

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

In re:)	
)	Chapter 11 Cases
IMPERIAL DISTRIBUTING, INC., et al.,)	
)	No. 01-00140 through
Debtors.)	01-00176 (SLR)
)	
)	(Jointly Administered)

**AGREED ORDER GRANTING FINAL APPLICATION OF HOULIHAN
LOKEY HOWARD & ZUKIN FINANCIAL ADVISORS, INC.
FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES**

This matter is before the Court on the Final Application for Compensation and Reimbursement of Expenses (the "Application") filed by Houlihan Lokey Howard & Zukin Financial Advisors, Inc. ("Houlihan Lokey"), financial advisor to the Official Committee of Unsecured Creditors (the "Committee") in the above-captioned matter. In response to the Application, the Debtors have objected to the payment of \$267,000 of the Transaction Fee (the "Disputed Fees") as described in the Application (the "Objection"). No other objections were filed in response to the Application. The Debtors and Houlihan Lokey have reached a resolution on the Objection, and Houlihan Lokey will be entitled to \$75,000 of the Disputed Fees. Accordingly, the Court, at this time, having reviewed the Application and all pleadings relating thereto; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:¹

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

C. The Application complies, as applicable, with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the Bankruptcy Court for the District of Delaware and the Orders of this Court.

D. Houlihan Lokey's requested final compensation for services rendered in connection with its representation of the Committee is reasonable and appropriate under sections 328 and 331 of the Bankruptcy Code.

E. Houlihan Lokey's expenses for which it seeks reimbursement were actual and necessary expenses under sections 330(a)(1)(B) and 331 of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

The Application is GRANTED.

1. Houlihan Lokey's request for the allowance of compensation in the amount of \$2,048,153.72, and the reimbursement of expenses in the amount of \$32,654.24 is hereby approved.

2. The Debtors are hereby authorized and directed to pay Houlihan Lokey the foregoing approved fees and expenses.

Dated: January 11, 2002

James L. Robinson
UNITED STATES DISTRICT JUDGE

¹ Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Application.