

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:)	Chapter 11
)	
TRIAD GUARANTY INC., ¹)	Case No. 13-11452 (MFW)
)	
Debtor.)	Objection Deadline: January 27, 2014
)	at 4:00 p.m. ET
)	

**SUMMARY OF THIRD MONTHLY APPLICATION OF MORRISON &
FOERSTER LLP AS SPECIAL COUNSEL TO THE DEBTOR FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
PERIOD AUGUST 1, 2013 THROUGH AUGUST 31, 2013**

Name of Applicant:	Morrison & Foerster LLP (“ <u>Morrison & Foerster</u> ” or the “ <u>Firm</u> ”)
Authorized to Provide Professional Services to:	Triad Guaranty Inc. (the “ <u>Debtor</u> ”)
Date of Retention:	July 8, 2013, <i>nunc pro tunc</i> to June 3, 2013
Period for which compensation and reimbursement is being sought:	August 1, 2013 through August 31, 2013 (the “ <u>Compensation Period</u> ”)
Amount of compensation sought as actual, reasonable, and necessary:	\$ 277,965.25 (80% = \$222,372.20)
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$3,654.17

This is a(n): X Monthly ___ Interim ___ Final Fee Application.

Fees for the time expended for preparation of this Third Monthly Fee Application are not sought herein. Morrison & Foerster intends to seek those fees in subsequent fee applications.

This is the Third Monthly Fee Application for Morrison & Foerster.

¹ The last four digits of the Debtor’s federal taxpayer identification number are 8519. The location of the Debtor’s headquarters and the Debtor’s service address is 1900 Crestwood Blvd., Birmingham, AL 35210.

Prior Applications Filed:

		REQUESTED		APPROVED	
DATE FILED	PERIOD COVERED	FEES	EXPENSES	FEES	EXPENSES
9/27/2013 [D.I. 171]	6/1/2013- 6/30/2013	\$151,737.25	\$3,939.15	\$121,389.80	\$3,939.15
1/3/2014 [D.I. 239]	7/1/2013- 7/31/2013	\$52,914.50	\$1,175.37	Pending	Pending

SUMMARY OF PROFESSIONAL SERVICES RENDERED
BY PROJECT CATEGORY BY MORRISON & FOERSTER
ON BEHALF OF THE DEBTOR

PROJECT CATEGORY	DESCRIPTION	HOURS	AMOUNT
003	Business Operations and Advice	0.6	\$615.00
004	Case Administration	5.8	\$2,473.50
005	Claims Administration and Objections	16.8	\$16,274.50
007	Fee/Employment Applications	5.9	\$2,608.00
009	Financing	20.4	\$20,223.00
012	Relief From Stay Proceedings	4.0	\$3,581.50
013	Hearings	21.8	\$17,603.50
014	Tax Issues	225.2	\$150,836.00
020	Non-Working Travel	10.6	\$8,031.50
021	TGIC Rehabilitation Proceeding	3.3	\$2,539.00
023	Rule 2004 and Other Document Requests	0.3	\$307.50
024	Monthly Fee Statement Review	8.6	\$3,409.00
028	Declaratory Judgment Action	72.6	\$53,479.00
Less Client Accommodation (50% Non-Working Travel)			\$4,015.75
Total		395.9	\$277,965.25

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY
MORRISON & FOERSTER ON BEHALF OF THE DEBTOR**

Name of Professional Individual	Department and Licensure	Hourly Billing Rate	Total Hours Billed	Total Compensation
Partners				
Humphreys, Thomas A.	Tax CA (1977) NY (1980)	\$1,200.00	12.9	\$15,480.00
Anthony Princi	Business Restructuring & Insolvency NY (1983) FL (1985)	\$1,025.00	97.3	\$99,732.50
Reigersman, R Emmelt A.	Tax NY (2007)	\$775.00	44.8	\$34,720.00
Subtotal (Partners):			155.0	\$149,932.50
Of Counsel and Associates				
Wishnew, Jordan A.	Business Restructuring & Insolvency NJ (2002) NY (2003)	\$720.00	58.7	\$42,264.00
Lau, Matthew Y.	Tax NY (2010)	\$575.00	11.5	\$6,612.50
Newton, James A.	Business Restructuring & Insolvency NY (2011) FL (2009)	\$530.00	89.5	\$47,435.00
Lim, Clara	Tax NY (2010) CA (2012)	\$480.00	64.9	\$31,152.00
Subtotal (Of Counsel and Associates):			224.6	\$127,463.50
Paraprofessionals				
Kline, John	Business Restructuring & Insolvency	\$310.00	0.7	\$217.00
Braun, Danielle	Business Restructuring & Insolvency	\$280.00	15.6	\$4,368.00
Subtotal (Paraprofessionals):			16.3	\$4,585.00

**TOTAL PARTNERS, OF COUNSEL, ASSOCIATES AND
PARAPROFESSIONALS**

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Attorneys (without Paraprofessionals)	\$730.76	379.6	\$277,396.00
Attorneys and Paraprofessionals	\$712.25	395.9	\$281,981.00
Less Client Accommodation (50% Non-Working Travel)			\$4,015.75
Total			\$277,965.25

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES INCURRED BY
MORRISON & FOERSTER ON BEHALF OF THE DEBTOR**

Expense Category	Total Expenses
Photocopies	\$243.60
Document Preparation	\$462.50
On-line Research	\$820.52
Secretarial Overtime	\$425.00
Travel & Transportation	\$1,571.16
Meals	\$131.39
Total	\$3,654.17

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COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE
PERIOD AUGUST 1, 2013 THROUGH AUGUST 31, 2013**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 (“Local Rule 2016-2”) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, issued by the Executive Office for United States Trustees (the “Guidelines”) and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members*, entered on July 8, 2013 [Docket No. 57] (the “Compensation Order”), Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”) hereby submits this Third Monthly Application (the “Application”) as Special Counsel to Triad Guaranty Inc. (the “Debtor”) for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period August 1, 2013 through August 31, 2013 (the “Compensation Period”). By this Application, Morrison & Foerster seeks a monthly

¹ The last four digits of the Debtor’s federal taxpayer identification number are 8519. The location of the Debtor’s headquarters and the Debtor’s service address is 1900 Crestwood Blvd., Birmingham, AL 35210.

allowance pursuant to the Compensation Order with respect to the sum of \$277,965.25 (80% = \$222,372.20) as compensation and \$3,654.17 for reimbursement of actual and necessary expenses for a total of \$281,619.42 for the Compensation Period. In support of the Application, Morrison & Foerster respectfully represents as follows:

BACKGROUND

1. On June 3, 2013 (the "Petition Date"), the Debtor filed with this Court its voluntary petition for relief under the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtor is continuing to operate its business and manage its property and assets as a debtor in possession.

2. On July 8, 2013, the Court entered an Order [Docket No. 55] authorizing the employment and retention of Morrison & Foerster as Special Counsel to the Debtor, *nunc pro tunc* to the Petition Date.

COMPENSATION PAID AND ITS SOURCE

3. All services for which compensation is requested by Morrison & Foerster in this Application were performed for or on behalf of the Debtor.

4. Morrison & Foerster has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Morrison & Foerster and any other person (other than the partners of Morrison & Foerster) for the sharing of compensation to be received for services rendered in this case.

FEE STATEMENTS

5. A statement of fees and expenses for the Compensation Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney

and paraprofessional for this period. To the best of Morrison & Foerster's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines, Local Rule 2016-2 and the Compensation Order.

ACTUAL AND NECESSARY EXPENSES

6. A summary of actual and necessary expenses incurred by Morrison & Foerster during the Compensation Period is described above and in more detail in Exhibit A. Morrison & Foerster typically charges \$.21 per page for photocopying expenses but has reduced that charge to \$.10 per page in accordance with Delaware Local Rule 2016-2(e)(iii). Morrison & Foerster also charges \$1 per page for out-going facsimile transmissions.

7. Regarding providers of on-line legal research (e.g., LEXIS, WESTLAW, and PACER), Morrison & Foerster charges the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal Morrison & Foerster's actual cost. Morrison & Foerster pays certain of these providers a flat fee every month. Charging its clients the on-line providers' standard usage rates allows Morrison & Foerster to cover adequately the monthly flat fees it must pay to these types of providers.

8. Morrison & Foerster believes the foregoing rates are the market rates that the majority of law firms charge clients for services they have been asked to provide here. In addition, Morrison & Foerster believes that these charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

SUMMARY OF SERVICES RENDERED

9. The partners, of counsel, associates and paraprofessionals who have rendered professional services in this case during the Compensation Period are as follows:

Partners:

Anthony Princi
Thomas A. Humphreys
Remmelt A. Reigersman

Of Counsel and Associates:

Jordan A. Wishnew
Matthew Y. Lau
James A. Newton
Clara Lim

Paraprofessionals:

John T. Kline
Danielle E. Braun

10. Morrison & Foerster, by and through the above-named persons, has advised the Debtor on a regular basis with respect to numerous tax and regulatory matters in connection with this case, and has performed all necessary professional services which are described and narrated in detail hereinafter and in Exhibit A. These matters included, without limitation, the following:

- (a) the continuing prosecuting the Debtor's motion for interim and final orders establishing procedures for the transfer of equity and other interests in the Debtor [Docket No. 4] (the "Trading Order Motion");
- (b) working in an effort to develop consensus among the Debtor and the court-appointed rehabilitator (the "Rehabilitator") for its primary insurance subsidiaries, now in rehabilitation proceedings in Illinois, regarding numerous tax and regulatory issues;
- (c) assisting the Debtor and its bankruptcy counsel in preparing and filing an adversary proceeding seeking declaratory judgment regarding certain rights and interests the Debtor believes it has with respect to the consolidated tax group's tax attributes (the "Adversary Proceeding"); and
- (d) assisting and advising the Debtor as to other tax and regulatory matters arising during the administration of this case.

11. Due to the nature and complexity of the Debtor's chapter 11 case, in some instances multiple professionals worked on the same projects, which is consistent with the practices of other firms in comparable chapter 11 cases in this Court.

12. To provide an orderly and meaningful summary of the services rendered by Morrison & Foerster on behalf of the Debtor during the Compensation Period, the Firm has established separate task codes in connection with this Chapter 11 case. The following is a summary of the most significant professional services rendered by Morrison & Foerster during the Compensation Period, organized in accordance with the Firm's internal system of task codes. A more detailed report of the actual services provided is set forth in the attached Exhibit A.

SUMMARY OF SERVICES BY TASK CODE

A. Business Operations and Advice – 003

Fees: \$615.00; Total Hours: 0.6

13. This category includes time spent working with the Debtor and its tax preparer to determine which documents would be required to complete the consolidated tax group's tax return, as well as communicating with the Rehabilitator and other parties in an effort to gain access to the necessary information.

B. Case Administration – 004

Fees: \$2,473.50; Total Hours: 5.8

14. This category includes all matters related to remaining current on the status of the bankruptcy proceeding and incorporating developments in the case into the overall tax and regulatory strategy for this proceeding. This task code also includes time spent during the Compensation Period developing overall case strategy with the Debtor's bankruptcy counsel to ensure consistency with the Debtor's tax and regulatory strategy.

C. Claims Administration and Objections – 005

Fees: \$16,274.50; Total Hours: 16.8

15. This category includes all matters related to claims administration and objections, including time spent coordinating with the Debtor's bankruptcy counsel on matters related to the

prepetition securities class action pending against the Debtor. During the Compensation Period, the Debtor, through its professionals, continued to negotiate with the class representative and prepared a draft stipulation setting forth the terms of a settlement of the class action claims.

Important to the negotiations were discussions with class action counsel regarding the nature of the Debtor's assets, including its tax attributes, which were facilitated by Morrison & Foerster.

D. Fee/Employment Applications – 007

Fees: \$2,608.00; Total Hours: 5.9

16. This category includes matters related to the retention and compensation of tax and regulatory professionals in the Debtor's chapter 11 cases. During the Compensation Period, Morrison & Foerster assisted in finalizing the terms of the Debtor's retention of tax accountants and prepared an initial form of monthly fee application.

E. Financing – 009

Fees: \$20,223.00; Total Hours: 20.40

17. This task code includes time spent working with the Debtor's bankruptcy counsel to explore potential case financing options to fund pending litigation with the Rehabilitator and the Debtor's efforts to reorganize. During the Compensation Period, Morrison & Foerster and the Debtor's bankruptcy counsel had ongoing discussions with several potential investors regarding their interest in acting as a DIP lender, including providing background and diligence regarding the nature of Debtor's public company platform and its tax rights and attributes.

F. Relief from Stay Proceedings – 012

Fees: \$3,581.50; Total Hours: 4.0

18. This task code includes all time related to working with the Debtor's bankruptcy counsel preparing the Debtor's response to the Rehabilitator's relief from stay motion, filed in connection with the Rehabilitator's objection to the Trading Order Motion.

G. Hearings – 013

Fees: \$17,603.50; Total Hours: 21.8

19. This category includes all matters related to preparation for and attendance at hearings in the Chapter 11 Case. During the Compensation Period, Morrison & Foerster spent time preparing for and attending a hearing on August 21, 2013 in connection the Debtor's request for entry of a final order approving the Trading Order Motion.

H. Tax Issues – 014

Fees: \$150,836.00; Total Hours: 225.2

20. This category includes all matters related to advising the Debtor regarding its tax obligations and the preservation of its tax rights and attributes. In particular, during the Compensation Period, Morrison & Foerster expended substantial efforts preparing a reply in further support of the Debtor's Trading Order Motion. This included legal research regarding application of the McCarran-Ferguson Act in Chapter 11 cases involving the parent of an insolvent insurance subsidiary, as well as numerous grounds alleged by the Rehabilitator to merit abstention. Morrison & Foerster also advised the Debtor concerning the necessity of preparing a further revised proposed final form of Trading Order in an effort to address issues raised by the Rehabilitator in his objection. Additionally, this task code includes time spent conferring with the Debtor's bankruptcy counsel regarding the Rehabilitator's sur-reply and necessary and appropriate response thereto.

21. Finally, the Tax Issues task code includes time spent continuing to advise the Debtor and work with the Debtor's tax preparation professionals regarding preparation of the Debtor's tax returns.

I. Non-Working Travel – 020

Fees: \$8,031.50; Total Hours: 10.6

22. The Non-Working Travel task code includes time spent traveling to and from hearings in Wilmington for the August 21, 2013 hearing on the Trading Order Motion. As a client accommodation, Morrison & Foerster bills non-working travel at 50% of the attorney's normal hourly rate.

J. TGIC Rehabilitation Proceeding – 021

Fees: \$2,539.00; Total Hours: 3.3

23. This task code includes all time spent remaining apprised of the status of the rehabilitation proceeding of the Debtor's insurance subsidiaries to ensure any developments are incorporated into the Debtor's overall regulatory strategy. During the Compensation Period, Morrison & Foerster continued its review of the plan of rehabilitation filed by the Rehabilitator in the subsidiaries' state court rehabilitation proceeding to assess the strategic implications in the Debtor's Chapter 11 Case and the potential need for an objection.

K. Rule 2004 and Other Document Requests – 023

Fees: \$307.50; Total Hours: 0.3

24. This task code includes all time spent in connection with addressing a written request for discovery from the Rehabilitator.

L. Monthly Fee Statement Review – 024

Fees: \$3,409.00; Total Hours: 8.6

25. The Monthly Fee Statement Review task code includes all time spent by Morrison & Foerster reviewing monthly fee statements to ensure client confidentiality and compliance with fee procedures and guidelines.

M. Declaratory Judgment Action – 028

Fees: \$53,479.00; Total Hours: 72.6

26. This task code includes time spent in connection with preparing, filing, and prosecuting the Debtor's Adversary Proceeding. During the Compensation Period, and in response to the Court's direction at the August 21, 2013 hearing, Morrison & Foerster assisted the Debtor in preparing a complaint and initiating the Adversary Proceeding against the Rehabilitator. Morrison & Foerster also spent time preparing a form of scheduling order and working with the Rehabilitator's counsel in an effort to reach a consensus regarding an expedited schedule for the Adversary Proceeding.

VALUATION OF SERVICES

27. Professionals and paraprofessionals of Morrison & Foerster have expended a total of 395.9 hours in connection with this matter during the Compensation Period, as follows:

Name of Professional Individual	Hourly Billing Rate	Total Hours Billed
Thomas A. Humphreys	\$1,200	12.9
Anthony Princi	\$1,025	97.3
Remmelt A. Reigersman	\$775	44.8
Wishnew, Jordan A.	\$720	58.7
Lau, Matthew	\$575	11.5
Newton, James	\$530	89.5
Lim, Clara	\$480	64.9
Kline, John	\$310	0.7
Braun, Danielle	\$280	15.6
Subtotal (Professionals & Paraprofessionals):		395.9

28. The nature of the work performed by these persons is fully set forth in Exhibit A attached hereto. These are Morrison & Foerster's normal hourly rates for work of this character. The reasonable value of the services rendered by Morrison & Foerster to the Debtor during the Compensation Period is \$277,965.25.

29. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Morrison & Foerster is fair and

reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Morrison & Foerster has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, Morrison & Foerster respectfully requests that the Court enter an order providing that for the Compensation Period, an allowance be made to Morrison & Foerster in the sum of \$277,965.25 (80% = \$222,372.20) as compensation for necessary professional services rendered, and the sum of \$3,654.17 for reimbursement of actual, necessary costs and expenses, for a total of \$281,619.42 and that such sums be authorized for payment to Morrison & Foerster pursuant to the Compensation Order, and for such other and further relief as this Court may deem just and proper.

[signature page follows]

Dated: December 31, 2013

MORRISON & FOERSTER LLP

/s/ 

Anthony Princi

Jordan A. Wishnew

James A. Newton

MORRISON & FOERSTER LLP

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New York, NY 10104

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Special Counsel to the Debtor

EXHIBIT A

MORRISON | FOERSTER

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 LOS ANGELES
 CALIFORNIA 90074-2335
 TELEPHONE: 415.268.7000
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MORRISON & FOERSTER LLP
 NEW YORK, SAN FRANCISCO,
 LOS ANGELES, PALO ALTO,
 SAN DIEGO, WASHINGTON D.C.,
 DENVER, NORTHERN VIRGINIA,
 SACRAMENTO
 TOKYO, BEIJING, SHANGHAI,
 HONG KONG, SINGAPORE
 LONDON, BRUSSELS, BERLIN

Triad Guaranty Inc.
 c/o The Collateral Companies
 1900 Crestwood Boulevard
 Suite 201
 Birmingham, AL 35210

Taxpayer ID #94-0697210
 Invoice Number: 5296816
 Invoice Date: December 20, 2013
 Client/Matter Number: 071905-0000002

Matter Name: CHAPTER 11

Client Contact: William T. Ratliff, III

RE: CHAPTER 11

For Professional Services Rendered and Disbursements Incurred through August 31, 2013

	<u>U.S.Dollars</u>
Current Fees	281,981.00
Client Accommodation (50% Non-Working Attorney Travel)	<u>-4,015.75</u>
Net Fees	277,965.25
Current Disbursements	<u>3,654.17</u>
Total This Invoice	<u><u>281,619.42</u></u>

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

ACH (preferred method of payment): Bank of America – Main Branch San Francisco, CA 94104
 Account # 1499401830 - ABA Routing # 121000358

Wire: Bank of America – Main Branch San Francisco, CA 94104 Account # 1499401830 - ABA Routing # 026009593 – SWIFT # BOFAUS3N

Our billing statements are due and payable within thirty days of receipt.
 Billing questions may be directed to our Billing Hotline at (415) 268-2594 or (866) 314-5320

071905-0000002
 CHAPTER 11

Invoice Number: 5296816
 Invoice Date: December 20, 2013

Time Detail

Date	Services	Timekeeper	Hours	Value
BUSINESS OPERATIONS AND ADVICE				
01-Aug-2013	Email exchange with T. Stein and R. Reigersman regarding E&Y's access to tax preparation information.	Princi, Anthony	0.40	410.00
08-Aug-2013	Email exchange with R. Reigersman regarding E&Y's access to tax preparation information.	Princi, Anthony	0.20	205.00
Total: 003	BUSINESS OPERATIONS AND ADVICE		0.60	615.00
CASE ADMINISTRATION				
01-Aug-2013	Review docket and circulate recently filed pleadings and update to team (.2); update internal calendar with critical dates (.4).	Braun, Danielle Eileen	0.60	168.00
02-Aug-2013	Conference call with F. Monaco and W. Ratliff regarding case status and strategy.	Princi, Anthony	0.80	820.00
03-Aug-2013	Review correspondence regarding court filings.	Reigersman, R Emmelt A.	0.50	387.50
05-Aug-2013	Review docket and circulate update to team.	Braun, Danielle Eileen	0.10	28.00
06-Aug-2013	Review docket and circulate update to team (.1); update calendar with new dates and deadlines and circulate same to team (.2).	Braun, Danielle Eileen	0.30	84.00
09-Aug-2013	Review docket and circulate update to team.	Braun, Danielle Eileen	0.10	28.00
12-Aug-2013	Review docket and circulate update (.2); update calendar regarding new dates and deadlines and circulate same to team (.3).	Braun, Danielle Eileen	0.50	140.00
19-Aug-2013	Review docket and circulate update to team (.1); update calendar regarding new dates and deadlines and circulate same to team (.3).	Braun, Danielle Eileen	0.40	112.00
20-Aug-2013	Review case law from reply briefs (.5) and prepare index of same for binders in preparation for hearing (1.0).	Braun, Danielle Eileen	1.50	420.00
21-Aug-2013	Review docket and circulate update to team (.1); compile relevant pleadings and circulate same to team for review (.2); pull precedent for complaint and send to LDS for conversion (.2).	Braun, Danielle Eileen	0.50	140.00
23-Aug-2013	Review docket and circulate update to team (.1); update calendar accordingly (.2)	Braun, Danielle Eileen	0.30	84.00
28-Aug-2013	Monitor case docket and forward update of case.	Kline, John T.	0.10	31.00
30-Aug-2013	Monitor case docket for new filings and deadlines (.1).	Kline, John T.	0.10	31.00
Total: 004	CASE ADMINISTRATION		5.80	2,473.50

CLAIMS ADMINISTRATION AND OBJECTIONS

071905-0000002
CHAPTER 11

Invoice Number: 5296816
Invoice Date: December 20, 2013

Date	Services	Timekeeper	Hours	Value
01-Aug-2013	Email exchange with T. Horan regarding call with M. Shiner.	Princi, Anthony	0.10	102.50
02-Aug-2013	Email exchange with T. Horan regarding conference call with class action plaintiff's counsel.	Princi, Anthony	0.10	102.50
05-Aug-2013	Email exchange with T. Horan and J. Wishnew in preparation for call tomorrow with class action counsel.	Princi, Anthony	0.20	205.00
06-Aug-2013	Conference call with MoFo and Womble teams in preparation for call with class action counsel (.8); conference call with class action counsel regarding possible settlement (1.0); review and analyze insurance coverage issue regarding proposed settlement and email exchange with J. Despriet regarding same (.5).	Princi, Anthony	2.30	2,357.50
06-Aug-2013	Calls with WCSR (.8) and Securities claimants' counsel (1.0) regarding resolution of litigation as to debtor.	Wishnew, Jordan A.	1.30	936.00
07-Aug-2013	Email exchange with Womble team and Paul Weiss regarding insurance coverage issues.	Princi, Anthony	0.40	410.00
08-Aug-2013	Telephone conference with M. Shiner regarding terms for settlement of class action lawsuit (.7); email to Womble team and client regarding terms of settlement with class action plaintiff (.4).	Princi, Anthony	1.10	1,127.50
08-Aug-2013	Participate in call with securities litigants about resolution of matters and follow up with T. Horan.	Wishnew, Jordan A.	0.70	504.00
09-Aug-2013	Email exchanges with Womble and client regarding settlement terms and procedures with class action plaintiff (.4); telephone conference with J. Howland regarding same (.2).	Princi, Anthony	0.60	615.00
12-Aug-2013	Review and revise draft of settlement stipulation with class action plaintiff (.4); email exchange with Womble and J. Wishnew regarding same (.2).	Princi, Anthony	0.60	615.00
12-Aug-2013	Review and edit stipulation resolving securities litigation issues (.2) and discuss same with T. Horan (.2).	Wishnew, Jordan A.	0.40	288.00
13-Aug-2013	Review and revise draft of settlement stipulation (.3); email exchanges with J. Wishnew, T. Horan and M. Shiner regarding same (.6); conference call with T. Horan and J. Wishnew regarding same (.3).	Princi, Anthony	1.20	1,230.00
13-Aug-2013	Review securities plaintiffs' stipulation with A. Princi (.3); revise and re-circulate to co-counsel (.2).	Wishnew, Jordan A.	0.50	360.00
15-Aug-2013	Email exchanges with T. Horan regarding settlement stipulation with class action plaintiff.	Princi, Anthony	0.30	307.50
19-Aug-2013	Email exchanges with W. Ratliff and Womble regarding inquiries from officers' counsel (.4); email exchange with officers' counsel (.1).	Princi, Anthony	0.50	512.50

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CHAPTER 11

Invoice Number: 5296816
Invoice Date: December 20, 2013

Date	Services	Timekeeper	Hours	Value
20-Aug-2013	Email exchange with R. Rosen regarding settlement with class action plaintiff (.3); email exchange with Womble regarding same (.3); review revisions to settlement stip from plaintiff's counsel (.2); email exchange with Womble regarding same (.2).	Princi, Anthony	1.00	1,025.00
21-Aug-2013	Email exchange and conference call with Womble regarding insurance coverage issues with settlement stipulation.	Princi, Anthony	0.60	615.00
21-Aug-2013	Address issues with securities' plaintiffs' stipulation with WCSR.	Wishnew, Jordan A.	0.20	144.00
22-Aug-2013	Preparation for call with R Rosen and call with Womble regarding same (.6); conference call with R. Rosen and Womble regarding settlement of class action claim (1.2); review revised settlement stipulation and email exchange with J. Despriet regarding same (.4).	Princi, Anthony	2.20	2,255.00
23-Aug-2013	Review and revise draft of settlement stip (.5); email exchange with Womble regarding same (.2); email exchange with M. Shiner regarding same (.4).	Princi, Anthony	1.10	1,127.50
26-Aug-2013	Conference call with J. Despriet and M. Shiner regarding revisions to settlement stip.	Princi, Anthony	0.50	512.50
27-Aug-2013	Email exchange with J. Despriet regarding insurance coverage issues relating to settlement stipulation.	Princi, Anthony	0.40	410.00
28-Aug-2013	Email exchanges with W. Ratliff and J. Despriet regarding ramifications of settlement stip.	Princi, Anthony	0.50	512.50
Total: 005	CLAIMS ADMINISTRATION AND OBJECTIONS		16.80	16,274.50
FEE/EMPLOYMENT APPLICATIONS				
05-Aug-2013	Coordinate preparation of supplemental affidavit regarding conflicts search with D. Braun.	Newton, James A.	0.10	53.00
07-Aug-2013	Email exchange with N. Wade of E&Y and R. Reigersman regarding E&Y's engagement terms to prepare tax returns.	Princi, Anthony	0.20	205.00
09-Aug-2013	Draft first monthly fee app (1.7); discussions with J. Bregman regarding same (.3).	Braun, Danielle Eileen	2.00	560.00
09-Aug-2013	Coordinate preparation of June fee application with D. Braun.	Newton, James A.	0.10	53.00
10-Aug-2013	Prepare draft of first monthly fee application (June) (2.3); review interim compensation order (.2).	Newton, James A.	2.50	1,325.00
10-Aug-2013	Edit MoFo monthly fee statement.	Wishnew, Jordan A.	0.30	216.00
12-Aug-2013	Emails with M. Law, M. Lau, and R. Reigersman regarding various time notes and update fee application with more detail (.4); email with J. Newton regarding fee application (.3)	Braun, Danielle Eileen	0.70	196.00

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Date	Services	Timekeeper	Hours	Value
Total: 007	FEE/EMPLOYMENT APPLICATIONS		5.90	2,608.00
FINANCING				
06-Aug-2013	Email exchange with prospective DIP lender regarding DIP proposal (.3); review proposed term sheet from DIP lender (.3).	Princi, Anthony	0.60	615.00
08-Aug-2013	Telephone conference with prospective DIP lender regarding due diligence (.8); telephone conference with second prospective DIP lender regarding NDA and term sheet (.5); email exchange with T. Horan regarding NDA for prospective DIP lender (.2); email exchange with F. Monaco and W. Ratliff regarding status of discussions with prospective DIP lenders (.6); telephone conference with T. Horan regarding same (.1); email exchange with J. Wishnew regarding same (.3).	Princi, Anthony	2.50	2,562.50
08-Aug-2013	Review draft financing term sheet and discuss same with A. Princi	Wishnew, Jordan A.	0.50	360.00
09-Aug-2013	Email exchanges with Womble team regarding issues and process with prospective DIP lenders (.5); email exchange with W. Ratliff regarding same (.4).	Princi, Anthony	0.90	922.50
11-Aug-2013	Email exchange with W. Ratliff regarding financing options.	Princi, Anthony	0.20	205.00
14-Aug-2013	Email exchanges with prospective investors and W. Ratliff regarding meeting to discuss terms.	Princi, Anthony	0.50	512.50
15-Aug-2013	Email exchanges with prospective investors, client and Womble team regarding NDA and due diligence (.8); telephone conference with third prospective DIP lender regarding background and potential terms (1.1); telephone conference with fourth prospective DIP lender regarding status of case and potential terms (.8).	Princi, Anthony	2.70	2,767.50
16-Aug-2013	Telephone conference with F. Monaco regarding new prospective DIP lender (.1); email exchange with F. Monaco and W. Ratliff regarding same (.2).	Princi, Anthony	0.30	307.50
17-Aug-2013	Conference call with F. Monaco and W. Ratliff regarding DIP financing.	Princi, Anthony	0.80	820.00
19-Aug-2013	Email from A. Princi and email to R. Reigersman regarding potential lender.	Humphreys, Thomas A.	0.10	120.00
19-Aug-2013	Email exchange with T. Humphreys and R. Reigersman regarding due diligence for prospective investor.	Princi, Anthony	0.20	205.00
20-Aug-2013	Prepare for call with potential lender (.5); call with potential lender (1.2).	Humphreys, Thomas A.	1.70	2,040.00
20-Aug-2013	Meeting with two prospective DIP lenders and client.	Princi, Anthony	2.50	2,562.50
20-Aug-2013	Conference call with potential DIP lender (1.2); meeting with potential DIP lender (1.3).	Reigersman, Rimmelt A.	2.50	1,937.50

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Date	Services	Timekeeper	Hours	Value
21-Aug-2013	Call with potential investor regarding various tax issues.	Humphreys, Thomas A.	0.90	1,080.00
22-Aug-2013	Call with investor regarding potential financing.	Lau, Matthew Y.	0.30	172.50
22-Aug-2013	Email exchange with prospective investor regarding due diligence questions.	Princi, Anthony	0.30	307.50
23-Aug-2013	Email exchange with prospective investor regarding due diligence.	Princi, Anthony	0.30	307.50
23-Aug-2013	Conference call with DIP lender counsel regarding tax considerations.	Reigersman, R Emmelt A.	0.50	387.50
26-Aug-2013	Telephone conference with prospective investor regarding due diligence questions, procedure and timing.	Princi, Anthony	1.10	1,127.50
27-Aug-2013	Coordinate with WCSR on litigation and financing issues.	Wishnew, Jordan A.	0.40	288.00
28-Aug-2013	Email exchange with prospective investor regarding status of due diligence and process (.3); email exchange with W. Ratliff and Womble regarding same (.3).	Princi, Anthony	0.60	615.00
Total: 009	FINANCING		20.40	20,223.00

RELIEF FROM STAY PROCEEDINGS

03-Aug-2013	Conference call with T. Horan and J. Wishnew regarding Rehabilitator's motion to shorten time for stay relief motion and related issues.	Princi, Anthony	0.70	717.50
03-Aug-2013	Conference call with A. Princi and T. Horan discussing proper strategy for responding to TGIC's motion to shorten.	Wishnew, Jordan A.	0.70	504.00
04-Aug-2013	Provide T. Horan with comments on limited response to TGIC's motion to shorten.	Wishnew, Jordan A.	0.20	144.00
05-Aug-2013	Review and revise Debtor's response to Rehabilitator's motion to shorten time on lift stay motion (.7); email exchange with T. Horan and J. Wishnew regarding revisions to response (.3).	Princi, Anthony	1.00	1,025.00
13-Aug-2013	Review and revise draft response to Rehabilitator's motion to lift the stay.	Princi, Anthony	0.60	615.00
13-Aug-2013	Provide WCSR with edits on objection to Rehabilitator's stay relief motion.	Wishnew, Jordan A.	0.40	288.00
15-Aug-2013	Provide WCSR with feedback on motion to exceed page limits.	Wishnew, Jordan A.	0.20	144.00
15-Aug-2013	Provide WCSR with edits on response to stay relief motion.	Wishnew, Jordan A.	0.20	144.00
Total: 012	RELIEF FROM STAY PROCEEDINGS		4.00	3,581.50

HEARINGS

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Date	Services	Timekeeper	Hours	Value
15-Aug-2013	Telephone conference with T. Horan regarding hearing on trading order motion.	Princi, Anthony	0.20	205.00
19-Aug-2013	Prepare for 8/21 hearing.	Wishnew, Jordan A.	0.30	216.00
20-Aug-2013	Prepare materials for A. Princi, J. Wishnew, and R. Reigersman ahead of tomorrow's omnibus hearing (1.3); review pleadings filed in connection with trading order motion ahead of hearing tomorrow to assist in preparing A. Princi for hearing (1.6).	Newton, James A.	2.90	1,537.00
20-Aug-2013	Email exchanges with MoFo team and Womble in preparation for tomorrow's hearing on trading order motion (.5); conference with J. Newton regarding same (.2); preparation for argument at hearing on trading order motion (3.0).	Princi, Anthony	3.70	3,792.50
20-Aug-2013	Review materials in advance of final hearing on equity trading motion.	Wishnew, Jordan A.	0.40	288.00
21-Aug-2013	Prepare for (.2) and attend (1.5) hearing on trading order motion; follow-up meeting with Client, A. Princi, R. Reigersman, J. Wishnew, and K. Mangan (WCSR) regarding hearing and next steps (.5).	Newton, James A.	2.20	1,166.00
21-Aug-2013	Travel to hearing and review pleadings during train trip (1.7); prepare for hearing (1.2); attendance and participation at hearing on trading order motion (1.5); meeting with client, MoFo team and Womble regarding results of hearing (.5).	Princi, Anthony	4.90	5,022.50
21-Aug-2013	Prepare for (2.0) and attend hearing on trading order motion (1.5).	Reigersman, Rimmelt A.	3.50	2,712.50
21-Aug-2013	Address hearing matters with K. Mangan (.7), prepare with client for hearing (1.0) and attend hearing (1.5) on equity trading motion, and address follow-up matters with client in terms of next steps (.5).	Wishnew, Jordan A.	3.70	2,664.00
Total: 013	HEARINGS		21.80	17,603.50
TAX ISSUES				
01-Aug-2013	Review and revise draft letter from T. Stein to Debtor regarding E&Y's retention (.4); email exchange with R. Reigersman regarding draft letter (.3).	Princi, Anthony	0.70	717.50
01-Aug-2013	Review correspondence from T. Stein and A. Princi and send emails to same regarding tax returns.	Reigersman, Rimmelt A.	0.50	387.50
01-Aug-2013	Review letter from TGIC regarding tax preparation.	Wishnew, Jordan A.	0.20	144.00
02-Aug-2013	Email exchange with J. Wishnew regarding Rehabilitator's objection to final trading order.	Princi, Anthony	0.30	307.50
02-Aug-2013	Review TGIC objection to final trading order and related motion filed by TGIC.	Wishnew, Jordan A.	0.40	288.00

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Date	Services	Timekeeper	Hours	Value
03-Aug-2013	Review objection to Debtor's motion for entry of interim and final trading orders (.7); conference call with A. Princi, R. Reigersman, T. Moran regarding objection (.3).	Humphreys, Thomas A.	1.00	1,200.00
03-Aug-2013	Begin reviewing IDOI opposition to final trading order motion.	Newton, James A.	1.10	583.00
03-Aug-2013	Review and analyze Rehabilitator's objection to trading order motion and motion to lift automatic stay (1.8); telephone conference regarding same to Womble, MoFo team and client (.3).	Princi, Anthony	2.10	2,152.50
04-Aug-2013	Finish reviewing IDOI pleading regarding trading order.	Newton, James A.	0.90	477.00
05-Aug-2013	Review objection to final trading order (.5); meeting with J. Wishnew, A. Princi, R. Reigersman, J. Newton regarding response to same (2.5).	Humphreys, Thomas A.	3.00	3,600.00
05-Aug-2013	Call with R. Reigersman regarding Rehabilitator's objection to trading order Motion (.5); review same (2.8).	Lim, Clara	3.30	1,584.00
05-Aug-2013	Review prior memo regarding application of McCarren-Ferguson (.9); further review IDOI and analyze objection to Final Trading Order (1.1); prepare for internal meeting regarding reply to Rehabilitator's objection to Final Trading Order (.6); begin drafting form of reply regarding Final Trading Order (.5); meet with A. Princi, T. Humphreys, R. Reigersman and J. Wishnew regarding reply to IDOI objection to trading order motion (2.5).	Newton, James A.	5.60	2,968.00
05-Aug-2013	Prepare for internal meeting to address reply to Rehabilitator's objection to trading order motion (.6); meeting with MoFo team to prepare reply to Rehabilitator's objection to trading order motion (2.5).	Princi, Anthony	3.10	3,177.50
05-Aug-2013	Discuss trading order reply considerations with A. Princi, T. Humphreys, J. Wishnew and J. Newton (2.5); review briefs regarding trading order (.5); telephone call with C. Lim regarding briefs (.5).	Reigersman, Rimmelt A.	3.50	2,712.50
05-Aug-2013	Review TGIC's objection to form of final trading order (.7) and work with tax team on devising reply to TGIC objection (2.5).	Wishnew, Jordan A.	3.20	2,304.00
06-Aug-2013	Review, draft outline and arguments for tax portion of Debtor's reply to the Rehabilitator's objections to the Trading Order Motion.	Lim, Clara	7.50	3,600.00
06-Aug-2013	Prepare information regarding interim and proposed final Trading Orders for A. Princi (.3); review proposed form of Final Trading Order (.3); review TGIC rehabilitation order (.6) and tax allocation agreement (.3); research regarding McCarren-Ferguson Act's application to bankruptcy cases (1.0).	Newton, James A.	2.50	1,325.00
06-Aug-2013	Draft outline for reply to TGIC objection to final trading order.	Wishnew, Jordan A.	1.20	864.00

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Date	Services	Timekeeper	Hours	Value
07-Aug-2013	Internal meeting regarding reply to Rehabilitator's objection to trading order motion.	Humphreys, Thomas A.	1.30	1,560.00
07-Aug-2013	Conference call regarding Rehabilitator's objection (1.3); review tax arguments made in Rehabilitator's Objection and draft outline of tax rebuttal on same (10.2).	Lim, Clara	11.50	5,520.00
07-Aug-2013	Prepare McCarran-Ferguson and Abstention case law materials for J. Wishnew (.2); continue researching (1.2) and reviewing McCarren-Ferguson Act case law (1.6); call with A. Princi, T. Humphreys, R. Reigersman, J. Wishnew, and C. Lim regarding reply to Rehabilitator's objection to trading order and strategy regarding same (1.3).	Newton, James A.	4.30	2,279.00
07-Aug-2013	Review and revise draft of outline of reply brief and email exchange with J. Wishnew and J. Newton regarding same (.5); analyze issues for reply brief (.8); conference with MoFo team regarding preparation of reply brief (1.3).	Princi, Anthony	2.60	2,665.00
07-Aug-2013	Discuss supplemental brief considerations with A. Princi, T. Humphreys, J. Wishnew and J. Newton (1.3); review materials regarding supplemental brief (.5).	Reigersman, Rimmelt A.	1.80	1,395.00
07-Aug-2013	Meeting with A. Princi and tax team on refining arguments for reply to TGIC objection to final trading order (1.3) and further revise draft reply outline (.9); coordinate prep of brief and advise client (.3).	Wishnew, Jordan A.	2.50	1,800.00
08-Aug-2013	Review, draft outline and arguments for tax portion of Debtor's reply to the Rehabilitator's objections to the Trading Order Motion.	Lim, Clara	12.00	5,760.00
08-Aug-2013	Further research regarding McCarran-Ferguson Act issues in bankruptcy cases.	Newton, James A.	1.90	1,007.00
08-Aug-2013	Review emails from E&Y, W. Ratliff and M. Anderson regarding tax return preparation.	Reigersman, Rimmelt A.	0.50	387.50
09-Aug-2013	Review and analyze Rehabilitator's objection to Debtor's proposed Final Order.	Lim, Clara	7.30	3,504.00
09-Aug-2013	Further research regarding application of McCarran-Ferguson Act in bankruptcy cases (3.5); review memo from prior case on application of McCarran-Ferguson Act in bankruptcy cases (.7).	Newton, James A.	4.20	2,226.00
10-Aug-2013	Continue reviewing McCarran-Ferguson case law research (.9); begin drafting section of trading order reply brief regarding inapplicability of the McCarren-Ferguson Act (3.3).	Newton, James A.	4.20	2,226.00
10-Aug-2013	Review draft reply brief.	Reigersman, Rimmelt A.	0.80	620.00
10-Aug-2013	Draft reply to abstention and ripeness arguments proffered in TGIC's objection.	Wishnew, Jordan A.	0.80	576.00

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Date	Services	Timekeeper	Hours	Value
11-Aug-2013	Review and analyze Rehabilitator's objection to Debtor's proposed Final Order (1.0); investigate Final Order precedents (2.3).	Lim, Clara	3.30	1,584.00
11-Aug-2013	Continue drafting McCarran-Ferguson Act section of trading order reply brief (4.0); email with J. Wishnew regarding logistics of trading order reply brief (.4); review and revise McCarran-Ferguson Act section of trading order reply brief (1.7).	Newton, James A.	6.10	3,233.00
11-Aug-2013	Review draft reply brief and prepare comments.	Reigersman, Rimmelt A.	1.50	1,162.50
11-Aug-2013	Draft reply in support of final trading order motion.	Wishnew, Jordan A.	8.80	6,336.00
12-Aug-2013	Read reply papers and comment on same, including preparation of various emails regarding argument in trading order reply brief (1.5); review authorities on tax attributes including regulations and cases (.5).	Humphreys, Thomas A.	2.00	2,400.00
12-Aug-2013	Review and incorporate T. Humphreys' and R. Reigersman's comments to Debtor's reply to the Rehabilitator's objections to the Trading Order Motion.	Lim, Clara	2.50	1,200.00
12-Aug-2013	Further review and revise McCarran-Ferguson Act section of trading order reply brief (1.2) and add additional arguments to same (.9); review TGIC rehabilitation plan in connection with reply brief (.4).	Newton, James A.	2.50	1,325.00
12-Aug-2013	Review and revise draft of reply brief to trading order motion (1.7); conference with J. Wishnew regarding same (.4).	Princi, Anthony	2.10	2,152.50
12-Aug-2013	Email with R. Reigersman on edits to reply brief (.1), review with A. Princi (.4) and coordinate edits with MoFo tax team (.2); revise first draft of trading motion reply brief and review T. Humphreys' edits (1.4).	Wishnew, Jordan A.	2.10	1,512.00
13-Aug-2013	Review edits to brief and emails regarding same.	Humphreys, Thomas A.	0.50	600.00
13-Aug-2013	Review and reflect comments to analysis of Rehabilitator's objection to Debtor's proposed Final Order.	Lim, Clara	3.80	1,824.00
13-Aug-2013	Revise reply brief in accordance with comments from T. Humphreys, J. Wishnew, C. Lim, and A. Princi (2.8); review and revise draft reply brief and ensure consistency (1.2); further research regarding additional McCarran-Ferguson issues raised by team (1.3).	Newton, James A.	5.30	2,809.00
13-Aug-2013	Conference with J. Wishnew regarding revisions to reply brief to trading order motion (.3); revise draft of reply and related email exchanges with T. Horan and MoFo team regarding same (2.0).	Princi, Anthony	2.30	2,357.50
13-Aug-2013	Review correspondence and send emails regarding reply brief.	Reigersman, Rimmelt A.	0.50	387.50

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Date	Services	Timekeeper	Hours	Value
13-Aug-2013	Review and revise updated form of trading order (.3); address themes of trading order reply with A. Princi (.3); work with J. Newton on reply brief (.5); further revise next draft of reply brief (4.9).	Wishnew, Jordan A.	6.00	4,320.00
14-Aug-2013	Review and reflect comments to analysis of Rehabilitator's objection to Debtor's proposed Final Order.	Lim, Clara	1.50	720.00
14-Aug-2013	Review letter agreement from T. Stein regarding E&Y.	Princi, Anthony	0.20	205.00
14-Aug-2013	Review draft reply brief and prepare comments.	Reigersman, Rimmelt A.	0.80	620.00
14-Aug-2013	Address edits to reply brief with T. Horan and follow up with MoFo team.	Wishnew, Jordan A.	1.00	720.00
15-Aug-2013	Review and reflect comments to analysis of Rehabilitator's objection to Debtor's proposed Final Order (2.5); revise Final Trading Order (.5).	Lim, Clara	3.00	1,440.00
15-Aug-2013	Assist with further review and revisions to trading order reply brief (2.3); research regarding definition of property of the estate under Bankruptcy Code 541 (2.1).	Newton, James A.	4.40	2,332.00
15-Aug-2013	Revise revised draft of reply brief (4.0) and meet with J. Wishnew regarding same (2.2).	Princi, Anthony	6.20	6,355.00
15-Aug-2013	Send emails to N. Wade and to W. Ratliff regarding tax considerations (.3); review draft reply brief (.5).	Reigersman, Rimmelt A.	0.80	620.00
15-Aug-2013	Meet with A. Princi to review reply brief edits (2.2) and revise document (4.4) and address related issues with T. Horan and MoFo team (.3).	Wishnew, Jordan A.	6.90	4,968.00
16-Aug-2013	Review and cite check reply to trading motion (2.7); discussions with J. Wishnew regarding filing of same (.2); update TOA and TOC according to changes made (.8).	Braun, Danielle Eileen	3.70	1,036.00
16-Aug-2013	Revise drafts of exhibits to Debtor's reply to Rehabilitator's objection to Final Order.	Lim, Clara	4.60	2,208.00
16-Aug-2013	Revise final draft of reply to trading order motion (2.4); conference with J. Wishnew regarding same and regarding hearing on motion (.3).	Princi, Anthony	2.70	2,767.50
16-Aug-2013	Review drafts of reply brief and prepare comments (3.0); review final order and redlines and prepare comments (1.0).	Reigersman, Rimmelt A.	4.00	3,100.00
16-Aug-2013	Finalize reply brief in support of trading order motion (5.4); address strategy issues with A. Princi related to 8/21 hearing (.3); provide client with trading order filings (.2).	Wishnew, Jordan A.	5.90	4,248.00
19-Aug-2013	Find and consolidate cases cited in briefs by Rehabilitator and Debtor.	Lim, Clara	1.50	720.00

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Date	Services	Timekeeper	Hours	Value
19-Aug-2013	Email exchange with Womble regarding proposed final form of trading order.	Princi, Anthony	0.30	307.50
19-Aug-2013	Review correspondence and send emails regarding tax preparation considerations.	Reigersman, Rimmelt A.	0.50	387.50
19-Aug-2013	Provide TGIC's counsel with proposed form of final trading order.	Wishnew, Jordan A.	0.10	72.00
20-Aug-2013	Find and consolidate final trading orders cited in Debtor's motion.	Lim, Clara	1.30	624.00
20-Aug-2013	Conference call with A. Princi, R. Reigersman, J. Wishnew, F. Monaco (WCSR) and T. Horan (WCSR) regarding request by IDOI to file a sur-reply and response to same.	Newton, James A.	0.40	212.00
20-Aug-2013	Review Rehabilitator's motion to file sur-reply (.3); email exchanges with Womble and J. Wishnew regarding same (.2); conference call with Womble, J. Newton, and J. Wishnew regarding same (.4); review draft of response to motion for sur-reply and email exchange with Womble regarding same (.4).	Princi, Anthony	1.30	1,332.50
20-Aug-2013	Review court filings and cases.	Reigersman, Rimmelt A.	1.50	1,162.50
20-Aug-2013	Review TGIC's sur-reply (.6) and discuss same with A. Princi, J. Newton and WCSR, including proposed modifications to final order (.4).	Wishnew, Jordan A.	1.00	720.00
21-Aug-2013	Draft second interim trading order.	Wishnew, Jordan A.	0.50	360.00
22-Aug-2013	Discuss hearing and case status with R. Reigersman (.4); review emails regarding accounting and email M. Lau regarding same (.3); conference call with EY, client, R. Reigersman regarding tax return (.6); call with R. Reigersman and client (.2); call with A. Princi and R. Reigersman regarding tax attributes (.5).	Humphreys, Thomas A.	2.00	2,400.00
22-Aug-2013	Review DPO accounting issues.	Lau, Matthew Y.	2.20	1,265.00
22-Aug-2013	Conference call with J. Wishnew, client and P. Waters regarding issues arising from court's decision on trading order motion (.8); review transcript of yesterday's hearing (.5); email exchange with R. Reigersman and M. Anderson regarding NOL issues (.4); conference call with T. Humphreys and R. Reigersman regarding same (.5); review and revise draft of second interim trading order (.5); email exchange with J. Wishnew, R. Reigersman and Womble regarding draft of second interim trading order (.4); call with client regarding possible settlement (.6); email exchange with client regarding same (.2).	Princi, Anthony	3.90	3,997.50

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Date	Services	Timekeeper	Hours	Value
22-Aug-2013	Review changes to trading order and provide comments (.5); conference call with M. Anderson and T. Humphreys regarding tax considerations (.2); review correspondence from M. Anderson (.5); conference call with E&Y client and T. Humphreys regarding tax considerations (.6); speak with T. Humphreys regarding results of recent hearing (.4); speak with A. Princi and T. Humphreys regarding tax attributes considerations (.5).	Reigersman, Rimmelt A.	2.70	2,092.50
22-Aug-2013	Address scope of EY retention with tax team (.2); Call with P. Waters, A. Princi and W. Ratliff on next steps in speaking with TGIC after 8/21 hearing (.8); revise second interim trading order (.4).	Wishnew, Jordan A.	1.40	1,008.00
23-Aug-2013	Review M. Lau memo on DPOs.	Humphreys, Thomas A.	0.40	480.00
23-Aug-2013	Draft memo on accounting method re:DPOs.	Lau, Matthew Y.	4.50	2,587.50
26-Aug-2013	Email exchanges with Rehabilitator's counsel and Womble regarding Rehabilitator's views on second interim order and scheduling order.	Princi, Anthony	1.00	1,025.00
26-Aug-2013	Telephone call with M. Anderson regarding tax issues (.3); review correspondence and send emails regarding tax considerations (.5).	Reigersman, Rimmelt A.	0.80	620.00
27-Aug-2013	Review correspondence from and send emails to M. Lau regarding tax considerations (.4); review rehabilitation materials in connection with tax analysis (.6).	Reigersman, Rimmelt A.	1.00	775.00
28-Aug-2013	Draft memo and model on DPO valuation.	Lau, Matthew Y.	4.50	2,587.50
29-Aug-2013	Analyze issues regarding scheduling and second interim trading order (1.0); email exchange with F. Feinstein (Quarles & Brady) regarding same (.4); email exchange with Womble regarding same (.2).	Princi, Anthony	1.60	1,640.00
Total: 014	TAX ISSUES		225.20	150,836.00
NON-WORKING TRAVEL				
21-Aug-2013	Travel from Wilmington to NYC.	Newton, James A.	1.80	954.00
21-Aug-2013	Travel from hearing back to New York.	Princi, Anthony	1.80	1,845.00
21-Aug-2013	Travel to and from Delaware.	Reigersman, Rimmelt A.	3.50	2,712.50
21-Aug-2013	Travel to and from Delaware for hearing.	Wishnew, Jordan A.	3.50	2,520.00
Total: 020	NON-WORKING TRAVEL		10.60	8,031.50
TGIC REHABILITATION PROCEEDING				
11-Aug-2013	Email exchange with J. Wishnew regarding Rehabilitator's motion to approve rehabilitation plan.	Princi, Anthony	0.30	307.50
15-Aug-2013	Telephone call with J. Wishnew regarding rehabilitation plan.	Reigersman, Rimmelt A.	0.30	232.50

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Date	Services	Timekeeper	Hours	Value
15-Aug-2013	Address questions related to rehab plan with R. Reigersman.	Wishnew, Jordan A.	0.20	144.00
19-Aug-2013	Conference call with Locke Lord regarding plan considerations.	Reigersman, Rimmelt A.	1.00	775.00
19-Aug-2013	Review rehab plan materials (.5) and calls with P. Waters and R. Reigersman about details of rehabilitation plan, need for parent to respond and case strategy (1.0).	Wishnew, Jordan A.	1.50	1,080.00
Total: 021	TGIC REHABILITATION PROCEEDING		3.30	2,539.00
RULE 2004 AND OTHER DOCUMENT REQUESTS				
18-Aug-2013	Email exchange with R. Reigersman regarding document request from T. Stein.	Princi, Anthony	0.30	307.50
Total: 023	RULE 2004 AND OTHER DOCUMENT REQUESTS		0.30	307.50
MONTHLY FEE STATEMENT REVIEW				
01-Aug-2013	Review June monthly fee statement and update accordingly.	Braun, Danielle Eileen	0.40	112.00
02-Aug-2013	Discussion with J. Bregman regarding prebill (.1); review June/July bill and update accordingly (1.2).	Braun, Danielle Eileen	1.30	364.00
04-Aug-2013	Review June invoice for compliance with compensation procedures.	Newton, James A.	2.40	1,272.00
07-Aug-2013	Review June invoice for compliance with compensation procedures.	Newton, James A.	0.70	371.00
08-Aug-2013	Further review and revise June invoice to ensure client confidentiality.	Newton, James A.	0.20	106.00
09-Aug-2013	Review June invoice.	Braun, Danielle Eileen	3.20	896.00
09-Aug-2013	Edit June bill.	Wishnew, Jordan A.	0.40	288.00
Total: 024	MONTHLY FEE STATEMENT REVIEW		8.60	3,409.00
DECLARATORY JUDGMENT ACTION				
22-Aug-2013	Speak with A. Princi regarding plan for complaint and motion for summary judgment on tax rights (1.0); begin drafting stipulation regarding scheduling of adversary proceeding regarding tax rights and attributes and standstill pending resolution of same (1.3).	Newton, James A.	2.30	1,219.00
22-Aug-2013	Analyze claims that should be asserted in adversary proceeding (1.2); conference with J. Newton regarding claims to assert in adversary proceeding (1.0).	Princi, Anthony	2.20	2,255.00
22-Aug-2013	Work with WCSR on scheduling order (.1); assist J. Newton with standstill stipulation (.2)	Wishnew, Jordan A.	0.30	216.00
23-Aug-2013	Continue drafting stipulation regarding scheduling of adversary proceeding regarding tax rights and attributes and standstill pending resolution of same.	Newton, James A.	0.80	424.00

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Date	Services	Timekeeper	Hours	Value
23-Aug-2013	Review and revise draft of standstill and scheduling order (1.0); email exchange with MoFo and Womble teams regarding same (.4); email exchange with Rehabilitator's counsel regarding same (.2); email exchange with W. Ratliff regarding possible settlement (.2).	Princi, Anthony	1.80	1,845.00
26-Aug-2013	Begin drafting complaint regarding Tax Rights and Attributes.	Newton, James A.	1.20	636.00
27-Aug-2013	Continue drafting complaint regarding Tax Rights and Attributes (6.6); call with A. Princi, J. Wishnew, F. Monaco and T. Horan regarding case financing and anticipated tax attributes lawsuit (1.0).	Newton, James A.	7.60	4,028.00
27-Aug-2013	Conference call with Womble and MoFo teams regarding Rehabilitator's position regarding scheduling order and interim trading order and regarding financing (1.0); review of Rehabilitator's proposed revisions to draft of second interim trading order (.4); email exchange with Rehabilitator's counsel regarding same (.2); review revised proposed draft scheduling order and related email from T. Horan (.4).	Princi, Anthony	2.00	2,050.00
28-Aug-2013	Review and revise draft of declaratory judgment complaint (1.7); email exchanges with J. Newton regarding same (.3); email exchanges with Womble, W. Ratliff and P. Waters regarding settlement discussion (.4).	Princi, Anthony	2.40	2,460.00
29-Aug-2013	Draft tax portions of Complaint.	Lim, Clara	1.80	864.00
29-Aug-2013	Meeting (partial) with A. Princi and R. Reigersman regarding draft complaint regarding tax rights and attributes (2.2); call with A. Princi, F. Monaco and T. Horan regarding expected complaint and scheduling and standstill orders (1.2); revise draft tax rights and attributes complaint in accordance with comments from A. Princi and R. Reigersman (6.1).	Newton, James A.	9.50	5,035.00
29-Aug-2013	Preparation of memo to Womble, MoFo team and client regarding next steps in litigation (.6); analyze draft complaint issues (1.3) and conference with R. Reigersman and J. Newton (partial) regarding same (2.5); conference call with P. Waters, J. Howland and W. Ratliff regarding possible settlement (1.0); review client's correspondence with Rehabilitator and email exchanges with client regarding same (1.1); conference call with Womble and J. Newton regarding scheduling and standstill orders (1.2).	Princi, Anthony	7.70	7,892.50
29-Aug-2013	Review draft complaint and provide comments to same (1.5) and discuss same with A. Princi and J. Newton (2.5).	Reigersman, R Emmelt A.	4.00	3,100.00

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Date	Services	Timekeeper	Hours	Value
29-Aug-2013	Participate in conference call (partial) concerning adversary proceeding scheduling order and second interim trading order.	Wishnew, Jordan A.	0.40	288.00
30-Aug-2013	Cite-check adversary complaint for J. Newton (.5).	Kline, John T.	0.50	155.00
30-Aug-2013	Meet with R. Reigersman and A. Princi (multiple times) to discuss multiple turns to Tax Rights and Attributes complaint and comments regarding same (5.8); multiple rounds of further revisions and refining of complaint regarding Tax Rights and Attributes (4.8).	Newton, James A.	10.60	5,618.00
30-Aug-2013	Analyze issues with revised draft of declaratory judgment complaint and conferences with R. Reigersman and J. Newton regarding same (5.8); confer with T. Horan regarding certificates of counsel for draft orders (.5); email exchanges with W. Ratliff and Womble regarding meeting to discuss settlement (.6); email exchange with F. Feinstein regarding service of complaint (.3).	Princi, Anthony	7.20	7,380.00
30-Aug-2013	Review drafts complaint (2.0) and provide comments and discuss with A. Princi and J. Newton (5.8).	Reigersman, Rimmelt A.	7.80	6,045.00
31-Aug-2013	Revise draft certificates of counsel regarding scheduling order in connection with Tax Rights and Attributes adversary proceeding and second interim trading order (.8); email with A. Princi, R. Reigersman, and J. Wishnew regarding same (.4).	Newton, James A.	1.20	636.00
31-Aug-2013	Preparation of memo to MoFo team regarding strategy and next steps in litigation (1.1); email exchange with client regarding call to prepare for settlement discussion (.2).	Princi, Anthony	1.30	1,332.50
Total: 028	DECLARATORY JUDGMENT ACTION		72.60	53,479.00

Total Fees	281,981.00
Client Accommodation (50% Non-Working Attorney Travel)	<u>-4,015.75</u>
	277,965.25

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Timekeeper Summary

No.	Name	Rate	Hours	Value
11471	Humphreys, Thomas A.	1,200.00	12.90	15,480.00
15411	Princi, Anthony	1,025.00	97.30	99,732.50
12742	Reigersman, Remmelt A.	775.00	44.80	34,720.00
17858	Lau, Matthew Y.	575.00	11.50	6,612.50
17656	Lim, Clara	480.00	64.90	31,152.00
16826	Newton, James A.	530.00	89.50	47,435.00
14141	Wishnew, Jordan A.	720.00	58.70	42,264.00
12472	Kline, John T.	310.00	0.70	217.00
18387	Braun, Danielle Eileen	280.00	15.60	4,368.00
	Client Accommodation (50% Non-Working Attorney Travel)			-4,015.75
TOTAL			395.90	277,965.25

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TASK CODE SUMMARY:

Task Code	Description	Hours	Amount
003	BUSINESS OPERATIONS AND ADVICE	0.60	615.00
004	CASE ADMINISTRATION	5.80	2,473.50
005	CLAIMS ADMINISTRATION AND OBJECTIONS	16.80	16,274.50
007	FEE/EMPLOYMENT APPLICATIONS	5.90	2,608.00
009	FINANCING	20.40	20,223.00
012	RELIEF FROM STAY PROCEEDINGS	4.00	3,581.50
013	HEARINGS	21.80	17,603.50
014	TAX ISSUES	225.20	150,836.00
020	NON-WORKING TRAVEL	10.60	8,031.50
021	TGIC REHABILITATION PROCEEDING	3.30	2,539.00
023	RULE 2004 AND OTHER DOCUMENT REQUESTS	0.30	307.50
024	MONTHLY FEE STATEMENT REVIEW	8.60	3,409.00
028	DECLARATORY JUDGMENT ACTION	72.60	53,479.00
	Client Accommodation (50% Non-Working Attorney Travel)		-4,015.75
	TOTAL	395.90	277,965.25

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Disbursement Detail

Date	Description	Value
31-Aug-2013	Photocopies	243.60
31-Aug-2013	Document Preparation	462.50
31-Aug-2013	On-line Research - WESTLAW	811.31
31-Aug-2013	Secretarial Overtime	
	Revise Trading order reply brief. (Princi and Wishnew) -- S.Marsh	275.00
	Continue to revise Trading order reply brief (Princi and Wishnew) -- S.Marsh	50.00
	Revise Phillips Stipulation -- S.Marsh	100.00
11-Aug-2013	Travel Jordan Wishnew, Parking. Weekend work (Trading Order Reply Brief)	43.00
19-Aug-2013	Travel Rimmelt Reigersman, Train to Delaware	277.00
21-Aug-2013	Travel Jordan Wishnew, Taxi to New York Penn Station	10.00
21-Aug-2013	Travel Jordan Wishnew, Taxi from Wilmington Train Station to Womble Carlyle	10.00
21-Aug-2013	Travel Jordan Wishnew, Parking	21.00
21-Aug-2013	Travel Jordan Wishnew, Amtrak Train to/from NY/DE	284.00
21-Aug-2013	Travel Anthony Princi, Travel to Wilmington, DE for hearing	297.00
21-Aug-2013	Travel James Newton, Travel to Wilmington DE for hearing	277.00
21-Aug-2013	Travel James Newton, Travel to Wilmington DE for hearing-Agent Fee	7.00
15-Aug-2013	Meals Shirley Marsh, Dinner during late night work (Trading order reply brief)	18.55
18-Aug-2013	Meals Order ID:390751086 Order Date:8/13/2013 8:00:00PM Vendor Name: Route 66 Cafe, J. Wishnew	25.11
20-Aug-2013	Transportation Invoice #: 184840 Voucher #: 2492625 Travel Date: 08/14/13 12:40 AM From: M W 51 ST 10018 To: NJ RIDGEWOOD OTA (J. Wishnew) Car home after late night work	105.45
20-Aug-2013	Transportation Invoice #: 184840 Voucher #: 2459134 Travel Date: 08/16/13 1:51 AM From: M W 51 ST 10018 To: NJ RIDGEWOOD OTA (J. Wishnew) Car home after late night work	122.36
22-Aug-2013	Transportation James Newton, Cab home after late night work	10.00
30-Aug-2013	Transportation James Newton, Cab home after late night work	14.90
30-Aug-2013	Transportation Invoice #: 13353528 Voucher #: 207258 Travel Date: 08/15/13 10:30 PM From: M 1290 6 AVE To: BK 11218, S. Marsh (Car home after late night work (Trading order reply brief))	92.45
20-Aug-2013	Business Meals CREATIVE CATERING, Catering, 08/20/2013, 6people, 39A, Client Meeting	87.73
31-Aug-2013	On-line Research - OTHER DATABASE 6221 IN RE: TRIAD GUARANTY INC. 22	9.21
	Total Disbursements	3,654.17
	Total This Invoice	USD <u>281,619.42</u>

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For your convenience, we have listed below previous invoices on this matter which our records show as outstanding and the total balance due on this account. If you have already submitted payment, we appreciate your promptness. If your records are not in agreement, or if we can provide additional assistance, please call our Billing Department at (415)-268-2594 or (866)-314-5320.

Date	Invoice Number	Original Invoice Amount	Payments Applied	Amount Outstanding
24-Sep-13	5269060	USD 155,676.40	USD 125,328.95	USD 30,347.45
20-Dec-13	5296795	USD 54,089.87	USD 0.00	USD 54,089.87