

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

In re:

INACOM CORP., et al.,

Debtors.

Case No. 01-2426 (PJW)

Jointly Administered

Chapter 11

Hearing Date:

**FINAL SUMMARY APPLICATION OF WILLKIE FARR & GALLAGHER FOR (I)
FINAL ALLOWANCE OF FEES AND EXPENSES COVERING PERIODS FROM
JUNE 16, 2000 THROUGH APRIL 30, 2002, INCLUSIVE, AND (II) OTHER
RELATED RELIEF**

Name of Applicant:	Willkie Farr & Gallagher
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	June 16, 2000 (By Order dated June 21, 2000)
Period for which Compensation and Reimbursement is Sought:	June 16, 2000 through and including April 30, 2002
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$774,005.50
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$140,105.69

This is an: interim final application.

Prior Applications Filed:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
7/24/00	06/16/00 --06/30/00	\$172,907.00	\$11,369.67	\$172,907.00	\$11,369.67
10/24/00	07/01/00 - 09/30/00	\$96,141.00	\$13,863.30	\$96,141.00	\$13,863.30
11/21/00	10/01/00 - 10/31/00	\$31,676.00	\$16,707.44	\$31,676.00	\$16,707.44
12/21/00	11/01/00 - 11/30/00	\$11,641.50	\$6,062.34	\$11,641.50	\$6,062.34
2/23/01	12/01/00 - 01/31/01	\$117,413.00	\$6,550.55	\$117,413.00	\$6,550.55
3/23/01	02/01/00 - 02/28/01	\$74,675.00	\$10,914.05	\$74,675.00	\$10,914.05
4/26/01	03/01/01 - 03/31/03	\$92,215.00	\$13,809.10	\$92,215.00	\$13,809.10
5/24/01	04/01/03 - 04/30/03	\$31,728.00	\$7,416.10	\$31,728.00	\$7,416.10
8/14/01	05/01/01 - 06/30/01	\$52,862.50	\$25,970.22	\$52,862.50	\$25,970.22
8/30/01	07/01/01 - 07/31/01	\$27,176.50	\$11,871.06	\$27,176.50	\$11,871.06
9/28/01	08-01-01 - 08/30/01	\$15,538.00	\$970.24	\$15,538.00	\$970.24
11/27/01	09/01/01 - 10/31/01	\$7,779.00	\$10,515.59	\$7,779.00	\$10,515.59
1/23/02	11/01/01 - 12/31/01	\$14,175.00	\$687.71	\$14,175.00	\$687.71
3/28/02	01/01/02 - 02/28/02	\$16,696.50	\$2,702.50	N/A	N/A
5/29/02	03/01/02 - 04/30/02	\$11,381.50	\$695.32	N/A	N/A

Name of Professional Person	Position Held	Number of Hours Billed	Hourly Billing Rate (per Hour)	Commissions Paid
Gump, W.H.	Partner (Corp.)	8.3	\$525	4,357.50
Gump, W.H.	Partner (Corp.)	13.7	\$495	6,781.50
Gump, W H	Partner (Corp.)	20.9	\$450	\$9,405
Nusbaum, J.H.	Partner (Corp.)	21.2	\$690	\$14,628
Nusbaum, J.H.	Partner (Corp.)	21	\$625	\$131,25.00
Nusbaum, J.H.	Partner (Corp.)	.6	\$695	\$41,7.00
O'Connor, B.E.	Partner (Lit.)	245	\$615	\$150,675.00
O'Connor, B.E.	Partner (Lit.)	51.8	\$560	\$29,008
O'Connor, B.E.	Partner (Lit.)	.6	\$648	\$389.00
O'Connor, B.E	Partner (Lit.)	21.7	\$655	\$14,213.50
Shalhoub, P.V.	Partner (Bankr.)	11.9	\$475	\$5,652.50
Shalhoub, P.V.	Partner (Bankr.)	.80	\$500	\$400.00
Shalhoub, P.V	Partner (Bankr.)	1.3	\$525	\$682.50
Shalhoub, P.V.	Partner (Bankr.)	105.1	\$430	\$45,193.00
Kelly, M.	Partner (Bankr.)	.1	\$505	\$50.50
Auslander, M.J.	Partner (Lit.)	2.9	\$615	\$1,783.50
Trepper, M.	Partner (Bankr.)	8.8	\$625	\$5,500.00
Allman, P.J.	Associate (ERISA)	3.7	\$450	\$1,665.00
Allman, P.J.	Associate (ERISA)	25	\$410	\$10250.00
Carlson, L.G.	Associate (Lit.)	12.6	\$370	\$4,662
Farley, B.B.	Associate (Lit.)	4	\$335	\$1,340.00
Farley, B.B.	Associate (Lit.)	7	\$300	\$2,100.00

Glacklin, B.P.	Associate (Lit.)	1.2	\$275	\$330.00
Hague, K.W.	Associate (Lit.)	3	\$340	\$1,020.00
Hague, K.W.	Associate (Lit.)	8.9	\$304	\$2,706.50
Hague, K.W.	Associate (Lit.)	523.9	\$295	\$15,4550.50
Hague, K.W.	Associate (Lit.)	11.6	\$245	\$2,842.00
Janson, F.	Associate (Corp.)	13.2	\$380	\$5,016
Longmire, J.	Associate (Bankr.)	18.3	\$390	\$7,137
Longmire, J.	Associate (Bankr.)	237.3	\$340	\$80,682.00
McElhinney, D.C.	Associate(Bankr.)	1.7	\$390	\$663.00
McElhinney, D.C.	Associate(Bankr.)	.10	\$379	\$39.00
McElhinney, D.C.	Associate(Bankr.)	12.6	\$335	\$4,221.00
Manning, M.M.	Associate(Lit.)	114.6	\$265	\$30,369.00
Nelson, M.D.	Associate (Bankr.)	99.2	\$300	\$29,760.00
Norton, D.E.	Associate (Lit./Not Yet Admitted)	32.2	\$310	\$9,982
Proudfit, J.A.	Associate (Corp.)	2.5	\$350	\$875
Proudfit, J.A.	Associate (Corp.)	33.3	\$325	\$10,822.50
Proudfit, J.A.	Associate (Corp.)	23.4	\$275	\$6,435
Robertson, S.C.	Associate (Lit.)	.2	\$295	\$59.00
Sontag, J.A.	Associate (ERISA)	2.6	\$340	\$884
Strickland, R.C.	Associate (Bankr.)	4.9	\$350	\$1,715.00
Strickland, R.C.	Associate (Bankr.)	7.2	\$338	\$2,427.50
Strickland, R.C.	Associate (Bankr.)	67.4	\$325	\$21,905.00
Strickland, R.C.	Associate (Bankr.)	31.2	\$275	\$8,580.00
Thomas, A.E.	Associate (Lit.)	9.6	\$380	\$3,648
Al-Shihabi, H.	Legal Assistant	14.1	\$100	\$1,410
Banks, L.	Legal Assistant	19.5	\$105	\$2,047.50
Bautista, J.	Legal Assistant	149.4	\$100	\$14,940
Billups, L.	Legal Assistant	1	\$100	\$100.00
Cladouhos, P.W.	Legal Assistant	35.8	\$160	\$5,728.00
De Los Santos, J	Legal Assistant	30.5	\$105	\$3,202.50
De Los Santos, J	Legal Assistant	3.5	\$95	\$332.50
De Los Santos, J	Legal Assistant	17.4	\$90	\$1,566
Fludd, A.S.	Legal Assistant	11	\$110	\$1,210.00
Hakim, D.	Legal Assistant	6.4	\$100	\$640
Kim, Y.C.	Legal Assistant	27.4	\$100	\$27,40.00
Lamar, K.R.	Legal Assistant	20.7	\$120	\$2484
Lamar, K.R.	Legal Assistant	7	\$102	\$716.00
Lamar, K.R.	Legal Assistant	49.9	\$100	\$4,990.00
Lee, M..	Legal Assistant	51.6	\$135	\$6,966
Lee, M	Legal Assistant	1.9	\$140	\$265.5
Lee, M	Legal Assistant	1.4	\$145	\$203
Mays, Jr.J.B.	Legal Assistant	14.8	\$100	\$1,480
O'Sullivan, M.		5.5	\$110	\$605.00
Prosby, K.	Legal Assistant	18.4	\$135	\$2,484
Prosby, K.	Legal Assistant	.4	\$145	\$58.00
Sellers, D	Legal Assistant	.5	\$110	\$55.00
Stamoulis, E.M.	Legal Assistant	1.00	\$110	\$110.00

Staron, A.M.	Legal Assistant	71.5	\$150	\$10,725
Grand Total		2408.7		\$774,005.50

EXPENSE SUMMARY

Expense Category	Total Expenses
Computer Assisted Legal Research	\$12814.94
Facsimile (\$1.00/page outgoing faxes only)	\$1881.76
Long Distance Telephone	\$7694.47
In-House Reproduction (\$.15/page)	\$17709.33
Outside Reproduction	\$41215.78
Other Reproduction	\$9.89
Filing/Court Fees	\$0
Court Reporting	\$5466.25
Travel ¹	\$37112.97
Air Freight	\$4121.78
Postage for U.S. Mail/ Express Mail	\$55.77
Mail/Messenger O/T	\$61.07
Meals	\$13841.74
Other (please explain)	\$1996.07
Voluntary Reduction	(\$3874.76)
Additional Adjustment	(\$1.37)
Grand Total	\$140,107.06

¹ This category includes Airfare/Train, Lodging, Local and Out-of-town carfare and Car Service

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
INACOM CORP., et al.,) Case No. 00-2426 (P JW)
)
Debtors.) Jointly Administered

FINAL FEE APPLICATION OF WILLKIE FARR &
GALLAGHER FOR (I) FINAL ALLOWANCE OF FEES AND
EXPENSES COVERING PERIODS FROM JUNE 16, 2000 THROUGH APRIL
30, 2002, INCLUSIVE, AND (II) OTHER RELATED RELIEF

Willkie Farr & Gallagher ("WF&G"), former co-counsel for the above-captioned debtors (collectively, the "Debtors"), as and for its final summary application (the "Final Application"), pursuant to Section II(M) of this Court's order entered on May 27, 2003 (the "Confirmation Order"), confirming the Debtors' Joint Plan of Liquidation as Amended Pursuant to Chapter 11 of the United States Bankruptcy Code (the "Plan"), for final allowance of compensation for professional services rendered and reimbursement of expenses incurred from June 16, 2000 through April 30, 2002, inclusive, respectfully represents:

PRELIMINARY STATEMENT

1. Shortly after the commencement of these cases on June 16, 2000 (the "Petition Date") and following the consummation of the Debtors' sale of their communications business on July 10, 2000, WF&G assumed a significantly reduced role in these cases and the day-to-day bankruptcy administration of these cases was handled by Pachulski, Stang, Ziehl, Young & Jones, P.C.. Subsequently, in June 2002, WF&G officially withdrew as co-counsel following the commencement of an avoidance action against WF&G on account of certain amounts received by WF&G from the Debtors within the 90-day period preceding the Petition Date. Nevertheless, from the Petition Date through the date of its withdrawal, WF&G provided

the Debtors with actual and necessary services as the Debtors administered their bankruptcy cases.

2. WF&G's requested final allowance of compensation for services rendered and reimbursement for expenses incurred reflects the requisite time, skill and effort expended by WF&G during the time it served as co-counsel to the Debtors in connection with the administration of their bankruptcy cases.

BACKGROUND

3. On the Petition Date, each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On June 30, 2000, the United States Trustee for the District of Delaware (the "United States Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee") in these chapter 11 cases. The Confirmation Order was entered on May 27, 2003, and the Plan became effective on June 9, 2003.

THE DEBTORS' RETENTION OF WF&G

4. Prior to the commencement of the Debtors' chapter 11 cases, WF&G provided general corporate representation to the Debtors since December, 1999, including in connection with Debtors' sale of their business products division to Compaq Corporation. When it became apparent that a bankruptcy filing was likely, the Debtors also requested WF&G to provide advice regarding the commencement and prosecution of bankruptcy cases and to prepare for potential chapter 11 cases for the Debtors.

5. By application dated June 19, 2000, the Debtors requested authority to employ and retain WF&G as counsel for the Debtors, pursuant to section 327(a) of the Bankruptcy Code, to provide such legal services as were necessary and requested by the Debtors

in furtherance of the Debtors' chapter 11 cases including, without limitation, rendering legal advice on bankruptcy, corporate, securities, litigation, real estate, ERISA, environmental and tax issues. This Court subsequently approved the Debtors' retention of WF&G. As explained above, following the Debtors' commencement of an avoidance action with respect to prepetition amounts received by WF&G from the Debtors prior to the Petition Date, WF&G withdrew as co-counsel of record to the Debtors in June 2002.¹ This Court approved WF&G's withdrawal by order dated October 4, 2002.

PRIOR FEE REQUESTS RELATING TO THIS FINAL SUMMARY REQUEST

6. By its application dated July 24, 2000, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from June 16, 2000 through June 30, 2000 for the Debtors in the amount of \$172,907.00; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$11,369.67 (the "First Application").

7. By its application dated October 24, 2000, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from July 1, 2000 through September 30, 2000 for the Debtors in the amount of \$96,141.00; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$13,863.80 (the "Second Application").

8. By its application dated November 21, 2000, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by

¹ Although WF&G has attempted to consensually resolve this action, it presently remains pending.

WF&G from October 1, 2000 through October 31, 2000 for the Debtors in the amount of \$31,676.00; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$16,707.44 (the "Third Application").

9. By its application dated December 21, 2000, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from November 1, 2000 through November 30, 2000 for the Debtors in the amount of \$11,641.50; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$6,062.34 (the "Fourth Application").

10. By its application dated February 23, 2001, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from December 1, 2000 through January 31, 2001 for the Debtors in the amount of \$117,413.00; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$6,550.55 (the "Fifth Application").

11. By its application dated March 23, 2001, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from February 1, 2001 through February 28, 2001 for the Debtors in the amount of \$74,675.00; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$10,914.05 (the "Sixth Application").

12. By its application dated April 26, 2001, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from March 1, 2001 through March 31, 2001 for the Debtors in the amount of \$92,215.00; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$13,809.10 (the “Seventh Application”).

13. By its application dated May 24, 2001, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from April 1, 2001 through April 30, 2001 for the Debtors in the amount of \$31,728.00; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$7,416.10 (the “Eighth Application”).

14. By its application dated August 14, 2001, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from May 1, 2001 through June 30, 2001 for the Debtors in the amount of \$52,862.50; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$25,970.22 (the “Ninth Application”).

15. By its application dated August 30, 2001, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from July 1, 2001 through July 31, 2001 for the Debtors in the amount of \$27,176.50; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the

rendition of such professional services for the Debtors in the amount of \$11,871.06 (the “Tenth Application”).

16. By its application dated September 28, 2001, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from August 1, 2001 through August 31, 2001 for the Debtors in the amount of \$15,538.00; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$970.24 (the “Eleventh Application”).

17. By its application dated November 27, 2001, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from September 1, 2001 through October 31, 2001 for the Debtors in the amount of \$7,779.00; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$10,515.59 (the “Twelfth Application”).

18. By its application dated January 23, 2002, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from November 1, 2001 through December 31, 2001 for the Debtors in the amount of \$14,175.00; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$687.71 (the “Thirteenth Application”).

19. By its application dated March 28, 2002, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from January 1, 2002 through February 28, 2002 for the Debtors in the amount of \$16,696.50;

and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$2,702.50 (the “Fourteenth Application”).

20. By its application dated May 29, 2002, WF&G requested that the Court authorize (a) an interim allowance of compensation for professional services rendered by WF&G from March 1, 2002 through April 30, 2002 for the Debtors in the amount of \$11,381.50; and (b) the reimbursement of actual and necessary expenses WF&G incurred in connection with the rendition of such professional services for the Debtors in the amount of \$695.32 (the “Fifteenth Application” and collectively with the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteen and Fourteenth Applications, the “Prior Applications”). By applications dated on or about January 2, 2001, June 18, 2001, October 10, 2001, and January 22, 2002, WF&G also filed four summary fee applications relating to the First through Thirteenth Applications (the “Prior Summary Applications”).

21. No objections were filed to any of the Prior Applications or the Prior Summary Applications. Orders were entered approving each of the Prior Summary Applications and each of the Prior Applications therefore have been approved on an interim basis, except for the Fourteenth and Fifteenth Applications, for which WF&G did not file an interim fee summary request. Consistent with this Court’s Modified Procedures Order, WF&G has received payment in respect of certain of the Prior Applications as follows:

Approximate Date Filed	Period Covered	Total Fees & Expenses	Amount Paid to Date	Amount Outstanding
7/24/00	6/16/00-6/30/00	\$172,907.00 (Fees) \$11,369.67 (Expenses) \$184,276.67 (Total)	\$184,276.67	\$0

Approximate Date Filed	Period Covered	Total Fees & Expenses	Amount Paid to Date	Amount Outstanding
10/24/00	7/1/00 - 9/30/00	\$96,141.00 (Fees) \$13,863.80 (Expenses) \$110,004.80 (Total)	\$110,004.80	\$0
11/21/00	10/1/00 - 10/30/00	\$31,676.00 (Fees) \$16,707.44 (Expenses) \$43,383.44 (Total)	\$43,383.44	\$0
12/21/00	11/1/00 - 11/30/00	\$11,641.50 (Fees) \$ 6,062.34 (Expenses) \$17,703.84 (Total)	\$17,703.84	\$0
2/23/01	12/1/00 - 1/31/01	\$117,413.00 (Fees) \$6,550.55 (Expenses) \$123,963.55 (Total)	\$123,963.55	\$0
3/23/01	2/1/01 - 2/28/01	\$74,675.00 (Fees) \$10,914.05 (Expenses) \$85,589.05 (Total)	\$85,589.05	\$0
4/26/01	3/1/01 - 3/31/01	\$92,215.00 (Fees) \$13,809.10 (Expenses) \$106,024.10 (Total)	\$106,024.10	\$0
7/26/01	4/1/01 - 4/30/01	\$31,728.00 (Fees) \$7,416.10 (Expenses) \$39,144.10 (Total)	\$39,144.10	\$0
8/14/01	5/1/01 - 6/30/01	\$52,862.50 (Fees) \$25,970.22(Expenses) \$78,832.72 (Total)	\$78,832.72	\$0
8/30/01	7/1/01 - 7/31/01	\$27,176.50 (Fees) \$11,871.06 (Expenses) \$39,047.56 (Total)	\$39,047.56	\$0

Approximate Date Filed	Period Covered	Total Fees & Expenses	Amount Paid to Date	Amount Outstanding
9/28/01	8/01/01 - 8/31/01	\$15,538.00 (Fees) \$970.24 (Expenses) \$16,508.24 (Total)	\$16,508.24	\$0
11/27/01	9/1/01 - 10/31/01	\$7,779.00 (Fees) \$10,515.59 (Expenses) \$18,294.59 (Total)	\$18,294.59	\$0
1/23/02	11/1/01 - 12/31/01	\$14,175.00 (Fees) \$687.71 (Expenses) \$14,862.71 (Total)	\$14,862.71	\$0
3/28/02	1/1/02 - 2/28/02	\$16,696.50 (Fees) \$2,702.50 (Expenses) \$19,399.00 (Total)	\$0	\$19,399.00
5/29/02	3/1/02 - 4/30/02	\$16,381.50 (Fees) \$ 695.32 (Expenses) \$12,076.82 (Total)	\$0	\$12,076.82

22. This Court has jurisdiction of this Final Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of these cases and this Final Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. WF&G submits this Final Application in accordance with sections 327, 328, 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rule 32, and in accordance Section II(M) of the Confirmation Order.

THE FINAL APPLICATION

23. By this Final Application, WF&G requests that the Court authorize a final allowance of compensation for professional services WF&G rendered and the reimbursement of

actual and necessary expenses WF&G incurred from the Petition Date through April 30, 2002.² The full scope of the services provided and related expenses incurred are fully described in the Prior Applications, which were previously filed with this Court and available upon request. Attached to the prior applications were the attorney and paraprofessional time records relating to such services and schedules itemizing the expenses incurred. Above is a schedule that summarizes the Prior Applications, including dates of filing, amounts sought and amounts paid.

24. The professional services and related expenses for which WF&G requests a final allowance of compensation and reimbursement of expenses were rendered and incurred in connection with these cases in discharge of WF&G's professional responsibilities as attorneys for the Debtors in their chapter 11 cases. WF&G's services were necessary and beneficial to the Debtors and their estates, creditors and other parties in interest. See Affidavit of Paul V. Shalhoub, Esq., pursuant to section 504 of the Bankruptcy Code and Bankruptcy Rule 2016, annexed hereto as Exhibit A.


² Although WF&G earned fees for services rendered and incurred related expenses (the "Additional Amounts") after April 30, 2002 and until WF&G's withdrawal in June 2002, by this Final Application WF&G only seeks final allowance of fees and expenses through April 30, 2002. WF&G reserves its rights to assert a right of setoff with respect to the Additional Amounts in connection with the avoidance action currently pending by the Debtors against WF&G.

CONCLUSION

Based on the foregoing, WF&G respectfully requests that the Court award a final allowance of the compensation for services rendered and reimbursement of expenses incurred, as requested herein.

Dated: New York, New York
July 11, 2003

WILLKIE FARR AND GALLAGHER,
Applicant

By: 
Paul V. Shalhoub (PVS-2133)
(A Member of the Firm)

787 Seventh Avenue
New York, New York 10019
(212) 728-8000

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
INACOM CORP., et. al.,) Case No. 00-2426 (PJW)
)
Debtors.) Jointly Administered

AFFIDAVIT PURSUANT TO SECTION 504
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2016

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

PAUL V. SHALHOUB, being duly sworn, deposes and says:

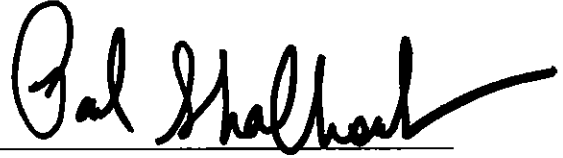
1. I am a member of the firm of Willkie Farr & Gallagher ("WF&G"), which maintains offices at 787 Seventh Avenue, New York, New York 10019.
2. By application dated June 21, 2000, which application subsequently was approved by the Court, the Debtors requested authority to Employ and Retain WF&G as Counsel for Debtors and Debtors in Possession, pursuant to section 327(a) of the Bankruptcy Code, to provide such legal services as are necessary and requested by the Debtors in furtherance of the Debtors' chapter 11 cases including, without limitation, rendering legal advice on bankruptcy, corporate, litigation, real estate, ERISA, environmental and tax issues. Following the sale of the Debtors' Communications Business (as discussed in WF&G's first and second interim fee applications), WF&G took a significantly reduced role in these cases and Pachulski, Stang, Ziehl, Young & Jones, P.C., the Debtors' bankruptcy co-counsel, advised and assisted the Debtors with respect to the day-to-day administration of these bankruptcy cases. WF&G's withdrawal as counsel was approved by an order of this Court dated October 4, 2002.

3. This affidavit is submitted pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504 in connection with the Final Fee Application of Willkie Farr & Gallagher for (I) Final Allowance of Fees and Expenses Covering Periods From June 16, 2000 through April 30, 2002, Inclusive, and (II) Other Related Relief (the "Final Application").

4. This affidavit certifies that I have reviewed the requirements of Local Bankruptcy Rule 2016 and that the Final Application substantially complies with Rule 2016.

5. No agreement or understanding exists between WF&G and any person for a division of compensation or reimbursement received or to be received herein or in connection with the within case. The hourly rates and fees charged by WF&G in these cases for the services rendered by its attorneys and paraprofessionals were the same as those generally charged to, and paid by, WF&G's other clients.

6. Other than (i) the Prior Applications and the Prior Summary Applications (each as defined in the Final Application) and (ii) the Final Application, WF&G has made no other application for payment from the Debtors.



Paul V. Shalhoub

Sworn to before me this
11th day of July, 2003



Notary Public, State of New York

No. 31-4999936

Qualified in New York County

Commission Expires Aug 3, 2006

ANDREA LYNN CAMEROTA
Notary Public, State of New York
No. 31-4999936
Qualified in New York County
Commission Expires August 3, 2006