

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: : Chapter 11  
: :  
IMPERIAL DISTRIBUTING, INC., et al., : Case No. 01-140 (SLR)  
: through 01-176 (SLR)  
: :  
Debtors. : (Jointly Administered)  
: **Hearing Date: To be scheduled by the Debtors.**  
: **Obj Deadline: 11/5/01 at 4:00 p.m.**

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**NOTICE OF APPLICATION**

TO U.S. Trustee; Debtors, Counsel to the Debtors, and Counsel to Official Committee of Unsecured Creditors; and Counsel to the Equity Committee.

Akin, Gump, Strauss, Hauer & Feld, L.L.P., co-counsel to the Official Committee of Unsecured Creditors, (hereinafter referred to as "Applicant") has filed its **Final Application for Compensation and Reimbursement of Expenses for the Period February 1, 2001 Through August 7, 2001** (the "Application").

You are required to file a response to the attached Application on or before November 5, 2001 at 4:00 p.m Eastern Standard Time.

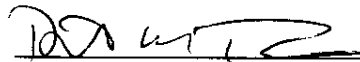
At the same time, you must also serve a copy of the response upon Applicants:

PEPPER HAMILTON LLP	AKIN, GUMP, STRAUSS,
David M. Fournier, Esq.	HAUER & FELD
Aaron A. Garber, Esq.	Fred S. Hodara, Esq.
1201 Market Street, Suite 1600	590 Madison Avenue
P.O. Box 1709	20th Floor
Wilmington, Delaware 19899-1709	New York, New York 10022

HEARING ON THE APPLICATION WILL BE HELD at a date and time to be scheduled for an omnibus hearing on fee applications before the Honorable Sue L. Robinson, United States District Court for the District of Delaware, 844 King Street, Wilmington, Delaware 19801.

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

Dated: October 15, 2001

  
David M. Fournier (Bar No. 2812)  
Aaron A. Garber (Bar No. 3837)  
1201 Market Street, Suite 1600  
P.O. Box 1709  
Wilmington, Delaware 19899-1709  
(302) 777-6500

-  
**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ) Chapter 11  
 )  
IMPERIAL DISTRIBUTING, INC., *et al.*, ) Case Nos. 01-0140 (SLR)  
 ) through 01-0176 (SLR)  
Debtors. )  
 ) (Jointly Administered)

**FINAL APPLICATION FOR COMPENSATION  
AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant: Akin, Gump, Strauss, Hauer & Feld, L.L.P.

Authorized to Provide  
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: April 2, 2001 (nunc pro tunc to February 1, 2001)

Period for which compensation  
and reimbursement is sought: February 1, 2001 through August 7, 2001

Amount of Compensation sought as  
actual, reasonable, and necessary: \$794,394.50

Amount of Expense Reimbursement sought  
as actual, reasonable, and necessary: \$33,292.47

This is the final fee application.

Prior Fee Applications.

<b>Time Period</b>	<b>Fees</b>	<b>Expenses</b>	<b>Status</b>
February 1, 2001 – February 28, 2001	\$194,923.50	\$4,423.85	Pending/Payment received pursuant to Administrative Fee Order
March 1, 2001 – March 31, 2001	\$108,408.50	\$5,611.86	Pending/Payment received pursuant to Administrative Fee Order
April 1, 2001 – April 30, 2001	\$163,128.50	\$6,907.97	Pending/Payment received pursuant to Administrative Fee Order
May 1, 2001 – May 31, 2001	\$147,709.50	\$2,232.84	Pending/Payment received pursuant to Administrative Fee Order
June 1, 2001 – June 30, 2001	\$86,301.50	\$10,387.60	Pending/Payment received pursuant to Administrative Fee Order
July 1, 2001 – July 31, 2001	\$68,564.00	\$3,229.55	Pending – A certificate of no objection has been filed with the Court.
August 1, 2001 – August 7, 2001	\$25,359.00	\$498.80	Pending

**ATTACHMENT B  
TO THE FEE APPLICATION**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Fred S. Hodara	Partner for 11 years; Admitted in 1982; Financial Restructuring Department	\$550.00	255.90	\$140,745.00
H Rey Stroube, III	Partner for 21 years; Admitted in 1971; Financial Restructuring Department	\$550.00	66.80	\$36,740.00
Andrew L. Games	Partner for 5 years; Admitted in 1987; ERISA Department	\$525.00	2.70	\$1,417.50
John S. Strickland	Partner for 4 years; Admitted in 1974; Corporate Department	\$525.00	57.40	\$30,135.00
S Margie Venus	Partner for 9 years; Admitted in 1983; Financial Restructuring Department	\$500.00	757.20	\$378,600.00
G. Crawford Moorefield	Partner for 6 years; Admitted in 1987; Tax Department	\$450.00	17.80	\$8,010.00
Randall C. Brown	Partner for 8 years; Admitted in 1987; Intellectual Property Department	\$435.00	15.50	\$6,742.50
Becky Carmichael	Associate for 20 years; Admitted in 1981; Financial Restructuring Department	\$400.00	42.70	\$17,080.00
Suzanne Chauvin	Partner for 1 year; Admitted in 1991; Litigation Department	\$400.00	6.60	\$2,640.00
Ruth Klarman	Senior Counsel; Admitted in 1976; Corporate Department	\$375.00	9.50	\$3,562.50
Bruce E. Simonetti	Associate for 6 years; Admitted in 1995; ERISA Department	\$355.00	9.40	\$3,337.00
Jan M. Abell	Associate for 8 years; Admitted in 1993; Financial Restructuring Department	\$350.00	38.60	\$13,510.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position at Current or Prior Firms, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Kirk Kennedy	Associate for 6 years: Admitted in 1995: Financial Restructuring Department	\$295.00	40.20	\$11,859.00
Matthew I. Kramer	Associate for 3 years: Admitted in 1998: Corporate Department	\$275.00	269.10	\$74,002.50
Allen H. Rustay	Associate for 4 years: Admitted in 1997; Litigation Department	\$255.00	2.20	\$561.00
B.A. Kilmer	Associate for 3 years: Admitted in 1998: Financial Restructuring Department	\$235.00	112.10	\$26,343.50
Chris Adams	Associate for 2 years: Admitted in 1999; Financial Restructuring Department	\$210.00	25.60	\$5,376.00
J.L. Harris	Associate for 1 year: Admitted in 2000: Financial Restructuring Department	\$185.00	53.30	\$9,860.50
Peter J. Sprofera	Legal Assistant for 25 years: Financial Restructuring Department	\$150.00	11.80	\$1,770.00
Evelyn Munoz	Legal Assistant for 5 years: Financial Restructuring Department	\$135.00	2.20	\$297.00
Laura D. Kieschnick	Legal Assistant for 10 years: Financial Restructuring Department	\$135.00	109.90	\$14,836.50
Shiela Augusta	Legal Assistant for 16 years: Financial Restructuring Department	\$115.00	60.60	\$6,969.00

Total Amount of Fees: \$794,394.50

Total Number of Hours: 1,967.10

Blended Hourly Rate: \$403.84

## COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees (\$)
General Case Administration	267.20	119,976.00
Fee Application/Monthly Billing Reports	69.00	14,987.00
Analysis of Other Professionals Fee Applications/Reports	13.60	4,310.00
Review of Schedules, Statements	57.50	13,555.00
Retention of Professionals	150.60	49,158.00
Creditors Committee Meetings	99.50	44,469.50
Court Hearings	21.20	10,690.00
Financial Reports and Analysis	8.00	3,590.50
DIP and Exit Financing	195.40	98,220.00
Executory Contracts/License Agreements	2.40	1,200.00
Claims Analysis/Claims Objections	25.10	9,351.50
Analysis of Pre-Petition Transactions	0.10	55.00
Adequate Protection Issues	0.50	137.50
Analysis of Secured Claims	134.40	36,062.00
Lift Stay Litigation	3.80	1,900.00
Adversary Proceedings/Litigation Matters	243.20	93,228.50
Labor Issues/Employee Benefits	52.20	19,096.50
Real Estate Issues	3.50	1,457.50
Plan and Disclosure Statement	544.30	240,403.00
Asset Sales/Business Liquidations	41.00	18,962.00
Plan Related Documentation	0.40	220.00
Travel Time (billed at 50% of actual time)	34.20	13,365.00
<b>TOTALS:</b>	<b>1,967.10</b>	<b>\$794,394.50</b>

**IMPERIAL DISTRIBUTING, INC.**  
**FEE SUMMARY**  
**FEBRUARY 1, 2001 THROUGH AUGUST 7, 2001**

	HOURS	RATE	AMOUNT
<b>PARTNERS</b>			
Fred S. Hodara	255.90	\$550.00	\$140,745.00
H. Rey Stroube, III	66.80	\$550.00	\$36,740.00
Andrew L. Gaines	2.70	\$525.00	\$1,417.50
John S. Strickland	57.40	\$525.00	\$30,135.00
S. Margie Venus	757.20	\$500.00	\$378,600.00
G. Crawford Moorefield	17.80	\$450.00	\$8,010.00
Randall C. Brown	15.50	\$435.00	\$6,742.50
Suzanne Chauvin	6.60	\$400.00	\$2,640.00
<b>COUNSEL</b>			
Becky Carmichael	42.70	\$400.00	\$17,080.00
Ruth Klarman	9.50	\$375.00	\$3,562.50
Bruce E. Simonetti	9.40	\$355.00	\$3,337.00
Jan M. Abell	38.60	\$350.00	\$13,510.00
<b>ASSOCIATES</b>			
Kirk Kennedy	40.20	\$295.00	\$11,859.00
Matthew I. Kramer	269.10	\$275.00	\$74,002.50
Allen H. Rustay	2.20	\$255.00	\$561.00
B.A. Kilmer	112.10	\$235.00	\$26,343.50
Chris Adams	25.60	\$210.00	\$5,376.00
J.L. Harris	53.30	\$185.00	\$9,860.50
<b>LEGAL ASSISTANTS</b>			
Peter J. Sprofera	11.80	\$150.00	\$1,770.00
Evelyn Munoz	2.20	\$135.00	\$297.00
Laura D. Kieschnick	109.90	\$135.00	\$14,836.50
Shiela Augusta	60.60	\$115.00	\$6,969.00
<b>TOTALS:</b>	<b>1,967.10</b>		<b>\$794,394.50</b>

**IMPERIAL DISTRIBUTING, INC.**  
**DISBURSEMENT SCHEDULE**  
**- FEBRUARY 1, 2001 THROUGH AUGUST 7, 2001**

COMPUTERIZED RESEARCH	\$7,846.17
COURIER SERVICE/POSTAGE	\$721.42
DEPOSITION	\$1,547.90
DUPLICATING COSTS/THIRD PARTY DUPLICATING CHARGES	\$4,373.72
LONG DISTANCE TELEPHONE/CONFERENCE CALLS	\$6,416.54
MEALS	\$39.63
OVERTIME/SECRETARIAL	\$182.28
TELEX & FACSIMILE CHARGES	\$913.00
TRADEMARK SEARCH CHARGES	\$277.66
TRAVEL EXPNESES	\$10,974.15
<b>TOTAL:</b>	<b>\$33,292.47</b>



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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
IMPERIAL DISTRIBUTING, INC., <i>et al.</i> ,	)	Case Nos. 01-0140 (SLR)
	)	through 01-0176 (SLR)
Debtors.	)	
	)	(Jointly Administered)

**APPLICATION OF AKIN, GUMP, STRAUSS,  
HAUER & FELD, L.L.P., CO-COUNSEL FOR  
THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, FOR FINAL ALLOWANCE OF  
COMPENSATION AND FOR THE REIMBURSEMENT OF  
EXPENSES FOR SERVICES RENDERED DURING THE PERIOD  
FROM FEBRUARY 1, 2001 THROUGH AUGUST 7, 2001**

**TO: THE HONORABLE SUE L. ROBINSON,  
CHIEF UNITED STATES DISTRICT COURT JUDGE:**

Akin, Gump, Strauss, Hauer & Feld, L.L.P. (“Akin Gump” or “Applicant”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Imperial Distributing, Inc. (“Imperial”) and its affiliated debtors and debtors-in-possession (the “Debtors”), for its application pursuant to 11 U.S.C. § 330 (a) for final allowance of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents:

**I. INTRODUCTION**

1. By this application, Akin Gump seeks (i) final allowance and award of compensation for the professional services rendered by Akin Gump as attorneys for the Committee for the period February 1, 2001 through August 7, 2001 (the “Compensation Period”) in the amount of \$794,394.50 representing 1,782.6 hours in professional services and 184.5 hours in paraprofessional services, and (ii) final allowance and reimbursement of actual and

necessary expenses incurred by Akin Gump during the Compensation Period in connection with the rendition of such professional services and paraprofessional services in the amount of \$33,292.47

## II. BACKGROUND

2. On January 16, 2001 (the “Petition Date”), the Debtors filed with this Court their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

3. The Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

4. This Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory predicates for the relief sought herein are 11 U.S.C. § 330(a) and Federal Rules of Bankruptcy Procedure 2002(a) and 2016(a).

5. On January 31, 2001 (the “Committee Formation Date”), pursuant to Section 1102 of the Bankruptcy Code, the United States Trustee appointed the Committee. As of the effective date of the Debtors’ Second Amended Plan of Reorganization (the “Plan”), August 7, 2001 (the “Effective Date”), the Committee consisted of seven members.<sup>1</sup> On February 1, 2001, the Committee selected Akin Gump to serve as co-counsel to the Committee pursuant to Section 1103(a) of the Bankruptcy Code. Akin Gump was retained as co-counsel to the Committee nunc pro tunc to February 1, 2001, pursuant to an order of this Court dated April 2, 2001.

6. Applicant has received no payment and no promises for payment from any source for services rendered in connection with these cases. There is no agreement or understanding

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<sup>1</sup> The Committee consisted of Lehman Brothers, Inc., U.S. Trust Company of Texas, Scana Energy Trading LLC, William Steinhauer, William Sprague, Jr., Liberty Funds Group, and MetLife.

between the Applicant and any other person (other than members of Akin Gump) for the sharing of compensation to be received for the services rendered in these cases.

7 Pursuant to the Administrative Fee Order, Akin Gump filed its (i) First Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period of February 1, 2001 through February 28, 2001 in the amounts of \$194,923.50 for fees and \$4,423.85 for expenses (the "First Interim Fee Application"); (ii) Second Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period of March 1, 2001 through March 31, 2001 in the amounts of \$108,408.50 for fees and \$5,611.86 for expenses (the "Second Interim Fee Application"); (iii) Third Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period of April 1, 2001 through April 30, 2001 in the amounts of \$163,128.50 for fees and \$6,907.97 for expenses (the "Third Interim Fee Application"); (iv) Fourth Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period of May 1, 2001 through May 31, 2001 in the amounts of \$147,709.50 for fees and \$2,232.84 for expenses (the "Fourth Interim Fee Application"); (v) Fifth Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period of June 1, 2001 through June 30, 2001 in the amounts of \$86,301.50 for fees and \$10,387.60 for expenses (the "Fifth Interim Fee Application"); (vi) Sixth Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period of July 1, 2001 through July 31, 2001 in the amounts of \$68,564.00 for fees and \$3,229.55 for expenses (the "Sixth Interim Fee Application"); and (vii) Seventh Application for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered during the Period of August 1, 2001 through August 7, 2001 in the amounts of \$25,359.00 for fees and

\$498.80 for expenses (the "Seventh Interim Fee Application"). Pursuant to the Administrative Fee Order, Akin Gump has received payment of 80% of the fees and 100% of the expenses requested in the First Interim Fee Application, Second Interim Fee Application, Third Interim Fee Application, Fourth Interim Fee Application, and Fifth Interim Fee Application. Akin Gump has not received payment with respect to the Sixth Interim Fee Application and the Seventh Interim Fee Application.

8. As stated in the Affidavit of Fred S. Hodara, Esq., annexed hereto as Exhibit "A," all of the services for which interim compensation is sought herein were rendered for or on behalf of the Committee solely in connection with these cases.

### **III. SUMMARY OF SERVICES RENDERED**

9. Since February 1, 2001, Akin Gump has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the Debtors' unsecured creditors. The variety and complexity of these cases and the need to act or respond on an expedited basis in furtherance of the Committee's needs have required the expenditure of substantial time by personnel from several legal disciplines, on an as-needed basis.

10. Akin Gump respectively submits that the services rendered on behalf of the Committee were necessary, resulted in the effective administration of these cases, and directly benefited the Debtors' unsecured creditors. Akin Gump advised and counseled the Committee on formulating an effective strategy which led to the confirmation of the Plan. Through the efforts of Akin Gump and the other Committee's professionals, the Committee acquitted its fiduciary duties to, and secured a recovery for, the Debtors' unsecured creditors.

11. The services rendered by Akin Gump for the period of February 1, 2001 through and including August 7, 2001 are described in the seven interim fee applications, which are on file with the Court and are hereby incorporated by reference.

**IV. FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES**

12. The factors to be considered in awarding attorneys fees have been enumerated in *In re First Colonial Corporation of America*, 544 F.2d 1291, 1298-99 (5<sup>th</sup> Cir. 1977), *reh'g denied*, 547 F.2d 573, *cert. denied*, 431 U.S. 904, which standards have been adopted by most courts. Akin Gump respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

(A) The Time and Labor Required. The professional services rendered by Akin Gump on behalf of the Committee have required the continuous expenditure of substantial time and effort, under significant time pressures. The services rendered required a high degree of professional competence and expertise in order to be administered with skill and dispatch.

(B) The Novelty and Difficulty of Questions. In this case, as in all others in which the firm is involved, Akin Gump's effective advocacy and creative approach have helped clarify and resolve such issues.

(C) The Skill Requisite to Perform the Legal Services Properly. Akin Gump believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Akin Gump's practice, and its creative approach to the resolution of issues will contribute to the maximization of distributions to the Debtors' unsecured creditors.

- (D) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case Due to the size of Akin Gump's insolvency department, Akin Gump's representation of the Committee has not precluded its acceptance of new clients.
- (E) The Customary Fee. The fee sought herein is based upon Akin Gump's normal hourly rates for services of this kind. Akin Gump respectfully submits that the fee sought herein is not unusual given the magnitude and complexity of these cases and the time expended in attending to the representation of the Committee, and is commensurate with fees Akin Gump has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.
- (F) Whether the Fee is Fixed or Contingent. Pursuant to sections 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under section 327 of the Code are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained.
- (G) Time Limitations Imposed by Client or Other Circumstances. As already indicated, Akin Gump has been required to attend to certain issues arising in these cases in a compressed and urgent time-frame.
- (H) The Amount Involved and Results Obtained. Through the efforts of Akin Gump, the Committee has been an active participant in these Chapter 11 cases, and its constructive assistance, as well as criticism, has greatly contributed to enhancement of the recoveries available to the Debtors' creditors and to the efficient administration of these cases.
- (I) The Experience, Reputation and Ability of the Attorneys. Akin Gump has a large and sophisticated insolvency practice and is playing and has played a

major role in numerous cases of national import including, for example, the reorganization proceedings of Levitz Furniture Incorporated, Hillsborough Holdings Corporation, Scott Cable Communications, Inc., Boston Chicken, Inc., Crimi Mae, Inc., New Valley, Inc., Raytech Corporation, Purina Mills, Inc., OpTel Inc., Eagle Geophysical, Inc., DIMAC, Inc., Genesis Health Ventures, Inc., Cambridge Industries, Inc., Toshoku America, Inc., Livent, Inc., Pittsburgh Penguins, Golden Books Publishing Company, Inc., Carmike Cinemas, Inc. and Pillowtex, Inc. Akin Gump's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Akin Gump has called upon the expertise of its partners and associates in other practice areas to perform the wide ranging scope of the legal work necessitated by these cases.

(J) The "Undesirability" of the Case. These cases are not undesirable.

(K) Nature and Length of Professional Relationship. Akin Gump was selected as counsel to the Committee on February 1, 2001. The Court entered an order on April 2, 2001 authorizing the, nunc pro tunc, employment and retention of Akin Gump to February 1, 2001. Akin Gump has rendered services continuously to the Committee from February 1, 2001 through the Effective Date when, by the terms of the Plan, the Committee was disbanded.

#### V. ALLOWANCE OF COMPENSATION

13. The professional services rendered by Akin Gump required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the

services rendered to the Committee were performed efficiently, effectively and economically, and the results obtained benefited not only the members of the Committee, but also the unsecured creditor body as a whole and the Debtors' estates.

14. With respect to the level of compensation, 11 U.S.C. § 330(a)(1) provides, in pertinent part, that the Court may award to a professional person:

reasonable compensation for actual, necessary services rendered ...

Section 330(a)(3)(A), in turn, provides that

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. §330(a)(3)(A). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

15. Akin Gump's billing rates do not include charges for photocopying, telephone and telecopier toll charges, computerized research, travel expenses, "working meals," secretarial overtime, postage and certain other office services, since the needs of each client for such services differ. Akin Gump believes that it is fairest to charge each client only for the services actually used in performing services for it. In these proceedings, Akin Gump charges \$.15 per



page for internal duplicating and \$.25 per page for outgoing facsimile transmissions. Akin Gump does not charge for incoming facsimile transmissions.

16. No agreement or understanding exists between Akin Gump and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

17. No prior application has been made in this or in any other Court for the relief requested herein for the Compensation Period.

**WHEREFORE**, Akin Gump respectfully requests that this Court enter an order:

(a) approving and granting final allowance of \$794,394.50 for compensation for professional services rendered to the Committee during the period from February 1, 2001 through and including August 7, 2001;

(b) approving and granting final reimbursement of Akin Gump's out-of-pocket expenses incurred in connection with the rendering of such services during the period February 1, 2001 through and including August 7, 2001 in the amount of \$33,292.47;

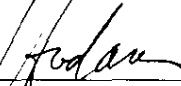
(c) authorizing and directing the Debtor to pay compensation to Akin Gump in the aggregate amount of \$237,685.59, representing \$827,686.91 for professional services rendered and disbursements incurred by Akin Gump during the period of February 1, 2001 through August 7, 2001, less \$589,941.32, which amount has been paid by the Debtors as of the date of this Application; and

(d) granting such other and further relief as this Court may deem just and proper. -

Dated: New York, New York  
October 12, 2001

**AKIN, GUMP, STRAUSS, HAUER  
& FELD, L.L.P.**

By: \_\_\_\_\_

  
Fred S. Hodara

A Member of the Firm

590 Madison Avenue

New York, New York 10022-2524

(212) 872-1000

Co-Counsel to the Official Committee of Unsecured  
Creditors

# EXHIBIT A

-  
**IN THE UNITED STATES BANKRUPTCY COURT**  
**FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
IMPERIAL DISTRIBUTING, INC., <i>et al.</i> ,	)	Case Nos. 01-0140 (SLR)
	)	through 01-0176 (SLR)
Debtors.	)	
	)	(Jointly Administered)

**AFFIDAVIT**

STATE OF NEW YORK    )  
  ) ss:  
COUNTY OF NEW YORK )

**FRED S. HODARA** being duly sworn, deposes and says:

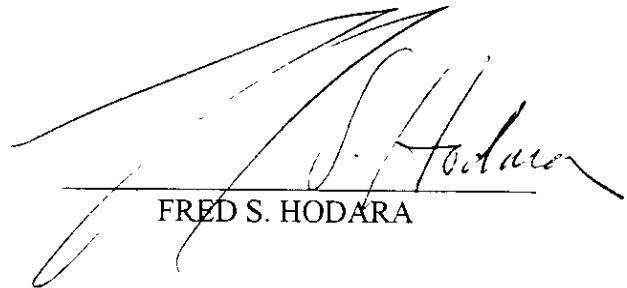
1.       I am a member of the firm of Akin, Gump, Strauss, Hauer & Feld, L.L.P. (“Akin Gump”), which firm maintains offices for the practice of law at 590 Madison Avenue, New York, New York 10022. Akin Gump has acted as counsel to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the “Committee”) of Imperial Distributing, Inc. and affiliated debtors (the “Debtors”).

2.       This affidavit is submitted pursuant to Bankruptcy Rule 2016(a) in support of Akin Gump’s application for final allowance of compensation and for the reimbursement of expenses for services rendered during the period from February 1, 2001 through and including August 7, 2001 in the aggregate amount of \$827,686.91.

3. All services for which compensation is requested by Akin Gump were professional services performed for and on behalf of the Committee and not on behalf of any other person.

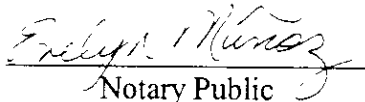
4. In accordance with Title 18 U.S.C. Section 155, neither I nor any member or associate of my firm has entered into any agreement, express or implied, with any other party-in-interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' assets.

5. In accordance with Section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division of fees prohibited by Section 504 of the Bankruptcy Code be made by me or any partner, counsel or associate of my firm.



FRED S. HODARA

Sworn to before me this  
12<sup>th</sup> day of October, 2001

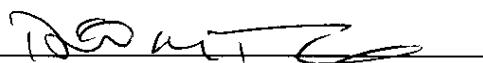


Notary Public

**EVELYN MUNOZ**  
**Notary Public State of New York**  
**No. 01MU6041897**  
**Qualified in New York County**  
**Commission Expires May 15, 200**

CERTIFICATE OF SERVICE

I, David M. Fournier, hereby certify that on the 15<sup>th</sup> day of October, 2001, I did serve a copy of the foregoing **Final Application for Compensation and Reimbursement of Expenses** by causing a copy thereof to be served upon those parties and in the manner indicated on Exhibit A attached hereto.

  
David Fournier

# EXHIBIT A

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Attn: Chief Financial Officer  
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**VIA FIRST CLASS MAIL**