

Alexander D. Greene
Dresdner Kleinwort Wasserstein, Inc.
1301 Avenue of the Americas
New York, New York 10019
(212) 969-7990
Financial Advisors to the Debtor

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re :
:
SUNBEAM CORPORATION, : Chapter 11
: Case No. 01-40291 (AJG)
Debtor. :
:
-----X

**SUMMARY COVER SHEET FOR
FIRST INTERIM APPLICATION OF DRESDNER KLEINWORT WASSERSTEIN,
INC. (FKA WASSERSTEIN PERELLA & CO., INC.) FINANCIAL ADVISOR FOR
THE DEBTOR, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES
FROM FEBRUARY 6, 2001 THROUGH MAY 31, 2001**

Name of Applicant: Dresdner Kleinwort Wasserstein, Inc.
(fka Wasserstein Perella & Co., Inc.)
Role in Case: Financial Advisor to the Debtor
Fees Previously Requested: None
Fees Previously Awarded: None
Expenses Previously Requested: None
Expenses Previously Awarded: None

Current Application

Fees Requested: \$189,285.72 (representing 50% of the total
\$378,571.44 of fees payable for the period
February 6, 2001 through May 31, 2001)
Expenses Requested: \$13,209.89 (representing 50% of the total
\$26,419.77 incurred during the period
February 6, 2001 through May 31, 2001)

<u>Professionals</u>	<u>Hours</u>
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Vice Chairman	
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Kenneth Tuchman	9.30
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Managing Director	
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Alexander D. Greene	42.10
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Vice President	
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Durc Savini	77.80
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Associate	
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Elizabeth Smolenski	56.30
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Analysts	
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Michael Koffler	7.80
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Sanjeev Parlikar	52.80
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Total Hours	246.10
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<u>TOTAL FEES</u>	
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	\$189,285.72
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<u>TOTAL EXPENSES</u>	
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	\$13,209.89
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<u>TOTAL BALANCE DUE</u>	
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	\$202,495.61
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SUNBEAM CORPORATION, : Chapter 11
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**FIRST INTERIM APPLICATION OF DRESDNER KLEINWORT WASSERSTEIN,
INC. (FK/A WASSERSTEIN PERELLA & CO., INC), FINANCIAL ADVISOR FOR
THE DEBTOR, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES
FROM FEBRUARY 6, 2001 THROUGH MAY 31, 2001**

TO THE HONORABLE ARTHUR J. GONZALEZ
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Dresdner Kleinwort Wasserstein, Inc. (“DrKW”), Financial Advisor for Sunbeam Corporation (the “Debtor”) appointed in the chapter 11 case of Sunbeam Corporation, (the “Debtor”), submits this first application (the “Application”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for the allowance of interim compensation for professional services rendered from the commencement of DrKW’s representation on February 6, 2001 through May 31, 2001 (the “Compensation Period”, and for reimbursement of expenses incurred in connection with such services, and, in support thereof, respectfully represents:

Summary of Application

1. DrKW seeks allowance of interim compensation for professional services rendered to the Debtor during the Compensation Period in the aggregate amount of \$189,285.72 and for reimbursement of expenses incurred and recorded in connection with the rendition of such services in the aggregate amount of \$13,209.89 which represents 50% of the total \$26,419.77 of expenses incurred and recorded during the compensation period, the remaining 50% of which is requested for reimbursement under DrKW's First Interim Fee Application in respect of the Debtor's related cases (case nos. 01-40252 through 01-40290) of the same date. During the Compensation Period, DrKW professionals expended a total of 246.10 hours for which compensation is requested.

2. DrKW does not maintain, in the normal course of providing financial advisory services to its clients, detailed written time records. However, in this case, DrKW maintained written records of the time expended by DrKW professionals in the rendition of their professional services to the Debtor. Such time records were made contemporaneously with the rendition of services by the person rendering such services and in the ordinary course of DrKW's practice. A summary schedule setting forth the number of hours expended by each of the professionals who rendered services to the Debtor, is hereby attached as Exhibit "A". A detailed compilation showing the name of the professional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the services during the Compensation Period is annexed hereto as Exhibit "B". A summary schedule and also detailed descriptions of the expenses for which DrKW is seeking reimbursement and the total amount for each such expense category are attached hereto as Exhibit "C".

3. In preparing this Application, DrKW has complied with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"), and the Court's Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals dated February 27, 2001 (the "Administrative Order" and, collectively with the Local Guidelines, and the UST Guidelines, the "Guidelines"). DrKW believes that all applicable time and disbursement charges for the Compensation Period have been included herein. However, to the extent expenses were incurred in connection with services rendered during the Compensation Period, but were not presented and processed prior to the preparation of this Application, DrKW reserves the right to request reimbursement of such expenses in a future application.

Jurisdiction and Venue

4. The Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334, and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.). Consideration of the Application is a core proceeding pursuant to 28 U.S.C. § 157. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

5. On February 6, 2001, the Debtor filed its voluntary petition for relief under chapter 11 of the Bankruptcy Code.

6. On February 6, 2001, the Debtor filed an application pursuant to sections 327(a) and 328(a) of the bankruptcy code for authorization to employ DrKW as financial

advisors. On April 17, 2001, the Court approved DrKW's retention as financial advisor to the Debtor, *nunc pro tunc* to February 6, 2001 to render financial advisory services to the Debtor in these chapter 11 cases. As set forth more fully in the Debtor's application to employ DrKW at the outset of these cases, DrKW has extensive experience in representing statutory Debtor in chapter 11 cases, as part of its prominent financial restructurings and bankruptcy expertise.

7. This is DrKW's first application for allowance of interim compensation for services rendered and for reimbursement of expenses.

Services Rendered by DrKW During the Compensation Period

8. The following summary of services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit "C". Rather, it is merely an attempt to highlight certain of those areas in which services were rendered to the Debtor, as well as to identify some of the problems and issues that DrKW was required to address.

Financial Due Diligence

9. Prior to the commencement of the Debtor's case, DrKW undertook an extensive financial due diligence process to understand and assess the operational and financial position of the Debtor. This process included an in-depth review and analysis of significant amounts of historical and projected financial information, Debtor presentations to its bank lenders, SEC filings, Company Operating Reviews business plan projections, and bankruptcy court filings. DrKW presented its valuation report to the Debtor on January 11, 2001. Projects since the commencement of the Debtor's case have included an ongoing review of the Company's performance vs, plan. The due diligence process has remained ongoing and was conducted via meetings and teleconferences with the Debtor.

Financial Analysis

10. DrKW reviewed and analyzed the changing cash flow forecasts provided by the Debtor vis-à-vis the Debtor's original projections and historical performance. In addition, DrKW discussed with the Debtor the factors that led to variance, if any. DrKW reviewed and analyzed the Debtor's interim operating reports, which includes a summary of sources and uses of funds, and balance sheet and income statement data.

Comparable Company and Industry Analysis

11. DrKW reviewed various SEC filings, brokerage reports, industry reports and news stories related to several companies, which DrKW deemed comparable to the Debtor. Based on the review of these documents, DrKW updated and maintained its comparable company and industry analyses employed in its valuation report of January 11, 2001. These analyses, which were updated regularly, were critical in understanding the recent developments, trends, and trading and valuation dynamics of the Debtor's industry sectors.

Mergers and Acquisition Transactions Analysis

12. DrKW regularly updated its extensive analysis of Mergers and Acquisitions Transactions involving comparable companies. This analysis was necessary to monitor M&A transaction developments and their impact on transaction related valuation multiples involving similar companies.

Fee Application Preparation

13. During the Compensation Period, DrKW compiled time and expense descriptions of the services it provided, and performed other tasks in order to comply with the Administrative Order. DrKW made every effort to minimize the amount of time and fees incurred for these activities. The amount of the fees and expenses sought in this application and DrKW's billing processes are consistent with market practices both in and out of a bankruptcy

context. DrKW has never billed its clients based on the number of hours expended by its professionals. Accordingly, DrKW does not have hourly rates for its professionals and DrKW professionals generally do not maintain detailed time records of the work performed for its clients, DrKW has however, maintained its contemporaneous time records in the Debtor's case in compliance with the Court order authorizing DrKW's retention dated April 17, 2001.

Disbursements

14. DrKW has disbursed \$13,209.89 as expenses incurred and recorded in providing professional services during the Compensation Period. These expenses do not exceed the maximum rate set by the Guidelines. These charges are intended to cover DrKW's direct costs, which costs are not incorporated into the DrKW monthly fees. Only clients who actually use services of the types for which reimbursement is sought are separately charged for such service. The effect of including such expenses as part of the monthly fee would impose that cost upon clients who do not require such services.

15. Due to the nature of the Debtor's businesses, the location of their various offices and facilities, as well as the location of the members of the Debtor and their professionals, frequent long distance telephone calls have been required. On several occasions, overnight delivery of documents and other materials was required as a result of urgent needs necessitating the use of such express services.

16. The time constraints imposed by the circumstances of these cases have required DrKW's professionals at times to devote time during the evenings and on weekends to the performance of financial services on behalf of the Debtor. While not frequent, these extraordinary services were essential in order to meet deadlines, react timely to the rapidly changing financial condition of the Debtor, and satisfy the demands of the Debtor in providing high-quality financial services. DrKW has not charged for any overtime expense. Nonetheless,

consistent with the provisions of the Guidelines, DrKW has sought reimbursement for the expenses related to working meals and transportation, consistent with the provisions of the Guidelines.

17. DrKW respectfully submits that the actual expenses incurred in providing professional services for which reimbursement is sought in this Application were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtor in fulfilling their statutory obligations.

18. Attached hereto as Exhibit C is a summary of reasonable out-of-pocket expenses incurred by DrKW during the Application Period in the aggregate \$13,209.89.

The Requested Compensation Should Be Allowed

19. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern a court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed by the Debtor under section 1103 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered... and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1),

20. Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including

(A) the time spent on such services;

(B) the fees charged for such services;

(C) whether the services were necessary to the administration of or beneficial at the time at which the service was rendered toward the completion of a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and

(E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. 330(a)(3).

21. As set forth in greater detail above, DrKW respectfully submits that it has satisfied the requirements of section 330 of the Bankruptcy Code. The services for which it seeks compensation in this Application were necessary for and beneficial to the Debtor. DrKW's request for compensation is reflective of a reasonable and appropriate amount of time expended in performing such services commensurate with the complexity, importance and nature of the problem, issue, or task involved. These services were performed without unnecessary duplication of effort by professionals employed by DrKW. The compensation sought by DrKW is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code. Indeed, DrKW's monthly fees are comparable or lower than other similarly qualified financial advisors appearing in this and other chapter 11 cases. For all of the foregoing reasons, DrKW respectfully requests that the Court grant this Application.

Statements of DrKW

22. No agreement or understanding prohibited by section 504 of the Bankruptcy Code exists between DrKW and any other person for a sharing of compensation received or to be received for services rendered in or in connection with these chapter 11 cases, nor shall DrKW share or agree to share the compensation paid or allowed from the Debtor's estate for such services with any other person in contravention of section 504 of the Bankruptcy Code. No agreement or understanding prohibited by 18 U.S.C. § 155 has been made by DrKW.

23. Pursuant to Bankruptcy Rule 2016, DrKW states that no payments have heretofore been made or promised to DrKW for services rendered or to be rendered in any capacity in connection with these chapter 11 cases.

24. Copies of this Application have been provided to the following: (i) Steven R. Isko, Sunbeam Corporation, (ii) Creditor's Committee, (iii) the U.S. Trustee, (iv) Chaim Fortgang, Wachtell Lipton Rosen & Katz, (v) Steven Fuhrman, Simpson Thatcher & Bartlett.

Waiver of Memorandum of Law

25. Pursuant to Local Bankruptcy Rule for the Southern District of New York 9013-1(b), because there are no novel issues of law presented by this Application, DrKW respectfully requests that the Court waive the requirement that DrKW file a memorandum of law in support of this Application.

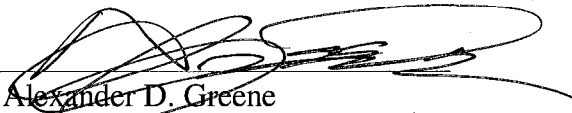
Notice

26. Copies of this Application have been provided to the notice parties listed in paragraph (a) of the Administrative Order. Pursuant to paragraph (a) of the Administrative Order, a notice of the hearing, when set by the Court, to consider this and other professionals' applications for interim compensation will be served on the notice parties. DrKW submits that this is good and sufficient notice and no other or further notice is necessary.

WHEREFORE, DrKW respectfully requests (i) an interim allowance of compensation for professional services rendered as financial advisors for the Debtor in the amount of \$189,285.72 in fees for the period of February 6, 2001 through May 31, 2001, (ii) reimbursement of actual and necessary disbursements incurred and recorded by DrKW in the amount of \$13,209.89, (iii) such other and further relief as is just, and iv) authority to the Debtor to pay to DrKW outstanding compensation and reimbursement of expenses in the amount of \$202,495.61.

Dated: New York, New York
July 20, 2001

DRESDNER KLEINWORT WASSERSTEIN, INC.

BY: 
Alexander D. Greene
Managing Director
1301 Avenue of the Americas
New York, New York 10019
(212) 969-7990

Financial Advisor for the Debtor

Alexander D. Greene
Dresdner Kleinwort Wasserstein, Inc.
1301 Avenue of the Americas
New York, New York 10019
(212) 969 7990
Financial Advisors to the Debtor

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re :
 :
SUNBEAM CORPORATION, : Chapter 11
 : Case No. 01-40291 (AJG)
Debtor. :
 :
-----X

**CERTIFICATION PURSUANT TO GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF
FIRST INTERIM APPLICATION DRESDNER KLEINWORT WASSERSTEIN, INC.
(F/K/A WASSERSTEIN PERELLA & CO., INC.)
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Alexander D. Greene, hereby certify that:

1. I am a Managing Director at Dresdner Kleinwort Wasserstein, Inc. and the professional designated by the applicant, Dresdner Kleinwort Wasserstein, Inc. (DrKW), with responsibility for the Debtor appointed in the chapter 11 cases of Sunbeam Corporation, (the "Debtor") in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "UST Guidelines").

2. This certification is made in respect of DrKW's first interim application, dated July 20, 2001 (the "Application") including the exhibits annexed thereto, for interim

compensation and reimbursement of expenses for the period commencing February 6, 2001 through May 31, 2001 (the "Compensation Period") in accordance with the Local Guidelines.

3. In respect of Section B. I of the Local Guidelines, I certify that:

(a) I have read the Application;

(b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;

(c) the fees and disbursements sought are charged in accordance with practices customarily employed by DrKW and generally accepted by DrKW's clients; and

(d) in providing a reimbursable service, DrKW does not make a profit on that service, whether the service is performed by DrKW in-house or through a third party.

4. In respect of section B.2 of the Local Guidelines, I certify that:

(a) The Chairman of the Committee, the United States Trustee for the Southern District of New York (the "US Trustee"), the Debtor, counsel for the Debtor, and counsel for the Debtor's pre-petition and post-petition lenders have each been provided on a monthly basis with a statement of DrKW's fees and disbursements accrued during the previous month in accordance with the Court's Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals dated February 27, 2001 (the "Administrative Order"); and

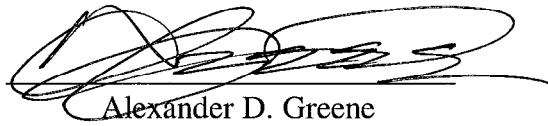
(b) the statement contained lists of professionals providing services, the aggregate hours spent by each professional, a general description of the services rendered, a reasonably detailed breakdown of the disbursements incurred, and an explanation of billing practices.

5. In respect of section B.3 of the Local Guidelines, I certify that the Chairman of the Creditors' Committee, the US Trustee, the Debtor, counsel for the Debtor, and counsel for

the pre-petition and post-petition lenders are each being provided with a copy of the Application in accordance with the Administrative Order.

6. By this certification, DrKW does not waive or release any rights or entitlements it has under the order of this Court, dated April 17, 2001, approving DrKW's retention as financial advisor to the Debtor *nunc pro tunc* to February 6, 2001, pursuant to DrKW's normal billing and customary reimbursement and disbursement practices.

Dated: New York, New York
July 20, 2001

A handwritten signature in black ink, appearing to read 'Alex Greene', is written over a horizontal line.

Alexander D. Greene
Managing Director

EXHIBIT "A"

EXHIBIT A

Financial Advisor to the Debtor

Summary of Time Records

February 6, 2001 through May 31, 2001

ALL MATTERS

<u>Professional</u>	<u>Title</u>	<u>February</u>	<u>March</u>	<u>April</u>	<u>May</u>	<u>Hours Worked</u>
Kenneth Tuchman	Vice Chairman	1.0	2.3	6.0	0.0	9.30
Alexander D. Greene	Managing Director	3.3	10.3	15.3	13.2	42.10
Durc Savini	Vice President	14.8	17.9	37.4	7.7	77.80
Elizabeth Smolenski	Associate	13.5	7.0	17.0	18.8	56.30
Michael Koffler	Analyst	5.0	0.0	0.0	2.8	7.8
Sanjeev Parlikar	Analyst	14.8	11.0	15.0	12.0	52.80
Total		<u>52.40</u>	<u>48.50</u>	<u>90.70</u>	<u>54.50</u>	<u>246.10</u>

EXHIBIT "B"

Professional	Date	Hours	Proj. Num.	Description
May 01		54.5		
Greene, Alex		13.2		
	05/02/2001	0.5		
		0.5		T/C with Jenkins re update on business performance and plan negotiations
	05/14/2001	12.0		
		12.0		Trip to Sunbeam to meet with Jenkins, Shapiro, Fredricks and Richter re business update (performance vs. plan), review of bank presentation materials there and back on plane
	05/22/2001	0.5		
		0.5		T/C with George Davis of Weil re plan process update
	05/23/2001	0.2		
		0.2		T/C with Davis re plan process update
Koffler, Michael		2.8		
	05/22/2001	0.2		
		0.2	1	Conversation re fee statements
	05/23/2001	1.1		
		1.1	1	Prepare fee statements 1-3 and timesheets database
	05/31/2001	1.5		
		1.5	1	Prepare fee statements 1-3 and timesheets database
Parlikar, Sanjeev		12.0		
	05/21/2001	12.0		
		12.0		Review and update of valuation information, acquisitions, trading multiples, and company performance updates
Savini, Durc		7.7		
	05/15/2001	3.0		
		3.0		Review of disclosure statement and other court documents
	05/22/2001	0.2		
		0.2	1	Conversation re fee statements
	05/30/2001	4.5		
		4.5		Review of revised valuation information, and discussion with management re performance vs. plan for April
Smolenski, Elizabeth		18.8		
	05/25/2001	7.2		
		7.2	1	Updating the Sunbeam comps
	05/26/2001	5.6		
		5.6	1	Updating the Sunbeam comps
	05/30/2001	6.0		
		6.0		Review of updated valuation information and company performance updates
April 01		90.7		
Greene, Alex		15.3		
	04/02/2001	0.5		
		0.5		T/C w/ Drain, Skapoff and Twist re hearing testimony issues
	04/03/2001	1.5		
		1.5		Internal meeting with in-house counsel to discuss upcoming retention hearing issues
	04/04/2001	4.0		
		0.5		T/C w/ Twist of Paul Weiss re Greene testimony
		3.5		Meeting @ Paul Weiss offices w/ Twist, Drain and Skapoff to discuss testimony and evidentiary issues for upcoming hearing on DKW retention
	04/05/2001	4.5		
		4.5		Attended hearing on DKW retention
	04/17/2001	1.0		
		1.0		T/C w/ Drain of PW re Shapiro affirmation issues
	04/18/2001	0.4		
		0.4		T/C with Shapiro re affirmation preparation, and retention issues
	04/19/2001	0.5		
		0.5		T/C with Jenkins re securities structuring issues
	04/20/2001	1.0		
		1.0		T/C with Jenkins and Ron Richter re securities structuring issues and bank negotiations
	04/26/2001	0.5		

Professional	Date	Hours	Proj. Num.	Description
		0.5		Internal meeting to discuss Houlihan valuation review
	04/27/2001	0.5		
		0.5		Update on disclosure statement hearing and bank negotiations
	04/29/2001	0.5		
		0.5		T/C re Houlihan valuation review
	04/30/2001	0.4		
		0.4		T/C w/ Jenkins re confirmation hearing issues
Parlikar, Sanjeev		15.0		
	04/02/2001	1.0		
		1.0		Internal meeting to review and revise fee analysis for upcoming retention hearing
	04/27/2001	5.0		
		5.0		Review and analysis of Houlihan valuation analyses
	04/28/2001	9.0		
		6.5		Review and update of valuation information, acquisitions, trading multiples, and company performance updates
		2.5		T/C with Jenlins re compnay perfromance update, review of bank presentation materials, and valuation information updates with Smolensk and Parlikar
Savini, Durc		37.4		
	04/02/2001	1.5		
		1.0		Internal meeting to review and revise fee analysis for upcoming retention hearing
		0.5		T/C w/ Drain, Skapoff and Twist re hearing testimony issues
	04/03/2001	1.5		
		1.5		Internal meeting with in-house counsel to discuss upcoming retention hearing issues
	04/04/2001	4.0		
		0.5		T/C w/ Twist of Paul Weiss re Greene testimony
		3.5		Meeting @ Paul Weiss offices w/ Twist, Drain and Skapoff to discuss testimony and evidentiary issues for upcoming hearing on DKW retention
	04/05/2001	4.5		
		4.5		Attended hearing on DKW retention
	04/18/2001	0.6		
		0.6		Reviewed Order authorizing DKW retention
	04/20/2001	2.5		
		1.0		T/C with Jenkins and Ron Richter re securities structuring issues and bank negotiations
		1.5		Review of disclosure statement and other court documents
	04/21/2001	2.0		
		2.0		Review of court documents and draft disclosure statement
	04/23/2001	1.5		
		1.5		Disclosure statement review
	04/24/2001	1.0		
		1.0		T/C with Ron Richter re security structuring issues and business update
	04/26/2001	0.9		
		0.4		T/C w/ Fife of Weil re Houlihan valuation
		0.5		Internal meeting to discuss Houlihan valuation review
	04/27/2001	5.5		
		5.0		Review and analysis of Houlihan valuation analyses
		0.5		Update on disclosure statement hearing and bank negotiations
	04/28/2001	6.5		
		4.0		Review and analysis of Houlihan valuation reports
		2.5		T/C with Jenlins re compnay perfromance update, review of bank presentation materials, and valuation information updates with Smolensk and Parlikar
	04/29/2001	5.0		
		4.5		Review and analysis of Houlihan valuation reports provided by Weil
		0.5		T/C re Houlihan valuation review
	04/30/2001	0.4		
		0.4		T/C w/ Fife of Weil re Houlihan valuation review
Smolenski, Elizabeth		17.0		
	04/02/2001	1.0		
		1.0		Internal meeting to review and revise fee analysis for upcoming retention hearing
	04/03/2001	1.5		

Professional	Date	Hours	Proj. Num.	Description
		1.5		Internal meeting with in-house counsel to discuss upcoming retention hearing issues
	04/04/2001	3.5		
		3.5		Meeting @ Paul Weiss offices w/ Twist, Drain and Skapoff to discuss testimony and evidentiary issues for upcoming hearing on DKW retention
	04/27/2001	5.0		
		5.0		Review and analysis of Houlihan valuation analyses
	04/28/2001	2.5		
		2.5		T/C with Jenlins re compnay performace update, review of bank presentation materials, and valuation information updates with Smolensk and Parlikar
	04/29/2001	3.5		
		3.5		Review of updated valuation information and company performance updates
Tuchman, Kenneth		6.0		
	04/03/2001	1.5		
		1.5		Internal meeting with in-house counsel to discuss upcoming retention hearing issues
	04/04/2001	3.5		
		3.5		Meeting @ Paul Weiss offices w/ Twist, Drain and Skapoff to discuss testimony and evidentiary issues for upcoming hearing on DKW retention
	04/26/2001	0.5		
		0.5		Internal meeting to discuss Houlihan valuation review
	04/29/2001	0.5		
		0.5		T/C re Houlihan valuation review
March 01		48.5		
Greene, Alex		10.3		
	03/02/2001	0.5		
		0.5		T/C with Drain of Paul Weiss re revisions to engagement letter and retention papers
	03/05/2001	0.4		
		0.4		T/C w/ Fife of Weil re retention issues and case update
	03/06/2001	0.6		
		0.6		T/C with Fife of Weil re retention issues and Chanin retention by OCUC
	03/07/2001	0.4		
		0.4		T/C with Randell Lambert of Chanin regarding retention in cases and valuation issues
	03/08/2001	0.5		
		0.5		T/C with Drain and colleague re fee analyses
	03/12/2001	0.8		
		0.8		T/C with Bobby Jenkins re exit financing and security structuring issues
	03/13/2001	0.5		
		0.5		T/C with Jenkins re Chanin due diligence and valuation issues
	03/16/2001	1.8		
		1.8		Internal meeting to discuss issues raised in Trustee objection to Wasserstein retention
	03/20/2001	0.5		
		0.5		T/C w/ Drain of Paul Weiss re formal response to UST objection to retention
	03/21/2001	0.8		
		0.6		T/C w/ Drain, Skapoff, and Twist of Paul Weiss re final comments to draft response to UST re Wasserstein retention
		0.2		T/C with Twist of PW re UST response
	03/22/2001	0.8		
		0.8		T/C with Jenkins and Fredrick re tax and security structuring issues
	03/26/2001	0.5		
		0.5		Conversation w/ Tuchman re Sunbeam performance vis-a-vis plan and related valuation issues
	03/27/2001	1.0		
		1.0		T/C with Jenkins, Davis of Weil and Turner re exit financing, DKW retention, and negotiations with bank group
	03/28/2001	0.5		
		0.5		T/C with Turner re retention issues
	03/30/2001	0.7		

Professional	Date	Hours	Proj. Num.	Description
		0.7		T/C with Jenkins re securities structuring, and related tax issues
Parlikar, Sanjeev		11.0		
	03/20/2001	8.0		
		8.0		Review and update of valuation information, acquisitions, trading multiples, and company performance updates
	03/21/2001	3.0		
		3.0		Research, preparation and review of fee analysis for use by Paul Weiss in retention hearing
Savini, Durc		17.9		
	03/05/2001	0.4		
		0.4		T/C w/ Fife of Weil re retention issues and case update
	03/15/2001	2.5		
		2.5		Review of disclosure statement and other court documents
	03/16/2001	3.3		
		1.5		Review of UST objection to DKW retention and related research
		1.8		Internal meeting to discuss issues raised in Trustee objection to Wasserstein retention
	03/20/2001	0.5		
		0.5		T/C w/ Drain of Paul Weiss re formal response to UST objection to retention
	03/21/2001	6.7		
		0.6		T/C w/ Skapoff re comments on draft response to UST, discussion of discovery issues, and potential for valuation litigation
		0.6		T/C w/ Drain, Skapoff, and Twist of Paul Weiss re final comments to draft response to UST re Wasserstein retention
		2.5		Redrafting of response to UST, calls with Skapoff, and internal meetings with in-house counsel regrading submission of response to UST
		3.0		Research, preparation and review of fee analysis for use by Paul Weiss in retention hearing
	03/22/2001	0.8		
		0.8		T/C with Jenkins and Fredrick re tax and security structuring issues
	03/25/2001	3.0		
		3.0		Review of revised valuation information, bank presentation materials and company performance vs. plan updates
	03/30/2001	0.7		
		0.7		T/C with Jenkins re securities structuring, and related tax issues
Smolenski, Elizabeth		7.0		
	03/21/2001	3.0		
		3.0		Research, preparation and review of fee analysis for use by Paul Weiss in retention hearing
	03/29/2001	4.0		
		4.0		Review of updated valuation information and company performance updates
Tuchman, Kenneth		2.3		
	03/16/2001	1.8		
		1.8		Internal meeting to discuss issues raised in Trustee objection to Wasserstein retention
	03/20/2001	0.5		
		0.5		T/C w/ Drain of Paul Weiss re formal response to UST objection to retention
February 01		52.4		
Greene, Alex		3.3		
	02/07/2001	1.0		
		0.5		Internal meeting re UST objection to terms of DKW retention
		0.5		T/C w/ Drain and Greene re UST objection to DKW retention terms
	02/09/2001	1.3		
		0.5		Internal meeting w/ Greene and Tuchman re retention issues
		0.8		T/C w/ Jenkins and Shapiro re UST objection to DKW retention and exit financing structuring issues
	02/12/2001	1.0		
		1.0		T/C w/ Murphy of Weil re response to UST on indemnity issues and review of draft response
Koffler, Michael		5.0		
	02/23/2001	5.0		

Professional	Date	Hours	Proj. Num.	Description
		5.0		Search, telephone calls with PW, in-house counsel, internal meeting with Tuchman, Greene and review of due diligence files for prvision of documents to Company for Chanin due diligence efforts
Parlikar, Sanjeev		14.8		
	02/21/2001	0.5		
		0.5	1	Review of Sunbeam documents for submission to bondholders' valuation team
	02/22/2001	2.8		
		2.8	1	Cataloging of Sunbeam documents and further review for submission to bondholders' valuation team
	02/23/2001	5.0		
		5.0		Search, telephone calls with PW, in-house counsel, internal meeting with Tuchman, Greene and review of due diligence files for prvision of documents to Company for Chanin due diligence efforts
	02/25/2001	6.5		
		6.5		Review and update of valuation information, acquisitions, trading multiples, and company performance updates
Savini, Durc		14.8		
	02/07/2001	2.9		
		0.5		Internal meeting re UST objection to terms of DKW retention
		0.4		T/C with Skapoff od Paul Weiss re response to UST retention objection
		0.5		T/C w/ Drain and Greene re UST objection to DKW retention terms
		1.5		Review of issues surrounding UST's objection to DKW retention w/ Drain and Skapoff of Paul Weiss
	02/08/2001	1.4		
		1.4		Review of draft response to UST provided by Weil and T/C w/ Puntus of Weil re UST objection to DKW retention
	02/09/2001	1.3		
		0.5		Internal meeting w/ Greene and Tuchman re retention issues
		0.8		T/C w/ Jenkins and Shapiro re UST objection to DKW retention and exit financing structuring issues
	02/12/2001	1.4		
		1.0		T/C w/ Murphy of Weil re response to UST on indemnity issues and review of draft response
		0.4		T/C w/ Skapoff of Paul Weiss re draft response to UST re DKW retention
	02/22/2001	2.8		
		2.8	1	Cataloging of Sunbeam documents and further review for submission to bondholders' valuation team
	02/23/2001	5.0		
		5.0		Search, telephone calls with PW, in-house counsel, internal meeting with Tuchman, Greene and review of due diligence files for prvision of documents to Company for Chanin due diligence efforts
Smolenski, Elizabeth		13.5		
	02/07/2001	0.5		
		0.5		T/C w/ Drain and Greene re UST objection to DKW retention terms
	02/21/2001	0.5		
		0.5	1	Review of Sunbeam documents for submission to bondholders' valuation team
	02/22/2001	2.8		
		2.8	1	Cataloging of Sunbeam documents and further review for submission to bondholders' valuation team
	02/23/2001	5.2		
		0.2	1	Discussion with Sunbeam management regarding documents submitted
		5.0		Search, telephone calls with PW, in-house counsel, internal meeting with Tuchman, Greene and review of due diligence files for prvision of documents to Company for Chanin due diligence efforts
	02/26/2001	4.5		
		4.5		Review of updated valuation information and company performance updates
Tuchman, Kenneth		1.0		
	02/07/2001	0.5		
		0.5		Internal meeting re UST objection to terms of DKW retention
	02/09/2001	0.5		
		0.5		Internal meeting w/ Greene and Tuchman re retention issues
		246.1		

EXHIBIT "C"

SUNBEAM CORPORATION
BREAKDOWN OF OUT OF POCKET EXPENSES

TRANSPORTATION	\$4,188.14
PROFESSIONAL FEES	20,576.00
WORD PROCESSING/GRAPHICS	152.46
COMMUNICATIONS/COMPUTERS	193.39
RESEARCH	1,092.73
MESSENGER/COURIER	24.25
COPIES	192.80
TOTAL	\$26,419.77

SUNBEAM CORPORATION**C0927701****WP & Co.****TOTAL****TRANSPORTATION**

AIR	1,985.29	1,985.29
TAXI	2,166.64	2,166.64
OTHER	36.21	36.21
TOTAL TRANSPORTATION	4,188.14	4,188.14

PROFESSIONAL FEES

LEGAL	18,766.00	18,766.00
M&A HOTLINE	1,810.00	1,810.00
TOTAL PROFESSIONAL FEES	20,576.00	20,576.00

WORD PROCESSING AND GRAPHICS

TIME CHARGES	17.50	17.50
OVERTIME MEALS	89.71	89.71
TEMP STAFF	45.25	45.25
TOTAL WORD PROCESSING AND GRAPHICS	152.46	152.46

COMMUNICATIONS AND COMPUTERS

TELEPHONE	193.39	193.39
TOTAL COMMUNICATIONS AND COMPUTERS	193.39	193.39

RESEARCH

DATABASE	1,092.73	1,092.73
TOTAL RESEARCH	1,092.73	1,092.73

MESSENGER/COURIER

MESSENGER/COURIER	7.00	7.00
OVERNIGHT DELIVERY	17.25	17.25
TOTAL MESSENGER/COURIER	24.25	24.25

COPIES

COLOR COPIES	192.80	192.80
TOTAL COPIES	192.80	192.80

TOTAL OUT OF POCKET EXPENSES	\$26,419.77	\$26,419.77
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R31 WASSERSTEIN PERELLA
 RS - ACCOUNT ACCOUNTS RECEIVABLE ACTIVITY -DETAIL

07/16/2001
 11:23 AM
 KAREN KOSSMAN

OFFICER :Greene, Alexander

COMPANY: WASSERSTEIN PERELLA & CO., INC.

Client Code C0927701
 Client Name Sunbeam
 Officer: Greene, Alexander

Date	Document	Description	Employee / Approval	Vendor	Invoice #	Amount
PROFESSIONAL FEES - LEGAL						
03/20/01	IN	0127521 PROF.SVCS RENDERED 1/01-2/01	BERNSTEIN, JPAUL,WEISS,RIFKIND		128782	18766.00
Total PROFESSIONAL FEES - LEGAL						18766.00
PROFESSIONAL FEES - M&A HOTLINE						
02/16/01	IN	0124160 SERVICES REND 11/00 - 1/01	KOSSMAN,K	ARTHUR ANDERSEN LL	M10225	1810.00
Total PROFESSIONAL FEES - M&A HOTLINE						1810.00
TELEPHONE						
02/16/01	EXW	0207114 Cellular usage for February 20	Greene,A	GREENE, ALEXANDER	14209	30.35
02/23/01	EXW	0201585 AT&T Select Value & Airone & G	Savini,D	AMERICAN EXPRESS	14502	79.83
03/16/01	EXW	0207120 Cellular usage for March 2001	Greene,A	GREENE, ALEXANDER	14209	32.49
05/17/01	EXW	0213340 GTE Airfone	Greene,A	AMERICAN EXPRESS	15200	21.83
05/17/01	EXW	0213341 GTE Airfone	Greene,A	AMERICAN EXPRESS	15200	21.83
05/17/01	EXW	0213342 GTE Airfone	Greene,A	AMERICAN EXPRESS	15200	7.06
Total TELEPHONE						193.39
TRANSPORTATION - AIR						
05/16/01	EXW	0213274 US Airways. tkt #037-7183347744	Greene,A	AMERICAN EXPRESS	15200	362.75
05/17/01	EXW	0213272 Continental tkt #005-718334774	Greene,A	AMERICAN EXPRESS	15200	1616.50
05/17/01	EXW	0213273 AMEX Fee for tkt #005-71833477	Greene,A	AMERICAN EXPRESS	15200	3.02
05/17/01	EXW	0213275 AMEX fee for tkt #037-71833477	Greene,A	AMERICAN EXPRESS	15200	3.02
Total TRANSPORTATION - AIR						1985.29
TRANSPORTATION - TAXI/LIMO						
02/07/01	DIAL	0001282 6TH AV MH 052 PV/Greene	Dial Car Sta	DIAL CAR INC.		83.05
02/07/01	DIAL	0001282 6TH AV MH 015 PV/Savini	Dial Car Sta	DIAL CAR INC.		88.15
02/07/01	DIAL	0001282 1301/6/Savini	Dial Car Sta	DIAL CAR INC.		94.27

R31

RS - ACCOUNT

WASSERSTEIN PERELLA
ACCOUNTS RECEIVABLE ACTIVITY -DETAIL

07/16/2001

11:23 AM

KAREN KOSSMAN

02/07/01	DIAL 0001282 6TH AV MH 015 HV/Savini	Dial Car Sta	DIAL CAR INC.		97.84
02/07/01	DIAL 0001282 6TH AV MH 015 PV/Savini	Dial Car Sta	DIAL CAR INC.		88.15
02/07/01	DIAL 0001282 6TH AV MH 015 PV/Savini	Dial Car Sta	DIAL CAR INC.		98.35
02/07/01	DIAL 0001282 6TH AV MH 015 V/Savini	Dial Car Sta	DIAL CAR INC.		100.39
02/07/01	DIAL 0001282 1306/6TH/Parlikar	Dial Car Sta	DIAL CAR INC.		18.34
02/14/01	DIAL 0001286 6TH AV MH 615PM PV/Smolenski	Dial Car Sta	DIAL CAR INC.		72.40
02/14/01	DIAL 0001286 6TH AV MH 015 V/Savini	Dial Car Sta	DIAL CAR INC.		106.51
02/15/01	EXW 0186503 Taxi	Parlikar,S	PARLIKAR, SANJEEV	13763	6.00
02/21/01	DIAL 0001290 6TH AV MH 029 PV/Smolenski	Dial Car Sta	DIAL CAR INC.		19.36
02/21/01	DIAL 0001290 6TH AV MH 015 HV/Savini	Dial Car Sta	DIAL CAR INC.		122.83
02/21/01	DIAL 0001290 GREENWICH R CT 6AM HV/Savini	Dial Car Sta	DIAL CAR INC.		92.23
02/21/01	DIAL 0001290 E 57TH ST MH 820A HV/Parlikar	Dial Car Sta	DIAL CAR INC.		26.50
02/21/01	DIAL 0001290 6TH AV MH 029 PV/Parlikar	Dial Car Sta	DIAL CAR INC.		24.46
02/21/01	DIAL 0001290 W 54TH ST MH 030 HV/Parlikar	Dial Car Sta	DIAL CAR INC.		32.62
02/28/01	DIAL 0001291 52/BROADWAY 029 HV/Parlikar	Dial Car Sta	DIAL CAR INC.		33.64
02/28/01	DIAL 0001291 W 32ND ST MH 029 HV/Parlikar	Dial Car Sta	DIAL CAR INC.		68.32
04/11/01	DIAL 0001304 6TH AV MH 015 PV/Savini	Dial Car Sta	DIAL CAR INC.		92.23
05/02/01	DIAL 0001310 6TH AV MH 015 V/Savini	Dial Car Sta	DIAL CAR INC.		103.45
05/16/01	DIAL 0001312 6TH AV MH 029 PV/Parlikar	Dial Car Sta	DIAL CAR INC.		94.27
05/17/01	EXW 0213276 Armonk Car Service (LGA to Arm	Greene,A	AMERICAN EXPRESS	15200	102.00
05/17/01	EXW 0213277 Armonk Car Service (Armonk to	Greene,A	AMERICAN EXPRESS	15200	137.40
06/06/01	DIAL 0001320 E 57TH ST MH 029 HV/Parlikar	Dial Car Sta	DIAL CAR INC.		18.34
06/06/01	DIAL 0001320 E 57TH ST MH 029 PV/Parlikar	Dial Car Sta	DIAL CAR INC.		18.34
06/06/01	DIAL 0001320 6TH AV MH 029 PV/Parlikar	Dial Car Sta	DIAL CAR INC.		23.44
06/13/01	DIAL 0001317 E 57TH ST MH 02P HV/Parlikar	Dial Car Sta	DIAL CAR INC.		27.52
06/13/01	DIAL 0001317 E 57TH ST MH 029 HV/Parlikar	Dial Car Sta	DIAL CAR INC.		18.34
06/13/01	DIAL 0001317 1301/Parlikar	Dial Car Sta	DIAL CAR INC.		35.68
06/13/01	DIAL 0001317 W 39TH ST MH 029 HV/Parlikar	Dial Car Sta	DIAL CAR INC.		23.44
06/13/01	DIAL 0001317 48/7 029 HV/Parlikar	Dial Car Sta	DIAL CAR INC.		38.74
06/20/01	DIAL 0001324 7TH AV MH 029 PV/Parlikar	Dial Car Sta	DIAL CAR INC.	905296	52.00
06/20/01	DIAL 0001324 82 ST/AMS AVE 029 HV/Parlika	Dial Car Sta	DIAL CAR INC.	905296	53.02
06/27/01	DIAL 0001328 6TH AV MH 029 HV/Parlikar	Dial Car Sta	DIAL CAR INC.	905952	18.34
06/27/01	DIAL 0001328 E 57TH ST MH 029 PV/Parlikar	Dial Car Sta	DIAL CAR INC.	905952	18.34
06/27/01	DIAL 0001328 6TH AV MH 029 HV/Parlikar	Dial Car Sta	DIAL CAR INC.	905952	18.34

Total TRANSPORTATION - TAXI/LIMO

2166.64

TRANSPORTATION - OTHER

05/17/01	EXW 0213278 Hertz Car Rental - Fort Lauder	Greene,A	AMERICAN EXPRESS	15200	36.21
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Total TRANSPORTATION - OTHER

36.21

OVERTIME MEALS

02/07/01	EXW	0191196	OT meal @ Vatan Indian Restaur	Parlikar,S	PARLIKAR, SANJEEV	14140	30.00
02/09/01	EXW	0191195	OT meal @ Natural Tofu Restaur	Parlikar,S	AMERICAN EXPRESS	14140	30.00
02/12/01	EXW	0197391	S Palikar	Reece,T	AMERICAN EXPRESS	14225	29.71

Total OVERTIME MEALS

89.71

RESEARCH DATABASE EXPENSES

02/16/01	DATA	0000992	Barbagallo, Joseph	Dow Jones St	DOW JONES INTERACT	90685381	62.84
02/16/01	DATA	0000996	Barbagallo, Joseph	Dow Jones St	DOW JONES INTERACT		62.84
03/09/01	TIME	0001375	Tuchman, Kenneth	SDC Statemen	SECURITIES DATA CO	0102WASS	140.89
03/09/01	TIME	0001375	Tuchman, Kenneth	SDC Statemen	SECURITIES DATA CO	0102WASS	283.51
03/09/01	TIME	0001375	Tuchman, Kenneth	SDC Statemen	SECURITIES DATA CO	0102WASS	32.12
03/09/01	TIME	0001375	Tuchman, Kenneth	SDC Statemen	SECURITIES DATA CO	0102WASS	21.41
05/15/01	TIME	0001394	Tuchman, Kenneth	SDC Statemen	SECURITIES DATA CO	0104WASS	94.66
05/31/01	TIME	0001389	Parlikar, Sanjeev	Factset Stat	FACTSET RESEARCH S	4310105	0.40
05/31/01	TIME	0001389	Smolenski, Elizabeth	Factset Stat	FACTSET RESEARCH S	4310105	40.33
05/31/01	DATA	0001021	McClenton, Monique	BARBAGALLO,J	LEXIS-NEXIS	05048744	353.73

Total RESEARCH DATABASE EXPENSES

1092.73

OVERNIGHT DELIVERY

02/19/01	IN	0124219	FED EX CHGS-PARLIKAR	FOREST, A	FEDERAL EXPRESS CO	021901	17.25
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Total OVERNIGHT DELIVERY

17.25

MESSENGER/COURIER

03/09/01	IN	0125739	NYCS- MESSENGER SERVICE	FORREST, A	NEW YORK CORPORATE	10817	7.00
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Total MESSENGER/COURIER

7.00

TEMPORARY STAFF - GRAPHICS

05/31/01	IN	0128687	TEM PW/E 052701 DAVIS, D	N	UNITED STAFFING SY	714859	19.00
06/01/01	IN	0129077	TEMP WE 052701 ROBINSN J	BADECKER G	HEADWAY CORPORATE	302489	26.25

Total TEMPORARY STAFF - GRAPHICS

45.25

TIME CHARGES

05/25/01	RTCS	0002360	0.5 HOURS - ALVAREZ	SECY OT CHARD	DOMESTIC - GENERAL	DESMOND	17.50
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Total TIME CHARGES

17.50

IR31

WASSERSTEIN PERELLA

07/16/2001

.RS - ACCOUNT

ACCOUNTS RECEIVABLE ACTIVITY -DETAIL

11:23 AM

KAREN KOSSMAN

USE CHARGES - COLOR COPIES

04/05/01	RTC1 0001141 PARLIKAR 132 COLOR COPIES	COLOR COPIESPRODUCTION CENTER	LONGWORT	105.60
04/06/01	RTC1 0001142 PARLIKAR 109 COLOR COPIES	COLOR COPIESPRODUCTION CENTER	LONGWORT	87.20

Total USE CHARGES - COLOR COPIES

192.80

Total Sunbeam

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26419.77
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