

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE:) Chapter 11
)
IMPERIAL DISTRIBUTING, INC., et al.) Case No.: 01-00140
)
Debtor.) **Objections deadline: April 14, 2002 by 4:00 p.m.**
) **Hearing date: To be determined, if necessary.**
)

NOTICE OF APPLICATION

TO: Debtor, Debtor's Counsel, US Creditors Committee, US Trustee.

Bifferato, Bifferato & Gentilotti has filed a *Final Application of Bifferato, Bifferato & Gentilotti for Allowance of Compensation and Reimbursement of Expenses for the Period March 12, 2001 through January 31, 2002* which seeks the following relief:

Final Compensation and Reimbursement of Expenses for the Period March 12, 2001 through January 31, 2002, and any and all hold back amounts.

You are required to file a response to the attached motion on or before April 14, 2002 @ 4:00 p.m.


At the same time, you must also serve a copy of the response upon Movant's attorney(s):

Ian Connor Bifferato, Esquire
Bifferato, Bifferato & Gentilotti
1308 Delaware Avenue
P.O. Box 2165
Wilmington, Delaware 19899-2165

HEARING ON THE MOTION WILL BE SCHEDULED IF OBJECTIONS ARE FILED.

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

By: _____


Ian Connor Bifferato (#3273)
BIFFERATO, BIFFERATO & GENTILOTTI
1308 Delaware Avenue
P.O. Box 2165
Wilmington, Delaware 19899-2165
(302) 429-1900

Dated: April 4, 2002

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FOR THE DISTRICT OF DELAWARE

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**FINAL APPLICATION OF BIFFERATO, BIFFERATO & GENTILOTTI FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD MARCH 12, 2001 THROUGH JANUARY 31, 2002**

Name of Applicant: Bifferato, Bifferato & Gentilotti

Authorized to Provide
Professional Services to: Official Committee of Equity Security Holders

Date of Retention: May 16, 2001 (*Nunc Pro Tunc* as of March 12, 2001)

Period for which compensation and
reimbursement is sought: March 12, 2001 through January 31, 2002

Amount of Compensation sought as
actual, reasonable and necessary: \$17,338.00

Amount of Expense Reimbursement sought
as actual, reasonable and necessary: \$4,234.11

This is a(n): interim¹ X final application

The total time expended for fee application preparation is approximately 2.0 hours, however, this time is included in this application.

If this is not the first application filed, disclose the following for each prior application:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
09/19/01	3/12/01 - 8/29/01	10,548.80	3,731.14	10,548.80	3,731.14
04/04/02	9/1/01 - 1/31/01	17,338.00	4,234.11		

1 The time expended on this fee application did occur during the interim period represented by this application and, therefore, Bifferato, Bifferato & Gentilotti is currently seeking reimbursement for these fees.

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**FINAL APPLICATION OF
BIFFERATO, BIFFERATO & GENILOTI FOR INTERIM ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD MARCH 12, 2001 THROUGH JANUARY 31, 2002**

Bifferato, Bifferato & Gentilotti, counsel to the Official Committee of Equity Security Holders of the above captioned debtors and debtors in possession (“Equity Committee”), submit this application seeking allowance of final compensation and reimbursement of expenses under 11 U.S.C. §§ 327, 328, or 1103 for the period of period March 12, 2001 through January 31, 2002 (the “Compensation Period”). In support of this Application, BB&G respectfully represents as follows:

BACKGROUND

1. On January 16, 2000 (the “*Petition Date*”), the Debtor and its direct and indirect subsidiaries filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Under Bankruptcy Code sections 1107(a) and 1108, the Debtors continue to operate their businesses and manage the affairs of their estates as debtors in possession.

2. On March 12, 2001 and pursuant to Bankruptcy Code section 1102, the United States Trustee for the District of Delaware appointed the Committee. On March 12, 2001, the Committee held a meeting during which a quorum of the Committee unanimously decided, subject to court approval, to employ BB&G as attorneys for the Committee in all matters arising in or relating to these

bankruptcy cases.

BIFFERATO, BIFFERATO & GENTILOTTI'S RETENTION

3. On March 15, 2001 an Application for Order Authorizing Retention of Bifferato, Bifferato & Gentilotti as Counsel to the Official Committee of Equity Security Holders was filed with the Court requesting retention of Bifferato, Bifferato & Gentilotti *Nunc Pro Tunc* as of March 12, 2001 (the "Retention Application"). On May 16, 2001, the Court entered an order (the "Retention Order") approving the Committees' retention of BB&G as counsel *nunc pro tunc* as of March 12, 2001. The Retention Order authorized BB&G to be compensated for its services on an hourly basis and to be reimbursed for any expenses related to its representation of Debtors. BB&G is charging for its services in accordance with its ordinary and customary hourly rates in effect on the dates that services are rendered. These hourly rates are identical to those charged by BB&G for similar services in other bankruptcy and nonbankruptcy matters.

4. Pursuant to an Administrative Order, each professional employed in these cases was permitted to apply to the Court for payment of interim compensation in the amount of 80% of fees, plus 100% of expenses, subject to the filing of a final fee application, by filing interim fee applications and serving the parties specified in paragraph (a) of the Administrative Order.

5. This is the final fee application filed by BB&G, and covers the period from March 12, 2001 through January 31, 2002 (the "Application Period"). BB&G has filed one prior fee application for the period of March 12, 2001 through August 29, 2001. Pursuant to that application, BB&G received payment of \$10,548.00 in fees and \$3,731.14 in expenses.

6. BB&G hereby seeks allowance of compensation and reimbursement of expenses for the Compensation Period as follows:

a. Compensation of \$17,338.00, representing 100% of fees incurred during the Application Period, \$4,234.11, representing 100% of expenses incurred during the

Application Period, plus \$2,637.20 representing the administrative hold back from the prior application . BB&G has identified each of its professionals and paraprofessionals who provided services to the Committee during the Compensation Period and their respective hourly rates on the professional summary attached hereto as Exhibit A and incorporated herein by reference. A summary of BB&G's compensation by project category is attached as Exhibit B and incorporated herein by reference. BB&G's time detail for the compensation period is attached hereto as Exhibit C and incorporated herein by reference; and

b. Reimbursement of actual and necessary expenses of \$4,234.11 were incurred in connection with BB&G's services. A summary and itemization of these expenses are attached hereto as Exhibits B and incorporated herein by reference.

ACTUAL AND NECESSARY EXPENSES

5. A summary of actual and necessary expenses incurred by BB&G for the period March 12, 2001 through January 31, 2002 is attached hereto as Exhibit B. BB&G charges \$.10 per page for photocopying expenses and \$1.00 per page for out-going facsimile transmissions. Actual long-distance carrier charges for outgoing facsimile transmission are reflected in the long-distance telephone charges. BB&G's itemization of these expenses for the reimbursement period is attached hereto as Exhibit C and incorporated herein by reference.

6. BB&G believes the foregoing rates are the going rates that the majority of law firms charge clients for such services. In addition, BB&G believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

IDENTITY OF PROFESSIONALS

7. The director of BB&G who has rendered professional services in these cases is

Ian Connor Bifferato, Esquire. The associates of BB&G who have rendered professional services in these cases are Megan N. Harper, Esquire. The paraprofessional of BB&G who has provided services to the attorney in these cases is Amy W. Kiefer and Kristin M. Wright.

8. BB&G, by and through the above-named persons, has advised the Committee and Co-Counsel to the Committee on a regular basis with respect to various matters in connection with this case.

9. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by BB&G is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, BB&G has reviewed the requirements of the U.S. Bankruptcy Court for the District of Delaware local rules and believes that this Application complies with those rules.


10. BB&G has served this Application in accordance with the Interim Compensation Order. Any objections to this Application must be in writing and filed with the Court and served upon BB&G so as to be received no later than 20 days after the date of service of the Application. If no timely objections are filed and served, BB&G will file a certification of no objection, pursuant to the Court's Certification Procedures for Motions Filed on Negative Notice. The Court may then enter an order granting the compensation and reimbursement of expenses sought by this Application.

WHEREFORE, BB&G respectfully requests that the Court enter an order, in the form attached as Exhibit "B" allowing and directing the Debtors to pay BB&G, as administrative expenses of the estate, the sum of \$17,338.00 , representing 100% of fees incurred during the Application Period, \$4,234.11 representing 100% of expenses incurred during the Application

Period, plus \$2,637.20 represents the administrative hold back from its prior application, less \$14,279.94 previously paid, for a total of \$17,338.06, all pursuant to the Administrative Order; and further requests that this Court grant such other and further relief as it deems appropriate.

BIFFERATO, BIFFERATO & GENTILOTTI

By: _____


Ian Connor Bifferato (No. 3273)
1308 Delaware Avenue
P.O. Box 2165
Wilmington, Delaware 19899-2165
(302) 429-1900

Dated: April 4, 2002

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CERTIFICATION OF IAN CONNOR BIFFERATO

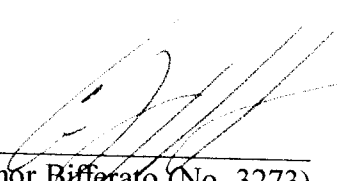
Ian Connor Bifferato, under penalty of perjury, certifies as follows:

1. I am a Director in the law firm of Bifferato, Bifferato & Gentilotti. I make this certification in accordance with Rule 2016-2 of the local rules of the United States Bankruptcy Court for the District of Delaware ("local rules") regarding the contents of applications for compensation and expenses.

2. I have read the Application of Bifferato, Bifferato & Gentilotti for Interim Allowance of Compensation and Reimbursement of Expenses for the Period March 12, 2001 through January 22, 2002 (the "Application").

3. I have previously reviewed the requirements of the Order, and I believe that the Application complies with the local rules.

Dated: April 4, 2002



Ian Connor Bifferato (No. 3273)