

**Objection Deadline: May 5, 2011, at 4:00 p.m. (Prevailing Eastern Time)**

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

**In re**

**BORDERS GROUP, INC., *et al.*,<sup>1</sup>**

**Debtors.**

**Chapter 11**

**Case No. 11-10614 (MG)**

**(Jointly Administered)**

**FIRST MONTHLY FEE STATEMENT OF KASOWITZ, BENSON,  
TORRES & FRIEDMAN LLP AS GENERAL COUNSEL TO THE  
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD  
FROM FEBRUARY 16, 2011 THROUGH MARCH 31, 2011**

By this first monthly fee statement (the “Statement”), pursuant to sections 328, 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), Kasowitz, Benson, Torres & Friedman LLP (“KBT&F”), general counsel to Borders Group, Inc. (“BGI”) and its debtor subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”) in these chapter 11 cases, hereby seeks reasonable compensation for professional legal services in the amount of \$1,273,867.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$28,749.49, for the period commencing February 16, 2011, through and including March 31, 2011 (the “Statement Period”). In accordance with the *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated March 15, 2011 [Docket No. 385] (the “Compensation Order”), KBT&F seeks 80% reimbursement of its total reasonable

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Borders Group, Inc. (4588); Borders International Services, Inc. (5075); Borders, Inc. (4285); Borders Direct, LLC (0084); Borders Properties, Inc. (7978); Borders Online, Inc. (8425); Borders Online, LLC (8996); and BGP (UK) Limited.

and necessary fees incurred, in the amount of \$1,019,093.60, together with 100% reimbursement for actual and necessary expenses incurred in the amount of \$28,749.49, for the Statement Period. In support of this Statement, KBT&F respectfully represents as follows:

|   |   |
|---|---|
| Name of Professional:   | <u>Kasowitz, Benson, Torres &amp; Friedman LLP</u>                                      |
| Authorized to Provide Professional Services to:                             | <u>The Debtors and Debtors In Possession</u>  |
| Date of Retention:  | Order entered March 15, 2011 [Docket No. 381] <u>nunc pro tunc to February 16, 2011</u> |
| Period for which compensation and reimbursement is sought:                  | <u>February 16, 2011 through March 31, 2011</u>   |
| Amount of compensation sought as actual, reasonable and necessary:          | \$1,273,867.00  |
| 80% of compensation sought as actual, reasonable and necessary:             | \$1,019,093.60  |
| Amount of expense reimbursement sought as actual, reasonable and necessary: | \$28,749.49   |

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### **Timekeeper Summary**

| <b>Name of Professional Person</b> | <b>Position</b>          | <b>Department</b> | <b>Year of NY Bar Admission</b> | <b>Hourly Billing Rate</b> | <b>Total Billed Hours</b> | <b>Total Compensation</b> |
|------------------------------------|--------------------------|-------------------|---------------------------------|----------------------------|---------------------------|---------------------------|
| David M. Friedman                  | Partner                  | Bankruptcy        | 1982                            | \$950                      | 94.20                     | \$89,490.00               |
| Jeffrey R. Gleit                   | Partner                  | Bankruptcy        | 2001                            | \$640                      | 281.40                    | \$180,096.00              |
| Andrew K. Glenn                    | Partner                  | Bankruptcy        | 1996                            | \$825                      | 255.10                    | \$210,457.50              |
| Robert M. Novick                   | Partner                  | Bankruptcy        | 1994                            | \$775                      | 29.70                     | \$23,017.50               |
| Michael D. Rosenbloom              | Partner                  | Corporate         | 1987                            | \$675                      | 25.60                     | \$17,280.00               |
| David S. Rosner                    | Partner                  | Bankruptcy        | 1990                            | \$875                      | 1.00                      | \$875.00                  |
| Barry Rutcofsky                    | Partner                  | Corporate         | 1984                            | \$650                      | 64.30                     | \$41,795.00               |
| Adam L. Shiff                      | Partner                  | Bankruptcy        | 1993                            | \$825                      | 77.00                     | \$63,525.00               |
| Alan Lungen                        | Special Counsel          | Bankruptcy        | 1999                            | \$625                      | 202.00                    | \$126,250.00              |
| Michael E. Friedman                | Special Counsel          | Managing Attorney | 1993                            | \$400                      | 18.90                     | \$7,560.00                |
| Nii-Amar Amamoo                    | Associate                | Bankruptcy        | 2008                            | \$335                      | 172.50                    | \$57,787.50               |
| Michele L. Angell                  | Associate                | Bankruptcy        | 2007                            | \$360                      | 178.70                    | \$64,332.00               |
| Julia Balduzzi                     | Associate                | Bankruptcy        | 2009                            | \$325                      | 249.50                    | \$81,087.50               |
| Daniel A. Fliman                   | Associate                | Bankruptcy        | 2004                            | \$525                      | 70.00                     | \$36,750.00               |
| Kelly S. Johnson                   | Associate                | Litigation        | 2000 (GA)                       | \$315                      | 2.60                      | \$819.00                  |
| Alana Sher Klein                   | Associate                | Bankruptcy        | 2008                            | \$350                      | 40.40                     | \$14,140.00               |
| Simone K. Lelchuk                  | Associate                | Bankruptcy        | Pending                         | \$300                      | 264.50                    | \$79,350.00               |
| Ross G. Shank                      | Associate                | Bankruptcy        | 2000                            | \$550                      | 219.70                    | \$120,835.00              |
| Meredith A. Wholley                | Associate                | Litigation        | Pending                         | \$275                      | 20.80                     | \$5,720.00                |
| Matthew Cowherd                    | Staff Attorney           | N/A               | 2007                            | \$265                      | 5.70                      | \$1,510.50                |
| Lauren M. Davis                    | Staff Attorney           | N/A               | 2010                            | \$200                      | 55.30                     | \$11,060.00               |
| Anthony T. Andry                   | Paralegal                | Litigation        | N/A                             | \$165                      | 11.80                     | \$1,947.00                |
| Michael Birnbaum                   | Paralegal                | Bankruptcy        | N/A                             | \$165                      | 90.10                     | \$14,866.50               |
| Michelle Drucker                   | Paralegal                | Litigation        | N/A                             | \$195                      | 12.50                     | \$2,437.50                |
| Jamila A.M. Folkes                 | Paralegal                | Litigation        | N/A                             | \$165                      | 45.90                     | \$7,573.50                |
| Chesley R. Ivy                     | Paralegal                | Bankruptcy        | N/A                             | \$195                      | 4.50                      | \$877.50                  |
| Ashley McNamara                    | Paralegal                | Litigation        | N/A                             | \$165                      | 6.70                      | \$1,105.50                |
| Narinder Uppal                     | Paralegal                | Litigation        | N/A                             | \$165                      | 10.30                     | \$1,699.50                |
| Richard M. LaRosa                  | Managing Clerk           | Managing Attorney | N/A                             | \$225                      | 9.50                      | \$2,137.50                |
| Paul J. Perez                      | Assistant Managing Clerk | Managing Attorney | N/A                             | \$175                      | 21.60                     | \$3,780.00                |

|                    |                                |                      |     |       |                 |                       |
|--------------------|--------------------------------|----------------------|-----|-------|-----------------|-----------------------|
| George Sikes       | Assistant<br>Managing<br>Clerk | Managing<br>Attorney | N/A | \$175 | 6.60            | \$1,155.00            |
| Francisco J. Velez | Assistant<br>Managing<br>Clerk | Managing<br>Attorney | N/A | \$175 | 6.40            | \$1,120.00            |
| Jack W. Morrison   | Court<br>Clerk                 | Managing<br>Attorney | N/A | \$130 | 2.90            | \$377.00              |
| Richard P. Randel  | Court<br>Clerk                 | Managing<br>Attorney | N/A | \$130 | 8.10            | \$1,053.00            |
|                    |                                |                      |     |       |                 |                       |
| <b>Total</b>       |                                |                      |     |       | <b>2,565.80</b> | <b>\$1,273,867.00</b> |

Grand Total: \$1,273,867.00  
Blended Rate: \$496.48

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**Compensation by Project Category**

| <b>Project Category</b>                           | <b>Hours</b> | <b>Amount</b>  |
|---|--------------|----------------|
| General Chapter 11 Case Administration (09539002) | 357.10       | \$153,775.50   |
| General Corporate (09539003)                      | 6.00         | \$3,535.50     |
| Asset Sales (Analysis/Disposition) (09539004)     | 261.10       | \$171,077.00   |
| Creditor/Claims Issues (09539005)                 | 219.40       | \$139,986.50   |
| Executory Contracts/Unexpired Leases (09539006)   | 409.20       | \$185,177.00   |
| General Litigation (09539007)                     | 24.90        | \$9,671.50     |
| Employment Matters (09539008)                     | 217.50       | \$91,957.50    |
| Tax Issues (09539009)                             | 38.10        | \$16,033.50    |
| Schedules/Statements & Monthly Reports (09539010) | 16.60        | \$7,529.50     |
| Firm Retention/Disclosure Issues (09539011)       | 41.30        | \$18,241.00    |
| Non-Firm Retentions (09539012)                    | 164.20       | \$79,926.50    |
| Fee Statements/Fee Applications (09539013)        | 6.00         | \$1,417.50     |
| Negotiations With Vendors/Landlords (09539014)    | 178.80       | \$100,026.00   |
| Plan/Disclosure Statement (09539015)              | 21.60        | \$14,796.50    |
| General DIP/Cash Collateral (09539016)            | 198.40       | \$123,202.50   |
| Utilities Issues (09539017)                       | 136.30       | \$64,270.00    |
| Hearing and Hearing Preparation (09539018)        | 261.40       | \$88,731.00    |
| Bankruptcy Rule 2004 (09539019)                   | 0.00         | \$0.00         |
| Non-Working Travel (09539020)                     | 7.90         | \$4,512.50     |
| Total   | 2,565.80     | \$1,273,867.00 |

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**Expense Category Summary**

| <b>Expense Category</b> | <b>Total Expenses</b> |
|-------------------------|-----------------------|
| Filing Fees             | 8,312.00              |
| Transcripts             | 785.15                |
| Local Transportation    | 1,903.55              |
| Business Meals          | 3,244.93              |
| Automated Research      | 1,852.86              |
| Document Reproduction   | 12,308.00             |
| Document Delivery       | 74.30                 |
| Telephone               | 253.65                |
| Facsimile Transmission  | 12.00                 |
| Mailing Charges         | 3.05                  |
| <b>Total</b>            | <b>\$28,749.49</b>    |

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### **JURISDICTION**

1. The Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

### **STATUTORY BASIS**

2. The statutory predicates for the relief requested herein are: (i) sections 328, 330 and 331 of the Bankruptcy Code; (ii) Rule 2016 of the Bankruptcy Rules; (iii) Rule 2016-1 of the Local Rules; and (iv) the Compensation Order.

### **BACKGROUND**

3. On February 16, 2011 (the “Commencement Date”), each of the Debtors commenced a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ cases are being jointly administered pursuant to Rule 1015(b) of the Bankruptcy Rules.

### **RETENTION OF KBT&F**

4. On February 16, 2011, the Debtors filed the *Application of the Debtors Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 for Authorization to Employ and Retain Kasowitz, Benson, Torres & Friedman LLP as Debtors’ General Counsel, Nunc Pro Tunc to the Commencement Date* [Docket No. 37], and *Declaration of David M. Friedman in Support* [Docket No. 37, Exhibit A].

5. On March 1, 2011, KBT&F filed the *Supplemental Declaration of David M. Friedman in Support Of Debtors’ Application Pursuant to 11 U.S.C. § 327(a) and*

*Fed. R. Bankr. P. 2014 for Authorization to Employ and Retain Kasowitz, Benson, Torres & Friedman LLP as Debtors' General Counsel, Nunc Pro Tunc to the Commencement Date* [Docket No. 195].

6. On March 4, 2011, KBT&F filed the *Second Supplemental Declaration of David M. Friedman in Support Of Debtors' Application Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 for Authorization to Employ and Retain Kasowitz, Benson, Torres & Friedman LLP as Debtors' General Counsel, Nunc Pro Tunc to the Commencement Date* [Docket No. 254].

7. On March 14, 2011, KBT&F filed the *Third Supplemental Declaration of David M. Friedman in Support Of Debtors' Application Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 for Authorization to Employ and Retain Kasowitz, Benson, Torres & Friedman LLP as Debtors' General Counsel, Nunc Pro Tunc to the Commencement Date* [Docket No. 268].

8. On March 15, 2011, this Court approved KBT&F's retention as counsel to the Debtors *nunc pro tunc* to the Commencement Date [Docket No. 381].

#### **RELIEF REQUESTED**

9. KBT&F submits this Statement in accordance with the Compensation Order. All services for which KBT&F requests compensation were performed for, or on behalf of, the Debtors.

10. This Statement is the first monthly fee statement filed by KBT&F in these cases. In connection with the professional services rendered, by this Statement KBT&F seeks compensation in the amount of \$1,273,867.00. A detailed statement of hours spent rendering legal services to the Debtors, in support of KBT&F's request of compensation



for fees incurred during the Statement Period, is attached hereto as Exhibit A.<sup>2</sup> Exhibit A (i) identifies the professionals and paraprofessionals that rendered services in each project category; (ii) describes each service such professional or paraprofessional performed; and (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing the services. KBT&F maintains computerized records of the time spent by all KBT&F professionals in connection with its representation of the Debtors. The rates described in Exhibit A are KBT&F's customary hourly rates for services of this type.

11. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (i) the complexity of these cases; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of comparable services other than in a case under the Bankruptcy Code.

12. By this Statement, KBT&F also seeks expense reimbursement of \$28,749.49. A detailed list of disbursements made by KBT&F, in support of KBT&F's request for expense reimbursement for the Statement Period, is attached hereto as Exhibit B.<sup>3</sup> Exhibit B provides a summary of expenses by type, as well as a detailed itemization and description of the disbursements made by KBT&F on the Debtors' behalf during the Statement Period.

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<sup>2</sup> Exhibit A has been split into two parts on the ECF system due to ECF filing size limitations.

<sup>3</sup> Reimbursement for out-of-pocket expenses incurred during one month may be sought in later fee statements, due to a delay in billing by certain vendors and service providers utilized by KBT&F in rendering services to the Debtors. Accordingly, reimbursement for additional out-of-pocket expenses incurred during the Statement Period may be sought in subsequent fee statements.

### **AMOUNTS REQUESTED**

13. KBT&F seeks 80% of its total compensation for the Statement Period, in the amount of \$1,019,093.60, in connection with the professional services summarized on the chart above and detailed in Exhibit A.

14. KBT&F incurred or disbursed the actual and necessary costs and expenses related to these cases in the amount of \$28,749.49, and as detailed in Exhibit B.

### **NOTICE**

15. Pursuant to the Compensation Order, this Statement will be served upon: (i) the Debtors, Borders Group, Inc., 100 Phoenix Drive, Ann Arbor, Michigan 48108, Facsimile: (734) 477-1285 (Attn: Matthew A. Chosid, Esq.); (ii) attorneys for the Official Committee of Unsecured Creditors, Lowenstein Sandler PC (Attn: Bruce D. Buechler, Esq., Bruce S. Nathan, Esq., and Paul Kizel, Esq.); (iii) the Office of the United States Trustee for the Southern District of New York (Attn: Tracy Davis, Esq. and Linda Riffkin, Esq.); and (iv) counsel for the DIP Agents: (a) Morgan, Lewis & Bockius LLP (Attn: Wendy Walker, Esq. and Sandra Vrejan, Esq.), counsel for the Working Capital Agent, and (b) Riemer & Braunstein LLP (Attn: Donald E. Rothman, Esq.), counsel for GA Capital LLC (each a “Compensation Notice Party” and, collectively, the “Compensation Notice Parties”).

WHEREFORE, pursuant to the Compensation Order, KBT&F respectfully requests: (i) payment of fees for the Statement Period in the amount of \$1,019,093.60, which represents 80% of the total compensation for professional services rendered during the Statement Period (such total being \$1,273,867.00), and (ii) payment of \$28,749.49,

for reimbursement of 100% of the actual and necessary costs and expenses incurred by KBT&F in these cases during the Statement period.

Dated: April 20, 2011  
New York, New York

KASOWITZ, BENSON, TORRES  
& FRIEDMAN LLP

By: /s/ Andrew K. Glenn  
David M. Friedman (DFriedman@kasowitz.com)  
Andrew K. Glenn (AGlenn@kasowitz.com)  
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1633 Broadway  
New York, New York 10019  
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*Attorneys for Debtors and  
Debtors in Possession*

## **EXHIBIT A**

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

MARCH 31, 2011

09539002  
Borders Group Inc., et al.  
General Chapter 11 Case Administration

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/16/11 | DAVID M. FRIEDMAN<br>Communicate with DIP lenders, including W. Walker and K. Semard (2.2), vendors (1.0) and landlords (1.2) re filing and statuses.   | 4.40  |
| 02/16/11 | ADAM L. SHIFF<br>Review first day filings.  | 2.00  |
| 02/16/11 | ROBERT M. NOVICK<br>Monitor case commencement and first day matters.  | 2.20  |
| 02/16/11 | JEFFREY R. GLEIT<br>Prepare chapter 11 filing (4.7); t/cs with J. Glenn's clerks (.4); t/c with L. Ecchevaria re potential first day hearing (.3); t/c with P. Schwartzberg re first days (.4); t/c with C. Johnson re noticing issues (.2); conf. with SKL and JB re first day hearing orders and Work In Progress report issues (.6). | 6.60  |
| 02/16/11 | MICHAEL E. FRIEDMAN<br>Review filings of petitions to ensure compliance with rules and procedures (1.6); review and advise SKL and KBT&F team on court rules, procedures and practices in connection with numerous administrative filings of motions and other papers (2.2).  | 3.80  |
| 02/16/11 | ROSS G. SHANK<br>Draft amended petitions (1.1); research UST contact info and draft correspondence to AL re same (.1); review and draft correspondence  | 2.60  |

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w/MLA re filing of lease procedures motion,  
interim compensation procedures motion,  
ordinary course professionals motion, retention  
applications and utilities motion (.1);  
finalize and file interim compensation  
procedures motion (.4); review correspondence  
from Managing Attorney's office re first day  
pleadings (.9).

|          |   |       |
|----------|---|-------|
| 02/16/11 | JULIA BALDUZZI  | 10.00 |
|          | Revise and finalize all first day motions and motions to be filed on first day and heard at omnibus hearing (5.9); file all first day pleadings, notices and applications (2.9); conf. post-hearing w/ SKL and JRG re revised orders and process for submission to Court (.6); revise orders per UST comments (.6).   |       |
| 02/16/11 | NII-AMAR AMAMOO   | 2.40  |
|          | Review court docket and Judge Glenn past first day orders.  |       |
| 02/16/11 | MICHELE L. ANGELL   | 5.80  |
|          | Review email correspondence from JB, JRG and RGS re signature pages (.2); draft and create orders for Chambers for all first day motions filed (2.8); coordinate notice of first day hearing including emails AKG re same (1.3); coordinate preparation of blacklines of first day motions and binders for US Trustee, including confs. w/ MB and JAMF re same (1.5). |       |
| 02/16/11 | SIMONE K. LELCHUK   | 6.20  |
|          | Revise first day motions (5.6); conf. w/ JRG and JB re Work In Progress report and first day orders (.6).   |       |
| 02/16/11 | JAMILA A.M. FOLKES  | 2.80  |
|          | Organize, review, and revise first day pleadings and prepare for electronic filing (1.0); prepare binders of blacklines of first day motions for US Trustee, including conf. w/ MLA re same (1.8).  |       |
| 02/16/11 | MICHAEL BIRNBAUM  | 2.80  |
|          | Organize, review, and revise first day pleadings and prepare for electronic filing (1.0); prepare binders of blacklines of first day motions for US Trustee, including conf. w/ MLA re same (1.8).  |       |

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|          |  |       |
|----------|--|-------|
| 02/16/11 | ANTHONY T. ANDRY<br>Review and prep first day motions and orders<br>for filing and submission to Court.  | 11.80 |
| 02/16/11 | RICHARD M. LA ROSA<br>Advise JRG, JB and RGS regarding ECF filing<br>rules and procedures (.5); review first day<br>documents being filed for formatting and rules<br>compliance (.9); electronically file 28 first<br>day Motions and Applications with supporting<br>documents (1.1).  | 2.50  |
| 02/16/11 | PAUL J. PEREZ<br>Prepare for and file Voluntary Petitions, Joint<br>Administration Motions, and First Day Motions.   | 9.50  |
| 02/17/11 | ANDREW K. GLENN<br>Emails w/R. Klein re judge assignment.  | .20   |
| 02/17/11 | JEFFREY R. GLEIT<br>T/c with C. Johnson re 2002 list (.2); conf.<br>with SKL and JB re assignments and Work In<br>Progress (.4); review and revise orders being<br>submitted to court (.5); t/cs with D. Harris<br>and JB re re entry of orders and omnibus<br>hearing (.3).   | 1.40  |
| 02/17/11 | MICHAEL E. FRIEDMAN<br>Review court docket sheet and recently filed<br>papers (.5); advise SKL and KBT&F team on court<br>rules and procedures (.5).   | 1.00  |
| 02/17/11 | JULIA BALDUZZI<br>Revise proposed orders for submission to Court<br>(2.0); emails w/ JRG and SKL re same (.3);<br>emails w/ UST re revised orders (.2); t/cs w/<br>P. Tarry re status (.3); t/cs and emails w/<br>Court re submission of revised orders (.3);<br>conf. w/ JRG and SKL re Work In Progress (.4);<br>t/c w/ JRG and Chambers re omnibus hearing<br>(.2). | 3.70  |
| 02/17/11 | MICHELE L. ANGELL<br>Review press re chapter 11 filing (.3); review<br>the day's docket filings (.5).  | .80   |
| 02/17/11 | SIMONE K. LELCHUK<br>Revise orders (1.3); compile and organize<br>orders for Court (1.2); run redlines to analyze<br>revisions to certain documents (1.2); review  | 8.10  |

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docket re motions filed (.4); compile and review all documents filed with the Court (2.0); compile and review orders filed with Court (1.6); conf. w/ JRG and JB re Work In Progress (.4).

|          |  |      |
|----------|--|------|
| 02/17/11 | MICHAEL BIRNBAUM<br>Review docket and circulate pleadings.   | .20  |
| 02/18/11 | ADAM L. SHIFF<br>Review entered orders.  | .60  |
| 02/18/11 | ANDREW K. GLENN<br>T/cs w/L. Donahue of Alix re case status (1.0); emails w/ DMF and S. Henry re H. Etlin's appointment as restructuring officer (.5); t/c w/S. Henry re same (.3); email JRG re 341 (.2); t/c w/M. Chosid re status of case (.4).   | 2.40 |
| 02/18/11 | JEFFREY R. GLEIT<br>T/c with M. Chosid re coordination of information (.5); conf. with JB and SKL re Work In Progress report, assignments and upcoming filings (.5); t/c with J. Toner re business, legal and operational issues while operating in chapter 11 (.6).   | 1.60 |
| 02/18/11 | ALAN LUNGEN<br>Field calls from various parties in interest (.5); analyze issues re filed orders and related administrative matters (.3); research and review documents re vendor issues (.9); confs w/ RGS re status (.2); distribute documents to RGS and KBT&F team re same (.5); review SEC documents re trading issues (.3); email RGS and KBT&F team re same (.1). | 2.80 |
| 02/18/11 | ROSS G. SHANK<br>Draft and review correspondence w/M.Chosid (Borders) and JRG re corporate ownership statement (.7); draft and review correspondence w/AL re bankruptcy schedules (.2); conf. w/ AL re status (.2).  | 1.10 |
| 02/18/11 | JULIA BALDUZZI<br>Conf. w/ JRG and SKL re Work In Progress.  | .50  |
| 02/18/11 | SIMONE K. LELCHUK<br>Analyze issues re Work In Progress, scheduling, general case management (1.0); meet with JB and JRG re Work In Progress, scheduling, general case management (.5).  | 1.50 |



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|----------|--|------|
| 02/18/11 | RICHARD M. LA ROSA<br>Advise JB regarding ECF rules and procedures.  | .20  |
| 02/18/11 | PAUL J. PEREZ<br>Forward all First Day Motions and Orders to AL.   | 1.50 |
| 02/21/11 | JEFFREY R. GLEIT<br>T/c with M. Chosid re vendor issues, closing<br>issues and litigation/stay issues.   | .80  |
| 02/22/11 | ANDREW K. GLENN<br>Prepare for and attend client strategy meeting<br>in Ann Arbor.   | 8.50 |
| 02/22/11 | JEFFREY R. GLEIT<br>T/c with P. Tarry re Alix retention and general<br>case administration (.3); conf. with JB re<br>assignments and case management issues (.3);<br>t/c with P. Tarry re executive meeting and BofA<br>issue (.4); t/c with JB, Garden City Group and<br>Alix Partners re noticing issues (.4); t/c with<br>P. Tarry and Alix team re BofA issues,<br>charitable contribution issues and first day<br>orders (.4); t/c with M. Chosid re filings,<br>weights and measures complaint and recent<br>filings (.5); analyze issues re case management<br>procedures (.2). | 2.50 |
| 02/22/11 | ALAN LUNGEN<br>T/c w/ C. Gring (Alix) re administrative<br>issues/initial debtor interview (.1); review<br>recent press re Borders (.4); analyze committee<br>formation meeting issues, including emails and<br>call w/ Hilton re same (.5); review emails re<br>potential licensing agreement and draft<br>confidentiality agreement re same (.9); t/c w/<br>SKL re scheduling and other administrative<br>issues (.1); review pleadings (.6); research<br>competitors' earnings announcement and related<br>issues (.8).   | 3.40 |
| 02/22/11 | ROSS G. SHANK<br>Review and draft correspondence w/C. Johnson<br>(Garden City Group) re notice of commencement.  | .20  |
| 02/22/11 | JULIA BALDUZZI<br>Review proposed AFCO amendment to insurance<br>order (.2); t/c w/ S. Wynne re proposed AFCO<br>revisions (.3); conf. w/ JRG re assignments and   | 1.20 |

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case management issues (.3); t/c w/ JRG, Alix Partners and Garden City Group re noticing issues (.4).

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| 02/22/11 | MICHELE L. ANGELL   | .20  |
|          | Email JRG re payments to credit card processors per customer programs motion (.1); review email correspondence from KBT&F managing attorney's office re the day's docket filings (.1).  |      |
| 02/22/11 | SIMONE K. LELCHUK   | 1.90 |
|          | Analyze issues re Work In Progress Report (.1); t/c w/ AL re scheduling and administrative issues (.1); draft Work In Progress Report (.7); draft calendar of all upcoming deadlines and hearings (.6); draft chart of received reclamation claims (.4).              |      |
| 02/22/11 | JAMILA A.M. FOLKES  | 6.10 |
|          | Compile all binders and documents compiled re first-days, organize in boxes, create index and organize in file room (3.2); upload docket documents to Hummingbird folder for preservation (2.2); t/c w/ Garden City Group re master service list (.7).                |      |
| 02/22/11 | MICHAEL BIRNBAUM  | 2.70 |
|          | Review electronic pleadings and place in appropriate database folders.  |      |
| 02/23/11 | ANDREW K. GLENN   | 9.10 |
|          | Prepare for and attend meetings w/ M. Edwards, S. Henry and senior management in Ann Arbor re case status, strategy (8.8); conf. w/ JRG re outstanding issues and assignments (.3).   |      |
| 02/23/11 | JEFFREY R. GLEIT  | 1.30 |
|          | Conf. with AKG re outstanding issues/assignments (.3); review and comment on notice of commencement (.2); t/c with S. Wynne and JB re comments to insurance order from AFCCO (.3); t/c with P. Tarry re outstanding issues, including charities and asset sales (.5). |      |
| 02/23/11 | ALAN LUNGEN   | 2.90 |
|          | Analyze issues re motion to pay (.6); draft same (1.9); review emails re adequate assurance notices (.2); review pleadings (.2).  |      |

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| 02/23/11 | ROSS G. SHANK<br>Review and draft correspondence w/P.<br>Schwartzberg (UST) and C. Johnson (Garden City<br>Group) re notice of commencement (.5); revise<br>same (.4); draft and review correspondence w/A.<br>Levine (Miller) re publication of notice of<br>commencement (.3); research and draft<br>correspondence w/Bankruptcy Court clerk re<br>clerk signature of notice of commencement (.4).                                     | 1.60 |
| 02/23/11 | JULIA BALDUZZI<br>Research case management orders (.5); t/c w/<br>Garden City Group and AP Services re general<br>administrative matters (1.0); review proposed<br>changes to insurance order (.7); t/c w/ S.<br>Wynne and JRG re comments from AFCO to<br>insurance order (.3).   | 2.50 |
| 02/23/11 | MICHELE L. ANGELL<br>Review emails from KBT&F managing attorney's<br>office re the day's docket filings.   | .10  |
| 02/23/11 | SIMONE K. LELCHUK<br>Review and preserve first-day documents for<br>record-keeping (1.1); update Work in Progress<br>Report (.3); draft calendar of upcoming<br>deadlines and hearings (.8); draft chart of<br>reclamation claims (.4).  | 2.60 |
| 02/24/11 | ALAN LUNGEN<br>Review docket filings (.2); review and comment<br>on Work In Progress report (.1); emails and tcs<br>w/SKL and KBT&F team re various administrative<br>tasks (.4).  | .70  |
| 02/24/11 | MICHAEL E. FRIEDMAN<br>Review court papers to ensure compliance with<br>rules.   | .50  |
| 02/24/11 | ROSS G. SHANK<br>T/c w/Bankruptcy Court clerk re notice of<br>commencement (.3); draft and review<br>correspondence w/P. Schwartzberg (UST) re same<br>(.2); finalize notice of commencement<br>publication (1.8); review and draft<br>correspondence w/A. Levin (Miller) re same (.3)<br>; draft and review correspondence w/C. Johnson<br>(GCS) re notice of commencement issues (.5);<br>review order re notice to shareholders (.4). | 3.50 |

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| 02/24/11 | JULIA BALDUZZI<br>Draft and revise Work In Progress report (1.0);<br>confer w/ SKL re same (.5).  | 1.50 |
| 02/24/11 | MICHELE L. ANGELL<br>Review emails from C. Johnson and Garden City<br>Group re services (.2); review and revise SKL's<br>Work In Progress report (.2); email<br>correspondence w/ SKL and KBT&F team re same<br>(.2).   | .60  |
| 02/24/11 | SIMONE K. LELCHUK<br>T/c w/ R. Lawson re Hilco contact information<br>(.2); email JRG and KBT&F team re Work in<br>Progress report (.2); review and revise Work In<br>Progress report (1.5); conf. w/JB re Work in<br>Progress report (.5).   | 2.40 |
| 02/24/11 | MICHAEL BIRNBAUM<br>Circulate to attorneys first day declaration,<br>store closing, DIP, and cash management motions<br>and related orders (.4); review electronic<br>pleadings and place in appropriate database<br>folders (1.8).   | 2.20 |
| 02/25/11 | ANDREW K. GLENN<br>Review Work In Progress report (.6); t/c w/M.<br>Edwards re Work in Progress and outstanding<br>issues (.3); t/c with JRG, H. Etlin, P. Tarry<br>and M. Chosid re pending matters (.6); t/c w/<br>B. Buechler re status (.7); review and revise<br>confidentiality agreement (.3).   | 2.50 |
| 02/25/11 | JEFFREY R. GLEIT<br>T/cs with P. Tarry re IDI and status of<br>projects (.4); t/c with AKG, H. Etlin, P. Tarry<br>and M. Chosid re pending matters (.6); revise<br>Work In Progress report (.6); t/cs with M.<br>Chosid re amended petitions and post verse pre<br>petition issues (.6); t/c with C. Lunz re AFCO<br>comments to insurance order (.3); revise<br>comments re same (.2). | 2.70 |
| 02/25/11 | ALAN LUNGEN<br>Respond to emails re requests for information<br>from various parties in interest.   | .20  |
| 02/25/11 | MICHAEL E. FRIEDMAN<br>Review court docket sheet (.3); advise JB and<br>KBT&F team on status of recent filings (.7).  | 1.00 |

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| 02/25/11 | ROSS G. SHANK<br>Revise bankruptcy petitions (1.1); draft correspondence to M. Chosid (Borders) re same (.5); review and draft correspondence w/C. Roeder (Baker) re amended ownership statement (.4).  | 2.00 |
| 02/25/11 | JULIA BALDUZZI<br>Research bridge orders in Southern District (1.1); t/c w/ AFCO counsel re revisions to insurance order (.4); review and revise proposed final insurance order (.4); conf. w/ SKL re Work In Progress (.4).                              | 2.30 |
| 02/25/11 | MICHELE L. ANGELL<br>Review Texas tax claimants' objection to DIP and notice of appointment of UCC.   | .10  |
| 02/25/11 | SIMONE K. LELCHUK<br>Revise Work In Progress report, including collection of information from JB and KBT&F team to input into Work In Progress report (4.5); meet with JB re Work In Progress (.4).   | 4.90 |
| 02/25/11 | MICHAEL BIRNBAUM<br>Review docket and prepare binder of declarations, store closing, DIP, and cash management motions (2.7); review and organize electronic case file pleadings (.2).   | 2.90 |
| 02/26/11 | ANDREW K. GLENN<br>T/cs/emails w/ S. Henry and M. Chosid re SBC confidentiality agreement.  | .80  |
| 02/28/11 | ANDREW K. GLENN<br>Emails w/ Kekst re PR issues (.2); t/c w/ JRG, professionals, and company re update on projects and issues (1.0); review and revise BDO confidentiality agreement and related emails (.8); analyze SBC confidentiality agreement (.7). | 2.70 |
| 02/28/11 | JEFFREY R. GLEIT<br>Review IDI materials (.3); t/c with S. Miller AFCO comment to insurance order (.3); t/c with AKG, professionals and company re status of various projects/issues (1.0); t/c with P. Tarry re Work In Progress issues (.2).            | 1.80 |

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| 02/28/11 | ALAN LUNGEN<br>T/c w/ R. Latouff re committee NDAs (.1); email<br>R. Latouff re same (.1); review new filings<br>(.1).  | .30  |
| 02/28/11 | JULIA BALDUZZI<br>T/c w/ DIP counsel re revisions to insurance<br>order (.1); revise insurance order (.7); t/cs<br>with various creditors re information/status<br>requests (.7).   | 1.50 |
| 02/28/11 | MICHELE L. ANGELL<br>Review and comment on draft Work In Progress<br>report (.1); email SKL re revisions (.1).  | .20  |
| 02/28/11 | SIMONE K. LELCHUK<br>Update Work In Progress report, including<br>addition of notice provision.   | 1.90 |
| 02/28/11 | MICHAEL BIRNBAUM<br>Review and organize electronic case file<br>pleadings.  | .40  |
| 03/01/11 | DAVID M. FRIEDMAN<br>T/cs w/JRG re DIP and retention service issues.  | .40  |
| 03/01/11 | ANDREW K. GLENN<br>Prepare for and attend meeting with creditors<br>committee professionals (2.0); emails w/ H.<br>Etlin, M. Edwards and S. Henry re Hachette's<br>appointment to committee ex officio (.4); call<br>w/B. Buechler (.2); update call w/M. Chosid<br>(.4); emails w/M. Chosid re ordinary course<br>transaction parameters (.3). | 3.30 |
| 03/01/11 | JEFFREY R. GLEIT<br>T/c with M. Chosid re petitions (.2); t/c with<br>D. Harris re hearing (.2); t/c with M. Chosid<br>re outstanding issues, including lease,<br>contract and retention (.5); t/cs with DMF re<br>DIP and retention service issues (.4).   | 1.30 |
| 03/01/11 | ALAN LUNGEN<br>Respond to request re UCC searches and prepare<br>same for, and distribute to, committee counsel<br>(.3); review emails from creditors re<br>reclamation claims (.1).  | .40  |
| 03/01/11 | ROSS G. SHANK<br>Review correspondence re publication of notice<br>of commencement.   | .40  |

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| 03/01/11 | SIMONE K. LELCHUK<br>Return calls re claims notice that was sent out (.7); draft and revise Work in Progress Report (.3); t/cs and emails re obtaining hearing transcripts (.5).   | 1.50 |
| 03/01/11 | MICHAEL BIRNBAUM<br>Review and organize electronic case file pleadings.  | .40  |
| 03/01/11 | RICHARD M. LA ROSA<br>Email AL regarding electronic filing rules and procedures (.1); review documents for formatting and rules compliance (.1).   | .20  |
| 03/02/11 | DAVID M. FRIEDMAN<br>Meet with M. Edwards, S. Henry, and senior management regarding case strategy and threshold issues.   | 2.00 |
| 03/02/11 | ANDREW K. GLENN<br>T/c for portion of call re Work In Progress w/ SKL, AL, JB, AP Services, and company.   | .80  |
| 03/02/11 | JEFFREY R. GLEIT<br>Participate on Work In Progress call with AKG, JB, SKL, AL, Alix Partners and company (1.1); revise Work In Progress report (.1).  | 1.20 |
| 03/02/11 | ALAN LUNGEN<br>T/c w/ AKG, JB, SKL, company and Alix re Work In Progress (1.1); calls and emails w/ notice agent re service (.2); t/c w/ G. McMaster re 345 account (.1); internal emails w/AKG and KBT&F team re filings and confidentiality agreement (.2); analyze issues re bar date (.3).     | 1.90 |
| 03/02/11 | JULIA BALDUZZI<br>T/c S. Miller re revised insurance order (.4); email JRG re same (.1); t/c re Work In Progress w/ JRG, AKG, SKL, AL, company, and AP Services (1.1); revise interim compensation order (1.2); draft transmittal letter and prepare courtesy copies to Court of 3/1 filings (.4). | 3.20 |
| 03/02/11 | MICHELE L. ANGELL<br>Review recent docket filings.   | .10  |

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| 03/02/11 | SIMONE K. LELCHUK<br>Prepare letter to Judge and copies of recently<br>filed documents to send to Judge (1.1); t/cs w/<br>various creditors, shareholders, landlord,<br>attorneys and former Borders employees re<br>Borders claims notice that was sent out (2.6);<br>t/c with JB, AKG, JRG, AL, AP Services and<br>company re Work in Progress Report (1.1);<br>update Work in Progress report (1.9). | 6.70 |
| 03/02/11 | MICHAEL BIRNBAUM<br>Review and organize electronic case file<br>pleadings and UCC filings.  | .70  |
| 03/03/11 | ANDREW K. GLENN<br>T/c for portion of call w/JRG, R. Klein, S.<br>Henry, H. Etlin, M. Edwards and F. Merola re<br>updates.  | .50  |
| 03/03/11 | JEFFREY R. GLEIT<br>Participate on update call with R. Klein, S.<br>Henry, H. Etlin, M. Edwards, F. Merola and AKG.   | 1.00 |
| 03/03/11 | JEFFREY R. GLEIT<br>Revise insurance order re AFCO comments.  | .40  |
| 03/03/11 | ROSS G. SHANK<br>Review and draft correspondence w/ A. Levin<br>(Miller) re affidavit of notice of commencement<br>publication.   | .10  |
| 03/03/11 | JULIA BALDUZZI<br>Review and revise insurance order (1.1); t/cs<br>and emails w/ S. Miller re AFCO comments to<br>insurance order (.9).   | 2.00 |
| 03/03/11 | SIMONE K. LELCHUK<br>T/cs with various creditors, shareholders,<br>landlord attorneys, and former Borders<br>employees re Borders claims notice (3.7);<br>revise motions and applications to be heard at<br>3/15/2011 hearing (1.3); obtain addresses of<br>certain parties for service (.3); obtain<br>hearing transcript of 3/2/2011 hearing (.3);<br>review, preserve and organize client data (.5). | 6.10 |
| 03/03/11 | MICHAEL BIRNBAUM<br>Review and organize electronic docket<br>pleadings.   | 1.10 |



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| 03/03/11 | RICHARD M. LA ROSA<br>Review documents being filed for formatting and rules compliance (.2); coordinate for delivery of documents to Judge Glenn (.3); email NA re rules and procedures for certification of orders (.2).  | .70  |
| 03/04/11 | DAVID M. FRIEDMAN<br>T/c w/ M. Edwards, S. Henry and senior management re updates (.6); t/c with Committee and DIP counsel re status (1.0).  | 1.60 |
| 03/04/11 | ANDREW K. GLENN<br>Prepare for committee meeting, including related emails w/ JRG and KBT&F team (.9); t/c w/JRG, Alix Partners, Jeffries and S. Henry re status update (.6).  | 1.50 |
| 03/04/11 | JEFFREY R. GLEIT<br>T/c with AKG, Alix Partners, Jefferies and S. Henry re status/update call (.6); participate on IDI call with SKL (.5); review and execute UST operating guidelines confirmation (.3); t/c with S. Miller re insurance/AFCO issues (.3); review revised order re same (.2). | 1.90 |
| 03/04/11 | ALAN LUNGEN<br>Review recently filed pleadings.  | .20  |
| 03/04/11 | ROSS G. SHANK<br>Review correspondence w/ JRG re affidavit of publication of notice of commencement (.1); draft same (.3).   | .40  |
| 03/04/11 | MICHELE L. ANGELL<br>T/c E. Devane and review emails from E. Devane and Garden City Group re service issues.   | .10  |
| 03/04/11 | SIMONE K. LELCHUK<br>Participate on Initial Debtor Interview call with JRG (.5); return calls to various creditors, shareholders, landlord attorneys and former employees re Borders claims notice (2.7);  | 3.20 |
| 03/04/11 | SIMONE K. LELCHUK<br>Revise orders that will be submitted at March 15, 2011 hearing.   | 2.10 |

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| 03/04/11 | MICHAEL BIRNBAUM<br>Review and organize electronic docket pleadings.   | .30  |
| 03/07/11 | ANDREW K. GLENN<br>Email w/shareholder re concerns about NOL motion and trading.   | .30  |
| 03/07/11 | JEFFREY R. GLEIT<br>Review and analyze open issues/assignments.  | .40  |
| 03/07/11 | JULIA BALDUZZI<br>Review and revise proposed orders for final relief on first day motions per parties in interest comments (2.9); review and revise Work In Progress report (.9).  | 3.80 |
| 03/07/11 | MICHELE L. ANGELL<br>Review the day's docket filings, including objections to utilities motion (1.1); review emails from E. Devane and Garden City Group re service (.1).  | 1.20 |
| 03/07/11 | SIMONE K. LELCHUK<br>Review and revise all orders to be submitted at March 15, 2011 hearing (5.2); update Work in Progress Report (1.1).   | 6.30 |
| 03/07/11 | MICHAEL BIRNBAUM<br>Review and organize electronic case file pleadings.  | .70  |
| 03/08/11 | ANDREW K. GLENN<br>Review and revise presentation to UCC and related emails (1.0); emails w/M. Chosid re committee confidentiality requirements (.4); emails w/B. Nathan re same (.2); call w/B. Buechler re DIP, retentions (.4). | 2.00 |
| 03/08/11 | JEFFREY R. GLEIT<br>Review affidavit of notice of publication (.1); conference with RGS re same (.1); t/c with creditor re notice of bankruptcy (.2); t/c with I. Greenhaus re committee presentation (.2).                        | .60  |
| 03/08/11 | ROSS G. SHANK<br>Coordinate filing affidavit of publication of notice of commencement (.4); conf. w/JRG re same (.1).  | .50  |

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| 03/08/11 | JULIA BALDUZZI<br>Review and revise Work In Progress report.  | .30  |
| 03/08/11 | SIMONE K. LELCHUK<br>Review all objections being filed and add them to Work in Progress Report (2.8); draft chart templates to track objections (.2).   | 3.00 |
| 03/08/11 | MICHAEL BIRNBAUM<br>Review and organize electronic case file pleadings.   | .40  |
| 03/08/11 | MICHELLE DRUCKER<br>Review and comment on proposed orders for upcoming filing of motions.   | 5.60 |
| 03/08/11 | FRANCISCO J. VELEZ<br>Electronically file Affidavit of Publication.   | .50  |
| 03/08/11 | RICHARD M. LA ROSA<br>Advise RGS regarding ECF rules and procedures (.2); review documents being filed for formatting and rules compliance (.2); coordinate for electronic service and filing of Affidavit of Publication (.1). | .50  |
| 03/09/11 | JULIA BALDUZZI<br>Coordinate weekly Work In Progress meeting w/ P. Tarry.   | .50  |
| 03/09/11 | MICHELE L. ANGELL<br>Review the day's docket filings.   | .10  |
| 03/09/11 | SIMONE K. LELCHUK<br>Revise orders that will be submitted at March 15, 2011 Hearing.  | 1.60 |
| 03/10/11 | JULIA BALDUZZI<br>Emails and t/cs w/ S. Miller re final insurance order (.6); revise insurance order w/ AFCO edits (.8); emails and t/c w/ DIP counsel re proposed changes to insurance order (.3).                             | 1.70 |
| 03/10/11 | SIMONE K. LELCHUK<br>Draft master Borders calendar (.4); research Bankruptcy Code Section 546(h) (.4).  | .80  |
| 03/10/11 | MICHELLE DRUCKER<br>Review and comment on proposed orders for upcoming filing of motions.   | .90  |

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| 03/11/11 | JEFFREY R. GLEIT<br>Analyze issue re filing of replies.  | .20  |
| 03/11/11 | MICHELE L. ANGELL<br>Email correspondence w/ C. Johnson and Garden<br>City Group re services (.1); t/c w/ C. Johnson<br>re same (.1).  | .20  |
| 03/11/11 | RICHARD M. LA ROSA<br>Email NA regarding ECF filing rules and<br>procedures.   | .10  |
| 03/14/11 | JULIA BALDUZZI<br>Revise and finalize proposed orders.   | 2.40 |
| 03/14/11 | SIMONE K. LELCHUK<br>Create disc of Orders for Court.  | 1.10 |
| 03/15/11 | ANDREW K. GLENN<br>Review final orders from hearing, including<br>conforming changes for presentation to court<br>(2.5); emails w/ MLA re same (.3); call w/B.<br>Buechler re same (.3).       | 3.10 |
| 03/15/11 | ALAN LUNGEN<br>Emails w/ NA and KBT&F team re various filings<br>and administrative issues.  | .30  |
| 03/15/11 | JULIA BALDUZZI<br>Review and revise orders for entry (2.4);<br>emails and t/cs w/ Chambers re same (.5).   | 2.90 |
| 03/15/11 | NII-AMAR AMAMOO<br>Rreview and revise final second day orders.   | 3.80 |
| 03/15/11 | MICHELE L. ANGELL<br>Review and revise final orders and send final<br>orders to Court (3.1); email correspondence w/<br>K. Petriano and Garden City Group re services<br>of final orders (.3). | 3.40 |
| 03/15/11 | SIMONE K. LELCHUK<br>Draft final orders to send to Court.  | 5.20 |
| 03/15/11 | MICHAEL BIRNBAUM<br>Review and organize electronic case file<br>pleadings.   | .60  |

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| 03/16/11 | ANDREW K. GLENN<br>Emails w/R. Klein re potential issues w/r/t<br>claims trading (.3); finalize orders for filing<br>(.6).  | 1.00 |
| 03/16/11 | JEFFREY R. GLEIT<br>Revise and update Work In Progress report.  | .20  |
| 03/16/11 | ROSS G. SHANK<br>Review Work In Progress chart (.2); review<br>correspondence w/ SKL re same (.2).  | .40  |
| 03/16/11 | JULIA BALDUZZI<br>Review and revise Work In Progress report (.4);<br>review and revise proposed orders for entry by<br>the Court (1.1).   | 1.50 |
| 03/16/11 | SIMONE K. LELCHUK<br>Review and submit orders to Court (3.2); revise<br>and update Work in Progress Report (2.3).   | 5.50 |
| 03/16/11 | JAMILA A.M. FOLKES<br>Retrieve all Orders signed re employment,<br>retention, unexpired lease, ordinary course<br>professionals, interim compensation, insurance<br>policies, all motions to which they pertain,<br>organize in indexed binder and upload<br>electronic copies for attorney review. | 1.40 |
| 03/16/11 | MICHAEL BIRNBAUM<br>Research docket re omnibus hearing orders (.7);<br>organize electronic case file pleadings and<br>orders (1.2).   | 1.90 |
| 03/16/11 | RICHARD M. LA ROSA<br>Advise RGS regarding ECF rules and procedures.  | .20  |
| 03/17/11 | JEFFREY R. GLEIT<br>T/c with R. Klein, H. Etlin, F. Merola, S.<br>Henry and M. Edwards re status update, BOD<br>presentation, upcoming hearings and KEIP (1.0);<br>t/c with P. Tarry re UST reporting requirements<br>and utilities issues (.2); review 2015<br>requirements (.2).                  | 1.40 |
| 03/17/11 | ALAN LUNGEN<br>Email and t/c w/ P. Tarry re monthly operating<br>reports and related issues.  | .20  |

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| 03/17/11 | ROSS G. SHANK<br>Research form 2015 models for P. Tarry and<br>transmit same.   | 1.10 |
| 03/17/11 | JULIA BALDUZZI<br>Review and revise Work In Progress report(.4);<br>review 3/15 hearing transcript (.4).  | .80  |
| 03/17/11 | SIMONE K. LELCHUK<br>Revise Work in Progress Report.  | 1.30 |
| 03/17/11 | JAMILA A.M. FOLKES<br>Retrieve selected cases from Lexis and organize<br>hard copies in binder and upload electronic<br>copies for attorney review (1.8); retrieve and<br>organize new files in Hummingbird folders for<br>preservation (.6); locate and retrieve selected<br>motions and orders and circulate to attorneys<br>via email for review (.4). | 2.80 |
| 03/17/11 | RICHARD M. LA ROSA<br>Advise NA regarding ECF filing rules and<br>procedures (.1); review Motion To Enter Into<br>Contracts for formatting and rules compliance<br>(.2); coordinate electronic service and filing<br>of Motion to Enter Into Contracts (.2).  | .50  |
| 03/18/11 | JEFFREY R. GLEIT<br>T/c with P. Tarry, H. Etlin, JB, SKL and<br>remainder of Borders team re upcoming<br>deadlines/issues.  | .70  |
| 03/18/11 | ALAN LUNGEN<br>Review hearing transcript from 3/15 (.3);<br>emails w/ JRG and KBT&F team re property<br>matters (.2); emails w/ Alix Partners re rule<br>2015 requirements (.1); research same (.3).  | .90  |
| 03/18/11 | JULIA BALDUZZI<br>Prepare for Work In Progress call (.4);<br>participate in Work In Progress call w/ JRG,<br>SKL, P. Tarry, H. Etlin and consultants (1.0).   | 1.40 |
| 03/18/11 | SIMONE K. LELCHUK<br>Update Work in Progress Report (1.4); t/c re<br>Work in Progress Report with JB, JRG, P. Tarry,<br>H. Etlin, and consultants (1.0).  | 2.40 |
| 03/18/11 | JAMILA A.M. FOLKES<br>Organize, preserve, and file documents in their<br>respective Hummingbird folders.  | .80  |

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| 03/19/11 | SIMONE K. LELCHUK<br>Review, compile and preserve all materials from<br>the March 15, 2011 Hearing.  | 1.20 |
| 03/21/11 | ANDREW K. GLENN<br>Email w/ DMF re case status.  | .30  |
| 03/21/11 | JEFFREY R. GLEIT<br>Review and distribute incoming tax notices,<br>adequate assurance notices, and reclamation<br>claims (.1); t/c with J. Nadkami re rule 2015.3<br>(.2); conf. w/AL, JB, MLA, and SKL re upcoming<br>deadlines and filings (.5); review committee<br>protocol motion and order (.2). | 1.00 |
| 03/21/11 | ALAN LUNGEN<br>Conf w/ JRG, MLA, JB, and SKL re status (.5);<br>respond to questions from JRG and AKG re<br>schedules and officer's authority (.1); review<br>documents and legal research re same (.2).   | .80  |
| 03/21/11 | JULIA BALDUZZI<br>Conf. w/JRG, MLA, AL, and SKL re requirements<br>in orders entered after 3/15 hearing.   | .50  |
| 03/21/11 | MICHELE L. ANGELL<br>Conf. w/ JRG, AL, JB, and SKL re final orders<br>entered per March 15 hearing, service, and case<br>status and tasks.   | .50  |
| 03/21/11 | SIMONE K. LELCHUK<br>Conf. with JRG, MLA, JB, and AL re service and<br>notice of orders from March 15, 2011 hearing<br>(.5); review these issues post-meeting (.1).  | .60  |
| 03/21/11 | MICHAEL BIRNBAUM<br>Research re transcripts (.2); review and<br>organize electronic case file pleadings (.5).  | .70  |
| 03/22/11 | ANDREW K. GLENN<br>Emails w/M. Chosid re Source-Interlink  | .20  |
| 03/22/11 | MICHAEL BIRNBAUM<br>Review and organize electronic case file<br>pleadings.   | .60  |
| 03/23/11 | ANDREW K. GLENN<br>Emails w/ JRG and KBT&F team re setup of<br>Committee website (.2); emails w/ J. Toner re<br>implementation of new scanner program in stores  | 1.00 |

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and BK implications (.2); several emails w/Kobo's counsel re committee access to agreements (.5); t/c w/B. Buechler re same (.1).

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| 03/23/11 | JEFFREY R. GLEIT<br>Identify and revise issues re bar date, retention applications and conversation with UST re same (.2); t/c with B. Buechler re committee discussions re KERP/KEIP, utilities and returns motion (.5); t/c with P. Tarry re Deloitte, Source, returns of goods, and committee website (.3). | 1.00 |
| 03/23/11 | SIMONE K. LELCHUK<br>Return calls re Borders notice to various creditors, shareholders, landlord attorneys, and former Borders employees.  | 2.60 |
| 03/24/11 | JEFFREY R. GLEIT<br>Review and update Work In Progress report for Work In Progress call.   | .30  |
| 03/24/11 | JULIA BALDUZZI<br>Finalize pleadings for managing attorney's office for filing with court.   | 1.80 |
| 03/24/11 | MICHAEL BIRNBAUM<br>Review and organize electronic case file pleadings.  | .80  |
| 03/25/11 | ANDREW K. GLENN<br>T/c w/S. Henry re business plan status (.3); prepare for and attend WIP call (.8).  | 1.10 |
| 03/25/11 | JEFFREY R. GLEIT<br>Participate on Work In Progress call with JB, SKL, and KBTF team, Jefferies, Alix team and company.  | 1.00 |
| 03/25/11 | JULIA BALDUZZI<br>Prepare for (.3) and participate in Work In Progress call with Alix Partners, company, Jefferies, JRG, and SKL (1.0).  | 1.30 |
| 03/25/11 | MICHELE L. ANGELL<br>Review and comment on SKL's letter to Court re courtesy copies of last night's filings.   | .20  |



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| 03/25/11 | SIMONE K. LELCHUK<br>Compile courtesy copies of all motions and applications filed on 3/24/2011 for Court (1.7); prepare for (.3) and t/c re Work in Progress Report status with JB, JRG, Alix Partners, Jefferies, Borders (1.0); revise Work in Progress Report after the status call (.6); compile all motions and applications filed on 3/24/2011 and distribute to H. Etlin and M. Chosid (.3). | 3.90 |
| 03/25/11 | MICHAEL BIRNBAUM<br>Research docket re hearing transcripts (1.4); review and organize electronic case file pleadings (.4).   | 1.80 |
| 03/28/11 | DAVID M. FRIEDMAN<br>T/c w/ Creditors' Committee (.8); t/c w/ JRG, B. Buechler and B. Nathan re recently filed pleadings (.4).   | 1.20 |
| 03/28/11 | ANDREW K. GLENN<br>Emails w/ H. Etlin re committee access to business plan.  | .30  |
| 03/28/11 | JEFFREY R. GLEIT<br>Review incoming mail and pleadings and distribute to responsible KBTF team members (.4); revise draft 2015 statement (.5); t/c with B. Buechler and B. Nathan re recently filed pleadings and business plan (.4).  | 1.30 |
| 03/28/11 | MICHAEL BIRNBAUM<br>Review and organize electronic docket pleadings.   | 1.40 |
| 03/29/11 | DAVID M. FRIEDMAN<br>T/cs w/ S. Henry, M. Edwards, and B. LeBow re board meeting update (2.0); t/c w/ JRG re BOD meeting (.2).   | 2.20 |
| 03/29/11 | ANDREW K. GLENN<br>T/c w/JRG re status.  | .30  |
| 03/29/11 | JEFFREY R. GLEIT<br>T/c with B. Buechler re KEIP/KERP, lease modifications and vendor issues (.4); t/c with DMF re BOD meeting (.2); t/c w/ AKG re status (.3).  | .90  |

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| 03/29/11 | MICHAEL BIRNBAUM<br>Review and organize electronic docket<br>pleadings.  | .60  |
| 03/30/11 | JEFFREY R. GLEIT<br>Review proposed markups of committee<br>information order (.3); t/c with B. Buechler,<br>B. Nathan and P. Kizel re business plan and<br>general case issues/status (.5).   | .80  |
| 03/30/11 | MICHAEL BIRNBAUM<br>Review and organize electronic case file<br>pleadings.   | .30  |
| 03/31/11 | ANDREW K. GLENN<br>Emails w/JRG re committee's stance on exit<br>process (.3); t/c w/JRG re same and status<br>update (.3).  | .60  |
| 03/31/11 | JEFFREY R. GLEIT<br>T/cs with P. Tarry re reclamation issues,<br>retention issues, and LMAs (.8); t/cs with B.<br>Buechler re business plan and retention issues<br>(.9); t/c with H. Etlin re same (.4); t/c w/<br>AKG re committee's stance on exit process and<br>status update (.3). | 2.40 |
| 03/31/11 | MICHELE L. ANGELL<br>Review and comment on Work in Progress report.  | .10  |
| 03/31/11 | JAMILA A.M. FOLKES<br>Organize hard copies of correspondences and<br>proof of claims in indexed folders and scan and<br>upload electronic copy in preparation to be<br>stored and filed on Hummingbird.  | 2.10 |
| 03/31/11 | MICHAEL BIRNBAUM<br>Research docket and circulate pleadings.   | .10  |

TOTAL HOURS

357.10

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|                     | HOURS | RATE   | AMOUNT    |
|---------------------|-------|--------|-----------|
| PARTNER             |       |        |           |
| DAVID M. FRIEDMAN   | 11.80 | 950.00 | 11,210.00 |
| JEFFREY R. GLEIT    | 36.70 | 640.00 | 23,488.00 |
| ANDREW K. GLENN     | 42.50 | 825.00 | 35,062.50 |
| ROBERT M. NOVICK    | 2.20  | 775.00 | 1,705.00  |
| ADAM L. SHIFF       | 2.60  | 825.00 | 2,145.00  |
| <br>SPECIAL COUNSEL |       |        |           |
| MICHAEL E. FRIEDMAN | 6.30  | 400.00 | 2,520.00  |
| ALAN LUNGEN         | 15.00 | 625.00 | 9,375.00  |
| <br>ASSOCIATE       |       |        |           |
| NII-AMAR AMAMOO     | 6.20  | 335.00 | 2,077.00  |
| MICHELE L. ANGELL   | 13.70 | 360.00 | 4,932.00  |
| JULIA BALDUZZI      | 47.30 | 325.00 | 15,372.50 |
| SIMONE K. LELCHUK   | 84.60 | 300.00 | 25,380.00 |
| ROSS G. SHANK       | 13.90 | 550.00 | 7,645.00  |
| <br>PARALEGAL       |       |        |           |
| ANTHONY T. ANDRY    | 11.80 | 165.00 | 1,947.00  |
| MICHAEL BIRNBAUM    | 23.60 | 165.00 | 3,894.00  |
| MICHELLE DRUCKER    | 6.50  | 195.00 | 1,267.50  |
| JAMILA A.M. FOLKES  | 16.00 | 165.00 | 2,640.00  |
| <br>MANAGING CLERK  |       |        |           |
| RICHARD M. LA ROSA  | 4.90  | 225.00 | 1,102.50  |
| PAUL J. PEREZ       | 11.00 | 175.00 | 1,925.00  |
| FRANCISCO J. VELEZ  | .50   | 175.00 | 87.50     |

TOTAL FEES \$153,775.50

TOTAL COSTS \$.00

TOTAL FEES AND COSTS \$153,775.50

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

MARCH 31, 2011

09539003  
Borders Group Inc., et al.  
General Corporate

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/22/11 | ANDREW K. GLENN<br>Emails w/ M. Chosid re Kobo financing documents.   | .20   |
| 02/22/11 | JEFFREY R. GLEIT<br>Review Kobo shareholder document (.1); email correspondence with M. Chosid re same (.1).  | .20   |
| 02/23/11 | JEFFREY R. GLEIT<br>T/c with C. Roeder and RGS re Lebow Gamma percentage ownership interest in BGP.   | .20   |
| 02/23/11 | ROSS G. SHANK<br>T/c with C. Roeder and JRG re Lebow Gamma percentage ownership interest in BGP.  | .20   |
| 02/24/11 | ANDREW K. GLENN<br>Emails w/ H. Etlin and analyze issues re language to ensure new contracts do not create admin claims for termination.  | .40   |
| 02/28/11 | ROSS G. SHANK<br>Draft and review correspondence w/C. Roeder (Baker) and M. Chosid (Borders) re corporate ownership statement (.4); analyze corporate ownership statement disclosure and research and revise stock percentages re same (2.5). | 2.90  |
| 03/04/11 | MICHAEL E. FRIEDMAN<br>Advise RGS and KBT&F team on court procedures (.4); coordinate for ECF filing of Amended Consolidated Ownership Statement (.4).  | .80   |
| 03/11/11 | JEFFREY R. GLEIT<br>T/c with C. Wolfe re returns issues.  | .20   |

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| 03/16/11 | JEFFREY R. GLEIT<br>T/c with C. Roeder re shareholder rights in<br>bankruptcy (.2); review materials to be<br>submitted to BOD (.4). | .60 |
| 03/17/11 | ANDREW K. GLENN<br>Emails w/ J. Toner, B. Buechler re Committee<br>access to KOBO documents.   | .30 |

TOTAL HOURS

6.00

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|                     | HOURS | RATE   | AMOUNT   |
|---------------------|-------|--------|----------|
| PARTNER             |       |        |          |
| JEFFREY R. GLEIT    | 1.20  | 640.00 | 768.00   |
| ANDREW K. GLENN     | .90   | 825.00 | 742.50   |
| <br>SPECIAL COUNSEL |       |        |          |
| MICHAEL E. FRIEDMAN | .80   | 400.00 | 320.00   |
| <br>ASSOCIATE       |       |        |          |
| ROSS G. SHANK       | 3.10  | 550.00 | 1,705.00 |

TOTAL FEES \$3,535.50

TOTAL COSTS \$.00

TOTAL FEES AND COSTS \$3,535.50

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

MARCH 31, 2011

09539004

Borders Group Inc., et al.

Asset Sales (Analysis/Disposition)

| DATE     | ATTORNEY OR ASSISTANT  | HOURS |
|----------|--|-------|
| 02/16/11 | DAVID M. FRIEDMAN<br>Attend GOB auction, including extensive related discussions with bidders, S. Henry and clients, DIP lenders in attendance, AKG and KBT&F team.  | 6.50  |
| 02/16/11 | ADAM L. SHIFF<br>Prepare for, organize and conduct GOB auction, including numerous meetings with bidders, creditors, S. Henry and company and DMF and KBT&F team re same.  | 13.50 |
| 02/16/11 | ANDREW K. GLENN<br>Conf. w/ DMF and KBT&F team re auction status and results.  | 1.30  |
| 02/16/11 | BARRY RUTCOWSKY<br>Prepare for, organize and attend GOB Agent Auction (9.7); negotiate and revise Agency Agreement (3.5).  | 13.20 |
| 02/16/11 | DANIEL A. FLIMAN<br>Coordinate store closing sales auction (1.2); participate in auction and analyze related issues including conference w/ various parties, including S. Henry, H. Etlin, bidders, and DIP lenders re same (8.2); prep. for hearing on store closing sales (1.2). | 10.60 |
| 02/16/11 | NII-AMAR AMAMOO<br>Draft same store sales hearing outline (3.7); review and revise store closing sales order (3.2).  | 6.90  |

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| 02/16/11 | ASHLEY D. MCNAMARA<br>Prepare hearing binder of store closing sales motion for ALS and NA.   | .60  |
| 02/17/11 | DAVID M. FRIEDMAN<br>Prepare for and attend hearing on Debtors' emergency motion to conduct GOB sales (5.8); revise and comment on order (.6); analyze logistics (.1).   | 6.50 |
| 02/17/11 | ADAM L. SHIFF<br>Prepare for and participate in hearing re approval of GOBS (5.8); follow-up w/ S. Henry and clients re same and finalize order (2.4); email correspondence w/ creditor, vendors and S. Henry and clients re same (1.2).   | 9.40 |
| 02/17/11 | ANDREW K. GLENN<br>Emails w/M. Chosid re GOB status and related press release (.3); emails w/R. Lehan re conduct of store closing sales (.2); emails w/ ALS and KBT&F team and H. Etlin and Alix team re status of entry of GOB order (.5).  | 1.00 |
| 02/17/11 | JEFFREY R. GLEIT<br>Prepare for and attend store closure and DIP hearing (4.7); review GOB press release (.2); t/cs with J. Goldstein re returns issue (.5); review credit agreement re same (.5).   | 5.90 |
| 02/17/11 | BARRY RUTCOFSKY<br>Update Exhibits re GOB (1.2); prepare finalization checklist for Agency Agreement (1.9); review GOB order (.8); coordinate payment amounts (1.6); t/cs and emails with Agent and counsel re GOB (1.2).  | 6.70 |
| 02/17/11 | ROSS G. SHANK<br>Draft and review correspondence w/DAF re landlord GOB guidelines questions.   | .30  |
| 02/17/11 | DANIEL A. FLIMAN<br>Email correspondence w/ creditors, vendors, and S. Henry and clients re proposed order on GOBs (.5); resolve open issues of parties re GOBs (1.4); prepare for and participate in hearing re GOB sales (3.1); review and revise final proposed order, revisions, submission of same (2.8); email correspondence w/ creditors, vendors, and S. Henry and clients re GOBs (.4); analyze open issues re GOB (.5); conf w/ NA re | 9.10 |



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GOB Sale hearing (.4).

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|----------|--|------|
| 02/17/11 | NII-AMAR AMAMOO<br>Review and revise GOB Sale motion hearing outline (.8); review and revise GOB sale order incorporating landlords', SBC and liquidator's comments (4.3); attend GOB sale hearing (3.2); confer with DAF regarding the same (.4). | 8.70 |
| 02/18/11 | DAVID M. FRIEDMAN<br>Review and analyze agreement re store closings.   | 2.20 |
| 02/18/11 | ADAM L. SHIFF<br>Review and analyze GOB order (.5); respond to inquiries from J. Toner and clients re implementation and funding (1.4); conf BR re same (.3).  | 2.20 |
| 02/18/11 | ANDREW K. GLENN<br>Emails w/ALS and GOB team re order status.  | .20  |
| 02/18/11 | BARRY RUTCOWSKY<br>Transmit final copies of Agency Agreement (.5); analyze miscellaneous landlord and equipment lessee issues (.7); conf. w/ ALS re implementation and funding (.3).   | 1.50 |
| 02/18/11 | DANIEL A. FLIMAN<br>Correspond w/ landlords' counsel re GOB issues.  | .50  |
| 02/18/11 | JULIA BALDUZZI<br>Coordinate filing of GOB order and emails re same (1.2); t/c and emails w/ Chambers re GOB order (.3); emails and t/cs w/ Garden City Group re GOB Order and service of same (.5).   | 2.00 |
| 02/20/11 | DANIEL A. FLIMAN<br>Review and analyze GOB terms.  | .20  |
| 02/21/11 | BARRY RUTCOWSKY<br>T/c w/ M. Chosid re Agency Agreement (.3); email JRG re consignment goods (.3); review issues re store #658 (.2); review Agency Agreement (.3).   | 1.10 |
| 02/21/11 | DANIEL A. FLIMAN<br>Correspond w/ BR and JRG re GOB sale terms and agency agreement exhibits (.4); correspond re contact from landlord re closing status (.2).   | .60  |
| 02/22/11 | ADAM L. SHIFF<br>Review documents re financing of purchase.  | .50  |

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| 02/22/11 | ANDREW K. GLENN<br>Emails w/R. Lehane re put stores.  | .10  |
| 02/22/11 | BARRY RUTCOWSKY<br>Review forms of L/c's submitted as per Agency Agreement (.4); email M. Petersen and clients re same (.3); review Agency Agreement re lease issues (.5).  | 1.20 |
| 02/22/11 | MICHAEL BIRNBAUM<br>Prepare binder re sale motion and disclosure statement.   | .80  |
| 02/23/11 | ADAM L. SHIFF<br>Email correspondence re newspaper delivery to closing stores (.4); review and comment on lease termination agreement (1.7); conf BR re same (.3); analyze issues re recent payments (.5).  | 2.90 |
| 02/23/11 | BARRY RUTCOWSKY<br>Review Agency Agreement re Newsstand Inventory (.8); analyze lease termination issues (.6); draft termination language (.9); conf. w/ ALS re same (.3).  | 2.60 |
| 02/23/11 | ROSS G. SHANK<br>Research status of "fast pay" laws in bankruptcy for revised GOB motion.   | 2.80 |
| 02/23/11 | DANIEL A. FLIMAN<br>Analyze deadlines and timelines under GOB order (.3); correspond w/ BR and KBT&F team re landlord issues re store closing sales (.8); correspond w/ BR and KBT&F team re employee issues re store closing sales (.3); outline research re fast pay laws (.4). | 1.80 |
| 02/24/11 | ADAM L. SHIFF<br>Emails JA and team re repayment of rent at GOB stores (.5); review Hilco agency agreement (1.1); email DAF and KBT&F team re open issues re GOB (.3); revise landlord letter (.8); conf BR re same (.4); review information re additional stores (.4).           | 3.50 |
| 02/24/11 | BARRY RUTCOWSKY<br>Analyze issues re additional stores (.4); review fee agreement with Hilco (.4); conf. w/ ALS re landlord letter (.4); analyze issues re NDA's and response to K & E (.4).  | 1.60 |

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| 02/24/11 | DANIEL A. FLIMAN<br>Correspond w/ KBT&F team, counsel for Hilco,<br>and H. Etlin re store closing sales and issues<br>re same (.7); respond to landlord inquiries re<br>same (.8).   | 1.50 |
| 02/25/11 | ADAM L. SHIFF<br>Analyze issues re additional stores (1.2);<br>emails w/ BR and KBT&F team re same (.4); draft<br>memo to BR and KBT&F team re process going<br>forward (.8); conf BR and DAF re same (.7).  | 3.10 |
| 02/25/11 | BARRY RUTCOWSKY<br>Analyze landlord issues re Agency Agreement<br>(.4); review Agency Agreement re rent<br>obligations and additional stores issues (.6);<br>review fee agreement w/ Hilco (.4); conf. with<br>ALS and DAF re process (.7); analyze issue re<br>bubble stores (.6); revise letter to landlords<br>re termination (.7). | 3.40 |
| 02/25/11 | DANIEL A. FLIMAN<br>Analyze issues related to liquidation sales at<br>additional stores (.8); conf. w/ ALS and BR re<br>process (.7); draft summary to ALS and KBT&F<br>team re same (.5); draft letter to landlords re<br>put locations (.3); analyze landlord issues<br>related to store closing locations (1.1).                    | 3.40 |
| 02/28/11 | ADAM L. SHIFF<br>Analyze issues re additional GOB stores (1.2);<br>conf DAF re same (.4); review agreements re<br>same (.7).   | 2.30 |
| 02/28/11 | ANDREW K. GLENN<br>Review emails from ALS and KBT&F team re store<br>closing logistics and issues.   | .40  |
| 02/28/11 | JEFFREY R. GLEIT<br>T/c with JB and W. Walker re Calendar customer<br>list sale (.2); review purchase agreement re<br>same (.3).   | .50  |
| 02/28/11 | BARRY RUTCOWSKY<br>Respond to Conn. AG request for info (.4);<br>review emails from DAF and KBT&F team re<br>landlord issues (.5).   | .90  |

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| 02/28/11 | DANIEL A. FLIMAN<br>Correspond w/ BR and KBT&F team re landlord<br>issues at GOB locations and resolution (.9);<br>correspond w/ BR and KBT&F team re self-run<br>liquidation sales at added locations (.4);<br>conf. w/ ALS re additional GOB stores (.4). | 1.70 |
| 02/28/11 | JULIA BALDUZZI<br>T/c w/ JRG and W. Walker re Calendar customer<br>list sale.   | .20  |
| 03/01/11 | ADAM L. SHIFF<br>Review materials re landlord issues at GOB<br>location (.4); emails w/DAF, BR and JRG re same<br>(.8).   | 1.20 |
| 03/01/11 | BARRY RUTCOWSKY<br>Analyze issues regarding stub period rent at<br>Put Stores(.4) review emails from DAF and KBT&F<br>team re landlord issues (.1).   | .50  |
| 03/01/11 | DANIEL A. FLIMAN<br>Assess resolution of landlord issues at GOB<br>locations (.3); correspond w/ BR and KBT&F team<br>re same (.5); t/c w/ landlord counsel re same<br>(.3); draft confirmatory correspondence to<br>landlord counsel re same (.3).         | 1.40 |
| 03/02/11 | ADAM L. SHIFF<br>Review emails from DAF re landlord issues.   | .20  |
| 03/02/11 | DANIEL A. FLIMAN<br>Analyze resolution of landlord issues at GOB<br>locations (.2); email ALS re same (.1).   | .30  |
| 03/03/11 | ADAM L. SHIFF<br>Emails w/ DAF re tax payment at closing store.   | .20  |
| 03/03/11 | DANIEL A. FLIMAN<br>Email correspondence w/ ALS re tax obligation<br>at GOB location.   | .40  |
| 03/04/11 | ADAM L. SHIFF<br>Email correspondence w/ DAF re tax payment.  | .20  |
| 03/04/11 | DANIEL A. FLIMAN<br>Email correspondence w/ ALS re landlord and tax<br>authority issues re GOBs.  | .60  |
| 03/07/11 | ADAM L. SHIFF<br>Analyze outstanding GOB/sale issues.   | .20  |

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|          |   |      |
|----------|---|------|
| 03/07/11 | DANIEL A. FLIMAN<br>Analyze issues re resolution of informal GOB<br>sale guideline objections.  | .20  |
| 03/08/11 | ADAM L. SHIFF<br>Review put procedures (.4); emails w/ BR and<br>KBT&F team and M. Petersen and clients re same<br>(.5).  | .90  |
| 03/08/11 | BARRY RUTCOWSKY<br>Revise Put Store Agency Agreement (.9); emails<br>w/ ALS and KBT&F team re same (.2).  | 1.10 |
| 03/08/11 | DANIEL A. FLIMAN<br>Correspond w/ ALS and KBT&F team re put<br>procedures (.4); correspond w/ ALS and KB T&F<br>team re resolution of informal sale guideline<br>objections (.4). | .80  |
| 03/09/11 | ADAM L. SHIFF<br>Review put agreement.  | .20  |
| 03/09/11 | BARRY RUTCOWSKY<br>Revise Put Store Agency Agreement.   | .40  |
| 03/09/11 | DANIEL A. FLIMAN<br>Correspond w/ JRG re provisions of sale<br>guidelines.  | .20  |
| 03/10/11 | DANIEL A. FLIMAN<br>Correspond w/ BR and KBT&F team re terms of GOB<br>order, sales.  | .30  |
| 03/11/11 | DANIEL A. FLIMAN<br>T/c w/ H. Etlin re put store procedures.  | .30  |
| 03/14/11 | ADAM L. SHIFF<br>Review agency agreement (.7); conf w/ DAF and<br>BR re same (.2).  | .90  |
| 03/14/11 | ADAM L. SHIFF<br>Review of proposed agency agreement.   | .60  |
| 03/14/11 | BARRY RUTCOWSKY<br>T/c with H. Etlin and DAF re Put Store Agency<br>Agreement (.3); prepare revisions to same<br>(1.3); conf. w/ ALS and DAF re same (.2).                        | 1.80 |

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|          |  |      |
|----------|--|------|
| 03/14/11 | DANIEL A. FLIMAN   | .80  |
|          | Review draft agency agreement for put store locations prepared by Hilco (.3); conf. w/ BR and ALS re same (.2); t/c w/ H. Etlin and BR re same (.3).   |      |
| 03/15/11 | ADAM L. SHIFF  | .50  |
|          | Conf BR re put agreement (.3); email AKG re put agreement (.2).  |      |
| 03/15/11 | BARRY RUTCOWSKY  | .90  |
|          | T/c with J. Malfitano re Put Store Agency Agreement (.3); draft update to DAF and KBT&F team re status of agreement (.3); conf. w/ ALS re put agreement (.3).  |      |
| 03/15/11 | DANIEL A. FLIMAN   | 1.10 |
|          | T/c w/ J. Malfitano re put store agency agreement (.3); correspond re same w/ H. Etlin and BR (.5); correspond w/ BR and KBT&F team re store closure list (.3).  |      |
| 03/16/11 | ADAM L. SHIFF  | 3.40 |
|          | Review documents and agency agreement re put option (1.9); email correspondence w/ DAF and J. Toner and clients re same (.8); review materials re put stores (.4); identify sale issues (.3).  |      |
| 03/16/11 | BARRY RUTCOWSKY  | .90  |
|          | Review Agency Agreement re store closing issues (.6); review emails re "bubble" stores (.3).   |      |
| 03/16/11 | DANIEL A. FLIMAN   | 3.10 |
|          | Correspond w/ J. Toner re notice to landlords re put stores (.2); draft same (.8); correspond w/ BR and KBT&F team re GOB process and issues (1.2); analyze timing issues relating to put stores and correspondence re same (.7); correspondence w/ BR and KBT&F team re location vacating process (.2). |      |
| 03/17/11 | ADAM L. SHIFF  | 1.10 |
|          | Review GOB order (.2); revise notices (.4); emails w/ DAF re same (.3); conf. w/ JRG and DAF re put option issues (.2).  |      |
| 03/17/11 | ANDREW K. GLENN  | .70  |
|          | Emails w/H. Etlin re store closure leak (.2); emails w/ H. Etlin and KBT&F team re timing of LL notice for put stores (.3); t/c with JRG,  |      |

DAF and H. Etlin re bubble stores (.2).

|          |   |      |
|----------|---|------|
| 03/17/11 | JEFFREY R. GLEIT<br>T/c with AKG, DAF and H. Etlin re bubble stores<br>(.2); conference with DAF and ALS re put option<br>issues (.2).  | .40  |
| 03/17/11 | DANIEL A. FLIMAN<br>Identify issues re timing re put stores and<br>review related notice and service (2.5);<br>correspond w/ J. Toner and clients and w/ BR<br>and KBT&F team re same (3.2); t/c w/ AKG, JRG<br>and H. Etlin re bubble stores (.2); conf. w/<br>JRG and ALS re put option issues (.2).  | 6.10 |
| 03/18/11 | ADAM L. SHIFF<br>Review and prepare documents for put stores<br>(1.8); t/cs w/ M. Petersen, J. Toner and<br>clients, Garden City Group and BR and KBT&F<br>team re same (1.1); t/c w/ JRG re same (.2).   | 3.10 |
| 03/18/11 | ANDREW K. GLENN<br>Several emails w/ALS, BR, and H. Etlin re<br>timing of delivery of put store notices and<br>related issues (1.1); conference call w/J.<br>Toner and KBTF team re same (.4); several<br>calls/emails w/J. Toner re same (.4);<br>call/emails w/B. Buechler and BDO re<br>committee's request for add'l store closings<br>(.5); emails w/ JRG and KBT&F team re leak<br>concerning store closings (.3); emails/call<br>w/B. Buechler re same (.5). | 3.20 |
| 03/18/11 | BARRY RUTCOWSKY<br>Email correspondence w/ DAF and KBT&F team re<br>Put Store closing issues and notification of<br>agent (1.3); t/cs w/ J. Toner and ALS and KBT&F<br>team regarding same (1.1).   | 2.40 |
| 03/18/11 | DANIEL A. FLIMAN<br>Identify issues re put store designation (.6);<br>prepare public notice, letter to liquidators<br>and correspondence w/ landlords re same (1.6);<br>engage in extensive correspondence w/ J. Toner<br>and clients and ALS and BR re same (3.2);<br>coordinate notice and service issues w/ Garden<br>City Group (.9).   | 6.30 |
| 03/19/11 | ADAM L. SHIFF<br>Review and comment on put store notice.  | .30  |

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|          |   |       |
|----------|---|-------|
| 03/19/11 | DANIEL A. FLIMAN<br>Coordinate filing and service of notice re put<br>store locations.  | .90   |
| 03/19/11 | SIMONE K. LELCHUK<br>File Notice of Designation of Put Option Stores<br>Pursuant to Order Approving Agency Agreement,<br>Store Closing Sales and Related Relief.  | .70   |
| 03/19/11 | PAUL J. PEREZ<br>Review and file electronically Notice of<br>Designation of Put Option Stores Pursuant to<br>Order Approving Agency Agreement, Store Closing<br>Sales and Related Relief with Exhibit.  | 2.30  |
| 03/22/11 | ADAM L. SHIFF<br>Review revised agreement (2.4); t/cs w/ M.<br>Petersen, J. Toner and clients re same (.8);<br>review emails to Hilco re same (.4).   | 3.60  |
| 03/22/11 | ANDREW K. GLENN<br>Emails w/ALS re notification to second lien<br>counsel re additional put stores (.2); email to<br>BR re status of GOB put store discussions with<br>DIP lenders (.2).  | .40   |
| 03/22/11 | BARRY RUTCOWSKY<br>Review and revise Put Store Agency Agreement<br>(2.8); t/cs w/ H. Etlin re same (.3); t/cs and<br>emails w/J. Malfitano re same (.6); review<br>proposed exhibits to Put Store Agency Agreement<br>(.8).   | 4.50  |
| 03/22/11 | DANIEL A. FLIMAN<br>Correspond w/ ALS and KBT&F team and Hilco re<br>put store agency agreement.  | .40   |
| 03/23/11 | ADAM L. SHIFF<br>Review and revise agency agreement (2.1);<br>emails w/ BR and KBT&F team and H. Etlin re<br>open issue and procedures (2.8); revise notices<br>(.7); t/c w/ M. Petersen and clients re agency<br>agreement, notice and procedures (.5); conf. w/<br>BR re conclusion and strategy (1.7). | 7.80  |
| 03/23/11 | BARRY RUTCOWSKY<br>Review and revise multiple drafts of Put Store<br>Agency Agreement (3.3); t/c with H. Etlin re<br>same (1.3); t/c w/ counsel for the DIP Lenders   | 10.70 |



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re same (.5); t/c w/ J. Malfitano re same (.7);  
obtain and arrange for signatures (.4);  
finalize agreement and Exhibits (1.9); respond  
to UCC inquiry re Put Store Agency Agreement  
(.9); conf. w/ ALS re conclusion and strategy  
(1.7).

|          |  |      |
|----------|--|------|
| 03/23/11 | DANIEL A. FLIMAN   | 4.80 |
|          | Revise agency agreement for 26 put locations<br>(.7); analyze timing issues and relevant<br>provision of agency agreement and prior order<br>(.9); analyze issues re inclusion of put<br>locations (.9); prepare summary for BR and<br>KBT&F team and H. Etlin and Alix team re same<br>(.1); correspond w/ landlord counsel re<br>inclusion of store in sales (.6); correspond w/<br>BR and KBT&F team re constituent agreement<br>review and consent re same (.7); draft notice<br>to landlords re conclusion of sales (.5);<br>correspond w/ J. Toner and clients and BR and<br>KBT&F team re same (.2); correspond w/ Garden<br>City Group re same (.2). |      |
| 03/23/11 | JULIA BALDUZZI   | .30  |
|          | Email DAF re put stores closing and lease<br>rejection notices.  |      |
| 03/24/11 | ADAM L. SHIFF  | 4.40 |
|          | Finalize put agreement (2.8); t/cs w/ DIP<br>lenders' counsel re DIP issues (.9); t/c w/BR<br>re same (.7).  |      |
| 03/24/11 | ANDREW K. GLENN  | .30  |
|          | Emails w/B. Buechler re committee's issues<br>w/GOB put stores.  |      |
| 03/24/11 | MICHAEL D. ROSENBLOOM  | .20  |
|          | Conf. w/ JRG re form confidentiality agreement<br>to be sent to parties.   |      |
| 03/24/11 | JEFFREY R. GLEIT   | .60  |
|          | Review and comment on form confidentiality<br>agreement to be sent to parties (.2);<br>conference with MDR re same (.2); review First<br>Interstate comments to FFE letter (.2).   |      |
| 03/24/11 | BARRY RUTCOWSKY  | 4.40 |
|          | T/c with H. Etlin and P. Doohan re DIP Consent<br>requirements (.9); review and revise proposed<br>consent (.9); t/c w/ DIP Lenders' counsel re  |      |

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signatures and consent (.4); coordinate status updates with various constituencies including client, UCC, and DIP Lenders (1.5); t/c w/ ALS re DIP issues (.7).

|          |   |      |
|----------|---|------|
| 03/24/11 | DANIEL A. FLIMAN  | 1.70 |
|          | Revise notice re closing sale end dates (.4); correspond w/ BR and KBT&F team, H. Etlin, and M. Petersen and clients re same (.3); correspond w/ BR and KBT&F team re put location agency agreement and open issues (.4); identify issues re agency agreement (.6).   |      |
| 03/25/11 | ADAM L. SHIFF   | 2.80 |
|          | Prepare for (.1) and t/c w/ JRG, BR, DAF and B. Buechler re agency agreement (.6); t/c w/ GECC, Hilco and M. Petersen and clients to finalize agreement (.8); review issues re funding (.4); review and revise notices (.9).  |      |
| 03/25/11 | JEFFREY R. GLEIT  | 1.10 |
|          | T/c for portion of call with B. Buechler, ALS, DAF and BR re agency agreements (.3); t/c with M. Petersen, L. Smola-Holla and First Interstate re Mentor, Ohio store closure (.6); review revised version of Mentor, Ohio sale letter (.2).   |      |
| 03/25/11 | BARRY RUTCOWSKY   | 3.20 |
|          | Participate on conference call w/ JRG, ALS, DAF and B. Buechler re agency agreement (.6); obtain GECC signature and compile and transmit fully executed Agency Agreements w/exhibits (1.6); correspondence w/ DAF and KB T&F team re status of payments and L/C's (.4); conf. w/ DAF re agency agreements and related tasks (.6). |      |
| 03/25/11 | DANIEL A. FLIMAN  | 3.50 |
|          | T/c w/ B. Buechler, JRG, ALS, and BR re agency agreement (.6); conf. w/ BR re same and related tasks (.6); prepare notice of filing re agency agreement and coordinate filing and service of same (1.7); t/c w/ J. Toner re notice to landlords re GOB end dates (.3); coordinate same w/ Garden City Group and company (.3).     |      |
| 03/25/11 | PAUL J. PEREZ   | .40  |
|          | Review and electronically file Notice of Designation of Final Put Option Store List and Filing of Agency Agreement.   |      |

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|          |  |      |
|----------|--|------|
| 03/28/11 | ADAM L. SHIFF<br>Review emails from BR re funding (.2); review emails from BR re inclusion of additional store (.4).   | .60  |
| 03/28/11 | BARRY RUTCOFSKY<br>Email correspondence w/ ALS and KBT&F team re funding (.1); review L/C's (.3); emails w/ ALS and KBT&F team re additional store (.4).   | .80  |
| 03/28/11 | DANIEL A. FLIMAN<br>Review and analyze issues re notification of store closing sale conclusion and process (1.9); identify and review issue re additional put stores (.6).   | 2.50 |
| 03/29/11 | ADAM L. SHIFF<br>Email correspondence w/ DAF and KBT&F team re rejection relating to agency agreement (.3) review emails from M. Petersen, P. Tarry, and DAF and KBT&F team re same (.2); conf. w/ DAF re put stores (.4).   | .90  |
| 03/29/11 | DANIEL A. FLIMAN<br>Email JB re rejection procedures relating to agency agreement (.4); review lease rejection procedures and issues (.3); correspond w/ M. Petersen re same (.5); correspond w/ P. Tarry re same (.3); identify put store issues (.4); conf. w/ ALS re put stores (.4). | 2.30 |
| 03/30/11 | ADAM L. SHIFF<br>Email correspondence w/ DAF and KBT&F team re closing process.  | .40  |
| 03/30/11 | DANIEL A. FLIMAN<br>Correspond w/ ALS and KBT&F team re agency agreement provisions and issues (.5); review procedures re sale timing under agency agreement (.3).   | .80  |
| 03/31/11 | DANIEL A. FLIMAN<br>Correspond w/ UCC counsel and Garden City Group re closure of GOB locations and related notices.   | .70  |

TOTAL HOURS

261.10

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|                       | HOURS | RATE   | AMOUNT       |
|-----------------------|-------|--------|--------------|
| PARTNER               |       |        |              |
| DAVID M. FRIEDMAN     | 15.20 | 950.00 | 14,440.00    |
| JEFFREY R. GLEIT      | 8.50  | 640.00 | 5,440.00     |
| ANDREW K. GLENN       | 7.60  | 825.00 | 6,270.00     |
| MICHAEL D. ROSENBLOOM | .20   | 675.00 | 135.00       |
| BARRY RUTCOFSKY       | 63.80 | 650.00 | 41,470.00    |
| ADAM L. SHIFF         | 70.90 | 825.00 | 58,492.50    |
| ASSOCIATE             |       |        |              |
| NII-AMAR AMAMOO       | 15.60 | 335.00 | 5,226.00     |
| JULIA BALDUZZI        | 2.50  | 325.00 | 812.50       |
| DANIEL A. FLIMAN      | 68.90 | 525.00 | 36,172.50    |
| SIMONE K. LELCHUK     | .70   | 300.00 | 210.00       |
| ROSS G. SHANK         | 3.10  | 550.00 | 1,705.00     |
| PARALEGAL             |       |        |              |
| MICHAEL BIRNBAUM      | .80   | 165.00 | 132.00       |
| ASHLEY D. MCNAMARA    | .60   | 165.00 | 99.00        |
| MANAGING CLERK        |       |        |              |
| PAUL J. PEREZ         | 2.70  | 175.00 | 472.50       |
| TOTAL FEES            |       |        | \$171,077.00 |
| TOTAL COSTS           |       |        | \$ .00       |
| TOTAL FEES AND COSTS  |       |        | \$171,077.00 |

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

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Borders Group Inc., et al.  
Creditor/Claims Issues

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/16/11 | ALAN LUNGEN<br>Review committee formation matters.  | .20   |
| 02/16/11 | ROSS G. SHANK<br>Draft and review correspondence re creditor meeting.   | .20   |
| 02/17/11 | ALAN LUNGEN<br>Arrange formation meeting (.7); field calls from various creditors re bankruptcy filing (.7).  | 1.40  |
| 02/18/11 | DANIEL A. FLIMAN<br>Correspond w/ counsel for Source Interlink re claim and receivable (.2); correspond w/ JRG and KBT&F team re same (.3).   | .50   |
| 02/19/11 | ALAN LUNGEN<br>Research vendor claims (1.2); email w/ JRG and AKG re same (.4).   | 1.60  |
| 02/21/11 | JEFFREY R. GLEIT<br>T/c with T. Studebaker re reclamation claim issues and SI contract (.2); review and comment on draft stay notice (.2); t/c with JB re same (.1); draft letter to vendors re postpetition payments (.5). | 1.00  |
| 02/21/11 | JULIA BALDUZZI<br>T/c w/ JRG re draft stay notice.  | .10   |
| 02/22/11 | ANDREW K. GLENN<br>Emails w/J. Cline, J. Toner re Source Interlink business terms in Ch. 11 (.3); emails w/J. Toner re Sutherland claim (.2); emails w/JRG,   | 1.00  |

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M. Chosid re charity claims (.2); call/email  
w/J. Toner re vendors' claim to be distribution  
network vendor (.3).

|          |   |      |
|----------|---|------|
| 02/22/11 | JEFFREY R. GLEIT  | .90  |
|          | Research creditor return claims in recent<br>bankruptcy cases (.5); t/c with M. Petersen re<br>tax claims (.2); t/c with I. Greenhaus re<br>discovery card issues (.2).   |      |
| 02/22/11 | ALAN LUNGEN   | 1.30 |
|          | Research creditor return claims in recent<br>bankruptcies (.9); email JRG and AKG re same<br>(.2); t/c w/ SKL re reclamation claims (.1);<br>summarize and distribute same to SKL (.1).   |      |
| 02/22/11 | DANIEL A. FLIMAN  | .30  |
|          | Correspond with JRG and AL re Seattle Best's<br>claim and confidentiality.  |      |
| 02/22/11 | SIMONE K. LELCHUK   | .10  |
|          | T/c w/AL re reclamation claims.   |      |
| 02/23/11 | JEFFREY R. GLEIT  | .30  |
|          | T/c with P. Schwartzberg re 341 meeting.  |      |
| 02/23/11 | ALAN LUNGEN   | .50  |
|          | Identify and review issues re committee<br>formation meeting.   |      |
| 02/24/11 | DAVID M. FRIEDMAN   | 5.50 |
|          | Prepare for and attend organizational meeting<br>of the Creditors Committee (4.5); conf. with<br>UST re formation issues (1.0).   |      |
| 02/24/11 | ADAM L. SHIFF   | .40  |
|          | Conf. w/ JRG re formation meeting.  |      |
| 02/24/11 | ANDREW K. GLENN   | 6.20 |
|          | Prepare for and attend committee formation<br>meeting (4.5); emails w/R. Lehan, B. Buechler<br>and clients re same (.4); t/c w/ JRG, M. Chosid<br>and P. Tarry re charity claim issues (.3);<br>email JRG re same (.2); emails w/ various<br>landlords' counsel re stub rent issues (.5);<br>t/cs w/D. Branch re same (.3). |      |
| 02/24/11 | JEFFREY R. GLEIT  | 4.30 |
|          | Conf. w/ ALS re creditor formation meeting<br>(.4); prepare for and attend creditor formation<br>meeting (3.6); t/c with M. Chosid, P. Tarry and<br>AKG re charitable contributions (.3).   |      |

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|          |  |      |
|----------|--|------|
| 02/24/11 | ALAN LUNGEN<br>Prepare for and attend Committee formation meeting.   | 2.60 |
| 02/24/11 | JULIA BALDUZZI<br>Emails re 341 meeting w/ Garden City Group and JRG and internal team.  | .30  |
| 02/25/11 | ANDREW K. GLENN<br>Review reclamation/adequate assurance demands from Verizon and related emails.  | .30  |
| 02/25/11 | JEFFREY R. GLEIT<br>Review and respond to email from S. Wynne re personal injury claims (.3); review customers motion and order re charities (.3). | .30  |
| 02/25/11 | ALAN LUNGEN<br>Review and analyze reclamation claims.  | .20  |
| 02/25/11 | ROSS G. SHANK<br>Review and draft correspondence w/C. Johnson (Garden City Group) and M. Chosid (Borders) re equity holder service.                | .30  |
| 02/25/11 | JULIA BALDUZZI<br>T/cs with various creditors re claims issues.  | .80  |
| 02/25/11 | SIMONE K. LELCHUK<br>Track reclamation claims.   | .50  |
| 02/28/11 | ANDREW K. GLENN<br>T/c w/ Source Interlink re returns (.5); t/c w/M. Chosid re same (.3).  | .80  |
| 02/28/11 | JEFFREY R. GLEIT<br>T/c with P. Tarry re Wal-mart and bounced checks (.3); t/c with S. Wynne re incident reports (.3); review SI proposal (.3).    | .90  |
| 02/28/11 | ROSS G. SHANK<br>Draft and review correspondence w/JRG and AL re bar date application.   | .20  |
| 02/28/11 | JULIA BALDUZZI<br>T/c w/ S. Wynne re customer incident reports (.3); confer w/ SKL re research re same (.3).                                       | .60  |

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|          |  |      |
|----------|--|------|
| 02/28/11 | SIMONE K. LELCHUK<br>Analyze issues re Bankruptcy Court notice and<br>claims information (2.2); research postpetition<br>settlements (4.9); conf. w/ JB re research re<br>customer incident reports (.3).  | 7.40 |
| 03/01/11 | DAVID M. FRIEDMAN<br>Prepare for (.3); and attend introductory<br>meeting with newly selected committee counsel,<br>BDO, AKG and JRG (2.5).  | 2.80 |
| 03/01/11 | ANDREW K. GLENN<br>Emails w/M. Chosid re treatment of reclamation<br>demands (.2); meet with Lowenstein, BDO, JRG<br>and DMF re case status (2.5).   | 2.70 |
| 03/01/11 | JEFFREY R. GLEIT<br>Meet with Lowenstein, BDO, AKG and DMF re case<br>status.  | 2.50 |
| 03/01/11 | SIMONE K. LELCHUK<br>Review and track additional assurance requests.   | .40  |
| 03/02/11 | ANDREW K. GLENN<br>Email correspondence w/ M. Chosid re Hachette<br>credit terms and related re-negotiation.   | .40  |
| 03/02/11 | JEFFREY R. GLEIT<br>Identify issues re bar date and 365(d)(4)<br>service issues (.2); review Dell motion for<br>lift stay (.2); t/c with R. Ryan re same (.3);<br>t/c with S. Streusand re Dell lift stay (.2);<br>review revised order resolving Dell issue (.2). | 1.10 |
| 03/02/11 | ROSS G. SHANK<br>Review and draft correspondence w/ AL re<br>formatting bar date motion (.2); research small<br>claims settlements and review and draft<br>correspondence w/ JRG re same (1.9).  | 2.10 |
| 03/02/11 | SIMONE K. LELCHUK<br>Track and file reclamation claims.  | .50  |
| 03/03/11 | ANDREW K. GLENN<br>Review research re ordinary course issues for<br>book returns and related emails (.8); t/c w/B.<br>Buechler re same (.4); emails w/ M. Chosid re<br>Google issues (.2).   | 1.40 |



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|          |  |      |
|----------|--|------|
| 03/03/11 | ROSS G. SHANK<br>Review and draft correspondence w/ AL re bar<br>date application formatting.  | .20  |
| 03/03/11 | SIMONE K. LELCHUK<br>Review, track and file reclamation claims.  | .30  |
| 03/04/11 | ANDREW K. GLENN<br>Email correspondence w/ H. Etlin and M. Chosid<br>re resolution of issue re returns (.6); email<br>correspondence w/ JRG, G. Raicht and M. Chosid<br>re Source Interlink (.5).  | 1.10 |
| 03/04/11 | ALAN LUNGEN<br>Conf. w/ RGS re Bar Date motion (.2); review<br>related documents (.1).   | .30  |
| 03/04/11 | ROSS G. SHANK<br>Review prior bar date motions and guidelines<br>(2.6); begin drafting bar date application<br>(3.8); conf. w/ AL re bar date motion (.2).   | 6.60 |
| 03/04/11 | SIMONE K. LELCHUK<br>Review and track reclamation claims.  | .20  |
| 03/06/11 | ANDREW K. GLENN<br>Emails w/A. Hill re Sutherland motion status.   | .20  |
| 03/06/11 | ALAN LUNGEN<br>Review and comment on bar date papers (1.5);<br>email RGS re same (.2).   | 1.70 |
| 03/06/11 | ROSS G. SHANK<br>Review and draft correspondence w/ JRG and P.<br>Tarry re bar date application and Committee<br>request re same.  | .20  |
| 03/06/11 | JULIA BALDUZZI<br>Research insider issues.   | 2.40 |
| 03/07/11 | ANDREW K. GLENN<br>Emails w/M. Chosid, H. Etlin re Verizon's claim<br>to FF&E at GOB stores (.3); review and revise<br>Sutherland motion (.5); emails w/M. Coopersmith<br>re Toys Center LLC issues w/GOBs, stub rent<br>(.2); participate on call with JRG, H. Etlin,<br>Jefferies and company re UCC presentation<br>(1.7); several emails w/M. Petersen re<br>obligations relating to vacating leases (.5). | 3.20 |

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| 03/07/11 | JEFFREY R. GLEIT<br>Review and comment on draft presentation to committee (.5); participate on call with AKG, H. Etlin, Jefferies and company re UCC presentation (1.7).                            | 2.20 |
| 03/07/11 | ALAN LUNGEN<br>Conf w/ RGS re bar date papers.  | .30  |
| 03/07/11 | ROSS G. SHANK<br>Revise bar date motion and order (2.3); draft proof of claim form (2.1); conf. w/ AL re bar date papers (.3).  | 4.70 |
| 03/07/11 | SIMONE K. LELCHUK<br>Review and track Reclamation Claims (.3); email correspondence w/ Garden City Group re claims information (.3).  | .60  |
| 03/08/11 | DAVID M. FRIEDMAN<br>Prep. for introductory meeting with Creditors Committee, including drafting, reviewing, and analyzing Committee presentation.  | 4.20 |
| 03/08/11 | ANDREW K. GLENN<br>Review and revise Sutherland motion (.7); emails w/J. Toner re same (.2).  | .90  |
| 03/08/11 | JEFFREY R. GLEIT<br>Review and comment on revised creditor committee presentation.  | .80  |
| 03/08/11 | JULIA BALDUZZI<br>Emails w/ JRG and P. Tarry re Dell motion to lift stay and revised proposed order (.3); review revised proposed Dell order (.1).  | .40  |
| 03/08/11 | SIMONE K. LELCHUK<br>Review and track reclamation claims that have been sent (.4); prepare proof of claims for Garden City Group (.2).  | .60  |
| 03/09/11 | DAVID M. FRIEDMAN<br>Prepare for (2.0) and conf. w/ Official Committee of Unsecured Creditors (4.5); attend internal meeting with AKG, JRG, H. Etlin and Jefferies team re committee meeting (1.7). | 8.20 |

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| 03/09/11 | ANDREW K. GLENN<br>Prepare and attend meeting with Committee (5.5); call w/ Lowenstein re feedback (.3); related emails/calls w/clients (.4); emails w/A. Hill re threats based on Debtors' failure to assume Sutherland agreement (.3); emails w/J. Toner re same (.2); emails re Coventry stipulation w/J. Toner (.2); emails w/H. Etlin re legal and practical issues w/committee's demands on returns (.2); attend internal meeting with JRG, DMF, H. Etlin and Jefferies team re committee meeting (1.7). | 8.80 |
| 03/09/11 | JEFFREY R. GLEIT<br>Attend internal meeting with AKG, DMF, H. Etlin and Jefferies team re committee meeting (1.7); attend committee meeting with company and advisors (4.5).   | 6.20 |
| 03/09/11 | ROSS G. SHANK<br>Draft correspondence w/ P. Tarry and AL re comments to bar date application.  | .70  |
| 03/09/11 | SIMONE K. LELCHUK<br>Review and track reclamation claims.  | .70  |
| 03/10/11 | ANDREW K. GLENN<br>Call w/Lowenstein re book return issues (.5); related research re Section 546(h) and related emails (1.0); t/c with JRG, H. Etlin and committee advisors re returns issues (.7).  | 2.20 |
| 03/10/11 | JEFFREY R. GLEIT<br>T/c with AKG, H. Etlin and committee advisors re returns issues.   | .70  |
| 03/10/11 | ALAN LUNGEN<br>T/c w/ Garden City Group re bar date and logistics (.1); conf w/ RGS re bar date papers and logistics (.2).   | .30  |
| 03/10/11 | ROSS G. SHANK<br>Draft correspondence w/ AL and C. Johnson (GCG) re bar date application (.4); review sample bar date pleadings provided by Garden City Group (2.1); conf. w/ AL re bar date papers and logistics (.2).  | 2.70 |
| 03/11/11 | ANDREW K. GLENN<br>Emails re mechanics lien issues w/M. Petersen.  | .30  |

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| 03/11/11 | SIMONE K. LELCHUK<br>Review and track reclamation claims.  | .10  |
| 03/14/11 | ANDREW K. GLENN<br>Emails w/A. Hill re Sutherland motion status (.2); call w/C. Wolfe re his contention that returns caps are not in the ordinary course (.3); email to client re same (.2).                                     | .70  |
| 03/14/11 | ALAN LUNGEN<br>Review bar date papers, provide comments and emails re same.  | .40  |
| 03/14/11 | ROSS G. SHANK<br>Draft correspondence w/ C. Johnson re Garden City Group bar date application review.  | .30  |
| 03/15/11 | ALAN LUNGEN<br>Conf. w/ RGS re bar date papers (.4); t/c w/ P. Tarry and RGS re bar date comments and emails re same (.5).   | .90  |
| 03/15/11 | ROSS G. SHANK<br>Conf.w/ AL re bar date papers (.4); t/c w/ P. Tarry and AL re bar date application (.5); revise same (2); draft correspondence w/ C. Johnson (GCG) re proof of claim form (.1) review proof of claim form (.6). | 3.60 |
| 03/16/11 | JEFFREY R. GLEIT<br>T/c with P. Schwartzberg re 341 meeting.   | .20  |
| 03/16/11 | ALAN LUNGEN<br>Conf. w/ RGS re bar date order (.3); review and comment on Bar Date papers (.7).  | 1.00 |
| 03/16/11 | ROSS G. SHANK<br>Draft correspondence w/ AKG and JRG re bar date order (1.3); revise and circulate same (.6); conf. w/ AL re bar date order (.3).  | 2.20 |
| 03/17/11 | ANDREW K. GLENN<br>Emails w/C. Wolfe re agreement to seek approval for vendor comfort order.   | .20  |
| 03/17/11 | JEFFREY R. GLEIT<br>Revise bar date application, order and notices (.9); conf. with RGS re same (.2).  | 1.10 |

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| 03/17/11 | ALAN LUNGEN  | 2.10 |
|          | Research motion to authorize post-petition trade terms (1.9); review comments to bar date papers (.1); brief conf w/ RGS re same (.1).   |      |
| 03/17/11 | ROSS G. SHANK  | 1.50 |
|          | Revise bar date application (.7); draft correspondence w/ DMF, AKG and JRG re same (.5); conf. w/JRG re same (.2); conf. w/AL re bar date papers (.1).                                     |      |
| 03/17/11 | DANIEL A. FLIMAN   | .30  |
|          | Correspond w/ JRG and KBT&F team re landlord inquiry.  |      |
| 03/18/11 | ALAN LUNGEN  | 2.80 |
|          | Research law and facts re motion to authorize trade terms (2.5); emails w/ AKG re same (.1); emails w/ RGS and KBT&F team re bar date (.2).  |      |
| 03/18/11 | ROSS G. SHANK  | 1.60 |
|          | Draft correspondence w/ JRG re bar date application (.4); draft correspondence w/ AKG and JRG re publication of bar date notice (.1); research same (1.1).                                 |      |
| 03/19/11 | ALAN LUNGEN  | 1.50 |
|          | Draft motion to approve trade terms.   |      |
| 03/20/11 | ALAN LUNGEN  | 6.90 |
|          | Draft motion to approve revised trade terms (5.1); research law re same (1.8).   |      |
| 03/21/11 | ANDREW K. GLENN  | 1.50 |
|          | Revise vendor returns motion (.7); emails w/P. Tarry re 503(b)(9) inclusion in bar date (.4); prepare for 341 meeting (.4).  |      |
| 03/21/11 | ALAN LUNGEN  | 6.20 |
|          | Draft and revise motion to approve revised trade terms (5.8); t/c and conf. w/ LD re supplemental research for same (.3); conf w/ RGS re bar date papers (.1).                             |      |
| 03/21/11 | ROSS G. SHANK  | 2.40 |
|          | Draft correspondence w/Committee and M. Chosid (Borders) re bar date application (1.1); draft analysis re Committee comments to bar date order (1.2); conf. w/ AL re bar date papers (.1). |      |

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| 03/22/11 | ANDREW K. GLENN   | 3.60 |
|          | Draft vendor returns motion (.9); emails w/ M. Chosid and clients re same (.2); emails w/JRG re same (.2); prepare for and attend 341 meeting (1.5); emails w/JRG re bar date motion status (.2); emails w/RGS re questions about the motion (.3); emails w/ RGS and KBT&F team re inclusion of 503(b)(9) claims in bar date motion (.3). |      |
| 03/22/11 | JEFFREY R. GLEIT  | 1.20 |
|          | Participate on conference call with M. Chosid, Garden City Group and P. Tarry re bar date issues (.5); t/c with AKG and M. Petersen re open real estate issues (.7).  |      |
| 03/22/11 | ALAN LUNGEN   | 3.50 |
|          | Review AKG comments to trade terms motion and revise same (1.3); research facts re same (.7); draft Etlin declaration in support of same (1.0); review credit agreement and order re trade issues and email re same (.5).   |      |
| 03/22/11 | ROSS G. SHANK   | 1.70 |
|          | Draft correspondence w/Committee re bar date application (.3); revise bar date application re same (1.2); transmit bar date pleadings to UST (.1); draft correspondence w/ JRG re same (.1).  |      |
| 03/22/11 | SIMONE K. LELCHUK   | 2.20 |
|          | Attend 341 Creditor meeting.  |      |
| 03/23/11 | ANDREW K. GLENN   | 1.70 |
|          | Emails w/ JRG re Source Interlink 503(b)(9) (.2); emails w/ JRG and KBT&F team re status of lift stay motion (.2); emails w/ M. Chosid re ServiceNet liftstay motion and related strategy (.5); review lift stay motion (.2); review and revise vendor returns motion (.5); emails w/ B. Buechler re same (.1).                           |      |
| 03/23/11 | JEFFREY R. GLEIT  | .80  |
|          | Revise bar date materials.  |      |
| 03/23/11 | ALAN LUNGEN   | 1.40 |
|          | Revise trade modifications motion (.3); draft Etlin declaration for same (1.1).   |      |

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|----------|---|------|
| 03/23/11 | ROSS G. SHANK<br>Draft correspondence w/ AKG and JRG re bar date revisions for Committee (.4); draft correspondence w/ JRG re Clerk of the Court correspondence re bar date order (.6); draft correspondence w/ B. Buchler re bar date order w/ JRG (.3).   | 1.30 |
| 03/24/11 | ANDREW K. GLENN<br>Review and revise bar date motion.   | .60  |
| 03/24/11 | ANDREW K. GLENN<br>Emails/calls w/P. Tarry re Source Interlink 503(b)(9) status (.3); review and revise vendor returns motion (.7); emails/calls w/B. Buechler re same (.3); emails w/H. Etlin re same (.3); t/c w/M. Chosid re ServiceNet status (.3).   | 1.90 |
| 03/24/11 | JEFFREY R. GLEIT<br>Review and comment on bar date application.   | .40  |
| 03/24/11 | ROSS G. SHANK<br>Draft correspondence w/Clerk re bar date motion (.6); draft and revise bar date motion (3.5); draft correspondence w/ JRG re same (.2).  | 4.30 |
| 03/24/11 | SIMONE K. LELCHUK<br>Review, revise and file Trade Terms Motion.  | 1.60 |
| 03/24/11 | PAUL J. PEREZ<br>Review and electronically file Vendor's Motion with Exhibit A and B.   | .40  |
| 03/25/11 | ANDREW K. GLENN<br>Emails w/M. Chosid re ServiceNet settlement (.5); several emails w/committee re same (.5); review and analyze police power issues implicated by failure to pay licensing (.3); t/c with H. Etlin, K. Jenkin and JRG re returns issues (.3); t/c with B. Buechler, B. Nathan, H. Etlin, K. Jenkin and JRG re same (.4). | 2.00 |
| 03/25/11 | ANDREW K. GLENN<br>Emails w/ RGS and KBT&F team re logistical/notice issues re bar date motion (.4); review/revise bar date motion and related emails (.7).   | 1.10 |

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| 03/25/11 | JEFFREY R. GLEIT<br>T/c with H. Etlin, K. Jenkin and AKG re returns issues (.3); t/c with B. Buechler, B. Nathan, H. Etlin, K. Jenkin and AKG re same (.4); t/c with M. Chosid re police powers exception to automatic stay (.3); review police power cases re same (.3).   | 1.30 |
| 03/25/11 | MICHAEL E. FRIEDMAN<br>Review Bar Date papers and advise RGS and KBT&F team on court procedures (.6); coordinate for ECF filing of papers in connection with Bar Date (.4).   | 1.00 |
| 03/25/11 | ROSS G. SHANK<br>Research and revise bar date application and notice (1.4); draft correspondence w/ JRG and JB re notice of bar date application (.3); finalize and file bar date application (2.7).  | 4.40 |
| 03/25/11 | GEORGE SIKES<br>Prep. for and e-file the Notice of Presentment of Bar Date Application with Exhibit A.  | 1.00 |
| 03/27/11 | ANDREW K. GLENN<br>Emails w/M. Chosid, G. Tomaszewski re escheatment issues (.5); emails w/M. Chosid re international guarantees (.2).  | .70  |
| 03/28/11 | ANDREW K. GLENN<br>Review escheat research and related emails w/JRG, RGS, P. Tarry (.9); emails w/ P. Tarry re scheduling of BofA claim (.2); emails w/ M. Chosid re ServiceNet status (.2); emails w/JRG, M. Chosid re international guarantees and lease guarantees (.2). | 1.50 |
| 03/28/11 | JEFFREY R. GLEIT<br>T/cs with P. Tarry re schedules, Sutherland and utilities issues (1.2); t/c with M. Chosid re gift cards (.3); review gift card research (.8).  | 2.30 |
| 03/28/11 | ROSS G. SHANK<br>Research unclaimed property state laws (2.1); research bankruptcy treatment of state escheat claims (3.7); draft summary of unclaimed property research (.3).  | 6.10 |



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| 03/28/11 | SIMONE K. LELCHUK<br>Return calls from various creditors re Borders<br>bankruptcy notice.  | .80  |
| 03/29/11 | ANDREW K. GLENN<br>Emails w/P. Tarry re escheatment issues (.3);<br>t/c w/M. Chosid re same (.2).  | .50  |
| 03/29/11 | JEFFREY R. GLEIT<br>T/c with AL re mechanics' lien issue and<br>committee information motion.  | .20  |
| 03/29/11 | ALAN LUNGEN<br>Research law re mechanics liens in Bankruptcy<br>(.2); t/c w/ M. Petersen at company re<br>mechanics lien issues (.3); t/c w/ JRG re<br>mechanics' lien issue and committee information<br>motion (.2).     | .70  |
| 03/29/11 | ROSS G. SHANK<br>Draft summary re escheat research.  | 1.60 |
| 03/29/11 | LAUREN M. DAVIS<br>Review correspondence and contract pertaining<br>to TicketsWest contract issue research per<br>SKL's request (.3); research TicketsWest<br>contract issue and advise SKL re research<br>results (4.2).  | 4.50 |
| 03/30/11 | ANDREW K. GLENN<br>Emails re Perseus w/ H. Etlin and S. Henry<br>trade credit negotiations (.3); emails w/JRG re<br>returns issues (.2); emails w/ H. Etlin and S.<br>Henry re vendors failing to ship CIA orders<br>(.4). | .90  |
| 03/30/11 | JEFFREY R. GLEIT<br>Review 503(b)(9) motion.   | .20  |
| 03/30/11 | ALAN LUNGEN<br>Review committee information motions and<br>precedents, and revise protocols (1.9); emails<br>w/ P. Kizel re same (.1); t/c w/ B. Beuchler re<br>same (.1).   | 2.10 |
| 03/30/11 | ROSS G. SHANK<br>Draft correspondence w/ SKL re bar date order<br>for April 7 hearing.   | .20  |

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| 03/30/11 | JULIA BALDUZZI<br>T/c w/ A. Knight re motion for payment of<br>administrative claim.  | .30  |
| 03/30/11 | SIMONE K. LELCHUK<br>Respond to calls from various creditors<br>regarding creditor/claims issues.   | .80  |
| 03/31/11 | ANDREW K. GLENN<br>Emails w/ RGS and KBT&F team re bar date<br>motion.  | .30  |
| 03/31/11 | JEFFREY R. GLEIT<br>Review and comment on revised version of<br>creditor information order.   | .20  |
| 03/31/11 | ALAN LUNGEN<br>Prepare for and t/c w/ B. Buechler re<br>information protocols (.2); review and revise<br>order (.3); internal emails with RGS and KBT&F<br>team re same (.2).   | .70  |
| 03/31/11 | ROSS G. SHANK<br>Draft correspondence w/ S. Kan (Kelley Drye) re<br>landlord representative re bar date application<br>comments (.3); research ticket sales proceeds<br>as property of the estate and draft<br>correspondence w/ JRG and SKL re same (2.8). | 3.10 |

TOTAL HOURS

219.40

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|                     | HOURS | RATE   | AMOUNT    |
|---------------------|-------|--------|-----------|
| PARTNER             |       |        |           |
| DAVID M. FRIEDMAN   | 20.70 | 950.00 | 19,665.00 |
| JEFFREY R. GLEIT    | 29.10 | 640.00 | 18,624.00 |
| ANDREW K. GLENN     | 46.70 | 825.00 | 38,527.50 |
| ADAM L. SHIFF       | .40   | 825.00 | 330.00    |
| <br>SPECIAL COUNSEL |       |        |           |
| MICHAEL E. FRIEDMAN | 1.00  | 400.00 | 400.00    |
| ALAN LUNGEN         | 40.60 | 625.00 | 25,375.00 |
| <br>ASSOCIATE       |       |        |           |
| JULIA BALDUZZI      | 4.90  | 325.00 | 1,592.50  |
| LAUREN M. DAVIS     | 4.50  | 200.00 | 900.00    |
| DANIEL A. FLIMAN    | 1.10  | 525.00 | 577.50    |
| SIMONE K. LELCHUK   | 16.80 | 300.00 | 5,040.00  |
| ROSS G. SHANK       | 52.20 | 550.00 | 28,710.00 |
| <br>MANAGING CLERK  |       |        |           |
| PAUL J. PEREZ       | .40   | 175.00 | 70.00     |
| GEORGE SIKES        | 1.00  | 175.00 | 175.00    |

TOTAL FEES \$139,986.50

TOTAL COSTS \$.00

TOTAL FEES AND COSTS \$139,986.50

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

MARCH 31, 2011

09539006

Borders Group Inc., et al.  
Executory Contracts/Unexpired Leases

| DATE     | ATTORNEY OR ASSISTANT  | HOURS |
|----------|--|-------|
| 02/16/11 | ROSS G. SHANK<br>Finalize and file lease procedures motion.  | .60   |
| 02/16/11 | MICHELE L. ANGELL<br>Draft and revise motion to REDACTED   | 3.80  |
| 02/17/11 | ANDREW K. GLENN<br>Emails w/M. Chosid re lease assumption/rejection stipulation form and related issues (.3); email w/NA re same (.2); review Kobo resolutions for funding transaction and related emails w/M. Chosid (.6).                  | 1.10  |
| 02/17/11 | JEFFREY R. GLEIT<br>T/c with T. Walker re store closure/rejection of lease issues (.3); t/c with M. Chosid re assignment of lease issues (.3).   | .60   |
| 02/17/11 | MICHELE L. ANGELL<br>Draft and revise motion to REDACTED, including thorough review of REDACTED for purposes of same.  | 5.60  |
| 02/18/11 | ANDREW K. GLENN<br>Review KOBO documents and related emails w/clients (.5); emails w/M. Chosid re small format store leases (.3); emails w/M. Petersen re Ross Dress for Less lease assignment (.3); t/c w/R. Lehane re status of GOBs (.5). | 1.60  |
| 02/18/11 | JEFFREY R. GLEIT<br>Draft REDACTED motion to REDACTED (1.0); revise lease rejection notice of presentment and order (.4); t/c with G. Raicht re motion to compel   | 2.90  |

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issue (.3); review SI contract (.5); t/c with  
T. Studebaker re same (.2); review and comment  
on draft lease amendment letter (.5).

|          |  |      |
|----------|--|------|
| 02/18/11 | JULIA BALDUZZI   | 3.00 |
|          | Revise lease rejection order (.5); draft and<br>revise notice of presentment of same (1.2);<br>revise lease rejection order per landlord<br>comments (.9); review upcoming deadlines and<br>calendar same (.4).  |      |
| 02/18/11 | NII-AMAR AMAMOO  | 5.70 |
|          | T/c with E. Zimmer regarding landlord issues<br>including stipulations to extend assume/reject<br>deadline (.7); draft, review and revise<br>landlord solicitation letter (.6); draft,<br>review and revise landlord assume/reject<br>stipulation (1.4); emails with M. Petersen<br>regarding Ross assignment (.7); review Ross<br>assignment and lease agreement (2.3). |      |
| 02/18/11 | MICHELE L. ANGELL  | 2.90 |
|          | T/c J. Toner re<br><br>REDACTED<br>(.2); draft and revise motion to<br>REDACTED (2.5); review<br><br>REDACTED (.2).  |      |
| 02/18/11 | SIMONE K. LELCHUK  | 3.30 |
|          | Draft debtors' Motion for Entry of Order (I)<br>extending the time within which the debtors<br>must assume or reject unexpired leases of<br>nonresidential real property and (II)<br>authorizing the debtors to enter into<br>stipulations further extending the time to<br>assume or reject unexpired leases of<br>nonresidential real property.                        |      |
| 02/18/11 | RICHARD M. LA ROSA   | .30  |
|          | Review Notice of Presentment being filed for<br>formatting and rules compliance (.1);<br>coordinate for electronic filing of Notice of<br>Presentment and Proposed Order Seeking Approval<br>of Rejection of Certain Unexpired Leases of<br>Non- Residential Property (.2).  |      |
| 02/18/11 | PAUL J. PEREZ  | .50  |
|          | Electronically file Notice of Presentment and<br>Proposed Order.   |      |

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| 02/19/11 | JEFFREY R. GLEIT  | 1.00 |
|          | T/c with J. Goldstein re SI issues (.3); review and revise form stipulation extending time to assume or reject unexpired leases (.3).; review and comment on Ross assignment amendment (.4).                                |      |
| 02/19/11 | NII-AMAR AMAMOO   | 4.70 |
|          | Review Ross assignment documents (.9); draft Ross assumption and assignment motion (3.8).   |      |
| 02/20/11 | ANDREW K. GLENN   | .20  |
|          | Emails w/A. Graiser re stub rent status.  |      |
| 02/20/11 | NII-AMAR AMAMOO   | 1.20 |
|          | Review and revise Ross assignment motion.   |      |
| 02/20/11 | MEREDITH A. WHOLLEY   | 1.20 |
|          | Revise Debtors' motion to assume unexpired leases and assign to Ross Dress For Less.  |      |
| 02/20/11 | SIMONE K. LELCHUK   | .70  |
|          | Draft template for motion to shorten for motion to assume and assign.   |      |
| 02/21/11 | JEFFREY R. GLEIT  | 2.70 |
|          | Correspondence with D. Branch re lease issues and potential put stores (.2); t/c with J. Toner re service provider issues (.3); review Google contract (.3); revise Ross assumption and assignment motion (1.9).            |      |
| 02/21/11 | JULIA BALDUZZI  | 4.40 |
|          | Draft motion to shorten notice for Ross lease motion, proposed order and declaration in support of same (4.1); emails re same w/ NA and JRG (.3).   |      |
| 02/21/11 | NII-AMAR AMAMOO   | 7.30 |
|          | Review and revise Ross assignment motion incorporating client and JRG comments (1.5); t/c with Ross' and Westwood's counsel regarding assignment motion (.3); draft motion to extend time to assume and reject lease (5.5). |      |
| 02/22/11 | ANDREW K. GLENN   | .40  |
|          | Emails w/ JRG and KBT&F team re REDACTED (.2); emails w/ H. Etlin re admin claim limitation language to be inserted into lease amendments (.2).   |      |

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| 02/22/11 | JEFFREY R. GLEIT   | 4.00 |
|          | T/c with G. Raicht and H. Navar re SI executory contract issues (.2); t/c with J. Goldstein and M. Chosid re SI issues (.2); t/c with J. Goldstein, M. Chosid and SI re executory contract issues (.5); review Ross assignment documents and revise motion to assume and assign Ross lease (1.6); revise motion to shorten time re Ross assumption/assignment motion and declaration in support of same (1.0); t/c with E. Zimmer re assignment of 100 Broadway lease (.2); t/c with M. Petersen, NA and landlord for Ross location re assignment issues (.3). |      |
| 02/22/11 | MICHAEL E. FRIEDMAN  | 1.00 |
|          | Review notice of presentment and related papers to ensure compliance with rules (.4); advise NA and KBT&F team on court procedures and coordinate for filing with court (.6).  |      |
| 02/22/11 | ROSS G. SHANK  | 5.70 |
|          | Research "shopping center" lease restrictions for DJM analysis (2.4); research and draft memo re "continuous operations" lease clauses for DJM analysis (3.3).   |      |
| 02/22/11 | JULIA BALDUZZI   | 4.10 |
|          | T/c with M. Petersen and company re lease rejection Q&A (.9); follow-up with JRG (.1); review revised Ross motion to assume/assign and revise motion to shorten for same (2.8); t/c w/ M. Petersen re Ross lease motion (.3).  |      |
| 02/22/11 | NII-AMAR AMAMOO  | 6.80 |
|          | Draft, review and revise Ross assignment motion (3.5); t/c with M. Petersen regarding Ross assignment motion; (.8); t/c and email correspondences with Ross' counsel regarding assignment motion (.5); t/c and email correspondences with Westwood's counsel regarding assignment motion (.7); draft insert for First amendment to assignment agreement (.8); t/c w/ M. Petersen, JRG and landlord for Ross lease re assignment (.3); conf. w/ MAW re Ross Dress for Less Motion (.2).   |      |
| 02/22/11 | MEREDITH A. WHOLLEY  | 1.40 |
|          | Revise Debtors' motion to assume unexpired leases and assign to Ross Dress For Less (1.2); conf. w/ NA re same (.2)  |      |

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| 02/23/11 | JEFFREY R. GLEIT   | 3.10 |
|          | Review and comment on revisions to First Amendment to assignment agreement (.4); revise motion re same (.9); t/c with M. Chosid and J. Goldstein re SI issues (.4); t/c with M. Chosid, G. Raich and J. King re SI issues (.6); t/c with M. Chosid re same (.2); t/cs with M. Petersen and AKG re Ross assignment issue (.4); conf. with NA re same (.2).                                |      |
| 02/23/11 | ROSS G. SHANK  | .60  |
|          | Review and draft correspondence w/JRG, AKG and E. Zimmer (DJM) re continuous operations lease research.  |      |
| 02/23/11 | JULIA BALDUZZI   | 4.10 |
|          | Draft and revise motion to shorten for Ross assumption and assignment motion (1.3); draft and revise assumption and assignment motion (2.8).   |      |
| 02/23/11 | NII-AMAR AMAMOO  | 4.60 |
|          | Review and revise Ross assignment motion (1.7); t/c with M. Petersen regarding Ross assignment motion; (.8); t/c and email correspondences with Westwood's counsel regarding assignment motion (.7) t/c and email correspondences w/ Westwood's counsel re first amendment to assignment agreement (.9); draft insert for First amendment (.3); confer with JRG regarding the same (.2). |      |
| 02/23/11 | MICHELE L. ANGELL  | .10  |
|          | Review emails from AKG and JRG re revisions to motion to<br>REDACTED   |      |
| 02/24/11 | ANDREW K. GLENN  | .50  |
|          | Review and comment on Ross Dress for Less assumption/assignment motion/declaration.  |      |
| 02/24/11 | JEFFREY R. GLEIT   | .90  |
|          | Review and comment on Ross assignment/motion.  |      |
| 02/24/11 | ALAN LUNGEN  | 2.70 |
|          | Identify issues re motion to extend time to assume/reject (.2); research background and draft motion to extend time to assume/reject (2.5).  |      |



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| 02/24/11 | MICHAEL E. FRIEDMAN   | .60  |
|          | Advise NA and KBT&F team on court procedures (.3); coordinate for filing re assumption motion (.3).   |      |
| 02/24/11 | JULIA BALDUZZI  | 3.40 |
|          | Draft, revise and finalize Ross lease motion (2.6); and motion to shorten for same (.8).  |      |
| 02/24/11 | MICHELE L. ANGELL   | 1.70 |
|          | Draft and revise motion to REDACTED : (1.6); email M. Chosid, AKG and JRG re same (.1).   |      |
| 02/24/11 | SIMONE K. LELCHUK   | 1.20 |
|          | Research when to pay stub rent.   |      |
| 02/24/11 | PAUL J. PEREZ   | 1.00 |
|          | Electronically file Motion to Assume (.6); electronically file Motion to Shorten (.4).  |      |
| 02/25/11 | ANDREW K. GLENN   | 2.50 |
|          | T/c w/ Verizon re new contract (.7); t/c w/ M. Chosid/J. Toner re same (.4); identify issues re extensions to deadline to assume/reject leases and related emails (.5); emails w/ landlords re stub rent issues (.5); t/c w/ REDACTED (.4). |      |
| 02/25/11 | ALAN LUNGEN   | 4.10 |
|          | Conf and emails w/ NA re lease extension motion (.3); research lease extension motion and draft portions of same (3.7); review form stipulation (.1).   |      |
| 02/25/11 | JULIA BALDUZZI  | 1.90 |
|          | Revise proposed order with comments for second notice of presentment (.6); review lease procedures motions re treatment of subleases (.9); review lease rejection procedures re M. Petersen email to reject certain leases (.4).            |      |
| 02/25/11 | NII-AMAR AMAMOO   | 1.90 |
|          | T/c with DJM regarding lease extension motion and stipulations (.6); draft, review and revise lease assumption and rejection motion (1.0); conf. and emails w/AL re lease extension motion (.3).  |      |

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| 02/25/11 | MICHELE L. ANGELL<br>Review REDACTED sent by J. Toner re<br>REDACTED  | .10  |
| 02/25/11 | SIMONE K. LELCHUK<br>Research stub rent issues.   | .80  |
| 02/26/11 | ALAN LUNGEN<br>Draft motion to extend deadline to<br>assume/reject leases including review of<br>related documents.   | 4.90 |
| 02/27/11 | ALAN LUNGEN<br>Revise lease rejection/assumption extension<br>motion including review of related documents<br>(2.4); emails w/ NA re same (.3).   | 2.70 |
| 02/27/11 | NII-AMAR AMAMOO<br>Review and revise motion to extend time to<br>assume or reject (1.8); emails with AL<br>regarding the same (.3).   | 2.10 |
| 02/28/11 | ANDREW K. GLENN<br>Review motion to extend deadline to<br>assume/reject and related emails from NA and<br>KBT&F team re same (1.7); t/c/emails w/DJM re<br>updates on lease extensions (.4); t/c with JRG<br>and E. Zimmer re same (.2); t/c with D. Branch<br>and JRG re same (.2); t/c with JRG, M. Chosid<br>and J. Toner re SI and KOBO issues (.3); t/c<br>with JRG, G. Raicht, and J. King re SI contract<br>(.3).  | 3.10 |
| 02/28/11 | JEFFREY R. GLEIT<br>Revise 365(d)(4) motion (2.1); t/c with E.<br>Zimmer re extension stipulation (.2); revise<br>current version of same (.2); t/c with AKG and<br>E. Zimmer re same (.2); t/c with D. Branch and<br>AKG re same (.2); t/c with AKG, M. Chosid and<br>J. Toner re SI and KOBO issues (.3); t/c with<br>AKG, G. Raicht, and J. King re SI contract<br>(.3); t/c with M. Petersen re lease rejections<br>(.3); conf. w/AL re motion to extend deadline<br>to assume/reject and DIP (.3). | 4.10 |
| 02/28/11 | ALAN LUNGEN<br>Draft motion to extend deadline to<br>assume/reject (2.2); review DIP agreement re<br>same (.4); conf w/ JRG re same (.3); emails  | 3.20 |

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w/M. Petersen and company re gathering  
information (.3).

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| 02/28/11 | JULIA BALDUZZI   | 2.20  |
|          | Review purchase agreement (.2); research form<br>of motion to approve or assume purchase<br>agreement (1.0); draft motion to assume/approve<br>calendar holdings purchase agreement (1.0).   |       |
| 02/28/11 | SIMONE K. LELCHUK  | .30   |
|          | Revise chart for exhibit to landlord motion re<br>stipulations extending time to assume/reject.  |       |
| 02/28/11 | LAUREN M. DAVIS  | 4.20  |
|          | Review, revise, bluebook, and source check<br>motion to extend time to assume/reject per AL's<br>request.  |       |
| 02/28/11 | ASHLEY D. MCNAMARA   | 1.20  |
|          | Create index and organize documents for Ross<br>Assignment Motion per NA.  |       |
| 03/01/11 | DAVID M. FRIEDMAN  | 2.20  |
|          | Draft and comment on motion to extend deadline<br>under 365(d)(4).   |       |
| 03/01/11 | ANDREW K. GLENN  | 3.10  |
|          | Final review of motion to extend deadline to<br>assume/reject leases (1.8); emails w/DMF re his<br>comments to same (.3); emails w/ M. Petersen re<br>inventory issues at Pottstown location (.3);<br>draft language re admin claim limitation<br>language to be inserted into lease amendments<br>(.3); update call w/H. Etlin (.4).  |       |
| 03/01/11 | JEFFREY R. GLEIT   | 1.40  |
|          | Revise 365(d)(4) motion and Klein declaration.   |       |
| 03/01/11 | ALAN LUNGEN  | 11.40 |
|          | Review DIP agreement and draft new insert for<br>motion extending time to assume/reject (2.6);<br>review and revise motion extending time to<br>assume/reject and large lease exhibit (6.8);<br>internal emails w/JRG and KBT&F team re same<br>(.5); oversee filing of motion to extend time<br>to assume/reject leases (.7); emails w/ R.<br>Klein re declaration (.2); t/cs and emails with<br>M. Petersen and company re lease information<br>(.3); t/cs and emails w/ notice agent and<br>managing attorney's office to arrange for<br>filing and service (.3). |       |

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| 03/01/11 | SIMONE K. LELCHUK   | 3.70 |
|          | Revise and coordinate filing of Motion to<br>Extend Time to Reject/Assume Leases (2.4);<br>review and track landlord stipulation notices<br>(1.3).  |      |
| 03/01/11 | RICHARD M. LA ROSA  | .30  |
|          | Review motion to extend lease<br>assumption/rejection period for formatting and<br>rules compliance (.1); coordinate for<br>electronic filing of motion to extend lease<br>assumption/rejection period and various notices<br>(.2).   |      |
| 03/02/11 | ANDREW K. GLENN   | 6.60 |
|          | Prepare for (2.0) and attend hearing with Judge<br>Glenn re Ross motion, status conference (1.8);<br>revise Ross order (.7); t/c/emails w/M.<br>Petersen re status of hearing/closing (.3);<br>t/cs w/various landlords re stub rent, March<br>rent payments, extensions to assume/reject<br>(1.8). |      |
| 03/02/11 | JEFFREY R. GLEIT  | 2.20 |
|          | Attend Ross/Westwood lease assignment and<br>status hearing before Judge Glenn (1.8); revise<br>language to be inserted into postpetition<br>contracts (.2); conf. w/AL re motion to extend<br>time to assume/reject (.2).  |      |
| 03/02/11 | ALAN LUNGEN   | .50  |
|          | Internal emails re motion to extend time to<br>assume/reject (.2); conf. w/ JRG re same (.3).   |      |
| 03/02/11 | JULIA BALDUZZI  | 4.00 |
|          | Revise lease rejection (4 leases) order and<br>draft notice re same (2.1); revise lease<br>rejection procedures order and email re same to<br>JRG and KBT&F team (1.9).   |      |
| 03/02/11 | NII-AMAR AMAMOO   | 2.10 |
|          | Draft Ross Stores assumption motion.  |      |
| 03/02/11 | MICHELE L. ANGELL   | .10  |
|          | Review email correspondence re lease rejection<br>from JRG and M. Petersen.   |      |
| 03/03/11 | ANDREW K. GLENN   | .80  |
|          | T/c w/A. Hill and JRG re Sutherland status<br>(.3); t/c w/J. Toner re leases (.5).  |      |

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| 03/03/11 | JEFFREY R. GLEIT   | 1.10 |
|          | T/c with T. Studebaker re Source Interlink (.2); t/c with J. Wells re lease rejection procedures (.2); t/c with AKG and A. Hill re telephone customer service provider contract (.3); revise lease rejection procedures order (.4).                        |      |
| 03/03/11 | MICHAEL E. FRIEDMAN  | .70  |
|          | Advise SKL and KBT&F team on court procedures (.2); coordinate for ECF filing of notice of proposed order with exhibits (.5).  |      |
| 03/03/11 | MICHELE L. ANGELL  | .10  |
|          | Revise motion to <span style="margin-left: 100px;">REDACTED</span><br>and email H. Etlin and AKG re same.  |      |
| 03/03/11 | RICHARD M. LA ROSA   | .30  |
|          | Coordinate for obtaining a certified copy of Order to Assume (Doc 232 on case docket).   |      |
| 03/03/11 | JACK W. MORRISON   | 1.50 |
|          | Obtain certified copy from SDNY Bankruptcy Court by hand of the order entered on 3/2/11, docket entry 232, regarding unexpired non-residential real property lease with NCC Westwood Associates Limited Partnership (1.3);; docket and forward to NA (.2). |      |
| 03/04/11 | ANDREW K. GLENN  | 2.90 |
|          | T/c w/J. Toner re Sutherland (.4); email w/Sutherland's counsel re Sutherland issues (.2); t/c w/DJM re lease extension issues (.5); t/cs/emails w/various landlords re same (1.8).  |      |
| 03/04/11 | JEFFREY R. GLEIT   | .50  |
|          | T/c with G. Raicht and J. King re SI contract issues (.3); t/c with M. Chosid re same (.2).  |      |
| 03/04/11 | SIMONE K. LELCHUK  | .40  |
|          | Review and track landlord stipulations (.2); revise lease rejection procedures motion (.2).  |      |
| 03/05/11 | NII-AMAR AMAMOO  | 3.30 |
|          | Review Coventry deal documents (1.8); draft Coventry assumption motion (1.5).  |      |
| 03/05/11 | MEREDITH A. WHOLLEY  | 1.80 |
|          | Revise motion to assume statement of work agreement with Sutherland Global Inc. and enter into master services agreement.  |      |

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| 03/06/11 | JEFFREY R. GLEIT<br>Revise lease rejection procedures order.   | .30  |
| 03/07/11 | JEFFREY R. GLEIT<br>T/c with M. Coopersmith re potential resolution to motion to compel (.2); revise rejection procedures order for submission (.2).   | .40  |
| 03/07/11 | JULIA BALDUZZI<br>Revise lease procedures order re landlord comments.  | 2.90 |
| 03/07/11 | NII-AMAR AMAMOO<br>Conduct legal research regarding rejection procedures orders in the SDNY bankruptcy cases (2.8); draft, review and revise call center assumption motion (1.7).  | 4.50 |
| 03/08/11 | ANDREW K. GLENN<br>Emails re form letter to landlords discussing vacating (.2); t/c w/H. Hostyck re lease/GOB issues (.4).   | .60  |
| 03/08/11 | JEFFREY R. GLEIT<br>T/c with T. Mancy re motion to extend issues (.2); review Rovi licensing agreement (.4); review Dickstein Shapiro comments to extension stip (.2); review incoming objections to 365(d)(4) motion (.5); t/c with R. Lehane re 365(d)(4) motion (.2); t/c with M. Petersen re postpetition obligations at leased location (.2); review objection to lease procedures motion (.2); t/c with M. Petersen re Branch objection to lease rejection procedures and potential lease assignments (.4); revise same (.2); t/c with J. Gurney re motion to extend (.3); t/c with J. Goldstein re SI inventory (.2). | 3.00 |
| 03/08/11 | ALAN LUNGEN<br>Review objections to lease extension.   | .50  |
| 03/08/11 | JULIA BALDUZZI<br>Review objections to lease procedures motion and draft chart summarizing same (2.9); revise lease procedures order and email w/ Committee counsel re same (.4); emails w/ M. Petersen, AKG and JRG re lease rejection issues (.3); emails w/ M. Chosid, J. Toner and JRG re SBC objection to lease rejection procedures (.2).  | 3.80 |

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| 03/08/11 | NII-AMAR AMAMOO<br>Draft, review and revise Coventry stipulation (2.1); review filed objections to the 365(d) deadline (2.6); outline and draft omnibus response to 365(d)(4) objections (1.7); emails w/ AKG regarding 365(d)(4) response (.3). | 6.70 |
| 03/08/11 | MEREDITH A. WHOLLEY<br>Revise stipulation between Coventry and Debtors re lease of nonresidential property located at Coventry Mall.   | 1.40 |
| 03/09/11 | ANDREW K. GLENN<br>Call w/M. Petersen and JRG re synthetic lease background and issues (.9); email w/M. Leaverton re stub rent issues (.4); emails w/various landlords re bounced check issues (.8).   | 2.10 |
| 03/09/11 | JEFFREY R. GLEIT<br>T/c with H. McDonald re REDACTED (.2); t/c with M. Petersen and AKG re turnover of rejected properties and other landlord issues (.9).   | 1.10 |
| 03/09/11 | JULIA BALDUZZI<br>T/cs and emails w/ objectors to lease rejection procedures motion to resolve objections (3.4); revise proposed order re same (2.1).  | 5.50 |
| 03/09/11 | NII-AMAR AMAMOO<br>Draft, review and revise Coventry Stipulation (.7); draft, review and revise 365(d)(4) response (4.3); emails w/ AKG re same (.4); draft Klein declaration in support of 365(d)(4) response (1.2).                            | 6.60 |
| 03/09/11 | MEREDITH A. WHOLLEY<br>Draft chart of 365(d)(4) Extension Objections (3.5); revise Omnibus Reply to Objections for Lease Extension (2.0).  | 5.50 |
| 03/09/11 | MICHELE L. ANGELL<br>T/c w/ B. Duncan re Paymentech processing agreement and email JRG re same.  | .10  |
| 03/09/11 | SIMONE K. LELCHUK<br>Draft chart re objections to lease procedures motion.   | .80  |

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| 03/10/11 | ANDREW K. GLENN  | 6.10 |
|          | T/c w/ JRG, NA and landlord attorneys re motions set for March 15 hearing (.5); review and revise reply re motion to extend assumption/rejection deadline (2.7); related emails w/ NA and KBT&F team (.4); calls and emails w/ various landlords to address bounced rent checks due to clerical error (1.3); t/cs w/M. Chosid, J. Toner re Sutherland (.4); t/c w/A. Hill re same (.3); review and revise motion to assume Sutherland agreement (.5).  |      |
| 03/10/11 | JEFFREY R. GLEIT   | 3.50 |
|          | T/cs with J. Goldstein re SI issues (.4); t/c with D. Branch and JB re lease rejection procedures (.2); t/c with JB and I. Markus re lease rejection procedures order (.2); t/c with office A. Conway re same (.2); t/c with JB and A. Kelly re resolution of objection to lease procedures (.1); t/c with AKG, NA and landlord attorneys re motions set for March 15 hearing (.5); revise lease rejection procedures (.5); t/cs with H. McCullough and JB re lease rejection order (.4); review and comment on 365(d)(4) reply and Klein declaration (1.0). |      |
| 03/10/11 | ALAN LUNGEN  | .60  |
|          | Emails JRG, NA and KBT&F team re lease extension papers, and review and distribute same (.3); review DIP and t/c w/ NA re same (.3)  |      |
| 03/10/11 | JULIA BALDUZZI   | 4.10 |
|          | Revise chart summarizing lease procedures objections (.6); draft reply in support of lease rejection procedures motion (2.6); t/c w/ JRG and I. Markus re lease rejection procedures order (.2); t/c w/A. Kelly and JRG re resolution of objection to lease procedures (.1); t/cs w/H. McCullough and JRG re lease rejection order (.4); t/c w/ JRG and D. Branch re lease rejection procedures (.2).  |      |
| 03/10/11 | NII-AMAR AMAMOO  | 7.70 |
|          | Participate on landlord call with JRG and AKG re motions set for March 15 hearing (.5); draft, review and revise 365(d)(4) omnibus objection reply (5.1); draft and revise Klein supplemental declaration (1.8); t/c w/AL re DIP (.3).   |      |



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| 03/10/11 | MEREDITH A. WHOLLEY<br>Revise Omnibus Reply to Objections for Lease<br>Extension and Declaration of Richard Klein<br>(2.4); research case law re Bankruptcy Code<br>365(d)(4) (1.0).   | 3.40 |
| 03/11/11 | ANDREW K. GLENN<br>Emails/call w/M. Petersen re treatment of<br>subtenancies for leases to be rejected (.6);<br>t/c w/K. Baum re status of Paramus location<br>(.3).   | .90  |
| 03/11/11 | JULIA BALDUZZI<br>Draft and revise reply in support of lease<br>rejection procedures motion (.9); t/cs and<br>emails w/various objectors to resolve lease<br>rejection procedures objections (1.1); revise<br>lease rejection procedures order re same (.4). | 2.40 |
| 03/11/11 | NII-AMAR AMAMOO<br>Draft, review and revise 365(d)(4) objection<br>reply.  | 4.30 |
| 03/11/11 | MEREDITH A. WHOLLEY<br>Revise Declaration of Richard Klein re reply to<br>objections for lease extension.  | .30  |
| 03/11/11 | ASHLEY D. MCNAMARA<br>Review and consolidate objections to 365(d)(4)<br>motion.  | 1.10 |
| 03/11/11 | FRANCISCO J. VELEZ<br>Electronically file Omnibus Reply to Objections<br>to Motion to Extend Time to Assume/Reject.  | .50  |
| 03/12/11 | JULIA BALDUZZI<br>Revise lease rejection procedures order.   | .30  |
| 03/13/11 | ANDREW K. GLENN<br>Review revised 365(d)(4) extension order and<br>related emails from NA and KBT&F team and<br>committee counsel.   | .30  |
| 03/13/11 | NII-AMAR AMAMOO<br>Review and revise 365(d)(4) extension proposed<br>order (.8); conduct various communications with<br>committee counsel regarding proposed order<br>(.4).  | 1.20 |
| 03/14/11 | JEFFREY R. GLEIT<br>Research ability to shorten 365(d)(4) period.  | .30  |

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|          |   |      |
|----------|---|------|
| 03/14/11 | ALAN LUNGEN<br>Emails w/NA and KBT&F team re 365(d)(4) motion<br>(.2); review order for same (.2).  | .40  |
| 03/14/11 | NII-AMAR AMAMOO<br>Review and revise landlord 365(d)(4)<br>stipulation (.3); review and revise 365(d)(4)<br>order (.3); review case law in preparation for<br>365(d)(4) hearing (2.3); draft hearing outline<br>with applicable case law summaries (3.4). | 6.30 |
| 03/14/11 | ASHLEY D. MCNAMARA<br>Assemble Hearing binders for 365(d)(4)<br>Extension Motion per NA.  | 2.40 |
| 03/15/11 | ANDREW K. GLENN<br>Emails w/M. Petersen re rejection notice<br>procedures (.2); emails w/M. Petersen and<br>landlord's counsel re various bounced checks<br>(.4).   | .60  |
| 03/15/11 | MICHELE L. ANGELL<br>Review, comment on, and revise SKL's notice of<br>lease rejections.  | .60  |
| 03/15/11 | SIMONE K. LELCHUK<br>Prepare Lease Rejection Notice.  | 2.40 |
| 03/16/11 | ANDREW K. GLENN<br>Emails w/A. Hill re Sutherland motion status<br>(.3); emails w/NA re same (.3).  | .60  |
| 03/16/11 | JEFFREY R. GLEIT<br>Revise lease rejection notices to be sent out.  | .30  |
| 03/16/11 | JULIA BALDUZZI<br>Review lease rejection procedures (.3); review<br>and revise lease rejection notice (1.1).  | 1.40 |
| 03/16/11 | NII-AMAR AMAMOO<br>Research case law regarding critical vendor<br>programs for inclusion in statement of work<br>motion (2.1); draft statement of work motion<br>(3.5).   | 5.60 |
| 03/16/11 | MEREDITH A. WHOLLEY<br>Revise Debtors' Motion for Order Authorizing<br>Debtor to Enter Statement of Work Agreement<br>With Sutherland and Master Services Agreement<br>With Sutherland Global.  | 1.00 |

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|          |   |      |
|----------|---|------|
| 03/16/11 | SIMONE K. LELCHUK<br>Prepare and file Lease Rejection Notice.   | 3.40 |
| 03/16/11 | FRANCISCO J. VELEZ<br>Electronically file Notice of Rejection of<br>Unexpired Leases.   | .40  |
| 03/16/11 | RICHARD M. LA ROSA<br>Review Notice of Rejection documents for<br>formatting and rules compliance (.1);<br>coordinate electronic filing of Notice of<br>Rejection of Unexpired Leases (.2).   | .30  |
| 03/17/11 | ANDREW K. GLENN<br>T/c w/DJM re lease modifications, extension<br>stips (.5); revise "holiday protection"<br>language for 365(d)(4) stip (.2); emails w/D.<br>Pollack re same (.2); emails w/D. Branch re<br>same (.2); emails w/D. Branch re bounced checks<br>(.2); emails w/DJM re proposed lease<br>concessions and approval issues (.2); emails<br>w/M. Petersen re synthetic lease issues (.3);<br>finalize Sutherland motion (1.3); mtgs/emails<br>w/NA re same (.4); calls/emails w/H. Etlin re<br>supporting declaration (.3); emails w/J. Toner,<br>J. Frering re termination rights in Sutherland<br>contract (.3); emails w/Coventry Retail re<br>status of stipulation/hearing (.3). | 4.40 |
| 03/17/11 | NII-AMAR AMAMOO<br>Draft, review and revise statement of work call<br>center motion (1.8); draft declaration in<br>support of statement of work call center motion<br>(2.7).  | 4.50 |
| 03/17/11 | MEREDITH A. WHOLLEY<br>Research case law re choice of law and local<br>contract principles.   | 2.20 |
| 03/18/11 | ANDREW K. GLENN<br>Emails w/NA re notice of Sutherland motion and<br>comments thereto (.3); review pleading filed by<br>Toys Ctr LLC opposing extension to<br>assume/reject and related emails (.3); t/c w/R.<br>Lehane re 365(d)(4) stip. and related landlord<br>issues (.5); emails/calls w/M. Petersen re<br>lease modification issues and administrative<br>claim liability for rent thereunder (.4);<br>emails w/M. Petersen re anti-assignment clause<br>in lease (.2); t/c w/M. Petersen, DJM re going<br>dark provision of proposed 365(d)(4) stip and   | 2.80 |

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other landlord issues (.4); t/c w/Simon  
Properties re lease modification issues (.4);  
emails w/D. Pollack re stub rent, bounced check  
and 365d4 stipulation (.3).

|          |   |      |
|----------|---|------|
| 03/18/11 | JEFFREY R. GLEIT  | .40  |
|          | Review reply filed by California Toys in<br>support of motion to compel and emails with AKG<br>re same (.2); revise Sutherland notice (.1);<br>emails with NA re same (.1).   |      |
| 03/18/11 | NII-AMAR AMAMOO   | 2.70 |
|          | Draft, review and revise landlord stipulations,<br>standard and enhanced, incorporating various<br>landlord comments (2.4); t/c with Kelley Drye<br>regarding landlord stipulations (.3).   |      |
| 03/18/11 | MEREDITH A. WHOLLEY   | 1.30 |
|          | Draft portion of brief re choice of law and<br>local contract principles.   |      |
| 03/18/11 | SIMONE K. LELCHUK   | .40  |
|          | Revise Notice of Statement of Work Agreement<br>and Master Services Agreement with Sutherland<br>Global Services, Inc.  |      |
| 03/18/11 | RICHARD M. LA ROSA  | .50  |
|          | Advise NA regarding ECF rules and procedures<br>(.1); review Motion Authorizing Debtors to<br>Enter Into Statment of Work for formatting and<br>rules compliance (.2); coordinate for<br>electronic filing of Notice of Hearing on<br>Debtors' Motion for Entry of an Order Pursuant<br>to 11 U.S.C. 105 (a), 363 (b)(1) of the<br>Bankruptcy Code and 365 (a) and Fed. R. Bankr.<br>P. 6004 Authorizing Debtors to (I) Enter into<br>Statement of Work Agreement and Master Services<br>Agreement with Sutherland Global Services, Inc.<br>and (II) Pay Certain Pre-petition Claims of<br>Customer Contact Center Vendor (.2). |      |
| 03/20/11 | ANDREW K. GLENN   | .20  |
|          | Emails w/M. Petersen re returned check on<br>Thruway Ctrs store.  |      |
| 03/21/11 | ANDREW K. GLENN   | 3.00 |
|          | Review Judge Glenn's decision on stub rent and<br>related email (.3); several emails w/M.<br>Petersen re process/timing for concluding GOB<br>and rejecting lease (.5); emails w/ M. Petersen<br>re proposed Kimco lease amendment (.2); review<br>and related emails (.5); emails<br>REDACTED  |      |

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w/J. Toner, B. Buechler re UCC's request to get Kobo documents and related matters (.3); emails w/various landlords re returned checks (.3); emails w/M. Petersen re lease negotiations w/Kelley Drye's clients (.2); emails w/ M. Petersen re CAM charges on San Rafael store (.2); emails w/J. Toner re Committee's request to negotiate with Sutherland (.2); t/c w/ W. Walker re DIP lenders issues with Sutherland motion (.2); emails w/H. Etlin re same (.1).

|          |   |      |
|----------|---|------|
| 03/21/11 | JEFFREY R. GLEIT  | .40  |
|          | T/c with J. Binford re unpaid rent (.2); draft summary email to H. Etlin and P. Tarry re source update/issues (.2).   |      |
| 03/22/11 | ANDREW K. GLENN   | 2.40 |
|          | T/c w/R. Lehane re Emeryville store termination (.3); review and forward notice of such termination (.2); emails w/S. Barbatano re Minneapolis lease issues and potential settlement negotiation (.2); email w/ M. Petersen re Hyannis location assignment deal (.1); emails w/ ad hoc landlord committee re enhanced 365(d)(4) stipulation (.3); conf. w/ NA re same (.2); t/c w/M. Leaverton re Hawaii store status (.2); emails w/B. Buechler re Sutherland status (.2); t/c with JRG and M. Petersen re open real estate issues (.7). |      |
| 03/22/11 | JEFFREY R. GLEIT  | 1.00 |
|          | T/c with L. Smola-Holla, Hilco and First State re Mentor, Ohio store issues (.5); revise letter agreement re same (.5).   |      |
| 03/22/11 | NII-AMAR AMAMOO   | 1.20 |
|          | Review and revise 365(d)(4) enhanced stipulation incorporating comments from various landlords (1.0); confer with AKG regarding the same (.2).  |      |
| 03/23/11 | ANDREW K. GLENN   | 4.10 |
|          | Review lease procedures motions from other cases (.3); t/c w/R. Lehane re same, landlord issues (.4); emails w/AL re same (.2); emails w/M. Leaverton re Alamo, TX store and stub rent issues (.2); emails/calls w/B. Buechler re Coventry store stipulation (.3); email to B. Buechler re latest list of put stores (.3); emails w/DAF re same (.2); emails w/Toys Center LL counsel re resolution of motion (.2); t/c w/M. Coopersmith, counsel to Toys Center re   |      |

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same (.2) emails w/Kobo's counsel re Committee access to information (.2); t/c w/J. Toner re same (.2); emails w/Plantation landlord re invoice for CAM charges (.2); emails w/D. Branch re extension stipulations (.2); t/c with JRG, G. Raicht, J. King, J. Cline and M. Chosid re Source Interlink issues (.3); t/c with JRG, M. Chosid and J. Cline re same (.3); emails w/B. Buechler re Coventry resolution (.4).

|          |  |      |
|----------|--|------|
| 03/23/11 | JEFFREY R. GLEIT   | 2.50 |
|          | T/c with SKL, P. Tarry, M. Petersen, L. Smola-Holla, and Ojar re lease rejection issues (.7); t/c with AKG, G. Raicht, J. King, J. Cline and M. Chosid re Source Interlink issues (.3); t/c with AKG, M. Chosid and J. Cline re same (.3); review Coventry stipulation and notice of same (.3); t/c with P. Amendola re same (.2); t/c with B. Buechler re same (.2); t/c with L. Smola-Holla re lease rejection procedures notice (.2); t/c with L. Smola-Holla and M. Petersen re abandonment issues (.3). |      |
| 03/23/11 | SIMONE K. LELCHUK  | 3.40 |
|          | T/c w/ JRG, M. Petersen, L. Smola-Holla, Ojar and Alix Partners re Lease Rejections (.7); draft and revise master list of all leases that have been rejected to date (1.9); draft lease rejection notice (.8).   |      |
| 03/24/11 | ANDREW K. GLENN  | 1.70 |
|          | T/c w/S. Barbatano re CAM dispute (.3); email w/M. Petersen re same (.1); emails w/DJM re status of extension stips (.3); t/c w/B. Buechler re Sutherland renegotiation (.2); email NA and KBT&F team re same (.1); t/c w/Paymentech's counsel re potential motion to compel assumption (.4); review of related contract (.3).   |      |
| 03/24/11 | JEFFREY R. GLEIT   | .30  |
|          | T/c with N. Marino re Golfsmith sublease rejection.  |      |
| 03/24/11 | JULIA BALDUZZI   | .60  |
|          | Review and revise master list of leases to reject (.4); emails re same with Alix Partners (.2).  |      |
| 03/24/11 | SIMONE K. LELCHUK  | 1.80 |
|          | Revise Lease Rejection Notice (1.2); revise master list of rejected leases (.6).   |      |

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|          |  |      |
|----------|--|------|
| 03/25/11 | ANDREW K. GLENN  | 3.10 |
|          | Emails w/D. Pollack re status of his clients' 365(d)(4) extension stipulation (.5); t/c w/R. Lehane re same (.3); t/c and email w/M. Leaverton re Hawaii closing, rent issues (.3); emails w/D. Branch re extension stip issues (.2); identify and review issues w/payment of DDR stub rent (.2); t/cs and emails w/B. Buechler re Sutherland status (.3); emails re Kimco's 365(d)(4) stip (.3); emails w/A. Diamonte re signage in Pasadena, San Diego locations (.2); t/c and email w/M. Chosid re and related legal issue<br>REDACTED (.4); emails w/ SKL re legal research assignment re same (.4). |      |
| 03/25/11 | ROSS G. SHANK  | .80  |
|          | Review docket and pleadings re Ritz lease amendment procedures.  |      |
| 03/25/11 | SIMONE K. LELCHUK  | 2.70 |
|          | Revise master rejection lease list to add recently rejected leases (.9); draft notices of lease rejections (1.8).  |      |
| 03/28/11 | ANDREW K. GLENN  | 1.10 |
|          | Emails re obtaining extensions to assume/reject for BSR stores (.3); emails re procedures for departure from GOB stores (.2); emails w/M. Petersen re Minneapolis, MN store dispute (.4); emails re DIP issues implicated by Sutherland claim (.2).  |      |
| 03/28/11 | MICHAEL D. ROSENBLOOM  | .30  |
|          | Conf. w/ NA re draft motion and order to approve lease surrender and termination agreement.  |      |
| 03/28/11 | JEFFREY R. GLEIT   | 1.20 |
|          | Review Service net warranty agreement (.2); t/cs with M. Chosid re same (.7); review and comment on draft lease rejection notices (.3).  |      |
| 03/28/11 | NII-AMAR AMAMOO  | 7.30 |
|          | Review case law regarding uniform stipulations and landlord 365(d)(4) extensions (1.3); draft summary email to AKG (.3); confer with MDR regarding 100 Broadway lease termination motion (.3); review lease documents and draft of 100 Broadway lease termination agreement (1.3); draft 100 Broadway lease termination motion   |      |

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(4.1).

|          |   |      |
|----------|---|------|
| 03/28/11 | SIMONE K. LELCHUK<br>Draft and revise lease rejection notices (1.3);<br>research lease rejection notices (.2); revise<br>master list to add rejected leases (.2); t/c<br>with Golfsmith attorney re sublease issue (.2);<br>t/c with Borders re addresses (.2); research<br>potential rejection of executory contract<br>(4.4). | 6.50 |
| 03/28/11 | LAUREN M. DAVIS<br>Review correspondence re Tickets West contract<br>(.1); research whether moneys held by police<br>are estate property (.1).  | .20  |
| 03/28/11 | ASHLEY D. MCNAMARA<br>Review and circulate docket for responsive<br>lease termination orders.   | .50  |
| 03/29/11 | ANDREW K. GLENN<br>Emails w/M. Petersen re status of Hawaii store<br>closing (.3); review research re REDACTED<br>(.3).   | .60  |
| 03/29/11 | MICHAEL D. ROSENBLOOM<br>Review draft Motion and Order to Approve Lease<br>Termination for 100 Broadway.  | .60  |
| 03/29/11 | JEFFREY R. GLEIT<br>Revise lease rejection notice (.3); t/c with G.<br>Raicht re SI issue (.2).   | .50  |
| 03/29/11 | MICHAEL E. FRIEDMAN<br>Review lease rejection notice (.2); advise JRG<br>and KBT&F team on court procedures (.2);<br>coordinate for ECF filing of lease rejection<br>notice (.4).   | .80  |
| 03/29/11 | JULIA BALDUZZI<br>T/c w/M. Petersen and company re lease<br>rejection procedures (.6); draft and revise<br>lease rejection notification, including emails<br>w/ JRG, M. Petersen and SKL re same (2.5); t/c<br>re Golfsmith sublease issues w/ counsel for<br>Golfsmith (.3).   | 3.40 |
| 03/29/11 | NII-AMAR AMAMOO<br>Draft, review and revise 100 Broadway lease<br>termination motion incorporating MDR's and<br>JRG's comments (4.3); draft proposed order  | 6.60 |



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(.6); draft Etlin declaration in support of  
motion to terminate lease (1.7).

|          |   |      |
|----------|---|------|
| 03/29/11 | MEREDITH A. WHOLLEY   | 1.30 |
|          | Revise 100 Broadway Lease Termination Motion.   |      |
| 03/29/11 | SIMONE K. LELCHUK   | 4.80 |
|          | Draft and revise lease rejection notices (1.5);<br>research potential rejection of executory<br>contract (1.3); file lease rejection notice<br>(.3); revise compilation and summary of<br>Borders' leases (1.2); revise master list of<br>rejected leases (.5). |      |
| 03/29/11 | JACK W. MORRISON  | .40  |
|          | Electronically file the Notice of Rejection of<br>Unexpired Leases (.3); obtain ECF filing<br>receipt and circulate to SKL and KBT&F team<br>(.1).  |      |
| 03/30/11 | ANDREW K. GLENN   | 1.10 |
|          | Emails w/ JRG and KBT&F team re REDACTED<br>(.3); emails w/ landlords re stub<br>rent issues for GOB stores (.3); emails w/R.<br>Lehane re landlord concerns (.3); emails w/P.<br>Tarry re Paymentech dispute (.2).   |      |
| 03/30/11 | JEFFREY R. GLEIT  | .30  |
|          | T/c with M. Chosid re REDACTED  |      |
| 03/30/11 | ROSS G. SHANK   | 2.70 |
|          | Review re adequate assurance settlements (.9);<br>research and draft creditor FAQ re executory<br>contracts (1.8).  |      |
| 03/30/11 | NII-AMAR AMAMOO   | 2.10 |
|          | Draft, review and revise 100 Broadway<br>termination motion.  |      |
| 03/30/11 | SIMONE K. LELCHUK   | 2.30 |
|          | Draft and revise master list of all rejected<br>leases (.8); revise list of Debtors' lease<br>information based on new information from<br>company (.6); draft lease rejection notices<br>(.9).   |      |
| 03/30/11 | FRANCISCO J. VELEZ  | 2.80 |
|          | Electronically file Notice of Rejection of<br>Unexpired Leases.   |      |

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|          |  |      |
|----------|--|------|
| 03/31/11 | ANDREW K. GLENN<br>Emails w/ M. Leaverton and M. Petersen re<br>short-pay of rent at Hawaii location.  | .20  |
| 03/31/11 | JEFFREY R. GLEIT<br>Review lease rejection notice for filing (.2);<br>review draft Google agreement (.3); t/c with M.<br>Chosid re same (.4).  | .90  |
| 03/31/11 | ROSS G. SHANK<br>Research and revise creditor FAQ re executory<br>contracts.   | .80  |
| 03/31/11 | JULIA BALDUZZI<br>Review and comment on lease rejection notice.  | .30  |
| 03/31/11 | NII-AMAR AMAMOO<br>Review and revise 100 Broadway lease<br>termination motion.   | .50  |
| 03/31/11 | SIMONE K. LELCHUK<br>Draft letter to landlord regarding issue re<br>lease rejection notice (.9); revise master list<br>of rejected leases (.6); research TicketWest<br>contract/claims issue (1.2); research potential<br>rejection of executory contract (1.1); conf.<br>w/LMD re executory contract research (.3). | 4.10 |
| 03/31/11 | LAUREN M. DAVIS<br>Conduct research re rejection of executory<br>contracts and compile memorandum re same per<br>SKL's request (4.3); confer w/ SKL re same<br>(.3).   | 4.60 |

TOTAL HOURS

409.20

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|                       | HOURS  | RATE   | AMOUNT    |
|-----------------------|--------|--------|-----------|
| PARTNER               |        |        |           |
| DAVID M. FRIEDMAN     | 2.20   | 950.00 | 2,090.00  |
| JEFFREY R. GLEIT      | 40.90  | 640.00 | 26,176.00 |
| ANDREW K. GLENN       | 58.70  | 825.00 | 48,427.50 |
| MICHAEL D. ROSENBLOOM | .90    | 675.00 | 607.50    |
| <br>SPECIAL COUNSEL   |        |        |           |
| MICHAEL E. FRIEDMAN   | 3.10   | 400.00 | 1,240.00  |
| ALAN LUNGEN           | 31.00  | 625.00 | 19,375.00 |
| <br>ASSOCIATE         |        |        |           |
| NII-AMAR AMAMOO       | 107.50 | 335.00 | 36,012.50 |
| MICHELE L. ANGELL     | 15.10  | 360.00 | 5,436.00  |
| JULIA BALDUZZI        | 51.80  | 325.00 | 16,835.00 |
| LAUREN M. DAVIS       | 9.00   | 200.00 | 1,800.00  |
| SIMONE K. LELCHUK     | 43.00  | 300.00 | 12,900.00 |
| ROSS G. SHANK         | 11.20  | 550.00 | 6,160.00  |
| MEREDITH A. WHOLLEY   | 20.80  | 275.00 | 5,720.00  |
| <br>PARALEGAL         |        |        |           |
| ASHLEY D. MCNAMARA    | 5.20   | 165.00 | 858.00    |
| <br>MANAGING CLERK    |        |        |           |
| RICHARD M. LA ROSA    | 1.70   | 225.00 | 382.50    |
| JACK W. MORRISON      | 1.90   | 130.00 | 247.00    |
| PAUL J. PEREZ         | 1.50   | 175.00 | 262.50    |
| FRANCISCO J. VELEZ    | 3.70   | 175.00 | 647.50    |

TOTAL FEES \$185,177.00

TOTAL COSTS \$.00

TOTAL FEES AND COSTS \$185,177.00

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

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09539007  
Borders Group Inc., et al.  
General Litigation

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/21/11 | JULIA BALDUZZI<br>Draft and revise notice of stay (.6); research stay notice requirements (1.0); email JRG re notice of stay (.3).  | 1.90  |
| 02/22/11 | SIMONE K. LELCHUK<br>Analyze stay of litigation issues (.3); draft chart of received stay of litigation matters (.2).   | .50   |
| 02/23/11 | JULIA BALDUZZI<br>Conf. w/ SKL re notice of stay.   | .60   |
| 02/23/11 | SIMONE K. LELCHUK<br>Conf. with JB re notice to stay.   | .60   |
| 02/24/11 | SIMONE K. LELCHUK<br>Transmit Notice of Stay and Petition to court where action against Borders is pending (.3); research automatic stay and criminal corporate fines (.8). | 1.10  |
| 03/01/11 | DAVID S. ROSNER<br>Review and analyze venue issues.   | 1.00  |
| 03/01/11 | ROSS G. SHANK<br>Review and draft correspondence w/ SKL re notices of stay and debtor entities.   | .20   |
| 03/01/11 | SIMONE K. LELCHUK<br>Draft and mail notices of stay for litigations.  | 3.80  |
| 03/02/11 | SIMONE K. LELCHUK<br>Review, file and organize Notices of Stay.   | .30   |

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|          |  |      |
|----------|--|------|
| 03/04/11 | ANDREW K. GLENN<br>T/c w/L. Powell re pre-petition<br>action/judgment.   | .50  |
| 03/04/11 | SIMONE K. LELCHUK<br>Draft Extension of Deadline to Remove Civil<br>Actions Motion.  | 1.60 |
| 03/07/11 | LAUREN M. DAVIS<br>Begin reviewing motion to extend time to file<br>notices in removal actions per SKL's request.                  | 1.20 |
| 03/08/11 | DAVID M. FRIEDMAN<br>Conf. w/ AKG, JRG, NA, MLA, RGS, AL, JB and SKL<br>re replies to objections to final first day<br>relief.     | 1.00 |
| 03/08/11 | ANDREW K. GLENN<br>Conf. w/ DMF, JRG, NA, MLA, RGS, AL, JB and SKL<br>re replies to objections to final first day<br>relief.       | 1.00 |
| 03/08/11 | ALAN LUNGEN<br>Conf. w/ DMF, AKG, JRG, NA, MLA, RGS, JB and<br>SKL re replies to objections to final first day<br>relief.          | 1.00 |
| 03/08/11 | ROSS G. SHANK<br>Conf. w/ DMF, AKG, JRG, NA, MLA, AL, JB and SKL<br>re replies to objections to final first day<br>relief.         | 1.00 |
| 03/08/11 | JULIA BALDUZZI<br>Conf. w/ DMF, AKG, JRG, NA, MLA, RGS, AL and<br>SKL re objections to final first day relief and<br>replies.      | 1.00 |
| 03/08/11 | MICHELE L. ANGELL<br>Conf. DMF, AKG, JRG, AL, NA, JB, RGS, and SKL<br>re replies to objections to final first day<br>relief.       | 1.00 |
| 03/08/11 | SIMONE K. LELCHUK<br>Conf. with JRG, DMF, AKG, MLA, JB, NA and AL to<br>discuss objections, replies and upcoming<br>hearing.       | 1.00 |
| 03/08/11 | LAUREN M. DAVIS<br>Review, revise, cite and source check motion to<br>extend time to file notices of removal per<br>SKL's request. | 3.90 |

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|          |  |     |
|----------|--|-----|
| 03/16/11 | MICHELLE DRUCKER                             | .70 |
|          | Review and comment on reply motion re Motion |     |
|          | Extending Time to File Notices of Removal of |     |
|          | Actions                                      |     |

|             |       |
|-------------|-------|
| TOTAL HOURS | 24.90 |
|-------------|-------|

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|                   | HOURS | RATE   | AMOUNT   |
|-------------------|-------|--------|----------|
| PARTNER           |       |        |          |
| DAVID M. FRIEDMAN | 1.00  | 950.00 | 950.00   |
| ANDREW K. GLENN   | 1.50  | 825.00 | 1,237.50 |
| DAVID S. ROSNER   | 1.00  | 875.00 | 875.00   |
| SPECIAL COUNSEL   |       |        |          |
| ALAN LUNGEN       | 1.00  | 625.00 | 625.00   |
| ASSOCIATE         |       |        |          |
| MICHELE L. ANGELL | 1.00  | 360.00 | 360.00   |
| JULIA BALDUZZI    | 3.50  | 325.00 | 1,137.50 |
| LAUREN M. DAVIS   | 5.10  | 200.00 | 1,020.00 |
| SIMONE K. LELCHUK | 8.90  | 300.00 | 2,670.00 |
| ROSS G. SHANK     | 1.20  | 550.00 | 660.00   |
| PARALEGAL         |       |        |          |
| MICHELLE DRUCKER  | .70   | 195.00 | 136.50   |

TOTAL FEES \$9,671.50

TOTAL COSTS \$.00

TOTAL FEES AND COSTS \$9,671.50

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

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Employment Matters

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/16/11 | MICHELE L. ANGELL<br>Prepare for first day hearing re employee wage motion.   | .80   |
| 02/17/11 | ANDREW K. GLENN<br>Emails w/M. Chosid re bouncing of payroll checks and related issues (.4); emails w/R. Thompson re Puerto Rico severance issues (.3). | .70   |
| 02/17/11 | JEFFREY R. GLEIT<br>T/c with B. Buechler re employee wage motion.   | .20   |
| 02/18/11 | ADAM L. SHIFF<br>Review employee issues re GOBs.  | .30   |
| 02/18/11 | JEFFREY R. GLEIT<br>Analyze severance issues relating to GOB sales.   | .50   |
| 02/23/11 | ADAM L. SHIFF<br>Review materials re terminating employees at GOB's (.4); analyze outstanding "fast pay" issues (.8).                                   | 1.20  |
| 02/24/11 | ANDREW K. GLENN<br>Email correspondence w/ R. Thompson and JRG re WARN Act issues.  | .30   |
| 02/24/11 | JEFFREY R. GLEIT<br>T/c with AKG and R. Thompson re WARN act and immediate pay issues.  | .30   |
| 02/25/11 | ANDREW K. GLENN<br>Research and analyze WARN Act issues.  | 1.00  |



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|          |   |      |
|----------|---|------|
| 02/28/11 | ANDREW K. GLENN<br>Email correspondence w/MLA and JRG re employee<br>compensation plan issues.  | .30  |
| 02/28/11 | MICHELE L. ANGELL<br>Review employee wage motion re severance and<br>incentives and draft email to AKG and JRG<br>summarizing amounts and potential additional<br>amounts as of current date.   | .90  |
| 03/01/11 | ANDREW K. GLENN<br>T/c w/ MLA, E. Anderson and R. Thompson re<br>employee compensation plan and related emails<br>(.4); t/c w/R. Thompson re bonus amounts (.2).  | .60  |
| 03/01/11 | JEFFREY R. GLEIT<br>T/c with R. Thompson and H. Etlin re WARN,<br>bonus and severance issues (.8); t/c with R.<br>Thompson and Mercer re bonus issues (.3).   | 1.10 |
| 03/01/11 | MICHELE L. ANGELL<br>T/c R. Thompson re bonus and severance amounts<br>(.1); email E. Anderson, R. Thompson, and AKG<br>re same (.4); review and analyze bonus amount<br>data provided by R. Thompson and draft email to<br>AKG and JRG re same (1.8).              | 2.30 |
| 03/02/11 | MICHELE L. ANGELL<br>Email correspondence with AKG, JRG, E. Anderson<br>and R. Thompson re bonus and severance data for<br>UCC (.7); review and analyze bonus and<br>severance data provided by R. Thompson for UCC<br>and compile schedules for UCC re same (1.3). | 2.00 |
| 03/03/11 | ANDREW K. GLENN<br>T/c w/ M. Chosid re KERP and KEIP plans (.4);<br>conf. w/ MLA re employee bonus/severance (.4).  | .80  |
| 03/03/11 | JEFFREY R. GLEIT<br>Review employee information to be sent to<br>committee.   | .50  |
| 03/03/11 | MICHELE L. ANGELL<br>Prepare data re severance and bonuses for UCC,<br>including review of data provided by R.<br>Thompson (2.9); email correspondence with R.<br>Thompson, AKG and JRG re same (.3); conf. w/<br>AKG re same (.4).                                 | 3.60 |

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|----------|--|------|
| 03/04/11 | MICHELE L. ANGELL<br>Email R. Thompson and E. Anderson re data re bonuses and severance.   | .10  |
| 03/06/11 | ANDREW K. GLENN<br>Evaluate determination of insiders for KEIP.  | .20  |
| 03/06/11 | JEFFREY R. GLEIT<br>Review certificates of service and employee wage order re service issues.  | .30  |
| 03/07/11 | ANDREW K. GLENN<br>T/c w/Mercer re KERP (.3); t/c w/M. Chosid (.2); emails w/JRG, MLA re KEIP/KERP motion (.3).  | .80  |
| 03/07/11 | MICHELE L. ANGELL<br>Email correspondence w/ E. Anderson and JRG re employee info for UCC and reply to potential UCC employee wage objection (.2); review emails from AKG and JRG re KEIP motion (.2); email correspondence w/ MB re KEIP motions in big cases (.1).   | .50  |
| 03/08/11 | JEFFREY R. GLEIT<br>T/c with MLA, R. Thompson and E. Anderson re employee wage motion issues.  | .50  |
| 03/08/11 | MICHELE L. ANGELL<br>Review email from E. Anderson re employees with severance exceeding the priority cap (.2); t/c w/JRG, R. Thompson and E. Anderson re benefits and wages exceeding priority cap (.5); review KEIP and KERP motions in other big SDNY bankruptcies for background and research for purposes of drafting KEIP and KERP motion (1.5); draft KEIP and KERP motion and notice of hearing re same (3.6). | 5.80 |
| 03/08/11 | MICHAEL BIRNBAUM<br>Research dockets re key employee incentive program motions and objections and replies.   | 3.70 |
| 03/09/11 | MICHELE L. ANGELL<br>Review KEIP and KERP motions and orders in other big SDNY bankruptcies for background and research for purposes of drafting KEIP and KERP motion (1.2); draft KEIP and KERP motion (5.6).   | 6.80 |

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|----------|---|------|
| 03/09/11 | MICHAEL BIRNBAUM<br>Research dockets re key employee incentive<br>program motions and objections and replies.   | 2.10 |
| 03/10/11 | MICHELE L. ANGELL<br>Review KEIP and KERP motions in big SDNY<br>bankruptcies for purposes of background and<br>research for drafting KEIP and KERP motion<br>(.9); research 503(c) and 363(b) as applied to<br>employee incentive programs for KEIP and KERP<br>motion (1.1); draft KEIP and KERP motion (2.7);<br>draft updated motion summary and prepare<br>materials for final hearing on employee wage<br>motion (.7).  | 5.40 |
| 03/11/11 | ANDREW K. GLENN<br>Emails w/ MLA re KEIP/KERP motion status (.4);<br>review comparable programs for other debtors<br>(.5); meet w/ JRG, MLA re same (.3); emails<br>w/H. Etlin re same (.2).  | 1.40 |
| 03/11/11 | JEFFREY R. GLEIT<br>Review KEIP plan documents and recent<br>objections from other cases (.9); conf. w/MLA<br>and AKG re KEIP/KERP motion (.3).   | 1.20 |
| 03/11/11 | KELLY S. JOHNSON<br>Correspond with MLA re employment contract<br>assumption motion.  | .40  |
| 03/11/11 | MICHELE L. ANGELL<br>Research sections 503(c) and 363 for KEIP/KERP<br>motion (.3); conf. w/ JRG and AKG re<br>KEIP/KERP/assumption of employee agreement<br>motion (.3); prepare for final hearing on<br>employee wage motion, including preparation and<br>review of data and files for court and drafting<br>and revision of motion summary for hearing<br>(3.1); email J. Dempsey re KEIP/KERP (.1);<br>email R. Thompson and E. Anderson re KEIP/KERP<br>questions and information needed for motion<br>(.3); email correspondence w/ KSJ re assumption<br>of employee agreements (.2); draft<br>KEIP/KERP/assumption of employee agreement<br>motion (3.4). | 7.70 |
| 03/14/11 | KELLY S. JOHNSON<br>Correspond with MLA re employment contract<br>assumption motion. (.5); t/c w/ MLA to discuss<br>strategy of incorporation of motion with KERP   | 2.20 |

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motion (.2); research certain motions to assume employment agreements post- In re Dana II in Second Circuit. (1.5).

|          |  |      |
|----------|--|------|
| 03/14/11 | MICHELE L. ANGELL<br>Draft chart for final employee wage hearing summarizing director obligations, prepetition amounts owed each director, and amount that is over priority cap (.7); t/c w/ E. Anderson re KEIP, KERP, and employee agreements (.2); t/c KSJ re assumption of employee agreements (.2); t/c w/ J. Dempsey re KEIP, KERP, employee agreements and Mercer presentation (.3); review motions filed to assume employee agreements for research for motion to assume employee agreements (.5); prepare for final hearing on employee wage motion, including review and preparation of data and backup information and drafting and revising motion summary for hearing (3.1); draft KEIP/KERP/assumption of employee agreement motion (4.5); emails w/ KSJ re same (.2). | 9.70 |
| 03/15/11 | ANDREW K. GLENN<br>Review revised Mercer report.   | .30  |
| 03/15/11 | MICHELE L. ANGELL<br>Review sample motions to assume employee agreements for research for motion to assume 4 employee agreements (.3); conf. post-hearing with B. Buechler re employee wage final order (.2); t/c w/ R. Thompson re hearing and severance agreements (.1); revise employee wage final order (.9); email w/ B. Buechler re employee wage final order (.1); t/c B. Buechler re employee wage final order (.1); email AKG re employee wage final order (.1).  | 1.80 |
| 03/16/11 | ANDREW K. GLENN<br>Emails w/ MLA re structure of KEIP program and related precedent (.2); review and revise KEIP/KERP motion and email to R. Thompson re same (1.6); t/cs and emails w/H. Etlin re timing of plan and sale and related structure and process issues (.6); emails w/ R. Thompson re authority to pay bonuses/severance under wage order (.3); conf. w/ MLA re KEIP/KERP motion (.2).  | 2.90 |
| 03/16/11 | JEFFREY R. GLEIT<br>Revise KEIP/KERP motion and order.   | 1.20 |

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|          |  |       |
|----------|--|-------|
| 03/16/11 | MICHELE L. ANGELL<br>Draft KEIP/KERP/assumption of employee agreement motion and supporting Dempsey and Etlin declarations (8.5); email correspondence w/ DMF, AKG, and JRG re KEIP/KERP motion and filing (.2); conf. AKG re KEIP/KERP motion (.2); t/c w/ J. Dempsey re KEIP/KERP motion (.1); review emails from DMF, AKG and H. Etlin re KEIP/KERP (.1); research section 503(c) for KEIP/KERP motion (.8); email correspondence w/ AKG and JRG re paying bonuses and severance over cap (.2); finalize final employee wage order for filing (.5). | 10.60 |
| 03/16/11 | MICHAEL BIRNBAUM<br>Prepare binder re key employee incentive plan.   | .80   |
| 03/17/11 | ANDREW K. GLENN<br>T/c w/B. Buechler re employee incentive issues (.3); emails w/H. Etlin re same (.2); emails w/H. Etlin re process/timing for filing KEIP/KERP motion (.3); internal emails w/ JB re available dates (.2); t/c w/R. Thompson re severance issues (.3).   | 1.30  |
| 03/17/11 | JULIA BALDUZZI<br>T/c w/ Court re scheduling KEIP/KERP hearing.  | .70   |
| 03/17/11 | ALANA S. KLEIN<br>Review KEIP/KERP assignment from MLA (.3); t/c w/MLA re same (.1); review draft KEIP/KERP motion (1.0); preliminarily research court-approved KEIPs tied to reorganization milestones (4.7).   | 6.10  |
| 03/17/11 | MICHELE L. ANGELL<br>Research 503(c) for KEIP/KERP motion, including case law and unpublished orders approving KEIPs and KERPs (1.3); email w/ ASK re research to be conducted and tasks to be performed for KEIP/KERP motion and hearing (.4); t/c w/ ASK re same (.1); t/c w/ J. Dempsey re KEIP/KERP motion and hearing (.1); draft KEIP/KERP motion and supporting Etlin declaration (4.2).  | 6.10  |
| 03/17/11 | MICHAEL BIRNBAUM<br>Research docket re key employee incentive plan motions and related pleadings and prepare binders.  | 3.60  |

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|----------|--|------|
| 03/18/11 | ALANA S. KLEIN   | 5.70 |
|          | Continue legal research for KEIP/KERP Motion re approved KEIPs tied to reorganization goals (3.8); conduct legal research re assumption of employment agreements for KEIP/KERP motion/motion to assume employee agreements (1.7); t/c w/MLA re research (.2).  |      |
| 03/18/11 | MICHELE L. ANGELL  | 8.20 |
|          | Research case law applying sections 363 and 503(c) and law re assuming executory contracts for KEIP/KERP motion/motion to assume employment agreements (3.4); review orders entered approving KEIPs and KERPs in other chapter 11 cases and draft cites for KEIP/KERP motion re same (1.5); t/c ASK re KEIP/KERP motion research (.2); email SKL re docket research re orders cited in KEIP/KERP motion (.2); draft KEIP/KERP motion/motion to assume employment agreements (2.9). |      |
| 03/20/11 | ALANA S. KLEIN   | 1.00 |
|          | Continue legal research re approved KEIPs with reorganization goals.   |      |
| 03/20/11 | MICHELE L. ANGELL  | .10  |
|          | Review emails from SKL and email correspondence with ASK re research for KEIP/KERP motion.   |      |
| 03/21/11 | ANDREW K. GLENN  | 1.70 |
|          | Review and revise KERP/KEIP motion (1.3); emails w/DMF re same (.2); conf. w/ MLA re KEIP/KERP motion (.2).  |      |
| 03/21/11 | JEFFREY R. GLEIT   | .20  |
|          | Review letters being sent to employees entitled to prepetition severance (.1); emails with R. Thompson re same (.1).   |      |
| 03/21/11 | JULIA BALDUZZI   | .60  |
|          | T/c w/ Chambers re KEIP/KERP motion (.2); draft email to MLA and KBT&F team re same (.4).  |      |
| 03/21/11 | ALANA S. KLEIN   | 5.70 |
|          | Conduct legal research re assumption of employment contracts for KEIP/KERP motion/motion to assume employee agreements (4.5); begin legal research re incentive programs and satisfaction of business judgment rule re same (1.0); email correspondence with MLA re same (.2).   |      |

|          |  |      |
|----------|--|------|
| 03/21/11 | MICHELE L. ANGELL<br>Conf. w/ AKG re KEIP/KERP motion (.2); draft and revise KEIP/KERP motion, including incorporation of SKL's docket and transcript research re resolution of objections of orders cited and ASK's research re sections 363 and 503 (2.8); review KEIP papers from A&P to determine what happened with the KEIP in that case for possible citation in KEIP/KERP motion (1.2); research business judgment standard for KEIP/KERP motion (.5). | 4.70 |
| 03/21/11 | SIMONE K. LELCHUK<br>Research resolution of objections to KEIP/KERP motions granted by unreported orders cited in KEIP/KERP Motion.  | 6.30 |
| 03/21/11 | MICHAEL BIRNBAUM<br>Research docket re key employee incentive plan motions and related pleadings.  | 1.20 |
| 03/22/11 | ANDREW K. GLENN<br>Review and revise KEIP/KERP motion (3.2); emails w/ R. Thompson and clients re same (.2); conf. w/ MLA re same (.2); email w/M. Chosid re same (.1); review primary case law cited in KEIP/KERP brief (1.0).  | 4.70 |
| 03/22/11 | JEFFREY R. GLEIT<br>T/c with P. Schwartzberg re KEIP/KERP issues and Mercer retention.   | .40  |
| 03/22/11 | ALANA S. KLEIN<br>Conduct additional legal research re incentive programs satisfying business judgment rule and forward findings to MLA (3.8); review revised draft KERP/KEIP Motion (.5); shepardize Interco case per MLA for same (.4); email MLA re same (.1).  | 4.80 |
| 03/22/11 | MICHELE L. ANGELL<br>Draft and revise KEIP/KERP motion/motion to assume employment agreements, including incorporation of ASK's research re sections 363 and 503, new Mercer deck, facts from company, revisions re US Trustee comment, and AKG revisions (7); research business judgment standard for KEIP/KERP motion (.5); research reorganization being proper goal of chapter 11 for KEIP/KERP motion (.5); confs. w/ AKG re KEIP/KERP motion (.2).       | 8.20 |

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|----------|--|------|
| 03/22/11 | MICHAEL BIRNBAUM<br>Review and revise KEIP and KERP motion.  | .20  |
| 03/23/11 | DAVID M. FRIEDMAN<br>Review Mercer data for KEIP/KERP motion (.8);<br>review and comment on motion for KERP/KEIP<br>(3.4).   | 4.20 |
| 03/23/11 | ANDREW K. GLENN<br>Review and revise KERP motion (1.0); t/cs w/B.<br>Buechler re same (.8); t/cs and emails w/H.<br>Etlin re same (.5); t/c w/S. Henry re same<br>(.3).  | 2.60 |
| 03/23/11 | ALANA S. KLEIN<br>Review draft KEIP/KERP Motion with DMF comments<br>(.3); various emails with MLA re same (.2);<br>conduct legal research re assumption of<br>employment contracts and the business judgment<br>rule for KEIP/KERP motion/motion to assume<br>employee agreements (3.0).  | 3.50 |
| 03/23/11 | MICHELE L. ANGELL<br>Draft KEIP/KERP motion/motion to assume<br>employment agreements, including revisions of<br>descriptions of unpublished orders, executory<br>contracts section, and incorporation of DMF<br>comments (3.4); research assumption of<br>employment agreements for KEIP/KERP motion<br>(1.2); emails w/ASK re same (.4); draft Dempsey<br>declaration in support of KEIP/KERP motion<br>(1.3); draft Etlin declaration in support of<br>KEIP/KERP motion (1.5); email J. Dempsey and H.<br>Etlin re declarations (.1). | 7.90 |
| 03/23/11 | SIMONE K. LELCHUK<br>Research resolution of objections to KEIP/KERP<br>motions granted by unreported orders cited in<br>KEIP/KERP Motion.  | .50  |
| 03/23/11 | MATTHEW COWHERD<br>Cite check and bluebook Debtors' Motion<br>Pursuant To Sections 363(b), 365(a) and 503(c)<br>of the Bankruptcy Code And Fed R. Bankr. P.<br>6006 and 9014 for an Order Authorizing (I) the<br>Implementation of (a) Key Employee Incentive<br>Plan and (b) Key Employee Retention Plan, and<br>(II) the Assumption of Certain Employment<br>Agreements.   | 5.70 |



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|----------|--|------|
| 03/24/11 | ANDREW K. GLENN<br>Review and revise KEIP/KERP motion (1.8);<br>calls/emails w/R. Thompson re revisions to plan<br>to accommodate UCC issues (.4); emails w/J.<br>Dempsey re same (.3); emails w/H. Etlin, R.<br>Thompson re BOD review of changes (.5); draft<br>revision to KEIP payment trigger (.5).   | 3.50 |
| 03/24/11 | JEFFREY R. GLEIT<br>Review and comment on KEIP/KERP motion for<br>filing.  | .90  |
| 03/24/11 | ALANA S. KLEIN<br>Review Aust case per MLA for KEIP/KERP motion<br>(.4); email correspondence to MLA re same (.1);<br>review Dana I case per MLA for KEIP/KERP motion<br>(.3); email MLA re same (.1); review employment<br>agreements and corresponding language in<br>KEIP/KERP Motion (1.4); email MLA re revision<br>to Motion (.2); review draft Motion (.4). | 2.90 |
| 03/24/11 | MICHELE L. ANGELL<br>Draft, revise, finalize and prepare for filing<br>KEIP/KERP motion/motion to assume employment<br>agreements, supporting declarations, order and<br>other exhibits (8.3); t/c w/ D. Harris in<br>Chambers re Bankruptcy Rule 6006(e) (.1); t/c<br>w/ R. Thompson, H. Etlin, and J. Dempsey re<br>KEIP (1.4).                                  | 9.80 |
| 03/24/11 | MICHAEL BIRNBAUM<br>Research docket and prepare KEIP/KERP binders.   | 2.50 |
| 03/25/11 | ANDREW K. GLENN<br>Emails w/ committee counsel re committee issues<br>on KEIP/KERP and related diligence (.5); emails<br>w/ Kekst re KEIP/KERP PR issues (.3); emails<br>w/R. Thompson re KEIP/KERP status, committee<br>diligence (.4); emails w/DIP lenders' counsel<br>re bonus payments (.2).  | 1.40 |
| 03/25/11 | MICHELE L. ANGELL<br>Review BearingPoint transcripts to try to<br>determine resolution of KEIP/KERP motion<br>objections in that case (.5); review binders<br>for Court prepared by MB re unreported orders,<br>motions and transcript excerpt cited in<br>KEIP/KERP motion (.8); review binder re same<br>prepared by MB for UCC (.2).                            | 1.50 |

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|          |  |      |
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| 03/25/11 | MICHAEL BIRNBAUM<br>Prepare KEIP/KERP binder re unreported orders,<br>motions and transcript excerpt cited in<br>KEIP/KERP motion for UCC.                   | .90  |
| 03/28/11 | ANDREW K. GLENN<br>Emails w/JRG re KERP/KEIP status (.2); emails<br>w/DSR re same (.3).  | .50  |
| 03/28/11 | ALANA S. KLEIN<br>Draft chart per MLA re KEIP/KERP cases.  | 3.80 |
| 03/29/11 | ANDREW K. GLENN<br>Emails re UCC's request for LTIP docs.  | .20  |
| 03/29/11 | JULIA BALDUZZI<br>T/c w/ ch. 13 trustee re issue with returned<br>checks.  | .20  |
| 03/29/11 | ALANA S. KLEIN<br>Review and revise KEIP/KERP chart.   | 2.70 |
| 03/30/11 | ALANA S. KLEIN<br>Review and revise KEIP/KERP chart.   | 3.20 |
| 03/30/11 | MICHELE L. ANGELL<br>Review email correspondence from J. Dempsey and<br>R. Thompson re KEIP.   | .10  |
| 03/31/11 | DAVID M. FRIEDMAN<br>T/c w/ Committee counsel re employee plans<br>(.4); conduct related t/cs with R. Thompson and<br>clients (1.3).                         | 1.70 |
| 03/31/11 | ANDREW K. GLENN<br>Emails w/DMF re KEIP/KERP status (.2); emails<br>w/MLA re same (.2).  | .40  |
| 03/31/11 | JULIA BALDUZZI<br>T/c (vm) w/ chapter 13 trustee re employee<br>issues (.1); emails w/ R. Thompson and company<br>and P. Tarry re ch 13 trustee issues (.5). | .60  |
| 03/31/11 | ALANA S. KLEIN<br>Revise KEIP/KERP chart.  | 1.00 |

TOTAL HOURS

217.50

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|                   | HOURS  | RATE   | AMOUNT    |
|-------------------|--------|--------|-----------|
| PARTNER           |        |        |           |
| DAVID M. FRIEDMAN | 5.90   | 950.00 | 5,605.00  |
| JEFFREY R. GLEIT  | 7.30   | 640.00 | 4,672.00  |
| ANDREW K. GLENN   | 25.60  | 825.00 | 21,120.00 |
| ADAM L. SHIFF     | 1.50   | 825.00 | 1,237.50  |
| ASSOCIATE         |        |        |           |
| MICHELE L. ANGELL | 104.60 | 360.00 | 37,656.00 |
| JULIA BALDUZZI    | 2.10   | 325.00 | 682.50    |
| MATTHEW COWHERD   | 5.70   | 265.00 | 1,510.50  |
| KELLY S. JOHNSON  | 2.60   | 315.00 | 819.00    |
| ALANA S. KLEIN    | 40.40  | 350.00 | 14,140.00 |
| SIMONE K. LELCHUK | 6.80   | 300.00 | 2,040.00  |
| PARALEGAL         |        |        |           |
| MICHAEL BIRNBAUM  | 15.00  | 165.00 | 2,475.00  |

TOTAL FEES \$91,957.50

TOTAL COSTS \$.00

TOTAL FEES AND COSTS \$91,957.50

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

MARCH 31, 2011

09539009  
Borders Group Inc., et al.  
Tax Issues

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/16/11 | MICHELE L. ANGELL<br>Prepare for first day hearing re NOL and tax motions.  | .50   |
| 02/17/11 | ROSS G. SHANK<br>Review and draft correspondence w/CPS energy and State of CA re tax information.   | .60   |
| 02/17/11 | MICHELE L. ANGELL<br>Review entered NOL interim order (.3); review and revise NOL interim procedures notice (.3); review the published form of such notices in other large chapter 11 cases for purposes of formatting same (.5); emails w/ C. Johnson and Garden City Group re same (.4).  | 1.50  |
| 02/17/11 | MICHELE L. ANGELL<br>Email SKL re NOL orders.   | .10   |
| 02/18/11 | JEFFREY R. GLEIT<br>Emails with MLA, JB and A. Levin re NOL issues.   | .40   |
| 02/18/11 | JULIA BALDUZZI<br>Confer w/ MLA re NOL publication requirements (.3); emails w/ A. Levin, MLA and JRG re same (.2).   | .50   |
| 02/18/11 | MICHELE L. ANGELL<br>Email correspondence w/A. Levin, C. Johnson, and JRG re pricing of publication of NOL interim procedures notice (.5); t/c w/ C. Johnson re same (.1); t/c w/ M. Chosid re publication (.1); emails w/ A. Schechter, M. Schmitt, and A. Levin re publication (.1); email correspondence w/A. Levin, AKG, JRG, and | 4.60  |

Borders Group Inc., et al.  
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JB re Bloomberg News and publication on PR  
Newswire (.4); review and revise interim notice  
procedure proofs for New York Times and Wall  
Street Journal (2.6); emails w/ A. Levin re  
same (.5); conf. w/JB re NOL publication (.3).

|          |  |      |
|----------|--|------|
| 02/21/11 | JULIA BALDUZZI   | .90  |
|          | Emails and t/cs w/A. Levin (.7); and emails<br>w/MLA (.2) re publication requirements and<br>press release for NOL notice.   |      |
| 02/21/11 | MICHELE L. ANGELL  | .10  |
|          | Review emails from A. Levin and JB re NOL<br>interim procedures notice publications, PR<br>Newswire and Bloomberg News.  |      |
| 02/22/11 | MICHELE L. ANGELL  | .40  |
|          | Review emails from JB, A. Levin, and S.<br>Goodsell re NOL interim procedures notice<br>publication (.3); email JRG re payment of real<br>estate taxes as set forth in prepetition tax<br>motion (.1). |      |
| 02/23/11 | ROSS G. SHANK  | .20  |
|          | Draft and review correspondence w/A. Perry (OH<br>tax) re tax information.   |      |
| 02/23/11 | JULIA BALDUZZI   | 1.10 |
|          | Email correspondence and t/cs re publication<br>requirements for NOL interim procedures and<br>submission to Bloomberg w/ A. Levin and Kekst.  |      |
| 02/23/11 | MICHELE L. ANGELL  | .20  |
|          | Review email from A. Levin re NOL interim<br>procedures notice publication (.1); review<br>email from C. Johnson re service of NOL interim<br>procedures notice (.1).                                  |      |
| 02/24/11 | JULIA BALDUZZI   | .90  |
|          | Revise and finalize NOL interim procedures<br>Bloomberg submission and affidavit re same<br>(.6); emails w/ A. Levin re same (.2); conf.<br>w/MLA re same (.1).  |      |
| 02/24/11 | MICHELE L. ANGELL  | .60  |
|          | Email w/ JB re NOL interim procedures notice<br>affidavit of publication (.1); conf. w/ JB re<br>same (.1); review emails from A. Levin re same<br>and affidavits re publication (.4).                 |      |

Borders Group Inc., et al.  
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|          |  |      |
|----------|--|------|
| 02/25/11 | ROSS G. SHANK<br>T/c w/R.Vein (IL Tax) re tax information (.1);<br>draft correspondence re same (.2).  | .30  |
| 02/25/11 | MICHELE L. ANGELL<br>Review various publishing affidavits and draft<br>affidavit of publication re interim procedures<br>notice re NOL motion.   | .90  |
| 02/28/11 | JEFFREY R. GLEIT<br>T/c with state of Connecticut taxing authority<br>re personal property tax issue (.3); t/c with<br>A. Dietrich re Pershing/NOL issue (.3).   | .60  |
| 02/28/11 | MICHELE L. ANGELL<br>T/c w/ A. Dietderich re NOL motion and<br>protection of Tax Attributes (.1); review NOL<br>motion and interim order re effective date<br>(.2); draft emails to JRG and A. Dietderich re<br>NOL motion being effective nunc pro tunc to<br>Commencement Date (.3); review and finalize<br>draft affidavit of publication of notice of<br>interim procedures re NOL motion and email C.<br>Johnson and Garden City Group re filing on<br>docket (.5). | 1.10 |
| 03/01/11 | JEFFREY R. GLEIT<br>T/c with Connecticut tax collector re<br>"jeopardy" taxes (.2); review statute re same<br>(.2); revise letter to landlords re tax issues<br>(.3); t/c with P. Tarry re tax issues (.2).  | .90  |
| 03/01/11 | MICHELE L. ANGELL<br>Review emails from M. Petersen and JRG re taxes<br>on leased properties.  | .10  |
| 03/01/11 | SIMONE K. LELCHUK<br>Research Jeopardy State Tax issue.  | 1.20 |
| 03/02/11 | ANDREW K. GLENN<br>Participate on conference call with JRG, Alix<br>Partners and M. Petersen and company re real<br>estate taxes.  | .50  |
| 03/02/11 | JEFFREY R. GLEIT<br>Participate on conference call with AKG, Alix<br>Partners and M. Petersen and company re real<br>estate taxes.   | .50  |

Borders Group Inc., et al.  
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|          |   |      |
|----------|---|------|
| 03/02/11 | ROSS G. SHANK<br>Research jeopardy taxes (1.6); draft<br>correspondence w/ JRG re same (.2).  | 1.80 |
| 03/03/11 | ALAN LUNGEN<br>Review tax notices and email re same.  | .20  |
| 03/03/11 | ROSS G. SHANK<br>Research tax penalties claims and related<br>subordination issues.   | 2.20 |
| 03/07/11 | JEFFREY R. GLEIT<br>Review and comment on proposed NOL order.   | .30  |
| 03/07/11 | MICHELE L. ANGELL<br>T/c J. Wilamowski and G. Khanna re Substantial<br>Equity Ownership Notice (.2); email J.<br>Wilamowski re Substantial Equity Ownership<br>Notice, NOL motion, interim NOL order, and<br>working group list (.4); email G. Khanna re<br>Exhibit E to NOL motion (.3); draft and revise<br>final NOL order (2.6).  | 3.50 |
| 03/08/11 | JEFFREY R. GLEIT<br>T/c with S. Brandman re open audit issues and<br>impact of case.  | .20  |
| 03/08/11 | MICHELE L. ANGELL<br>Email B. Buechler re Pershing's Substantial<br>Equity Ownership Notice (.1); email<br>correspondence w/ G. Khanna re Substantial<br>Equity Ownership Notice (.3); email<br>correspondence w/ E. Devane and Garden City<br>Group re Substantial Equity Ownership Notice<br>(.1); t/c w/ G. Kiesling re UBS possible<br>Substantial Equity Ownership Notice (.2); email<br>G. Kiesling re same (.2). | .90  |
| 03/09/11 | MICHELE L. ANGELL<br>Email correspondence w/ K. Sakai re NOL order<br>(.4); email JRG re same (.1); review orders<br>cited in NOL motion for proposition that<br>transfers made in violation of procedures are<br>void ab initio, re K. Sakai's questions (.3).   | .80  |
| 03/11/11 | MICHELE L. ANGELL<br>Prepare for final hearing on tax and NOL<br>motions, including preparation and review of<br>backup data for court, drafting and revision of<br>motion summaries for hearing, and review of new<br>NOL data provided by E. Jackson.   | 1.80 |

Borders Group Inc., et al.  
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|          |   |      |
|----------|---|------|
| 03/13/11 | MICHELE L. ANGELL<br>Review email from B. Buechler and email JRG re<br>unredacted Notice of Substantial Equity<br>Ownership.  | .10  |
| 03/14/11 | MICHELE L. ANGELL<br>Draft and revise NOL motion summary for final<br>hearing (.4); t/c w/ G. Khanna and email JRG<br>and B. Buechler re unredacted Notice of<br>Substantial Equity Ownership to UCC (.1).  | .50  |
| 03/15/11 | MICHELE L. ANGELL<br>Review and revise final NOL order.   | .30  |
| 03/16/11 | ROSS G. SHANK<br>Review correspondence w/ SKL re tax ID info.   | .30  |
| 03/17/11 | ROSS G. SHANK<br>Draft fax to MI tax authority re tax IDs.  | .40  |
| 03/17/11 | MICHELE L. ANGELL<br>Review and revise NOL Final Procedures Notice<br>for service (.9) email correspondence w/ C.<br>Johnson re same (.1); t/cs w/ C. Johnson re<br>same (.2); email correspondence w/ A. Levin re<br>publication of NOL Final Procedures Notice<br>(.1). | 1.30 |
| 03/18/11 | MICHELE L. ANGELL<br>Email correspondence w/ A. Levin and C. Johnson<br>re NOL Final Notice of Procedures publication.  | .20  |
| 03/19/11 | MICHELE L. ANGELL<br>Review emails from C. Johnson and K. Petriano<br>re NOL Final Order service and Final Notice of<br>Procedures publication.   | .10  |
| 03/21/11 | MICHELE L. ANGELL<br>Review Final NOL Procedures Notice for<br>publication in New York Times and Wall Street<br>Journal (1.2); t/c w/ M. Chosid and email M.<br>Chosid, G. McMaster and B. Shugart re same<br>(.1); emails w/ A. Levin re same (.2).                      | 1.50 |
| 03/22/11 | ROSS G. SHANK<br>Draft correspondence w/ JRG and M. Chosid re<br>invoice re service of final order re stock<br>transfer.  | .30  |



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|          |  |     |
|----------|--|-----|
| 03/22/11 | MICHELE L. ANGELL<br>Email A. Dietderich, G. Kiesling, J. Wilamowski<br>and G. Khanna re Notice of Substantial Equity<br>Ownership re Final Order.   | .30 |
| 03/23/11 | MICHELE L. ANGELL<br>Review NOL Final Notice Procedures for<br>submission to Bloomberg (.4); email A. Levin<br>and S. Goodsell re same (.1).   | .50 |
| 03/25/11 | MICHELE L. ANGELL<br>Review affidavits of publication from NY Times<br>and Wall Street Journal, and Bloomberg News<br>affidavit from A. Levin (.1); emails w/ R.<br>Johnson re Notice of Substantial Equity<br>Ownership (.3); coordinate filing of same with<br>E. Devane and Garden City Group (.4). | .80 |
| 03/28/11 | MICHELE L. ANGELL<br>Review Pershing Notice of Substantial Stock<br>Ownership and email B. Buechler re same.   | .10 |
| 03/29/11 | MICHAEL D. ROSENBLOOM<br>Review real property transfer tax forms.  | .80 |
| 03/30/11 | MICHELE L. ANGELL<br>Review notices filed per NOL Final Order and<br>email B. Buechler re same.  | .10 |
| 03/31/11 | MICHELE L. ANGELL<br>Review notices filed per NOL Final Order and<br>email B. Buechler re same.  | .10 |

TOTAL HOURS

38.10

Borders Group Inc., et al.  
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|                       | HOURS | RATE   | AMOUNT   |
|-----------------------|-------|--------|----------|
| PARTNER               |       |        |          |
| JEFFREY R. GLEIT      | 2.90  | 640.00 | 1,856.00 |
| ANDREW K. GLENN       | .50   | 825.00 | 412.50   |
| MICHAEL D. ROSENBLOOM | .80   | 675.00 | 540.00   |
| <br>SPECIAL COUNSEL   |       |        |          |
| ALAN LUNGEN           | .20   | 625.00 | 125.00   |
| <br>ASSOCIATE         |       |        |          |
| MICHELE L. ANGELL     | 23.00 | 360.00 | 8,280.00 |
| JULIA BALDUZZI        | 3.40  | 325.00 | 1,105.00 |
| SIMONE K. LELCHUK     | 1.20  | 300.00 | 360.00   |
| ROSS G. SHANK         | 6.10  | 550.00 | 3,355.00 |

TOTAL FEES \$16,033.50

TOTAL COSTS \$.00

TOTAL FEES AND COSTS \$16,033.50

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

MARCH 31, 2011

09539010  
Borders Group Inc., et al.  
Schedules/Statements & Monthly Reports

| DATE     | ATTORNEY OR ASSISTANT  | HOURS |
|----------|--|-------|
| 02/17/11 | ALAN LUNGEN<br>T/c w/ Alix re schedules, monthly operating reports, 503(b)(9) and utilities issues.                              | .40   |
| 03/04/11 | ALAN LUNGEN<br>T/c w/ P. Tarry at Alix re schedules.   | .10   |
| 03/09/11 | ROSS G. SHANK<br>Research SoFA standards for Alix (1.6); review correspondence from Alix re same (.2).                           | 1.80  |
| 03/16/11 | ANDREW K. GLENN<br>Emails w/DMF, P. Tarry re SOFAs.  | .20   |
| 03/18/11 | JEFFREY R. GLEIT<br>T/cs with P. Tarry re schedules/sofas and operating reports.   | .30   |
| 03/21/11 | JULIA BALDUZZI<br>Email correspondence w/ P. Tarry and C. Cring re 2015 reporting.   | .20   |
| 03/21/11 | MICHAEL BIRNBAUM<br>Prepare binders re schedules and statements of financial affairs.  | 1.90  |
| 03/22/11 | JEFFREY R. GLEIT<br>Review Schedules and SOFAS at HQ and conduct meetings with w/ P. Tarry and Alixpartners and company re same. | 3.80  |
| 03/29/11 | JEFFREY R. GLEIT<br>T/c with P. Tarry re SOFAs/Schedules and BOD meeting.  | .30   |

Borders Group Inc., et al.  
FILE NUMBER: 09539010  
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|             |   |       |
|-------------|---|-------|
| 03/30/11    | MICHAEL E. FRIEDMAN<br>Review SOFAs (.3); advise JB and KBT&F team on<br>court procedures (.3); coordinate ECF filing of<br>Schedules and Statements of Financial Affairs<br>for Borders entities (.9). | 1.50  |
| 03/30/11    | ROSS G. SHANK<br>Research monthly operating report samples (.2);<br>review correspondence w/ P. Tarry (Alix) re<br>same (.1).   | .30   |
| 03/30/11    | ROSS G. SHANK<br>Review correspondence re schedules.  | 1.90  |
| 03/30/11    | JULIA BALDUZZI<br>Review and finalize schedules, SOFAs and 2015<br>statement for filing.  | 1.50  |
| 03/30/11    | SIMONE K. LELCHUK<br>Review SOFAs and Schedules to ensure accuracy<br>(.9); coordinate filing of SOFAs and Schedules<br>(.3).   | 1.20  |
| 03/30/11    | PAUL J. PEREZ<br>Review and electronically file Schedules and<br>Statements of Financial Affairs.   | 1.20  |
| TOTAL HOURS |   | 16.60 |

Borders Group Inc., et al.  
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|                              | HOURS | RATE   | AMOUNT     |
|------------------------------|-------|--------|------------|
| PARTNER                      |       |        |            |
| JEFFREY R. GLEIT             | 4.40  | 640.00 | 2,816.00   |
| ANDREW K. GLENN              | .20   | 825.00 | 165.00     |
| <br>SPECIAL COUNSEL          |       |        |            |
| MICHAEL E. FRIEDMAN          | 1.50  | 400.00 | 600.00     |
| ALAN LUNGEN                  | .50   | 625.00 | 312.50     |
| <br>ASSOCIATE                |       |        |            |
| JULIA BALDUZZI               | 1.70  | 325.00 | 552.50     |
| SIMONE K. LELCHUK            | 1.20  | 300.00 | 360.00     |
| ROSS G. SHANK                | 4.00  | 550.00 | 2,200.00   |
| <br>PARALEGAL                |       |        |            |
| MICHAEL BIRNBAUM             | 1.90  | 165.00 | 313.50     |
| <br>MANAGING CLERK           |       |        |            |
| PAUL J. PEREZ                | 1.20  | 175.00 | 210.00     |
| <br><br>TOTAL FEES           |       |        | \$7,529.50 |
| <br><br>TOTAL COSTS          |       |        | \$ .00     |
| <br><br>TOTAL FEES AND COSTS |       |        | \$7,529.50 |

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

MARCH 31, 2011

09539011  
Borders Group Inc., et al.  
Firm Retention/Disclosure Issues

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/16/11 | ROSS G. SHANK<br>Finalize and file KBTF retention application.  | .40   |
| 02/20/11 | SIMONE K. LELCHUK<br>Research supplemental Friedman declaration.  | 3.60  |
| 02/21/11 | JEFFREY R. GLEIT<br>Research issues for retention application (.8);<br>t/cs and emails w/ JB re same (.1).  | .90   |
| 02/22/11 | JULIA BALDUZZI<br>Draft and revise supplemental Friedman<br>declaration (.9); t/cs and emails w/ JRG re<br>same (.1); t/cs and emails w/accounting re same<br>(.2). | 1.20  |
| 02/22/11 | SIMONE K. LELCHUK<br>Research supplemental Friedman Declaration.  | 5.40  |
| 02/23/11 | ADAM L. SHIFF<br>Email DMF re supplemental declaration.   | .40   |
| 02/23/11 | ROBERT M. NOVICK<br>Research treatment of prepetition transfer<br>issues (3.6); email DMF and KBT&F team re<br>results (.2).  | 3.80  |
| 02/23/11 | JEFFREY R. GLEIT<br>Research Friedman supplemental declaration<br>(.6); revise Friedman declaration (.4).   | 1.00  |
| 02/23/11 | JULIA BALDUZZI<br>Draft and revise supplemental Friedman<br>declaration.  | .90   |

Borders Group Inc., et al.  
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|          |   |      |
|----------|---|------|
| 02/23/11 | SIMONE K. LELCHUK<br>Research supplemental Friedman Declaration.  | 6.30 |
| 02/24/11 | DAVID M. FRIEDMAN<br>Review information for supplemental Friedman<br>declaration and prepare supplemental disclosure<br>(1.7); conf. w/RMN re prepetition transfer<br>(.5). | 2.20 |
| 02/24/11 | ADAM L. SHIFF<br>Review materials re supplemental Friedman<br>declaration.  | .30  |
| 02/24/11 | ROBERT M. NOVICK<br>Conduct follow-up survey of caselaw re<br>prepetition transfer issues (1.0); conf. w/ DMF<br>re same (.5).  | 1.50 |
| 02/24/11 | JEFFREY R. GLEIT<br>Revise Friedman declaration (.4); review<br>research in support of same (.6).   | 1.00 |
| 02/24/11 | JULIA BALDUZZI<br>Draft, revise and finalize supplemental DMF<br>declaration (1.8); email JRG and accounting<br>department re same (.3).                                    | 2.10 |
| 02/24/11 | SIMONE K. LELCHUK<br>Research supplemental Friedman Declaration.  | 2.30 |
| 02/25/11 | JULIA BALDUZZI<br>Draft and revise supplemental DMF declaration.  | 1.90 |
| 03/01/11 | PAUL J. PEREZ<br>Review and electronically file Friedman<br>Supplemental Declaration.   | .40  |
| 03/03/11 | JEFFREY R. GLEIT<br>Review second supplemental Friedman<br>declaration.   | .40  |
| 03/03/11 | JULIA BALDUZZI<br>Draft, revise and finalize KBT&F supplemental<br>retention documents.   | 2.30 |
| 03/04/11 | JEFFREY R. GLEIT<br>Revise and file second supplemental Friedman<br>declaration.  | .30  |

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|          |   |      |
|----------|---|------|
| 03/04/11 | FRANCISCO J. VELEZ<br>Electronically file Second Supplemental<br>Declaration in Support of Debtors' Application<br>to Retain KBT&F.   | .50  |
| 03/07/11 | RICHARD M. LA ROSA<br>Coordinate for electronic filing of Second<br>Supplemental Friedman declaration.  | .50  |
| 03/14/11 | JEFFREY R. GLEIT<br>Review and comment on Friedman third<br>supplemental declaration.   | .30  |
| 03/14/11 | MICHAEL E. FRIEDMAN<br>Review third supplemental Friedman declaration<br>(.2); advise JRG and KBT&F team on court<br>procedures (.2); coordinate for ECF filing of<br>third supplemental Friedman declaration (.6).   | 1.00 |
| 03/14/11 | GEORGE SIKES<br>E-file Third Supplemental Declaration of David<br>M. Friedman in Support of Debtors' Application<br>Pursuant to 11 U.S.C. Section 327(a) and Fed.<br>R. Bankr. P. 2014 for Authorization to Employ<br>and Retain Kasowitz, Benson, Torres & Friedman<br>LLP as Debtors' General Counsel, Nunc Pro Tunc<br>to the Commencement Date. | .40  |

TOTAL HOURS

41.30



Borders Group Inc., et al.  
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|                              | HOURS | RATE   | AMOUNT      |
|------------------------------|-------|--------|-------------|
| PARTNER                      |       |        |             |
| DAVID M. FRIEDMAN            | 2.20  | 950.00 | 2,090.00    |
| JEFFREY R. GLEIT             | 3.90  | 640.00 | 2,496.00    |
| ROBERT M. NOVICK             | 5.30  | 775.00 | 4,107.50    |
| ADAM L. SHIFF                | .70   | 825.00 | 577.50      |
| <br>SPECIAL COUNSEL          |       |        |             |
| MICHAEL E. FRIEDMAN          | 1.00  | 400.00 | 400.00      |
| <br>ASSOCIATE                |       |        |             |
| JULIA BALDUZZI               | 8.40  | 325.00 | 2,730.00    |
| SIMONE K. LELCHUK            | 17.60 | 300.00 | 5,280.00    |
| ROSS G. SHANK                | .40   | 550.00 | 220.00      |
| <br>MANAGING CLERK           |       |        |             |
| RICHARD M. LA ROSA           | .50   | 225.00 | 112.50      |
| PAUL J. PEREZ                | .40   | 175.00 | 70.00       |
| GEORGE SIKES                 | .40   | 175.00 | 70.00       |
| FRANCISCO J. VELEZ           | .50   | 175.00 | 87.50       |
| <br><br>TOTAL FEES           |       |        | \$18,241.00 |
| <br><br>TOTAL COSTS          |       |        | \$ .00      |
| <br><br>TOTAL FEES AND COSTS |       |        | \$18,241.00 |

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
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Federal I.D. # 13-3720397

MARCH 31, 2011

09539012  
Borders Group Inc., et al.  
Non-Firm Retentions

| DATE     | ATTORNEY OR ASSISTANT  | HOURS |
|----------|--|-------|
| 02/16/11 | ROSS G. SHANK<br>Finalize and file ordinary course professionals motion (.5); finalize and file Jefferies retention application (.4); finalize and file Alix Partners retention application (.4); finalize and file Baker retention application (.3); finalize and file DJM retention application (.4); finalize and file Garden City Group administrative agent retention application (.5). | 2.50  |
| 02/16/11 | JULIA BALDUZZI<br>T/c w/ Garden City Group re revised retention orders.  | .30   |
| 02/17/11 | ANDREW K. GLENN<br>T/c w/UST re Alix retention (.4); emails w/ M. Chosid and M. Petersen re retention of OCP in condemnation action (.2).  | .60   |
| 02/17/11 | JEFFREY R. GLEIT<br>T/c with E. Zimmer re DJM retention issues (.3); t/c with P. Schwartzberg and RGS re Baker and Jeffries retention issues (.3); revise DJM retention order (.4).  | 1.00  |
| 02/17/11 | ALAN LUNGEN<br>Review Baker application (.1); email to RGS re same (.1).   | .20   |
| 02/17/11 | ROSS G. SHANK<br>T/c w/ JRG and P. Schwartzberg (UST) re Baker & Jefferies retention orders (.3); revise same (2.0); review numerous dockets and pleadings re  | 5.40  |

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|          |   |      |
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|          | DJM timekeeping samples (2.9); draft and review correspondence w/ E. Zimmer (DJM) re same (.2).   |      |
| 02/17/11 | JULIA BALDUZZI<br>Revise retention orders (.9); emails w/ UST re same (.5).   | 1.40 |
| 02/18/11 | ADAM L. SHIFF<br>Review emails from UST re retentions.  | .30  |
| 02/18/11 | ANDREW K. GLENN<br>Follow-up emails w/ M. Chosid and M. Petersen re retention of OCP in condemnation action.  | .30  |
| 02/18/11 | JEFFREY R. GLEIT<br>Revise DJM retention papers to be sent to UST (.3); revise Baker retention papers to be sent to UST (.4).   | .70  |
| 02/18/11 | ROSS G. SHANK<br>Revise DJM retention order (1.0); draft and review correspondence w/P. Schwartzberg (UST) and JRG re same (.2); revise Baker retention order (.6); draft supplemental Baker declaration (.8); draft and review correspondence w/A. McDermott (Baker) re same (.1). | 2.70 |
| 02/18/11 | JULIA BALDUZZI<br>Emails w/ UST re revised retention papers for Baker and DJM (.2); revise retention papers per UST comments (.4).  | .60  |
| 02/22/11 | JEFFREY R. GLEIT<br>Review revised Baker documents sent to UST.   | .30  |
| 02/22/11 | ROSS G. SHANK<br>Revise DJM and Baker retention applications (.6); draft and review correspondence w/P. Schwartzberg (UST) and JRG re DJM and Baker retentions (.3).  | .90  |
| 02/22/11 | JULIA BALDUZZI<br>T/c w/ P. Tarry re revised retention papers (.2); t/c w/ L. Eisele re same (.3); revise APS retention order and review revised retention papers (.8).   | 1.30 |
| 02/23/11 | JEFFREY R. GLEIT<br>Review revised AP retention documents (.4); t/c with L. Eisele re same (.2).  | .60  |

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| 02/24/11 | SIMONE K. LELCHUK<br>Correspond w/ Baker re Baker & McKenzie<br>original signature pages.  | .30  |
| 02/26/11 | ROSS G. SHANK<br>Revise DJM and Baker retention orders (.1);<br>review and draft correspondence w/JB re same<br>(.1).  | .20  |
| 02/26/11 | JULIA BALDUZZI<br>Finalize AP Services retention papers for<br>filing (1.9); emails w/RGS and KBT&F team re<br>DJM and Jefferies revised retention papers<br>(.2).   | 2.10 |
| 02/28/11 | JEFFREY R. GLEIT<br>Review and comment on notice of revised AP<br>retention documents (.1); conf. w/ JB re same<br>(.1); t/c with P. Schwartzberg re retention<br>documents (.2).  | .40  |
| 02/28/11 | JULIA BALDUZZI<br>Draft notices of supplemental retention<br>documents for AP Services, DJM, Garden City<br>Group (2.3); conf. w/ JRG re revised AP<br>retention documents (.1).   | 2.40 |
| 03/01/11 | ANDREW K. GLENN<br>Review and finalize DJM application and related<br>emails (.5); review Baker & McKenzie app (.2);<br>emails w/ Dickinson Wright re Dickinson Wright<br>retention (.3).  | 1.00 |
| 03/01/11 | JEFFREY R. GLEIT<br>T/c with M. Hammer re Dickinson retention<br>papers (.2); revise same (.4); revise notices<br>of proposed retentions and review orders re<br>same (1.4).   | 2.00 |
| 03/01/11 | MICHAEL E. FRIEDMAN<br>Advise JB and KBT&F team on court rules and<br>procedures (.4); coordinate ECF filing of<br>Notice of Order/ Proposed Order Approving<br>Application for Authorization to Employ and<br>Retain the Garden City Group as Administrative<br>Agent (.6). | 1.00 |
| 03/01/11 | ROSS G. SHANK<br>Draft correspondence w/ JRG and C. Roeder<br>(Baker) re Roeder declaration and Baker<br>retention (.2); review same (1.6); review and   | 4.50 |

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draft correspondence w/ C. Roeder (Baker) and B. Buechler (Lowenstein) re Baker revenue analysis (.4); review and draft correspondence w/ JRG and JB re status of Jefferies retention order (.1); review same (.7); review and draft correspondence w/ JRG, JB and P. Tarry re DJM application procedures (.3); review same (1.1); email P. Tarry re Jefferies engagement letter (.1).

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| 03/01/11 | JULIA BALDUZZI<br>Review, revise, finalize and file notices of proposed orders and revised retention papers for Garden City Group, AP Services, DJM and Baker McKenzie (5.3); revise, finalize and file retention papers for DW (1.2). | 6.50 |
| 03/02/11 | MICHAEL E. FRIEDMAN<br>Review retention documents (.5); advise JB and KBT&F team on court procedures in connection with ECF filing of Supplemental Declaration and Exhibit B re Revised Proposed Order (.3).                           | .80  |
| 03/02/11 | ROSS G. SHANK<br>Email P. Tarry re DJM retention papers.   | .10  |
| 03/02/11 | JULIA BALDUZZI<br>T/c and email w/ M. Hammer re revised proposed order, UST comments and supplemental retention declaration (.4); revise Dickinson Wright retention papers (2.4).  | 2.80 |
| 03/03/11 | JEFFREY R. GLEIT<br>Review and comment on interim procedures orders (.4); t/cs with E. Zimmer re committee comments to retention (.4); t/c with B. Buechler re retention orders (.3).  | 1.10 |
| 03/03/11 | ROSS G. SHANK<br>Draft correspondence w/ SKL re revised retention orders.  | .30  |
| 03/03/11 | JULIA BALDUZZI<br>Revise and finalize Dickinson Wright retention papers (1.1); revise, finalize and file supplemental retention documents for Debtors' professionals and revised proposed orders for same (3.2).                       | 4.30 |

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| 03/04/11 | JEFFREY R. GLEIT<br>Revise Dickinson Wright retention papers (.4);<br>t/c with M. Hammer and P. Schwartzberg re same<br>(.2).  | .60  |
| 03/04/11 | ROSS G. SHANK<br>Review and prepare revised Baker and DJM<br>retention orders for filing.  | 1.20 |
| 03/04/11 | SIMONE K. LELCHUK<br>Revise Dickinson Retention Application (1.1);<br>email US Trustee re Dickinson Retention<br>Application (.3); circulate to US Trustee<br>comparison documents of Dickinson Retention<br>Application (.2).   | 1.60 |
| 03/06/11 | ANDREW K. GLENN<br>Emails w/B. Buechler re issues w/DJM retention.   | .20  |
| 03/07/11 | ANDREW K. GLENN<br>T/c w/E. Zimmer and Committee re DJM retention<br>(.4); t/c w/Alix and Committee re Alix<br>retention (.4).   | .80  |
| 03/07/11 | JEFFREY R. GLEIT<br>Revise DW retention papers and notice (.3); t/c<br>with L. Eisele re Alix/Committee retention<br>issues (.2); t/c with L. Eisele and B. Buechler<br>re same (.2); t/c with E. Zimmer re DJM<br>retention issues and committee (.2); t/c with<br>E. Zimmer and B. Buechler re DJM retention<br>issues (.5); t/c with E. Zimmer re committee<br>objection to DJM retention (.3). | 1.70 |
| 03/07/11 | ROSS G. SHANK<br>Research and draft reply to potential expected<br>Committee objection to DJM retention (3.2);<br>draft correspondence to JRG re same (.2).  | 3.40 |
| 03/07/11 | SIMONE K. LELCHUK<br>Revise and file Dickinson retention papers.   | .70  |
| 03/08/11 | JEFFREY R. GLEIT<br>T/c with E. Zimmer re DJM/Committee retention<br>issues.   | .20  |
| 03/09/11 | ANDREW K. GLENN<br>Emails w/DJM re retention settlement.   | .20  |

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| 03/09/11 | JEFFREY R. GLEIT<br>T/c with E. Zimmer re resolution of committee objection (.2); review revised version of DJM retention order (.2).   | .40  |
| 03/09/11 | ROSS G. SHANK<br>Revise DJM retention order per settlement w/Committee (2.2); draft correspondence w/ E. Zimmer (DJM), JRG and B. Buechter (Lowenstein) re same (.1).   | 2.30 |
| 03/10/11 | JEFFREY R. GLEIT<br>T/c with M. Sellers re potential KPMG retention.  | .20  |
| 03/10/11 | ROSS G. SHANK<br>Revise DJM order re Committee issues (.6); draft correspondence w/ B. Buechler (Lowenstein) re same (.1); circulate revised proposed DJM retention order (.3); analyze DJM fees (.4); draft correspondence w/E. Zimmer (DJM) and P. Tarry (Alix) re same (.2).   | 1.60 |
| 03/11/11 | ROSS G. SHANK<br>Draft summaries re Baker, DJM and Jefferies retention applications for March 15 hearing.   | 1.80 |
| 03/14/11 | JEFFREY R. GLEIT<br>Review revised Jefferies retention order (.2); conference with RGS re same (.2); review and comment on revised notice re same (.2).   | .60  |
| 03/14/11 | ROSS G. SHANK<br>Draft correspondence w/Jefferies' counsel re Committee settlement and revised retention documents (.3); revise same (.4); email M. Chosid re revised Jefferies retention documents (.1); draft correspondence to UST re revised Jefferies retention order (.2); draft notice of revised Jefferies retention order and engagement letter (1.0); conf. w/JRG re revised Jeffries retention order (.2). | 2.20 |
| 03/14/11 | PAUL J. PEREZ<br>Review and electronically file Notice of Revised Proposed Order.   | .40  |
| 03/15/11 | ROSS G. SHANK<br>Draft correspondence w/ JB re Deloitte retention applications (.3); review documents re same (1.7); draft correspondence w/ JB re  | 2.20 |

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Jefferies retention filings (.2).

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| 03/16/11 | ANDREW K. GLENN<br>Emails w/J. Dempsey re Mercer retention (.4);<br>emails w/B. Buechler re Jefferies retention<br>order (.3).   | .70  |
| 03/16/11 | ROSS G. SHANK<br>Draft correspondence w/ AKG and SKL re omission<br>of Jefferies engagement letter from order<br>filing (.6); review prior Deloitte engagement<br>pleadings (.8); draft retention application for<br>Deloitte Tax (3.4).   | 4.80 |
| 03/17/11 | ANDREW K. GLENN<br>Emails w/J. Dempsey re retention issues.  | .20  |
| 03/17/11 | JEFFREY R. GLEIT<br>T/c with S. Henry re E&Y retention issues.   | .20  |
| 03/17/11 | ROSS G. SHANK<br>Research fee application models for<br>professionals receiving monthly fees (2.5);<br>draft correspondence w/ JRG and E. Zimmer re<br>same (.1); draft correspondence w/ JRG re<br>interim compensation procedures (.6); review<br>revised Deloitte retention declarations (.9);<br>review correspondence from R. Young (Deloitte)<br>re same (.3). | 4.40 |
| 03/17/11 | JULIA BALDUZZI<br>Email correspondence w/ Alix Partners, RGS and<br>JRG re professional retentions and compensation<br>procedures for Debtors' professionals.  | 1.00 |
| 03/18/11 | ROSS G. SHANK<br>Draft interim compensation procedures summary<br>for DJM (1.2); correspondence w/ E. Zimmer<br>(DJM) re same (.1); draft Deloitte Tax<br>retention application and revise same (3.7);<br>research comparable compensation applications<br>and draft correspondence w/ E. Zimmer (DJM) re<br>same (1.2).   | 6.20 |
| 03/18/11 | MICHELE L. ANGELL<br>Research cases in which Mercer was formally<br>retained/not formally retained (.6); t/c w/J.<br>Dempsey re same (.1); email MD re assignment re<br>researching same (.1); draft summary for JRG<br>and AKG re cases in which Mercer was/was not<br>formally retained (.4).  | 1.20 |



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|          |  |      |
|----------|--|------|
| 03/18/11 | MICHELLE DRUCKER<br>Research and prepare summary of bankruptcy cases in which Mercer was retained.   | 1.40 |
| 03/21/11 | ANDREW K. GLENN<br>Emails w/B. Buechler re logistical issues with Jefferies retention order.   | .40  |
| 03/21/11 | JEFFREY R. GLEIT<br>T/c with J. Weiss and JB re E&Y retention issues (.2); revise D&T retention papers (.4); t/c with P. Tarry re BDO retention papers (.2).   | .80  |
| 03/21/11 | ROSS G. SHANK<br>Draft correspondence w/ R. Young (Deloitte) re Deloitte retention applications (.4); revise and draft redline re Deloitte Tax application (1.6); draft correspondence w/ R. Young (Deloitte) re revenue representations (.4); email M. Chosid re Deloitte Tax application (.1); draft Deloitte Consulting and Deloitte & Touche retention applications (4.3). | 6.80 |
| 03/21/11 | JULIA BALDUZZI<br>T/cs and emails w/ J. Weiss re E&Y retention (.9); draft E&Y retention papers (2.7); t/c Chambers and SKL re Jeffries engagement (.2).   | 3.80 |
| 03/21/11 | SIMONE K. LELCHUK<br>T/c w/ Chambers re Jefferies Engagement Letter with JB.   | .20  |
| 03/22/11 | ANDREW K. GLENN<br>Emails w/ MLA and J. Dempsey re Mercer retention.   | .20  |
| 03/22/11 | ROSS G. SHANK<br>Research professional retention by notice of presentment (.6); revise Deloitte retention applications (2.2); draft correspondence w/ R. Young (Deloitte) re same (.2); research dockets re presentment of applications (.7); email M. Chosid re Deloitte retention applications (.1).   | 3.80 |
| 03/22/11 | JULIA BALDUZZI<br>Draft E&Y retention application and order.   | 3.40 |
| 03/22/11 | MICHELE L. ANGELL<br>Email AKG, JRG, JB and SKL re Mercer retention (.2); t/c w/ J. Dempsey re Mercer retention (.1); t/c w/ D. Eggert re Mercer retention   | .50  |

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(.1); emails w/ A. Hammer, D. Eggert and J.  
Dempsey re Mercer retention (.1).

|          |   |      |
|----------|---|------|
| 03/23/11 | JEFFREY R. GLEIT  | 1.20 |
|          | Revise Deloitte retention papers (.9); confs.<br>with RGS re same (.3).   |      |
| 03/23/11 | ROSS G. SHANK   | 7.30 |
|          | Draft correspondence w/ J. Cannon-Geary<br>(Deloitte) re filing Deloitte retention<br>applications (.9); conf. w/JRG re Deloitte<br>retention papers (.3); revise Deloitte<br>retention applications (1.1); draft<br>correspondence w/ J. Cannon-Geary (Deloitte) re<br>same (.1); t/c w/UST re Deloitte (.2); revise<br>applications re same (1.2); research retention<br>signature issues (.5); draft correspondence w/<br>JRG re same (.2); draft correspondence w/ M.<br>Chosid re S. Henry signature pages re<br>accountant retention pleadings (.3); t/c w/ P.<br>Tarry re professional compensation issues (.2);<br>analyze same (.5); revise Deloitte applications<br>re UST comments (.1); draft correspondence w/<br>R. Young (Deloitte) re same (.1); draft<br>correspondence w/ P. Tarry re Deloitte<br>Consulting retainer issues (1.6). |      |
| 03/23/11 | JULIA BALDUZZI  | 5.10 |
|          | Review E&Y retention declaration (1.0); review<br>final engagement letters (1.0); review and<br>revise E&Y retention papers per declaration and<br>final engagement letters (2.1); draft proposed<br>order (1.0).   |      |
| 03/24/11 | ANDREW K. GLENN   | 2.20 |
|          | Review and comment on Deloitte retention<br>applications (.9); review and comment on E&Y<br>retention application (.4); review and comment<br>on Mercer retention application (.4); email<br>w/B. Buechler re Deloitte/E&Y status (.2);<br>calls/emails w/P. Tarry re explaining that<br>Deloitte and E&Y retentions are not duplicative<br>(.3).   |      |
| 03/24/11 | JEFFREY R. GLEIT  | 4.30 |
|          | T/cs with P. Tarry re postpetition retainers<br>and fee procedures issues (.6); t/c with RGS<br>and Deloitte and Touche re postpetition<br>retainer issue (.3); review and revise draft<br>Mercer retention documents (.7); t/cs with P.<br>Schwartzberg re E&Y and D&T retentions (.5);<br>t/cs with J. Weiss and JB re E&Y retention  |      |

papers (.5); review and comment on same (.7);  
revise D&T consultant retention papers (.4);  
t/c with E. Jackson re D&T and E&Y retentions  
(.3); revise D&T tax and accounting retention  
papers (.1); t/c with RGS and R. Young re  
modifications to D&T retention papers (.2).

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| 03/24/11 | MICHAEL E. FRIEDMAN  | .70  |
|          | Review Deloitte retention papers (.1); advise<br>JRG and KBT&F team on court procedures (.2);<br>coordinate ECF filing of papers in connection<br>with application to employ Deloitte (.4).  |      |
| 03/24/11 | ROSS G. SHANK  | 9.60 |
|          | Email UST re Deloitte retention applications<br>(.9); draft correspondence w/ I. Cannon-Geary<br>(Deloitte) re Deloitte Tax retention<br>application revisions (.8); revise Deloitte<br>applications (2.3); t/c w/JRG and Deloitte re<br>post petition retainer issues (.3); t/c w/JRG<br>and R. Young re revisions to Deloitte retention<br>papers (.2); draft correspondence w/ I.<br>Cannon-Geary (Deloitte) re Deloitte application<br>(.1); finalize retention signature pages (.2);<br>review various accounting retentions and draft<br>chart re same (1.3); draft correspondence w/<br>MLA re Mercer indemnification issues (.2);<br>revise Deloitte retentions clarifying<br>non-duplicative work (1.4); draft<br>correspondence w/ JRG and R. Young (Deloitte)<br>re same (.1); revise notices of retentions and<br>coordinate filing of same (1.8). |      |
| 03/24/11 | JULIA BALDUZZI   | 2.20 |
|          | Finalize E&Y retention papers for filing (1.8);<br>t/c w/ JRG and J. Weiss re E&Y retention papers<br>(.4).  |      |
| 03/24/11 | MICHELE L. ANGELL  | 4.10 |
|          | Draft Mercer retention application and proposed<br>order (3.1); coordinate same and supporting<br>Dempsey declaration and exhibits for filing<br>(.6); emails and t/cs w/ D. Eggert re<br>indemnification provisions (.4).   |      |
| 03/24/11 | PAUL J. PEREZ  | 2.40 |
|          | Review and electronically file Declaration of<br>John Dempsey in Support of Application for an<br>Order Authorizing the Employment and Retention<br>of Mercer (US) Inc (.4); review and<br>electronically file Application to Employ<br>Deloitte Consulting LLP with Exhibits A through  |      |

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D (.4); review and electronically file Application to Employ Deloitte & Touche LLP with Exhibits A through C (.4); Review and electronically file Application to Employ Deloitte Tax LLP with Exhibits A through C (.4); review and electronically file Application to Employ Ernst & Young LLP with Exhibits A and B (.4); review and electronically file Application to Employ Mercer (US) Inc. with Exhibits A through D (.4).

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| 03/25/11 | ANDREW K. GLENN  | .30  |
|          | Emails w/ MLA re additional Mercer engagement letter.  |      |
| 03/25/11 | JEFFREY R. GLEIT   | .80  |
|          | T/cs with B. Buechler re E&Y and D&T retentions (.4); t/c with S. Henry re same and business plan update (.4).   |      |
| 03/25/11 | ROSS G. SHANK  | 1.10 |
|          | Draft correspondence w/UST re Deloitte retentions (.3); prepare documents re same (.6); draft correspondence to P. Tarry re Deloitte engagement letters (.2).  |      |
| 03/25/11 | MICHELE L. ANGELL  | 1.20 |
|          | Review as-filed Mercer retention application, supporting Dempsey declaration, and application exhibits (.3); t/cs w/ P. Schwartzberg re indemnification re Mercer (.2); email JRG and AKG re US Trustee's requested revisions to Mercer order (.1); t/c D. Eggert re additional Mercer engagement letter and US Trustee revisions to Mercer order (.1); email JRG, AKG and GS and managing attorney's office re additional Mercer engagement letter (.2); review additional Mercer engagement letter (.3). |      |
| 03/25/11 | MICHAEL BIRNBAUM   | .20  |
|          | Research docket re retention applications.   |      |
| 03/28/11 | JEFFREY R. GLEIT   | .40  |
|          | Review Mercer's November 2010 engagement letter (.2); t/c with J. Dempsey and MLA re same and committee questions (.2).  |      |
| 03/28/11 | ROSS G. SHANK  | .40  |
|          | Finalize docket review re interim compensation applications and summary re compensation procedures (.3); draft correspondence w/ E.  |      |

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Zimmer re same (.1).

|          |  |      |
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| 03/28/11 | MICHELE L. ANGELL<br>T/c w/ J. Dempsey and JRG re Mercer retention and UCC questions (.2); analyze issues re additional engagement letter and amended exhibit to Mercer retention application, including email JRG and AKG re same (.2). | .40  |
| 03/29/11 | MICHAEL E. FRIEDMAN<br>Review Notice of Amended Exhibit (.1); advise MLA on court procedures (.4); coordinate ECF filing of Notice and Amended Exhibit in connection with Mercer retention application (.2).                             | .70  |
| 03/29/11 | MICHELE L. ANGELL<br>Draft Notice of Amended Exhibit to Mercer Application and coordinate filing (.9); review November 2010 Mercer engagement letter (.5); t/c w/ D. Eggert re Notice of Amended Exhibit (.1).                           | 1.50 |
| 03/29/11 | MICHAEL BIRNBAUM<br>Research docket re retention applications.   | .20  |
| 03/29/11 | FRANCISCO J. VELEZ<br>Electronically file Notice of Amended Exhibit.   | .50  |
| 03/30/11 | JEFFREY R. GLEIT<br>Review BDO compensation terms.   | .20  |
| 03/30/11 | ROSS G. SHANK<br>Review correspondence w/ R. Young (Deloitte) re service of Deloitte retention applications (.2); research docket re same (.1).  | .30  |
| 03/30/11 | MICHELE L. ANGELL<br>Review email from P. Kizel re Mercer engagement letters (.2); review engagement letters (.5); t/c w/ D. Eggert re same (.1); respond to P. Kizel's email re Mercer engagement letters (.2).                         | 1.00 |
| 03/31/11 | ANDREW K. GLENN<br>Email w/MLA re Mercer retention.  | .40  |
| 03/31/11 | MICHELE L. ANGELL<br>T/c w/P. Kizel re UCC objections to Mercer retention application (.2); email AKG and JRG re same and re negotiation progress (.9); t/cs   | 4.30 |

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w/ D. Eggert re same (.4); emails w/ D. Eggert  
re same (.2); t/c w/ R. Thompson re same (.1);  
review email from R. Thompson re same (.1);  
review Mercer retention application and compare  
November and February engagement letters to  
list exactly which provisions from November are  
incorporated into February and which are  
inconsistent and therefore not, per UCC request  
(2.4).

TOTAL HOURS

164.20

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|                     | HOURS | RATE   | AMOUNT    |
|---------------------|-------|--------|-----------|
| PARTNER             |       |        |           |
| JEFFREY R. GLEIT    | 17.70 | 640.00 | 11,328.00 |
| ANDREW K. GLENN     | 7.50  | 825.00 | 6,187.50  |
| ADAM L. SHIFF       | .30   | 825.00 | 247.50    |
| <br>SPECIAL COUNSEL |       |        |           |
| MICHAEL E. FRIEDMAN | 3.20  | 400.00 | 1,280.00  |
| ALAN LUNGEN         | .20   | 625.00 | 125.00    |
| <br>ASSOCIATE       |       |        |           |
| MICHELE L. ANGELL   | 14.20 | 360.00 | 5,112.00  |
| JULIA BALDUZZI      | 37.20 | 325.00 | 12,090.00 |
| SIMONE K. LELCHUK   | 2.80  | 300.00 | 840.00    |
| ROSS G. SHANK       | 76.00 | 550.00 | 41,800.00 |
| <br>PARALEGAL       |       |        |           |
| MICHAEL BIRNBAUM    | .40   | 165.00 | 66.00     |
| MICHELLE DRUCKER    | 1.40  | 195.00 | 273.00    |
| <br>MANAGING CLERK  |       |        |           |
| PAUL J. PEREZ       | 2.80  | 175.00 | 490.00    |
| FRANCISCO J. VELEZ  | .50   | 175.00 | 87.50     |

TOTAL FEES \$79,926.50

TOTAL COSTS \$.00

TOTAL FEES AND COSTS \$79,926.50

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

MARCH 31, 2011

09539013  
Borders Group Inc., et al.  
Fee Statements/Fee Applications

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/16/11 | MICHELE L. ANGELL<br>Review matter categories in large SDNY<br>bankruptcy cases and draft list of potential<br>matter number categories.            | 1.30  |
| 03/04/11 | CHESLEY R. IVY<br>Review exhibits to first monthly fee statement<br>to prepare for first monthly fee statement.                                     | 2.20  |
| 03/07/11 | CHESLEY R. IVY<br>Review exhibits to first monthly fee statement<br>to prepare for first monthly fee statement.                                     | 2.30  |
| 03/17/11 | MICHELE L. ANGELL<br>Allocate 2/16/11 time of all timekeepers to<br>proper matter numbers per JRG in preparation of<br>first monthly fee statement. | .20   |
|          | TOTAL HOURS   | 6.00  |



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|                   | HOURS | RATE   | AMOUNT |
|-------------------|-------|--------|--------|
| ASSOCIATE         |       |        |        |
| MICHELE L. ANGELL | 1.50  | 360.00 | 540.00 |
| PARALEGAL         |       |        |        |
| CHESLEY R. IVY    | 4.50  | 195.00 | 877.50 |

|            |            |
|------------|------------|
| TOTAL FEES | \$1,417.50 |
|------------|------------|

|             |        |
|-------------|--------|
| TOTAL COSTS | \$ .00 |
|-------------|--------|

|                      |            |
|----------------------|------------|
| TOTAL FEES AND COSTS | \$1,417.50 |
|----------------------|------------|

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

MARCH 31, 2011

09539014  
Borders Group Inc., et al.  
Negotiations with Vendors/Landlords

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/17/11 | ANDREW K. GLENN<br>Emails w/T. Studebaker of A&M re presentation to merchandisers and review of same (.9); attend conference t/c w/merchandisers (1); emails/t/cs w/Ingram's counsel re pre-petition credit balance and bankruptcy implications (.5); t/c/email w/E. Zimmer re filing status, first-day hearings and landlord concerns (.7); t/c/email w/W. Brown, counsel to Sutherland re Sutherland issues (.8); research Sutherland issues (.3); t/c w/M. Chosid re managing vendor issues (.6).  | 4.80  |
| 02/18/11 | ANDREW K. GLENN<br>T/c w/Baker & Taylor's lawyer (M. Perkiel) re post-petition purchases and credit issues (.4); emails/t/cs w/ M. Petersen and clients re same (.3); t/c w/Sutherland's counsel re status (.2); related emails w/J. Toner (.1); negotiate interim agreement with Sutherland for t/c center (.5); emails w/M. Petersen re payment escrow structure for vendors (.3); t/cs w/Source Interlink's counsel re returns (.4); emails w/JRG re Joseph Best bankruptcy and returns issues therein (.2); emails w/M. Chosid re vendor communication assuring payment (.3). | 2.70  |
| 02/19/11 | ANDREW K. GLENN<br>Emails w/A. Graiser re landlord status t/c (.3); emails w/ JRG and J. Cline re Source Interlink and related returns issues (.5).   | .80   |
| 02/20/11 | ANDREW K. GLENN<br>Emails w/ Baker's counsel re Baker & Taylor credit status.   | .20   |

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|          |  |      |
|----------|--|------|
| 02/21/11 | JEFFREY R. GLEIT<br>T/c with J. Goldstein, M. Chosid, and G. Tomascelli re Source Interlink issues (1.0); review agreement re same (.4).   | 1.40 |
| 02/22/11 | JEFFREY R. GLEIT<br>T/c with V. Peck re store closure issues at her clients' locations (.2); review King of Prussia surrender agreement (.3); t/c with M. Petersen re same (.3).   | .80  |
| 02/23/11 | JEFFREY R. GLEIT<br>T/c with M. Petersen and real estate team re landlord issues (.9); monitor Borders/landlord goodwill t/c (.7); t/c with J. Toner re lease extension issues (.3); t/c with M. Small re Greendale, Wisconsin location and rejection procedures motion (.3); t/c with V. Pisegna re potential store closures and lease modifications (.3); participate on conference t/c with E. Zimmer, A. Graiser and Emilio re landlord negotiation strategy (.7). | 3.20 |
| 02/24/11 | JEFFREY R. GLEIT<br>T/c with P. Tarry re vendor issues and de minimis asset sales (.2); t/c with D. Blum re stub rent issue (.2); t/c with D. Branch re stub rent and preference issues (.3); t/c with P. Tarry and M. Chosid re fun task correspondence (.2); draft letter to newspaper vendors (.5).   | 1.40 |
| 02/25/11 | ANDREW K. GLENN<br>Emails w/ M. Chosid re new Sony contract.   | .30  |
| 02/25/11 | JEFFREY R. GLEIT<br>T/c with M. Petersen re rent and tax payments (.4); t/c with J. Toner re expired contract issues (.4); t/c with A. Domante re San Diego location (.3); revise letter to Nexxus/newspaper vendors (.5); t/c with R. Powers re SBC contract (.3); review King of Prussia documents for t/c with D. Pollack (.6).   | 2.50 |
| 02/25/11 | JULIA BALDUZZI<br>T/c w/ T/ Studebaker re vendor issues (.5); revise letter to vendors per company comments (.4).  | .90  |

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|----------|---|------|
| 02/28/11 | JEFFREY R. GLEIT<br>T/c with D. Pollack re King of Prussia (.3);<br>t/c with M. Petersen re same (.6).  | .90  |
| 03/01/11 | DAVID M. FRIEDMAN<br>Engage in discussions with various landlords,<br>including R. Lehane re negotiations.  | 1.20 |
| 03/01/11 | ANDREW K. GLENN<br>T/c w/DJM re status of stipulation for<br>365(d)(4) extension (.4); engage in stub rent<br>negotiations w/various landlords (.5).  | .90  |
| 03/01/11 | JEFFREY R. GLEIT<br>T/c with D. Pollack re stub rent (.2); t/c with<br>DJM team re tax issues (.3); t/c with S. Palmer<br>re stub rent and extension stipulation (.3);<br>research administrative claims for postpetition<br>rent (.6). | 1.40 |
| 03/01/11 | NII-AMAR AMAMOO<br>Research case law regarding payment of stub<br>rent in the SDNY for discussions with various<br>landlords (3.4); draft summary memo regarding<br>the same (.7).  | 4.10 |
| 03/02/11 | JEFFREY R. GLEIT<br>T/c with S. Palmer re lease extension<br>stipulation (.2); t/c with E. Zimmer re same<br>(.2).  | .40  |
| 03/03/11 | ANDREW K. GLENN<br>T/c and email correspondence w/multiple<br>landlords re stub rent and March rent payments.   | 1.50 |
| 03/03/11 | JEFFREY R. GLEIT<br>T/c with V. Pisigna re store 448 (.4); t/c with<br>AKG and M. Cohen re lease amendments/extensions<br>(.3); t/c with AKG and R. Tepper re lease<br>amendment (.2).  | .90  |
| 03/03/11 | ALAN LUNGEN<br>Research law re trade issues and draft email<br>memorandum re same.  | 2.80 |
| 03/03/11 | JULIA BALDUZZI<br>Review documents from R. Tepper re Rice Lake<br>Square shopping center (1.5); t/c w/ R. Tepper<br>re same (.4).   | 1.90 |

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| 03/04/11 | JEFFREY R. GLEIT<br>T/c with B. Lehane re stub rent issues (.2);<br>email w/ AKG re same (.1); t/c with E. Taube re<br>landlord extension (.2).  | .50  |
| 03/07/11 | JEFFREY R. GLEIT<br>T/c with J. Benz re postpetition rent<br>obligations and store closure (.3); t/cs with<br>J. Wells re comments to lease rejection<br>procedures (.4).  | .70  |
| 03/08/11 | ANDREW K. GLENN<br>Emails w/G. Saydah re dispute over holiday<br>protections for store closings (.2); emails<br>w/H. Etlin re same (.2); emails/call w/DJM re<br>same (.4); review objection to 365(d)(4) motion<br>from Simon properties and related emails (.3);<br>emails w/J. Toner re business meeting<br>w/Sutherland (.2); emails w/M. Petersen re<br>provision in an LMA (.2); email w/ M. Petersen<br>re misdirected check for Buffalo (.2); emails<br>w/J. Barrow re late rent (.2); emails w/ M.<br>Petersen re issues with insurance in Peabody,<br>MA location (.2); negotiations w/Coventry to<br>resolve liftstay (.3); review lease amendment<br>and email to J. Toner re same (.4); email w/M.<br>Chosid re Hachette negotiations (.1). | 2.90 |
| 03/09/11 | ANDREW K. GLENN<br>Emails w/C. Kunz re bounced check issues (.3);<br>emails w/ Kimco's counsel re same (.2); emails<br>w/M. Coopersmith re sub rent, objection to<br>365(d)(4) motion (.5).  | 1.00 |
| 03/09/11 | ALAN LUNGEN<br>Prepare for and t/c with vendor.  | .60  |
| 03/11/11 | ANDREW K. GLENN<br>T/c w/L. Peters re status of rent in Reading,<br>Rapid City and other locations (.2); t/c w/C.<br>Kunz re stub rent and bounced checks (.3); t/c<br>w/H. Strock re 365(d)(4) objection (.2); review<br>and revise Coventry retail stipulation (.3);<br>emails w/J. Toner re same (.2); emails w/J.<br>Wisler re same (.3); emails w/R. Lehane re same<br>(.2); t/c w/landlords to resolve 365(d)(4)<br>motion objections (.7); t/c w/C. Wolfe re Simon<br>& Shuster (.3); t/c with JRG and M. Petersen re<br>subtenant issues (.3).   | 2.80 |

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|----------|---|------|
| 03/11/11 | JEFFREY R. GLEIT<br>T/c with P. Siroka re extension stips (.2); t/c with S. Peck re Louisiana store closing (.3); t/cs with M. Petersen re same (.4); t/c with AKG and M. Petersen re subtenant issues (.3); t/c with E. Majors re rent concessions (.4); review documents received re same (.3).                                   | 1.90 |
| 03/11/11 | NII-AMAR AMAMOO<br>Confer with objecting landlords regarding 365(d)(4) objections (1.1); email w/ AKG re same (.2).   | 1.30 |
| 03/14/11 | ANDREW K. GLENN<br>Emails w/M. Petersen re various bounced rent checks (.4); emails w/landlord's counsel re same (.4); emails w/landlord's counsel revisions to Section 365(d)(4) stipulation (.5); negotiate w/landlord's counsel re stub rent (.8); t/c with JRG, M. Petersen, M. Chosid, and J. Toner re open lease issues (.3). | 2.40 |
| 03/14/11 | MICHAEL D. ROSENBLOOM<br>Review issues re lease in NYC (.1); t/c w/ M. Petersen re same (.2); t/c w/ JRG re Park Ave. lease termination and form utility escrow agreement (.3).   | .60  |
| 03/14/11 | JEFFREY R. GLEIT<br>T/c with AKG, M. Petersen, M. Chosid, and J. Toner re open lease issues (.3); review Park Avenue lease termination terms (.2); t/c with MDR re same and form utility escrow agreement (.3); review and comment on proposed lease reduction amendment (.2).  | 1.00 |
| 03/15/11 | ANDREW K. GLENN<br>Conf. call w/L. Smola-Holla, JRG and counsel to landlord re issues with New Orleans store closing.   | .30  |
| 03/15/11 | MICHAEL D. ROSENBLOOM<br>Review lease for 100 Broadway (1.8); draft Lease Termination Agreement for 100 Broadway (2.1); t/c w/ E. Amendola re Lease (.2).   | 4.10 |
| 03/15/11 | JEFFREY R. GLEIT<br>T/c with AKG, L. Smola-Holla and Louisiana lawyer re store closing issues.  | .60  |

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| 03/16/11 | ANDREW K. GLENN<br>Emails w/San Diego and Pasadena locations re issues w/rent and stub rent (.3); emails w/ M. Petersen re Minneapolis lease rejection and related litigation (.2); emails w/M. Petersen re obligations for leaving stores following closings (.2); emails w/ M. Petersen re closing of Paramus store (.2); call w/M. Petersen re various landlord issues (1); emails w/D. Branch, D. Pollack re 365(d)(4) negotiations (.3). | 2.20 |
| 03/16/11 | MICHAEL D. ROSENBLOOM<br>Revise draft termination agreement for Lease Agreement for 100 Broadway.   | 2.80 |
| 03/16/11 | JEFFREY R. GLEIT<br>T/c with AKG and M. Petersen re open real estate issues.  | 1.20 |
| 03/17/11 | MICHAEL D. ROSENBLOOM<br>Analyze issues re surrender of lease at 100 Broadway (.4); revise draft termination agreement (.9); conf. w/ JRG re Broadway termination agreement (.2).   | 1.50 |
| 03/17/11 | JEFFREY R. GLEIT<br>T/c with J. Toner re lease and vendor contract expiration issues (.4); comment on Broadway termination agreement (.4); conference with MDR re same (.2); email AKG re lease amendment/extension issues (.2); t/c with V. Pisignia re negotiations for stores 39, 448 and 220 (.2); t/c with DJM team and M. Petersen re outstanding lease issues (.4).  | 1.80 |
| 03/17/11 | JULIA BALDUZZI<br>Email correspondence w/ JRG re Coventry stipulation (.4); review Coventry motion and stipulation (.4); t/c w/ Court re procedures for submitting stipulation resolving Coventry motion (.4).  | 1.20 |
| 03/17/11 | RICHARD P. RANDEL<br>File Motion to Authorize, Proposed Order, Master Services Agreement, Statement of Work Agreement, and the Etlin Declaration.   | 1.80 |

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| 03/18/11 | JEFFREY R. GLEIT<br>T/cs with E. Zimmer re removal of bubble stores from rejection list (.4); t/cs with V. Pisignia re Cranston and airport stores (.4); review correspondence re St. Charles store closure and items to be removed (.2); t/c with M. Davis and C. Johnson re store closure list (.2); review letter from S. Larsen re Common Creeks location and email him re same (.2); t/c with P. Silverman re Ohio store closing issues (.2); t/cs with L. Smola-Holla re Ohio store (.9); t/c with P. Silverman, L. Smola-Holla, S. Larsen and landlord representatives re Ohio store closure (.4); t/c with P. Silverman, L. Smola-Holla, S. Larsen, Landlord, V. Vorn and Hilco re disputes at Ohio store (1.1); revise 100 Broadway termination agreement (.6); t/cs with J. Toner re Hilco letter and store closures (.5); coordinate service of notices to put stores (.3). | 5.40 |
| 03/19/11 | JEFFREY R. GLEIT<br>Review synthetic lease participation agreements (.6); review and comment on lease termination language for Waldenbooks store (.2).   | .80  |
| 03/21/11 | JEFFREY R. GLEIT<br>T/c with R. Lehane re rent reduction issues and landlord negotiations in general (.3); t/c with L. Smola-Holla re Mentor, Ohio store issues (.3); t/c with P. Partee re Ken Properties/Wilmington Trust ground lessor issue (.2); t/c with S. Larsen and L. Smola-Holla re Mentor, Ohio store (.3); review lease for Mentor, Ohio store re treatment of FFE (.3).  | 1.40 |
| 03/21/11 | LAUREN M. DAVIS<br>Research motion to approve revised trade terms per AL's request (3.2); emails w/ AL re same (.3).   | 3.50 |
| 03/22/11 | ANDREW K. GLENN<br>Emails w/JRG re lease modification procedures motion.   | .20  |
| 03/22/11 | MICHAEL D. ROSENBLOOM<br>Review comments to Lease Surrender Agreement for 100 Broadway.  | .50  |
| 03/23/11 | JEFFREY R. GLEIT<br>Revise lease modification motion.  | .60  |



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|----------|--|------|
| 03/23/11 | ALAN LUNGEN<br>Emails w/ AKG re lease modification motion<br>(.4); draft same (4.9); research law re same<br>(1.2); emails w/ LMD re same (.4).  | 6.90 |
| 03/23/11 | MICHAEL E. FRIEDMAN<br>Review Stipulation and related papers being<br>filed (.2); advise JB and KBT&F team on court<br>procedures (.1); coordinate ECF filing of<br>Notice of Stipulated Order Terminating Lease<br>and Resolving Motion of Coventry Retail, L.P.<br>for Relief From the Automatic Stay and Exhibit<br>A (.7). | 1.00 |
| 03/23/11 | LAUREN M. DAVIS<br>Research renegotiation and modification of<br>lease terms in furtherance of motion per AL's<br>request.   | 8.10 |
| 03/24/11 | MICHAEL D. ROSENBLOOM<br>Review Lease Termination Agreement for 100<br>Broadway (.7); review revised draft agreement<br>(.9); revise Confidentiality Agreement w/<br>Direct Brands (.8); t/c w/ Jefferies re same<br>(.1); t/c w/ AL re same (.1).   | 2.60 |
| 03/24/11 | JEFFREY R. GLEIT<br>Review and comment on returns motion and order<br>(.9); t/c with M. Petersen re lease<br>modifications motion and landlord stips (.4);<br>draft lease modification motion (.8).  | 2.10 |
| 03/24/11 | ALAN LUNGEN<br>T/c w/ MDR re confidentiality agreement.  | .10  |
| 03/24/11 | SIMONE K. LELCHUK<br>Revise lease modification motion and supporting<br>declaration of H. Etlin.   | 1.70 |
| 03/25/11 | ANDREW K. GLENN<br>Prepare for and attend conference call<br>w/committee re returns issues (.5); t/c w/ M.<br>Petersen and clients re same (.4); email w/B.<br>Buechler re lease modification motion (.3);<br>update t/c w/DJM re same (.3).   | 1.50 |
| 03/25/11 | MICHAEL D. ROSENBLOOM<br>Revise draft Termination Agreement for 100<br>Broadway (2.3); t/cs w/ M. Petersen re same<br>(.4); t/c w/ counsel for landlord re same (.1).  | 2.80 |

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| 03/25/11 | JEFFREY R. GLEIT<br>Draft lease modifications motion (1.4); t/c<br>with E. Zimmer and M. Petersen re landlord<br>requests in lease modification agreements (.3).   | 1.70 |
| 03/28/11 | MICHAEL D. ROSENBLOOM<br>T/cs w/counsel for landlord at 100 Broadway<br>property release (.3); t/cs w/M. Petersen re<br>leases (.4); t/c w/JRG and Fried Frank re 100<br>Broadway issues (.2); review and revise Lease<br>Surrender and Termination Agreement (2.2);<br>confs. w/ JRG re 100 Broadway issues (.4). | 3.50 |
| 03/28/11 | JEFFREY R. GLEIT<br>Conferences with MDR re 100 Broadway issues<br>(.4); t/c with MDR and Fried Frank lawyer re<br>same (.2); t/c with M. Petersen re lease<br>modification motion (.3).   | .90  |
| 03/28/11 | NII-AMAR AMAMOO<br>Revise case law regarding lease termination and<br>section 363 of the Bankruptcy Code for lease<br>modification motion.   | .80  |
| 03/28/11 | SIMONE K. LELCHUK<br>Revise Etlin Declaration for Lease Modification<br>Motion.  | .60  |
| 03/29/11 | ANDREW K. GLENN<br>Emails w/JRG re lease modification motion.  | .30  |
| 03/29/11 | MICHAEL D. ROSENBLOOM<br>T/c w/counsel for landlord at 100 Broadway re<br>lease.   | .20  |
| 03/29/11 | JEFFREY R. GLEIT<br>T/c with E. Zimmer and Shuler re Inland<br>negotiations (.3); review M. Petersen comments<br>to lease modification motion (.2); revise same<br>(1.3); t/c with M. Petersen and J. Sappington<br>re same (.9).  | 2.70 |
| 03/29/11 | ALAN LUNGEN<br>Emails w/JRG and KBT&F team re lease<br>modification motion (.1); research law for<br>lease modification motion and revise same (2).  | 2.10 |
| 03/29/11 | JULIA BALDUZZI<br>Revise lease modifications motion (2.7); revise<br>Etlin declaration in support of same (.3).  | 3.00 |

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| 03/30/11 | DAVID M. FRIEDMAN<br>Draft and comment on motion for authority to re-negotiate leases.   | 1.70 |
| 03/30/11 | ANDREW K. GLENN<br>Emails w/ NA and KBT&F team re lease modification motion and edits thereto.   | .50  |
| 03/30/11 | MICHAEL D. ROSENBLOOM<br>Review Lease termination for 100 Broadway (.5); finalize draft Agreement to Terminate lease (.4); review draft Motion and court approval of termination of lease (.4).  | 1.30 |
| 03/30/11 | JEFFREY R. GLEIT<br>T/cs with M. Petersen re lease modification motion and proposed LMA's (.1); t/c with B. Lehane re Lowenstein/publisher issues (.2); revise LMA motion (2.4); review execution version of Broadway termination agreement (.3); revise motion and order for approval of 100 Broadway agreement (.5). | 3.50 |
| 03/30/11 | ALAN LUNGEN<br>Draft and revise lease modification motion (6.8); email JRG and DMF re same (.4); confs w/ NA re same (.2).   | 7.40 |
| 03/30/11 | JULIA BALDUZZI<br>Revise motion for authority to negotiate lease modifications and declaration in support of same.   | 2.40 |
| 03/30/11 | NII-AMAR AMAMOO<br>Research preference waivers and general releases and business judgment (1.6); draft insert regarding the same for lease modification motion; (3.5); conf. w/AL re same (.2).  | 5.30 |
| 03/31/11 | ANDREW K. GLENN<br>Emails w/JRG, NA re lease modification motion.  | .40  |
| 03/31/11 | MICHAEL D. ROSENBLOOM<br>Analyze issues re finalizing Termination Agreement for 100 Broadway lease.  | .40  |
| 03/31/11 | JEFFREY R. GLEIT<br>T/cs with P. Tarry re LMA motion and vendor returns issues (.5); revise Etlin declaration in support of LMA motion (.5); t/c with B.   | 5.20 |

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Buechler re Sutherland and LMA motion (.3);  
research payment of claim to used book vendor  
(.2); t/c with W. Walker re LMA motion (.2);  
t/c with B. Buechler and AL re LMA motion and  
accounting retentions (1.0); revise LMA motion  
(1.2); email AKG re LMA motion (.2); t/c with  
M. Petersen, M. Chosid and AL re same (.4); t/c  
with E. Zimmer re LMA motion (.2); t/cs with AL  
re LMA motion (.2); conf. w/ NA re enhanced  
stipulation with marketing of lease protections  
(.3).

|          |   |      |
|----------|---|------|
| 03/31/11 | ALAN LUNGEN   | 9.60 |
|          | Review revised lease modification papers (.3);<br>prepare for and t/c w/ B. Beuchler and JRG re<br>lease modification motion and other issues<br>(1.0); t/c w/M. Petersen re lease modification<br>motion (.2); review, revise and finalize lease<br>modification papers and oversee filing of same<br>(7.2); internal confs w/ NA and JB re same<br>(.3); t/c w/ JRG, M. Petersen, and M Chosid re<br>LMA motion (.4); t/cs w/ JRG re same (.2). |      |
| 03/31/11 | JULIA BALDUZZI  | 6.40 |
|          | Draft, revise and finalize H. Etlin declaration<br>in support of lease modification motion (2.9);<br>revise and finalize lease modification motion<br>(3.2); conf. w/AL and NA re lease modification<br>motion (.3).  |      |
| 03/31/11 | NII-AMAR AMAMOO   | 5.20 |
|          | T/cs with E. Zimmer regarding Houston Texas<br>location and form of stipulation (.5); t/c with<br>T. Davidson regarding Houston Store location<br>and form of stipulation (.3); draft enhanced<br>stipulation with marketing of lease protections<br>(.4); conf. with JRG regarding same (.3);<br>draft, review and revise lease modification<br>motion (3.4); conf. w/AL and JB re same (.3).  |      |
| 03/31/11 | RICHARD P. RANDEL   | 6.30 |
|          | Electronically file Debtors' Motion for Entry<br>of an Order Authorizing the Debtors to Modify<br>Lease Terms with Landlords.   |      |

TOTAL HOURS

178.80

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|                              | HOURS | RATE   | AMOUNT       |
|------------------------------|-------|--------|--------------|
| PARTNER                      |       |        |              |
| DAVID M. FRIEDMAN            | 2.90  | 950.00 | 2,755.00     |
| JEFFREY R. GLEIT             | 44.90 | 640.00 | 28,736.00    |
| ANDREW K. GLENN              | 25.70 | 825.00 | 21,202.50    |
| MICHAEL D. ROSENBLOOM        | 20.30 | 675.00 | 13,702.50    |
| <br>SPECIAL COUNSEL          |       |        |              |
| MICHAEL E. FRIEDMAN          | 1.00  | 400.00 | 400.00       |
| ALAN LUNGEN                  | 29.50 | 625.00 | 18,437.50    |
| <br>ASSOCIATE                |       |        |              |
| NII-AMAR AMAMOO              | 16.70 | 335.00 | 5,594.50     |
| JULIA BALDUZZI               | 15.80 | 325.00 | 5,135.00     |
| LAUREN M. DAVIS              | 11.60 | 200.00 | 2,320.00     |
| SIMONE K. LELCHUK            | 2.30  | 300.00 | 690.00       |
| <br>MANAGING CLERK           |       |        |              |
| RICHARD P. RANDEL            | 8.10  | 130.00 | 1,053.00     |
| <br><br>TOTAL FEES           |       |        | \$100,026.00 |
| <br><br>TOTAL COSTS          |       |        | \$ .00       |
| <br><br>TOTAL FEES AND COSTS |       |        | \$100,026.00 |

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

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09539015  
Borders Group Inc., et al.  
Plan/Disclosure Statement

| DATE     | ATTORNEY OR ASSISTANT  | HOURS |
|----------|--|-------|
| 02/17/11 | ALAN LUNGEN<br>Begin plan and disclosure statement drafting process, including research re retail bankruptcies and compilation of information re same. | 1.20  |
| 02/22/11 | ALAN LUNGEN<br>Draft disclosure statement and review.  | 2.90  |
| 02/23/11 | ALAN LUNGEN<br>Draft disclosure statement (2.8); review related documents for draft (.7).  | 3.50  |
| 02/28/11 | ALAN LUNGEN<br>Draft disclosure statement.   | .70   |
| 03/07/11 | ANDREW K. GLENN<br>Call re business plan.  | 1.20  |
| 03/16/11 | ALAN LUNGEN<br>Draft disclosure statement and plan.  | 2.80  |
| 03/21/11 | JEFFREY R. GLEIT<br>Revise teaser letter.  | .40   |
| 03/21/11 | NII-AMAR AMAMOO<br>Draft, review and revise lease issues insert for disclosure statement summary.  | 2.40  |
| 03/22/11 | ANDREW K. GLENN<br>Emails w/P. Tarry re plan confirmation timeframe.   | .20   |

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|          |   |       |
|----------|---|-------|
| 03/28/11 | DAVID M. FRIEDMAN   | 5.20  |
|          | T/c w/ board members and management, including<br>S. Henry and M. Edwards, regarding business<br>plan and emergence strategy (3.7); review<br>related business plan presentation (1.5). |       |
| 03/28/11 | JEFFREY R. GLEIT  | .70   |
|          | T/c with P. Tarry re business plan (.3); t/c<br>with H. Etlin re business plan (.4).  |       |
| 03/30/11 | JEFFREY R. GLEIT  | .40   |
|          | Identify issues re business plan (.2); t/c with<br>B. Buechler and B. Nathan re business plan and<br>lease modification issues (.2).  |       |
|          | TOTAL HOURS   | 21.60 |

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|                     | HOURS | RATE   | AMOUNT   |
|---------------------|-------|--------|----------|
| PARTNER             |       |        |          |
| DAVID M. FRIEDMAN   | 5.20  | 950.00 | 4,940.00 |
| JEFFREY R. GLEIT    | 1.50  | 640.00 | 960.00   |
| ANDREW K. GLENN     | 1.40  | 825.00 | 1,155.00 |
| <br>SPECIAL COUNSEL |       |        |          |
| ALAN LUNGEN         | 11.10 | 625.00 | 6,937.50 |
| <br>ASSOCIATE       |       |        |          |
| NII-AMAR AMAMOO     | 2.40  | 335.00 | 804.00   |

TOTAL FEES      \$14,796.50

TOTAL COSTS      \$.00

TOTAL FEES AND COSTS      \$14,796.50



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NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

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09539016  
Borders Group Inc., et al.  
General DIP/Cash Collateral

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/16/11 | ROBERT M. NOVICK<br>Analyze cash collateral order, including review comments and review status and progress through out day.  | 4.90  |
| 02/16/11 | JEFFREY R. GLEIT<br>T/c with W. Walker re DIP issues (.2); participate on various credit agreement calls (1.0).   | 1.20  |
| 02/16/11 | ALAN LUNGEN<br>Review precedent orders re financing.  | 1.60  |
| 02/16/11 | ROSS G. SHANK<br>Retrieve DIP order for JRG and DMF (.1); draft correspondence to DIP counsel re same (.3).   | .40   |
| 02/17/11 | ROBERT M. NOVICK<br>Review evolving drafts re finalizing DIP documents, including payoff letter, security and guarantee agreements, credit agreement, closing items and cash management, and including all-day communications w/ DMF and KBT&F team, DIP lenders and various parties. | 8.40  |
| 02/17/11 | ANDREW K. GLENN<br>Emails w/JRG and P. Doohan re open items in DIP order, agreement (.4); emails w/P. Doohan re DIP closing conditions (.2).  | .60   |
| 02/17/11 | ALAN LUNGEN<br>Internal emails with RMN and KBT&F team re cash management order (.1), review revised order and review notice of same (.2); review emails re   | .60   |

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|----------|--|------|
|          | DIP questions from Baker and respond to same (.3).   |      |
| 02/17/11 | JULIA BALDUZZI<br>Review DIP agreement re GOB language.  | .70  |
| 02/18/11 | ROBERT M. NOVICK<br>Continue review of evolving drafts re finalizing DIP documents, and related closing items, including engaging in various communication w/ AL and KBT&F team re same.   | 3.10 |
| 02/18/11 | JEFFREY R. GLEIT<br>T/c with W. Walker re DIP credit agreement changes (.2); review DIP credit agreement changes and coordinate filing of notice of changes (1.0).   | 1.20 |
| 02/18/11 | ALAN LUNGEN<br>Review documents re credit agreement issues (.7); emails w/ RMN and KBT&F team re changed pages (.2); draft notice re same and coordinate filing of same (.9); t/c w/ company and internal emails w/ RMN and KBT&F team re same (.1). | 1.90 |
| 02/20/11 | JEFFREY R. GLEIT<br>Review DIP credit agreement re upcoming deadlines (.3); email correspondence w/ AL re same (.1).   | .40  |
| 02/20/11 | ALAN LUNGEN<br>Emails w/ JRG re DIP credit agreement (.1); review DIP agreement re JRG question (.1).  | .20  |
| 02/22/11 | JEFFREY R. GLEIT<br>Review Blackrock investment account for purposes of section 345.   | .30  |
| 02/22/11 | ALAN LUNGEN<br>Respond to request for documents from Baker/Morgan Lewis, including email correspondence re same.   | .20  |
| 02/24/11 | JEFFREY R. GLEIT<br>T/c with P. Tarry and T. Studebaker re DIP budget issues.  | .20  |
| 02/24/11 | ALAN LUNGEN<br>T/c w/ BOA counsel re letters of credit (.2); t/c w/ Alix re same (.2).   | .40  |

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| 02/25/11 | ALAN LUNGEN<br>T/c w/ BoA counsel re letters of credit (.3);<br>t/c w/ Alix re same (.3).  | .60  |
| 02/25/11 | JAMILA A.M. FOLKES<br>Retrieve and circulate copy of objection to<br>Motion of interim and final order re post<br>petition financing, cash collateral and<br>administrative expenses and the motion and<br>exhibits re same to JRG and KBT&F team.   | .70  |
| 02/28/11 | ROSS G. SHANK<br>Draft and review correspondence w/AL re DIP<br>declaration.   | .10  |
| 03/01/11 | ANDREW K. GLENN<br>Emails w/R. Klein re issues w/GA Capital.   | .30  |
| 03/01/11 | JEFFREY R. GLEIT<br>T/c with W. Walker re DIP modifications/UCC<br>issues with DIP.  | .20  |
| 03/02/11 | DAVID M. FRIEDMAN<br>Engage in extensive discussions with counsel<br>for DIP lenders and Committee re DIP financing<br>(3.1); t/c w/ AKG, JRG, H. Etlin, and R. Klein<br>re DIP defaults and clarifications (.3).  | 3.40 |
| 03/02/11 | ANDREW K. GLENN<br>Prepare for and t/c for portion of call w/ JRG<<br>P. Doohan, W. Walker, and S. Vrejan re DIP<br>issues (.2); t/c w/ DMF, JRG, H. Etlin, and R.<br>Klein re DIP defaults and clarifications (.3).   | .50  |
| 03/02/11 | JEFFREY R. GLEIT<br>T/cs with W. Walker re DIP defaults and<br>clarifications (.5); t/c with AKG, DMF, H.<br>Etlin and R. Klein re same (.3); review DIP<br>credit agreement re potential lease issues<br>(.5); t/c with AKG, P. Doohan, W. Walker and S.<br>Vrejan re DIP issues (.6); t/c with P. Doohan<br>re Texas issue (.2). | 2.10 |
| 03/02/11 | ALAN LUNGEN<br>Review responses to DIP objections (.3); review<br>objection to DIP and conduct research re same<br>(.8).   | 1.10 |
| 03/03/11 | ANDREW K. GLENN<br>Email correspondence w/ AL and KBT&F team re<br>outstanding DIP issues.   | .40  |

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|----------|---|------|
| 03/03/11 | JEFFREY R. GLEIT<br>T/c with W. Walker re waiver issue.   | .30  |
| 03/03/11 | ALAN LUNGEN<br>Review documents re DIP re finalizing order and<br>address DIP issues (2.5); research same (.2)  | 2.70 |
| 03/04/11 | ROBERT M. NOVICK<br>Review documents and communications re<br>finalization of and further changes to DIP<br>documents.  | 1.20 |
| 03/04/11 | ANDREW K. GLENN<br>Review emails re resolution of extension of<br>assume/reject deadline for DIP covenant (.4);<br>email correspondence re need for S. Henry to<br>attend (.2).   | .60  |
| 03/04/11 | JEFFREY R. GLEIT<br>T/cs with W. Walker re DIP waiver issues (.6);<br>t/c with creditors' committee re DIP issues and<br>other motions to be heard on March 15 (1);<br>review and comment on revised DIP order (2);<br>review committee DIP issues list (.2); t/c with<br>AL and W. Walker re DIP reply (.4). | 4.20 |
| 03/04/11 | ALAN LUNGEN<br>Review committee's DIP issue list and begin<br>drafting response (3.6); t/c w/ W. Walker and<br>JRG re DIP reply (.4); t/c w/ Texas ad valorem<br>objectors re DIP objection (.3); review cash<br>management final order (.3).   | 4.60 |
| 03/06/11 | ANDREW K. GLENN<br>Email w/clients, Jefferies, P. Doohan re DIP<br>milestone dispute.   | .50  |
| 03/06/11 | JEFFREY R. GLEIT<br>Review and comment on DIP waiver and changed<br>pages to DIP (1.6); conferences with R. Klein<br>re DIP issues (.4).  | 2.00 |
| 03/06/11 | ALAN LUNGEN<br>Preliminarily draft reply to DIP objections,<br>including review of precedent filings, proposed<br>language from Texas authorities, and DIP<br>documents.  | 4.20 |
| 03/07/11 | ROBERT M. NOVICK<br>Review drafts of documents, communications re<br>landlord extension issue.  | 1.40 |

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|          |  |      |
|----------|--|------|
| 03/07/11 | ANDREW K. GLENN<br>Prepare for call re DIP w/lenders' counsel (.7); internal emails re same (.4); emails w/ JRG and KBT&F team re disputed milestones imposed by lenders (.4); t/c w/ P. Doohan and JRG re DIP objection, replies (.5); t/c with JRG and W. Walker re comments to DIP order (.5); t/c with JRG, AL, Morgan Lewis, Committee and GA Capital re DIP issues (.5); t/c with JRG, B. Buechler and P. Kizel re carveout issues (.2); conference with JRG re DIP/Committee issues (.2). | 3.40 |
| 03/07/11 | JEFFREY R. GLEIT<br>Review and comment on revised credit agreement and interim DIP order (2); emails w/ DMF re DIP and DIP hearing issues (.3); t/c with AKG and W. Walker re comments to DIP order (.5); t/c with AKG and P. Doohan re DIP changes (.5); t/c with AKG, AL, Morgan Lewis, Committee and GA Capital re DIP issues (.5); t/c with AKG, B. Buechler and P. Kizel re carveout issues (.2); conference with AKG re DIP/Committee issues (.2).   | 4.20 |
| 03/07/11 | ALAN LUNGEN<br>Draft reply to Committee's DIP objections, including research re same (5.8); t/cs w/ JRG, AKG, Morgan Lewis, Committee, and GA Capital re DIP issues (.5); emails w/ W. Walker re same (.3); analyze issues re 345 account (.1); review documents re 345 account (.2).  | 6.90 |
| 03/08/11 | DAVID M. FRIEDMAN<br>Conduct extensive t/cs with DIP counsel and Jefferies re interpretive issues relating to DIP Credit Agreement (3.5); t/c w/ JRG re DIP issues (.2); t/c w/ JRG, AKG, AL, W. Walker and Committee re open DIP issues (.3); conf. w/ JRG, AKG, and AL re same (.2).   | 4.20 |
| 03/08/11 | ROBERT M. NOVICK<br>Review drafts of documents, communications re landlord extension issue.  | 1.30 |
| 03/08/11 | ANDREW K. GLENN<br>Email w/ DIP lender counsel and RMN and KBT&F team re lenders' change to provision concerning time to assume leases (.6); emails/call   | 1.40 |

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w/Verizon's counsel re reservation of rights in DIP (.3); conf. w/ JRG, DMF, and AL re open DIP issues (.2); t/c w/ JRG, DMF, AL, W. Walker and Committee re open DIP issues (.3).

|          |   |       |
|----------|---|-------|
| 03/08/11 | JEFFREY R. GLEIT  | 2.40  |
|          | Review revised versions of DIP order (1.3); t/c with DMF re DIP issues (.2); t/c with W. Walker re same (.2); t/c with AKG, DMF, AL, W. Walker and Committee re open DIP issues (.3); meet with AKG, DMF and AL re same (.2); review and comment on notice of filing of interim DIP order (.2).                                 |       |
| 03/08/11 | ALAN LUNGEN   | 11.50 |
|          | Conf. w/ DMF, AKG and JRG re open DIP issues (.2); t/c w/ JRG, AKG, DMF, W. Walker and Committee re DIP issues (.3); review objections to DIP (.8); conduct legal and fact research re same (1.8); draft reply (7.9); conf. w/ SKL and LMD re research for DIP reply (.5).  |       |
| 03/08/11 | ROSS G. SHANK   | 2.80  |
|          | Draft and file notice of DIP changes (1.4); draft correspondence w/ JRG re same (.2); draft and file notice of revised DIP order (1.1); draft correspondence w/ JRG re same (.1).   |       |
| 03/08/11 | SIMONE K. LELCHUK   | 3.80  |
|          | Conf. with AL and LMD re research for the DIP reply (.5); research reply to DIP objections (3.3).   |       |
| 03/08/11 | LAUREN M. DAVIS   | 5.20  |
|          | Research issues pertaining to business judgment rationale for payment of fees associated with negotiation of DIP facility per AL's and SKL's request (4.7); confer w/ SKL and AL re same (.5).  |       |
| 03/08/11 | JACK W. MORRISON  | 1.00  |
|          | Electronically file Proposed Final Order Pursuant to 11 U.S.C. 105, 361, 362, 363, 364, and 507 (1) Approving Postpetition Financing, (2) Authorizing Use of Cash Collateral, (3) Granting Liens and Providing Superpriority Administrative Expense Status, (4) Granting Adequate Protection, and (5) Modifying Automatic Stay. |       |

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|----------|--|-------|
| 03/09/11 | ANDREW K. GLENN<br>Emails w/ DMF re dispute over provision concerning deadline to assume leases in credit agreement (.5) ; review and revise DIP reply (.7).   | 1.20  |
| 03/09/11 | JEFFREY R. GLEIT<br>T/c with W. Walker re open DIP issues (.3); revise reply in support of final DIP order and revised declarations re same (3.4).   | 3.70  |
| 03/09/11 | ALAN LUNGEN<br>Draft declarations of Richard Klein and Scott Henry (2.7); conf. w/ LMD re related research (.2); revise reply to DIP papers (5.1); t/c w/ Morgan Lewis re same (.2); respond to comments and review presentation for committee (.5).                               | 8.70  |
| 03/09/11 | LAUREN M. DAVIS<br>Meet w/ AL re avoidance action research in furtherance of reply brief in response to objections to DIP Motion (.2); research, review and summarize documents re same (6.6)  | 6.80  |
| 03/10/11 | DAVID M. FRIEDMAN<br>T/c with DIP lenders and Committee counsel regarding potential objections to DIP (1.7); review objections (.8); draft reply (1.4); t/c w/ JRG, W. Walker and S. Vrejan re DIP hearing (.5).   | 4.40  |
| 03/10/11 | ROBERT M. NOVICK<br>Review emails from AL and KBT&F team and comments to financing documents.  | .40   |
| 03/10/11 | ANDREW K. GLENN<br>Revise DIP reply (2.8); conference call w/R. Klein re same (.4).  | 3.20  |
| 03/10/11 | JEFFREY R. GLEIT<br>Revise DIP reply (1.3); review committee objection to DIP loan (.4); t/c with W. Walker, S. Vrejan and DMF re DIP Hearing (.5); review revised DIP credit agreement (.5); t/c with W. Walker re DIP amendment (.2); revise notice of filing of amendment (.2). | 3.10  |
| 03/10/11 | ALAN LUNGEN<br>T/cs w/ R. Klein and I. Greenhaus re DIP, Klein declaration and Committee's objections (.9); email correspondence w/ RMN and KBT&F team re  | 13.50 |

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same (.8); review Committee objection, and  
revise reply and declarations re same,  
including review of related documents and legal  
research re same (11.4); conf. w/ LMD re  
research for DIP reply (.2); conf. w/ NA re  
supporting declaration for DIP reply (.2).

|          |   |       |
|----------|---|-------|
| 03/10/11 | ROSS G. SHANK   | .80   |
|          | Draft notice of DIP changes (.6); draft<br>correspondence to JRG and W. Walker (Morgan<br>Lewis) re same (.2).  |       |
| 03/10/11 | NII-AMAR AMAMOO   | 1.80  |
|          | Review and revise DIP reply (1.2); review and<br>revise support declaration regarding same (.4);<br>confer with AL regarding the same (.2).   |       |
| 03/10/11 | LAUREN M. DAVIS   | 13.10 |
|          | Conf. w/ AL re DIP reply research (.2);<br>research and review case law pertaining to<br>liens on avoidance actions and draft memoranda<br>pertaining to same per AL's request (6.7); cite<br>and source check portions of reply in support<br>of DIP Motion per AL's request (1.1); research<br>and review case law pertaining to reasonable<br>business judgment in procurement of DIP Motion<br>and draft memoranda pertaining to same per AL's<br>request (4.3); review and revise reply in<br>support of DIP Motion per AL's request (.8). |       |
| 03/11/11 | DAVID M. FRIEDMAN   | 2.30  |
|          | T/cs with DIP lenders and Committee counsel in<br>attempt to broker a settlement of Committee DIP<br>objections.  |       |
| 03/11/11 | ANDREW K. GLENN   | 2.60  |
|          | Review lenders' reply to committee DIP<br>objection (.3); review and revise Debtors'<br>reply (2.3).  |       |
| 03/11/11 | ALAN LUNGEN   | 5.10  |
|          | Finalize reply to DIP objections (4.2); emails<br>with DMF, AKG, and R. Klein re same (.6); t/c<br>and email w/ W. Walker re same (.3).   |       |
| 03/11/11 | ROSS G. SHANK   | 1.40  |
|          | Finalize and file notice of DIP changes (1.3);<br>draft correspondence w/ JRG and W. Walker<br>(Morgan Lewis) re same (.1).   |       |



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| 03/11/11 | RICHARD M. LA ROSA   | .40  |
|          | Coordinate for electronic filing of Debtors' Omnibus Reply in Support of Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. sections 105, 361, 362, 363, 364 and 507 (1) Approving Postpetition Financing, (2) Authorizing Use of Cash Collateral, (3) Granting Liens and Providing Superpriority Administrative Expense Status, (4) Granting Adequate Protection, and (5) Modifying the Automatic Stay, with exhibits A&B. |      |
| 03/11/11 | PAUL J. PEREZ  | .40  |
|          | Review and electronically file Notice of Changed Pages to First Amendment and Waiver to Credit Agreement and First Amendment to Guaranty and Security Agreement.   |      |
| 03/14/11 | DAVID M. FRIEDMAN  | 2.80 |
|          | Prepare for Final DIP Presentation including calls with DIP lenders and Committee.   |      |
| 03/14/11 | ANDREW K. GLENN  | 4.70 |
|          | Negotiate DIP order w/B. Buechler and W. Walker, K. Simard (1.1); emails/calls w/ S. Henry and clients, Jefferies re same (.6); participate in preparation session with R. Klein, S. Henry and JRG re DIP hearing (2.8); t/c with JRG and B. Buechler re committee objection (.2).   |      |
| 03/14/11 | JEFFREY R. GLEIT   | 3.20 |
|          | T/c with P. Tarry re GE valuation (.2); participate in preparation session with R. Klein, S. Henry and AKG re DIP hearing (2.8); t/c with AKG and B. Buechler re committee objection (.2).   |      |
| 03/14/11 | ALAN LUNGEN  | 1.40 |
|          | Emails w/ G. McMaster re cash management issues and 345 account and review documents re same (.5); t/c w/ office of United States Trustee re same and draft confirmatory email for UST re 345 account (.5); revise proposed final cash management order re same (.2); update agenda re DIP objections and emails re same (.2).   |      |
| 03/15/11 | ANDREW K. GLENN  | .30  |
|          | Emails w/ AL and KBT&F team re items needed for final DIP order.   |      |

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|          |  |      |
|----------|--|------|
| 03/15/11 | ALAN LUNGEN<br>Emails w/ JRG and KBT&F team re cash management order (.3); revise and distribute same (.5); t/c w/ P. Schwartzberg re same and email order for review (.2); analyze DIP issues re status and hearing (.7). | 1.70 |
| 03/16/11 | ALAN LUNGEN<br>T/cs w/ UST re cash management order (.2); review and revise same (.3); email and t/c w/ G. McMaster and client re same (.1).   | .60  |
| 03/17/11 | ALAN LUNGEN<br>Emails w/ Morgan Lewis re final DIP order.  | .10  |
| 03/21/11 | JEFFREY R. GLEIT<br>Email with AKG and W. Walker re Sutherland motion (.2); review DIP order and emails with counsel for Travelers re letter of credit issues (.2).  | .40  |
| 03/22/11 | JEFFREY R. GLEIT<br>Meet with P. Tarry and Alix team re DIP budget issues (.5); t/c with counsel for Travelers Insurance re postpetition LC issues (.3).   | .80  |
| 03/23/11 | ANDREW K. GLENN<br>Emails w/DMF re returns issues and DIP.   | .20  |
| 03/24/11 | ROBERT M. NOVICK<br>Review multiple emails and communications re w/ agent consent to sale closings.  | .80  |
| 03/24/11 | JEFFREY R. GLEIT<br>T/cs with W. Walker re GOB sales and DIP (.3); t/cs with BR re same (.2); t/c with BR and P. Doohan re GOBs and LC issues (.3).  | .80  |
| 03/24/11 | BARRY RUTCOWSKY<br>T/cs w/ JRG re GOB sales and DIP (.2); t/c w/ JRG and P. Doohan re GOBs and LC issues (.3).   | .50  |
| 03/25/11 | ROBERT M. NOVICK<br>Monitor status and communications re w/c agent consent to sale closings.   | .70  |
| 03/28/11 | JEFFREY R. GLEIT<br>T/c with W. Walker re Sutherland motion (.2); emails with P. Doohan re same (.2).  | .40  |

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|          |  |     |
|----------|--|-----|
| 03/29/11 | ANDREW K. GLENN  | .30 |
|          | Emails w/ H. Etlin and DMF re potential dispute<br>under DIP credit agreement. |     |
| 03/29/11 | ALAN LUNGEN  | .30 |
|          | T/c w/ P. Doohan re letters of credit (.2);<br>review emails re same (.1).     |     |

TOTAL HOURS

198.40

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|                     | HOURS | RATE   | AMOUNT    |
|---------------------|-------|--------|-----------|
| PARTNER             |       |        |           |
| DAVID M. FRIEDMAN   | 17.10 | 950.00 | 16,245.00 |
| JEFFREY R. GLEIT    | 31.10 | 640.00 | 19,904.00 |
| ANDREW K. GLENN     | 20.20 | 825.00 | 16,665.00 |
| ROBERT M. NOVICK    | 22.20 | 775.00 | 17,205.00 |
| BARRY RUTCOFSKY     | .50   | 650.00 | 325.00    |
| <br>SPECIAL COUNSEL |       |        |           |
| ALAN LUNGEN         | 67.90 | 625.00 | 42,437.50 |
| <br>ASSOCIATE       |       |        |           |
| NII-AMAR AMAMOO     | 1.80  | 335.00 | 603.00    |
| JULIA BALDUZZI      | .70   | 325.00 | 227.50    |
| LAUREN M. DAVIS     | 25.10 | 200.00 | 5,020.00  |
| SIMONE K. LELCHUK   | 3.80  | 300.00 | 1,140.00  |
| ROSS G. SHANK       | 5.50  | 550.00 | 3,025.00  |
| <br>PARALEGAL       |       |        |           |
| JAMILA A.M. FOLKES  | .70   | 165.00 | 115.50    |
| <br>MANAGING CLERK  |       |        |           |
| RICHARD M. LA ROSA  | .40   | 225.00 | 90.00     |
| JACK W. MORRISON    | 1.00  | 130.00 | 130.00    |
| PAUL J. PEREZ       | .40   | 175.00 | 70.00     |

TOTAL FEES \$123,202.50

TOTAL COSTS \$.00

TOTAL FEES AND COSTS \$123,202.50

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

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Utilities Issues

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/17/11 | JULIA BALDUZZI<br>Review additional assurance requests (.8);<br>confer w/ SKL re tracking of same (.2).                       | 1.00  |
| 02/17/11 | SIMONE K. LELCHUK<br>Draft Additional Assurance Chart (.6); conf. w/<br>JB re tracking additional assurance requests<br>(.2). | .80   |
| 02/18/11 | ANDREW K. GLENN<br>Emails w/M. Chosid re adequate assurance<br>requests.  | .20   |
| 02/22/11 | SIMONE K. LELCHUK<br>Draft chart of additional assurance requests.  | .20   |
| 02/23/11 | SIMONE K. LELCHUK<br>Draft chart of additional assurance requests.  | .50   |
| 02/24/11 | JEFFREY R. GLEIT<br>T/c with S. Leo re utility bond issues.   | .30   |
| 02/24/11 | SIMONE K. LELCHUK<br>Review and track additional assurance requests.  | .80   |
| 02/25/11 | SIMONE K. LELCHUK<br>Review and track additional assurance requests.  | .70   |
| 02/28/11 | JULIA BALDUZZI<br>Emails w/ Nicor re accounts (.2); t/cs w/<br>various utility companies re procedures (.8).                  | 1.00  |
| 02/28/11 | SIMONE K. LELCHUK<br>Review and track additional assurance requests.  | .40   |

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|          |  |      |
|----------|--|------|
| 03/02/11 | SIMONE K. LELCHUK<br>Review and track and file additional assurance requests.  | .40  |
| 03/03/11 | JEFFREY R. GLEIT<br>Review Colliers on section 366 (.5); t/c with Marietta Power re shutdown of power at store (.3); t/c with P. Tarry re same (.3); t/c with manager for Marietta store re utilities (.3); t/c with P. Tarry, SKL, S. Wynne and company re 366 issues and procedure (.5); t/c with attorney for manager of Marietta store re utilities (.3).  | 2.20 |
| 03/03/11 | SIMONE K. LELCHUK<br>T/c with JRG, P. Tarry, and L. Smola-Holla and company re Utility Motion and Procedures (.5); circulate Utility information to AP Services (.6); review, track and file additional assurance requests (1.3).  | 2.40 |
| 03/04/11 | JEFFREY R. GLEIT<br>T/c with P. Tarry re utility and other outstanding issues.   | .30  |
| 03/04/11 | SIMONE K. LELCHUK<br>Review and track additional assurance requests.   | .30  |
| 03/07/11 | ANDREW K. GLENN<br>Emails w/ JRG and KBT&F team re adequate assurance issues.  | .30  |
| 03/07/11 | JEFFREY R. GLEIT<br>T/c with R. Johnson re utility issues at stores subject to GOB motion (.2); review objections received to utility motions (.4).  | .60  |
| 03/07/11 | JULIA BALDUZZI<br>T/cs with various utility companies re shut off issues.  | 1.20 |
| 03/08/11 | JEFFREY R. GLEIT<br>T/c with T. Studebaker re objections to utility motion (.2); t/c with R. Johnson re resolution of objection to 366 motion (.3); t/cs with T. Studebaker and T. Brens re resolution of objections to utility motions (.5); t/c with E. Ray re Nevada Power objection to utility motion (.2); t/c with J. Hamburg re New Mexico objection re utility (.2); review utility objections filed (.8). | 2.20 |

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|          |  |      |
|----------|--|------|
| 03/08/11 | ROSS G. SHANK<br>Review utility settlement materials (.7); draft<br>form utility adequate assurance settlement<br>agreement and revise same (2.5).   | 3.20 |
| 03/08/11 | JULIA BALDUZZI<br>Emails w/ P. Tarry, T. Studebaker and JRG re<br>additional assurance requests.   | .30  |
| 03/08/11 | SIMONE K. LELCHUK<br>Review and track additional assurance requests.   | .80  |
| 03/09/11 | JEFFREY R. GLEIT<br>T/c with P. Tarry and JB re utility deposit<br>issues (.3); t/c with JB, P. Tarry and R.<br>Johnson re same (.2); t/c with L. Murley and JB<br>re potential resolution of objection (.2); t/c<br>with E. Ray and JB re same (.2); t/c with G.<br>Hammill and JB re same (.2); t/c with L.<br>Smola-Holla and company and Rovi re new license<br>agreement (.5); t/c with G. Hammill re<br>follow-up settlement (.2).       | 1.80 |
| 03/09/11 | ROSS G. SHANK<br>Draft alternate utility settlement form<br>documents (1.3); draft correspondence w/ JRG<br>and JB re same (.2); revise form settlement<br>agreements (1.0); draft individual utility<br>settlement agreements (1.1); draft<br>correspondence w/ E. Ray, W. White, JRG and JB<br>re same (.8).   | 4.40 |
| 03/09/11 | JULIA BALDUZZI<br>T/cs and emails w/ various objectors to revise<br>utility objections (1.1); draft form letter<br>agreement resolving objections (1.1); t/c with<br>P. Tarry and JRG re utility deposit issues<br>(.3); t/c with JRG, P. Tarry and R. Johnson re<br>same (.2); t/c with L. Murley and JRG re<br>potential resolution of objection (.2); t/c<br>with E. Ray and JRG re same (.2); t/c with G.<br>Hammill and JRG re same (.2). | 3.30 |
| 03/09/11 | SIMONE K. LELCHUK<br>Compare additional assurance chart with utility<br>objections that were filed (.3); review and<br>track additional assurance requests (.6).   | .90  |

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|          |  |      |
|----------|--|------|
| 03/10/11 | JEFFREY R. GLEIT   | 2.60 |
|          | T/c with P. Tarry, H. Etlin, JB and T. Studebaker re utility deposit amounts (.4); review and comment on letters resolving utilities objections (1); t/cs with G. Hamberg re resolution of objection to utility motion (.7); t/cs with P. Tarry re same (.5).  |      |
| 03/10/11 | ROSS G. SHANK  | 3.60 |
|          | Draft correspondence w/ P. Tarry (Alix) re NV energy adequate assurance agreement (1.1); revise agreements for McCarthy & White utility clients (1.1); draft correspondence w/ JRG and W. White re same (.2); revise PREPA adequate assurance settlement agreement (.4); draft correspondence w/ L. Murley re same (.1); revise PNM settlement agreement (.3); draft correspondence w/ G. Hamberg re same (.1); revise FPL settlement agreement (.2); draft correspondence w/ W. White re same (.1). |      |
| 03/10/11 | JULIA BALDUZZI   | 3.70 |
|          | T/cs and emails w/ various objectors to resolve utility objections (1.8); draft letter agreements resolving objections (1.5); t/c w/ P. Tarry, H. Etlin, JRG and T. Studebaker re utility deposit amounts (.4).  |      |
| 03/11/11 | JEFFREY R. GLEIT   | 1.10 |
|          | Review Hamberg mark-up of letter agreement (.2); t/cs with P. Tarry re open utilities issues (.4); t/c with M. Minuti re utility objection (.2); t/c with L. Murley re potential settlement (.3).  |      |
| 03/11/11 | ROSS G. SHANK  | 5.10 |
|          | Draft correspondence w/ L. Murley re PREPA utility settlement (.9); draft correspondence w/ E. Ray re NV energy settlement (.6); revise PREPA settlement agreement (.7); draft correspondence w/ JRG and L. Murley re same (.2); analyze PREPA bonds (1.4); draft correspondence w/ L. Murley re same (.5); finalize PNM adequate assurance settlement agreement (.6); draft correspondence w/ G. Hamberg re same (.2).  |      |
| 03/11/11 | JULIA BALDUZZI   | 3.90 |
|          | T/cs w/ various utilities re settlements (1.1); t/c w/ H. Etlin, P. Tarry and T. Studebaker re resolving objections and additional assurance   |      |



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requests (.5); draft and revise letter agreements resolving utility objections (.6); t/cs and emails w/ Alix Partners re setting up escrow account (.6); review and comment on escrow agreement (1.1).

|          |   |      |
|----------|---|------|
| 03/11/11 | SIMONE K. LELCHUK<br>Review and track additional assurance requests.  | .30  |
| 03/12/11 | ROSS G. SHANK<br>Draft correspondence for E. Ray re Nevada Power adequate assurance settlement agreement.   | .10  |
| 03/12/11 | JULIA BALDUZZI<br>Draft email to Committee re status of utilities objections.   | .50  |
| 03/13/11 | ROSS G. SHANK<br>Draft correspondence w/ P. Tarry and L. Murley re PREPA settlement.  | .30  |
| 03/14/11 | MICHAEL D. ROSENBLOOM<br>T/c w/ JB re Utilities Escrow Agreement (.1); draft Escrow Agreement re Utilities payments (2.2).  | 2.30 |
| 03/14/11 | JEFFREY R. GLEIT<br>T/cs with P. Tarry re Puerto Rico utility (.4); revise Prepa letter resolving objection (.3); t/c with L. Murley and P. Tarry re same (.3); revise and finalize PREPA letter agreement (.2); t/cs with W. White re resolving objection (.8); review and comment on letters sent to W. White's clients (.4).   | 2.40 |
| 03/14/11 | ROSS G. SHANK<br>Draft correspondence w/ T. Studebaker (Alix) re Nevada Power settlement issues (.3); t/c w/ W. White re various utility settlements (.6); finalize PREPA utility settlement agreement (.2); review and draft correspondence w/ T. Studebaker (Alix) re same (.2); review utility tariffs (.9); draft correspondence w/ JB re same (.4); draft form utility settlement agreement including bond (1.8); draft correspondence w/ L. Murley and T. Studebaker re PREPA wire instructions (.2); revise settlement agreements re utilities represented by White & McCarthy (1.2); draft correspondence w/ W. White re same (.6). | 6.40 |

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|          |  |      |
|----------|--|------|
| 03/14/11 | JULIA BALDUZZI   | 4.70 |
|          | Resolve objections to utilities motion (2.2);<br>emails and t/cs w/ W. White re utilities<br>settlement (.5); research 959(b) (1.9); t/c w/<br>MDR re Utilities Escrow Agreement (.1).   |      |
| 03/15/11 | MICHAEL D. ROSENBLOOM  | 1.10 |
|          | Review revised draft escrow Agreement.   |      |
| 03/15/11 | JEFFREY R. GLEIT   | 3.30 |
|          | Revise draft escrow agreement (.4); t/cs with<br>P. Tarry re utility hearing (.4); revise<br>utilities order per Court's ruling (.3); review<br>Judge Glenn's prior utility orders (.5); draft<br>utilities supplement (1); t/c with P.<br>Schwartzberg re utility order (.2); t/cs with<br>B. Buechler re same (.3); t/c with Court's<br>clerks re same (.2). |      |
| 03/15/11 | ROSS G. SHANK  | 1.00 |
|          | Draft correspondence w/ L. Murley re PREPA<br>settlement wire instructions (.2); review and<br>draft correspondence w/ P. Tarry re W. White<br>client utility settlement agreements (.8).  |      |
| 03/16/11 | JEFFREY R. GLEIT   | 4.20 |
|          | Revise First American escrow agreement (.5);<br>t/c with B. Buechler re utility issues (.2);<br>draft supplement to utility motion and order<br>(1.8); revise order re same (.6); t/c with RGS,<br>JB and W. White re objection to utility motion<br>and hearing (.7); t/cs with P. Tarry re utility<br>issues and employee issues (.4).                       |      |
| 03/16/11 | ROSS G. SHANK  | 1.40 |
|          | Draft correspondence w/ T. Studebaker and W.<br>White re utility adequate assurance agreements<br>with clients of McCarthy & White (.2); revise<br>same (.5); t/c w/ JRG, JB and W. White re<br>objection to utility motion and hearing (.7).  |      |
| 03/16/11 | JULIA BALDUZZI   | 4.20 |
|          | Conduct various t/cs and draft emails setting<br>up escrow account (1.7); review PRC, Uno and<br>Lexington utilities pleadings (1.1); t/c w/ W.<br>White, JRG and RGS re utilities objection (.7);<br>emails w/ Garden City Group re service<br>requirements for utilities order (.3); t/cs w/<br>various utility companies re shut-off notices<br>(.4).       |      |

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|          |   |      |
|----------|---|------|
| 03/17/11 | JEFFREY R. GLEIT<br>Revise utility supplement and proposed order re same (1); review PRC, UNO and Lexington procedures (.3); t/c with counsel for Florida utility re adequate assurance payment and outstanding bills (.2).   | 1.50 |
| 03/17/11 | ROSS G. SHANK<br>Review and revise proposed utility order (.6); draft correspondence w/ JRG and JB re utility settlements (.5).   | 1.10 |
| 03/17/11 | JULIA BALDUZZI<br>Draft and revise supplement to utilities motion and proposed final order.   | 4.40 |
| 03/18/11 | JEFFREY R. GLEIT<br>Review First Choice Power utility contract (.3); t/c with J. Toner and P. Tarry re same (.2); t/c with W. White re utility deposit issues (.3).   | .80  |
| 03/18/11 | ROSS G. SHANK<br>Draft correspondence w/ JRG re settlement agreements with utility clients of McCarthy & White.   | .40  |
| 03/19/11 | JEFFREY R. GLEIT<br>T/c with W. White re further discussions resolving objection to utility order (.5); revise proposed letter agreement resolving objection (.2).  | .70  |
| 03/19/11 | ROSS G. SHANK<br>Revise utility settlement agreements re discussions with W. White (1.2); draft correspondence w/ JRG re same (.6).   | 1.80 |
| 03/20/11 | JEFFREY R. GLEIT<br>Review revised form of Pepco letter (.2); revise supplement to utility motion and order (.4).   | .60  |
| 03/21/11 | JEFFREY R. GLEIT<br>Research law re two week cash deposits by utilities (.4); t/cs with L. Smola-Holla and J. Toner re energy contract (.5); t/c with L. Smola-Holla, J. Toner and First Utility and LPG re energy contract (.3); email DMF re utility issues (.3); t/cs with P. Tarry re utility issues (.4); review First Choice energy | 2.40 |

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contract and amendment (.5).

|          |  |      |
|----------|--|------|
| 03/21/11 | ROSS G. SHANK<br>Draft correspondence w/ JB re utility settlements with clients of R. Johnson (.5); revise various utility settlement agreements (1.0).  | 1.50 |
| 03/21/11 | JULIA BALDUZZI<br>Revise supplement to utilities motion and proposed final order.  | 2.00 |
| 03/21/11 | SIMONE K. LELCHUK<br>Review and track additional assurance requests (2.3); t/c with AlixPartners re related issues (.3).   | 2.60 |
| 03/22/11 | JEFFREY R. GLEIT<br>T/c with B. Buechler re First American Agreement (.2); t/c with W. Walker re same (.3); t/c with B. Buechler and J. Toner re same (.3); review First American Agreement (.4).  | 1.20 |
| 03/22/11 | ROSS G. SHANK<br>Draft correspondence w/ JRG re settlements w/utilities represented by R. Johnson (.2); draft correspondence w/ JB re executed utility settlements (.4); draft correspondence w/ W. White re settlements w/utilities represented by McCarthy & White (.3). | .90  |
| 03/22/11 | JULIA BALDUZZI<br>Review and revise supplement to utilities motion.  | 2.00 |
| 03/23/11 | ANDREW K. GLENN<br>Revise utilities order (.3); revise utilities supplemental motion (.4).   | .70  |
| 03/23/11 | JEFFREY R. GLEIT<br>Revise supplemental utility motion and order (.9); revise form letter for resolving adequate assurance requests (.3).  | 1.20 |
| 03/23/11 | ROSS G. SHANK<br>Finalize settlement agreements w/utilities represented by W. White and transmit same (1.1); draft correspondence w/ JB and JRG re settlement agreements w/clients of R. Johnson (.2).   | 1.30 |

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|          |   |      |
|----------|---|------|
| 03/23/11 | JULIA BALDUZZI<br>T/cs and emails w/ R. Johnson re utilities<br>objection and analyze issues to resolve same<br>(1.0); draft form agreement resolving<br>additional assurance requests (1.5); emails w/<br>T. Studebaker re same (.3).  | 2.80 |
| 03/24/11 | ANDREW K. GLENN<br>Review and revise utilities supplemental<br>motion.  | .80  |
| 03/24/11 | JEFFREY R. GLEIT<br>Draft utilities supplement and order approving<br>same (.7); t/c with T. Studebaker re utility<br>deposits (.2).  | .90  |
| 03/24/11 | JULIA BALDUZZI<br>Review and revise supplement to utilities<br>motion and finalize for filing (2.0); review<br>and revise proposed final utilities order and<br>finalize for filing (1.0); draft notice of<br>supplement and proposed final order (zx.5);<br>review R. Johnson revised settlement letter<br>(.3); emails re same w/ Alix Partners (.3). | 4.10 |
| 03/24/11 | GEORGE SIKES<br>Prep utility motion supplement and related<br>documents for electronic filing.  | 1.50 |
| 03/24/11 | PAUL J. PEREZ<br>Review and electronically file Utility<br>Supplement with Exhibits A and B (.4); review<br>and electronically file Notice of Utility<br>Motion and Supplement (.4).  | .80  |
| 03/25/11 | JEFFREY R. GLEIT<br>Review adequate assurance requests received.  | .40  |
| 03/28/11 | JEFFREY R. GLEIT<br>Review and execute Verizon letter (.2); t/c<br>with P. Rubin and P. Tarry re withdrawal of<br>funds from trust to pay utilities (.4); t/c<br>with P. Rubin and B. Buechler re release of<br>escrow funds (.3); review escrow agreement and<br>draft letter for release of funds (.6).   | 1.50 |
| 03/28/11 | ROSS G. SHANK<br>Draft correspondence w/ L. Murley re PREPA<br>utility settlement (.2); draft Duquesne utility<br>settlement letter (.5); draft correspondence w/   | 1.10 |

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T. Studebaker re same (.1); finalize Verizon utility settlement (.2); draft correspondence w/ T. Studebaker re same (.1).

|          |  |      |
|----------|--|------|
| 03/29/11 | JEFFREY R. GLEIT<br>T/cs w/ P. Tarry re escrow letter and utility payments (.2); revise escrow letter(.3).   | .50  |
| 03/29/11 | ROSS G. SHANK<br>Draft correspondence w/ JB re utility settlement agreements.  | .70  |
| 03/29/11 | JULIA BALDUZZI<br>Analyze and review resolved adequate assurance requests (.1); t/c w/ P. Tarry re resolved additional assurance requests and issues re escrow account (.3); t/cs w/ T. Studebaker re resolved additional assurance requests (.3). | .70  |
| 03/30/11 | JEFFREY R. GLEIT<br>Review and execute incoming adequate assurance agreements.   | .30  |
| 03/30/11 | JULIA BALDUZZI<br>Review and revise letter agreements with utilities resolving additional assurance requests (3.4); email correspondence w/ T. Studebaker re same (.5).  | 3.90 |
| 03/30/11 | SIMONE K. LELCHUK<br>Draft and revise additional assurance chart keeping track of utility requests.  | 2.10 |
| 03/31/11 | ROSS G. SHANK<br>Review correspondence from T. Studebaker re utility settlement agreements.  | 1.60 |
| 03/31/11 | JULIA BALDUZZI<br>Draft and finalize adequate assurance agreements resolving additional assurance requests (1.8); emails w/ T. Studebaker re same (.4).  | 2.20 |
| 03/31/11 | SIMONE K. LELCHUK<br>Draft and revise chart tracking resolutions with utility companies (.3); respond to emails re various utility issues (.3).  | .60  |

TOTAL HOURS

136.30

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|                       | HOURS | RATE   | AMOUNT    |
|-----------------------|-------|--------|-----------|
| PARTNER               |       |        |           |
| JEFFREY R. GLEIT      | 33.00 | 640.00 | 21,120.00 |
| ANDREW K. GLENN       | 2.00  | 825.00 | 1,650.00  |
| MICHAEL D. ROSENBLOOM | 3.40  | 675.00 | 2,295.00  |
| ASSOCIATE             |       |        |           |
| JULIA BALDUZZI        | 45.90 | 325.00 | 14,917.50 |
| SIMONE K. LELCHUK     | 13.80 | 300.00 | 4,140.00  |
| ROSS G. SHANK         | 35.90 | 550.00 | 19,745.00 |
| MANAGING CLERK        |       |        |           |
| PAUL J. PEREZ         | .80   | 175.00 | 140.00    |
| GEORGE SIKES          | 1.50  | 175.00 | 262.50    |

TOTAL FEES \$64,270.00

TOTAL COSTS \$.00

TOTAL FEES AND COSTS \$64,270.00

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

MARCH 31, 2011

09539018  
Borders Group Inc., et al.  
Hearing & Hearing Preparation

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/16/11 | DAVID M. FRIEDMAN<br>Prepare for first-day hearing (.6); attend<br>first-day hearing (3.8).   | 4.40  |
| 02/16/11 | ANDREW K. GLENN<br>Attend first-day hearing.  | 3.70  |
| 02/16/11 | JEFFREY R. GLEIT<br>Attend first day hearing.   | 3.80  |
| 02/16/11 | ALAN LUNGEN<br>Prepare for first day hearing (1.1); attend<br>first day hearing (3.8).  | 4.90  |
| 02/16/11 | ROSS G. SHANK<br>Research notice of agenda and court call info<br>and revise notice of agenda re same (.6); file<br>notice of agenda and review and draft<br>correspondence w/Managing Attorney's office re<br>same (.7); draft correspondence to Garden City<br>Group re service of notice of agenda and<br>revised notice of agenda (.7). | 2.00  |
| 02/16/11 | JULIA BALDUZZI<br>Prepare for first day hearing (1.1); attend<br>first day hearing (2.3).   | 3.40  |
| 02/16/11 | NII-AMAR AMAMOO<br>Attend first day hearing (3.8); prepare<br>pleadings and exhibits for first day hearing<br>(4.8).  | 8.60  |
| 02/16/11 | SIMONE K. LELCHUK<br>Attend first day hearing (3.8); compile binders<br>for first day hearing (3.6).  | 7.40  |



Borders Group Inc., et al.  
FILE NUMBER: 09539018  
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|          |  |       |
|----------|--|-------|
| 02/16/11 | NARINDER UPPAL<br>Create and organize binders of cases from first day motions for first day hearing.   | 10.30 |
| 02/16/11 | JAMILA A.M. FOLKES<br>Prepare pleadings binders for first day hearing.   | 8.20  |
| 02/16/11 | MICHAEL BIRNBAUM<br>Prepare pleadings binders for first day hearing.   | 8.20  |
| 02/16/11 | ASHLEY D. MCNAMARA<br>Research, pull and prepare binder of first day orders from Judges Glenn and Gonzalez to prepare for first day hearing. | .90   |
| 02/17/11 | JEFFREY R. GLEIT<br>T/c with Chambers re omnibus hearing.  | .20   |
| 02/17/11 | JAMILA A.M. FOLKES<br>Organize case file pleadings and materials prepared for electronic filings and first day hearing.                      | 3.20  |
| 02/17/11 | MICHAEL BIRNBAUM<br>Organize case file pleadings and materials prepared for electronic filings and first day hearing.                        | 2.30  |
| 02/18/11 | SIMONE K. LELCHUK<br>Draft calendar re hearings (.6); draft notice of omnibus hearing (2.6).   | 3.20  |
| 02/25/11 | JULIA BALDUZZI<br>Draft and revise notice of omnibus hearing.  | .30   |
| 02/25/11 | SIMONE K. LELCHUK<br>Revise Notice of Hearing for omnibus hearing.   | .90   |
| 03/01/11 | JEFFREY R. GLEIT<br>Review and comment on omnibus hearing notice.  | .20   |
| 03/01/11 | SIMONE K. LELCHUK<br>Revise Notice of Omnibus Hearing.   | 1.90  |
| 03/02/11 | DAVID M. FRIEDMAN<br>Prepare for and attend status conference with court re pressing matters.  | 1.30  |

Borders Group Inc., et al.  
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|          |   |      |
|----------|---|------|
| 03/02/11 | MICHELE L. ANGELL<br>Draft notice of establishment of omnibus<br>hearing dates and review case management order<br>and such notices from Judge Glenn cases for<br>purposes of same.                   | .80  |
| 03/02/11 | SIMONE K. LELCHUK<br>Research filing omnibus dates.   | .70  |
| 03/02/11 | MICHAEL BIRNBAUM<br>Research dockets re notices of omnibus hearing<br>dates in other Judge Glenn cases.   | .50  |
| 03/03/11 | JEFFREY R. GLEIT<br>Review and comment on notice of omnibus hearing<br>dates.   | .20  |
| 03/03/11 | MICHELE L. ANGELL<br>Finalize notice of omnibus hearing dates for<br>filing (.2); draft letter to Court re Chambers<br>copies and prepare Chambers copies re notice of<br>omnibus hearing dates (.4). | .60  |
| 03/03/11 | FRANCISCO J. VELEZ<br>Electronically file Notice of Establishment of<br>Omnibus Hearing Dates.  | .40  |
| 03/04/11 | SIMONE K. LELCHUK<br>Create binder for March 15, 2011 hearing.  | .50  |
| 03/04/11 | MICHAEL BIRNBAUM<br>Prepare binders of orders for omnibus hearing.  | 1.40 |
| 03/06/11 | JEFFREY R. GLEIT<br>Review and comment on amended notice of<br>hearing.   | .20  |
| 03/06/11 | JULIA BALDUZZI<br>Review and revise notice of hearing.  | 1.00 |
| 03/07/11 | MICHAEL E. FRIEDMAN<br>Advise JRG and KBT&F team on court procedures<br>(.4); coordinate for filing of amended notice<br>of hearing (.6).   | 1.00 |
| 03/07/11 | ROSS G. SHANK<br>Review and draft correspondence re hearing<br>agenda and Courtcall.  | .20  |

Borders Group Inc., et al.  
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|          |   |      |
|----------|---|------|
| 03/07/11 | JULIA BALDUZZI<br>Revise and finalize notice of hearing (1.0);<br>conf. w/ SKL re March 15, 2011 hearing prep<br>(.6).  | 1.60 |
| 03/07/11 | SIMONE K. LELCHUK<br>Conf. with JB re March 15, 2011 hearing<br>preparations.   | .60  |
| 03/07/11 | JAMILA A.M. FOLKES<br>Compile motions in preparation for the Omnibus<br>Hearing and organize all in a binder.   | 2.90 |
| 03/07/11 | MICHAEL BIRNBAUM<br>Research docket re motions and orders re<br>omnibus hearing.  | 1.10 |
| 03/07/11 | RICHARD M. LA ROSA<br>Review Notice of Commencement documents being<br>filed for formatting and rules compliance (.5);<br>coordinate for electronic filing of Notice of<br>Commencement (.3); email SKL regarding ECF<br>rules and Procedures (.2). | 1.00 |
| 03/08/11 | JEFFREY R. GLEIT<br>Preparation for second day hearing.   | 1.00 |
| 03/08/11 | NII-AMAR AMAMOO<br>Prep for second day hearing.   | .70  |
| 03/08/11 | SIMONE K. LELCHUK<br>Prepare binders for hearing on March 15, 2011<br>(.7); draft Agenda letter for March 15, 2011<br>hearing (.8).   | 1.50 |
| 03/08/11 | JAMILA A.M. FOLKES<br>Create folders of documents with labels in<br>preparation for March 15, 2011 hearing (.4);<br>organize copies of documents for multiple<br>binders for hearing (.8).  | 1.20 |
| 03/09/11 | SIMONE K. LELCHUK<br>Draft agenda letter for March 15, 2011 hearing<br>(4.1); prepare binders for March 15, 2011<br>hearing (1.2); revise Agenda letter for March<br>15, 2011 hearing (.8).   | 6.10 |
| 03/09/11 | MICHAEL BIRNBAUM<br>Research docket and prepare omnibus hearing<br>binders.   | 4.30 |

Borders Group Inc., et al.  
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|          |  |      |
|----------|--|------|
| 03/10/11 | JEFFREY R. GLEIT   | .50  |
|          | Revise agenda letter for 3/15/11 hearing.  |      |
| 03/10/11 | MICHELE L. ANGELL  | 1.40 |
|          | Email AL, RGS and JB re hearing motion summaries and preparation of backup material for hearing (.1); email correspondence w/ SKL, NA, JB and MB re hearing preparation (.1); review and revise March 15 hearing agenda (1.0); email SKL re same (.2). |      |
| 03/10/11 | SIMONE K. LELCHUK  | 9.90 |
|          | Prepare binders for March 15, 2011 Hearing (8.3); revise Agenda letter for March 15, 2011 Hearing (1.6).   |      |
| 03/10/11 | JAMILA A.M. FOLKES   | .50  |
|          | Assist SKL and KBT&F team with March 15, 2011 hearing preparation.   |      |
| 03/10/11 | MICHAEL BIRNBAUM   | 6.60 |
|          | Research docket and prepare omnibus hearing binders for SKL and KBT&F team.  |      |
| 03/10/11 | RICHARD M. LA ROSA   | .50  |
|          | Advise SKL regarding ECF filing rules and procedures (.1); review Notice of Agenda being filed for formatting and rules compliance (.2); coordinate electronic filing of Notice of Agenda of Matters (.2).   |      |
| 03/11/11 | JEFFREY R. GLEIT   | .30  |
|          | Revise agenda letter for omnibus hearing.  |      |
| 03/11/11 | SIMONE K. LELCHUK  | 9.10 |
|          | Prepare binders to be sent to Court for March 15, 2011 Hearing (7.1); prepare binders of proposed orders for March 15, 2011 hearing (1.3); revise Agenda for March 15, 2011 Hearing (.7).  |      |
| 03/11/11 | JAMILA A.M. FOLKES   | 2.30 |
|          | Organize and gather supplies in preparation for March 15, 2011 hearing (.4); assist with the preparation of selected documents for hearing (1.9).  |      |
| 03/11/11 | MICHAEL BIRNBAUM   | 6.70 |
|          | Research docket and prepare omnibus hearing binders for March 15, 2011 hearing.  |      |

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|          |  |       |
|----------|--|-------|
| 03/13/11 | SIMONE K. LELCHUK<br>Review and comment on binders for March 15, 2011 hearing.   | .30   |
| 03/14/11 | DAVID M. FRIEDMAN<br>Review agenda for 3/15 hearing and oversee presentation.  | 1.70  |
| 03/14/11 | ANDREW K. GLENN<br>Prepare for continuation of first-day hearings (3.5); email DMF re same (.3); review agenda letter (.3).  | 4.10  |
| 03/14/11 | JEFFREY R. GLEIT<br>Revise agenda for 3/15 hearing (.4); t/c with P. Schwartzberg re hearing (.2); review orders to be submitted at 3/15/11 hearing in preparation of hearing (1.1); prepare arguments for omnibus hearing (2.7).                                | 4.40  |
| 03/14/11 | ALAN LUNGEN<br>Update agenda re DIP objection.   | .10   |
| 03/14/11 | ROSS G. SHANK<br>Review and draft correspondence w/ SKL re hearing prep summaries and revise same (1.2); research critical vendor motions for hearing (.9); prep. for 3/15 hearing (2.8).  | 4.90  |
| 03/14/11 | JULIA BALDUZZI<br>Prepare for 3/15 hearing (6.3); draft summaries of motions scheduled to be heard for hearing arguments (2.4); conf. w/ MLA, SKL, MB and MD re hearing preparation (.5).  | 9.20  |
| 03/14/11 | NII-AMAR AMAMOO<br>Prepare for second day hearing.   | 5.30  |
| 03/14/11 | MICHELE L. ANGELL<br>Conf. w/ JB, SKL, MB and MD re 3/15/11 hearing preparation.   | .50   |
| 03/14/11 | SIMONE K. LELCHUK<br>Compile, review and comment on binders for March 15, 2011 Hearing (6.8); revise agenda for March 15, 2011 Hearing (2.3); revise and file amended agenda for March 15, 2011 Hearing (1.2); conf. w/ MLA, JB, MB and MD re hearing prep (.5). | 10.80 |

Borders Group Inc., et al.  
FILE NUMBER: 09539018  
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|          |   |       |
|----------|---|-------|
| 03/14/11 | JAMILA A.M. FOLKES<br>Assist SKL and KBT&F team with March 15, 2011 hearing preparation.  | 10.90 |
| 03/14/11 | MICHAEL BIRNBAUM<br>Prepare pleadings and orders binders in preparation for March 15, 2011 omnibus hearing (14.1); conf. w/ MLA, JB, SKL and MD re hearing preparation (.5).  | 14.60 |
| 03/14/11 | MICHELLE DRUCKER<br>Conf. w/ MLA, JB, SKL and MB re tasks for upcoming March 15 hearing (.5); review and retrieve docket entries cited in reply briefs for SKL and KBT&F team for hearing (1.9); prepare attorney working binder of same (1.5). | 3.90  |
| 03/14/11 | FRANCISCO J. VELEZ<br>Electronically file Notice of Agenda of Omnibus Hearing.  | .40   |
| 03/14/11 | RICHARD M. LA ROSA<br>Advise SKL regarding ECF rules and procedures (.1); review Notice of Agenda for formatting and rules compliance (.2); coordinate for electronic filing of Notice of Agenda of Matters for 3/15/11 (.2).                   | .50   |
| 03/14/11 | GEORGE SIKES<br>E-file amended agenda.  | 3.70  |
| 03/15/11 | DAVID M. FRIEDMAN<br>Attend hearing on Final DIP and other matters (2.0); conf. w/ ALS re hearing (.6).   | 2.60  |
| 03/15/11 | ADAM L. SHIFF<br>Conf w/ DMF re hearing.  | .60   |
| 03/15/11 | ANDREW K. GLENN<br>Prepare for and attend hearing (3.8); conf. call w/ M. Chosid, H. Etlin and P. Tarry re hearing outcome (.5).  | 4.30  |
| 03/15/11 | JEFFREY R. GLEIT<br>Prepare for omnibus hearing (1.0); attend omnibus hearing (2.0); participate on call with P. Tarry, M. Chosid and H. Etlin re hearing status (.3).  | 4.30  |

Borders Group Inc., et al.  
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|          |  |      |
|----------|--|------|
| 03/15/11 | JULIA BALDUZZI<br>Prepare for first omnibus hearing (2.4); attend first omnibus hearing (2.0).   | 4.40 |
| 03/15/11 | NII-AMAR AMAMOO<br>Prepare for second day hearing, including preparing exhibit binders and supporting case law and order binders and outlines.   | 7.70 |
| 03/15/11 | MICHELE L. ANGELL<br>Attend hearing and provide backup documentation during hearing argument and before and after hearing.   | 2.00 |
| 03/15/11 | SIMONE K. LELCHUK<br>Review and comment on binders for March 15, 2011 Hearing (1.7); attend Court for Hearing (2.0).   | 3.70 |
| 03/15/11 | MICHAEL BIRNBAUM<br>Organize materials re omnibus hearing.   | 1.10 |
| 03/18/11 | FRANCISCO J. VELEZ<br>Electronically file notice of hearing.   | .40  |
| 03/24/11 | JEFFREY R. GLEIT<br>Review and comment on notice of omnibus hearing.   | .20  |
| 03/24/11 | JULIA BALDUZZI<br>Review, revise and finalize notice of April 7 hearing for filing.  | 1.50 |
| 03/24/11 | MICHELE L. ANGELL<br>Review and comment on notice of April 7 hearing.  | .30  |
| 03/24/11 | SIMONE K. LELCHUK<br>Prepare for filing for April 7, 2011 omnibus hearing, including email Managing Attorneys Office and draft list of documents that are to be filed (.2); revise omnibus hearing notice (1.6). | 1.80 |
| 03/25/11 | PAUL J. PEREZ<br>Review and electronically file Notice of Omnibus Hearing with Exhibit A.  | .40  |

Borders Group Inc., et al.  
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|             |   |        |
|-------------|---|--------|
| 03/30/11    | SIMONE K. LELCHUK   | 2.60   |
|             | Draft Agenda for 4/7/2011 hearing (.8); prepare<br>paralegals and prepare other documentation for<br>4/7/2011 hearing (1.2); prep. orders for all<br>motions and applications for 4/7/2011 hearing<br>(.6). |        |
| 03/30/11    | MICHAEL BIRNBAUM  | 1.40   |
|             | Research docket and prepare materials for<br>omnibus hearing.   |        |
| 03/31/11    | MICHAEL BIRNBAUM  | .20    |
|             | Review and organize pleadings re omnibus<br>hearing.  |        |
| TOTAL HOURS |   | 261.40 |



Borders Group Inc., et al.  
FILE NUMBER: 09539018  
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|                     | HOURS | RATE   | AMOUNT    |
|---------------------|-------|--------|-----------|
| PARTNER             |       |        |           |
| DAVID M. FRIEDMAN   | 10.00 | 950.00 | 9,500.00  |
| JEFFREY R. GLEIT    | 15.30 | 640.00 | 9,792.00  |
| ANDREW K. GLENN     | 12.10 | 825.00 | 9,982.50  |
| ADAM L. SHIFF       | .60   | 825.00 | 495.00    |
| <br>SPECIAL COUNSEL |       |        |           |
| MICHAEL E. FRIEDMAN | 1.00  | 400.00 | 400.00    |
| ALAN LUNGEN         | 5.00  | 625.00 | 3,125.00  |
| <br>ASSOCIATE       |       |        |           |
| NII-AMAR AMAMOO     | 22.30 | 335.00 | 7,470.50  |
| MICHELE L. ANGELL   | 5.60  | 360.00 | 2,016.00  |
| JULIA BALDUZZI      | 21.40 | 325.00 | 6,955.00  |
| SIMONE K. LELCHUK   | 61.00 | 300.00 | 18,300.00 |
| ROSS G. SHANK       | 7.10  | 550.00 | 3,905.00  |
| <br>PARALEGAL       |       |        |           |
| MICHAEL BIRNBAUM    | 48.40 | 165.00 | 7,986.00  |
| MICHELLE DRUCKER    | 3.90  | 195.00 | 760.50    |
| JAMILA A.M. FOLKES  | 29.20 | 165.00 | 4,818.00  |
| ASHLEY D. MCNAMARA  | .90   | 165.00 | 148.50    |
| NARINDER UPPAL      | 10.30 | 165.00 | 1,699.50  |
| <br>MANAGING CLERK  |       |        |           |
| RICHARD M. LA ROSA  | 2.00  | 225.00 | 450.00    |
| PAUL J. PEREZ       | .40   | 175.00 | 70.00     |
| GEORGE SIKES        | 3.70  | 175.00 | 647.50    |
| FRANCISCO J. VELEZ  | 1.20  | 175.00 | 210.00    |

TOTAL FEES \$88,731.00

TOTAL COSTS \$.00

TOTAL FEES AND COSTS \$88,731.00

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

MARCH 31, 2011

09539020  
Borders Group Inc., et al.  
Non-Working Travel Time

| DATE     | ATTORNEY OR ASSISTANT   | HOURS |
|----------|---|-------|
| 02/23/11 | ANDREW K. GLENN<br>Non-working travel to NY from Ann Arbor (4.0<br>hours charged at 50% - 2.0).               | 2.00  |
| 03/22/11 | JEFFREY R. GLEIT<br>Non-working travel to and from Borders'<br>headquarters (6.0 hours charged at 50% - 3.0). | 3.00  |
| 03/22/11 | JULIA BALDUZZI<br>Non-working travel to Borders in MI (5.8 hours<br>charged at 50% - 2.9).                    | 2.90  |
|          | TOTAL HOURS   | 7.90  |

Borders Group Inc., et al.  
FILE NUMBER: 09539020  
INVOICE NO.: \*\*\*\*\*

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|                  | HOURS | RATE   | AMOUNT   |
|------------------|-------|--------|----------|
| PARTNER          |       |        |          |
| JEFFREY R. GLEIT | 3.00  | 640.00 | 1,920.00 |
| ANDREW K. GLENN  | 2.00  | 825.00 | 1,650.00 |
| ASSOCIATE        |       |        |          |
| JULIA BALDUZZI   | 2.90  | 325.00 | 942.50   |

|            |            |
|------------|------------|
| TOTAL FEES | \$4,512.50 |
|------------|------------|

|             |        |
|-------------|--------|
| TOTAL COSTS | \$ .00 |
|-------------|--------|

|                      |            |
|----------------------|------------|
| TOTAL FEES AND COSTS | \$4,512.50 |
|----------------------|------------|

## **EXHIBIT B**

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
1633 BROADWAY  
NEW YORK, NEW YORK 10019-6799

Federal I.D. # 13-3720397

MARCH 31, 2011

09539001  
Borders Group Inc., et al.  
Disbursements

Borders Group Inc., et al.  
FILE NUMBER: 09539001  
INVOICE NO.: \*\*\*\*\*

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|                        |           |
|------------------------|-----------|
| FILING FEES            | 8,312.00  |
| TRANSCRIPTS            | 785.15    |
| LOCAL TRANSPORTATION   | 1,903.55  |
| BUSINESS MEALS         | 3,244.93  |
| AUTOMATED RESEARCH     | 1,852.86  |
| DOCUMENT REPRODUCTION  | 12,308.00 |
| DOCUMENT DELIVERY      | 74.30     |
| TELEPHONE              | 253.65    |
| FACSIMILE TRANSMISSION | 12.00     |
| MAILING CHARGES        | 3.05      |

|             |             |
|-------------|-------------|
| TOTAL COSTS | \$28,749.49 |
|-------------|-------------|

|                      |             |
|----------------------|-------------|
| TOTAL FEES AND COSTS | \$28,749.49 |
|----------------------|-------------|

Borders Group Inc., et al.  
FILE NUMBER: 09539001  
INVOICE NO.: \*\*\*\*\*

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#### FILING FEES

|   |          |
|---|----------|
| 02/16/11 FILING FEES - - VENDOR: FRIEDMAN, MICHAEL E. | 8,312.00 |
| REIMBURSEMENT FOR FILING FEES ON 2/16/11              |          |
| SUBTOTAL:   | 8,312.00 |

#### TRANSCRIPTS

|   |        |
|---|--------|
| 03/01/11 TRANSCRIPTS - - VENDOR: VERITEXT REPORTING CO.,<br>L.L.C. CHARGE FOR TRIAL TRANSCRIPT ON 2/17/11,<br>REQUESTED BY J. GLEIT, INVOICE NO. NY378445,<br>DATED: 03/01/2011   | 209.00 |
| 03/01/11 TRANSCRIPTS - - VENDOR: VERITEXT REPORTING CO.,<br>L.L.C. CHARGE FOR TRIAL TRANSCRIPT ON 2/16/11,<br>REQUESTED BY J. GLEIT, INVOICE NO. NY378437,<br>DATED: 03/01/2011   | 293.00 |
| 03/04/11 TRANSCRIPTS - - VENDOR: VERITEXT REPORTING CO.,<br>L.L.C. CHARGE FOR HEARING TRANSCRIPT ON<br>3/02/11, REQUESTED BY J. GLEIT, INVOICE NO.<br>NY379268, DATED: 03/04/2011 | 283.15 |
| SUBTOTAL:   | 785.15 |

#### LOCAL TRANSPORTATION

|  |        |
|--|--------|
| 02/18/11 LOCAL TRANSPORTATION<br>ELITE VOUCHER NO: DATED: 02/16/2011<br>NAME: J DISLA, JOSE<br>FROM: 1 BOWLING GREEN TO: W. 50 ST<br>INVOICE NUM: 1445719 DATED: 02/18/2011            | 73.18  |
| 02/18/11 LOCAL TRANSPORTATION<br>ELITE VOUCHER NO: DATED: 02/16/2011<br>NAME: F VELEZ, FRANCISCO<br>FROM: 1633 BROADWAY TO: 100 ERSKIN PLACE<br>INVOICE NUM: 1445719 DATED: 02/18/2011 | 65.42  |
| 02/18/11 LOCAL TRANSPORTATION<br>ELITE VOUCHER NO: DATED: 02/16/2011<br>NAME: J DISLA, JOSE<br>FROM: 1 BOWLING GREEN TO: W. 50 ST<br>INVOICE NUM: 1445719 DATED: 02/18/2011            | 36.37  |
| 02/18/11 LOCAL TRANSPORTATION ELITE VOUCHER NO: DATED:<br>02/16/2011 NAME: J GLEIT, JEFF FROM: 1633<br>BROADWAY TO: BANKRUPTCY COURT INVOICE NUM:<br>1445719 DATED: 02/18/2011         | 201.79 |

Borders Group Inc., et al.  
FILE NUMBER: 09539001  
INVOICE NO.: \*\*\*\*\*

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|          |   |        |
|----------|---|--------|
| 02/18/11 | LOCAL TRANSPORTATION                            | 208.55 |
|          | ELITE VOUCHER NO: 9058705 DATED: 02/16/2011     |        |
|          | NAME: J GLEIT, JEFF                             |        |
|          | FROM: 1633 BROADWAY TO: MELVILLE, NY            |        |
|          | INVOICE NUM: 1445719 DATED: 02/18/2011          |        |
| 02/18/11 | LOCAL TRANSPORTATION                            | 29.94  |
|          | ELITE VOUCHER NO: 9086995 DATED: 02/16/2011     |        |
|          | NAME: J DISLA, JOSE                             |        |
|          | FROM: 1 BOWLING GREEN TO: NO SHOW               |        |
|          | INVOICE NUM: 1445719 DATED: 02/18/2011          |        |
| 02/18/11 | LOCAL TRANSPORTATION                            | 62.54  |
|          | ELITE VOUCHER NO: 9882065 DATED: 02/16/2011     |        |
|          | NAME: N UPPAL, NICK                             |        |
|          | FROM: 1633 BROADWAY TO: 9524 116 ST             |        |
|          | INVOICE NUM: 1445719 DATED: 02/18/2011          |        |
| 02/18/11 | LOCAL TRANSPORTATION                            | 47.89  |
|          | ELITE VOUCHER NO: 1234567 DATED: 02/17/2011     |        |
|          | NAME: N AMAMOO, NII-AMAR                        |        |
|          | FROM: 1633 BROADWAY TO: 1 BOWLING GRN           |        |
|          | INVOICE NUM: 1445719 DATED: 02/18/2011          |        |
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: ELITE          | 35.48  |
|          | LIMOUSINE PLUS, INC. VOUCHER #1021730617, FOR   |        |
|          | J. GLEIT ON 2/17/11, FROM 1 BOWLING GREEN TO    |        |
|          | 1633 BWAY, INVOICE #1446569, DATE 2/25/2011     |        |
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: ELITE          | 50.56  |
|          | LIMOUSINE PLUS, INC. VOUCHER #1021626548, FOR   |        |
|          | D. FRIEDMAN ON 2/16/11, FROM 1633 BWAY TO AS    |        |
|          | DIRECTED, INVOICE #1446569, DATE 2/25/2011      |        |
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: ELITE          | 47.89  |
|          | LIMOUSINE PLUS, INC. VOUCHER #1021626527, FOR   |        |
|          | J. BALDUZZI ON 2/16/11, FROM 1633 BWAY TO AS    |        |
|          | DIRECTED, INVOICE #1446569, DATE 2/25/2011      |        |
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: ELITE          | 60.98  |
|          | LIMOUSINE PLUS, INC. VOUCHER #9882021, FOR A.   |        |
|          | ANDRY ON 2/16/11, FROM 1633 BWAY TO 902 BEDFORD |        |
|          | AVENUE, INVOICE #1446569, DATE 2/25/2011        |        |
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: ELITE          | 63.75  |
|          | LIMOUSINE PLUS, INC. VOUCHER #9882061, FOR P.   |        |
|          | PEREZ ON 2/16/11, FROM 1633 BWAY TO 6709 150    |        |
|          | STREET, INVOICE #1446569, DATE 2/25/2011        |        |
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: ELITE          | 45.46  |
|          | LIMOUSINE PLUS, INC. VOUCHER #9882066, FOR M.   |        |
|          | DRUCKER ON 2/16/11, FROM 1633 BWAY TO 2834 38   |        |
|          | STREET, INVOICE #1446569, DATE 2/25/2011        |        |
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: ELITE          | 100.68 |
|          | LIMOUSINE PLUS, INC. VOUCHER #9882067, FOR J.   |        |
|          | FOLKES ON 2/16/11, FROM 1633 BWAY TO MANHATTAN  |        |
|          | \ NY, INVOICE #1446569, DATE 2/25/2011          |        |
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: ELITE          | 47.46  |
|          | LIMOUSINE PLUS, INC. VOUCHER #1021730548, FOR   |        |
|          | N. AMAMOO ON 2/17/11, FROM 1 BOWLING GREEN TO   |        |
|          | 1633 BWAY, INVOICE #1446569, DATE 2/25/2011     |        |



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|----------|---|--------|
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: ELITE<br>LIMOUSINE PLUS, INC. VOUCHER #1021730533, FOR<br>N. AMAMOO ON 2/17/11, FROM 1 BOWLING GREEN TO<br>1633 BWAY, INVOICE #1446569, DATE 2/25/2011 | 39.92  |
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: ELITE<br>LIMOUSINE PLUS, INC. VOUCHER #1021729842, FOR<br>N. AMAMOO ON 2/17/11, FROM 1633 BWAY TO 1<br>BOWLING GREEN, INVOICE #1446569, DATE 2/25/2011 | 38.14  |
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: ELITE<br>LIMOUSINE PLUS, INC. VOUCHER #1021729831, FOR<br>N. AMAMOO ON 2/17/11, FROM 1633 BWAY TO 1<br>BOWLING GREEN, INVOICE #1446569, DATE 2/25/2011 | 45.24  |
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: PETTY CASH FOR<br>S. LELCHUK, CAB TO COURT ON 2/16/11, INV #<br>022511, DATE 2/25/11   | 31.40  |
| 02/25/11 | LOCAL TRANSPORTATION - - VENDOR: PETTY CASH FOR<br>N. AMAMOO, WORK LATE CAB ON 2/16/11, INV #<br>022511, DATE 2/25/11   | 11.00  |
| 03/04/11 | LOCAL TRANSPORTATION - - VENDOR: CONCORD<br>LIMOUSINE, INC. VOUCHER #127731, FOR J. FOLKES<br>ON 2/16/11, FROM 1633 BWAY TO 540 E 62 STREET,<br>INVOICE #509809, DATE 3/4/2011          | 71.51  |
| 03/04/11 | LOCAL TRANSPORTATION - - VENDOR: CONCORD<br>LIMOUSINE, INC. VOUCHER #127732, FOR M. DRUCKER<br>ON 2/16/11, FROM 1633 BWAY TO 2834 38 STREET,<br>INVOICE #509809, DATE 3/4/2011          | 52.67  |
| 03/04/11 | LOCAL TRANSPORTATION<br>ELITE VOUCHER NO: DATED: 02/22/2011<br>NAME: J GLEIT , JEFF<br>FROM: 1633 BROADWAY TO: COLD SPRING HARBOR, NY<br>INVOICE NUM: 1447523 DATED: 03/04/2011         | 136.93 |
| 03/04/11 | LOCAL TRANSPORTATION<br>ELITE VOUCHER NO: DATED: 02/23/2011<br>NAME: J GLEIT, JEFF<br>FROM: 1633 BROADWAY TO: COLD SPRING HARBOR, NY<br>INVOICE NUM: 1447523 DATED: 03/04/2011          | 136.93 |
| 03/16/11 | LOCAL TRANSPORTATION - - VENDOR: PETTY CASH FOR<br>J. MORRISON, WORK LATE CAB ON 3/8/11, INV #<br>031611, DATE 3/16/11  | 23.37  |
| 03/16/11 | LOCAL TRANSPORTATION - - VENDOR: PETTY CASH FOR<br>N. AMAMOO, WORK LATE CAB ON 3/8, 3/10, INV #<br>031611, DATE 3/16/11   | 22.70  |
| 03/16/11 | LOCAL TRANSPORTATION - - VENDOR: PETTY CASH FOR<br>N. AMAMOO, WORK LATE CAB ON 2/14, 3/3, INV #<br>031611, DATE 3/16/11   | 43.70  |
| 03/16/11 | LOCAL TRANSPORTATION - - VENDOR: PETTY CASH FOR<br>E. SORRENTINO, TRAIN TO COURT ON 3/3/11, INV #<br>031611, DATE 3/2/11  | 4.50   |
| 03/16/11 | LOCAL TRANSPORTATION - - VENDOR: PETTY CASH FOR<br>E. SORRENTINO, TRAIN TO COURT ON 3/11/11, INV #<br>031611, DATE 3/2/11   | 4.50   |

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| 03/24/11 | LOCAL TRANSPORTATION - - VENDOR: PETTY CASH FOR<br>M. ANGELL, CAB FROM COURT ON 3/15/11, INV #<br>032411, DATE 3/24/11   | 20.00 |
| 03/25/11 | LOCAL TRANSPORTATION - - VENDOR: PETTY CASH FOR<br>N. AMAMOO, WORK LATE CAB ON 3/15, 3/17, INV #<br>032511, DATE 3/25/11 | 43.10 |

SUBTOTAL: 1,903.55

BUSINESS MEALS

|          |  |          |
|----------|--|----------|
| 02/16/11 | BUSINESS MEALS<br>SEAMLESSWEB MEAL ORD#: 186915414 DATE:02/16/2011<br>ALLOCATED NAME: GLENN ANDREW K.<br>SEAMLESSWEB INV #: 886838 INV DATE: 2/20/11   | 76.46    |
| 02/16/11 | BUSINESS MEALS<br>SEAMLESSWEB MEAL ORD#: 186948174 DATE:02/16/2011<br>ALLOCATED NAME: GLENN ANDREW K.<br>SEAMLESSWEB INV #: 886838 INV DATE: 2/20/11   | 1,527.16 |
| 02/21/11 | BUSINESS MEALS<br>SEAMLESSWEB MEAL ORD#: 187676607 DATE:02/21/2011<br>ALLOCATED NAME: BALDUZZI JULIA A.<br>SEAMLESSWEB INV #: 889364 INV DATE: 2/27/11 | 20.00    |
| 02/22/11 | BUSINESS MEALS<br>SEAMLESSWEB MEAL ORD#: 187809150 DATE:02/22/2011<br>ALLOCATED NAME: GLEIT JEFFREY R.<br>SEAMLESSWEB INV #: 889364 INV DATE: 2/27/11  | 20.00    |
| 02/22/11 | BUSINESS MEALS - - VENDOR: LUNGEN, ALAN WORK<br>LATE MEAL W/ D. FLIMAN ON 2/15/11  | 40.00    |
| 02/23/11 | BUSINESS MEALS<br>SEAMLESSWEB MEAL ORD#: 187986954 DATE:02/23/2011<br>ALLOCATED NAME: GLEIT JEFFREY R.<br>SEAMLESSWEB INV #: 889364 INV DATE: 2/27/11  | 20.00    |
| 02/23/11 | BUSINESS MEALS<br>SEAMLESSWEB MEAL ORD#: 188016279 DATE:02/23/2011<br>ALLOCATED NAME: LELCHUK SIMONE<br>SEAMLESSWEB INV #: 889364 INV DATE: 2/27/11    | 18.15    |
| 02/23/11 | BUSINESS MEALS<br>SEAMLESSWEB MEAL ORD#: 188016279 DATE:02/23/2011<br>ALLOCATED NAME: BALDUZZI JULIA A.<br>SEAMLESSWEB INV #: 889364 INV DATE: 2/27/11 | 18.14    |
| 02/26/11 | BUSINESS MEALS<br>SEAMLESSWEB MEAL ORD#: 188447523 DATE:02/26/2011<br>ALLOCATED NAME: BALDUZZI JULIA A.<br>SEAMLESSWEB INV #: 889364 INV DATE: 2/27/11 | 15.82    |
| 02/28/11 | BUSINESS MEALS<br>SEAMLESSWEB MEAL ORD#: 188775465 DATE:02/28/2011<br>ALLOCATED NAME: FRIEDMAN DAVID M.<br>SEAMLESSWEB INV #: 897702 INV DATE: 3/06/11 | 245.22   |

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|----------|--|--------|
| 02/28/11 | BUSINESS MEALS                                   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 188808753 DATE:02/28/2011 |        |
|          | ALLOCATED NAME: LELCHUK SIMONE                   |        |
|          | SEAMLESSWEB INV #: 897702 INV DATE: 3/06/11      |        |
| 03/01/11 | BUSINESS MEALS                                   | 15.25  |
|          | SEAMLESSWEB MEAL ORD#: 189000570 DATE:03/01/2011 |        |
|          | ALLOCATED NAME: BALDUZZI JULIA A.                |        |
|          | SEAMLESSWEB INV #: 897702 INV DATE: 3/06/11      |        |
| 03/03/11 | BUSINESS MEALS                                   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 189333891 DATE:03/03/2011 |        |
|          | ALLOCATED NAME: GLEIT JEFFREY R.                 |        |
|          | SEAMLESSWEB INV #: 897702 INV DATE: 3/06/11      |        |
| 03/08/11 | BUSINESS MEALS                                   | 346.69 |
|          | SEAMLESSWEB MEAL ORD#: 190067280 DATE:03/08/2011 |        |
|          | ALLOCATED NAME: GLEIT JEFFREY R.                 |        |
|          | SEAMLESSWEB INV #: 899082 INV DATE: 3/13/11      |        |
| 03/08/11 | BUSINESS MEALS                                   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 190089270 DATE:03/08/2011 |        |
|          | ALLOCATED NAME: GLEIT JEFFREY R.                 |        |
|          | SEAMLESSWEB INV #: 899082 INV DATE: 3/13/11      |        |
| 03/08/11 | BUSINESS MEALS                                   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 190106034 DATE:03/08/2011 |        |
|          | ALLOCATED NAME: BALDUZZI JULIA A.                |        |
|          | SEAMLESSWEB INV #: 899082 INV DATE: 3/13/11      |        |
| 03/08/11 | BUSINESS MEALS                                   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 190121442 DATE:03/08/2011 |        |
|          | ALLOCATED NAME: AMAMOO NII-AMAR                  |        |
|          | SEAMLESSWEB INV #: 899082 INV DATE: 3/13/11      |        |
| 03/09/11 | BUSINESS MEALS                                   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 190293870 DATE:03/09/2011 |        |
|          | ALLOCATED NAME: GLEIT JEFFREY R.                 |        |
|          | SEAMLESSWEB INV #: 899082 INV DATE: 3/13/11      |        |
| 03/09/11 | BUSINESS MEALS                                   | 18.62  |
|          | SEAMLESSWEB MEAL ORD#: 190314858 DATE:03/09/2011 |        |
|          | ALLOCATED NAME: BALDUZZI JULIA A.                |        |
|          | SEAMLESSWEB INV #: 899082 INV DATE: 3/13/11      |        |
| 03/10/11 | BUSINESS MEALS                                   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 190461711 DATE:03/10/2011 |        |
|          | ALLOCATED NAME: GLEIT JEFFREY R.                 |        |
|          | SEAMLESSWEB INV #: 899082 INV DATE: 3/13/11      |        |
| 03/14/11 | BUSINESS MEALS                                   | 15.57  |
|          | SEAMLESSWEB MEAL ORD#: 191057922 DATE:03/14/2011 |        |
|          | ALLOCATED NAME: LELCHUK SIMONE                   |        |
|          | SEAMLESSWEB INV #: 903383 INV DATE: 3/20/11      |        |
| 03/14/11 | BUSINESS MEALS                                   | 15.57  |
|          | SEAMLESSWEB MEAL ORD#: 191057922 DATE:03/14/2011 |        |
|          | ALLOCATED NAME: BALDUZZI JULIA A.                |        |
|          | SEAMLESSWEB INV #: 903383 INV DATE: 3/20/11      |        |
| 03/14/11 | BUSINESS MEALS                                   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 191065971 DATE:03/14/2011 |        |
|          | ALLOCATED NAME: GLEIT JEFFREY R.                 |        |
|          | SEAMLESSWEB INV #: 903383 INV DATE: 3/20/11      |        |

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|----------|--|--------|
| 03/14/11 | BUSINESS MEALS   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 191073276 DATE:03/14/2011   |        |
|          | ALLOCATED NAME: AMAMOO NII-AMAR  |        |
|          | SEAMLESSWEB INV #: 903383 INV DATE: 3/20/11  |        |
| 03/14/11 | BUSINESS MEALS   | 250.26 |
|          | SEAMLESSWEB MEAL ORD#: 190966929 DATE:03/14/2011   |        |
|          | ALLOCATED NAME: GLEIT JEFFREY R.   |        |
|          | SEAMLESSWEB INV #: 903383 INV DATE: 3/20/11  |        |
| 03/15/11 | BUSINESS MEALS   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 191244834 DATE:03/15/2011   |        |
|          | ALLOCATED NAME: GLEIT JEFFREY R.   |        |
|          | SEAMLESSWEB INV #: 903383 INV DATE: 3/20/11  |        |
| 03/15/11 | BUSINESS MEALS - - VENDOR: KASOWITZ, BENSON,<br>TORRES & FRIEDMAN LLP WORK LATE MEAL FOR M.<br>BIRNBAUM ON 2/16/11 | 20.00  |
| 03/15/11 | BUSINESS MEALS - - VENDOR: KASOWITZ, BENSON,<br>TORRES & FRIEDMAN LLP WORK LATE MEAL FOR M.<br>DRUCKER ON 2/16/11  | 20.00  |
| 03/15/11 | BUSINESS MEALS - - VENDOR: KASOWITZ, BENSON,<br>TORRES & FRIEDMAN LLP WORK LATE MEAL FOR J.<br>FOLKES ON 2/16/11   | 20.00  |
| 03/15/11 | BUSINESS MEALS - - VENDOR: KASOWITZ, BENSON,<br>TORRES & FRIEDMAN LLP WORK LATE MEAL FOR P.<br>PEREZ ON 2/16/11    | 20.00  |
| 03/16/11 | BUSINESS MEALS   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 191406432 DATE:03/16/2011   |        |
|          | ALLOCATED NAME: GLEIT JEFFREY R.   |        |
|          | SEAMLESSWEB INV #: 903383 INV DATE: 3/20/11  |        |
| 03/16/11 | BUSINESS MEALS   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 191435478 DATE:03/16/2011   |        |
|          | ALLOCATED NAME: AMAMOO NII-AMAR  |        |
|          | SEAMLESSWEB INV #: 903383 INV DATE: 3/20/11  |        |
| 03/16/11 | BUSINESS MEALS - - VENDOR: PETTY CASH FOR A.<br>LUNGEN, WEEKEND WORK MEAL ON 3/6/11, INV #<br>031611, DATE 3/16/11 | 17.90  |
| 03/21/11 | BUSINESS MEALS   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 192145263 DATE:03/21/2011   |        |
|          | ALLOCATED NAME: GLEIT JEFFREY R.   |        |
|          | SEAMLESSWEB INV #: 904739 INV DATE: 3/27/11  |        |
| 03/23/11 | BUSINESS MEALS   | 20.00  |
|          | SEAMLESSWEB MEAL ORD#: 192460230 DATE:03/23/2011   |        |
|          | ALLOCATED NAME: GLEIT JEFFREY R.   |        |
|          | SEAMLESSWEB INV #: 904739 INV DATE: 3/27/11  |        |
| 03/24/11 | BUSINESS MEALS   | 14.70  |
|          | SEAMLESSWEB MEAL ORD#: 192684102 DATE:03/24/2011   |        |
|          | ALLOCATED NAME: BALDUZZI JULIA A.  |        |
|          | SEAMLESSWEB INV #: 904739 INV DATE: 3/27/11  |        |
| 03/24/11 | BUSINESS MEALS   | 14.71  |
|          | SEAMLESSWEB MEAL ORD#: 192684102 DATE:03/24/2011   |        |
|          | ALLOCATED NAME: LELCHUK SIMONE   |        |
|          | SEAMLESSWEB INV #: 904739 INV DATE: 3/27/11  |        |

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| 03/24/11 | BUSINESS MEALS                                   | 14.71 |
|          | SEAMLESSWEB MEAL ORD#: 192684102 DATE:03/24/2011 |       |
|          | ALLOCATED NAME: ANGELL MICHELE                   |       |
|          | SEAMLESSWEB INV #: 904739 INV DATE: 3/27/11      |       |
| 03/24/11 | BUSINESS MEALS                                   | 20.00 |
|          | SEAMLESSWEB MEAL ORD#: 192706899 DATE:03/24/2011 |       |
|          | ALLOCATED NAME: GLEIT JEFFREY R.                 |       |
|          | SEAMLESSWEB INV #: 904739 INV DATE: 3/27/11      |       |
| 03/25/11 | BUSINESS MEALS - - VENDOR: RUTCOWSKY, BARRY      | 20.00 |
|          | WORK LATE MEAL ON 3/23/11                        |       |
| 03/31/11 | BUSINESS MEALS - - VENDOR: KASOWITZ, BENSON,     | 40.00 |
|          | TORRES & FRIEDMAN LLP WORK LATE MEAL FOR M.      |       |
|          | BIRNBAUM ON 3/14/2011 & 3/15/2011                |       |
| 03/31/11 | BUSINESS MEALS - - VENDOR: KASOWITZ, BENSON,     | 20.00 |
|          | TORRES & FRIEDMAN LLP WORK LATE MEAL FOR M.      |       |
|          | DRUCKER ON 3/8/2011                              |       |
| 03/31/11 | BUSINESS MEALS - - VENDOR: KASOWITZ, BENSON,     | 40.00 |
|          | TORRES & FRIEDMAN LLP WORK LATE MEAL FOR J.      |       |
|          | FOLKES ON 3/14/2011 & 3/15/2011                  |       |
| 03/31/11 | BUSINESS MEALS - - VENDOR: KASOWITZ, BENSON,     | 20.00 |
|          | TORRES & FRIEDMAN LLP WORK LATE MEAL FOR J.      |       |
|          | MORRISON ON 3/8/2011                             |       |

SUBTOTAL: 3,244.93

AUTOMATED RESEARCH-LEXIS

|          |                              |        |
|----------|------------------------------|--------|
| 02/19/11 | AUTOMATED RESEARCH-LEXIS     | 69.97  |
|          | Date: 2/19/11                |        |
|          | Research by: LUNGEN, ALAN    |        |
| 02/21/11 | AUTOMATED RESEARCH-LEXIS     | 44.92  |
|          | Date: 2/21/11                |        |
|          | Research by: GLEIT, JEFFREY  |        |
| 02/21/11 | AUTOMATED RESEARCH-LEXIS     | 108.26 |
|          | Date: 2/21/11                |        |
|          | Research by: LELCHUK, SIMONE |        |
| 02/22/11 | AUTOMATED RESEARCH-LEXIS     | 76.20  |
|          | Date: 2/22/11                |        |
|          | Research by: LELCHUK, SIMONE |        |
| 02/22/11 | AUTOMATED RESEARCH-LEXIS     | 202.08 |
|          | Date: 2/22/11                |        |
|          | Research by: SHANK, ROSS     |        |
| 02/23/11 | AUTOMATED RESEARCH-LEXIS     | 191.37 |
|          | Date: 2/23/11                |        |
|          | Research by: SHANK, ROSS     |        |
| 02/23/11 | AUTOMATED RESEARCH-LEXIS     | 63.00  |
|          | Date: 2/23/11                |        |
|          | Research by: NOVICK, ROBERT  |        |
| 02/23/11 | AUTOMATED RESEARCH-LEXIS     | 207.40 |
|          | Date: 2/23/11                |        |
|          | Research by: LELCHUK, SIMONE |        |

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| 02/23/11 | AUTOMATED RESEARCH-LEXIS     | 52.05  |
|          | Date: 2/23/11                |        |
|          | Research by: GLEIT, JEFFREY  |        |
| 02/24/11 | AUTOMATED RESEARCH-LEXIS     | 98.14  |
|          | Date: 2/24/11                |        |
|          | Research by: LELCHUK, SIMONE |        |
| 02/24/11 | AUTOMATED RESEARCH-LEXIS     | 4.54   |
|          | Date: 2/24/11                |        |
|          | Research by: BALDUZZI, JULIA |        |
| 02/25/11 | AUTOMATED RESEARCH-LEXIS     | 39.66  |
|          | Date: 2/25/11                |        |
|          | Research by: LELCHUK, SIMONE |        |
| 02/28/11 | AUTOMATED RESEARCH-LEXIS     | 674.40 |
|          | Date: 2/28/11                |        |
|          | Research by: LELCHUK, SIMONE |        |
| 02/28/11 | AUTOMATED RESEARCH-LEXIS     | 20.87  |
|          | Date: 2/28/11                |        |
|          | Research by: DAVIS, LAUREN   |        |

SUBTOTAL: 1,852.86

#### DOCUMENT REPRODUCTION

|          |   |          |
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| 02/16/11 | DOCUMENT REPRODUCTION (9,684 PAGES CHARGED AT<br>\$.20 PER PAGE)  | 1,936.80 |
| 02/16/11 | DOCUMENT REPRODUCTION (12,465 PAGES CHARGED AT<br>\$.20 PER PAGE) | 2,493.00 |
| 02/17/11 | DOCUMENT REPRODUCTION (8,166 PAGES CHARGED AT<br>\$.20 PER PAGE)  | 1,633.20 |
| 02/18/11 | DOCUMENT REPRODUCTION (228 PAGES CHARGED AT<br>\$.20 PER PAGE)    | 45.60    |
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| 02/24/11 | DOCUMENT REPRODUCTION (36 PAGES CHARGED AT \$.20<br>PER PAGE)     | 7.20     |
| 02/25/11 | DOCUMENT REPRODUCTION (637 PAGES CHARGED AT<br>\$.20 PER PAGE)    | 127.40   |
| 02/25/11 | DOCUMENT REPRODUCTION (163 PAGES CHARGED AT<br>\$.20 PER PAGE)    | 32.60    |
| 03/01/11 | DOCUMENT REPRODUCTION (357 PAGES CHARGED AT<br>\$.20 PER PAGE)    | 71.40    |
| 03/01/11 | DOCUMENT REPRODUCTION (1 PAGE CHARGED AT \$.20<br>PER PAGE)       | .20      |
| 03/01/11 | DOCUMENT REPRODUCTION (80 PAGES CHARGED AT \$.20<br>PER PAGE)     | 16.00    |
| 03/02/11 | DOCUMENT REPRODUCTION (137 PAGES CHARGED AT<br>\$.20 PER PAGE)    | 27.40    |

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| 03/02/11 | DOCUMENT REPRODUCTION (10 PAGES CHARGED AT \$.20 PER PAGE)     | 2.00     |
| 03/02/11 | DOCUMENT REPRODUCTION (573 PAGES CHARGED AT \$.20 PER PAGE)    | 114.60   |
| 03/03/11 | DOCUMENT REPRODUCTION (4 PAGES CHARGED AT \$.20 PER PAGE)      | 4.00     |
| 03/07/11 | DOCUMENT REPRODUCTION (3 PAGES CHARGED AT \$.20 PER PAGE)      | .60      |
| 03/08/11 | DOCUMENT REPRODUCTION (625 PAGES CHARGED AT \$.20 PER PAGE)    | 125.00   |
| 03/08/11 | DOCUMENT REPRODUCTION (61 PAGES CHARGED AT \$.20 PER PAGE)     | 12.20    |
| 03/08/11 | DOCUMENT REPRODUCTION (128 PAGES CHARGED AT \$.20 PER PAGE)    | 25.60    |
| 03/09/11 | DOCUMENT REPRODUCTION (344 PAGES CHARGED AT \$.20 PER PAGE)    | 68.80    |
| 03/09/11 | DOCUMENT REPRODUCTION (20 PAGES CHARGED AT \$.20 PER PAGE)     | 4.00     |
| 03/10/11 | DOCUMENT REPRODUCTION (280 PAGES CHARGED AT \$.20 PER PAGE)    | 56.00    |
| 03/10/11 | DOCUMENT REPRODUCTION (12,592 PAGES CHARGED AT \$.20 PER PAGE) | 2,518.40 |
| 03/11/11 | DOCUMENT REPRODUCTION (1 PAGE CHARGED AT \$.20 PER PAGE)       | .20      |
| 03/11/11 | DOCUMENT REPRODUCTION (1,595 PAGES CHARGED AT \$.20 PER PAGE)  | 319.00   |
| 03/14/11 | DOCUMENT REPRODUCTION (57 PAGES CHARGED AT \$.20 PER PAGE)     | 11.40    |
| 03/14/11 | DOCUMENT REPRODUCTION (565 PAGES CHARGED AT \$.20 PER PAGE)    | 113.00   |
| 03/15/11 | DOCUMENT REPRODUCTION (3 PAGES CHARGED AT \$.20 PER PAGE)      | .60      |
| 03/15/11 | DOCUMENT REPRODUCTION (80 PAGES CHARGED AT \$.20 PER PAGE)     | 16.00    |
| 03/15/11 | DOCUMENT REPRODUCTION (5,029 PAGES CHARGED AT \$.20 PER PAGE)  | 1,005.80 |
| 03/15/11 | DOCUMENT REPRODUCTION (615 PAGES CHARGED AT \$.20 PER PAGE)    | 123.00   |
| 03/16/11 | DOCUMENT REPRODUCTION (3 PAGES CHARGED AT \$.20 PER PAGE)      | .60      |
| 03/16/11 | DOCUMENT REPRODUCTION (88 PAGES CHARGED AT \$.20 PER PAGE)     | 17.60    |
| 03/17/11 | DOCUMENT REPRODUCTION (518 PAGES CHARGED AT \$.20 PER PAGE)    | 103.60   |
| 03/17/11 | DOCUMENT REPRODUCTION (1,253 PAGES CHARGED AT \$.20 PER PAGE)  | 250.60   |
| 03/21/11 | DOCUMENT REPRODUCTION (2,748 PAGES CHARGED AT \$.20 PER PAGE)  | 549.60   |
| 03/21/11 | DOCUMENT REPRODUCTION (2 PAGES CHARGED AT \$.20 PER PAGE)      | .40      |
| 03/23/11 | DOCUMENT REPRODUCTION (14 PAGES CHARGED AT \$.20 PER PAGE)     | 2.80     |

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|          |  |       |
|----------|--|-------|
| 03/24/11 | DOCUMENT REPRODUCTION (324 PAGES CHARGED AT<br>\$.20 PER PAGE) | 64.80 |
| 03/24/11 | DOCUMENT REPRODUCTION (4 PAGES CHARGED AT \$.20<br>PER PAGE)   | .80   |
| 03/25/11 | DOCUMENT REPRODUCTION (4 PAGES CHARGED AT \$.20<br>PER PAGE)   | .80   |
| 03/25/11 | DOCUMENT REPRODUCTION (187 PAGES CHARGED AT<br>\$.20 PER PAGE) | 37.40 |
| 03/25/11 | DOCUMENT REPRODUCTION (292 PAGES CHARGED AT<br>\$.20 PER PAGE) | 58.40 |
| 03/28/11 | DOCUMENT REPRODUCTION (226 PAGES CHARGED AT<br>\$.20 PER PAGE) | 45.20 |
| 03/28/11 | DOCUMENT REPRODUCTION (1 PAGE CHARGED AT \$.20<br>PER PAGE)    | .20   |
| 03/30/11 | DOCUMENT REPRODUCTION (4 PAGES CHARGED AT \$.20<br>PER PAGE)   | .80   |
| 03/31/11 | DOCUMENT REPRODUCTION (12 PAGES CHARGED AT \$.20<br>PER PAGE)  | 2.40  |

SUBTOTAL: 12,285.20

DOCUMENT REPRODUCTION

|          |  |       |
|----------|--|-------|
| 02/28/11 | DOCUMENT REPRODUCTION - - VENDOR: QUILL<br>ARCHIVISTS CHARGE FOR RESEARCH FEE, REQUESTED<br>BY S. LELCHUK, INVOICE NO. 131, DATED:<br>02/28/2011 | 9.00  |
| 03/16/11 | DOCUMENT REPRODUCTION - - VENDOR: PETTY CASH<br>FOR J. MORRISON, COPIES AT COURT ON 3/3/11, INV<br># 031611, DATE 3/16/11                        | 13.80 |

SUBTOTAL: 22.80

DOCUMENT DELIVERY

|          |   |       |
|----------|---|-------|
| 02/17/11 | DOCUMENT DELIVERY<br>Tracking ID: 796776775496 Date:2/17/11<br>Sender Name: Lauren Murphy<br>Recipient Name: Attn: Billie Olson<br>From: 1633 Broadway<br>To: 691 South Milpitas Blvd. MILPITAS<br>CA 95035<br>FedEx Inv #: 740093143 Inv Date: 2/21/11     | 16.34 |
| 03/01/11 | DOCUMENT DELIVERY<br>Tracking ID: 794481739603 Date:3/01/11<br>Sender Name: Simone K. Lelchuk<br>Recipient Name: Honorable David D. Watkins<br>From: 1633 Broadway<br>To: 520 Greene Street AUGUSTA<br>GA 30901<br>FedEx Inv #: 741647613 Inv Date: 3/07/11 | 14.49 |



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|          |  |       |
|----------|--|-------|
| 03/01/11 | DOCUMENT DELIVERY                            | 14.49 |
|          | Tracking ID: 794481763620 Date:3/01/11       |       |
|          | Sender Name: Simone K. Lelchuk               |       |
|          | Recipient Name: Honorable John Flythe        |       |
|          | From: 1633 Broadway                          |       |
|          | To: 520 Greene Street AUGUSTA                |       |
|          | GA 30901                                     |       |
|          | FedEx Inv #: 741647613 Inv Date: 3/07/11     |       |
| 03/01/11 | DOCUMENT DELIVERY                            | 14.49 |
|          | Tracking ID: 796819130490 Date:3/01/11       |       |
|          | Sender Name: Simone K. Lelchuk               |       |
|          | Recipient Name: Honorable Patricia W. Booker |       |
|          | From: 1633 Broadway                          |       |
|          | To: 520 Greene Street AUGUSTA                |       |
|          | GA 30901                                     |       |
|          | FedEx Inv #: 741647613 Inv Date: 3/07/11     |       |
| 03/01/11 | DOCUMENT DELIVERY                            | 14.49 |
|          | Tracking ID: 796819138848 Date:3/01/11       |       |
|          | Sender Name: Simone K. Lelchuk               |       |
|          | Recipient Name: Honorable Richard A. Slaby   |       |
|          | From: 1633 Broadway                          |       |
|          | To: 520 Greene Street AUGUSTA                |       |
|          | GA 30901                                     |       |
|          | FedEx Inv #: 741647613 Inv Date: 3/07/11     |       |
|          | SUBTOTAL:                                    | 74.30 |

TELEPHONE - LONG DISTANCE

|          |                           |       |
|----------|---------------------------|-------|
| 02/16/11 | TELEPHONE - LONG DISTANCE | 6.85  |
| 02/16/11 | TELEPHONE - LONG DISTANCE | 17.80 |
| 02/17/11 | TELEPHONE - LONG DISTANCE | 13.71 |
| 02/18/11 | TELEPHONE - LONG DISTANCE | 4.48  |
| 02/22/11 | TELEPHONE - LONG DISTANCE | 9.10  |
| 02/23/11 | TELEPHONE - LONG DISTANCE | 9.24  |
| 02/24/11 | TELEPHONE - LONG DISTANCE | 3.03  |
| 02/25/11 | TELEPHONE - LONG DISTANCE | 12.80 |
| 03/01/11 | TELEPHONE - LONG DISTANCE | 9.44  |
| 03/01/11 | TELEPHONE - LONG DISTANCE | 10.16 |
| 03/02/11 | TELEPHONE - LONG DISTANCE | .53   |
| 03/02/11 | TELEPHONE - LONG DISTANCE | 7.72  |
| 03/03/11 | TELEPHONE - LONG DISTANCE | 2.91  |
| 03/03/11 | TELEPHONE - LONG DISTANCE | 9.35  |
| 03/04/11 | TELEPHONE - LONG DISTANCE | 2.63  |
| 03/04/11 | TELEPHONE - LONG DISTANCE | 1.58  |
| 03/07/11 | TELEPHONE - LONG DISTANCE | 1.19  |
| 03/07/11 | TELEPHONE - LONG DISTANCE | 5.56  |
| 03/08/11 | TELEPHONE - LONG DISTANCE | 7.52  |
| 03/09/11 | TELEPHONE - LONG DISTANCE | .79   |
| 03/09/11 | TELEPHONE - LONG DISTANCE | 9.36  |
| 03/10/11 | TELEPHONE - LONG DISTANCE | 7.65  |
| 03/10/11 | TELEPHONE - LONG DISTANCE | .40   |

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|          |                           |       |
|----------|---------------------------|-------|
| 03/11/11 | TELEPHONE - LONG DISTANCE | 7.24  |
| 03/14/11 | TELEPHONE - LONG DISTANCE | 1.33  |
| 03/14/11 | TELEPHONE - LONG DISTANCE | 17.95 |
| 03/15/11 | TELEPHONE - LONG DISTANCE | 4.09  |
| 03/16/11 | TELEPHONE - LONG DISTANCE | .58   |
| 03/16/11 | TELEPHONE - LONG DISTANCE | 6.59  |
| 03/17/11 | TELEPHONE - LONG DISTANCE | 3.69  |
| 03/21/11 | TELEPHONE - LONG DISTANCE | 7.23  |
| 03/21/11 | TELEPHONE - LONG DISTANCE | 2.09  |
| 03/22/11 | TELEPHONE - LONG DISTANCE | .13   |
| 03/22/11 | TELEPHONE - LONG DISTANCE | .79   |
| 03/23/11 | TELEPHONE - LONG DISTANCE | 13.98 |
| 03/24/11 | TELEPHONE - LONG DISTANCE | 4.86  |
| 03/25/11 | TELEPHONE - LONG DISTANCE | .40   |
| 03/28/11 | TELEPHONE - LONG DISTANCE | 17.55 |
| 03/29/11 | TELEPHONE - LONG DISTANCE | 1.05  |
| 03/30/11 | TELEPHONE - LONG DISTANCE | 3.56  |
| 03/31/11 | TELEPHONE - LONG DISTANCE | 6.74  |

SUBTOTAL: 253.65

FACSIMILE TRANSMISSION

|          |                        |       |
|----------|------------------------|-------|
| 02/16/11 | FACSIMILE TRANSMISSION | 12.00 |
|----------|------------------------|-------|

SUBTOTAL: 12.00

MAILING CHARGES

|          |                 |      |
|----------|-----------------|------|
| 02/24/11 | MAILING CHARGES | 2.61 |
| 03/08/11 | MAILING CHARGES | .44  |

SUBTOTAL: 3.05

TOTAL \$28,749.49