

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF WISCONSIN

In re:) Chapter 11
ARCHDIOCESE OF MILWAUKEE,)
Debtor.) Case No. 11-20059-SVK
)
)

**SECOND AFFIDAVIT OF MATTHEW K. BABCOCK IN SUPPORT OF FIRST
AMENDED APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS PURSUANT TO FED. R. BANKR. P. 2014 FOR
ENTRY OF AN ORDER AUTHORIZING AND APPROVING THE
EMPLOYMENT OF BERKELEY RESEARCH GROUP, LLC AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO MARCH 3, 2011**

I, Matthew K. Babcock, declare under penalty of perjury as follows:

1. I am a Senior Managing Consultant at Berkeley Research Group, LLC (“BRG”). My business address is Berkeley Research Group, LLC; 201 South Main, Suite 450; Salt Lake City, UT 84111. I am authorized by BRG to make this affidavit in support of BRG’s employment as financial advisor to the Official Committee of Unsecured Creditors in the above-captioned bankruptcy case.

James I. Stang (CA Bar No. 94435)
Kenneth H. Brown (CA Bar No. 100396)
Gillian N. Brown (CA Bar No. 205132)
Pachulski Stang Ziehl & Jones LLP
10100 Santa Monica Blvd., 11th Floor
Los Angeles, CA 90067
Telephone: (310) 277-6910
Facsimile: (310) 201-0760
E-mail: jstang@pszjlaw.com
kbrown@pszjlaw.com
gbrown@pszjlaw.com

2. I have personal knowledge of the facts stated in this affidavit. If called as a witness, I could and would testify competently to these facts, except where matters are stated on information and belief. As to those facts, I am informed and believe that they are true.

3. I submit this second affidavit in support of the *First Amended Application of the Official Committee of Unsecured Creditors Pursuant to Fed. R. Bankr. P. 2014 for Entry of an Order Authorizing and Approving the Employment of Berkeley Research Group, LLC as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 3, 2011* (the "Application").

4. Attached hereto as **Exhibit A** is BRG's billing records for March 3, 2011 through April 11, 2011 (the "Billing Period"). During the Billing Period, BRG spent 27.0 hours of professional work on this case, amounting to \$9,990.00 in fees. I performed all of the work on behalf of BRG during the Billing Period. These timesheets were prepared in the ordinary course of BRG's business, contemporaneously with my performance of each task. **Exhibit A** is organized by the particular task that I performed. Within each task category, the time is organized by date.

5. Attached hereto as **Exhibit B** is a variation of **Exhibit A**. **Exhibit B** organizes my work during the Billing Period in weekly increments. Thus, as shown in **Exhibit B**, for the week of March 3 through March 6, I billed 1.9 hours in the amount of \$703.00; for the week of March 7 through March 13, I billed 14.8 hours in the amount of \$5,476.00; for the week of March 14 through March 20, I billed 0.5 hours in the amount

of \$185.00; for the week of March 21 through March 27, I billed 1.1 hours in the amount of \$407.00; for the week of March 28 through April 3, I billed 1.4 hours in the amount of \$518.00; and for the week of April 4 through April 10, I billed 7.3 hours in the amount of \$2,701.00.

Dated this 23rd day of June, 2011.

Matthew B. Brock

Subscribed and sworn to before me
this 23rd day of June, 2011.

Carolyn S. Perry
Notary Public, State of Utah
My commission expires: 11-08-2014

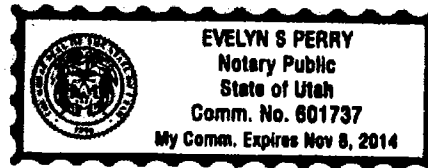


EXHIBIT A



Archdiocese Of Milwaukee
 March 3, 2011 Through April 11, 2011

DATE	NAME	DESCRIPTION	HOURS	RATE	AMOUNT
Task Code 100.00		Case Background			
03/09/11	M Babcock	Examined Debtor's website and related press releases.	1.10	370.00	\$ 407.00
Total for Task Code 100.00			1.10		\$ 407.00
Task Code 200.00		Document Analysis (General)			
04/05/11	M Babcock	Examined case files and records.	0.40	370.00	\$ 148.00
Total for Task Code 200.00			0.40		\$ 148.00
Task Code 210.00		Document Analysis (Bankruptcy Filings / Motions)			
03/03/11	M Babcock	Analyzed bankruptcy filings and other related documents.	0.50	370.00	\$ 185.00
03/04/11	M Babcock	Analyzed bankruptcy filings.	0.30	370.00	111.00
03/04/11	M Babcock	Analyzed transcript from 341(a) meeting.	0.50	370.00	185.00
03/07/11	M Babcock	Analyzed transcript from 341(a) meeting, including financial statements and bankruptcy statements / schedules referenced therein.	2.90	370.00	1,073.00
03/09/11	M Babcock	Examined Debtor's first day motions and filings.	0.90	370.00	333.00
03/15/11	M Babcock	Analyzed Debtor's February 2011 Monthly Financial Report.	0.20	370.00	74.00
Total for Task Code 210.00			5.30		\$ 1,961.00
Task Code 220.00		Document Analysis (Financial)			
03/04/11	M Babcock	Analyzed Debtor's audited financial statements.	0.30	370.00	\$ 111.00
03/08/11	M Babcock	Analyzed Debtor's financial statements (FY 2002 - FY 2010).	1.70	370.00	629.00
03/09/11	M Babcock	Analyzed Debtor's financial statements and related notes (FY 2002 - FY 2010), including preparation of potential 2004 Examination questions.	3.60	370.00	1,332.00
03/10/11	M Babcock	Continued analysis of Debtor's financial statements and related notes (FY 2002 - FY 2010), including preparation of potential 2004 Examination questions.	1.30	370.00	481.00
03/11/11	M Babcock	Continued analysis of Debtor's financial statements and related notes (FY 2002 - FY 2010), including preparation of potential 2004 Examination questions.	3.30	370.00	1,221.00
04/04/11	M Babcock	Analyzed Debtor's audited financial statements, including preparation of potential questions for Debtor's CFO.	3.60	370.00	1,332.00
04/05/11	M Babcock	Continued analysis of Debtor's audited financial statements, including preparation of potential questions for Debtor's CFO.	1.60	370.00	592.00
04/06/11	M Babcock	Continued analysis of Debtor's audited financial statements, including preparation of potential questions for Debtor's CFO.	0.50	370.00	185.00
Total for Task Code 220.00			15.90		\$ 5,883.00
Task Code 900.00		Case Administration			
03/03/11	M Babcock	Spoke with Counsel in regard to case issues.	0.30	370.00	\$ 111.00
03/15/11	M Babcock	Corresponded with Counsel in regard to case issues.	0.30	370.00	111.00
Total for Task Code 900.00			0.60		\$ 222.00
Task Code 910.00		Employment Application			
03/23/11	M Babcock	Reviewed issues related to case employment.	0.50	370.00	\$ 185.00
03/25/11	M Babcock	Resolved issues related to case employment.	0.60	370.00	222.00



Archdiocese Of Milwaukee
 March 3, 2011 Through April 11, 2011

DATE	NAME	DESCRIPTION	HOURS	RATE	AMOUNT
03/28/11	M Babcock	Evaluated issues related to case employment and discussed same with Counsel.	0.30	370.00	111.00
04/01/11	M Babcock	Examined and revised employment application filings and followed-up with Counsel on related issues.	1.10	370.00	407.00
04/06/11	M Babcock	Reviewed employment application filings and followed-up with Counsel on related issues.	0.80	370.00	296.00
04/08/11	M Babcock	Resolved issues related to employment application.	0.40	370.00	148.00
Total for Task Code 910.00			<u>3.70</u>		<u>\$ 1,369.00</u>
Total Professional Services			<u>27.00</u>		<u>\$ 9,990.00</u>

EXHIBIT B



Archdiocese Of Milwaukee
March 3, 2011 Through April 11, 2011

DATE	NAME	DESCRIPTION	HOURS	RATE	AMOUNT	TASK CODE
Week #1						
03/03/11	M Babcock	Analyzed bankruptcy filings and other related documents.	0.50	370.00	\$ 185.00	210.00
03/03/11	M Babcock	Spoke with Counsel in regard to case issues.	0.30	370.00	111.00	900.00
03/04/11	M Babcock	Analyzed bankruptcy filings.	0.30	370.00	111.00	210.00
03/04/11	M Babcock	Analyzed transcript from 341(a) meeting.	0.50	370.00	185.00	210.00
03/04/11	M Babcock	Analyzed Debtor's audited financial statements.	0.30	370.00	111.00	220.00
			<u>1.90</u>		<u>\$ 703.00</u>	
Week #2						
03/07/11	M Babcock	Analyzed transcript from 341(a) meeting, including financial statements and bankruptcy statements / schedules referenced therein.	2.90	370.00	1,073.00	210.00
03/08/11	M Babcock	Analyzed Debtor's financial statements (FY 2002 - FY 2010).	1.70	370.00	629.00	220.00
03/09/11	M Babcock	Examined Debtor's website and related press releases.	1.10	370.00	407.00	100.00
03/09/11	M Babcock	Examined Debtor's first day motions and filings.	0.90	370.00	333.00	210.00
03/09/11	M Babcock	Analyzed Debtor's financial statements and related notes (FY 2002 - FY 2010), including preparation of potential 2004 Examination questions.	3.60	370.00	1,332.00	220.00
03/10/11	M Babcock	Continued analysis of Debtor's financial statements and related notes (FY 2002 - FY 2010), including preparation of potential 2004 Examination questions.	1.30	370.00	481.00	220.00
03/11/11	M Babcock	Continued analysis of Debtor's financial statements and related notes (FY 2002 - FY 2010), including preparation of potential 2004 Examination questions.	3.30	370.00	1,221.00	220.00
			<u>14.80</u>		<u>\$ 5,476.00</u>	
Week #3						
03/15/11	M Babcock	Analyzed Debtor's February 2011 Monthly Financial Report.	0.20	370.00	74.00	210.00
03/15/11	M Babcock	Corresponded with Counsel in regard to case issues.	0.30	370.00	111.00	900.00
			<u>0.50</u>		<u>\$ 185.00</u>	
Week #4						
03/23/11	M Babcock	Reviewed issues related to case employment.	0.50	370.00	185.00	910.00
03/25/11	M Babcock	Resolved issues related to case employment.	0.60	370.00	222.00	910.00
			<u>1.10</u>		<u>\$ 407.00</u>	
Week #5						
03/28/11	M Babcock	Evaluated issues related to case employment and discussed same with Counsel.	0.30	370.00	111.00	910.00
04/01/11	M Babcock	Examined and revised employment application filings and followed-up with Counsel on related issues.	1.10	370.00	407.00	910.00
			<u>1.40</u>		<u>\$ 518.00</u>	
Week #6						
04/04/11	M Babcock	Analyzed Debtor's audited financial statements, including preparation of potential questions for Debtor's CFO.	3.60	370.00	1,332.00	220.00
04/05/11	M Babcock	Continued analysis of Debtor's audited financial statements, including preparation of potential questions for Debtor's CFO.	1.60	370.00	592.00	220.00
04/05/11	M Babcock	Examined case files and records.	0.40	370.00	148.00	
04/06/11	M Babcock	Continued analysis of Debtor's audited financial statements, including preparation of potential questions for Debtor's CFO.	0.50	370.00	185.00	220.00
04/06/11	M Babcock	Reviewed employment application filings and followed-up with Counsel on related issues.	0.80	370.00	296.00	910.00
04/08/11	M Babcock	Resolved issues related to employment application.	0.40	370.00	148.00	910.00
			<u>7.30</u>		<u>\$ 2,701.00</u>	
	Total Professional Services		<u>27.00</u>		<u>\$ 9,990.00</u>	