Daniel C. Stewart, SBT #19206500
William L. Wallander, SBT #20780750
Richard H. London, SBT #24032678
VINSON & ELKINS L.L.P.
2001 Ross Avenue
3700 Trammel Crow Center
Dallas, Texas 75201-2975
Telephone: (214) 220-7700
Facsimile: (214) 220-7716

COUNSEL FOR THE AGENT

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:	§	
	§	**Case No. 02-81440-HDH-11**
MOSAIC GROUP (US) INC., et al.	§	**(Chapter 11)**
	§	**(Jointly Administered)**
Debtors.	§	
	§	

NOTICE OF FILING OF VINSON & ELKINS L.L.P.'S
FEE STATEMENT FOR THE PERIOD
MARCH 1, 2003 THROUGH MAY 31, 2003

PLEASE TAKE NOTICE that, pursuant to the Final Agreed Order Authorizing Post-Petition Financing, Granting Senior Liens & Priority Administrative Expense Status, and Modifying the Automatic Stay (as amended, modified and supplemented, the "Financing Order") and the Final Agreed Order Authorizing Limited Use of Cash Collateral and Granting Adequate Protection (as amended, modified and supplemented, the "Cash Collateral Order"), Vinson & Elkins L.L.P. ("V&E"), as counsel for Canadian Imperial Bank of Commerce, as administrative agent (in such capacity, the "Agent") for itself; the Bank of Nova Scotia; Bank One, NA, Canada Branch; Bank of Montreal; the Toronto-Dominion Bank; and HSBC Bank Canada (collectively, the "Banks") files its redacted fee statement in the aggregate amount of $92,384.99 (the "Fees and

Expenses") for the period March 1, 2003 through May 31, 2003 (the "Fee Statement"). The Fee Statement is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Financing Order and the Cash Collateral Order, the Banks provided to the Debtors and the United States Trustee copies of V&E's redacted fee statement on June 25, 2003.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Financing Order and the Cash Collateral Order, if the Banks do not receive the Debtors or United States Trustee's objection to the Fees and Expenses by July 15, 2003, the Fees and Expenses shall be paid promptly by the Debtors.

Respectfully submitted,

VINSON & ELKINS L.L.P.
2001 Ross Avenue
3700 Trammel Crow Center
Dallas, Texas 75201-2975
Telephone: (214) 220-7700
Facsimile: (214) 220-7716

By: _____
Daniel C. Stewart, SBT #19206500
William L. Wallander, SBT #20780750
Richard H. London, SBT #24032678

COUNSEL FOR THE AGENT

704154_1.DOC

CERTIFICATE OF SERVICE

I hereby certify that on June 25, 2003, the Notice was served on the following parties via first class mail, postage pre-paid:

One of Counsel

Catherine Barbaro, Esq.
Mosaic Group Inc.
469a King Street West
Toronto, Ontario
CANADA M5V 3M4

David H. Botter
Akin Gump Straus Hauer & Feld, LLP
590 Madison Avenue
New York, NY 10022

Charles R. Gibbs
Akin Gump Strauus Hauer & Feld, LLP
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201

United States Trustee
Room 9C60
1100 Commerce Street
Dallas, TX 75242

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

AUSTIN BEIJING DALLAS HOUSTON LONDON MOSCOW NEW YORK SINGAPORE WASHINGTON, D.C.

April 17, 2003

Canadian Imperial Bank Of Commerce
Commerce Court
Toronto, Ontario, M5L 1A2

Client/Matter CAN181 64001
Invoice Number 25041726
Billing Attorney Daniel C. Stewart

Re: Mosaic Group

Fees for services posted through March 31, 2003, as follows:

Date	Init	Description	Hours
03/01/03	DCS	Review Lazard report; review monthly operating report.	0.75
03/02/03	DCS	Review all pending matters -- multiple emails and pleadings and document review regarding Lazard status, timetable, their employment application and review same in preparation for hearing March 4; proof of claim preparation status; updated cash flows review, DIP extension proposal; Critical Vendors Motion Hearing; email Wallander regarding [redacted]; Lazard indemnification language issues.	1.75
03/02/03	RHLO	Various e-mail correspondence with Dan Stewart regarding filing of proof of claim [redacted].	0.50
03/03/03	WLWA	Follow up regarding [redacted]	0.50
03/03/03	RHLO	Review motion to employ Lazard.	0.25
03/04/03	DCS	Emails Milly Chow; continued Lazard Employment Application Hearing preparation; Critical Vendor status review.	0.75
03/04/03	DCS	Lazard review for tomorrow hearing.	0.25
03/04/03	WLWA	Continue working on extension matters.	0.50
03/04/03	RHLO	E-mail Kevin Rice concerning extension of authorization to use cash collateral (.25); travel to and from scheduled hearing on Lazard employment (.75); review and revise various perfection certificates (1.00).	2.00
03/05/03	WLWA	Continue working on extension follow up; review of pleadings related [redacted]; follow up with counsel for Company regarding [redacted].	0.75
03/05/03	JMAR	Review Perfection Certificate; conference with Rich	0.50

EXHIBIT "A"

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25041726
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
		London.	
03/05/03	RHLO	Review perfection certificates; identify budget relating [redacted] travel to, participate in and return from hearing on employment of Lazards; prepare summary of hearing.	4.00
03/06/03	DCS	Conference call with Lazard, Hap Stephens, et al.; follow-up Lenders conference call with Lazard, sale process, overall status.	1.25
03/06/03	RHLO	Telephone conference with Debtors, Lazard, Bank group and Noteholders concerning marketing efforts; review operating reports; review order authorizing employment of Lazard; telephone conference with Bill Wallander and Kevin Rice concerning hearing on critical vendors and lease rejections; review perfection certificates.	4.25
03/07/03	RHLO	Review perfection certificates.	2.75
03/08/03	DCS	Lazard hearing summary review.	0.25
03/09/03	DCS	Review Lazard order.	0.25
03/10/03	DCS	Telephone conference with Ken Miller [redacted]; telephone calls [redacted]	0.75
03/11/03	WLWA	Continue working on bankruptcy matters; follow up work related [redacted]	0.50
03/11/03	JMAR	Review memorandum from Rick London regarding [redacted] conference with Rick London.	0.50
03/11/03	RHLO	Final preparation of memorandum summarizing review of perfection certificate (.40); prepare for, travel to, return from and participate in hearing on rejection of leases (1.60).	2.00
03/12/03	DCS	Conference calls regarding Hicks Muse; monthly financial report review, comments, analysis.	1.25
03/12/03	WLWA	Continue working on bankruptcy matters; continue follow up regarding [redacted] coordination of same with Canadian counsel.	1.00

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

AUSTIN BEIJING DALLAS HOUSTON LONDON MOSCOW NEW YORK SINGAPORE WASHINGTON, D.C.

April 17, 2003

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25041726
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
03/12/03	JMAR	Review emails from Bill Wallander and reply thereto; review Proof of Claim and Addendum.	0.50
03/13/03	DCS	Telephone conference [redacted]	0.25
03/13/03	WLWA	Continue working on bankruptcy matters.	0.50
03/13/03	JHCO	Review updated lien searches received from CT Corporation; update lien search summary as needed; email correspondence with Marti Roininen regarding [redacted]	1.00
03/14/03	WLWA	Continue working on bankruptcy matters.	0.50
03/14/03	JMAR	Telephone conference with Milly Chow and Kevin McElcheran; draft email to Dan Stewart and Bill Wallander.	0.50
03/14/03	JHCO	Review UCC chart received from Marti Roininen [redacted] email correspondence with Marti regarding same.	0.50
03/17/03	DCS	Telephone call from Milly Chow regarding [redacted]	0.25
03/17/03	WLWA	Continue working on bankruptcy matters.	0.50
03/18/03	DCS	Telephone conference with Milly Chow regarding [redacted]	0.50
03/19/03	JMAR	Review email from Milly Chow regarding [redacted]	0.50
03/19/03	RHLO	Review budget to attach to cash collateral and DIP financing motion.	0.25
03/20/03	DCS	Emails regarding [redacted]	0.50
03/20/03	WLWA	Continue working on bankruptcy matters.	1.00
03/20/03	JMAR	Review email from Rich London regarding [redacted] review Amended and Restated Guaranty Agreement.	0.50
03/20/03	RHLO	E-mail Kevin Rice concerning preparation of amended notices extending use of cash collateral and DIP financing; extensive preparation of proofs of claim.	2.00
03/21/03	RHLO	Further preparation of proof of claim.	0.50

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25041726
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
03/22/03	WLWA	Continue working on bankruptcy matters.	0.50
03/24/03	DCS	Emails with Milly Chow regarding today's conference call and review attachments regarding [redacted]; work on form of proposed Asset Purchase Agreement; conference call with Lender Group, Company, Lazard, etc.	2.75
03/24/03	WLWA	Continue working on bankruptcy matters; conference call regarding Lazard updates; follow up regarding [redacted].	2.25
03/24/03	RHLO	Review docket; review supplemental notice extending use of cash collateral and DIP financing.	0.25
03/25/03	DCS	Conference call with Bank Group regarding [redacted].	0.75
03/25/03	DCS	Telephone conference [redacted]	0.25
03/25/03	WLWA	Attend conference call; follow up regarding [redacted]; brief review of critical vendor order as modified.	2.00
03/25/03	RHLO	Review and revise supplemental notice extending use of cash collateral and DIP financing; prepare for, travel to, participate in and return from critical vendor hearing.	3.00
03/26/03	DCS	Telephone conferences, conference calls regarding [redacted].	0.75
03/27/03	DCS	Telephone call from Celia Rhea; telephone calls from Ken Miller regarding [redacted]; emails regarding [redacted]	1.25
03/28/03	DCS	Asset Purchase Agreement review and comments; Lazard status review.	0.50
03/28/03	WLWA	Continue working on bankruptcy matters; follow up on matters related [redacted].	1.00
03/28/03	RHLO	Further preparation of proofs of claim, including for non-guarantor parties.	2.75
03/30/03	HJW	Research issue [redacted]	1.75

April 17, 2003

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25041726
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
		[redacted]	
03/31/03	WLWA	Continue working on bankruptcy matters; work on fee reimbursement notices per procedure.	0.75
03/31/03	RHLO	Further preparation of proofs of claim; e-mail to Milly Chow; prepare notice of V&E fees and expenses; review Canadian bankruptcy pleadings.	3.25
03/31/03	HJW	Conference with Richard London and William Wallander [redacted]	0.25

Total fees **$23,552.50**
Total hours **61.50**

Disbursements and other charges posted through March 31, 2003

Travel	29.00
Computer Legal Research	27.41
Photocopy	40.95
Courier Services	78.93
Outside Professional Services	729.12
Long Distance Telephone	16.36

Total disbursements and other charges **$921.77**

Total Invoice $24,474.27

TOTAL AMOUNT DUE **$24,474.27**

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

AUSTIN BEIJING DALLAS HOUSTON LONDON MOSCOW NEW YORK SINGAPORE WASHINGTON, D.C.

April 17, 2003

Canadian Imperial Bank Of Commerce

Client/Matter	CAN181 64001
Invoice Number	25041726
Billing Attorney	Daniel C. Stewart

Summary of services on this invoice

Init	Name	Rank	Hours	Eff. Rate	Amount
DCS	Daniel C. Stewart	Partner	15.00	550.00	8,250.00
WLWA	William L. Wallander	Partner	12.25	510.00	6,247.50
JMAR	James A. Markus	Partner	3.00	485.00	1,455.00
RHLO	Richard H. London	Associate	27.75	250.00	6,937.50
HJW	Holly J. Warrington	Associate	2.00	215.00	430.00
JHCO	Julie H. Cooper	Legal Assistant	1.50	155.00	232.50
			61.50		$23,552.50

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

AUSTIN BEIJING DALLAS HOUSTON LONDON MOSCOW NEW YORK SINGAPORE WASHINGTON, D.C.

April 17, 2003

Canadian Imperial Bank Of Commerce
Commerce Court
Toronto, Ontario, M5L 1A2

Client/Matter CAN181 64001
Invoice Number 25041726
Billing Attorney Daniel C. Stewart

Re: Mosaic Group

REMITTANCE COPY

Fees for services posted through March 31, 2003	$23,552.50
Disbursements and other charges posted through March 31, 2003	921.77
TOTAL INVOICE	24,474.27
TOTAL AMOUNT DUE	**$24,474.27**

Please return this page with your payment

Total amount (payable in U.S. dollars) due by May 17, 2003

Please reference account and invoice numbers when remitting

I.R.S. NO. 74-1183015

PLEASE REMIT TO: P.O. BOX [illegible]
HOUSTON, TEXAS [illegible]

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

AUSTIN BEIJING DALLAS HOUSTON LONDON MOSCOW NEW YORK SINGAPORE WASHINGTON, D.C.

May 20, 2003

Canadian Imperial Bank Of Commerce
Commerce Court
Toronto, Ontario, M5L 1A2

Client/Matter CAN181 64001
Invoice Number 25047142
Billing Attorney Daniel C. Stewart

Re: Mosaic Group

Fees for services posted through April 30, 2003, as follows:

Date	Init	Description	Hours
02/17/03	JHCO	Telephone conference with CT Corporation regarding updated lien search order; review lien search results received.	1.25
04/01/03	DCS	To Courthouse for Status Conference with Judge Hale.	1.00
04/03/03	DCS	Sales status; upcoming hearings; telephone conference [redacted]	0.50
04/07/03	DCS	Lender Group conference call with Borrower and Lazard regarding [redacted], Windsor Sale update; DIP extension request; follow-up with CIBC.	2.25
04/07/03	WLWA	Review of numerous email communications regarding status of bankruptcy matters; initial review of recent pleadings filed including Motion to Extend Exclusivity and for Rejection of Certain Executory Contracts.	1.00
04/07/03	RHLO	Review various pleadings to be filed by debtors; review Intercreditor Agreement.	2.25
04/08/03	DCS	Work on research and analysis [redacted] telephone conferences with Milly Chow regarding same.	1.25
04/08/03	WLWA	Continue work on bankruptcy matters.	0.75
04/08/03	RHLO	Research [redacted]	4.25
04/09/03	DCS	Review [redacted] issues and telephone conferences and emails Milly Chow.	1.25
04/10/03	DCS	[redacted] research and telephone calls.	1.75
04/11/03	DCS	Early morning call with Bank Lender Group regarding various claim and administrative matters; entire Lender Group conference call with Lazard regarding [redacted]	2.25

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25047142
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
		[redacted]	
04/11/03	WLWA	Preparation for and attendance of conference call related to issues regarding yield maintenance; follow up regarding [redacted]	2.25
04/11/03	RHLO	Telephone conference with bank group; telephone conference with bank group, noteholders, debtors and Lazards.	2.00
04/13/03	DCS	Proofs of claim reviews; review Lazard status report.	1.75
04/14/03	DCS	Conference call with Lenders, Noteholders, Company, and Lazard regarding status, bids, and sales procedures; follow-up call with Banks regarding [redacted]	1.75
04/14/03	RHLO	Telephone conference with bank group, noteholders, debtors and Lazard; review notices extending use of cash collateral and DIP financing; prepare objection to extension of exclusive period.	2.75
04/15/03	DCS	Conference call, and telephone calls with Debtor's counsel regarding [redacted] and attend court hearing.	1.25
04/15/03	WLWA	Continue working on bankruptcy matters; follow up regarding [redacted].	1.00
04/15/03	RHLO	Further preparation of objection to extension of exclusivity period; travel to, participate in and return from hearing on motion to extend exclusivity period; prepare summary of the same; review proposed language for order relating to the same.	2.75
04/16/03	WLWA	Follow up regarding proof of claim matters.	0.50
04/17/03	WLWA	Continue coordination of proof of claims filing.	0.75
04/17/03	JHCO	Email correspondence with Marti Roininen regarding [redacted]	0.25
04/19/03	WLWA	Continue working on bankruptcy and claims matters; follow	1.00

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25047142
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
		up communications with associate regarding same.	
04/20/03	WLWA	Review of numerous emails received from Canadian counsel for CIBC and respond to same.	1.00
04/21/03	WLWA	Follow up regarding [redacted].	0.75
04/22/03	RHLO	Prepare proofs of claim for various members of the bank group.	5.75
04/23/03	WLWA	Continue working on bankruptcy matters and potential sale transaction matters.	0.75
04/24/03	DCS	Emails and telephone conferences regarding emergency conference call; quick overview of Halyard bid for assets; conference call regarding [redacted]	1.25
04/24/03	WLWA	Preparation for and attendance of conference call regarding [redacted]; follow up regarding [redacted]	3.00
04/24/03	RHLO	Telephone conference with debtors, bank group, noteholders and Lazard.	0.75
04/25/03	DCS	Telephone conferences regarding [redacted]	0.75
04/25/03	WLWA	Attend Bank Group conference call regarding [redacted] follow up regarding [redacted] attend afternoon Bank Group conference call regarding [redacted]	3.50
04/28/03	WLWA	Continue working on bankruptcy matters; follow up regarding [redacted]; review of correspondence related [redacted].	0.75
04/29/03	WLWA	Continue working on potential sale matters; conference call regarding [redacted] follow up regarding [redacted] teleconference with counsel for Debtor regarding [redacted]	2.25
04/29/03	RHLO	Telephone conferences with debtors, noteholders and bank group.	0.75
04/29/03	PALE	Review claims filed with Bankruptcy Management in Mosaic cases, to verify filing and inclusion of all claims	3.75

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25047142
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
		submitted for filing; prepare separate letters to members of lender group regarding [redacted] prepare packets of claims for each member.	
04/30/03	PALE	Per Rich London, make revisions to separate letters to each member of lender group regarding [redacted]	1.25

Total fees **$25,462.50**
Total hours **64.00**

Disbursements and other charges posted through April 30, 2003

Travel	7.00
Computer Legal Research	78.80
Photocopy	164.40
Courier Services	32.25
Electronic Data Services	73.22
Telefax	8.00
Overtime	20.00
Long Distance Telephone	39.59

Total disbursements and other charges **$423.26**

Total Invoice $25,885.76

TOTAL AMOUNT DUE **$25,885.76**

May 20, 2003

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25047142
Billing Attorney Daniel C. Stewart

Summary of services on this invoice

Init	Name	Rank	Hours	Eff. Rate	Amount
DCS	Daniel C. Stewart	Partner	17.00	550.00	9,350.00
WLWA	William L. Wallander	Partner	19.25	510.00	9,817.50
RHLO	Richard H. London	Associate	21.25	250.00	5,312.50
JHCO	Julie H. Cooper	Legal Assistant	1.50	155.00	232.50
PALE	Pamela A. Lewis	Legal Assistant	5.00	150.00	750.00
			64.00		$25,462.50

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

AUSTIN BEIJING DALLAS HOUSTON LONDON MOSCOW NEW YORK SINGAPORE WASHINGTON, D.C.

May 20, 2003

Canadian Imperial Bank Of Commerce
Commerce Court
Toronto, Ontario, M5L 1A2

Client/Matter CAN181 64001
Invoice Number 25047142
Billing Attorney Daniel C. Stewart

Re: Mosaic Group

REMITTANCE COPY

Fees for services posted through April 30, 2003	$25,462.50
Disbursements and other charges posted through April 30, 2003	423.26
TOTAL INVOICE	25,885.76
TOTAL AMOUNT DUE	**$25,885.76**

Please return this page with your payment

Total amount (payable in U.S. dollars) due by June 19, 2003

Please reference account and invoice numbers when remitting

I.R.S. NO. 74-1[illegible]5

PLEASE REMIT TO: P.O. BOX [illegible]
HOUSTON, TEXAS [illegible]

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

AUSTIN BEIJING DALLAS HOUSTON LONDON MOSCOW NEW YORK SINGAPORE WASHINGTON, D.C.

June 16, 2003

Canadian Imperial Bank Of Commerce
Commerce Court
Toronto, Ontario, M5L 1A2

Client/Matter CAN181 64001
Invoice Number 25049646
Billing Attorney Daniel C. Stewart

Re: Mosaic Group

Fees for services posted through May 31, 2003, as follows:

Date	Init	Description	Hours
04/19/03	RHLO	(Mosaic - Nova Scotia - Bank One) Attention to proof of claim inquiries by numerous members of the bank group; prepare proof of claim for Bank of Nova Scotia.	1.00
05/01/03	WLWA	Continue working on potential MPS sale matter; continue working on potential MSS sale matters; continue working on bankruptcy matters including Epson.	2.00
05/02/03	WLWA	Continue working on potential sale matters.	3.00
05/04/03	DCS	Review multiple emails regarding [redacted]	0.75
05/04/03	WLWA	Follow up regarding [redacted].	0.50
05/05/03	WLWA	Continue working on MPS sale matters; continue working on Epson issues; follow up with counsel for Company regarding [redacted]; follow up with Canadian counsel regarding [redacted]	2.25
05/05/03	RHLO	[redacted]	1.25
05/05/03	HJW	[redacted]	0.25
05/06/03	WLWA	Continue working on Epson matters; continue working on MPS asset sale matters; follow up regarding [redacted]	2.00
05/07/03	DCS	Multiple telephone conferences and emails with Botter, Chow and Wallander regarding [redacted]	1.25
05/07/03	WLWA	Continue working on JAL bid procedures and motion materials; review of MPS purchase agreement; communications with Canadian counsel regarding [redacted]	1.50
05/08/03	JEW	Interoffice conferences with Bill Wallander; research into change of control issues; review structure diagram.	1.50
05/08/03	ALYO	Conference with Jim Markus; telephone conference with	3.50

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25049646
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
		all parties regarding update on various sale matters; review Purchase and Sale Agreement with MG LLC and related documents; telephone conference with Mosaic and attorneys regarding [redacted]	
05/08/03	DCS	Conference Bill Wallander regarding Sales negotiations.	0.50
05/08/03	WLWA	Attend conference call with Lender Group regarding [redacted] extensive work on motions regarding sale process; follow up communications to Canadian counsel regarding [redacted] attend conference call in afternoon regarding [redacted] additional follow up and review of sale documentation and motions related to same.	4.50
05/08/03	JMAR	Conference with Lamar Youngblood; participate in portion of conference call providing update of pending sales.	0.75
05/08/03	JHCO	Prepare lien search order as requested; telephone conference with CT Corporation regarding [redacted]	0.25
05/09/03	ALYO	Telephone conference with Lenders and Company.	1.00
05/09/03	WLWA	Continue working on extensive sale matters.	1.75
05/10/03	JMAR	Review emails from Milly Chow and forward to Lamar Youngblood.	0.25
05/11/03	WLWA	Continue working on extensive sale matters; review of multiple communications regarding [redacted]	1.75
05/12/03	SBJ	Attorney conference with Lamar Youngblood regarding [redacted].	0.25
05/12/03	ALYO	Review revised drafts of Purchase and Sale Agreements; conference with Stuart Johnston regarding [redacted] telephone conference with Bank Group and Company regarding [redacted]	3.00
05/12/03	WLWA	Review of incoming bankruptcy pleadings; continue working on sale transaction; conference calls related to same; follow up with Canadian counsel regarding [redacted] follow up with Company regarding [redacted]	3.25

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

AUSTIN BEIJING DALLAS HOUSTON LONDON MOSCOW NEW YORK SINGAPORE WASHINGTON, D.C.

June 16, 2003

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25049646
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
05/13/03	WLWA	Continue working on potential transactions; conference call regarding [redacted] attend Bankruptcy Court hearing regarding [redacted]	4.75
05/13/03	JMAR	Conference with Dan Stewart and Todd Crosby; conference with Alexis Dixon.	0.50
05/13/03	RHLO	Prepare objection [redacted]	0.25
05/14/03	DCS	Multiple telephone conferences and conferences with Wallander regarding [redacted]	0.50
05/14/03	WLWA	Continue working on issues related [redacted]s; morning conference call and afternoon conference call regarding [redacted] follow up with Canadian counsel regarding [redacted] follow up on issues regarding [redacted].	2.00
05/15/03	DCS	Telephone conference with Wallander, conference with Wallander and emails regarding [redacted]	0.50
05/15/03	WLWA	Continue working on matters related to acquisition; continue review of terms and APA's related [redacted] continue review of motions and orders related [redacted]	2.00
05/16/03	WLWA	Attend morning conference calls regarding [redacted] review of motions and orders related [redacted]; comment regarding [redacted]	3.00
05/19/03	WLWA	Continue working on Asset Purchase Agreement issues and sale transaction; follow up regarding proceeds issue.	1.75
05/19/03	ABW	Prepare for and attend hearing in Mosaic and follow-up.	3.00
05/20/03	WLWA	Continue work on acquisition matters; attend Bankruptcy Court hearings regarding [redacted] follow up with client representatives regarding [redacted]	5.00
05/20/03	RHLO	Review final cash collateral and final DIP financing order [redacted]	1.00
05/21/03	WLWA	Continue working on acquisition matters; conference call with Lender representatives regarding [redacted] follow up regarding [redacted]	2.75

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25049646
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
05/22/03	DCS	Multiple telephone conferences and emails past several days with Milly Chow, Bill Wallander regarding [redacted]	1.25
05/22/03	WLWA	Follow up regarding [redacted]	0.75
05/23/03	ALYO	Review drafts of documents related [redacted] lender group conference call regarding [redacted]	2.00
05/23/03	WLWA	Continue working on bankruptcy sale matters; review of revised bidding procedures; review of revised asset purchase agreement; conference calls with client representatives and Company [redacted] follow up with Canadian counsel regarding [redacted]	2.50
05/26/03	WLWA	Continue working on bankruptcy sales matters; continue review of bid procedures; continue review of orders regarding [redacted] conference call with Lender Group [redacted] conference call with Company regarding [redacted]	3.25
05/26/03	ABW	Review in preparation for tomorrow's hearing.	0.25
05/27/03	ALYO	Review various emails and comments to MSS Asset Purchase Agreement (0.50); review revised MSS Asset Purchase Agreement (0.50); review various emails and comments to Section 7.6 of MSS Asset Purchase Agreement and David Graf's Employment Agreement (0.50); review revised documents (0.50).	2.00
05/27/03	WLWA	Continue work on sale matters; preparation for and attendance of Bankruptcy Court hearing regarding [redacted] work on sale order and revisions to same; communications with counsel for Company [redacted] follow up communications to client and Canadian counsel [redacted] review and revise bid procedures motion and bid procedures order for MSS sale transaction.	5.50
05/27/03	ABW	Prepare for and attend hearing on sale; conference in camera with judge following hearing regarding [redacted] follow up as directed.	3.00

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

AUSTIN BEIJING DALLAS HOUSTON LONDON MOSCOW NEW YORK SINGAPORE WASHINGTON, D.C.

June 16, 2003

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25049646
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours	
05/28/03	WLWA	Continue working on sales matters.	1.00	
05/30/03	WLWA	Continue working on sale matters; review of pleadings related to same; follow up regarding same.	2.25	
05/31/03	DCS	Memoranda and emails regarding status.	0.50	
05/31/03	WLWA	Continue working on sale matters.	0.50	
			Total fees	**$41,485.00**
			Total hours	**89.75**

Disbursements and other charges posted through May 31, 2003

Travel	8.00
Photocopy	87.30
Courier Services	17.64
Postage	7.60
Outside Professional Services	71.54
Long Distance Telephone	347.88
Total disbursements and other charges	**$539.96**

Total Invoice	$42,024.96
TOTAL AMOUNT DUE	**$42,024.96**

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

AUSTIN BEIJING DALLAS HOUSTON LONDON MOSCOW NEW YORK SINGAPORE WASHINGTON, D.C.

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Summary of services on this invoice

Init	Name	Rank	Hours	Eff. Rate	Amount
DCS	Daniel C. Stewart	Partner	5.25	550.00	2,887.50
WLWA	William L. Wallander	Partner	59.50	510.00	30,345.00
JMAR	James A. Markus	Partner	1.50	485.00	727.50
SBJ	Stuart B. Johnston	Partner	0.25	420.00	105.00
JEW	John E. West	Of Counsel	1.50	415.00	622.50
ALYO	A L. Youngblood	Of Counsel	11.50	360.00	4,140.00
ABW	Abigail B. Willie	Associate	6.25	270.00	1,687.50
RHLO	Richard H. London	Associate	3.50	250.00	875.00
HJW	Holly J. Warrington	Associate	0.25	225.00	56.25
JHCO	Julie H. Cooper	Legal Assistant	0.25	155.00	38.75
			89.75		$41,485.00

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

AUSTIN BEIJING DALLAS HOUSTON LONDON MOSCOW NEW YORK SINGAPORE WASHINGTON, D.C.

June 16, 2003

Canadian Imperial Bank Of Commerce
Commerce Court
Toronto, Ontario, M5L 1A2

Client/Matter CAN181 64001
Invoice Number 25049646
Billing Attorney Daniel C. Stewart

Re: Mosaic Group

REMITTANCE COPY

Fees for services posted through May 31, 2003	$41,485.00
Disbursements and other charges posted through May 31, 2003	539.96
TOTAL INVOICE	42,024.96
TOTAL AMOUNT DUE	**$42,024.96**

Please return this page with your payment

Total amount (payable in U.S. dollars) due by July 16, 2003

Please reference account and

I.R.S. NO. 74-1183215

PLEASE REMIT TO: P.O. BOX