

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
FLEMING COMPANIES, INC., et al.,¹) Case No. 03-10945 (MFW)
) (Jointly Administered)
Debtors.)
) **Objection Due By: January 26, 2004 at 4:00 p.m.**
) **Hearing Date: To Be Determined**

NOTICE OF FILING OF FEE APPLICATION

TO: United States Trustee Parties Requesting Notice Pursuant
Counsel to the Official Committee to Bankruptcy Rule 2002
Of Unsecured Creditors

Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., co-counsel to the above-captioned debtors and debtors in possession in the above-captioned cases (the "Debtors"), has filed the Second Quarterly Application of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Debtors for the Period From July 1, 2003 through September 30, 2003, seeking fees in the amount of \$1,895,578.75 and expenses in the amount of \$777,171.53 (the "Application").

Objections or responses to the Application, if any, must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, on or before January 26, 2004, at 4:00 p.m. prevailing Eastern Time.

¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; 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.

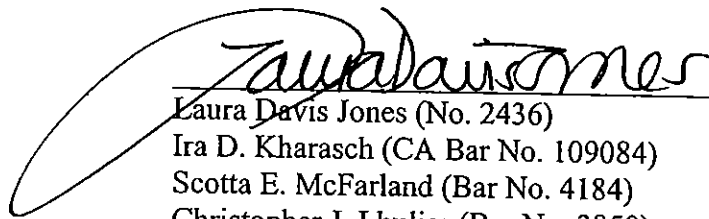
At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) Fleming Companies, Inc., *et al.*: Peter S. Willmott, 1945 Lakeport Drive, P.O. Box 299013, Lewisville, Texas 75029; (ii) Co-counsel to Debtors: Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705; and Richard L. Wynne, Esquire, Kirkland & Ellis, LLP, 777 South Figueroa Street, Los Angeles, CA 90017; (iii) the Office of the United States Trustee, Attention: Joseph McMahon, Esquire, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lock Box 35, Wilmington, Delaware 19801-3519; and (iv) counsel to the Official Committee of Unsecured Creditors: Dennis F. Dunne, Esquire, Milbank, Tweed Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York, 10005; and I. William Cohen, Esquire, Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, MI 48243-1157, and David M. Fournier, Esquire, Pepper Hamilton LLP, 1201 Market Street, Suite, #1600, Wilmington, DE 19899.

A HEARING ON THE APPLICATION WILL BE HELD before The Honorable Mary F. Walrath United State Bankruptcy Court Judge, at the United States Bankruptcy Court located at 824 Market Street, Sixth Floor, Wilmington, Delaware on a date to be determined.

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

Dated: 1/2, 2004

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &
WEINTRAUB P.C.



Laura Davis Jones (No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
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Co-Counsel for the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
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FLEMING COMPANIES, INC., et al.,¹) Case No. 03-10945 (MFW)
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**SECOND QUARTERLY APPLICATION OF PACHULSKI, STANG,
ZIEHL, YOUNG, JONES & WEINTRAUB P.C. FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS CO-
COUNSEL TO THE DEBTORS FOR THE PERIOD FROM
JULY 1, 2003 THROUGH SEPTEMBER 30, 2003**

Name of Applicant: Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. ("PSZYJ&W").

Authorized to Provide Professional Services to: The above-captioned debtors and debtors-in-possession.

Date of Retention: (effective as of) April 1, 2003.

Period for which Compensation and Reimbursement is Sought: July 1, 2003 through September 30, 2003.

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$1,895,578.75

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$777,171.53.

This is a: __ monthly xx interim __ final application.

The total time expended for fee application preparation is approximately 2 hours
and the corresponding compensation requested is approximately \$750.00.²

¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; 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 The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in PSZYJ&W's subsequent fee applications.

Prior Applications Filed:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
06/20/03	04/01/03 – 04/30/03	\$446,734.25	\$155,135.59	\$446,734.25	\$155,135.59
07/10/03	05/01/03 – 05/31/03	\$521,874.00	\$261,086.83	\$521,874.00	\$261,086.83
07/30/03	06/01/03 – 06/30/03	\$465,200.50	\$138,612.49	\$465,200.50	\$138,612.49
09/18/03	07/01/03 – 07/31/03	\$722,550.10	\$265,774.01	\$722,550.10	\$265,774.01
10/24/03	08/01/03 – 08/31/03	\$667,639.75	\$241,325.47	\$667,639.75	\$241,325.47
12/22/03	09/01/03	\$505,389.00	\$270,072.05	Pending	Pending

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed ³	Total Compensation
Laura Davis Jones	Shareholder 2000; Joined Firm 2000; Member of DE Bar since 1986	\$560.00	451.80	\$253,008.00
James I. Stang	Shareholder 1983; Member of CA Bar since 1980	\$560.00 \$280.00	358.30 78.00	\$200,648.00 \$ 21,840.00
Robert B. Orgel	Shareholder 1986; Member of CA Bar since 1981	\$495.00 \$247.50	40.00 14.50	\$ 19,800.00 \$ 3,588.75
Ira D. Kharasch	Shareholder 1987; Member of CA Bar since 1982	\$495.00 \$247.50	430.60 9.30	\$213,147.00 \$ 2,301.75
Stanley E. Goldich	Shareholder 1988; Member of CA Bar since 1980	\$495.00	.10	\$ 49.50

³ Some professional time that was spent during the Interim Period will be reflected in a subsequent application.

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed ¹	Total Compensation
Jeremy V. Richards	Shareholder 1990; Member of CA Bar since 1982	\$495.00	.10	\$ 49.50
James K. T. Hunter	Of Counsel 1988; Member of CA Bar since 1976	\$460.00 \$230.00	88.90 5.50	\$ 40,894.00 \$ 1,265.00
Andrew W. Caine	Shareholder 1989; Member of CA Bar since 1983	\$450.00	1.00	\$ 450.00
David J. Barton	Shareholder 2000; Member of CA Bar since 1981	\$450.00	.30	\$ 135.00
Iain A. W. Nasatir	Shareholder 1999; Member of CA Bar since 1990	\$425.00	2.00	\$ 850.00
Kenneth H. Brown	Shareholder 2001; Member of CA Bar since 1981	\$425.00 \$212.50	182.60 19.00	\$ 77,605.00 \$ 4,037.50
Bruce Grohsgal	Shareholder 2003; Member of DE Bar since 1997; Member of PA Bar since 1984	\$415.00	5.70	\$ 2,365.50
Scotta E. McFarland	Of Counsel 2000; Member of DE Bar since 2002; Member of CA Bar since 1993; Member of TX Bar since 1980	\$415.00	385.10	\$159,816.50
John D. Fiero	Shareholder 2002; Member of CA Bar since 1988	\$410.00	28.10	\$ 11,521.00
Samuel R. Maizel	Of Counsel 1997; Member of CA Bar since 1997; Member of PA Bar since 1985	\$390.00	.70	\$ 273.00
Robert M. Saunders	Of Counsel 2001; Member of NY Bar since 1984	\$390.00	293.70	\$114,543.00
Jason S. Pomerantz	Of Counsel 2002; Member of CA Bar since 1991	\$385.00 \$192.50	39.80 12.50	\$ 15,323.00 \$ 2,406.25
William L. Ramseyer	Of Counsel 1989; Member of CA Bar since 1980	\$375.00	34.10	\$ 12,787.50

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Werner Disse	Of Counsel 2000; Member of CA Bar since 1989	\$375.00 \$187.50	614.50 12.80	\$230,437.50 \$ 2,400.00
Stephen G. Frye	Of Counsel 2001; Member of CA Bar since 1998	\$370.00 \$185.00	164.10 53.60	\$ 60,717.00 \$ 9,916.00
Hamid R. Rafatjoo	Associate 2000; Member of CA Bar since 1995	\$350.00	1.30	\$ 455.00
Jeffrey P. Nolan	Of Counsel 2001; Member of CA Bar since 1992	\$345.00	.70	\$ 241.50
Michael R. Seidl	Shareholder 2003; Member of DE Bar since 2000; Member of DC Bar since 1996	\$325.00	.10	\$ 32.50
David W. Carickhoff, Jr.	Associate 2000; Member of DE Bar since 1998	\$300.00 \$150.00	145.60 13.50	\$ 43,680.00 \$ 2,025.00
Rachel Lowy Werkheiser	Associate 2000; Member of DE Bar since 1998	\$280.00	.50	\$ 140.00
Christopher J. Lhulier	Associate 2000; Member of DE Bar since 1999	\$280.00	420.10	\$117,628.00
Celine Guillou	Associate 2002; Member of NY Bar since 1998	\$255.00 \$127.50	63.20 29.90	\$ 16,116.00 \$ 3,812.25
Joseph S. Bolnick	Of Counsel 2002; Member of CA Bar since 1977	\$255.00 \$127.50	268.70 10.10	\$ 68,518.50 \$ 1,287.75
Kathleen M. DePhillips	Associate 2000; Member of DE Bar since 2002; Member of PA Bar since 2000	\$245.00	32.90	\$ 8,060.50
Elissa Chirban	Associate 2002; Member of CA Bar since 2001	\$245.00	49.30	\$ 12,078.50
Paula A. Galbraith	Associate 2000; Member of DE Bar since 2002; Member of IL Bar since 2000	\$235.00	14.50	\$ 3,407.50

Name of Professional Individual	Position of the Applicant; Number of years in that Position; Prior Relevant Experience; Year of Obtaining License to Practice; Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed ²	Total Compensation
Michael P. Migliore	Associate 2001; Member of PA Bar since 2002	\$235.00	1.20	\$ 282.00
Angela T. Howe	Summer Clerk 2003	\$150.00	53.60	\$ 8,040.00
Patricia J. Jeffries	Paralegal since 1989	\$150.00	2.40	\$ 360.00
Kathe F. Finlayson	Paralegal since 1986	\$140.00	7.50	\$ 1,050.00
Laurie A. Gilbert	Paralegal since 1983	\$135.00	68.30	\$ 9,220.50
Marta C. Wade	Paralegal since 1984	\$135.00	1.10	\$ 143.00
Karina K. Yee	Paralegal since 1996	\$135.00	2.50	\$ 337.50
Shannon O.C. Brooks	Paralegal since 1984	\$130.00	8.80	\$ 1,144.00
Bruce D. Campbell	Paralegal since 1997	\$130.00	299.90	\$ 38,987.00
Amy L. Espinosa	Paralegal since 1998	\$130.00	3.90	\$ 507.00
Cheryl A. Knotts	Paralegal since 2000	\$130.00	364.20	\$ 47,346.00
Leslie A. Forrester	Legal Assistant 2003	\$130.00	.90	\$ 117.00
Marlene S. Chappe	Paralegal since 1997	\$125.00	60.00	\$ 7,500.00
Timothy M. O'Brien	Paralegal since 1997	\$120.00	16.90	\$ 2,028.00
Fiona P. McKeown	Paralegal since 2003	\$ 95.00	66.10	\$ 6,279.50
Rita M. Olivere	Case Management Assistant 2000	\$ 70.00	9.70	\$ 679.00
Donna C. Crossan	Case Management Assistant 2000	\$ 70.00	117.90	\$ 8,253.00
Sheryle L. Pitman	Case Management Assistant 2001	\$ 65.00	15.60	\$ 1,014.00
Charles J. Bouzoukis	Case Management Assistant 2001	\$ 55.00	30.00	\$ 1,650.00
Andrea R. Paul	Case Management Assistant 2001	\$ 55.00	35.00	\$ 1,925.00
Christina M. Shaeffer	Case Management Assistant 2001	\$ 55.00	27.60	\$ 1,518.00
Arthur W. Cross	Case Management Assistant 2002	\$ 40.00	101.00	\$ 4,040.00
Donna N. Morton	Case Management Assistant 2003	\$ 40.00	130.50	\$ 5,220.00
Karen S. Neil	Case Management Assistant 2003	\$ 40.00	199.00	\$ 7,960.00
Kenneth E. Ross	Case Management Assistant 2003	\$ 40.00	8.00	\$ 320.00

Grand Total: \$1,895,578.75
Total Hours: 6,008.70
Blended Rate: \$ 315.47

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
Asset Analysis/Recovery	3.60	\$ 1,705.00
Asset Disposition	1,196.50	\$481,803.50
Appeals	26.60	\$ 7,875.00
Bankruptcy Litigation	1,819.70	\$604,835.50
Case Administration	771.60	\$ 47,663.50
Claims Administration /Objections	249.90	\$ 92,106.50
Compensation of Professionals	203.10	\$ 55,884.00
Compensation of Professionals/Others	99.10	\$ 19,294.50
Employee Benefit/Pension	6.30	\$ 1,920.50
Executory Contracts	642.60	\$257,906.00
Financial Filings	31.30	\$ 8,055.50
Financing	11.20	\$ 3,285.50
Meeting of Creditors	3.60	\$ 2,016.00
Operations	12.70	\$ 5,370.00
Plan and Disclosure Statement	192.40	\$ 59,330.50
Retention of Professionals	2.10	\$ 582.50
Retention of Professionals/Other	65.70	\$ 21,678.00
Stay Litigation	411.50	\$169,163.00
Tax Issues	.50	\$ 223.50
Travel	258.70	\$ 54,880.25

EXPENSE SUMMARY

Expense Category	Service Provider (If Applicable)	Total Expenses
Facsimile (\$1.00/page)		\$106,547.45
Reproduction (\$.15 per page)		\$333,523.62
Express Mail	Federal Express/DHL	\$ 43,816.42
Delivery/Courier Service	TriState	\$ 52,341.39
Working Meals	Grotto's	\$ 7,106.38
Overtime		\$ 7,675.56
Legal Research	Lexis/Nexis	\$ 39,212.89
Conference Call	AT&T	\$ 5,025.87
Travel Expense	Amtrak	\$ 10,241.48
Hotel Expense	Swissotel	\$ 10,574.37
In House Attorney Service		\$ 15,480.00
In House Messenger Service		\$ 60.00
Deposition		\$ 2,871.36
Air Fare		\$ 54,350.58
Outside Services		\$ 3,024.90
Parking		\$ 60.00
Filing Fee		\$ 650.00
Postage		\$ 74,229.81
Telephone Expense		\$ 187.27
Transcript		\$ 10,252.18

⁴ PSZYJ&W may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

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FOR THE DISTRICT OF DELAWARE

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ZIEHL, YOUNG, JONES & WEINTRAUB P.C. FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS CO-
COUNSEL TO THE DEBTORS FOR THE PERIOD FROM
JULY 1, 2003 THROUGH SEPTEMBER 30, 2003**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Court’s Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Allowance for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members, signed April 22, 2003 (the “Administrative Order”), Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. (“PSZYJ&W”) hereby files this Second Quarterly Application of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Debtors for the Period from July 1, 2003 through September 30, 2003 (the “Application”). By this Application PSZYJ&W seeks a quarterly interim allowance of compensation in the amount of \$1,895,578.75

¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; 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.

and reimbursement of actual and necessary expenses in the amount of \$777,171.53 for a total of \$2,672,750.28 for the period July 1, 2003 through September 30, 2003 (the "Interim Period"). In support of this Application, PSZYJ&W respectfully represents as follows:

Background

1. On April 1, 2003, each of the Debtors (collectively, the "Debtors") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, Debtors are continuing to operate their businesses and manage their properties and assets as debtors in possession. Since the Petition Date, the U.S. Trustee has appointed the Official Committee of Unsecured Creditors, (the "Committee").

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §157 and §1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. The Debtors' chapter 11 cases are consolidated for procedural purposes only and administered jointly.

4. By this Court's order, signed May 12, 2003, Debtors were authorized to retain PSZYJ&W as their counsel, effective as of the respective petition dates, with regard to the filing and prosecution of their Chapter 11 cases, and all related matters (the "Retention Order"). The Retention Order authorizes Debtors to compensate PSZYJ&W at PSZYJ&W's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

5. On April 22, 2003, the Court signed its Administrative Order establishing procedures for interim compensation and reimbursement of expenses of professionals. Pursuant to the procedures set forth in that Administrative Order, professionals may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a certification of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and 100% of the expenses requested. Beginning with the period ending on June 30, 2003, and at three month intervals or such other intervals convenient to the Court, each professional shall file and serve an interim application ("quarterly application") for such period. All fees and costs paid to professionals pursuant to such monthly and quarterly applications are subject to the filing and approval of final fee applications of the professional.

Monthly Applications Covered Herein

6. The Monthly Applications for the periods July 1, 2003 through September 30, 2003 of PSZYJ&W have been served pursuant to the Administrative Order.

7. On September 24, 2003 PSZYJ&W served its Fourth Monthly Application of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. for Compensation and for Reimbursement of Expenses as Co-Counsel to the Debtors for the Period from July 1, 2003 Through July 31, 2003 ("Fourth Monthly Application") requesting \$722,550.00 in fees and \$265,774.01 in expenses. Pursuant to the Administrative Order, PSZYJ&W has been paid \$578,040.00 of the fees and 265,774.01 of the expenses requested in the Fourth Monthly

Application. A true and correct copy of the Fourth Monthly Application is attached hereto as Exhibit A.

8. On October 24, 2003 PSZYJ&W served its Fifth Monthly Application of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. for Compensation and for Reimbursement of Expenses as Co-Counsel to the Debtors for the Period from August 1, 2003 Through August 31, 2003 ("Fifth Monthly Application") requesting \$667,639.75 in fees and \$241,325.47 in expenses. Pursuant to the Administrative Order, PSZYJ&W has been paid \$534,103.80 of the fees and 241,325.47 of the expenses requested in the Fifth Monthly Application. A true and correct copy of the Fifth Monthly Application is attached hereto as Exhibit B.

9. On December 22, 2003 PSZYJ&W served its Sixth Monthly Application of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. for Compensation and for Reimbursement of Expenses as Co-Counsel to the Debtors for the Period from September 1, 2003 Through September 30, 2003 ("Sixth Monthly Application") requesting \$505,389.00 in fees and \$270,072.05 in expenses. The Sixth Monthly Application is pending. A true and correct copy of the Sixth Monthly Application is attached hereto as Exhibit C.

10. The Monthly Applications covered by this Second Quarterly Interim Application contain detailed daily time logs describing the actual and necessary services provided by PSZYJ&W during the Interim Period as well as other detailed information required to be included in fee applications.

Requested Relief

11. By this Second Quarterly Interim Application, PSZYJ&W requests that the Court approve payment of one-hundred percent (100%) of the fees and expenses incurred by PSZYJ&W during the Interim Period of July 1, 2003 through September 30, 2003.

12. At all relevant times, PSZYJ&W has been a disinterested person as that term is defined in §101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtors.

13. All services for which compensation is requested by PSZYJ&W were performed for or on behalf of the Debtors and not on behalf of any committee, creditor or other person.

14. PSZYJ&W has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the Debtors' cases, except as disclosed herein and in the attached monthly applications. There is no agreement or understanding between PSZYJ&W and any other person, other than members of the Firm, for the sharing of compensation to be received for services rendered in these cases.

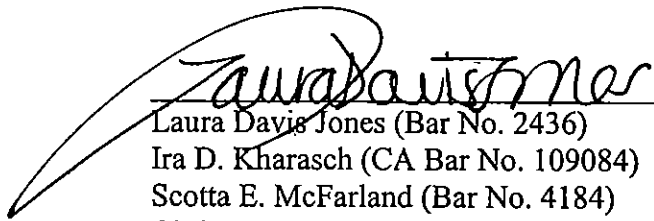
15. The professional services and related expenses for which PSZYJ&W requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of PSZYJ&W's professional responsibilities as attorneys for the Debtors in their chapter 11 cases. PSZYJ&W's services have been necessary and beneficial to the Debtors and their estates, creditors and other parties in interest.

16. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZYJ&W is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

WHEREFORE, PSZYJ&W respectfully requests that the Court enter an order, in the form attached hereto, providing that an interim allowance be made to PSZYJ&W for the period from July 1, 2003 through September 30, 2003 in the sum of \$1,895,578.75, as compensation for necessary professional services rendered, and the sum of \$777,171.53, for reimbursement of actual necessary costs and expenses, for a total of \$2,672,750.28; that the Debtors be authorized and directed to pay to PSZYJ&W the outstanding amount of such sums; and for such other and further relief as may be just and proper.

Dated: 1/2, 2004

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &
WEINTRAUB P.C.



Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
Scotta E. McFarland (Bar No. 4184)
Christopher J. Lhulier (Bar No. 3850)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and
Debtors in Possession

VERIFICATION

STATE OF DELAWARE :
:
COUNTY OF NEW CASTLE :

Laura Davis Jones, after being duly sworn according to law, deposes and says:

- a) I am a shareholder with the applicant law firm Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., and have been admitted to appear before this Court.
- b) I have personally performed many of the legal services rendered by Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. as co-counsel to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of PSZYJ&W.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and the Administrative Order, and submit that the Application substantially complies with such rules and order.



Laura Davis Jones

SWORN AND SUBSCRIBED
before me this 5th day of Jan., 2009.



Notary Public
My Commission Expires: 9-12-06

MARYRITCHIE JOHNSON
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Sept. 12, 2006