

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)  
: Hearing Date: To be scheduled.  
: Objection Deadline: 10/31/01 at 4:00 p.m. EST

---

**NOTICE OF APPLICATION**

TO: U.S. Trustee; Debtors, Counsel to the Debtors, and Counsel to Official Committee of Unsecured Creditors; and Counsel to the Equity Committee.

Pepper Hamilton LLP, counsel to the Official Committee of Unsecured Creditors, (hereinafter referred to as "Applicant") has filed its **Fifth and Final Application for Compensation and Reimbursement of Costs for the Period July 1, 2001 through August 29, 2001** (the "Application").

You are required to file a response to the attached Application on or before October 31, 2001 at 4:00 p.m Eastern Standard Time.

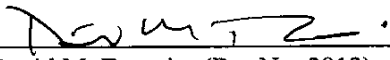
At the same time, you must also serve a copy of the response upon counsel to the Official Committee of Unsecured Creditors:

PEPPER HAMILTON LLP	AKIN, GUMP, STRAUSS,
David M. Fournier, Esq.	HAUER & FELD
Aaron A. Garber, Esq.	Fred S. Hodara, Esq.
1201 Market Street, Suite 1600	590 Madison Avenue
P.O. Box 1709	20th Floor
Wilmington, Delaware 19899-1709	New York, New York 10022

A HEARING ON THE APPLICATION WILL BE SCHEDULED at the Court's convenience before the Honorable Sue L. Robinson, United States District Court for the District of Delaware, 844 King Street, Wilmington, Delaware 19801.

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

Dated: October 10, 2001

  
David M. Fournier (Bar No. 2812)  
1201 Market Street, Suite 1600  
P.O. Box 1709  
Wilmington, Delaware 19899-1709  
(302) 777-6500

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)  
:

**FIFTH AND FINAL APPLICATION OF PEPPER HAMILTON LLP,  
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF COSTS**

Name of Applicant: Pepper Hamilton LLP

Authorized to Provide  
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: April 23, 2001 nunc pro tunc to January 25, 2001

Period for which compensation  
and reimbursement is sought: July 1, 2001 through August 7, 2001

Amount of Compensation sought as  
actual, reasonable and necessary: \$2,452.00

Amount of Expense Reimbursement sought  
as actual, reasonable and necessary: \$926.74

Period for which additional compensation  
and reimbursement is sought (pre-effective  
period): August 8, 2001 through August 29, 2001

Amount of Compensation for pre-  
effective period: \$171.00

Amount of Expense Reimbursement sought  
for pre-effective period: \$400.31

Total Amount of Final Compensation sought  
as actual, reasonable and necessary in  
these Chapter 11 proceedings: \$22,344.50 (*for the period January 25, 2001  
through August 29, 2001*)

Total Amount of Final Expense Reimbursement  
sought as actual, reasonable and necessary  
in these Chapter 11 proceedings:           \$5,131.65 *(for the period January 25, 2001  
through August 29, 2001)*

This is an:     interim        final application

The total time expended for fee application preparation is approximately 3.0 hours and the corresponding compensation requested is approximately \$375.00.

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

<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees, Expenses</u>	<u>Approved Fees, Expenses</u>
5/02/01	1/25/01 - 3/31/01	\$8,142.00 (fees) \$420.86 (expenses)	<i>sub judice</i>
8/15/01	4/1/01 - 4/30/01	\$6,527.50 (fees) \$1,714.60 (expenses)	<i>sub judice</i>
7/13/01	5/1/01 - 5/31/01	\$3,444.50 (fees) \$1,324.28 (expenses)	<i>sub judice</i>
8/15/01	6/1/01 - 6/30/01	\$1,607.50 (fees) \$344.86 (expenses)	<i>sub judice</i>

**COMPENSATION BY TIMEKEEPER**

<b><u>Name of Professional Person</u></b>	<b><u>Position With the Applicant and Number of Years in That Position</u></b>	<b><u>Hourly Billing Rate (Including Changes)</u></b>	<b><u>Total Billed Hours</u></b>	<b><u>Total Compensation</u></b>
David M. Fournier	Partner (2 years) J.D. 1989	\$310.00	5.30	\$1,643.00
Aaron A. Garber	Associate (1 year) J.D. 1997	\$200.00	0.40	\$80.00
J. Helen Cook	Legal Asst.	\$125.00	3.20	\$400.00
Donna Tyler	Legal Asst.	\$90.00	4.50	\$405.00
David A. Smith	Document Clerk	\$25.00	3.80	\$95.00

**COMPENSATION BY PROJECT CATEGORY**

<b><u>Project Category</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>
Case Administration	4.00	\$157.00
Pleadings Review	0.60	\$186.00
Court Hearings	3.40	\$1,054.00
Fees	4.70	\$579.00
Fees/ Objections	3.60	\$368.00
Contested Matters/ Motions	0.30	\$93.00
Financing Cash/ Collateral	0.20	\$62.00
Plan and Disclosure Statement	0.40	\$124.00
<b>TOTAL HOURS:</b>	17.20	
<b>TOTAL FEES:</b>	\$2,623.00	
<b>BLENDED RATE:</b>	\$152.50	

**EXPENSE SUMMARY**

<b><u>Expense Category</u></b>	<b><u>Service Provider</u></b>	<b><u>Total Expenses</u></b>
Duplicating and Reproduction	(Internal)	\$310.05
	IKON Document Services	\$119.00
	Delaware Document Imaging	\$156.06
Messenger Service	(Internal)	\$15.00
	Tri-State Courier	\$48.40
	PARCELS	\$62.00
Overnight Courier Service	Federal Express	\$188.74
Telecopy		\$27.00
Postage		\$44.58
Reporting Services		\$225.50
Travel Expenses		\$129.80
Telephone		\$0.92
<b>TOTAL EXPENSES:</b>		<b>\$1,327.05</b>

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)  
:

**FIFTH AND FINAL APPLICATION OF PEPPER HAMILTON LLP,  
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR COMPENSATION AND  
REIMBURSEMENT OF COSTS INCURRED FOR  
THE PERIOD JULY 1, 2001 THROUGH AUGUST 29, 2001**

For its Fifth and Final Interim Application for Compensation and Reimbursement of Expenses (the "Application") Pepper Hamilton LLP (the "Applicant"), Counsel to the Official Committee of Unsecured Creditors (the "Committee") of Imperial Distributing, Inc., et al., the above-captioned debtors and debtors in possession (collectively, the "Debtors"), respectfully represents as follows:

**A. BACKGROUND**

1. Debtors filed a voluntary petition under Chapter 11 of the Bankruptcy Code on January 6, 2001.
2. Pursuant to an order entered on April 23, 2000, the employment of Applicant as co-counsel to the Committee was authorized *nunc pro tunc* to January 25, 2001. A copy of the Order is attached hereto as Exhibit A.

3. Pursuant to the Order Confirming Debtors' Second Amended and Restated Joint Plan of Reorganization dated August 7, 2001 (the "Plan"), the Plan was confirmed.

4. Pursuant to the terms of the Plan, it became effective on August 29, 2001.

5. Applicant has rendered services on behalf of the Committee from July 1, 2001 through August 7, 2001 totaling 15.30 hours, and in connection therewith requests allowance of interim compensation in the amount of \$2,452.00 and reimbursement of expenses in the amount of \$926.74.

6. Applicant rendered services on behalf of the Committee from August 8, 2001 through August 29, 2001 (the "Pre-Effective Period") totaling 1.90 hours, and in connection therewith requests allowance of interim compensation in the amount of \$171.00 and reimbursement of expenses in the amount of \$400.31.

7. Pursuant to this Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, the Debtors have paid Applicant \$11,014.34 to date.

8. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with this Chapter 11 case and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant's time records in the sum of \$2,452.00 (for the period July 1, 2001 through August 7, 2001) regarding the Chapter 11 proceeding are



annexed hereto as Exhibit B. Applicant's time records in the sum of \$171.00 (for the Pre-Effective Period) regarding the Chapter 11 proceeding are annexed hereto as Exhibit C.1.

9. Applicant has previously filed the following interim fee applications, all of which are incorporated herein by reference and as to all of which Applicant requests final approval pursuant to this Application:

<u>Application</u>	<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees, Expenses</u>
First Interim	5/2/01	1/25/01 - 3/31/01	\$8,142.00 (fees) \$420.86 (expenses)
Second Interim	8/15/01	4/1/01 - 4/30/01	\$6,527.50 (fees) \$1,714.60 (expenses)
Third Interim	7/13/01	5/1/01 - 5/31/01	\$3,444.50 (fees) \$1,324.28 (expenses)
Fourth Interim	8/15/01	6/1/01 - 6/30/01	\$1,607.50 (fees) \$344.86 (expenses)

**B. DESCRIPTION OF SERVICES  
AND EXPENSES AND RELIEF REQUESTED**

10. Applicant's services on behalf of the Committee are described in detail in Exhibit B. In general, Applicant represented the Committee in routine bankruptcy proceeding matters, in the conduct of all Committee meetings and in attending all hearings before this Court. In summary, Applicant's activities included, without limitation, the following:

- a. Communications with Committee members and attendance during Committee conference calls;
- b. Attending Committee meetings and Court hearings; and

- c. Reviewing, investigating and responding to various pleadings filed in case as requested by primary counsel to the Committee;
- d. Drafting and filing of pleadings.

11. To assist the Court in its review of the fees sought by Applicant, Applicant has separated its time entries in Exhibit B into the following categories:

a. Case Administration. This category includes time spent by Applicant in connection with the performance of its duties as co-counsel for the Committee which does not fall within any of the more specific categories discussed below. That time might include, by way of example and without limitation, responding to creditor inquiries regarding the status of the case and communications with the Committee or its members outside of Committee meetings or review of correspondence. The total fees sought under this category for the period July 1, 2001 through August 7, 2001 are \$157.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.1.

b. Pleadings Review. Applicant reviewed general pleadings and other documents received to assist in the efficient management of this case. The total fees sought under this category for the period July 1, 2001 through August 7, 2001 are \$186.00. The detailed entries of Applicant's professionals which fall within this category are attached hereto as Exhibit B.2.

c. Court Hearings. Applicant has represented the interests of the Committee at all hearings which have been held in these cases since January 25, 2001. This category includes time expended by Applicant in preparing for and attending such hearings. The

total fees sought under this category for the period July 1, 2001 through August 7, 2001 are \$1,054.00. The detailed time entries for this category are attached hereto as Exhibit B.3.

d. Fees. This category includes time expended in the preparation of Applicant's Fifth and Final Fee Application, in assisting other professionals retained by the Committee in the preparation and filing of their fee applications, and in securing reimbursement of the expenses incurred by Committee members in the performance of their duties. The total fees sought under this category for the period July 1, 2001 through August 7, 2001 are \$552.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.4.

e. Fees/ Objections. Entries in this category include time expended in the preparation of Certificates of No Objection regarding the fee applications of Committee professionals and the tracking of orders approving such applications. The total fees sought under this category for the period July 1, 2001 through August 7, 2001 are \$224.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.5.

f. Contested Matters/ Motions. This category of services includes time spent analyzing issues relating to pleadings filed by various parties in interest and objections to pleadings filed by the Debtors. The total fees sought under this category for the period July 1, 2001 through August 7, 2001 are \$93.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.6.

g. Financing/ Cash Collateral. Entries in this category include time spent in the review and analysis of documents regarding cash collateral and adequate protection. The total fees sought under this category for the period July 1, 2001 through August 7, 2001 are

\$62.00. The detailed entries of Applicant's professionals which fall within this category are attached hereto as Exhibit B.7.

h. Plan and Disclosure Statement. Entries in this category include time expended in discussions with co-counsel regarding plan issues and in attendance at the hearing on the confirmation of the plan. The total fees sought under this category for the period July 1, 2001 through August 7, 2001 are \$124.00. The detailed time entries of Applicant's professionals which fall within this category are attached as Exhibit B.8.

The foregoing general description of services rendered in specific areas is not intended to be exhaustive of the scope of Applicant's activities on behalf of the Committee in this case. The time records attached as Exhibit B present more completely the work performed by Applicant in each billing category during the period covered by this Application.

12. Applicant believes that the post-petition services rendered during the period July 1, 2001 through August 7, 2001 on behalf of the Committee are reasonably worth the sum of \$2,452.00 and Applicant requests the allowance of such sum.

13. Applicant rendered various services on behalf of the Committee after the confirmation and prior to the effective date of the Plan, including the filing of certain applications for compensation and reimbursement of expenses for various Committee professionals, the preparation of Certificates of No Objection regarding the fee applications of Committee professionals and the tracking of orders approving such applications. Applicant believes that post-confirmation services rendered during the Pre-Effective Date Period are reasonably worth the sum of \$171.00 and the Applicant requests the allowance of such sum. The detailed entries of Applicant's professionals which fall within the Pre-Effective Date Period are

attached hereto as Exhibit C. The blended hourly rate for Applicant's professionals for the period July 1, 2001 through August 29, 2001 is \$150.52.

14. Applicant further requests reimbursement of costs expended on behalf of the Committee for the period July 1, 2001 through August 7, 2001 in connection with this Chapter 11 proceeding in the sum of \$926.74 as set forth in the summary attached as Exhibit D.1. Applicant requests reimbursement of costs expended on behalf of the Committee for the Pre-Effective Date Period in connection with this Chapter 11 proceeding in the sum of \$400.31 as set forth in the summary attached as Exhibit D.2.

15. The expenses incurred by Applicant include long distance telephone calls, over-night delivery, trainfare and other travel expenses, local messenger service, meals, facsimiles, postage, duplicating and word processing, and computerized legal research charges, all of which Applicant normally bills to its non-bankruptcy clients at rates calculated to compensate Applicant for the actual cost of the expense. The rate Applicant charges for photocopying is \$.15 per page and out-going facsimile transmission charges are \$1.00 per page. Applicant does not charge for incoming facsimiles. Applicant charges \$7.50 for routine messenger services and \$15.00 for Court filings.

16. As outlined above, the attorneys who worked on this case from July 1, 2001 through August 29, 2001 have various levels of expertise. From time to time these attorneys consulted with each other and other attorneys on different aspects of the case. It is submitted that this is a more efficient way to run a case than to expect a single attorney to be an expert in all applicable areas of law. If a single attorney were to attempt to run a case such as this, the attorney would have to learn through research what other attorneys know and can tell

him based on their years of knowledge and experience. The primary attorneys and their areas of expertise are listed on Exhibit E attached hereto.

17. Applicant has reviewed the requirements of Del.Bankr.LR 2016.-2 and believes that this Application complies with the requirements of the same.

**WHEREFORE**, Applicant prays this Court enter an Order allowing the following:

(A) allowing on a final basis (i) compensation in the amount of \$8,142.00 for services rendered by the Applicant for the period January 25, 2001 through March 31, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$420.86 incurred by Applicant for the period January 25, 2001 through March 31, 2001 for and on behalf of the Committee as requested in the First Interim Application;

(B) allowing on a final basis (i) compensation in the amount of \$6,527.50 for services rendered by the Applicant for the period April 1, 2001 through April 30, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$1,714.60 incurred by the Applicant for the period April 1, 2001 through April 30, 2001 for an on behalf of the Committee as requested in the Second Interim Application;

(C) allowing on a final basis (i) compensation in the amount of \$3,444.50 for services rendered by the Applicant for the period May 1, 2001 through May 31, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$1,324.28 incurred by the Applicant for the period May 1, 2001 through May 31, 2001 for and on behalf of the Committee as requested in the Third Interim Application;

(D) allowing on a final basis (i) compensation in the amount of \$1,607.50 for services rendered by the Applicant for the period June 1, 2001 through June 30, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$344.86 incurred by the Applicant for the period June 1, 2001 through June 30, 2001 for an on behalf of the Committee as requested in the Fourth Interim Application;

(E) allowing on a final basis (i) compensation in the amount of \$2,452.00 for services rendered by the Applicant from July 1, 2001 through August 7, 2001 for and on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$926.74 incurred by the Applicant through August 7, 2001 for and on behalf of the Committee as requested in this Fifth and Final Application;

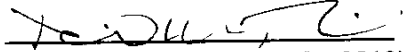
(F) allowing on a final basis (i) compensation in the amount of \$171.00 for services rendered by the Application from August 8, 2001 through August 29, 2001 for an on behalf of the Committee, and (ii) reimbursement of expenses in the amount of \$400.31 incurred by the Applicant through August 29, 2001 for an on behalf of the Committee as requested in this Fifth and Final Application;

(G) authorizing the Debtor to pay Applicant the balance due for all such fees and expenses; and

(F) granting such other and further relief as may be just.

Respectfully submitted,

PEPPER HAMILTON LLP



David M. Fournier (DE No. 2812)

Aaron A. Garber (DE No. 3837)

P.O. Box 1709

1201 Market Street, Suite 1600

Wilmington, DE 19899

(302) 777-6500

Co-Counsel for the Official Committee  
of Unsecured Creditors

Dated: October \_\_, 2001



## **Exhibit A**

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: : Chapter 11  
: :  
IMPERIAL DISTRIBUTING, INC., et al., : Case No. 01-140 (SLR)  
: through 01-176 (SLR)  
: :  
Debtors. : (Jointly Administered)  
: :  
: :

---

**ORDER PURSUANT TO SECTION 1103(a) OF THE  
BANKRUPTCY CODE AUTHORIZING THE NUNC PRO TUNC  
RETENTION OF PEPPER HAMILTON LLP AS CO- COUNSEL FOR  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the Application dated March \_\_\_\_, 2001 (the "Application") of The Official Committee of Unsecured Creditors (the "Committee") of the Debtors in the above-captioned Chapter 11 Bankruptcy cases (collectively, the "Debtors"), for an order, pursuant to section 1103(a) of Title 11, United States Code (the "Bankruptcy Code") and Bankruptcy Rule 2014, authorizing the Committee to employ and retain the law firm of Pepper Hamilton LLP ("Pepper Hamilton") as its counsel nunc pro tunc as of January 25, 2001; and upon the affidavit of David M. Fournier, Esquire, a partner of the firm of Pepper Hamilton, sworn to on the 13th day of March, 2001 (the "Affidavit"); and the Court being satisfied based on the representations made in the Application and the Affidavit that, except as disclosed in the Affidavit, said attorneys do not represent any entity having an adverse interest in connection with the case, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code and that they do not hold or represent an interest adverse to the estates with respect to the matters on which Pepper Hamilton is retained; and after due deliberation and sufficient cause appearing therefor, it is

**FOUND THAT:**

1. Due and proper notice of the Application has been given, and no other or further notice is necessary or required;

2. Pepper Hamilton does not hold or represent any other entity having an adverse interest in connection with the Debtors' cases; and

3. The employment of Pepper Hamilton as counsel to the Committee to represent or perform services for the Committee is necessary and appropriate; it is therefore

**ORDERED, ADJUDGED AND DECREED THAT:**


1. Pursuant to §§ 328 and 1103 of the Bankruptcy Code, the Committee is hereby authorized and empowered to employ the firm of Pepper Hamilton LLP, nunc pro tunc as of February 5, 2001, as its counsel in this Chapter 11 case, and Pepper Hamilton is authorized to perform the services set forth in the Application;

2. Pepper Hamilton shall be compensated in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and such other procedures as may be fixed by order of this Court; and

3. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: ~~March~~ 2001

4/23/01

  
\_\_\_\_\_  
HONORABLE SUE L. ROBINSON  
Chief Judge, United States District Court

## **Exhibit B.1**

Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 13, 2001

Invoice: 10057998  
Page 3

**Time Detail by Task Code**

TASK CODE: B110 Case Administration

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/26/01	D. Fournier	Review April operating reports.	0.20	310.00	62.00
07/02/01	D. Smith	Review docket; organize pleading binders.	1.00	25.00	25.00
07/20/01	D. Smith	Review docket; pull documents from pleading files as requested by J. H. Cook.	0.30	25.00	7.50
08/06/01	D. Smith	Review docket; pull documents from pleading files as requested by D. Tyler.	0.50	25.00	12.50
08/07/01	D. Smith	Review docket; organize pleading files.	2.00	25.00	50.00
Total B110 Case Administration			<u>4.00</u>		<u>157.00</u>

## **Exhibit B.2**

## **Exhibit B.3**

Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 13, 2001

Invoice: 10057998  
Page 6

TASK CODE: B155 Court Hearings

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
08/06/01	D. Fournier	Review agenda for hearing (.1); telephone call with M. Kramer re same (.1).	0.20	310.00	62.00
08/07/01	D. Fournier	Attend hearing on confirmation of plan.	1.60	310.00	496.00
Total B155 Court Hearings			<u>1.80</u>		<u>558.00</u>



Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 13, 2001

Invoice: 10057998  
Page 5

TASK CODE:

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/31/01	D. Fournier	Attend hearing on Atwater litigation (1.6); confer with M. Venus.	1.60	310.00	496.00
Total			<u>1.60</u>		<u>496.00</u>

## **Exhibit B.4**

TASK CODE: B160 Fees

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/09/01	J. Cook	Review 6/01 time in preparation of fee application.	0.10	125.00	12.50
07/10/01	D. Tyler	Review Administrative Order re Interim Compensation and Reimbursement of Expenses of Professionals.	0.50	90.00	45.00
07/12/01	J. Cook	Review docket re omnibus hearing (.1); preparation of Notice of Hearing on Interim Fee Requests (.6); telephone call with Debtors counsel (.1).	0.80	125.00	100.00
07/12/01	J. Cook	Review docket re Houlihan fee application; email to D. Fournier re same.	0.10	125.00	12.50
07/13/01	J. Cook	Review Pepper's Third Interim Fee Application; preparation of Notices re same.	0.20	125.00	25.00
07/20/01	J. Cook	Preparation of Pepper Fourth Interim Fee Application.	0.70	125.00	87.50
07/23/01	J. Cook	Review docket re second interim fee application; email to A. Phillips re same.	0.20	125.00	25.00
07/30/01	D. Tyler	Preparation of Notice of Filing of Fee Application re 5 <sup>th</sup> Interim Fee Application of Akin Gump; preparation of Notice of Filing Fee Application re same.	0.50	90.00	45.00

Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 13, 2001

Invoice: 10057998  
Page 8

08/01/01	J. Cook	Preparation of Pepper Fourth Interim Fee Application.	0.50	125.00	62.50
08/06/01	D. Fournier	Emails to/from F. Hodara re Houlihan fee application.	0.20	310.00	62.00
08/06/01	J. Cook	Review 7/01 time in preparation of fee application.	0.10	125.00	12.50
08/07/01	J. Cook	Preparation of order approving fees and coordinate delivery of same to D. Fournier at Court.	0.50	125.00	62.50
Total B160 Fees			<u>4.40</u>	<u>552.00</u>	

## **Exhibit B.5**

TASK CODE: B161 Fees/Objections

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/13/01	A. Garber	Preparation of certificate of no objection for Houilhan's first fee application.	0.20	200.00	40.00
07/13/01	D. Tyler	Discussion with H. Cook re Houlihan Lokey's first interim fee application; review docket for objections to same (.2); preparation of Certificate of No Objection for same (.3).	0.50	90.00	45.00
07/16/01	D. Tyler	Review docket for objections re Akin Gump's 4 <sup>th</sup> Interim Fee Application (.1); preparation of Certificate of No Objection to same (.3).	0.40	90.00	36.00
07/17/01	A. Garber	Preparation of certificate of no objection for Akin's 4 <sup>th</sup> fee application.	0.20	200.00	40.00
08/07/01	D. Tyler	Review docket for certification of counsel re omnibus hearing dates for Certificate of No Objection (.3); review for objections re 3 <sup>rd</sup> Interim Fee Application of Pepper Hamilton (.1); preparation of Certificate of No Objection for same (.3).	0.70	90.00	63.00
Total B161 Fees/Objections			<u>2.00</u>		<u>224.00</u>

## **Exhibit B.6**

Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 13, 2001

Invoice: 10057998  
Page 10

TASK CODE: B190 Contested Matters/Motions

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/12/01	D. Fournier	Review pleadings related to Atwater Summary Judgment motion.	0.30	310.00	93.00
Total B190 Contested Matters/Motions			<u>0.30</u>		<u>93.00</u>



**Exhibit B.7**

Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 13, 2001

Invoice: 10057998  
Page 11

TASK CODE: B230 Financing/Cash Collateral

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/26/01	D. Fournier	Review memo from co-counsel re GECC financing.	0.20	310.00	62.00
Total B230 Financing/Cash Collateral			<u>0.20</u>		<u>62.00</u>

## **Exhibit B.8**

Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 13, 2001

Invoice: 10057998  
Page 12

TASK CODE: B320 Plan and Disclosure Statement

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/17/01	D. Fournier	Review materials circulated by M. Venus re board (.2); emails to/from M. Venus re objection deadlines (.1).	0.30	310.00	93.00
07/18/01	D. Fournier	Review letter from Equity Committee re plan.	0.10	310.00	31.00
Total B320 Plan and Disclosure Statement			<u>0.40</u>		<u>124.00</u>

## **Exhibit C**

Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 28, 2001

Invoice: 10062384  
Page 3

**Time Detail by Task Code**

TASK CODE: B160 Fees

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
08/28/01	D. Tyler	Email to D. Trucano re original fee amounts re the 4 <sup>th</sup> and 3 <sup>rd</sup> Interim Fee Application expenses; telephone call to D. Trucano re same; review email sent by D. Trucano re 5 <sup>th</sup> Interim Fee Application.	0.30	90.00	27.00
Total B160 Fees			<u>0.30</u>		<u>27.00</u>

Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 28, 2001

Invoice: 10062384

Page 4

TASK CODE: B161 Fees/Objections

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
08/28/01	D. Tyler	Discussion with H. Cook re filing of Notice of 1 <sup>st</sup> Application of Houlihan Lokey (.1); revisions to fax cover sheet re Certificate of No Objection for 1 <sup>st</sup> Interim Application (.1); fax same to P. Siegert (.2).	0.40	90.00	36.00
08/28/01	D. Tyler	Preparation of Certificate of No Objection re Fourth Interim Fee Application of HLH&Z (.2); preparation of Certificate of Service re same (.1).	0.30	90.00	27.00
08/28/01	D. Tyler	Preparation of Certificate of No Objection re 3 <sup>rd</sup> Interim Fee Application ; preparation of Certificate of Service re same.	0.40	90.00	36.00
08/29/01	D. Tyler	Revisions to Certification of No Objection re Houlihan Lokey 3 <sup>rd</sup> Interim Fee Application (0.2); revision to Certificate of Service re same (0.1).	0.30	90.00	27.00
08/29/01	D. Tyler	Revisions to Certification of No Objection re 4 <sup>th</sup> Interim Fee Application of Houlihan Lokey Howard & Zukin Financial Advisors (0.1); revision to Certificate of Service re same (0.1).	0.20	90.00	18.00

Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 28, 2001

Invoice: 10062384  
Page 5

Total B161 Fees/Objections

1.60

144.00



## **Exhibit D.1**

Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 13, 2001

Invoice: 10057998  
Page 24

### Detail of Expenses

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/02/01	DUP	DUP - Dunham Paul G. - 07/02/2001	67	0.15	10.05
07/05/01	DUP	BUXBAUM 6/1 Duplicating & Reproduction - IKON DOCUMENT SERVICES	1	58.31	58.31
07/09/01	POS	6/26/01 Postage	1	2.44	2.44
07/11/01	MES	TRI-STATE COURIER 062301	1	10.00	10.00
07/13/01	DUP	DUP - Dunham Paul G. - 07/13/2001	84	0.15	12.60
07/13/01	DUP	DUP - Dunham Paul G. - 07/13/2001	396	0.15	59.40
07/13/01	DUP	DUP - Buxbaum Rita T. - 07/13/2001	138	0.15	20.70
07/18/01	DUP	DUP - Buxbaum Rita T. - 07/18/2001	177	0.15	26.55
07/19/01	DUP	DUP - Chilelli Darlene M. - 07/19/2001	48	0.15	7.20
07/19/01	MES	TRI-STATE COURIER 063001	1	22.95	22.95
07/19/01	MES4	FED EXP 062201	1	41.12	41.12
07/20/01	DUP	BANKRUPTCY MAILOUT COPIES 6/26 Duplicating & Reproduction - IKON DOCUMENT SERVICES	1	60.69	60.69
07/20/01	DUP	DUP - Cook Jaymi H. - 07/20/2001	2	0.15	0.30
07/20/01	MES	PARCELS 071501	1	15.00	15.00
07/20/01	MES4	FED EXP 062901	1	53.52	53.52
07/20/01	MES4	FED EXP 071301	1	39.30	39.30
07/24/01	TCY	Stratton 7/18/01 Fax	7	1.00	7.00
07/25/01	RPT	BANKRUPTCY HEARING 6/5 Reporting Services - HAWKINS REPORTING SERVICE	1	207.50	207.50
07/25/01	TRV	4/6 Travel Expense - DND LIMOUSINE SERVICE	1	129.80	129.80

Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 13, 2001

Invoice: 10057998

Page 25

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
07/26/01	MES	PARCELS 071401	1	12.50	12.50
07/27/01	POS	7/13/01 Postage	1	2.18	2.18
07/27/01	POS	7/13/01 Postage	1	17.34	17.34
07/27/01	POS	7/2/01 Postage	1	3.10	3.10
07/30/01	DUP	DUP - Thomas Elizabeth E. - 07/30/2001	499	0.15	74.85
07/31/01	MES	7/18/01 Messenger Service	1	15.00	15.00
07/31/01	POS	7/17/01 Postage	1	17.34	17.34
		Total			<u>926.74</u>

## **Exhibit D.2**

**Detail of Expenses**

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
08/09/01	DUP	DUP - Buxbaum Rita T. - 08/09/2001	2	0.15	0.30
08/09/01	MES	PARCELS 073101	1	22.50	22.50
08/09/01	MES4	FED EXP 072401	1	14.04	14.04
08/13/01	MES4	FED EXP 080301	1	40.76	40.76
08/13/01	POS	7/31/01 Postage	1	2.18	2.18
08/15/01	DUP	DIGITAL PRINTS 7/13 Duplicating & Reproduction - DELAWARE DOCUMENT IMAGING LLC	1	117.30	117.30
08/15/01	DUP	DUP - Cook Jaymi H. - 08/15/2001	16	0.15	2.40
08/15/01	DUP	DUP - Cook Jaymi H. - 08/15/2001	29	0.15	4.35
08/15/01	DUP	DUP - Phillips Anne Marie - 08/15/2001	252	0.15	37.80
08/15/01	DUP	DUP - Phillips Anne Marie - 08/15/2001	192	0.15	28.80
08/15/01	DUP	DUP - Cook Jaymi H. - 08/15/2001	4	0.15	0.60
08/17/01	DUP	DUP - Chilelli Darlene M. - 08/17/2001	55	0.15	8.25
08/21/01	MES	8/4/01 Tri St Courier	1	15.45	15.45
08/21/01	MES	8/13/01 Parcels	1	12.00	12.00
08/22/01	DUP	DIGITAL PRINTS 7/30 Duplicating & Reproduction - DELAWARE DOCUMENT IMAGING LLC	1	38.76	38.76
08/23/01	DUP	DUP - Buxbaum Rita T. - 08/23/2001	2	0.15	0.30
08/23/01	DUP	DUP - Buxbaum Rita T. - 08/23/2001	100	0.15	15.00
08/28/01	TEL	Telephone	1	0.92	0.92
08/29/01	DUP	DUP - Chilelli Darlene M. - 08/29/2001	4	0.15	0.60
08/29/01	RPT	Reporting Services - BRIAN GAFFIGAN- FOURINER-TRANSCRIPT OF 5/16/01 HEARING	1	18.00	18.00

Imperial Sugar Co. Creditor's Committee  
Client/Matter Number: 122995.00002  
September 28, 2001

Invoice: 10062384  
Page 11

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
08/29/01	TCY	Cook 8/16/01 Fax	20	1.00	20.00
		Total			<u>400.31</u>

## **Exhibit E**

## **BIOGRAPHIES**

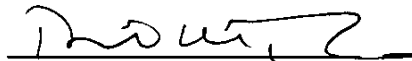
David M. Fournier - Mr. Fournier is a Partner in the Bankruptcy and Reorganization Practice Group of Pepper Hamilton LLP and has been practicing law since 1990. He is a former Chairman of the Delaware State Bar Association International Law Section. He is also a member of the American Bar Association Business Law Section and a member of the Subcommittee on International Bankruptcy.

Aaron A. Garber - Mr. Garber is an associate with the Bankruptcy and Reorganization Practice Group of Pepper Hamilton LLP and has been practicing law since 1997. He is admitted to the bars of the states of New Jersey and Delaware and of the Commonwealth of Pennsylvania.



CERTIFICATE OF SERVICE

I, David M. Fournier, hereby certify that on the 10<sup>th</sup> day of October, 2001, I did serve a copy of the foregoing **Fifth and Final Application of Pepper Hamilton LLP, Counsel for the Official Committee of Unsecured Creditors, for Interim Compensation and Reimbursement of Costs for the Period July 1, 2001 through August 29, 2001** by causing a copy thereof to be served upon those parties and in the manner indicated on Exhibit A attached hereto.

  
David Fournier

## EXHIBIT A

Imperial Sugar Company  
One Imperial Square  
8016 Highway 90-A  
P.O. Box 9  
Sugar Land, Texas 77487-0009  
Attn: Chief Financial Officer  
**VIA FEDERAL EXPRESS**

James Patton, Esq.  
Young Conaway Stargatt & Taylor LLP  
11th Floor  
The Wilmington Trust Center  
P.O. Box 391  
Wilmington, Delaware 19899-0391  
**VIA HAND DELIVERY**

Jack L. Kinzie, Esq.  
Baker Botts LLP  
2001 Ross Avenue  
Dallas, Texas 75201-2980  
**VIA FEDERAL EXPRESS**

Ian Connor Bifferato, Esq.  
Bifferato, Bifferato & Gentilotti  
1308 Delaware Avenue  
P.O. Box 2165  
Wilmington, Delaware 19801  
**VIA HAND DELIVERY**

Michael Yetnikoff, Esq.  
Bell, Boyd & Lloyd  
70 West Madison Street  
Suite 3300  
Chicago, Illinois 60602  
**VIA FEDERAL EXPRESS**

Mr. Byron Jefferds  
Office of the United States Trustee  
The Curtis Center  
601 Walnut Street  
Suite 950 West  
Philadelphia, Pennsylvania 19106  
**VIA FIRST CLASS MAIL**