

IN THE UNITED STATES BANKRUPTCY COURT
FOR DISTRICT OF DELAWARE

In re:) Chapter 11
)
FLEMING COMPANIES, INC., et al.,) Case No. 03-10945 (MFW)
)
Debtors.) (Jointly Administered)
)
) **Objection Deadline: 12/17/03 at 4:00 p.m.**
) **Hearing Date: To be determined**

NOTICE OF APPLICATION

TO: U.S. Trustee, counsel to the Debtors, and counsel to Debtors' primary post-petition secured lenders.

Pepper Hamilton LLP, co-counsel for the Official Committee of Unsecured Creditors, (hereinafter referred to as "Applicant") has filed its **Seventh Interim Application for Compensation and Reimbursement of Costs Incurred for the Period October 1, 2003 Through October 31, 2003** (the "Application").

You are required to file a response to the attached application on or before **December 17, 2003 at 4:00 p.m. Eastern Standard Time.**

At the same time, you must also serve a copy of the response upon Applicants:

PEPPER HAMILTON LLP
David M. Fournier, Esq.
1201 Market Street, Suite 1600
P.O. Box 1709
Wilmington, Delaware 19899-1709

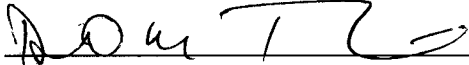
PEPPER HAMILTON LLP
I. William Cohen, Esq.
Robert S. Hertzberg, Esq.
100 Renaissance Center
36th Floor
Detroit, MI 48243-1157

A HEARING ON THE APPLICATION WILL BE SCHEDULED at the Court's convenience before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor Wilmington, Delaware 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 2, 2003

Respectfully submitted,


David M. Fournier (DE No. 2812)
PEPPER HAMILTON LLP
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(302) 777-6500

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*Attorneys for the Official Committee of
Unsecured Creditors*

IN THE UNITED STATES BANKRUPTCY COURT
FOR DISTRICT OF DELAWARE

In re:) Chapter 11
)
FLEMING COMPANIES, INC., et al.,) Case No. 03-10945 (MFW)
)
Debtors.) (Jointly Administered)

**SEVENTH INTERIM APPLICATION OF PEPPER HAMILTON LLP,
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF COSTS
INCURRED FOR THE PERIOD
OCTOBER 1, 2003 THROUGH OCTOBER 31, 2003**

Name of Applicant: Pepper Hamilton LLP

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

Date of Retention: June 11, 2003 *nunc pro tunc* to April 10, 2003

Period for which compensation and reimbursement are sought: October 1, 2003 through October 31, 2003

Amount of compensation sought as actual, reasonable, and necessary: \$135,176.50

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$14,522.95

This is an: X monthly ___ interim ___ final application.

The Application does not request compensation at this time for services rendered in preparing this Application. The Applicant intends to seek compensation in connection with this Application at a later date.

If this is not the first application filed, disclose the following for each prior application:

<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees, Expenses</u>	<u>Approved Fees, Expenses</u>
6/18/03	4/1/03- 4/30/03	\$232,335.00 (fees) \$1,080.69 (expenses)	<i>sub judice</i>
7/2/03	5/1/03 – 5/31/03	\$168,069.35 (fees) \$20,354.98 (expenses)	<i>sub judice</i>
8/5/03	6/1/03 – 6/30/03	\$147,768.75 (fees) \$10,074.47 (expenses)	<i>sub judice</i>
9/10/03	7/1/02 – 7/31/03	\$193,788.00 (fees) \$16,660.93 (expenses)	<i>sub judice</i>
10/14/03	8/1/03 – 8/31/03	\$153,660.50 (fees) \$18,570.95 (expenses)	<i>sub judice</i>
11/11/03	9/1/03 – 9/30/03	\$104,079.50 (fees) \$16,562.32 (expenses)	<i>sub judice</i>

COMPENSATION BY TIMEKEEPER

<u>Name of Professional Person</u>	<u>Position With the Applicant and Number of Years in That Position</u>	<u>Hourly Billing Rate (Including Changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
I. William Cohen	Partner (14 years) LLB 1966	\$460.00	82.70	\$38,042.00
Robert A. Friedel	Partner (7 years) J.D. 1986	\$450.00	3.90	\$1,755.00
Susan K. Hoffman	Partner (15 years) J.D. 1974	\$445.00	5.30	\$2,358.50
Dennis S. Kayes	Partner (14 years) J.D. 1966	\$435.00	27.30	\$11,875.50
Lisa B. Petkun	Partner (20 years) J.D. 1975	\$420.00	6.65	\$2,793.00
Robert S. Hertzberg	Partner (1 year) J.D. 1979	\$410.00	70.40	\$28,864.00
David M. Fournier	Partner (4 years) J.D. 1989	\$395.00	18.20	\$7,189.00
Christopher Kaltenbach	Associate (3 years) J.D. 1993	\$295.00	10.00	\$2,950.00
Michael H. Rosenthal	Of Counsel (7 mos.) J.D. 1986	\$280.00	2.00	\$560.00
Aaron A. Garber	Associate (3 years) J.D. 1997	\$245.00	7.70	\$1,886.50
Adam Hiller	Associate (3 years) J.D. 1997	\$245.00	0.40	\$98.00
David H. Adams	Associate (2 years) J.D. 1997	\$230.00	5.30	\$1,219.00
Curtis J. Weidler	Associate (2 months) J.D. 1998	\$225.00	14.80	\$3,330.00
Julie Skidmore	Associate (2 years) J.D. 2000	\$175.00	94.40	\$16,520.00
Sarah Jane Hulbert	Associate (1 year) J.D. 2002	\$160.00	4.50	\$720.00
J. Helen Cook	Legal Assistant	\$140.00	19.20	\$2,688.00
Mary-Ellen Alexsy	Legal Assistant	\$110.00	72.40	\$7,964.00
Erika T. Bonnett	Legal Assistant	\$100.00	7.70	\$770.00
Susanne Meredith	Legal Assistant	\$95.00	3.90	\$370.50

Sandra Van Damme	Legal Assistant	\$80.00	23.60	\$1,888.00
Elizabeth Stajniak	Librarian	\$80.00	1.60	\$128.00
David Smith	Document Clerk	\$35.00	34.50	\$1,207.50

COMPENSATION BY PROJECT CATEGORY

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	72.00	\$6,259.50
Creditor Inquiries	6.40	\$1,736.00
Pleadings Review	5.80	\$1,713.00
Asset Sales/ Disposition	22.40	\$6,235.50
Relief From Stay/ Adequate Protection	2.90	\$422.50
Creditor's Committee	115.30	\$33,022.00
Court Hearings	28.30	\$7,259.00
Fees	29.00	\$4,216.50
Fees/ Objections	12.50	\$1,601.00
Employment of Professionals	0.70	\$287.00
Avoidance Action Analysis and Proceedings	1.40	\$609.00
Assumption/ Rejection of Leases and Contracts	16.10	\$3,649.50
Contested Matters/ Motions	9.80	\$2,820.00
Non-Working Travel	26.40	\$9,796.50
Business Operations	0.80	\$328.00
Vendor Issues	1.20	\$307.50
Employee Benefits/ Pensions	11.00	\$3,685.00
Financing/ Cash Collateral	9.40	\$3,144.50
Tax Issues	40.05	\$11,994.00
Board of Directors Matters	1.00	\$222.00
Claims Administration (General)	5.20	\$1,580.50
Reclamation and PACA Issues	20.40	\$4,529.50
Plan and Disclosure Statement	78.40	\$29,758.50
TOTAL HOURS:	516.45	
TOTAL FEES:		\$135,176.50
BLENDED RATE:	\$261.74	

EXPENSE SUMMARY

<u>Expense Category</u>	<u>Service Provider</u>	<u>Total Expenses</u>
Duplicating and Reproduction	(Internal) PARCELS	\$739.05 \$5,558.08
Messenger	(Internal) PARCELS	\$60.00 \$214.00
Overnight Courier	Federal Express	\$295.00
Postage		\$13.65
Telephone		\$2,072.42
Telecopy		\$156.00
Meals		\$672.57
Reference Service		\$309.27
Data Base Research		\$776.69
Travel Expense		\$3,565.22
Document Retrieval	DDR, Inc.	\$91.00
TOTAL EXPENSES:		\$14,522.95

IN THE UNITED STATES BANKRUPTCY COURT
FOR DISTRICT OF DELAWARE

In re: : Chapter 11
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FLEMING COMPANIES, INC. et al.¹ : Case No. 03-10945 (MFW)
: :
Debtors. : Jointly Administered
: :

**SEVENTH INTERIM APPLICATION OF PEPPER HAMILTON LLP,
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD
OCTOBER 1, 2003 THROUGH OCTOBER 31, 2003**

For its Seventh Interim Application for Compensation and Reimbursement of Expenses (the “Application”) Pepper Hamilton LLP (the “Applicant”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”), of Fleming, Inc., et al., the above-captioned debtors and debtors in possession (collectively, the “Debtors”), respectfully represents as follows:

BACKGROUND

1. On April 1, 2003 (the “Petition Date”), the Debtors each filed a voluntary petition in this Court for reorganization under Chapter 11 of title 11 of the United States Code, as amended (the “Code”).

¹ The Debtors are the following entities: ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark International, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; E.A. Morris Distributors, Ltd.; Favara Concepts, Ltd.; Fleming Companies, Inc.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; FuelServ, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

2. No trustee or examiner has been appointed in the Debtors' chapter 11 cases. On April 10, 2003, the United States Trustee appointed the Committee under Section 1102 of the Code. On the same date, the Committee selected Applicant and Milbank, Tweed, Hadley & McCloy LLP ("Milbank") as its co-counsel.

3. Pursuant to an order entered on June 11, 2003, the employment of Applicant as co-counsel to the Committee was authorized nunc pro tunc to April 10, 2003. A copy of the Order is attached hereto as Exhibit A.

4. Pursuant to this Court's Order Pursuant to §§ 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Professionals, the Debtors have paid Applicant \$485,197.12 to date.

5. Applicant has rendered services on behalf of the Committee from October 1, 2003 through October 31, 2003 totaling 516.45 hours, and in connection therewith requests allowance of interim compensation in the amount of \$135,176.50 and reimbursement of expenses in the amount of \$14,522.95.

6. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with these Chapter 11 cases and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant's time records in the sum of \$135,176.50 regarding these Chapter 11 proceedings are annexed hereto as Exhibit B.

**B. DESCRIPTION OF SERVICES AND
EXPENSES AND RELIEF REQUESTED**

7. Applicant's services on behalf of the Committee are described in detail in Exhibit B. As noted below, Applicant represented the Committee in a wide variety of complex

bankruptcy proceeding matters, as well as in the conduct of all Committee meetings and in attending all hearings before this Court. Specific tasks to be handled on behalf of the Committee were assigned to either Applicant or Milbank to avoid unnecessary duplication of effort. In summary, Applicant's activities included, without limitation, the following:

- a. Communications with Committee members and attendance during Committee conference calls and meetings;
- b. Communications with the Debtors regarding pending matters;
- c. Preparing for and attending Court hearings;
- d. Reviewing, investigating and responding to numerous pleadings filed in case as assigned between co-counsel to the Committee;
- e. Addressing matters relating to the liens and claims of the secured lenders;
- f. Preparing and filing of pleadings.

8. To assist the Court in its review of the fees sought by Applicant, Applicant has separated its time entries in Exhibit B into the following categories:

- a. Case Administration. This category includes time spent by Applicant in connection with the performance of its duties as co-counsel for the Committee which does not fall within any of the more specific categories discussed below. In addition to other miscellaneous substantive services, time in this category was spent responding to other professionals regarding the status of the case; reviewing, filing and serving numerous pleadings, meeting between Applicant's lawyers and professional staff when necessary to coordinate the handling of the numerous matters arising in these cases, and other services of a miscellaneous nature necessary for the management of these cases. The total fees sought under this category

for the period October 1, 2003 through October 31, 2003 are \$6,259.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.1.

b. General Creditor Inquiries. Recorded under this category of services is the time spent by Applicant's professionals responding to the numerous telephone calls and correspondence received from creditors and other interested parties inquiring about the status of the case and other matters of a general nature. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$1,736.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.2.

c. Pleadings Review/Memos. Applicant reviewed general pleadings and other documents received and prepared memorandums summarizing the same to assist in the efficient management of this case and to disseminate pertinent information to the Committee and its professionals. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$1,713.00. The detailed entries of Applicant's professionals which fall within this category are attached hereto as Exhibit B.3.

d. Asset Sales/ Disposition. Entries in this category include attending to matters relating to the Asset Purchase Agreement regarding the sale of the wholesale division of the Debtors' estates to C&S Wholesale Grocers, Inc., including discussions with the Committee, co-counsel, Debtors' counsel and other parties in interest regarding issues arising from the sale. Also included in this category is time spent in the preparation for and review of bids pertaining to an auction of certain real property either owned or leased by the Debtors. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$6,235.50. The detailed entries of Applicant's professionals which fall within this category are attached hereto as Exhibit B.4.

e. Relief From Stay. This category includes time spent in the review of and a formulation of a Committee position on various motions for relief from the automatic stay, and in communications with various parties regarding the same. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$422.50. The detailed entries of Applicant's professionals which fall within this category are attached hereto as Exhibit B.5.

f. Creditors' Committee. Applicant prepared for and attended all meetings of the Committee, participated in Committee conference calls, communicated with Committee members and advisors, and attended to other Committee functions. Such tasks included, among other things, review of pleadings and other documents for discussion with the Committee, preparation of materials for Committee meetings, and participation in joint meetings with Committee members and the Debtors and their professionals to discuss pending matters in these cases and to formulate case strategy. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$33,022.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.6.

g. Court Hearings. Applicant prepared for and attended all hearings during the period ending October 31, 2003 on various matters. Applicant also spent time meeting with the Committee, the Debtors' professionals, and other parties to discuss issues related to the hearings. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$7,259.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.7.

h. Fees. Entries in this category include time spent in the preparation of Applicant's Fifth and Sixth Interim Applications for Compensation and Reimbursement of

Expenses, and in assisting various Committee professionals with the preparation and filing of their interim fee applications. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$4,216.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.8.

i. Fees/ Objections. Entries in this category include time spent in the review of the United States Trustee's objections to the First Quarterly Fee Applications filed by certain of the Debtors' professionals. Also included in this category is time expended in the preparation of Certificates of No Objection regarding the fee applications of Committee professionals and the tracking of orders approving such applications. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$1,601.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.9.

j. Employment of Professionals. Entries in this category include time spent in matters relating to the continued retention of KPMG LLP as accountants and restructuring advisors to the Committee. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$287.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.10.

k. Avoidance Action Analysis and Proceedings. Entries in this category include the review of issues related to potential preference actions. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$69.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.11.

l. Assumption/ Rejection of Leases and Contracts. Time entries in this category include the review of certain of the leases to be assumed or rejected by the Debtors, in

the investigation (aided by the Committee's financial advisor KPMG) of the propriety of the Debtors' business judgment regarding the various extensive motions to assume or reject leases and contracts, and in communications with various parties related thereto. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$3,649.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.12.

m. Contested Matters / Motions. Time spent in this category included the representation of the Committee relative to contested motions not falling within another more specific category herein. These entries include investigating certain requests for Administrative Claims, discussions with counsel for the Debtors and claimants, and the preparation, filing and service of objections or joinders to Debtors' objections in certain contested motions. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$2,820.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.13.

n. Non-Working Travel. This category includes travel time expended by Applicant in travel to and from Delaware for Court hearings and for travel to and from Committee meetings, including a meeting between the Committee and representatives of the Debtors in San Francisco. The entries submitted herein for non-working travel are requested at 50% of the billed value as permitted under Del.Bankr.LR 2016-2(d)(viii). The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$9,796.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.14.

o. Business Operations. This category includes time spent in communications between Applicant and the Debtors' advisors and the Committee's advisors regarding the Debtors' business operations, including the review of certain budget, cash flow and staffing issues. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$328.00. The detailed entries of Applicant's professionals which fall within this category are attached hereto as Exhibit B.15.

p. Vendor Issues. Entries in this category include time spent in discussion with Applicant's professionals, committee members and the Debtors' professionals regarding the position of the Debtors on vendor matters and in the preparation of a letter to the general creditor body reporting on the status of the case. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$307.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.16.

q. Employee Benefits/ Pensions. This category includes time spent in the attending to issues concerning the claims of Pension Benefit Guaranty Corporation and workers' compensation claims. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$3,685.00. The detailed entries of Applicant's professionals which fall within this category are attached hereto as Exhibit B.17.

r. Financing/ Cash Collateral. This category includes time spent in discussions with Applicant's professionals, committee members and the Debtors' professionals regarding letter of credit issues and the Debtors' motion to distribute funds to the Bank Group. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$3,144.50. The detailed entries of Applicant's professionals which fall within this category are attached hereto as Exhibit B.18.

s. Tax Issues. Entries in this category include time spent in assessing certain tax liability issues and in discussions with various Committee professionals and the Tax-Subcommittee regarding such issues. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$11,994.00. The detailed entries of Applicant's professionals which fall within this category are attached hereto as Exhibit B.19.

t. Board of Directors Matters. This category includes time spent in the review of certain correspondence regarding directors' fiduciary duties. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$222.00. The detailed entries of Applicant's professionals which fall within this category are attached hereto as Exhibit B.20.

u. Claims Administration. This category includes time spent in the review of and attendance to issues relating to the claims process. Also included in this category is the review of certain requests for allowance of administrative expense claims and the preparation of the Committee's objections to certain requests. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$1,580.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.21.

v. Reclamation and PACA. Entries in this category include time spent in assessing the Debtors' PACA and reclamation claim exposure, in evaluating the current reclamation status, and in discussions with the Committee, the Debtors and their advisors, and other parties in interest regarding the same. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$4,529.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.22.

w. Plan and Disclosure Statement. This category includes time spent in the review of the issue surrounding the restructuring of Core-Mark and alternatives thereto. Also included in this category is time spent in discussions with Applicant's professionals, the Committee and Debtors' professionals regarding exclusivity issues and plan issues. The total fees sought under this category for the period October 1, 2003 through October 31, 2003 are \$29,758.50. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.23.

9. The foregoing general description of services rendered in specific areas is not intended to be exhaustive of the scope of Applicant's activities on behalf of the Committee in this case. The time records attached as Exhibit B present more completely the work performed by Applicant in each billing category during the period covered by this Application.

10. Applicant believes that the post-petition services rendered during the period October 1, 2003 through October 31, 2003 on behalf of the Committee are reasonably worth the sum of \$135,176.50, and Applicant requests the allowance of such sum. The blended hourly rate for all services rendered by Applicant during the period covered by this Application is \$261.74.

11. Applicant further requests reimbursement of costs expended on behalf of the Committee for the period October 1, 2003 through October 31, 2003 in connection with these Chapter 11 proceedings in the sum of \$14,522.95 as set forth in the summary attached as Exhibit C.

12. The expenses incurred by Applicant include long distance telephone calls, over-night delivery, local messenger service, travel and lodging expenses, working meals, facsimiles, duplicating, and computerized legal research charges, all of which Applicant

normally bills to its non-bankruptcy clients at rates calculated to compensate Applicant for only the actual cost of the expense. The rate Applicant charges for photocopying is \$.15 per page and out-going facsimile transmission charges are \$1.00 per page. Applicant does not charge for incoming facsimiles. Applicant charges \$7.50 for routine messenger services.

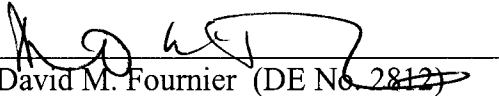
13. As outlined above, the attorneys who worked on these cases from October 1, 2003 through October 31, 2003 have various levels of expertise. From time to time these attorneys consulted with each other and other attorneys on different aspects of the case. It is submitted that this is a more efficient way to run a case than to expect a single attorney to be an expert in all applicable areas of law. If a single attorney were to attempt to run a case such as this, the attorney would have to learn through research what other attorneys know and can tell him based on their years of knowledge and experience. The primary attorneys and their areas of expertise are listed on Exhibit D attached hereto.

14. Applicant has reviewed the requirements of Del.Bankr.LR 2016-2 and believes that this Application complies with the requirements of the same.

[Remainder of page intentionally left blank.]

WHEREFORE, Applicant prays this Court enter an Order allowing Applicant monthly compensation from October 1, 2003 through October 31, 2003 in the sum of \$135,176.50 and reimbursement of costs expended through September 30, 2003 in the sum of \$14,522.95, directing prompt payment of the same by the Debtors to the extent not previously paid, and granting such other and further relief as may be just.

Dated: December 2, 2003


David M. Fournier (DE No. ~~2812~~)
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and

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*Co-Counsel to the Official Committee
of Unsecured Creditors*