

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

**IN RE CEP HOLDINGS, INC., et al.,** ) **Chapter 11**  
 ) **Case No. 07-71810**  
**Debtors.** ) **Judge Massey**  
 ) **Jointly Administered**

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**NOTICE OF HEARING**

YOU ARE HEREBY NOTIFIED that Greenberg Traurig, LLP, Attorneys for the Debtors (hereinafter the “Applicant”), has filed its Third Interim Application for Approval of Fees and Expenses by Greenberg Traurig, LLP, Counsel for the Debtors seeking the allowance of compensation for its services rendered from October 1, 2008 through April 30, 2009 in the amount of \$95,867.14, representing \$94,930.50 in fees and \$936.64 in expenses, and payment of eighty percent of the fees, in the amount of \$75,944.40 and one hundred percent of the expenses in the amount of \$936.64, for a total amount of \$76,881.04 (the “Application”). The Application, which contains a detailed description of the services and expenses, is on file with the Clerk of the United States Bankruptcy Court, Room 1340, 75 Spring Street, Atlanta, Georgia 30303 and may be reviewed during normal business hours. Copies of the Application can also be obtained from counsel to the Debtors, at the address and phone number below, upon request.

YOU ARE FURTHER NOTIFIED that the Court will conduct a hearing with respect to the Application **on the 23<sup>rd</sup> day of June, 2009, at 11:00 a.m., Courtroom 1404**, United States Courthouse, 75 Spring Street, S.W., Atlanta, Georgia 30303.

Your rights may be affected by the Court’s ruling on these pleadings. You should read these pleadings carefully and discuss them with your attorney, if you have one in these bankruptcy cases. (If you do not have an attorney, you may wish to consult one.) If you do not want the Court to grant the relief sought in these pleadings, or if you want the court to consider your views, then you and/or your attorney must attend the hearing. You may also file a written response to the pleading with the Clerk of the Court at the address stated below, but you are not required to do so. If you file a written response, you must attach a certificate stating when, how and on whom (including addresses) you served the response. Mail or deliver your response so that it is received by the Clerk of the Court at the address listed above at least two business days before the hearing. You must also mail a copy of your response to the undersigned at the address stated below.

This 22<sup>nd</sup> day of May, 2009.

GREENBERG TRAUIG, LLP

/s/ James R. Sacca  
James R. Sacca, Ga. Bar No. 621843  
John D. Elrod, Ga. Bar No. 246604  
3290 Northside Parkway, Suite 400  
Atlanta, GA 30327  
(678) 553-2686 (phone)  
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saccaj@gtlaw.com; elrodj@gtlaw.com  
Counsel for the Debtors

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION

IN RE:	)	Chapter 11
	)	
CEP HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 07-71810
	)	
Debtors.	)	Judge Massey
	)	
	)	Jointly Administered

**THIRD INTERIM APPLICATION FOR APPROVAL OF FEES AND EXPENSES  
BY GREENBERG TRAUIG, LLP, COUNSEL FOR THE DEBTORS**

Greenberg Traurig, LLP (“Greenberg Traurig”), counsel for the Debtors in the above-styled jointly administered cases, hereby files its Third Interim Application for Approval of Fees and Expenses (“Application”).

This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

In support of this Application, Greenberg Traurig respectfully represents:

**BACKGROUND**

1. On July 9, 2007, prior to the filing of the Debtors’ Bankruptcy Cases, the Securities and Exchange Commission (the “SEC”) filed its Complaint for Injunctive and Other Relief in the United States District Court for the Eastern District of North Carolina, Raleigh Division (the “District Court”), commencing the lawsuit styled Securities and Exchange Commission v. CEP Holdings, Inc., d/b/a colonendparenthesis.net, Trevor Reed, Clayton Kimbrell and Colon End Parenthesis Trust, LLC, Case No. 5:07-cv-00256-BO (the “SEC Action”). On July 10, 2007, the District Court entered the Order Granting Preliminary Injunction, Freezing Assets,

Appointing a Receiver and Ordering Other Ancillary Relief (the "District Court Order"), to which Order the Defendants consented and the Debtors' businesses were shut down.

2. William F. Perkins was appointed receiver for the Debtors pursuant to the District Court Order ("Receiver") and has since managed the Debtors' assets and financial affairs. On July 11, 2007, the Receiver retained Greenberg Traurig as his counsel.

3. The District Court Order gave the Receiver authority to file bankruptcy petitions for the Debtors and act as debtor-in-possession. On July 27, 2007 (the "Petition Date"), voluntary petitions for relief under Title 11 of the United States Code (the "Bankruptcy Code") were filed for each of the Debtors herein. The Debtors' two related chapter 11 cases (collectively, the "Bankruptcy Cases") are jointly administered, for procedural purposes, pursuant to this Court's Order entered August 3, 2007.

4. On August 13, 2007, this Court entered an Order approving the retention of Greenberg Traurig as counsel to the Debtors.

5. On December 20, 2007, this Court entered the Order Granting First Interim Application for Approval of Fees and Expenses by Greenberg Traurig, LLP, Counsel for the Debtors [Docket #151], awarding to Greenberg Traurig fees earned and expenses incurred as counsel for the Debtors from July 11, 2007 through September 30, 2007.

6. On December 23, 2008, this Court entered the Order Granting Second Interim Application for Approval of Fees and Expenses by Greenberg Traurig, LLP, Counsel for the Debtors [Docket #214], awarding to Greenberg Traurig fees earned and

expenses incurred as counsel for the Debtors from October 1, 2007 through September 30, 2008.

**GENERAL**

7. In this Application, Greenberg Traurig seeks the allowance and payment of compensation in the sum of \$94,930.50 for professional services rendered as counsel for the Debtors in the Debtors' Bankruptcy Cases and \$936.64 in payment of itemized charges and expenses incurred, for a total sum of \$95,867.14 in compensation sought herein for services rendered for the period beginning October 1, 2008 and ending April 30, 2009 (the "Application Period").

8. Greenberg Traurig has prepared a summary of fees and expenses incurred for the Application Period attached hereto as Exhibit "A".

9. All services for which compensation is requested by Greenberg Traurig were performed for and on behalf of the Debtors and not on behalf of any other person.

10. Greenberg Traurig has prepared a detailed description of services rendered during the Application Period by date, time and nature of service performed, which is attached hereto as Exhibit "B".

11. Exhibit "C" attached hereto is an Affidavit of James R. Sacca confirming the facts set out in this Application and the Exhibits hereto.

12. During the Application Period, Greenberg Traurig expensed 292.30 hours in the performance of duties as counsel for the Debtors. These services include, *inter alia*:

a. Professional Retention and Fee Applications. Greenberg Traurig prepared and filed applications and proposed orders for compensation for

Greenberg Traurig and William G. Hays & Associates, LLC and attended the hearing on such applications to obtain approval of the Court.

b. SureInvest Litigation. In compliance with the settlement agreement approved by the Court, Greenberg Traurig dismissed Kyle Herron from the Adversary Proceeding against SureInvest, LLC.

c. Insider Litigation. Greenberg Traurig conducted factual and legal research with respect to the actions of Clayton Kimbrell, Greg Kimbrell and their family and friends. During the Application Period, Greenberg Traurig has settled with some of the defendants and obtained judgments against others.

d. Case Administration. During the Application Period, Greenberg Traurig has continuously monitored the docket of the main case and the adversary cases with respect to pleadings, notices and orders and has communicated with the Receiver to keep him apprised of new developments. Greenberg Traurig further corresponded with the Office of the United States Attorney regarding the bankruptcy proceedings.

e. Investor Litigation. During the Application Period, Greenberg Traurig prepared for and conducted numerous sets of trials against multiple defendants, requiring legal research, drafting of complaints, orders, proposed judgments, and briefs, communication and negotiation with opposing counsel and multiple days of trial attendance. The trials resulted in multiple settlements and orders of the Court, which generated benefits to the estate.

13. This Application is filed pursuant to § 330 and § 331 of the Bankruptcy Code. Greenberg Traurig shows that the interim compensation requested herein satisfies

the standards and guidelines set forth in *Johnson v. Georgia Highway Express*, 488 F.2d 714 (5th Cir. 1974), and *In re First Colonial Corporation*, 544 F.2d 1291 (5th Cir. 1977), as amplified by *Norman v. Housing Authority v. City of Montgomery*, 836 F.2d 1292 (8th Cir. 1988).

WHEREFORE, Greenberg Traurig respectfully requests that this Court enter an Order:

- (a) approving this Application;
- (b) granting approval of compensation to Greenberg Traurig in the amount of \$94,930.50 for professional services rendered and \$936.64 in payment of itemized charges and other expenses incurred, for a total sum of \$95,867.14 for the Application Period;
- (c) authorizing and directing payments, as administrative expenses, to Greenberg Traurig in the amount of 80% of the fees awarded herein, that being \$75,944.40, and 100% of itemized charges and other expenses incurred, that being \$936.64, for a total sum of \$76,881.04 in professional fees and expenses awarded for services rendered during the Application Period; and
- (d) granting such other and further relief as the Court deems just and proper.

This 22<sup>nd</sup> day of May, 2009.

Respectfully submitted,

\_\_\_\_\_  
/s/

James R. Sacca, Ga. Bar No. 621843

John D. Elrod, Ga. Bar No. 246604

*Attorneys for Debtors*

GREENBERG TRAURIG, LLP  
3290 Northside Parkway, Suite 400  
Atlanta, Georgia 30327  
(678) 553-2100

**EXHIBIT "A"**

**ATTORNEY FEES AND EXPENSES AS COUNSEL FOR THE DEBTORS**

**I. AGGREGATE BILLING BY ATTORNEY/PARALEGAL BY MATTER**

<b>Timekeeper Summary for October 1, 2008 through April 30, 2009</b>			
<b>Case Administration</b>			
<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>
James R. Sacca	3.80	\$495.00	\$1,881.00
John D. Elrod	1.90	\$275.00	\$522.50
Sarah L. Withers	16.20	\$175.00	\$2,835.00
<b>TOTAL</b>	21.90	\$239.20	<b>\$5,238.50</b>

<b>Timekeeper Summary for October 1, 2008 through April 30, 2009</b>			
<b>Professional Retention and Fee Applications</b>			
<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>
James R. Sacca	102.0	\$495.00	\$5,049.00
Sarah L. Withers	5.40	\$175.00	\$945.00
<b>TOTAL</b>	15.60	\$384.23	<b>\$5,994.00</b>

<b>Timekeeper Summary for October 1, 2008 through April 30, 2009</b>			
<b>Insider Litigation</b>			
<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>
James R. Sacca	34.10	\$495.00	\$16,879.50
John D. Elrod	15.00	\$275.00	\$4,125.00
Sarah L. Withers	7.90	\$175.00	\$1,382.50
<b>TOTAL</b>	57.00	392.75	<b>\$22,387.00</b>

<b>Timekeeper Summary for October 1, 2008 through April 30, 2009</b>			
<b>SureInvest Litigation</b>			
<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>
James R. Sacca	.9	\$495.00	\$445.50
John D. Elrod	.80	\$275.00	\$220.00
Sarah L. Withers	.4	\$175.00	\$70.00
<b>TOTAL</b>	2.10	\$350.24	<b>\$735.50</b>

<b>Timekeeper Summary for October 1, 2008 through April 30, 2009</b>			
<b>Investor Litigation</b>			
<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>
James R. Sacca	49.90	\$495.00	\$24,700.50
John D. Elrod	73.30	\$275.00	\$20,157.50
Shirley H. Lee	24.30	\$280.00	\$6,804.00
Samantha Tzoberi	2.90	\$340.00	\$986.00
Michelay Taylor	0.10	\$175.00	\$17.50
Sarah L. Withers	\$45.20	\$175.00	\$7,910.00
<b>TOTAL</b>	195.70	\$309.53	<b>\$60,575.50</b>

**II. SUMMARY OF BILLING BY MATTER**

<b>Matter</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total</b>
Case Administration	\$5,238.50	\$936.64	\$6,175.14
Professional Retention/Fee Applications	\$5,994.00	0.00	\$5,994.00
Insider Litigation	\$22,387.00	0.00	\$22,387.00
SureInvest Litigation	\$735.50	0.00	\$735.50
Investor Litigation	\$60,575.50	0.00	\$60,575.50
<b>TOTAL</b>	<b>\$94,930.50</b>	<b>\$936.64</b>	<b>\$95,867.14</b>

**EXHIBIT "B"**



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William F Perkins  
1100 Spring Street, N.W.  
Suite 450  
Atlanta, Georgia 30309

Investor Litigation

Legal Services through 04/30/09:

10/09/08	JRA	Review proposed trial dates and bank account information	0.8 hrs.
10/10/08	JDE	Drafted and circulated Hobson Black settlement agreement	0.4 hrs.
10/10/08	JRA	Work on notice of intent to proceed with motions	0.4 hrs.
10/10/08	SLW	Work on Notices of Intent to Proceed with Motions in Petrelli, Schreier, Holcombe, Fred Brown, Oliveira, Bumgarner, Berglund and Kawazoe adversaries	2.0 hrs.
10/21/08	JDE	Drafted pretrial order for investor adversary proceedings and order setting trial	2.5 hrs.
10/21/08	JRA	Review forum, trial notice	0.2 hrs.
10/23/08	JDE	Drafted form pretrial order (.9); drafted subpoena to Laconia bank regarding Schreier accounts (.6); drafted notice of trial (.2)	1.7 hrs.
10/23/08	JRA	Exchange e-mails with Leonard and forward same to Perkins regarding document status (.2); Work on trial notice	0.4 hrs.
10/24/08	JDE	CEP drafted Laconia bank subpoena and coordination with Boston counsel regarding service of same (.9); communication	1.1 hrs.

JRA:JS



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with 1st Commonwealth Bank regarding service of subpoena  
(.2)

10/24/08	JRA	Review strategy with Perkins (.6); Review Schreier and Petrelli subpoenas (.2); Review pre-trial issues (.3)	1.1 hrs.
10/27/08	JDE	Prepared and filed applications to release garnished funds regarding Layacan and Bruno garnishments	2.0 hrs.
10/27/08	JRA	Work on settlement and trial strategy	1.8 hrs.
10/28/08	JDE	Drafted Petrelli First Commonwealth subpoena	0.5 hrs.
10/28/08	SLW	Work on Proposed Order and Notice for December Trials and electronically upload same	1.3 hrs.
10/29/08	JRA	Work on pre-trial orders and documents related to same	3.0 hrs.
10/30/08	JRA	Work on pre-trial order and supporting exhibits; Forward same to Leonard and exchange e-mails regarding same	3.0 hrs.
10/30/08	SLW	Review pleadings, notices and orders, and update pleadings records and bankruptcy calendar	0.8 hrs.
10/31/08	JRA	Discussion with B. Leonard re: status, pre-trials and settlements	0.2 hrs.
11/05/08	JRA	Review e-mails regarding settlement negotiations	0.4 hrs.
11/07/08	JDE	Drafted Robert Atkinson, Joshua Anderson, and Connie McDanel settlement agreements	1.3 hrs.
11/07/08	JRA	Exchange e-mails with Perkins regarding settlement strategy and with J. Elrod regarding settlement documents	0.4 hrs.
11/08/08	JDE	Drafted Darrow and Mazziotti settlement agreements; revised	1.5 hrs.

JRA:JS



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Anderson, Atkinson, and McDanel settlement agreements and circulated same to opposing counsel

11/10/08	JDE	Drafted settlement agreements regarding various adversaries set for December trial dates (2.3); drafted pretrial orders for December cases (1.0)	3.3 hrs.
11/10/08	JRA	Review Leonard's comments to Pre-trial Order and work on same	0.6 hrs.
11/10/08	SLW	Work on Notices of Hearing	0.7 hrs.
11/11/08	JDE	Drafted pretrial orders for December cases	5.4 hrs.
11/11/08	JRA	Exchange e-mails and discussions with Perkins and Leonard re settlement	0.4 hrs.
11/12/08	JDE	Drafted Harbin, Alwine, and Montano pretrial orders	2.9 hrs.
11/12/08	JRA	Work on pretrial orders	0.5 hrs.
11/13/08	JDE	Drafted Shad Foss and Chris Berghund pretrial orders	1.3 hrs.
11/13/08	JRA	Review e-mails regarding settlement	0.2 hrs.
11/14/08	JDE	Drafted Mazziotti, Pratt, and May settlement agreements (1.6); attention to pretrial matters for December adversary proceedings (.9); communication with B. Leonard regarding Schreier subpoena (.2);	2.5 hrs.
11/14/08	JRA	Work on pre-trial orders	0.6 hrs.
11/14/08	SLW	Electronically upload Order and Notice in multiple adversaries (January trial dates)	1.4 hrs.
11/15/08	JDE	Drafted consent judgments and settlement agreements for	3.8 hrs.

JRA:JS



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cases set for December trial dates

11/17/08	JDE	Attention to Schreier subpoena issues (.3); drafted and circulated settlement agreements (1.1)	1.4 hrs.
11/17/08	JRA	Review e-mails regarding settlement	0.2 hrs.
11/18/08	JDE	Drafted and circulated settlement agreements	0.3 hrs.
11/19/08	JDE	Drafted consent judgments	0.4 hrs.
11/19/08	JRA	Review form consent judgment	0.3 hrs.
11/20/08	JRA	Work on consent judgments	0.2 hrs.
11/21/08	JDE	Review of and circulated proposed pretrial orders	0.3 hrs.
11/22/08	JDE	Drafted Howard Phillips settlement agreement	0.6 hrs.
11/24/08	JDE	Revised and circulated Alwine proposed pretrial order	0.3 hrs.
11/24/08	JRA	Work on pre-trial issues and consent judgments	0.4 hrs.
11/25/08	JDE	Circulated Howard Phillips settlement agreement and communication with M. Pollack regarding same	0.2 hrs.
11/27/08	JDE	Revised Howard Phillips settlement agreement	0.2 hrs.
12/01/08	JDE	Communication with M. Pollack regarding Howard Phillips settlement agreement (.1); communication with client regarding pretrial order exhibits and arranged for submission of same (.3)	0.4 hrs.
12/02/08	JRA	Prepare for trial	0.8 hrs.
12/02/08	SLW	Work on Exhibits for Trials	0.3 hrs.

JRA:JS



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12/03/08	JDE	Preparation for 12/11 trials	1.7 hrs.
12/03/08	JRA	Review status of settlement and negotiations (.3); preparation for trial (.6)	0.9 hrs.
12/03/08	SLW	Review pleadings, notices and orders, and update pleadings records; Work on proposed pretrial order for Williams and electronically upload same; Work on exhibit lists and exhibits for trials	2.1 hrs.
12/04/08	JDE	Attention to submission of exhibits to Court for December cases	0.4 hrs.
12/04/08	JRA	Preparation for trial and exchange e-mails regarding settlement status	0.8 hrs.
12/04/08	SLW	Work on exhibits for trials	2.1 hrs.
12/07/08	JDE	Drafted Perkins direct examination outline	2.0 hrs.
12/08/08	JDE	Drafted and circulated Foss settlement agreement (.4); attention to matters relating to Schreier adversary and potential amendment of complaint regarding same (.4); preparation for 12/11 trials (2.4)	3.2 hrs.
12/08/08	JRA	Review e-mails regarding settlement negotiations	0.2 hrs.
12/08/08	SLW	Work on Proposed PreTrial Orders for Anderson, Auld, Beauchamp, Begley, Boyd, Brown, Bumgarner, Fernandez, Godzich, Hardwick, Higgins, Holcombe, Hurd, Kantor, Kawazoe, McDonald, Oliveira, Owatoye, Petrelli and Prosch	2.2 hrs.
12/09/08	JDE	Preparation for trials set for 12/11 (5.1); drafted settlement agreement for Dwayne Williams (.3); communication with chambers regarding Alwine DVD playback issues and review	7.0 hrs.

JRA:JS

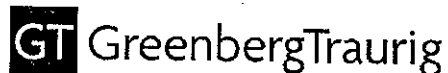


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of DVDs regarding same (1.0); review and edited proposed pretrial orders for 1/09 adversary proceedings and circulated same to Leonard (.6)

12/09/08	JRA	Review settlement e-mails	0.2 hrs.
12/10/08	JDE	Drafted Harbin and Berglund settlement agreements (.6); drafted Perkins proffer, opening and closing statements, and preparation for trials (4.2)	4.8 hrs.
12/10/08	JRA	Preparation for trials and review settlement negotiations and strategy regarding Schreier	1.8 hrs.
12/11/08	JDE	Prepared for and attended Montano trial	4.2 hrs.
12/11/08	SHL	Meet with Mr. Sacca to strategize regarding Plaintiffs' Motion to Amend Complaint to Add Parties; review and analyze relevant pleadings and correspondence surrounding the procedural history of the case and identify appropriate exhibits to Plaintiffs' Motion to Amend Complaint; draft and revise Motion to Amend Complaint to Add Parties.	4.6 hrs.
12/11/08	JRA	Preparation for and attend trials on investors and review strategy related to future claims (1.8 hrs.); work on strategy regarding Schreier (.6 hr.)	2.4 hrs.
12/12/08	JDE	Drafted Alwine settlement agreement (1.0); drafted notice of insiders trial (.2)	1.2 hrs.
12/12/08	SHL	Draft and revise brief in support of Plaintiffs' Motion to Amend Complaint to Add Parties.	2.2 hrs.
12/12/08	SLW	Work on and electronically upload Order Setting Trial	0.3 hrs.
12/14/08	SHL	Revise and edit Memorandum in Support of Plaintiffs' Motion to Amend Complaint; draft and revise Plaintiffs' Motion to	1.6 hrs.

JRA:JS



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Amend Complaint.

12/15/08	JRA	Review settlement status (.2 hr.); work on Schreier issues (.2 hr.)	0.4 hrs.
12/16/08	SHL	Draft and revise Amended Complaint for Avoidance and Recovery (Schreier); edit and revise Memorandum in Support of Plaintiffs' Motion to Amend to Add Parties.	2.5 hrs.
12/16/08	JRA	Review strategy for January trials and settlement motion, including e-mail to Leonard	0.5 hrs.
12/18/08	SLW	Work on Second Omnibus Settlement Motion	1.2 hrs.
12/22/08	JRA	Review settlement e-mails	0.2 hrs.
12/23/08	JRA	Work on Schreier motion to amend to add parties	1.0 hrs.
12/28/08	JDE	Review of January pretrial orders and managed uploading of same	0.3 hrs.
12/29/08	SLW	Electronically upload proposed pretrial orders	1.2 hrs.
12/30/08	JDE	Review of settlement offers (.3); attention to 1/8 trial exhibits (.2)	0.5 hrs.
12/30/08	JRA	Review e-mails regarding settlement	0.2 hrs.
12/31/08	JRA	Review e-mails from Leonard and discuss same with Perkins (.3 hr.); work on exhibits for trial (.6 hr.)	0.9 hrs.
12/31/08	SLW	Work on trial exhibit binders	0.5 hrs.
01/02/09	JDE	Revised Schreier motion to amend, supporting brief, and amended complaint and managed filing and service of same	1.2 hrs.

JRA:JS



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01/02/09	JRA	Work on exhibits for January trials	0.2 hrs.
01/02/09	SLW	Work on trial exhibits	2.4 hrs.
01/02/09	SLW	Work on and electronically file (with electronic service) Motion to Amend Complaint - Schreier adversary	0.4 hrs.
01/05/09	JDE	Attention to settlement of matters set for January trials	0.6 hrs.
01/05/09	JRA	Review settlement e-mails	0.4 hrs.
01/05/09	SLW	Work on trial exhibits	2.7 hrs.
01/06/09	JDE	Attention to trial matters	0.5 hrs.
01/06/09	JRA	Review settlement e-mails and strategy	0.4 hrs.
01/07/09	JRA	Preparation for trial	1.2 hrs.
01/07/09	SLW	Preparation for Trial	0.2 hrs.
01/08/09	SHL	[Boxerdog] Review and analyze pleadings and correspondence of Boxerdog; draft and revise Request for Clerk's Entry of Default and accompanying Affidavit of James R. Sacca; draft and revise Brief in Support of Motion for Default Judgment and Motion for Summary Judgment	4.5 hrs.
01/08/09	JRA	Preparation for and attend trials, including discussion with Perkins (2.0 hrs.); work on Boxer dog issues (.6 hrs.)	2.6 hrs.
01/09/09	JDE	Drafted Auld, Hardwick, Pam Anderson, Owatoye and Prosch settlement agreements	2.5 hrs.
01/10/09	JDE	Drafted Boyd, Begley, Brown, Godzich, Kantor, McDonald and Oliveira settlement agreements	3.7 hrs.

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01/11/09	JDE	Drafted Bumgarner, Fernandez, Higgins, Holcombe and Petrelli consent judgments (1.1); circulated settlement agreements for January trial defendants (.2)	1.3 hrs.
01/12/09	SHL	(Boxerdog) Draft and revise affidavit of James Sacca in support of Motion for Default, or in the Alternative, Summary Judgment; draft and revise Motion for Default Judgment, or in the Alternative, Summary Judgment; draft and revise Statement of Undisputed Fact in Support of Motion for Default Judgment, or in the Alternative Summary Judgment	3.8 hrs.
01/12/09	SLW	Work on, electronically file and serve Request for Entry of Default in Boxerdog Adversary	0.9 hrs.
01/13/09	SHL	(Boxerdog) Draft and revise affidavit of James Sacca in support of Motion for Default, or in the Alternative, Summary Judgment; revise and edit Motion for Default Judgment, or in the Alternative, Summary Judgment; revise and edit Statement of Undisputed Fact in Support of Motion for Default Judgment, or in the Alternative Summary Judgment; prepare exhibits in support of Plaintiffs' Motion for Default Judgment, or in the Alternative, Summary Judgment	3.0 hrs.
01/14/09	SHL	Finalize and prepare exhibits in support of Plaintiffs' Motion for Default Judgment, or in the Alternative, Summary Judgment	1.0 hrs.
01/15/09	JRA	Exchange e-mails with Leonard regarding Schreier	0.2 hrs.
01/16/09	JDE	Attention to status of February trials	0.3 hrs.
01/16/09	JRA	Review status and strategy for February 8 trials	1.2 hrs.
01/16/09	SLW	Work on proposed pretrial orders	0.6 hrs.

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01/26/09	JDE	Drafted order granting Schreier motion to amend	0.5 hrs.
01/30/09	SHL	(Boxerdog) Revise and edit Motion for Default Judgment to include Clerk's Entry of Default Judgment and Court's Findings of Fact and Conclusions of Law; revise and edit Memorandum in Support of Motion for Judgment to include Clerk's Entry of Default Judgment and Court's Findings of Fact and Conclusions of Law; revise and edit Affidavit of James Sacca to include Clerk's Entry of Default Judgment and Court's Findings of Fact and Conclusions of Law	1.1 hrs.
01/30/09	JRA	Review Boxer dog status	0.4 hrs.
02/02/09	JDE	Drafted order granting second omnibus settlement motion (.3); attention to consent judgment matters and managed uploading of same (.6)	0.9 hrs.
02/02/09	JRA	Finalize Boxer dog motions	0.5 hrs.
02/02/09	SLW	Work on and electronically file Amended Complaint against Schreier et al.; Service of summonses and complaints; Electronically file and serve Motion for Default Judgment against Boxerdog et al., along with Statement of Undisputed Facts and Memorandum in support of same	1.8 hrs.
02/04/09	JRA	Preparation for February trials	1.0 hrs.
02/04/09	SLW	Work on and electronically file Certificate of Service for Schreier Amended Complaint	0.4 hrs.
02/05/09	JDE	Attention to consent judgment issues and managed uploading of orders regarding same	0.3 hrs.
02/05/09	JRA	Review e-mails from and discussion with B. Leonard regarding settlement (.5 hr.); work on pre-trial orders (1.5 hrs.); discuss status with Perkins (.3 hr.); exchange e-mails	2.5 hrs.

JRA:JS



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with B. Leonard (.2 hr.)

02/06/09	JRA	Review Fennell information; review and replay to B. Leonard e-mails and discuss same with Perkins	1.2 hrs.
02/09/09	JRA	Review Fennell / Desert Sky transactions	0.4 hrs.
02/10/09	JRA	Work on Collier and Higgins pre-trial orders (.6 hr.); exchange e-mails with B. Leonard regarding status (.2 hr.); work on Fennell trial issues (.4 hr.)	1.2 hrs.
02/11/09	JDE	Drafted Montano judgment and submitted same	0.6 hrs.
02/11/09	JRA	Review status and strategy regarding Fennell, Lagares, Boxer dog, Cobb and others	1.2 hrs.
02/12/09	JRA	Work on Lagares and Fennell matters and review B. Leonard comments to Pre-Trial Orders	0.6 hrs.
02/13/09	JDE	Communication with Court and opposing counsel regarding March trial dates	0.5 hrs.
02/13/09	JRA	Review Fennell / Desert Sky Bank Statements and exchange e-mails regarding reset trial dates	0.8 hrs.
02/17/09	JDE	Review of notices of trial for March settings	0.4 hrs.
02/17/09	JRA	Exchange e-mails with M. Pollack regarding Denise Higgins (.2 hr.); review and comment on trial notices (.2 hr.); review and e-mail Lagares accounts to Perkins (.2 hr.)	0.6 hrs.
02/17/09	SLW	Work on proposed Orders and Notices for Cobb, Collier, Fennell, Higgins and Lagares adversaries	0.5 hrs.
02/18/09	SLW	Electronically upload proposed Notices and Orders for Cobb, Higgins and Lagares	0.3 hrs.

JRA:JS



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02/27/09	JRA	Work on pre-trial orders	0.5 hrs.
03/02/09	SLW	Work on Pre-Trial Orders for Cobb, Lagares and Higgins; Electronically upload Pre-Trial Orders for Cobb and Lagares	0.4 hrs.
03/05/09	JRA	Review Schreier answer to amended complaint; e-mail to Perkins regarding same and review reply	0.5 hrs.
03/06/09	JRA	Revise Higgins pre-trial	0.4 hrs.
03/06/09	SLW	Electronically upload Pre-Trial Order (Higgins)	0.2 hrs.
03/09/09	JRA	Exchange e-mails with B. Leonard regarding trial status	0.2 hrs.
03/10/09	JRA	Preparation for trial including exhibits	0.9 hrs.
03/10/09	ST	Review facts in preparation of drafting Order; review local rules regarding statement of facts	0.4 hrs.
03/10/09	SLW	Work on Exhibits for Trial for Cobb, Lagares and Denise Higgins; Work on and electronically upload proposed order and notices setting trial for Dustin Fennell	0.8 hrs.
03/11/09	JRA	Letter to court regarding exhibits (.4 hr.); discussions with Perkins and Leonard regarding settlements (.3 hr.)	0.7 hrs.
03/11/09	SLW	Work on trial exhibits and correspondence regarding same	0.9 hrs.
03/12/09	JRA	E-mail to B. Leonard regarding Cobb and Lagres regarding trial and settlement status	0.2 hrs.
03/13/09	JRA	Exchange e-mails and discussions with counsel, court and Perkins regarding Monday's trials	0.6 hrs.
03/18/09	JRA	Work on Denise Higgins settlement agreement and forward	0.4 hrs.

JRA:JS

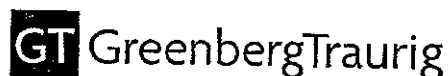


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same to Perkins and Pollack

03/18/09	ST	Revise Motion for Summary Judgment, Statement of Material Facts, and Memorandum in Support Thereof; review local rules regarding same	1.8 hrs.
03/19/09	ST	Finalize Amended Motion for Summary Judgment and related exhibits and memorandum; coordinate filing of same	0.5 hrs.
03/19/09	SLW	Electronically file Amended Motion for Default Judgment and Amended Memorandum in Support of same; Service of same	1.1 hrs.
03/19/09	SLW	Work on Consent Judgments for Cobb, Kawazoe and Lagares	0.4 hrs.
03/23/09	JRA	Review consent judgments and forward to B. Leonard	0.3 hrs.
03/23/09	SLW	Work on Settlement Agreement and Consent Judgment for Denise Higgins	0.4 hrs.
04/01/09	JDE	Drafted Cobb settlement agreement	0.4 hrs.
04/01/09	SLW	Electronically upload Proposed Order and Notice for Fennell	0.3 hrs.
04/06/09	SLW	Work on Settlement Agreement for Denise Higgins	0.3 hrs.
04/07/09	JRA	Discussions with Calendar Clerk regarding case status	0.1 hrs.
04/07/09	SLW	Work on procedures for obtaining Writs of Execution for Judgments in Adversary Proceedings	2.0 hrs.
04/08/09	JRA	Exchange e-mails with Perkins and Cowan regarding claims issues	0.2 hrs.
04/09/09	SLW	Work on status of adversary proceedings	2.3 hrs.
04/10/09	MT	Review and down load pleading 28 for Hitch Adversary	0.1 hrs.

JRA:JS



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		Action	
04/13/09	JRA	Review Fennell checks and discuss same with Perkins	0.6 hrs.
04/13/09	JRA	Work on status reports for adversaries	0.8 hrs.
04/14/09	JRA	Work on status reports on cases	0.4 hrs.
04/14/09	ST	Telephone conference with Clerk regarding Motion for Summary Judgment	0.2 hrs.
04/14/09	SLW	Work on status updates regarding adversary proceedings	1.4 hrs.
04/16/09	SLW	Work on Status Reports; Consent Judgments and Stipulated Dismissals	1.2 hrs.
04/17/09	SLW	Work on Status Reports; Consent Judgments and Stipulated Dismissals	0.5 hrs.
04/21/09	JRA	Discussion with Perkins regarding sale of Damron Judgment (.2 hr.); letter and e-mail to Pollack regarding money orders (.3 hr.)	0.5 hrs.
04/22/09	JRA	Work on status reports and dismissals	0.6 hrs.
04/28/09	SLW	Work on and electronically upload to Court, Consent Judgments and Status Reports in the following Adversary Proceedings: Lagares, Petrelli, Holcombe, Karls, Kawazoe and Russo; Work on Stipulated Dismissals and Status Reports in the following Adversary Proceedings: Strittmatter, Wrenn, Nugent, Winters, Greek, Foss, Johnson, Phillips, Wingard, Leonhard, Anderson et al., Atkinson, Fred Brown, Darrow, Dukett, Gilbert, Guarnieri, Hardwick, McDanel, Walters, Romanoff, Laufer, Jean Anderson, Kelly Beauchamp, Josh Anderson, Harbin, Henryson, Holder, Pattie and Stiltz;	3.0 hrs.

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04/29/09	SLW	Work on Stipulated Dismissals and Status Reports in the following Adversary Proceedings: Strittmatter, Wrenn, Nugent, Winters, Greek, Foss, Johnson, Phillips, Wingard, Leonhard, Anderson et al., Atkinson, Fred Brown, Darrow, Dukett, Gilbert, Guarnieri, Hardwick, McDanel, Walters, Romanoff, Laufer, Jean Anderson, Kelly Beauchamp, Josh Anderson, Harbin, Henryson, Holder, Pattie and Stiltz; Electronically upload same	2.8 hrs.
04/30/09	SLW	Work on Status Reports	0.9 hrs.

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate</u>	<u>Total</u>
James R. Sacca	49.90	495.00	24,700.50
John D. Elrod	73.30	275.00	20,157.50
Shirley H. Lee	24.30	280.00	6,804.00
Samantha Tzoberi	2.90	340.00	986.00
Michelay Taylor	0.10	175.00	17.50
Sarah L. Withers	45.20	175.00	7,910.00
<b>TOTAL:</b>	195.70	309.53	\$60,575.50

Current Services Rendered: \$ 60,575.50

**Total Current Fees and Expenses: \$ 60,575.50**

JRA:JS



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William F Perkins  
1100 Spring Street, N.W.  
Suite 450  
Atlanta, Georgia 30309

Case Administration

Legal Services through 04/30/09:

10/01/08	JRA	Discussion with U.S. Attorney and commence forwarding information to him	0.8 hrs.
10/02/08	JRA	Forward trial exhibits to U.S. Attorney	0.6 hrs.
10/07/08	JRA	Discussion with U.S. Attorney regarding adversary proceeding against Kimbrell and Reed	0.2 hrs.
10/21/08	JRA	Review monthly report	0.1 hrs.
10/21/08	SLW	Work on, electronically file, and serve Operating Report	0.6 hrs.
10/24/08	JRA	Review status and strategy with Perkins	0.3 hrs.
11/04/08	SLW	Review pleadings, notices and orders, and update pleadings records	0.3 hrs.
11/19/08	SLW	Review pleadings, notices and orders, and update pleadings records and bankruptcy calendar	0.5 hrs.
11/20/08	JRA	Review monthly report	0.1 hrs.
11/20/08	SLW	Work on, and electronically file and serve Monthly Operating Report	0.3 hrs.

JRA:JS



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11/21/08	JDE	Attention to filing of Hays fee application and notice of hearing regarding same	1.1 hrs.
11/21/08	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
11/24/08	SLW	Review pleadings, notices and orders, and update pleadings records and bankruptcy calendar	0.3 hrs.
11/25/08	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
12/08/08	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
12/10/08	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
12/15/08	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
12/17/08	JRA	Discussion with U.S. attorney (.2 hr.); review monthly report (.1 hr.)	0.3 hrs.
12/17/08	SLW	Review pleadings, notices and orders, and update pleadings records and bankruptcy calendar	0.2 hrs.
12/17/08	SLW	Electronically file and serve Operating Report	0.3 hrs.
12/19/08	SLW	Work on Second Omnibus Settlement Motion	1.7 hrs.
12/29/08	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
01/03/09	JDE	Review of second omnibus motion to approve compromise	0.6 hrs.

JRA:JS



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and revised same

01/06/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.3 hrs.
01/06/09	SLW	Work on and electronically file and serve Second Omnibus Motion to Approve Compromise and Settlement and Notice of Proposed Settlement	2.5 hrs.
01/07/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
01/09/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
01/16/09	JRA	Review monthly report	0.1 hrs.
01/16/09	SLW	Work on, electronically file and serve Monthly Operating Report	0.6 hrs.
01/21/09	JDE	Communication with investor Jeanne Soda	0.2 hrs.
01/30/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
02/02/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
02/02/09	SLW	Electronically upload Proposed Order granting Second Omnibus Motion for Settlement	0.1 hrs.
02/05/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
02/09/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.

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02/12/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.4 hrs.
02/13/09	JRA	Review monthly report	0.2 hrs.
02/18/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
02/18/09	SLW	Electronically file Operating Report and service of same	0.6 hrs.
02/20/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
02/23/09	SLW	Review pleadings, notices and orders, and update pleadings records and bankruptcy calendar	0.2 hrs.
02/25/09	SLW	Review pleadings, notices and orders, and update pleadings records and bankruptcy calendar	0.2 hrs.
02/26/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
03/04/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
03/05/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
03/06/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
03/10/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
03/13/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.

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		records	
03/16/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
03/18/09	JRA	Review monthly report	0.1 hrs.
03/18/09	SLW	Electronically file, and serve, Operating Report for February 2009	0.5 hrs.
04/03/09	JRA	Review case status with Perkins and chart regarding same	0.4 hrs.
04/03/09	SLW	Review pleadings, notices and orders, and update pleadings records and bankruptcy calendar	0.2 hrs.
04/06/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
04/07/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
04/09/09	JRA	Review monthly report	0.1 hrs.
04/09/09	SLW	Electronically file and serve Monthly Operating Report	0.3 hrs.
04/13/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
04/14/09	JRA	Discussions with Perkins and A. Rue regarding exit strategy and review same with Perkins	0.5 hrs.
04/20/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
04/29/09	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.

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04/30/09 SLW Review pleadings, notices and orders, and update pleadings records 0.9 hrs.

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate</u>	<u>Total</u>
James R. Sacca	3.80	495.00	1,881.00
John D. Elrod	1.90	275.00	522.50
Sarah L. Withers	16.20	175.00	2,835.00
<b>TOTAL:</b>	<b>21.90</b>	<b>239.20</b>	<b>\$5,238.50</b>

Current Services Rendered: \$ 5,238.50

Expenses:

Conference Calls	2.36	
Federal Express Charges	31.26	
Local Travel	50.00	
Messenger/Courier Services	70.80	
Photocopy Charges	653.70	
Postage	2.34	
Telephone Expenses - Long Distance	3.10	
Information and Research	123.08	
<b>Total Expenses:</b>		<b>\$ <u>936.64</u></b>

**Total Current Fees and Expenses: \$ 6,175.14**

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William F Perkins  
1100 Spring Street, N.W.  
Suite 450  
Atlanta, Georgia 30309

SureInvest Litigation

Legal Services through 04/30/09:

11/10/08	JDE	Drafted Herron dismissal and attention to issues relating to Donaker deed of trust	0.6 hrs.
11/10/08	JRA	Review issue of dismissal of K. Herron; discuss same with Mr. Perkins and e-mail to A. Quackenboss	0.3 hrs.
11/24/08	JDE	Communication with A. Quackenboss regarding Herron dismissal and managed filing and service of same	0.2 hrs.
11/24/08	JRA	Review e-mail from Quackenboss with dismissal of K. Herron	0.2 hrs.
11/24/08	SLW	Electronically file and serve Stipulated Dismissal	0.4 hrs.
02/04/09	JRA	Discussion with Furniture Row regarding Sureinvest settlement	0.4 hrs.

JRA:JS



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Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate</u>	<u>Total</u>
James R. Sacca	0.90	495.00	445.50
John D. Elrod	0.80	275.00	220.00
Sarah L. Withers	0.40	175.00	70.00
TOTAL:	2.10	350.24	\$735.50

Current Services Rendered: \$ 735.50

**Total Current Fees and Expenses: \$ 735.50**

JRA:JS



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William F Perkins  
1100 Spring Street, N.W.  
Suite 450  
Atlanta, Georgia 30309

Insider Litigation

Legal Services through 04/30/09:

10/02/08	JDE	Drafted Trevor Reed and Clayton Kimbrell pre-trial order (1.7); conducted legal research regarding Kentucky fraud and breach of fiduciary duty issues (.5)	2.2 hrs.
10/03/08	JDE	Drafted pretrial order and conveyed same to Trevor Reed and Clayton Kimbrell	1.3 hrs.
10/03/08	JRA	Work on pre-trial order regarding Kimbrell & Reed and review letter to same	1.0 hrs.
10/03/08	SLW	Electronically upload Proposed Order on Motion for Separate Trials	0.2 hrs.
10/06/08	JDE	Communication with chambers regarding hearing dates	0.2 hrs.
10/08/08	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
10/09/08	JDE	Drafted and submitted order setting trial of Trevor and Clayton	0.5 hrs.
10/09/08	JRA	Review draft order setting trial for Trevor and Clayton	0.4 hrs.
10/09/08	SLW	Electronically upload proposed Order Setting Trial	0.3 hrs.

JRA:JS



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10/13/08	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
10/14/08	JDE	Drafted insiders pretrial order (1.2); communication with B.Perkins, C.Kimbrell, and J.Sacca regarding same (.6)	1.8 hrs.
10/14/08	JRA	Telephone conference with Perkins & Kimbrell and review same	0.8 hrs.
10/15/08	SLW	Electronically upload proposed Pretrial Order	0.3 hrs.
10/16/08	JRA	Work on Notice regarding pre-trial order	0.6 hrs.
10/16/08	SLW	Review pleadings, notices and orders, and update pleadings records and bankruptcy calendar	0.2 hrs.
10/17/08	JDE	Filed and served report regarding pretrial order	0.3 hrs.
10/20/08	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
10/23/08	JDE	Drafted consent judgment against Clayton Kimbrell	0.5 hrs.
10/23/08	JRA	Discussions with Pollack and Perkins; e-mails to same and follow-up with Perkins	0.8 hrs.
10/23/08	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
10/24/08	JDE	Communication with chambers regarding C. Kimbrell consent judgment	0.1 hrs.
10/24/08	JRA	Work on Kimbrell consent judgment	0.4 hrs.
10/28/08	JDE	Communication with Court regarding proposed Kimbrell consent judgment	0.2 hrs.

JRA:JS



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10/28/08	JRA	E-mail to Perkins regarding Kimbrell consent judgment	0.2 hrs.
10/30/08	JRA	Review issues regarding Kimbrell consent judgment	0.2 hrs.
10/31/08	JRA	Conference with perkins and pollack re: settlment and follow up with Perkins re:same	0.6 hrs.
11/04/08	JRA	Preparation for trial; review exhibits	0.6 hrs.
11/05/08	JRA	Review and prepare exhibits for submission to Court and index related to same	2.2 hrs.
11/06/08	JRA	Letter to Judge Massey enclosing exhibits	0.4 hrs.
11/09/08	JRA	Preparation for trial, including review of depositions	0.7 hrs.
11/12/08	JRA	Preparation for trial, including argument, proffer and Perkins testimony; review of May 22 Order and procedure if neither defendant shows	2.8 hrs.
11/13/08	JDE	Prepared for and attended trial of Clayton Kimbrell and Trevor Reed	3.5 hrs.
11/13/08	JRA	Preparation for and attendance at trial; draft judgment	2.6 hrs.
11/13/08	SLW	Work on proposed order	0.1 hrs.
11/17/08	JRA	Review strategy regarding Greg Kimbrell and discuss same with W. Perkins	0.4 hrs.
11/18/08	JRA	Discussion with M. Pollack regarding Howard Phillips	0.2 hrs.
11/21/08	JRA	Exchange e-mails with Pollock regarding Howard Phillips	0.2 hrs.
11/24/08	JRA	Letter to U.S. Attorney regarding Reed and Kimbrell	0.4 hrs.

JRA:JS



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12/01/08	SLW	Work on Proposed Pretrial Orders for Foss, Berglund, Montano, Harbin and E-Business and electronically upload same	1.6 hrs.
12/16/08	JRA	Letter to Pollack enclosing Howard Phillips settlement agreement	0.2 hrs.
12/18/08	JRA	Discussion with family counsel and e-mail to same regarding status	0.3 hrs.
12/19/08	SLW	Review pleadings, notices and orders, and update pleadings records	0.2 hrs.
12/24/08	JRA	Telephone conference with Pollack and Perkins regarding settlement and review strategy related to same	0.8 hrs.
12/30/08	JRA	Discussion with T. Henning regarding consent judgments and e-mail to Perkins regarding same	0.3 hrs.
01/06/09	JRA	Discussion with Henning and Perkins regarding settlement	0.3 hrs.
01/07/09	JRA	Review e-mail from Perkins and e-mail to insider counsel regarding settlement	0.2 hrs.
01/08/09	JRA	Work on pre-trial order	1.4 hrs.
01/09/09	JRA	Finalize Ginger pre-trial and letter to her regarding same	0.5 hrs.
01/13/09	JRA	Exchange e-mails with Pollack regarding Kimbrell pre-trial	0.4 hrs.
01/14/09	JRA	Work on pre-trial issues	0.8 hrs.
01/15/09	JDE	Drafted insiders pretrial order	1.7 hrs.
01/15/09	JRA	Work on pre-trial order	0.9 hrs.

JRA:JS



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01/16/09	JDE	Drafted insiders pretrial order	1.0 hrs.
01/16/09	JRA	Discussion and e-mails with M. Pollack regarding settlement (.4 hr.); e-mail to Pollack regarding Pre-trial order (.2 hr.); discuss settlement strategy with Perkins (.3 hr.); continue work on Pre-trial order (.7 hr.)	1.6 hrs.
01/21/09	JRA	Discussion with Pollack; e-mails with Perkins and draft consent judgments; discussion with law clerk regarding order	1.4 hrs.
01/21/09	SLW	Work on Consent Judgments; Electronically upload proposed PreTrial Order	0.5 hrs.
01/22/09	JDE	Drafted amended settlement agreement with Greg Kimbrell	1.0 hrs.
01/22/09	JRA	Preparation for trial, including organize documents and settlement negotiations and draft consent judgments	2.2 hrs.
01/22/09	SLW	Work on Exhibit Lists and Binders; Work on Consent Judgments	2.1 hrs.
01/23/09	JRA	Preparation for trial, including numerous e-mails and discussions with counsel, Perkins and court regarding settlement and letter to court regarding exhibits	1.8 hrs.
01/23/09	SLW	Work on trial exhibits	0.6 hrs.
01/26/09	JRA	Discussion with Pollack regarding settlement; confirmed on all defendants (.2 hr.); discussion with Perkins regarding same (.2 hr.); work on Perkins testimony/proffer (.7 hr.)	1.1 hrs.
01/26/09	SLW	Review pleadings, notices and orders, and update pleadings records and bankruptcy calendar	0.2 hrs.
01/27/09	JDE	Drafted judgment against Ginger Reed	0.7 hrs.

JRA:JS



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Invoice Date : May 20, 2009  
Client No. : 106383.010500  
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Tax ID : 13-3613083

01/27/09	JRA	Preparation for and attend trial	1.8 hrs.
01/29/09	JRA	Work on Ginger Reed Judgment (.2 hr.); e-mail to Pollack regarding Judgments (.2 hr); exchange e-mails regarding Greg Kimbrell settlement (.2 hr.)	0.6 hrs.
01/29/09	SLW	Electronically upload Judgment	0.4 hrs.
02/02/09	JRA	Review consent judgments	0.2 hrs.
02/02/09	SLW	Work on and electronically upload Consent Judgments for Earl Reed, Chris Barany, Greg Kimbrell, Jessica Phillips and Russell Phillips	0.4 hrs.
02/11/09	JRA	Review status regarding G. Kimbrell, Higgins and Russell Phillips	0.3 hrs.
02/18/09	JRA	Review Russell Phillips and Denise Higgins status	0.2 hrs.
02/19/09	JRA	Review collection and settlement strategy with Perkins	0.3 hrs.
03/05/09	JRA	Discussions with S. Paulk and J. Elrod regarding inspection of assets; review auction strategy	0.4 hrs.
03/12/09	JRA	E-mail to M. Pollack regarding Higgins Exhibits and status	0.2 hrs.
04/09/09	JRA	Review and revise Higgins Agreement and Consent Judgment	0.4 hrs.

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Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate</u>	<u>Total</u>
James R. Sacca	34.10	495.00	16,879.50
John D. Elrod	15.00	275.00	4,125.00
Sarah L. Withers	7.90	175.00	1,382.50
<b>TOTAL:</b>	<b>57.00</b>	<b>392.75</b>	<b>\$22,387.00</b>

Current Services Rendered: \$ 22,387.00

**Total Current Fees and Expenses: \$ 22,387.00**

JRA:JS



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Invoice Date : May 20, 2009  
Client No. : 106383.010200  
Invoice No. : 2419029  
Tax ID : 13-3613083

William F Perkins  
1100 Spring Street, N.W.  
Suite 450  
Atlanta, Georgia 30309

Professional Retention and Fee Applications

Legal Services through 04/30/09:

10/09/08	JRA	Work on fee application	2.0 hrs.
10/24/08	JRA	Work on fee application	1.8 hrs.
10/27/08	JRA	Work on fee application	1.0 hrs.
11/06/08	SLW	Work on Second Interim Fee Application for Greenberg Traurig	1.3 hrs.
11/19/08	JRA	Work on GT fee application	0.8 hrs.
11/21/08	JRA	Work on GT and Hays fee applications	2.4 hrs.
11/21/08	SLW	Work on, electronically file and serve Notices of Hearing for Fee Applications for GT and Hays; work on and electronically file Certificate of Service	2.6 hrs.
12/15/08	JRA	Preparation for fee hearings	0.4 hrs.
12/15/08	SLW	Work on proposed Orders granting Fee Applications for Greenberg Traurig and W.G. Hays	0.8 hrs.
12/16/08	JRA	Attend fee hearings; review orders regarding same and review outcome with Perkins	1.8 hrs.

JRA:JS



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Tax ID : 13-3613083

12/16/08 SLW Work on and upload proposed Orders granting Fee Applications (Greenberg Traurig and W.G. Hays) 0.7 hrs.

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate</u>	<u>Total</u>
James R. Sacca	10.20	495.00	5,049.00
Sarah L. Withers	5.40	175.00	945.00
<b>TOTAL:</b>	<b>15.60</b>	<b>384.23</b>	<b>\$5,994.00</b>

Current Services Rendered: \$ 5,994.00

**Total Current Fees and Expenses: \$ 5,994.00**

JRA:JS

**EXHIBIT "C"**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION

IN RE:	)	Chapter 11
	)	
CEP HOLDINGS, INC., <i>et al.</i> ,	)	Case No. 07-71810
	)	
	)	Judge Massey
Debtors.	)	
<hr/>		Jointly Administered

AFFIDAVIT

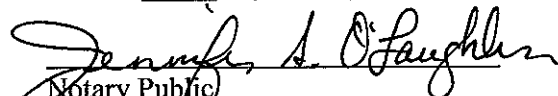
STATE OF GEORGIA  
COUNTY OF FULTON

Before me, the undersigned attesting officer duly authorized to administer oaths,  
personally appeared James R. Sacca who after being duly sworn, deposes and says:

1. I am a shareholder with the law firm of Greenberg Traurig, LLP ("GT") and have knowledge of the facts set forth herein.
2. The facts set out in the foregoing Application for Approval of Fees and Expenses by Attorneys for Debtors and the exhibits attached thereto are true and correct to the best of my knowledge, information and belief. Those facts are known to me personally or established by business records of GT, maintained in the ordinary course of business, including time and reimbursement records made by lawyers and paralegals at GT.

  
\_\_\_\_\_  
James R. Sacca

Sworn to and subscribed before  
me this 22<sup>nd</sup> day of May, 2009

  
\_\_\_\_\_  
Notary Public

