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By: Brenda Moody Whinery, #10677  
Frederick J. Petersen, #19944  
71033-1/cmc

Attorneys for Official Joint Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT

DISTRICT OF ARIZONA

In re	)	Chapter 11 Proceedings
	)	
CP ACQUISITION CO., <i>et al.</i> ,	)	Case No. 2-03-11258-PHX-RJH
	)	
Debtors.	)	(Jointly Administered with Cases No.
	)	2-03-11259-PHX-RJH through
	)	2-03-11263-PHX-RJH

THIS FILING APPLIES TO:

☒ ALL DEBTORS  
☐ SPECIFIED DEBTORS

**FIFTH AND FINAL APPLICATION FOR  
APPROVAL OF PAYMENT OF FEES AND  
COSTS DUE MESCH, CLARK &  
ROTHSCCHILD, P.C., AS COUNSEL FOR  
THE OFFICIAL JOINT COMMITTEE OF  
UNSECURED CREDITORS**

Mesch, Clark & Rothschild, P.C., as counsel to the Official Joint Committee of Unsecured Creditors (the "Joint Committee") in the above jointly administered estates, pursuant to 11 U.S.C. §§ 330, 331 and 503 and Rule 2016, *Federal Rules of Bankruptcy Procedure*, submits this *Fifth and Final Application for Approval of Payment of Fees and Costs Due Mesch, Clark & Rothschild, P.C., as Counsel for the Official Joint Committee of Unsecured Creditors* (the "Fee Application").

**DATED:** February 8, 2005.

MESCH, CLARK & ROTHSCCHILD, P.C.

By s/Brenda Moody Whinery #10677  
Brenda Moody Whinery  
Frederick J. Petersen  
Attorneys for the Official Joint Committee  
of Unsecured Creditors

**MEMORANDUM OF POINTS AND AUTHORITIES**

**A. BACKGROUND**

1. The Debtors filed their voluntary petitions under Chapter 11 of the Bankruptcy Code on June 29, 2003. Since that date, the Debtors have been authorized to operate and manage their assets as Debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

2. The United States Trustee formed the Joint Committee pursuant to an Appointment of Committee of Unsecured Creditors under §§ 1102(a)(1) and 1102(b)(1) of the Bankruptcy Code dated July 23, 2003.

3. On July 30, 2003 Mesch, Clark & Rothschild filed its *Application for Approval of Employment of Mesch, Clark & Rothschild, P.C.* (the "Employment Application") to be retained as counsel for the Joint Committee. By Order dated August 5, 2003, the Court approved the employment of Mesch, Clark & Rothschild, P.C. as attorneys for the Joint Committee. The Application provided:

a. that the Joint Committee approved and agreed to pay hourly rates for attorney services and legal assistant services to be rendered in these proceedings as set forth below:

Brenda Moody Whinery	\$ 300.00
Lowell E. Rothschild	350.00
Frederick J. Petersen	200.00
Partners	200.00 - 350.00
Associates	150.00 - 195.00
Paralegals	100.00
Law Clerks	75.00
Legal Clerk Assistants	60.00

The hourly rates set forth above have been in effect throughout the duration of this case. As set forth in the Application for Approval of Employment, the hourly rates charged by this firm for services in connection with this case are as set forth above.

b. that Mesch, Clark & Rothschild, P.C. provided they would periodically seek compensation from the bankruptcy estates for those fees and costs to be justifiably awarded to them; and;

1 c. unless otherwise disclosed, that Mesch, Clark & Rothschild, P.C. has not shared  
2 or agreed to share any portion of said compensation with any other person, and that statement remains  
3 true today.

4 4. On August 21, 2003, this Court entered an *Administrative Order Under 11 U.S.C. §§*  
5 *105(a), 330, 331 and 503 Establishing Procedures for Compensation and Reimbursement of*  
6 *Professionals and Reimbursement of Committee Members* (the “Professional Fee Order”).

7 5. On December 20, 2004, the Court entered the *Findings of Facts and Conclusions of Law*  
8 *and Order Confirming Joint Plan of Reorganization* filed by the Debtors, Creditors’ Committee,  
9 Noteholder Proponents and Bank Term Lender Proponents (the “Confirmation Order”). The  
10 Confirmation Order provided that final fee applications must be filed within forty-five (45) days of the  
11 Effective Date. Given that the Effective Date of the Plan was December 31, 2004, the deadline for final  
12 applications is February 14, 2005.

13 6. Mesch, Clark & Rothschild, P.C. previously requested approval of payment of attorneys’  
14 fees and costs from June 29, 2003 to and including October 31, 2003, (the “First Application”) for work  
15 in the jointly administered cases, in the total amount of \$123,990.00, by order dated January 7, 2004.  
16 Mesch, Clark & Rothschild received payment for all approved fees and costs through October 31, 2003.

17 7. Mesch, Clark & Rothschild, P.C. previously requested approval of payment of attorneys’  
18 fees and costs from November 1, 2003 to and including February 29, 2004 (the “Second Application”),  
19 for work performed in the jointly administered cases, in the total amount of \$126,576.22, which request  
20 was granted by Order dated May 10, 2004.

21 8. Mesch, Clark & Rothschild, P.C. previously requested approval of payment of attorneys’  
22 fees and costs from March 1, 2004 to and including June 20, 2004 (the “Third Application”), for work  
23 performed in the jointly administered cases, in the total amount of \$106,764.21, which request was  
24 granted by Order dated September 16, 2004.

25  
26

1           9.       Mesch, Clark & Rothschild, P.C. previously requested approval of payment of attorneys'  
2 fees and costs from July 1, 2004 to and including October 31, 2004 (the "Fourth Application"), for  
3 work performed in the jointly administered cases, in the total amount of \$154,273.45, which request  
4 was granted by Order dated January 3, 2005.

5           10.       From November 1, 2004 to and including December 31, 2004 (the "Application  
6 Period"), Mesch, Clark & Rothschild, P.C. has incurred \$89,820.00 in attorneys's fees, plus \$3,484.77  
7 in costs in the jointly administered cases.

8           11.       The sum of \$49,124.00 in fees and \$1,030.69 in costs, remains unpaid. As of the date  
9 of this Application Committee Counsel had not received objections to any of its monthly fee statements.

10 **B. NATURE OF REPRESENTATION**

11           The services rendered by Mesch, Clark & Rothschild, P.C. on behalf of the Joint Committee  
12 have been rendered to benefit all creditors of the related jointly administered estates.

13 **C. PROJECT SUMMARY**

14 **1. Case Administration**

15           During the Application Period, Committee counsel handled various administrative  
16 matters, including but not limited to, reviewing case dockets, monthly operating reports and other  
17 documents impacting representation of the Joint Committee. Counsel also conferred extensively with  
18 M. Carmel, the Liquidating Trustee regarding transition issues.

19 **2. Asset Disposition**

20           During the Application Period, Counsel reviewed and analyzed documentation regarding  
21 the sale of the Ochoco Timber assets, reviewed Debtor's Motion to Sell Ochoco Timber Assets and  
22 Motion to Sell the Crescent Mill Site. Counsel was involved in numerous discussions and conferences  
23 regarding the asset sales. Counsel also reviewed responses to the sales and prepared for and attended  
24 hearings regarding the same.

1                   **3. Meetings of and Communications with Creditors**

2                   During the Application Period, Counsel prepared for and participated in several  
3 Committee conference calls regarding the Plan and related bankruptcy matters. Counsel participated  
4 in numerous telephone conferences with Creditors and other interested parties regarding the Plan as  
5 well as several telephone conferences regarding objections to claims. Counsel handled several  
6 telephone calls from multiple equity holders regarding inquiries regarding the Plan and the confirmation  
7 hearing.

8                   **4. Fee/Employment Applications**

9                   During the Application Period, Counsel prepared its Fourth Interim Fee Application.  
10 Counsel also prepared Deloitte & Touche's Third Interim Fee Application, as financial advisor to the  
11 Joint Committee. Counsel also reviewed and analyzed the Applications of various other estate  
12 professionals.

13                   Counsel reviewed and edited its billing statements in preparation of submitting its  
14 monthly fee notices pursuant to the Court's Professional Fee Order. Counsel also reviewed and edited  
15 billing statements in preparation of submitting Deloitte & Touche's monthly fee statements and  
16 prepared the Notice of Filing Request for Reimbursement of Costs to Committee Members. Further,  
17 Counsel reviewed and analyzed Debtors' Professionals' monthly fee statements and Fourth Interim Fee  
18 Applications.

19                   **5. Fee/Employment Objections**

20                   During the Application Period, Counsel reviewed and analyzed the pleadings for  
21 docketing and calendared the bar dates as to the Debtors' Professionals' Monthly Fee Statements and  
22 Fourth Interim Fee Applications.

23                   **6. Settlement**

24                   During the Application Period, Counsel reviewed and analyzed documents relating to  
25 the LPC settlement issues, Foley Timber Deed settlement documents, reviewed redline stipulation,  
26

1 exhibits and forms of Order for Weyco and Northwest Hardwoods settlements, and reviewed stipulation  
2 among CPLP, Jubitz and the Oregon Arena Corporation.

3 **7. Avoidance/Adv. Litigation**

4 During the Application period, Counsel reviewed and analyzed pleadings regarding the  
5 Bonners Ferry Mill agreement and participated in several telephone conferences with C. McClam and  
6 J. Park regarding Foxglove issues.

7 **8. Assumption/Rejection of Leases and Contracts**

8 During the Application Period, Counsel participated in several telephone conversations  
9 with J. Kahn regarding rejection of Volvo Personal Property Lease and other related issues regarding  
10 the same. Counsel reviewed and analyzed the Motion to Reject Oregon Arena Lease, correspondence  
11 regarding Prutina Litigation, satisfaction of Woodland Oregon Fir Contract, National City Leasing  
12 trucks and assumption or rejection of leases. Counsel further had discussions with J. Sparacino and W.  
13 Kohn regarding Bonners Ferry issues and reviewed the Deschuttes Conservation Easement and  
14 limitations on use and harvesting of timber from property. Counsel also reviewed and analyzed the  
15 Bonners Ferry Settlement documents and participated in several telephone conversations with Debtors'  
16 counsel regarding the same.

17 **9. Non-Working Travel**

18 During the Application Period, counsel traveled between Tucson and Phoenix to attend  
19 meetings and court hearings. Such time is billed at one-half normal hourly rates.

20 **10. Business Operations**

21 During the Application Period, Counsel reviewed and analyzed Monthly Operating  
22 Reports, participated in several telephone conference calls with the Committee and Financial Advisors  
23 regarding the status of plan filing, status of claim objections and plan process. Counsel reviewed  
24 correspondence from the Financial Advisors regarding Net Worth Assets and additional missing acres  
25 located by Term Lenders and impact on implementation of Plan. Counsel reviewed the Plum Creek  
26 Indemnity Agreement and reviewed the need to assume as executory contract or not, participated in

1 several conference calls with Counsel regarding transition issues, reviewed various settlement  
2 agreements, reviewed e-mails from S. Freeman regarding Severance/KERP agreements and implication  
3 of transition, and reviewed agreement for settlement of Louisiana Pacific and ICX transaction.

#### 4 **11. Claims Administration and Objections**

5 During the Application Period, Counsel reviewed and analyzed various claims issues,  
6 reviewed spreadsheets prepared and handled claim objections. Counsel further reviewed  
7 correspondence regarding Nailing Construction Litigation, reviewed and analyzed pleadings regarding  
8 Cypress Abbey Settlement, reviewed documents regarding Pecus Creek Litigation, Riley Creek, Arena  
9 Lease Rejection and Bow Hill Stipulation.

10 Counsel participated in conference calls regarding claims with Debtors' counsel.  
11 Counsel revised and edited Omnibus Claims Objections, exchanged several e-mail letters with C.  
12 Yancy-Hunter regarding service lists and filing dates, and reviewed and analyzed the responses to  
13 objections to claim by other creditors. Counsel reviewed several responses to claims objections in  
14 preparation for status report to Court regarding claims.

#### 15 **12. Plan and Disclosure Statement**

16 During the Application Period, Counsel participated in numerous meetings and  
17 conferences regarding Plan process. Counsel reviewed, analyzed and commented upon numerous drafts  
18 of the Joint Plan and Disclosure Statement. Counsel reviewed proposed liquidating Trustee's comments  
19 to Trust Agreement, and numerous other plan related documents. Counsel negotiated various provisions  
20 in the Plan to secure more favorable treatment to unsecured creditors.

21 Counsel reviewed, analyzed, and commented on various revisions to Plan, Disclosure  
22 Statement, various Orders, and other notices for approval of Disclosure Statement. Counsel prepared  
23 for and participated in conference calls regarding transition issues, plan issues and real estate issues.  
24 Counsel prepared for and attended the confirmation hearing.



1 **D. DOCUMENTATION:**

2 Attached hereto and incorporated herein as Exhibit "A" is the Summary Sheet as required by  
3 the U.S. Trustee's Guidelines. In addition, attached hereto as Exhibit "B" are the chronological  
4 statements containing more complete descriptions of the individual services provided by counsel for  
5 the Joint Committee, together with complete summaries by individual and by task. The detailed time  
6 entries are the same as submitted with Mesch, Clark & Rothschild's monthly fee statements.

7 Furthermore, the Committee's Chairperson, Dana L. Denney, of Columbia River Log Scaling  
8 & Grading Bureau, has reviewed and approved this Application, as evidenced by the Affidavit attached  
9 hereto as Exhibit "C".

10 **E. CONCLUSION:**

11 Counsel undersigned believes that the fees and costs requested in this Application are  
12 reasonable, are necessary in representing the interests of the unsecured creditors, and have resulted in  
13 benefit to the creditors of this estate and should be compensated from the estates.

14 Based upon the foregoing, Mesch, Clark & Rothschild, P.C. respectfully requests this Court to  
15 enter an Order allowing and approving:

16 a. Compensation for professional services rendered during the Application Period  
17 as counsel for the Joint Committee in the sum of \$89,820.00;

18 b. Reimbursement for actual and necessary expenses which Mesch, Clark &  
19 Rothschild, P.C. has incurred and paid during the Application Period, for a total of \$3,484.77 in  
20 compensation;

21 c. Allowing immediate payment of such approved fees and costs from funds held  
22 by the Liquidating Trustee, Michael Carmel.

23 d. Approving as final compensation through the date of this Application, all fees  
24 and costs previously awarded to Mesch, Clark & Rothschild, P.C. in the First, Second, Third, Fourth,  
25 Fifth and Final Applications for interim awards of fees and costs; and  
26



1 e. For such other and further relief as the Court deems just and proper under the  
2 circumstances.

3 **DATED:** February 8, 2005.

MESCH, CLARK & ROTHSCCHILD, P.C.

4  
5  
6 By s/Brenda Moody Whinery #10677  
7 Brenda Moody Whinery  
8 Frederick J. Petersen  
9 Attorneys for Official Joint Committee  
10 of Unsecured Creditors  
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1 STATE OF ARIZONA )  
 ) ss.  
2 County of Pima )

BRENDA MOODY WHINERY, having been first duly sworn upon oath, deposes and says:

1. That she is one of the attorneys for the Official Joint Committee of Unsecured Creditors, and as such is authorized to make this Affidavit.

2. That time is being billed at \$150.00 to \$350.00 per hour for attorney services and \$100.00 per hour for paralegal services and 60.00 to \$75.00 per hour for legal assistant and law clerk services rendered in connection with the bankruptcy, and he believes these rates to be reasonable in the community.

3. That the time expended on behalf of the Official Joint Committee is necessary for the recovery of assets for the benefit of unsecured creditors, and the actual time expended is a reasonable amount of time expended in light of the tasks needed to be performed.

4. That she believes the amounts requested should be awarded, that such an award is authorized under the law, and in no way violates the Bankruptcy Code, the Rules of Bankruptcy Procedure, and/or any ethical consideration or other state or local laws.

s/Brenda Moody Whinery  
BRENDA MOODY WHINERY

SUBSCRIBED AND SWORN to before me this 8th day of February, 2005, by Brenda  
Moody Whinery.

s/Cira Carroll  
Notary Public

My Comm. Expires  
October 1, 2007

Mesch, Clark & Rothschild, P.C.  
ATTORNEYS AT LAW  
259 N. Meyer Ave.  
Tucson, AZ 85701-1090

1 STATE OF ARIZONA )  
2 County of Pima ) ss.


3 BRENDA MOODY WHINERY, having been first duly sworn upon oath, deposes and says:

4 1. That she is one of the attorneys for the Official Joint Committee of Unsecured Creditors,  
5 and as such is authorized to make this Affidavit.


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7 \$100.00 per hour for paralegal services and 60.00 to \$75.00 per hour for legal assistant and law clerk  
8 services rendered in connection with the bankruptcy, and he believes these rates to be reasonable in the  
9 community.

10 3. That the time expended on behalf of the Official Joint Committee is necessary for the  
11 recovery of assets for the benefit of unsecured creditors, and the actual time expended is a reasonable  
12 amount of time expended in light of the tasks needed to be performed.

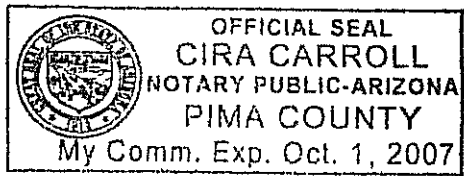
13 4. That she believes the amounts requested should be awarded, that such an award is  
14 authorized under the law, and in no way violates the Bankruptcy Code, the Rules of Bankruptcy  
15 Procedure, and/or any ethical consideration or other state or local laws.

16   
17 s/Brenda Moody Whinery  
18 BRENDA MOODY WHINERY

19 SUBSCRIBED AND SWORN to before me this 8th day of February, 2005, by Brenda  
20 Moody Whinery.

21   
22 s/Cira Carroll  
23 Notary Public

24 My Comm. Expires  
25 October 1, 2007  
26



1 Copy mailed February 8, 2005, to:

2 Michael W. Carmel Ltd  
3 80 E Columbus Ave  
4 Phoenix AZ 85012  
5 Liquidating Trustee

6 Crown Pacific Limited Partnership  
7 Attn: Steven E. Dietrich  
8 805 S.W. Broadway, Suite 1500  
9 Portland OR 97205  
10 Debtor

11 Andrews & Kurth, L.L.P.  
12 Attn: John J. Sparacino  
13 600 Travis, Suite 4200  
14 Houston TX 77002  
15 Attorneys for Debtor

16 Stinson Morrison Hecker LLP  
17 Attn: C. Taylor Ashworth  
18 1850 N. Central Avenue, Suite 2100  
19 Phoenix AZ 85004  
20 Attorneys for Debtor

21 Moore & Van Allen  
22 Attn: David L. Eades  
23 100 N. Tryon St., Suite 4700  
24 Charlotte NC 28202  
25 Attorneys for Bank of America

26 Snell & Wilmer, L.L.P.  
Attn: Donald Gaffney  
One Arizona Center  
Phoenix AZ 85004-2202  
Attorneys for Bank of America

Debevoise & Plimpton  
Attn: Peter Borowitz  
919 Third Avenue  
New York NY 10022  
Attorneys for Noteholders

Lewis and Roca, L.L.P.  
Attn: Susan Freeman  
40 N. Central Avenue  
Phoenix AZ 85004-4429  
Attorneys for Noteholders

Prentice O'Leary  
Sheppard, Mullin, Richter & Hampton LLP  
333 South Hope Street, 48<sup>th</sup> Floor  
Los Angeles, CA 90071-1448  
Attorneys for CIT Group

Daniel P. Collins  
Collins, May, Potenza, Baran & Gillespie, PC  
201 N. Central, Suite 2210  
Phoenix, AZ 85073-0022  
Attorneys for CIT Group/Business Credit, Inc.

Office of the United States Trustee  
Attn: Trudy Nowak  
230 N. First Avenue, Suite 204  
Phoenix AZ 85003-1706  
U.S. Trustee

s/Cira Carroll  
217855

# EXHIBIT “A”

## SUMMARY SHEET

In re	)	Chapter 11 Proceedings
	)	
CP ACQUISITION CO., <i>et al.</i> ,	)	Case No. 2-03-11258-PHX-RJH
	)	
Debtors.	)	(Jointly Administered with Cases No.
	)	2-03-11259-PHX-RJH through
	)	2-03-11263-PHX-RJH

THIS FILING APPLIES TO:

<input checked="" type="checkbox"/>	ALL DEBTORS
<input type="checkbox"/>	SPECIFIED DEBTORS

Fees Previously Requested	\$496,206.25
Fees Previously Awarded	\$496,206.25

NAME OF APPLICANTS  
**Mesch, Clark & Rothschild, P.C.**

Expenses Previously Requested	\$22,937.64
Expenses Previously Awarded	\$22,937.64

## ROLE IN THE CASE: Attorneys for Official Joint Committee Of Unsecured Creditors

Retainer Paid	\$0.00
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**CURRENT APPLICATION**  
**Fees Requested \$ 89,820.00**  
**Expenses Requested \$ 3,484.77**

## CURRENT FEE APPLICATION

NAMES OF PROFESSIONALS/ PARAPROFESSIONALS	YEAR ADMITTED TO PRACTICE	HOURS BILLED	RATE	TOTAL FOR APPLICATION
<b><u>Partners</u></b>				
Brenda Moody Winery	1986	210.2	300.00	63,060.00
Brenda Moody Winery (Non-Working Travel)		4.0	150.00	600.00
Lowell E. Rothschild	1952	0.8	350.00	280.00
<b><u>Associates</u></b>				
Frederick J. Petersen	1999	105.0	200.00	21,000.00
<b><u>Paraprofessionals</u></b>				
Marilyn B. Saul		14.2	100.00	1,420.00
Mary Ellen Butera		4.2	100.00	420.00
Mary E. Kelly		11.0	100.00	1,100.00
C. Rebecca Hunsaker		1.0	100.00	100.00
Cira Carroll		18.4	100.00	1,840.00
Susan P. Billock		3.3	0.00	0.00

**TOTAL**  
\$89,820.00

**TOTAL BLENDED HOURLY RATE: \$ 200.00**  
(Excluding Paraprofessionals)

# EXHIBIT B



# Mesch, Clark & Rothschild, P.C.

A T T O R N E Y S   A T   L A W

December 8, 2004

Official Joint Committee of Unsecured Creditors

Re: CP Acquisition, Co., et al.

I.D. 71033-00001 - BMW

Invoice # 101176

Page 2

Date	Description of Services	Atty	Hours	Amount
<b>Case Administration:</b>				
11-11-2004	Review of and analysis of pleading for docketing - 12/1 is deadline to respond to pending motions/objections of B. Whinery	SPB	0.1	0.00
<b>Asset Disposition:</b>				
11-05-2004	Review of and analysis of pleading for docketing - 11/3 motion filed by debtor to sell Ochoco Timber assets	SPB	0.1	0.00
11-05-2004	Review of and analysis of pleading for docketing - 11/15 - Response due to Debtor's motion to sell Ochoco Timber assets	SPB	0.1	0.00
11-10-2004	Review Motion and sale agreement for Ochoco Timber deed sale	FJP	0.9	180.00
<b>Meetings of and Communications with Cred:</b>				
11-04-2004	Prepare for and participate in Committee Conference call (1.8); follow-up call with S. Reece re: open issues (.4); telephone conference with J. Park and C. McClam re: open issues (.5)	BMW	2.7	810.00
11-08-2004	Return call to interested party re: Disclosure Statement	BMW	0.1	30.00
11-09-2004	Telephone conference with Committee Members re:			

# Mesch, Clark & Rothschild, P.C.

A T T O R N E Y S   A T   L A W

December 8, 2004

Official Joint Committee of Unsecured Creditors

Re: CP Acquisition, Co., et al.

I.D. 71033-00001 - BMW

Invoice # 101176

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Date	Description of Services	Atty	Hours	Amount
11-12-2004	Telephone conference with T. Mehal - Beall Bank re: Plan process (.5); update to Committee re: plan status (.8)	BMW	1.3	390.00
11-17-2004	Telephone conference with D. Denney re: plan issues	BMW	0.6	180.00
11-18-2004	Review and respond to e-mails re: meeting in Portland with Plan Administrator (.4); telephone conference with M. Carmel re: same (.3)	BMW	0.7	210.00
11-19-2004	Telephone conference with J. Ashby re: claim and meeting	BMW	0.4	120.00
11-22-2004	Telephone conference with F. Petersen re: follow-up to pending issues	BMW	0.5	150.00
11-23-2004	Telephone call from Several creditors re: objection to claims, plan confirmation and treatment, and prospect for payments under plan including Bob Helst (.3); Dayne Holtz (.3); Brad Chalfant at Deschuttes Land Trust (.2); Katie Samillion for Platt Irwin (.4); Joe Grazchek for Costco (.3); Chris Summers from Wade Broadband (.3); Al Sydnor (.3); Bob Maynard (.3)	FJP	2.4	480.00
11-23-2004	Review multiple messages from creditors and confer with F. Petersen re: same	BMW	1.0	300.00
11-24-2004	Telephone call from J.			

# Mesch, Clark & Rothschild, P.C.

A T T O R N E Y S   A T   L A W

December 8, 2004

Official Joint Committee of Unsecured Creditors

Re: CP Acquisition, Co., et al.

I.D. 71033-00001 - BMW

Invoice # 101176

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Date	Description of Services	Atty	Hours	Amount
	equity interest in Crown Pacific (.3);	FJP	0.3	60.00
11-29-2004	Telephone conference with M. Carmel re: meeting (.4); Confer with F. Petersen re: same (.4)	BMW	0.8	240.00
11-29-2004	Correspond with Committee re: Monthly Operating Report	BMW	0.3	90.00
11-29-2004	Telephone conference with Margie, Mattie Insurance Agency re: Axare policy claim	BMW	0.6	180.00

Fee/Employment Applications:

11-03-2004	Edit MC&R October, 2004 Billing Invoices	BMW	1.0	300.00
11-04-2004	Prepare Notice of Filing October, 2004 Fee Statement for MC&R; e-mail C. McClam as a reminder of deadline for filing Deloitte's October, 2004 Fee Statement and Third Interim Fee Application	CMC	0.5	50.00
11-12-2004	Prepare Third Interim Fee Application for MC&R	CMC	6.0	600.00
11-16-2004	Edit Third Interim Fee Application for Deloitte	BMW	2.0	600.00
11-17-2004	Edit MC&R Fourth Interim Fee Application	BMW	2.7	810.00
11-18-2004	Prepare October, 2004 Fee Statement for Deloitte & Touche	CMC	0.5	50.00
11-18-2004	Edit and finalize fee application for MC&R (1.8); telephone conference with D.			

# Mesch, Clark & Rothschild, P.C.

A T T O R N E Y S   A T   L A W

December 8, 2004

Official Joint Committee of Unsecured Creditors

Re: CP Acquisition, Co., et al.

I.D. 71033-00001 - BMW

Invoice # 101176

Page 5

Date	Description of Services	Atty	Hours	Amount
11-22-2004	Revisions to Third Interim Fee Application for Deloitte and forward for review	CMC	0.5	50.00
11-29-2004	Gather exhibits for Third Interim Fee Application for Deloitte	CMC	1.0	100.00
11-29-2004	Follow-up re: Deloitte Fee Application	BMW	0.6	180.00
11-30-2004	Several discussions with J. Sklar re: more revisions to Third Interim Fee Application for Deloitte, forward for signatures and file	CMC	5.0	500.00
11-30-2004	Review and finalize Deloitte Fee Application	BMW	1.0	300.00
11-30-2004	Review debtors' professionals fee applications	BMW	0.8	240.00

Fee/Employment Objections:

11-05-2004	Review of and analysis of pleading for docketing - 11/24 bar date to object to Mesch, Clark & Rothschild fees	SPB	0.1	0.00
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Settlement:

11-10-2004	Review correspondence re: settlement of LPC issues (.2); Telephone call to J. Stout re: status of settlement (.3); Review final correspondence re: settlement (.3)	FJP	0.8	160.00
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11-19-2004 Review Foley timber deed

# Mesch, Clark & Rothschild, P.C.

A T T O R N E Y S   A T   L A W

December 8, 2004

Official Joint Committee of Unsecured Creditors

Re: CP Acquisition, Co., et al.

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Date	Description of Services	Atty	Hours	Amount
Assumption/Rejection of Leases and Contr:				
11-01-2004	Telephone call to J. Kahn re: Rejection of Volvo Personal Property Lease and other related issues re: damages to be claimed	FJP	0.3	60.00
11-02-2004	Review and analyze Motion to Reject Oregon Arena Lease (1.5); review and analyze letter re: Prutina Litigation (.4); review and analyze documents re: satisfaction of Woodland - Oregon Fir Contract	BMW	2.4	720.00
11-08-2004	Review numerous e-mail letters re: National City Leasing trucks and assumption or rejection of leases	FJP	0.6	120.00
11-08-2004	Review multiple e-mails re: National City	BMW	0.7	210.00
11-09-2004	Telephone conference with J. Sparacino and W. Kohn re: Bonners Ferry issues (.5); telephone conference with J. Sparacino and J. Stout re: same (.4); confer with Deloitte re: same (.3)	BMW	1.2	360.00
11-10-2004	Review Deschuttes Conservation Easement and limitations on use and harvesting of timber from property	FJP	1.0	200.00
11-10-2004	Telephone conference with W. Kohn re: Bonners Ferry			

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Date	Description of Services	Atty	Hours	Amount
11-11-2004	Review of and analysis of pleading for docketing - 11/29 deadline to file/serve amendments to contract schedules	SPB	0.1	0.00
11-11-2004	Review of and analysis of pleading for docketing - 12/13 Deadline for objections to contracts/leases	SPB	0.1	0.00
11-11-2004	Review of and analysis of pleading for docketing - 12/16 deadline to file memo in support of leases/contracts	SPB	0.1	0.00
11-29-2004	Review and respond re: stipulation relating to Bonners Ferry Lease	BMW	0.4	120.00

Non-Working Travel:

11-10-2004	Travel to and from Phoenix for hearing on Disclosure Statement and related motions (Travel at 1/2 rate)	BMW	4.0	600.00
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Business Operations:

11-01-2004	Review and analyze Monthly Operating Reports	BMW	1.0	300.00
11-04-2004	Telephone conference with Committee and Financial Advisors re: status of plan filing, status of claim objections, and plan process	FJP	0.6	120.00
11-04-2004	Review e-mail re: Ochoco Timber deed sale and review e-mail from Financial			

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Date	Description of Services	Atty	Hours	Amount
	(.3); Conference with B. Whinery re: Additional Missing Acres located by Term Lenders and impact on implementation of plan (.3)	FJP	0.6	120.00
11-04-2004	Review e-mail re: Washington real property taxes	BMW	0.2	60.00
11-08-2004	Review Plum Creek Indemnity Agreement and review for need to assume as executory contract or not	FJP	0.4	80.00
11-15-2004	Review several e-mail letters re: notice to creditors, meeting in Portland, and notice to certain other necessary parties (.8); Telephone call from J. Mellisinis re: meeting in Portland and issues with service to director of IRS (.3); Telephone call from B. Whinery re: meeting and need to participate (.3)	FJP	1.4	280.00
11-16-2004	Conference with B. Whinery re: agenda for meeting and discussion to adjust agenda to deal with certain items out of order (.3); Telephone conference with B. Whinery and M. Carmel re: agenda items and order of presentation (.3); Attend parts of telephone conference with CP re: transition issues nad other			



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Date	Description of Services	Atty	Hours	Amount
	confirmation of plan (1.4)	FJP	2.0	400.00
11-18-2004	Conference with B. Whinery re: review of various settlement agreements and possible need to travel to Portland (.2); Telephone conference with B. Whinery and J. Melissinos re: meeting in Portland to discuss transition with M. Carmel (.3); Telephone conference with B. Whinery and M. Carmel re: meeting issues and timing (.2)	FJP	0.7	140.00
11-18-2004	Review and analyze documents re: Foley Timber Deed	BMW	0.8	240.00
11-19-2004	Conference with B. Whinery re: status of closeout issues and scheduling of meeting in Portland re: transition	FJP	0.3	60.00
11-19-2004	Review letter from J. Melissinos re: status of transition, to do list, and other issues for transition of real estate issues	FJP	0.6	120.00
11-22-2004	Review e-mail from S. Freeman re: Severance/KERP agreements and implication on transition (.4); Review e-mail letter from J. Melissinos re: USFS claim (.2)	FJP	0.6	120.00
11-22-2004	Review October MOR for Debtors	FJP	0.7	140.00
11-22-2004	Conference with B. Whinery			

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Date	Description of Services	Atty	Hours	Amount
	options for meeting with M. Carmel next week	FJP	0.4	80.00
11-22-2004	Review e-mails re: liquidating trust employees	BMW	0.8	240.00
11-23-2004	Review agreement for settlement of Louisiana pacific and ICX transaction (.4); Conference with B. Whinery re: LPC settlement and status of case and timing of filing settlement agreements (.3)	FJP	0.7	140.00
11-30-2004	Review numerous e-mail letters re: exhibits and confirmation issues for plan and re: meeting to discuss transition to liquidating agent	FJP	1.0	200.00
Claims Administration and Objections:				
10-27-2004	Conference with B. Whinery re: CAP allocation	LER	0.2	70.00
11-01-2004	Conference with M. Saul re: revision of exhibit for Equity Objection (.1); Review revised schedule re: equity objection (.3); Conference with B. Whinery re: meeting to discuss claims (.2); Draft e-mail Letter to C. Yancy-Hunter re: claim objections and meeting to discuss (.3); Review and draft e-mail letter to J. Mellisinios re: claims call (.3)	FJP	1.2	240.00

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Date	Description of Services	Atty	Hours	Amount
	revise equity table (.6).	MBS	0.6	60.00
11-01-2004	Review and analyze various claims issues	BMW	2.0	600.00
11-02-2004	Conference with B. Whinery re: status of claims and various other outstanding CP issues (.5); Telephone conference with C. Yancy Hunter and J. Melissinos re: claim objections (1.2)	FJP	1.7	340.00
11-02-2004	Review e-mail letter from S. Freeman re: claims issues in CP Plan (.2); Review spreadsheets and perform various sorts on CP claims (.6); Draft responsive e-mail Letter to S. Freeman re: claims (.3)	FJP	1.1	220.00
11-02-2004	Review correspondence re: Nailing Construction Litigation (.3); review and analyze pleadings re: Cypress Abbey Settlement (.7); review and analyze documents re: Pecus Creek Litigation (.9); review and analyze documents re: Riley Creek (.4); review and analyze documents re: Arena Lease Rejection (1.0); review and analyze pleadings re: Bow Hill Stipulation (.9)	BMW	4.2	1,260.00
11-02-2004	Review correspondence re: Thornton Judgment	BMW	0.4	120.00
11-02-2004	Follow-up re: claims call			

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Date	Description of Services	Atty	Hours	Amount
	participate in conference call re: claims with F. Peterson, J. Melissinos and C. Yancy-Hunter (1.5)	BMW	1.8	540.00
11-02-2004	Review and analyze e-mail re: Fox Tower claims	BMW	0.4	120.00
11-03-2004	Revise and Edit Omnibus Claims Objections (1.4); Review e-mail letter from S. Freeman re: timing of filing objection (.2); Responsd to S. Freeman e-mail letter (.2); Exchange several e-mail letters with C. Yancy-Hunter re: service lists and filing dates (.4)	FJP	2.2	440.00
11-08-2004	Review schedule of discrepancies from Debtor's review to claim objections (.3); Review initial service lists and Conference with M. Saul re: accuracy check of lists (.5)	FJP	0.8	160.00
11-08-2004	Work on finalizing objections; address check; amend and revise tables (3.6).	MBS	3.6	360.00
11-08-2004	Prepare Notebooks for Proof of Claims	CMC	3.0	300.00
11-09-2004	Several Conference with M. Saul re: status of claim objections and service issues for claims including review of several e-mail letter from C. Yancy-Hunter re: schedules (1.0); Revise			

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Date	Description of Services	Atty	Hours	Amount
	(1.1); Draft objection to late filed claims (.6)	FJP	2.7	540.00
11-09-2004	Work on objections (6.1).	MBS	6.1	610.00
11-10-2004	Review and finalize claim objections per comments from J. Yeager for hearing dates and Conference with M. Saul and C. Carroll re: filing and service of objections	FJP	1.7	340.00
11-10-2004	Finalize objections and exhibits (3.9).	MBS	3.9	390.00
11-10-2004	Telephone conference with F. Petersen re: objections to claims	BMW	0.6	180.00
11-12-2004	Follow-up re: claims issues	BMW	0.8	240.00
11-15-2004	Review and analyze e-mails re: ballot issue (.8); review issues and respond to e-mails re: meeting re: closing and related issues (1.0); review agenda (.6)	BMW	2.4	720.00
11-16-2004	Follow-up re: claims issues	BMW	1.0	300.00
11-17-2004	Review claim objections and notebook and Conference with B. Whinery re: responses to various claims	FJP	0.4	80.00
11-17-2004	Telephone conference with A. Vitron re: equity claim (.3); telephone conference with A. Auerback, Telepacific Communications re: objection to claim (.3); follow-up on claim issues (.5)	BMW	1.1	330.00
11-18-2004	Conference with B. Whinery re: responses to claim			

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Date	Description of Services	Atty	Hours	Amount
	creditors	FJP	0.4	80.00
11-19-2004	Review response to objection to claim by David and Kayne Spooner (.3); Review response to objection to claim by Ellen Hymowitz (.3)	FJP	0.6	120.00
11-22-2004	Process Proofs of Claim; prepare notebooks re: same.	MEK	5.0	500.00
11-22-2004	Review response to objection to claim by AG Edwards on behalf of WC Richardson	FJP	0.3	60.00
11-22-2004	Review response to claim objection by Danka re: sold property	FJP	0.7	140.00
11-22-2004	Telephone call from Mr. Helst re: CP shareholder claim (.2); from Bob Maynard re: CP Shareholder Claims (.2); from Al Sydnor re: CP shareholder claims (.2)	FJP	0.6	120.00
11-22-2004	Review e-mail re: Bonners Ferry Agreement	BMW	0.6	180.00
11-23-2004	Discussion with F. Petersen re: transfers of proofs of claims; prepare index re: transferred claims; finalize proofs of claim notebooks.	MEK	1.5	150.00
11-23-2004	Prepared and assembled claims objection notebook	CRH	1.0	100.00
11-30-2004	Telephone call from C. Rosenhours re: claim of Supply One, Status of case, and potential payment to creditors (.4); Draft e-mail Letter to C. Rosenhours (.2)	FJP	0.6	120.00
11-30-2004	Review e-mail from creditor			

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	(.2); review e-mail to Supply One re: objection (.2); telephone conference with creditor re: claim (.3)	BMW	0.7	210.00
11-30-2004	Telephone conference with E. Olsen at USFS re: claim and follow-up re: same	BMW	0.9	270.00
Plan and Disclosure Statement (including:				
10-28-2004	Conference with B. Whinery re: Plan	LER	0.2	70.00
10-29-2004	Review of e-mail from B. Whinery re: Plan status and attached e-mail from S. Freeman re: same	LER	0.4	140.00
11-01-2004	Draft e-mail letter to J. Mellisinos re: schedule for Disclosure Statement re: Assumed Contracts by Liquidating Trustee	FJP	0.3	60.00
11-01-2004	Review order setting hearing on Disclosure Statement (.2); review final version of Plan (2.0)	BMW	2.2	660.00
11-02-2004	Review Final version of Initial Disclosure statement.	FJP	3.1	620.00
11-02-2004	Telephone conference with S. Freeman re: Plan issues (.4); review Plan exhibits (.5); confer with F. Petersen re: exhibit to Disclosure Statement (.3)	BMW	1.2	360.00
11-02-2004	Call from Snomish County re: Disclosure Statement	BMW	0.4	120.00
11-03-2004	Review and proofread final			



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Date	Description of Services	Atty	Hours	Amount
	Disclosure Statement and Exhibits	FJP	4.2	840.00
11-03-2004	Review filed Disclosure Statement	BMW	1.0	300.00
11-03-2004	Multiple telephone conference calls from parties re: Disclosure Statement Notice	BMW	1.2	360.00
11-04-2004	Revise and proofread Initial Disclosure Statement	FJP	1.3	260.00
11-04-2004	Telephone conference with J. Stout re: plan issues - missing acres (.4); telephone conferences with J. Park re: same (.6); review amendments (1.5)	BMW	2.5	750.00
11-04-2004	Review comments from J. Melissinos re: Disclosure Statement	BMW	1.2	360.00
11-08-2004	Review projections from J. Park re: payout to unsecured creditors and comparison with December actuals vs September numbers	FJP	0.4	80.00
11-08-2004	Review and edit 11/5 draft of Disclosure Statement (1.3); Conference with B. Whinery re: revisions to agreement (.3); Telephone conference with S. Freeman re: changes to Plan and Disclosure Statement (.4); Review and Edit 11/8 Draft of Disclosure Statement (1.0); Draft e-mail Letter to S. Freeman re: changes			

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Date	Description of Services	Atty	Hours	Amount
	letters re: changes to plan and disclosure statement (1.0) Review final changes and draft e-mail Letter to S. Freeman re: signature of Plan and Disclosure Statement (.4)	FJP	4.6	920.00
11-08-2004	Prepare documents for Hearing on Disclosure Statement	MEK	3.5	350.00
11-08-2004	Review proposed liquidating Trustee's comments to Trust Agreement (.4); telephone conference with R. Mauceri re: edits to same (.5); confer with F. Petersen re: same (.4); review final revision to same (1.5)	BMW	2.8	840.00
11-08-2004	Review and analyze proposed changes to the Disclosure Statement and Plan (6.0); telephone conferences with S. Freeman re: same (.8)	BMW	6.8	2,040.00
11-09-2004	Review approximately 30 e-mail letters re: modifications to the Plan, Disclosure Statement, and Plan Exhibits from Term Lender Counsel, S. Freeman, and Debtor's Counsel (1.8); Review Blackline draft of disclosure statement filed with modifications (1.2); Several Conference with B. Whinery re: status of plan, review of revised schedules,			

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Date	Description of Services	Atty	Hours	Amount
	of disclosure statement (1.0); Telephone call from S. Freeman re: modifications and revisions to schedules (.3); Conference with B. Whinery re: LPC settlement and review correspondence with Committee re: approval (.8)numerous e	FJP	5.1	1,020.00
11-09-2004	Review and analyze amendments to Plan documents, orders and exhibits (7.0); multiple telephone conferences with S. Freeman re: revisions to same (1.2)	BMW	8.2	2,460.00
11-10-2004	Review approximately 40 e-mail letter from Bank Counsel and Debtors re: revisions to Plan, Disclosure Statement, Various Orders, and other notices for approval of disclosure statement (2.4); Review various revisions and blacklines to plan and disclosure statement and send comments to S. Freeman (1.0); Review Notice to Equity holders and send comments to S. Freeman (.6); Conference with B. Whinery re: status of finalizing documents and issues re: LPC agreement and claims objections (.5)	FJP	4.5	900.00

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Date	Description of Services	Atty	Hours	Amount
	Whinery re: status of Court approval of Disclosure statement and associated motions and status of claim objections	FJP	0.3	60.00
11-10-2004	Review of and analysis of pleading for docketing - 11/8 Louisiana Pacific filed objection to Disclosure Statement	SPB	0.1	0.00
11-10-2004	Review of and analysis of pleading for docketing - 11/22 - Response due to Louisiana Pacific's objection to Disclosure Statement	SPB	0.1	0.00
11-10-2004	Telephone conference with S. Freeman re: final issues re: Disclosure Statement (.6); telephone conference with J. Sparacino re: same (.4) telephone conference with J. Melissinos re: same (.4)	BMW	1.4	420.00
11-10-2004	Prepare for and attend hearings re: Disclosure Statement and related issues	BMW	6.0	1,800.00
11-11-2004	Review numerous e-mail letter from J. Mellisinos and S. Freeman re: filing of Plan and Disclosure Statement and re: Objections to claims	FJP	1.2	240.00
11-11-2004	Review of and analysis of pleading for docketing - 11/15 is deadline for Plan Proponents to mail "Order			

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Date	Description of Services	Atty	Hours	Amount
	Disclosure Statement	SPB	0.1	0.00
11-11-2004	Review of and analysis of pleading for docketing - 12/13 - Deadline to deliver Ballots	SPB	0.1	0.00
11-11-2004	Review of and analysis of pleading for docketing - 12/13 - Deadline to file objections to Plan confirmation	SPB	0.1	0.00
11-11-2004	Review of and analysis of pleading for docketing - 12/20 hearing re: Plan confirmation	SPB	1.0	0.00
11-11-2004	Review e-mails and attachments re: follow-up issues re: Disclosure Statement (2.0); review filed pleadings (2.5)	BMW	4.5	1,350.00
11-12-2004	Review several e-mail letter from S. Freeman and J. Mellisinis re: status of plan and service to creditors (1.2); Telephone call from S. Freeman re: Creditor Committee Letter (.2); Conference with B. Whinery re: creditor committee letter (.2);	FJP	1.6	320.00
11-12-2004	Review e-mails and attachments re: service of plan and related issues (4.0); telephone conference with J. Melissinos re: meeting re: closing issues (.4) telephone conference			

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Date	Description of Services	Atty	Hours	Amount
11-16-2004	Prepare for and participate in conference call re: transition issues	BMW	5.4	1,620.00
11-18-2004	Review and analyze plan documents	BMW	1.2	360.00
11-18-2004	Review and analyze e-mail re: accounts	BMW	0.5	150.00
11-19-2004	Confer with F. Petersen re: CP issues (.5); follow-up re: plan issues (.5)	BMW	1.0	300.00
11-22-2004	Review list of action items for plan	BMW	1.0	300.00
11-22-2004	Review and analyze real estate issues list	BMW	0.8	240.00
11-22-2004	Review e-mail re: United States Forest Service (USFS) Claim	BMW	0.4	120.00
11-22-2004	Review e-mails re: plan	BMW	0.4	120.00
11-23-2004	Review e-mail re: consulting agreement	BMW	0.4	120.00
11-23-2004	Review and respond to e-mail from C. McClam re: hearing date for confirmation	BMW	0.4	120.00
11-23-2004	Review final form of plan re: exhibits	BMW	1.0	300.00
11-29-2004	Conference with B. Whinery re: review of various exhibits and Telephone conference with S. Freeman re: revision to various exhibits (.6); Review several exhibits to disclosure statement to be updated (1.7); Telephone call from S. Freeman re: filing notice and updated			

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Date	Description of Services	Atty	Hours	Amount
11-29-2004	Review numerous e-mails re: plan attachments	BMW	1.0	300.00
11-29-2004	Review and analyze revisions to Plan Schedules (4.0); discuss same with J. Melissinos (.8); discuss same with S. Freeman (.8)	BMW	5.6	1,680.00
11-30-2004	Review and analyze amended schedules to plan	BMW	1.8	540.00
11-30-2004	Review and respond to e-mail re: ballot and voting from Committee members and follow-up re: same	BMW	0.9	270.00
11-30-2004	Work on transition issues for discussion with M. Carmel	BMW	0.6	180.00
				-----
Total Fees			\$	50,870.00

\*\*\*\*\* Fee Recap by Activity Code \*\*\*\*\*

	Hours	Rate	Amount
Case Administration:			
Susan P. Billock	0.1	0.00	0.00
Asset Disposition:			
Fred J. Petersen	0.9	200.00	180.00
Susan P. Billock	0.2	0.00	0.00
Meetings of and Communications with Cred:			
Brenda M. Whinery	10.2	300.00	3,060.00
Fred J. Petersen	2.7	200.00	540.00
Fee/Employment Applications:			
Brenda M. Whinery	10.3	300.00	3,090.00
Cira M. Carroll	13.5	100.00	1,350.00
Fee/Employment Objections:			
Susan P. Billock	0.1	0.00	0.00
Fred J. Petersen			



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\*\*\*\*\* Fee Recap by Activity Code \*\*\*\*\*

	Hours	Rate	Amount
Assumption/Rejection of Leases and Contr:			
Brenda M. Whinery	5.1	300.00	1,530.00
Fred J. Petersen	1.9	200.00	380.00
Susan P. Billock	0.3	0.00	0.00
Non-Working Travel:			
Brenda M. Whinery	4.0	150.00	600.00
Business Operations:			
Brenda M. Whinery	2.8	300.00	840.00
Fred J. Petersen	10.0	200.00	2,000.00
Claims Administration and Objections:			
Lowell E Rothschild	0.2	350.00	70.00
Brenda M. Whinery	16.9	300.00	5,070.00
Fred J. Petersen	15.0	200.00	3,000.00
Mary E. Kelly	6.5	100.00	650.00
Marilyn B. Saul	14.2	100.00	1,420.00
C. Rebecca Hunsaker	1.0	100.00	100.00
Cira M. Carroll	3.0	100.00	300.00
Plan and Disclosure Statement (including:			
Lowell E Rothschild	0.6	350.00	210.00
Brenda M. Whinery	66.7	300.00	20,010.00
Fred J. Petersen	29.2	200.00	5,840.00
Mary E. Kelly	3.5	100.00	350.00
Susan P. Billock	1.5	0.00	0.00
Total Fees \$			50,870.00

Date	Disbursement Description	Amount
10-28-2004	Long Distance Calls	4.00
11-04-2004	Duplication Expense	62 @ 0.15 9.30
11-09-2004	Duplication Expense	66 @ 0.15 9.90
11-09-2004	Duplication Expense	8 @ 0.15 1.20

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Date	Disbursement Description	Amount
11-10-2004	Postage; Mailing of objection to interested parties	36.00
11-10-2004	Duplication Expense 38 @ 0.15	5.70
11-10-2004	Duplication Expense 20 @ 0.15	3.00
11-10-2004	Duplication Expense 18 @ 0.15	2.70
11-10-2004	Duplication Expense 35 @ 0.15	5.25
11-10-2004	Duplication Expense 25 @ 0.15	3.75
11-10-2004	Duplication Expense 35 @ 0.15	5.25
11-10-2004	Duplication Expense 35 @ 0.15	5.25
11-10-2004	Duplication Expense 159 @ 0.15	23.85
11-10-2004	Duplication Expense 355 @ 0.15	53.25
11-10-2004	Duplication Expense 20 @ 0.15	3.00
11-10-2004	Duplication Expense 520 @ 0.15	78.00
11-10-2004	Duplication Expense 805 @ 0.15	120.75
11-10-2004	Duplication Expense 5652 @ 0.15	847.80
11-10-2004	Duplication Expense 1400 @ 0.15	210.00
11-11-2004	Duplication Expense 1 @ 0.15	0.15
11-11-2004	Duplication Expense 324 @ 0.15	48.60
11-12-2004	Duplication Expense 1 @ 0.15	0.15
11-12-2004	Duplication Expense 72 @ 0.15	10.80
11-15-2004	Conference Call; 11/4/04 BMW; Conference America, Inc.	109.71
11-15-2004	Duplication Expense 78 @ 0.15	11.70
11-16-2004	Duplication Expense 396 @ 0.15	59.40
11-18-2004	Duplication Expense 16 @ 0.15	2.40
11-19-2004	Duplication Expense 300 @ 0.15	45.00
11-19-2004	Duplication Expense 294 @ 0.15	44.10
11-19-2004	Duplication Expense 784 @ 0.15	117.60
11-19-2004	Postage; Mailing of Application for MC&R	47.10
11-23-2004	Duplication Expense 43 @ 0.15	6.45
11-30-2004	Duplication Expense 16 @ 0.15	2.40
11-30-2004	Duplication Expense 910 @ 0.15	136.50

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Total Disbursements                   \$    2,454.08

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## Monthly Summary of Attorney Fees

Attorney	10-2004	11-2004	Total
Rothschild, Lowell E	280.00	0.00	280.00
Whinery, Brenda M.	0.00	34200.00	34200.00
Petersen, Fred J.	0.00	12220.00	12220.00
Carroll, Cira M.	0.00	1650.00	1650.00
Saul, Marilyn B.	0.00	1420.00	1420.00
Kelly, Mary E.	0.00	1000.00	1000.00
Hunsaker, C. Rebecca	0.00	100.00	100.00
Billock, Susan P.	0.00	0.00	0.00
 Total Fees	 280.00	 50590.00	 50870.00

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## Monthly Summary of Fees

Description	10-2004	11-2004	Total
Case Administration	0.00	0.00	0.00
Asset Disposition	0.00	180.00	180.00
Meetings of and Communi	0.00	3600.00	3600.00
Fee/Employment Applicat	0.00	4440.00	4440.00
Fee/Employment Objectio	0.00	0.00	0.00
Settlement	0.00	280.00	280.00
Assumption/Rejection of	0.00	1910.00	1910.00
Non-Working Travel	0.00	600.00	600.00
Business Operations	0.00	2840.00	2840.00
Claims Administration a	70.00	10540.00	10610.00
Plan and Disclosure Sta	210.00	26200.00	26410.00
 Total Fees	 280.00	 50590.00	 50870.00

December Time

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Date	Description of Services	Atty	Hours	Amount
Case Administration:				
12-07-2004	Prepare for meeting with M. Carmel	BMW	3.0	900.00
12-08-2004	Prepare for and attend meeting with M. Carmel re: claim and transaction issues	BMW	6.0	1,800.00
12-20-2004	Review of and analysis of pleading for docketing - 12/20 hearing	SPB	0.1	0.00
Asset Disposition:				
12-10-2004	Review of and analysis of pleading for docketing - 12/16 - bar date to object to sale of Crescent Mill site	SPB	0.1	0.00
12-10-2004	Review of and analysis of pleading for docketing - 12/20 hearing re: sale of Crescent Mill site	SPB	0.1	0.00
Meetings of and Communications with Cred:				
12-01-2004	Telephone conference with S. Reece re: pending issues	BMW	0.6	180.00
12-02-2004	Telephone conferences from multiple equity holders re: inquiries re: Plan	BMW	1.2	360.00
12-06-2004	Telephone conference with T. Young at Midstate Electric re: Ballot (.4); telephone conference with B. Petersen, counsel for equity holder re: Plan (.6) telephone conference with Ken Moses, investor in CPP re: Plan (.4)	BMW	1.4	420.00

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## ATTORNEYS AT LAW

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Date	Description of Services	Atty	Hours	Amount
12-07-2004	Telephone conference Richard Knapik re: equity interest	BMW	0.6	180.00
12-15-2004	Telephone conference with D. Denney re: confirmation hearing	BMW	0.5	150.00
<b>Fee/Employment Applications:</b>				
12-02-2004	Review Supplemental Affidavit of Andrews and Kurth	BMW	0.5	150.00
12-03-2004	Edit MC&R November time entries	BMW	1.3	390.00
12-06-2004	Review e-mail re: ordinary course payments	BMW	0.8	240.00
12-06-2004	Review, analyze and respond to e-mail and notice re: payment to professionals (.4); review e-mails re: filing of fee applications by debtors professionals (.5)	BMW	0.9	270.00
12-09-2004	Prepare Notice of Filing November, 2004 Fee Statement for MC&R	CMC	0.7	70.00
12-13-2004	Prepare Notice of Filing Fees for November, 2004 for MC&R	BMW	0.9	270.00
12-21-2004	Prepare Notice of Filing November, 2004 Fee Statement for Deloitte & Touche	CMC	0.5	50.00
12-29-2004	Prepare and file Notice of Filing Request for Reimbursement of Costs to Committee Members	CMC	0.7	70.00
12-29-2004	Review and comment re: Order re: Fees	BMW	0.4	120.00

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Date	Description of Services	Atty	Hours	Amount
Fee/Employment Objections:				
12-01-2004	Review of and analysis of pleading for docketing - 12/8 bar date to object to Mesch, Clark & Rothschild fees	SPB	0.1	0.00
12-01-2004	Review of and analysis of pleading for docketing - 12/14 bar date to object to Andrews Kurth fees	SPB	0.1	0.00
12-13-2004	Review of and analysis of pleading for docketing - 1/2 bar date for objections to our firm's fees	SPB	0.1	0.00
12-22-2004	Review of and analysis of pleading for docketing - 1/11 - bar date to object to Pricewaterhouse Cooper and Hillis Clark fees for November	SPB	0.1	0.00
12-23-2004	Review of and analysis of pleading for docketing - 1/11 Bar date to object to Ball Janik's November fees	SPB	0.1	0.00
12-23-2004	Review of and analysis of pleading for docketing - 1/11 Bar date to object to Deloitte Touche's November fees	SPB	0.1	0.00
Settlement:				
12-16-2004	Review redline stipulation, Exhibit, and form of order for Weyco and Northwest Hardwoods settlement	FJP	0.6	120.00
12-30-2004	Review Stipulation among CPLP, Jubitz and the Oregon			



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Date	Description of Services	Atty	Hours	Amount
	Arena Corp re: settlement of deficiency claim issue	FJP	0.4	80.00

Avoidance/Adv. Litigation:

12-13-2004	Review of and analysis of pleading for docketing - 12/10 bar date to object to Bonners Ferry Mill agreement	SPB	0.1	0.00
12-13-2004	Review of and analysis of pleading for docketing - 12/20 response due to Bonners Ferry Mill agreement motion	SPB	0.1	0.00
12-14-2004	Telephone conference with C. McClam and J. Park re: Foxglove issue (.6); review analysis re: same (2.0)	BMW	2.6	780.00

Assumption/Rejection of Leases and Contr:

12-02-2004	Review and analyze Order re: Bonner Ferry Lease Extension	BMW	0.4	120.00
12-09-2004	Review and analyze Bonners Ferry Settlement documents (1.5); e-mail to J. Sparacino re: same (.2)	BMW	1.7	510.00
12-12-2004	Review and analyze numerous drafts and comments re: Bonners Ferry Agreement	BMW	2.0	600.00
12-13-2004	Review final Bonners Ferry Agreement and related documents	BMW	1.7	510.00

Non-Working Travel:

12-20-2004	Travel to and from Phoenix to attend confirmation hearing	FJP	4.0	800.00
12-20-2004	Travel to and from			

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Date	Description of Services	Atty	Hours	Amount
	confirmation hearing in Phoenix	BMW	4.0	1,200.00

**Business Operations:**

12-01-2004	Review proposed meeting agenda re: transition issues (.4); schedule meeting with M. Carmel (.4)	BMW	0.8	240.00
12-06-2004	Conference with B. Whinery re: preparation for meeting with M. Carmel	FJP	0.3	60.00
12-08-2004	Conference with B. Whinery and M. Carmel re: status of transition issues, review of various claims issues, and discuss other issues re: confirmation and plan of reorganization	FJP	4.6	920.00
12-10-2004	Review letter from B. Chalfant at the Deschutes Basin Land Trust	FJP	0.2	40.00
12-12-2004	Review e-mail from liquidating trustee	BMW	0.2	60.00
12-15-2004	Review and respond to e-mail from M. Carmel re: bond issue	BMW	0.4	120.00
12-17-2004	Telephone conference with M. Carmel re: conveyance of truck issue (.4); telephone conference with J. Park re: same (.3)	BMW	0.7	210.00
12-30-2004	Review and analyze e-mails re: closing issues, tax issue, title insurance, real estate (1.5); telephone conference with J. Melissinos re: same (.5)	BMW	2.0	600.00

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Date	Description of Services	Atty	Hours	Amount
12-31-2004	Attend Telephone conference with various people re: effective date of plan and meeting all requirements of transition, Net Worth Asset Transaction, and effective date of plan	FJP	0.6	120.00
Claims Administration and Objections:				
12-01-2004	Work on claim issues	BMW	1.2	360.00
12-02-2004	Confer with F. Petersen re: Deschutes Land Trust	BMW	0.4	120.00
12-02-2004	Confer with F. Petersen re: claims objections status (.5); review status of various claims (.7)	BMW	1.2	360.00
12-06-2004	Review correspondence from A. Baer re: 2003 CP Air Taxes (.5); confer with F. Petersen re: same (.3)	BMW	0.8	240.00
12-06-2004	Telephone conference with P. Rathwell re: Caterpillar claims	BMW	0.6	180.00
12-07-2004	Prepare Memorandum to M. Carmel re: status of claim objections (2.4) and Conference with B. Whinery re: meeting with M. Carmel (.3)	FJP	2.7	540.00
12-07-2004	Review and analyze Stipulation re: Arena Lease (1.2); review and analyze Stipulation re: Bonners Ferry and related documents (1.2)	BMW	2.4	720.00
12-09-2004	Follow-up re: claim issues	BMW	1.0	300.00
12-13-2004	Review Several Responses to			

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Date	Description of Services	Atty	Hours	Amount
12-13-2004	claims objections in preparation for status report to Court regarding claims including: Multnomah County (.3); Grace Wilson (.2); WC and Eleanor Richardson (.3); Mary Brescia (.3); Mary Hemstreet (.3); Danka Office Imaging (.4); Dennis Pearsol (.3); Draft status report to Court re: responses to various omnibus objections (3.1)	FJP	5.2	1,040.00
12-13-2004	Review letter from TOC Management re: preference issues and issues re: payment of claim (.3); Telephone call to K. Davis re: claim of TOC Management and issues re: allowance of claim (.3)	FJP	0.6	120.00
12-13-2004	Confer with F. Petersen re: claims objections	BMW	0.6	180.00
12-14-2004	Revise and edit Status report re: claims Objections (.7); Review additional response by Lois Wallace (.3)	FJP	1.0	200.00
12-14-2004	Telephone conference with B. Whinery and C. McClam and J. Park re: Foxglove objection to confirmation and issues re: valuation of timberland assets (.5); Review Timber Impairment Analysis for timberlands to justify value of collateral (.4)	FJP	0.9	180.00

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Date	Description of Services	Atty	Hours	Amount
12-15-2004	Office conference with F. Petersen (.2) Begin preparation of five orders re: claims.	MEB	1.1	110.00
12-15-2004	Review and analyze Claim Objection Report	BMW	1.1	330.00
12-16-2004	Review e-mail letter from C. Yancy Hunter re: scheduling for hearing on claims objections (.2); Draft notice of amended hearing date (.3)	FJP	0.5	100.00
12-16-2004	Revise and edit 6 forms of order for various claims objections (1.4); Revise and edit Status report for claims objections and prepare exhibits to report (1.3)	FJP	2.7	540.00
12-16-2004	Prepare six orders re: claims (.9) and prepare revisions to same (.5).	MEB	1.4	140.00
12-17-2004	Revise and edit various orders for claim objections (.6); Prepare for hearing on claim objections (.5);	FJP	1.1	220.00
12-17-2004	Prepare further revisions to five orders regarding claims.	MEB	0.7	70.00
12-20-2004	Finalize 5 Orders re: claims for lodging with the Court.	MEB	0.7	70.00
12-23-2004	Access bankruptcy court re: entry of orders on claims.	MEB	0.3	30.00
12-30-2004	Review and analyze e-mail re: claims	BMW	0.7	210.00

Plan and Disclosure Statement (including:

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Payments received and/or disbursements made for your account which are not reflected on this bill will appear on the next bill.

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Date	Description of Services	Atty	Hours	Amount
12-01-2004	Review Amended Disclosure Statement from S. Freeman and comment re: same	BMW	0.8	240.00
12-02-2004	Review Stipulation between debtor and Weyerhaeuser re: settlement of dispute (.7); Review Bonner's Ferry Sale Agreement with ICX and other related parties (.8); Telephone call from B. Chalfant from Deschuttes Land Trust re: interest and potential claim based on conservation easement (.5); Conference with B. Whinery re: status of confirmation issues and conversation with Deschuttes Land Trust (.4)	FJP	2.4	480.00
12-02-2004	Review e-mails re: supplement to Disclosure Statement (.7); confer with F. Petersen re: issues for meeting with M. Carmel (.7)	BMW	1.4	420.00
12-03-2004	Review amendment to Disclosure Statement (.5); review Debtor view of amendment (.1)	BMW	0.6	180.00
12-03-2004	Review and analyze e-mail from S. Freeman re: 1146 issue	BMW	0.7	210.00
12-03-2004	Review messages from creditors re: Plan	BMW	0.7	210.00
12-08-2004	Telephone conference with S. Freeman and J. Stout re: Plan issues	BMW	0.6	180.00
12-09-2004	Review e-mail letter from Trillium counsel re:			

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Date	Description of Services	Atty	Hours	Amount
	objections to plan and confirmation (.2); Conference with B. Whinery re: Trillium issues and potential modifications to plan and order (.3)	FJP	0.5	100.00
12-09-2004	Review e-mail re: Foxglove Objection (.7); telephone conference with S. Freeman re: same (.5); telephone conference with C. McClam re: same (.5)	BMW	1.7	510.00
12-12-2004	Review and analyze e-mail re: Foxglove issue	BMW	0.8	240.00
12-13-2004	Telephone conference with S. Freeman re: Plan issues	BMW	0.5	150.00
12-13-2004	Review and analyze objection from equity holder (.3); review and analyze issues re: foxglove (1.5); telephone conference equity holder re: objection (.4); prepare Notice of Filing Objection Letter (.4)	BMW	2.6	780.00
12-14-2004	Review draft ballot report and analyze ballots received and objections to claims	FJP	0.5	100.00
12-14-2004	Review several e-mail letter from J. Melissinos, S. Freeman, T. Tisby, and A. Smith re: confirmation issues	FJP	0.4	80.00
12-14-2004	Review objection by National City Leasing to Plan	FJP	0.3	60.00
12-14-2004	Review Foxglove objection	BMW	0.7	210.00
12-15-2004	Review Ballot Report and Send comments re: claims			

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Date	Description of Services	Atty	Hours	Amount
	that have been objected to (.4); Conference with B. Whinery re: status and confirmation issues with Trillium (.3); Conference with M. Butera re: preparation of forms of order for objections (.3)	FJP	1.0	200.00
12-15-2004	Review and analyze plan confirmation documents and objections	BMW	6.0	1,800.00
12-16-2004	Several Conference with B. Whinery re: various confirmation issues and re: preparation for confirmation hearing	FJP	0.6	120.00
12-16-2004	Multiple telephone conferences with J. Park re: issue re: trucks and ancillary assets	BMW	1.0	300.00
12-16-2004	Review and analyze amendments to plan documents, including brief in support of confirmation and declaration of S. Dietrich	BMW	7.0	2,100.00
12-17-2004	Review numerous e-mail Letter from various counsel re: preparation for confirmation hearing including revisions on Foxglove settlement, Weyco settlement, ballot tabulations, confirmation order issues, and other confirmation issues and review attached documents			



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Date	Description of Services including plan revisions and drafts of confirmation order;	Atty	Hours	Amount
12-17-2004	Discussion with C. Carroll re: preparation for confirmation hearing; print current docket and relevant pleadings re: confirmation; prepare hearing notebook.	FJP	4.2	840.00
12-17-2004	Review, analyze and provide comments re: plan amendment, notice of non-adverse modification of confirmation order and related pleadings	MEK	1.0	100.00
12-18-2004	Review revised Plan and proposed Foxglove settlement in revised Plan	BMW	8.0	2,400.00
12-19-2004	Review various e-mails and revisions to various documents to prepare for hearing on confirmation of Plan (1.6);	FJP	0.9	180.00
12-19-2004	Review, analyze and comment re: plan and related documents in preparation for confirmation hearing	FJP	1.6	320.00
12-20-2004	Meet with various counsel to prepare for confirmation hearing and hearing on approval of various sales and claims objections (3.0); Attend Confirmation hearing and hearing on claims objections (1.5)	BMW	6.5	1,950.00
12-20-2004	Prepare for confirmation hearing and attend confirmation hearing	FJP	4.5	900.00
		BMW	6.0	1,800.00

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Date	Description of Services	Atty	Hours	Amount
12-21-2004	Review documents relating to Effective Date Closing	BMW	3.0	900.00
12-22-2004	Follow-up re: confirmation issues	BMW	2.0	600.00
12-23-2004	Review and analyze e-mails re: transition issues	BMW	1.0	300.00
12-29-2004	Telephone call from Judge Paul Ribner re: status of payments to equity holders (.3); Draft Letter to Judge Ribner (.3); Telephone call from Scott Howard re: status of transfer of various timber rights and issues with reforestation commitments (.5); Review various e-mail letter from J. Melissinos and S. Freeman re: implementation of Plan and transition to Trustee (.5)	FJP	1.6	320.00
12-29-2004	Review and analyze e-mails re: sales tax and other transition issue	BMW	1.5	450.00
12-30-2004	Review e-mail re: non-adverse modification to Plan	BMW	0.5	150.00
Total Fees				\$ 38,950.00

\*\*\*\*\* Fee Recap by Activity Code \*\*\*\*\*

	Hours	Rate	Amount
Case Administration:			
Brenda M. Whinery	9.0	300.00	2,700.00
Susan P. Billock	0.1	0.00	-0.00
Susan P. Billock			

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\*\*\*\*\* Fee Recap by Activity Code \*\*\*\*\*

	Hours	Rate	Amount
Meetings of and Communications with Cred:			
Brenda M. Whinery	4.3	300.00	1,290.00
Fee/Employment Applications:			
Brenda M. Whinery	4.8	300.00	1,440.00
Cira M. Carroll	1.9	100.00	190.00
Fee/Employment Objections:			
Susan P. Billock	0.6	0.00	0.00
Settlement:			
Fred J. Petersen	1.0	200.00	200.00
Avoidance/Adv. Litigation:			
Brenda M. Whinery	2.6	300.00	780.00
Susan P. Billock	0.2	0.00	0.00
Assumption/Rejection of Leases and Contr:			
Brenda M. Whinery	5.8	300.00	1,740.00
Non-Working Travel:			
Brenda M. Whinery	4.0	300.00	1,200.00
Fred J. Petersen	4.0	200.00	800.00
Business Operations:			
Brenda M. Whinery	4.1	300.00	1,230.00
Fred J. Petersen	5.7	200.00	1,140.00
Claims Administration and Objections:			
Brenda M. Whinery	10.0	300.00	3,000.00
Fred J. Petersen	14.7	200.00	2,940.00
Mary Ellen Butera	4.2	100.00	420.00
Plan and Disclosure Statement (including:			
Brenda M. Whinery	53.6	300.00	16,080.00
Fred J. Petersen	18.5	200.00	3,700.00
Mary E. Kelly	1.0	100.00	100.00
Total Fees		\$	38,950.00

Date Disbursement Description

Amount

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Date	Disbursement Description			Amount
12-07-2004	Duplication Expense	18	@ 0.15	2.70
12-07-2004	Duplication Expense	19	@ 0.15	2.85
12-07-2004	Duplication Expense	6	@ 0.15	0.90
12-08-2004	Duplication Expense	5	@ 0.15	0.75
12-08-2004	Duplication Expense	2	@ 0.15	0.30
12-09-2004	Miscellaneous; 12/8/04 BMW Meeting luncheon with Carmel; Brenda Moody Whinery			42.89
12-13-2004	Duplication Expense	9	@ 0.15	1.35
12-13-2004	Duplication Expense	2	@ 0.15	0.30
12-13-2004	Duplication Expense	450	@ 0.15	67.50
12-13-2004	Duplication Expense	3	@ 0.15	0.45
12-13-2004	Duplication Expense	246	@ 0.15	36.90
12-13-2004	Duplication Expense	210	@ 0.15	31.50
12-13-2004	Postage			15.20
12-13-2004	Postage			37.80
12-14-2004	Duplication Expense	35	@ 0.15	5.25
12-16-2004	Duplication Expense	29	@ 0.15	4.35
12-16-2004	Duplication Expense	3	@ 0.15	0.45
12-16-2004	Duplication Expense	63	@ 0.15	9.45
12-16-2004	Duplication Expense	462	@ 0.15	69.30
12-16-2004	Duplication Expense	3724	@ 0.15	558.60
12-17-2004	Duplication Expense	93	@ 0.15	13.95
12-17-2004	Duplication Expense	21	@ 0.15	3.15
12-21-2004	Duplication Expense	272	@ 0.15	40.80
12-21-2004	Duplication Expense	276	@ 0.15	41.40
12-22-2004	Duplication Expense	156	@ 0.15	23.40
12-29-2004	Postage			6.00
12-29-2004	Duplication Expense	2	@ 0.15	0.30
12-29-2004	Duplication Expense	3	@ 0.15	0.45
12-29-2004	Duplication Expense	78	@ 0.15	11.70

Total Disbursements \$ 1,030.69

# Mesch, Clark & Rothschild, P.C.

A T T O R N E Y S   A T   L A W

January 13, 2005

Official Joint Committee of Unsecured Creditors

Re: CP Acquisition, Co., et al.

I.D. 71033-00001 - BMW

Invoice # 101805

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## Monthly Summary of Attorney Fees

Attorney	12-2004	Total
Whinery, Brenda M.	29460.00	29460.00
Petersen, Fred J.	8780.00	8780.00
Carroll, Cira M.	190.00	190.00
Butera, Mary Ellen	420.00	420.00
Kelly, Mary E.	100.00	100.00
Billock, Susan P.	0.00	0.00
 Total Fees	 38950.00	 38950.00

# Mesch, Clark & Rothschild, P.C.

A T T O R N E Y S   A T   L A W

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I.D. 71033-00001 - BMW

Invoice # 101805

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## Monthly Summary of Fees

Description	12-2004	Total
Case Administration	2700.00	2700.00
Asset Disposition	0.00	0.00
Meetings of and Communi	1290.00	1290.00
Fee/Employment Applicat	1630.00	1630.00
Fee/Employment Objectio	0.00	0.00
Settlement	200.00	200.00
Avoidance/Adv. Litigati	780.00	780.00
Assumption/Rejection of	1740.00	1740.00
Non-Working Travel	2000.00	2000.00
Business Operations	2370.00	2370.00
Claims Administration a	6360.00	6360.00
Plan and Disclosure Sta	19880.00	19880.00
 Total Fees	 38950.00	 38950.00

# **EXHIBIT “C”**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF ARIZONA

<p>1 In re )          2 CP ACQUISITION CO., <i>et al.</i>, )          3 Debtors. )          4 )          5 )</p>	<p>Chapter 11 Proceedings          Case No. 2-03-11258-PHX-RJH          (Jointly Administered with Cases No.          2-03-11259-PHX-RJH through          2-03-11263-PHX-RJH</p>
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6 THIS FILING APPLIES TO:

7 ☒ ALL DEBTORS  
 8 ☐ SPECIFIED DEBTORS

**DECLARATION OF DANA DENNEY  
AS THE CHAIR OF THE OFFICIAL  
JOINT COMMITTEE OF UNSECURED  
CREDITORS**

9 I, Dana Denney, hereby declare as follows:

10 1. I am an employee of Columbia River Log Scaling and Grading Bureau, and I serve as  
 11 the representative for the same on the Official Joint Committee of Unsecured Creditors in the above  
 12 captioned cases.

13 2. I make this Declaration based upon my personal knowledge of the facts contained herein.

14 3. I was elected and served as the chair of the Official Joint Committee of Unsecured  
 15 Creditors.

16 4. The Committee retained Mesch, Clark & Rothschild, P.C. as its counsel in the above  
 17 captioned cases. As chair of the Committee, I have reviewed and approved the Third Interim  
 18 Application for Approval of Payment of Fees & Costs due Mesch, Clark & Rothschild, P.C., as counsel  
 19 for the Official Joint Committee of Unsecured Creditors.

20 I declare under penalty of perjury the foregoing is true and correct.

21 Dated: January 24, 2005.

22 s/Dana Denney  
 23 Dana Denney, Committee Chair  
 24 Columbia River Log Scaling & Grading Bureau

*Dana D. Denney, Chair*

Mesch, Clark & Rothschild, P.C.  
 ATTORNEYS AT LAW  
 259 N. Meyer Ave.  
 Tucson, AZ 85701-1090



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF ARIZONA

In re ) Chapter 11 Proceedings  
)  
CP ACQUISITION CO., *et al.*, ) Case No. 2-03-11258-PHX-RJH  
)  
Debtors. ) (Jointly Administered with Cases No.  
) 2-03-11259-PHX-RJH through  
) 2-03-11263-PHX-RJH

THIS FILING APPLIES TO:  
☒ ALL DEBTORS  
☐ SPECIFIED DEBTORS

**DECLARATION OF DANA DENNEY  
AS THE CHAIR OF THE OFFICIAL  
JOINT COMMITTEE OF UNSECURED  
CREDITORS**

I, Dana Denney, hereby declare as follows:

1. I am an employee of Columbia River Log Scaling and Grading Bureau, and I serve as the representative for the same on the Official Joint Committee of Unsecured Creditors in the above captioned cases.

2. I make this Declaration based upon my personal knowledge of the facts contained herein.

3. I was elected and served as the chair of the Official Joint Committee of Unsecured Creditors.

4. The Committee retained Mesch, Clark & Rothschild, P.C. as its counsel in the above captioned cases. As chair of the Committee, I have reviewed and approved the Third Interim Application for Approval of Payment of Fees & Costs due Mesch, Clark & Rothschild, P.C., as counsel for the Official Joint Committee of Unsecured Creditors.

I declare under penalty of perjury the foregoing is true and correct.

Dated: January 24, 2005.

s/Dana Denney  
Dana Denney, Committee Chair  
Columbia River Log Scaling & Grading Bureau

Mesch, Clark & Rothschild, P.C.  
ATTORNEYS AT LAW  
259 N. Meyer Ave.  
Tucson, AZ 85701-1090