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Counsel to the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
HAWKER BEECHCRAFT, INC., <i>et al.</i> , ¹)	Case No. 12-11873 (SMB)
)	
Debtors.)	Jointly Administered
_____)	

**APPLICATION OF AKIN GUMP STRAUSS
HAUER & FELD LLP, COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF HAWKER BEECHCRAFT, INC., *ET AL.*, FOR INTERIM
ALLOWANCE OF COMPENSATION AND FOR THE
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED
DURING THE PERIOD FROM MAY 11, 2012 THROUGH JULY 31, 2012**

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP

Authorized to Provide
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: June 27, 2012 (*nunc pro tunc* to May 11, 2012)

Period for which Compensation
and Reimbursement is sought: May 11, 2012 through July 31, 2012

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Hawker Beechcraft, Inc. (2598); Arkansas Aerospace, Inc. (7496); Beech Aircraft Corporation (0487); Beechcraft Aviation Company (3548); Hawker Beechcraft Acquisition Company, LLC (8770); Hawker Beechcraft Corporation (5770); Hawker Beechcraft Defense Company, LLC (5891); Hawker Beechcraft Finance Corporation (8763); Hawker Beechcraft Global Customer Support Corporation (7338); Hawker Beechcraft Holding, Inc. (6044); Hawker Beechcraft International Delivery Corporation (6640); Hawker Beechcraft International Holding LLC (6757); Hawker Beechcraft International Service Company (9173); Hawker Beechcraft Notes Company (0498); Hawker Beechcraft Quality Support Company (7800); Hawker Beechcraft Regional Offices, Inc. (3889); HBC, LLC (N/A); and Rapid Aircraft Parts Inventory and Distribution Company, LLC (N/A).

Amount of Compensation sought as
actual, reasonable and necessary: \$1,513,661.25

Amount of Expense Reimbursement sought
as actual, reasonable and necessary: \$33,262.19

This is Akin Gump Strauss Hauer & Feld LLP's first interim fee application.

Monthly Fee Statements Filed during the Compensation Period:

Time Period	Fees	Expenses	Status
05/11/12 – 05/31/12 (First Monthly Fee Statement)	\$444,128.75	\$1,260.65	Pending. Pursuant to the Interim Compensation Order, Akin Gump has received payment of 80% of the fees requested and 100% of the expenses requested.
06/01/12 – 06/30/12 (Second Monthly Fee Statement)	\$538,992.50	\$2,289.87	Pending. Pursuant to the Interim Compensation Order, Akin Gump has received payment of 80% of the fees requested and 100% of the expenses requested.
07/01/12 – 07/31/12 (Third Monthly Fee Statement)	\$542,380.50	\$29,711.67	Pending. Pursuant to the Interim Compensation Order, Akin Gump has received payment of 80% of the fees requested and 100% of the expenses requested.

**HAWKER BEECHCRAFT, INC., ET AL.
COMMITTEE OF UNSECURED CREDITORS
MAY 11, 2012 THROUGH JULY 31, 2012**

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
David H. Botter	Financial Restructuring	New York – 1990	260.60	\$975.00	\$254,085.00
Daniel H. Golden	Financial Restructuring	New York – 1978	106.20	\$1,050.00	\$111,510.00
Howard B. Jacobson	Tax	District of Columbia – 1979	7.80	\$755.00	\$5,889.00
Brian Kim	Corporate	New York – 2001	16.60	\$825.00	\$13,695.00
Stephen B. Kuhn	Corporate	New York – 1991	81.10	\$825.00	\$66,907.50
Lawrence D. Levien	Labor	District of Columbia – 1974	20.40	\$875.00	\$17,850.00
Michael S. Mandel	Corporate	District of Columbia - 1975	49.60	\$775.00	\$38,440.00
Bruce S. Mendelsohn	Corporate	District of Columbia – 1980	1.00	\$875.00	\$0.00 ¹
Abid Qureshi	Financial Restructuring	New York – 1995	20.90	\$825.00	\$17,242.50
Edward L. Rubinoff	International Trade	District of Columbia – 1976	42.40	\$725.00	\$30,740.00
Bruce E. Simonetti	ERISA	New York – 1995	2.10	\$810.00	\$0.00 ²
Henry A. Terhune	Public Law & Policy	District of Columbia – 1989	18.30	\$620.00	\$11,346.00
Mark J. Volow	Corporate	New York – 1981	1.10	\$800.00	\$0.00 ³
W. Thomas Weir	Tax	Texas – 1973	7.10	\$785.00	\$5,573.50
Rolf Zaiss	Tax / Labor	New York – 1993	46.40	\$810.00	\$37,584.00

¹ Akin Gump has voluntarily determined not to seek compensation for services where attorneys or paraprofessionals billed less than 3.0 hours during the Compensation Period.

² See footnote 1.

³ See footnote 1.

SENIOR COUNSEL & COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Ashleigh L. Blaylock	Financial Restructuring	New York – 2007	124.45	\$600.00	\$74,670.00
Alexis Freeman	Financial Restructuring	New York – 2003	337.80	\$695.00	\$234,771.00
Frederick T. Lee	Corporate	New York – 2005	9.70	\$630.00	\$6,111.00
Austin S. Lilling	Tax	New York – 2001	1.50	\$625.00	\$0.00 ⁴
Meng Ru	Corporate	New York – 2005	22.80	\$630.00	\$14,364.00
Tatman R. Savio	International Trade	California – 2005	1.80	\$580.00	\$0.00 ⁵
Frank J. Wilkosz	Corporate	Pennsylvania – 2004	36.20	\$580.00	\$20,996.00
ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Stephen J. Bleiberg	Corporate	New York – 2009	1.00	\$425.00	\$0.00 ⁶
Christopher L. Boyd	Litigation	New York – 2010	1.80	\$465.00	\$0.00 ⁷
Kelly L. Brown	Labor	New York – 2008	1.80	\$575.00	\$0.00 ⁸
Taryn C. Brown	Corporate	New York – 2010	29.00	\$425.00	\$12,325.00
Eunice J. Chang	Corporate	New York – 2009	16.00	\$525.00	\$8,400.00

⁴ See footnote 1.

⁵ See footnote 1.

⁶ See footnote 1.

⁷ See footnote 1.

⁸ See footnote 1.

Riana A. Cohen	Financial Restructuring	New York – 2011	356.30	\$425.00	\$151,427.50
Rachael Devenow	Tax	California – 2011	1.80	\$410.00	\$0.00 ⁹
Jason Goldsmith	Litigation	New York – 2008	86.90	\$550.00	\$47,795.00
Rebekah A. Jones	International Trade	District of Columbia – 2010	10.10	\$410.00	\$4,141.00
Arun K. Kurichety	Financial Restructuring	Illinois – 2006	154.25	\$530.00	\$81,752.50
Kristine G. Manoukian	Financial Restructuring	New York – 2008	230.65	\$575.00	\$132,623.75
Shannen L. Naegel	Tax	Virginia – 2007	4.80	\$500.00	\$2,400.00
Daniel Z. Vira	ERISA	New York – 1993	2.10	\$630.00	\$0.00 ¹⁰
Lindsay Zahradka	Financial Restructuring	New York – 2011	91.10	\$425.00	\$38,717.50
LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Ellen M. Carrigan	Labor		1.50	\$225.00	\$0.00 ¹¹
Justine Griffin-Churchill	Litigation		2.30	\$200.00	\$0.00 ¹²
Patricia L. Gunn	Corporate		28.80	\$255.00	\$7,344.00
Leigh A. Gusky	Public Law & Policy		2.10	\$175.00	\$0.00 ¹³
Dagmara Krasa-Berstell	Financial Restructuring		102.80	\$235.00	\$24,158.00
Massai Leonard	Litigation		17.00	\$220.00	\$3,740.00
Lola M. McComb	Library		1.00	\$180.00	\$0.00 ¹⁴

⁹ See footnote 1.

¹⁰ See footnote 1.

¹¹ See footnote 1.

¹² See footnote 1.

¹³ See footnote 1.

¹⁴ See footnote 1.

Daniel F. Plucinski	Corporate		2.80	\$250.00	\$0.00 ¹⁵
Jonathan A. Samper	Financial Restructuring		44.50	\$215.00	\$9,567.50
Tracy Southwell	Financial Restructuring		57.60	\$235.00	\$13,536.00
Peter J. Sprofera	Financial Restructuring		51.70	\$270.00	\$13,959.00
Total Fees			2,515.55		\$1,513,661.25¹⁶
Attorney Blended Hourly Rate			\$654.14		
Blended Hourly Rate			\$601.72		

¹⁵ See footnote 1.

¹⁶ This amount reflects a reduction of \$11,840.50 on account of those timekeepers who billed less than 3.0 hours during the Compensation Period.

HAWKER BEECHCRAFT, INC., *ET AL.*
COMPENSATION BY PROJECT CATEGORY
MAY 11, 2012 THROUGH JULY 31, 2012

Project Category	Total Hours	Total Fees
General Case Administration	379.50	\$206,137.00
Akin Gump Fee Application/Monthly Billing Reports	66.30	\$32,262.00
Analysis of Other Professional Fee Applications	67.20	\$26,024.50
Review/Preparation of Schedules, Statements	97.60	\$34,718.00
Retention of Professionals	292.70	\$138,242.00
341 Meetings/Creditors Meetings	217.90	\$156,468.00
Court Hearings	73.00	\$44,316.00
Financial Reports and Analysis	3.40	\$2,187.00
DIP, Cash Collateral Usage and Exit Financing	198.90	\$140,333.50
Executory Contracts/License Agreements	8.20	\$4,829.00
General Claims Analysis/Claims Objections	19.70	\$9,210.50
Analysis of Pre-Petition Transactions	223.60	\$133,067.50
Analysis of Aircraft Financing/Leases	174.40	\$109,625.50
Analysis of Secured Claims/Adequate Protection Issues	2.70	\$2,117.50
General Adversary Proceedings	1.00	\$425.00
Tax Issues	25.20	\$16,418.00
Labor Issues/ Employee Benefits	199.50	\$151,399.50
Real Estate Issues/Leases	0.90	\$382.50
Exclusivity	0.70	\$297.50
Plan, Disclosure Statement and Related Plan Documentation	135.90	\$91,031.00

Project Category	Total Hours	Total Fees
Sale Transaction/Stock Transaction/Business Liquidations	287.20	\$205,262.00
Travel (billed at 50% of actual time)	13.65	\$8,225.25
General Corporate Matters	1.40	\$1,205.00
Critical Vendor Issues	9.10	\$5,232.50
Committee Website	15.90	\$6,085.50
Subtotals	2,515.55	\$1,525,501.75
Voluntary Reductions ¹⁷		(\$11,840.50)
Totals	2,515.55	\$1,513,661.25

¹⁷ See footnote 16.

HAWKER BEECHCRAFT, INC., *ET AL.*
DISBURSEMENT SUMMARY
MAY 11, 2012 THROUGH JULY 31, 2012

Computerized Research, Corporate Service Charges and PACER Charges	\$14,925.75
Conference Calls and Telephone Charges	\$10,128.04
Courier Service and Postage	\$391.64
Document Production Charges	\$176.00
Duplicating (billed at \$0.10 per page)	\$2,827.10
Meals/ Meeting Expenses	\$724.51
Travel Expenses – Ground Transportation	\$2,764.16
Travel Expenses – Lodging	\$1,324.99
TOTAL	\$33,262.19

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
HAWKER BEECHCRAFT, INC., <i>et al.</i> , ¹)	
)	Case No. 12-11873 (SMB)
Debtors.)	
)	Jointly Administered

**APPLICATION OF AKIN GUMP STRAUSS
HAUER & FELD LLP, COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF HAWKER BEECHCRAFT, INC., *ET AL.*, FOR INTERIM
ALLOWANCE OF COMPENSATION AND FOR THE
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED
DURING THE PERIOD FROM MAY 11, 2012 THROUGH JULY 31, 2012**

Akin Gump Strauss Hauer & Feld LLP (“*Akin Gump*” or “*Applicant*”), counsel for the Official Committee of Unsecured Creditors (the “*Committee*”) of Hawker Beechcraft, Inc., *et al.* (collectively, the “*Debtors*”), hereby files this first application (the “*Application*”) pursuant to sections 330 and 331 of title 11 of the United States Code (the “*Bankruptcy Code*”) for the

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Hawker Beechcraft, Inc. (2598) (“*HBI*”); Arkansas Aerospace, Inc. (7496); Beech Aircraft Corporation (0487); Beechcraft Aviation Company (3548); Hawker Beechcraft Acquisition Company, LLC (8770); Hawker Beechcraft Corporation (5770); Hawker Beechcraft Defense Company, LLC (5891); Hawker Beechcraft Finance Corporation (8763); Hawker Beechcraft Global Customer Support Corporation (7338); Hawker Beechcraft Holding, Inc. (6044); Hawker Beechcraft International Delivery Corporation (6640); Hawker Beechcraft International Holding LLC (6757); Hawker Beechcraft International Service Company (9173); Hawker Beechcraft Notes Company (0498); Hawker Beechcraft Quality Support Company (7800); Hawker Beechcraft Regional Offices, Inc. (3889); HBC, LLC (N/A); and Rapid Aircraft Parts Inventory and Distribution Company, LLC (N/A).

interim allowance of compensation for services rendered during the Compensation Period (defined below) and for reimbursement of expenses incurred in connection therewith. In support of this Application, Akin Gump respectfully states as follows:

INTRODUCTION

1. By this Application, Akin Gump seeks (i) an interim allowance and award of compensation for the services rendered by Akin Gump as attorneys for the Committee for the period from May 11, 2012 through and including July 31, 2012 (the “***Compensation Period***”) in the amount of \$1,513,661.25², representing 2,515.55 hours of professional services and paraprofessional services, and (ii) reimbursement of actual and necessary expenses incurred by Akin Gump during the Compensation Period in connection with the rendition of such professional and paraprofessional services in the amount of \$33,262.19.

2. This Application has been prepared in accordance with the United States Trustee (the “***U.S. Trustee***”) Guidelines for Reviewing Applications for Compensation & Reimbursement of Expenses filed under 11 U.S.C. § 330 (the “***U.S. Trustee Guidelines***”), the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 20, 1991 (the “***Fee and Disbursement Guidelines***”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by the Court on November 25, 2009 (together with the Fee and Disbursement Guidelines, the “***Local Guidelines***”) and the *Order Granting Motion Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated May 30, 2012 [Docket No. 185] (the “***Interim Compensation Order***” and, together with the U.S. Trustee Guidelines, the Fee and Disbursement Guidelines and the Local

² The total amount of fees requested herein reflects Akin Gump’s determination to voluntarily reduce its fees for the Compensation Period by not seeking compensation for services where attorneys and paraprofessionals billed less than 3.0 hours in the aggregate during the Compensation Period.

Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the same is annexed hereto as Exhibit A.

3. Pursuant to the Interim Compensation Order, Akin Gump is seeking (i) the interim award of \$1,513,661.25 in fees and \$33,262.19 for reimbursement of its expenses relating to services rendered on behalf of the Committee during the Compensation Period, (ii) payment in full of the expenses awarded pursuant to this Application and (iii) payment of one half (½) of the Previous Holdbacks (defined herein).

JURISDICTION AND VENUE

4. This Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The bases for the relief requested herein are Bankruptcy Code sections 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

BACKGROUND

5. On May 3, 2012 (the “**Petition Date**”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Since the Petition Date, the Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. On May 4, 2012, the Court entered an order for the joint administration of these cases for procedural purposes only pursuant to Bankruptcy Rule 1015(b) [Docket No. 34].

6. On May 11, 2012 (the “**Committee Formation Date**”), pursuant to Bankruptcy Code section 1102, the U.S. Trustee appointed the Committee. The Committee presently

consists of seven members.³ On the Committee Formation Date, pursuant to Bankruptcy Code section 1103(a), the Committee selected Akin Gump to serve as counsel to the Committee.

7. Except with respect to payments made pursuant to the Interim Compensation Order, Applicant has received no payment from, and has made no promises for payment to, any source for services rendered in connection with the Debtors' chapter 11 cases. There is no agreement or understanding between the Applicant and any other person (other than members of Akin Gump) for the sharing of compensation to be received for the services rendered in these chapter 11 cases.

8. As stated in the Affirmation of David H. Botter, Esq., annexed hereto as Exhibit A, all of the services for which interim compensation is sought herein were rendered for or on behalf of the Committee solely in connection with these chapter 11 cases.

9. Pursuant to the Interim Compensation Order, Akin Gump sent to the Debtors and the appropriate notice parties its: (i) monthly fee statement, dated July 5, 2012, for compensation and for reimbursement of expenses for services rendered during the period of May 11, 2012 through May 31, 2012 in the amounts of \$444,128.75 for fees and \$1,260.65 for expenses (the "**May Monthly Fee Statement**"); (ii) monthly fee statement, dated July 20, 2012, for compensation and for reimbursement of expenses for services rendered during the period June 1, 2012 through June 30, 2012 in the amounts of \$538,992.50 for fees and \$2,289.87 for expenses (the "**June Monthly Fee Statement**"); and (iii) monthly fee statement, dated August 20, 2012, for compensation and for reimbursement of expenses for services rendered during the period July 1, 2012 through July 31, 2012 in the amounts of \$542,380.50 for fees and \$29,711.67 for

³ The Committee currently consists of the following entities: (i) A.M. Castle & Co.; (ii) Deutsche Bank National Trust Company, as Indenture Trustee; (iii) International Association of Machinists & Aerospace Workers (the "**IAM**"); (iv) the Pension Benefit Guaranty Corporation (the "**PBGC**"); (v) Pratt & Whitney Canada Corp.; (vi) Rockwell Collins, Inc.; and (vii) Wilmington Trust, N.A., as Indenture Trustee.

expenses (the “*July Monthly Fee Statement*,” and, together with the May Monthly Fee Statement and June Monthly Fee Statement, the “*Monthly Fee Statements*”).

10. Pursuant to the Interim Compensation Order, as of the date of this Application, Akin Gump has received payment of 80% of the fees, and 100% of the expenses, requested with respect to the May, June and July Monthly Fee Statements.

SUMMARY OF SERVICES RENDERED

11. Since the Committee Formation Date, Akin Gump has rendered services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the Debtors’ unsecured creditors. The variety and complexity of the issues in these chapter 11 cases and the need to act or respond to such issues on an expedited basis in furtherance of the Committee’s needs have required the expenditure of substantial time by Akin Gump personnel from numerous legal disciplines, on an as-needed basis.

12. Akin Gump maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their services to the Committee. Such time records were made contemporaneously with the rendition of services by the person performing such services and in the ordinary course of Akin Gump’s practice, and are presented in a form that is in compliance with the Local Bankruptcy Rules for the Southern District of New York (the “*Local Rules*”) and the Guidelines. A compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered and the amount of time spent in performing the services during the Compensation Period is annexed hereto as Exhibit B.

13. Akin Gump also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its services, which are also available for

inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested is annexed hereto as Exhibit C.

14. Akin Gump respectfully submits that the services that it rendered on behalf of the Committee were necessary and appropriate, and have directly contributed to the effective administration of these chapter 11 cases.

15. The following summary of services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit B. Rather, it is merely an attempt to underscore certain of those areas in which services were rendered to the Committee to help the Committee fulfill its fiduciary duty to all unsecured creditors, as well as to identify some of the problems and issues that Akin Gump was required to address during the Compensation Period.

i. Case Administration

16. A portion of the services rendered during the Compensation Period related to the initial organization of the Committee and matters related thereto. Specifically, in the initial days following the Committee Formation Date, Akin Gump spent time (i) working with the Committee and its individual members to develop appropriate bylaws to govern the Committee's conduct and (ii) assisting the members of the Committee with understanding their role in these cases. Akin Gump's attention to the Committee's organizational needs during the Compensation Period enabled the Committee to begin to function as a coordinated group and to acquit its fiduciary duties.

17. Akin Gump reviewed and analyzed all motions filed by the Debtors and other parties in interest during the Compensation Period, including, but not limited to, the "first day" motions filed by the Debtors for which interim relief was sought at the "first day" hearing (the

“First Day Motions”).⁴ The First Day Motions related to, among other things, the: (i) Debtors’ cash management system; (ii) payment of certain prepetition obligations including wages, salaries and employee benefits; (iii) payment of certain insurance premiums; (iv) maintenance and administration of customer programs and payment of obligations related thereto; (v) administrative motions and case management procedures; (vi) adequate assurance of payment to utility providers; and (vii) approval of post-petition financing. The First Day Motions and other motions and applications filed by the Debtors and parties in interest which required Akin Gump’s attention during the Compensation Period are discussed more fully herein.

18. In connection with the motions and applications filed by the Debtors and other parties-in-interest in these chapter 11 cases, Akin Gump, working with the Debtors’ court retained professionals and/or with the assistance of the Committee’s other professionals, as appropriate, conducted diligence on the subject matter of each motion and application to, among other things, ascertain the effect the relief requested in the pleading would have on the Debtors, their businesses, the Debtors’ unsecured creditors and the administration of these chapter 11 cases. Akin Gump’s diligence efforts included reviewing underlying documentation related to the applicable pleading, meeting with or holding conference calls with representatives of the Debtors and/or third-parties to address issues related to the relief requested, and working with the other professionals for the Committee to ensure that the Committee had a complete understanding of the effect the granting of the relief requested in a given pleading would have on these cases.

19. During the Compensation Period, Akin Gump kept up to date with the case docket to ensure that matters were appropriately assigned and that deadlines were not missed, all of which required the expenditure of a significant amount of time involving both Akin Gump

⁴ Certain of the Debtors’ First Day Motions were heard at the “second-day” hearing, which occurred on May 30, 2012.

attorneys and paraprofessionals. Specifically, throughout the Compensation Period, Akin Gump held regular internal conference calls, as well as conference calls among the Committee's other professionals, to manage case developments and provide an efficient forum for development of strategy on all aspects of these cases that impacted the unsecured creditor body. Akin Gump paraprofessionals and junior attorneys also worked to create, organize and maintain systems to facilitate the orderly management of the pleadings, correspondence and documents generated by these cases. These systems include numerous calendars and administrative documents kept and distributed internally to track upcoming deadlines, responsibilities and hearings. Akin Gump kept the Committee members advised of all material motions, applications and case developments during the Compensation Period through memoranda and, as appropriate, conference calls or in-person meetings with individual Committee members and the entire Committee, as discussed further herein. During the Compensation Period, Akin Gump also coordinated all Committee activities and attended to member issues, which included ensuring that the Committee complied with the U.S. Trustee's requirement that each Committee member submit certifications attesting to the amount and type of the total debt owned or managed by such Committee member (the "Quarterly Certifications"). In that regard, Akin Gump worked closely with individual Committee members to ensure that their respective Quarterly Certifications were properly drafted and timely submitted.

20. Due to Akin Gump's experience in counseling creditors' committees, Akin Gump believes it was able to efficiently address all issues relating to case administration that have arisen during the pendency of these chapter 11 cases.

ii. Preparation of Monthly Billing Statements/ Other
Professionals' Monthly Billing Statements

21. During the Compensation Period, Akin Gump reviewed, analyzed and edited its time entries to protect against the disclosure of privileged information, and to ensure that all time was classified according to the appropriate task code as required by and in accordance with the U.S. Trustee Guidelines. As dictated by the Interim Compensation Order, during the Compensation Period, Akin Gump prepared, filed and served its Monthly Fee Statements. In addition, during the Compensation Period, Akin Gump attorneys reviewed the monthly fee statements submitted by other professionals retained in these cases, including those retained by the Committee, to identify any issues regarding such billing reports and to ensure compliance with the Local Rules.

iii. Review of Schedules and Statements

22. During the Compensation Period, Akin Gump spent a significant amount of time reviewing, analyzing and summarizing the Schedules of Assets and Liabilities and the Statements of Financial Affairs filed by the Debtors (collectively, the “*Schedules and Statements*”) in order to, among other things, understand the state of the Debtors’ businesses. In connection therewith, during the Compensation Period, Akin Gump held multiple telephone conferences with the Committee’s other professionals and the Debtors’ advisors regarding the Schedules and Statements, and began its analysis of transactions that might be avoidable for the benefit of the Debtors’ estates and unsecured creditors.

iv. Retention of Professionals

a) *Retention of the Debtors’ Professionals*

23. During the Compensation Period, the Debtors filed applications for authorization to retain (i) legal counsel, (ii) investment bankers, (iii) conflicts counsel, (iv) special counsel,

(v) general counsel, (vi) restructuring advisor, (vii) administrative advisor, (viii) tax advisor, (ix) notice and claims agent, (x) pension and benefits consultants and (xi) accounting consultants and independent auditors (collectively, the “*Debtors’ Retention Applications*”), as well as authorization to employ professionals utilized in the ordinary course of the Debtors’ business. Akin Gump reviewed and analyzed each of the Debtors’ Retention Applications. Akin Gump had numerous discussions with the Debtors and their proposed professionals with respect to the Debtors’ Retention Applications to ensure that (a) all professionals employed by the Debtors were necessary to the administration of the Debtors’ estates and (b) the compensation proposed for each professional employed by the Debtors was appropriate in light of the financial circumstances and value of the services to be performed by the professional. In connection therewith, Akin Gump prepared detailed memoranda summarizing the key terms of each such professional’s retention to assist the Committee with its analysis regarding the Applications, and held numerous discussions with the Debtors professionals regarding such retentions. In connection with our review and approval of the Debtors’ application to retain and employ Perella Weinberg Partners LP (“*PWP*”) as investment banker to the Debtors, Akin Gump engaged in negotiations with the Debtors with respect to the appropriate compensation structure for PWP to ensure that the fee structure was market for cases of this size and complexity. As a result of those negotiations and Akin Gump’s efforts, PWP was ultimately retained on terms agreed-to by both the Committee and the Debtors.

b) *Retention of the Committee’s Professionals*

24. During the Compensation Period, Akin Gump prepared the Committee’s application to retain Akin Gump, as its counsel. To ensure compliance with Akin Gump’s disclosure obligations under Rule 2014 of the Federal Rules of Bankruptcy Procedure, Akin Gump reviewed all declarations and/or affidavits filed by parties in interest in these cases and

then prepared its own declaration (the “**Declaration**”). Akin Gump’s Declaration was filed on June 12, 2012, as part of Akin Gump’s retention application.

25. On the Committee Formation Date, after interviewing several financial advisory firms, the Committee elected to retain FTI Consulting (“**FTI**”) to advise it with respect to certain of the financial issues facing the Debtors, as well as to assist Akin Gump with a forensic review of the Debtors’ prepetition activities. Akin Gump, on behalf of the Committee, negotiated with FTI and the U.S. Trustee for the Southern District of New York (the “**U.S. Trustee**”) regarding the terms of FTI’s retention, and reviewed the Committee’s application to retain FTI (the “**FTI Retention Application**”) before filing it with the Court. An order approving the FTI Retention Application was entered by the Court on June 27, 2012.

26. Subsequent to the Committee Formation Date, the Committee elected to retain Crowe & Dunlevy, P.C. (“**C&D**”) as special federal aviation administration (“**FAA**”) counsel to (i) advise the Committee with respect to FAA matters and (ii) assist the Committee in its investigation concerning the ownership of the Debtors’ aircraft and any liens upon such aircraft. Akin Gump, on behalf of the Committee, reviewed the Committee’s application to retain C&D (the “**C&D Retention Application**”) before filing it with the Court. An order approving the C&D Retention Application was entered by the Court on June 27, 2012.

v. Committee Meetings

27. The Committee played an active role in the Debtors’ chapter 11 cases during the Compensation Period. Akin Gump, together with the other Committee professionals, held approximately 12 telephonic meetings and two in-person meetings with the full Committee during the Compensation Period. In addition, Akin Gump had numerous telephonic conferences with individual Committee members.

28. Before its meetings with the Committee, Akin Gump reviewed each pending matter requiring the Committee's attention and all underlying documentation in connection therewith. Thereafter, Akin Gump discussed each of these matters with the Committee, as well as individual Committee members. During these discussions, Akin Gump assisted the Committee in formulating a position with respect to each pending matter. In addition, Akin Gump prepared memoranda and other communications for the Committee during the Compensation Period discussing the status of pertinent matters in these proceedings.

29. Through in-person meetings, telephone conferences and correspondence, Akin Gump has assisted the Committee in fulfilling its statutory duties to make informed decisions regarding the various issues that have arisen in these chapter 11 cases, to monitor closely the Debtors' management of these proceedings and to reach independent conclusions on the merits of specific matters, as well as regarding the prospects of, and paths leading to, a successful reorganization.

vi. Court Hearings

30. Akin Gump attorneys appeared at all five (5) of the hearings held before this Court during the Compensation Period. In preparing for Court hearings, Akin Gump reviewed all applicable motions and applications filed with the Court, including any responses thereto, and then presented the Committee's position at such hearings, as needed.

vii. Financial Reports and Analyses

31. Akin Gump reviewed the Debtors' financial reports, monthly operating reports and cash flow forecasts during the Compensation Period and assisted FTI in preparing presentations summarizing such reports for the Committee. Additionally, Akin Gump attorneys participated in numerous conference calls with the Debtors and their professionals, the

Committee's other professionals and individual members of the Committee, to discuss the Debtors' liquidity and continuing divestiture efforts.

viii. Post-petition Financing⁵

32. A significant portion of Akin Gump's time during the Compensation Period was spent reviewing, analyzing and negotiating, on behalf of the Committee, the terms of a proposed post-petition financing facility and the related interim and final orders approving such financing.

33. On the Petition Date, the Debtors filed the *Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors (A) to Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364; (II) Granting Adequate Protection to Prepetition Secured Lenders; and (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c)* [Docket No. 20] (the "**DIP Motion**"). By the DIP Motion, the Debtors sought authority to enter into a debtor in possession financing facility (the "**DIP Financing**") from a syndicate of financial institutions (collectively, the "**DIP Lenders**").⁶ The DIP Financing provided the Debtors with a \$400 million⁷ debtor-in-possession financing facility (the "**DIP Facility**"), the proceeds of which will be, or have been, used to, among other things, repay certain prepetition secured obligations, provide the Debtors with liquidity, pay interest and fees on the DIP Facility and make the adequate protection payments contemplated thereunder. On May 7, 2012, this Court approved the DIP Motion on an interim basis [Docket No. 53] (the "**Interim DIP Order**").

⁵ Capitalized terms used but not defined in this Post-petition Financing section will have the meanings ascribed to them in the DIP Motion (defined below).

⁶ As of the Petition Date, at least four (4) of the Debtors' prepetition lenders holding, in the aggregate, 66% of the obligations under the Debtors' prepetition credit agreement (the "**Senior Secured Credit Facility**") agreed to provide the DIP Financing. All of the Debtors' secured prepetition lenders (the "**Senior Secured Lenders**"), however, had the opportunity to participate in the DIP Financing subject to the terms of the RSA (as defined herein).

⁷ The Debtors were to obtain up to \$300 million on an interim basis and \$400 million in the aggregate on a final basis.

34. During the Compensation Period, Akin Gump spent time reviewing and analyzing the DIP Facility and the impact of its terms on the Debtors' estates and their unsecured creditors. In connection therewith, Akin Gump carefully analyzed the terms of the Interim DIP Order and the DIP Facility to ensure that the rights and interests of unsecured creditors were not adversely impacted and conducted research regarding issues related thereto. As part of its analysis of the DIP Financing, Akin Gump prepared a detailed analysis for the Committee summarizing the material terms of the DIP Financing and the Interim DIP Order, and held several conference calls with the full Committee to discuss the propriety of certain of those terms and appropriate strategic options. Given that certain material terms of the DIP Financing and the Interim DIP Order significantly impacted the rights of unsecured creditors, in the weeks leading up to the hearing on the Final DIP Order (defined herein), Akin Gump engaged in extensive negotiations with the Debtors and the DIP Lenders and, where appropriate, the U.S. Trustee, in an effort to develop a post-petition financing package and final order that was acceptable to all constituents.

35. On May 25, 2012, having not reached a consensual resolution of the outstanding issues before the applicable objection deadline, Akin Gump, on behalf of the Committee, prepared and filed a detailed objection to the DIP Motion. After further extensive discussions and negotiations with the Debtors and the DIP Lenders, Akin Gump was ultimately successful in negotiating the terms of amendments and modifications to the DIP Financing necessary to resolve the Committee's objections and improve the terms of the DIP Facility for the benefit of the Debtors' estates and unsecured creditors. These negotiations resulted in a consensual resolution of all outstanding issues. On June 4, 2012, this Court entered an order approving the DIP Motion on a final basis [Docket No. 197] (the "***Final DIP Order***"). Through Akin Gump's efforts on behalf of the Committee, the Debtors were able to procure a DIP Facility that ensured

sufficient liquidity for the Debtors to complete an appropriate restructuring, while still safeguarding the rights of unsecured creditors.

ix. Executory Contracts and Unexpired Leases

36. Akin Gump reviewed and analyzed several motions filed by the Debtors during the Compensation Period with respect to the assumption or rejection of executory contracts and unexpired leases of non-residential real property. In particular, Akin Gump spent time analyzing the Debtors' motions related to (i) procedures to streamline rejection of executory contracts and unexpired leases and (ii) the extension of time to assume or reject unexpired leases of non-residential real property. In connection with each such motion, Akin Gump summarized applicable portions of the motions for, and made recommendations to, the Committee. Akin Gump's analyses of these motions, with the assistance of the Committee's other professionals, enabled the Committee to make informed decisions in supporting or opposing the relief requested.

x. Creditor Inquiries

37. Akin Gump fielded numerous telephone inquiries from unsecured creditors to discuss the status of various pending matters and respond to their many questions about the bankruptcy and the status of their claims against the Debtors.

xi. Asset Analysis: Analysis of Prepetition Transactions and Causes of Action⁸

38. The Final DIP Order established, among other things, that the Committee shall have until (i) August 10, 2012 to investigate the validity, perfection and enforceability of the Prepetition Liens and the Prepetition Obligations, or to assert any other claims or causes of action against the Senior Secured Lenders, subject to certain limitations contained therein, or

⁸ Capitalized terms used but not defined in this Asset Analysis section will have the meanings ascribed to them in the DIP Motion and Final DIP Order.

(ii) the date of confirmation of a plan of reorganization in the cases to investigate the validity, perfection, and enforceability of Prepetition Liens or to assert claims or causes against the Senior Secured Lenders, in each case solely with respect to the assets on which liens have been or were intended to have been granted pursuant to Prepetition Collateral Documents, subject to certain limitations contained therein (each such date, as applicable, the “*Committee Investigation Period*”). See Final DIP Order at ¶16.

39. Accordingly, a significant portion of Akin Gump’s time during the Compensation Period was spent reviewing and analyzing the Debtors’ prepetition books, records, transactions and operations. Specifically, Akin Gump analyzed the Debtors’ complex corporate structure and capital structure, and their significant contracts and relationships with non-Debtor affiliates and third-parties. All of the foregoing required detailed diligence and analysis by Akin Gump to enable the Committee to comprehend adequately the Debtors’ corporate, operational and financing structure in order to be in a position to appropriately acquit its fiduciary duty to the Debtors’ unsecured creditors.

40. Additionally, during the Compensation Period, Akin Gump spent a significant amount of time reviewing and analyzing all applicable debt documents, researching applicable perfection requirements in the states in which the Debtors have property and analyzing possible defects in the personal and real property liens held by the Debtors’ Senior Secured Lenders to determine whether any other challenges exist with respect to the Senior Secured Lenders’ claims and liens.

41. In addition to the lien analysis, Akin Gump analyzed the specific impact of the economic arrangement reflected in the RSA (as defined herein) on general unsecured creditors.

Before the Petition Date, the Debtors entered into the RSA⁹ with the Consenting Creditors (each as defined herein). The RSA, provides, *inter alia*, that (a) the Senior Secured Lenders would receive (on a *pro rata* basis) approximately 81.1% of the equity of Reorganized HBI; and (b) holders of unsecured claims against the Debtors, including any unsecured deficiency claims under the Senior Secured Credit Facility, the Senior Notes and general unsecured claims, would receive (on a *pro rata* basis) approximately 18.9% of the equity in Reorganized HBI. This allocation was purportedly intended to address and compensate unsecured creditors for the value of certain unencumbered collateral (i.e., the Disputed Assets). In light of the RSA's significant impact on general unsecured creditors, Akin Gump, together with C&D and FTI, spent extensive time analyzing the economic terms of the RSA and performing the requisite analysis of the nature and value of the Disputed Assets to ensure that the rights of unsecured creditors were appropriately recognized under the economic terms of the RSA. In connection with this analysis, during the Compensation Period, Akin Gump began an extensive review and investigation of the enforceability of the claims and liens in respect of the Debtors' Prepetition Obligations, including a detailed independent analysis and valuation of the Disputed Assets.¹⁰ In August 2012, after the Compensation Period, Akin Gump ultimately distributed a detailed memorandum regarding the results of the of the broad review and analysis of the Senior Secured Lenders' liens and claims, as well as the Disputed Asset analysis, and discussed those results with the Committee along with FTI's report regarding its valuation and analysis of the Disputed Assets.

⁹ Capitalized terms used but not defined herein shall have the meaning ascribed to them in the RSA.

¹⁰ "***Disputed Assets***" means: As of immediately prior to entry into the Senior Tranche Advance, the approximately 18 fully completed aircraft that had already received certificates of airworthiness, approximately 41 used, demonstration, and experimental aircraft, approximately 31 aircraft that were fully assembled and capable of flight, but which had not yet received certificates of airworthiness, various of which may have needed final paint jobs and/or installation of seats, carpeting, and other interior features, and approximately 74 aircraft that were in various stages of the assembly process, that purportedly serve as collateral for the Senior Secured Credit Facility, but are subject to dispute.

42. During the Compensation Period, Akin Gump also began an analysis regarding any causes of action that may exist arising from or related to the March 2007 leveraged buyout (the “**LBO Transaction**”). Specifically, Akin Gump, together with FTI, analyzed whether any basis may exist to avoid certain liens and guaranty obligations that were granted by certain Debtors in connection with the LBO Transaction. Such analysis required substantial diligence, and in conducting this review, Akin Gump held multiple telephone calls internally, with FTI and with the Debtors’ advisors. Following the Compensation Period, in August 2012, Akin Gump drafted a detailed memorandum regarding the LBO Transaction and reported to the Committee regarding the same.

xii. Tax Issues

43. During the Compensation Period, Akin Gump, on behalf the Committee, performed work regarding various tax issues facing the Debtors (and, ultimately, issues that will impact reorganized HBI (“**Reorganized HBI**”)), including researching, reviewing and analyzing the potential tax implications related to the Standalone Transaction and Third-Party Transaction (each as defined below). In particular, Akin Gump analyzed the impact that each Transaction would have on Reorganized HBI’s net operating losses and tax attributes going-forward. In connection with the preparation of the Plan and Disclosure Statement (each as defined below), Akin Gump attorneys researched, reviewed and commented on the tax sections of the Plan and Disclosure Statement and held numerous telephone conferences with the Debtors’ advisors and the Committee’s other advisors regarding the foregoing.

xiii. Labor and Employee Related Issues¹¹

44. During the Compensation Period, the Debtors filed a motion (the “**KEIP Motion**”) for approval of a key employee incentive plan (the “**KEIP**”), which was available to

¹¹ Capitalized terms used but not defined in this Labor and Employee Related Issues section shall have the meanings ascribed to them in the KEIP Motion and Wages Motion (each as defined herein).

eight executive-level employees, and a Key Employee Retention Plan (the “**KERP**” and, together with the KEIP, the “**KEIP Program**”), which is available to approximately 31 of the Debtors’ management-level, non-insider employees.

45. During the Compensation Period and prior to the filing of the KEIP Motion, Akin Gump spent significant time analyzing the terms of the KEIP and KERP. After conducting its analysis and discussing its analysis with the Committee, Akin Gump, on behalf of the Committee, engaged in negotiations with the Debtors regarding the terms of the proposed KEIP Program and requested that the Debtors make certain modifications to the KEIP Program to (i) enhance and strengthen the incentive components and (ii) reduce the associated bonus payouts. As a result of these negotiations, the Debtors modified their initial proposed KEIP Program and, with the Committee’s support, filed the KEIP Motion. The KEIP Motion, however, was vigorously contested by the U.S. Trustee and the IAM.¹² In connection with the contested hearing on the KEIP Motion, Akin Gump analyzed the objections filed thereto in order to develop, and advocate at the hearing, the Committee’s position with respect to the KEIP Program.¹³

46. In addition to the substantial work conducted in connection with the proposed KEIP and KERP Programs, the Committee spent time addressing various requests from the Debtors related to their employees. On the Petition Date, the Debtors filed the *Motion for the Entry of Interim and Final Orders Authorizing, but Not Directing, the Debtors to (I) Pay Certain*

¹² Specifically, the U.S. Trustee and the IAM objected to the KEIP portion of the KEIP Program on the grounds that, among others, the incentive targets under the KEIP were not sufficiently challenging to incentivize the KEIP beneficiaries and, therefore, the KEIP was a retention, and not an incentive, program.

¹³ At the hearing to consider the KEIP Motion, the Court requested that the parties submit proposed findings of fact and conclusions of law that addressed whether the KEIP was a true incentive plan or whether it was a disguised retention program. In connection therewith, subsequent to the Compensation Period, Akin Gump filed a joinder to the Debtors’ proposed findings of fact and conclusions of law. On July 30, 2012, the Court entered an order approving the KERP [Docket No. 426] and on August 24, 2012, the Court entered a memorandum decision denying, without prejudice, the KEIP portion of the KEIP Program [Docket No. 512] and requested that an order be submitted in accordance with the Court’s decision.

Prepetition Compensation and Reimbursable Employee Expenses, (II) Pay and Honor Employee Medical and Other Benefits, and (III) Continue Employee Wages and Benefits Programs [Docket No. 9] (the “**Wages Motion**,” and, the order approving the Wages Motion, the “**Wages Order**”). Pursuant to the Wages Order, the Debtors were granted authority to pay amounts in excess of the \$11,725 statutory cap imposed by the Bankruptcy Code (the “**Statutory Cap**”) with the consent of the Committee.

47. In accordance with the foregoing, the Debtors requested the Committee’s consent to pay certain employees, including expatriate and independent contractors, prepetition wages in excess of the Statutory Cap. Akin Gump, in conjunction with the Committee’s other advisors, discussed the Debtors’ request with the Debtors’ advisors, reviewed such requests to ensure that the payments were in the best interests of the estates, summarized applicable portions of the underlying requests for the Committee and made recommendations to the Committee with respect to each such request. Akin Gump’s analyses of these requests, with the assistance of the Committee’s other professionals, enabled the Committee to make informed decisions in supporting or opposing the relief requested by the Debtors.

xiv. Pension Issues

48. During the Compensation Period, the Debtors engaged in negotiations with respect to the modification and/or termination of their three IRS-qualified pension plans (collectively, the “**Pension Plans**”). Given the sizeable costs to the Debtors’ estates associated with the Pension Plans, as expressed in the RSA (as defined herein), the Standalone Transaction (as defined herein) was premised on the modification and/or termination of the Pension Plans. Accordingly, and in light of the fact that termination or modification of the Pension Plans would likely have a significant impact on the Debtors’ estates and unsecured creditors, Akin Gump monitored the progress of the negotiations between the Debtors and the PBGC and participated

in numerous discussions with the Debtors' professionals regarding the status of those negotiations. Akin Gump analyzed and reviewed the Debtors' options with respect to their Pension Plan obligations and the proposed resolution regarding the Pension Plans and prepared a detailed memorandum to the Committee regarding the same to keep its members apprised of recent Pension Plan developments.¹⁴

xv. RSA, Plan and Disclosure Statement

49. During the Compensation Period, and in accordance with the restructuring term sheet and a related restructuring support agreement (collectively, the "**RSA**"), the Debtors filed the (i) *Disclosure Statement for Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 305] (as may be amended or supplemented from time to time, the "**Disclosure Statement**") and (ii) *Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 304] (as may be amended or supplemented from time to time, the "**Plan**") to implement the debt-to-equity recapitalization transaction (the "**Standalone Transaction**"). The RSA was agreed-to by holders of a majority of the Debtors' prepetition secured debt under the Senior Secured Credit Facility (the "**Consenting Lenders**") and prepetition senior bond debt (the "**Consenting Bondholders**," and, together with the Consenting Lenders, the "**Consenting Creditors**")¹⁵ and contemplated the consummation of the Standalone Transaction if, after a marketing process, a higher and better third-party transaction (a "**Third-Party Transaction**") was unavailable or unable to be consummated.

50. Akin Gump expended a significant amount of time analyzing the terms of the Standalone Transaction contemplated by the RSA and the impact of such the Standalone

¹⁴ The Pension Plan memorandum was distributed to and discussed with the Committee subsequent to the Compensation Period.

¹⁵ More specifically, the RSA was supported by holders of approximately 68.14% in amount of the Debtors' Senior Secured Credit Facility claims, holders of approximately 72.55% in amount of the Debtors' senior notes (the "**Senior Notes**") and Credit Suisse, as the administrative and collateral agent for the Senior Secured Credit Facility.

Transaction on unsecured creditors. In connection with that analysis, Akin Gump, together with FTI, participated in numerous telephone conferences with the Debtors' professionals to discuss potential parameters of, and issues raised in connection with, the Plan, and the impact that all issues would have on ultimate recoveries to unsecured creditors. Akin Gump also spent extensive time negotiating the terms of the Plan and corresponding Disclosure Statement, including analyzing, advocating and negotiating for rights of minority shareholders of Reorganized HBI. Additionally, Akin Gump held numerous conference calls during the Compensation Period with Committee members regarding the Plan process timeline and continuously kept the Committee apprised of updates regarding the status of Plan negotiations.

51. In addition to pursuing the Standalone Transaction and Akin Gump's review and analysis of the terms and documents related thereto, Akin Gump spent significant time in furthering a potential Third-Party Transaction. In relation thereto, during the Compensation Period, the Debtors entered into an exclusive negotiation and refund agreement (the "**Exclusivity Agreement**") with Superior Aviation Beijing, Co., Ltd. ("**Superior**"), discussed further below.¹⁶ The Exclusivity Agreement committed the Debtors to spend up to 45 days exclusively negotiating with Superior the terms of a potential binding stalking horse plan sponsorship agreement (the "**PSA**") in exchange for Superior's payment of up to \$50 million to fund and maintain certain product lines that the Debtors would otherwise discontinue. Akin Gump analyzed the Exclusivity Agreement and discussed the same with FTI and the Committee in an effort to help the Committee come to an informed decision as to whether it should support the Debtors' entry into the Agreement.

¹⁶ On July 10, 2012, the Debtors filed the *Debtors' Motion for the Entry of an Order Authorizing the Debtors to Enter into an Exclusive Negotiations Agreement and a Refund Agreement* [Docket No. 324] (the "**Exclusivity Motion**"). On July 17, 2012, the Court entered an order granting the relief requested in the Exclusivity Motion [Docket No. 361].

xvi. Sale Transaction

52. After entry into the Exclusivity Agreement, negotiations between Superior, the Debtors, the Committee, the Consenting Creditors and their respective advisors regarding the terms of and method for consummating a Third-Party Transaction were on-going. Such negotiations required significant time and input from all constituents, particularly in light of the regulatory approval process necessarily associated with any sale to Superior, a foreign entity. In that regard, during the Compensation Period, Akin Gump attorneys expended significant efforts in the foregoing negotiations with the Debtors, Superior and other interested parties to identify any gating issues on the sale path, and, in connection therewith, (i) held in-person meetings with the Debtors' advisors and Superior, (ii) visited the Debtors' facilities, (iii) reviewed and analyzed the regulatory risks and implications that any sale to Superior would have on the Debtors' restructuring plans and the business and assisted the parties in attempting to plan for and address such issues and (iv) held numerous telephone calls with the Debtors' advisors and the Committee regarding the Third-Party Transaction, each to ensure that the terms of a PSA, if executed, adequately protects the rights of, and maximizes the value available for distribution to, the Debtors' unsecured creditors.

53. As of the date hereof, the negotiations between Superior, the Debtors, the Committee, the Consenting Creditors and their respective advisors are on-going; however, as a result of Akin Gump's efforts during the Compensation Period, the rights of unsecured creditors and the impact of any Third-Party Transaction on the unsecured creditor body were, and continue to be, significant issues factored into the decision-making process regarding the terms of a Third-Party Transaction.

xvi. Committee Website

54. During the Compensation Period, Akin Gump worked diligently to clarify and implement an information protocol (the “***Information Protocol***”) regarding the dissemination of information to the Debtors’ unsecured creditors. The Information Protocol helps to ensure that confidential, privileged, proprietary and/or material non-public information regarding the Debtors or the Committee will not be disseminated to the detriment of the Debtors’ estates or their unsecured creditors and will aid the Committee in performing its statutory functions and duties. Specifically, the Debtors and the Committee agreed to the Information Protocol in satisfaction of the Committee’s obligation to provide the Debtors’ unsecured creditors with access to information pursuant to Bankruptcy Code section 1102(b)(3)(A). Pursuant to the Information Protocol, the Committee: (i) established an Internet-accessed website that contains updates regarding the Debtors’ chapter 11 cases; and (ii) established a telephone number and electronic mail address for creditors to submit questions and comments.

FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS’ FEES

55. The factors to be considered in awarding attorneys fees have been enumerated in In re Red Carpet Corp. of Panama City Beach, 708 F.2d 1576, 1578 (11th Cir. 1983) (citing Robinson v. Am. Benefit Life Ins. Co. (In re First Colonial Corporation of America), 544 F.2d 1291, 1298-99 (5th Cir. 1977), reh’g denied, 547 F.2d 573, cert. denied, 431 U.S. 904 (1977)), and have been adopted by most courts. Akin Gump respectfully submits that a consideration of these factors should result in this Court’s allowance of the full compensation sought.

- a) The Time and Labor Required. The services rendered by Akin Gump on behalf of the Committee have required the continuous expenditure of substantial time and effort, under significant time pressures. The services rendered required a high degree of professional competence and expertise in order to be administered with skill and dispatch.

- b) The Novelty and Difficulty of Questions. In this case, as in all others in which the firm is involved, Akin Gump's effective advocacy and creative approach have helped clarify and resolve a number of complex issues.
- c) The Skill Requisite to Perform the Legal Services Properly. Akin Gump believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Akin Gump's practice and its creative approach to the resolution of issues has contributed to the maximization of distributions to the Debtors' unsecured creditors.
- d) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Akin Gump's insolvency department, Akin Gump's representation of the Committee has not precluded its acceptance of new clients.
- e) The Customary Fee. The fees sought herein are based upon Akin Gump's normal hourly rates for services of this kind. Akin Gump respectfully submits that the fees sought herein are not unusual given the magnitude and complexity of these chapter 11 cases and the time expended in attending to the representation of the Committee, and are commensurate with fees Akin Gump has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience. Akin Gump has voluntarily reduced its fees incurred in connection with its representation of the Committee by \$11,840.50.¹⁷
- f) Whether the Fee is Fixed or Contingent. Pursuant to Bankruptcy Code sections 330 and 331, all fees sought by professionals employed under Bankruptcy Code section 1103 are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained. Thus far, however, the collective efforts of the various parties in interest and their respective professionals, including Akin Gump, have resulted in the consensual resolution of many significant issues in these cases in a relatively short period of time given the complexity of the Debtors' chapter 11 cases.
- g) Time Limitations Imposed by Client or Other Circumstances. As already indicated, Akin Gump has been required to attend to certain issues arising in these chapter 11 cases in compressed and urgent time periods.
- h) The Amount Involved and Results Obtained. Through the efforts of Akin Gump, the Committee has been an active participant in these chapter 11 cases, and its constructive assistance, as well as criticism, has greatly contributed to enhancement of the recoveries available to the Debtors' unsecured creditors and to the efficient administration of these chapter 11 cases.
- i) The Experience, Reputation and Ability of the Attorneys. Akin Gump has a large and sophisticated financial restructuring practice and is playing and has played a major role in numerous cases of national import including, for example, the reorganization proceedings

¹⁷ Specifically, Akin Gump has voluntarily determined not to seek compensation for services where attorneys and paraprofessionals billed less than 3.0 hours during the Compensation Period.

of: In re Allegiance Telecom, Inc.; In re American Commercial Lines LLC; In re ATA Holdings Corp.; In re Bally Total Fitness of Greater New York, Inc.; In re Calpine Corporation; In re Chemtura Corporation; In re Delta Air Lines, Inc.; In re Dynegy Holdings, LLC; In re Exide Technologies, Inc.; In re Globalstar, LP; In re Hayes Lemmerz, Inc.; In re Heilig Meyers Company; In re Kaiser Aluminum Corporation; In re Kimball Hill, Inc.; In re Loral Space & Communications Ltd.; In re LTV Steel Company, Inc.; In re Magellan Health Services, Inc.; In re Nortel Networks, Inc.; In re Pegasus Satellite Television, Inc.; In re Pierre Foods, Inc.; In re Propex Inc.; In re Quebecor World (USA), Inc.; In re Saint Vincents Catholic Medical Centers of New York; In re Solutia Inc.; In re Tower Automotive, Inc.; In re TerreStar Corporation; In re TerreStar Networks, Inc.; In re TOUSA, Inc.; In re Venture Holdings Company, LLC; In re VeraSun Energy Corporation; In re Washington Mutual, Inc.; In re WorldCom, Inc.; and In re XO Communications, Inc. Akin Gump's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Akin Gump has called upon the expertise of its partners and associates in other practice areas to perform the wide ranging scope of the legal work necessitated by these chapter 11 cases, including regulatory, international trade, corporate, tax and litigation.

- j) The "Undesirability" of the Case. These cases are not undesirable.
- k) Nature and Length of Professional Relationship. Akin Gump was selected as counsel to the Committee on May 11, 2012. The Court entered an order on June 27, 2012, authorizing the Committee to employ Akin Gump, *nunc pro tunc* to May 11, 2012. Akin Gump has been rendering services continuously to the Committee since May 11, 2012, and continuing through the Compensation Period, as necessary and appropriate.

ALLOWANCE OF COMPENSATION

56. The professional services rendered by Akin Gump required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically, and the results obtained to date have benefited not only the members of the Committee, but also the unsecured creditor body as a whole and the Debtors' estates.

57. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in Bankruptcy Code section 331:

Any professional person ... may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered ... as is provided under section 330 of this title.

11 U.S.C. § 331. Moreover, this Court has authorized the filing of this Application in the Interim Compensation Order.

58. With respect to the level of compensation, Bankruptcy Code section 330 provides, in pertinent part, that the Court may award to a professional person “reasonable compensation for actual, necessary services rendered. . . .” 11 U.S.C. § 330(a)(1). Further, Bankruptcy Code section 330(a)(3), provides that

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. §330(a)(3). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

59. The total time spent by Akin Gump attorneys and paraprofessionals during the Compensation Period was 2,515.55 hours. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

60. As shown by this Application and supporting documents, Applicant spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit E is a schedule of the hours expended by the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates and the value of their services.

61. Pursuant to the Interim Compensation Order, Akin Gump's monthly fees are subject to a 20% "holdback". The amount of Akin Gump's holdbacks for the Compensation Period is \$305,100.35 (the "***Previous Holdbacks***"). Akin Gump respectfully requests that the Court "hold back" only one half (1/2) of the Previous Holdbacks, or 10% of the fees awarded during the Compensation Period. This Application covers the period ending July 31, 2012. By the time of the hearing on this Application, Akin Gump will have additional 20% holdbacks for the months of August 2012 and September 2012 (the "***Additional 20% Holdbacks***"). Akin Gump suggests that based on the Additional 20% Holdbacks and the continued hold back of 10% of the fees awarded during the Compensation Period, the payment of half of the Previous Holdbacks at this time is reasonable.

62. Akin Gump incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee during the Compensation Period in the amount of \$33,262.19, for which Akin Gump respectfully requests reimbursement in full. The disbursements and expenses have been incurred in accordance with Akin Gump's normal practice of charging clients for expenses clearly related to and required by particular matters. Akin Gump has endeavored to minimize these expenses to the fullest extent possible.

63. Akin Gump's billing rates do not include charges for photocopying, telephone and facsimile charges, computerized research, travel expenses, "working meals," secretarial overtime, postage and certain other office services, because the needs of each client for such services differ. Akin Gump believes that it is fairest to charge each client only for the services actually used in performing services for it. In these proceedings, Akin Gump charges \$.10 per page for internal duplicating. Akin Gump does not charge for long distance telephone calls, and has reduced its charges for "working meals" to \$20.00 per person. Akin Gump does not charge for facsimile transmissions, other than those made by an attorney while traveling.

64. No agreement or understanding exists between Akin Gump and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these chapter 11 cases.

65. No prior application has been made in this Court or in any other court for the relief requested herein for the Compensation Period.

WHEREFORE, Akin Gump respectfully requests that this Court enter an order:

- a) approving the allowance of \$1,513,661.25 for compensation for professional services rendered to the Committee during the period from May 11, 2012 through and including July 31, 2012;
- b) approving the reimbursement of Akin Gump's out-of-pocket expenses incurred in connection with the rendering of such services during the period May 11, 2012 through and including July 31, 2012 in the amount of \$33,262.19;
- c) authorizing and directing the Debtors to pay the fees and expenses awarded, subject to a 10% holdback of the total fees awarded; and
- d) granting such other and further relief as this Court may deem just, proper and equitable.

Dated: New York, New York
October 1, 2012

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ David H. Botter
One Bryant Park
New York, New York 10036
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*Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT A

Affirmation of David H. Botter

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
HAWKER BEECHCRAFT, INC., <i>et al.</i> , ¹)	
)	Case No. 12-11873 (SMB)
)	
Debtors.)	Jointly Administered
)	

AFFIRMATION

DAVID H. BOTTER respectfully states and affirms:

1. I am a partner in the firm of Akin Gump Strauss Hauer & Feld LLP (“**Akin Gump**”), which firm maintains offices for the practice of law at, among other places, One Bryant Park, New York, New York 10036. Akin Gump has acted as counsel to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the “**Committee**”) of Hawker Beechcraft, Inc., *et al.* (collectively, the “**Debtors**”).

2. This affirmation is submitted pursuant to Bankruptcy Rule 2016(a), and in accordance with the guidelines established by the Office of the United States Trustee (the “**U.S. Trustee Guidelines**”), the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 20, 1991 (the “**Fee and Disbursement Guidelines**”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by the Court on

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Hawker Beechcraft, Inc. (2598); Arkansas Aerospace, Inc. (7496); Beech Aircraft Corporation (0487); Beechcraft Aviation Company (3548); Hawker Beechcraft Acquisition Company, LLC (8770); Hawker Beechcraft Corporation (5770); Hawker Beechcraft Defense Company, LLC (5891); Hawker Beechcraft Finance Corporation (8763); Hawker Beechcraft Global Customer Support Corporation (7338); Hawker Beechcraft Holding, Inc. (6044); Hawker Beechcraft International Delivery Corporation (6640); Hawker Beechcraft International Holding LLC (6757); Hawker Beechcraft International Service Company (9173); Hawker Beechcraft Notes Company (0498); Hawker Beechcraft Quality Support Company (7800); Hawker Beechcraft Regional Offices, Inc. (3889); HBC, LLC (N/A); and Rapid Aircraft Parts Inventory and Distribution Company, LLC (N/A).

November 25, 2009 (together with the Fee and Disbursement Guidelines, the “*Local Guidelines*”), in support of Akin Gump’s application (the “*Application*”) for allowance of compensation and for the reimbursement of fees and expenses for services rendered during the period from May 11, 2012 through and including July 31, 2012 (the “*Compensation Period*”) in the aggregate amount of \$1,513,661.25 for fees and \$33,262.19 for expenses.

3. In respect of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the U.S. Trustee Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by Akin Gump and generally accepted by Akin Gump’s clients; and
- d. in providing a reimbursable service, Akin Gump does not make a profit on that service, whether the service is performed by Akin Gump in-house or through a third party.

4. I hereby certify that Akin Gump has complied with those provisions of the Local Guidelines requiring it to provide (i) the Debtors and any official committee appointed in these cases with a statement of Akin Gump’s fees and disbursements accrued during the previous month and (ii) the Debtors, counsel to the Debtors and the Office of the United States Trustee for the Southern District of New York a copy of the Application.

5. All services for which compensation is requested by Akin Gump were professional services performed for and on behalf of the Committee and not on behalf of any other person.

6. In accordance with Title 18 U.S.C. § 155, neither I nor any partner or associate of my firm has entered into any agreement, express or implied, with any other party in interest for

the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' estates.

7. In accordance with section 504 of title 11 of the United States Code (the "*Bankruptcy Code*"), no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division of fees prohibited by Bankruptcy Code section 504 be made by me or any partner or associate of my firm.

Dated: New York, New York
October 1, 2012

/s/ David H. Botter
David H. Botter
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, New York 10036
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)
dbotter@akingump.com

EXHIBIT B

Aggregate Time Record

Akin Gump
Strauss Hauer & Feld LLP

HAWKER BEECHCRAFT CREDITORS COMMITTEE
ATTN: ALEXANDER SNYDER
10511 EAST CENTRAL
WICHITA, KS 67206

Invoice Number 1429937
Invoice Date 07/05/12
Client Number 690918
Matter Number 0001

Re: CHAPTER 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 05/31/12:

MATTER SUMMARY OF TIME BILLED BY TASK:

	<u>HOURS</u>	<u>VALUE</u>
0002 General Case Administration	226.70	\$134,181.50
0003 Akin Gump Fee Application/Monthly Billing Reports	0.20	\$115.00
0005 Review/Preparation of Schedules, Statements	0.70	\$402.50
0006 Retention of Professionals	118.40	\$52,825.00
0007 Committee Meetings/341 Meetings	79.90	\$64,144.50
0008 Court Hearings	30.90	\$19,930.00
0010 DIP, Cash Collateral Usage and Exit Financing	188.60	\$133,612.00
0013 Analysis of Pre-Petition Transactions	2.60	\$1,941.00
0014 Aircraft Financing/Leasing	2.70	\$2,092.50
0015 Analysis of Secured Claims/Adequate Protection Issues	0.50	\$412.50
0018 Tax Issues	12.00	\$8,479.00
0019 Labor Issues/Employee Benefits	16.20	\$12,274.50
0022 Plan/Disclosure Statement/Solicitation and Related Doc.	0.70	\$735.00
0024 Sale Transaction/Stock Transaction/Business Liquidations	5.40	\$4,805.00
0025 Travel Time	5.60	\$3,118.75
0029 Critical Vendor Issues	8.80	\$5,060.00
TOTAL	699.90	\$444,128.75

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/11/12	DHB	0002 Attention to administrative tasks re Committee formation and extensive communications with team re same.	2.00
05/11/12	RAC	0002 Various emails and phone calls with K. Manoukian and P. Sanchez re committee formation and administration (0.7); draft bylaws and contact list and revise same (5.3); multiple emails and calls with K. Manoukian re same (1.0); prepare for and coordinate Monday's meetings (1.7).	8.70
05/11/12	KGM	0002 Meeting with FTI re: case logistics (.5); multiple email exchanges with Akin team re: case formation and related matters (1.0); review and revise the contact list for the Committee (1.5); review bylaws (1.0). Multiple email exchanges with prospective investment bankers re: pitch materials for the Committee (.2); email exchanges with R. Cohen re: compiling same (.2); email exchanges with R. Cohen re: Committee contact list (.1).	5.10
05/12/12	DHB	0002 Continued extensive communications and attention to status of engagement (1.5); review and comment on by-laws and contact list (1.5); emails re next steps with team (.5).	3.50
05/12/12	RAC	0002 Substantially revise and edit bylaws and contact list (6.9); calls re same (0.2); coordinate delivery and development of binder for K. Manoukian with first day pleadings (1.0).	8.10
05/12/12	KGM	0002 Multiple email exchanges with R. Cohen, D. Krasa-Berstell and other Akin team members re: first day motions (.2); email exchanges with A. Kurichety re: Committee bylaws (.1); email exchanges with A. Freeman re: reviewing and commenting on various first day motions (.3); review and revise Committee contact list (1.9); review pitch materials received from prospective investment banking firms and respond to emails from same (.2); email exchanges with R. Cohen and A. Kurichety re: HB Bylaws (.2) and review and revise same (2.0); multiple email exchanges with D. Botter re: contact list and bylaws and related issues (.3).	5.20
05/12/12	AKK	0002 Review draft Committee bylaws (.6); review first day motion summaries (1.1).	1.70
05/13/12	DHB	0002 Review revised by-laws and contact list and email communications re same (1.0); begin review of investment banker proposals (1.0).	2.00
05/13/12	RAC	0002 Revise and edit by laws, contact list and email chain with D. Botter's comments and new committee member information (5.0); work re same (0.5); emails and telephone conversations re same with K. Manoukian (0.5); prepare for May 14 meetings and calls (0.5); review emails and correspondence re same (0.5).	7.00
05/13/12	KGM	0002 Review and revise Committee contact list (.5); review and revise Committee Bylaws (.4) and circulate same to the Committee (.1); review and respond to emails from Committee members re: changes to contact list (.3); review binder of all first days pleadings (.5); review and comment on customer programs motion/final order (1.0); review and comment on the insurance motion/final order.	3.80
05/13/12	JAS	0002 Develop 1st day file with all 1st day orders.	1.80
05/14/12	DHG	0002 Review summary of first day pleadings and agenda for upcoming Committee call (1.1); meeting with representatives of FTI re: first day pleadings and in particular DIP financing (1.0); extended telephone conference with Debtors' professionals re: background information (1.7); AG team meeting re: allocation of responsibilities (.7).	4.50
05/14/12	DHB	0002 Meet with FTI and FR team re matter (1.0); extended telephone call with Debtors' professionals re background (1.7); team meeting re next steps (.7); email communications re administrative issues (.3) and meetings (.1) (.1); communications with other professionals (.2).	4.10
05/14/12	TS	0002 Prepare case calendar for R. Cohen (1.5); prepare task, work in progress and key dates list for R. Cohen (1.8); coordinate projects with A. Foley (.1).	3.40
05/14/12	AF	0002 Various communications re: committee organizational documents (1.0);	3.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		review and comment on same (1.2); team meeting re: pending matters (.8).	
05/14/12	DKB	0002 Confer with A. Foley re preparation of first day notebooks (0.2); Confer with P. Camhi re above (0.2); Assist with preparation thereof (0.2).	0.60
05/14/12	RAC	0002 Prepare for and participate in meeting with FTI (1.3). prepare for and participate in Hawker Akin team meeting (0.7); draft and review case calendar and task list (0.5); revise and update contact list with new information (0.2); revise and edit bylaws with Committee changes and correspondence re same (0.2).	2.90
05/14/12	KGM	0002 Review and respond to Committee member's emails re: changes to contact list and coordinate revision of same with R. Cohen (.3); multiple email exchanges with R. Cohen re: case management issues (.3); email exchanges with D. Botter re: upcoming calls with Debtors, FTI and other parties (.2); teleconference with A. Freeman re: case status and related issues (.5); teleconferences with Committee members and their professionals re: case status, contact list and related issues (.3); review and respond to multiple emails from Committee members and their professionals re: same (.5) participate in meeting between Akin and FTI re: case status, DIP and M&A issues and related matters in preparation for call with the Debtors and Committee (1.0); participate in professionals' call with the Debtors re: case status, upcoming hearing and objection deadlines, DIP and related issues (1.7); participate in post-call meeting with FTI and Akin team re: same (.8); participate in Akin FR team meeting re: case status, next steps, potential objection points and related issues (.7); multiple email exchanges with A. Foley and T. Southwell re: notice of appearance (.3); multiple emails to various investment banking firms re: presentations to the Committee (.3); review email exchanges between Akin and Noteholders' professionals re: call to discuss case status and related issues and arrange for same (.2); review emails from R. Cohen re: case calendar, task list and related issues (.2); multiple conference with various members of Akin team re: case status, case management and related issues (.5)	7.80
05/14/12	JAS	0002 Confer with A. Freeman re 1st day pleadings (0.3); develop file of all 1st day pleadings and orders (1.3).	1.60
05/14/12	AKK	0002 Review first day pleadings re office conference with FTI (2.2); office conference with FTI re case issues re committee (1.0); telephone conference with Debtors' professionals re same (1.5); telephone conference with committee re case issues (1.0); office conference re next steps (1.0).	6.70
05/15/12	DHG	0002 Telephone conference with Blackstone/Milbank re: background on RSA negotiations.	1.00
05/15/12	DHB	0002 Email communications re confi issues in Committee Bylaws(.3); office conferences with A. Freeman and K. Manoukian re status and review of first days (.2); emails re same (.2) (.2); conference call with noteholder professionals and follow-up with team (.8); office conference with R. Cohen re administrative matters and next steps (.2); emails re new pleadings (.1).	2.00
05/15/12	AF	0002 Review and revise NOA (.2); conference call with Akin team, Milbank and Blackstone re: case issues (.5); follow up discussion with Akin team re: same (.2); emails re: NOL motions (.2); review and analyze first days (2.3); communications re: info sharing agent (.3); various communicating re: confi issues (.9); various communications re: first day motions (.8).	5.40
05/15/12	RAC	0002 Revise and update contact list, email chain and bylaws with new information (2.1); review and circulate pleadings filed by Debtors to team (1.0).	3.10
05/15/12	KGM	0002 Review and revise NOA (.2); email exchanges with A. Foley re: coordinating filing of same (.2); email exchanges with FTI team re: issues list re: first day pleadings (.2); email exchanges with counsel to	5.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Noteholders re: call to discuss case status and related issues (.1); email exchanges with D. Botter re: same (.1); review and prepare confidentiality agreement to provide to Debtors (.2); email exchange with D. Botter and discussion with A. Freeman re: same (.1); email exchange with Debtors re: same (.1); teleconference with chambers re: service procedures (.1); participate in call between Akin, FTI, Milbank and Blackstone re: case and pending matters (.5); post call with Akin team re: same (.2); multiple email exchanges with A. Freeman and FTI re: rescheduling call with Debtors' professionals to discuss issues with first day motions and related matters (.7); email exchanges with Debtors re: same (.2); teleconference with M. Laber re: same (.2); revise FTI's and draft Akin's issues list with respect to cash management, taxes, insurance and other first day motions (1.6); email exchanges with A. Freeman re: access to data room (.1); email exchanges with FTI re: same (.1); email exchanges with A. Freeman re: preparing motion summaries and related issues (.2).	
05/16/12	DHG	0002 Telephone call with D. Botter re: PBGC confidentiality issues in Committee Bylaws.	0.30
05/16/12	DHB	0002 Review first day issues list (.4); emails and office conferences with A. Freeman and K. Manoukian re same (.1) (.1) (.3); attention to confi and bylaws issues (.4); telephone call with R. Kwasteniet re same (.1) and S. Simms (.1); further emails re PBGC confi issues (.3); telephone calls with A. Freeman re same (.1).	1.90
05/16/12	AF	0002 Review and comment on first day issues list (.3); various communications re: same (.4); conference call with FTI re: same and related follow up (1.5).	2.20
05/16/12	RAC	0002 Draft motion summaries of recently filed pleadings (5.0); revise and edit same (1.0); circulate same to team (0.2); revise and edit contact list and bylaws (0.5); emails and calls re same (0.9).	7.60
05/16/12	KGM	0002 Review and revise Akin's and FTI's issues list re: first day motions in preparation for call with FTI (1.2); circulate same to FTI and Akin teams (.1); teleconference with M. Laber and A. Freeman re: Akin's and FTI's comments to first day motions (1.5); email exchange and teleconference with D. Botter re: same (.1); email exchange with M. Laber re: call with A&M re: first day motions (.1); draft email to the Committee re: upcoming meeting with the Debtors and circulate same (.1); review email exchanges between Akin, FTI and K&E re: same (.2); email exchanges with R. Cohen re: updating contact list and bylaws (.1); Email exchanges with Committee members re: changes to bylaws (.2); email exchange with D. Botter re: same (.1); review email exchanges between D. Botter and R. Kwasteniet re: confidentiality provisions in bylaws (.1); email exchanges with R. Cohen re: newly filed motions to Akin team and related matters (.2).	3.90
05/17/12	DHB	0002 Extended telephone call with FTI re analysis of first day motions (1.0); extended communications re PBGC confidentiality issues and negotiations re same (.8); draft language re same (.4); work with D. Golden re same (.5); draft agenda (.1); office conference with K. Manoukian re same and recommendations on first days (.5); emails with A. Freeman and K. Manoukian re same (.3).	3.60
05/17/12	TS	0002 Review docket and update case task list.	0.40
05/17/12	AF	0002 Negotiations re: open first day issues (2.2); communications re: second day motions (.4).	2.60
05/17/12	DKB	0002 Review and organize pleadings for attorneys (1.0); Confer with R. Cohen re case status (0.2).	1.20
05/17/12	KGM	0002 Teleconference with D. Botter, M. Diaz and M. Laber re: first day motions (1.0); email exchanges with FTI re: same (.2); conference with D. Botter re: first day motion summaries and recommendations to the Committee (.5); conference with R. Cohen re: revising same and related matters (1.3); Review FTI's recommendations re: first day relief (0.3); email exchanges with A. Freeman re: customer programs motion (0.2).	3.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/18/12	DHG	0002 Telephone call with B. Feder re: PBGC confidentiality issues (.4); telephone conference with B. Feder and J. Sprayregen re: PBGC confidentiality issues (.7).	1.10
05/18/12	DHB	0002 Work on review of first day memo (.7); office conferences with K. Manoukian re changes thereto (.4); review and revise all Committee meeting materials (2.0); work with team re same (.5); office conference with D. Golden re confi issues (.2); review and revise email to Committee re same and agenda (.3); emails re information agent issues (.1).	4.20
05/18/12	TS	0002 Update task list (.7) and case calendar (.7) for R. Cohen.	1.40
05/18/12	AF	0002 Various communications re: revised bylaws (.4); first day motion outstanding issues (1.3); committee organizational documents (.2).	1.90
05/18/12	RAC	0002 Draft Exhibit to the Motion Summaries re non-substantive motions and status thereof (2.5); revise bylaws (0.7); revise contact list (0.7); conferences re same with K. Manoukian (0.7) and various calls re same (1.5).	6.10
05/18/12	KGM	0002 Review and make multiple revisions to the first day motion summaries (3.0), bylaws (.3), review information agent presentations and related documents (.5) and draft detailed email to the Committee re: same (.3); meet with D. Botter to discuss comments to same (.4); meeting with R. Cohen re: same and related matters (.3).	4.80
05/19/12	DHB	0002 Email communications re diligence issues and next steps.	0.20
05/21/12	DHG	0002 Telephone call with B. Feder re: PBGC confidentiality issues.	0.30
05/21/12	DHB	0002 Communications re bylaws issues and telephone call with IT counsel re same (.4); follow-up with clients re confis (.2).	0.60
05/21/12	AF	0002 Review and comment on revised bylaws (.2); various communications re: same (.8); emails re: cash management motion (.2); emails re: committee organizational documents (.2); emails re: calls with Wachtell and Sidley (.2); office conference with K.M. re: first day motions (.8); review and comment on FTI presentation (.5).	2.90
05/21/12	RAC	0002 Update contact list with new information and circulate same (0.5); email correspondence with Company re data room issues (0.2); revise bylaws with Committee comments (1.5).	2.20
05/21/12	KGM	0002 Email exchanges with Akin and FTI teams re: call with Kirkland to discuss first day motions and related issues (.2); revise bylaws per additional comments by Committee members (.2); participate in call between Akin and Kirkland re: same (.5); multiple email exchanges with Akin team re: case management issues (.3); review and revise calendar and task list (.3); review Debtors' cash management motion and related order (.5), research re: intercompany transfer issues (.5); and draft detailed response to Kirkland re: proposed revisions to same (.5).	3.00
05/22/12	DHB	0002 Email communications re confi issues (.1) and next steps (.2) and objection deadlines (.1); office conference with D. Golden re same (.1).	0.50
05/22/12	AF	0002 Emails re: bylaws (.2); discussions with team re: pending matters (task list/calendar) (.3); various calls and emails re: cash management (.7).	1.20
05/22/12	RAC	0002 Review and finalize task list and case calendar (0.6).	0.60
05/22/12	KGM	0002 Email exchanges with A. Freeman and R. Cohen re: status of outstanding motion summaries and related issues (.2); review and revise case calendar and task list (1.9); draft an email to the Kirkland re: status of Committee's comments to the first day motions (.1); teleconferences (x2) with Committee member re: agenda for in-person meeting with the management, expense reimbursement and related issues (.3); email exchanges with Kirkland re: call to discuss status of first day motions and upcoming hearing (.2); call with A. Freeman re: same (.2).	2.90
05/23/12	DHB	0002 Review PBGC confi issues in Committee bylaws and correspondence re same.	0.50
05/23/12	AF	0002 Review and comment on task list (.2); conference call with K&E re: first day motions (1.0).	1.20
05/23/12	RAC	0002 Review various emails re committee issues (0.2); update call list with new information (0.4); coordinate paralegal review of 1102 motion and	1.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/23/12	KGM	0002 cite checking (0.4). Teleconference with Kirkland and A. Freeman re: outstanding issues re: first day motions and upcoming hearing (1.0); review first day issues list based on discussions with Kirkland and revise same in preparation for discussion with FTI (1.0); conference with A. Freeman re: same (.4); teleconference with M. Laber re: outstanding issues re: first day motions and orders (.8); email Kirkland re: revisions to cash management order and issues related to same (.2); multiple email exchanges with Kirkland re: various first day orders (.3); multiple email exchanges with A. Freeman re: comments to same (.3); multiple email exchanges with FTI re: same (.3); multiple email exchanges with D. Botter and FTI re: data room issues (.3); email exchanges with D. Botter re: revised bylaws from PBGC (.1); review same (.1).	4.80
05/24/12	DHB	0002 Work with K. Manoukian re revisions to all first day orders (.4); emails re same (.3).	0.70
05/24/12	AF	0002 Attention to negotiations of open issues on first days.	2.70
05/24/12	RAC	0002 Draft and circulate FW email to attorneys re Committee representation (0.5); various correspondence re same (0.3); substantial revisions to contact list and internal documents with new information from clients (2.8).	3.60
05/24/12	KGM	0002 Call with Kirkland re: outstanding first day issues, including finalizing first day order and related matters (.4); multiple conferences with D. Botter re: same (1.0); review customer programs motion and draft proposed language to the order (.5); email exchange with D. Botter re: same (.2); draft email to Kirkland re: status and further comments to various first day orders (.2); teleconference with M. Diaz re: cash management issues (.4).	2.70
05/25/12	DHB	0002 Various office conferences with K. Manoukian re first days (1.0); extensive email communications re same (.5).	1.50
05/25/12	AF	0002 Conference call with K&E re: first day motions (.8); attention to resolution of issues re: same (3.1).	3.90
05/25/12	DKB	0002 Review and organize pleadings for attorneys.	1.30
05/25/12	KGM	0002 Research re cash management issues (.5); conference with D. Botter re: same and revisions to final cash management order (.2); teleconference with Kirkland re: same (.3); email exchanges with M. Laber and M. Diaz re: same (.3); multiple email exchanges with Kirkland team re: status of, and revisions to, final first day orders and related issues (1.3); multiple teleconferences and email exchanges with FTI re: same (.5); multiple conferences with D. Botter re: further revisions to various first day orders and discussions with Debtors re: same (.5); review and further revise each of the outstanding first day orders and circulate multiple drafts of same to Kirkland (1.0); review objections filed to the Utilities motion and circulate same to the Committee.	4.90
05/25/12	JAS	0002 Review objection to DIP motion (0.8); revise same (0.5); compile exhibits for same (0.3); prepare same for filing (0.3); confer with A. Kurichety re same (0.2); file same with court electronic filing system (0.2); serve same via e-mail (0.2); serve same via first class mail (0.2); amend affidavit of service exhibits (0.6).	3.30
05/28/12	DHB	0002 Email communications re resolution of first day order issues (.3); review memo re same (.2).	0.50
05/28/12	AF	0002 Various communications re: open first day issues.	1.10
05/28/12	KGM	0002 Email exchanges with D. Gould re: status of cash management order and related issues (.1); email exchanges with M. Diaz re: same (.1); email exchanges with D. Botter re: emails to prospective investment bankers and draft same (.3); review and revise email to the Committee re: status of certain first day motions and email exchanges with D. Botter re: same (.5).	1.00
05/29/12	TS	0002 Update case calendar for R. Cohen.	0.40
05/29/12	AF	0002 Review and comment on task list and calendar (.4); communications with team re: same (.4); review and comment on revised first day orders	3.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.8); various emails re: same (1.0); office conference with K.M. re: pending matters (.8); emails re: diligence (.2).	
05/29/12	RAC	0002 Review docket and revise and draft task list (2.0); correspondence and calls internally re same (1.0); review calendar and dates and revise same (2.0).	5.00
05/29/12	KGM	0002 Email exchanges with D. Botter re: case calendar and task list (.1); review and revise same (.5); email exchanges with D. Gould re: cash management order (.2); teleconference with D. Gould and M. Diaz re: same (.2); review and comment on same (.4); email exchange with D. Botter re: same (.1); email exchanges with A. Freeman and R. Cohen re: revised task list (.1); email exchanges with Kirkland re: status of final customer programs order (.1); review and comment on same (.2).	1.90
05/30/12	DHB	0002 Office conferences with team re next steps (.2) (.2); email communications re same (.2); review memo to Committee re 2019 statement and office conference with K. Manoukian re same (.2); emails with FTI re status and agenda items (.1); emails re and attention to diligence issues (.2).	1.10
05/30/12	TS	0002 Update case calendar for R. Cohen, including review of final second day orders for deadlines (1.4); emails with R. Cohen re calendar items (.1); retrieval of final second day orders (.5).	2.00
05/30/12	AF	0002 Communications re: task list (.2); emails with FTI re: diligence (.2); communications with team re: team meeting (.8); prepare for same (.3); review and comment on task list and calendar (.8).	2.30
05/30/12	RAC	0002 Review precedent and draft 2019 statement and email to group re same (0.4); draft expense reimbursement form and email re same (0.4); revise and edit case calendar and task list (0.5); draft UST quarterly certifications (2.0) and call with UST office re same and information disclosures (0.2); schedule pre-call for 5/31 with professionals in advance of Committee call (0.2); prepare for team meeting (0.7); review and circulate orders entered by the Court from second day hearing (1.0); revise and update case calendar and task list (1.5).	6.90
05/30/12	KGM	0002 Email exchanges with R. Cohen re: preparing Committee's 2019 statement and expense reimbursement statements (.2); email exchanges with W. Guireri re: finalizing certain first day orders (.1); email exchange with D. Botter re: same (.1); multiple email exchanges with A. Freeman and R. Cohen re: team meeting and related issues (.2); draft email to G. Gaddis re: same (.2); conference with R. Cohen re: UST quarterly certification requirement and review same (.2).	1.00
05/31/12	DHG	0002 Attend group meeting re: allocation of tasks.	0.50
05/31/12	AQ	0002 Team meeting.	0.60
05/31/12	DHB	0002 Team meeting (.6); various office conferences with K. Manoukian and A. Freeman re: administrative matters (.5).	1.10
05/31/12	TS	0002 Continued retrieval of orders re second day hearing.	0.50
05/31/12	AF	0002 Team meeting (0.6); various conferences with D. Botter and K. Manoukian re: case related matters (0.5).	1.10
05/31/12	RAC	0002 Prepare for and participate in team meeting (0.6); revise case calendar and task list (0.4).	1.00
05/31/12	KGM	0002 Participate in team meeting of Committee professionals (0.6); conferences with A. Freeman and D. Botter re: case related issues (0.5); conference with R. Cohen re: public filings and related issues (.2).	1.20
05/31/12	AKK	0002 Telephone conference with team re case update re first and second day motions.	0.50
05/14/12	KGM	0003 Begin fee application preparation.	0.20
05/13/12	KGM	0005 Review and comments on statements and schedules extension motion.	0.70
05/14/12	PJS	0006 Review and prepare documents re Akin Gump's retention application, declaration and related schedules.	2.90
05/14/12	RAC	0006 Draft Akin retention application.	8.00
05/15/12	DHB	0006 Telephone call with FAA counsel and M. Mandel re FAA counsel's retention.	0.20
05/15/12	PJS	0006 Review and prepare documents re Akin Gump's retention application,	3.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/15/12	RAC	0006 declaration and related schedules. Draft Akin retention application (2.5); email correspondence re same (0.3).	2.80
05/16/12	PJS	0006 Review and prepare documents re Akin Gump's retention application, declaration and related schedules.	2.90
05/16/12	AF	0006 Review Debtors' retention pleadings.	0.80
05/16/12	DKB	0006 Work on Akin Gump retention application.	1.80
05/16/12	KGM	0006 Email exchanges with R. Cohen re: status of Akin's retention application.	0.10
05/17/12	PJS	0006 Review and prepare documents re Akin Gump's retention application, declaration and related schedules.	4.10
05/17/12	TS	0006 Research re investment banker retention applications for R. Cohen.	0.30
05/17/12	AF	0006 Communications re: PWP retention application.	0.30
05/17/12	RAC	0006 Draft summaries for Committee of retention application and motions filed by the Debtors.	8.70
05/20/12	AF	0006 Review summary of Debtor's professionals' retention applications.	0.20
05/20/12	RAC	0006 Email correspondence and call re Curtis retention application (0.4); review same (0.4).	0.80
05/20/12	KGM	0006 Review and analyze retention applications for Debtors' professionals (2.0); review and revise summaries of same and draft recommendations to UCC re: same (4.2).	6.20
05/21/12	DHB	0006 Review information agent proposals (.4); telephone call with R. Kwasteniet re Perella retention application (.2); begin review of same (.3).	0.90
05/21/12	PJS	0006 Review and prepare documents re Akin Gump's retention application, declaration and related schedules.	3.10
05/22/12	DHB	0006 Review and revise memo re Debtor's professionals' retentions (.6); office conference with K. Manoukian re same (.4); review revised memo and email re same (.3); telephone call with US Trustee re Perella Weinberg retention (.2); office conference with D. Golden re same (.1); emails re same (.2).	1.80
05/22/12	PJS	0006 Review and prepare documents re Akin Gump's retention application, declaration and related schedules.	3.30
05/22/12	AF	0006 Communications re: AG retention application (.3); PWP retention application (.3).	0.60
05/22/12	RAC	0006 Revise draft of the retention application (1.6); draft 1102 information sharing protocol motion and correspondence re same (9.3); corr. re retention applications and status of pending documents.	11.10
05/22/12	KGM	0006 Conference with D. Botter re: summaries of retention applications (.4); review and revise same (.8); email exchanges and teleconference with R. Cohen re: information agent retention application (.3); teleconference with A. Freeman re: status of Akin Gump retention application (.1); teleconference with R. Cohen re: same and related matters (.1); teleconference with A. Freeman re: PWP's retention application (.2); draft email to FTI re: status of its analysis of same (.1); draft objection to same (.9); email exchanges with D. Botter re: retention application summaries (.2).	3.10
05/23/12	PJS	0006 Review and prepare documents re Akin Gump's retention application, declaration and related schedules.	2.30
05/23/12	TS	0006 Cite check and blue book motion re information sharing agent retention for R. Cohen (2.0); research and update precedent section re same (1.2).	3.20
05/23/12	AF	0006 Various communications re: AG retention application.	0.80
05/23/12	KGM	0006 Email exchanges with D. Botter re: retention application summaries (.1); teleconferences with A. Bekker re: PWP retention and issues related to same (.4); email exchanges with A. Freeman re: same (.2); email exchanges with T. Southwell re: status of 1102 info agent retention application and questions re: same (.2); review and revise Akin's retention application (3.5).	4.40
05/24/12	DHG	0006 Meeting with M. Kramer re: PWP fee structure.	0.50
05/24/12	DHB	0006 Telephone call with M. Diaz re PWP fee structure (.3); office conference	0.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		with D. Golden re same (.2); email communications and work related to AG retention.	
05/24/12	PJS	0006 Review and prepare documents re Akin Gump's retention application, declaration and related schedules.	4.30
05/24/12	KGM	0006 Email exchanges with D. Botter re: conflicts check for Akin retention application (.1); review conflicts report for same (.3).	0.40
05/25/12	DHG	0006 Three calls with A. Kramer re: PWP fee structure.	1.10
05/26/12	DHG	0006 Emails regarding revisions to PWP success fee (.6); review proposed changes to order and retention agreement (.7).	1.30
05/26/12	AF	0006 Various communications re: PWP retention application.	0.50
05/27/12	DHB	0006 Review changes to Perella retention and emails re same.	0.60
05/27/12	AF	0006 Emails re: investment bankers (.3); emails re: PWP retention app (.2).	0.50
05/27/12	KGM	0006 Review PWP's revised fee language and draft detailed email to D. Botter re: analysis of same (1.6); multiple email exchanges with D. Botter and A. Freeman re: same (.3).	1.90
05/28/12	AF	0006 Various communications re: PWP retention application.	0.90
05/28/12	KGM	0006 Email exchange with D. Botter re: status of PWP retention order (.2); email exchanges with A. Freeman re: same (.1).	0.30
05/29/12	DHB	0006 Email communications re AG retention issues (.1) (.1); office conference with A. Freeman re same (.1).	0.30
05/29/12	PJS	0006 Review and prepare documents re Akin Gump's retention application, declaration and related schedules.	1.40
05/29/12	AF	0006 Communications re: AG retention app (.3); PWP revised retention order (.3).	0.60
05/29/12	KGM	0006 Teleconference with R. Cohen re: Akin retention application and review email exchanges re: same (.2); email exchange with D. Botter re: status of PWP retention order discussions (.1); email exchanges with Kirkland re: status of same (.1); review and comment on same (.2); conference with D. Botter re: same (.1); email exchanges with Crowe & Dunlevy re: status of their retention application (.2); teleconference with A. Freeman re: same (.1); draft and circulate emails to various investment banking institutions re: committee's selection of investment banker (.2). Review and revise Akin retention application (.3); emails re same (.1).	1.60
05/30/12	PJS	0006 Review and prepare documents re Akin Gump's retention application, declaration and related schedules.	6.90
05/30/12	AF	0006 Review and comment on Akin Gump's retention application.	0.50
05/30/12	RAC	0006 Various correspondence re Akin retention application with P. Sprofera.	0.50
05/30/12	KGM	0006 Email exchanges with Crowe & Dunlevy re: retention application.	0.20
05/31/12	PJS	0006 Review and prepare documents re Akin Gump's retention application, declaration and related schedules.	3.40
05/31/12	AF	0006 Office conference with R. Cohen re: comments to retention application (.2); work on revising same (1.8).	2.30
05/31/12	RAC	0006 Edit and revise Akin retention application (6.4); correspondence and calls re same (0.5); discussion with K. Manoukian and A. Freeman re same (0.5).	7.40
05/31/12	KGM	0006 Email exchanges with FTI re: status of retention application (.2); multiple email exchanges with A. Freeman and R. Cohen re: Akin Gump's retention application and related issues (.3); review same (.3); email exchange with KCC re: retention of information sharing agent and related issues (.1); conference with A. Freeman re: revisions to Akin's retention application (.2); conference with R. Cohen re: same (.2); email exchanges with P. Sprofera re: conflicts check and related issues (.2).	1.50
05/31/12	JAS	0006 Confer with P. Sprofera re revisions to retention applications (.2); revise same (.4).	0.60
05/11/12	DHG	0007 Meet with Committee re: administrative matters, retention of accountants and potential retention of investment bankers.	5.00
05/11/12	DHB	0007 First meeting with Committee and follow-up re same.	4.00
05/11/12	KGM	0007 Participate in Committee meeting.	2.00
05/14/12	DHG	0007 Participate in extended Committee call re: retention of professionals, status report on meetings with Debtor, etc.	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/14/12	DHB	0007 Prepare for and participate in Committee call (1.7); follow-up re same (.5).	2.20
05/14/12	AF	0007 Prepare for and participate on conference call with Committee (1.7); prepare for same (.5); related follow up (.5).	2.70
05/14/12	RAC	0007 Prepare for and participate in Committee call.	2.00
05/14/12	KGM	0007 Participate in Committee call (1.0); participate in post-call meeting with Akin team (.5).	1.50
05/16/12	AF	0007 Communications/preparations re: upcoming committee meeting.	0.30
05/17/12	KGM	0007 Draft agenda for 5/21 committee call.	0.20
05/18/12	KGM	0007 Email exchanges with Akin FR team re: upcoming Committee call (.1); draft agenda for Committee call (.3); email exchanges with FTI re: upcoming Committee call and materials to be distributed for same (.1).	0.50
05/20/12	DHG	0007 Review submissions sent to Committee in preparation for Monday's Committee call.	2.00
05/21/12	DHG	0007 Prepare for Committee call (.8); participate in extended Committee call (1.5).	2.30
05/21/12	DHB	0007 Review and comment on FTI presentation in preparation for meeting (1.0); office conference with D. Golden re preparation for Committee meeting (.5); prepare for Committee meeting (.9); attend Committee meeting and follow-up with team (1.7).	4.10
05/21/12	SBK	0007 Emails to/from D. Golden & D. Botter re Committee call (0.2); Attend pre-call and call w/Creditors Committee (1.2).	1.40
05/21/12	AF	0007 Conference call with committee (1.3); precall with pros re: same (.3); follow up with team re: same (.8); prepare for same (.4).	2.80
05/21/12	RAC	0007 Prepare for and participate in Committee call and pre-call (1.5); schedule committee calls and coordinate same (.5).	2.00
05/21/12	KGM	0007 Email exchanges with R. Cohen re: preparing for Committee call (.2); review FTI's presentation to Committee to be discussed during UCC call (.2); participate in professionals' call (.3); participate in Committee call (1.0); draft email to the Committee re: upcoming call and circulate same (.2); prepare for same (.5).	2.40
05/21/12	AKK	0007 Telephone pre-conference re Committee call (.3); telephone conference with committee re case update (1.3).	1.60
05/22/12	DHB	0007 Review proposed agenda for Thursday meeting (.2); telephone call with S. Simms re same and DIP meetings (.2).	0.40
05/22/12	KGM	0007 Email exchanges with D. Botter re: committee-management meeting (.2); email exchanges with FTI re: same (.1).	0.30
05/23/12	AF	0007 Various communications re: committee meeting with company.	0.40
05/23/12	KGM	0007 Email exchanges with D. Botter re: upcoming Committee meeting with management (.1); multiple email exchanges and teleconferences with Kirkland re: same (.4); email exchanges with FTI re: same (.1); email exchanges with various committee members re: attendance to same and related issues (.3); draft email to Committee re: same and upcoming committee meeting (.3); review and revise list of attendees and circulate same to Kirkland (.2).	1.40
05/24/12	DHG	0007 Attend Committee meeting (1.0); attend Committee/Company meeting (4.5).	5.50
05/24/12	DHB	0007 Prepare for Committee meeting (1.5); attend same and follow-up (5.0).	6.50
05/24/12	SBK	0007 Attend meeting w/Committee (1.0); Company presentation to Committee and follow-up Committee meeting (4.0).	5.00
05/24/12	KGM	0007 Prepare for and attend Committee meeting (1.5) and follow-up meeting after meeting with Company (0.5); prepare for meeting with the Company and Committee meeting (.6); attend meeting with Company's management (.5).	3.10
05/24/12	AKK	0007 Telephone conference re committee meeting (1.5); telephone conference re committee meeting with Debtors' management (2.5).	4.00
05/30/12	DHB	0007 Review agenda for Committee meeting.	0.10
05/30/12	AF	0007 Various communications re: Committee meeting prep.	0.80
05/30/12	KGM	0007 Multiple email exchanges with FTI re: agenda for committee call (.2); email exchanges and discussion with D. Botter re: same (.2); draft	1.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		agenda for Committee meeting (.2); draft detailed email to the Committee re: upcoming Committee meeting and Rule 2019 requirements (.4).	
05/31/12	DHG	0007 Attend professionals pre-call (.3); participate in Committee call (1.0).	1.30
05/31/12	DHB	0007 Prepare for Committee call (.6); attend professionals pre-call (.3); review FTI deck for meeting and emails re same (.5); attend Committee call and follow-up (.7).	2.10
05/31/12	SBK	0007 Attend Akin team meeting re to-do list (0.6). Attend call w/Committee re pending matters (1.1).	1.70
05/31/12	AF	0007 Review and comment on FTI deck for committee call (.6); emails re: same (.3); committee call (.7); precall with professionals (.3); follow up with K. Manoukian and R. Cohen (.3).	2.20
05/31/12	RAC	0007 Prepare for and participate in pre-call and Committee call.	1.00
05/31/12	KGM	0007 Email exchanges with FTI re: materials to be distributed to Committee in advance of Committee call (.2); review same and circulate same to the Committee (.2); participate in professionals' precall (.3); participate in Committee call (.6); post-call discussions with Akin team (.3).	1.60
05/31/12	AKK	0007 Telephone conference with team re Committee call (.3); participate in Committee call (.7).	1.00
05/17/12	RAC	0008 Call with Debtors' counsel re hearing dates on same (0.2); discussion with K. Manoukian re same (0.5); correspondence re Debtors' notice of second day hearing (0.2); email to Debtor re same (0.1).	1.00
05/17/12	KGM	0008 Multiple email exchanges with Debtors and Akin team re: second day hearing and related issues.	0.50
05/29/12	DHB	0008 Office conferences with A. Freeman and K. Manoukian re status and next steps and hearing preparation (.2) (.1); review changes to orders and work with K. Manoukian re same (.5) (.2); begin preparation for hearing (.5).	1.50
05/29/12	TS	0008 Confer and emails with R. Cohen re hearing binders for second day hearings (.1); prepare comprehensive hearing binder for R. Cohen (3.2); prepare second day hearing binder for D. Botter (.8); coordinate with NY mailroom re same (.3).	4.40
05/29/12	AF	0008 Prepare for hearing.	0.90
05/29/12	DKB	0008 Confer with R. Cohen re preparation for hearing (0.2); Assist attorneys therewith (0.6); Confer with attorney re status (0.3).	1.10
05/29/12	RAC	0008 Coordinate and facilitate the preparation of hearing binders for second day hearing (2.0); review same (1.6); prepare for hearing (2.0).	5.60
05/29/12	KGM	0008 Email exchanges (x2) and teleconferences (x2) with R. Cohen re: hearing preparation and related matters (.6); conference with A. Freeman re: same (.3); conference with D. Botter and A. Freeman re: same (.2).	1.10
05/30/12	DHG	0008 Prepare for second day hearing on interim motions (1.0); attend same (2.5).	3.50
05/30/12	DHB	0008 Continue preparation for hearing (2.5); attend same and follow-up (2.8) (.4).	5.70
05/30/12	AF	0008 Prepare for and attend hearing.	3.10
05/30/12	KGM	0008 Attend second day hearing.	2.50
05/13/12	DHG	0010 Review summaries of DIP financing and begin preparation for potential DIP objections.	2.00
05/13/12	DHB	0010 Begin review of DIP (1.1) and email communications re same (.4).	1.50
05/13/12	AKK	0010 Review and draft memorandum re DIP issues.	3.20
05/14/12	DHB	0010 Continue work on review and analysis of DIP.	1.20
05/14/12	TS	0010 Research re DIP issues.	3.60
05/14/12	AF	0010 Review and analyze DIP issues list.	0.60
05/14/12	BK	0010 Review of DIP.	2.10
05/14/12	AKK	0010 Research re DIP issues (2.8); telephone conference with B. Kim re same (.1).	2.90
05/15/12	DHG	0010 Review DIP motion and exhibits.	1.30
05/15/12	DHB	0010 Continue review of DIP issues and order (1.2); email communications re same (.1).	1.30
05/15/12	BK	0010 Review of DIP.	1.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/15/12	AKK	0010 Draft DIP issues memorandum (2.6); telephone conferences with B. Kim re same (.2); telephone conference with Milbank and Blackstone re DIP issues (.7).	3.50
05/16/12	DHG	0010 Telephone call with R. Mason re: issues regarding DIP (.6); meeting with G. Bray re: same (.4).	1.00
05/16/12	DHB	0010 Begin review of DIP issues list and memo (.5); substantial revisions to same (1.2).	1.70
05/16/12	AF	0010 Begin review and analysis of DIP motion and related documents.	1.70
05/17/12	DHG	0010 Review/revise DIP memo.	1.50
05/17/12	DHB	0010 Review and revise memo re DIP issues.	1.20
05/17/12	AF	0010 Continued analysis of DIP issues.	1.90
05/17/12	AKK	0010 Review and revise DIP issues chart.	2.10
05/18/12	AF	0010 Various communications re: DIP objection.	0.30
05/18/12	AKK	0010 Review and revise DIP issues memorandum (1.8); research re adequate protection issues (1.1).	2.90
05/19/12	DHB	0010 Consider strategy and approach for potential DIP objection and emails related thereto.	1.00
05/19/12	AF	0010 Various communications re: DIP objection.	0.40
05/21/12	DHG	0010 Office conference with D. Botter re: issues outstanding on DIP (.5); continued review of DIP documents (1.2).	1.70
05/21/12	DHB	0010 Office conference with A. Freeman re DIP objection (.2); email communications re same (.2) (.1).	0.50
05/21/12	BK	0010 Attention to adequate protection issues.	0.90
05/21/12	RAC	0010 Review DIP documents (5.5).	5.50
05/21/12	AKK	0010 Research and draft objection to DIP motion.	13.60
05/22/12	DHG	0010 Continued to review potential DIP issues.	1.20
05/22/12	DHB	0010 Email communications and meetings re DIP issues (.1) (.3); office conference with A. Freeman re DIP objection (.2); begin work on and emails re same (.5).	1.10
05/22/12	AF	0010 Review and revise DIP objection (4.7); emails re: calls with Sidley and Wachtell (.4).	5.10
05/22/12	AKK	0010 Review and revise objection to DIP motion.	12.40
05/23/12	DHG	0010 Two telephone calls with D. Botter re: status of DIP objections and discussion of contents (.6); office conference P. Dublin re: same (.4).	1.00
05/23/12	DHB	0010 Review DIP objection (1.5); meet with A. Kurichety and A. Freeman re same (.4); prepare for meeting with DIP lenders (.7); attend same and follow-up (2.3); telephone call with P. Nash re same (.5); review new draft of DIP objection and revise (1.8); conference call with Sidley and HLHZ re DIP comments (.8); follow-up re same and emails re same (.4); telephone call with D. Golden re DIP issues (.2).	8.60
05/23/12	SBK	0010 Emails to/from D. Golden and D. Botter re 5/24 meetings (0.2); Emails to/from D. Botter re diligence questions (0.2).	0.40
05/23/12	TS	0010 Research re DIP and cash management orders for K. Manoukian.	0.70
05/23/12	AF	0010 Conference call with DB and AK re: DIP objection (.3); telephone call with A. Kurichety re: same (.1); meeting at Wachtell re: DIP (2.3); conference call with Sidley re: same (.5); work on DIP objection (3.8); communications with FTI re: adequate protection issues (.4).	7.40
05/23/12	BK	0010 Attention to DIP.	0.90
05/23/12	JAS	0010 Research re: final DIP and Cash Management issues (0.4); confer with T. Southwell re same (0.2).	0.60
05/23/12	AKK	0010 Telephone conference with D. Botter and A. Freeman re objection to DIP motion (.2); review and revise same (10.4); telephone conference with D. Botter and J. Hagle re same. (.9).	11.50
05/24/12	DHG	0010 Continued work on DIP objection.	2.00
05/24/12	DHB	0010 Continued review and revisions to DIP objection (1.2); extensive email communications with team and FTI re same (.5); consider ad hocs interest and other comments (.4) (.2); telephone call with B. Feder re Committee objection and emails re same (.2).	2.50
05/24/12	AF	0010 Various communications re: DIP budget (.3); review revised DIP objection and comment on same (1.0).	1.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/24/12	BK	0010 Attention to DIP.	0.60
05/24/12	KGM	0010 Teleconference with M. Diaz and A. Kurichety re: DIP issues.	0.50
05/24/12	AKK	0010 Review and markup proposed final DIP order (1.6); telephone conferences with B. Kim re DIP credit agreement (.2); review and revise objection to DIP motion (2.7); telephone conference with M. Diaz re same (.9).	5.40
05/25/12	DHG	0010 Review lenders' agent's response to Committee DIP issues (.4); telephone conference with J. Hagle, D. Botter re: same (.6); review DIP order (1.2); office conference with D. Botter re: DIP issues (1.4); continued work on DIP objection (2.0); review draft email to Committee re: status of DIP discussion (.3); telephone call with D. Botter re: same (.3).	6.20
05/25/12	DHB	0010 Continue revisions to DIP objection and finalize same (4.9); work with D. Golden re same (1.4); telephone call with J. Hagle re same and responses (.5); telephone call with P. Nash re same (.2).	7.00
05/25/12	TS	0010 Research DIP motions and reply briefs for A. Kurichety (.9); research and retrieval of Lyondell transcript for exhibit to DIP objection (.4).	1.30
05/25/12	AF	0010 Various communications re: outstanding DIP issues.	2.30
05/25/12	RAC	0010 Review correspondence re DIP objection (0.3); review DIP objection (0.7).	1.00
05/25/12	KGM	0010 Email exchanges with D. Botter and A. Kurichety re: DIP objection (.1); email exchanges and teleconference with Kelley Drye re: same (.3); circulate draft Committee objection to Kelley Drye (.1); review the objections filed to the DIP motion and circulate same to the Committee (.3); email exchanges with A. Kurichety re: filing of DIP objection (.2); coordinate filing of same with J. Samper (.2).	1.10
05/25/12	AKK	0010 Review and revise objection to DIP motion (6.7); coordinate filing of same (.2).	6.90
05/26/12	DHB	0010 Begin review and revisions to final DIP order (1.2); review minority secured creditor objection (.4).	1.60
05/26/12	AKK	0010 Review and markup final DIP order.	1.10
05/27/12	DHB	0010 Continue review and revisions to final DIP order (.5); work with D. Golden re settlement (.4); draft memo to Committee re possible settlement (1.0); emails re same (.3).	2.20
05/27/12	AF	0010 Emails re: DIP objection.	0.20
05/28/12	DHB	0010 Continue review and revisions to final DIP order (1.5); email communications with Debtors and team re negotiations (.4); telephone call with D. Golden re same (.1); prepare for and participate in conference call with counsel to prepetition lenders (.6); emails with team re same (.1); redraft memo to Committee re DIP and PWP settlements (.9); emails with Committee members as follow-up (.1).	3.70
05/28/12	AF	0010 Various communications re: DIP issues.	1.20
05/28/12	RAC	0010 Review various emails re DIP settlements and second day objections.	0.80
05/28/12	KGM	0010 Review email from D. Botter to Committee re: status of the DIP negotiations.	0.10
05/28/12	AKK	0010 Research re final DIP order (.8); review and revise same (1.1); correspond with D. Botter re same (.3).	2.20
05/29/12	DHG	0010 Numerous emails/calls re: negotiations over DIP (2.2); office conferences with D. Botter re: same (0.3); review drafts of final DIP order (1.1).	3.60
05/29/12	DHB	0010 Office conference with D. Golden re DIP settlement (.3); emails re same (.2); confer with A. Kurichety re all comments (.6); review new draft and work through additional comments (2x) (1.7) (.5); further emails with lenders re comments (.5) (.4); office conferences with A. Kurichety re same (.2).	4.40
05/29/12	AF	0010 Review and analyze DIP objections (1.2); attention to final DIP order (1.0); emails re: DIP budget (.2).	2.40
05/29/12	AKK	0010 Review proposed final DIP order (.8); review and revise same (1.9); correspond with professionals re same (.2); telephone conference with A. Simonds re same (.3); review correspondence re same (.2); telephone	4.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		conference with D. Botter re same (.8).	
05/30/12	DHB	0010 Review revised DIP order and emails re same (.5) (.2).	0.70
05/30/12	SBK	0010 TC/emails w/D. Botter re diligence process and lien review analysis.	0.30
05/30/12	JAS	0010 Develop exhibits to the affidavit of service re omnibus DIP objection (0.5); draft affidavit of service re same (0.5); file same with court electronic filing system (0.8).	1.80
05/30/12	AKK	0010 Review final DIP order (.4); correspond with D. Botter re same (.2).	0.60
05/31/12	DHB	0010 Emails re DIP issues (.2); review revisions to DIP order (.4); telephone call with J. Hagle re additional DIP issues (.2); email communications re amendments (.3); review same (.3); work on same and finalizing DIP order (1.3).	2.70
05/31/12	BK	0010 Attention to DIP amendment and perfection review.	1.00
05/31/12	AKK	0010 Review first amendment to DIP credit agreement (.5); telephone conference with D. Gould, J. Price and B. Kim re same (.3); correspond with FTI re same (.2); review final DIP order (.8).	1.80
05/30/12	BK	0013 Attention to perfection review.	0.60
05/31/12	AQ	0013 Review and analyze background documents re 2007 LBO transaction.	0.80
05/31/12	AF	0013 Various communications re: prepetition transaction diligence call.	0.80
05/31/12	KGM	0013 Multiple email exchanges with Akin and FTI teams re: solvency analysis and related issues (.2); review and forward relevant documents re: same to A. Qureshi (.2).	0.40
05/15/12	MSM	0014 Finish review of certain fleet-related information (0.8); conference call with D. Botter and G. Gaddis regarding lien perfection matters (0.2); follow-up telephone conversation with D. Botter regarding B. Zuskin and Jet Perspectives (0.2); review biographical materials of Mr. Zuskin and company profile (0.3).	1.50
05/31/12	MSM	0014 Team meeting re: aircraft lien perfection issues (0.7); review materials regarding the Arvai Group (0.3); follow-up telephone conversation with A. Freeman regarding same (0.2).	1.20
05/25/12	SBK	0015 Draft emails to B. Kim and D. D'Urso re next steps and staffing for diligence and lien perfection review analyses.	0.50
05/14/12	AF	0018 Communications re: trading motions.	0.40
05/14/12	KGM	0018 Email exchanges with A. Freeman re: NOL motions (.1); email exchanges with R. Cohen re: same (.1); review same and draft email to T. Weir re: same (.2).	0.40
05/15/12	WTW	0018 Review debt trading motion (2.6); review equity trading motion (2.8); telephone conference with K. Manoukian re: NOL motions (.4).	5.80
05/15/12	KGM	0018 Teleconference with T. Weir re: claims trading motions (.3); draft email to A. Freeman re: summary of discussion (.1).	0.40
05/16/12	WTW	0018 Email to D. Botter, et. al., summarizing tax issues with respect to trading orders.	1.30
05/16/12	DHB	0018 Email communications re NOL motion.	0.10
05/16/12	KGM	0018 Email exchanges with A. Freeman re: NOL motion (.2); review email from T. Weir re: NOL motion analysis (.1); email exchange with A. Freeman re: same (.1)	0.40
05/17/12	KGM	0018 Review and analyze NOL motions (1.6); review and revise summary to the Committee of same and draft recommendations re: same (1.5); review email from T. Weir re: same (.1)	3.20
05/13/12	KGM	0019 Review and comment on employee wages motion/order.	1.50
05/14/12	DHB	0019 Telephone call with L. Levien re IAM issues.	0.20
05/14/12	RZ	0019 Due diligence review re: pension and employee issues.	2.30
05/15/12	LDL	0019 Review CBA.	2.50
05/15/12	RZ	0019 Due diligence re: pension/employee issues.	0.40
05/15/12	KGM	0019 Review FTI's issues list re: employee wages motion (.1); supplement same with Akin's issues list (.5).	0.60
05/16/12	RZ	0019 Due diligence re: pension/employee issues.	1.00
05/17/12	DHG	0019 Office conference with D. Botter re: PBGC confidentiality issues (.5); telephone calls with PBGC/Feder re: same (1.1).	1.60
05/17/12	KGM	0019 Review and revise motion summary for employee wages motion and draft recommendation to the Committee re: same.	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/20/12	LDL	0019 Review press releases re: labor issues.	0.50
05/21/12	LDL	0019 Review CBA.	0.50
05/23/12	KGM	0019 Review Debtors' detailed email re: additional wages issues/programs to be approved at hearing (.2) and respond to same (.1).	0.30
05/24/12	KGM	0019 Review and comment on revised wages order (.2); review emails from FTI re: same (.2); review and further revise same and multiple email exchanges with D. Botter re: same (.8).	1.20
05/25/12	KGM	0019 Teleconference with Kirkland re: revisions to final wages order and related matters (.2); conference with D. Botter re: additional employee wages issues to be proposed by the Debtors at the hearing (.2); draft detailed email to the Committee re: status of additional wages issues to be presented at the May 30 hearing and propose recommendation to additional requested relief (.7); email exchanges with D. Botter re: same (.1); review and revise same based on comments from D. Botter (.1).	1.30
05/29/12	KGM	0019 Review and comment on final revisions and draft of Wages order.	0.30
05/31/12	DHB	0019 Telephone call with PBGC professionals re pension issues.	0.50
05/31/12	DHG	0022 Conference call with PBGC counsel and FA re: potential plan termination issues.	0.70
05/16/12	DHB	0024 Telephone call with FTI team re strategic alternatives (.4); emails with S. Kuhn re same (.1); telephone call with D. Golden re same (.1).	0.60
05/16/12	KGM	0024 Review PW's presentation re: M&A transaction.	0.20
05/17/12	DHG	0024 Conference call with FTI re: sale process.	1.00
05/17/12	DHB	0024 Conference call with FTI re sales process and follow-up re same.	1.00
05/17/12	SBK	0024 Review FTI presentation re update on Company sale process (1.2); Emails to/from D. Botter re possible call w/FTI re same (0.3); TC w/D. Golden, D. Botter, S. Simms and M. Diaz re discuss Company sale efforts, etc. (0.6).	2.10
05/29/12	AF	0024 Review bid letter.	0.50
05/17/12	AKK	0025 Travel from New York to Los Angeles re committee and advisor meetings. (Actual time - 7.7)	3.85
05/24/12	KGM	0025 Travel to/from meeting with Committee and Company's management. (Actual time - 1.0)	0.50
05/30/12	AF	0025 Travel to and from hearing. (Actual time - 1.2)	0.60
05/30/12	KGM	0025 Travel to/from hearing. (Actual time - 1.3)	0.65
05/14/12	KGM	0029 Review and comment on critical vendor motion.	1.00
05/15/12	KGM	0029 Review and analyze critical vendor motion (3.3); review FTI's issues list re: same (.1); draft Akin's issues list re: same (.5).	3.90
05/17/12	KGM	0029 Draft follow up email to M. Laber re: critical vendor issues (.1); review and revise motion summary of critical vendor motion and draft recommendation to the Committee re: same (1.5).	1.60
05/24/12	KGM	0029 Review and comment on revised vendors' order (.2); review emails from FTI re: same (.2); review and further revise same and multiple email exchanges with D. Botter re: same (.8).	1.20
05/25/12	KGM	0029 Teleconference with Kirkland re: revisions to final critical vendor order and related matters (.3); email exchanges with A. Freeman re: same (.3); comment on same (.1).	0.70
05/29/12	KGM	0029 Review and comment on final revisions and draft of Critical Vendors order (.3); email Kirkland re: same (.1).	0.40
Total Hours			699.90

Akin Gump
Strauss Hauer & Feld LLP

HAWKER BEEHCRAFT CREDITORS COMMITTEE
ATTN: ALEXANDER SNYDER
10511 EAST CENTRAL
WICHITA, KS 67206

Invoice Number 1432422
Invoice Date 07/19/12
Client Number 690918
Matter Number 0001

Re: CHAPTER 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 06/30/12:

MATTER SUMMARY OF TIME BILLED BY TASK:

	<u>HOURS</u>	<u>VALUE</u>
0002 General Case Administration	96.00	\$47,678.00
0003 Akin Gump Fee Application/Monthly Billing Reports	12.60	\$6,148.00
0004 Analysis of Other Professionals Fee Application	22.40	\$7,804.00
0005 Review/Preparation of Schedules, Statements	41.90	\$15,443.50
0006 Retention of Professionals	124.30	\$59,217.50
0007 Committee Meetings/341 Meetings	87.60	\$57,033.50
0008 Court Hearings	10.50	\$5,071.50
0009 Financial Reports and Analysis	1.70	\$1,097.50
0010 DIP, Cash Collateral Usage and Exit Financing	8.30	\$5,422.00
0013 Analysis of Pre-Petition Transactions	85.10	\$43,301.00
0014 Aircraft Financing/Leasing	63.10	\$39,592.00
0018 Tax Issues	6.10	\$3,363.50
0019 Labor Issues/Employee Benefits	116.50	\$87,663.00
0022 Plan/Disclosure Statement/Solicitation and Related Doc.	76.50	\$50,946.50
0024 Sale Transaction/Stock Transaction/Business Liquidations	143.60	\$103,810.00
0025 Travel Time	1.60	\$1,252.00
0027 General Corporate Matters	1.40	\$1,205.00
0030 Committee Website	8.60	\$2,944.00
TOTAL	907.80	\$538,992.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/01/12	DHB	0002 Email communications with team re diligence issues (.2) (.2) (.1); conference call with Kirkland re same and follow-up (.8) (.1) (.1).	1.50
06/01/12	TS	0002 Emails and confer with R. Cohen re case calendar (.3); work on setting up outlook calendar items for team re hearing dates and various dates and deadlines (1.6).	1.90
06/01/12	AF	0002 Various communications re: committee organizational documents with Akin team (.3); review same (.1).	1.40
06/01/12	RAC	0002 Review and revise working group list and internal documents, including case calendar, task list and other organizational documents.	1.20
06/01/12	KGM	0002 Email exchanges with A. Freeman re: calendar updates and related issues (.1).	0.10
06/02/12	RAC	0002 Review and revise working group list and internal documents, including case calendar, task list and other organizational documents.	0.90
06/04/12	DHB	0002 Telephone calls with creditors re status (.2); emails re diligence issues (.2).	0.40
06/04/12	DKB	0002 Review case docket (.3); review and organize documents for attorneys (.6).	0.90
06/04/12	RAC	0002 Revise and update contact list (.6); email distribution chain with new data received from KCC (.2).	0.80
06/04/12	KGM	0002 Email exchanges with R. Cohen re: updating contact list (.1); email exchanges with R. Cohen re: 2019 statement (.1).	0.20
06/04/12	KGM	0002 Email exchanges with R. Cohen and A. Freeman re: case management related issues.	0.20
06/05/12	DHB	0002 Office conference with A. Freeman re diligence issues (.3); emails re: diligence issues (.1) and scheduling issues (.1).	0.50
06/05/12	AF	0002 Review and analyze company presentation to committee (1.1); office conference with D. Botter re: diligence issues and pending matters (.3); emails re: info sharing motion (.2); various communications re: diligence requests (.8).	2.40
06/05/12	DKB	0002 Review case docket (.3); review and organize documents for attorneys (.6).	0.90
06/05/12	KGM	0002 Review Committee contact list.	0.20
06/06/12	RAC	0002 Revise and update 2019 verified statement with new information and review same (.7); emails re same with K. Manoukian (.5); email Committee members re same (.3); revise UST certification requirements received from Committee members, correspondence re same with K. Manoukian (.7); circulate updated email chain to K. Manoukian (.1).	2.30
06/06/12	KGM	0002 Email Committee re: 2019 statement and related issues (.2); email exchanges with various committee members re: same (.2); email exchanges with R. Cohen re: status of same (.2); review email to Committee re: quarterly certification and comment on same (.1); review quarterly certification forms for each of the Committee members (.3).	1.00
06/07/12	AF	0002 Various communications re: data room access (.5); committee certifications (.8).	1.30
06/07/12	DKB	0002 Research hearing transcripts (.5); Confer with attorney re status (.2); Review docket for new notices of appearance (.3); Update tracking chart (.7).	1.70
06/07/12	RAC	0002 Email correspondence with K. Manoukian re 2019 missing data (.2); edit UST quarterly certification forms and circulate same to K. Manoukian (.6); calls with Committee members re same (.4); update contact list with new data received from FCC counsel (.5); circulate list of parties who filed notices of appearance to D. Botter (.2); correspondence with T. Brown re Hawker data room and access thereto (.4); prepare for next committee call (.5).	2.80
06/07/12	TCB	0002 Review and revise Diligence Request List (1.5); review First Day Declaration (1.5); discuss background with S. Kuhn (0.2).	2.30
06/07/12	KGM	0002 Email exchanges with R. Cohen re: status of 2019 statement (.2); email R. Cohen re: updating contact list and related issues (.1); draft detailed email to D. Botter and A. Freeman re: UST quarterly certification (.1);	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/07/12	JAS	0002 email exchanges with Akin team re: same (.1). Review docket (.2); e-mail all June notice of appearances to P. Sprofera (.1).	0.30
06/08/12	DHB	0002 Review calendar and to-do list (.2); review certification and emails re same (.3); telephone call with G. Zipes re same (.1); emails with team re same (.1); diligence calls (1.0) and follow-up re same (.3).	2.00
06/08/12	TS	0002 Update case calendar.	0.10
06/08/12	AF	0002 Communications re: certifications (.9); utility objections (.1).	1.00
06/08/12	RAC	0002 Emails re revising case calendar dates w/r/t extension of UST quarterly certification deadline (.1); conference with D. Krasa-Berstell re committee expense forms and creation of excel sheet containing same and emails with D. Krasa -Berstell re same (.5); revise UST quarterly certifications with D. Botter's comments, email to K. Manoukian explaining same (1); various correspondence with T. Brown regarding data room access (.2).	0.90
06/08/12	KGM	0002 Email exchange with D. Botter re: quarterly certifications (.1); review email to UST re: same and email R. Cohen re: same (.1); draft email to Cte re: same and revise same per D. Botter's comments (.2).	0.40
06/10/12	AF	0002 Attention to committee certifications.	1.60
06/10/12	RAC	0002 Various emails with K. Manoukian regarding UST certifications (.2); review emails to Committee re same (.3); revise PBGC certification (.7).	1.20
06/10/12	KGM	0002 Review and revise each of the UST certification forms for each committee member and send emails to each committee member re: same (2.1); email exchanges with R. Cohen re: revisions to same and related issues (.2).	2.30
06/11/12	TS	0002 Update case calendar and outlook calendar.	0.20
06/11/12	AF	0002 Communications re: resolution of utility objection (.4); review and revise certifications (1.3) and bylaws (.3).	2.00
06/11/12	RAC	0002 Review emails and follow up regarding signature pages to bylaws.	0.50
06/11/12	RAC	0002 Revise UST quarterly certifications and compile final versions with Committee signature pages.	1.40
06/11/12	KGM	0002 Email exchanges with various Committee members re: quarterly UST certifications (.3); communications with R. Cohen re: same and related case management issues (.3); email exchanges with Committee member re: status of executed bylaws (.1); email R. Cohen re: same (.1); review email from Kirkland re: status of utilities objections and forward same to Akin and FTI teams (.1).	0.90
06/11/12	KGM	0002 Email exchanges with T. Southwell re: case calendar amendments and related issues.	0.10
06/12/12	DHB	0002 Communications with A. Freeman re status (.1); D. Golden re same (.1); emails re same (.1); emails re diligence issues (.1).	0.40
06/12/12	TS	0002 Update case calendar and outlook notices re same (.2).	0.20
06/12/12	AF	0002 Work on diligence request list.	0.80
06/12/12	RAC	0002 Revise UST certification requirements and compile for submission to UST (1.2); draft 2019 statement (0.8).	2.00
06/12/12	KGM	0002 Email exchange with Pratt & Whitney re: quarterly certification (.1); email exchanges with T. Southwell re: updates to case calendar (.1).	0.20
06/12/12	KGM	0002 Email M. Laber re: arranging for access to data room for Akin labor lawyers (.1); email PWP re: same (.1); review changes to UST certification from Rockwell Collins, incorporate same and send to Committee member for signature (.3); teleconference with unsecured creditor (.1); revise bylaws (.3).	0.90
06/13/12	TS	0002 Work on organizing case documents in FileSite.	0.40
06/13/12	AF	0002 Various communications re: certifications.	0.20
06/13/12	RAC	0002 Draft and revise UST Certification requirements with K. Manoukian comments (1.1); draft and revise 2019 statement to conform with date provided by Committee members (1.0).	2.10
06/13/12	KGM	0002 Review and comment on UST certifications submitted by all Committee members.	0.50
06/14/12	TS	0002 Organize case documents in FileSite.	0.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/14/12	AF	0002 Communications with D. Botter and K. Manoukian re: pending matters (.5); review committee certifications (.4); review and comment on cover email re: same (.2); communications with D. Botter and S. Kuhn re: minority rights (.5); review and comment on email re: utilities resolution (.2).	1.80
06/14/12	DKB	0002 Review case docket (.3); review and organize pleadings for attorneys (1.2); confer with R. Cohen re status (.1).	1.60
06/14/12	RAC	0002 Revise UST certification to incorporate comments from A. Freeman and compile same for submission to UST (.8); draft email for UST re same (.3); draft 2019 statement and circulate same to K. Manoukian and A. Freeman for review (.8); confer w/D. Krasa-Berstell re: project (.1).	2.00
06/14/12	KGM	0002 Communications with A. Freeman re: case status and related case management issues (.2); draft detailed email to the Committee re: status of utilities' objections (.4); review and revise Committee's responses to UST's initial diligence request and the Quarterly Certifications and forward same for A. Freeman's review (.5).	1.10
06/14/12	KGM	0002 Review and comment on Committee's 2019 statement (.3).	0.30
06/15/12	DHB	0002 Correspondence with US Trustee re certificates (.1) (.1); review diligence letter (.5); email communications re utilities (.1).	0.80
06/15/12	RAC	0002 Revise UST certification requirements compiled pdf (0.2); prepare for committee calls and communications with assistants re same (0.4).	0.60
06/15/12	KGM	0002 Review and circulate email re: utilities issues to Committee (.2); review and send response to UST re: initial disclosures and quarterly certifications (.1); email exchanges with Akin team re: documents in data room (.1); retrieve and circulate same (.1).	0.50
06/15/12	JAS	0002 Develop e-file of all documents in response to LTD document request.	1.30
06/18/12	DHB	0002 Email communications with team re diligence efforts and requests (.2) (.2).	0.40
06/18/12	AF	0002 Review and comment on diligence request list (.8); emails re: same (.8); telephone call with T. Hirschfeld re: status (.2).	1.80
06/18/12	DKB	0002 Review case docket (.3); correspondence with R. Cohen re pleadings (.2); review and organize pleadings for attorney (1.2); prepare set thereof for attorney (1); correspondence with attorney re status (.1).	2.80
06/18/12	ML	0002 Prepare case documents for attorneys review.	2.50
06/18/12	KGM	0002 Numerous email exchanges with Akin team re: revisions to comprehensive diligence list (.3); review changes by labor and finance groups (.1); revise diligence list based on comments received from various Akin attorneys (.5).	0.90
06/19/12	DHB	0002 Telephone call with R. Kwasteniet re numerous issues (.4); communications with D. Golden re status (.2).	0.60
06/19/12	AF	0002 Finalize diligence request list.	0.40
06/20/12	LZ	0002 Confer w/K. Manoukian and R. Cohen re: case status (.8); emails w/K. Manoukian re: same (.2)(.2).	1.20
06/20/12	RAC	0002 Meeting with K. Manoukian and L. Zahradka regarding case status and WIP list going forward.	0.80
06/20/12	KGM	0002 Conference with R. Cohen and L. Zahradka re: case status and related issues (.8); review and revise Committee's 2019 statement (.8); correspondence with R. Cohen re: comments to same (.1).	1.70
06/20/12	KGM	0002 Email L. Zahradka and R. Cohen re: various case management matters.	0.10
06/21/12	TS	0002 Update outlook hearing notices (.2); organization of case documents in FileSite (1.3).	1.50
06/21/12	KGM	0002 Review revised 2019 statement and discuss same with A. Freeman (.2); email exchanges with Akin team re: team meeting (.2).	0.40
06/21/12	KGM	0002 Email L. Zahradka and R. Cohen re: various case management issues.	0.10
06/22/12	DHB	0002 Attend team meeting (.7) and follow-up with A. Freeman (.1).	0.80
06/22/12	TS	0002 Review docket re matters on calendar for 6/27/12 for L. Zahradka (.2); update case calendar re same (.1); coordinate calendar updates with L. Zahradka (.1).	0.40
06/22/12	AF	0002 Communications re: 2019 with Akin team.	0.40
06/22/12	LZ	0002 Team meeting re: next steps.	0.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/22/12	KGM	0002	0.90
		Teleconference with Akin FR team re: case status and related issues (.5); draft email to Deutsche Bank and Wilmington Trust re: requirements for filing Rule 2019 statements (.2); email exchanges with A. Freeman and A. Qureshi re: 2019 filing requirements for indenture trustees (.2).	
06/22/12	AKK	0002	0.70
		Internal telephone conference re work in process.	
06/25/12	TS	0002	0.20
		Communications with L. Zahradka re calendar, document organization, and fee analysis projects.	
06/25/12	AF	0002	0.30
		Communications with team re: status.	
06/25/12	DKB	0002	1.90
		Review case docket (.3); prepare sets of pleadings for K. Manoukian (.7); correspondence with attorney re status (.1); pull additional pleadings for attorneys (.8).	
06/25/12	LZ	0002	0.20
		Communications w/T. Southwell re: case calendar.	
06/25/12	ALB	0002	3.80
		Conferences with K. Manoukian (1.1) and team (.8) re case status and transition; review background documentation re same (1.3)(.6).	
06/25/12	KGM	0002	2.50
		Email exchanges between Akin FR team re: case status and pending items (.2); conference with A. Blaylock re: case status and related issues (1.1); draft email to A. Qureshi re: 2019 statement (.1); draft email to A. Freeman re: same (.1); email exchange with A. Freeman re: Debtors' operating report (.1); draft email to FTI re: same (.1); team meeting (.8).	
06/25/12	AKK	0002	0.80
		Internal conference re case update and next steps.	
06/26/12	DHB	0002	0.20
		Telephone call with counsel to Rockwell re status.	
06/26/12	TS	0002	1.40
		Organize case documents (.5); review docket (.4); update case calendar (.4); emails with L. Zahradka re calendar and projects (.1).	
06/26/12	DKB	0002	0.80
		Communications with L. Zahradka re filing of 2019 Statement (.1); prepare document to be filed (.1); effect the above (.2); prepare document for service (.2); forward the above to noticing agent for service (.1); communications with attorney re status (.1).	
06/26/12	KGM	0002	0.30
		Email exchanges with L. Zahradka re: 2019 statement and review final draft of same (.1); review task list and correspondence with L. Zahradka re: same (.2).	
06/27/12	TS	0002	1.20
		Research and update contact list (.6); review docket and pleadings and update case calendar (.5); prepare outlook notices (.1).	
06/27/12	AF	0002	0.20
		Review case calendar.	
06/27/12	DKB	0002	0.40
		Review and update ECF notifications for team.	
06/27/12	ML	0002	2.00
		Prepare case documents for attorneys review.	
06/27/12	KGM	0002	0.10
		Email exchanges with L. Zahradka re: revisions to contact list.	
06/28/12	AF	0002	0.20
		Emails re: pending motions.	
06/28/12	ALB	0002	0.20
		Review task list and calendar.	
06/28/12	KGM	0002	0.90
		Review calendar and task list and comment on same (.5); correspondence with A. Freeman re: case management issues (.2); teleconference with B. Wolf re: filing of 2019 statement by indenture trustees (.2).	
06/29/12	DKB	0002	0.40
		Pulled pleadings for attorneys.	
06/04/12	RAC	0003	0.90
		Begin prep of monthly fee statement.	
06/05/12	RAC	0003	0.30
		Continue prep of monthly fee statement.	
06/11/12	PJS	0003	1.10
		Review and prepare documents re monthly fee statement.	
06/20/12	AF	0003	0.30
		Communications re: monthly fee statements.	
06/27/12	PJS	0003	2.30
		Review and prepare documents re monthly fee statement.	
06/28/12	AF	0003	0.40
		Communications re: fee statement.	
06/28/12	KGM	0003	4.50
		Work on monthly fee statement.	
06/29/12	AF	0003	0.30
		Work on monthly fee statement.	
06/29/12	KGM	0003	2.50
		Work on monthly fee statement.	
06/01/12	KGM	0004	0.30
		Email exchanges with Committee members re: expense reimbursements (.2); email R. Cohen re: tracking same (.1).	
06/04/12	KGM	0004	0.10
		Email exchange with C. Graham re: expense reimbursement.	
06/07/12	RAC	0004	0.70
		Correspondence with committee members regarding expense reimbursement forms.	
06/08/12	DKB	0004	2.60
		Communications with R. Cohen re reimbursement of committee members' expenses (.2); review and organize the above (.9); communications with P. Sprofera re above (.2); draft tracking chart (.2);	

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		update the above (.6); review additional submissions (.4); communications with attorney re status (.1).	
06/08/12	RAC	0004 Review PBGC's expense form and corr. re same with PBGC.	0.20
06/08/12	KGM	0004 Email exchanges with Cte members re: expense reimbursements.	0.20
06/11/12	DKB	0004 Communications with R. Cohen re committee members expenses (.2); review data (.5); update tracking charts (.6); draft application for reimbursement of committee members expenses (2.1); communications with attorney re status (.2).	3.60
06/11/12	RAC	0004 Emails to Committee members regarding expense forms and conversion to US dollars and calls re same (.5); communications with D. Krasa- Brestell re expenses (.3).	0.80
06/12/12	DKB	0004 Review and update committee members expense applications (1.6); communications with R. Cohen re status (.1).	1.70
06/13/12	DKB	0004 Correspondence with R. Cohen re preparation of committee members expenses (.2); draft applications therefore (3.1); update expense file (.8); update tracking charts (1); correspondence with attorney re status (.2).	5.30
06/18/12	AF	0004 Emails re: professional fee invoices.	0.20
06/18/12	AF	0004 Emails re: Brown Rudnick invoice.	0.20
06/18/12	KGM	0004 Email exchanges with A. Freeman re: Brown Rudnick's invoice (.1); review final DIP order re: same (.2).	0.30
06/18/12	AKK	0004 Review invoices for counsel for DIP agent per final DIP order (.9); correspond with A. Freeman re same (.2).	1.10
06/19/12	DHB	0004 Begin review of other professionals' fee applications.	0.40
06/19/12	AF	0004 Review B.R. invoice (.3); review Sidley invoice (.3).	0.60
06/20/12	KGM	0004 Review Brown Rudnick's May invoice.	0.40
06/20/12	KGM	0004 Draft email to L. Zahradka and R. Cohen re: Committee expense reimbursement issue.	0.10
06/20/12	KGM	0004 Email L. Zahradka re: reviewing Debtors' professionals' monthly fee apps and related issues.	0.20
06/20/12	KGM	0004 Email L. Zahradka re: status of Committee expense reimbursement app.	0.10
06/21/12	TS	0004 Retrieval and organization of monthly fee statements.	0.30
06/26/12	TS	0004 Prepare summary of professional fees.	0.50
06/27/12	TS	0004 Work on summary of professional fees	1.10
06/28/12	AF	0004 Emails re: HL invoice.	0.20
06/28/12	ALB	0004 Review invoice of HL (.1); correspondence re same and requirements with A. Freeman (.1)(.2) and A. Kurichety (.1).	0.50
06/29/12	AF	0004 Emails re: HL fee letter.	0.30
06/29/12	ALB	0004 Review HL invoice (.2); correspondence with A. Freeman (.1) and HL (.1) re same.	0.40
06/19/12	TS	0005 Download and organize all schedules and statements (1.5); prepare binder index re same (.5); coordinate production of binders (.1).	2.10
06/19/12	AF	0005 Emails re: sofas and schedules with Akin team.	0.60
06/19/12	DKB	0005 Review case docket for filed schedules and statements (.3); review filed schedules and statements (.5); prepare notebooks of same (1.2); correspondence with T. Southwell re updating schedules file (.2); work on logistics of preparing complete sets for attorneys (.3); correspondence with attorney re status (.2).	2.70
06/19/12	RAC	0005 Review precedent and draft summary/analysis of Hawker Beechcraft, Inc. schedules and statements (1.7); conversations with K. Manoukian re same (.5); call Debtor's counsel re same (.1); communications with paralegal re preparation of binders re same (.2).	2.50
06/19/12	KGM	0005 Email exchanges with A. Freeman and R. Cohen re: summary of statements and schedules (.1); conferences (x2) with R. Cohen re: same (.5).	0.60
06/20/12	DKB	0005 Review and organize schedules and statements (1.5); correspondence with attorney re status (.2); prepare additional sets for attorneys (.7).	2.40
06/20/12	RAC	0005 Review and analysis of Debtor's schedules and SOFAs (7.5); review precedent re same (2.9) and discussion with FTI re analysis of same (.8).	11.20
06/20/12	KGM	0005 Communications with R. Cohen re: statements and schedules (.2); teleconference with A. Bekker re: same (.2).	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/21/12	DKB	0005 Communications with R. Cohen re summarizing schedules and statements (.2); review and analyze data (2.5); update summary sheets (.7); communications with attorney re status (.2); Prepare additional data for attorney review (.6).	4.20
06/21/12	RAC	0005 Review and analyze Debtors' SOFAs and Schedules (1.9)(2.3); review and revise summary of same (3.6).	7.80
06/21/12	KGM	0005 Communications with R. Cohen re: statements and schedules (.3); review email exchanges between R. Cohen and A. Bekker re: same (.1).	0.40
06/22/12	DKB	0005 Communications with R. Cohen re summaries of schedules and statement (.1); review and update the above (2.8); correspondence with attorney re status (.1).	3.00
06/22/12	RAC	0005 Finalize summaries/analysis of SOFAs and schedules filed by Debtors.	4.00
06/01/12	DHB	0006 Begin review of retention materials (.3); emails re same (.2).	0.50
06/01/12	PJS	0006 Review and prepare documents re retention application, declaration and related schedules.	1.30
06/01/12	AF	0006 Various communications re: retention application.	1.30
06/01/12	RAC	0006 Draft Kass affidavit for KCC retention application, circulate same and KCC retention application to KCC.	1.20
06/01/12	RAC	0006 Various correspondence with P. Sprofera, K. Manoukian re status of conflicts check and retention application status (.3)(.2); revise and update retention application (1.2)(1.3).	3.00
06/01/12	RAC	0006 Call with KCC regarding 1102 sharing motion and KCC retention application (.7); follow up emails re same (.3).	1.00
06/01/12	KGM	0006 Teleconference with KCC team re: retention, setting up committee website and related matters (.5).	0.50
06/01/12	KGM	0006 Email exchanges with Akin team re: retention applications and related filing and objection deadlines for same (.2); review local rules re: same (.2).	0.40
06/04/12	DHB	0006 Continue review and revisions to retention application.	0.50
06/04/12	AF	0006 Communications re: Kcc retentions and info sharing motion with Akin team.	0.20
06/04/12	AF	0006 Various communications re: retention apps.	0.60
06/04/12	DKB	0006 Communications with R. Cohen re research re retention precedent (.2); research the above (1.2); prepare set of relevant documents for attorneys (.6).	2.00
06/04/12	RAC	0006 Revise and updated KCC services agreement, review precedent re same, circulate analysis to AG team and circulate same to team and KCC (2.9); revise and edit draft KCC/Information Sharing application/motion and circulate same to K. Manoukian (.9); revise and edit Crowe & Dunlevy retention application and circulate same to K. Manoukian and A. Freeman (2.8).	6.60
06/04/12	KGM	0006 Review and respond to emails re: Crowe & Dunlevy retention application (.2); review emails re: FTI's retention application (.2).	0.40
06/04/12	KGM	0006 Review email exchanges between R. Cohen and B. Schrag at KCC re: retention application (.1); correspondence with R. Cohen re: same (.1); multiple email exchanges with A. Freeman and R. Cohen re: same (.2).	0.40
06/05/12	AF	0006 Various communications re: professional retention apps.	0.50
06/05/12	DKB	0006 Communications with R. Cohen re research re retention precedent (.2); research re: same (1.4); prepare set of relevant documents for attorneys (.6).	2.20
06/05/12	RAC	0006 Draft notice of hearing for retention application.	0.80
06/05/12	RAC	0006 Various email correspondence with FAA counsel regarding retention application (.3)(.4); research precedent re proper form of schedules for same (.7); email correspondence internally with K. Manoukian and A. Freeman re same (.2); research and review precedent with respect to information agent agreements (.8); call with KCC regarding services agreement (.6), revise same in accordance with call (1.7)(.9); revise and edit Crowe and Dunlevy retention application with K. Manoukian's comments (2.0), circulate same to the team (.2).	7.80
06/05/12	KGM	0006 Email exchanges with A. Freeman and R. Cohen re: FAA counsel's and	4.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		KCC retention applications (.3); review and revise KCC retention application (2.2); teleconference with KCC re: same (.1); review and revise FAA counsel's retention application (1.9); email exchanges with A. Freeman and R. Cohen re: FTI retention application (.2).	
06/06/12	DHB	0006 Continue review and revisions to retention application.	1.20
06/06/12	DHB	0006 Brief review of KCC agreement.	0.20
06/06/12	AF	0006 Review and revise 1102 motion/kcc app (1.3); review and revise FTI retention app (1.0); C&D app (.8).	3.10
06/06/12	RAC	0006 Review Crowe & Dunlevy's revised application and make edits thereto, conversation with Crowe re same (1.3); revise and mark-up FTI's retention application (4.2); research precedent for FA's and revise FTI's proposed order re same (1.8); correspondence re my analysis of indemnification provision precedent with A. Freeman (.4); circulate KCC Services Agreement to AG FR team for sign-off (.3).	8.00
06/06/12	KGM	0006 Review emails re: FTI retention application (.2); email R. Cohen re: status of other Committee professionals' retention applications (.1).	0.30
06/07/12	TS	0006 Retrieval and organize notices of appearance re conflicts check for R. Cohen (.8); review and prepare list of parties (.5) for AG retention.	1.30
06/07/12	AF	0006 Attention to FTI retention application (.6); communications re: AG retention app (.8); attention to KCC retention app (1.5).	2.90
06/07/12	RAC	0006 Revise Akin Gump retention application with D. Botter comments (.5); various emails with D. Botter and P. Sprofera re same and updated conflicts check (.4); communications re AG retention application to D. Botter and AG team (.3).	1.20
06/07/12	RAC	0006 Circulate KCC Services Agreement to the PBGC and correspondence re same with Akin FR team (.7); call with PBGC representative re same (.2); revise the FTI and C&D retention applications and circulate same to D. Botter (2.3); circulate revised version of FTI retention application to FTI Team and correspondence with A. Freeman re same (.9).	4.10
06/07/12	KGM	0006 Email exchanges with R. Cohen re: KCC retention application and email to PBGC re: same.	0.20
06/07/12	KGM	0006 Review email exchanges between R. Cohen and D. Botter re: Akin's retention applications.	0.10
06/08/12	PJS	0006 Review and prepare documents re retention application, declaration and related schedules.	1.70
06/08/12	AF	0006 Review and revise FTI retention app (1.4); KCC retention app (.8); AG retention app (.2).	2.40
06/08/12	RAC	0006 Review and revise updated version of AG retention application (.8); corr. and calls with P. Sprofera and M. Andino re same (.2).	1.00
06/08/12	RAC	0006 Continue work re: FTI retention application (.2); correspondence with FTI and review signed affidavits re same (.3); review and circulate AG retention application to the PBGC for execution and sign-off (.9); review, edit and circulate KCC Services Agreement and Kass Affidavit to KCC for execution in connection with KCC retention application and corr. with KCC re same (.8).	2.20
06/08/12	KGM	0006 Review emails re: FTI retention app (.1); review R. Cohen's comments to FTI's retention application (.3); review email exchanges between R. Cohen and A. Freeman re: Cte retention applications (.1); review and respond to emails re: KCC retention application (.2).	0.70
06/09/12	AF	0006 Communications re: FTI retention application.	0.20
06/09/12	RAC	0006 Review and circulate precedent re indemnification provisions for retention of financial advisors to M. Diaz at FTI.	0.50
06/11/12	DHB	0006 Review and comment on C & D application and emails re same.	0.60
06/11/12	TS	0006 Review of case management procedures re drafting notice of hearing for various retention applications (.4); draft notices of hearing re Akin retention (.5), FTI retention (.5), information protocol/KCC retention (.5), and Crowe & Dunlevy retention (.5).	2.40
06/11/12	AF	0006 Various communications re: KCC/info sharing motion (1.0); attention to FTI retention app (.5); C&D retention app (.9); AG retention app (.2).	2.60
06/11/12	RAC	0006 Emails to FTI re retention application (.1); finalize FTI retention	3.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		application draft and circulate to D. Botter for review and comment (.8); finalize and circulate fully executed KCC Service Agreement to KCC and the PBGC (.6); coordinate with T. Southwell to draft notices of hearing for retention applications scheduled to be filed June 13 and review and revise same (.9); revise C&D retention application with Botter's comments (.4); email to K. Manoukian and A. Freeman regarding UST's comments to KCC retention application/1102 sharing motion and analyzing same as relates to precedent (.8).	
06/11/12	KGM	0006 Review and revise Crowe retention application (.4); email same to UST for review (.1); review email exchanges between Akin and FTI re: status of retention application (.1); email exchange with R. Cohen re: KCC retention (.1); review fully executed service agreement and comment on same (.1); correspondence with R. Cohen re: status of all retention applications (.1); review UST's comments to KCC's retention application (.1); email exchanges with R. Cohen re: same (.2).	1.20
06/12/12	DHB	0006 Review and comment on FTI application (.6); correspondence with R. Cohen and A. Freeman re same (.1) and other applications (.1).	0.80
06/12/12	TS	0006 Work on finalizing notices of hearing re Akin and Crowe & Dunlevy retention, including review of case management procedures (.8); email and confer with R. Cohen re same (.2); finalize notices (.4); assist R. Cohen with finalizing Akin retention application (.6); assist R. Cohen with finalizing Crowe & Dunlevy retention application (.6); correspondence with R. Cohen re docket information (.2); ECF file Akin retention application (.3); ECF file Crowe & Dunlevy retention application (.3); coordinate chambers package re same (.1).	3.50
06/12/12	AF	0006 Finalize FTI retention app (1.1); finalize KCC/info sharing motion (1.0); finalize C&D retention app (.7).	2.80
06/12/12	RAC	0006 Call with U.S. Trustee regarding KCC retention application/1102 information sharing motion and follow up emails re same with KCC (0.4); revise and finalize KCC retention application/1102 motion with UST Comments and prepare same for filing (1.3); revise Crowe & Dunlevy retention application and prepare and finalize for filing, including circulating to the PBGC for execution (1.0); revise FTI retention application with D. Botter comments (0.4); call with the UST regarding FTI retention application and follow up email with FTI/Arvai group re same (0.6), follow up communications with K. Manoukian re same (0.2); revise FTI application with SDNY standard language for indemnification provisions (0.4); email regarding service of filings with KCC (0.2); various emails with T. Southwell regarding notices of hearing for retention applications, revise same (0.6); communications re applications with A. Freeman and D. Botter (0.1); revise and prepare KCC retention application/1102 sharing motion for filing (2.8).	8.00
06/12/12	RAC	0006 Prepare, revise and finalize Akin Gump retention application (1.2)(1.9); revise, edit motion and notice of hearing to finalize for filing (.8); various emails and conversations with K. Manoukian re same (.3)(.1)(.2).	4.50
06/12/12	KGM	0006 Email exchanges with A. Freeman re: KCC retention application (.1); review KCC services agreement (.1); teleconference with UST and R. Cohen re: same (.2); email/teleconference with KCC re: same (.1); email exchanges with R. Cohen re: revisions to same (.1); teleconference with UST re: FTIs' and KCC's retention applications (.3); communications with R. Cohen re same (.2); review revised KCC retention order and comment on same (.1); teleconference with M. Diaz re: UST comments to FTI retention application (.2); email exchange with R. Cohen re: same (.1); multiple email exchanges with R. Cohen re: FTI's retention and related issues (.2); review, revise and finalize Akin's retention application for filing (2.0); multiple email exchanges with R. Cohen re: same (.4); review, revise and finalize KCC's retention application for filing (1.7); email exchanges with R. Cohen re: filing and service procedures for same and related issues (.3); email exchanges with A.	6.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Freeman re: retention applications (.1); review finalized drafts of KCC and Akin retention applications in preparation for filing (.2).	
06/12/12	KGM	0006 Review email exchanges between R. Cohen and KCC re: filing and service of various retention applications (.2).	0.20
06/13/12	TS	0006 Finalize application to employ FTI (.4); emails with R. Cohen re same (.2); ECF file same (.3); finalize application to employ Crowe & Dunlevy (.4); confer and emails with R. Cohen re same (.1); ECF file same (.3); coordinate service with KCC (.2); coordinate chambers copy (.1); follow-up with R. Cohen re filed documents (.1).	2.10
06/13/12	AF	0006 Work re: finalization and filing of FTI retention app (.8); C&D retention app (.3).	1.10
06/13/12	DKB	0006 Correspondence with R. Cohen re notices of committee professionals retention applications (.1); review the above (.5); draft revised version (1.1); correspondence with attorney re status (.1).	1.80
06/13/12	RAC	0006 Various conversations with the UST regarding FTI's retention application (.9); revise and update same and prepare for filing (1.3)(.9)(2.7), various communications with K. Manoukian and T. Southwell re filing and finalizing document (.2)(.1)(.3); prepare and finalize Crowe and Dunlevy retention application (3.3).	9.70
06/13/12	KGM	0006 Review email exchanges between R. Cohen and FTI re: additional comments from UST re: FTI retention app (.1); review UST's comments and email R. Cohen re: same (.1); multiple email exchanges with R. Cohen re: additional revisions to FTI retention application (.2); teleconference with R. Cohen and M. Diaz re: same (.1); review further revisions to proposed form of order approving FTI retention (.2); review and revise Crowe & Dunlevy's retention application (1.3); review final FTI retention application (1.2).	3.20
06/13/12	JAS	0006 Prepare retention application and protocols motion for delivery to bankruptcy courthouse (.3); draft cover letters (.4); prepare FTI and Crowe & Dunlevy retention applications for delivery to courthouse (.4).	1.10
06/14/12	TS	0006 Email retention documents to R. Cohen.	0.10
06/21/12	DHB	0006 Telephone call with K&E re FTI application.	0.10
06/26/12	AF	0006 Emails re: recently filed retention applications.	0.20
06/27/12	KGM	0006 Review and revise Akin Gump's retention order (.2); review and revise Crowe & Dunlevy's retention order (.2); review and revise KCC's retention order (.2); review and revise FTI's retention order (.2).	0.80
06/29/12	DHB	0006 Email communications re Deloitte retention.	0.10
06/29/12	AF	0006 Emails re: Deloitte retention app.	0.20
06/01/12	SBK	0007 Attend call w/Committee.	0.80
06/01/12	KGM	0007 Email exchange with Committee member re: in person Committee meeting.	0.10
06/05/12	AF	0007 Communications re: agenda for committee call (.2); emails re: 341 meeting (.2).	0.40
06/05/12	KGM	0007 Email exchange with D. Botter re: 341 meeting.	0.10
06/06/12	AF	0007 Review and comment on presentation for committee call.	0.30
06/06/12	RAC	0007 Prepare for pre-call for Committee call and circulate invites re same (.4); correspondence with D. Botter re same (.1).	0.50
06/06/12	KGM	0007 Email exchanges with R. Cohen re: standing pre-calls and logistics for committee call.	0.20
06/06/12	KGM	0007 Email exchanges with D. Botter re: agenda for committee call (.1); email exchanges with FTI re: same (.2).	0.30
06/07/12	DHB	0007 Prepare for meeting with UCC, including review of FTI presentation (1.3); professionals pre-call (.3); attend Committee meeting (1.3) and follow-up (.3).	3.20
06/07/12	DHB	0007 Revise agenda for meeting and emails re same (.1) (.2).	0.30
06/07/12	AF	0007 Various communications re: agenda/prepare for committee meeting (.2); attend pre-call (.3) and Committee meeting (1.3) and follow-up (.3).	2.10
06/07/12	RAC	0007 Participate in committee call (1.3) and professionals' precall (.3); prepare for same (.3); schedule and participate in professional's follow up call (.2).	2.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/07/12	KGM	0007 Email exchange with D. Botter re: agenda for 6/7 Committee call (.1); revise same (.1); email exchanges with FTI re: materials for same (.2); review FTI presentation to Committee re: liquidity and waterfall (.2); email exchanges with FTI re: same (.1); revise agenda and email to the Committee re: call based on comments from D. Botter (.2); participate in professionals' pre-call (.3); participate in Committee call (1.3).	2.50
06/07/12	KGM	0007 Email exchange with R. Cohen re: logistics for 6/11 Committee call (.2); circulate agenda and related materials to Committee members in advance of Committee call (.2).	0.40
06/07/12	AKK	0007 Telephone conferences with Akin and FTI re committee call (.3); telephone conference with Committee re case update (1.3); follow-up re: same (.2).	1.80
06/08/12	RAC	0007 Various emails re June 11 Committee call and logistics re same (.2).	0.20
06/08/12	KGM	0007 Email exchanges with R. Cohen re: upcoming committee call.	0.10
06/11/12	RAC	0007 Prepare for 6/14/12 Committee call.	1.20
06/11/12	KGM	0007 Draft email to the Committee re: rescheduling of call (.1); email exchange with D. Botter re: same (.1).	0.20
06/13/12	DHB	0007 Review and revise agenda (.2); emails re same and review and revise email to Committee re agenda (.3).	0.50
06/13/12	AF	0007 Review and comment on FTI presentations for committee meeting (1.0); various communications re: committee call (.8); prepare for same (.6).	2.40
06/13/12	KGM	0007 Email exchanges with D. Botter and A. Freeman re: agenda for Committee call (.1); email FTI re: agenda for Committee call (.1); draft agenda for Cte call (.4); draft detailed email to the Committee re: items to be discussed and status of sale process (.5); multiple email exchanges with D. Botter and A. Freeman re: revisions to same and agenda (.5); review and make multiple revisions to draft email to Committee based on comments from A. Freeman and D. Botter (.3); review and circulate email with relevant materials to Committee members (.1); draft email to Kirkland re: upcoming committee call and participation in same (.1).	2.10
06/14/12	SBK	0007 Attend professionals pre-call (.3) and committee call re M&A alternatives and other pending matters (2.1).	2.40
06/14/12	AF	0007 Telephone call with A. Bekker re: committee call presentations (.3); review and revise same (.6); precall with professionals (.3); conference call with committee (2.1); related follow up (.3).	3.60
06/14/12	DKB	0007 Correspondence with R. Cohen re 341 meeting (.1); review information pertaining thereto (.3); prepare materials for attending attorneys (1.1).	1.50
06/14/12	RAC	0007 Prepare for (1.0) and participate in Committee call (2.1); participate in precall re same (.3).	3.40
06/14/12	KGM	0007 Draft email to Akin and FTI teams re: pre-call in advance of Committee call and prepare for same (.2); draft email and prepare for pre-call between Akin, FTI and Debtors re: Committee call (.2); participate in pre-call with Akin and FTI (.3); participate in Committee call (2.1); participate in post-call discussion with Akin team (.3); draft email to the Committee re: upcoming Creditors' Meeting (.2); email exchanges with R. Cohen re: future committee calls (.2).	3.50
06/14/12	AKK	0007 Telephone conference with Akin and FTI re Committee call (.3); telephone conference re Committee call (2.1).	2.40
06/15/12	AF	0007 Emails re: committee meetings.	0.20
06/20/12	DHB	0007 Extensive email communications re agenda and open items for Committee meeting (.4); review and revise agenda (.2); communications with A. Freeman and K. Manoukian re same (.2).	0.80
06/20/12	AF	0007 Prepare for upcoming committee call.	0.60
06/20/12	KGM	0007 Multiple email exchanges with Akin and FTI teams re: agenda for Committee call (.3); prepare same (.4); revise same based on comments from D. Botter (.1).	0.80
06/21/12	DHG	0007 Prepare for Committee call (.8); professionals pre-call (.3); participate in Committee call (.7).	1.80
06/21/12	DHB	0007 Prepare for Committee call (.7); professionals pre-call (.3); attend Committee call and follow-up (.7) (.2).	1.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/21/12	SBK	0007 Attend pre-call (.3) and TC w/committee re pending matters (.7); follow-up re: same (.2).	1.20
06/21/12	AF	0007 Conference call with committee (.7); precall with professionals (.3); related follow up (.3).	1.30
06/21/12	RAC	0007 Prepare for (.9) and participate in Committee call (.7) and professional's pre-call (.3).	1.90
06/21/12	KGM	0007 Participate in professionals' pre-call (.3); participate in Committee call (.7); participate in post call with Akin team (.3).	1.30
06/21/12	AKK	0007 Telephone conference with Akin and FTI re Committee call (.3); telephone conference with Committee re case update (.7).	1.00
06/22/12	AF	0007 Emails re: upcoming committee call.	0.30
06/25/12	SBK	0007 Several emails to/from Akin team re rescheduling committee call.	0.40
06/25/12	LZ	0007 Prepare for Committee Call on 6/26 (.7) and emails w/A. Blaylock (.2) and K. Manoukian (.2) re: same.	1.10
06/25/12	KGM	0007 Draft email to the Committee re: updated committee call time and related issues (.1); multiple email exchanges with D. Botter re: same (.2); multiple email exchanges with A. Freeman re: revisions to same (.2); review email exchanges from Debtors' professionals re: participating in same (.1); prepare for same (.3).	0.90
06/26/12	DHG	0007 Participate in professionals' pre-Committee call (.3); participate in Committee call (1.2); follow-up re: same (.2).	1.70
06/26/12	DHB	0007 Prepare for Committee call (.4); professionals pre-call (.3) and attend Committee call (1.2); follow-up re same (.2).	2.10
06/26/12	SBK	0007 Emails to/from Botter & Freeman re agenda for committee call (.3); Attend professionals pre-call (.3) and committee call re m&a process update (1.2); Attend follow-up call w/Akin & FTI (.3).	2.10
06/26/12	AF	0007 Conference call with committee (1.2); precall with professionals re: same (.3); related follow up (.3); prepare for same (.7).	2.50
06/26/12	AF	0007 Attend 341 meeting.	0.50
06/26/12	LZ	0007 Prep for (4.3) and call w/ (1.2) Committee; follow-up call w/FTI (.3).	5.80
06/26/12	ALB	0007 Attend pre-call (.3) and UCC Call (1.2); prepare for same (.1).	1.60
06/26/12	KGM	0007 Email exchange with D. Botter re: professionals' call prior to Committee call (.1); email L. Zahradka re: same (.1); coordinate with L. Zahradka re: committee and professionals' calls (.2); participate in professionals pre-call in advance of committee call (.3); participate in Committee call (1.2).	1.90
06/27/12	AF	0007 Prepare for committee call on 6/28.	0.60
06/27/12	KGM	0007 Draft agenda for Committee's 6/28 meeting and circulate same to D. Botter and A. Freeman (.2); email exchanges with FTI and Akin team re: items be discussed at same (.2).	0.40
06/27/12	KGM	0007 Email exchanges with Akin team re: pre-call in advance of Committee call.	0.20
06/28/12	DHB	0007 Professionals pre-call (.3); prepare for Committee call (.8); attend same (1.3).	2.40
06/28/12	SBK	0007 Attend professionals pre-call re prep for committee call (.3); Attend committee call (1.3); prepare for same (.2).	1.80
06/28/12	AF	0007 Precall with professionals (.3); committee call (1.3); prepare for same (.4); follow-up re: same (.2).	2.20
06/28/12	LZ	0007 Prepare for Committee call (1.9); revise case calendar and task list (.4); Committee call (1.3); follow-up re: same (.4).	4.00
06/28/12	ALB	0007 Attend professionals pre-call (.3); attend committee call (1.3).	1.60
06/28/12	KGM	0007 Email Akin and FTI teams re: pre-call in advance of Committee call (.1); participate in same (.3) and post call with Akin team (.2); participate in Committee call (1.3); post-call with Akin team (.2).	2.10
06/01/12	AF	0008 Emails re: hearing dates.	0.20
06/04/12	AF	0008 Emails re: hearing dates.	0.10
06/12/12	TS	0008 Review notice of omnibus hearing (.1).	0.10
06/15/12	JAS	0008 Confer with C. Greene re notice of hearing (.2); correspondence with K. Manoukian re same (.2); review docket for notice of hearing and order setting omnibus hearing dates (.4); pull materials for meeting (.3); pull	1.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		and e-mail agenda to K. Manoukian (.1).	
06/21/12	AF	0008 Communications re: upcoming hearing.	0.30
06/22/12	KGM	0008 Email L. Zahradka re: matters going forward at 6/26 hearing.	0.10
06/25/12	AF	0008 Communications re: upcoming hearing.	0.40
06/25/12	ALB	0008 Correspondence with team re hearing.	0.20
06/25/12	KGM	0008 Email exchanges with Debtors re: matters going forward at omni hearing (.2); email exchanges with Akin team re: same (.2).	0.40
06/25/12	JAS	0008 Hearing preparation for 6/27 hearing.	0.50
06/26/12	LZ	0008 Review CMO re: telephonic court appearances (.1); call w/Chambers re: same (.1).	0.20
06/26/12	KGM	0008 Email exchanges with L. Zahradka re: contacting chambers re: telephonic appearance at 6/27 hearing (.2); correspondence with L. Zahradka re: submitting proposed orders to chambers in advance of 6/27 hearing (.1); email exchanges with L. Zahradka re: hearing prep (.1); email exchanges with M. Diaz re: appearance at 6/27 hearing and related issues (.2).	0.60
06/26/12	JAS	0008 Preparation for hearing on June 27, 2012.	2.50
06/27/12	DHB	0008 Prepare for hearing (.3); attend same and Chambers conference (.8).	1.10
06/27/12	AF	0008 Prepare for (.3) and attend hearing and chambers conference (.7).	1.00
06/27/12	LZ	0008 Review and revise proposed forms of order.	0.50
06/27/12	KGM	0008 Work related to hearing prep and KCC's and C&D's appearance at today's hearing (.5); multiple email exchanges with M. Paque from KCC re: same (.2); multiple email exchanges with J. Morse from C&D re: same (.2); email exchanges with A. Freeman re: same (.2).	1.10
06/21/12	KGM	0009 Review FTI's deck re: cash flow update and comment on same (.3); distribute same to the Committee (.1).	0.40
06/25/12	AF	0009 Communications re: MOR.	0.30
06/26/12	KGM	0009 Review Debtors' monthly operating report for May and distribute same to Committee.	0.20
06/28/12	AF	0009 Review and comment on recovery analysis/cash flow report (.5); discuss same with A. Bekker (.2).	0.70
06/28/12	KGM	0009 Email exchanges with FTI team re: cash flow update and related materials.	0.10
06/04/12	MSM	0010 Review DIP order and DIP credit agreement.	1.20
06/04/12	DHB	0010 Telephone call with Milbank re DIP.	0.20
06/04/12	AF	0010 Various communications re: re: final DIP order.	0.40
06/05/12	AF	0010 Emails re: DIP order.	0.40
06/05/12	MR	0010 Discuss w/ E. Chang w/r/t due diligence request and review draft of same.	1.00
06/06/12	BK	0010 Attention to lien review.	1.40
06/13/12	AKK	0010 Review DIP documents re sale issues (1.1); correspond with D. Botter re same (.3).	1.40
06/18/12	SJB	0010 Conformed amended DIP credit agreement.	1.00
06/21/12	MR	0010 Review DIP order.	1.00
06/28/12	AKK	0010 Review Final DIP Order re investigation period issues (.2); correspond with L. Zahradka re same (.1).	0.30
06/01/12	AQ	0013 Conference call with FTI regarding LBO diligence.	0.40
06/01/12	AQ	0013 Review and edit LBO diligence request.	0.20
06/01/12	BK	0013 Attention to lien review.	1.00
06/01/12	EJC	0013 Lien review (2.5); review prepetition agreements (1.0).	3.50
06/01/12	JLG	0013 Attend call with A. Qureshi and FTI regarding diligence requests.	0.50
06/01/12	KGM	0013 Teleconference with A. Qureshi, J. Goldsmith and FTI re: solvency diligence request (.5); prepare and email draft diligence list to FTI (.3); draft detailed email to Debtors re: same (.2).	1.00
06/03/12	AF	0013 Various communications re: diligence requests.	0.50
06/04/12	AF	0013 Various communications re: diligence requests.	0.70
06/04/12	BK	0013 Attention to lien review.	1.00
06/04/12	MR	0013 Review capital structure (0.3); Communications w/ B. Kim and E. Chang w/r/t lien review (0.5); Review Declaration of Robert S. Miller (1.4); Correspondence w/ J. Price and E. Chang w/r/t lien review (0.2);	2.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Communications w/ E. Chang w/r/t lien searches (0.3).	
06/04/12	EJC	0013 Meet with B. Kim and M. Ru (0.2); review lien search results (0.6).	0.80
06/04/12	KGM	0013 Email exchanges with A. Qureshi and A. Freeman re: diligence request (.2); revise same based on comments from FTI (.1).	0.30
06/04/12	KGM	0013 Finalize initial diligence request re: LBO transaction.	0.20
06/05/12	DHB	0013 Emails re LBO review issues.	0.20
06/05/12	SBK	0013 Review/mark up draft diligence request list (.8); Emails to/from Freeman re same (.1).	0.90
06/05/12	AF	0013 Communications re: LBO analysis.	0.30
06/05/12	BK	0013 Attention to lien review.	0.90
06/05/12	EJC	0013 Prepare supplemental due diligence request list (1.3); review closing sets (3.3).	4.60
06/05/12	KGM	0013 Review and circulate initial diligence request to Kirkland (.2); email A. Freeman re: same (.1); email exchanges with Debtors' conflicts counsel re: same (.1).	0.40
06/06/12	MR	0013 Review guarantors under the debt facilities.	0.80
06/06/12	EJC	0013 Review list of guarantors (0.4); correspondence with FR team (0.2) re: lien review.	0.60
06/11/12	EJC	0013 Review closing sets from prepetition, bridge and DIP facilities.	2.20
06/11/12	KGM	0013 Teleconference with T. Foudy from Curtis re: initial diligence request re: LBO (.4); draft detailed email re: update on same to Akin and FTI teams (.2).	0.60
06/12/12	SBK	0013 Emails to/from Freeman and Botter re diligence request list.	0.30
06/12/12	KGM	0013 Email exchange with T. Foudy at Curtis Mallet re: LBO diligence request.	0.10
06/14/12	AQ	0013 Review and analyze stock purchase agreement and credit agreement related to 2006 transaction.	0.80
06/14/12	LMM	0013 Research on the Bloomberg re: LBO.	1.00
06/14/12	BK	0013 Attention to lien analysis.	2.10
06/14/12	MR	0013 Attention to lien perfection review.	3.00
06/14/12	EJC	0013 Review diligence documents (.6); annotate diligence request list for lien review (.4).	1.00
06/14/12	KGM	0013 Email exchange with Curtis Mallet re: Committee's initial diligence request (.1); review email exchanges between PBGC and Greenhill re: same (.1); draft detailed response to A. Kramer from Greenhill re: same (.5).	0.70
06/14/12	KGM	0013 Review email correspondence from lien review team (.1); draft detailed email to R. Kwasteniet re: additional documentation to be provided by Debtors for same (.2); email exchanges with Akin team and Kirkland team re: same (.3).	0.60
06/15/12	AF	0013 Various communications re: diligence requests.	1.60
06/15/12	ML	0013 Prepare case documents for attorneys review.	1.50
06/15/12	KGM	0013 Review first set of responses to initial diligence request re: LBO transaction and forward same to Akin, FTI and PBGC (.2); review preliminary legal due diligence request list (1.5).	1.70
06/18/12	MR	0013 Review comprehensive diligence list and comments thereto (0.7); review Kirkland's follow up on lien analysis request (0.4).	1.10
06/18/12	JLG	0013 Review inbound document production regarding pre-petition transactions.	5.80
06/19/12	AQ	0013 Confer w/J. Goldsmith regarding status of LBO investigation.	0.20
06/19/12	JLG	0013 Review inbound document production.	2.60
06/19/12	KGM	0013 Review email exchanges between Akin and FTI re: diligence requests.	0.10
06/20/12	PLG	0013 Review of IP filings (.7); preparation of chart relating to searches (.5).	1.20
06/21/12	MSM	0013 Communications with A. Kurichety and F. Wilkosz regarding collateral securing the Senior Tranche Advance (0.4); correspondence with D. Botter regarding results of initial analysis and required work product (0.2); review portions of the DIP order regarding the perfection of liens and provide comments to A. Kurichety regarding same (0.3).	0.90
06/21/12	PLG	0013 Review of charter documents for all entities (1.9); communications with Dan Plucinski regarding trademark, patent and copyright searches (.5).	2.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/21/12	DFP	0013 Research Copyright, Patent and Trademark registrations for Hawker Beechcraft, et al.	2.80
06/21/12	FJW	0013 Conference with E. Chang re: liens (.2); review documents re: same (0.9); correspondence with M. Mandel re: same (0.2).	1.30
06/21/12	AKK	0013 Review final DIP order re challenge issues (.4); correspond with M. Mandel and D. Botter re same (.3).	0.50
06/22/12	KGM	0013 Email J. Goldsmith re: LBO diligence request (.1); follow up with Curtis Mallet re: same (.1).	0.20
06/23/12	PLG	0013 Review patent, trademark and copyright filings.	4.00
06/25/12	PLG	0013 Complete review of patent, trademark and copyright searches.	5.30
06/25/12	JAS	0013 Develop e-file of all documents in response to production request re LBO transaction.	1.80
06/26/12	AQ	0013 Review and analyze documents produced re 2007 transaction.	0.70
06/26/12	JLG	0013 Review documents regarding LBO.	3.90
06/26/12	KGM	0013 Conference with J. Samper re: responses to initial document request re: LBO transaction (.1); review document production in response to diligence request re: LBO transaction and circulate same to Akin and FTI teams (.5).	0.60
06/26/12	JAS	0013 Develop e-files of all documents re response to LBO transaction.	1.30
06/27/12	EJC	0013 Correspondence re Hawker IP collateral search.	0.30
06/27/12	JLG	0013 Review inbound document production.	1.10
06/28/12	PLG	0013 Complete analysis of IP searches.	1.80
06/28/12	FJW	0013 Conference with E. Chang re: liens (0.1); review security agreements (0.8).	0.90
06/28/12	JLG	0013 Review inbound document production.	3.20
06/29/12	JLG	0013 Review inbound document production.	2.40
06/01/12	MSM	0014 Conference with G. Gaddis regarding process going forward for lien analysis and valuation on the disputed assets (.3); review first day filings regarding same (.4); conference call with Kirkland regarding disputed assets (.5).	1.20
06/01/12	AF	0014 Various communications re: diligence requests (1.7); telephone call with M. Mandel re: same (.2).	1.90
06/01/12	FJW	0014 Conference with M. Mandel re: background (0.3); review background documents (0.9); participate in conference call re: unencumbered assets (0.6).	1.80
06/01/12	KGM	0014 Email D. Botter and M. Laber re: granting FAA counsel access to data room (.1).	0.10
06/01/12	AKK	0014 Telephone conference with Kirkland re lien issues.	0.50
06/04/12	MSM	0014 Telephone conversation with G. Gaddis regarding upcoming call with FTI and E. Arvai regarding unperfected assets.	0.40
06/04/12	PLG	0014 Review of UCC search results (2.3); summarization of same (.9).	3.20
06/05/12	PLG	0014 Review of UCC and other lien search results (.9); update chart (2.3).	3.20
06/06/12	PLG	0014 Review of search results for all Hawker entities.	0.90
06/07/12	MSM	0014 Review DIP aircraft collateral summary, and compare same to other company valuations of disputed assets.	0.80
06/07/12	MSM	0014 Begin review of due diligence list (0.3); prepare correspondence to G. Gaddis regarding same (0.2); conference with F. Wilkosz regarding response (0.2).	0.70
06/07/12	PLG	0014 Complete review of UCC and other lien searches (1.3); update and finalize chart summarizing same (2.5).	3.80
06/07/12	SBK	0014 Emails to/from T. Brown re diligence request list (.3); Discussion w/Brown re same (.3).	0.60
06/07/12	KGM	0014 Email exchanges with FAA counsel and M. Mandel re: access to data room (.1).	0.10
06/08/12	MSM	0014 Meeting with F. Wilkosz regarding due diligence requests (0.5); conference call with Kirkland, FTI, E. Arvai, Alvarez and others regarding disputed assets (1.0); follow-up conferences with F. Wilkosz and G. Gaddis regarding additional due diligence requirements (0.4); communications with S. Kuhn regarding due diligence request (0.2).	2.10
06/08/12	MSM	0014 Begin review of DIP Aircraft Collateral report, and compare tails to	1.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		aircraft costing and inventory summary for individual aircraft (0.8); conference with G. Gaddis regarding first phase of diligence (0.2); prepare correspondence to D. Botter regarding same (0.1); review Mata v. Eclipse Aerospace, Inc. regarding aircraft eligible for registration with the FAA (0.3).	
06/08/12	SBK	0014 Multiple conferences w/K&E, Akin, FTI, PWP and FAA counsel re unencumbered assets analysis and pension diligence/issues (1.2); Emails to/from T. Brown re diligence request list (.3)(.3).	1.80
06/08/12	AF	0014 Communications re: aircraft collateral.	0.30
06/08/12	MR	0014 Conference call between Akin and Kirkland teams w/r/t FAA liens.	1.20
06/08/12	EJC	0014 Attend call re security interest in aircraft collateral.	1.50
06/08/12	FJW	0014 Conference with M. Mandel re: diligence requests (.1); participate in conference call re: same (1.2); coordinate with attorneys on follow up call (.1).	1.50
06/08/12	AKK	0014 Telephone conference with Kirkland, A&M, Perella and FTI re unencumbered collateral perfection issues (1.2); prepare for same (.7).	1.90
06/10/12	FJW	0014 Coordinate call re: unencumbered assets.	0.20
06/11/12	MSM	0014 Review additional postings in data room, and provide scope of review to FAA counsel.	0.80
06/12/12	MSM	0014 Conference call with Kirkland and J. Gilcrest regarding follow-up due diligence questions relating to the disputed assets (0.5); follow-up conference with G. Gaddis regarding additional questions and due diligence regarding same (0.2); continue review of company-provided data relating to the disputed assets (0.7); telephone conversation with F. Wilkosz regarding call with FTI and E. Arvai (0.2).	1.60
06/12/12	FJW	0014 Participate in conference call re: unencumbered assets (0.5); coordinate follow up call (0.5).	1.00
06/13/12	MSM	0014 Review correspondence from the committee's FAA counsel regarding FAA filing information for disputed assets, and prepare follow-up correspondence to the debtors' FAA counsel regarding same (.5); follow-up telephone conversation with G. Gaddis regarding required documentation and conference call with FTI and E. Arvai (.2).	0.70
06/14/12	DHB	0014 Communications with M. Mandel re aircraft diligence (.2); work re same (.3); review snake report (.5).	1.00
06/14/12	SBK	0014 Review draft diligence list (.2); Review SEC filing status (.1); Email Kirkland re same (.2).	0.50
06/14/12	AF	0014 Emails re: lien analysis (.3); emails re: diligence requests (.4).	0.70
06/14/12	KGM	0014 Email exchange between Akin team re: Airbus letters (.1).	0.10
06/15/12	MSM	0014 Begin review of materials from Alvarez and Marsal regarding the disputed assets (0.8); conference call with G. Gaddis, FTI and E. Arvai regarding same (1.1); conference with F. Wilkosz regarding next steps (0.2); follow-up telephone conversation with G. Gaddis regarding FAA lien analysis and asset summary provided by the company (0.6).	2.70
06/15/12	DHB	0014 Conference call re aircraft diligence (1.2); follow-up re same (.3).	1.50
06/15/12	BK	0014 Attention to lien analysis.	2.20
06/15/12	MR	0014 Attention to lien perfection review (2.7); conference w/F. Wilkosz re: same (.1).	2.80
06/15/12	EJC	0014 Review diligence documents.	0.40
06/15/12	FJW	0014 Participate in conference call re: unencumbered assets (1.2); coordinate follow-up call (0.2); conference with M. Ru and E. Chang (0.1).	1.50
06/15/12	RAC	0014 Review letters/contracts between debtor and Airbus in data room.	0.40
06/15/12	KGM	0014 Email exchanges with Akin and Kirkland teams re: lien review documents.	0.20
06/16/12	EJC	0014 Communications with F. Wilkosz and M. Ru (0.4); correspondence re collateral review (0.4).	0.80
06/18/12	MSM	0014 Review correspondence from A. Freeman regarding aircraft due diligence and respond thereto.	0.20
06/18/12	MSM	0014 Review correspondence from G. Gaddis regarding perfected liens on aircraft as of petition date, and follow-up diligence in connection therewith (0.3); various correspondence with G. Gaddis regarding	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/18/12	SBK	0014 confirmation of aircraft mortgages on file as of the petition date (0.3). Communications w/T. Brown re diligence request list (.1); several emails to/from Akin team and FTI re same (.5).	0.60
06/18/12	AF	0014 Emails re: aircraft analysis.	0.30
06/18/12	EJC	0014 Annotate due diligence request list.	0.30
06/19/12	MSM	0014 Review results of FAA counsel's review of the disputed assets (0.3); provide response to questions raised by FAA counsel with respect to collateral securing certain advances (0.3).	0.60
06/19/12	MSM	0014 Review form of Hawker 4000 warranty and provide comments to F. Wilkosz.	0.80
06/19/12	DHB	0014 Begin review of Airbus documents (.4); email communications re diligence issues (.1).	0.50
06/20/12	MSM	0014 Review correspondence from G. Gaddis regarding collateral pools, and response from E. Arvai (0.2); review correspondence from M. Diaz regarding preliminary valuation report (0.2); conference with F. Wilkosz regarding continuing aircraft due diligence (0.3); conference call with G. Gaddis and F. Wilkosz regarding additional examination of aircraft records and preparation of work product (0.3).	1.00
06/20/12	FJW	0014 Review warranty (0.5); conference with M. Mandel re: same (0.5); review financial projects (0.5).	1.50
06/21/12	MSM	0014 Conference call with M. Diaz, E. Arvai and G. Gaddis regarding aircraft collateral (0.9).	0.90
06/21/12	DHB	0014 Communications with M. Mandel re lien analysis (.4) (.1); email communications re same (.2) (.1).	0.80
06/21/12	FJW	0014 Participate in conference call re: unencumbered assets (0.9).	0.90
06/21/12	AKK	0014 Telephone conference with M. Mandel, P. Gaddis and FTI re unencumbered collateral issues (.9).	0.90
06/29/12	DHB	0014 Conference call re aircraft perfection (.4); extensive emails re registration and filing issues (.4).	0.80
06/29/12	FJW	0014 Prepare for conference call (0.3); participate in conference call re: unencumbered assets (0.4); communications with A. Blaylock re: memo (0.1); review same (0.7).	1.50
06/29/12	ALB	0014 Weekly call re unencumbered assets (.4); follow-up correspondence and communications with F. Wilkosz re same (.2).	0.60
06/29/12	AKK	0014 Telephone conference with Akin, FTI and P. Gaddis re unencumbered collateral issues.	0.30
06/25/12	HBJ	0018 Review tax presentation and discuss with S Joffe, then with S Kuhn.	0.50
06/25/12	SLN	0018 Review tax presentation and bid summary.	1.20
06/26/12	HBJ	0018 Call with T. Davis, T. Maynes and S. Naegel re tax issues and email to Akin team (.4); correspondence with S. Naegel re: same (.1).	0.50
06/26/12	SLN	0018 Teleconference with T. Maynes, H. Jacobson, and T. Davis re: tax information (.4); correspondence follow-up with H. Jacobson re: tax issues (.1); review bid summaries and additional tax information (3.1).	3.60
06/27/12	AF	0018 Analysis re: tax considerations.	0.30
06/04/12	LDL	0019 Review DIP agreement and Order.	1.00
06/04/12	LDL	0019 Emails re MEP and other pension issues.	0.30
06/05/12	LDL	0019 Emails re MEP provisions in DIP.	0.30
06/05/12	AF	0019 Emails re: employee comp.	0.20
06/05/12	RAC	0019 Review Debtors' first day dec and wages motion.	0.60
06/05/12	KGM	0019 Review and respond to K&E's email re: additional employee compensation issues.	0.20
06/06/12	DHG	0019 Review proposal to IAM.	0.60
06/06/12	LDL	0019 Emails re pension issues re union plan.	0.50
06/06/12	DHB	0019 Email communications with K&E and FTI re IAM proposal (.3) (.3).	0.60
06/06/12	AF	0019 Emails re: retirement plans.	0.20
06/06/12	KGM	0019 Email exchange with Debtors re: additional wages issues (.1); multiple email exchanges with FTI re: same (.2); email exchanges with Kirkland re: same (.1).	0.40
06/07/12	LDL	0019 Review pension proposal (.9); email re same (.1).	1.00
06/07/12	DHB	0019 Review Mercer presentation re IAM proposal (1.0); emails with K.	1.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/07/12	AF	0019 Manoukian re employee wage issues (.2).	0.90
06/07/12	KGM	0019 Communications re: IAM proposal (.3); unpaid comp (.6).	0.70
		0019 Email exchange with M. Laber re: additional unpaid compensation issue (.1) and teleconference re: same (.2); email exchanges with D. Botter re: same (.2); participate in call with Akin and FTI re: pension issues (.2).	
06/08/12	DHG	0019 Meeting with R. Zaiss re: labor issues.	0.40
06/08/12	LDL	0019 Prepare for pension conference call (.5); conference call re plan termination and replacement plan (.8).	1.30
06/08/12	DHB	0019 Communications with R. Zaiss re pension issues (.3); emails re same and IAM (.2); pension calls (.5); email communications re additional comp issues (.2).	1.20
06/08/12	AF	0019 Communications re: IAM proposal (.6); unpaid comp (1.4).	2.00
06/08/12	KGM	0019 Multiple email exchanges with D. Botter re: additional compensation request from Debtors (.2); draft detailed email to the Committee re: same (.5); communications with M. Laber re: same (.2); email exchanges with Kirkland re: same (.2).	1.10
06/09/12	LDL	0019 Emails re pension plans replacement under applicable law.	0.30
06/10/12	LDL	0019 Emails re pension term issues.	0.30
06/11/12	LDL	0019 Review precedent re: term issues.	0.80
06/11/12	DHB	0019 Communications with A. Kurichety re IAM proposal (.1); emails re same (.1).	0.20
06/11/12	AF	0019 Communications re: unpaid comp.	0.20
06/11/12	RZ	0019 Work on employee benefit matters in reorganization.	1.10
06/11/12	KGM	0019 Email D. Botter re: additional compensation issue (.1) and email re: Committee's position re: same to Kirkland (.1).	0.20
06/11/12	AKK	0019 Correspond re pension plan issues with D. Botter.	0.20
06/12/12	LDL	0019 Emails re IAM cba.	0.30
06/12/12	DHB	0019 Telephone call with S. Levine re scheduling and IAM issues (.2).	0.20
06/12/12	AF	0019 Communications re: labor and pension issues.	0.80
06/12/12	RZ	0019 Work on employee benefit matters in reorganization.	1.80
06/13/12	DHG	0019 Meeting with labor/pension team (.5); prepare for same (.1).	0.60
06/13/12	LDL	0019 Prepare for (.5) and conference call (.5) re pension strategy.	1.00
06/13/12	LDL	0019 Follow up emails re memorandum to client re pension situation.	0.50
06/13/12	DHB	0019 Meet with Pension team re IAM proposal and next steps.	0.50
06/13/12	AF	0019 Conference call with Akin team re: IAM proposal (.5); emails re: same (.2).	0.70
06/13/12	KLB	0019 Review files for 1113 research (.8); communications w/ R. Zaiss, L. Levien and L. Leyden re same (.4); research and review Hostess decision (.6).	1.80
06/13/12	RZ	0019 Work on employee benefit matters in reorganization (1.7); internal meeting (.5); prepare and follow-up (.4); attention to pension issues research (2.5).	5.10
06/13/12	AKK	0019 Telephone conference with pension and labor attorneys re pension and labor issues (.5); review collective bargaining agreement (.8).	1.30
06/14/12	AF	0019 Review and analyze IAM proposal (1.0); emails re: labor/pension memo (.2).	1.20
06/14/12	RZ	0019 Work on employee benefit matters in reorganization.	1.90
06/14/12	AKK	0019 Research re 1113 issues.	2.80
06/15/12	LDL	0019 Review data room entries for pension documents.	0.30
06/15/12	AF	0019 Emails re: pension memo.	0.30
06/15/12	RZ	0019 Attention to pension issues.	2.70
06/17/12	AF	0019 Emails re: pension memo.	0.20
06/17/12	AKK	0019 Research re 1113 issues (.3); draft memorandum re same (2.9).	3.20
06/18/12	LDL	0019 Review and revise diligence list for pension documents.	1.00
06/18/12	LDL	0019 Review cba.	0.50
06/18/12	DZV	0019 Conference with R. Zaiss regarding pension plan issues under ERISA (0.3); review law and prepare summary of same (1.8).	2.10
06/18/12	AF	0019 Work on pension/CBA memo.	3.40
06/18/12	RZ	0019 Attention to pension issues.	2.80
06/18/12	AKK	0019 Review and revise memorandum re pension plan issues.	2.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/19/12	LDL	0019 Review pension analysis memorandum.	1.00
06/19/12	DHB	0019 Communications with A. Freeman re pension issues (.1); begin review of memo re same (.5).	0.60
06/19/12	AF	0019 Work on pension ICBA memo.	3.90
06/19/12	RZ	0019 Review and revise pension memo (3.8); communications with A. Kurichety and A. Freeman (.4).	4.20
06/19/12	AKK	0019 Review and revise memorandum re pension plan issues.	2.80
06/20/12	DHG	0019 Conference call with B. Feder, Greenhill re: status of PBGC discussions (.6); follow-up re: same (.4).	1.00
06/20/12	LDL	0019 Review pension analysis.	1.00
06/20/12	DHB	0019 Continue review and substantial revisions to pension memo (1.4); telephone call with B. Feder re status of PBGC discussions (.1); emails re same (.1); work with team on pension issues (.3); emails re PBGC issues (.2); conference call re same (.6); follow-up with D. Golden (.2); review and revise new draft of memo and revise for PBGC issues (1.2); emails re same (.2).	4.30
06/20/12	AF	0019 Conference call with Akin team and FTI re: pension proposal (.5); work on memo re: same (3.2); confer with R. Zaiss and A. Kurichety re: same (.3).	4.00
06/20/12	RZ	0019 Review and revise pension memo (5.9); confer with A. Kurichety and A. Freeman (.3).	6.20
06/20/12	AKK	0019 Telephone conference with FTI and Akin re pension plan issues (.5); review and revise pension plan memorandum (5.8); telephone conference with A. Freeman and R. Zaiss re same (.3); telephone conference with B. Feder, Akin and FTI re PBGC issues (.6).	7.20
06/21/12	LDL	0019 Emails re pension issues.	0.50
06/21/12	DHB	0019 Finalize pension memo (.5); communications with A. Freeman re same (.1) (.1); review revised draft (.2); telephone calls with B. Feder re same (.2); emails re same (.2).	1.30
06/21/12	AF	0019 Review and analyze keip documents.	0.80
06/21/12	RZ	0019 Review and revise pension memo.	1.90
06/21/12	AKK	0019 Review and revise memorandum re pension plan issues.	0.60
06/22/12	LDL	0019 Review data room postings.	1.00
06/22/12	DHB	0019 Review KEIP presentation.	0.40
06/22/12	RZ	0019 Review KEIP (.9), POR (1.3); consider issues re: same (.5).	2.70
06/22/12	KGM	0019 Review draft KEIP and KERP proposals.	0.40
06/25/12	RZ	0019 Attention to employee benefit issues in reorganization (.4); communications with D. Botter (.4).	0.80
06/25/12	KGM	0019 Email exchange with A. Freeman re: KEIP.	0.10
06/26/12	DHB	0019 Conference call re KEIP issues (.3); follow-up re: same (.1).	0.40
06/26/12	RZ	0019 Work on employee benefit matters in reorganization (1.4); conference call re: same (.3).	1.70
06/26/12	ALB	0019 Attend conference with FTI and Akin team re KEIP.	0.30
06/26/12	KGM	0019 Participate in call with Akin and FTI teams re: KEIP (.3); follow-up re: same (.2).	0.50
06/27/12	DHB	0019 Review KEIP/KERP presentation (.9); conference call with FTI re same (.9); follow-up with D. Golden re same and other outstanding issues (.5); communications with A. Qureshi re: KERP (.1); continue work on KERP and extensive emails re same (.4) (.2).	3.00
06/27/12	AF	0019 Conference call with FTI re: proposed keip (.9); telephone call with P. Nash re: same (.2); various emails re: same (.6).	1.70
06/27/12	ALB	0019 Conference with Akin team and FTI re KEIP (.9); review FTI presentation re same (.4); review Debtors' deck re same (.5).	1.80
06/27/12	KGM	0019 Participate in call between Akin and FTI re: KEIP (partial).	0.70
06/28/12	AQ	0019 Review emails regarding KEIP.	0.20
06/28/12	DHB	0019 Review versions of KEIP/KERP presentation.	1.20
06/28/12	AF	0019 Review and comment on keip presentation.	0.80
06/28/12	KGM	0019 Review KEIP deck prepared by FTI.	0.20
06/29/12	AF	0019 Emails re: keip.	0.20
06/11/12	KGM	0022 Teleconference with creditor re: plan related questions.	0.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/12/12	SBK	0022 Emails to/from A. Freeman re minority s/holder rights term sheet from Brown Rudnick.	0.30
06/12/12	AF	0022 Communications re: RSA (.3); minority rights (.3).	0.60
06/12/12	AKK	0022 Review restructuring support agreement and term sheet (.9); draft correspondence to D. Botter re same (.2).	1.10
06/13/12	SBK	0022 Review minority shareholder protections issues list from Brown Rudnick (.8); Emails to/from S. Pohl re same (.3); TC w/S. Pohl re same (.6); Email D. Botter and A. Freeman re same (.2).	1.90
06/14/12	DHB	0022 Review Minority shareholder rights from BR (.3); telephone call with A. Freeman and S. Kuhn re same (.5); emails re same (.2).	1.00
06/14/12	SBK	0022 TC w/D. Botter and A. Freeman re minority shareholder issues list from Brown Rudnick (.5); Emails to/from S. Pohl (BR) and D. Botter re same (.3).	0.80
06/18/12	DHG	0022 Communications with D. Botter re: plan process.	0.30
06/18/12	DHB	0022 Extensive communications re BR Minority Rights issues and next steps (.4); continue review of same (.2).	0.60
06/18/12	SBK	0022 Emails to/from D. Botter re next steps on minority shareholder rights issues list (.4); Emails from D. Botter & S. Pohl re same (.2).	0.60
06/18/12	AF	0022 Emails re: minority rights (.4); review and comment on memo re: same (.3).	0.70
06/19/12	AF	0022 Various communications re: plan and DS.	0.30
06/20/12	DHB	0022 Begin review of plan (.5); communications with S. Kuhn and A. Freeman re minority shareholder protection issues (.2) (.2); review and revise memo re same (.3).	1.20
06/20/12	SBK	0022 Emails to/from D. Botter and A. Freeman re minority protections (.2); Draft memo re minority shareholder protections (2.0).	2.20
06/20/12	AF	0022 Review and analyze RSA.	2.30
06/20/12	KGM	0022 Review draft ch. 11 plan.	0.40
06/21/12	DHB	0022 Finalize memo re Minority Shareholders protections (.4); communications with A. Freeman re same (.1); review revised draft (.2); emails re same (.1); work with team re plan review (.3).	1.10
06/21/12	SBK	0022 Review revisions from D. Botter re memo re minority shareholder rights (.2); Emails re same (.2); Brief review final version of memo w/attachments (.1).	0.50
06/21/12	AF	0022 Various communications re: minority SH rights.	0.90
06/21/12	LZ	0022 Emails w/Akin re: summary of plan (.2); call re: same (.2); read plan (1.0).	1.40
06/21/12	KGM	0022 Review draft chapter 11 plan.	1.00
06/21/12	KGM	0022 Email exchanges with T. Brown and A. Freeman re: memo on minority rights protections (.2); teleconference with R. Cohen re: same (.1).	0.30
06/21/12	AKK	0022 Communications with A. Freeman re plan of reorganization (.2); communications with L. Zahradka re same (.2); review plan of reorganization (1.2).	1.60
06/22/12	DHG	0022 Began review of draft plan.	2.00
06/22/12	LZ	0022 Review and summarize plan.	4.20
06/23/12	LZ	0022 Review and summarize plan.	2.60
06/24/12	DHB	0022 Continue plan review.	1.00
06/24/12	AKK	0022 Review and revise summary of plan of reorganization.	2.30
06/25/12	DHB	0022 Continue review of plan (.6); email communications re summary thereof (.2).	0.80
06/25/12	AF	0022 Review and analyze draft plan (2.3); review and revise plan summary (2.4).	4.70
06/25/12	LZ	0022 Revise plan summary (1.6); various communications with team re: same (.6).	2.20
06/25/12	AKK	0022 Review and revise summary of draft plan of reorganization (1.3); communications with A. Freeman re same (.2); review and markup draft plan of reorganization (2.9); review and markup draft disclosure statement (3.1).	7.50
06/26/12	DHG	0022 Review summary of latest draft of plan.	1.00
06/26/12	DHB	0022 Review and revise plan summary (.8); communications with A. Freeman	1.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		re same (.2); review revised version and comment on same (.4); continue work on plan (.5).	
06/26/12	AF	0022 Review revised draft plan (1.6); revise summary of same (1.9); various communications with Akin team re: same (.6).	4.10
06/26/12	KGM	0022 Review plan summary and circulate same to the Committee.	0.20
06/26/12	AKK	0022 Review and revise summary of draft plan of reorganization.	4.30
06/27/12	DHB	0022 Begin review of Disclosure Statement and revised Plan.	0.60
06/27/12	AF	0022 Review comments to plan and DS (.8); various communications re: same (.4); begin review (D.S.) (1.5).	2.70
06/27/12	AKK	0022 Review draft disclosure statement (1.4); correspond with A. Freeman re same (.2).	1.60
06/28/12	AF	0022 Review, analyze and comment on draft plan and DS.	3.10
06/28/12	AKK	0022 Review revised plan and disclosure statement (1.3); draft memorandum re draft plan and disclosure statement (1.6); correspond with A. Freeman re same (.2).	3.10
06/29/12	DHB	0022 Continue work on Plan and Disclosure Statement.	1.20
06/29/12	AF	0022 Emails re: plan and DS.	0.20
06/29/12	ALB	0022 Review comments to plan and DS.	0.90
06/29/12	AKK	0022 Review revised plan and disclosure statement (1.1); correspond with A. Freeman re same (.2).	1.30
06/30/12	DHB	0022 Continue review of Plan and Disclosure Statement.	0.70
06/30/12	AF	0022 Various communications re: plan and DS.	0.40
06/30/12	LZ	0022 Emails with team re: Plan and DS.	0.40
06/30/12	KGM	0022 Email exchange with L. Zahradka re: circulating filed plan and Disclosure statement to the team.	0.20
06/05/12	DHG	0024 Email correspondence re: sales transactions (.4); office conference with D. Botter re: same (.2); follow-up re: same (.2).	0.80
06/05/12	DHB	0024 Email communications re sales transaction and next steps (.2); telephone call with R. Kwasteniet re same and communications re same and ERISA (.5); office conference with D. Golden re same (.2).	0.90
06/05/12	KGM	0024 Review email exchange between A. Freeman and M. Diaz re: IOIs.	0.10
06/06/12	DHG	0024 Telephone calls re: sales process with Debtors and various parties in interest.	0.80
06/06/12	DHB	0024 Email communications re sales process and bids (.3); conference with A. Freeman re: same (.4).	0.70
06/06/12	AF	0024 Telephone call with D. Botter and S. Simms re: sale process (.4); emails re: IOIs (.6).	1.00
06/06/12	RAC	0024 Prepare for sale process call with Debtors on 6/7 (.3).	0.30
06/06/12	KGM	0024 Email exchanges with A. Freeman re: sale process.	0.10
06/07/12	DHG	0024 Review sales analysis proposals.	1.00
06/07/12	DHB	0024 Email communications with FTI and S. Kuhn re sales proposals and analyses (.2); review initial bid summary (.3); conference call with FTI re same (.5); conference call with PWP re same (.5).	1.50
06/07/12	SBK	0024 Emails to/from Botter and Freeman re expressions of interest (.2); TC w/Botter & FTI re same (.5); Follow up call w/PWP re same (.5); Correspondence w/T. Brown re review of EOIs (.2).	1.40
06/07/12	AF	0024 Review and analysis of IOIs.	1.20
06/07/12	RAC	0024 Sale process call (.5) and professionals' pre-call with FTI (.4).	0.90
06/07/12	TCB	0024 Obtain access to Expressions of Interest from Intralinks and review Expressions of Interest (2.3).	2.30
06/07/12	KGM	0024 Email exchanges with FTI re: M&A call (.1); email D. Botter re: same (.1); participate in same (.5); participate in call between Akin, FTI, PW and K&E re: same (.5).	1.20
06/08/12	DHG	0024 Office conference with D. Botter re: bids (.3); telephone call with PW re: same (.6).	0.90
06/08/12	DHB	0024 Office conference with D. Golden re bids (.3); work re same (.4).	0.70
06/08/12	SBK	0024 Emails to/from Brown re summary of expressions of interest.	0.20
06/08/12	TCB	0024 Review indications of interest and revise summary chart with comments from S. Kuhn.	4.90
06/09/12	SBK	0024 Emails to/from Brown re updated summary of M&A expressions of	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/09/12	TCB	0024 interest. Revise indications of interest summary chart with comments from S. Kuhn.	3.40
06/11/12	DHG	0024 Review summary of bids (.6); telephone calls with A. Tang re: same (.3); follow up call with FTI (.3); office conference with D. Botter re: same (.4).	1.60
06/11/12	DHB	0024 Begin review of summary of bids (.5); telephone call with A. Tang re same (.2); telephone call with S. Simms (.2); conference call with PWP re same (.7); follow-up with D. Golden and S. Simms re same (.4) and emails with Committee members re same (.1).	2.10
06/11/12	AF	0024 Attention to IOIs.	0.60
06/11/12	KGM	0024 Email exchanges with FTI re: sale process (.2); participate in call with Debtors re: same (.8); follow-up call with S. Simms re: same (.2); email exchanges with FTI re: IOIs (.2); review offer from additional bidder (.1).	1.50
06/12/12	DHB	0024 Continue review of bids (.5); office conferences with D. Golden re same (.2) (.1); telephone calls with S. Simms re same (.2) (.3); telephone call with HLHZ re same (.4); review Debtors summary of same (.5); consider next steps and emails to team re same and implications for RSA (.5) (.2).	2.90
06/12/12	KGM	0024 Email exchange with Curtis Mallet re: initial diligence request.	0.10
06/13/12	DHG	0024 Review sale option scenarios (.7); office conferences with D. Botter re: same (.2) (.1); telephone call with HLHZ re: same (.2).	1.20
06/13/12	DHB	0024 Consider sale option scenarios and emails re same (.4) (.3); office conference with D. Golden re same (.2); telephone call with HLHZ re same (.3); follow-on emails re same (.2).	1.40
06/13/12	AF	0024 Various communications re: sale process.	0.30
06/14/12	DHB	0024 Review RSA provisions re sale (.3); telephone call with S. Simms and team re status and next steps (.5); call with Company and advisors re same and Jets business (.8).	1.60
06/14/12	AF	0024 Telephone call with D. Botter, K. Manoukian and S. Simms re: sale process (.5); conference call with Co. re: same (.8).	1.30
06/14/12	KGM	0024 Participate in call between D. Botter, A. Freeman and S. Simms re: update on sale process (.5); post-call with Akin team re: same and related matters (.4); draft email to D. Golden re: same (.2); participate in call between Akin, FTI, PWP and Kirkland re: sale update and related issues (.8).	1.90
06/17/12	DHB	0024 Email communications re new bids.	0.50
06/17/12	AF	0024 Emails re: bids.	0.80
06/18/12	DHG	0024 Participate in conference call with AG team, FTI, Perella Weinberg re: update on sales process (.8); follow-up re: same (.2).	1.00
06/18/12	DHB	0024 Conference call with PWP re bids (.8); follow-up re same (.2); review bid letter (.7); communications with S. Kuhn re same (.1) and changes thereto (.4); emails with FTI re same (.2); review K&E and Management changes to bid letter (.3); emails re same (.1).	2.80
06/18/12	SBK	0024 TC w/Akin, FTI and PWP re revised acquisition proposal (.8); Review/mark-up draft m&a process letter from PWP (.7); Communications w/Botter re same (.4); Create mark-up of process letter (.3); Emails to/from PWP re same and next steps (.2); Correspondence w/T. Brown re updating bid summary (.2); Emails to/from D. Golden and T. Brown re same (.4); Emails to/from FTI re same (.2).	3.20
06/18/12	AF	0024 Conference call with professionals and co. re: revised bids (.8); related follow up (.2); review letter re: same (.2); emails with T. Brown re: bid summaries (.3).	1.50
06/18/12	TCB	0024 Review and summarize bids (0.2) and update bid summary chart (0.3).	0.50
06/18/12	KGM	0024 Participate in call re: sale process with PWP, FTI, D. Botter, D. Golden, S. Kuhn and A. Freeman.	0.70
06/18/12	KGM	0024 Review email exchanges between Akin, FTI and PWP re: revised bids (.2); review comments to process letter (.1).	0.30
06/19/12	DHB	0024 Office conferences with S. Kuhn re bid letter (.1); conference call with	0.80

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06/19/12	SBK	0024 PWP re same (.5); follow-up with R. Kwasteniet re same (.1)(.1). Emails to/from PWP re process letter (.2); TC w/D. Botter re same and availability (.1); TC w/E. Diaz re same (.1); Attend call w/PWP re process letter questions (.5).	0.90
06/19/12	AF	0024 Review and analyze comments to bid documents/letter (.4); conference call with professionals and company re: same (.5); various communications re: same (.7).	1.60
06/19/12	KGM	0024 Participate in call between Akin, FTI and PWP re: sale process.	0.50
06/20/12	DHB	0024 Email communications re sale and documents issues.	0.20
06/20/12	SBK	0024 Emails to/from Akin team re prep for receipt of next round of bids and circulate copies of existing bids (.4); Review existing bids (.9).	1.30
06/20/12	AF	0024 Analysis re: sale process.	2.10
06/21/12	DHB	0024 Email communications re sale issues.	0.30
06/21/12	SBK	0024 Several emails to/from PWP and FTI re access to documents in dataroom (.6); Reviewing EDR documents re sale process and background info (1.6).	2.20
06/21/12	TCB	0024 Work on indications of interest.	0.50
06/21/12	TCB	0024 Revise memo to unsecured creditors.	0.50
06/22/12	DHG	0024 Review latest bid offers from Chinese entities (.9); telephone calls with P. Friedman re: need to disclose identity of bidders to Committee (.4); conference call with professionals re: summary of bids (.7).	2.00
06/22/12	DHG	0024 Telephone call with C. Graham re: bidding issues.	0.40
06/22/12	DHB	0024 Extensive work regarding new bids (1.3); emails re same (.4); review of same and revise memo re same (.8).	2.50
06/22/12	SBK	0024 Several emails to/from Akin team and FTI re logistics for reviewing latest bid letters (.4); Brief review new Superior bid (.3); Emails to/from D. Botter and K. Manoukian re cover email to committee re bids (.2); Review/comment on same (.2); Emails to/from T. Brown re reviewing latest bids and work on summary (.3).	1.40
06/22/12	AF	0024 Review revised bids (1.5); various communications re: same (2.0); analysis re: same (2.1); work on summary re: same (.5).	6.10
06/22/12	TCB	0024 Review bids and draft and revise committee memorandum regarding the submission of final bids (4.3).	4.30
06/22/12	KGM	0024 Multiple email exchanges with Akin team re: revised bids (.5); review revised bids and analyze same (.5); circulate same to Akin team (.1); review response letters from bidders and circulate to team (.3); review and revise memo re: bid updates to the Committee (.5); teleconferences with T. Brown re: same (.2); review email exchanges between D. Botter and S. Kuhn re: revisions to same (.2); draft email to the Committee and circulate same (.2).	2.50
06/23/12	DHB	0024 Detailed review of all bids (2.0); emails re same (.4).	2.40
06/23/12	SBK	0024 Review latest m&a bids (1.9); Emails to/from Akin & FTI re same (.3); Review bid summary comments from Brown (.3); Email FTI w/additional comments re summary (.2).	2.70
06/23/12	AF	0024 Various communications re: bids and sale process.	2.00
06/23/12	TCB	0024 Draft committee memo (1.3); review revised bids (3.0); revise bid summary chart (2.0).	6.30
06/24/12	DHG	0024 Conference call with FTI/AG teams re: sale proposals.	0.70
06/24/12	PLG	0024 Review of and search USPTO website relating to Hawker entities.	3.00
06/24/12	DHB	0024 Continue review of bids (.4); review summary of same (.4); conference call with PWP re same and follow-up (1.0); communications with D. Golden (.1); follow-up call with Committee professionals re same (.4) (.2).	2.50
06/24/12	SBK	0024 Attend TC w/Debtors' advisers, Akin, FTI, etc re discussion of new m&a bids (.8); Continued review of new m&a bids and updated bid summaries from FTI (2.2); attend call w/Akin team and FTI re update on bid review and next steps (.4)(.2); circulate comments on latest FTI bid summary (.3).	3.90
06/24/12	AF	0024 Conference call with professionals re: revised IOIs (1.0); conference call with Akin team and FTI re: same (.4)(.2); review and comment on bid	3.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		summary (.8); various communications re: same (.6).	
06/24/12	TCB	0024 Participate on call with the committee to discuss final bids.	1.00
06/24/12	KGM	0024 Teleconference with Debtors' professionals and Committee professionals re: revised IOIs (1.0); teleconference with Akin and FTI teams re: sale process (.4).	1.40
06/25/12	ELR	0024 Conference call with S. Kuhn and advisers to discuss possible sale of company and possible CFIUS issues (.7); prepare for same (.3); review company website to obtain product information (.5); e-mail with S. Kuhn and Kirkland re scheduling a call with CFIUS experts to discuss issue and data needed to analyze (.5); review background materials on Hawker Beechcraft, including 10K, powerpoint and declaration in support of bankruptcy petition (1.5).	3.50
06/25/12	DHB	0024 Review and revise new draft of bid summary (.5); communications with A. Freeman re same (.2); email communications re same (.2); telephone calls with A. Tang re meetings and management position (.2); email communications re same (.2).	1.30
06/25/12	SBK	0024 Emails to/from D. Botter & A. Freeman re new language for FTI bid summary (.2); draft/circulate language re same (.4); review latest bid summary from FTI (.5); emails to/from Akin and FTI re additional suggestions re bid summary (.3); emails re organizing call re CFIUS issues (.2); communications w/Akin & FTI re same (.5); TC w/H. Jacobson re tax analysis (.3); emails to/from K&E and Akin re organizing follow-up calls re CFIUS and tax issues in m&a process (.5).	2.90
06/25/12	AF	0024 Various calls and other communications re: bid process update (2.2); communications with Akin team re: analysis re: CFIUS (.3).	2.50
06/25/12	KGM	0024 Review bids summary and confirm that comments from D. Botter and S. Kuhn were incorporated (.2); review email exchanges between FTI and Akin re: bids summary (.1); draft email to Committee re: same and scheduling call between Committee and Debtors to discuss revised IOIs (.2); communications with D. Golden re: same (.1); multiple email exchanges with Akin team re: same (.3).	0.90
06/26/12	DHG	0024 Review summary of latest sales offer as distributed to Committee.	0.50
06/26/12	ELR	0024 Complete review of background materials on Hawker Beechcraft and prepare for conference call with Kirkland (2.0); communications with Akin team re: CFIUS issues (.5); conference call with Kirkland to ask for information relevant to conducting CFIUS risk assessment (.7); meeting with T. Savio and R. Jones re: status and next steps and research for CFIUS (.5); review interest letters and bid summary update and discuss next steps with S. Kuhn (.7).	4.40
06/26/12	SBK	0024 Emails to/from Jacobson re tax analysis re m&a proposals (.6); communications w/Rubinfoff and K&E re CFIUS analysis and issues re m&a bidders (.5); TC/emails w/E. Rubinfoff re reactions and next steps (.4).	1.50
06/26/12	TRS	0024 Meet with E. Rubinfoff to discuss background of proposed transaction (.5); participate in teleconference with L. Fraedrich and E. Rubinfoff (.7); communications with E. Rubinfoff and R. Jones to discuss next steps (.3).	1.50
06/26/12	RMJ	0024 Meet with E. Rubinfoff and T. Savio to discuss potential transaction, CFIUS diligence, and research issues.	0.50
06/27/12	AF	0024 Analysis re: sale process.	0.20
06/27/12	RMJ	0024 Review background materials on transaction and draft CFIUS diligence questions.	4.20
06/28/12	ELR	0024 Communications with R. Jones and T. Savio re completing CFIUS questionnaire (.5); review and revise draft questionnaire (.5); finalize and send to S. Kuhn (.5).	1.50
06/28/12	TRS	0024 Review proposed CFIUS questions and provide edits for E. Rubinfoff.	0.30
06/29/12	ELR	0024 Assign R. Jones research re: recent CFIUS cases (.2); correspondence with S. Kuhn re status of matter and CFIUS due diligence (.3).	0.50
06/29/12	DHB	0024 Review exclusivity letter and emails re same and comments re same.	1.00
06/29/12	SBK	0024 Emails w/E. Rubinfoff re CFIUS diligence list (.3); review same (.1); email D. Botter & A. Freeman re same (.2); emails to/from Akin &	1.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/29/12	AF	0024 Kirkland re Superior exclusivity letter (.2); review/comment on same and review D. Botter comments (.9). Emails re: CFIUS diligence (.1); communications re: exclusivity letter (.6).	0.70
06/30/12	DHB	0024 Conference with S. Kuhn re exclusivity letter and emails re same (.4); review new draft of same (.4); emails as follow-up (.3).	1.10
06/30/12	SBK	0024 TC w/D. Botter re Superior exclusivity letter (.4); Emails to/from Kirkland re: Superior exclusivity letter (.2).	0.60
06/30/12	AF	0024 Communications re: draft exclusivity letter.	0.80
06/26/12	AF	0025 Travel to and from 341 meeting. (Actual time - 1.0)	0.50
06/27/12	DHB	0025 Travel to and from hearing. (Actual time - 1.0)	0.50
06/27/12	AF	0025 Travel to and from court. (Actual time - 1.2)	0.60
06/20/12	SBK	0027 Emails to/from Kirkland re '34 Act filing status question (.3); Discuss same w/B. Mendelsohn (.1).	0.40
06/27/12	BSM	0027 Review 34 Act issue.	1.00
06/04/12	KGM	0030 Review email exchanges with KCC re: Committee website and related issues (.2).	0.20
06/05/12	RAC	0030 Review Committee website circulated by KCC, email KCC team with updates/suggestions to website (1.1); redact and revise motion summaries to post on website (.1).	1.20
06/07/12	DKB	0030 Correspondence with R. Cohen re preparation of motion summaries for committee's website (.2); Work on the above (1.4); Correspondence with attorney re status (.1).	1.70
06/12/12	DKB	0030 Review and revise motion summaries for committee's website (.8); Correspondence with R. Cohen re above (.2).	1.00
06/21/12	RAC	0030 Review and redact motion summaries to post on UCC website	1.10
06/22/12	DKB	0030 Review and update motion summaries for Committee website (.7); Correspondence with R. Cohen re above (.2); Finalize the above (.3).	1.20
06/22/12	RAC	0030 Edit motion summaries for UCC website and circulate final versions to K. Manoukian for review (1.7); AG HB team call to discuss WIP going forward for new team members (.5).	2.20
Total Hours			907.80

Akin Gump
Strauss Hauer & Feld LLP

HAWKER BEECHCRAFT CREDITORS COMMITTEE
ATTN: ALEXANDER SNYDER
10511 EAST CENTRAL
WICHITA, KS 67206

Invoice Number 1437064
Invoice Date 08/17/12
Client Number 690918
Matter Number 0001

Re: CHAPTER 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 07/31/12:

MATTER SUMMARY OF TIME BILLED BY TASK:

	<u>HOURS</u>	<u>VALUE</u>
0002 General Case Administration	56.80	\$24,277.50
0003 Akin Gump Fee Application/Monthly Billing Reports	53.50	\$25,999.00
0004 Analysis of Other Professionals Fee Application	44.80	\$18,220.50
0005 Review/Preparation of Schedules, Statements	55.00	\$18,872.00
0006 Retention of Professionals	50.00	\$26,199.50
0007 Committee Meetings/341 Meetings	50.40	\$35,290.00
0008 Court Hearings	31.60	\$19,314.50
0009 Financial Reports and Analysis	1.70	\$1,089.50
0010 DIP, Cash Collateral Usage and Exit Financing	2.00	\$1,299.50
0011 Executory Contracts/License Agreements	8.20	\$4,829.00
0012 General Claims Analysis/Claims Objections	19.70	\$9,210.50
0013 Analysis of Pre-Petition Transactions	135.90	\$87,825.50
0014 Aircraft Financing/Leasing	108.60	\$67,941.00
0015 Analysis of Secured Claims/Adequate Protection Issues	2.20	\$1,705.00
0017 General Adversary Proceedings/Litigation Matters	1.00	\$425.00
0018 Tax Issues	7.10	\$4,575.50
0019 Labor Issues/Employee Benefits	66.80	\$51,462.00
0020 Real Estate Issues/Leases	0.90	\$382.50
0021 Exclusivity	0.70	\$297.50
0022 Plan/Disclosure Statement/Solicitation and Related Doc.	58.70	\$39,349.50
0024 Sale Transaction/Stock Transaction/Business Liquidations	138.20	\$96,647.00
0025 Travel Time	6.45	\$3,854.50
0029 Critical Vendor Issues	0.30	\$172.50
0030 Committee Website	7.30	\$3,141.50
TOTAL	907.85	\$542,380.50

Date	Tkpr	Task	Hours	
07/02/12	DHB	0002	Email communications with creditors re status.	0.10
07/02/12	TS	0002	Review of docket and pleadings and update case calendar (.5); prepare outlook items (.2).	0.70
07/02/12	AF	0002	Review letter re: committee appointment request (.1); email UST re: same (.1).	0.20
07/02/12	DKB	0002	Follow up re distribution lists (.3); correspondence with attorney re status (.1); Review case docket (.2).	0.60
07/03/12	DKB	0002	Correspondence with L. Zahradka re preparation of distribution lists (.1); prepare DL requests (1.2); follow up with IS re above (.1); prepare updated requests (.5); update DLs (.5); review and organize pleadings for attorneys (.3).	2.70
07/05/12	DHG	0002	Communications with D. Botter, A. Freeman re: status.	0.40
07/05/12	TS	0002	Review docket and pleadings and update case calendar.	0.40
07/05/12	DKB	0002	Communications with L. Zahradka re additional distribution lists requests (.1); work on the above (.4); review and update the distribution lists (.7); communications with attorney re status (.1).	1.30
07/05/12	LZ	0002	Update case calendar.	0.10
07/05/12	ALB	0002	Correspondence with Akin team re distribution lists.	0.20
07/05/12	KGM	0002	Multiple email exchanges w/ Akin team re: case logistics, and related issues (.7).	0.70
07/06/12	TS	0002	Update outlook calendar items.	0.20
07/06/12	DKB	0002	Review and update distribution lists.	0.50
07/06/12	LZ	0002	Update task list (.7); emails w/team re: same (.2); revise case calendar (.3).	1.20
07/09/12	TS	0002	Review docket and update case calendar.	0.30
07/10/12	DHB	0002	Communications with A. Freeman re status (.2); emails re pleadings filed (.1).	0.30
07/10/12	AF	0002	Communications with A. Blaylock re: pending matters.	0.20
07/10/12	DKB	0002	Communications with L. Zahradka re preparation of distribution lists (.2); work on the above (.5).	0.70
07/10/12	KGM	0002	Email exchanges with A. Freeman re: motion summaries and related issues.	0.30
07/11/12	DHB	0002	Email communications re agenda (.1) (.1).	0.20
07/11/12	TS	0002	Review docket and retrieval of new pleadings (.4); review pleadings and update case calendar and task list (.8); set-up and update outlook notices (.5).	1.70
07/11/12	AF	0002	Communications with A. Blaylock re: recently filed motions.	0.20
07/11/12	ML	0002	Prepare case documents for attorneys review.	3.50
07/12/12	TS	0002	Review and analysis of docket (.2); retrieval of new filings for L. Zahradka (.1); update case calendar (.3); update task list (.3).	0.90
07/12/12	AF	0002	Communications with A. Blaylock re: pending matters.	0.20
07/13/12	TS	0002	Review and analysis of docket (.2); retrieval and distribution of pleadings (.4).	0.60
07/13/12	AF	0002	Communications re: creditor inquiry with Akin team.	0.20
07/13/12	LZ	0002	Update task list (.3).	0.30
07/13/12	ALB	0002	Review and revise various motion summaries (.7); correspondence re same with L. Zahradka (.2).	0.90
07/15/12	ALB	0002	Review and revise motion summaries (1.9); correspondence with Akin team re same (.2).	2.10
07/16/12	TS	0002	Review of docket and retrieval of new case filings (.2); update case calendar (.5); update task list (.5); review case management procedures re objection deadlines (.2); send new and updated outlook notices (.4); emails with L. Zahradka re calendar (.1).	1.90
07/16/12	AF	0002	Communications with D. Botter re: pending matters (.2); review and revise summaries of recently filed pleadings (1.0).	1.20
07/16/12	RAC	0002	Call with A. Blaylock re case status (.4); various correspondence with AG FR team re assignments and case status (.3).	0.70
07/16/12	ALB	0002	Communications with R. Cohen (.4) and L. Zahradka (.3) re case status and pending projects.	0.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/17/12	DHB	0002 Review and revise memo re pending pleadings (.7); office conference with A. Freeman re same and status (.2); telephone call with S. Simms re meeting timing and next steps (.2); emails re same (.2).	1.30
07/17/12	TS	0002 Review docket and retrieval of new case filings.	0.40
07/17/12	AF	0002 Office conference with D. Botter re: pending matters.	0.20
07/17/12	RAC	0002 Review and revise various motion summaries (.4); review internal task list (.3).	3.40
07/18/12	DHB	0002 Emails with Senior professionals re continued analysis and next steps and meetings (.4); correspondence with D. Golden re same (.1).	0.50
07/18/12	TS	0002 Review revised task list from R. Cohen and conform calendar to same (.8); retrieval of docket updates and new filings (.3).	1.10
07/18/12	LZ	0002 Emails with R. Cohen re: task list (.2); revise pending motion summaries (.6).	0.80
07/18/12	RAC	0002 Review and update internal case calendar, task list (1.0); initial review of recently filed pleadings (2.0); various emails re same (.5).	3.50
07/18/12	ALB	0002 Review and revise various motion and application summaries (.4); correspondence re same with Akin team (.2) and UCC (.1); review and revise case calendar and task list (.2).	0.90
07/19/12	TS	0002 Review docket and retrieval of new filings (.4); update outlook notices (.1).	0.50
07/19/12	LZ	0002 Revise task list and case calendar (1.2); emails w/K&E re: pending motions (.2).	1.40
07/19/12	RAC	0002 Review recently filed pleadings and revise case task list and calendar with new data (2.8); circulate same to team (.1).	2.90
07/20/12	AF	0002 Correspondence with A. Blaylock re: case issues/management.	0.80
07/20/12	DKB	0002 Update transcripts file.	0.50
07/23/12	TS	0002 Review docket and retrieval of new filings (.3); review and update calendar and task list (.5); send outlook notice (.1).	0.90
07/23/12	ALB	0002 Correspondence with D. Meyer re case status and pending issues (.2); conferences with creditors re various inquiries (.4).	0.60
07/24/12	TS	0002 Review of docket and retrieval of new case filings.	0.40
07/24/12	LZ	0002 Review recently filed pleadings and revise case calendar.	1.00
07/25/12	TS	0002 Retrieval and review of docket.	0.30
07/26/12	TS	0002 Review of docket and retrieval of new filings.	0.40
07/27/12	TS	0002 Review docket and retrieval of new case filings (.4); update task list and calendar (.5).	0.90
07/27/12	ALB	0002 Conference with K&E re case status and pending issues and upcoming matters.	0.70
07/30/12	DHB	0002 Communications with A. Freeman re status (.5); communications with D. Golden re same and next steps (.3).	0.80
07/30/12	TS	0002 Review docket and retrieval of new case filings (.2); update calendar and task list (.3); send outlook notice (.1).	0.60
07/30/12	AF	0002 Communications with D. Botter re: case status.	0.50
07/30/12	DKB	0002 Review and update transcripts file (.5); communications with J. Samper re above (.1); review and organize documents for R. Cohen (1); correspondence with attorney re status (.1).	1.70
07/30/12	LZ	0002 Communications with A. Blaylock re: case status update.	0.30
07/30/12	ALB	0002 Communications with Akin team re pending matters and status (.4).	0.40
07/31/12	DHB	0002 Communications with A. Freeman re status of all matters and staffing re same (.3); email communications with K&E re status (.2); begin preparation for meeting (.2).	0.70
07/31/12	TS	0002 Review docket and retrieval of new case filings (.3); research and update outlook notice (.1).	0.40
07/31/12	LZ	0002 Confer with A. Blaylock re: status update (.2); emails with creditors re: same (.3); research re: same (.6).	1.10
07/31/12	ALB	0002 Confer with L. Zahradka (.2) communications with R. Cohen (.3) re case update and pending projects.	0.50
07/01/12	DHB	0003 Begin review of May bill (.5); emails with A. Freeman re same (.1).	0.60
07/02/12	PJS	0003 Review and prepare documents re monthly fee statement.	3.90
07/02/12	LZ	0003 Emails w/ team re: May fee application (.2); draft same (1.0).	1.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/02/12	KGM	0003 Email exchanges with L. Zahradka re: May fee application (.2); email exchanges with A. Freeman re: same (.1).	0.30
07/02/12	JAS	0003 Work on fee statement.	1.60
07/03/12	AF	0003 Communications with K. Manoukian re: monthly fee statement (.3); various communications re: same (.3).	0.60
07/03/12	LZ	0003 Revise May fee statement (2.7); coordinate changes to prebill re: task code issues (.4); emails w/team re: same (.2).	3.30
07/03/12	KGM	0003 Review and respond to emails from L. Zahradka re: May fee application (.2); review interim comp order re: requirements for same (.2); communications with A. Freeman re: related issues (.2); conference with L. Zahradka re: same (.2); review and revisions to May fee application (1.2); communications with L. Zahradka re: same (.3); communications with D. Golden re: same (.1); communications with A. Freeman re: same (.3); correspondence with D. Botter re: same (.1).	2.80
07/03/12	JAS	0003 Review Hawker fee application.	0.40
07/04/12	DHB	0003 Review monthly fee statement (.3); begin review of exhibits (.4).	0.70
07/04/12	AF	0003 Emails re: monthly fee app.	0.10
07/05/12	DHB	0003 Review finalized fee statement (.8); communications with A. Freeman re same (.1).	0.90
07/05/12	AF	0003 Work on monthly fee app.	0.50
07/05/12	LZ	0003 Revise (.7) and supervise filing of (.3) May fee application.	1.00
07/05/12	ALB	0003 Begin review of monthly prebill for privilege.	2.10
07/05/12	KGM	0003 Email exchanges with D. Botter and A. Freeman re: May fee application (.2); review email exchanges between L. Zahradka and accounting re: finalizing the May invoice and related items (.3).	0.50
07/05/12	JAS	0003 Review first monthly fee application (.2); communications with L. Zahradka re filing of same (.1); file same with court electronic filing system (.4); communications with Kurtzman Carson Consultants re service of same (.1) (.1).	0.90
07/06/12	AF	0003 Emails re: monthly fee app.	0.30
07/06/12	ALB	0003 Review and revise prebill for privilege.	5.70
07/09/12	ALB	0003 Continue review and revision of prebill for privilege.	2.70
07/11/12	ALB	0003 Review and revise prebill for privilege (1.3)(2.1).	3.40
07/11/12	JAS	0003 Review pre-bill (3.0); revise same (.9).	3.90
07/12/12	LZ	0003 Work on fee statement.	0.10
07/12/12	JAS	0003 Work on fee statement.	1.00
07/16/12	PJS	0003 Review and prepare documents re monthly fee statement.	1.40
07/16/12	AF	0003 Work on monthly fee statement.	1.20
07/16/12	LZ	0003 Work on June fee statement (.3); communications with A. Freeman re: same (.1).	0.40
07/18/12	DHB	0003 Begin review of June fee statement.	0.50
07/18/12	PJS	0003 Review and prepare documents re monthly fee statement.	1.40
07/18/12	AF	0003 Communications re: monthly fee statement.	0.30
07/18/12	LZ	0003 Work on revising fee statement.	0.10
07/19/12	DHB	0003 Review and revise June fee statement.	1.20
07/19/12	PJS	0003 Review and prepare documents re monthly fee statement.	0.70
07/19/12	AF	0003 Work on monthly fee statement (.8).	0.80
07/19/12	DKB	0003 Communications with L. Zahradka re filing of monthly fee statements (.1); review filing procedure (.3); review and organize exhibits (.7).	1.10
07/19/12	LZ	0003 Review and revise June fee statement (1.0); emails w/A. Blaylock and A. Freeman re: same (.2).	1.20
07/20/12	DHB	0003 Review and revise final June fee statement (.4); Committee expense statement (.3); communications with L. Zahradka re changes thereto (.1).	0.80
07/20/12	AF	0003 Various communications re: monthly fee statement.	0.30
07/20/12	DKB	0003 Prepare AG monthly fee statement to be filed (.3); effect the above (.2); prepare documents for service (.2); review service list (.3); communications with noticing agent re service (.4); communications with attorney re status (.2).	1.60
07/20/12	LZ	0003 Review and revise June fee statement (1.1); supervise filing of same (.4).	1.50
07/23/12	JAS	0003 Compile fee application (.2) (.1); communications with R. Cohen re	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		same (.1).	
07/24/12	JAS	0003 Communications with L. Zahradka re development of Fee Charts.	0.10
07/02/12	KGM	0004 Email L. Zahradka re: status on review of Debtors' fee applications.	0.10
07/03/12	TS	0004 Review docket re fee statements and email to L. Zahradka re same.	0.10
07/03/12	LZ	0004 Review professionals' fee applications (1.3); summarize same (.3).	1.60
07/05/12	AF	0004 Various communications re: committee reimbursement app.	1.00
07/05/12	DKB	0004 Review and update summary chart of committee members reimbursement requests (.7); confer with L. Zahradka re status (.1); prepare exhibits to application (.5).	1.30
07/05/12	LZ	0004 Various emails with team regarding (.5) and draft Committee reimbursement application (4.1).	4.60
07/05/12	ALB	0004 Correspondence with Akin team re committee reimbursement app.	0.30
07/09/12	TS	0004 Update professional fee chart.	0.40
07/12/12	DKB	0004 Communications with L. Zahradka re preparation of application for reimbursement of expenses of committee members (.2); review data (.6); update summary chart (.7); review and prepare exhibits to application (1.3).	2.80
07/17/12	AF	0004 Emails re: B.R. invoice.	0.30
07/17/12	LZ	0004 Calls with Committee members re: expense reimbursement application.	0.30
07/18/12	DKB	0004 Communications with R. Cohen re application for reimbursement of committee member expenses (.1); Review and update the above (1); Confer with attorney re status (.1); Review the exhibits (.5).	1.70
07/18/12	RAC	0004 Review (.6) and draft Committee reimbursement application (4.9); and various phone calls and correspondence internally re same (.3) and with Committee members re certification pages re same (.4).	6.20
07/18/12	ALB	0004 Correspondence with Akin team re committee expenses.	0.30
07/19/12	AF	0004 Review and revise committee expense app (1.3).	1.30
07/19/12	AF	0004 Emails re: PWP June fee app.	0.20
07/19/12	RAC	0004 Various correspondence with Committee members re expense reimbursement (.2); correspondence re expense reimbursement statement with A. Blaylock (.3); revise same and circulate to A. Freeman (2); revise same with A. Freeman comments (.3).	2.80
07/19/12	RAC	0004 Review and revise FTI monthly fee statement (1); circulate comments to Akin FR team and FTI (.1)	1.10
07/19/12	AKK	0004 Communications with B. Giordano re Perella fee application.	0.20
07/20/12	DKB	0004 Communications with L. Zahradka re filing of Committee Members Reimbursement Expenses (.2); review the above (.3); prepare exhibits thereto for filing (1.2); prepare the application to be filed (.4); effect the above (.3).	2.40
07/20/12	DKB	0004 Review FTI monthly fee statement (.3); communications with attorney re above (.1).	0.40
07/20/12	LZ	0004 Review and revise Committee reimbursement application (1.1).	1.10
07/20/12	RAC	0004 Review FTI monthly fee statement (.8); correspondence re same with FTI and Akin FR team (.2).	1.00
07/20/12	RAC	0004 Review and finalize Committee Member expense statement (2.6); emails with Committee members re same (.9); various emails with L. Zahradka re filing of same (.7).	4.20
07/20/12	ALB	0004 Review correspondence with Committee members re expense request (.3); communications with R. Cohen re same (.1)(.2); review and revise expense request (.3).	0.90
07/23/12	DKB	0004 Communications with J. Samper re service of monthly fee statements (.2); Assist therewith (.3).	0.50
07/23/12	RAC	0004 Finalize and review FTI fee application for filing.	1.90
07/23/12	RAC	0004 Circulate filed version of Committee Expense reimbursement form to Committee.	0.10
07/23/12	JAS	0004 File FTI fee statement with court electronic filing system (.3); communications with Kurtzman Carson Consultants re service of same (.2).	0.50
07/24/12	RAC	0004 Review FTI fee application (.4); email to FTI re amendment to same (.1); correspondence internally re same (.1).	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/24/12	ALB	0004 Correspondence with FTI (.3), Akin team (.1) and K&E (.2) re FTI fee app.	0.60
07/25/12	TS	0004 Review professional fee statements for June (.6); update chart re same (.4).	1.00
07/25/12	RAC	0004 Draft amended FTI monthly fee statement (1.8); correspondence with FTI and Debtors' counsel re same (.1); finalize for filing and service (.2).	2.10
07/25/12	RAC	0004 Emails to KCC and KE re W-9 form (.1).	0.10
07/25/12	ALB	0004 Communications with Akin team (.2)(.1)(.1) re FTI amended fee statement; review and revise same (.3); correspondence with K&E re W-9s for professionals (.1).	0.80
07/02/12	KGM	0005 Review SOFAs and Schedules summary.	1.00
07/11/12	KGM	0005 Review and comment on summary of SOFAs and schedules.	1.00
07/11/12	JAS	0005 Communications with K. Manoukian re development of SOFAs and Schedules files (.1); develop file of same (1.9).	2.00
07/12/12	KGM	0005 Review summary of SOFAs and Schedules.	1.00
07/13/12	AF	0005 Emails re: SOFAs and schedules.	0.20
07/25/12	AF	0005 Communications re: SOFAs and schedules.	0.30
07/25/12	DKB	0005 Review and analyze debtors' schedules and statements (4.9); Prepare and update schedules and sofas summaries (5); communications with R. Cohen re summaries and data (.7).	10.60
07/25/12	RAC	0005 Review A. Blaylock's comments to SOFAs and Schedules analysis and incorporate same (1.6); various communications with D. Krasa-Berstell re changes to same (.7) and various calls and correspondence with FTI re same (.3).	2.60
07/25/12	ALB	0005 Review and revise schedules summaries (1.1)(.2); communications with R. Cohen (.2)(.1)(.3) and A. Freeman (.2)(.1) re same.	2.20
07/25/12	JAS	0005 Review/edit schedules and SOFAs.	3.00
07/26/12	DKB	0005 Review and analyze debtors' schedules and SOFAs (3.5); prepare and update schedules and sofas summaries (4.8); communications with R. Cohen re summaries and data (.6).	8.90
07/26/12	RAC	0005 Review and revise SOFA/Schedules analysis (6.9); various corr. with FTI re same (.1).	7.00
07/26/12	JAS	0005 Review and edit Schedules and SOFAs (.5).	0.50
07/27/12	DKB	0005 Communications with R. Cohen re revisions to summaries (.4); review and update the above (4.1); communications with attorneys re status (.2).	4.70
07/27/12	RAC	0005 Revise and edit SOFA/Schedules analysis in accordance with A. Blaylock's comments (8.2); various calls with FTI and Kirkland re same (.2).	8.40
07/31/12	ALB	0005 Begin review of revised schedules summary (.7); communications with A&M (.2), R. Cohen (.3)(.1) and FTI (.2)(.1) re same.	1.60
07/03/12	AF	0006 Review Mercer and Deloitte retention apps (.6); various communications with team re: same (1.1).	1.70
07/03/12	LZ	0006 Review and summarize Debtors' professional retention applications (1.2); revise same (3.3); various emails w/ team re: same (.3).	4.80
07/03/12	ALB	0006 Communications with Akin team re retention app summaries (.3); review apps re same (1.2).	1.50
07/04/12	AF	0006 Review and comment on summary of Deloitte & Mercer retention apps (.8); emails re: same (.2).	1.00
07/04/12	ALB	0006 Review and revise retention summaries (2.1); correspondence re same with A. Freeman (.2) and L. Zahradka (.1).	2.40
07/05/12	AF	0006 Various communications re: Deloitte/Mercer summary (.5); review and comment on revised summary of same (.6); discussions re: Mercer flat fee issues (.4); review and comment on Martin Pringle app summary (.5); various communications re: same (.8).	2.80
07/05/12	LZ	0006 Emails w/team and FTI re: summaries of professional retention applications (.2); call w/A. Blaylock re: same (.3); calls w/K&E re: same (.3); revise same (3.2); summarize Martin Pringle retention application (1.8); confer w/A. Blaylock re: same (.3).	6.10
07/05/12	ALB	0006 Review and revise retention summaries (.6)(.4)(2); correspondence with	2.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Akin team (.2)(.1)(.3) and K&E (.2) re same; conferences with K&E re same (.2)(.3).	
07/06/12	DHB	0006 Review and revise memo re retention by Debtors of Mercer, D&T and Pringle (.5); emails re same (.1).	0.60
07/06/12	AF	0006 Various communications re: retention apps and related summaries.	1.20
07/06/12	LZ	0006 Revise summaries of professional retention applications.	0.80
07/09/12	AF	0006 Communications with A. Blaylock and L. Zahradka re: Mercer retention app and pending matters (.3); review and comment on summary email re: same (.1); emails with team re: same (.4).	0.80
07/09/12	LZ	0006 Call with K&E re: Mercer retention application (.4); call w/A. Blaylock re: same (.2); communications with A. Freeman re: same (.3); draft email to Committee re: same (.4); review Fried Frank retention application (1.3) and summarize same (.8).	3.40
07/09/12	ALB	0006 Conference with K&E re retention issues (.3); follow-up communications with A. Freeman and L. Zahradka (.3)(.2) re same; review and revise summary of follow-up to same (.1)(.1); communications with L. Zahradka and A. Freeman re same (.1)(.1); review draft retention application (.6); communications re same with L. Zahradka (.3)(.1).	2.20
07/09/12	KGM	0006 Communications with A. Freeman and L. Zahradka re: OCP retention.	0.20
07/10/12	AF	0006 Various communications re: Fried Frank retention.	0.50
07/10/12	LZ	0006 Calls w/K&E (.3)(.1)(.1) and U.S. Trustee (.2) re: Fried Frank retention application; discuss same with Fried Frank (.4), A. Blaylock (.4) and A. Freeman (.4).	1.90
07/10/12	ALB	0006 Review retention app (.4); correspondence with Akin team re same (.3); review OCP issue (.2).	0.90
07/11/12	AF	0006 Communications with L. Zahradka re: FF retention app and other pending matters.	0.30
07/11/12	LZ	0006 Summarize Fried Frank retention application.	0.70
07/11/12	ALB	0006 Review revised Mercer order (.1); correspondence re same with K&E (.1).	0.20
07/12/12	LZ	0006 Summarize Fried Frank retention application (1.9); communications with A. Blaylock re: same (.2).	2.10
07/16/12	AF	0006 Communications re: recently filed retention app.	0.30
07/16/12	LZ	0006 Communications with R. Cohen re: retention application summaries (.2); review OCP list (.4); emails w/K&E (.3) and A. Blaylock re: same (.2).	1.10
07/16/12	RAC	0006 Prepare summaries of PwC and Epiq retention applications and review and analyze same (4.3); correspondence with L. Zahradka re same (.5); review and incorporate A. Blaylock and A. Freeman's comments to same (2.4).	7.20
07/17/12	AF	0006 Review and revise summaries of recently filed retention apps.	0.50
07/17/12	RAC	0006 Revise retention application summaries (3).	0.30
07/17/12	ALB	0006 Review and revise retention summaries (.4); correspondence with Akin team re same (.2).	0.60
07/18/12	DHB	0006 Review memo re additional professional retention and revise same (.5); communications with A. Freeman and L. Zahradka re changes thereto (.1).	0.60
07/19/12	LZ	0006 Call with K&E re: OCP stipulation (.3); summarize same (.5).	0.80
07/05/12	ALB	0007 Correspondence with Akin team (.1)(.2) and UCC (.1)(.1) re Committee call.	0.50
07/06/12	DHB	0007 Review agenda for Committee meeting and emails re same.	0.10
07/06/12	AF	0007 Prepare for upcoming committee call (.8); various communications re: same (.7).	1.50
07/09/12	DHG	0007 Pre-call with Committee professionals (.3); conference call with Committee (1.8).	2.10
07/09/12	ELR	0007 Participate in Committee call (partial).	0.50
07/09/12	DHB	0007 Prepare for Committee call (.7); professionals' pre-call (.3); attend same (1.8).	2.80
07/09/12	SBK	0007 Prep for committee call (.4); Attend professionals pre-call (.3) and communications with Committee re Superior exclusivity letter and	2.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/09/12	AF	0007 proposed KEIP (1.8). Conference call with committee (1.8); precall with professionals (.3); related follow up (.5); prepare for same (.5).	3.10
07/09/12	LZ	0007 Prepare for Committee call (2.5); call w/Committee (1.8); follow-up re: same (.3).	4.60
07/09/12	ALB	0007 Attend pre-call (.3) and committee call (1.8); prepare for same (.1).	2.20
07/09/12	KGM	0007 Review email exchanges among Akin team re: upcoming Committee call and related professionals' call (.1); participate in professionals' precall (.3); participate in Committee call (1.8); post call with Akin team (.1).	2.30
07/09/12	AKK	0007 Pre-telephone conference re committee call (.3); telephone conference re committee call (1.8).	2.10
07/11/12	AF	0007 Communications re: committee call agenda.	0.40
07/12/12	DHG	0007 Participate in pre-call (.3) and call with Committee (.4).	0.70
07/12/12	DHB	0007 Prepare for Committee call (.2); attend same (.4); follow-up with D. Golden and A. Freeman (.2).	0.80
07/12/12	SBK	0007 Emails to/from D. Botter & A. Freeman re prep for committee call (.30); review Superior documents re prep for committee call (.30); Attend committee call (.40).	1.00
07/12/12	AF	0007 Conference call with committee and related follow up (.4); prepare for same (.4).	0.80
07/12/12	LZ	0007 Prepare for (1.0) and attend call with Committee. (.4).	1.40
07/12/12	ALB	0007 Prepare for (.3) and attend (.4) Committee call.	0.70
07/12/12	KGM	0007 Participate in Committee call (.4) and professionals' precall (.3); prepare for same (.3).	1.00
07/12/12	AKK	0007 Telephone conference re committee call.	0.30
07/18/12	DHB	0007 Review agenda.	0.20
07/18/12	AF	0007 Prepare for committee meeting.	0.40
07/18/12	ALB	0007 Correspondence with Akin (.1)(.2) and FTI (.1) re committee call agenda; draft (.1) and distribute (.1) same.	0.60
07/19/12	DHG	0007 Prepare for Committee call (.5); professionals' pre-call (.3); attend Committee call and follow-up (1.3).	2.10
07/19/12	HBJ	0007 Committee call.	1.30
07/19/12	ELR	0007 Prepare CFIUS presentation for Committee conference call (.5); AG conference call to review presentations to Committee and discuss possible questions (.3); conference call with Committee to discuss pending issues and provide report on CFIUS review of transaction (1.3); follow-up re same (.7).	2.80
07/19/12	HAT	0007 Pre-call with AG team (.3); call with client (1.3).	1.60
07/19/12	DHB	0007 Prepare for Committee call (.4); emails re same and tax presentation (.2) (.2); correspondence with A. Freeman re same (.1); professionals' pre-call (.3); attend Creditors' Committee call and follow-up (1.3) (.1).	2.60
07/19/12	AF	0007 Communications with D. Golden re: committee call (.2); prepare for same (.2); telephone call with D. Golden re: same (.1); committee call (1.3); related follow up (.2).	2.00
07/19/12	LZ	0007 Prepare for (.9) and attend call with Committee (1.3); pre-call with professionals re: same (.3).	2.50
07/19/12	RAC	0007 Various correspondence re Committee calls and coordinate same.	0.20
07/19/12	ALB	0007 Attend pre-call (.3) and committee call (1.3); correspondence with Committee (.1), Akin team (.1) and FTI (.1) re materials for same.	1.90
07/24/12	AF	0007 Various communications re: committee meeting.	0.40
07/31/12	LZ	0007 Prepare for Committee call.	0.40
07/13/12	LZ	0008 Confer w/A. Molgora re: binder for 7/17 hearing.	0.30
07/16/12	AF	0008 Emails re: upcoming hearing (.1); communications with K&E re: same (.6).	0.70
07/17/12	DHB	0008 Review all pleadings in preparation for hearing (1.0); attend same (2.3); follow-up re same (.3).	3.60
07/17/12	AF	0008 Prepare for and attend hearing on Superior exclusivity agreement (3.5); communications with A. Blaylock re: summary of same (.3); emails re: same (.2).	4.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/17/12	JAS	0008 Review amended agenda (.1); note changes in Agenda (.1).	0.20
07/19/12	AF	0008 Emails re: upcoming hearing.	0.20
07/23/12	ALB	0008 Prepare for 7/26 hearing.	0.40
07/24/12	AF	0008 Communications with D. Golden re: upcoming hearing.	0.20
07/24/12	LZ	0008 Confer w/A. Molgora re: hearing preparation (.3); coordinate binders of materials re: same (.5).	0.80
07/24/12	JAS	0008 Review Hawker hearing materials for 7/26/12 hearing (.1); revise index of hearing materials (.2); communications with A. Molgora re development of hearing materials (.1); hearing preparation for 7/26/2012 hearing (1.7); communications with L. Zahradka re hearing preparation (.1).	2.20
07/25/12	AF	0008 Prepare for KEIP hearing.	0.80
07/25/12	LZ	0008 Communications with J. Samper re: hearing preparation (.3); emails w/K&E re: revised forms of order re: same (.2); review hearing materials (.2).	0.70
07/25/12	ALB	0008 Prepare for hearing (.8); communications with Akin team re same (.3).	1.10
07/25/12	JAS	0008 Communications with L. Zahradka re preparation for 7/26/2012 hearing (.1) (.1); review and revise index of hearing materials (.1); preparation for 7/26/2012 hearing (3.5).	3.80
07/26/12	DHG	0008 Attend court hearing on approval process for KERP and KEIP.	2.50
07/26/12	DHB	0008 Email communications re hearing issues and next steps.	0.20
07/26/12	AF	0008 Prepare for keip hearing (.8); review hearing update (.2).	1.00
07/26/12	LZ	0008 Coordinate copies of hearing materials.	0.50
07/26/12	ALB	0008 Prepare for (1.3) (.7) and attend (2.5) hearing.	4.50
07/26/12	JAS	0008 Communications with L. Zahradka and A. Molgora re last minute pleadings for hearing on 7/26/2012 (.2); coordinate with A. Molgora re same (.1) (.1); review e-file (.2); revise same (.2); pull amended agenda and e-mail to L. Zahradka (.1).	0.90
07/30/12	AF	0008 Review and analyze hearing transcript.	3.00
07/19/12	AF	0009 Review and comment on operations/cash flow deck (.4); emails re: same (.2).	0.60
07/26/12	RAC	0009 Review and circulate monthly operating report to FTL.	0.20
07/27/12	AF	0009 Communications re: cash flow.	0.30
07/27/12	ALB	0009 Review FTI weekly cash flow report (.2); correspondence re same with A. Freeman (.1); distribute same to UCC (.1).	0.40
07/30/12	AF	0009 Review cash flow report (.2).	0.20
07/02/12	MR	0010 Correspondence w/ second lien lenders re lien release.	0.30
07/10/12	MSM	0010 Review First Supplement to DIP Security Agreement.	0.30
07/15/12	AF	0010 Various communications re: new bank account.	0.40
07/15/12	ALB	0010 Correspondence re new bank account (.4); review docs re same (.6).	1.00
07/03/12	AF	0011 Review presentation re: gov't subcontractor proposals (.2); emails re: same (.1).	0.30
07/04/12	AF	0011 Emails re: subcontractor proposal.	0.10
07/05/12	DHB	0011 Email communications re government subcontractor payments (.2); communications with A. Freeman (.1) and D. Golden (.1) re status.	0.40
07/10/12	AF	0011 Emails re: government contract motion.	0.20
07/11/12	ALB	0011 Review government subcontractor motion (.6); correspondence re same with A. Freeman (.2) and L. Zahradka (.1); conference with M. Diaz re same (.2); correspondence with K&E re same (.1).	1.20
07/12/12	LZ	0011 Summarize governmental subcontract claims motion (1.3) and confer w/A. Blaylock re: same (.2).	1.50
07/12/12	ALB	0011 Conference with K&E re government subcontractor motion.	0.40
07/13/12	LZ	0011 Review filed version of government subcontractors' motion (.3); revise summary accordingly (.5).	0.80
07/13/12	ALB	0011 Review redline of filed version of government subcontractor motion (.4); review summary of same (.6); correspondence with L. Zahradka (.1) and K&E (.2) re same; correspondence with creditor re maintenance program (.2); correspondence with K&E re same (.1).	1.60
07/16/12	AF	0011 Review and comment on government contractor motion summary.	0.30
07/17/12	AF	0011 Communications with A. Blaylock re: government contractor motion	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/17/12	ALB	0011 (.2); review and revise summary of same (.2). Review government subcontractor issues (.2); correspondence with K&E re same (.1)(.3).	0.60
07/24/12	AF	0011 Review and analyze objection to government contractor motion.	0.40
07/10/12	AF	0012 Various communications re: admin claim motion.	0.30
07/10/12	ALB	0012 Review admin claim motion (.4); communications re same with A. Freeman (.2) and K&E (.3) re same.	0.90
07/11/12	ALB	0012 Review and revise bar date motion (.8); communications re same with A. Freeman (.2) and K&E (.3).	1.30
07/12/12	AF	0012 Communications re: bar date.	0.20
07/12/12	LZ	0012 Summarize bar date motion (2.4) and confer w/A. Blaylock re: same (.2).	2.60
07/12/12	ALB	0012 Communications with Akin team (.2) and K&E (.3) re bar date issues; review and revise same (.3).	0.80
07/17/12	AF	0012 Review and revise summary of bar date motion.	0.20
07/18/12	RAC	0012 Call with KE re Pilatus motion.	0.20
07/19/12	RAC	0012 Draft summary of Pilatus admin claim motion.	3.80
07/23/12	RAC	0012 Draft Pilatus and Ametek administrative claim motion summaries and circulate same to A. Blaylock (3.8).	3.80
07/24/12	LZ	0012 Call w/K&E re: administrative claim motions.	0.70
07/25/12	RAC	0012 Review and revise Pilatus and Ametek motion summaries.	2.70
07/25/12	ALB	0012 Review and revise bar date order (.2); correspondence re same with A. Freeman (.1) and K&E (.1).	0.40
07/27/12	RAC	0012 Revise Pilatus and Ametek motion summaries (1.2) and circulate same to A. Blaylock for review (.1).	1.30
07/30/12	AF	0012 Review reply to Pilatus objection.	0.20
07/31/12	LZ	0012 Call w/K&E re: admin. claims motions.	0.20
07/31/12	RAC	0012 Call with Debtor's counsel re administrative claims motions.	0.10
07/02/12	JLG	0013 Review inbound document production.	3.60
07/02/12	ML	0013 Prepare case documents for attorneys review.	3.00
07/03/12	JLG	0013 Review documents regarding pre-petition transactions.	0.50
07/03/12	JG	0013 Blue-sheet hot documents and create labeled binder for J. Goldsmith.	1.50
07/05/12	AQ	0013 Review and analyze documents produced by Debtors in connection with 2007 transaction.	3.80
07/06/12	DHB	0013 Conference call re lien analysis (.5); communications with A. Qureshi re solvency issues (.2).	0.70
07/06/12	MR	0013 Review Kirkland's response to follow up lien review questions.	0.80
07/10/12	DHG	0013 Work on LBO analysis.	1.50
07/10/12	AF	0013 Communications re: LBO analysis.	0.70
07/11/12	AF	0013 Emails re: LBO documents.	0.20
07/11/12	JLG	0013 Review inbound document production.	3.00
07/11/12	KGM	0013 Email exchanges and teleconference with J. Goldsmith re: LBO diligence (.2); email exchanges with A. Freeman re: same (.1).	0.30
07/11/12	JG	0013 Create binder of documents for J. Goldsmith.	0.80
07/12/12	AQ	0013 Review and analyze documents related to LBO and prepare for call with FTI re same.	0.80
07/12/12	AF	0013 Communications re: LBO call.	0.20
07/12/12	JLG	0013 Review inbound document production (.5); Prepare for call with FTI (.4); Research regarding memo to committee (2.9).	3.80
07/12/12	KGM	0013 Participate in call re: LBO transaction.	0.20
07/16/12	DHG	0013 Conference call with FTI re: analysis of lien issues.	1.30
07/16/12	AQ	0013 Conference call with FTI regarding LBO analysis.	0.50
07/16/12	AQ	0013 Review and analyze LBO discovery.	1.20
07/16/12	DHB	0013 Conference call with FTI re continuing analysis of lien issues (.5); begin review of memo re same (.7); communications with A. Qureshi re LBO issues (.1).	1.30
07/16/12	AF	0013 Conference call with Akin team and FTI re: LBO analysis.	0.50
07/16/12	JLG	0013 Call with FTI regarding solvency analysis (0.5); Research and draft memo to UCC regarding solvency analysis (6.6).	7.10
07/16/12	ML	0013 Prepare case documents for attorneys review.	1.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/16/12	LZ	0013 Call w/FTI re: LBO analysis.	0.30
07/16/12	ALB	0013 Conference with FTI and litigation team re LBO & Solvency analysis update.	0.40
07/17/12	AF	0013 Communications re: LBO analysis.	0.40
07/17/12	JLG	0013 Research and draft memo to UCC regarding pre-petition transactions.	6.30
07/18/12	AQ	0013 Review and analyze documents related to LBO analysis.	0.80
07/18/12	AF	0013 Various communications re: LBO analysis.	0.50
07/18/12	JLG	0013 Research and draft memo to UCC regarding pre-petition transactions.	5.80
07/18/12	CLB	0013 Research re fraudulent transfer issues (1.3)(.2); communications with J. Goldsmith re same (.3).	1.80
07/19/12	AQ	0013 Confer with J. Goldsmith re LBO analysis.	0.20
07/19/12	AF	0013 Communications with A. Blaylock re: LBO analysis (.2); emails re: same (.2).	0.40
07/19/12	FTL	0013 Prepare pre-petition Article 9 lien perfection memo.	4.10
07/19/12	JLG	0013 Research and draft memo to UCC regarding pre-petition transactions (3.4); Meet with A. Qureshi regarding memo to UCC regarding pre-petition transactions (.2).	3.60
07/20/12	AQ	0013 Review and analyze draft FTI LBO analysis.	0.80
07/20/12	DHB	0013 Email communications re lien review issues (.2); conference call re same (1.0); follow-on emails and call with M. Mandel (.4).	1.60
07/20/12	AF	0013 Various communications re: lien review memo.	1.50
07/20/12	JLG	0013 Research and draft memo to UCC regarding pre-petition transactions.	4.30
07/21/12	JLG	0013 Research and revise memo to UCC regarding pre-petition transactions.	6.90
07/22/12	DHB	0013 Call with lien review team (.4); review and revisions to memo and report (1.0).	1.40
07/23/12	AQ	0013 Review and edit draft memo analyzing LBO.	1.40
07/23/12	AQ	0013 Confer with J. Goldsmith regarding LBO memo.	0.30
07/23/12	AQ	0013 Review and analyze case law cited in LBO memo.	1.80
07/23/12	DHB	0013 Continue review and analysis and revisions to lien presentation (1.0).	1.00
07/23/12	AF	0013 Conference call with FTI and Akin team re: LBO analysis (.5); telephone call with M. Diaz re: same (.1); communications with A. Blaylock re: same (.2); emails re: same/memo (1.0); review and comment on same (.8); review and analyze research re: same (.7).	3.30
07/23/12	JLG	0013 Meet with A. Qureshi regarding solvency analysis (.3); Call with FTI regarding solvency analysis (.7); Research and draft memo to committee regarding pre-petition transactions (3.7).	4.70
07/24/12	AQ	0013 Review and analyze revised FTI solvency analysis.	0.90
07/24/12	DHB	0013 Review revised lien memo (.5); emails re same and FTI analysis (.2) (.2); review LBO deck (1.0).	1.90
07/24/12	AF	0013 Communications re: LBO analysis.	0.70
07/24/12	JLG	0013 Review and revise memo to UCC regarding pre-petition transactions (1.2); Speak with FTI regarding solvency analysis (0.9); Review and revise solvency analysis (1.0).	3.10
07/24/12	ML	0013 Prepare case documents for attorneys review.	3.50
07/24/12	ALB	0013 Conference with PBGC re LBO review.	0.30
07/25/12	DHG	0013 Review draft of FTI insolvency analysis.	1.40
07/25/12	AQ	0013 Review and edit revised LBO memo.	0.80
07/25/12	AQ	0013 Confer with J. Goldsmith re LBO memo.	0.40
07/25/12	AF	0013 Communications with A. Blaylock re: lien analysis and pending matters.	0.40
07/25/12	JLG	0013 Revise memo to UCC regarding pre-petition transactions (5.2); Meet with A. Qureshi regarding memo to UCC regarding pre-petition transactions (0.4).	5.60
07/26/12	JLG	0013 Review revised solvency report.	1.00
07/27/12	DHG	0013 Began review of Akin Gump draft memo regarding lien analysis.	1.20
07/27/12	AQ	0013 Final review and edit of LBO analysis memo.	0.90
07/27/12	AQ	0013 Final review and edit of FTI solvency analysis.	0.40
07/27/12	JLG	0013 Review and revise memo to UCC regarding pre-petition transactions and FTI solvency report.	3.10
07/29/12	AF	0013 Communications re: LBO analysis.	0.70
07/30/12	DHG	0013 Review and revise memo to Committee regarding 2007 LBO and	3.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		fraudulent conveyance analysis in connection therewith (2.0); review FTI memo regarding same (.8); communications with D. Botter re: same (.3); communications with J. Goldsmith re: same (.4).	
07/30/12	AQ	0013 Review and analyze revised FTI solvency analysis.	0.40
07/30/12	AQ	0013 Review and analyze revised LBO memo.	0.50
07/30/12	DHB	0013 Review and revise LBO memo (2x) and comment thereto (2.2); correspondence with D. Golden re disputed lien analysis (.2).	2.40
07/30/12	AF	0013 Communications with A. Blaylock re: lien memo (.1); emails with team re: same (.3).	0.40
07/30/12	FTL	0013 Prep Article 9 lien perfection analysis.	0.60
07/30/12	JLG	0013 Communications with D. Golden regarding solvency memo (0.2); Revise solvency memo (2.2).	2.40
07/30/12	ALB	0013 Communications with PBGC re LBO review (.2); review memo re same (.4); coordinate distribution of same with J. Goldsmith (.1).	0.70
07/31/12	MSM	0013 Review memos summarizing 2007 LBO transaction.	0.70
07/31/12	DHB	0013 Review and revise final LBO memo (1.2); communications with J. Goldsmith re changes thereto (.2); review FTI report re same (.6); emails re disputed asset analysis (.2); communications with A. Blaylock re same (.1) (.1); emails with FTI re continued analysis (.2).	2.60
07/31/12	AF	0013 Review and comment on LBO presentation (.5); various communications re: same (.4).	0.90
07/31/12	JLG	0013 Review and revise LBO memo and FTI solvency report.	2.60
07/05/12	MSM	0014 Communications with F. Wilkosz regarding various matters regarding the disputed assets (0.3); conference call with G. Gaddis and F. Wilkosz regarding FAA investigation into aircraft comprising disputed assets (0.3).	0.60
07/05/12	FJW	0014 Communications with M. Mandel re: unencumbered asset analysis (0.3); prepare for teleconference re: same (0.3).	0.60
07/06/12	MSM	0014 Conference call with M. Diaz, D. Botter, F. Wilkosz and G. Gaddis regarding disputed assets and preparation of memorandum summarizing issues regarding same (0.5); communications with F. Wilkosz regarding specific issues regarding memorandum (0.3); follow-up telephone conversation with G. Gaddis regarding FAA/IR analysis with respect to disputed assets (0.2).	1.00
07/06/12	FJW	0014 Participate in conference call re: unencumbered assets (0.5); communication with M. Mandel re: same (0.1); begin drafting memo re: same (2.0).	2.60
07/06/12	ALB	0014 Participate on weekly update call.	0.50
07/09/12	MSM	0014 Begin preparation of memorandum summarizing the disputed assets and proposed equity allocation between secured and unsecured creditors (1.9); communication with F. Wilkosz regarding same (0.2).	2.10
07/09/12	FJW	0014 Continue drafting memo re: unencumbered assets.	4.20
07/10/12	MSM	0014 Communication with F. Wilkosz regarding structure, format and content of Disputed Assets memo (0.2); review additional financial information from E. Arvai and FTI related thereto (0.4).	0.60
07/10/12	FJW	0014 Communications with M. Mandel re: unencumbered assets (0.2); continuing drafting same (5.2); review financial analysis (1.5).	6.90
07/11/12	MSM	0014 Review first draft of memorandum and provide comments to F. Wilkosz (1.2); correspondence to G. Gaddis regarding FAA perfection portion of memo (0.1).	1.30
07/11/12	FJW	0014 Continue drafting memo re: unencumbered assets (4.9); coordinate with G. Gaddis on same (0.2).	5.10
07/12/12	MSM	0014 Review inserts to Disputed Assets memo from Crowe & Dunlevy and revise (0.6); communications with F. Wilkosz regarding same (0.1); correspondence with D. Botter regarding same (0.2); final review of memorandum prior to circulation of same to working group (0.4).	1.30
07/12/12	FJW	0014 Review and revise memo re: unencumbered assets (1.1); conference with M. Mandel re: same (0.2).	1.30
07/13/12	MSM	0014 Communication with D. Botter, A. Blaylock, S. Simms, M. Diaz, E. Arvai and G. Gaddis regarding Disputed Assets memorandum (1.0);	3.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		follow-up correspondence with D. Botter regarding same (0.2); conference call with E. Arvai and G. Gaddis regarding specific tails (and related values) attributable to "civil aircraft" within the pool of Disputed Assets (1.0); communications with F. Wilkosz regarding next steps with respect to memo (0.2); follow-up telephone conversation with M. Diaz regarding revised valuation numbers and application of DIP to same (0.3); prepare summary of revised spreadsheet and FTI analysis of same (0.3).	
07/13/12	DHB	0014 Conference call re analysis of disputed assets (1.0); follow-up with M. Mandel (.2) (.1); emails re same (.2).	1.50
07/13/12	FJW	0014 Prepare for (.1) and participate in conference call re: unencumbered assets (.9); review materials for same (0.5); correspondence with A. Blaylock re: same (0.1); communications with M. Mandel re: same (0.1); participate in conference call re: unencumbered assets financial analysis (0.7); communications with M. Mandel re: same (0.3); review same (0.5).	3.20
07/13/12	ALB	0014 Attend disputed assets call (.9); follow-up communications re same with M. Mandel (.3); review draft memo (.7).	1.90
07/13/12	AKK	0014 Telephone conference with Akin and FTI re unencumbered collateral issues (.9); prepare for same (.1).	1.00
07/16/12	MSM	0014 Continue work on disputed assets memorandum to the committee (0.7); conference call with FTI, E. Arvai and G. Gaddis regarding same (0.5); follow-up telephone conversation with M. Diaz and D. Botter regarding appropriate valuation date in the context of the Superior proposal (0.3); follow-up meeting with A. Blaylock regarding additional elements of memorandum (0.2); telephone conversation with M. Diaz regarding asset valuation under Superior proposal (0.2).	1.90
07/16/12	MR	0014 Correspondence w/ A. Blaylock w/r/t lien review documents and lien review results.	1.10
07/16/12	ALB	0014 Conference with FTI and Akin team re aircraft analysis.	0.70
07/16/12	ALB	0014 Communications with D. Botter, M. Mandel and M. Diaz re unencumbered asset analysis (.6); follow-up conference with M. Mandel re same (.2); begin substantial review and revision of memo (2.1)(.8).	3.70
07/17/12	MSM	0014 Follow-up telephone conversation with M. Diaz regarding financial analysis of disputed assets (0.3); telephone conversation with G. Gaddis regarding additional FAA and IR searches (0.2).	0.50
07/17/12	ALB	0014 Continue substantial review and revision of lien review memo (2.8); correspondence re same with E. Chang and corporate review team (.3); research for memo (.9).	4.00
07/18/12	MR	0014 Discuss w/ B. Kim w/r/t lien review and email B. Kim w/r/t same.	1.00
07/18/12	ALB	0014 Substantial review and revision to unencumbered assets memo (5.2); correspondence re same with M. Mandel (.2); research re same (.6).	6.00
07/19/12	MSM	0014 Review revised disputed assets analysis and provide comments to A. Blaylock (1.2); review FTI presentation materials (0.5); follow-up telephone conversation with A. Blaylock regarding same (0.4); telephone conversation with M. Diaz regarding FTI tail-specific information (0.2); review revised memorandum and mark-up of FTI presentation (1.8); telephone conversation with G. Gaddis and A. Blaylock regarding same (0.3).	4.40
07/19/12	MR	0014 Correspondence w/ F. Lee w/r/t lien review.	6.00
07/19/12	ALB	0014 Review and revise lien review memo (1.8) and FTI materials (.9); correspondence with lien review team re same (.2); conference with M. Mandel re same (.4); conference with M. Mandel and G. Gaddis re same (.3).	3.60
07/20/12	FTL	0014 Prep pre-petition article 9 lien perfection memo.	1.60
07/20/12	RAC	0014 Research regarding Bankruptcy Code section 552 (4.5); conversation with A. Blaylock re same (.2).	4.70
07/20/12	ALB	0014 Conference with working group re lien review memo and conclusions regarding unencumbered assets.	2.10
07/21/12	RAC	0014 Research (2.6) and draft (2.3) email memorandum for A. Blaylock	4.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/22/12	MSM	0014 regarding Bankruptcy Code section 552. Conference call with D. Botter, B. Kim, F. Lee and A. Blaylock regarding certain credit agreement and bankruptcy law issues relating to certain collateral (0.5); review final DIP Order and case law on rights in pre-petition and post-petition collateral (1.4).	1.90
07/22/12	FTL	0014 Call w/ D. Botter, M. Mandel, B. Kim and A. Blaylock re: lien perfection review.	0.50
07/22/12	RAC	0014 Draft email memorandum for A. Blaylock regarding Bankruptcy Code section 552.	2.40
07/22/12	ALB	0014 Review research re lien review issue (.9); conference with Akin team re same (.6).	1.50
07/23/12	MSM	0014 Review comments from D. Botter on disputed assets memorandum (0.4); telephone conversation with D. Botter regarding same (0.2); correspondence with A. Blaylock re same (0.2); telephone conversation with S. Simms and M. Diaz regarding FTI's financial analysis (1.0); review further revision to disputed assets memo (0.6); follow-up telephone conversation with M. Diaz, S. Simms and D. Botter regarding same (0.9).	3.30
07/23/12	MJV	0014 Conference with F. Lee re UCC issues regarding continuance of inventory lien in finished aircraft (0.30). UCC research re same (0.80).	1.10
07/23/12	AF	0014 Communications re: disputed assets memo.	0.20
07/23/12	FTL	0014 Prep pre-petition article 9 lien perfection review.	2.90
07/23/12	RAC	0014 Research regarding adequate protection for prepetition lenders of inventory/raw materials for disputed asset issue (2.7).	2.70
07/23/12	ALB	0014 Communications with M. Mandel re disputed assets research (.2); correspondence with corporate team re analysis re disputed asset issue (.1)(.2); follow-up correspondence with Akin team re same (.3); communications with D. Botter re status of memo and same (.2); review and revise memo for internal distribution (.2)(.4) view comments to FTI materials (.1); correspondence re same (.1).	1.80
07/24/12	MSM	0014 Review additional changes to disputed assets memo (0.6); review proposed revisions to FTI presentation for same (0.3).	0.90
07/24/12	ALB	0014 Substantial correspondence with Akin Gump team re disputed asset memo (.4); correspondence with FTI re same (.2).	0.60
07/25/12	FJW	0014 Coordinate with various parties regarding weekly conference call.	0.20
07/25/12	ALB	0014 Communications with Akin team and FTI (.2) re status of review; communications with A. Freeman re same (.3).	0.50
07/30/12	ALB	0014 Correspondence with Akin team re lien review and memo (.2); review back-up from Corporate team (.4) re same.	0.60
07/31/12	DHG	0014 Review dispute assets/lien memo.	1.20
07/31/12	MSM	0014 Review memos summarizing the Senior Secured Credit Facility and Senior Tranche Advance prepetition liens.	0.60
07/31/12	AF	0014 Review and analyze disputed assets memo.	0.80
07/20/12	MSM	0015 Prepare correspondence to disputed assets working group regarding comments on committee memorandum (0.2); conference call with FTI and G. Gaddis to review same (1.0); correspondence with A. Blaylock regarding lien perfection issues for non-aircraft (0.2); correspondence with D. Botter regarding same (0.2); review portions of credit agreement with respect to collateral and security therefor (0.6).	2.20
07/13/12	LZ	0017 Review and summarize motion to extend time to remove civil actions (.8); correspondence with A. Blaylock re: same (.2).	1.00
07/13/12	HBJ	0018 Communication with S. Joffe re taxes and review notes for summary.	0.40
07/16/12	HBJ	0018 Review schedules and notes of prior tax discussions with Kirkland tax to prepare for discussion with S Joffe (FTI Tax) and email summarizing impact.	1.00
07/18/12	HBJ	0018 Discussion with S Joffe, S Simms and M Diaz (FTI) re tax attributes and planning and presentation to Committee re same (0.4); follow-up analysis (0.2); discussion with Akin team re same (0.3).	0.90
07/18/12	AF	0018 Communications with H. Jacobson and A. Blaylock re: NOLs (.3); emails re: same (.2); telephone call with A. Blaylock re: same (.1).	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/18/12	ALB	0018 Conference with A. Freeman and H. Jacobson re tax issues (.3); follow-up with A. Freeman re same (.1).	0.40
07/19/12	HBJ	0018 Prepare for committee call by preparing summary of tax issues and exchanging with D Botter.	0.70
07/19/12	AF	0018 Various communications with D. Botter and H. Jacobson re: NOL update (.9); review outline of same (.2).	1.10
07/26/12	HBJ	0018 Meet with R Devenow re research on possible additional taxes.	0.20
07/26/12	RLD	0018 Research on whether there are federal excise taxes for sale of planes, planes in process of construction by aircraft manufacturer.	1.80
07/02/12	DHG	0019 Review PBGC term sheet.	0.40
07/02/12	LDL	0019 Review document submissions.	0.30
07/02/12	DHB	0019 Emails with S. Simms re KEIP issues and timing (.1) (.1); telephone call with P. Nash and R. Kwasteniet re same (.2); communications with A. Freeman re same and telephone call with B. Feder re PBGC negotiations (.5); email communications with Debtors re same (.2); review PBGC term sheet and emails re same (.3); emails re IAM proposals (.1).	1.50
07/02/12	AF	0019 Telephone call with D. Botter and B. Feder re: pension negotiations (.3); emails with K&E and Akin team re: keip status (.3).	0.60
07/03/12	DHG	0019 Review KEIP presentation.	1.00
07/03/12	LDL	0019 Emails re IAM issues.	0.50
07/03/12	AQ	0019 Review and analyze company KEIP presentation.	0.50
07/03/12	AQ	0019 Review and analyze FTI analysis of KEIP proposal.	0.60
07/03/12	DHB	0019 Telephone call with S. Simms re KEIP status (.2); email communications with Committee re same and timing (.4).	0.60
07/03/12	AF	0019 Review and revise summary of keip status (.5); various emails re: same (.7); telephone call with P. Nash re: keip (.1).	1.30
07/03/12	ALB	0019 Draft (.3); review and revise (.1) KEIP summary to UCC.	0.40
07/03/12	KGM	0019 Review and revise email re: KEIP update and circulate same to Committee.	0.20
07/04/12	EMC	0019 Research re Lockheed Martin strike, focusing on multiemployer pension provisions.	0.50
07/04/12	AF	0019 Emails re: keip.	0.10
07/05/12	LDL	0019 Emails re IAM issues.	0.30
07/05/12	EMC	0019 Research re Lockheed Martin strike settlement and prepare communication to attorney re same.	1.00
07/08/12	AF	0019 Review and comment on keip report.	0.40
07/09/12	DHG	0019 Review latest KEIP/KERP presentations.	1.10
07/09/12	LDL	0019 Emails re IAM pension issues.	0.30
07/09/12	DHB	0019 Review latest KEIP presentation and revise (1.0); communications with A. Freeman re same (.1); telephone call with P. Nash re KEIP discussions (.1); review Committee email re proposal (.1).	1.30
07/09/12	AF	0019 Review and comment on keip presentation (.8); telephone call with A. Bekker re: same (.2)(.2); telephone call with S. Simms re: same (.2); review and comment on summary of neg. re: same (.4); various communications re: same (.5); analysis of same (1.0).	3.30
07/09/12	ALB	0019 Review and revise note to UCC re KEIP (.2)(.1); distribute same (.1); communications with FTI (.1) and Akin team (.1) re same.	0.60
07/10/12	LDL	0019 Email re sale of options.	0.30
07/10/12	DHB	0019 Telephone call with H. Kaplan re KEIP and plan issues (.2); emails re same (.2); telephone call with S. Simms re proposal (.2).	0.60
07/10/12	AF	0019 Various communications re: keip.	0.60
07/10/12	ALB	0019 Correspondence with Committee (.1)(.2) re KEIP proposal; correspondence with Akin and FTI teams re same (.1).	0.40
07/11/12	LDL	0019 Review data room entries.	0.30
07/11/12	DHB	0019 Email communications re KEIP analysis and discussions.	0.40
07/11/12	AF	0019 Various communications re: keip.	0.60
07/12/12	DHB	0019 Email communications re KEIP issues (.1) (.2); communications with A. Freeman re same (.2) (.2); conference call re same (.4). Review KEIP presentation (.2).	1.30
07/12/12	AF	0019 Conference call with FTI and A. Blaylock re: keip motion (.9); emails	9.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		re: same (.4); telephone call with M. Diaz re: same (.6)(.2); review and analyze draft motion re: same (1.0); telephone call with P. Nash re: same (.1); calls with D. M. and N. S. re: same (.4); discuss same with D. Botter (.2); telephone call with R. K. and D. M. re: same (.5); telephone call with M. Diaz re: same (.3); calls with FTI and D. Botter re: same (1.0); emails re: same (.3); negotiations/finalize keip agreement (3.5).	
07/12/12	ALB	0019 Conference with FTI and A. Freeman re KEIP (.9); follow-up with A. Freeman (.1) re same; conference with K&E re same (.2)(.4); review same (.4).	2.00
07/13/12	AF	0019 Emails re: keip.	0.20
07/15/12	LDL	0019 Review Lockheed strike issues re IAM pension proposal re CB plan (.5); review PBGC letter (.3).	0.80
07/15/12	DHB	0019 Email communications re minimum funding issues (.3); review and revise memo re same (.3).	0.60
07/15/12	AF	0019 Review and revise summary re: pension payment (.8); various communications re: same (1.3).	2.10
07/15/12	ASL	0019 Attention to pension contribution email.	1.50
07/15/12	RZ	0019 Work on employee benefit matters in reorganization.	1.80
07/15/12	ALB	0019 Draft (.7); review and revise (.2)(.3) pension note; conferences with R. Zaiss (.4) and correspondence with B. Simonneti and A. Freeman re same (.3).	1.90
07/16/12	LDL	0019 Emails re IAM proposal.	0.30
07/16/12	BES	0019 Review of pension matters.	2.10
07/16/12	AF	0019 Emails re: pension issues.	0.20
07/18/12	AF	0019 Emails re: keip.	0.20
07/19/12	DHB	0019 Work re KEIP issues and review language (.3); emails re same (.2).	0.50
07/19/12	AF	0019 Telephone call with S. Simms re: keip language (.7); review and redraft language re: same (.6); emails re: same (.8); review draft presentation re: same (.2).	2.30
07/22/12	AF	0019 Communications re: keip amendment.	0.50
07/23/12	DHG	0019 Communications with D. Botter re: hearing on KEIP motion.	0.30
07/23/12	AF	0019 Emails re: keip amendment (.2); review UST objection (.4).	0.60
07/24/12	DHB	0019 Review US Trustee KEIP response (.5); emails re same (.2).	0.70
07/24/12	AF	0019 Review and revise summary of proposed keip amendment (.4); review and analyze keip objection (.5).	0.90
07/24/12	ALB	0019 Draft (.3), review and revise (.1) KEIP update; distribute same to UCC (.1).	0.50
07/25/12	DHG	0019 Review KERP and KEIP motions and two objections thereto in preparation for next day court hearing (2.5); communications with A. Freeman re: same (.3).	2.80
07/25/12	AF	0019 Review and analyze IAM keip objection (.4); various communications with FTI re: same (.4).	0.80
07/25/12	RZ	0019 Review purchase agreement (1.2); consider issues (.2); review KEIP objection (.4); consider issues (.3); communications with A. Freeman (.4).	2.50
07/25/12	ALB	0019 Review revised KEIP order (.2); correspondence with K&E (.1) re same.	0.30
07/26/12	DHG	0019 Review motions for KERP/KEIP and objections thereto and Akin Gump summary in preparation for hearing.	1.70
07/26/12	RZ	0019 Work on employee benefits issues in restructuring (2.0); attention to KEIP objection and purchase agreement (2.0); communications with S. Kuhn (.2); communications with L. Levine (.1).	4.30
07/26/12	ALB	0019 Correspondence with D. Botter (.1)(.1) and S. Simms (.1)(.2) re KEIP update; draft (.3) review and revise (.1) same for UCC.	0.90
07/27/12	AF	0019 Emails re: keip.	0.20
07/27/12	RZ	0019 Work on employee benefits issues in restructuring.	1.20
07/29/12	LDL	0019 Review union/labor pension update.	0.30
07/30/12	AF	0019 Review reply to keip objection.	0.20
07/30/12	JAS	0019 Research case docket (.2); communications with L. Zahradka re retrieval of KEIP Motion hearing transcript (.1); place order for transcript of hearing re same (.3); call transcriber re same (.1).	0.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/31/12	DHB	0019 Email communications re 1113 issues.	0.20
07/13/12	LZ	0020 Review and summarize 365(d)(4) motion.	0.90
07/17/12	LZ	0021 Communications with A. Freeman re: Exclusivity Motion hearing (.4); review materials for same (.3).	0.70
07/01/12	DHB	0022 Email communications re Plan and Disclosure Statement.	0.20
07/01/12	AF	0022 Analysis of filed plan and DS (1.5); various communications re: same (.7).	2.20
07/01/12	LZ	0022 Emails with Committee re: Plan and DS.	0.60
07/01/12	KGM	0022 Email exchanges with L. Zahradka re: circulating plan and disclosure statement to Committee (.2); review draft email to Cte re: same and comment on same (.2).	0.40
07/02/12	DHB	0022 Email communications with Committee members re continuing plan issues.	0.20
07/02/12	AF	0022 Communications with trustees re: plan comments.	0.40
07/02/12	DKB	0022 Communications with L. Zahradka re plan and disclosure statement (.1); Prepare sets of documents for attorneys (.6).	0.70
07/05/12	DHB	0022 Email communications with Committee members re plan issues and consider same.	0.30
07/12/12	DHB	0022 Continue review of Plan (.3).	0.30
07/12/12	JAS	0022 Review objection to Disclosure statement (.7); draft summary of same (.4); confer with T. Southwell re objections (.1).	1.20
07/23/12	SBK	0022 Emails to/from Botter re review of Superior draft plan sponsorship agmt.	0.30
07/24/12	DHB	0022 Begin review of Plan Sponsor Agreement.	2.50
07/24/12	SBK	0022 Review/mark up draft plan support agmt from Kirkland/Perella (4.7); Emails to/from Akin team re various issues re same (1.10); Emails to/from Brown re possible revised PSA (.30).	6.10
07/25/12	HBJ	0022 Initial review of Plan Sponsor Agreement.	0.40
07/25/12	DHB	0022 Continue review of PSA (1.2); emails with S. Kuhn re same (.2).	1.40
07/25/12	SBK	0022 Continued review of draft plan sponsorship agmt (2.8); Several emails to/from Botter re same (.40); TC w/Freeman re same (.20); Emails to/from Jacobson and Zaiss re same (.40); Draft issues list re PSA (1.8); Email to Akin team re same (.10).	5.70
07/25/12	AF	0022 Communications re: draft DS motion.	0.20
07/25/12	AF	0022 Review, analyze and comment on plan sponsorship agreement.	3.20
07/26/12	HBJ	0022 Reviewing Plan Sponsor Agreement and exchange comments with Akin team.	1.70
07/26/12	ELR	0022 Review S. Kuhn list of questions and issues re draft PSA and note CFIUS-related issues (.5); review PSA provisions related to CFIUS and note comments (1.0).	1.50
07/26/12	DHB	0022 Review S. Kuhn comments re PSA (.5); draft further comments (.5).	1.00
07/26/12	SBK	0022 Review issues list re draft PSA (.30); Emails to/from Jacobson re tax issues in PSA and additions to issues list (.70); TC w/Zaiss re same (.20); Emails to/from Botter re additional issues and review same (.40); Emails to/from Brown re creating updated inclusive issues list (.30).	1.90
07/26/12	AF	0022 Communications re: plan sponsorship agreement.	0.80
07/26/12	AF	0022 Review, analyze and comment on draft Disclosure Statement motion and related documents.	2.80
07/26/12	ALB	0022 Review and revise solicitation procedures and ballots and DS motion (2.4); correspondence re same with A. Freeman (.2); further review and revise same (.3) and correspondence re same with K&E (.1).	3.00
07/27/12	HBJ	0022 Review issues list for Kirkland on plan sponsor agreement.	0.20
07/27/12	DHB	0022 Review Disclosure Statement motions and exhibits.	1.20
07/27/12	SBK	0022 Review/mark up issues list re plan support agmt from Brown (.40); TC w/Brown re changes to issues list (.20); Emails re same (.20).	0.80
07/27/12	AF	0022 Review revised version of Disclosure Statement motion.	0.90
07/27/12	ALB	0022 Conference with K&E re Solicitation Procedures (.7); review and revise draft of same (1.1); review amended draft of same (.6).	2.40
07/27/12	TCB	0022 Revise issues list for superior plan support agreement.	1.70
07/27/12	TCB	0022 Revise issues list for the PSA and discuss with S. Kuhn.	0.40
07/30/12	AF	0022 Review comments to PSA.	0.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/30/12	RAC	0022 Review Motion to approve Disclosure Statement (1.8); draft summary of same (2.2).	4.00
07/30/12	TCB	0022 Revise issues list of PSA.	0.20
07/30/12	JAS	0022 Review objection to Disclosure statement (.4); draft summary re same (.2).	0.60
07/31/12	RAC	0022 Draft summary of Motion to Approve Disclosure Statement.	6.80
07/31/12	JAS	0022 Review objection to disclosure statement.	0.20
07/02/12	RMJ	0024 Conduct research re: prior transactions involving Superior Air Beijing.	1.60
07/03/12	DHG	0024 Review exclusivity proposal with Superior.	1.50
07/03/12	ELR	0024 Review research on Superior prior U.S. acquisition and CFIUS cases involving proximity to strategic assets and e-mail with R. Jones re follow-up needed (.5); review revised report, finalize and send to AG team (.5).	1.00
07/03/12	DHB	0024 Email communications with S. Simms re Superior status (.2); review new letters (1.2); draft email status report to Committee (.5); draft follow-up re same (.2).	2.10
07/03/12	SBK	0024 Review revised proposal letter and exclusivity letter re Superior (.40); Emails to/from Botter and FTI re same (.20); Emails to/from Freeman re CFIUS diligence list (.20).	0.80
07/03/12	AF	0024 Review and analyze revised exclusivity letter/proposal (.9); review and revise sale update (.4); various communications re: same (.6); review diligence requests re: CFIUS (.3); emails re: same (.2).	2.40
07/03/12	RMJ	0024 Continue researching prior acquisition by Superior Aviation Beijing, prior CFIUS transactions, and the CFIUS proximity issue (2.1); draft summary re: same for E. Rubinoff review (1.7).	3.80
07/04/12	MSM	0024 Review various sale proposals.	0.60
07/04/12	AF	0024 Emails re: sale update.	0.20
07/05/12	DHG	0024 Continued review of exclusivity letter.	0.60
07/05/12	ELR	0024 Review Superior Second Revised Proposal and compare terms, including provision re continuing sale of aircraft to special mission business and provision of parts and service (1.0); analyze CFIUS implications of proposal re special mission business and e-mail with S. Kuhn re same (1.0).	2.00
07/05/12	DHB	0024 Email communications re Superior bid (.2) and comments thereto (.1) (.3); continue review of same (.4).	1.00
07/05/12	AF	0024 Various communications re: sale update (.8); review, analyze and comment on revised exclusivity letter (1.4).	2.20
07/05/12	LZ	0024 Draft email to Committee re: revised bid proposal (.6); emails w/S. Kuhn re: same (.1).	0.70
07/06/12	ELR	0024 Review agenda for 7/9 Committee call with focus on CFIUS issues (.3); e-mail with S. Kuhn re same and contacting Kirkland re Debtor/Superior meeting with CFIUS (.3).	0.60
07/06/12	DHB	0024 Conference call re bid process (.8); follow-up emails re same (.3); follow-up call with S. Kuhn (.3) and S. Simms (.4) re same and KEIP; review and revise memo re status of sale issues (.4); emails re same (.2).	2.40
07/06/12	AF	0024 Conference call with Debtors and professionals re: sale process (.8); related follow up (.3); communications re: CFIUS (.3); analysis re: exclusivity agreement (1.0); various communications re: same/sale process (1.2).	3.60
07/06/12	LZ	0024 Revise email to Committee re: revised bid proposal.	0.50
07/07/12	DHB	0024 Extensive email communications re Superior bid and begin review of new drafts.	1.00
07/07/12	AF	0024 Review and analyze motion re: exclusivity agreement (.9); various communications with Akin team and Debtors re: same (1.4).	2.30
07/07/12	ALB	0024 Review execution version of exclusivity agreement and related documents (.6); substantial communications with Akin team (.3)(.1)(.1) and K&E (.2) re same.	1.30
07/08/12	DHB	0024 Continue review of new draft/executed bid documents and motion (1.6); review and revise memo re same (2x) (.5) (.1); extensive email communications re same (.4); emails with Debtors re timing of press	3.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/08/12	AF	0024 release and Wall Street Journal story (.4). Review and revise memo re: sale exclusivity motion (.6); review related documents (.6); various communications re: same (1.2).	2.40
07/08/12	ALB	0024 Review draft motion for exclusivity agreement (.9); draft summary re same (1.1); review and revise same (.4)(.2); communications with Akin team re same (.1)(.2)(.1).	3.00
07/09/12	DHG	0024 Communications with D. Botter re: Superior transaction.	0.30
07/09/12	ELR	0024 Report to S. Kuhn (.5); conference call with A. Snyder (HB GC) and CFIUS counsel re meeting with CFIUS (.5); review HB press release on exclusivity agreement with Superior, memo on agreement motion, revised bid and other documents (.5); e-mail with S. Kuhn re political and PR aspects of deal and ability of parties to deal with Congress and media and report on HB meeting with CFIUS (.5).	2.00
07/09/12	DHB	0024 Email communications re Superior issues (.3); review Superior bid documents and press release (.4); email communications re same and review of new versions (.4); telephone call with A. Tang re same (.1) and email follow-up (.1); communications with D. Golden and A. Freeman re same (.3).	1.60
07/09/12	SBK	0024 Review press release and info letters from HB re Superior transaction (.30); Emails to/from Akin team re same (.20); Emails to/from Rubinoff re CFIUS updates (.30); Review final version of Superior exclusivity letter and executed bid letter (.40); TC w/ D. Golden re CFIUS question (.20); Follow-up re same (.40); Email Botter & Freeman re same (.10).	1.90
07/09/12	AF	0024 Communications with D. Botter re: sale issues (.2); emails re: draft press release (.2); review and revise email to committee re: sale documents (.2); communications with D. Golden and D. Botter re: same (.2); review and analyze draft superior documents (1.2).	2.00
07/09/12	ALB	0024 Review and revise email summary and memo to UCC re sale update (.3); communications with A. Freeman (.1) and UCC (.1) re same.	0.50
07/09/12	TCB	0024 Call to discuss bid from Superior.	0.70
07/09/12	KGM	0024 Review email to Committee re: status of sale process and related materials.	0.30
07/09/12	AKK	0024 Review sale process materials.	0.40
07/10/12	ELR	0024 E-mail and telephone calls with S. Kuhn re CFIUS review, possible problems, need for policy and PR strategy and scheduling call to discuss (.5); review new articles about exclusivity deal, note comments about possible CFIUS problems and arrange conference call to discuss (.5); brief H. Terhune on matter, discuss Hill and media strategy and review deal communications letters (.5); conference call with D. Botter and S. Kuhn to discuss CFIUS issues, potential problems in Congress and states, confirming Debtor strategy to address issues and offering assistance (.5).	2.00
07/10/12	HAT	0024 Arrangements for call to discuss transaction (.2); review preliminary materials/correspondence re: same (.4); research re: same; (.4); prepare for and telephone call with internal team re: transaction (.7).	1.70
07/10/12	DHB	0024 Review exclusivity motion draft and motion to shorten (1.2); communications with S. Kuhn re CFIUS issues (.2); conference call with S. Kuhn, E. Rubinoff, H. Terhune re same (.5); follow-on emails re same (.4); work re CFIUS (.2).	2.50
07/10/12	SBK	0024 Review media coverage re Superior transaction (.70); Follow-up calls w/Rubinoff (.30) and Golden (.10) re CFIUS process; Email/TC w/Botter re same (.20); Review email from S. Wilson re same (.10); Emails to/from Rubinoff, Terhune and Botter re follow-up call (.30); TC w/same re update and possible next steps re CFIUS process (.50); Email Golden re same (.20).	2.40
07/10/12	AF	0024 Conference call with Akin team re: CFIUS (.5); related follow up (.2); analysis re: same (.8); various communications re: same (.7); review and comment on summary re: same (.2).	2.40
07/10/12	ALB	0024 Review filed versions of exclusivity agreement motion (.3); correspondence with the UCC (.1) re same; communications with A.	0.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Freeman re same (.1)(.2).	
07/10/12	KGM	0024 Review email to Committee and related documents re: exclusivity agreement.	0.20
07/11/12	ELR	0024 E-mail with S. Kuhn re CFIUS review.	0.30
07/11/12	HAT	0024 Review rollout materials (.8); review press re: transaction (.4); follow up correspondence with team re: issues (.3).	1.50
07/11/12	DHB	0024 Email communications re CFIUS and sale issues.	0.20
07/11/12	SBK	0024 Emails to/from Rubinoff & Terhune re CFIUS process (.40).	0.40
07/11/12	AF	0024 Various communications re: Superior transaction.	0.70
07/12/12	ELR	0024 Telephone conference with S. Wilson (P&W) re CFIUS review of deal, challenges and risks presented, and need for memorandum describing CFIUS process and identifying concerns (.5); e-mail with AG team re preparing memo for Committee and participating in next conference call (.5).	1.00
07/12/12	HAT	0024 Review press and commentary regarding transaction.	0.50
07/12/12	DHB	0024 Email communications re CFIUS issues.	0.20
07/12/12	SBK	0024 Emails to/from Rubinoff and Botter re memo to committee re CFIUS issues (.20).	0.20
07/13/12	MSM	0024 Review terms of Superior bid.	0.40
07/13/12	ELR	0024 Review background materials (.6) and outline memorandum for Committee on CFIUS process and issues reviewed (.9).	1.50
07/13/12	HAT	0024 Review press and correspondence re: transaction.	0.80
07/13/12	DHB	0024 Email communications re sale and CFIUS issues.	0.30
07/13/12	AF	0024 Communications re: CFIUS.	0.30
07/16/12	ELR	0024 E-mail with S. Wilson (P&W) re memo on CFIUS process and issues (.3); research prior memos on CFIUS and review cases on Chinese acquisitions (1.0); outline memorandum (1.0).	2.30
07/16/12	HAT	0024 Review press and materials re: transaction.	0.50
07/16/12	DHB	0024 Review further information re CFIUS issues and emails re same (.3); emails re sale objections (.2); review same and pleadings (.6) and begin preparation for sale hearing (.5).	1.60
07/16/12	AF	0024 Various communications re: superior exclusivity motion.	0.40
07/17/12	MSM	0024 Review Superior proposal and summarize same for memorandum to the Committee (0.7).	0.70
07/17/12	ELR	0024 Draft memorandum about CFIUS review of Superior deal and begin revisions.	3.00
07/17/12	HAT	0024 Review press and correspondence re: new pleadings.	0.80
07/17/12	SBK	0024 Emails to/from Botter and Freeman re approval of Superior exclusivity agmt and next steps re Superior (.30); Emails to/from Hewitt and Rubinoff re latest press on Superior deal (.20); TC w/Botter re same and IAM objection (.20).	0.70
07/17/12	AF	0024 Review and analyze objections to exclusivity agreement (.9); various communications re: same (.4).	1.30
07/17/12	RAC	0024 Review order re Exclusivity Agreement Motion (.4).	0.40
07/18/12	LDL	0024 Emails re potential purchase.	0.30
07/18/12	ELR	0024 Complete revisions to memorandum to Committee on CFIUS review of Superior/HBC transaction and distribute (1.5); e-mail with H. Terhune and D. Botter re edits (.5); discuss with D. Botter, finalize and send to D. Botter (1.5).	3.50
07/18/12	HAT	0024 Review press and updates re: transaction (.3); review/edit/supplement memo for client re: CFIUS process and issues (2.5).	2.80
07/18/12	DHB	0024 Work on CFIUS memo (1.2); office conference with E. Rubinoff re same (.2).	1.40
07/18/12	AF	0024 Various communications re: CFIUS.	0.80
07/19/12	ELR	0024 Revise CFIUS memorandum per edits from D. Botter and return for distribution (.5).	0.50
07/19/12	HAT	0024 Final review/edits to CFIUS memo.	0.40
07/19/12	DHB	0024 Review and comment on final version of CFIUS memo (.5); emails re same (.2) and meeting (.1) (.2).	1.00
07/19/12	AF	0024 Review and analyze CFIUS memo (.7); emails re: same (.3); emails re:	1.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/20/12	HAT	0024 superior deposit (.2); emails re: CFIUS call (.2). Correspondence re: call with HB team (.1); review press re: transaction (.1); correspondence and discuss same with J. Jankowsky (.8).	1.00
07/20/12	AF	0024 Communications re: superior deposit.	0.30
07/22/12	DHB	0024 Email communications with K&E re Superior deal documents (.2); email communications with D. Golden and A. Freeman re CFIUS issues and calls (.1).	0.30
07/22/12	AF	0024 Communications re: CFIUS (.3); superior sale (.3); plan sponsorship agreement (.5).	1.10
07/23/12	DHG	0024 Participate in Debtors' and Committee's professionals call re: political process relating to Superior bid (1.2); review Akin Gump internal memorandum re: same (.6).	1.80
07/23/12	ELR	0024 Conference call with HBC CFIUS team to discuss actions to date, strategy going forward, preliminary issues identified and possible mitigation of issues (1.3); telephone conference with D. Botter re evaluation of CFIUS strategy and drafting report for Committee (.2); outline and draft report to Committee (1.5).	3.00
07/23/12	HAT	0024 Prepare for telephone call with HB counsel (.2); telephone calls with HB counsel (.8); follow up with in-house staff (.2); review materials re: Senate hearing re: US Aviation Competitiveness (.8).	2.00
07/23/12	DHB	0024 CFIUS call and follow-up (1.0); emails re same (.1).	1.10
07/23/12	DHB	0024 Conference call re continuing analysis of Superior bid issues (1.1); emails as follow-up (.3).	1.40
07/23/12	AF	0024 Conference call with Debtors and Akin team re: CFIUS and related follow up (.7); analysis re: same (.3).	1.00
07/23/12	LAG	0024 Research Congressional statements re Hawker Beechcraft (.4); research recent press re Hawker Beechcraft (.4).	0.80
07/24/12	LDL	0024 Emails re sale.	0.30
07/24/12	ELR	0024 Analyze CFIUS issues and e-mail with AG team re impact on CFIUS review of HBC/Superior (1.0); complete draft of report to Committee on call with HBC CFIUS advisors, revise and discuss with H. Terhune (1.0); review draft agreement provision on placing defense business in trust and e-mail with S. Kuhn re viability of plan to ring fence that business (1.0).	3.00
07/24/12	HAT	0024 Analysis re: CFIUS issues (.3); review press re: HB/Superior (.7); correspondence re: draft agreement (.2).	1.20
07/24/12	AF	0024 Various communications re: CFIUS issues (.9); analysis re: Superior sale (.3).	1.20
07/24/12	DKB	0024 Research Superior Air Parts case (.3); Prepare status email for attorneys (.2).	0.50
07/24/12	RAC	0024 Review and analyze docket pleadings in the SAP bankruptcy case and adversary proceeding (4.0); draft summary re same and circulate same to Akin FR team (3.5).	7.50
07/24/12	ALB	0024 Review articles re potential purchaser case (.3); review pleadings re same (.9); review and revise note summarizing case status (.4); communications with Akin team re same (.1)(.2)(.1).	2.00
07/25/12	ELR	0024 E-mail with H. Terhune re edits to report on call with HB CFIUS advisors (.5); revise and send report to D. Botter (.5).	1.00
07/25/12	HAT	0024 Review/edit/supplement memo for client re: discussion with HB and consultants re: transaction strategy (1.0); review press re: transaction (.3).	1.30
07/25/12	AF	0024 Correspondence with S. Kuhn re: sale documents.	0.20
07/25/12	LAG	0024 Research Congressional statements re Hawker Beechcraft.	0.30
07/26/12	HAT	0024 Review press re: transaction (.3); correspondence re: same (.2).	0.50
07/26/12	DKB	0024 Monitor Superior Air Parts cases (.3); Draft status email to attorneys (.1).	0.40
07/27/12	ELR	0024 Analyze CFIUS issues (.7) and discuss implications for CFIUS review of Superior transaction with H. Terhune (.3).	1.00
07/27/12	HAT	0024 Analyze CFIUS issues (.5); review other press re: transaction (.2).	0.70
07/27/12	AF	0024 Various communications re: CFIUS.	0.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
07/27/12	DKB	0024 Review Superior Air Parts docket (.3); Prepare status update for attorneys (.2); Review and organize documents for attorneys (1.2).	1.70
07/27/12	LAG	0024 Research Congressional statements and press regarding Hawker Beechcraft.	0.20
07/27/12	LZ	0024 Correspondence with A. Blaylock re: sale issues.	0.20
07/27/12	RAC	0024 Review adversary proceeding docket in Superior Air Parts, Inc. chapter 11 case (.7); and summarize update (.2) and circulate same to Akin FR team (.1).	1.00
07/27/12	ALB	0024 Review CFIUS articles (.3); distribute same to UCC (.1).	0.40
07/30/12	HAT	0024 Review press and materials re: opposition to transaction.	0.50
07/30/12	LAG	0024 Research and report news stories and Congressional statements re Hawker Beechcraft.	0.40
07/31/12	HAT	0024 Review press re: transaction.	0.50
07/31/12	DHB	0024 Communications with E. Rubinoff re CIFIUS issues (.1); telephone call with P. Nash re sales issues (.2); follow-up with S. Kuhn (.2).	0.50
07/31/12	SBK	0024 TC w/Botter re Dallas meetings w/Superior (.20); Emails to/from Akin team re coverage (.40).	0.60
07/31/12	AF	0024 Analysis re: CFIUS.	1.90
07/31/12	LAG	0024 Research news stories and Congressional statements re Hawker Beechcraft.	0.40
07/17/12	DHB	0025 Travel to and from hearing. (Actual time - 1.0)	0.50
07/17/12	AF	0025 Travel to and from court. (Actual time - 1.4)	0.70
07/17/12	JAS	0025 Deliver hearing materials to attorneys at bankruptcy courthouse. (Actual time - 1.4)	0.70
07/25/12	ALB	0025 Travel to NYC. (Actual time - 4.9)	2.45
07/26/12	ALB	0025 Travel from NY to DC. (Actual time - 4.2)	2.10
07/05/12	KGM	0029 Email exchanges w/ A. Blaylock re: 503(b)(9) procedures (.2); email exchanges with C. Graham re: same (.1).	0.30
07/02/12	KGM	0030 Review motion summaries for Committee website.	0.30
07/05/12	AF	0030 Communications re: committee website update.	0.60
07/05/12	KGM	0030 Review first day motion summaries for uploading to Committee website (.4).	0.40
07/12/12	LZ	0030 Communications with A. Molgora re: Summaries for KCC website (.3); communications with A. Blaylock re: same (.1).	0.40
07/17/12	RAC	0030 Redact memos of motion summaries and circulate same internally (1.7).	1.70
07/25/12	DKB	0030 Prepare motion summaries for committee's website (1.1); communications with R. Cohen re status (.1).	1.20
07/25/12	RAC	0030 Review and revise redacted motion summaries for KCC website and circulate same (1.6); coordinate posting motion summaries on KCC website (.2).	1.80
07/27/12	RAC	0030 Edit redacted motion summaries for KCC website (.8); coordinate posting of same with KCC (.1).	0.90
Total Hours			907.85

EXHIBIT C

Expenses by Category

**HAWKER BEECHCRAFT, INC., ET AL.
DISBURSEMENT SUMMARY
MAY 11, 2012 THROUGH JULY 31, 2012**

Computerized Research, Corporate Service Charges and PACER Charges	\$14,925.75
Conference Calls and Telephone Charges	\$10,128.04
Courier Service and Postage	\$391.64
Document Production Charges	\$ 176.00
Duplicating (billed at \$0.10 per page)	\$2,827.10
Meals/ Meeting Expenses	\$724.51
Travel Expenses – Ground Transportation	\$2,764.16
Travel Expenses – Lodging	\$1,324.99
TOTAL	\$33,262.19

EXHIBIT D

Compensation by Project Category

HAWKER BEECHCRAFT, INC., *ET AL.*
COMPENSATION BY PROJECT CATEGORY
MAY 11, 2012 THROUGH JULY 31, 2012

Project Category	Total Hours	Total Fees
General Case Administration	379.50	\$206,137.00
Akin Gump Fee Application/Monthly Billing Reports	66.30	\$32,262.00
Analysis of Other Professional Fee Applications	67.20	\$26,024.50
Review/Preparation of Schedules, Statements	97.60	\$34,718.00
Retention of Professionals	292.70	\$138,242.00
341 Meetings/Creditors Meetings	217.90	\$156,468.00
Court Hearings	73.00	\$44,316.00
Financial Reports and Analysis	3.40	\$2,187.00
DIP, Cash Collateral Usage and Exit Financing	198.90	\$140,333.50
Executory Contracts/License Agreements	8.20	\$4,829.00
General Claims Analysis/Claims Objections	19.70	\$9,210.50
Analysis of Pre-Petition Transactions	223.60	\$133,067.50
Analysis of Aircraft Financing/Leases	174.40	\$109,625.50
Analysis of Secured Claims/Adequate Protection Issues	2.70	\$2,117.50
General Adversary Proceedings	1.00	\$425.00
Tax Issues	25.20	\$16,418.00
Labor Issues/ Employee Benefits	199.50	\$151,399.50
Real Estate Issues/Leases	0.90	\$382.50
Exclusivity	0.70	\$297.50
Plan, Disclosure Statement and Related Plan Documentation	135.90	\$91,031.00
Sale Transaction/Stock Transaction/Business Liquidations	287.20	\$205,262.00

Project Category	Total Hours	Total Fees
Travel (billed at 50% of actual time)	13.65	\$8,225.25
General Corporate Matters	1.40	\$1,205.00
Critical Vendor Issues	9.10	\$5,232.50
Committee Website	15.90	\$6,085.50
Totals	2,515.55	\$1,525,501.75
Voluntary Reductions		(\$11,840.50)
Totals	2,515.55	\$1,513,661.25

EXHIBIT E

Hours and Billing Rate Schedule

**HAWKER BEECHCRAFT, INC., ET AL.
COMMITTEE OF UNSECURED CREDITORS
MAY 11, 2012 THROUGH JULY 31, 2012**

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
David H. Botter	Financial Restructuring	New York – 1990	260.60	\$975.00	\$254,085.00
Daniel H. Golden	Financial Restructuring	New York – 1978	106.20	\$1,050.00	\$111,510.00
Howard B. Jacobson	Tax	District of Columbia – 1979	7.80	\$755.00	\$5,889.00
Brian Kim	Corporate	New York - 2001	16.60	\$825.00	\$13,695.00
Stephen B. Kuhn	Corporate	New York – 1991	81.10	\$825.00	\$66,907.50
Lawrence D. Levien	Labor	District of Columbia – 1974	20.40	\$875.00	\$17,850.00
Michael S. Mandel	Corporate	District of Columbia - 1975	49.60	\$775.00	\$38,440.00
Bruce S. Mendelsohn	Corporate	District of Columbia – 1980	1.00	\$875.00	\$0.00 ¹
Abid Qureshi	Financial Restructuring	New York – 1995	20.90	\$825.00	\$17,242.50
Edward L. Rubinoff	International Trade	District of Columbia – 1976	42.40	\$725.00	\$30,740.00
Bruce E. Simonetti	ERISA	New York – 1995	2.10	\$810.00	\$0.00 ²
Henry A. Terhune	Public Law & Policy	District of Columbia – 1989	18.30	\$620.00	\$11,346.00
Mark J. Volow	Corporate	New York – 1981	1.10	\$800.00	\$0.00 ³

¹ Akin Gump has voluntarily determined not to seek compensation for services where attorneys and paraprofessionals billed less than 3.0 hours during the Compensation Period.

² See footnote 1.

W. Thomas Weir	Tax	Texas – 1973	7.10	\$785.00	\$5,573.50
Rolf Zaiss	Tax / Labor	New York – 1993	46.40	\$810.00	\$37,584.00
SENIOR COUNSEL & COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Ashleigh L. Blaylock	Financial Restructuring	New York – 2007	124.45	\$600.00	\$74,670.00
Alexis Freeman	Financial Restructuring	New York – 2003	337.80	\$695.00	\$234,771.00
Frederick T. Lee	Corporate	New York – 2005	9.70	\$630.00	\$6,111.00
Austin S. Lilling	Tax	New York – 2001	1.50	\$625.00	\$0.00 ⁴
Meng Ru	Corporate	New York – 2005	22.80	\$630.00	\$14,364.00
Tatman R. Savio	International Trade	California – 2005	1.80	\$580.00	\$0.00 ⁵
Frank J. Wilkosz	Corporate	Pennsylvania – 2004	36.20	\$580.00	\$20,996.00
ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Stephen J. Bleiberg	Corporate	New York – 2009	1.00	\$425.00	\$0.00 ⁶
Christopher L. Boyd	Litigation	New York – 2010	1.80	\$465.00	\$0.00 ⁷
Kelly L. Brown	Labor	New York – 2008	1.80	\$575.00	\$0.00 ⁸
Taryn C. Brown	Corporate	New York – 2010	29.00	\$425.00	\$12,325.00
Eunice J. Chang	Corporate	New York – 2009	16.00	\$525.00	\$8,400.00

³ See footnote 1.

⁴ See footnote 1.

⁵ See footnote 1.

⁶ See footnote 1.

⁷ See footnote 1.

⁸ See footnote 1.

Riana A. Cohen	Financial Restructuring	New York – 2011	356.30	\$425.00	\$151,427.50
Rachael Devenow	Tax	California – 2011	1.80	\$410.00	\$0.00 ⁹
Jason Goldsmith	Litigation	New York – 2008	86.90	\$550.00	\$47,795.00
Rebekah A. Jones	International Trade	District of Columbia – 2010	10.10	\$410.00	\$4,141.00
Arun K. Kurichety	Financial Restructuring	Illinois – 2006	154.25	\$530.00	\$81,752.50
Kristine G. Manoukian	Financial Restructuring	New York – 2008	230.65	\$575.00	\$132,623.75
Shannen L. Naegel	Tax	Virginia – 2007	4.80	\$500.00	\$2,400.00
Daniel Z. Vira	ERISA	New York – 1993	2.10	\$630.00	\$0.00 ¹⁰
Lindsay Zahradka	Financial Restructuring	New York – 2011	91.10	\$425.00	\$38,717.50
LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Ellen M. Carrigan	Labor		1.50	\$225.00	\$0.00 ¹¹
Justine Griffin-Churchill	Litigation		2.30	\$200.00	\$0.00 ¹²
Patricia L. Gunn	Corporate		28.80	\$255.00	\$7,344.00
Leigh A. Gusky	Public Law & Policy		2.10	\$175.00	\$0.00 ¹³
Dagmara Krasa-Berstell	Financial Restructuring		102.80	\$235.00	\$24,158.00
Massai Leonard	Litigation		17.00	\$220.00	\$3,740.00

⁹ See footnote 1.

¹⁰ See footnote 1.

¹¹ See footnote 1.

¹² See footnote 1.

¹³ See footnote 1.

Lola M. McComb	Library		1.00	\$180.00	\$0.00 ¹⁴
Daniel F. Plucinski	Corporate		2.80	\$250.00	\$0.00 ¹⁵
Jonathan A. Samper	Financial Restructuring		44.50	\$215.00	\$9,567.50
Tracy Southwell	Financial Restructuring		57.60	\$235.00	\$13,536.00
Peter J. Sprofera	Financial Restructuring		51.70	\$270.00	\$13,959.00
Total Fees			2,515.55		\$1,513,661.25¹⁶
Attorney Blended Hourly Rate			\$654.14		
Blended Hourly Rate			\$601.72		

¹⁴ See footnote 1.

¹⁵ See footnote 1.

¹⁶ This amount reflects a reduction of \$11,840.50 on account of those timekeepers who billed less than 3.0 hours during the Compensation Period.