

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

In re: )  
 ) Chapter 11  
SCHWAB INDUSTRIES, INC., *et al.*<sup>1</sup> )  
 ) Case No. 10-60702-rk  
Debtors. ) (Jointly Administered)  
 )  
 ) Judge Russ Kendig

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**FIRST INTERIM FEE APPLICATION OF CONWAY  
MACKENZIE, INC. AS FINANCIAL ADVISOR TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Conway MacKenzie, Inc. (“*CM*”), financial advisor to the Official Committee of Unsecured Creditors (the “*Committee*”) appointed in the above-captioned bankruptcy cases, hereby submits the *First Interim Fee Application of Conway MacKenzie, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors* (the “*First Interim Fee Application*”), seeking interim approval of compensation and reimbursable expenses for the period from March 12, 2010 through May 31, 2010 (the “*Fee Application Period*”) and in support thereof, states:

**BACKGROUND**

1. On February 28, 2010 (the “*Petition Date*”), the above captioned debtors and debtors in possession (the “*Debtors*”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Ohio.

2. On March 9, 2010, the Office of the United States Trustee (the “*U.S. Trustee*”) appointed the Committee as an official committee to represent the interests of unsecured creditors of the Debtors pursuant to section 1102 of title 11 of the United States Code (the

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number are: Schwab Industries, Inc. (2467); Medina Cartage Co. (9373); Medina Supply Company (3995); Quality Block & Supply, Inc. (2186); O.I.S. Tire, Inc. (7525), Twin Cities Concrete Company (9196); Schwab Ready-Mix, Inc. (8801); Schwab Materials, Inc. (8957); and Eastern Cement Corp. (7232).

“*Bankruptcy Code*”). The U.S. Trustee filed a formal notice with the Court reflecting such appointment on March 9, 2009 (Docket No. 81). The Committee then selected CM as its financial advisor.

3. On March 16, 2010, the Committee filed its *Application for Order Authorizing Official Committee of Unsecured Creditors To Retain and Employ Conway MacKenzie, Inc. as Financial Advisor* (Docket No. 144), and on April 19, 2010, the Court entered an order granting the application and authorizing the Committee’s retention of CM, effective as of March 12, 2010 (Docket No. 302) (the “*Original Retention Order*”).

4. Pursuant to the Original Retention Order, as an accommodation to the Debtors’ estates, CM agreed to render services to the Committee pursuant to a monthly fee cap of \$50,000 (the “*Monthly Cap*”), with additional fees to be carried forward and paid in subsequent months (but still subject to the Monthly Cap).

5. Given CM’s outstanding efforts in these cases, which resulted in substantial additional value being generated for the estates and creditors through a successful section 363 auction process, the Committee sought to eliminate the Monthly Cap. On June 25, 2010, the Court entered its *Order Granting Supplemental Application for Order Authorizing Official Committee of Unsecured Creditors To Retain and Employ Conway MacKenzie, Inc. as Financial Advisor* (the “*Supplemental Retention Order*”) (Docket No. 495). Pursuant to the Supplemental Retention Order, the Monthly Cap was eliminated.

#### **INTERIM COMPENSATION PROCEDURES ORDER**

6. On March 25, 2010, the Court entered the *Order Granting Motion of Debtors and Debtors in Possession for an Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “*Interim*

*Compensation Procedures Order*”) (Docket No. 201), which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

7. In particular, the Interim Compensation Procedures Order provides that a professional may serve a monthly fee statement (the “*Monthly Fee Statement*”) by or before the 20th day of each month following the month for which compensation is sought. Provided that there are no objections to such Monthly Fee Statements, the Debtors are authorized to pay such professional eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified in each Monthly Fee Statement. In CM’s case, the compensation to which it was entitled was subject to the Monthly Cap until the Supplemental Retention Order was entered.

#### **JURISDICTION AND VENUE**

8. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, 28 U.S.C. § 157(a) and Northern District of Ohio General Order No. 84 filed and in effect as of July 16, 1984. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

9. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

10. The statutory predicates for the relief requested herein are sections 330, 331, 503(b) and 507(a)(1) of 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 Northern District of Ohio* (the “*Local Rules*”).

#### **RELIEF REQUESTED**

11. By this First Interim Fee Application, the Committee seeks an order (1) allowing CM, on an interim basis, \$436,208.00 in compensation and \$14,727.14 in reimbursable expenses for the Fee Application Period as chapter 11 administrative expenses of the Debtors’ estates pursuant to section 503(b) and 507(a)(1) of the Bankruptcy Code; and (2) authorizing payment to

CM of \$87,241.60, representing all unpaid, non-deferred amounts owing to CM on account of the First Interim Fee Application, as fully set forth below.

12. Pursuant to a settlement set forth in the *Order (1) Authorizing the Sale of Substantially All of the Debtors' Assets, Free and Clear of Liens, Claims, Interests and Encumbrances, Subject to Higher or Better Offers Pursuant to Bankruptcy Code §§ 363 and 365; (2) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Such Sale and Determining and Adjudicating Cure Amounts with Respect to Such Contracts and Leases; (3) Waiving the Fourteen-Day Period Provided by Bankruptcy Rule 6004(h); and Granting Related Relief* (Docket No. 455) (the "Sale Order"), the Debtors' pre-petition secured lenders (the "Pre-Petition Lenders") agreed to carve out from their collateral, \$1,333,000 to satisfy the fees and expenses of the Committee's professionals incurred during the Debtors' cases. Accordingly, any fees and expenses approved pursuant to this First Interim Fee Application will be paid out of this carve out, which is currently being held in trust by the Committee's lead counsel, Freeborn & Peters LLP ("F&P").

13. To date, CM has submitted Monthly Fee Statements for each of March, April and May 2010 to the required parties set forth in the Interim Compensation Procedures Order. No objections were made to any of the requested fees or expenses set forth in those Monthly Fee Statements (other than an objection to the March Monthly Fee Statement that has been withdrawn). Pursuant to the Monthly Fee Statements, CM sought payment of the following amounts, which were subject to the Monthly Cap:

	<b>Total Fees</b>	<b>80% of Total Fees (Taking Monthly Cap Into Account)</b>	<b>Total Expenses</b>	<b>Total Requested</b>
<b>March 2010</b>	\$176,586.50	\$50,000.00	\$2,644.94	\$52,644.94
<b>April 2010</b>	\$85,044.00	\$50,000.00	\$2,004.24	\$52,004.24
<b>May 2010</b>	\$174,577.50	\$50,000.00	\$10,077.96	\$60,077.96

14. Prior to entry of the Supplemental Retention Order, Conway had received \$52,644.94 on account of the above Monthly Fee Statements. Upon entry of the Supplemental Retention Order and removal of the Monthly Cap, CM received an additional payment on account of the above Monthly Fee Statements in the amount of \$311,048.60. Accordingly, CM has now received a total of \$363,693.54 with respect to the March, April and May 2010 Monthly Fee Statements, which comprises eighty percent (80%) of all fees incurred and one hundred percent (100%) of all expenses incurred.

**FEES AND EXPENSES INCURRED BY CM**

15. This First Interim Fee Application reflects services rendered, and expenses incurred, by CM on behalf of the Committee during the Fee Application Period. This First Interim Fee Application represents CM's first request for allowance of compensation and reimbursement of expenses for services rendered on behalf of the Committee during the Fee Application Period.

16. During the Fee Application Period, CM performed services on behalf of the Committee in the aggregate amount of \$436,208.00, and incurred expenses in connection with services rendered in the aggregate amount of \$14,727.14, for a total of \$450,935.14.

17. Pursuant to the Interim Compensation Procedures Order and as set forth above, CM has submitted Monthly Fee Statements for the months of March, April and May 2010.

18. For the month of March 2010, CM performed services on behalf of the Committee in the amount of \$176,586.50, and incurred expenses in connection with services rendered in the amount of \$2,644.94, for a total of \$179,231.44. A detailed schedule of services rendered (broken down by project category) and expenses incurred by CM during March 2010 is attached hereto and incorporated herein as *Exhibit A*.

19. For the month of April 2010, CM performed services on behalf of the Committee in the amount of \$85,044.00, and incurred expenses in connection with services rendered in the amount of \$2,004.24, for a total of \$87,048.24. A detailed schedule of services rendered (broken down by project category) and expenses incurred by CM during April 2010 is attached hereto and incorporated herein as *Exhibit B*.

20. For the month of May 2010, CM performed services on behalf of the Committee in the amount of \$174,577.50, and incurred expenses in connection with services rendered in the amount of \$10,077.96, for a total of \$184,655.46. A detailed schedule of services rendered (broken down by project category) and expenses incurred by CM during May 2010 is attached hereto and incorporated herein as *Exhibit C*.

### **DISCUSSION**

21. Many of the professional services rendered by CM have required a high degree of professional competence and expertise to address the issues requiring evaluation and action by the Committee. CM respectfully submits that the services rendered to the Committee were performed efficiently, effectively and economically and that the results obtained have benefited the creditors and the Debtors' estates as a whole.

22. With respect to the level of compensation, section 330(a)(1) of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person "reasonable

compensation for actual, necessary services rendered.” Section 330(a)(3) of the Bankruptcy Code, in turn, provides:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent and the value of such services, taking into account all relevant factors, including – (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

23. The congressional policy expressed above provides for adequate compensation in order to continue to attract qualified and competent professionals to bankruptcy cases. *In re Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 850 (3d Cir. 1994) (“Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts”) (citation and internal quotation marks omitted); *In re Drexel Burnham Lambert Group, Inc.*, 133, B.R. 13, 20 (Bankr. S.D.N.Y. 1991) (“Congress’ objective in requiring that the market, not the Court, establish attorneys’ rates was to ensure that bankruptcy cases were staffed by appropriate legal specialists”).

24. CM respectfully submits that application of the foregoing criteria more than justifies awarding payment in full of the compensation requested in this First Interim Fee Application for the Fee Application Period since the number of hours expended, and the hourly rates of CM professionals are more than reasonable, especially when considering the outstanding results achieved on behalf of unsecured creditors in these cases.

25. A summary of the compensation requested herein for each of the CM professionals engaged on behalf of the Committee is set forth below:

<b>Timekeeper</b>	<b>Title</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Compensation Requested</b>
Addison, Jeffrey A	Director	\$325.00	275.0	\$89,375.00
Fixler, Michael A.	Managing Director	\$445.00	22.1	\$9,834.50
Geraghty, Joseph M.	Senior Managing Director	\$525.00	334.1	\$175,402.50
Kindorf, Andrea L.	Senior Associate	\$305.00	8.8	\$2,684.00
Martin, Lisa A.	Administrative	\$125.00	6.2	\$775.00
Pidcock, John B.	Managing Director	\$405.00	345.4	\$139,887.00
Remian, Robert F.	Managing Director	\$500.00	36.5	\$18,250.00
<b>TOTAL:</b>			<b>1028.1</b>	<b>\$436,208.00</b>
<b>BLENDED RATE</b>				<b>\$424.29</b>

26. No agreement or understanding exists between CM and any other person for the sharing of compensation received or to be received in connection with these chapter 11 cases, other than as disclosed or authorized pursuant to the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

27. CM reserves the right to correct, amend or supplement this First Interim Fee Application, including, without limitation, to seek payment in the event this First Interim Fee Application is not approved in full.

**SERVICES PERFORMED**

28. This First Interim Fee Application sets forth in detail the work performed by CM and the time spent during the Fee Application Period. The services CM performed for the Committee during the Fee Application Period can be summarized as follows:

**A. General Administration (B100) \$13,388.50**

29. CM spent 29.0 hours at a cost of \$13,388.50 on general administration. This category primarily includes time spent reviewing relevant pleadings to address any issues that



could impact the Debtors or their estates, including post-petition financing motions and related budgets.

**B. Case Administration (B110) \$42,778.50**

30. CM spent 99.7 hours at a cost of \$42,778.50 on case administration matters. This category primary includes time spent monitoring the Court's docket for filings made by the Debtors, creditors and other parties-in-interest. This category also includes the time spent coordinating the responsibilities of CM personnel, as well as corresponding with the Committee's representatives and the Debtors regarding ongoing case matters.

**C. Asset Analysis and Recovery (B120) \$522.50**

31. CM spent 1.3 hours at a cost of \$522.50 on asset analysis and recovery matters. This category primarily includes time spent reviewing the Debtors' information and other specific asset valuations to evaluate potential recovery scenarios. In particular, CM evaluated the proceeds of the sale transactions and analyzed recoveries resulting therefrom.

**D. Asset Disposition (B130) \$51,931.00**

32. CM spent 119.0 hours at a cost of \$51,931.00 on asset disposition matters. This category primarily includes time spent participating in the auction of the Debtors' assets and evaluating the Debtors' negotiation and execution of the sale and related processes. CM professionals gathered documents and financial data to provide the Committee with summary analyses of the issues facing the Debtors. Significant efforts were expended by CM to ensure the adequacy of the Debtors' sale process. In these cases, the Debtors attempted to drastically modify the established bidding procedures and lock-in a stalking horse bidder which the Committee believed would benefit the Debtors' insiders to the detriment of unsecured creditors.

With CM's assistance, the Committee was able to convince the Court that many of the proposed modifications to the bidding procedures were inappropriate.

33. CM also performed a substantive analysis of the sale process, including a review of the materials prepared, expressions of interest received, and specific valuation analysis of the sale and all bids received, which helped the Committee determine that the stalking horse bid was far from the best offer for the Debtors' assets and that more value could be secured in a more robust auction of the Debtors' assets.

34. CM (and other Committee professionals) worked tirelessly to bring other bidders to the table in an auction that would increase the purchase price for the Debtors' assets above that offered by the stalking horse bidder. These efforts ultimately paid off, with OldCastle Materials, Inc. and Resource Land Holdings, LLC prevailing at the auction of the Debtors' assets, and increasing the sale price of the Debtors' assets by several million dollars.

**E. Meetings and Communications (B150) \$162,678.50**

35. CM spent 372.1 hours at a cost of \$162,678.50 on meetings and communications. CM organized and participated in numerous meetings and telephone conferences with the Committee and its other professionals in order to address and report on multiple and often complex issues raised in these bankruptcy cases in order to assist the Committee in the formation of its strategies. Included in this preparation were comprehensive analyses and summary information to provide both verbal reports and written memorandums to the Committee. These communications provided the Committee with appropriate information to allow for it to make strategic decisions throughout the cases.

36. CM regularly communicated with the Debtors and their retained professionals regarding the case status and asset sale. Also, CM communicated often with the Pre-Petition

Lenders and their retained professionals regarding the case status and settlement of issues between the parties.

37. Due to the quick-paced nature of these cases, CM's ability to meet and speak often with various parties was essential in order to ensure that the process of liquidating the bulk of the Debtors' assets in under three months ran smoothly and did not prejudice the rights of the Debtors' unsecured creditors.

**F. Fee/Employment Applications and Objections (B160) \$8,777.50**

38. CM spent 22.7 hours at a cost of \$8,777.50 on fee and employment applications and objections. CM professionals reviewed time and expenses incurred in order to prepare their Monthly Fee Statements in compliance with professional standards, the Bankruptcy Rules, Local Rules and the Interim Compensation Procedures Order. This required CM to prepare detailed information and summary information, and requisite informational and detailed compilations for any reimbursable expenses sought from the Debtors' estates.

**G. Other Contested Matters (B190) \$682.50**

39. CM spent 1.3 hours at a cost of \$682.50 on other contested matters. This category primarily includes time CM spent participating in the evaluation, negotiation and resolution of certain contested items related to the Debtors' motions for post-petition financing.

**H. Business Operations (B210) \$5,600.00**

40. CM spent 12.0 hours at a cost of \$5,600.00 on business operation matters. CM assisted the Debtors on numerous issues related to operations in the Debtors' cases, such as tours and review of plant operations. The work performed allowed the Committee to become more familiar with the key drivers of the Debtors' business and understand the Debtors' performance during the bankruptcy in relation to historical and budgeted performance.

**I. Financing/Cash Collections (B230) \$1,525.00**

41. CM spent 3.4 hours at a cost of \$1,525.00 on financing and cash collection matters. CM reviewed and participated in various communications and negotiations with the Debtors regarding post-petition financing and other related matters.

**J. Business Analysis (B270) \$148,324.00**

42. CM spent 367.6 hours at a cost of \$148,324.00 on business analysis matters. Among other services provided in this category, CM reviewed and analyzed the Debtors' business units, operations, management and strategic initiatives, which involved numerous trips to the Debtors' many locations in Ohio and Florida. Such services were important in the early stages of the bankruptcy proceeds as it was necessary for CM to understand the Debtors' business in order to properly perform its services on behalf of the Committee. Such analysis, among other things, allowed CM to assist the Committee in determining an appropriate purchase price for the Debtors' assets at an orderly liquidation sale, as occurred in these cases.

**REASONABLE EXPENSES INCURRED**

43. During the Fee Application Period, CM has incurred a total of \$14,727.14 in expenses in connection with providing financial advisory services to the Committee. Detailed itemizations of all expenses incurred are incorporated in the detailed itemization of expenses attached hereto. Expenses during the Fee Application Period were incurred in the following general categories:

(a) Telephone/Communication: CM incurred expenses in the amount of \$212.61 in connection with long distance calls. These expenses were necessary in order to properly communicate with Committee members, other professionals and the Debtors. Conducting meetings by telephone provided significant cost savings to the estates compared to

requiring meetings in person, which would have entailed traveling to Ohio, Florida and Chicago. CM makes no profit on these expenses.

(b) Photocopies: CM incurred photocopy charges of \$127.30, which was incurred creating exhibits used by Committee professionals at the contested hearing on the Debtors' motion to incur post-petition financing from EFO Financial Group, LLC. For example, the Committee created detailed posters of several of the Debtors' properties in order to provide evidence of the value of such properties.

(c) Travel Expenses: CM incurred expenses in the amount of \$14,372.28 in connection with travel to and from the Ohio plants, meetings in Ohio, Port Manatee in Florida, and Chicago for meetings with other Committee professionals. These expenses include airfare, meals, lodging, car rental and other transportation costs. These costs were necessary as CM professionals were required to travel to the Debtors' numerous locations to analyze operations to effectively represent the Committee's interests. In addition, CM professionals traveled to Ohio for various hearings and the auction of the Debtors' core assets in order to assist F&P with their effective representation of the Committee.

(d) Miscellaneous Expenses: CM incurred miscellaneous expenses in the amount of \$14.95 relating to internet service charges while traveling.

44. All expenses incurred by CM in connection with services provided to the Committee were ordinary and necessary expenses.

### **BENEFIT TO THE ESTATES**

45. The Committee has been involved in this matter for less than four months, but in that short amount of time, CM's efforts have greatly benefited the Debtors' estates and unsecured creditors. The Committee's services were vital in ensuring a robust auction for the

Debtors' assets, generating significant value for the Debtors' estates, and in helping to resolve numerous contested issues with the Debtors and their Pre-Petition Lenders that will result in a meaningful distribution to unsecured creditors in these cases. CM has assisted the Committee in all aspects of reviewing and analyzing the Debtors' businesses. CM has provided critical support relating to the Committee's analysis of the Debtors' businesses and sale efforts. CM's actions allowed the Committee to fully evaluate potential opportunities in regards to the sale of Debtors' assets, thereby generating sale proceeds several million dollars in excess of that offered by the stalking horse bidder. CM's efforts also led to a significant settlement with the Debtors' Pre-Petition Lenders, which will result in a meaningful distribution to unsecured creditors where otherwise they may have received nothing.

#### **COMMITTEE REVIEW**

46. The Committee members have reviewed this First Interim Fee Application and have approved of all the professional fees and expenses sought herein.

#### **NOTICE**

47. Pursuant to Bankruptcy Rule 2002(a)(6), twenty-one days' notice of this First Interim Fee Application has been provided to: (a) the Debtors and their counsel; (b) the Office of the United States Trustee for Region IX; (c) each of Debtors' Pre-Petition Lenders (KeyBank, National Association, Huntington National Bank and Bank of America, NA); (d) counsel for the Agent for the Pre-Petition Lenders; (e) counsel for EFO Financial Group, LLC; (f) other known claimants having liens or security interests in property of Debtors; (g) the Internal Revenue Service; (h) the United States Department of Justice; and (i) all parties who have filed a request to receive notice pursuant to Bankruptcy Rule 2002.

**WHEREFORE**, CM respectfully requests that the Court enter an order:

(a) allowing CM, on an interim basis, \$436,028.00 in compensation for the Fee Application Period as chapter 11 administrative expenses of the Debtors' estates pursuant to sections 503(b) and 507(a)(1) of the Bankruptcy Code;

(b) allowing CM, on an interim basis, \$14,727.14 in reimbursable expenses for the Fee Application Period as chapter 11 administrative expenses of the Debtors' estates pursuant to sections 503(b) and 507(a)(1) of the Bankruptcy Code;

(c) authorizing payment to CM of \$87,241.60 from the funds F&P is currently holding in trust, representing all unpaid amounts owing to CM on account of the First Interim Fee Application; and

(d) granting such other and further relief as the Court deems just and proper.

Dated: July 2, 2010

Respectfully Submitted,

/s/ Aaron L. Hammer, Esq.

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*Counsel to the Official Committee of Unsecured  
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On behalf of:

/s/ Joseph M. Geraghty

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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

In re: )  
 ) Chapter 11  
SCHWAB INDUSTRIES, INC., *et al.*<sup>1</sup> )  
 ) Case No. 10-60702-rk  
Debtors. ) (Jointly Administered)  
 )  
 ) Judge Russ Kendig

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**COVER SHEET FOR FIRST INTERIM FEE APPLICATION OF  
CONWAY MACKENZIE, INC. AS FINANCIAL ADVISOR TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Name of Applicant: Conway MacKenzie, Inc.

Authorized to provide professional services to: The Official Committee of Unsecured Creditors

Effective date of retention: March 12, 2010

Period for which compensation and reimbursement is sought: March 12, 2010 through May 31, 2010

Amount of compensation sought as actual reasonable and necessary: \$436,208.00

Amount of reimbursement sought as actual, reasonable and necessary: \$14,727.14

Amount of all unpaid, non-deferred amounts owing to Conway MacKenzie, Inc.: \$87,241.60

This is an  X  interim   final application

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are: Schwab Industries, Inc. (2467); Medina Cartage Co. (9373); Medina Supply Company (3995); Quality Block & Supply, Inc. (2186); O.I.S. Tire, Inc. (7525); Twin Cities Concrete Company (9196); Schwab Ready-Mix, Inc. (8801); Schwab Materials, Inc. (8957); and Eastern Cement Corp. (7232).

Dated: July 2, 2010

**OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF  
SCHWAB INDUSTRIES, INC., *et al.***

By: /s/Aaron L. Hammer  
Its Counsel

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**Exhibit A**

**Schedule of Services Rendered and Expenses Incurred by Conway MacKenzie, Inc.**

**March 2010**

Conway MacKenzie, Inc. seeks payment of fees in the amount of \$176,586.50 and reimbursement of expenses in the amount of \$2,644.94, for a total of \$179,231.44, for services performed and expenses incurred during March 2010. Below is a summary of the amounts requested by Conway MacKenzie, Inc. by project category:

<b><u>PROJECT CATEGORY</u></b>	<b><u>HOURS</u></b>	<b><u>FEES</u></b>
General Administration	29.00	\$13,388.50
Case Administration	35.20	\$14,596.0
Meetings and Communications	139.00	\$62,069.00
Fee/Employment Applications	6.10	\$2,530.50
Business Analysis	201.70	\$84,002.50
<b>Total Fees</b>	411.00	\$176,586.50
<b>Expenses Incurred</b>		\$2,644.94
<b>TOTAL AMOUNTS REQUESTED</b>		<b>\$179,231.44</b>

*Schwab Industries, Inc.*

*Detail of Services Provided By Conway MacKenzie, Inc. ("CM")*

*From March 12, 2010 through March 31, 2010*

**B100 General Administration**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
3/13/2010	JBP	405.00	B100	2.50	1,012.50	Review of DIP Motion, DIP Cash Budget and Lender Objection to same.
3/15/2010	RFR	500.00	B100	2.10	1,050.00	Research definition of Orderly Liquidation Value vs. Forced Liquidation Value in valuation treatises and compare to value premises in real estate and machinery/equipment and rolling stock appraisals
3/17/2010	JBP	405.00	B100	5.60	2,268.00	Attend DIP loan final hearing - afternoon session with expert testimony.
3/17/2010	JBP	405.00	B100	2.80	1,134.00	Preapre for and attend DIP loan final hearing - morning session with expert testimony.
3/17/2010	JMG	525.00	B100	2.80	1,470.00	Preapre for and attend DIP loan final hearing - morning session with expert testimony.
3/17/2010	JMG	525.00	B100	5.60	2,940.00	Attend DIP loan final hearing - afternoon session with expert testimony.
3/17/2010	MAF	445.00	B100	1.00	445.00	Telephone conferences with DE Shaw regarding alternative DIP; review of DIP motions.
3/19/2010	JBP	405.00	B100	2.50	1,012.50	Attendance at court hearing.
3/19/2010	JMG	525.00	B100	2.50	1,312.50	Attended closing arguments in DIP hearing, pre-DIP hearing meetings, etc.
3/22/2010	JBP	405.00	B100	0.80	324.00	Attend court on DIP Loan Final decision.
3/22/2010	JMG	525.00	B100	0.80	420.00	Attended DIP court hearing and related call with JBP
				<u>29.00</u>	<u>13,388.50</u>	

**Schwab Industries, Inc.**

**Detail of Services Provided By Conway MacKenzie, Inc. ("CM")**

**From March 12, 2010 through March 31, 2010**

**B110 Case Administration**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
3/12/2010	JMG	525.00	B110	2.10	1,102.50	Review of case file.
3/12/2010	MAF	445.00	B110	2.40	1,068.00	Review of DIP motion and Commitment Letter; discussion with ALK regarding preparation of comparable DIPs.
3/13/2010	LAM	125.00	B110	1.00	125.00	Preparation of schedule for JMG.
3/14/2010	JAA	325.00	B110	0.40	130.00	Read Committee objection to the DIP financing arrangement with EFO.
3/14/2010	JBP	405.00	B110	0.80	324.00	Review of committee objection to DIP loan and provide comments regarding same.
3/14/2010	JMG	525.00	B110	1.20	630.00	Update of activities; management of matter; review of various filings, organization and planning.
3/15/2010	JAA	325.00	B110	1.10	357.50	Preparation of Schwab workplan.
3/15/2010	JAA	325.00	B110	1.70	552.50	Review of Debtor's financing motion.
3/15/2010	JAA	325.00	B110	1.20	390.00	Review of objection to financing order from pre-petition Lender.
3/15/2010	JBP	405.00	B110	2.60	1,053.00	Review of secured lender objection to the DIP loan and supporting information.
3/15/2010	MAF	445.00	B110	0.40	178.00	Review of draft of Committee objection to DIP financing.
3/16/2010	JAA	325.00	B110	0.90	292.50	Review of objection to DIP financing from Committee.
3/16/2010	JMG	525.00	B110	1.10	577.50	Review of various orders and objections, planning for the case.
3/16/2010	JMG	525.00	B110	0.20	105.00	Review of Key objection and discussed same with RFR.
3/18/2010	JMG	525.00	B110	0.90	472.50	Review of file, organization, other related items.
3/21/2010	JBP	405.00	B110	2.10	850.50	Review of docket; update work plan for circulation.
3/22/2010	JAA	325.00	B110	2.80	910.00	Review of updated DIP budget; creation of variance analysis; develop list of questions for Parkland regarding same.
3/23/2010	JAA	325.00	B110	3.20	1,040.00	Edits to report for UCC.
3/25/2010	JMG	525.00	B110	1.00	525.00	Review of cash collateral order; review of cash needs, etc.
3/26/2010	JMG	525.00	B110	1.20	630.00	Review and update of CM work plan; review of file and other pleadings. etc.
3/30/2010	JMG	525.00	B110	0.80	420.00	Review of of file and other open matters.
3/30/2010	JMG	525.00	B110	0.90	472.50	Cash collateral discussions and potential order with courts.
3/30/2010	JMG	525.00	B110	0.80	420.00	Various file review; interested party analysis; discussion regarding Old Castle interest; review of Old Castle information, etc.
3/31/2010	JAA	325.00	B110	1.70	552.50	Review of two financing orders, one from Company's counsel and one from Lender's and comment on same to JBP.

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
3/31/2010	JMG	525.00	B110	2.70	1,417.50	Cash collateral review of order; internal meetings regarding the same; edits to committee order, follow-up telephone conference with counsel regarding the same and other cash collateral related items.
				<u>35.20</u>	<u>14,596.00</u>	

*Schwab Industries, Inc.*

*Detail of Services Provided By Conway MacKenzie, Inc. ("CM")*

*From March 12, 2010 through March 31, 2010*

**B150 Meetings and Communications**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
3/12/2010	JBP	405.00	B150	0.40	162.00	Telephone conference with counsel discussing status of findings and initial meetings.
3/12/2010	JBP	405.00	B150	1.10	445.50	Telephone conference with Committee Chair regarding company background and refinancing involvement.
3/12/2010	JBP	405.00	B150	1.10	445.50	Telephone conference with Larry Goddard, CRO of Schwab, regarding company background, initiatives undertaken and status of report.
3/12/2010	JBP	405.00	B150	0.80	324.00	Meeting with JMG and RFR regarding activities and case management.
3/12/2010	JMG	525.00	B150	1.10	577.50	Telephone conference with Committee members and JBP.
3/12/2010	JMG	525.00	B150	0.80	420.00	Meeting with JBP and RFR regarding activities and case management.
3/12/2010	JMG	525.00	B150	1.10	577.50	Telephone conference with L. Goddard (Debtor FA).
3/12/2010	RFR	500.00	B150	0.80	400.00	Telephone conference with JMG and JBP to discuss immediate valuation needs.
3/12/2010	RFR	500.00	B150	1.10	550.00	Telephone conference with C. Beeman, Committee Chair, JMG and JBP to obtain overview of recent company history and primary assets.
3/12/2010	RFR	500.00	B150	1.10	550.00	Discussion with L. Goddard and CM team to hear his perspective on case and discuss valuations completed to date.
3/13/2010	JAA	325.00	B150	1.10	357.50	Telephone conference with Parkland and Conway MacKenzie.
3/13/2010	JAA	325.00	B150	0.90	292.50	Internal call with CM team to discuss case and findings to date.
3/13/2010	JAA	325.00	B150	0.90	292.50	Various conversations with JBP regarding financial projections and DIP motion.
3/13/2010	JBP	405.00	B150	1.10	445.50	Telephone conference with L. Goddard and CM team regarding projections, current information requests, information received and next steps.
3/13/2010	JBP	405.00	B150	0.90	364.50	Various conversations with JAA regarding financial projections and DIP motion.
3/13/2010	JBP	405.00	B150	0.90	364.50	Internal call regarding action items with CM Team.
3/13/2010	JMG	525.00	B150	0.90	472.50	Internal call with CM team to discuss case and findings to date, other matters
3/13/2010	JMG	525.00	B150	1.10	577.50	Telephone conference with L. Goddard regarding projections, etc.
3/13/2010	MAF	445.00	B150	0.90	400.50	Internal call regarding action items with CM Team.
3/13/2010	RFR	500.00	B150	0.90	450.00	Internal telephone conference to plan tasks to be completed for DIP hearing on 3/17 with JMG, JBP, MAF and JAA.
3/14/2010	JAA	325.00	B150	0.80	260.00	Internal strategy call with CM team.

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
3/14/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with JMG regarding next steps and preparation for call with committee counsel.
3/14/2010	JBP	405.00	B150	1.20	486.00	Participation in Committee counsel conference call discussing initial findings and next steps.
3/14/2010	JBP	405.00	B150	0.80	324.00	Internal CM meeting: JMG, RFR, JAA, MAF.
3/14/2010	JMG	525.00	B150	0.60	315.00	Telephone conference with JBP next steps, case matters and prep. Work for committee counsel.
3/14/2010	JMG	525.00	B150	1.20	630.00	Participation in Committee counsel conference call discussing initial findings and next steps.
3/14/2010	JMG	525.00	B150	0.80	420.00	Internal CM meeting: JBP, RFR, JAA, MAF.
3/14/2010	MAF	445.00	B150	0.80	356.00	Internal CM meeting: JBP, RFR, JAA, JMG.
3/14/2010	RFR	500.00	B150	0.80	400.00	Attended call in progress with JMG, JBP, MAF and JAA to review progress to date and additional needs.
3/15/2010	JAA	325.00	B150	0.90	292.50	Telephone conference with Parkland regarding DIP lender and status of negotiating certain terms of the deal.
3/15/2010	JAA	325.00	B150	0.30	97.50	Internal CM JBP discussion regarding pre-call with Committee.
3/15/2010	JBP	405.00	B150	0.30	121.50	Internal CM JAA discussion regarding pre-call with Committee.
3/15/2010	JBP	405.00	B150	0.90	364.50	Participation in telephone call with Parkland Group discussing restructuring to date and next steps.
3/15/2010	JBP	405.00	B150	1.30	526.50	Telephone conference with K. Hirsch from Western Reserve (debtor IB) discussing efforts to date and next steps
3/15/2010	JBP	405.00	B150	2.10	850.50	Preparation for and participation in UCC conference call.
3/15/2010	JBP	405.00	B150	1.30	526.50	Meeting with JMG regarding DIP budget, company restructuring efforts to date and strategize next steps.
3/15/2010	JMG	525.00	B150	1.30	682.50	Meeting with JMG regarding DIP budget, company restructuring efforts to date and strategize next steps.
3/15/2010	JBP	405.00	B150	1.40	567.00	Meeting with FP team regarding asset valuation, CM team included RFR and JBP.
3/15/2010	JMG	525.00	B150	1.20	630.00	Telephone conference with Committee.
3/15/2010	JMG	525.00	B150	0.90	472.50	Telephone conference with Parkland Group regarding cash-flow, DIP questions.
3/15/2010	JMG	525.00	B150	1.30	682.50	Telephone conference with K. Hirsch of Western Reserve, debtor IB, regarding status of going to market, specific interested buyers/investors.
3/15/2010	JMG	525.00	B150	1.40	735.00	Telephone conferences with FP team regarding asset valuation, case strategy; CM team included RFR and JBP.
3/15/2010	JMG	525.00	B150	0.30	157.50	Telephone conference with MAF regarding alternative DIP lenders.
3/15/2010	JMG	525.00	B150	0.40	210.00	Multiple calls with RFR regarding arguments for differences between OLV and FLV
3/15/2010	MAF	445.00	B150	0.30	133.50	Telephone conference with JMG regarding alternative DIP lenders.
3/15/2010	MAF	445.00	B150	1.30	578.50	Review of investment banking materials and telephone conference with Western Reserve Partners



Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
3/15/2010	RFR	500.00	B150	1.40	700.00	Discussion with Freeborn & Peters, Frost Brown, JMG and JBP regarding key observations from analysis of valuation and geological reports
3/15/2010	RFR	500.00	B150	0.20	100.00	Follow-up discussion with JMG regarding compilation of asset values
3/15/2010	RFR	500.00	B150	0.20	100.00	Brief discussion with JMG regarding arguments for differences between OLV and FLV
3/16/2010	JAA	325.00	B150	0.90	292.50	Various telephone conferences with JBP discussing the financial model and additional information needed to review.
3/16/2010	JBP	405.00	B150	0.90	364.50	Various telephone conferences with JAA discussing the financial model and additional information needed to review.
3/16/2010	JBP	405.00	B150	2.50	1,012.50	Meeting with counsel discussing strategies, financial information and prepare for the court hearing.
3/16/2010	JBP	405.00	B150	0.80	324.00	Meeting with JMG on DIP Loan budget and MA report.
3/16/2010	JMG	525.00	B150	0.80	420.00	Meeting with JBP on DIP Loan budget and MA report.
3/16/2010	JMG	525.00	B150	2.50	1,312.50	Various meetings with FP team, D. Lutz and CM team regarding strategy.
3/16/2010	MAF	445.00	B150	1.80	801.00	Discussions with potential alternative DIP lenders; review of company information including CIM.
3/17/2010	JAA	325.00	B150	0.50	162.50	Discussion with JBP regarding financing hearing.
3/17/2010	JAA	325.00	B150	0.40	130.00	Draft and send questions to Parkland regarding cost-saving initiatives.
3/17/2010	JBP	405.00	B150	1.40	567.00	Meeting with counsel discussing court hearing strategy and next steps.
3/17/2010	JBP	405.00	B150	1.20	486.00	Various meetings with Debtors and DIP lender regarding Committee DIP objection and negotiations.
3/17/2010	JBP	405.00	B150	2.20	891.00	Meeting with counsel discussing closing remarks, needed information and additional analysis.
3/17/2010	JMG	525.00	B150	1.40	735.00	Meeting with FP team, CM, and D. Lutz, planning for DIP hearing.
3/17/2010	JMG	525.00	B150	1.20	630.00	Various meetings with Debtors and DIP lender regarding Committee DIP objection and negotiations.
3/17/2010	JMG	525.00	B150	0.80	420.00	Meetings with Committee Chairman regarding DIP hearing and other matters.
3/17/2010	JMG	525.00	B150	0.30	157.50	Update RFR regarding valuation issues and other key events from court hearing earlier today.
3/17/2010	JBP	405.00	B150	0.50	202.50	Discussion with JAA regarding financing hearing.
3/17/2010	RFR	500.00	B150	0.30	150.00	Update from JMG regarding valuation issues and other key events from court hearing earlier today.
3/18/2010	JAA	325.00	B150	0.70	227.50	Telephone conference with JBP financial information, performance and next steps.
3/18/2010	JBP	405.00	B150	2.70	1,093.50	Meeting with counsel discussing closing remarks topic, strategies and next steps.
3/18/2010	JBP	405.00	B150	1.30	526.50	Participation in UCC conference call.
3/18/2010	JBP	405.00	B150	2.10	850.50	Discuss analysis and supporting information with counsel.
3/18/2010	JBP	405.00	B150	0.70	283.50	Telephone conference with JAA regarding historical financial information and next steps.

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
3/18/2010	JBP	405.00	B150	1.10	445.50	Telephone conferences with D. Lutz, JMG regarding DIP hearing and next steps.
3/18/2010	JMG	525.00	B150	1.30	682.50	Telephone conference with Committee.
3/18/2010	JMG	525.00	B150	1.10	577.50	Telephone conferences with D. Lutz, JBP regarding DIP hearing and next steps.
3/19/2010	JAA	325.00	B150	0.60	195.00	Telephone conference with JBP on financial information and analysis needed.
3/19/2010	JBP	405.00	B150	1.10	445.50	Meeting with counsel discussing upcoming closing remarks and supporting information.
3/19/2010	JBP	405.00	B150	0.80	324.00	Meeting with UCC Chair and next steps.
3/19/2010	JBP	405.00	B150	0.70	283.50	Participation in UCC conference call.
3/19/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with JAA on financial information and analysis needed.
3/19/2010	JBP	405.00	B150	1.30	526.50	Meeting with JMG regarding final review of closing argument support, etc.
3/19/2010	JMG	525.00	B150	1.30	682.50	Meeting with JBP regarding final review of closing argument support, etc.
3/19/2010	JMG	525.00	B150	0.70	367.50	Attended Committee meeting.
3/19/2010	JMG	525.00	B150	0.80	420.00	Meeting with Committee chair; review status of the hearing, etc.
3/19/2010	JMG	525.00	B150	0.80	420.00	Telephone conference with D. Lutz regarding results of final arguments, next steps, etc.
3/20/2010	JMG	525.00	B150	0.90	472.50	Review and internal comment regarding Key's clarification response to final arguments.
3/22/2010	JBP	405.00	B150	1.80	729.00	Preparation for (1.2) and participate in UCC conference call (partial call).
3/22/2010	JMG	525.00	B150	1.30	682.50	Participation in Committee telephone conference.
3/22/2010	JMG	525.00	B150	0.80	420.00	Various telephone conferences with JBP regarding next steps and other activities.
3/22/2010	JBP	405.00	B150	0.80	324.00	Various telephone conferences with JMG regarding next steps and other activities.
3/22/2010	JBP	405.00	B150	0.70	283.50	Telephone conferences with Committee counsel and JMG.
3/22/2010	JMG	525.00	B150	0.70	367.50	Telephone conferences with Committee counsel and JBP.
3/24/2010	JMG	525.00	B150	0.80	420.00	Telephone conference with K. Hirsch regarding next steps and activities to find interested buyers.
3/23/2010	JMG	525.00	B150	1.10	577.50	Various calls with JBP regarding status, activities at Schwab and MA status.
3/23/2010	JAA	325.00	B150	0.90	292.50	Meeting with JBP regarding case status and next steps.
3/23/2010	JBP	405.00	B150	0.90	364.50	Meeting with JAA regarding case status and next steps.
3/23/2010	JBP	405.00	B150	1.10	445.50	Various telephone conferences with JMG regarding case status and information requests.
3/24/2010	JAA	325.00	B150	1.40	455.00	Meeting with JBP on financial analysis, available information and information needs.
3/24/2010	JBP	405.00	B150	1.40	567.00	Meeting with JAA on financial analysis, available information and information needs.
3/24/2010	JMG	525.00	B150	1.20	630.00	Various telephone conferences with JBP regarding case status, lender negotiations and next steps, other items, etc.
3/24/2010	JBP	405.00	B150	1.20	486.00	Various telephone conferences with JMG regarding case status, lender negotiations and next steps.

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
3/24/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with debtor CRO regarding status of cash flow, materials purchased and lender negotiations.
3/25/2010	JBP	405.00	B150	1.80	729.00	Preparation for (1.1) and participation in UCC professional internal conference call regarding next steps.
3/25/2010	JBP	405.00	B150	0.70	283.50	Telephone conference with debtor CRO regarding cash levels and status of vendor payments.
3/25/2010	JMG	525.00	B150	0.70	367.50	Telephone conference with JBP discussing case matters, updates from Parkland , professional call status, etc.
3/25/2010	JBP	405.00	B150	0.70	283.50	Telephone conference with JMG discussing upcoming professional call and update from debtor CRO.
3/25/2010	JMG	525.00	B150	0.70	367.50	Telephone conference with Committee counsel, and D. Lutz regarding cash collateral order.
3/26/2010	JBP	405.00	B150	0.80	324.00	Telephone conference with debtor CRO regarding cash value of life insurance policy option for funding DIP.
3/26/2010	JMG	525.00	B150	0.80	420.00	Meeting with Committee.
3/26/2010	JMG	525.00	B150	1.10	577.50	Telephone conference with MA regarding current circumstances.
3/26/2010	JBP	405.00	B150	0.60	243.00	Internal CM and Committee professional call regarding Moris Anderson call, and other updates
3/26/2010	JMG	525.00	B150	0.60	315.00	Internal CM and Committee professional call regarding MA call.
3/26/2010	JBP	405.00	B150	0.80	324.00	Participation in UCC conference call.
3/26/2010	JBP	405.00	B150	1.10	445.50	Participation in conference call with the secured lender financial advisors.
3/26/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with B. Wanat (MA) regarding cash needs and next steps.
3/26/2010	JMG	525.00	B150	0.80	420.00	Telephone conference with JBP regarding case status, other matters and preparation for MA conference call
3/26/2010	JBP	405.00	B150	0.80	324.00	Telephone conference with JMG regarding case status and preparation for MA conference call.
3/27/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with JMG regarding secured lender negotiation status and next steps.
3/27/2010	JBP	405.00	B150	0.80	324.00	Telephone conference with JMG and B. Wanat regarding status of lender DIP agreement.
3/27/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with UCC professional team regarding DIP loan status and next steps.
3/27/2010	JMG	525.00	B150	0.80	420.00	Telephone conference with MA regarding status, etc.
3/27/2010	JMG	525.00	B150	1.20	630.00	Various meetings with Committee counsel, CM and others.
3/29/2010	JBP	405.00	B150	1.80	729.00	Preparation for and participation in Schwab status conference call (.6)
3/29/2010	JMG	525.00	B150	0.50	262.50	Telephone conference with JBP, Parkland re; operations and near term liquidity position
3/29/2010	JBP	405.00	B150	0.50	202.50	Telephone conference with JMG and David Cesar on status of cash position and materials on hand for coming week
3/29/2010	JBP	405.00	B150	2.20	891.00	Prepare for (1.3) and participate in conference call with investment banker on status of marketing process and next steps

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
3/29/2010	JMG	525.00	B150	0.90	472.50	Internal planning call and status call with committee counsel (.6)
3/29/2010	JMG	525.00	B150	0.90	472.50	Preparation for and participation in conference call with committee counsel.
3/30/2010	JBP	405.00	B150	0.80	324.00	Participation in internal professionals call discussing case straregy, the current settlement with the lenders and next steps.
3/30/2010	JBP	405.00	B150	0.90	364.50	Participation in follow-up internal professionals telephone conference discussing case straregy and next steps.
3/30/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with JMG regarding case status and next steps.
3/30/2010	JMG	525.00	B150	0.60	315.00	Telephone conference with JMG regarding case status and next steps.
3/30/2010	JMG	525.00	B150	1.10	577.50	Preparation for meeting and status up with Committee counsel, etc.
3/30/2010	JMG	525.00	B150	0.90	472.50	Status meeting, preparation for meeting, and participation in meeting with Committee counsel.
3/30/2010	JMG	525.00	B150	0.80	420.00	Telephone conference with Western Reserve; review of Atlas offer.
3/30/2010	JMG	525.00	B150	1.20	630.00	Telephone conference with L. Goddard regarding bank position, cash collateral considerations and Atlas offer.
3/31/2010	JAA	325.00	B150	0.70	227.50	Draft email to JBP regarding comparison of DIP model to Lender's cash collateral term sheet.
3/31/2010	JAA	325.00	B150	1.10	357.50	Preparation for and participation in telephone conference with Committee counsel regarding hearing on 4/1 regarding cash collateral.
3/31/2010	JBP	405.00	B150	2.40	972.00	Review of debtor draft cash collateral motion and supporting documentation (1.3) and participation in professional conference call discussing same.
3/31/2010	JMG	525.00	B150	1.10	577.50	Meeting with Committee counsel and status items; telephone conference with lender's counsel.
3/31/2010	JMG	525.00	B150	0.20	105.00	Status meeting with Judge.
3/31/2010	JBP	405.00	B150	0.20	81.00	Status meeting with Judge.
				<u>139.00</u>	<u>62,069.00</u>	

*Schwab Industries, Inc.*

*Detail of Services Provided By Conway MacKenzie, Inc. ("CM")*

*From March 12, 2010 through March 31, 2010*

**B160 Fee/Employment Applications**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
3/13/2010	JMG	525.00	B160	1.10	577.50	Draft of engagement letter and related reviews.
3/14/2010	JBP	405.00	B160	0.60	243.00	Review of engagement letter and provide comments regarding same.
3/14/2010	JMG	525.00	B160	0.60	315.00	Finalized engagement letter.
3/16/2010	JMG	525.00	B160	1.20	630.00	Updated engagement letter and submission of fee applications.
3/16/2010	LAM	125.00	B160	0.30	37.50	Preparation of weekly time detail.
3/22/2010	LAM	125.00	B160	1.20	150.00	Preparation of weekly time detail for fee statement.
3/25/2010	JMG	525.00	B160	1.10	577.50	Review of interim diaries, updates to the fee statements, and other items.
				<u>6.10</u>	<u>2,530.50</u>	

**Schwab Industries, Inc.**

**Detail of Services Provided By Conway MacKenzie, Inc. ("CM")**

**From March 12, 2010 through March 31, 2010**

**B270 Business Analysis**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
3/12/2010	ALK	305.00	B270	2.40	732.00	Research to find recent DIP financing and the terms of those financings. Discuss same with MAF.
3/12/2010	ALK	305.00	B270	2.80	854.00	CIQ research to find recent DIP financings and summarizing the terms of those financings.
3/12/2010	JBP	405.00	B270	3.10	1,255.50	Review of Parkland's Business Viability Analysis and preparation of follow-up information requests.
3/12/2010	JMG	525.00	B270	3.10	1,627.50	Review of cash flows, viability Report, case matters, etc.
3/13/2010	JAA	325.00	B270	2.70	877.50	Review of original DIP budget.
3/13/2010	JAA	325.00	B270	1.30	422.50	Summarization of key findings from DIP budget and viability analysis for counsel.
3/13/2010	JAA	325.00	B270	2.20	715.00	Read and analyze debtor's viability analysis.
3/13/2010	JBP	405.00	B270	2.30	931.50	Preparation for and participation in conference call with company CRO to discuss Viability Report and financial projections.
3/13/2010	JBP	405.00	B270	3.10	1,255.50	Preparation of updated memorandum for counsel and committee discussing initial assessment of DIP Loan and Budget.
3/13/2010	JMG	525.00	B270	1.10	577.50	Preparation of draft report, interim observations.
3/13/2010	JMG	525.00	B270	2.50	1,312.50	Review of DIP commitment letter; internal review of certain analysis; comments and observations regarding same.
3/13/2010	JMG	525.00	B270	3.10	1,627.50	Review of viability analysis, financial projections, observations, and analysis, internal CM communications, etc.
3/13/2010	MAF	445.00	B270	0.80	356.00	Review of comparable DIPs in last 6 months.
3/13/2010	MAF	445.00	B270	0.40	178.00	Preparations of returns analysis based upon DIP proposal.
3/13/2010	MAF	445.00	B270	1.20	534.00	Preparation of summary of comments to DIP commitment letter.
3/13/2010	RFR	500.00	B270	2.80	1,400.00	Analysis of individual real estate appraisals related to the Ohio ready mix operations prepared by Conery Valuation.
3/13/2010	RFR	500.00	B270	0.90	450.00	Analysis of individual real estate appraisals related to the other assets prepared by Conery Valuation.
3/13/2010	RFR	500.00	B270	1.30	650.00	Analysis of individual real estate appraisals related to the non-ready mix operations prepared by Conery Valuation.
3/13/2010	RFR	500.00	B270	2.10	1,050.00	Analysis of individual real estate appraisals related to the Florida ready mix operations prepared by Conery Valuation.
3/13/2010	RFR	500.00	B270	1.70	850.00	Preparation of spreadsheet summarizing salient points of real estate appraisals, plus Conery's March 2010 update.
3/14/2010	JAA	325.00	B270	2.10	682.50	Review of updated DIP budget; creation of variance analysis and summarize changes for telephone conference on 3/15 with Parkland.
3/14/2010	JBP	405.00	B270	2.10	850.50	Preparation for internal team call discussing initial findings, strategize next steps and for upcoming committee counsel call.

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
3/14/2010	JBP	405.00	B270	2.10	850.50	Review of valuation information and deposition transcripts.
3/14/2010	JBP	405.00	B270	1.10	445.50	Review of draft CIM prepared by company investment banker.
3/14/2010	JMG	525.00	B270	1.20	630.00	Finalize draft report, DIP financing items, etc.
3/14/2010	JMG	525.00	B270	3.10	1,627.50	Review of various valuation reports.
3/14/2010	MAF	445.00	B270	0.30	133.50	Revision of returns analysis.
3/14/2010	RFR	500.00	B270	1.30	650.00	Compilation of list of valuation considerations for counsel.
3/14/2010	RFR	500.00	B270	2.50	1,250.00	Review depositions of T. Conery, C. Hall and D. Vanderhook.
3/14/2010	RFR	500.00	B270	1.40	700.00	Review depositions of D. Landtrip and R. Hires (Schwab SVPs).
3/14/2010	RFR	500.00	B270	0.50	250.00	Summarize deposition highlights and e-mail same to CM team.
3/14/2010	RFR	500.00	B270	2.80	1,400.00	Analysis of Gollett valuations, both Agri-Property valuations, Trigg Catlett valuation and Creative Environmental geological report.
3/15/2010	JAA	325.00	B270	1.80	585.00	Finalize working capital comparison between the various DIP budgets and preparation of schedule to be distributed to the Committee.
3/15/2010	JAA	325.00	B270	1.40	455.00	Review of projections for Medina Supply Company; create EBITDA bridge and review of cost savings plan.
3/15/2010	JAA	325.00	B270	2.50	812.50	Review of report from Morris Anderson regarding Schwab valuation and viability.
3/15/2010	JAA	325.00	B270	1.30	422.50	Review of projections for Quality Block and Supply; create EBITDA bridge and review cost savings plan.
3/15/2010	JBP	405.00	B270	1.20	486.00	Preparation for telephone conference with Parkland Group (CRO) by reviewing DIP budget.
3/15/2010	JMG	525.00	B270	1.80	945.00	Review of budgets, projected performance and business plan.
3/15/2010	JMG	525.00	B270	2.90	1,522.50	Review of MA report and comparison to Parkland's business plan.
3/15/2010	MAF	445.00	B270	0.70	311.50	Preparation of sensitivity spreadsheet to DIP terms.
3/15/2010	RFR	500.00	B270	3.70	1,850.00	Enhancements and revisions to preliminary valuation observations, referencing key sections to key real estate appraisals and forward to counsel
3/15/2010	RFR	500.00	B270	0.80	400.00	Review of asset value compilation prepared by JBP
3/16/2010	JAA	325.00	B270	1.40	455.00	Review of projections for Twin Cities Cement; create EBITDA bridge and review of cost savings plan.
3/16/2010	JAA	325.00	B270	1.20	390.00	Review of projections for Schwab Ready Mix; create EBITDA bridge and review of cost savings plan.
3/16/2010	JAA	325.00	B270	1.40	455.00	Review of projections for Eastern Cement Corporation; create EBITDA bridge and review of cost savings plan;
3/16/2010	JAA	325.00	B270	0.80	260.00	Review of projections for Schwab Farm; create EBITDA bridge and review of cost savings plan.
3/16/2010	JAA	325.00	B270	1.80	585.00	Review projections for Schwab Industries, Inc., create EBITDA bridge and review cost savings plan
3/16/2010	JAA	325.00	B270	0.50	162.50	Create consolidated EBITDA bridge and review of consolidated P&L.

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
3/16/2010	JAA	325.00	B270	2.80	910.00	Create draft presentation summarizing each entity and comments on P&L summary, EBITDA bridge and cost-saving measures.
3/16/2010	JAA	325.00	B270	1.80	585.00	Compare DIP budget to P&L and identify risks and opportunities.
3/16/2010	JAA	325.00	B270	1.10	357.50	Draft questions regarding cash flow and P&L projection and discussion with D. Cesar regarding same.
3/16/2010	JBP	405.00	B270	1.70	688.50	Preparation of valuation summary information.
3/16/2010	JBP	405.00	B270	2.10	850.50	Meetings with D. Caesar (Parkland Group) at the Company discussing overall business strategies, financial model and upcoming hearing.
3/16/2010	JBP	405.00	B270	3.20	1,296.00	Review of Morris Anderson report and supporting information in preparation for court hearing.
3/16/2010	JBP	405.00	B270	0.80	324.00	Prepare follow-up information request for company.
3/16/2010	JMG	525.00	B270	3.50	1,837.50	On-site visit to Schwab site; review of operations; meeting with Parkland group; meeting with Schwab management regarding various matters.
3/16/2010	JMG	525.00	B270	3.80	1,995.00	Review of depositions: Goddard, Wanant; review of business plans and MA report, notes and other analysis.
3/16/2010	JMG	525.00	B270	2.10	1,102.50	Review of updated cash flows other information regarding a \$10 DIP loan.
3/16/2010	JMG	525.00	B270	0.80	420.00	Discussions with Schwab management regarding pension status.
3/16/2010	RFR	500.00	B270	2.70	1,350.00	Create summary of differences worksheet, including an analysis comparing and contrasting valuation conclusions as requested by Freeborn & Peters
3/16/2010	RFR	500.00	B270	1.10	550.00	Information exchanges with JBP regarding final items for asset value schedule, updates thereto, and forward to counsel .
3/16/2010	RFR	500.00	B270	1.30	650.00	Read depositions of L. Goddard and R. Wanat and prepare summary information.
3/16/2010	RFR	500.00	B270	0.50	250.00	Analyze KeyBank objection and related numerical analyses
3/16/2010	RFR	500.00	B270	0.20	100.00	Rreview of Key objection and discussed same with JMG.
3/17/2010	JAA	325.00	B270	1.20	390.00	Summarize risks and opportunities; create DIP sizing analysis based on risks and opportunities.
3/17/2010	JAA	325.00	B270	0.90	292.50	Create sources and uses of cash from operations and working capital during the DIP period.
3/17/2010	JBP	405.00	B270	1.10	445.50	Meeting with Parkland discussing report, supporting materials and the MA report.
3/18/2010	JBP	405.00	B270	1.40	567.00	Meeting with D. Caesar regarding MA report and supporting information, projected financials and asset values.
3/18/2010	JBP	405.00	B270	3.30	1,336.50	Preparation of supporting analysis for counsel's closing remarks.
3/18/2010	JBP	405.00	B270	1.80	729.00	Review of EBITDA bridges from year over year as well as capital expenditures.
3/18/2010	JMG	525.00	B270	1.20	630.00	Preparation of Committee closing arguments.
3/18/2010	JMG	525.00	B270	1.20	630.00	Review of Offering Memo.
3/19/2010	JBP	405.00	B270	0.80	324.00	Meeting with D. Caesar on historical information and audit reports.



Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
3/19/2010	JMG	525.00	B270	1.20	630.00	Review of revised DIP cash flows; updated analysis; follow up questions, other related items
3/21/2010	JAA	325.00	B270	1.50	487.50	Review of updated DIP budget and comparison to prior budgets.
3/22/2010	JAA	325.00	B270	2.40	780.00	Edits to presentation and other financial analysis.
3/22/2010	JAA	325.00	B270	1.80	585.00	Research regarding Oldcastle including products, locations and financial information as a competitor to Schwab.
3/22/2010	JBP	405.00	B270	0.80	324.00	Meeting with debtor counsel and financial advisor to discuss next steps and options.
3/22/2010	JBP	405.00	B270	1.90	769.50	Review of recent financial information and updated DIP budget and projected cash flows.
3/22/2010	JBP	405.00	B270	0.80	324.00	Meeting with debtor FA on anticipated payments for next week.
3/22/2010	JMG	525.00	B270	0.90	472.50	Review of updated cash flows; \$18 / \$10 million DIP.
3/22/2010	JMG	525.00	B270	0.50	262.50	Review of financial performance relative to historical
3/23/2010	JAA	325.00	B270	0.60	195.00	Review summary of A/P aging.
3/23/2010	JBP	405.00	B270	0.90	364.50	Meeting with debtor FA on DIP budget, negotiations with lender and next steps.
3/23/2010	JBP	405.00	B270	2.80	1,134.00	Review of detailed A/P and preparation of summary analysis.
3/23/2010	JBP	405.00	B270	2.10	850.50	Review of financial comparison of cash projection models and compile follow-up information request information.
3/23/2010	JAA	325.00	B270	1.50	487.50	Various meeting with D. Cesar regarding budget versus actual, status of DIP after Court ruling, budget to actual for prior 3 weeks, cost saving initiatives and other open information requests.
3/23/2010	JAA	325.00	B270	2.30	747.50	Creation of summary of net book values for each asset class by entity for Schwab.
3/24/2010	JAA	325.00	B270	3.40	1,105.00	Additional drafting of report summarizing the Debtor, its financials and other information to present to the UCC.
3/24/2010	JBP	405.00	B270	1.90	769.50	Preparation for (1.1) and participation in telephone conference with K. Hirsch and JMG on sale process status, potential targets and next steps.
3/25/2010	JBP	405.00	B270	2.90	1,174.50	Review of updated cash-flow projection and preparation of variance analysis for discussion.
3/25/2010	JAA	325.00	B270	2.30	747.50	Review of final DIP budget and develop list of questions for Parkland regarding changes from prior version.
3/25/2010	JAA	325.00	B270	2.90	942.50	Create monthly and quarterly comparison of new DIP budget to prior versions including variance analysis and discussion with JBP regarding changes from prior versions.
3/25/2010	JMG	525.00	B270	1.50	787.50	Review of MA liquidation analysis; review of various valuation appraisals, etc.
3/26/2010	JMG	525.00	B270	2.10	1,102.50	Review of updated DIP projections; review of CM analysis of projections, etc.
3/26/2010	JBP	405.00	B270	2.20	891.00	Review of cash flow and updated information in preparation for the UCC call.
3/26/2010	JBP	405.00	B270	2.10	850.50	Review of A/R information and preparation of summary analysis.

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
3/29/2010	JAA	325.00	B270	0.70	227.50	Prepare various emails to debtor CRO regarding Schwab financial performance and review responses of same.
3/29/2010	JAA	325.00	B270	2.70	877.50	Review of asset appraisals on M&E and real estate and summarize as compared to book value of assets.
3/29/2010	JBP	405.00	B270	1.20	486.00	Review of updated DIP budget.
3/29/2010	JMG	525.00	B270	1.50	787.50	Review of appraisals and other assets analysis to determine best options regarding current circumstances.
3/29/2010	JMG	525.00	B270	1.20	630.00	Review of updated cash flows and internal discussions regarding the same.
3/30/2010	JAA	325.00	B270	0.50	162.50	Review of offer from Atlas.
3/30/2010	JAA	325.00	B270	3.80	1,235.00	Creation of pro-forma projections for a restructured scenario either 363 or POR and develop presentation regarding same.
3/30/2010	JAA	325.00	B270	1.20	390.00	Edits to Org chart in presentation to include high level financial stats.
3/30/2010	JAA	325.00	B270	1.10	357.50	Prepare various emails to debtor CRO regarding Schwab financial performance and review responses of same.
3/30/2010	JBP	405.00	B270	2.30	931.50	Preparation of draft internal discussion document summarizing status of the case, reorganization steps and strategy.
3/30/2010	JBP	405.00	B270	1.60	648.00	Review of updated DIP budget and preparation of follow-up questions regarding same.
3/30/2010	JMG	525.00	B270	0.80	420.00	Discussion with Parkland regarding revised cash flows and cash collateral needs.
3/31/2010	JAA	325.00	B270	2.10	682.50	Review of and summary of another version of the DIP model and comparison to the DIP Lenders proposal.
3/31/2010	JAA	325.00	B270	0.90	292.50	Review of another version of the DIP model and summarize changes for JBP.
3/31/2010	JBP	405.00	B270	2.10	850.50	Review of updated projection model, summarized major differences and emailed CRO regarding same.
3/31/2010	JBP	405.00	B270	0.70	283.50	Review of sale process timeline proposal from WRP and comment on same.
3/31/2010	JBP	405.00	B270	1.50	607.50	Review of lender draft cash collateral and provide comments regarding the same.
3/31/2010	JBP	405.00	B270	2.70	1,093.50	Preparation for cash collateral hearing by reviewing current cash flow budget, latest redline document and other materials.
3/31/2010	JMG	525.00	B270	0.80	420.00	Planning for cash collateral hearing, follow up on final changes to committee draft order.
				<u>201.70</u>	<u>84,002.50</u>	

*Unsecured Creditors Committee  
Schwab IndusRental car, Cab, Car Service, and/or Tollies, Inc., et al.  
Detail of Expenses Incurred By Conway MacKenzie, Inc. ("CM")  
From March 12, 2010 through March 31, 2010*

<b>Date</b>	<b>Code</b>	<b>Amount</b>	<b>Professional</b>	<b>Detail</b>
3/16/2010	Mileage	\$237.00	JBP	Mileage - to/from Canton and the client
3/16/2010	Mileage	\$192.50	JMG	Mileage - round-trip to Canton, Dover, Dayton area.
3/16/2010	Meals	\$6.75	JMG	Meals
3/16/2010	Meals	\$20.00	JMG	Meals ; JMG and JBP
3/16/2010	Meals	\$3.78	JMG	Meals
3/16/2010	Parking	\$5.00	JMG	Parking ; Downtown Canton
3/17/2010	Lodging	\$237.32	JMG	Lodging
3/18/2010	Copy Charges	\$127.30	JBP	Off-site copy charges - Closing Argument presentation
3/18/2010	Meals	\$11.91	JBP	Meals - lunch at debtor
3/19/2010	Lodging	\$404.06	JBP	Lodging
3/19/2010	Mileage	\$192.50	JMG	Mileage ; round-trip to Dayton area, to Canton area, and
3/19/2010	Meals	\$8.30	JBP	Meals - lunch
3/22/2010	Meals	\$10.91	JBP	Meals - JBP lunch
3/22/2010	Rental car, Cab, Car Service, and/or Toll	\$6.25	JAA	Tolls from MI to OH for on-site work at Schwab
3/23/2010	Meals	\$24.49	JBP	Meals - JBP & JAA lunch
3/23/2010	Meals	\$28.38	JBP	Meals - JBP & JAA dinner
3/24/2010	Lodging	\$292.78	JBP	Lodging
3/24/2010	Lodging	\$267.76	JAA	Lodging for 2 nights for JAA
3/24/2010	Mileage	\$287.50	JBP	Mileage - to/from Canton and Company
3/24/2010	Mileage	\$226.00	JAA	Round-trip mileage to Canton, OH 226 miles each way
3/24/2010	Meals	\$46.45	JBP	Meals - JBP & JAA lunch
3/24/2010	Parking	\$8.00	JAA	Parking for JAA at hotel for 2 nights
		<u>\$2,644.94</u>		

**Exhibit B**

**Schedule of Services Rendered and Expenses Incurred by Conway MacKenzie, Inc.**

**April 2010**

Conway MacKenzie, Inc. seeks payment of fees in the amount of \$85,044.00 and reimbursement of expenses in the amount of \$2,004.24, for a total of \$87,048.24, for services performed and expenses incurred during April 2010. Below is a summary of the amounts requested by Conway MacKenzie, Inc. by project category:

<b><u>PROJECT CATEGORY</u></b>	<b><u>HOURS</u></b>	<b><u>FEES</u></b>
Case Administration	19.20	\$7,712.00
Meetings and Communications	71.20	\$30,092.00
Fee/Employment Applications	10.60	\$4,129.00
Business Operations	12.00	\$5,600.00
Business Analysis	96.60	\$37,511.00
<b>Total Fees</b>	209.60	\$85,044.00
<b>Expenses Incurred</b>		\$2,004.24
<b>TOTAL AMOUNTS REQUESTED</b>		<b>\$87,048.24</b>

*Schwab Industries, Inc.*  
*Detail of Services Provided By Conway MacKenzie, Inc. ("CM")*  
*From April 1, 2010 through April 30, 2010*

**B110 Case Administration**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
4/1/2010	JBP	405.00	B110	0.50	202.50	Attend cash collateral court hearing.
4/6/2010	JAA	325.00	B110	0.90	292.50	Read and summarize motion to sell substantially all of the debtor's assets.
4/6/2010	JAA	325.00	B110	0.70	227.50	Review of and summarize motion to sell non-core assets.
4/6/2010	JAA	325.00	B110	1.00	325.00	Review of and summarize motion to set auction and bidding procedures.
4/8/2010	JAA	325.00	B110	0.40	130.00	Review of data room index.
4/8/2010	JAA	325.00	B110	1.20	390.00	Review of Pacer to review docket of filing regarding Schwab.
4/8/2010	JMG	525.00	B110	1.80	945.00	Review of motions; review of cash flow analysis; update on the status of the asset sales and other related matters.
4/12/2010	JBP	405.00	B110	0.70	283.50	Review of confidentiality agreement and prepare follow up questions for Western Reserve.
4/12/2010	JBP	405.00	B110	1.10	445.50	Review of docket activity.
4/12/2010	JMG	525.00	B110	2.30	1,207.50	Review of motions to sell assets, including detail APA; review of non core asset sales and notes regarding the items reviewed; circulation among the professional team.
4/12/2010	JMG	525.00	B110	0.90	472.50	Planning for the week's activities (0.5); telephone conference with JBP and JAA regarding same (0.4)
4/19/2010	JBP	405.00	B110	0.60	243.00	Telephone conference with JMG on company performance, sale process and next steps.
4/19/2010	JMG	525.00	B110	1.20	630.00	Follow up on open motions (0.6); telephone conference with JBP regarding status and other related matters (0.6).
4/22/2010	JAA	325.00	B110	2.30	747.50	Review of schedules and SOFAs for SII, MCC, MSC and QBS; create summary schedule of certain data points.
4/22/2010	JAA	325.00	B110	2.80	910.00	Review of schedules and SOFAs for OIS, TCC, SRM, SMI and ECC; create summary schedules regarding same.
4/22/2010	JAA	325.00	B110	0.80	260.00	Edits to table in summary of schedules and SOFAs for Committee.
				19.20	7,712.00	

Schwab Industries, Inc.

Detail of Services Provided By Conway MacKenzie, Inc. ("CM")

From April 1, 2010 through April 30, 2010

B150 Meetings and Communications

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
4/1/2010	JBP	405.00	B150	1.20	486.00	Meeting with debtor and lender to review cash collateral motion and discuss settlement.
4/1/2010	JBP	405.00	B150	0.80	324.00	Telephone conference with JMG discussing results of cash collateral hearing and next steps.
4/1/2010	JMG	525.00	B150	0.80	420.00	Status call with JBP regarding the collateral hearing.
4/2/2010	JBP	405.00	B150	1.00	405.00	Telephone conference with L. Goddard regarding cash-flow status and next steps.
4/2/2010	JBP	405.00	B150	0.80	324.00	Telephone conference with JMG discussing case strategy and next steps.
4/2/2010	JMG	525.00	B150	0.80	420.00	Telephone conferences with JBP status of the case and others related matters.
4/4/2010	JMG	525.00	B150	1.00	525.00	Various calls with Debtor advisors, lenders, etc.; internal CM calls regarding status and next steps.
4/4/2010	JMG	525.00	B150	0.60	315.00	JBP internal calls regarding status and next steps, other items.
4/4/2010	JBP	405.00	B150	0.60	243.00	JMG internal calls regarding status and next steps, other items.
4/6/2010	JAA	325.00	B150	0.50	162.50	Draft email summary on business points for sale motions and bidding procedures.
4/7/2010	JAA	325.00	B150	1.30	422.50	Various email correspondence with Debtor FA including discussion for an update on a case; email follow-up on budget versus actual; email follow-up on non-core assets; email follow-up with Freeborn regarding confidentiality agreement; email to Western reserve to follow-up on sale status and data room index.
4/7/2010	JMG	525.00	B150	0.60	315.00	Discussion with JAA regarding budget to actual
4/7/2010	JAA	325.00	B150	0.60	195.00	Discussion with JMG regarding budget to actual
4/7/2010	JAA	325.00	B150	0.40	130.00	Follow-up discussion with JBP.
4/7/2010	JBP	405.00	B150	0.40	162.00	Telephone conference with JAA on case status and next steps
4/8/2010	JAA	325.00	B150	0.20	65.00	Follow-up with Freeborn regarding confidentiality agreement.
4/8/2010	JAA	325.00	B150	0.50	162.50	Follow-up discussion with JMG re: case status
4/8/2010	JBP	405.00	B150	0.40	162.00	Telephone conference with JMG on case status and next steps.
4/9/2010	JAA	325.00	B150	0.50	162.50	Telephone conference with Committee.
4/9/2010	JMG	525.00	B150	1.10	577.50	Committee meeting.
4/9/2010	JMG	525.00	B150	0.70	367.50	Telephone conference with JAA on case status; prepare for committee meeting.
4/12/2010	JAA	325.00	B150	0.20	65.00	Follow-up with counsel on lien searches.
4/12/2010	JAA	325.00	B150	0.40	130.00	Follow-up with D. Cesar regarding financial questions and site visit.
4/12/2010	JAA	325.00	B150	0.40	130.00	Telephone conference with JMG and JBP on case status, weekly schedule and next steps.
4/12/2010	JBP	405.00	B150	0.40	162.00	Telephone conference with JMG and JAA on case status, weekly schedule and next steps.
4/13/2010	JAA	325.00	B150	0.80	260.00	Review of weekly update and telephone conference with Committee and Debtor's counsel and IB regarding sale process update.
4/14/2010	JAA	325.00	B150	0.80	260.00	Review of emails regarding non-core asset sales from Committee counsel.
4/14/2010	JAA	325.00	B150	0.70	227.50	Telephone conference with Company counsel and Western Reserve regarding details on IB status update.
4/14/2010	JBP	405.00	B150	0.70	283.50	Telephone conference with JAA on weekly budget to actual and reporting needs for the UCC.
4/14/2010	JAA	325.00	B150	0.70	227.50	Telephone conference with JBP on weekly budget to actual and reporting needs for the UCC.
4/14/2010	JMG	525.00	B150	1.60	840.00	Preparation for and participation in conference call with WR and Hahn, Committee professionals (.70); follow-up calls with professionals only regarding status of the sale efforts and other analysis, discussions.(.90)
4/15/2010	JAA	325.00	B150	1.30	422.50	Review of various emails from Committee counsel, including agenda for committee call, and other items for discussion, review of emails to confirm on-site visit; emails regarding non-core asset sales and follow-up questions to D. Cesar regarding same.

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
4/15/2010	JMG	525.00	B150	2.40	1,260.00	Review of presentation to committee; follow up questions and updates to the report; various items to change and modify; re-review of the information, final edits; delivery to counsel; counsel review and confirmation, et.
4/15/2010	MAF	445.00	B150	0.60	267.00	Discussion with JBP and JAA regarding alternative financial buyers.
4/15/2010	JBP	405.00	B150	0.60	243.00	Discussion with MAF and JAA regarding alternative financial buyers.
4/15/2010	JAA	325.00	B150	0.60	195.00	Discussion with JBP and MAF regarding alternative financial buyers.
4/16/2010	JAA	325.00	B150	1.30	422.50	Preparation for and participation in Committee teleconference.
4/16/2010	JBP	405.00	B150	2.00	810.00	Preparation for (1.2) and participation in UCC telephone conference (0.8)
4/16/2010	JMG	525.00	B150	2.50	1,312.50	Preparation for meetings with committee; review of results; updates on sale process; telephone conference with Parkland Group
4/16/2010	JMG	525.00	B150	0.80	420.00	Committee call.
4/16/2010	MAF	445.00	B150	1.90	845.50	Preparation of alternative financial buyer list (1.5); conversation with JBP and JAA regarding same (0.4).
4/16/2010	JBP	405.00	B150	0.40	162.00	Discussion with MAF and JAA regarding alternative financial buyers.
4/16/2010	JAA	325.00	B150	0.40	130.00	Discussion with JBP and MAF regarding alternative financial buyers.
4/19/2010	JBP	405.00	B150	0.80	324.00	Telephone conferences with JAA on status of business analysis, reporting needs and next steps.
4/20/2010	JAA	325.00	B150	1.00	325.00	Preparation for and participation in update call with Debtor regarding sale process, cash update, etc.
4/20/2010	JBP	405.00	B150	1.00	405.00	Participate in professional update conference call.
4/20/2010	JMG	525.00	B150	1.40	735.00	Preparation for and meeting with Debtor's professionals.
4/20/2010	MAF	445.00	B150	0.60	267.00	Telephone conference with Western Reserve Partners re additions to investor list and process.
4/20/2010	MAF	445.00	B150	1.60	712.00	Telephone conference with additional PE investors.
4/21/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with JAA on budget to actual performance and next steps.
4/21/2010	JAA	325.00	B150	0.60	195.00	Telephone conference with JBP on budget to actual performance and next steps.
4/22/2010	JAA	325.00	B150	0.40	130.00	Discussion with D. Cesar regarding budget to actual, updated projections, etc.
4/22/2010	JAA	325.00	B150	0.50	162.50	Discussion with W. Morris at Freeborn and Peters regarding schedules and SOFAs.
4/23/2010	JAA	325.00	B150	1.50	487.50	Preparation for (0.9) and participation in teleconference with Committee (.6).
4/23/2010	JBP	405.00	B150	0.60	243.00	Participation in UCC conference call.
4/23/2010	JBP	405.00	B150	0.30	121.50	Telephone conference with counsel on status of APA comments.
4/26/2010	JMG	525.00	B150	0.80	420.00	Telephone conference with JBP discussing Atlas deal involvement, status of sales process and next steps.
4/26/2010	JAA	325.00	B150	0.60	195.00	Telephone conference with JBP discussing needed financial analysis and next steps.
4/26/2010	JBP	405.00	B150	0.80	324.00	Telephone conference with JMG discussing Atlas deal involvement, status of sales process and next steps.
4/26/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with JAA discussing needed financial analysis and next steps.
4/27/2010	JAA	325.00	B150	0.90	292.50	Teleconference with Debtor professionals regarding budget to actual, insurance proceeds, revised cash flow projection and sale process.
4/27/2010	JAA	325.00	B150	1.30	422.50	Various telephone conferences with JMG and JBP discussing Atlas offer and components that materially effect unsecured creditors.
4/27/2010	JBP	405.00	B150	1.80	729.00	Prepare for (1.1) and participate in weekly conference call with debtor professionals discussing the status of the case in general and the status of the sale process in particular.
4/27/2010	JBP	405.00	B150	1.30	526.50	Various telephone conferences with JMG and JAA discussing Atlas offer and components that materially effect unsecured creditors.
4/27/2010	JBP	405.00	B150	0.80	324.00	Participate in UCC professional conference call discussing Atlas offer and overall status of the sale process.
4/27/2010	JMG	525.00	B150	1.30	682.50	Various telephone conferences with JMG and JAA discussing Atlas offer and components that materially effect unsecured creditors.
4/27/2010	JMG	525.00	B150	1.80	945.00	Prepare for (1.1) and participate in weekly conference call with debtor professionals discussing the status of the case in general and the status of the sale process in particular.

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
4/28/2010	JBP	405.00	B150	0.50	202.50	Telephone conference with counsel on vehicle listing summary.
4/29/2010	JAA	325.00	B150	1.20	390.00	Preparation for (0.2) and participation in teleconference with Debtor advisors to discuss offers (1.0).
4/29/2010	JBP	405.00	B150	0.60	243.00	Participate in UCC professional conference call discussing the various offers in preparation for the conference call with debtor investment bankers.
4/29/2010	JBP	405.00	B150	1.00	405.00	Participate in conference call with debtor investment bank discussing the various offers and determination of highest and best bid.
4/29/2010	JBP	405.00	B150	0.80	324.00	Telephone conference with K. Hirsch on Atlas offer improvements and next steps.
4/29/2010	JMG	525.00	B150	1.30	682.50	Internal CM meetings and other activities including review of report to Committee.
4/29/2010	JMG	525.00	B150	0.50	262.50	Telephone conferences with K. Hirsch regarding current offers.
4/30/2010	JAA	325.00	B150	1.70	552.50	Preparation (0.7) for and telephone conference with Committee for weekly update.
4/30/2010	JBP	405.00	B150	1.30	526.50	Prepare for (.3) and participate in UCC conference call.
4/30/2010	JMG	525.00	B150	0.70	367.50	Telephone conferences with Debtor professionals and A. Hammer regarding contemplated stalking horse.
4/30/2010	JMG	525.00	B150	1.10	577.50	Various meetings and calls with A. Hammer and other professional committee regarding stalking horse bid.
4/30/2010	JMG	525.00	B150	1.30	682.50	Prepare for and participation in meeting with Committee professionals.
				71.20	30,092.00	



Schwab Industries, Inc.

Detail of Services Provided By Conway MacKenzie, Inc. ("CM")

From April 1, 2010 through April 30, 2010

**B160 Fee/Employment Applications**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
4/15/2010	JMG	525.00	B160	0.90	472.50	Review of diaries and summary of work activities.
4/16/2010	JBP	405.00	B160	2.80	1,134.00	Preparation of draft fee application and review of time diaries for March 2010.
4/19/2010	JMG	525.00	B160	1.50	787.50	Review of fee statement.
4/19/2010	LAM	125.00	B160	2.10	262.50	Preparation of weekly time detail.
4/20/2010	JAA	325.00	B160	1.30	422.50	Review of March fee application
4/26/2010	JMG	525.00	B160	2.00	1,050.00	Review of diaries other related activities.
				<u>10.60</u>	<u>4,129.00</u>	

Schwab Industries, Inc.

Detail of Services Provided By Conway MacKenzie, Inc. ("CM")

From April 1, 2010 through April 30, 2010

**B210 Business Operations**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
4/5/2010	JMG	525.00	B210	3.70	1,942.50	Tour of Eastern Cement; meeting with management; review of operations, etc.
4/16/2010	JAA	325.00	B210	3.50	1,137.50	Tour of Medina, Ohio, operation.
4/16/2010	JMG	525.00	B210	3.50	1,837.50	Visit of operations; tour of facilities; review of processes and procedures; meetings with management regarding the same, etc.
4/22/2010	JMG	525.00	B210	1.30	682.50	Review of and edit weekly report; telephone conference with L. Goddard regarding business operations; review of cash flows and changes; updated status of insurance proceeds, etc.
				<u>12.00</u>	<u>5,600.00</u>	

Schwab Industries, Inc.

Detail of Services Provided By Conway MacKenzie, Inc. ("CM")

From April 1, 2010 through April 30, 2010

B270 Business Analysis

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
4/2/2010	JBP	405.00	B270	2.10	850.50	Review of recent financial information, fixed asset summary and location review.
4/7/2010	JAA	325.00	B270	0.80	260.00	Review of and summarize results from budget v. actual
4/7/2010	JAA	325.00	B270	2.90	942.50	Comparison of M&E values for non-core assets to appraisal and update amounts.
4/7/2010	JAA	325.00	B270	0.60	195.00	Review of 503(b)(9) claims and summarize, comparison to prior estimate.
4/7/2010	JAA	325.00	B270	0.40	130.00	Review of AP aging and summarize.
4/7/2010	JBP	405.00	B270	1.60	648.00	Review of weekly budget to actual information, prepare follow up items
4/8/2010	JAA	325.00	B270	0.70	227.50	Review of responses from Parkland regarding non-core M&E questions and follow-up emails to M. Kozel.
4/12/2010	JAA	325.00	B270	0.60	195.00	Correspondence with Western Reserve regarding CA and follow-up on data room access.
4/12/2010	JBP	405.00	B270	2.10	850.50	Review of previous week's budget to actual information and prepare follow-up questions for management.
4/13/2010	JAA	325.00	B270	0.80	260.00	Various emails to Western Reserve regarding data room access and technical issues.
4/13/2010	JAA	325.00	B270	1.30	422.50	Review of data room.
4/13/2010	JBP	405.00	B270	2.80	1,134.00	Review of data room contents.
4/13/2010	JMG	525.00	B270	0.70	367.50	Review of data room and other related activities.
4/14/2010	JAA	325.00	B270	0.30	97.50	Review of outstanding AP report.
4/14/2010	JAA	325.00	B270	0.50	162.50	Follow-up with Capital Advisors to add buyers to the list.
4/14/2010	JAA	325.00	B270	1.80	585.00	Review of cash-flow variance report and follow up with D. Cesar
4/14/2010	JAA	325.00	B270	0.60	195.00	Review of listing of accelerated non-core asset sales; follow-up with D. Cesar regarding question on these items; review of emails regarding same.
4/14/2010	JAA	325.00	B270	0.90	292.50	Review of APA and provide comments regarding same.
4/14/2010	JBP	405.00	B270	2.20	891.00	Continue to review data room contents.
4/14/2010	JBP	405.00	B270	0.80	324.00	Review of weekly budget to actual information and prepare follow-up items.
4/14/2010	JMG	525.00	B270	1.30	682.50	Final read of the APA, final notes and follow-up emails with CM and Committee team regarding changes and edits.
4/15/2010	JAA	325.00	B270	0.60	195.00	Review of NOL analysis provided by Parkland and follow-up questions from JMG.
4/15/2010	JAA	325.00	B270	3.30	1,072.50	Preparation of financial summary and weekly cash flow/variance update for Committee call; follow-up on various items with D. Cesar.
4/15/2010	JAA	325.00	B270	0.40	130.00	Edits to Committee update.
4/15/2010	JBP	405.00	B270	0.60	243.00	Review of UCC update document and provide comments on same.
4/15/2010	JBP	405.00	B270	0.90	364.50	Review of final report for UCC.
4/15/2010	JBP	405.00	B270	0.80	324.00	Review of NOL tax refund analysis and supporting information.
4/16/2010	ALH	305.00	B270	0.80	244.00	Research of and set up of contact list.
4/19/2010	JBP	405.00	B270	1.30	526.50	Review of previous week reports to the UCC and various docket items.
4/20/2010	JBP	405.00	B270	2.10	850.50	Review of Western Reserve status memo and previous week's budget to actual reporting to prepare for professionals' call.
4/20/2010	JBP	405.00	B270	1.70	688.50	Prepare for (1.1) and participate in telephone conference with Western Reserve, MAF and JAA on additional target listing provided by UCC professionals.
4/21/2010	JAA	325.00	B270	2.10	682.50	Review of budget to actual; emails with D. Cesar regarding questions on roll-forward and variance of collections and cash, edits and summary of budget to actual for Committee presentation.
4/21/2010	JBP	405.00	B270	1.70	688.50	Review of debtor's weekly budget to actual reporting and prepare follow-up items.
4/22/2010	JAA	325.00	B270	3.30	1,072.50	Edits and finalize Committee presentation, including comments to Freeborn on write-up of schedules and SOFAs.

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
4/22/2010	JBP	405.00	B270	2.80	1,134.00	Review of asset listing and summary and prepare follow-up information request from debtor.
4/22/2010	JBP	405.00	B270	2.40	972.00	Review of weekly UCC summary analysis and provide comments on same.
4/23/2010	JAA	325.00	B270	0.50	162.50	Review of update on sale process from Western Reserve.
4/23/2010	JBP	405.00	B270	1.10	445.50	Preparation for weekly UCC conference call by review recent data room entries, docket items and budget to actual information.
4/23/2010	JBP	405.00	B270	2.30	931.50	Review of SOFA information, summary memo and provide comments on same.
4/23/2010	JMG	525.00	B270	1.10	577.50	Prepare for and participated in meeting with Creditors' Committee.
4/23/2010	JMG	525.00	B270	0.30	157.50	Follow-up calls with L. Goddard regarding insurance proceeds and other matters relating to the projections; status of offers, etc.
4/23/2010	JMG	525.00	B270	0.90	472.50	Review of APA, summarizes comments (.6), call and conference with counsel on status of APA comments.(.3)
4/26/2010	JBP	405.00	B270	1.10	445.50	Review NOL carry-back information and initial refund calculation and provide comments on same.
4/26/2010	JBP	405.00	B270	2.10	850.50	Review and analyze of data room additions.
4/27/2010	JAA	325.00	B270	0.50	162.50	Edits to sale process slide for Committee update.
4/27/2010	JAA	325.00	B270	0.70	227.50	Review of term sheet from Atlas and comment on same.
4/27/2010	JAA	325.00	B270	0.80	260.00	Creation of summary of volume metrics for each entity to include in report to Committee.
4/27/2010	JBP	405.00	B270	0.90	364.50	Review of Atlas/Garmark term sheet and provide comments on same.
4/27/2010	JBP	405.00	B270	0.60	243.00	Telephone conference with K. Hirsch on Atlas offer deal points and negotiating status.
4/28/2010	JAA	325.00	B270	3.20	1,040.00	Analysis of updated cash flow and create questions/requests regarding same; creation of summary and comparison to prior projection.
4/28/2010	JAA	325.00	B270	0.50	162.50	Discussion with Freeborn and email regarding OLV of unencumbered vehicles.
4/28/2010	JBP	405.00	B270	3.10	1,255.50	Review of offers to buy various assets of the company; preparation of summary and circulate to group.
4/28/2010	JBP	405.00	B270	0.80	324.00	Review of fixed asset listing focusing on the vehicles.
4/28/2010	JBP	405.00	B270	1.90	769.50	Review of various memo updates prepared by F&P for the UCC in preparation for the UCC conference call.
4/28/2010	JBP	405.00	B270	1.10	445.50	Prepare comments to the Atlas offer and circulate to team for additional input; finalize and send to debtor FA.
4/29/2010	JAA	325.00	B270	1.30	422.50	Review of summary from Freeborn regarding NOL and unencumbered asset recovery.
4/29/2010	JAA	325.00	B270	2.80	910.00	Create summary of budget to actual reporting, and create presentation for Committee including budget versus actual, updated DIP budget commentary, sales trend commentary and high-level update on sales process.
4/29/2010	JAA	325.00	B270	1.70	552.50	Edits to bid comparison and review of bids at a high-level to understand the various economic items.
4/29/2010	JBP	405.00	B270	0.60	243.00	Review of updated offer summary and comment on same.
4/29/2010	JBP	405.00	B270	2.20	891.00	Meetings with JMG on the offers for the business; review of calculations to benchmark and develop analysis to compare offers.
4/29/2010	JBP	405.00	B270	0.80	324.00	Review and comment on weekly summary report to be circulated to the UCC.
4/29/2010	JBP	405.00	B270	2.50	1,012.50	Review of analyses prepared by F&P in anticipation of the UCC conference call.
4/29/2010	JMG	525.00	B270	4.10	2,152.50	Review of various offers to purchase Schwab assets including APA review; analysis of the offers and other related activities.
4/29/2010	JMG	525.00	B270	0.90	472.50	Conference call with Debtor's professionals and committee professionals to discuss offers.
4/29/2010	JMG	525.00	B270	0.90	472.50	Follow-up meeting regarding analysis of the offers including Debtor's comprehensive comparison analysis.
4/29/2010	JMG	525.00	B270	1.30	682.50	Detail review of revised Debtor budgets and CM related analysis.
4/30/2010	JAA	325.00	B270	2.50	812.50	Create waterfall analysis of transaction proceeds.
4/30/2010	JBP	405.00	B270	0.90	364.50	Review various offer updates and provide comments on same.
				<u>96.60</u>	<u>37,511.00</u>	

*Unsecured Creditors Committee*

*Schwab IndusRental car, Cab, Car Service, and/or Tollies, Inc., et al.*

*Detail of Expenses Incurred By Conway MacKenzie, Inc. ("CM")*

*From April 1, 2010 through April 30, 2010*

<b>Date</b>	<b>Code</b>	<b>Amount</b>	<b>Professional</b>	<b>Detail</b>
04/02/10	Rental car, Cab, Car Service, and/or Toll	\$6.25	JAA	Tolls from March return trip that haven't been expensed (3/24).
04/05/10	Airfare	\$382.30	JMG	Airfare ; Tampa, Port visit.
04/05/10	Lodging	\$178.08	JMG	Lodging ; overnight, Port visit.
04/05/10	Rental car, Cab, Car Service, and/or Toll	\$228.66	JMG	Rental car, cab limo, etc. ; 2 day rental to visit Port.
04/06/10	Rental car, Cab, Car Service, and/or Toll	\$6.25	JAA	Tolls from MI to OH
04/07/10	Meals	\$15.96	JAA	Meals - Dinner for JAA
04/07/10	Meals	\$11.56	JAA	Meals for JAA
04/07/10	Meals	\$9.97	JAA	Meals - Lunch for JAA
04/08/10	Lodging	\$260.16	JAA	Lodging for 2 nights in Canton, OH
04/08/10	Mileage	\$274.00	JAA	Mileage - round-trip mileage to/from Canton, OH and
04/08/10	Meals	\$7.84	JAA	Meals - breakfast for JAA
04/08/10	Meals	\$1.90	JAA	Meals - Lunch for JAA
04/08/10	Rental car, Cab, Car Service, and/or Toll	\$6.25	JAA	Tolls from OH to MI
04/15/10	Rental car, Cab, Car Service, and/or Toll	\$5.50	JAA	Tolls from MI to Ohio
04/16/10	Lodging	\$160.20	JAA	Lodging for one night for JAA
04/16/10	Mileage	\$192.50	JAA	Mileage to/from Mealsdina/ OH
04/16/10	Meals	\$29.03	JMG	Meals ; Lunch with JAA; re; operations visit.
04/16/10	Meals	\$9.83	JAA	Meals - breakfast for JAA
04/16/10	Rental car, Cab, Car Service, and/or Toll	\$5.50	JAA	Tolls from OH to MI
04/16/10	Mileage	\$212.50	JMG	Mileage ; travel to Brunswick, visit ready mix facility, etc. April 16, 2010.
		<u>\$2,004.24</u>		

**Exhibit C**

**Schedule of Services Rendered and Expenses Incurred by Conway MacKenzie, Inc.**

**May 2010**

Conway MacKenzie, Inc. seeks payment of fees in the amount of \$174,577.50 and reimbursement of expenses in the amount of \$10,077.96, for a total of \$184,655.46, for services performed and expenses incurred during May 2010. Below is a summary of the amounts requested by Conway MacKenzie, Inc. by project category:

<b><u>PROJECT CATEGORY</u></b>	<b><u>HOURS</u></b>	<b><u>FEES</u></b>
Case Administration	45.30	\$20,470.50
Asset Analysis and Recovery	1.30	\$522.50
Asset Disposition	119.00	\$51,931.00
Meetings and Communications	161.90	\$70,517.50
Fee/Employment Applications	6.00	\$2,118.00
Other Contested Matters	1.30	\$682.50
Financing/Cash Collections	3.40	\$1,525.00
Business Analysis	69.30	\$26,810.50
<b>Total Fees</b>	407.50	\$174,577.50
<b>Expenses Incurred</b>		\$10,077.96
<b>TOTAL AMOUNTS REQUESTED</b>		<b>\$184,655.46</b>

**Schwab Industries, Inc.**

**Detail of Services Provided By Conway MacKenzie, Inc. ("CM")**

**From May 1, 2010 through May 31, 2010**

**B110 Case Administration**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
5/3/2010	JAA	325.00	B110	0.60	195.00	Review of initial draft objections drafted by Freeborn.
5/4/2010	JMG	525.00	B110	0.40	210.00	Review of lender objection.
5/7/2010	JBP	405.00	B110	0.40	162.00	Review of St. Mary's objection to bidding procedures change.
5/8/2010	JMG	525.00	B110	0.90	472.50	Review of DIP motion.
5/8/2010	JMG	525.00	B110	0.30	157.50	Case file; various objections, etc.
5/9/2010	JAA	325.00	B110	2.90	942.50	Review of objections to the Debtor's motion for cash collateral and modifications to bidding procedures.
5/9/2010	JBP	405.00	B110	1.90	769.50	Review of various objection drafts and provide comments regarding same.
5/9/2010	JMG	525.00	B110	1.10	577.50	Review of DIP and bid objections by committee; edits and other changes; re-review revised objections.
5/10/2010	JMG	525.00	B110	2.30	1,207.50	Preparation for testimony, bid procedures and DIP motions.
5/11/2010	JAA	325.00	B110	3.30	1,072.50	Attendance at contested hearing on DIP and sale procedures.
5/11/2010	JBP	405.00	B110	3.30	1,336.50	Attendance at court hearing regarding stalking horse and bidding procedures.
5/11/2010	JMG	525.00	B110	2.40	1,260.00	Court hearing.
5/11/2010	JMG	525.00	B110	0.90	472.50	Court hearing; finalizing settlement terms.
5/11/2010	JMG	525.00	B110	1.70	892.50	Documentation of final agreement.
5/14/2010	JMG	525.00	B110	0.90	472.50	Follow up on open planning and execution issues and related matters to support committees efforts to settle overall disputes.
5/18/2010	JMG	525.00	B110	1.30	682.50	Review of file and related sale hearing objections.
5/20/2010	JBP	405.00	B110	1.10	445.50	Review of various objections to the sale process.
5/21/2010	JAA	325.00	B110	0.70	227.50	Review of Committee's sale objection and send comments regarding same.
5/21/2010	JBP	405.00	B110	1.10	445.50	Review of sale objection and provide comments regarding same.
5/24/2010	JMG	525.00	B110	0.90	472.50	Review of draft sale order objection.
5/24/2010	JMG	525.00	B110	0.90	472.50	Review of Debtor's motion to strike and potential committee response.
5/28/2010	JBP	405.00	B110	7.30	2,956.50	Attendance and participation in sale hearing.
5/28/2010	JMG	525.00	B110	7.30	3,832.50	Attendance at sale hearing including side breaks to discuss settlement and other related activities.
5/28/2010	JMG	525.00	B110	1.40	735.00	Final draft sale order review, edit and completion.
				<u>45.30</u>	<u>20,470.50</u>	

*Schwab Industries, Inc.*

*Detail of Services Provided By Conway MacKenzie, Inc. ("CM")*

*From May 1, 2010 through May 31, 2010*

**B120      Asset Analysis and Recovery**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
5/1/2010	JAA	325.00	B120	0.80	260.00	Review of redlined APA from Atlas' revised bid and update comparison document.
5/1/2010	JMG	525.00	B120	0.50	262.50	Telephone conference with Committee professionals regarding offer.
				<u>1.30</u>	<u>522.50</u>	



**Schwab Industries, Inc.**

**Detail of Services Provided By Conway MacKenzie, Inc. ("CM")**

**From May 1, 2010 through May 31, 2010**

**B130 Asset Disposition**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
5/1/2010	JBP	405.00	B130	1.10	445.50	Review of updated sale documents.
5/1/2010	JMG	525.00	B130	1.20	630.00	Review of Atlas offer and related documents.
5/1/2010	JMG	525.00	B130	0.70	367.50	Review of updated CM comparison of offers.
5/1/2010	JMG	525.00	B130	0.90	472.50	Review of updated APA.
5/2/2010	JBP	405.00	B130	1.40	567.00	Review of updated sale documents.
5/3/2010	JAA	325.00	B130	2.80	910.00	Creation of waterfall analysis of bids received and discussion of same with Committee professionals.
5/3/2010	JBP	405.00	B130	2.20	891.00	Review of Atlas APA and Western Reserve analysis of
5/3/2010	JMG	525.00	B130	2.40	1,260.00	Review of Garmark APA and made notes and comments; update of analysis on waterfall regarding proceeds of Atlas deal.
5/3/2010	JMG	525.00	B130	0.90	472.50	Review of Objection to sale order APA.
5/5/2010	JMG	525.00	B130	1.70	892.50	Review of and follow up on updated Atlas bid grid prepared by Debtors; detail review of excluded assets and related value; follow up on internal questions and other items.
5/7/2010	ALK	305.00	B130	2.80	854.00	Research on recent bankruptcies and break up fees including discussions with MAF (0.4)
5/7/2010	JAA	325.00	B130	0.70	227.50	Update of bid analysis for expected Oldcastle bid.
5/7/2010	JMG	525.00	B130	3.20	1,680.00	Preparation for expert testimony and research regarding same.
5/7/2010	JMG	525.00	B130	1.20	630.00	Internal team meeting regarding status of the offers, any updated offers and next steps.
5/7/2010	JMG	525.00	B130	0.70	367.50	Discussion with MAF; JMG's testimony, re break-up fees, expense reimbursement and partial bids, etc. of Atlas's offer
5/7/2010	JMG	525.00	B130	0.70	367.50	Telephone conference with Atlas/Garmark.
5/7/2010	JMG	525.00	B130	0.80	420.00	Telephone conference with interested Schwab buyer.
5/7/2010	MAF	445.00	B130	2.90	1,290.50	Determination of relevant recent cases and discussions with ALK (0.4); review of research on same regarding break-up fees and expense reimbursement; preparation of summary of research.
5/7/2010	MAF	445.00	B130	0.70	311.50	Discussion with JMG regarding testimony points regarding objections to stalking horse bid, including break-up fees, expense reimbursement and partial bids.
5/8/2010	JAA	325.00	B130	0.30	97.50	Call with JMG regarding bid grid and related analysis.
5/8/2010	JBP	405.00	B130	0.70	283.50	Review of updated bid summary and provide comments on same.
5/8/2010	JMG	525.00	B130	1.70	892.50	Update of bid grid analysis with enhanced value offer from interested party; telephone conferences with JAA regarding the same (.3).
5/8/2010	JMG	525.00	B130	0.40	210.00	Preparation for telephone conference with Senior Lenders
5/9/2010	JAA	325.00	B130	1.20	390.00	Review of APA from Oldcastle and update APA comparison; review of detail of prepaid assets and investments on Schwab's March balance sheet.
5/9/2010	JBP	405.00	B130	2.20	891.00	Review of updated Oldcastle bid, APA and revised amount summary; provide comments regarding same.

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
5/9/2010	JMG	525.00	B130	0.60	315.00	Review of OC offer and bid grid.
5/10/2010	JAA	325.00	B130	1.30	422.50	Review of CR APA and OC APA with respect to non-core assets and understand the M&E and property left behind in each bid.
5/10/2010	JAA	325.00	B130	1.70	552.50	Review of draft DIP Order and objections from various parties.
5/10/2010	JAA	325.00	B130	1.60	520.00	Review of Debtor's updated bid comparison and detailed build-up of A/R.
5/10/2010	JBP	405.00	B130	1.80	729.00	Review of status of sale process information and recent communications regarding same.
5/10/2010	JBP	405.00	B130	1.10	445.50	Review of revised sale process motions and comments regarding same.
5/10/2010	JMG	525.00	B130	1.20	630.00	Review of revised offers for the assets; modifications to bid procedures, review of revised offer from competitive bid.
5/10/2010	MAF	445.00	B130	1.50	667.50	Finalization of schedule of recent break up fees in 363 stalking horse bids.
5/11/2010	JBP	405.00	B130	0.90	364.50	Review of updated bid summary.
5/14/2010	JBP	405.00	B130	1.20	486.00	Review of finalized bidding procedures motion and sale order.
5/17/2010	JAA	325.00	B130	0.70	227.50	Review of vehicle analysis prepared by Freeborn & Peters.
5/17/2010	JBP	405.00	B130	1.10	445.50	Review of internal settlement proposal and provide detailed comments on same.
5/18/2010	JMG	525.00	B130	4.10	2,152.50	Preparation for settlement with Key Bank and lenders; develop strategy, financial analysis, other matters.
5/19/2010	JBP	405.00	B130	0.90	364.50	Review of stalking horse bid, internally generate bid enhancements and provide comments on the same.
5/19/2010	JBP	405.00	B130	0.40	162.00	Review of pre-petition lender settlement proposal and provide comments regarding same.
5/22/2010	JAA	325.00	B130	0.80	260.00	Review of Old Castle's new bid.
5/22/2010	JMG	525.00	B130	1.10	577.50	Review of other assets bids.
5/24/2010	JAA	325.00	B130	1.30	422.50	Update of bid grid based on the final bids.
5/24/2010	JBP	405.00	B130	2.70	1,093.50	Review of received bids for 363 auction.
5/24/2010	JAA	325.00	B130	2.80	910.00	Review of received bids for 363 auction.
5/24/2010	JMG	525.00	B130	3.50	1,837.50	Review of qualified bids.
5/25/2010	JAA	325.00	B130	0.40	130.00	Update on bid grid for National Lime.
5/25/2010	JMG	525.00	B130	6.40	3,360.00	Review of all APA's; review of CM updated bid grid; preparation for call with Debtors.
5/27/2010	JAA	325.00	B130	12.20	3,965.00	Attendance at sale auction.
5/27/2010	JBP	405.00	B130	14.40	5,832.00	Participation in auction process and facilitation of bidding resolution.
5/27/2010	JMG	525.00	B130	2.10	1,102.50	Preliminary meetings regarding the auction.
5/27/2010	JMG	525.00	B130	12.30	6,457.50	Asset auction.
5/27/2010	JMG	525.00	B130	0.80	420.00	Review of draft settlement agreement, edits and other changes. (included in sale order)
5/28/2010	JBP	405.00	B130	0.90	364.50	Preparation for sale hearing, final review of draft sale order settlement and other items.
5/28/2010	JMG	525.00	B130	1.70	892.50	Preparation for sale hearing, final review of draft sale order settlement and other items.
				<u>119.00</u>	<u>51,931.00</u>	

**Schwab Industries, Inc.**

**Detail of Services Provided By Conway MacKenzie, Inc. ("CM")**

**From May 1, 2010 through May 31, 2010**

**B150 Meetings and Communications**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
5/1/2010	JAA	325.00	B150	0.50	162.50	Telephone conference with Committee professionals to discuss updated Atlas bid and comparison of same to other offers.
5/1/2010	JAA	325.00	B150	0.30	97.50	Various telephone conferences with JMG regarding revised offers and other matters.
5/1/2010	JBP	405.00	B150	0.50	202.50	Participation in conference call with UCC professionals regarding deal process and next steps.
5/1/2010	JMG	525.00	B150	0.30	157.50	Telephone conference with K. Hirsch; update of Atlas offer and Oldcastle offer.
5/1/2010	JMG	525.00	B150	0.80	420.00	Various telephone conferences with JAA regarding revised offers (.30); telephone conference with A. Hammer regarding same (.50).
5/1/2010	JMG	525.00	B150	0.40	210.00	Telephone conference with D. Lutz regarding update on the current offers.
5/2/2010	JMG	525.00	B150	0.90	472.50	Preparation for (0.4) and participation in telephone conference with Key Bank counsel.
5/3/2010	JAA	325.00	B150	0.90	292.50	Discussion with Committee regarding upcoming objections.
5/3/2010	JAA	325.00	B150	4.90	1,592.50	Discussion of strategy with Committee counsel, JMG and
5/3/2010	JBP	405.00	B150	4.90	1,984.50	Meeting with counsel discussing sale process, overall case strategy and next steps.
5/3/2010	JMG	525.00	B150	4.90	2,572.50	Meeting with FP case admin regarding strategy for upcoming week and proposed structure of settlement with senior lenders.
5/3/2010	JMG	525.00	B150	0.90	472.50	Meeting with creditors committee.
5/3/2010	JMG	525.00	B150	0.80	420.00	Various calls with L. Goddard regarding Atlas APA.
5/3/2010	JMG	525.00	B150	0.60	315.00	Telephone conference with K. Hirsch regarding Atlas APA.
5/4/2010	JAA	325.00	B150	1.40	455.00	Preparation (0.3) and participate in weekly call with Debtor's advisors and counsel.
5/4/2010	JBP	405.00	B150	1.10	445.50	Participation in the weekly Schwab professional call discussing company performance and status of the sale process.
5/4/2010	JMG	525.00	B150	1.60	840.00	Preparation for (0.5) and participation in telephone conference with company and advisors professionals regarding APA Atlas.
5/4/2010	JMG	525.00	B150	0.80	420.00	Follow-up telephone conference with JAA and D. Cesar regarding current performance.
5/5/2010	JAA	325.00	B150	0.70	227.50	Discussion with L. Goddard and JMG regarding case status and update on DIP financing, etc.
5/5/2010	JMG	525.00	B150	0.70	367.50	Discussion with L. Goddard and JAA regarding case status and update on DIP financing, etc.
5/5/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with JMG discussing case strategy and next steps.
5/5/2010	JMG	525.00	B150	0.80	420.00	Telephone conference with R. Jackson, Esq., National Lime advisor, regarding bidding procedures, etc.
5/5/2010	JMG	525.00	B150	0.60	315.00	Call with JBP discussing case, planning and related strategy

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
5/6/2010	JAA	325.00	B150	1.00	325.00	Telephone conference with FP team regarding planning for objections, strategizing next steps, and other related matters
5/6/2010	JBP	405.00	B150	1.30	526.50	Telephone conference with FP team regarding planning for objections, strategizing next steps, and other related matters including planning for call (0.3)
5/6/2010	JAA	325.00	B150	1.20	390.00	Various telephone conferences with JBP discussing weekly report, updates to reports and information to be included and other related data.
5/6/2010	JBP	405.00	B150	0.80	324.00	Telephone conference with JMG regarding weekly report to UCC, information requests and next steps.
5/6/2010	JBP	405.00	B150	1.20	486.00	Various telephone conferences with JAA discussing weekly report and included analyses.
5/6/2010	JMG	525.00	B150	1.40	735.00	Telephone conference with FP team regarding planning for objections, strategizing next steps, and other related matters including planning for call (0.4)
5/6/2010	JMG	525.00	B150	0.80	420.00	Call with JBP weekly report to UCC, information requests and next steps.
5/7/2010	JAA	325.00	B150	1.00	325.00	Telephone conference with Oldcastle counsel regarding revised offer.
5/7/2010	JAA	325.00	B150	1.00	325.00	Participation on Committee update teleconference.
5/7/2010	JBP	405.00	B150	2.30	931.50	Preparation (.7) and participation in weekly UCC conference call (1.0), follow up call with JMG regarding next steps, etc. (.6).
5/7/2010	JBP	405.00	B150	1.20	486.00	Participation in telephone conference with counsel to Oldcastle on various potential deal points and information needed.
5/7/2010	JBP	405.00	B150	1.20	486.00	Telephone conference with F&P and JMG on Oldcastle status and next steps.
5/7/2010	JMG	525.00	B150	1.90	997.50	Review of materials for committee (.3); committee meeting (1.0); follow up regarding status of the committee meeting (.6).
5/8/2010	JAA	325.00	B150	1.00	325.00	Telephone conference with Committee regarding objections and approval for authority to negotiate settlement with the pre-petition lenders.
5/8/2010	JBP	405.00	B150	1.10	445.50	Participation for (0.1) and participation in telephone conference with UCC professionals and lender counsel to discuss status of settlement.
5/8/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with F&P as a follow up to lender counsel call discussing next steps.
5/8/2010	JBP	405.00	B150	1.50	607.50	Preparation for (0.5) and participation in UCC telephone conference.
5/8/2010	JMG	525.00	B150	1.10	577.50	Telephone conference with senior lenders regarding settlement negotiations.
5/8/2010	JMG	525.00	B150	1.30	682.50	Preparation for (0.3) and participation in UCC telephone conference.
5/9/2010	JMG	525.00	B150	0.40	210.00	Telephone conference with committee counsel regarding status, case management, etc.
5/10/2010	JAA	325.00	B150	0.20	65.00	Discussion with M. Kozel from Parkland regarding non-core asset sales.
5/10/2010	JAA	325.00	B150	3.40	1,105.00	Various meetings with F&P team and CM in preparation for hearing.

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
5/10/2010	JBP	405.00	B150	3.40	1,377.00	Various meetings with F&P team and CM in preparation for hearing.
5/10/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with JMG discussing bidding procedures, hearing strategies and next steps.
5/10/2010	JMG	525.00	B150	3.40	1,785.00	Various meetings with F&P team and CM in preparation for hearing.
5/10/2010	JMG	525.00	B150	0.60	315.00	Call with JBP re; next steps, bidding process, upcoming hearing and related strategies.
5/10/2010	JMG	525.00	B150	0.80	420.00	Telephone conference with lender regarding revised offer from new bidder.
5/10/2010	JMG	525.00	B150	2.10	1,102.50	Final meeting with counsel to prepare for court hearing; detail review and analysis of debtor's support of the stalking horse bidder.
5/10/2010	JMG	525.00	B150	0.50	262.50	Telephone conference with K. Hirsch regarding status of the revised bid grid other related sale discussions.
5/11/2010	JAA	325.00	B150	2.10	682.50	Various discussions with Freeborn regarding settlement strategy regarding DIP and sale procedures.
5/11/2010	JBP	405.00	B150	1.20	486.00	Meeting with UCC professionals on court and settlement
5/11/2010	JBP	405.00	B150	1.50	607.50	Meetings with CM and FP and other strategy sessions to resolve disputes.
5/11/2010	JMG	525.00	B150	2.10	1,102.50	Preparation for court hearing; review of revised comparison; review of testimony; meetings with F&P team.
5/11/2010	JMG	525.00	B150	1.50	787.50	Various courthouse meetings to resolve disputes.
5/11/2010	JMG	525.00	B150	1.50	787.50	Meetings and other strategy sessions to resolve disputes.
5/11/2010	JMG	525.00	B150	1.20	630.00	Meetings with F&P team and CM to discuss days activities, next steps, documenting the deal, etc.
5/12/2010	JAA	325.00	B150	1.20	390.00	Review of and participation in email chain regarding cash forecast and recommended changes.
5/12/2010	JMG	525.00	B150	1.20	630.00	Meetings with L. Goddard and other Schwab professionals to discuss the case and related activities.
5/12/2010	JMG	525.00	B150	0.60	315.00	Various matters including final revised cash projection; telephone conferences with L. Goddard regarding changes and other items necessary to close on the sale.
5/13/2010	JAA	325.00	B150	2.60	845.00	Telephone conference with L. Goddard and JMG; telephone conference among Committee and Debtor's professionals and follow-up regarding same with Freeborn regarding DIP and sale procedures order.
5/13/2010	JMG	525.00	B150	2.80	1,470.00	Various telephone conference and multiple meetings regarding final DIP order and related terms and conditions for committee support, calls with Debtors, other matters.
5/14/2010	JAA	325.00	B150	1.50	487.50	Preparation (0.5) and telephone conference with Committee regarding update and summary of hearings on Tuesday.
5/14/2010	JBP	405.00	B150	1.00	405.00	Telephone conference with Committee regarding update and summary of hearings on Tuesday.
5/14/2010	JAA	325.00	B150	1.00	325.00	Participation in creditor committee call.
5/14/2010	JAA	325.00	B150	0.90	292.50	Call with JMG to review documents and plan for CC meeting.
5/14/2010	JMG	525.00	B150	0.90	472.50	Various telephone conferences with JAA regarding next steps; valuation of the Farm, administrative claims, etc.
5/14/2010	JMG	525.00	B150	1.00	525.00	Attendance at Creditor Committee meeting.

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
5/15/2010	JMG	525.00	B150	0.80	420.00	Various telephone conferences with FP team regarding next steps and planning for the coming week.
5/17/2010	JAA	325.00	B150	0.80	260.00	CM team call; settlement with lenders.
5/17/2010	JBP	405.00	B150	0.80	324.00	Telephone conference with UCC professionals on status of sale process, lenders settlement and next steps.
5/17/2010	JMG	525.00	B150	0.80	420.00	Internal telephone conference with team regarding settlement proposal to lenders.
5/18/2010	JBP	405.00	B150	1.10	445.50	Internal professional update call discussing settlement and sale issues.
5/18/2010	JMG	525.00	B150	1.10	577.50	Preparation for and meeting with F&P to discuss strategy and lender proposals.
5/18/2010	JMG	525.00	B150	2.50	1,312.50	Meeting with Atlas regarding acquisition of Schwab; discussion regarding going vendor supply and other matters.
5/18/2010	JAA	325.00	B150	2.50	812.50	Attendance at meeting with F&P, CM and Cement Resources regarding discussions to enhance their bid.
5/18/2010	JBP	405.00	B150	2.50	1,012.50	Attendance at meeting with F&P, CM and Cement Resources regarding discussions to enhance their bid.
5/19/2010	JBP	405.00	B150	0.80	324.00	Internal professional meeting including counsel discussing settlement options.
5/19/2010	JMG	525.00	B150	2.10	1,102.50	Preparation for (1.3) and participation in meeting with F&P to discuss lender meetings, etc.
5/20/2010	JAA	325.00	B150	3.10	1,007.50	Attendance at all-hands meeting with advisors for Debtor, Lender and Committee regarding auction process, valuation of bids, etc.
5/20/2010	JBP	405.00	B150	1.00	405.00	Participation in meeting with pre-petition lender on settlement.
5/20/2010	JBP	405.00	B150	3.10	1,255.50	Meeting with debtor and professionals on auction procedures.
5/20/2010	JMG	525.00	B150	2.10	1,102.50	Meetings with lenders and related preparation.
5/20/2010	JMG	525.00	B150	3.10	1,627.50	Meetings with Lenders and Debtors regarding auction process.
5/20/2010	JMG	525.00	B150	1.40	735.00	Meeting with F&P team regarding proposal to lenders.
5/21/2010	JAA	325.00	B150	1.40	455.00	Preparation for (0.3) and participation in Committee update call.
5/21/2010	JAA	325.00	B150	0.90	292.50	Discussion with Freeborn & Peters and CM regarding response to Committee's offer and creation of counter offer.
5/21/2010	JBP	405.00	B150	0.90	364.50	Various telephone conferences regarding pre-petition lender settlement offer and next steps.
5/21/2010	JMG	525.00	B150	2.10	1,102.50	Preparation for (1.0) and meeting with UCC.
5/21/2010	JMG	525.00	B150	0.90	472.50	Telephone conference with F&P team; develop and forward counter-lender proposal.
5/24/2010	JBP	405.00	B150	0.60	243.00	Telephone conference with JMG regarding status of bids.
5/24/2010	JMG	525.00	B150	0.60	315.00	Internal CM call regarding bids, status, etc.
5/25/2010	JAA	325.00	B150	1.10	357.50	Attendance at all-hands teleconference with Debtors, Lenders and UCC regarding bids and auction.
5/25/2010	JBP	405.00	B150	0.90	364.50	Telephone conference with UCC counsel and JMG on asset bids and potential lender settlement offer.
5/25/2010	JBP	405.00	B150	1.10	445.50	Telephone conference with Debtors; review of qualified
5/25/2010	JMG	525.00	B150	1.10	577.50	Telephone conference with Debtors; review of qualified
5/25/2010	JMG	525.00	B150	0.90	472.50	Telephone conference with A. Hammer regarding bids and lender's proposed settlement.

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
5/25/2010	JMG	525.00	B150	0.90	472.50	Meeting with A. Hammer and CM regarding lender's proposal and planned counter proposal.
5/26/2010	JAA	325.00	B150	0.90	292.50	Meeting with Lenders to discuss settlement with UCC.
5/26/2010	JAA	325.00	B150	5.80	1,885.00	Meeting at Hahn Loeser's office regarding auction process; review of Debtor's bid grid and discussion with Western Reserve regarding same.
5/26/2010	JAA	325.00	B150	1.20	390.00	Meeting with Parkland regarding outstanding administrative claims and wind-down of estate, etc.
5/26/2010	JBP	405.00	B150	1.10	445.50	Meeting with debtor and lender professionals on auction process and updated bid grid.
5/26/2010	JBP	405.00	B150	5.80	2,349.00	Meeting with counsel and CM team to discuss auction scenarios and potential settlement options.
5/26/2010	JBP	405.00	B150	0.80	324.00	Meeting with various UCC members regarding status of bids and auction mechanics.
5/26/2010	JMG	525.00	B150	1.20	630.00	Meeting with Parkland; review of cash flows; review of open admin claims; review of settlement with lenders.
5/26/2010	JMG	525.00	B150	1.50	787.50	Various bank meetings to discuss and settle arrangements between committee and lenders.
5/26/2010	JMG	525.00	B150	5.80	3,045.00	Various meetings with Debtors and prospective buyers, including stalking horse, and other interested parties about upcoming auction and approach.
5/26/2010	JMG	525.00	B150	0.80	420.00	Final negotiations with Lender regarding settlement.
				<u>161.90</u>	<u>70,517.50</u>	

*Schwab Industries, Inc.*  
*Detail of Services Provided By Conway MacKenzie, Inc. ("CM")*  
*From May 1, 2010 through May 31, 2010*

**B160 Fee/Employment Applications**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
5/3/2010	JMG	525.00	B160	1.10	577.50	Review of diaries and initial draft.
5/4/2010	JAA	325.00	B160	0.70	227.50	Review of April's billing detail.
5/4/2010	JBP	405.00	B160	1.30	526.50	Review of April dairies and provide comments to LAM.
5/4/2010	JMG	525.00	B160	0.50	262.50	Review of fee application.
5/6/2010	LAM	125.00	B160	0.90	112.50	Preparation of weekly time detail.
5/14/2010	JBP	405.00	B160	0.80	324.00	Finalize April Fee Application and circulate
5/24/2010	LAM	125.00	B160	0.70	87.50	Preparation of weekly time detail for fee statement.
				<u>6.00</u>	<u>2,118.00</u>	



*Schwab Industries, Inc.*

*Detail of Services Provided By Conway MacKenzie, Inc. ("CM")*

*From May 1, 2010 through May 31, 2010*

**B190 Other Contested Matters**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
5/21/2010	JMG	525.00	B190	1.30	682.50	Review of lenders' counter offer and update of cash flow waterfall analysis
				<u>1.30</u>	<u>682.50</u>	

*Schwab Industries, Inc.*  
*Detail of Services Provided By Conway MacKenzie, Inc. ("CM")*  
*From May 1, 2010 through May 31, 2010*

**B230          Financing/Cash Collections**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
5/4/2010	JAA	325.00	B230	1.30	422.50	Updated cash analysis, call with JMG regarding changes (0.3); follow-up call with D. Cesar regarding business assumptions, etc. (0.8)
5/4/2010	JMG	525.00	B230	2.10	1,102.50	Review of revised cash flow budget; discussions with JAA regarding changes (0.3); follow-up call with L. Goddard regarding business assumptions, etc.
				<u>3.40</u>	<u>1,525.00</u>	

**Schwab Industries, Inc.**

**Detail of Services Provided By Conway MacKenzie, Inc. ("CM")**

**From May 1, 2010 through May 31, 2010**

**B270 Business Analysis**

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
5/1/2010	JBP	405.00	B270	0.80	324.00	Review of various updates on negotiation status and comment on same.
5/3/2010	JAA	325.00	B270	1.20	390.00	Review of debtor's vehicle analysis and motion to select the stalking horse bidder.
5/3/2010	JBP	405.00	B270	1.20	486.00	Review of previous week's performance information and preparation of follow-up items regarding same.
5/3/2010	JMG	525.00	B270	0.70	367.50	Preparation for meeting with Committee.
5/4/2010	JAA	325.00	B270	0.40	130.00	Summarization of notes from strategy meeting and distribution to Committee counsel.
5/4/2010	JBP	405.00	B270	1.20	486.00	Review of Western Reserve activity report and recent data room additions in preparation for the weekly professional call.
5/4/2010	JBP	405.00	B270	0.40	162.00	Review of revised bid grid and comment on same.
5/4/2010	JMG	525.00	B270	0.20	105.00	Preparation for meeting with professional group.
5/5/2010	JAA	325.00	B270	1.30	422.50	Analysis regarding A/R aging.
5/5/2010	JAA	325.00	B270	1.90	617.50	Various email communication regarding vehicles and review of same from Freeborn; email correspondence with Parkland regarding M&E to clear up open items.
5/5/2010	JBP	405.00	B270	1.20	486.00	Review of revised cash flow and comment on same.
5/5/2010	JBP	405.00	B270	0.90	364.50	Review of updated life insurance proceed information.
5/5/2010	JMG	525.00	B270	0.80	420.00	Follow up to proposed cash flows through a close of the Atlas transaction.
5/6/2010	JAA	325.00	B270	2.70	877.50	Preparation of updated weekly presentation to Committee covering the budget to actual results, revised budget and sale process update; incorporation comments from JMG and JBP regarding same.
5/6/2010	JBP	405.00	B270	0.50	202.50	Review of draft weekly update for UCC and provide comments regarding same.
5/6/2010	JBP	405.00	B270	1.10	445.50	Review of prior week's activity compared to budget.
5/6/2010	JBP	405.00	B270	0.40	162.00	Review of updated Huntington Trust documents.
5/7/2010	JAA	325.00	B270	0.40	130.00	Review of updated budget from Parkland which updated the starting cash and changed timing of certain disbursements.
5/6/2010	JMG	525.00	B270	0.80	420.00	Review of Trust documents, call with Ron Manse re; documents, etc.
5/8/2010	JAA	325.00	B270	1.70	552.50	Analysis of final cash collateral budget, creation summary and variance to prior budgets; correspondence to Committee professionals regarding same.
5/8/2010	JBP	405.00	B270	0.60	243.00	Review of updated cash-budget forecast from debtor.
5/10/2010	JAA	325.00	B270	0.80	260.00	Research of Jones Loop and Allen Concrete via data room to understand businesses.
5/10/2010	JAA	325.00	B270	0.30	97.50	Review of break-up grid analysis.
5/10/2010	JAA	325.00	B270	1.60	520.00	Review of budget through June and analysis of incremental cash burn; preparation analysis requested by JMG and Freeborn for use in testimony if required.

Date	Acct	Rate	Code	Time	Ext.	Professional Services Rendered
5/10/2010	JMG	525.00	B270	2.10	1,102.50	Review of updated budget and related cash flows to the close of a transaction.
5/11/2010	JAA	325.00	B270	1.30	422.50	Finalization of analysis for JMG's testimony, if required.
5/12/2010	JAA	325.00	B270	0.90	292.50	Review of budget to actual and follow-up email with D. Cesar regarding same.
5/12/2010	JAA	325.00	B270	0.60	195.00	Review of updated cash forecast and communication of items internally.
5/12/2010	JAA	325.00	B270	0.60	195.00	Call with JBP about committee information/report
5/12/2010	JBP	405.00	B270	2.10	850.50	Review of updated performance information and next steps.
5/12/2010	JBP	405.00	B270	0.60	243.00	Telephone conference with JAA regarding weekly performance and additional information needed.
5/13/2010	JAA	325.00	B270	2.20	715.00	Preparation draft and final edits to Committee update presentation for 5/14.
5/13/2010	JBP	405.00	B270	1.10	445.50	Review of UCC update document and provide comments on same.
5/13/2010	JMG	525.00	B270	0.60	315.00	Review of CM operations / financial report; preparation for committee.
5/14/2010	JAA	325.00	B270	0.50	162.50	Review of emails regarding status of final financing order, etc.
5/14/2010	JAA	325.00	B270	1.30	422.50	Begin analysis on Corkscrew property and profitability from mining it.
5/14/2010	JBP	405.00	B270	0.30	121.50	Review of communications regarding collateral analysis.
5/14/2010	JMG	525.00	B270	0.80	420.00	Preparation for meeting and other document review.
5/15/2010	JBP	405.00	B270	1.20	486.00	Review of settlement communications and options regarding same.
5/17/2010	JAA	325.00	B270	3.40	1,105.00	Creation of DCF model for the Corkscrew property and other industry research regarding same.
5/17/2010	JAA	325.00	B270	0.40	130.00	Review of A/R aging and comparison to DIP budget.
5/17/2010	JAA	325.00	B270	1.80	585.00	Review of initial settlement analysis with Lenders and discussion regarding same.
5/17/2010	JBP	405.00	B270	1.60	648.00	Review of previous week's business activities including sale process and financial performance information.
5/17/2010	JMG	525.00	B270	0.80	420.00	Development of waterfall and other anticipated proceeds from sale of the assets.
5/17/2010	JMG	525.00	B270	3.10	1,627.50	Detailed review of anticipated cash flows and related valuation of the 20% mineral rights including; NPV of cash flows based on Gillot assumptions and Schwab assumptions.
5/18/2010	JBP	405.00	B270	0.70	283.50	Review of various communications from counsel including litigation hold letter.
5/19/2010	JAA	325.00	B270	0.90	292.50	Review of letter from Cement Resources regarding A/R balances and communication to Debtor regarding same; review of prior budgets to understand specific issue.
5/19/2010	JAA	325.00	B270	1.30	422.50	Finalization of Committee offer to Lenders and discussion regarding same.
5/20/2010	JAA	325.00	B270	0.60	195.00	Analysis of budget to actual report and email to D. Cesar regarding open questions.
5/20/2010	JAA	325.00	B270	1.70	552.50	Creation of Committee update presentation and incorporation of edits to same.
5/20/2010	JBP	405.00	B270	1.10	445.50	Preparation for settlement meeting with the lender including reviewing updated vehicle lien analysis.
5/21/2010	JAA	325.00	B270	1.80	585.00	Update of waterfall analysis based on new information from Debtor.

<b>Date</b>	<b>Acct</b>	<b>Rate</b>	<b>Code</b>	<b>Time</b>	<b>Ext.</b>	<b>Professional Services Rendered</b>
5/24/2010	JMG	525.00	B270	0.70	367.50	Follow up on status of the business and related operations; review of prior week's performance.
5/25/2010	JAA	325.00	B270	0.50	162.50	Read settlement offer from Lenders.
5/25/2010	JBP	405.00	B270	3.10	1,255.50	Review of historical information, trends and continue to prepare initial update memo for UCC.
5/25/2010	JBP	405.00	B270	1.80	729.00	Review of bids for various pieces of the business.
5/25/2010	JBP	405.00	B270	1.80	729.00	Preparation for and participation in conference with debtor professionals on updated bid grid.
5/26/2010	JAA	325.00	B270	0.70	227.50	Participation for UCC call.
5/26/2010	JBP	405.00	B270	1.40	567.00	Review of updated bid information and lender settlement items.
5/26/2010	JMG	525.00	B270	0.80	420.00	Preparation for meeting with Parkland and review of previous cash flows; review of current activities
				<u>69.30</u>	<u>26,810.50</u>	-

*Unsecured Creditors Committee  
Schwab IndusRental car, Cab, Car Service, and/or Tollies, Inc., et al.  
Detail of Expenses Incurred By Conway MacKenzie, Inc. ("CM")  
From May 1, 2010 through May 31, 2010*

<b>Date</b>	<b>Code</b>	<b>Amount</b>	<b>Professional</b>	<b>Detail</b>
05/02/10	Airfare	\$457.90	JBP	Airfare to Chicago for Meeting with counsel
05/02/10	Mileage	\$17.50	JBP	Mileage - to airport
05/02/10	Rental car, Cab, Car Service, and/or Toll	\$66.00	JBP	Taxi from ORD to hotel
05/02/10	Rental car, Cab, Car Service, and/or Toll	\$33.00	JAA	Cab fare from MDW to Marriott for JAA
05/02/10	Rental car, Cab, Car Service, and/or Toll	\$10.00	JAA	Cab fare to dinner for JAA
05/02/10	Rental car, Cab, Car Service, and/or Toll	\$9.00	JAA	Cab fare from dinner to Marriot for JAA
05/03/10	Airfare	\$295.40	JAA	Airfare - round -trip airfare to Chicago
05/03/10	Auto	\$22.00	JMG	Auto Expense - tolls on Chicago Parkway
05/03/10	Lodging	\$459.21	JMG	Lodging - overnight stay in Chicago regarding F&P/CM Meeting discuss Schwab, objections, offers, etc..
05/03/10	Mileage	\$287.50	JMG	Mileage - round trip to Chicago.
05/03/10	Meals	\$40.45	JAA	Meals - breakfast for JBP and JAA
05/03/10	Telecom	\$14.95	JAA	Internet connection at Chicago Marriott for JAA
05/03/10	Telecom	\$56.63	JAA	50% of April's cell phone bill for JAA
05/03/10	Rental car, Cab, Car Service, and/or Toll	\$10.00	JAA	Cab fare from Marriott to Freeborn's offices for JAA and JBP
05/03/10	Rental car, Cab, Car Service, and/or Toll	\$15.00	JAA	Cab fare from Marriott to dinner for JMG, JBP and JAA
05/04/10	Lodging	\$782.42	JBP	Lodging - Chicago strategy session with counsel
05/04/10	Lodging	\$688.31	JAA	Lodging - JAA in Chicago
05/04/10	Mileage	\$30.00	JAA	Mileage - Round-Trip mileage to/from DTW for JAA
05/04/10	Mileage	\$17.50	JBP	Mileage from CVG
05/04/10	Meals	\$8.08	JAA	Meals - lunch for JAA
05/04/10	Parking	\$32.00	JAA	Parking at DTW for JAA, 2-day trip to Chicago for Schwab Meetings
05/04/10	Parking	\$26.00	JBP	Parking at CVG
05/04/10	Rental car, Cab, Car Service, and/or Toll	\$45.00	JBP	Cab to ORD
05/04/10	Rental car, Cab, Car Service, and/or Toll	\$30.00	JAA	Cab fare from office to MDW
05/04/10	Rental car, Cab, Car Service, and/or Toll	\$8.00	JAA	Cab fare for JAA from hotel to office.
05/09/10	Telecom	\$99.43	JBP	Cellular use - March
05/10/10	Meals	\$6.83	JAA	Meals for JAA
05/10/10	Rental car, Cab, Car Service, and/or Toll	\$6.25	JAA	Tolls for JAA while traveling from MI to Canton, OH
05/11/10	Lodging	\$152.48	JAA	Lodging for one night in Canton, OH for JAA
05/11/10	Lodging	\$152.48	JBP	Lodging - Schwab
05/11/10	Lodging	\$176.06	JMG	Lodging - overnight in Canton Ohio
05/11/10	Mileage	\$195.00	JMG	Mileage - round trip to Canton for court hearing
05/11/10	Mileage	\$287.50	JBP	Mileage - to/from Canton
05/11/10	Mileage	\$275.00	JAA	Round-trip mileage to Canton, OH
05/11/10	Meals	\$6.34	JAA	Meals for JAA

Date	Code	Amount	Professional	Detail
05/11/10	Parking	\$6.76	JAA	Parking at the Marriott for time after 2pm on day of checkout
05/11/10	Parking	\$6.75	JBP	Parking
05/11/10	Parking	\$18.00	JMG	Parking - two days Canton Ohio
05/11/10	Rental car, Cab, Car Service, and/or Toll	\$6.25	JAA	Tolls on return trip from Canton, OH to MI
05/12/10	Meals	\$176.20	JMG	Meals - dinner with CM and F&P teams; Meeting to discuss hearing and other next steps.
05/19/10	Rental car, Cab, Car Service, and/or Toll	\$5.50	JAA	Tolls for JAA between MI and OH
05/20/10	Lodging	\$268.08	JBP	Lodging - Meeting with lenders and debtors on
05/20/10	Lodging	\$286.98	JAA	Lodging at Marriott in Cleveland for JAA
05/20/10	Lodging	\$354.01	JMG	Lodging - overnight stay in Cleveland, including parking, food, and other.
05/20/10	Mileage	\$195.00	JMG	Mileage - round-trip to Cleveland.
05/20/10	Mileage	\$287.50	JBP	Mileage - Meeting with lenders and debtors on Auction
05/20/10	Mileage	\$185.00	JAA	Mileage from MI to OH for JAA
05/20/10	Meals	\$22.68	JAA	Dinner on trip from OH to MI for JAA
05/20/10	Meals	\$92.73	JAA	Lunch for A. Hammer, R. Lauter JMG, JBP and JAA
05/20/10	Meals	\$17.46	JAA	Breakfast for JAA at Marriott
05/20/10	Parking	\$20.00	JAA	Parking for JAA at Marriott in Cleveland
05/20/10	Rental car, Cab, Car Service, and/or Toll	\$4.50	JAA	Tolls from OH to MI
05/24/10	Rental car, Cab, Car Service, and/or Toll	\$4.50	JAA	Tolls from MI to OH
05/25/10	Meals	\$60.29	JMG	Meals - dinner with JAA, overnight stay in Cleveland
05/26/10	Meals	\$21.33	JAA	Breakfast for JAA
05/26/10	Meals	\$15.33	JAA	Lunch for JAA
05/26/10	Parking	\$20.00	JAA	Parking in Cleveland for JAA
05/26/10	Telecom	\$56.55	JAA	50% of April's cell phone bill
05/27/10	Meals	\$4.15	JAA	Breakfast for JAA
05/28/10	Lodging	\$690.51	JAA	Lodging for JAA
05/28/10	Lodging	\$753.52	JBP	Lodging - Schwab 363 Auction and sale hearing
05/28/10	Lodging	\$864.94	JMG	Lodging
05/28/10	Mileage	\$242.50	JMG	Mileage - round-trip to Dayton to Cleveland to Akron to Dayton
05/28/10	Mileage	\$185.00	JAA	Round-trip mileage to/from OH from MI
05/28/10	Mileage	\$325.00	JBP	Mileage - Cincinnati to Cleveland, Cleveland to Akron Court, Akron Court to Cincinnati
05/28/10	Meals	\$4.97	JMG	Meals
05/28/10	Parking	\$8.00	JMG	Parking
05/28/10	Parking	\$6.25	JBP	Parking at courthouse
05/28/10	Parking	\$38.00	JAA	Parking for 2 days in Cleveland for JAA
05/28/10	Rental car, Cab, Car Service, and/or Toll	\$4.50	JAA	Tolls from OH to MI
		<u>\$10,077.96</u>		

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

In re: )  
 ) Chapter 11  
SCHWAB INDUSTRIES, INC., *et al.*<sup>1</sup> )  
 ) Case No. 10-60702-rk  
Debtors. ) (Jointly Administered)  
 )  
 ) Judge Russ Kendig

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**ORDER GRANTING FIRST INTERIM FEE APPLICATION OF  
CONWAY MACKENZIE, INC. AS FINANCIAL ADVISOR TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon consideration of the *First Interim Fee Application of Conway MacKenzie, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors* (the “*First Interim Fee Application*”); the Court having reviewed the First Interim Fee Application and having heard the statements of counsel at a hearing (the “*Hearing*”) before the Court; it appearing to the Court that: the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, 28 U.S.C. § 157(a) and Northern District of Ohio General Order No. 84 filed and in effect as of July 16, 1984 and

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number are: Schwab Industries, Inc. (2467); Medina Cartage Co. (9373); Medina Supply Company (3995); Quality Block & Supply, Inc. (2186); O.I.S. Tire, Inc. (7525), Twin Cities Concrete Company (9196); Schwab Ready-Mix, Inc. (8801); Schwab Materials, Inc. (8957); and Eastern Cement Corp. (7232).



this is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2); the Court finding that the services rendered and expenses incurred by Conway MacKenzie, Inc. (“*CM*”), as described in the First Interim Fee Application, were actual and necessary to the administration of, and actually benefited, the estates of the above-captioned debtors and debtors-in-possession (the “*Debtors*”); the Court further finding that due and adequate notice of the First Interim Fee Application and the Hearing was provided; and the Court being fully advised in the premises and having determined that the legal and factual bases set forth in the First Interim Fee Application and at the Hearing establish just cause for the relief granted herein;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

- A. The First Interim Fee Application shall be, and hereby is, granted in its entirety.
- B. The Court hereby allows CM compensation, on an interim basis, of \$436,208.00 and reimbursement of expenses in the amount of \$14,727.14 as chapter 11 administrative expenses of the Debtors’ estates pursuant to sections 503(b) and 507(a)(1) of title 11 of the United States Code.
- C. The Court hereby authorizes payment of \$87,241.60 from the trust account of Freeborn & Peters LLP, counsel to the Committee of Unsecured Creditors, representing all unpaid, non-deferred amounts owing to CM on account of the First Interim Fee Application.

IT IS SO ORDERED

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Prepared and Submitted By:

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