

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

ORIGINAL

In re: :  
PURINA MILLS, INC., : Jointly Administered  
a Delaware corporation, et al., : Case No. 99-3938 (SLR)  
Debtors. : Chapter 11

**ORDER GRANTING FIFTH INTERIM AND FINAL APPLICATION  
OF JONES, DAY, REAVIS & POGUE FOR ALLOWANCE  
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

This matter coming before the Court on the Fifth Interim and Final Application of Jones, Day, Reavis & Pogue for Allowance of Compensation and Reimbursement of Expenses (the "Application") filed by Jones, Day, Reavis & Pogue ("Jones Day"), counsel to the above-captioned debtors and reorganized debtors (collectively, the "Debtors"); the Court having reviewed the Application and all related papers; no objections having been filed in response to the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

- A. Capitalized terms not otherwise defined herein have the meanings given to them in the Application.
- B. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Article XII of the Plan.
- C. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

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D. The Application and the notice thereof comply with the applicable requirements of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines, Local Order 32, the Interim Compensation Order, the Case Management Order, the Plan and the Confirmation Order.

E. Jones Day's compensation for services rendered in connection with the Debtors' chapter 11 cases, for which it seeks interim and final allowance in the Application, is reasonable and appropriate under sections 330(a)(1)(A) and 331 of the Bankruptcy Code.

F. Jones Day's expenses incurred in connection with the Debtors' chapter 11 cases, for which it seeks reimbursement in the Application, are actual and necessary expenses under sections 330(a)(1)(B) and 331 of the Bankruptcy Code.

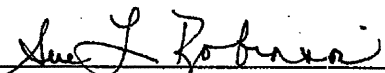
IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. An interim allowance of compensation of \$300,607.30 and reimbursement of expenses of \$48,428.03 incurred by Jones Day as counsel to the Debtors during the period from June 1, 2000 through June 29, 2000 is approved.
3. A final allowance of compensation of \$2,470,815.70 and reimbursement of expenses of \$298,114.04 incurred by Jones Day as counsel to the Debtors during the period from October 28, 1999 through June 29, 2000 is approved.
4. Estimated Expenses in the amount of \$15,000.00 are approved on a final basis and shall be paid as follows, without further application to or order of the Court: (a) the Debtors shall pay Liquidated Expenses in the amount of \$327.26 upon approval of this Application; and (b) upon Jones Day's submission of a detailed invoice or invoices to the Debtors, the Debtors shall pay any additional Unliquidated Expenses as they become liquidated, provided that (i) the aggregate amount of the Liquidated Expenses and the Unliquidated

Expenses shall not exceed \$15,000.00 without further application to and order of the Court and (ii) the Debtors shall maintain the right to contest the validity of any Unliquidated Expenses by filing an objection with the Court within ten Business Days after receiving the applicable invoice.

5. The Debtors are authorized and directed to pay (a) all amounts approved in paragraphs 2 and 3 above that have not already been paid pursuant to orders approving the Prior Applications, plus (b) the Estimated Expenses in accordance with the terms of paragraph 4 above, minus (c) the Remaining Retainer Amount, which shall be applied to the unpaid balance owed to Jones Day.

Dated: 10/27, 2000

  
UNITED STATES DISTRICT JUDGE