EXHIBIT B

Sa, Ana

From: marjon_ghasemi@la.kirkland.com
Sent: Tuesday, May 20, 2003 5:13 PM
To: Phelps, Stephany
Subject: RE: Bain/Fleming Transformation Proposal

Mac Word 3.0

Attached is the draft of the retention application we discussed earlier today. Please call me with any questions.

Marjon Ghasemi
Kirkland & Ellis
Phone: 213-680-8249
Fax: 213-808-8105
777 South Figueroa Street
Los Angeles, California 90017

(See attached file: BainEmploymentApp v.2.doc)

Stephany.Phelps@Bain.com on 05/16/2003 01:47:06 PM

To: Marjon Ghasemi/Los Angeles/Kirkland-Ellis@K&E
cc: Shirley Cho/Los Angeles/Kirkland-Ellis@K&E, frossi@mwe.com

Subject: RE: Bain/Fleming Transformation Proposal

Marjon -

Have you had any luck obtaining the remaining documents? Thank you.

Stephany

-----Original Message-----
From: marjon_ghasemi@la.kirkland.com
[mailto:marjon_ghasemi@la.kirkland.com]
Sent: Wednesday, May 14, 2003 6:50 PM
To: Phelps, Stephany
Cc: shirley_cho@la.kirkland.com; frossi@mwe.com
Subject: RE: Bain/Fleming Transformation Proposal

Attached is the list of parties for the conflicts check. We will get you the other documents shortly.

(See attached file: Exhibit A to fleming emp app.doc)

Stephany.Phelps@Bain.com on 05/14/2003 12:34:08 PM

To: Shirley Cho/Los Angeles/Kirkland-Ellis@K&E
cc: Marjon Ghasemi/Los Angeles/Kirkland-Ellis@K&E, frossi@mwe.com

Subject: RE: Bain/Fleming Transformation Proposal

Shirley -

In addition to the shell retention application, could you also provide us with the following:

1) the background information paragraph to be included in the retention application,
2) a word file of other applications or pleadings containing the background information paragraph,
3) an interested parties list so that we may do a summary internal conflicts check, and
4) sign off that we will be including the following language in the retention application:

"In addition, Bain shall be entitled to the reasonable fees and expenses for services of its outside counsel in connection with any matters related to Bain's retention or services to the Debtors, up to a cap of $10,000 in the aggregate for all such services provided under the Engagement Letter Agreement dated 9/25/02."

Thank you-
Stephany

-----Original Message-----
From: shirley_cho@la.kirkland.com
[mailto:shirley_cho@la.kirkland.com]
Sent: Tuesday, May 13, 2003 6:10 PM
To: Phelps, Stephany
Cc: marjon_ghasemi@la.kirkland.com
Subject: Re: Bain/Fleming Transformation Proposal

We believe that we will need to file a retention application and request for approval to pay the postpetition fees and expenses. Also, you will need to submit a final fee application. I'll ask Marjon to forward you the shell retention application. Thanks.

Stephany.Phelps@Bain.com on 05/13/2003 02:49:58 PM

To: Shirley Cho/Los Angeles/Kirkland-Ellis@K&E
cc:

Subject: Bain/Fleming Transformation Proposal

Shirley -

Attached please find (1) a copy of statement of work completed for the post petition fees and expenses, and (2) a copy of the executed engagement agreement dated 9/25/2002. Please let me know what additional information you require and what decision has been made with respect to the Bain filing. Thank you.

Stephany

Stephany E. Phelps
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