

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT

FILED

FOR THE DISTRICT OF DELAWARE

AUG 28 5 04 PM '00

IN RE:

PURINA MILLS, INC., a Delaware
Corporation

Debtors.

)
) CLERK C
) CHAPTER 11 CASE NO. 99-3938 (STR)
) DISTRICT OF DELAWARE
) Jointly Administered
)

**APPLICATION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS FOR APPROVAL OF
REIMBURSEMENT OF COMMITTEE MEMBER EXPENSES**

TO: THE HONORABLE SUE L. ROBINSON,
UNITED STATES DISTRICT JUDGE:

The application of the Official Committee of Unsecured Creditors (the "Committee") of Purina Mills, Inc. and its affiliated debtors and debtors-in-possession (the "Debtors"), by its attorneys, Akin, Gump, Strauss, Hauer & Feld, L.L.P. ("Akin Gump"), seeking approval of reimbursement of expenses incurred by certain Committee members (the "Application"), respectfully represents:

1. On October 28, 1999, the Debtors filed voluntary petitions under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), and were thereupon continued in the management and operation of their businesses and properties pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

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2. On November 9, 1999 (the "Appointment Date"), the United States Trustee for the District of Delaware appointed the Committee which currently consists of six members. The following entities constitute the current members of the Committee:

1. Bank One Trust, Co.;
2. Greenwich Street Capital Partners, Inc.;
3. Franklin Resources;
4. William E. Simon & Sons;
5. Kornitzer Capital Management, Inc.;
6. PSC Sales (USA) Inc.; and
7. Tyson Foods, Inc.

3. The Application seeks approval of the reimbursement for expenses incurred by Greenwich Street Capital Partners, Inc ("Greenwich"), a member of the Committee, in the aggregate amount of \$2,833.75. The Application is submitted in accordance with §§ 105 and 503(b) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure and the administrative order entered by this Court on October 29, 1999 establishing procedures for the submission of interim applications by professionals in these cases for compensation and reimbursement of expenses (the "Administrative Fee Order").

4. Greenwich has submitted a request for the out-of-pocket expenses incurred in connection with Committee meetings held in Wilmington, Delaware and St. Louis, Missouri. Documentation of the out-of-pocket expenses is attached hereto as Exhibit "A" to this Application.

5. The expenses that are the subject of the Application were the actual and necessary expenses incurred by Greenwich in the discharge of its duties as a Committee member.

6. Greenwich, the Chairman of the Committee, also seeks reimbursement of the fees and expenses of its counsel, Weil, Gotshal & Manges LLP ("Weil Gotshal"), in accordance with Section 503(b) of the Bankruptcy Code. Greenwich incurred legal fees in the

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amount of \$43,623.00 and related expenses in the amount of \$1,736.48 in connection with the performance of its duties as a member of the Committee. Documentation regarding Weil Gotshal's fees and expenses are attached as Exhibits "B" and "C" to this Application. These costs were actual and necessary expenses incurred by Greenwich in the discharge of its duties as a member of the Committee.

7. As set forth in First Merchants Acceptance Corporation v. C. Bradford & Co., 198 F.3d 394 (3d Cir. 1999), a member of a creditors committee may be reimbursed for attorney's fees if they were actual and necessary expenses incurred by a member of the creditors committee in the performance of its duties. Greenwich, as Chairman of the Committee, was required to spend a great deal of time negotiating on the Committee's behalf on certain key issues in the Chapter 11 cases. Specifically, Greenwich and Weil Gotshal were involved in the negotiations regarding (a) an acceptable settlement concerning the proposed debtor-in-possession financing, (b) a modified key employee retention plan ("KERP") for the Debtors, (c) resolution of certain open issues regarding the settlement reached with Koch Industries, Inc., (d) acceptable terms for exit financing and (e) the formulation of a consensual plan of reorganization for the Debtors. Weil's legal fees and expenses relating to these matters are actual and necessary expenses incurred by Greenwich in the performance of its duties as the Chairman of the Committee. Accordingly, Greenwich seeks reimbursement for such costs.

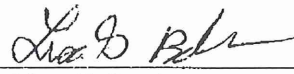
8. No prior application has been made for the approval of reimbursement of expenses for the Application Period listed herein.

WHEREFORE, the Committee requests an order (i) approving the reimbursement to Greenwich Street Capital Partners, Inc. for its actual, necessary expenses in the amount set forth in Exhibit "A" attached hereto; (ii) approving the reimbursement of the fees and

expenses of its counsel, Weil, Gotshal & Manges LLP; and (iii) granting such other and further relief as the Court deems just and proper.

Dated: New York, New York
August 24, 2000

**AKIN, GUMP, STRAUSS, HAUER
& FELD, L.L.P.**

By: 

Lisa G. Beckerman
A Member of the Firm
590 Madison Avenue
New York, New York 10022
(212) 872-1000

Co-Counsel to the Official
Committee of Unsecured Creditors

EXHIBIT A

**EXPENSE REPORT
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF PURINA MILLS, INC. et al.**

For the Month of _____

NAME

Robert Hammer / David Robbins

COMPANY/FIRM GSC Partners

DATE	CITY VISITED	PURPOSE OF TRIP	PARKING	MILES AT \$0.32	AIRFARE (COACH)	TAXI/ TRAIN	LODGING	MEALS	MISC. *
11/9/99	Wilmington	Chapter 11 Filing				\$ 209			
12/11/99	St. Louis	Meeting w/ Company management			2 Tickets \$ 2,550	\$ 10			
12/21/99		Working Dinner						\$ 30.90	
12/24/99		Working Dinner						\$ 33.85	
TOTALS			\$	\$	\$ 2,550	\$ 219	\$	\$ 64.75	\$

DESCRIPTION OF MISCELLANEOUS:

Y:

Robert Hammer

Signature of Member/Representative

TOTAL DUE: \$ 2,833.75

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IT IS THE PASSENGER'S RESPONSIBILITY TO OBTAIN THE NECESSARY VISA AND ENTRY REQUIREMENTS FOR THE DESTINATION COUNTRY OF THE INTENDED TRAVEL.

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EXHIBIT B

ITEMIZED SERVICES - 50712.0007 - PM

DATE	TIMEKEEPER/ DESCRIPTION	TIME ID #	HOURS	AMOUNT	TASK/ ACTIVITY CODE
11/09/99	GOLDSTEIN, MARCIA L. TELECONFS. W. GEORGE DAVIS.	6454680	0.50	287.50	
11/09/99	DAVIS, GEORGE A. CONFERENCE W/EAMMON MARKHAM RE: NOTICES OF APPEARANCE IN AXIOHM AND PURINA.	6466282	0.10	38.50	
11/09/99	DAVIS, GEORGE A. CONFERENCE W/M. GOLDSTEIN RE: COMMITTEE MEETING.	6466283	0.20	77.00	
11/11/99	GOLDSTEIN, MARCIA L. PURINA MILLS CONFERENCE CALL. CONF. W. GEORGE DAVIS.	6454705	1.60	920.00	
11/11/99	DAVIS, GEORGE A. REVIEW BY-LAWS AND MEMO REGARDING PENDING MOTIONS; PARTICIPATE IN COMMITTEE CALL.	6466317	2.30	885.50	
11/11/99	DAVIS, GEORGE A. T/C W/VICTORIA CUMMINGS RE: ADEQUATE PROTECTION FOR DIP.	6466318	0.20	77.00	
11/12/99	DAVIS, GEORGE A. REVISE NOTICE OF APPEARANCE FOR GSCP.	6466331	0.20	77.00	
11/12/99	DAVIS, GEORGE A. T/C W/D. GOLDEN RE: PURINA DIP AND PLAN NEGOTIATION.	6466332	0.20	77.00	
11/12/99	DAVIS, GEORGE A. T/CS W/D. GOLDEN AND L. BECKERMAN RE: DIP SETTLEMENT PROPOSAL; CONFERENCE CALL W/R. HAMWEE RE: SAME; CONFERENCE CALL W/VICTORIA CUMMINGS RE: SAME.	6466333	0.60	231.00	
11/12/99	MARKHAM, EAMONN CONF (DAVIES) RE: CASE STAFFING AND ASSIGNMENTS.	6410122	0.30	66.00	
11/12/99	FAUNTLEROY, IRMA PREPARE MAILING AND DISTRIBUTE MATERIALS TO ALL INDIVIDUALS ON SERVICE LIST	6405116	1.00	105.00	
11/13/99	DAVIS, GEORGE A. REVIEW PURINA PLAN.	6466336	5.00	1,925.00	
11/16/99	DAVIS, GEORGE A. T/C W/M. GOLDSTEIN RE: PURINA CALL.	6466350	0.10	38.50	
11/16/99	DAVIS, GEORGE A. REVIEW PURINA EMPLOYEE COMP BONUS ISSUES.	6466351	0.20	77.00	

11/17/99	GOLDSTEIN, MARCIA L. TELECONFS. W. GEORGE DAVIS. REVIEW CORRESPONDENCE AND PLEADINGS.	6466515	1.00	575.00
11/17/99	DAVIS, GEORGE A. PURINA COMMITTEE CALL RE: KERP PLAN AND COUNTERPROPOSAL.	6466357	1.50	577.50
11/18/99	DAVIS, GEORGE A. CONFERENCE CALL/S. VICTOR AND L BECKERMAN RE: KERP PLAN.	6466364	0.50	192.50
11/18/99	DAVIS, GEORGE A. CONFERENCE CALL W/PURINA AND BANKS RE: KERP COUNTERPROPOSAL; T/C W/S. VICTOR RE: SAME.	6466365	2.30	885.50
11/18/99	DAVIS, GEORGE A. T/C W/ L. BECKERMAN RE: KERP PLAN.	6466366	0.10	38.50
11/18/99	DAVIS, GEORGE A. T/C S W/S. VICTOR, R. HAMWEE AND L. BECKERMAN RE: KERP.	6466367	0.20	77.00
11/18/99	DAVIS, GEORGE A. REVIEW MOTION TO RETAIN AKIN GUMP; REVISED CHANIN KERP PROPOSAL; AND PROJECTED CASH FLOW.	6466368	1.00	385.00
11/19/99	GOLDSTEIN, MARCIA L. CONF. W. GEORGE DAVIS RE: CONFERENCE CALL.	6466779	0.30	172.50
11/19/99	DAVIS, GEORGE A. REVIEW PURINA PLAN.	6466384	1.00	385.00
11/19/99	DAVIS, GEORGE A. T/C W/S. VICTOR; T/C W/S. VICTOR, R. HAMWEE AND R. STARK RE: KERP PLAN.	6466385	0.70	269.50
11/19/99	DAVIS, GEORGE A. PURINA COMMITTEE CALL RE: KERP COUNTERPROPOSAL AND NEXT STEPS; T/C W/R. HAMWEE RE: SAME; T/C W/S. VICTOR RE: KERP.	6466386	1.30	500.50
11/19/99	DAVIS, GEORGE A. T/C S W/R. HAMWEE AND S. KATZENSTEIN RE: AXIOHM.	6466387	0.20	77.00
11/19/99	DAVIS, GEORGE A. CONFERENCE W/M. GOLDSTEIN RE: KERP AND RESTRUCTURING STATUS.	6466388	0.20	77.00
11/20/99	DAVIS, GEORGE A. REVIEW AND REVISE KERP COUNTERPROPOSAL; VOICEMAIL FOR R. STARK AND S. VICTOR RE: CHANGES.	6466393	0.80	308.00
11/20/99	DAVIS, GEORGE A. REVISE KERP COUNTERPROPOSAL.	6466394	0.70	269.50
11/22/99	DAVIS, GEORGE A. REVISE PLAN.	6466406	0.40	154.00

11/22/99	DAVIS, GEORGE A. T/C W/S. VICTOR RE: KERP.	6466407	0.10	38.50
11/22/99	DAVIS, GEORGE A. CONFERENCE W/S. VICTOR RE: KERP AND PLAN ISSUES.	6466408	0.20	77.00
11/22/99	DAVIS, GEORGE A. REVIEW PURINA PLAN.	6466409	0.60	231.00
11/22/99	DAVIS, GEORGE A. T/C W/R. HAMWEE RE: KERP, AND DISCUSSIONS W/THE BANKS; CONFERENCE W/MG RE: DEVELOPMENTS.	6466410	0.40	154.00
11/23/99	GOLDSTEIN, MARCIA L. PURINA CONFERENCE CALL. CONFS. AND TELECONFS. W. GEORGE DAVIS.	6469371	1.00	575.00
11/23/99	DAVIS, GEORGE A. REVIEW/REVISE PURINA PLAN.	6466428	0.30	115.50
11/23/99	DAVIS, GEORGE A. PURINA PLAN.	6466429	1.70	654.50
11/23/99	DAVIS, GEORGE A. REVIEW/REVISE PURINA PLAN.	6466430	0.70	269.50
11/23/99	DAVIS, GEORGE A. PURINA COMMITTEE CALL.	6466431	1.20	462.00
11/23/99	DAVIS, GEORGE A. T/C W/D. GOLDEN RE: PLAN.	6466432	0.10	38.50
11/29/99	DAVIS, GEORGE A. T/C W/SKIP VICTOR RE: KERP AND PLAN ISSUES.	6466463	0.30	115.50
11/29/99	DAVIS, GEORGE A. CONFERENCE W/L. BECKERMAN RE: CORP. GOVERNANCE, KERP AND PLAN ISSUES.	6466464	0.30	115.50
11/30/99	GOLDSTEIN, MARCIA L. CONFS. W. GEORGE DAVIS. CONFERENCE CALL W. HAMWEE, ROBBINS, ET AL. REVIEW INCOMING DOCUMENTS, PLEADINGS, MEMORANDA.	6469386	2.20	1,265.00
11/30/99	DAVIS, GEORGE A. CONFERENCE W/L. BECKERMAN RE: COMMENTS TO PLAN AND RELATED ISSUES AND REVIEW AKIN GUMP MEMOS RE: EMPLOYMENT AGREEMENTS AND BENEFIT PLANS AND CORPORATE GOVERNANCE ISSUES.	6466485	0.50	192.50
11/30/99	DAVIS, GEORGE A. REVIEW PURINA MEMOS AND PLEADINGS RECEIVED; CONFERENCE W/R. HAMWEE RE: KERP ISSUES.	6466486	0.20	77.00

11/30/99	DAVIS, GEORGE A. CONFERENCE CALL W/PURINA AND COMMITTEE RE: KERP.	6466487	1.20	462.00
11/30/99	DAVIS, GEORGE A. REVIEW CORPORATE GOVERNANCE MEMO AND PARTICIPATE IN COMMITTEE CALL RE: SAME, KERP AND PLAN ISSUES.	6466488	1.20	462.00
12/01/99	GOLDSTEIN, MARCIA L. CONF. W. GEORGE DAVIS. REVIEW CORRESPONDENCE, PLEADINGS, MEMOS.	6527158	1.00	575.00
12/01/99	DAVIS, GEORGE A. REVIEW COMMENTS TO PURINA PLAN; CONFERENCE CALL W/L. BECKERMAN RE: SAME; REVIEW BANK TREATMENT PROPOSAL.	6484944	1.70	654.50
12/01/99	DAVIS, GEORGE A. MEETING AT JONES DAY RE: PLAN ISSUES AND KERP.	6484945	4.70	1,809.50
12/02/99	DAVIS, GEORGE A. CONFERENCE W/L. BECKERMAN RE: PLAN ISSUES; REVIEW KERP COUNTERPROPOSAL AND BANK TREATMENT; CONFERENCE CALL W/R. HAMWEE AND OTHERS RE: SAME.	6484958	1.40	539.00
12/06/99	GOLDSTEIN, MARCIA L. PURINA CONFERENCE CALL. CONFS. W. GEORGE DAVIS.	6527185	1.50	862.50
12/06/99	DAVIS, GEORGE A. CONFERENCE W/M. GOLDSTEIN RE: RECENT DEVELOPMENTS.	6484983	0.10	38.50
12/06/99	DAVIS, GEORGE A. REVIEW MEMOS SUMMARIZING NEW MOTIONS FILED BY DEBTORS AND CHANIN MATERIALS RE: KERP COUNTERPROPOSAL (0.5); PURINA COMMITTEE CALL (1.3).	6484984	1.80	693.00
12/07/99	GOLDSTEIN, MARCIA L. REVIEW MEMOS AND MISC. CORRESPONDENCE FROM COMMITTEE COUNSEL. TELECONFS. W. GEORGE DAVIS.	6527201	1.20	690.00
12/07/99	DAVIS, GEORGE A. REVIEW PURINA DOCS.	6485007	0.30	115.50
12/08/99	DAVIS, GEORGE A. T/C W/L. BECKERMAN RE: KOCH COMMENTS AND NEXT STEPS.	6485027	0.30	115.50
12/09/99	DAVIS, GEORGE A. T/CS W/ D. GOLDEN AND D. ROBBINS RE: KERP ISSUES.	6485037	0.40	154.00
12/09/99	DAVIS, GEORGE A. T/C W/L. BECKERMAN RE: KOCH AND KERP ISSUES.	6485038	0.20	77.00
12/10/99	DAVIS, GEORGE A. T/C W/D. GOLDEN RE: KERP.	6485046	0.20	77.00
12/10/99	DAVIS, GEORGE A.	6485047	0.20	77.00

CONFERENCE W/R. HAMWEE RE: KERP.

12/10/99	DAVIS, GEORGE A. CONFERENCE CALL W/PURINA AND PROFESSIONALS RE: KERP.	6485048	1.20	462.00
12/13/99	DAVIS, GEORGE A. CONFERENCE W/L. BECKERMAN RE: MEETING W/KOCH AND STATUS OF KERP DISCUSSIONS; T/C W/D. ROBBINS RE: SAME.	6485069	0.20	77.00
12/13/99	DAVIS, GEORGE A. T/C W/L. BECKERMAN RE: KERP, KOCH SETTLEMENT; HOULIHAN SUCCESS FEE.	6485070	0.30	115.50
12/13/99	DAVIS, GEORGE A. T/C W/L. BECKERMAN RE: KERP/HOULIHAN; T/C W/D. ROBBINS RE: KERP PROPOSAL; T/C W/L. BECKERMAN RE: SAME.	6485071	0.50	192.50
12/13/99	DAVIS, GEORGE A. PURINA CONFERENCE CALL RE: KERP.	6485072	0.50	192.50
12/13/99	DAVIS, GEORGE A. T/C W/R. HAMWEE RE: KERP AND MEETING W/KOCH.	6485073	0.20	77.00
12/15/99	DAVIS, GEORGE A. T/C W/L. BECKERMAN AND R. STARK RE: PLAN AND KOCH SETTLEMENT ISSUES.	6543805	0.20	77.00
12/16/99	DAVIS, GEORGE A. T/C W/D. ROBBINS RE: MEETING W/MANAGEMENT; KOCH AND PLAN ISSUES.	6543814	0.20	77.00
12/17/99	DAVIS, GEORGE A. T/C W/L. BECKERMAN RE: KOCH CALL AND ATTORNEY OPEN POINTS CALL.	6543824	0.20	77.00
12/17/99	DAVIS, GEORGE A. CONFERENCE CALL RE: OPEN PLAN AND KOCH ISSUES.	6543825	1.50	577.50
12/17/99	DAVIS, GEORGE A. CONFERENCE W/L. BECKERMAN RE: PLAN AND KOCH ISSUES.	6543826	0.50	192.50
12/17/99	DAVIS, GEORGE A. T/C W/S. VICTOR RE: RESULTS.	6543827	0.20	77.00
12/20/99	DAVIS, GEORGE A. REVIEW PLAN/KOCH SETTLEMENT ISSUES.	6543846	0.20	77.00
12/21/99	DAVIS, GEORGE A. T/C W/D. ROBBINS RE: KOCH ISSUES AND MEETING.	6543876	0.20	77.00
12/22/99	DAVIS, GEORGE A. CONFERENCE W/S. STROM RE: MEETING W/KOCH.	6543907	0.20	77.00
12/27/99	DAVIS, GEORGE A.	6543951	0.20	77.00

REVIEW PURINA CASE MANAGEMENT ORDER.

01/04/00	DAVIS, GEORGE A. REVIEW PURINA MEMO RE: KOCH OPEN ISSUES AND PROPOSED RESOLUTION.	6565145	0.70	297.50
01/04/00	DAVIS, GEORGE A. REVIEW B. STARK MEMO.	6565146	0.20	85.00
01/04/00	DAVIS, GEORGE A. T/C W/D. GOLDEN AND R. STARK RE: STATUS OF DISCUSSINGS W/BANKS; COMMENTS/QUESTIONS TO RESOLUTION OF KOCH ISSUES.	6565147	0.30	127.50
01/04/00	DAVIS, GEORGE A. T/C W/DAVID ROBBINS RE: ISSUES RELATING TO BANK TREATMENT.	6565148	0.20	85.00
01/04/00	DAVIS, GEORGE A. PURINA CALL W/COMMITTEE AND COMPANY RE: BANK TREATMENT ISSUES.	6565149	1.20	510.00
01/05/00	GOLDSTEIN, MARCIA L. CONFERENCE CALL W. GEORGE DAVIS AND ROBERT HAMWEE RE: PURINA. TELECONF. LEWIS KRUGER AND GEORGE DAVIS.	6629757	1.00	615.00
01/05/00	DAVIS, GEORGE A. T/C W/S. VICTOR RE: PURINA NEXT STEPS.	6565173	0.50	212.50
01/05/00	DAVIS, GEORGE A. PURINA COMMITTEE CALL; T/C W/D. GOLDEN RE: SUBSTITUTION OF COUNSEL.	6565174	1.00	425.00
01/05/00	DAVIS, GEORGE A. CONFERENCE W/M. GOLDSTEIN RE: STATUS; T/C W/L. KRUGER RE: MEETING W/BANKS.	6565175	0.40	170.00
01/06/00	DAVIS, GEORGE A. PURINA CALLS W/BANKS.	6565199	1.70	722.50
01/06/00	DAVIS, GEORGE A. T/CS W/BOB STARK RE: SUBSEQ. DISCUSSIONS W/BANKS.	6565200	0.30	127.50
01/06/00	DAVIS, GEORGE A. REVIEW REVISED DRAFT OF PLAN.	6565201	0.30	127.50
01/07/00	DAVIS, GEORGE A. T/C W/L. BECKERMAN RE: BANK SETTLEMENT ISSUES AND FRAUDULENT TRANSFER ISSUES RELATING TO KOCH ACQUISITION.	6565218	0.30	127.50
01/10/00	DAVIS, GEORGE A. T/C W/S. STROM RE: VALUATION ANALYSIS @ TIME OF LBO AND RELATED ISSUES.	6565245	0.50	212.50
01/10/00	DAVIS, GEORGE A. CONFERENCE W/M. PUNTUS RE: LBO ISSUES.	6565246	0.30	127.50

01/10/00	DAVIS, GEORGE A. PURINA COMMITTEE CALL.	6565247	1.20	510.00
01/12/00	GOLDSTEIN, MARCIA L. TELECONF. W. GEORGE DAVIS. REVIEW INCOMING MATERIAL RE: PLEADINGS, PLAN, ETC.	6629809	1.20	738.00
01/12/00	GOLDSTEIN, MARCIA L. REVIEW MATERIAL FOR CONFERENCE CALL.	6629810	1.00	615.00
01/12/00	DAVIS, GEORGE A. CONFERENCE W/M. GOLDSTEIN RE: RECENT DEVELOPMENT IN PURINA.	6565276	0.20	85.00
01/12/00	DAVIS, GEORGE A. T/C W/L. BECKERMAN RE: CALL TO DISCUSS BANK TERM SHEET.	6565277	0.10	42.50
01/12/00	DAVIS, GEORGE A. CONFERENCE W/S. VICTOR RE: BANK TREATMENT AND CRAM DOWN ISSUES.	6651503	0.50	212.50
01/12/00	DAVIS, GEORGE A. REVIEW BANK COUNTERPROPOSAL; T/C W/L. BECKERMAN RE: SAME.	6651504	0.20	85.00
01/12/00	DAVIS, GEORGE A. T/C W/STEVE STROM RE: BANK PROPOSAL AND RESPONSE.	6651505	0.30	127.50
01/13/00	GOLDSTEIN, MARCIA L. PREPARE FOR AND ATTEND CONFERENCE CALL.	6629822	2.00	1,230.00
01/13/00	DAVIS, GEORGE A. CONFERENCE W/M. GOLDSTEIN RE: PURINA COMMITTEE CALL.	6651520	0.20	85.00
01/13/00	DAVIS, GEORGE A. T/CS W/S. STROM AND R. HAMWEE RE: BANK PROPOSAL AND NEXT STEPS.	6651521	0.50	212.50
01/14/00	DAVIS, GEORGE A. T/C W/DAVE ROBBINS RE: NEG. W/BANKS AND CALL W/HOULIHAN.	6651536	0.20	85.00
01/14/00	DAVIS, GEORGE A. T/C W/S. STROM RE: STRATEGY FOR DEALING W/BANKS.	6651537	0.20	85.00
01/18/00	DAVIS, GEORGE A. T/C W/L. BECKERMAN RE: PURINA UPDATE.	6651565	0.20	85.00
01/19/00	DAVIS, GEORGE A. REVIEW PURINA DOC'S RECEIVED; T/CS TO L. BECKERMAN AND R. STARK RE: PURINA MEETINGS.	6651593	0.20	85.00
01/19/00	DAVIS, GEORGE A. REVIEW/REVISE PURINA BANK TERM SHEET.	6651594	0.30	127.50

01/20/00	DAVIS, GEORGE A. PURINA CALL W/COMPANY RE: PROPOSED BANK TREATMENT.	6651614	0.50	212.50
01/24/00	GOLDSTEIN, MARCIA L. TELECONF. W. GEORGE DAVIS; READ MEMORANDA FROM AKIN & GUMP.	6629868	1.00	615.00
01/24/00	DAVIS, GEORGE A. T/C W/S. VICTOR RE: BANK TREATMENT AND MEETING.	6651657	0.20	85.00
01/27/00	GOLDSTEIN, MARCIA L. CONF. W. GEORGE DAVIS. REVIEW TERM SHEET. CONF. CALL W. GEORGE DAVIS, COMMITTEE MEMBERS.	6629896	0.80	492.00
01/27/00	DAVIS, GEORGE A. CONFERENCE W/MG AND PURINA COMMITTEE CALL.	6651710	0.50	212.50
01/27/00	DAVIS, GEORGE A. T/C W/DAVE ROBBINS RE: MEETING W/BANKS AND ISSUE OF REVIEW OF COLLATERAL DOCS; T/C W/L. BECKERMAN RE: SAME AND NEXT STEPS.	6651711	0.50	212.50
02/03/00	GOLDSTEIN, MARCIA L. CONF. GEORGE DAVIS. TELECONF. ROB HAMWEE.	6750340	0.40	246.00
02/03/00	DAVIS, GEORGE A. T/C W/R. HAMWEE RE: PURINA AND AMERISERVE.	6651759	0.10	42.50
02/04/00	GOLDSTEIN, MARCIA L. TELECONF. W. LISA BECKERMAN RE: AGENDA FOR UPCOMING COMMITTEE CALL. TELECONF. W. GEORGE DAVIS.	6750351	0.30	184.50
02/04/00	DAVIS, GEORGE A. T/C W/S. STROM RE: PURINA BANK TERM SHEET.	6651771	0.20	85.00
02/04/00	DAVIS, GEORGE A. REVIEW BANK TERM SHEET; CONFERENCE CALL W/COMPANY AND PROFESSIONALS REGARDING TERM SHEET.	6651773	1.20	510.00
02/07/00	GOLDSTEIN, MARCIA L. PREPARE FOR AND PARTICIPATE IN PURINA CONFERENCE CALL. TELECONF. ROB HAMWEE. CONF. W. GEORGE DAVIS.	6750361	1.30	799.50
02/09/00	GOLDSTEIN, MARCIA L. TELECONF. ROB HAMWEE.	6750384	0.20	123.00
02/10/00	DAVIS, GEORGE A. CONFERENCE CALL W/AKIN GUMP RE: MEETING W/BANKS AND TERM SHEET ISSUES AND OTHER PURINA ISSUES.	6651786	0.30	127.50
02/10/00	DAVIS, GEORGE A. REVIEW REVISED BANK TERM SHEET.	6651787	0.30	127.50
02/10/00	DAVIS, GEORGE A.	6651788	3.70	1,572.50

ATTEND TWO MEETINGS AT JONES DAY RE: PURINA BANK
TREATMENT.

02/10/00	DAVIS, GEORGE A. T/C W/S. STROM RE: BANK TERM SHEET.	6651789	0.20	85.00
02/11/00	DAVIS, GEORGE A. CONFERENCE W/S. STROM AND B. STARK RE: COMMITTEE CALL AND BANK ISSUES.	6651798	0.20	85.00
02/14/00	DAVIS, GEORGE A. REVIEW LETTER TO UNSECURED CREDITORS RE: VOTING ON PLAN.	6661075	0.10	42.50
02/14/00	DAVIS, GEORGE A. T/C W/B. STARK RE: LOCKUP AGREEMENT.	6661077	0.10	42.50
02/15/00	DAVIS, GEORGE A. T/C W/L. BECKERMAN RE: LOCK-UP AGREEMENT.	6661102	0.30	127.50
02/17/00	DAVIS, GEORGE A. REVIEW PURINA MEMO RE: DISCLOSURE STATEMENT AND RELATED DOCS.	6661136	0.20	85.00
02/19/00	DAVIS, GEORGE A. REVIEW PURINA FILED PLAN AND DISCLOSURE STATEMENT.	6701986	0.30	127.50
02/22/00	DAVIS, GEORGE A. REVIEW VITAMIN SETTLEMENT MEMO.	6702001	0.10	42.50
02/23/00	DAVIS, GEORGE A. REVIEW PURINA MEMO RE: PENDING LIFT STAY MOTIONS.	6702018	0.10	42.50
02/28/00	GOLDSTEIN, MARCIA L. CONF. GEORGE DAVIS.	6750455	0.20	123.00
02/28/00	DAVIS, GEORGE A. T/C W/L. BECKERMAN RE: VITAMIN LITIGATION CONTINGENCY FEE PROPOSAL.	6702100	0.10	42.50
02/29/00	DAVIS, GEORGE A. T/C S W/B. STARK AND R. HAMWEE RE: DIMELING MEETING.	6702110	0.20	85.00
03/06/00	DAVIS, GEORGE A. REVIEW REVISED LOCK-UP LETTER, REVIEW PLAN TERMINATION CONDITIONS AND CONDITIONS TO EFFECTIVE DATE; CONFERENCE CALL W/R. HAMWEE AND D. ROBBINS RE: SAME, TRADING AND CHANGE OF CONTROL ISSUES (0.7); DRAFT CHANGE OF CONTROL LANGUAGE FOR LONG TERM INCENTIVE PLAN; T/C W/D. ROBBINS RE: SAME; DRAFT ALTERNATIVE LANGUAGE (1.2);	6710656	1.90	731.50
03/09/00	GOLDSTEIN, MARCIA L. CONFS. W. GEOGE DAVIS RE: PURINA. TELECONF. AKIN & GUMP.	6798355	0.30	184.50
03/10/00	DAVIS, GEORGE A.	6719627	0.30	127.50

REVIEW PLEADINGS RECEIVED; CONFERENCE W/L. BECKERMAN RE: SAME.

03/13/00	DAVIS, GEORGE A. CALL RE: VITAMIN SETTLEMENT (0.4).	6728117	0.40	154.00
03/15/00	PISTILLI, JAMES FORMATTED DOCKET.	6778629	2.90	333.50
03/29/00	DAVIS, GEORGE A. REVIEW VITAMIN/EXIT FINANCING CORRESPONDENCE.	6755050	0.10	42.50
03/29/00	PISTILLI, JAMES UPDATED DOCKET.	6778665	2.90	333.50
06/02/00	DAVIS, GEORGE A. REVIEW NASDAQ INFORMATION REQUEST AND INFORMATION RE: PURCHASE BOND POSITIONS; T/C AND MEMO TO S. KATZENSTEIN AND S. BESEN RE: SAME (0.4); T/C S. KATZENSTEIN RE: REGISTRATION ISSUES (0.1).	6962018	0.50	212.50
06/06/00	DAVIS, GEORGE A. EMAILS TO S. KATZENSTEIN AND L. BECKERMAN RE: NASDAQ APPLICATION INFORMATION AND CONFIRMATION OF HOLDINGS (0.3); T/C W/J. DIRES RE: R: REGISTERED HOLDINGS TO CONFIRM RECENT TRADES ARE REFLECTED (0.2).	6964968	0.50	212.50
06/07/00	PISTILLI, JAMES UPDATED DOCKET.	6973723	1.10	126.50
06/08/00	DAVIS, GEORGE A. T/C W/SOO JIN RE: INFORMATION NEEDED FOR NASDAQ APPLICATION (0.1); REVIEW ARTICLES AND BOARD MINUTES FOR GSCP RECOVERY, INC. FOR NASDAQ APPLICATION (0.5); CORRESPONDENCE W/L. BECKERMAN AND T/C W/R. HAMWEE RE: SAME (0.2).	6973298	0.80	340.00
06/12/00	DAVIS, GEORGE A. REVIEW MATERIALS RECEIVED FROM MAPLES & CALDER; T/C W/L. BECKERMAN RE: SAME (0.2); T/C W/DALE CROWLEY RE: OFFICERS AND STOCKHOLDERS OF RECOVERY (0.1).	6974828	0.30	127.50
06/14/00	CUSUMANO, DOREEN CODE/DOCKET PLEADINGS FOR GENERAL CASE FILE.	6986477	4.00	440.00
06/23/00	PISTILLI, JAMES UPDATED DOCKET.	7029856	0.90	103.50
06/27/00	DAVIS, GEORGE A. T/C W/L. BECKERMAN RE: CHANGE OF CONTROL INFO. AND PLAN DISTRIBUTION CALCULATON FOR 13D (0.2); T/CS W/B. GRAVES (JONES DAY) AND SETH KATZENSTEIN RE: CHANGE OF CONTROL DEFINITION IN EXIT FINANCING (0.5); T/C W/B. GRAVES RE: SAME (0.2).	7005290	0.90	382.50
06/28/00	DAVIS, GEORGE A.	7009468	1.40	595.00

T/C W/B. GRAVES RE: CHANGE OF CONTROL DEFINITION (0.2);
CONFERENCE W/B. GRAVES AND CHARLES FREIDGOOD RE: CHANGE
OF CONTROL LANGUAGE; T/C W/S. KATZENSTEIN RE: SAME (0.7);
CONFERENCE CALL W/B. GRAVES AND ATTORNEY FROM STROOK RE:
CHANGE OF CONTROL LANGUAGE (0.4);

07/17/00	PISTILLI, JAMES UPDATED DOCKET.	7096207	0.90	103.50
	Grand Total		109.5	\$43,623.00

EXHIBIT C

ITEMIZED DISBURSEMENTS - 50712.0007 - PM

<u>DATE</u>	<u>NAME/ DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
11/09/99	WGM, FIRM TAXI SERVICE - LEGAL SKYLINE VOU# 01010875 CAR# 558 EAMONN MARKHAM 0244 10/19/99 FROM GM BLDG 767 5TH AVE, NY, NY 10153 TO 12 HAMILTON TERRACE, NEW YORK,, NY 10031 9:21 P.M. INV# 183763 INV DATE 10/29/99	014B	5876719	32.64
11/11/99	WGM, FIRM TAXI SERVICE - LEGAL SKYLINE VOU# 01009936 CAR# 54 EAMONN MARKHAM 0244 10/12/99 FROM GM BLDG 767 5TH AVE, NY, NY 10153 TO 12 HAMILTON TERRACE, NEW YORK,, NY 10031 8:20 P.M. INV# 183720 INV DATE 10/22/99	014B	5882917	22.44
11/15/99	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 11/01/99 TO 11/05/99	024	5889342	387.20
11/15/99	GOLDSTEIN, MARCIA L. DUPLICATING SERVICES - SPIRAL SPIRAL BINDING IN NEW YORK CITY ON 11/1/99 10:14PM 4 BINDINGS FROM UNIT A3	082	5887319	14.00
11/16/99	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 11/05/99 TO 11/16/99	024	5897215	111.20
11/17/99	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 05/27/1999 TO 11/10/1999	021	5902730	2.37
11/18/99	GOLDSTEIN, MARCIA L. MEALS-MEETINGS/CONFERENCES-NY CONFERENCE MEAL 11/5/99 GOLDSTEIN, MARCIA 14:30 #PEOPLE: 12 MEAL CODE SN INV# 42599	109A	5906266	77.94
11/19/99	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 11/15/1999 TO 11/18/1999	021	5910252	40.05
11/22/99	DAVIS, GEORGE A. LOCAL TRANSPORTATION VENDOR: WG&M LLP - PETTY CASH NY; INVOICE#: 991115; DATE: 11/22/99 NY PETTY CASH 11/15/99. G.DAVIS - PARKING, 11/13/99	011	5913589	11.00

11/22/99	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 11/18/1999 TO 11/21/1999	021	5915677	4.81
11/22/99	PISTILLI, JAMES AIR COURIER/EXPRESS MAIL FEDERAL EXPRESS NEW YORK 11/12/1999 098407613846 DESTINATION: CLERK US BANKRUPTCY COURT/DISTRICT O 824 MARKET STREET 5TH FL. WILMINGTON DE 19801	023	5911504	8.00
11/24/99	DAVIS, GEORGE A. MEALS-MEETINGS/CONFERENCES-NY CONFERENCE MEAL 11/18/99 DAVIS, GEORGE 13:02 #PEOPLE: 3 MEAL CODE LU INV# 29906	109A	5921918	69.82
11/29/99	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 11/22/1999 TO 11/24/1999	021	5925407	7.64
11/29/99	LEE, KATHLEEN POSTAGE POSTAGE NY DISK 11/12/1999	022	5929056	11.00
11/30/99	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 11/26/99 TO 11/30/99	024	5933407	46.80
11/30/99	MARKHAM, EAMONN COMPUTERIZED RESEARCH - OTHER (NY) GLOBAL SECURITIES INC - LIVEDGAR 10/7/99 USER ID WEILGT03 MARGARET JONES	075	5937689	47.36
11/30/99	MARKHAM, EAMONN COMPUTERIZED RESEARCH - OTHER (NY) DOW JONES INTERACTIVE. INV# 90106065 11/18/99 BILLING PERIOD 10/01/1999 - 10/31/1999 USER: JONES05	075A	5943678	12.77
11/30/99	WGM, FIRM FACSIMILE COPIES (OUTGOING) PAGES FAXED IN NEW YORK BETWEEN 11/18/99 TO 11/24/99	090	5942758	9.00
12/07/99	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 04/06/1999 TO 11/29/1999	021	5950349	0.73
12/09/99	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 11/30/99 TO 12/03/99	024	5956887	10.60
12/10/99	WGM, FIRM FACSIMILE COPIES (OUTGOING) PAGES FAXED IN NEW YORK BETWEEN 11/25/99 TO 12/1/99	090	5959570	25.00
12/27/99	WGM, FIRM	021	5996906	0.73

TELEPHONE
PHONECALLS MADE FROM NEW YORK 12/20/99 TO 12/22/99

12/31/99	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 12/27/99 TO 12/30/99	021	6017339	5.09
01/18/00	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 01/09/00 TO 01/14/00	024	6043836	39.60
01/18/00	PIERCE, THOMAS D. COMPUTER RESEARCH-FLA/CAL/OTHER NY COURTLINK. INV# 99-15229 10/29/99 12:43:00AM USER-ID WGM-TPI (TOM PIERCE)	074	6046286	80.52
01/28/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 1/24/00 TO 1/27/00	021	6080350	5.82
02/08/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 2/3/00 TO 2/7/00	021	6099833	1.82
02/11/00	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 01/27/00 TO 02/07/00	024	6114530	67.20
02/14/00	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 01/31/00 TO 02/11/00	024	6117529	26.60
02/17/00	DAVIS, GEORGE A. AIR COURIER/EXPRESS MAIL FEDERAL EXPRESS NEW YORK 2/4/00 077116911622 DESTINATION: RICHARD KUERSTEINER FRANKLIN RESOURCES 777 MARINERS ISLAND BLVD,. SAN MATEO CA 94404	023	6127548	12.88
02/22/00	DAVIS, GEORGE A. LOCAL TRANSPORTATION VENDOR: WG&M LLP - PETTY CASH NY; INVOICE#: 000216; DATE: 2/22/00 NY PETTY CASH 02/16/00. G.DAVIS - TAXI HOME, 02/10/00	011	6134307	5.00
02/25/00	WGM, FIRM FACSIMILE COPIES (OUTGOING) PAGES FAXED IN NEW YORK BETWEEN 2/10/00 TO 2/16/00	090	6152376	6.00
02/29/00	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 02/14/00 TO 02/25/00	024	6159346	107.20
03/07/00	DAVIS, GEORGE A. AIR COURIER/EXPRESS MAIL	023	6180347	8.24

FEDERAL EXPRESS NEW YORK 3/1/00 133220756326 DESTINATION: NY
NY 10013

03/17/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 8/13/98 TO 3/12/00	021	6197524	0.26
03/17/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 3/13/00 TO 3/16/00	021	6201155	0.73
03/17/00	DAVIS, GEORGE A. O/S MESSENGER - COURIER & TAXI CONTEMPORARY COURIER JOB #4457503 2/04/00 FROM: WGM - MESSENGER 767 5TH AVE NY NY TO: GREENWICH STREET CAPTAIN 388 GREENWICH ST NY NY INV# 329206 2/05/00	038	6197697	9.00
03/17/00	WGM, FIRM FACSIMILE COPIES (OUTGOING) PAGES FAXED IN NEW YORK BETWEEN 2/24/00 TO 3/1/00	090	6204403	24.00
03/27/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 2/4/99 TO 3/22/00	021	6234893	0.79
03/27/00	WGM, FIRM FACSIMILE COPIES (OUTGOING) PAGES FAXED IN NEW YORK BETWEEN 3/16/00 TO 3/22/00	090	6232605	2.00
04/11/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 9/30/98 TO 4/5/00	021	6272475	3.14
04/20/00	WGM, FIRM FACSIMILE COPIES (OUTGOING) PAGES FAXED IN NEW YORK BETWEEN 3/30/00 TO 4/5/00	090	6300014	30.00
04/24/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 4/17/00 TO 4/19/00	021	6309500	1.45
05/31/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 5/29/00 TO 5/31/00	021	6418031	1.09
05/31/00	SCHILLER, MIRANDA S. POSTAGE POSTAGE NY DISK 05/31/2000	022	6415702	0.55
05/31/00	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 05/25/00 TO 05/29/00	024	6413329	1.20

06/09/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 1/2/99 TO 6/4/00	021	6427219	0.73
06/09/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 6/5/00 TO 6/7/00	021	6429790	0.73
06/12/00	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 05/30/00 TO 06/01/00	024	6431305	4.20
06/12/00	WGM, FIRM FACSIMILE COPIES (OUTGOING) PAGES FAXED IN NEW YORK BETWEEN 5/25/00 TO 5/31/00	090	6436262	7.00
06/28/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 7/15/99 TO 6/21/00	021	6481925	3.40
06/30/00	RIESEL, JASON R. DOCUMENT PROCESSING DOCUMENT PROCESSING NEW YORK 06/30/2000 JOB# 49535 AUTHOR'S REVISIONS 3.01 HOUR(S), OPERATOR: CHRISTOPHER LASTRA	008	6500862	120.40
06/30/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 5/22/98 TO 6/28/00	021	6495074	21.44
06/30/00	RIESEL, JASON R. DOC. PROCESSING - PROOFREADING-TEMP DOCUMENT PROCESSING NEW YORK 06/30/2000 JOB# 49535 AUTHOR'S REVISIONS .69 HOUR(S), OPERATOR: WPTEMP14 WPTEMP14	079	6500861	20.70
07/11/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 7/6/00 TO 7/9/00	021	6506235	2.04
07/13/00	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 7/4/00 TO 7/7/00	024	6510731	0.40
07/14/00	WGM, FIRM TELEPHONE PHONECALLS MADE FROM NEW YORK 7/10/00 TO 7/12/00	021	6512060	2.13
07/14/00	RIESEL, JASON R. POSTAGE POSTAGE NY DISK 07/10/2000	022	6513171	3.86
07/14/00	WGM, FIRM DUPLICATING (FIRM)	024	6513830	4.40

PHOTOCOPIES MADE IN NEW YORK BETWEEN 6/29/00 TO 7/3/00

07/20/00	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 07/07/00 TO 07/10/00	024	6524495	16.00
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08/14/00	VIOLA, MATTHEW SERVICE FEES-EDGAR FILINGS JULY 2000 EDGAR FILING - ACCESSION NUMBER: 0000909518-00-000436, SEC FILING DATE: , NUMBER OF PAGES: 17	064B	6582564	135.00
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08/16/00	DAVIS, GEORGE A. POSTAGE POSTAGE NY DISK 08/03/2000	022	6602324	0.77
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Total Disbursements				\$1,736.48
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

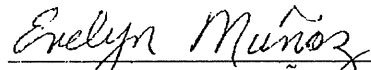
IN RE:	)	
	)	CHAPTER 11
PURINA MILL, INC., a Delaware	)	Case No. 99-3938 (SLR)
Corporation, <u>et al.</u> ,	)	Jointly Administered
Debtors.	)	

AFFIDAVIT OF SERVICE

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

EVELYN MUNOZ, being duly sworn, deposes and says:

1. Deponent is not a party to this action, is over 18 years of age and is an employee of Akin, Gump, Strauss, Hauer & Feld, L.L.P., 590 Madison Avenue, New York, New York 10022.
2. On August 25, 2000, I caused true and correct copies of the APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR APPROVAL OF REIMBURSEMENT OF COMMITTEE MEMBER EXPENSES to be served by U.S. mail, pre-paid, upon each of the parties on the service list annexed to this Affidavit as Exhibit A.



EVELYN MUÑOZ

Sworn to before me this
25 day of August 2000.



Notary Public

CHIMENE A. WILLIAMS
Notary Public State of New York
No. 01W16042370
Qualified in New York County
Commission Expires May 22, 2002

EXHIBIT A

Laura Davis Jones, Esq.
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