Daniel C. Stewart, SBT #19206500
William L. Wallander, SBT #20780750
Abigail B. Willie, SBT #24028226
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
OCTOBER 1, 2003 THROUGH OCTOBER 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 statements in the aggregate amount of $14,979.17 (the "Fees and

Expenses") for the period of October 1, 2003 through October 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, if the Banks do not receive the Debtors' or United States Trustee's objection to the Fees and Expenses, the Fees and Expenses shall be paid promptly by the Debtors after twenty days' notice to the Debtors and the United States Trustee.

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: /s/ William L. Wallander
Daniel C. Stewart, SBT #19206500
William L. Wallander, SBT #20780750
Abigail B. Willie, SBT #24028226

COUNSEL FOR THE AGENT

CERTIFICATE OF SERVICE

I hereby certify that on this, the 3rd day of December, 2003, the Notice was served on the following parties via first class mail, postage pre-paid:

/s/ Abigail B. Willie
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 Straus Hauer & Feld, LLP
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201

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

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Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

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

November 12, 2003

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

Client/Matter CAN181 64001
Invoice Number 25069946
Billing Attorney Daniel C. Stewart

Re: Mosaic Group

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

Date	Init	Description	Hours
10/01/03	DCS	Multiple emails regarding funds disbursements and pay-off of DIP loan.	0.50
10/01/03	WLWA	Continue working on matters related to claim objections.	0.75
10/01/03	ABW	Review incoming emails and schedule upcoming deadlines; conference with Bill Wallander regarding [redacted]	0.50
10/02/03	DCS	Multiple emails Milly Chow and conference with Bill Wallander.	0.50
10/02/03	ABW	Review docket sheet and newly received pleadings.	0.25
10/03/03	WLWA	Continue working on claim objections; follow up regarding [redacted]; follow up review of distribution matters.	1.25
10/06/03	WLWA	Follow up regarding [redacted]	0.75
10/06/03	ABW	Review incoming emails; schedule upcoming hearing dates on calendar; review docket sheet for any objections filed.	0.25
10/07/03	DCS	Emails Milly Chow.	0.50
10/07/03	WLWA	Continue working on bankruptcy related matters; follow up to Canadian counsel potential wind down.	1.00
10/08/03	WLWA	Review of communications regarding [redacted]s.	0.75
10/08/03	ABW	Review docket sheet; commence coordinating motion to extend cash collateral order.	0.25
10/09/03	WLWA	Continued review of communications regarding [redacted]	0.75
10/09/03	ABW	Continue coordinating regarding [redacted]	0.25

EXHIBIT A

Please reference account and invoice numbers when remitting.

PLEASE REMIT TO: P.O. BOX 200113
HOUSTON, TEXAS 77216-0113

November 12, 2003

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25069946
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
		[redacted].	
10/10/03	WLWA	Continue working on bankruptcy matters and follow up to Debtor's counsel regarding [redacted] review of matters related [redacted]	0.75
10/13/03	DCS	Akin Gump Fee hearing.	0.50
10/13/03	ABW	Coordinate motion to extend cash collateral order; review related incoming emails and respond; review draft; conference with debtors' counsel; return David Staber telephone call.	1.50
10/14/03	DCS	Multiple emails with Milly Chow and Bill Wallander.	0.75
10/14/03	WLWA	Continue working on matters related to administrative bar date.	0.75
10/15/03	WLWA	Continue working on matters related to administrative bar date.	0.50
10/15/03	ABW	Conference with debtor's counsel regarding [redacted]; review incoming budget to be attached; forward to Milly for her approval; review emails and respond; conference briefly with Bill Wallander to give status update on same and about additional issues posed by Milly; finalize cash collateral order.	1.50
10/16/03	WLWA	Attendance of conference call with interim receiver and other counsel regarding [redacted]; follow up regarding [redacted].	2.75
10/16/03	ABW	Review docket sheet and new pleadings.	0.25
10/22/03	WLWA	Continue working on claim objection matters; continue working on administrative bar date matters.	1.50
10/22/03	ABW	Review incoming emails; conference with Bill Wallander regarding [redacted]; phone (leave message with) Kevin Rice regarding [redacted]	0.25
10/24/03	ABW	Contact debtor's counsel regarding [redacted]e; conference with same; update Bill Wallander	1.00

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25069946
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
		as to situation; review incoming emails; review proposed Admin Bar Date filing drafted by debtor last month.	
10/24/03	ABW	Conference with Kevin Rice via telephone; conference briefly with Bill Wallander regarding [redacted]; review incoming administrative bar date draft motion and forward to Bill Wallander.	0.50
10/26/03	WLWA	Continue working on administrative bar date matters and claim objection matters.	1.00
10/27/03	DCS	Emails regarding JLL Purchase Agreement and questions regarding [redacted].	0.75
10/27/03	WLWA	Review of objections and responses received relative to secured claims; follow up regarding [redacted]	2.00
10/27/03	ABW	Review incoming emails and attached document related to administrative bar date issue; pull and review responses to omnibus objections and summary and advise Bill Wallander regarding [redacted]	0.75
10/28/03	WLWA	Follow up regarding results of hearings relative to objections to secured claims; review of issues regarding AT&T and Mars; follow up discussions with Company counsel regarding [redacted].	1.25
10/28/03	ABW	Prepare for and attend hearing; review follow up emails and briefly advise Bill Wallander regarding [redacted]	1.50
10/28/03	PALE	Research docket for pleadings, notices and orders on omnibus claims objections and pull copies of documents as needed.	0.50
10/29/03	WLWA	Follow up regarding [redacted]s [redacted]s.	0.75
10/29/03	ABW	Review incoming emails and review as necessary; pull specified documents and pleadings and continue work related to administrative bar date and outstanding responses to claims objections; conference with Kevin Rice and Bill Wallander; conference with counsel from	1.50

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.

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

November 12, 2003

Canadian Imperial Bank Of Commerce

Client/Matter CAN181 64001
Invoice Number 25069946
Billing Attorney Daniel C. Stewart

Date	Init	Description	Hours
		Testa.	
10/30/03	DCS	Emails regarding status, issues, claims.	0.75
10/30/03	WLWA	Brief review of preference screen; follow up regarding issue related to secured claims objections; conference call with Bank Group regarding [redacted]	1.75
10/30/03	ABW	Review emails and incoming form of order with exemption of secured creditors from Kevin Rice.	0.25
10/31/03	DCS	Multiple telephone conferences and emails regarding [redacted]	0.50

Total fees **$14,830.00**
Total hours **34.00**

Disbursements and other charges posted through October 31, 2003

Travel	7.00
Photocopy	85.20
Postage	3.59
Long Distance Telephone	53.38
Total disbursements and other charges	**$149.17**

Total Invoice $14,979.17

Accounts Receivable Summary

Bill Date	Bill Number	Bill Amount	Balance Due
10/08/03	25065221	33,407.78	33,407.78

Balance Forward 33,407.78

TOTAL AMOUNT DUE **$48,386.95**