

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

	:	Chapter 11
In Re:	:	
	:	Case No. 00-2426 (PJW)
INACOM CORP., et al.,	:	Jointly Administered
	:	
Debtors.	:	Objection Deadline: August 4, 2003 @ 4:00 p.m.
	:	Hearing Date: September 19, 2003 @ 9:00 a.m.

**TWENTY-FOURTH MONTHLY AND FINAL FEE APPLICATION OF
BLANK ROME LLP FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FROM JUNE 30, 2000 THROUGH JUNE 8, 2003**

<i>Name of Applicant:</i>	Blank Rome LLP
<i>Authorized to Provide Professional Services to:</i>	Official Committee of Unsecured Creditors of InaCom Corp., et al.
<i>Date of Retention:</i>	June 30, 2000
<i>Monthly Period for which Compensation and Reimbursement is Sought:</i>	May 1, 2003 through June 8, 2003
<i>Final Period for which Compensation and Reimbursement is Sought:</i>	June 30, 2000 through June 8, 2003
<i>Monthly Amount of Compensation Sought that is Actual, Reasonable, and Necessary:</i>	\$33,979.60 (80% of 42,474.50)
<i>Final Amount of Compensation Sought that is Actual, Reasonable, and Necessary:</i>	\$1,794,178.00

*Monthly Amount of Expense Reimbursement
Sought that is Actual, Reasonable,
and Necessary:*

\$(1,952.97)*

*Final Amount of Expense Reimbursement
Sought that is Actual, Reasonable,
and Necessary:*

\$147,631.00

This is a Twenty-Fourth Monthly and Final Fee Application. The total time expended for preparation of this application is approximately 4.5 hours and the corresponding compensation for such preparation is requested herein.

The following is pertinent information regarding prior fee applications submitted to the Court:

Date Filed	Period Covered	<u>Requested</u>		<u>Paid</u>		<u>Holdback</u>
		Fees	Expenses	Fees	Expenses	20% of Fees
08/28/00	6/30/00-8/31/00	\$58,045.50	\$0.00	\$46,384.00	\$0.00	\$11,609.10
10/25/00	8/01/00-9/30/00	\$165,279.00	\$19,982.87	\$132,223.20	\$19,982.87	\$33,055.80
11/28/00	10/1/00-10/31/00	\$61,346.00	\$3,658.87	\$49,076.20	\$3,658.87	\$12,269.20
04/03/01	11/1/00-11/30/00	\$79,658.00	\$11,065.76	\$63,726.40	\$11,065.76	\$15,931.60
02/26/01	12/1/00-12/31/00	\$39,492.40	\$13,592.61	\$31,593.60	\$13,592.61	\$7,898.80
03/06/01	1/1/01-1/31/01	\$62,764.50	\$3,956.72	\$50,211.60	\$3,956.72	\$12,552.90
03/26/01	2/1/01-2/28/01	\$83,736.00	\$6,121.67	\$66,988.80	\$6,121.67	\$16,747.20
05/18/01	3/1/01-3/31/01	\$65,381.50	\$2,378.37	\$52,305.20	\$2,378.37	\$13,076.30
05/25/01	4/1/01-4/30/01	\$47,566.50	\$2,784.51	\$38,053.20	\$2,784.51	\$9,513.30
06/26/01	5/1/01-5/31/01	\$42,197.50	\$2,158.71	\$33,758.00	\$2,158.71	\$8,439.50
07/25/01	6/1/01-6/30/01	\$27,846.00	\$2,400.64	\$22,276.80	\$2,400.64	\$5,569.20
08/23/01	7/1/01-7/31/01	\$40,053.00	\$2,494.37	\$32,042.40	\$2,494.37	\$8,010.60
10/02/01	8/1/01-8/31/01	\$63,535.50	\$5,031.05	\$50,828.40	\$5,031.06	\$12,707.10
10/29/01	9/1/01-9/30/01	\$47,220.50	2,648.46	\$37,776.40	\$2,648.46	\$9,444.10
01/08/02	10/1/01-11/30/01	\$54,417.00	\$9,128.27	\$43,533.60	\$9,128.27	\$10,883.40
04/02/02	12/01/01-01/31/02	\$94,483.50	\$4,324.19	\$75,586.80	\$4,324.19	\$18,896.70
05/02/02	02/01/02-03/31/02	\$165,852.50	\$23,954.45	\$132,682.00	\$23,954.45	\$ 33,170.50
08/07/02	04/01/02-04/30/02	\$144,572.50	\$10,042.42	\$115,738.00	\$10,042.42	\$125,780.42
11/08/02	05/01/02-10/31/02	\$130,005.00	\$11,287.57	\$104,004.00	\$11,287.57	\$ 26,001.00
02/13/03	11/01/02-01/31/03	\$151,161.00	\$6,699.44	\$151,161.00	\$6,699.44	\$30,232.20
03/14/03	02/01/03-02/28/03	\$28,968.50	\$466.90	\$23,174.80	\$466.90	PENDING
04/24/03	03/01/03-03/31/03	\$47,501.50	\$7,956.67	\$38,001.20	\$7,956.67	PENDING
06/06/03	04/01/03-04/30/03	\$19,310.00	\$193.92	PENDING	PENDING	PENDING

* During the Monthly Period, Blank Rome received a reimbursement of and a credit for unused airfare in the amount of \$2,340.00. Blank Rome has credited InaCom against the outstanding fees and unpaid fees as provided herein.

ATTACHMENT

“B”

INACOM CORPORATION
SUMMARY OF FEES
MAY 1 THROUGH JUNE 8, 2003

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Fatell, B	Partner Since 2000, Member of PA Bar Since 1981, Member of the DE Bar Since 1999, Area of Expertise - Bankruptcy	\$440.00	18.20	\$8,008.00
Forte, E	Partner Since 1989, Member of CA Bar Since 1986, Member of PA Bar since 1987, Area of Expertise - Corporate Litigation	\$370.00	12.40	\$4,588.00
Kelbon, R	Partner Since 1995, Member of PA Bar Since 1985, Member of NJ Bar Since 1986, Area of Expertise - Bankruptcy	\$410.00	2.40	\$984.00
Foster, E	Senior Counsel Since 1984, Member of PA Bar Since 1979, Member of TX Bar Since 1973, Area of Expertise - Corporate Tax	\$395.00	3.90	\$1,540.50
Burnett, W	Associate Since 1998, Member of PA Bar Since 1995, Member of NJ Bar Since 1995 Member of DE Bar Since 2001, Area of Expertise - Bankruptcy	\$245.00	65.20	\$15,974.00
Kupniewski, G	Associate Since 2002, Member of PA Bar Since 2002, Area of Expertise - Bankruptcy	\$180.00	59.60	\$10,728.00
Staib, J	Associate Since 2002, Member of DE Bar Since 1998, Area of Expertise - Bankruptcy	\$230.00	0.10	\$23.00
Dero, M	Paralegal	\$170.00	3.70	\$629.00
Grand Total:			165.50	\$42,474.50
Blended Rate:				\$170.00

-----TIME AND FEE SUMMARY-----

-----TIMEKEEPER-----	RATE	HOURS	FEE\$
BONNIE G. FATELL	440.00	18.20	8008.00
REGINA S. KELBON	410.00	2.40	984.00
EARL M. FORTE	370.00	12.40	4588.00
WILLIAM J. BURNETT	245.00	65.20	15974.00
G KUPNIEWSKI	180.00	59.60	10728.00
JASON W. STAIB	230.00	.10	23.00
EDWARD I. FOSTER	395.00	3.90	1540.50
MICHELLE M. DERO	170.00	3.70	629.00
TOTALS		165.50	42474.50

**INACOM CORPORATION
SUMMARY OF EXPENSES
MAY 1 THROUGH JUNE 8, 2003**

EXPENSE CATEGORY	SERVICE PROVIDER	TOTAL EXPENSES
Facsimile \$1.00/page		
Long Distance Telephone Conference Call		\$10.32
Reproduction of Documents	In-House @.15/page	\$240.60
Courier & Express Carriers	Federal Express	\$13.98
Out-of-town Travel	William Burnett (refund airfare)	-\$2,340.00
Meeting Expenses		
Transcripts		
On-line Research		
Document Download		
Special Mailing Charges		\$122.13
Special Secretarial Services		
Professional Services	Docket Searches	
	Total	-\$1,952.97

SCHEDULE OF DISBURSEMENTS

LONG DISTANCE TELEPHONE CALLS	10.32
FEDERAL EXPRESS	13.98
REPRODUCTION OF DOCUMENTS	240.60
SPECIAL MAILING CHARGES	122.13
04/28/03 BURNETT/WILLIAM	(2340.00)
61 TRAVEL EXPENSE: AIRFARE	
0	
Destination:	
4001	

TOTAL DISBURSEMENTS	(1,952.97)

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

	:	Chapter 11
In Re:	:	
	:	Case No. 00-2426 (P JW)
INACOM CORP., <i>et al.</i> ,	:	Jointly Administered
	:	
Debtors.	:	Objection Deadline: August 4, 2003 @ 4:00 p.m.
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**TWENTY-FOURTH MONTHLY AND FINAL FEE APPLICATION OF
BLANK ROME LLP FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FROM JUNE 30, 2000 TROUGH JUNE 8, 2003**

This combined Twenty-Fourth Monthly and Final Fee Application for Compensation and Reimbursement of Expenses ("*Fee Application*") is filed by Blank Rome LLP ("*Blank Rome*") requesting payment for services rendered and reimbursement of costs expended on behalf of the Official Committee of Unsecured Creditors ("*Committee*").

1. On June 16, 2000, InaCom Corp., *et al.* along with approximately twenty-six (26) of its affiliates (collectively, the "*Debtors*") filed a voluntary Petition under Chapter 11 of Title 11 of the United States Code (the "*Bankruptcy Code*").

2. On June 30, 2000, the Office of the United States Trustee appointed the Official Committee of Unsecured Creditors of InaCom Corp., *et al.* (the "*Committee*"). The Committee was comprised of the following creditors: Hewlett-Packard Company, The Ergonomics Group, Toshiba,

Inc, Computer Associates International, Inc. and O/E Systems, Inc. d/b/a/ M/C Leasing.¹ On the same day, the Committee selected Blank Rome as counsel to the Committee. Blank Rome is a nationally recognized law firm with extensive experience and expertise in bankruptcy and reorganization proceedings, particularly with respect to the representation of creditors' committees. For example, Blank Rome served as counsel to the Unsecured Creditors' Committee in the following significant Chapter 11 cases: Philip Services (Delaware), Inc., *et al.*, LTV Corporation, US One Communications, Merry-Go-Round Enterprises, Inc., Bill's Dollar Stores, Inc., MAI Systems Corporation, and Baldwin-United, and presently, Trans World Airlines, *et al.*

3. Presently, the core team having primary responsibility for representation of the Committee in these chapter 11 cases is Bonnie Glantz Fatell, Regina Stango Kelbon and William J. Burnett. Blank Rome draws upon the knowledge and skills of other firm attorneys to provide specialized services and legal research as the needs arise. In addition, paralegals are assigned to handle those aspects of the case that can best be managed by paraprofessionals to avoid excessive costs to the estate.

4. It is intended that this Fee Application will supplement the Court's own knowledge of the Debtors' Chapter 11 cases and the Committee's involvement therein. In that regard, the Fee Application is an attempt to reflect, in a concise, summary fashion, the nature and extent of the services performed by Blank Rome during the Application Period.

¹ Previously, two members, Hewlett-Packard Company and Computer Associates International, Inc., have resigned from the Committee.

**TWENTY-FOURTH MONTHLY FEE APPLICATION (COVERING MAY 1, 2003
THROUGH JUNE 8, 2003)**

5. Blank Rome submits this Fee Application pursuant to §§ 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules for the United States District Court for the District of Delaware and the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated June 22, 2000 as modified by the Order Approving Debtors' Motion for Modification of Prior Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals as dated December 12, 2000 (collectively, the "*Administrative Order*"). By this Fee Application, Blank Rome requests interim payment of: (i) \$33,979.60 which is 80% of the actual and necessary professional services rendered during the Application Period. Blank Rome does not seek reimbursement of expenses incurred during the Application Period due to the fact that there is a credit amount due for airfare.

6. The total number of hours expended by Blank Rome professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 165.50 hours at a blended billing rate of \$170.00 per hour. The value of these services has been computed at the rates Blank Rome customarily charges for similar services provided other clients.

7. A detailed summary of services which provides a narrative description of all services rendered to the Committee by Blank Rome during the Application Period itemized by project code category are attached hereto as Exhibit "1".

8. Attachment "B" contains the following summaries: (i) a summary of the time expended by all professionals and paraprofessionals engaged in the representation of the Committee;

(ii) a summary schedule by project code which categorizes the time expended by all professionals and paraprofessionals in the representation of the Committee into each project code category; (iii) a detailed chronological itemization of the services rendered by each attorney and paraprofessional, calculated by tenths of an hour during the Application Period; and (iv) a schedule of disbursements during the Application Period.

FINAL FEE APPLICATION (COVERING JUNE 30, 2000 THROUGH JUNE 8, 2003)

9. By this Application, Blank Rome also requests final allowance and payment of all compensation for actual, necessary services rendered (\$1,794,178.00) and for reimbursement of all necessary expenses incurred (\$147,631.00) as counsel for the Committee during the Final Period (June 30, 2000 through June 8, 2003) covered by this Application. Prior Fee Applications are summarized below:

- (a) On August 28, 2000, Blank Rome filed its First Monthly Interim Application ("*First Application*") for the period June 30, 2000 through July 31, 2000 [Docket No. 502]. Blank Rome's First Application requested compensation for fees in the amount of \$58,045.50. No expenses were requested. Copies of Blank Rome's First Application have previously been provided.
- (b) On October 26, 2000, Blank Rome filed its Second Monthly Interim Application ("*Second Application*") for the period August 1, 2000 through September 30, 2000 [Docket No. 804]. Blank Rome's Second Application requested compensation for fees in the amount of \$165,279.00 and costs in the amount of \$19,982.87. Copies of Blank Rome's Second Application have previously been provided.
- (c) On November 21, 2000, Blank Rome filed its Third Monthly Interim Application ("*Third Application*") for the period October 1, 2000 through October 31, 2000 [Docket No. 940]. Blank Rome's Third Application requested compensation for fees in the amount of \$61,346.00 and costs in the amount of \$3,658.87. Copies of Blank Rome's Third Application have previously been provided.

- (d) On April 4, 2001, Blank Rome filed its Fourth Monthly Interim Application ("*Fourth Application*") for the period November 1, 2000 through November 30, 2000 [Docket No. 1385]. Blank Rome's Fourth Application requested compensation for fees in the amount of \$99,572.50 and costs in the amount of \$11,065.76. Copies of Blank Rome's Fourth Application have previously been provided.
- (e) On February 26, 2001, Blank Rome filed its Fifth Monthly Interim Application ("*Fifth Application*") for the period December 1, 2000 through December 31, 2000 [Docket No. 1267]. Blank Rome's Fifth Application requested compensation for fees in the amount of \$49,365.50 and costs in the amount of \$13,592.61. Copies of Blank Rome's Fifth Application have previously been provided.
- (f) On March 7, 2001, Blank Rome filed its Sixth Monthly Interim Application ("*Sixth Application*") for the period January 1, 2001 through January 31, 2001 [Docket No. 1306]. Blank Rome's Sixth Application requested compensation for fees in the amount of \$62,764.50 and costs in the amount of \$3,956.72. Copies of Blank Rome's Sixth Application have previously been provided.
- (g) On March 26, 2001, Blank Rome filed its Seventh Monthly Interim Application ("*Seventh Application*") for the period February 1, 2001 through February 28, 2001 [Docket No. 1361]. Blank Rome's Seventh Application requested compensation for fees in the amount of \$83,736.00 and costs in the amount of \$6,121.67. Copies of Blank Rome's Seventh Application have previously been provided.
- (h) On May 18, 2000, Blank Rome filed its Eighth Monthly Interim Application ("*Eighth Application*") for the period March 1, 2001 through March 31, 2001 [Docket No. 1553]. Blank Rome's Eighth Application requested compensation for fees in the amount of \$65,381.50 and costs in the amount of \$2,378.37. Copies of Blank Rome's Eighth Application have previously been provided.
- (i) On May 25, 2001, Blank Rome filed its Ninth Monthly Interim Application ("*Ninth Application*") for the period April 1, 2001 through April 30, 2001 [Docket No. 1581]. Blank Rome's Ninth Application requested compensation for fees in the amount of \$47,566.50 and costs in the amount of \$2,784.51. Copies of Blank Rome's Ninth Application have previously been provided.

- (j) On June 26, 2001, Blank Rome filed its Tenth Monthly Interim Application ("*Tenth Application*") for the period May 1, 2001 through May 31, 2001 [Docket No. 1700]. Blank Rome's Tenth Application requested compensation for fees in the amount of \$42,197.50 and costs in the amount of \$2,158.71. Copies of Blank Rome's Tenth Application have previously been provided.
- (k) On July 25, 2001, Blank Rome filed its Eleventh Monthly Interim Application ("*Eleventh Application*") for the period June 1, 2001 through June 30, 2001 [Docket No. 1778]. Blank Rome's Eleventh Application requested compensation for fees in the amount of \$27,846.00 and costs in the amount of \$2,400.64. Copies of Blank Rome's Eleventh Application have previously been provided.
- (l) On August 23, 2001, Blank Rome filed its Twelfth Monthly Interim Application ("*Twelfth Application*") for the period July 1, 2001 through July 31, 2001 [Docket No. 1848]. Blank Rome's Eleventh Application requested compensation for fees in the amount of \$32,042.40 and costs in the amount of \$2,494.37. Copies of Blank Rome's Twelfth Application have previously been provided.
- (m) On October 2, 2001, Blank Rome filed its Thirteenth Monthly Interim Application ("*Thirteenth Application*") for the period August 1, 2001 through August 31, 2001 [Docket No. 1923]. Blank Rome's Thirteenth Application requested compensation for fees in the amount of \$63,535.50 and costs in the amount of \$5,031.06. Copies of Blank Rome's Thirteenth Application have previously been provided.
- (n) On October 29, 2001, Blank Rome filed its Fourteenth Monthly Interim Application ("*Fourteenth Application*") for the period September 1, 2001 through September 30, 2001 [Docket No. 1987]. Blank Rome's Fourteenth Application requested compensation for fees in the amount of \$47,220.50 and costs in the amount of \$2,648.46. Copies of Blank Rome's Fourteenth Application have previously been provided.
- (o) On January 8, 2002, Blank Rome filed its Fifteenth Monthly Interim Application ("*Fifteenth Application*") for the period October 1, 2001 through November 30, 2001 [Docket No. 2345]. Blank Rome's Fifteenth Application requested compensation for fees in the amount of \$54,417.00 and costs in the amount of \$9,128.27. Copies of Blank Rome's Fifteenth Application have previously been provided.

- (p) On April 2, 2002, Blank Rome filed its Sixteenth Monthly Interim Application ("*Sixteenth Application*") for the period December 1, 2001 through January 31, 2002 [Docket No. 2783]. Blank Rome's Sixteenth Application requested compensation for fees in the amount of \$94,483.50 and costs in the amount of \$4,324.19. Copies of Blank Rome's Sixteenth Application have previously been provided.
- (q) On May 6, 2002, Blank Rome filed its Seventeenth Monthly Interim Application ("*Seventeenth Application*") for the period February 1, 2002 through March 31, 2002 [Docket No. 3045]. Blank Rome's Seventeenth Application requested compensation for fees in the amount of \$165,582.50 and costs in the amount of \$23,954.45. Copies of Blank Rome's Seventeenth Application have previously been provided.
- (r) On August 7, 2002, Blank Rome filed its Eighteenth Monthly Interim Application ("*Eighteenth Application*") for the period April 1, 2002 through April 30, 2002 [Docket No. 3582]. Blank Rome's Eighteenth Application requested compensation for fees in the amount of \$144,572.50 and costs in the amount of \$10,042.42. Copies of Blank Rome's Eighteenth Application have previously been provided.
- (s) On November 8, 2002, Blank Rome filed its Nineteenth Monthly Interim Application ("*Nineteenth Application*") for the period May 1, 2002 through October 31, 2002 [Docket No. 3933]. Blank Rome's Nineteenth Application requested compensation for fees in the amount of \$130,005.00 and costs in the amount of \$11,287.57. Copies of Blank Rome's Nineteenth Application have previously been provided.
- (t) On February 13, 2003, Blank Rome filed its Twentieth Monthly Interim Application ("*Twentieth Application*") for the period November 1, 2002 through January 31, 2003 [Docket No. 4491]. Blank Rome's Twentieth Application requested compensation for fees in the amount of \$151,161.00 and costs in the amount of \$6,699.44. Copies of Blank Rome's Twentieth Application have previously been provided.
- (u) On March 14, 2003, Blank Rome filed its Twenty-First Monthly Interim Application ("*Twenty-First Application*") for the period February 1, 2003 through February 28, 2003 [Docket No. 4608]. Blank Rome's Twenty-First Application requested compensation for fees in the amount of \$28,968.50 and costs in the amount of \$466.90. Copies of Blank Rome's Twenty-First Application have previously been provided.

- (v) On April 24, 2003, Blank Rome filed its Twenty-Second Monthly Interim Application ("*Twenty-Second Application*") for the period March 1, 2003 through March 31, 2003 [Docket No. 5059]. Blank Rome's Twenty-Second Application requested compensation for fees in the amount of \$47,501.50 and costs in the amount of \$7,956.67. Copies of Blank Rome's Twenty-Second Application have previously been provided.
- (w) On June 5, 2003, Blank Rome filed its Twenty-Third Monthly Interim Application ("*Twenty-Third Application*") for the period April 1, 2003 through April 30, 2003 [Docket No. 5215]. Blank Rome's Twenty-Third Application requested compensation for fees in the amount of \$19,310.00 and costs in the amount of \$193.92. Copies of Blank Rome's Twenty-Third Application have previously been provided.

10. All prior Monthly Fee Applications are incorporated by reference as if set forth in full herein. Copies of all Monthly Fee Applications are available upon request to the undersigned.

11. Blank Rome submits that the services rendered to the Committee were actual and necessary, that the compensation sought is reasonable and in accordance with the standards of 11 U.S.C. § 330 and the expenses for which reimbursement is sought were actual and necessary.

12. As required by the Administrative Order, a copy of this Application has been served upon the Debtors, their counsel, counsel to the Debtors' Lenders and the Office of the United States Trustee.

13. Every effort has been made by Blank Rome to categorize daily time entries in accordance with the correct project code. However, in some instances, services overlap between project codes. Thus, some services may appear under more than one code, although in no instance is a specific time entry recorded more than once.

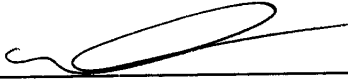
14. Blank Rome has reviewed the requirements of Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware and submits that this Application complies with the Rule.

15. No compensation has been shared. No agreement or understanding exists between Blank Rome and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with this case.

WHEREFORE, Blank Rome respectfully requests this Court enter an Order (i) approving this Twenty-Fourth Monthly and requiring payment of such fees and expenses; (ii) approving and authorizing on a final basis all fees and expenses previously requested by Blank Rome; (iii) to approve and allow the payment of \$750.00 for the preparation of this Fee Application; (iv) authorize and direct the Debtors to pay Blank Rome such amounts; and (v) grant any other and further relief as the Court deems proper and just.

Dated: July 15, 2003
Wilmington, Delaware

BLANK ROME LLP



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- and -

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Counsel to the Official Committee of Unsecured
Creditors of InaCom Corp., *et al.*