

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:	§	Case No. 02-81440-HDH
	§	
MOSAIC GROUP (US) INC., et al.	§	Chapter 11
(Fed. Tax I.D. No. 75-2767582)	§	
	§	
Debtors.	§	(Jointly Administered)

**SUMMARY OF FIRST INTERIM FEE APPLICATION**

Name of Applicant: Testa, Hurwitz & Thibault, LLP

Scope of Employment: Special Counsel to the Debtors

First Application Period: December 17, 2002 to February 28, 2003

Amount of Fees Requested:	\$69,386.25
Amount of Expenses Requested:	<u>\$5,382.22</u>
Total Amount Requested:	\$74,768.47

Total Attorney Hours:	215.55
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Blended Hourly Rate Excluding Paralegal Time:	\$331.21
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	§	
MOSAIC GROUP (US) INC., et al.	§	Chapter 11
(Fed. Tax I.D. No. 75-2767582)	§	
	§	
Debtors.	§	(Jointly Administered)

**FIRST INTERIM FEE APPLICATION OF TESTA, HURWITZ & THIBEAULT, LLP  
FOR ALLOWANCE OF FEES AND REIMBURSEMENT OF EXPENSES**

**PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR  
INTERIM COMPENSATION AND REIMBURSEMENT OF CHAPTER 11  
PROFESSIONALS AND COMMITTEE MEMBERS, THE DEBTORS  
SHALL REQUEST THAT THIS COURT SCHEDULE A HEARING ON  
THE INTERIM FEE APPLICATIONS AT LEAST ONCE EVERY THREE  
(3) MONTHS, OR AT SUCH OTHER INTERVALS AS THE COURT  
DEEMS APPROPRIATE.**

Testa, Hurwitz & Thibault, LLP (“TH&T”), as special counsel for Mosaic Group (US) Inc., et al. (the “Debtors”), files this First Interim Fee Application For Allowance of Fees and Reimbursement of Expenses (“First Interim Fee Application”) and requests approval of fees in the amount of \$69,386.25 and expenses in the amount of \$5,382.22, for a total of \$74,768.47, for the period December 17, 2002 to February 28, 2003 (the “First Application Period”).

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this proceeding and the parties and property affected hereby pursuant to 28 U.S.C. §§ 157 and 1334.
2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. This First Interim Fee Application encompasses a request for fees under 11 U.S.C. §§ 330 and 331, Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Order Establishing Procedures for Interim Compensation and Reimbursement of Chapter 11 Professionals and Committee Members (the “Order”) of the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “Court”) and the Standing Order Concerning Guidelines for Compensation and Expense Reimbursement of Professionals, for Early Distribution of Assets in Chapter 11 Cases, and for Motions and Orders Pertaining to Use of Cash Collateral and Post-Petition Financing, entered by the Court on December 21, 2000, and to which the Court refers in its Order, (the “Guidelines”).

#### **BACKGROUND**

4. On December 17, 2002 (the “Petition Date”), the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the Court. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are operating their businesses and managing their properties as debtors in possession.

5. The Debtors are subsidiaries and affiliates of Mosaic Group Inc. (“MGI”). MGI is a Canadian corporation incorporated in 1995 under the laws of the Province of Ontario, and was continued on May 29, 2002 under the laws of Canada. MGI’s common shares are listed for trading on The Toronto Stock Exchange. MGI and its affiliates and subsidiaries (the “Mosaic Group”), including the Debtors, operate as a market leader in the field of marketing and sales solutions, providing outsourced services to major companies in Canada, the United States and the United Kingdom.

6. TH&T has been advised by the Debtors that, as of April 23, 2003, the Debtors’ business together with the Debtors’ Canadian affiliates’ business is being operated, on a

consolidated basis, with positive EBITDA, or earnings before interest, taxation, depreciation and amortization. TH&T has been advised by the Debtors that the cash flow of the Debtors and their Canadian affiliates has been operated in accordance with the parameters set forth in the DIP Term Sheet, dated December 17, 2002, as amended, and as further set forth in the Order of the Ontario Superior Court of Justice, dated December 17, 2002, and the Final Agreed Order Authorizing Post-Petition Financing, Granting Senior Liens and Priority Administrative Expense Status, and Modifying the Automatic Stay, dated January 8, 2003 and issued by this Court. TH&T has been advised by the Debtors that, as of April 17, 2003, the amount of money on hand in the estate of the Debtors together with their Canadian affiliates is approximately CDN \$18,000,000. The Debtors are unable to provide an accurate estimate of other accrued expenses of administration. No retainer has been advanced by the Debtors to TH&T.

7. TH&T has been advised by the Debtors that all quarterly fees required to be paid have been paid to the U.S. Trustee and that all monthly operating reports required to be submitted by the Debtors to the U.S. Trustee have been submitted.

8. TH&T has been advised by the Debtors that there have been no material changes in the status of material litigation involving the Debtors.

9. The Debtors do not anticipate filing a plan for reorganization. Instead, the Debtors are considering a combination of asset sales, stock sales and mergers.

10. On December 26, 2002, the Court issued an Interim Order Pursuant to 11 U.S.C. § 327(e) Authorizing Employment of TH&T As Special Counsel for Debtors. The Order approves the engagement of TH&T by the Debtors as special counsel.

11. Pursuant to the Order, professionals employed in the Debtors' case are authorized to seek compensation on a monthly basis for fees and expenses incurred in connection with the

case. Under the Order, professionals are authorized to submit monthly fee statements to the Court, the Debtors, counsel to the Debtors (Akin Gump Strauss Hauer & Feld LLP), the Office of the United States Trustee, and counsel to any official committee appointed in this case, of which there are none. Each party receiving a monthly fee statement is provided twenty (20) days to review and object to that statement. Assuming no objections are filed, the Debtors are obligated to pay eighty percent (80%) of fees and one-hundred percent (100%) of expenses requested in the statement. The Order also permits the professional to file a Certificate of No Objection to the fee statement with the Court. The Order provides for Court review of a fee application every three months.

12. TH&T has been advised by the Debtors that such fees and expenses of TH&T paid by the Debtors to date and to be paid have been and shall be satisfied from the Debtors' working capital.

13. This First Interim Fee Application is the first interim fee application filed by TH&T. TH&T has previously requested compensation in three monthly fee statements: (i) a monthly fee statement for the period December 17, 2002 to December 31, 2002 was dated January 29, 2003 and amended February 5, 2003 ("Monthly Fee Statement No. 1"); (ii) a monthly fee statement for the period January 1, 2003 to January 31, 2003 was dated February 28, 2003 and supplemented March 4, 2003 ("Monthly Fee Statement No. 2"); and (iii) a monthly fee statement for the period February 1, 2003 to February 28, 2003 was dated March 31, 2003 ("Monthly Fee Statement No. 3").

14. Monthly Fee Statement No. 1 requested \$32,193.55, of which \$29,322.20 represented eighty percent (80%) of the fees actually incurred during that period and \$2,871.35 represented one-hundred percent (100%) of the expenses actually incurred during that period.

Monthly Fee Statement No. 1 had initially totaled \$35,309.55, but the fees associated with matter 14 (legal fees incurred in connection with the preparation of monthly and interim fee statements) were reduced by \$3,895.00 at the request of Mr. George McElreath, though no objection was formally filed. The \$3,895.00 represented time spent establishing billing procedures compliant with the Order, the Guidelines and the U.S. Trustee Program Guidelines for Reviewing Applications for Compensation & Reimbursement of Expenses filed under 11 U.S.C. § 330 (“U.S. Trustee Program Guidelines”) and educating billing professionals about the new billing procedures.

15. Monthly Fee Statement No. 2 requested \$21,996.56, of which \$20,165.20 represented eighty percent (80%) of the legal fees actually incurred during that period and \$1,831.36 represented one-hundred percent (100%) of the expenses actually incurred during that period.

16. Monthly Fee Statement No. 3 requested \$6,701.11, of which \$6,021.60 represented eighty percent (80%) of the legal fees actually incurred during that period and \$679.51 represented one-hundred percent (100%) of the expenses actually incurred during that period.

17. The chart below summarizes the total fees and expenses requested for the First Application Period:

Statement	Dates Covered	80% of Fees	100% of Expenses	Total
Monthly Fee Statement No. 1	12/17/02 - 12/31/02	\$29,322.20	\$2,871.35	\$32,193.55
Monthly Fee Statement No. 2	1/1/03 - 1/31/03	\$20,165.20	\$1,831.36	\$21,996.56
Monthly Fee Statement No. 3	2/1/03-2/28/03	\$6,021.60	\$679.51	\$6,701.11
<b>Totals:</b>		<b>\$55,509.00</b>	<b>\$5,382.22</b>	<b>\$60,891.22</b>

18. On February 27, 2003, TH&T filed a Certificate of No Objection Regarding Monthly Fee Statement No. 1 of Testa, Hurwitz & Thibault, LLP For The Period December 17, 2002 to December 31, 2002. An order entered on March 3, 2003 directing the Debtors to pay eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested by TH&T in its Monthly Fee Statement No. 1. As of the date hereof, TH&T has received \$32,193.55 from the Debtors, representing the amount requested in Monthly Fee Statement No. 1.

19. On March 28, 2003, TH&T filed a Certificate of No Objection Regarding Monthly Fee Statement No. 2 of Testa, Hurwitz & Thibault, LLP For The Period January 1, 2003 to January 31, 2003. An order has not yet entered. As of the date hereof, TH&T has received \$21,996.56 from the Debtors, representing the amount requested in Monthly Fee Statement No. 2

20. On April 22, 2003, TH&T filed a Certificate of No Objection Regarding Monthly Fee Statement No. 3 of Testa, Hurwitz & Thibault, LLP For The Period February 1, 2003 to February 28, 2003. An order has not yet entered. As of the date hereof, TH&T has not received any monies from the Debtors in connection with Monthly Fee Statement No. 3.

21. The Debtors will receive this First Interim Fee Application concurrently with the Court and, thus, have not had an opportunity to review it. However, the Debtors have received and had the opportunity to review and object to Monthly Fee Statement No. 1, Monthly Fee Statement No. 2 and Monthly Fee Statement No. 3, the only fee statements covered by this First Interim Fee Application.

22. By this First Interim Fee Application, TH&T (i) seeks approval of fees in the amount of \$69,386.25 and expenses in the amount of \$5,382.22, totaling \$74,768.47 incurred during the First Application Period, representing 224.55 hours of legal services rendered inclusive of the hours incurred in connection with the \$3,895.00 that was written-off after Monthly Fee Statement No. 1 was processed; (ii) requests authorization to retain the interim payments received to date toward fees and expenses incurred; and (iii) requests an order directing the Debtors to immediately pay any balance due on the allowed fees and expenses, including payment of \$13,877.25, representing twenty percent (20%) of the fees incurred during the First Application Period which were not previously requested in Monthly Fee Statement No. 1, Monthly Fee Statement No. 2 or Monthly Fee Statement No. 3.

#### **SERVICES RENDERED**

23. Attached as Exhibit A is a summary of the matters to which TH&T bills its time and which are based upon the U.S. Trustee Program Guidelines. 9446 is TH&T's client number for the Debtors, while the numbers 1 through 32 represent matter numbers.

24. Attached as Exhibit B is a copy of Monthly Fee Statement No. 1, containing a summary of the services performed during the portion of the First Application Period covered by Monthly Fee Statement No. 1 and the attendant invoice. The summary of services performed for each matter will give the Court guidance as to what the task billed to each matter covered, the complexity and difficulty of the task, the professional's efficiency and the results achieved. The summary for each matter also indicates the amount of fees and expenses incurred in connection with that matter.



25. Attached as Exhibit C is a copy of Monthly Fee Statement No. 2, containing a summary of the services performed during the portion of the First Application Period covered by Monthly Fee Statement No. 2 and the attendant invoice.

26. Attached as Exhibit D is a copy of Monthly Fee Statement No. 3, containing a summary of the services performed during the portion of the First Application Period covered by Monthly Fee Statement No. 3 and the attendant invoice.

27. TH&T submits that the detailed information contained in Exhibit B, Exhibit C and Exhibit D supports the fees requested and reflects the reasonableness of such fees. TH&T submits that the time and labor spent were consistent with the issued address and the results obtained.

28. Each invoice included with Exhibit B, Exhibit C and Exhibit D is organized according to matter number. Each invoice contains detailed chronological descriptions of the tasks performed by each professional who rendered services during the First Application Period. Each entry includes (i) the date of the task; (ii) the individual who performed the task; (iii) a detailed description of the work performed; (iv) the length of time of the task; (v) the total number of hours spent by the individual; and (vi) the amount billed. Following the time entries for each matter is a Matter Fee Summary By Time Keeper setting forth (i) the total amount of time each professional spent on a particular matter during the First Application Period and (ii) the hourly billing rate of each professional, as well as (i) the total hours billed for each matter and (ii) the total amount billed for each matter. All professionals are attorneys except as indicated in Exhibit F.

29. Fees in connection with the preparation of this First Interim Fee Application are billed under matter 14 (Fee Application) and will not be reflected on an invoice until the monthly

fee statements covering the period March 1, 2003 to March 31, 2003 (“Monthly Fee Statement No. 4”) and the period April 1, 2003 to April 30, 2003 (“Monthly Fee Statement No. 5”). The aggregate number of hours that will be billed in Monthly Fee Statement No. 4 in connection with the preparation of this First Interim Fee Application is approximately 3.0, totaling approximately \$600.00, representing time incurred during the month of March. As of April 22, 2003, the aggregate number of hours spent on this First Interim Fee Statement during the month of April 2003 was approximately 12.3 totaling approximately \$3,100.00, which amount will not be reflected until Monthly Fee Statement No. 5. The total amount incurred in connection with the preparation of this First Interim Fee Application is approximately \$3,700.00 representing approximately 15.3 hours, and constituting approximately five percent (5%) of the amounts requested in this First Interim Fee Application.

30. Attached as Exhibit E is a spreadsheet setting forth a summary of (i) total compensation and expenses requested and any amounts previously requested; (ii) total compensation and expenses previously awarded by the Court; (iii) name and billing rate for each professional who billed time during the First Application Period and date of bar admission for each attorney; (iv) total hours billed and total amount of billing for each person who billed time during the billing period; and (v) computation of blended hourly rate of \$331.21 for persons who billed time during the period, excluding legal assistant or other paraprofessional time.

31. Attached as Exhibit F is a summary of the services rendered by paraprofessionals, including legal assistants and docket clerks. Exhibit F includes the name and position of the paraprofessional, a summary of the paraprofessional’s qualifications, and the matter numbers and dates on which the paraprofessional rendered services.

32. TH&T represents that, to the best of its knowledge, it has complied with §§ 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Order, the Guidelines and the U.S. Trustee Program Guidelines.

33. TH&T has tried to keep the number of attorneys involved in this case to a minimum, to maximize familiarity with various issues and avoid waste or duplication of efforts, to employ special expertise in a given field of law when necessary, and to maximize economic use of professionals consistent with sound legal representation and supervision.

### **EXPENSES**

34. Each invoice included with Exhibit B, Exhibit C and Exhibit D itemizes, according to matter number, the expenses incurred in connection with that matter, including expenses for mailing and photocopying services. The itemization includes (i) the date the expense was incurred where known; (ii) method of computation if not otherwise evident; (iii) a description of the expense; and (iv) where relevant, the name of the person incurring the expense and purpose of the expense. Total expenses incurred during the First Application Period are \$5,382.22.

35. Pursuant to the Guidelines, documentation for expenditures over \$50.00 will be made available to the Court upon request.

36. As indicated in paragraph 26 of the Debtors' Application Under 11 U.S.C. §§ 327(e) and 328 and Rule 2014 of the Federal Rules of Bankruptcy Procedure and For Authority to Employ and Retain Testa, Hurwitz & Thibeault, LLP, as Special Financing, Corporate, Real Estate, Litigation, Intellectual Property, Immigration, Mergers and Acquisition and General Non-Bankruptcy Counsel, filed on December 19, 2002, in accordance with its usual practices TH&T has sought reimbursement for non-itemized disbursements equal to seven percent (7%) of fees

charged because, unlike many other law firms, TH&T does not itemize photocopy, facsimile, regular mailing costs or long-distance telephone charges.

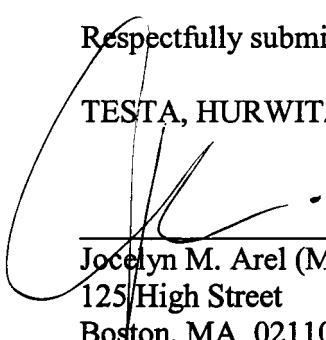
**WHEREFORE**, TH&T respectfully requests that this Court enter the attached proposed order at its earliest convenience (i) allowing and authorizing compensation for services in the amount of \$69,386.25 and reimbursement of expenses in the amount of \$5,382.22, for the period from December 17, 2002 through February 28, 2003, for a total allowance of \$74,768.47; (ii) authorizing TH&T to retain the interim payments received to date toward fees and expenses incurred; (iii) directing the Debtors to immediately pay any balance due on the allowed fees and expenses requested herein; and (iv) grant such other relief as may be just and proper.

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DATED: April 24, 2003

Respectfully submitted by,

TESTA, HURWITZ & THIBEAULT, LLP



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Jocelyn M. Arel (Massachusetts Bar #561003)

125 High Street

Boston, MA 02110

(617) 248-7000

(617) 248-7100 (fax)

### **CERTIFICATION OF APPLICANT**

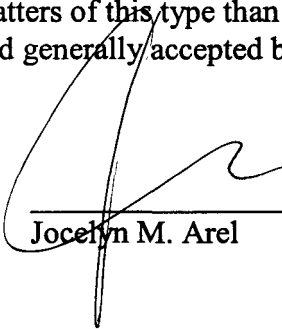
Jocelyn M. Arel, being duly sworn, deposes and states as follows:

1. I am an attorney licensed to practice law in the Commonwealth of Massachusetts and the State of New York. I am a partner in the law firm of Testa, Hurwitz & Thibault, LLP, which has offices at 125 High Street, Boston, Massachusetts 02110. I am authorized to make this certification on behalf of Testa, Hurwitz & Thibault, LLP.

2. I have read this First Interim Fee Application.

3. To the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with the Guidelines except as specifically noted herein.

4. The compensation and expense reimbursement requested are billed at rates and in accordance with practices no less favorable for matters of this type than those customarily employed by Testa, Hurwitz & Thibault, LLP and generally accepted by Testa, Hurwitz & Thibault, LLP's bankruptcy clients.



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Jocelyn M. Arel

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:	§	
	§	Case No. 02-81440-HDH
	§	
MOSAIC GROUP (US) INC., et al.	§	Chapter 11
(Fed. Tax I.D. No. 75-2767582)	§	
	§	
Debtors.	§	(Joint Administered)

**ORDER PURSUANT TO FIRST INTERIM FEE APPLICATION OF  
TESTA, HURWITZ & THIBEAULT, LLP  
FOR ALLOWANCE OF FEES AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the First Interim Fee Application of Testa, Hurwitz & Thibault, LLP for Allowance of Fees and Reimbursement of Expenses ("First Interim Fee Application"), no objection having been filed in connection with those monthly fee statements covered by the First Interim Fee Application, for good cause appearing, it is this \_\_\_\_ day of \_\_\_\_\_, 2003, hereby

ORDERED, that First Interim Fee Application is approved and compensation for services in the amount of \$69,386.25 and reimbursement of expenses in the amount of \$5,382.22, for the period from December 17, 2002 through February 28, 2003, for a total allowance of \$74,768.47, is hereby allowed;

ORDERED, that Testa, Hurwitz & Thibault, LLP is authorized to retain the interim payments received to date toward fees and expenses incurred; and it is further

ORDERED, that the Debtor shall immediately pay any balance due on its allowed fees and expenses requested in the First Interim Fee Statement.

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United State Bankruptcy Judge



Billing Matters

<b>Project Number</b>	<b>Project Name</b>	<b>Project Description</b>
1	General	This matter is set-up for internal accounting purposes only. No time will be billed to this matter.
2	Accounting & Auditing	Activities related to maintaining and auditing books of account, preparing of financial statements and account analysis.
3	Asset Sales and Valuation	Assessing likely ranges of value of the Company's assets or business units under reorganization, sale and/or liquidation scenarios. Advising and assisting the Debtors with the asset sale process. Analyzing the financial aspects of potential mergers, acquisitions and dispositions of the Debtor(s) or subsidiaries.
4	Business Operations	Issues related to DIP operating in Chapter 11 such as employee, customer, vendor, intellectual property, tenant issues and other related issues related to the ongoing operations of the DIP.
5	Business Plan Development	Advising and assisting the Debtors to develop, design, draft, and challenge the Business Plan including related assumptions and rationale.
6	Case Administration	Coordinating and communicating between the staff and professional representatives of the Debtors, the Official Committee, the Banks, other Parties in Interest, the U.S. Trustee including attending and participating in meetings to effectively and efficiently plan, coordinate and manage the Chapter 11 process. Preparing for and providing testimony (including expert testimony) concerning the extensions of exclusivity, adequate disclosure, solvency, feasibility of the Plan of Reorganization, avoidance actions and other matters that may arise in the case. Preparation of financial and operating information required by the parties, the U.S. Trustee and/or the Court including The Statement of Affairs, Schedules of Assets and Liabilities, lists of contracts, interim statements and monthly monitoring reports, and the motions, orders and stipulations related thereto.
7	Cash Management	Forecasting, planning, controlling and other aspects of managing cash.

8	Claims Administration	Advising and assisting the Debtors with the development of a claims resolution process including evaluating and selecting a claims processor, responding to specific claim inquiries, determining bar dates, analyzing claims, settling claims, preparing motions, orders, stipulations related thereto and attending related hearings.
9	Corporate Maintenance	Assisting Debtor with corporate governance issues and maintenance of corporate records.
10	Customer Issues	Coordinating the gathering of information related to customer settlement issues, communicating between the Debtor, Customer and other professionals, participating in settlement negotiations.
11	DIP Facility	Review and evaluate terms of DIP agreement; analyze information relating to the Debtors' need for DIP financing; preparation for DIP Court Hearing and Deposition; preparation of reports and any additional issues relating to DIP financing including matters under Sec. 361, 363, and 364, including loan document analysis.
12	Employee Related Issues	Assisting and advising on issues related to employees, severance, 401k, pension plan and collective bargaining issues.
13	Executory Contracts/Equipment Leases	Analyzing executory contracts in order to determine the appropriate course of action to protect the Estates' best interests. Preparing and reviewing related motions, applications, orders, stipulations and attending hearings related thereto.
14	Fee Application	Preparation of fee applications, invoices, time summaries and responding to inquiries by the U.S. Trustee and other Parties in Interest.
15	First Day Pleadings	Planning and coordinating information gathering related to First Day Pleadings.
16	Labor	Assisting Debtor in on-going labor issues.
17	Intellectual Property	Assisting Debtor in on-going intellectual property issues.
18	Immigration	Assisting Debtor in on-going employee immigration issues. (There will be a separate matter number established for each immigration matter.)
19	Litigation Matters and Relief from Stay	Addressing matters relating to termination or continuation of automatic stay under sec. 362, reclamation complaints, etc. (There should be a separate category established for each major litigation matter).

	Proceedings	
20	Operational Issues including Foreign Subsidiaries	Developing, designing and implementing programs to manage or divest assets, improve operations and settle operational issues resulting from Chapter 11. Participating in foreign & domestic management meetings and meetings of the Board of Directors.
21	POR and Disclosure Statement	Advising and assisting the Debtors to develop the Debtors' Plan of Reorganization and Disclosure Statement, and negotiate such Plan with various parties-in-interest.
22	Pre-Petition Review	Analysis and review of Pre-Petition financial transactions.
23	Real Estate Matters	Analyzing existing operations including determination of potential site closings, lease rejections or assumptions, lease negotiations and valuation of leases.
24	Secured Creditors Issues	Perform various analysis and participate in meetings and teleconferences with the Bank Group to discuss Debtors' financial position and performance, including hypothetical liquidation and distribution of proceeds analysis.
25	Special Projects & Miscellaneous Matters	Assisting and advising with respect to other projects or matters.
26	Tax Issues	Analyzing tax issues and assisting in the preparation of federal tax returns.
27	Unsecured Creditors/Committee Issues	Perform various analysis and participate in meetings and teleconferences with Committee to discuss Debtors' financial position and performance, including hypothetical liquidation and distribution of proceeds analysis.
28	Alan Berlet Immigration.	Immigration time for Alan Berlet.
29	Richard Thombs Immigration	Immigration time for Richard Thombs.
30	Dena Sam Matter	Assisting Debtor defend against claims by a former employee.
31		Closed.

32	AT&T Wireless Litigation	Assisting Debtor in AT&T Wireless litigation
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# 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; Kevin T. Lamb

DATE: February 5, 2003

RE: Amendment to Invoice for the Period December 17, 2002 to December 31, 2002

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Please be advised that Testa, Hurwitz & Thibault LLP, after consultation with the Office of the United States Trustee, has agreed to reduce its legal fees for matter 14 (Fee Application) from \$7,335.00 to \$3,440.00, representing a write-off of \$3,895.00.

As a result, the invoice total is reduced to \$39,524.10 for services and expenses for the period December 17, 2002 to December 31, 2002. Of the \$39,524.10, \$36,652.75 represents services and \$2,871.35 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 of January 29, 2003 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:	\$29,322.20
100% of the expenses:	\$2,871.35

**Total Due: \$32,193.55**

**UNITED STATES BANKRUPTCY COURT FOR  
THE NORTHERN DISTRICT OF TEXAS**

**ADDITIONAL EXHIBITS OR ATTACHMENTS SUBMITTED**

Additional exhibits or attachments in reference to this document were submitted. Pursuant to our Administrative Procedures for CM/ECF, such documentation is not to be filed with the court except as summarized or excerpted, unless a party is directed to do so. The court will not process or retain more than 5 pages of exhibits or attachments to documents filed with the court. A complete copy of the exhibits or attachments are available upon request from the filer.