

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

<p>In re:</p> <p>IMPERIAL DISTRIBUTING, INC., et al.,</p> <p style="text-align: center;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. <u>01-0140</u> (Jointly Administered)</p> <p>Hearing Date: To Be Scheduled</p> <p>Objections Due: October 31, 2001 at 4:00 p.m.</p>
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**SECOND AND FINAL APPLICATION FOR
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant: Deloitte & Touche

Authorized to Provide Professional Services to: Debtors

Date of Retention: April 16, 2001, Order entered September 10, 2001

Interim Period for which compensation and reimbursement is sought: July 1, 2001 – October 10, 2001

Final Period for which compensation and reimbursement is sought: October 11, 2001

Amount of Interim Compensation sought as actual, reasonable, and necessary: \$20,317.50

Amount of Interim Expense Reimbursement sought as actual, reasonable, and necessary: \$786.55

Amount of Final Compensation sought as actual, reasonable, and necessary: \$2,647.50

Amount of Final Expense Reimbursement sought as actual, reasonable and necessary: \$0.00

Previous Applications:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
10/12/01	5/5/01 - 6/30/01 First	\$600,327.00	\$13,060.72		

Consultant	Position of the Applicant, Number of Years in Position, Prior Relevant Experience, Area of Expertise	Rate	Hours	Fees
D. Fancher	Partner; 3 Years; practice leader of Financial Advisory Services; industry experience includes oil and gas, chemical/petrochemical, wholesale distribution, retail, computer/high technology, medical devices and manufacturing; extensive work experience in consulting with counsel and management on accounting, financial and economic matters related to determination of damages and values in litigation and dispute resolution; financial consulting in bankruptcy and reorganization, business and technology valuations, strategy related to mergers, acquisitions and joint ventures, business plans, market and industry assessments, including shareholder disputes, licensing negotiations, estate and tax planning, property separation, buy-sell agreements, business and strategic planning, loan workouts, and fraud/forensic accounting; testified in state, federal and bankruptcy courts; received B.B.A. in finance from Texas A&M University and M.B.A. from Baylor University.	\$360.00	8.90	\$3,204.00
C. Griffin	Manager; 2 1/2 Years; work experience includes debt and equity capital raising, mergers and acquisitions, private company valuation, strategy development, financial modeling and analysis; received B.A. in economics from Tulane University and M.B.A. from Rice University.	\$270.00	33.10	\$8,937.00
J. Ward	Consultant; 1 Year	\$165.00	65.60	\$10,824.00

**Imperial Sugar Company
Summary By Category Code
July 1, 2001 - October 11, 2001**

<u>Category</u>	<u>Description of Category</u>	<u>Hours</u>	<u>Fees</u>
41	Document Review and Analysis (41)	21.70	\$6,021.00
51	Meeting With Other Parties (51)	4.20	\$1,323.00
61	Meetings/Calls With Debtor and Company Staff (61)	11.10	\$2,997.00
72	Monthly Invoice/Support Schedule (72)	70.60	\$12,624.00
Total Professional and Hours		107.60	\$22,965.00

Imperial Sugar Company
Summary of Expenses
July 1, 2001 - October 11, 2001

<u>Consultant</u>	<u>Airfare</u>	<u>Hotel</u>	<u>Meals</u>	<u>Telephone</u>	<u>Transportation</u>	<u>Other</u>	<u>Total</u>
D. Fancher	-	-	\$577.35	-	\$27.80	-	\$605.15
C. Griffin	-	-	32.00	-	51.40	-	83.40
Misc. Expenses*	-	-	-	-	-	\$98.00	98.00
Total	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$609.35</u>	<u>\$0.00</u>	<u>\$79.20</u>	<u>\$98.00</u>	<u>\$786.55</u>

*Includes xerox, postage, courier, etc

**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.)	Hearing Date: To Be Scheduled
)	Objections Due: October 31, 2001 at 4:00 p.m.

**SECOND AND FINAL APPLICATION OF DELOITTE & TOUCHE
FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Pursuant to 11 U.S.C. §§ 330 and 331 and Fed. R. Bankr. P. 2016, Deloitte & Touche ("Deloitte & Touche") respectfully submits this application pursuant to the interim fee award procedures approved by the Bankruptcy Court on February 6, 2001, and seeks reasonable final compensation in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for professional consulting services rendered to the Debtors in the amount of \$22,965.00, together with reimbursement for actual, necessary expenses incurred in the amount of \$786.55 for the period July 1, 2001 through and including October 11, 2001 (the "Second and Final Fee Period"). In support of its application (the "Application"), Deloitte & Touche respectfully represents as follows:

1. Pursuant to Order entered by this Court on September 10, 2001 (the "Retention Order"), Deloitte & Touche was employed to serve as reorganization consultants to the Debtors in connection with their chapter 11 cases, effective as of April 16, 2001. Under the terms of the Retention Order, Deloitte & Touche is to be compensated on an hourly basis and to be reimbursed for the actual, necessary out-of-pocket expenses. At all relevant times, Deloitte & Touche 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 J. Donald Fancher attached to the application seeking approval of Deloitte & Touche' employment, has not represented nor held any interest adverse to the interest of the Debtors.

2. All services for which compensation is requested by Deloitte & Touche 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 July 1, 2001 through and including October 11, 2001, showing the amount of \$22,965.00 due for fees and \$786.55 due for expenses.

SUMMARY OF SERVICES RENDERED

4. Consultants at Deloitte & Touche rendering professional services during the Second and Final Fee Period were J. Donald Fancher, Campbell Griffin and Janice Ward.

5. In connection with its engagement as reorganization consultants to the Debtors during the Second and Final Fee Period, Deloitte & Touche has advised the Debtors on a regular basis with respect to financial 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. Deloitte & Touche also prepared and/or assisted in the preparation of the business plan, financial models, financial analysis, and other documents submitted to the Debtors for consideration and performed various other professional services that are described and narrated in detail hereinafter.

SUMMARY OF SERVICES BY TASK

6. Pursuant to applicable rules and guidelines, the services rendered by Deloitte & Touche during the Second and Final Fee Period are grouped in the categories set forth

below to assist the Court and parties in interest in reviewing the requested fees. The consultants 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. Document Review and Analysis (41)
(Fees - \$6,021.00; Total Hours - 21.70)

1. This category includes time in connection with reviewing, preparing, revising, proofing, analysis and discussion of sugar pricing and production data, bank group presentation, sweetener report, summary of reorganization plan, financial advisor report, projection and financial models, including developing support documentation.

B. Meeting With Other Parties (51)
(Fees - \$1,323.00; Total Hours - 4.20)

1. This category includes discussions regarding scope of the engagement, preparing interviews of the Debtors' key personnel, developing a workplan, quantification of data, energy costs, financial analysis requirements and documentation, and status of the engagement.

C. Meetings/Calls With Debtor and Company Staff (61)
(Fees - \$2,997.00; Total Hours - 11.10)

1. This category includes discussions with the bank group regarding information request demands, disclosure statement filing, contracts, asset sales, reducing SG&A, reducing risk, processing of bankruptcy claims, forecasting, budgeting process, analysis of refinery closures, short/long-term impact on sugar market, cash flow, pricing and margin assumptions, financial and projection model analysis, and revenue cost/issues and benefits.

D. Monthly Invoice/Support Schedule (72)
(Fees - \$12,624.00; Total Hours – 70.60)

1. This category includes time in connection with compiling time and expenses for Deloitte & Touche's engagement team members to support the development of the interim invoice.

DISBURSEMENTS

7. In connection with its services, Deloitte & Touche incurred out-of-pocket disbursements during the Second and Final Fee Period in the amount of \$786.55. This disbursement sum is broken down into categories of charges, including, airfare and related travel expenses, summation database expenses, computer research services, delivery services, photocopying services, facsimile local and long-distance charges, business meals, and telephone charges.

8. 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.

VALUATION OF SERVICES

9. The nature of the work performed by Deloitte & Touche is fully set forth in the attachments hereto and is charged at or below Deloitte & Touche' normal hourly rates for work of this character. The reasonable value of the services rendered by Deloitte & Touche to the Debtors during the Second and Final Fee Period is \$22,965.00.

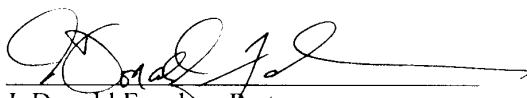
10. Deloitte & Touche has reviewed Del. Bankr. LR 2016-2 and believes that the time entries included in the attachments hereto are in compliance with the requirements thereof.

11. 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.

WHEREFORE, Deloitte & Touche submits this request for allowance of the sum of \$22,965.00 as compensation for necessary professional services rendered to the Debtors for the Second and Final Fee Period, and the sum of \$786.55 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.

Dated: October 11, 2001

Respectfully submitted,
DELOITTE & TOUCHE

A handwritten signature in black ink, appearing to read "J. Donald Fancher", written over a horizontal line.

J. Donald Fancher, Partner
333 Clay Street, Suite 2300
Houston, Texas 77002
Telephone: (713) 982-2000
Facsimile: (713) 982-4300

VERIFICATION

STATE OF TEXAS)
)
HARRIS COUNTY)

J. Donald Fancher, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Deloitte & Touche.

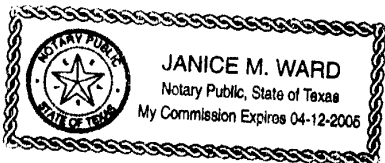
2. I have personally performed some of the consulting services rendered by Deloitte & Touche as reorganization consultants to the Debtors and I am familiar with all other work performed on behalf of the Debtors by the consultants of the firm.

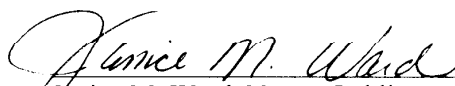
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



J. Donald Fancher

SWORN TO AND SUBSCRIBED before me this 11th day of October, 2001.





Janice M. Ward, Notary Public
My Commission Expires: April 12, 2005

**ATTACHMENT A
TO FEE APPLICATION**

Remittance Address
Deloitte & Touche LLP
PO Box 840148
Dallas, Texas 75280-0148

Tel: (214) 969-2000
Fax: (214) 969-2000

Empayer ID: 8611-06050

**Deloitte
& Touche**

Invoice Number **07465284**

Date: October 11, 2001

Mr. James Kempner
Imperial Sugar Company
8016 Highway 90A, 3rd Floor
Sugar Land, Texas 77487

Re: Imperial Sugar Company Reorganization

For consulting services in connection with the above referenced matter.
These professional fees and expenses are from July 1, 2001 through
October 12, 2001.

<u>Consultant</u>	<u>Hours</u>	<u>Rate</u>	<u>Professional Fees</u>	<u>Expenses</u>	<u>Total</u>
D. Fancher	8.90	\$360.00	\$3,204.00	\$605.15	\$3,809.15
C. Griffin	33.10	\$270.00	8,937.00	83.40	9,020.40
J. Ward	65.60	\$165.00	10,824.00	0.00	10,824.00
Misc. Expenses*				98.00	98.00
Total	<u>107.60</u>		<u>\$22,965.00</u>	<u>\$786.55</u>	<u>\$23,751.55</u>

*Includes travel, postage, courier, etc.

Due and Payable Upon Receipt

**Imperial Sugar Company
Tasks By Category
July 1, 2001 - October 11, 2001**

<u>Consultant</u>	<u>Date</u>	<u>Category</u>	<u>Description of Category</u>	<u>Hours</u>	<u>Task</u>
C. Griffin	07/03/01	41	Document Review and Analysis (41)	2.40	Research and prepare materials for strategy meeting
C. Griffin	07/06/01	41	Document Review and Analysis (41)	1.80	Research and identify strategy process exhibits for strategy meeting
C. Griffin	07/12/01	41	Document Review and Analysis (41)	2.40	Review budget process improvement schedules prepared by W. Hunt
C. Griffin	07/12/01	41	Document Review and Analysis (41)	1.60	Review notes re: draft of budget process improvement by W. Hunt
C. Griffin	07/13/01	41	Document Review and Analysis (41)	1.80	Review budget process improvement report
C. Griffin	07/13/01	41	Document Review and Analysis (41)	1.60	Review format of budget summary spreadsheet
C. Griffin	07/17/01	41	Document Review and Analysis (41)	1.10	Prepare presentation options for budget process
C. Griffin	07/17/01	41	Document Review and Analysis (41)	1.40	Research and prepare materials for meeting with W. Hunt of Imperial
C. Griffin	07/18/01	41	Document Review and Analysis (41)	1.40	Review of budget process presentation
D. Fancher	07/19/01	41	Document Review and Analysis (41)	1.80	Review of budget process report/presentation
C. Griffin	07/19/01	41	Document Review and Analysis (41)	1.80	Review budget process improvement work product prepared by W. Hunt
C. Griffin	07/19/01	41	Document Review and Analysis (41)	1.20	Develop new presentation of budget process materials
C. Griffin	07/23/01	41	Document Review and Analysis (41)	1.40	Final review of budget process report
			Document Review and Analysis (41) - Total	<u>21.70</u>	

**Imperial Sugar Company
Tasks By Category
July 1, 2001 - October 11, 2001**

<u>Consultant</u>	<u>Date</u>	<u>Category</u>	<u>Description of Category</u>	<u>Hours</u>	<u>Task</u>
D. Fancher	07/03/01	51	Meeting With Other Parties (51)	0.80	Meeting with C. Griffin of Deloitte & Touche re: strategy meeting agenda
C. Griffin	07/03/01	51	Meeting With Other Parties (51)	0.80	Meeting D. Fancher of Deloitte & Touche re: strategy meeting agenda
D. Fancher	07/06/01	51	Meeting With Other Parties (51)	1.30	Meeting with C. Griffin of Deloitte & Touche re: strategy research and process materials
C. Griffin	07/06/01	51	Meeting With Other Parties (51)	1.30	Meeting with D. Fancher of Deloitte & Touche re: strategy research and process materials
Meeting With Other Parties (51) - Total				4.20	

Imperial Sugar Company
Tasks By Category
July 1, 2001 - October 11, 2001

<u>Consultant</u>	<u>Date</u>	<u>Category</u>	<u>Description of Category</u>	<u>Hours</u>	<u>Task</u>
C. Griffin	07/12/01	61	Meetings/Calls With Debtor and Company Staff (61)	1.20	Meeting with W. Hunt of Imperial re: budget process work to date
C. Griffin	07/12/01	61	Meetings/Calls With Debtor and Company Staff (61)	0.80	Meeting with K. Christensen of Imperial re: review of budget process improvement model
C. Griffin	07/13/01	61	Meetings/Calls With Debtor and Company Staff (61)	1.30	Meeting with W. Hunt of Imperial re: changes to budget report
C. Griffin	07/13/01	61	Meetings/Calls With Debtor and Company Staff (61)	0.90	Meeting with K. Christensen re: budget summary format changes
C. Griffin	07/15/01	61	Meetings/Calls With Debtor and Company Staff (61)	3.40	Working lunch with W. Hunt of Imperial re: scope of budget process
C. Griffin	07/16/01	61	Meetings/Calls With Debtor and Company Staff (61)	2.80	Meeting with W. Hunt of Imperial re: assistance with scope of budget process report
C. Griffin	07/18/01	61	Meetings/Calls With Debtor and Company Staff (61)	0.70	Conference call with W. Hunt of Imperial re: process presentation materials
Meetings/Calls With Debtor and Company Staff (61) - Total				<u><u>11.10</u></u>	

Imperial Sugar Company
Tasks By Category
July 1, 2001 - October 11, 2001

<u>Consultant</u>	<u>Date</u>	<u>Category</u>	<u>Description of Category</u>	<u>Hours</u>	<u>Task</u>
J. Ward	07/17/01	72	Monthly Invoice/Support Schedule (72)	2.20	Prepare first interim fee application invoice
J. Ward	07/23/01	72	Monthly Invoice/Support Schedule (72)	8.20	Edit first interim fee application and invoice
J. Ward	07/26/01	72	Monthly Invoice/Support Schedule (72)	2.30	Edit first interim fee application and invoice
J. Ward	07/27/01	72	Monthly Invoice/Support Schedule (72)	6.10	Edit first interim fee application and invoice
J. Ward	08/03/01	72	Monthly Invoice/Support Schedule (72)	0.80	Edit first interim fee application and invoice
J. Ward	08/06/01	72	Monthly Invoice/Support Schedule (72)	4.30	Edit first interim fee application and invoice
J. Ward	08/08/01	72	Monthly Invoice/Support Schedule (72)	5.20	Edit first interim fee application and invoice
J. Ward	08/09/01	72	Monthly Invoice/Support Schedule (72)	6.20	Edit first interim fee application and invoice
J. Ward	08/10/01	72	Monthly Invoice/Support Schedule (72)	4.60	Edit first interim fee application and invoice
J. Ward	08/28/01	72	Monthly Invoice/Support Schedule (72)	7.10	Edit first interim fee application and invoice
D. Fancher	10/09/01	72	Monthly Invoice/Support Schedule (72)	3.10	Review and edit first interim fee application and invoice
J. Ward	10/09/01	72	Monthly Invoice/Support Schedule (72)	5.20	Edit first interim fee application and invoice
J. Ward	10/10/01	72	Monthly Invoice/Support Schedule (72)	1.50	Finalize first interim fee application and invoice
D. Fancher	10/11/01	72	Monthly Invoice/Support Schedule (72)	1.90	Review and edit final fee application and invoice
J. Ward	10/11/01	72	Monthly Invoice/Support Schedule (72)	11.90	Prepare final fee application and invoice
Monthly Invoice/Support Schedule (72) - Total				<u>70.60</u>	

Imperial Sugar Company
Detail of Expenses
July 1, 2001 - October 11, 2001

<u>Expenses: D. Fancher</u>	<u>Date</u>	<u>Description</u>	<u>Amount</u>
	7/9/2001	Transportation (parking/mileage/taxi)	\$13.80
	7/11/2001	Meals	\$577.35
	7/11/2001	Transportation (parking/mileage/taxi)	\$14.00
		Total	<u><u>\$605.15</u></u>

Imperial Sugar Company
Detail of Expenses
July 1, 2001 - October 11, 2001

<u>Expenses: C. Griffin</u>	<u>Date</u>	<u>Description</u>	<u>Amount</u>
	7/12/2001	Transportation (parking/mileage/taxi)	\$8.28
	7/13/2001	Transportation (parking/mileage/taxi)	\$12.28
	7/15/2001	Meals	\$32.00
	7/25/2001	Transportation (parking/mileage/taxi)	\$10.28
	7/26/2001	Transportation (parking/mileage/taxi)	\$10.28
	7/27/2001	Transportation (parking/mileage/taxi)	\$10.28
		Total	<u><u>\$83.40</u></u>

Imperial Sugar Company
Detail of Expenses
July 1, 2001 - October 11, 2001

<u>Misc. Expenses</u>	<u>Date</u>	<u>Description</u>	<u>Amount</u>
	-	Xerox	\$98.00
		Total	<u>\$98.00</u>

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

In re:)	Chapter 11
)	
IMPERIAL DISTRIBUTING, INC., <i>et al.</i> ,)	Case No. 01-00148 (SLR)
)	(Jointly Administered)
Debtors.)	

**ORDER PURSUANT TO SECTIONS 327(a) and 328(a) OF THE BANKRUPTCY CODE
AUTHORIZING THE EMPLOYMENT AND RETENTION OF
DELOITTE & TOUCHE LLP NUNC PRO TUNC
AS REORGANIZATION CONSULTANTS FOR THE DEBTORS-IN-POSSESSION**

Upon the Application (the "Application") of the debtors and debtors-in-possession in the above-captioned case (collectively, the "Debtors") for an order of this Court pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the employment of Deloitte & Touche LLP ("Deloitte & Touche") as reorganization consultants in their cases; and upon the declaration of J. Donald Fancher in support of the Application; and the Court being satisfied that (i) Deloitte & Touche neither represents nor holds any interest adverse to the Debtors or their estates, (ii) Deloitte & Touche is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, (iii) the employment and retention of Deloitte & Touche is necessary and in the best interests of the Debtors, their estates and their creditors, and (iv) the compensation called for under the Engagement Letter, as that term is defined in the Application, is reasonable; and due and proper notice of the Application having been given; and it appearing that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefore; it is hereby

ORDERED, that the Application is GRANTED and APPROVED; and it is further

ORDERED, that in accordance with section 327(a) of the Bankruptcy Code and Rule 2014(a) of the Federal Rules of Bankruptcy Procedures, the Debtors are authorized to employ and retain Deloitte & Touche as reorganization consultants on the terms set forth in the Engagement Letter; and it is further

ORDERED, that the Debtors are authorized to employ and retain Deloitte & Touche as reorganization consultants *nunc pro tunc* to April 16, 2001; and it is further

DECLARED, that in accordance with section 328(a) of the Bankruptcy Code, the compensation called for under the Engagement Letter is reasonable; and it is further

ORDERED, that this Court shall retain jurisdiction over any matters related to or arising from the implementation of this Order; and it is further

ORDERED, that the Debtors be, and hereby are, authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED, that this Order shall take effect and be fully enforceable immediately upon execution hereof.

Dated: 9/18, 2001
Wilmington, Delaware


SUEL ROBINSON
CHIEF UNITED STATES DISTRICT JUDGE