

TESTA, HURWITZ & THIBEAULT, LLP

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Via Overnight Delivery

Ms. Damita Brown
Clerk of the Court's Office
U.S. Bankruptcy Court
Earl Cabell Building; U.S. Courthouse
1100 Commerce Street; Room 1254
Dallas, TX 75242

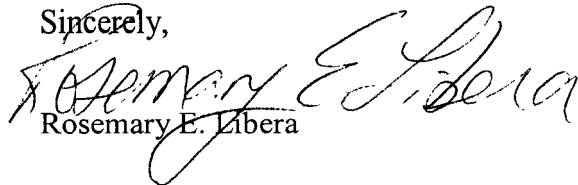
Re: In re Mosaic Group (US) Inc., et al, Debtors

Dear Ms. Brown:

As discussed, enclosed for your reference please find the second monthly fee statement of Testa, Hurwitz & Thibault, LLP.

Please do not hesitate to contact me at 617-310-8437 if I can be of further assistance.

Sincerely,


Rosemary E. Libera

Enclosures

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ATTORNEYS AT LAW

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MEMORANDUM

TO: Catherine Barbaro, Mosaic Group Inc. U.S. Subsidiaries

CC: David H. Botter, Akin Gump Strauss Hauer & Feld LLP
George F. McElreath, Office of the United States Trustee

FROM: Rosemary E. Libera

DATE: March 4, 2003

RE: Itemized Bill to Accompany Invoice for the Period January 1, 2003 to January 31, 2003

Enclosed please find the itemized invoice of fees and expenses incurred during the period January 1, 2003 to January 31, 2003. I apologize for its exclusion from the fee statement circulated on February 28, 2003.

The itemized invoice totals \$27,037.86 for services and expenses for the period January 1, 2003 to January 31, 2003. Of that amount, \$25,206.50 represents services and \$1,831.36 represents expenses.

In accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals and Committee Members issued by the United States Bankruptcy Court for the Northern District of Texas, Dallas Division, if no objections to the attached are received within twenty (20) days from either Akin Gump Strauss Hauer & Feld LLP or the Office of the United States Trustee, please pay 80% of the fees and 100% of the expenses requested in the invoice.

80% of the fees:	\$20,165.20
100% of the expenses:	\$1,831.36

Total Due: \$21,996.56

Also enclosed for your reference please find the fee statement circulated on February 28, 2003.

Date Range: 1/1/70 to 3/4/03
Client: 09446

Billed Time and Disbursement Synopsis

Page: 1

09446 Mosaic Group Inc. US Subsidiaries
0001 General

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0002 Accounting and Auditing

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0003 Asset Sales and Valuation

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0004 Business Operations

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0005 Business Plan Development

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0006 Case Administration

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4049406	0165 Lamb, Kevin T.	1/2/03	530.00	0.20	106.00	106.00	Telephone conference with Bettencourt re document retention (.20); review Orders re employment of TH&T and interim compensation order (.20).
4047669	1602 Ashley, Gregory M	1/2/03	185.00	0.40	74.00	74.00	Meeting with John Pitfield regarding status of various projects including document distribution, Mosaic Data Solutions Supplemental Security Agreement, and others relating to bankruptcy (.2); correspondence with Anita Leary regarding document distribution to special counsel team members (.2).
4047440	0474 Pitfield, John R.	1/2/03	355.00	0.20	71.00	71.00	OC Ashley and discussion first day filings collection (0.20)
4050605	0165 Lamb, Kevin T.	1/6/03	530.00	0.30	159.00	159.00	Review docket and pleadings; telephone conf with MBettencourt re document retention issues (.30).
4050012	1532 Libera, Rosemary	1/6/03	205.00	0.20	41.00	41.00	Review court filings circulated 1/6.
4051908	1532 Libera, Rosemary	1/7/03	205.00	0.30	61.50	61.50	Review court filings circulated by A. Leary 1/7.
4051846	1532 Libera, Rosemary	1/7/03	205.00	0.40	82.00	82.00	Answer request from C. Chung to compile list of dates of incorporate of U.S. bankrupt subsidiaries for 1/8 meeting with U.S. Trustee.
4125861	0165 Lamb, Kevin T.	1/9/03	530.00	0.30	159.00	159.00	Review bankr. pleadings (.30)
4061845	1532 Libera, Rosemary	1/14/03	205.00	0.30	61.50	61.50	Review bankruptcy filings and updated index.
4069931	0165 Lamb, Kevin T.	1/17/03	530.00	0.50	265.00	265.00	Review docket and review bankr. pleadings (.50).
4074628	0165 Lamb, Kevin T.	1/22/03	530.00	0.50	265.00	265.00	Review Order and Cross-Border Protocol (.50)
4084436	0165 Lamb, Kevin T.	1/28/03	530.00	0.20	106.00	106.00	Review Critical Vendor pleadings and docket (.20).
4085484	0165 Lamb, Kevin T.	1/29/03	530.00	0.30	159.00	159.00	Review bankruptcy pleadings.
Fee Total				4.10	1,610.00	1,610.00	

Disb ID	Timekeeper	Date	Cost	Base Amt	Bill Amt	Description
1341025	0224 Arel, Jocelyn M.	2/1/03	80	112.70	112.70	
Disb. Total				112.70	112.70	

Matter Totals

Timekeeper	Rate	Hours	Std Amt	Base Amt	Bill Amt
0165 Lamb, Kevin T.	530.00	2.30	1,104.00	1,219.00	1,219.00
0474 Pitfield, John R.	355.00	0.20	64.00	71.00	71.00
1532 Libera, Rosemary E.	205.00	1.20	222.00	246.00	246.00
1602 Ashley, Gregory M.	185.00	0.40	66.00	74.00	74.00
Fee Total		4.10	1,456.00	1,610.00	1,610.00

Disbursement	Std Amt	Base Amt	Bill Amt
80 Copying, Postage, Telephone	112.70	112.70	112.70
Disb. Total	112.70	112.70	112.70

	Base Amt	Bill Amt
Total Fees	1,610.00	1,610.00
Total Disbursements	112.70	112.70
Matter Total	1,722.70	1,722.70

09446 Mosaic Group Inc. US Subsidiaries
0007 Cash Management

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0008 Claims Administration

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0009 Corporate Maintenance

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4050450	0474 Pitfield, John R.	1/6/03	355.00	0.20	71.00	71.00	TC Libera re BKaak resignations
4050000	1532 Libera, Rosemary	1/6/03	205.00	1.70	348.50	348.50	Email to A. Shah and C. Chung re: returned check for MSS(l) name change filing in CA (0.1); call with J. Pitfield re: resignation of B. Kaak and attendant resignation letters, board and shareholder minutes (0.21); meeting with G. Ashley re: preparation of same (0.3) and preparation for meeting (0.2); call with G. Ashley re: resignation of Jo. Hoholik (0.1); reply to email from O. Hinkel at CT Corporation re: information in company book and review of company book (0.1). Updated minute books and indices to reflect 12/15/02 bankruptcy resolutions and reviewed outstanding signature pages from June 2002 resignations (0.7).

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4049929	1602 Ashley, Gregory M	1/6/03	185.00	0.60	111.00	111.00	Meeting with Rosemary Libera regarding Ben Kaak and John Hoholik resignations and documents to be drafted to effect the resignations (.3); reviewed list of subsidiary directors and officers in preparation for drafting resignation documents (.1); voicemail message for Cecile Chung regarding collection of Ben Kaak's signatures on forthcoming documents (.1); began Time & Responsibility List for drafting of resignation documents (.1).
4051950	1602 Ashley, Gregory M	1/7/03	185.00	3.80	703.00	703.00	Confirmed Ben Kaak's director/officer positions and drafted Board of Directors Resolutions, Stockholder Resolutions, and Letters of Resignation in connection with Ben Kaak's resignation from thirteen Mosaic Group Inc. US subsidiaries (2.8); discussion with Rosemary Libera regarding documents in connection with Kaak resignation (.1); drafted Time & Responsibility checklist to track signatures on Directors Resolutions, Stockholder Resolutions, and Letters of Resignation (.5); edited Working Group List to reflect Ben Kaak's new contact information and distributed to corporate counsel team (.2); telephone call to Rosemary Libera regarding edits to documents in connection with Kaak resignation (.1); email to John Pitfield regarding Time & Responsibility checklist (.1).
4051803	1532 Libera, Rosemary	1/7/03	205.00	1.80	369.00	369.00	Call with C. Chung regarding B. Kaak resignations (0.1) and follow-up emails to J. Pitfield and G. Ashley re same (0.1). Review N. American holdings chart received from C. Barbaro (0.1). Attention to June resignations of B. Kaak and email correspondence regarding same to C. Chung and G. Ashley (0.3). Review resignations and board consents prepared by G. Ashley, including confirmation of positions held by B. Kaak (1.2).
4054296	1532 Libera, Rosemary	1/8/03	205.00	0.90	184.50	184.50	Review Delaware law sections 141, 142 223 to determine procedure for board consent when sole director resigns (0.2); phone calls with G. Ashley to discuss resignations and shareholder consents (0.6); meeting with J. Pitfield regarding M. Byron ability to appoint self as officer in capacity as sole director (0.1).
4052023	1602 Ashley, Gregory M	1/8/03	185.00	2.90	536.50	536.50	Researched Delaware General Corporation Law, particularly Sections 141, 142 and 223, for information on election of directors following Ben Kaak's resignation from US subsidiaries for which Kaak is the sole director (.7); voicemail message and telephone conversation with Craig Atkins at Mosaic Infoforce, LP regarding current Managers and Ben Kaak's officer positions (.3); telephone call with Rosemary Libera regarding Delaware General Corporation Law Section 223 and edits to documents relating to Ben Kaak's resignation (.1); edited resignation documents as per Rosemary Libera's and John Pitfield's comments and emailed to Rosemary Libera (1.10); updated Time & Responsibility checklist to reflect all documents in connection with Kaak's and Hoholik's resignations (.3); telephone conversation with Rosemary Libera regarding resignation documents (.1); created separate signature page documents in preparation of sending resignation documents to signatories (.3).
4056155	1532 Libera, Rosemary	1/9/03	205.00	0.80	164.00	164.00	Review revised board and shareholder consents (0.3) and two calls with G. Ashley re: same (0.2); call with J. Pitfield re: shareholder consents (0.1); review revised contact sheet (0.1); call with G. Ashley re: meeting status (0.1).

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4054738	1602 Ashley, Gregory M	1/9/03	185.00	1.60	296.00	296.00	Telephone call with Rosemary Libera regarding Kaak and Hoholik resignation documents (.1); created separate shareholder consents and board consents in connection with resignations in preparation of emailing to signatories (.6); meeting with John Pitfield to discuss edits to shareholder and board consents (.1); telephone call to Rosemary Libera regarding additional edits to resignation documents (.1); additional edits to shareholder and board consents, including removing acceptance of Kaak directorship resignation from former and including Marc Byron as signatory on latter (.5); telephone conversation with Rosemary Libera regarding resignation documents (.1); emailed all edited shareholder and board consents to Rosemary Libera (.1).
4057243	0474 Pitfield, John R.	1/10/03	355.00	1.60	568.00	568.00	Attn review and comment BKaak resignation; OC x2 GAshley re comments and Infoforce (0.60)
4056801	1532 Libera, Rosemary	1/10/03	205.00	0.40	82.00	82.00	Review revised consents (0.3) and call with G. Ashley re: same (0.1).
4055456	1602 Ashley, Gregory M	1/10/03	185.00	2.30	425.50	425.50	Telephone conversation with Rosemary Libera regarding shareholder and board of directors consents in relation to Ben Kaak's resignation (.1); additional edits to consents and organized all consents and letters of resignation in print version for review by John Pitfield (.5); discussion with John Pitfield regarding consents and letters of resignation (.1); meeting with John Pitfield regarding Mosaic Sales Solutions (III) L.P. and Mosaic Infoforce, L.P. (.1); voicemail message to Joseph Farmer regarding Mosaic Infoforce, L.P. and election of new Manager (.1); reviewed Mosaic Sales Solutions (III) L.P. minute book for information regarding Ben Kaak's possible positions and discussed information with John Pitfield (.4); edited Letters of Resignation for Ben Kaak and John Hoholik as per discussion with John Pitfield (.5); telephone conversation with Joseph Farmer regarding Mosaic Infoforce, L.P. (.1); drafted Mosaic Infoforce, L.P. Partners Consent (.2); emailed execution documents to Cecile Chung, Ben Kaak, and Craig Adkins (.2).
4061847	1532 Libera, Rosemary	1/14/03	205.00	0.60	123.00	123.00	Call with D. Byron re: d/b/a in NJ (0.2); prepare application for same (0.4).
4061842	1532 Libera, Rosemary	1/14/03	205.00	0.40	82.00	82.00	Call with L. Lundgren at MPS (0.1) re: Mosaic Wholesale Solutions d/b/a in NJ; locate and review same for fax to L. Lundgren (0.3).
4061830	1602 Ashley, Gregory M	1/14/03	185.00	0.30	55.50	55.50	Voicemail message for Cecile Chung as follow-up to call from Cecile Chung regarding Shareholder Consents electing Marc Byron to those director positions from which Ben Kaak has resigned (.1); telephone conversation with Rosemary Libera regarding faxed signature pages for Ben Kaak's Letters of Resignation and collection of signature pages during my absence from January 15 to January 23 (.1); reviewed for accuracy all signed Letters of Resignation for Ben Kaak (.1).
4066722	1532 Libera, Rosemary	1/16/03	205.00	0.20	41.00	41.00	Respond to request from C. Chung for dates of incorporation of Mosaic's U.S. subsidiaries.
4074494	1431 Castellucci, Frank	1/21/03	275.00	2.00	550.00	550.00	A/C w/JPitfield re U.S. Subsidiaries & director's; research liability of directors for taxes in U.S. and ability of corp. to act w/o directors & liability issues.
4073095	0474 Pitfield, John R.	1/21/03	355.00	0.60	213.00	213.00	TC Barbaro re director liability (0.30) and TC Castellucci (x2) re same (0.30)
4074505	1431 Castellucci, Frank	1/22/03	275.00	1.40	385.00	385.00	A/C w/CBarbaro re status of U.S. Subsidiaries and ability to operate w/out directors; explore differences between U.S. & Canadian law and discuss possible solutions re variances; follow up w/JPitfield re same & discuss scenarios.

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4074703	0474 Pitfield, John R.	1/22/03	355.00	0.80	284.00	284.00	TCs Libera re DByron appointment to Prepaid (0.20); TC Chung re same (0.20); TC Castellucci re board status (0.20); TC Arel re board (0.20)
4074199	1532 Libera, Rosemary	1/22/03	205.00	0.50	102.50	102.50	Prepare Mosaic Prepaid resolutions giving D. Byron signing authority (0.5).
4074203	1532 Libera, Rosemary	1/22/03	205.00	0.50	102.50	102.50	Call with D. Byron re: MPS d/b/as (0.1); determine MPS d/b/as at request of D. Byron (0.4).
4077593	0474 Pitfield, John R.	1/23/03	355.00	3.40	1,207.00	1,207.00	TC Castellucci re director resignation issue and VM KLamb and TC RLane and VM Arel (0.60); OC Castellucci re directors and prep for same (0.70); OC Castellucci and Lane (1.0); OC Castellucci and TC Lamb (0.20) and Arel (0.20); summarize analysis (0.20); TC Barbaro and Castellucci (0.50)
4078995	0224 Arel, Jocelyn M.	1/23/03	485.00	0.60	291.00	291.00	Attention to director issues; tcs J. Pitfield and F. Castellucci;
4079682	1431 Castellucci, Frank	1/23/03	275.00	4.00	1,100.00	1,100.00	Attention to director issues regarding U.S. subsidiaries & necessity of Board and possible function as DIP w/o directors; review DG treatises & cases re same; t/c w/client re same.
4077220	0233 Metzger, Carl E.	1/23/03	440.00	0.40	176.00	176.00	Telephone call with RALane regarding D&O insurance issues. Review materials regarding same.
4076236	1532 Libera, Rosemary	1/23/03	205.00	0.30	61.50	61.50	Review Mosaic Research Center d/b/a filing and draft letter to CT Corporation with filing instructions.
4076397	0165 Lamb, Kevin T.	1/23/03	530.00	1.00	530.00	530.00	Confer with JPitfield and FCastellucci re Director resignation issues; telephone conf with Castellucci and Pitfield re same.
4076523	0248 Lane, Roger A.	1/23/03	495.00	1.20	594.00	594.00	Conference with JPitfield, FCastellucci re: corporate governance options.
4079014	0224 Arel, Jocelyn M.	1/24/03	485.00	0.40	194.00	194.00	Attention to director issues; tcs/emails J. Pitfield;
4078874	0474 Pitfield, John R.	1/24/03	355.00	0.10	35.50	35.50	TC Castellucci re director issues (0.10)
4081874	0474 Pitfield, John R.	1/27/03	355.00	0.10	35.50	35.50	TC Castellucci and VM Barbaro re U.S. Director (0.10)
4081592	1532 Libera, Rosemary	1/27/03	205.00	0.20	41.00	41.00	VM to and call with O. Hlnckel at CT re: d/b/a and follow-up email to D. Byron at MPS.
4089362	0224 Arel, Jocelyn M.	1/30/03	485.00	0.10	48.50	48.50	TC J. Pitfield regarding director issues;
4088139	0474 Pitfield, John R.	1/30/03	355.00	0.40	142.00	142.00	TC Barbaro re U.S. director (0.40)
Fee Total				38.10	10,253.50	10,253.50	

Disb ID	Timekeeper	Date	Cost	Base Amt	Bill Amt	Description
1331514	1532 Libera, Rosemary E	1/21/03	27	11.41	11.41	VENDOR: Mercury Business Services, Inc. INVOICE#: 128255 DATE: 1/14/03
1341026	0224 Arel, Jocelyn M.	2/1/03	80	717.75	717.75	
Disb. Total				729.16	729.16	

Matter Totals

Timekeeper	Rate	Hours	Std Amt	Base Amt	Bill Amt
0165 Lamb, Kevin T.	530.00	1.00	480.00	530.00	530.00

Timekeeper	Rate	Hours	Std Amt	Base Amt	Bill Amt
0224 Arel, Jocelyn M.	485.00	1.10	484.00	533.50	533.50
0233 Metzger, Carl E.	440.00	0.40	160.00	176.00	176.00
0248 Lane, Roger A.	495.00	1.20	540.00	594.00	594.00
0474 Pittfield, John R.	355.00	7.20	2,304.00	2,556.00	2,556.00
1431 Castellucci, Frank V.	275.00	7.40	1,850.00	2,035.00	2,035.00
1532 Libera, Rosemary E.	205.00	8.30	1,535.50	1,701.50	1,701.50
1602 Ashley, Gregory M.	185.00	11.50	1,897.50	2,127.50	2,127.50
Fee Total		38.10	9,251.00	10,253.50	10,253.50

Disbursement	Std Amt	Base Amt	Bill Amt
80 Copying, Postage, Telephone	717.75	717.75	717.75
27 FedEx/Mercury	11.41	11.41	11.41
Disb. Total	729.16	729.16	729.16

	Base Amt	Bill Amt
Total Fees	10,253.50	10,253.50
Total Disbursements	729.16	729.16
Matter Total	10,982.66	10,982.66

09446 Mosaic Group Inc. US Subsidiaries
0010 Customer Issues

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0011 DIP Facility

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4048182	1602 Ashley, Gregory M	1/3/03	185.00	0.20	37.00	37.00	Verify status of IP Schedule to Mosaic Data Solutions Supplemental Security Agreement (.1); email to John Pitfield regarding IP Schedule (.1).
4050446	0474 Pitfield, John R.	1/6/03	355.00	0.10	35.50	35.50	TC Barbaro re MDS security agmt (0.10)

Run Date: 3/4/03 4:49 PM

Testa, Hurwitz & Thibault, LLP

Date Range: 1/1/70 to 3/4/03
Client: 09446

Billed Time and Disbursement Synopsis

Report: T_BILL6.rpt

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Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4049992	1532 Libera, Rosemary	1/6/03	205.00	0.70	143.50	143.50	Conversation with K. Groll at Goodmans re: security agreement schedules for MDS (0.1); voice mail to and from Greg Ashley re: same (0.1); call with J. Pitfield re: MDS status of schedules (0.1); voice mail to and from F. Castelluci regarding bank information on schedules (0.1); email to K. Groll and C. Chung re: schedules (0.1); VM to and phone call with A. Shah re schedules (0.1); vm and fax to C. Chung re: same (0.1).
4052324	0474 Pitfield, John R.	1/7/03	355.00	0.30	106.50	106.50	TC Chung re Infoforce (0.20); attn receipt of amendment to DIP (0.10)
4051787	1532 Libera, Rosemary	1/7/03	205.00	0.10	20.50	20.50	Call with C. Chung regarding bank information on schedules and email to K. Groll at Goodmans re: same.
4053853	0474 Pitfield, John R.	1/8/03	355.00	0.60	213.00	213.00	Attn review DIP amendment and comments re same (0.30); TC Farmer and attn analysis re Infoforce (0.30)
4056166	1532 Libera, Rosemary	1/9/03	205.00	0.60	123.00	123.00	Call with J. Pitfield re: guarantee agreement for MDS (0.1) compile guarantee and MPS 1999 guarantee for comparison and compare MDS guarantee agreement to one previously executed by another subsidiary (0.5).
4056808	1532 Libera, Rosemary	1/10/03	205.00	0.20	41.00	41.00	Prepare for team meeting re: MDS guarantee.
4063092	0165 Lamb, Kevin T.	1/14/03	530.00	0.70	371.00	371.00	Review Orders re DIP and cash collateral (.50); telephone conf with Arel re same (.20).
Fee Total				3.50	1,091.00	1,091.00	

Disb ID	Timekeeper	Date	Cost	Base Amt	Bill Amt	Description
1341027	0224 Arel, Jocelyn M.	2/1/03	80	76.37	76.37	
Disb. Total				76.37	76.37	

Matter Totals

Timekeeper	Rate	Hours	Std Amt	Base Amt	Bill Amt
0165 Lamb, Kevin T.	530.00	0.70	336.00	371.00	371.00
0474 Pitfield, John R.	355.00	1.00	320.00	355.00	355.00
1532 Libera, Rosemary E.	205.00	1.60	296.00	328.00	328.00
1602 Ashley, Gregory M.	185.00	0.20	33.00	37.00	37.00
Fee Total		3.50	985.00	1,091.00	1,091.00

Disbursement	Std Amt	Base Amt	Bill Amt
80 Copying, Postage, Telephone	76.37	76.37	76.37
Disb. Total	76.37	76.37	76.37

	Base Amt	Bill Amt
Total Fees	1,091.00	1,091.00
Total Disbursements	76.37	76.37
Matter Total	1,167.37	1,167.37

09446 Mosaic Group Inc. US Subsidiaries
0012 Employee Related Issues

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0013 Executory Contracts/Equipment Leases

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4053851	0484 Farmer, Joseph L.	1/8/03	355.00	1.50	532.50	532.50	Reviewed Mosaic InfoForce Limited Partnership and related agreements for transferability provisions with respect to Limited Partner interests (.5); drafted memorandum summarizing same (.5); attorney conferences with JRPittfield re: same; reviewed Secured Promotions Acquisition Agreements for forward looking obligations and limitations (.5)
4053452	1438 Kams, Kenneth M.	1/8/03	275.00	0.50	137.50	137.50	Telephone call with JLF regarding reviewing Secured Promotions agreements for outstanding obligations (0.1); reviewed agreements regarding same (0.3); correspondence with JLF and JRP regarding results of analysis (0.1)
4055023	0484 Farmer, Joseph L.	1/9/03	355.00	1.20	426.00	426.00	Revised memorandum re: transferability provisions with respect to Limited Partner interests (.5); reviewed InFoForce Limited Partnership Agreement in connection with same (.5); reviewed Secured Promotions Acquisition Agreements re: earn out (.2)
4054948	1438 Kams, Kenneth M.	1/9/03	275.00	0.60	165.00	165.00	Telephone call with JRP regarding additional review of Secured Agreements (0.1); analyzed same regarding continuing obligations (0.3); correspondences with JRP describing the results of analysis (0.2)
4058989	0484 Farmer, Joseph L.	1/10/03	355.00	0.50	177.50	177.50	Reviewed Secured Promotions Acquisition Agreements re: Earn-Out and Employment Agreement liabilities (.5)
4057073	1438 Kams, Kenneth M.	1/10/03	275.00	1.10	302.50	302.50	Updated summary of continuing obligations relating to secured promotions transaction and reviewed relevant agreements regarding same (0.9); correspondence with JRP regarding same (0.1); telephone conference with JRP regarding comments to same (0.1).
Fee Total				5.40	1,741.00	1,741.00	

Disb ID	Timekeeper	Date	Cost	Base Amt	Bill Amt	Description
1341028	0224 Arel, Jocelyn M.	2/1/03	80	121.87	121.87	

Disb ID	Timekeeper	Date	Cost	Base Amt	Bill Amt	Description
			Disb. Total	121.87	121.87	

Matter Totals

Timekeeper	Rate	Hours	Std Amt	Base Amt	Bill Amt
0484 Farmer, Joseph L.	355.00	3.20	1,024.00	1,136.00	1,136.00
1438 Kams, Kenneth M.	275.00	2.20	550.00	605.00	605.00
Fee Total		5.40	1,574.00	1,741.00	1,741.00

Disbursement	Std Amt	Base Amt	Bill Amt
80 Copying, Postage, Telephone	121.87	121.87	121.87
Disb. Total	121.87	121.87	121.87

	Base Amt	Bill Amt
Total Fees	1,741.00	1,741.00
Total Disbursements	121.87	121.87
Matter Total	1,862.87	1,862.87

09446 Mosaic Group Inc. US Subsidiaries
0014 Fee Application

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4056004	0474 Pitfield, John R.	1/9/03	355.00	0.30	106.50	106.50	TC Arel re U.S. immigration work (0.10); TC KLamb re same (0.20)
4059467	1532 Libera, Rosemary	1/13/03	205.00	2.50	512.50	512.50	Review invoices, draft summaries in preparation for inclusion with fee statement.
4067361	0474 Pitfield, John R.	1/16/03	355.00	0.60	213.00	213.00	TC Libera re conversation w/ US Trustee (0.20); attn review bill 12/17 - 12/31 (0.40)
4081121	1532 Libera, Rosemary	1/27/03	205.00	0.90	184.50	184.50	Preparation of monthly fee statement no. 1.
4085815	0224 Arel, Jocelyn M.	1/28/03	485.00	1.00	485.00	485.00	Review of monthly fee statement.
4084441	0165 Lamb, Kevin T.	1/28/03	530.00	0.40	212.00	212.00	Review billing cover letter and confer with RLibera re same (2x).
4083076	1532 Libera, Rosemary	1/28/03	205.00	0.50	102.50	102.50	Preparation of Monthly Fee Statement No. 1, including correspondence with K. Lamb and J. Arel re: cover letter (0.3); call with D. Botter and revise cover letter (0.2).
4085314	1532 Libera, Rosemary	1/29/03	205.00	1.00	205.00	205.00	Calls with A. Leary re: certificate of service (0.1); finalize monthly fee statement (0.9).
Fee Total				7.20	2,021.00	2,021.00	

Disb ID	Timekeeper	Date	Cost	Base Amt	Bill Amt	Description
1333010	1532 Libera, Rosemary E	1/29/03	42	32.00	32.00	VENDOR: Boston Cab Association Inc., INVOICE#: 011903; DATE: 1/19/03; 1/14/03
1341029	0224 Arel, Jocelyn M.	2/1/03	80	141.47	141.47	
Disb. Total				173.47	173.47	

Matter Totals

Timekeeper	Rate	Hours	Std Amt	Base Amt	Bill Amt
0165 Lamb, Kevin T.	530.00	0.40	192.00	212.00	212.00
0224 Arel, Jocelyn M.	485.00	1.00	440.00	485.00	485.00
0474 Pitfield, John R.	355.00	0.90	288.00	319.50	319.50
1532 Libera, Rosemary E.	205.00	4.90	906.50	1,004.50	1,004.50
Fee Total		7.20	1,826.50	2,021.00	2,021.00

Disbursement	Std Amt	Base Amt	Bill Amt
80 Copying, Postage, Telephone	141.47	141.47	141.47
42 Taxi	32.00	32.00	32.00
Disb. Total	173.47	173.47	173.47

	Base Amt	Bill Amt
Total Fees	2,021.00	2,021.00
Total Disbursements	173.47	173.47
Matter Total	2,194.47	2,194.47

09446 Mosaic Group Inc. US Subsidiaries
0015 First Day Pleadings

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0016 Labor

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	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
 0017 Intellectual Property

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4082950	1022 Lawson, Jennifer	1/28/03	385.00	0.40	154.00	154.00	Conferences with H. Balmat regarding Response to Office Action for HOUNDDOG trademark application.
4084685	1022 Lawson, Jennifer	1/29/03	385.00	0.80	308.00	308.00	Review Office Action for HOUNDDOG trademark application; review specimen for same; conferences with H. Balmat regarding same; review e-mail to C. Barbaro regarding same; telephone conference with Examining Attorney regarding Examiner's Amendment for same.
4087364	1022 Lawson, Jennifer	1/30/03	385.00	0.20	77.00	77.00	Conference with H. Balmat regarding Responses to Office Actions for HOUNDDOG, REAL SOLUTIONS. REAL RESULTS, and MAKE SOMETHING HAPPEN trademark applications.
Fee Total				1.40	539.00	539.00	

Disb ID	Timekeeper	Date	Cost	Base Amt	Bill Amt	Description
1341030	0224 Arel, Jocelyn M.	2/1/03	80	37.73	37.73	
Disb. Total				37.73	37.73	

Matter Totals

Timekeeper	Rate	Hours	Std Amt	Base Amt	Bill Amt
1022 Lawson, Jennifer K.	385.00	1.40	490.00	539.00	539.00
Fee Total		1.40	490.00	539.00	539.00

Disbursement	Std Amt	Base Amt	Bill Amt
80 Copying, Postage, Telephone	37.73	37.73	37.73
Disb. Total	37.73	37.73	37.73

	Base Amt	Bill Amt
Total Fees	539.00	539.00
Total Disbursements	37.73	37.73
Matter Total	576.73	576.73

09446 Mosaic Group Inc. US Subsidiaries
0018 Immigration

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0019 Litigation Matters and Relief from Stay

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4060600	0474 Pitfield, John R.	1/13/03	355.00	1.00	355.00	355.00	Attn review RAM summons (x6), (0.30); TC KLamb re same (0.20); attn prep of written summary of proposed action (0.50)
4060521	0165 Lamb, Kevin T.	1/13/03	530.00	0.30	159.00	159.00	Confer with Pitfield re litigation brought by RAM (.30).
4068872	1431 Castellucci, Frank	1/14/03	275.00	0.80	220.00	220.00	A/C w/JPitfield re filing of litigation against U.S. entities in Colorado district court by RAM Equipment; t/c w/KLamb re filing of suggestion of bankruptcy.
4063090	0165 Lamb, Kevin T.	1/14/03	530.00	0.50	265.00	265.00	Telephone conf with Castellucci re RAM litigation and strategy (.30); telephone conf with Pitfield re credit issues (.20).
4068936	1431 Castellucci, Frank	1/15/03	275.00	1.50	412.50	412.50	Draft and revise Suggestion of bankruptcy in connection w/the filing against U.S. entities in Colorado District court by RAM Equipment; t/c w/KLamb re procedures.
4065965	0165 Lamb, Kevin T.	1/15/03	530.00	0.60	318.00	318.00	Telephone conf with Castellucci re filing of Suggestion of Bankruptcy (2x) and review Canadian Order re same (.30); review Suggestion prepared by Castellucci (.30).
4064596	0474 Pitfield, John R.	1/15/03	355.00	0.60	213.00	213.00	TC Castellucci re RAM (0.20); attn review suggestion of bankruptcy (0.10); TC Castellucci (0.10); review Cdn order (0.10); TC CRhea at Goodmans (0.10)
4069051	1431 Castellucci, Frank	1/16/03	275.00	2.70	742.50	742.50	T/C's w/Canadian counsel re RAM litigation filed in Colorado & CA procedures re stay; a/c's re filing of Suggestion of Bankruptcy in Colorado District court; update Suggestion and Certificate of Service of process; prepare mailing w/exhibits & send out the same.
4067068	0165 Lamb, Kevin T.	1/16/03	530.00	0.60	318.00	318.00	Telephone conference with Castellucci re Suggestions of Bankruptcy filing issues (.30); review and execute documents and have them filed and served (.30).
4074474	1431 Castellucci, Frank	1/21/03	275.00	0.30	82.50	82.50	Attention to notice of suggestion to Colorado Trustee.
Fee Total				8.90	3,085.50	3,085.50	

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Disb ID	Timekeeper	Date	Cost	Base Amt	Bill Amt	Description
1341031	0224 Arel, Jocelyn M.	2/1/03	80	215.99	215.99	
Disb. Total				215.99	215.99	

Matter Totals

Timekeeper	Rate	Hours	Std Amt	Base Amt	Bill Amt
0165 Lamb, Kevin T.	530.00	2.00	960.00	1,060.00	1,060.00
0474 Pitfield, John R.	355.00	1.60	512.00	568.00	568.00
1431 Castellucci, Frank V.	275.00	5.30	1,325.00	1,457.50	1,457.50
Fee Total		8.90	2,797.00	3,085.50	3,085.50

Disbursement	Std Amt	Base Amt	Bill Amt
80 Copying, Postage, Telephone	215.99	215.99	215.99
Disb. Total	215.99	215.99	215.99

	Base Amt	Bill Amt
Total Fees	3,085.50	3,085.50
Total Disbursements	215.99	215.99
Matter Total	3,301.49	3,301.49

09446 Mosaic Group Inc. US Subsidiaries
 0020 Operational Issues including Foreign

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
 0021 POR and Disclosure Statement

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

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09446 Mosaic Group Inc. US Subsidiaries

0022 Pre-Petition Review

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries

0023 Real Estate Matters

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries

0024 Secured Creditors Issues

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries

0025 Special Projects and Miscellaneous

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries

0026 Tax Issues

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries

0027 Unsecured Creditors/Committee Issues

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0028 Alan Berlet Immigration

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4047465	0392 Deener-Agus, Elis.	1/2/03	330.00	0.10	33.00	33.00	Conference with John Gallini and J. Pitfield regarding company continued sponsorship of green card applications, risks & benefits.
4049408	0165 Lamb, Kevin T.	1/2/03	530.00	0.30	159.00	159.00	Telephone conf with JPitfield re immigration issues.
4052802	0392 Deener-Agus, Elis.	1/6/03	330.00	0.10	33.00	33.00	Telephone conference with J. Pitfield regarding timing of RFE response and authorization to continue work.
4055393	0392 Deener-Agus, Elis.	1/8/03	330.00	0.10	33.00	33.00	Conference with Marcia Colagiovanni regarding wife's EAD.
4057199	1024 Colagiovanni, Mar	1/9/03	210.00	1.50	315.00	315.00	Review INS request for evidence for pending Immigrant visa petition for Alan Berlet; Review client documents and draft response.
4056010	0474 Pitfield, John R.	1/9/03	355.00	0.30	106.50	106.50	TC Deener re Berlet petition (0.20); VM and email Barbaro re same (0.10)
4055808	0392 Deener-Agus, Elis.	1/9/03	330.00	0.60	198.00	198.00	Conference with Marcia Colagiovanni regarding wife's EAD; Review draft RFE response and conference with Marcia Colagiovanni regarding the same.
4057261	1024 Colagiovanni, Mar	1/10/03	210.00	6.00	1,260.00	1,260.00	Prepare response to INS request for evidence for pending I-140 petition for Alan Berlet.
4061121	0392 Deener-Agus, Elis.	1/13/03	330.00	1.00	330.00	330.00	Review and revised response to request for further evidence by INS.
4061304	1024 Colagiovanni, Mar	1/13/03	210.00	1.00	210.00	210.00	Prepare response to INS; Several telephone conversations with Mr. Berlet regarding the same.
Fee Total				11.00	2,677.50	2,677.50	

Disb ID	Timekeeper	Date	Cost	Base Amt	Bill Amt	Description
1334535	0392 Deener-Agus, Elis	1/31/03	27	23.48	23.48	VENDOR: Mercury Business Services, Inc.; INVOICE#: 128177; DATE: 1/13/03
1341032	0224 Arel, Jocelyn M.	2/1/03	80	187.43	187.43	
Disb. Total				210.91	210.91	

Matter Totals

Timekeeper	Rate	Hours	Std Amt	Base Amt	Bill Amt
0165 Lamb, Kevin T.	530.00	0.30	144.00	159.00	159.00
0392 Deener-Agus, Elisa T.	330.00	1.90	570.00	627.00	627.00
0474 Pitfield, John R.	355.00	0.30	96.00	106.50	106.50
1024 Colagiovanni, Marcia M.	210.00	8.50	1,615.00	1,785.00	1,785.00

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Timekeeper	Rate	Hours	Std Amt	Base Amt	Bill Amt
Fee Total		11.00	2,425.00	2,677.50	2,677.50

Disbursement	Std Amt	Base Amt	Bill Amt
80 Copying, Postage, Telephone	187.43	187.43	187.43
27 FedEx/Mercury	23.48	23.48	23.48
Disb. Total	210.91	210.91	210.91

	Base Amt	Bill Amt
Total Fees	2,677.50	2,677.50
Total Disbursements	210.91	210.91
Matter Total	2,888.41	2,888.41

09446 Mosaic Group Inc. US Subsidiaries
 0029 Richard Thombs Immigration

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4077992	0392 Deener-Agus, Elis.	1/23/03	330.00	0.10	33.00	33.00	Conference with Marcia Colagiovanni and J. Pitfield regarding continued representation.
Fee Total				0.10	33.00	33.00	

Disb ID	Timekeeper	Date	Cost	Base Amt	Bill Amt	Description
1341033	0224 Arel, Jocelyn M.	2/1/03	80	2.31	2.31	
Disb. Total				2.31	2.31	

Matter Totals

Timekeeper	Rate	Hours	Std Amt	Base Amt	Bill Amt
0392 Deener-Agus, Elisa T.	330.00	0.10	30.00	33.00	33.00
Fee Total		0.10	30.00	33.00	33.00

Disbursement	Std Amt	Base Amt	Bill Amt
80 Copying, Postage, Telephone	2.31	2.31	2.31

Disbursement	Std Amt	Base Amt	Bill Amt
Disb. Total	2.31	2.31	2.31

	Base Amt	Bill Amt
Total Fees	33.00	33.00
Total Disbursements	2.31	2.31
Matter Total	35.31	35.31

09446 Mosaic Group Inc. US Subsidiaries
0030 Dena Sam Matter

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0031 [] Matter

	Base Amt	Bill Amt
Total Fees	0.00	0.00
Total Disbursements	0.00	0.00
Matter Total	0.00	0.00

09446 Mosaic Group Inc. US Subsidiaries
0032 AT&T Wireless Litigation

Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
4093718	0244 Lovett, Robert B.	1/6/03	430.00	0.60	258.00	258.00	E-mail with P. Bogutsky.
4055062	0165 Lamb, Kevin T.	1/8/03	530.00	0.50	265.00	265.00	Cconfer w/J. Pittfield re: set-off issues.
4053860	0474 Pitfield, John R.	1/8/03	355.00	1.00	355.00	355.00	Attn VM from Barbaro re offset by AT&T (0.10); review AT&T settlement and TC Castellucci re same (0.20); TC Arel re AT&T and TC KLamb re same review agmt and fax provisions to Barbaro (0.40)
4055990	0474 Pitfield, John R.	1/9/03	355.00	0.70	248.50	248.50	Attn analysis ATT agmt re offset and review BR code re same (0.40); TC Arel re same (0.10); TC KLamb re same (0.20)
4055157	0165 Lamb, Kevin T.	1/9/03	530.00	0.40	212.00	212.00	Telephone conf with Pitfield re AT&T dispute re turnover (.40)
4089976	1337 Frank, Jason D.	1/30/03	355.00	0.10	35.50	35.50	Internal conference with Mr. Lovett; telephone conference with Mr. Lovett and Mr. Pittfield.
4093596	0165 Lamb, Kevin T.	1/30/03	530.00	0.50	265.00	265.00	Conference call with JMarel and RLovett re AT&T issues.
4089267	0244 Lovett, Robert B.	1/30/03	430.00	0.60	258.00	258.00	Conference with JMarel and KLamb re TMG.
4089259	0244 Lovett, Robert B.	1/30/03	430.00	0.60	258.00	258.00	Conf. w/ JRPitfield re enforcement of TMG obligation under the settlement agreement; office conference w/ JDFrank.

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Time ID	Timekeeper	Date	Rate	Hours	Base Amt	Bill Amt	Description
Fee Total				5.00	2,155.00	2,155.00	

Disb ID	Timekeeper	Date	Cost	Base Amt	Bill Amt	Description
1341034	0224 Arel, Jocelyn M.	2/1/03	80	150.85	150.85	
Disb. Total				150.85	150.85	

Matter Totals

Timekeeper	Rate	Hours	Std Amt	Base Amt	Bill Amt
0165 Lamb, Kevin T.	530.00	1.40	672.00	742.00	742.00
0244 Lovett, Robert B.	430.00	1.80	702.00	774.00	774.00
0474 Pitfield, John R.	355.00	1.70	544.00	603.50	603.50
1337 Frank, Jason D.	355.00	0.10	32.00	35.50	35.50
Fee Total		5.00	1,950.00	2,155.00	2,155.00

Disbursement	Std Amt	Base Amt	Bill Amt
80 Copying, Postage, Telephone	150.85	150.85	150.85
Disb. Total	150.85	150.85	150.85

	Base Amt	Bill Amt
Total Fees	2,155.00	2,155.00
Total Disbursements	150.85	150.85
Matter Total	2,305.85	2,305.85

Report Totals

Timekeeper	Rate	Hours	Base Amt	Bill Amt
0165 Lamb, Kevin T.	530.00	8.10	4,293.00	4,293.00
0224 Arel, Jocelyn M.	485.00	2.10	1,018.50	1,018.50
0233 Metzger, Carl E.	440.00	0.40	176.00	176.00
0244 Lovett, Robert B.	430.00	1.80	774.00	774.00
0248 Lane, Roger A.	495.00	1.20	594.00	594.00
0392 Deener-Agus, Elisa T.	330.00	2.00	660.00	660.00
0474 Pitfield, John R.	355.00	12.90	4,579.50	4,579.50

Report Totals

Timekeeper	Rate	Hours	Base Amt	Bill Amt
0484 Farmer, Joseph L.	355.00	3.20	1,136.00	1,136.00
1022 Lawson, Jennifer K.	385.00	1.40	539.00	539.00
1024 Colagiovanni, Marcia M.	210.00	8.50	1,785.00	1,785.00
1337 Frank, Jason D.	355.00	0.10	35.50	35.50
1431 Castellucci, Frank V.	275.00	12.70	3,492.50	3,492.50
1438 Kams, Kenneth M.	275.00	2.20	605.00	605.00
1532 Libera, Rosemary E.	205.00	16.00	3,280.00	3,280.00
1602 Ashley, Gregory M.	185.00	12.10	2,238.50	2,238.50
		84.70	25,206.50	25,206.50

Disbursement	Base Amt	Bill Amt
27 FedEx/Mercury	34.89	34.89
42 Taxi	32.00	32.00
80 Copying, Postage, Telephone	1,764.47	1,764.47
	1,831.36	1,831.36
	Base Amt	Bill Amt
Total Fees	25,206.50	25,206.50
Total Disbursements	1,831.36	1,831.36
Bill Total	27,037.86	27,037.86

TESTA, HURWITZ & THIBEAULT, LLP

ATTORNEYS AT LAW

OFFICE (617) 248-7000

125 HIGH STREET
BOSTON, MASSACHUSETTS 02110-2704

FAX (617) 248-7100

MEMORANDUM

TO: Catherine Barbaro, Mosaic Group Inc. U.S. Subsidiaries

CC: David H. Botter, Akin Gump Strauss Hauer & Feld LLP
George F. McElreath, Office of the United States Trustee

FROM: Jocelyn M. Arel

DATE: February 28, 2003

RE: Invoice for the Period January 1, 2003 to January 31, 2003

Attached please find an invoice totaling \$27,037.86 for services and expenses for the period January 1, 2003 to January 31, 2003. Of that amount, \$25,206.00 represents services and \$1,831.86 represents expenses.

In accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals and Committee Members issued by the United States Bankruptcy Court for the Northern District of Texas, Dallas Division, if no objections to the attached are received within twenty (20) days from either Akin Gump Strauss Hauer & Feld LLP or the Office of the United States Trustee, please pay 80% of the fees and 100% of the expenses requested in the attached invoice.

80% of the fees:	\$20,164.80
100% of the expenses:	\$1,831.86

Total Due: \$21,996.66

TESTA, HURWITZ & THIBEAULT, LLP

ATTORNEYS AT LAW

125 HIGH STREET

OFFICE (617) 248-7000

BOSTON, MASSACHUSETTS 02110-2704

FAX (617) 248-7100

IN ACCOUNT WITH:

Invoice Date: February 28, 2003
Invoice Number: 204509

Mosaic Group Inc. US Subsidiaries
469A King Street West
Toronto, Ontario M5V 3M4,
Canada

Attn: Catherine Barbaro
Vice President Legal and Corporate Secretary

T.I.N. 04-2524781

FOR PROFESSIONAL SERVICES rendered through January 31, 2003.

Case Administration Attention to the case administration of the bankruptcy, including:
ongoing review of bankruptcy filings and court orders.

\$ 1,610.00

DISBURSEMENTS:

Copying, Postage, Telephone, and all other miscellaneous expenses.

\$ 112.70

MATTER SUBTOTAL: \$ 1,722.70

Corporate Maintenance Attention to assisting the Debtor with corporate governance issues and maintenance of corporate records, including: consider issues surrounding resignation of Mr. Kaak as officer and director and Mr. Hoholik as officer of U.S. subsidiaries; review minute books of each U.S. subsidiary to determine positions held by Mr. Kaak and Mr. Hoholik, and prepare letters of resignation for each position; prepare board and shareholder consents, and consents of managers for limited partnerships, for each U.S. subsidiary from which Mr. Kaak and Mr. Hoholik resigned accepting resignation and appointing replacement; update minute book indices and director and officer list accordingly; research Delaware corporate law for implication of resignation of sole director, analyze effect on operations of U.S. subsidiaries, and telephone conferences with Ms. Babaro regarding director liability and options to address issue; research ability of corporations to act without directors and research liability of directors for taxes owed in the U.S.; telephone correspondence with Mr. D. Bryon at Mosaic Performance Solutions, Inc., regarding names under which that company does business, and discuss and prepare application for "Mosaic Research Center" in New Jersey; respond to request from Ms. Chung to compile dates of incorporation of each U.S. subsidiary; prepare resolutions for Mosaic Prepaid Solutions, Inc., regarding signing authority; various attorney and telephone conferences regarding the foregoing; and all other miscellaneous matters relating to the foregoing.

\$ 10,253.50

DISBURSEMENTS:

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FedEx/Mercury, Copying, Postage, Telephone, and all other miscellaneous expenses.

\$ 729.16

MATTER SUBTOTAL: \$ 10,982.66

DIP Facility Attention to the Debtor-in-Possession ("DIP") facility of the Debtor, including: review schedule to Mosaic Data Solutions, Inc. ("MDS") Supplemental Security Agreement containing information regarding the intellectual property and bank account information of that company and telephone correspondence with Ms. Groll, Ms. Chung and Mr. Shah regarding same; analyze MDS DIP guarantee in context of prior, similar guarantees executed by other U.S. subsidiaries in connection with previous transactions; consider amendment to DIP facility; consider implications of Mosaic Infoforce, L.P. becoming a guarantor under the DIP facility; various attorney and telephone conferences regarding the foregoing; and all other miscellaneous matters relating to the foregoing.

\$ 1,091.00

DISBURSEMENTS:

Copying, Postage, Telephone, and all other miscellaneous expenses.

\$ 76.37

MATTER SUBTOTAL: \$ 1,167.37

Executory Contracts/Equipment Leases Analysis of executory contracts in order determine the appropriate course of action to protect the Estates' best interests, prepare and review related motions, applications, orders, stipulations and attend hearings related thereto, including: analyze existing agreements and continuing obligations relating to Secured Promotions, including earn-out and employment obligations; review Mosaic Infoforce, L.P. limited partnership agreement and related agreements for transferability of limited partner interests, and prepare memorandum summarizing same; various attorney and telephone conferences regarding the foregoing; and all other miscellaneous matters relating to the foregoing.

\$ 1,741.00

DISBURSEMENTS:

Copying, Postage, Telephone, and all other miscellaneous expenses.

\$ 121.87

MATTER SUBTOTAL: \$ 1,862.87

Fee Application Preparation of fee applications, invoices, time summaries and responding to inquires by the U.S. Trustee and other Parties in Interest, including: analyze billing procedures for bankruptcy and prepare memorandum regarding same; review time summaries, draft descriptions and prepare Fee Statement No. 1 for legal expenses incurred during the period December 17, 2002 to December 31, 2002; telephone conferences regarding fee application procedures with Mssrs. McElreath

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and Stabor; various attorney and telephone conferences regarding the foregoing; and all other miscellaneous matters relating to the foregoing.

\$ 2,021.00

DISBURSEMENTS:

Taxi, Copying, Postage, Telephone, and all other miscellaneous expenses.

\$ 173.47

MATTER SUBTOTAL: \$ 2,194.47

Intellectual Property Attention to assisting the Debtor with ongoing intellectual property issues, including: consider Response to Office Action for HOUNDDOG trademark application, and telephone conference with examining attorney regarding Examiner's Amendment to same; consider Response to Office Action for REAL SOLUTIONS, REAL RESULTS and MAKE SOMETHING HAPPEN trademark applications; various attorney and telephone conferences regarding the foregoing; and all other miscellaneous matters relating to the foregoing.

\$ 539.00

DISBURSEMENTS:

Copying, Postage, Telephone, and all other miscellaneous expenses.

\$ 37.73

MATTER SUBTOTAL: \$ 576.73

Litigation Matters and Relief from Stay Attention to addressing matters relating to termination or continuation of automatic stay under Section 362, reclamation complaints, etc., including: review litigation brought in state of Colorado by RAM Equipment ("RAM"), including summons; analyze litigation issues and prepare written summary in response to RAM litigation; prepare and file Suggestion of Bankruptcy, with attendant exhibits; confer with Canadian counsel to the Debtors regarding RAM litigation; various attorney and telephone conferences regarding the foregoing; and all other miscellaneous matters relating to the foregoing.

\$ 3,085.50

DISBURSEMENTS:

Copying, Postage, Telephone, and all other miscellaneous expenses.

\$ 215.99

MATTER SUBTOTAL: \$ 3,301.49

Alan Berlet Immigration Attention to immigration matters for Alan Berlet, including: analyze risks and benefits of continued green card sponsorship of Mr. Berlet; review request from Immigration and Naturalization Service for evidence in connection with pending I-140 immigrant visa petition for Mr. Berlet and prepare response to same;

TESTA, HURWITZ & THIBEAULT, LLP

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consider Employment Authorization Document of Mr. Berlet's spouse; telephone conferences with Mr. Berlet regarding the foregoing; various attorney and telephone conferences regarding the foregoing; and all other miscellaneous matters relating to the foregoing.

\$ 2,677.50

DISBURSEMENTS:

FedEx/Mercury, Copying, Postage, Telephone, and all other miscellaneous expenses.

\$ 210.91

MATTER SUBTOTAL: \$ 2,888.41

Richard Thombs Immigration Attention to immigration matters for Richard Thombs, including: consider continued representation of Mr. Thombs.

\$ 33.00

DISBURSEMENTS:

Copying, Postage, Telephone, and all other miscellaneous expenses.

\$ 2.31

MATTER SUBTOTAL: \$ 35.31

AT&T Wireless Litigation Attention to assisting the Debtor in dispute with AT&T Wireless ("AT&T"), including: consider ability to set off obligations owed to AT&T with payments owed by AT&T to U.S. subsidiaries; various attorney and telephone conferences regarding the foregoing; and all other miscellaneous matters relating to the foregoing.

\$ 2,155.00

DISBURSEMENTS:

Copying, Postage, Telephone, and all other miscellaneous expenses.

\$ 150.85

MATTER SUBTOTAL: \$ 2,305.85

INVOICE TOTAL: \$ 27,037.86

PRIOR BILLS OUTSTANDING AS OF February 28, 2003: \$ 74,476.36

TOTAL BALANCE DUE: \$ 101,514.22

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