MASUMOTO, OFFICE OF THE U.S.TRUSTEE, 33 WHITEHALL STREET, 21ST FL., NEW YORK, 10004, Invoice #:000000E12397301 Tracking #:1ZE123970167070461	11.05
20-Jul-2011	Air Freight ALLISON H. WEISS, ES, DEWEY & LEBOEUF LLP, 1301 AVENUE OF THE AMERICAS, NEW YORK, 10019, Invoice #:000000E12397301 Tracking #:1ZE123970169453071	11.05
27-Jul-2011	Air Freight DAVID TRICK, AMBAC FINANCIAL GROUP, ONE STATE STREET PLAZA, NEW YORK, 10004, Invoice #:000000E12397311 Tracking #:1ZE123970168437126	11.05
27-Jul-2011	Air Freight ALLISON H. WEISS, ES, DEWEY & LEBOEUF LLP, 1301 AVENUE OF THE AMERICAS, NEW YORK, 10019, Invoice #:000000E12397311 Tracking #:1ZE123970167794537	11.05
27-Jul-2011	Air Freight BRIAN MASUMOTO, ESQ., OFFICE OF THE U.S.TRUSTEE, 33 WHITEHALL STREET, 21ST FL., NEW YORK, 10004, Invoice #:000000E12397311 Tracking #:1ZE123970168161745	11.05
26-Jun-2011	Messenger Service - VENDOR: DELUXE DELIVERY SYSTEMS, INC. - Ticket Number 03380190; Messenger service delivery to 1301 6th avenue, New York.	8.00
26-Jun-2011	Messenger Service - VENDOR: DELUXE DELIVERY SYSTEMS, INC. - Ticket Number 03380191; Messenger service delivery to 33 Whitehall street, New York.	12.00
26-Jun-2011	Messenger Service - VENDOR: DELUXE DELIVERY SYSTEMS, INC. - Ticket Number 03380193; Messenger service delivery to 1 State street plaza, New York.	8.00
30-Jun-2011	Travel PRINCI ANTHONY ER00064665 Client Related - Meeting	16.20
01-Jul-2011	Travel Invoice #: 11261536 Voucher #: 203723 Travel Date: 06/20/11 From: M 1290 6 AVE To: M 86 CHAMBERS ST B	64.58
01-Jul-2011	Travel Invoice #: 11261536 Voucher #: 203749 Travel Date: 06/24/11 From: M 1290 6 AVE To: M 86 CHAMBERS ST B	46.30
01-Jul-2011	Travel Invoice #: 11261536 Voucher #: 866127 Travel Date: 06/21/11 From: M 1290 6 AVE To: M 1 STATE STREET B	41.58
06-Jul-2011	Travel PRINCI ANTHONY ER00066556 Client Expense	29.00
08-Jul-2011	Travel Invoice #: 11271528 Voucher #: 203750 Travel Date: 06/28/11 From: M 1290 6 AVE To: M 86 CHAMBERS ST B	46.30

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Date	Disbursement Description	Value
12-Jul-2011	Travel Invoice #: 148183 Voucher #: 1787775 Travel Date: 07/07/11 From: M,1290 6 AVE 10018 To: M,620 8 AVE 10018 B	27.91
13-Jul-2011	Travel PRINCI ANTHONY ER00064665 Client Related - Meeting	6.00
14-Jul-2011	Travel PRINCI ANTHONY ER00066556 Client Expense	36.00
15-Jul-2011	Travel Invoice #: 11281531 Voucher #: 203510 Travel Date: 07/08/11 From: M 1290 6 AVE To: M 620 8 AVE B	27.72
15-Jul-2011	Travel Invoice #: 11281531 Voucher #: 203508 Travel Date: 07/07/11 From: M 1290 6 AVE To: M 620 8 AVE B	46.01
15-Jul-2011	Travel Invoice #: 11281531 Voucher #: 860720 Travel Date: 07/06/11 From: M 1290 6 AVE ASK P/U P To: M 620 8 AVE B	27.72
19-Jul-2011	Travel Invoice #: 148477 Voucher #: 1787772 Travel Date: 07/13/11 From: M,1290 6 AVE 10018 To: M,86 CHAMBERS ST 10001 B	49.04
22-Jul-2011	Travel - VENDOR: BLUE STAR GROUP, INC.: Taxicab for E. Froelich on 07/19/2011.	30.98
23-Jul-2011	Travel GOLDBERGER JARED B. ER00065466 Taxi Home (working late)	7.44
26-Jul-2011	Travel Invoice #: 148874 Voucher #: 1972127 Travel Date: 07/22/11 From: M,1290 6 AVE 10018 To: M,250 W 33 ST 10011 B	22.39
27-Jul-2011	Travel PRINCI ANTHONY ER00065722 Client Expense	16.00
29-Jul-2011	Travel PRINCI ANTHONY ER00066280 Parking	36.00
29-Jul-2011	Travel Invoice #: 11301530 Voucher #: 203606 Travel Date: 07/21/11 From: M 1290 6 AVE To: M 86 CHAMBERS ST B	32.15
29-Jul-2011	Travel Invoice #: 11301530 Voucher #: 870263 Travel Date: 07/19/11 From: BK 11231 To: M 1 BOWLING GREE B	37.14
24-Jul-2011	Meals Order ID:209564925 Order Date:7/14/2011 7:34:00PM Vendor Name: #1954 Fuji Sushi Japanese Restauran Comment:	20.00
24-Jul-2011	Meals Order ID:210249270 Order Date:7/19/2011 4:17:00PM Vendor Name: Blake & Todd Catering Comment: ANTHONY PRINCI	20.00
08-Jul-2011	Transportation Invoice #: 11271528 Voucher #: 865194 Travel Date: 06/28/11 From: M 1290 6 AVE ASK P/U P To: BK 11231 OTA	38.81
06-Jul-2011	Business Meals - VENDOR: BERKELEY CATERERS, INC. - Meal charges (20 people).	389.29
13-Jul-2011	Business Meals PRINCI ANTHONY ER00064665 Client Related (2 people).	40.00
13-Jul-2011	Business Meals PRINCI ANTHONY ER00066556 Client Expense (2 people)	40.00
24-Jul-2011	Business Meals Order ID:209279841 Order Date:7/13/2011 10:06:00AM Vendor Name: Global Kitchen Catering Comment: RENE FRIEMUTH (10 people)	111.16
27-Jul-2011	Business Meals PRINCI ANTHONY ER00065722 Client Expense (2 people)	40.00
22-Jul-2011	Document Retrieval Service - VENDOR: NEW YORK CITY DEPARTMENT OF FINANCE - Document retrieval regarding NYC Administrative code & NYC Tax Law.	0.75

Disbursement Type	Transaction Date	Daily Total	Rate	Quantity	Value
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Postage	27-Jul-2011	51.80	51.80	1	
	28-Jul-2011	37.79	37.79	1	
			Postage Total		89.59
Photocopies	03-Jul-2011	2.60	0.10	26	
	06-Jul-2011	0.40	0.10	4	
	07-Jul-2011	14.80	0.10	148	
	14-Jul-2011	15.90	0.10	159	
	20-Jul-2011	0.10	0.10	1	
	25-Jul-2011	95.50	0.10	955	
	27-Jul-2011	133.00	0.10	1330	
	28-Jul-2011	14.40	0.10	144	
			Photocopies Total		276.70
Long Distance Telephone	29-Jun-2011	15.33	15.33	1	
	06-Jul-2011	16.04	16.04	1	
	12-Jul-2011	10.69	10.69	1	
	13-Jul-2011	1.80	0.15	12	
	13-Jul-2011	8.69	8.69	1	
	15-Jul-2011	2.00	2.00	1	
	15-Jul-2011	3.73	3.73	1	
	18-Jul-2011	2.36	2.36	1	
	18-Jul-2011	3.22	3.22	1	
	19-Jul-2011	2.40	0.15	16	
	20-Jul-2011	1.65	0.15	11	
	20-Jul-2011	0.90	0.90	1	
	26-Jul-2011	3.00	0.15	20	
	26-Jul-2011	40.09	40.09	1	
	27-Jul-2011	1.05	0.15	7	
	27-Jul-2011	36.00	36.00	1	
	29-Jul-2011	1.97	1.97	1	
			Long Distance Telephone Total		150.92
Color Copies	25-Jul-2011	122.50	0.70	175	
			Color Copies Total		122.50
Document Preparation	12-Jul-2011	75.00	50.00	2	
			Document Preparation Total		75.00
On-line Research - LEXIS	12-Jul-2011	85.85	85.85	1	
	19-Jul-2011	21.25	21.25	1	
			On-line Research - LEXIS Total		107.10
On-line Research - WESTLAW	22-Jul-2011	154.13	154.13	1	
	26-Jul-2011	28.05	28.05	1	



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	27-Jul-2011		168.30	168.30	1	
						On-line Research - WESTLAW Total
						350.48
On-line Research - OTHER DATABASE	30-Jun-2011		0.24	0.24	1	
	30-Jun-2011		1.12	1.12	1	
	30-Jun-2011		6.40	6.40	1	
	30-Jun-2011		8.00	8.00	1	
	30-Jun-2011		35.52	35.52	1	
	30-Jun-2011		124.16	124.16	1	
						On-line Research - OTHER DATABASE
						Total
						175.44
						Total Disbursements
						2,843.56

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**COST CODE SUMMARY:**

<b>Task Code</b>	<b>Description</b>	<b>Amount</b>
003	Postage	89.59
004	Photocopies	276.70
005	Long Distance Telephone	150.92
019	Color Copies	122.50
069	Document Preparation	75.00
073	Travel	685.27
097	On-line Research - OTHER DATABASE	633.02
047	Air Freight	121.36
054	Messenger Service	28.00
942	Business Meals	660.45
963	Document Retrieval Service	0.75
	<b>TOTAL</b>	<b>2,843.56</b>

Total Disbursements 2,843.56

**Total This Invoice** **USD 683,713.56**