

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: : Chapter 11  
: :  
IMPERIAL DISTRIBUTING, INC., et al., : Case No. 01-140 (SLR)  
: :  
: :  
Debtors. : (Jointly Administered)  
: :

**ORDER AUTHORIZING FINAL ALLOWANCE OF FEES  
AND REIMBURSEMENT OF EXPENSES  
(Regarding Docket No. 1790)**

UPON CONSIDERATION of the final application of the Akin, Gump, Strauss, Hauer & Feld, L.L.P., (“Akin Gump”) co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) for compensation and for reimbursement of expenses (the “Application”); and the Court having reviewed the Application; and there being no objections to the Application; and the Court having found that (a) notice of the Application was adequate under the provisions of the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses entered by the Court on January 16, 2001; (b) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334; (c) this is a core proceeding pursuant to 28 U.S.C. §157(b)(2); and (d) the expenses allowed hereby represent actual and necessary expenses incurred by the applicant in the performance of its duties in these chapter 11 cases.

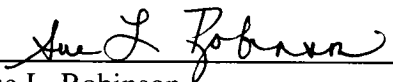
IT IS HEREBY ORDERED AND DECREED that said Application is granted as follows:

(a) Akin Gump is hereby allowed, on a final basis, compensation in the amount of \$794,394.50 for professional services rendered to the Committee during the period from February 1, 2001 through and including August 7, 2001;

(b) Akin Gump is hereby allowed, on a final basis, reimbursement of expenses incurred on behalf of the Committee during the period February 1, 2001 through and including August 7, 2001 in the amount of \$33,292.47; and

(c) the Debtors are authorized and directed to pay to Akin Gump an amount equal to \$827,686.97, less payments heretofore made by Debtors to Akin Gump on account of such fees and expenses.

Dated: December 12, 2001

  
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Sue L. Robinson  
Chief United States District Judge