

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

| | | |
|---|---|--------------------------------|
| In re: |) | Chapter 11 |
| |) | |
| IMPERIAL DISTRIBUTING, INC., et al., |) | Case No. 01-00140 (SLR) |
| |) | (Jointly Administered) |
| Debtors. |) | |

**EIGHTH AND FINAL VERIFIED APPLICATION OF BAKER BOTTS L.L.P. FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AS DEBTORS-IN-POSSESSION**

| | |
|--|--|
| Name of Applicant: | <u>Baker Botts L.L.P.</u> |
| Authorized to Provide Professional Services to: | <u>Debtors</u> |
| Date of Retention: | <u>January 16, 2001</u> <u>(Order entered February 6, 2001)</u> |
| Interim period for which compensation and reimbursement is sought: | <u>August 1, 2001 - August 7, 2001</u> |
| Final period for which compensation and reimbursement is sought: | <u>January 16, 2001 - August 7, 2001</u> |
| Amount of Interim Compensation sought as actual, reasonable and necessary: | <u>\$ 99,859.50</u> |
| Amount of Interim Expense Reimbursement sought as actual, reasonable and necessary: | <u>\$ 12,971.15</u> |
| Amount of Final Compensation sought as actual, reasonable and necessary: | <u>\$ 1,500,939.00</u> |
| Amount of Final Expense Reimbursement sought as actual, reasonable and necessary: | <u>\$ 119,388.26</u> |
| This is an: <input type="checkbox"/> interim <input checked="" type="checkbox"/> final application | |

The total time expended for fee application preparation during the eighth fee period is approximately .40 hours and the corresponding compensation requested is approximately \$ 26.00.

Previous fee applications consist of the following:

| Date Filed | Period Covered | Requested | | Approved | |
|------------|-------------------|--------------|-------------|-------------------------------|-------------|
| | | Fees | Expenses | Fees | Expenses |
| 3/22/01 | 1/16/01 - 1/31/01 | \$142,757.50 | \$8,846.61 | \$142,757.50 | \$8,846.61 |
| 5/08/01 | 2/01/01 - 2/28/01 | \$196,770.00 | \$11,569.96 | \$196,770.00 | \$11,569.96 |
| 5/14/01 | 3/01/01 - 3/31/01 | \$156,902.50 | \$10,320.22 | \$125,522.00 + 20% pending | \$10,320.22 |
| 08/17/01 | 4/01/01 - 4/30/01 | \$263,376.50 | \$24,311.26 | \$210,701.20 + 20% pending | \$24,311.26 |
| 09/13/01 | 5/01/01 - 5/31/01 | \$180,889.50 | \$19,455.79 | \$144,711.60 + 20% pending | \$19,455.79 |
| 09/24/01 | 6/01/01 - 6/30/01 | \$198,985.00 | \$15,183.73 | pending | pending |
| 10/12/01 | 7/01/01 - 7/31/01 | \$261,398.50 | \$16,729.54 | pending | pending |

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| IMPERIAL DISTRIBUTING, INC., et al., |) | Case No. 01-00140 (SLR) |
| |) | (Jointly Administered) |
| Debtors. |) | |

**EIGHTH AND FINAL VERIFIED APPLICATION OF BAKER BOTTS L.L.P.
FOR INTERIM ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

Pursuant to 11 U.S.C. §§ 330 and 331 and Fed. R. Bankr. P. 2016, Baker Botts L.L.P. ("Baker Botts") respectfully submits this application pursuant to the interim fee award procedures approved by the Bankruptcy Court on February 6, 2001, and seeks reasonable interim compensation in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for professional legal services rendered to the Debtors in the amount of \$99,859.50, together with reimbursement for actual, necessary expenses incurred in the amount of \$12,971.15 for the period August 1, 2001 through and including August 7, 2001 (the "Eighth Fee Period"). In support of its application (the "Application"), Baker Botts respectfully represents as follows:

1. Pursuant to Order entered by this Court on February 6, 2001 (the "Retention Order"), Baker Botts was employed to serve as counsel to the Debtors in connection with their chapter 11 cases, effective as of January 16, 2001. Under the terms of the Retention Order, Baker Botts is to be compensated on an hourly basis and to be reimbursed for the actual, necessary out-of-pocket expenses. At all relevant times, Baker Botts has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code (the "Bankruptcy Code") and, except as disclosed in the affidavit of Jack L. Kinzie attached to the application seeking approval

of Baker Botts' employment and supplemental affidavits filed on February 5, 2001 and August 26, 2001, has not represented nor held any interest adverse to the interest of the Debtors.

2. All services for which compensation is requested by Baker Botts were performed for or on behalf of the Debtors and not on behalf of any committee, creditor, or other person.

3. Attached as Attachment A is a detailed statement of fees incurred and services rendered from August 1, 2001 through and including August 7, 2001, showing the amount of \$99,859.50 due for fees and \$12,971.15 due for expenses. Baker Botts contemporaneously filed its Seventh Verified Application for the period of July 1, 2001 through and including July 31, 2001, requesting \$ 261,398.50 in fees and \$ 16,729.54 in expenses.

SUMMARY OF SERVICES RENDERED

4. Attorneys at Baker Botts rendering professional services during the Eighth Fee Period were Kelly Buechler, Mark A. Castillo, Carrie A. Cook, Samantha E. Crispin, Tony M. Davis, James R. Doty, Pamela B. Ewen, Mary M. Gregory, Elizabeth M. Guffy, Sofia Harber, Jack L. Kinzie, J. David Kirkland, Jr., Michael C. Li, Felix P. Phillips, Brenda T. Rhoades, Marc Sennewald, J. Denmon Sigler, and Jeff A. Stocks. Additional para-professional services were provided by Barbara D. Carney, Jason Marchand, Ryan L. Nelson, Tondre G. Schulte, Kirsten M. Shannon, David L. Vigier, and Amy Yi.

5. In connection with its engagement as counsel to the Debtors during the Eighth Fee Period, Baker Botts has advised the Debtors on a regular basis with respect to legal matters concerning the operation of their businesses and with respect to all other matters arising in the performance of their duties as debtors-in-possession, as set forth more fully in Attachment A. Baker Botts also prepared and/or assisted in the preparation of various motions, applications,

orders, and other pleadings submitted to the Court for consideration and performed various other professional services which are described and narrated in detail hereinafter.

SUMMARY OF SERVICES BY TASK

6. Pursuant to applicable rules and guidelines, the services rendered by Baker Botts during the Eighth Fee Period are grouped in the categories set forth below to assist the Court and parties in interest in reviewing the requested fees. The attorneys and para-professionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

**A. Case Administration (B110)
(Fees – \$4,531.00; Total Hours – 35.50)**

7. This category includes attention to various required administrative tasks including maintaining dockets and case calendars, responding to various inquiries regarding case status, discussions regarding overall bankruptcy strategy, reviewing pleadings and correspondence, gathering research materials, work related to the database established for electronic document management, and other miscellaneous tasks and general case management.

**B. Asset Disposition (B130)
(Fees – \$6,730.00; Total Hours – 50.10)**

8. This category consists of time in connection with the sale of Michigan Sugar Company and entry into related interim agreements.

**C. Relief from Stay/Adequate Protection (B140)
(Fees – \$70.00; Total Hours – .40)**

9. This category consists of time responding to inquiries regarding automatic stay application in California litigation.

D. Fee/Employment Application (B160)
(Fees \$45.50; Total Hours – .70)

10. This category consists of time spent in connection with Baker Botts' fourth interim fee application.

E. Non-Working Travel (B195)
(Fees – \$3,740.00; Total Hours – 15.50)

11. This category, which is billed at half time in accordance with Del. Bankr. LR 2016-2(d)(viii), includes non-working travel time to and from Wilmington for the confirmation hearing, and travel to Houston and Austin in connection with financing issues.

F. Plan & Disclosure Statement (B320)
(Fees – \$30,689.50; Total Hours – 118.20)

12. This category includes time reviewing and responding to objections to confirmation, preparing for and attending the confirmation hearing, attention to related settlement agreements, reviewing and revising the notice of effective date, and preparing, reviewing and revising voting affidavits.

G. Financing/Cash Collateral (B410)
(Fees – \$16,084.50; Total Hours – 74.40)

13. This category includes time devoted to dealing with intercreditor issues, reviewing and revising GECC documents and fielding questions regarding open GECC issues, attention to blocked account agreements, revising a motion to approve securitization agreements, discussing UCC searches and schedules, reviewing exit facility documents, revising the senior credit agreement, tending to PACA issues, and reviewing the receivables termination and reassignment agreement.

H. Creditor/Vendor Issues (B420)
 (Fees - \$209.50; Total Hours – 1.70)

14. This category includes attention to the stipulation with Coral Energy, and attention to court papers regarding the Midwest Regional Beet Growers.

I. General Corporate (B440)
 (Fees – \$253.00; Total Hours – 1.10)

15. This category includes time spent reviewing and discussing the press release regarding plan confirmation and preparing a draft form S-1 registration statement.

J. Litigation and Litigation Analysis (B450)
 (Fees – \$2,009.00; Total Hours – 10.00)

16. This category includes time spent reviewing Ken Buckfire deposition issues, revising a stipulation with Joyce Ann Wright resolving litigation brought as part of bankruptcy proceedings, and drafting a settlement agreement in connection with resolution of the adversary proceeding with the Midwest Regional Beet Growers.

K. Claims Analysis and Objection (B470)
 (Fees – \$3,140.00; Total Hours – 10.70)

17. This category includes time spent organizing documents and files regarding the omnibus objection and attending to transferred claims issues.

L. Schedules and Statement of Financial Affairs (B490)
 (Fees – \$312.00; Total Hours – 2.60)

18. This category includes time reviewing and amending the Debtor's schedules.

M. Utility Issues (B500)
 (Fees – \$52.00; Total Hours – .80)

19. This category includes follow-up on the status of the utility motion with Unit Gas.

N. Omnibus Hearing (B520)
(Fees - \$31,993.50; Total Hours - 98.10)

20. This category includes time spent preparing for and attending the August 7th confirmation hearing.

DISBURSEMENTS

21. In connection with its services, Baker Botts incurred out-of-pocket disbursements during the Eighth Fee Period in the amount of \$12,971.15. This disbursement sum is broken down into categories of charges, including, airfare and related travel expenses, computer research services, good standings and certificate of existence charges, delivery services, photocopying services, facsimile local and long-distance charges, and telephone charges.

22. Pursuant to Del. Bankr. LR 2016-2(e)(i), an expense summary by category is provided within the attachments hereto. Also, pursuant to Del. Bankr. LR 2016-2(e)(ii), an itemization of expenses for airfare and related expenses, is provided in Attachment A hereto, including the date the expense was incurred, the charge, and the individual incurring the expense where applicable. Pursuant to Del. Bankr. LR 2016-2(e)(iv), other expense support is available on request.

23. Pursuant to Del. Bankr. LR 2016-2(e)(iii), Baker Botts represents that its rate for duplication is \$.15 per page, that its effective rate for outgoing facsimile transmissions is \$.90 per page local and \$1.25 per page long distance (which is written down to \$1.00 per page in accordance with Del. Bankr. LR 2016-2(e)(iii)), that there is no charge for incoming facsimile transmissions, and that there is no surcharge for computerized research (other than applicable Westlaw, Lexis-Nexis and PACER research charges). All non-working travel time is written down to half time in accordance with Del. Bankr. LR 2016-2(d)(viii). The charges to the

Debtors are made in a manner and at rates consistent with or lower than charges made generally to other Baker Botts clients.

VALUATION OF SERVICES

24. The nature of the work performed by Baker Botts is fully set forth in the attachments hereto and is charged at or below Baker Botts' normal hourly rates for work of this character. The reasonable value of the services rendered by Baker Botts to the Debtors during the Eighth Fee Period is \$99,859.50.

25. Baker Botts has reviewed Del. Bankr. LR 2016-2 and believes that the time entries included in the attachments hereto are in compliance with the requirements thereof.

26. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (i) the complexity of the case, (ii) the time expended, (iii) the nature and extent of the services rendered, (iv) the value of such services, and (v) the costs of comparable services other than in a case under this title.


32. This Application covers the period August 1, 2001 through and including August 7, 2001. Baker Botts has and will continue to perform additional necessary services subsequent to August 7, 2001.

WHEREFORE, Baker Botts submits this request for (i) interim allowance in the sum of \$99,859.50 as compensation for necessary professional services rendered to the Debtors for the Eighth Fee Period, and the sum of \$12,971.15 for reimbursement of actual necessary costs and expenses incurred during that period, pursuant to the interim compensation procedures adopted by the Court on February 6, 2001; (ii) final allowance in the sum of \$1,500,939.00 as compensation for necessary professional services rendered to the Debtors, and the sum of \$119,388.26 for reimbursement of actual and necessary costs and expenses incurred from

January 16, 2001 through and including August 7, 2001; and (iii) such other and further relief as this Court may deem just and proper.

Dated: October 12, 2001
Wilmington, Delaware

BAKER BOTTS L.L.P.



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COUNSEL FOR DEBTORS

VERIFICATION

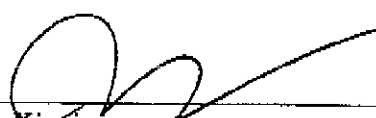
STATE OF TEXAS)
)
DALLAS COUNTY)

Jack L. Kinzie, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Baker Botts, and have been admitted to the Bar of the Supreme Court of Texas since 1989.

2. I have personally performed some of the legal services rendered by Baker Botts as counsel to the Debtors and, in my capacity as lead counsel, am familiar with all other work performed on behalf of the Debtors by the lawyers in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



Jack L. Kinzie

SWORN TO AND SUBSCRIBED before me this 15th day of October 2001.



Notary Public
My Commission Expires: _____

