

Objection Deadline: September 27, 2000 at 4:00 p.m.  
Hearing Date: October 18, 2000 at 4:00 p.m.

**FILED**

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

**AUG 25 7 54 PM '00**

CLERK  
U.S. BANKRUPTCY COURT  
DISTRICT OF DELAWARE

-----X  
In re

PURINA MILLS, INC.,  
a Delaware corporation, et al.,

Debtors.

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Chapter 11

Case No. 99-3938 (SLR)

(Jointly Administered)

**NOTICE OF EIGHTH AND FINAL FEE APPLICATION**

PLEASE TAKE NOTICE that on August 28, 2000 the above-captioned debtors and debtors in possession (the "Debtors") filed and served the **Eighth Interim and Final Application of Richards, Layton & Finger, P.A. for Compensation and for Reimbursement of Expenses** (the "Application").

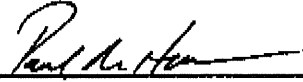
PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in writing, filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, and be served upon and received by the undersigned counsel for the Debtors on or before September 27, 2000 at 4:00 p.m.

PLEASE TAKE FURTHER NOTICE that a hearing on the Application will be held before the Honorable Sue L. Robinson, United States District Court for the District of Delaware (the "Court"), on October 18, 2000 at 4:00 p.m. (the "Hearing"). Only those objections made in writing

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and timely filed, served and received in accordance with the procedures described herein will be considered by the Court at the Hearing.

Dated: August 28, 2000  
Wilmington, Delaware



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Daniel J. DeFranceschi (No. 2732)  
Paul N. Heath (No. 3704)  
RICHARDS, LAYTON & FINGER  
One Rodney Square  
P.O. Box 551  
Wilmington, Delaware 19899  
(302) 658-6541  
Fax: (302) 658-6548

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

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

**EIGHTH INTERIM AND FINAL APPLICATION OF RICHARDS, LAYTON &  
FINGER, P.A. FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant: Richards, Layton & Finger, P.A.

Authorized to Provide Professional Services to: the above-captioned debtors and debtors-in-possession

Date of Retention: October 29, 1999

Final Period for which compensation and reimbursement are sought: October 28, 1999 through  
June 29, 2000

Amount of Compensation sought as actual, reasonable, and necessary: \$120,426.40

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$136,625.85

This is a(n):       monthly          interim         x   final application

Prior Applications Filed:

DI#	Date Filed	Period Covered	Fees	Expenses	Status
292	12/28/99	10/29/99-11/30/99	\$22,407.20	\$13,695.97	Approved
380	1/28/00	12/01/99-12/31/99	\$12,465.70	\$17,702.39	Approved
877	3/02/00	01/01/00-01/31/00	\$12,202.00	\$10,709.91	Approved
911	3/24/00	02/01/00-02/29/00	\$11,834.50	\$14,807.10	Approved
1491	4/24/00	03/01/00-03/31/00	\$12,653.00	\$17,143.74	Approved
1706	6/05/00	04/01/00-04/30/00	\$18,686.50	\$40,196.16	Approved
1900	8/07/00	05/01/00-05/30/00	\$17,694.50	\$13,840.58	Pending

\$107,943.40 \*128,095.85

Eighth Interim Application:

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Daniel J. DeFranceschi	Joined firm as associate in 1990. Member DE Bar since 1989.	\$ 260	22.2	\$ 5,772.00
Paul N. Heath	Joined firm as associate in 1999. Member DE Bar since 1998.	\$ 145	2.9	\$ 420.50
Laura B. Ahtes	Paralegal 1987, joined firm in 1999.	\$ 105	1.2	\$ 126.00
Yvonne A. Dalton	Paralegal, joined firm in 2000.	\$ 95	2.0	\$ 190.00
Michael J. Halter	Paralegal, joined firm in 2000.	\$ 95	45.6	\$ 4,104.00

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Krystal L. Johnson	Case Management Assistant. Joined firm in 1999.	\$ 50	3.5	\$ 175.00
Monica A. Molitor	Paralegal and joined firm 2000.	\$ 95	.9	\$ 85.50
Christopher M. Samis	Case Management Assistant. Joined firm in 2000.	\$ 50	4.6	\$ 230.00
Kimya M. Spencer	Case Management Assistant. Joined firm in 1997.	\$ 50	4.7	\$ 235.00
Nils A. Sundelin	Case Management Assistant. Joined firm in 2000.	\$ 50	2.7	\$ 135.00
Theresa J. Tabah	Paralegal and joined firm 2000. Prior practice as an attorney.	\$ 95	3.0	\$ 285.00
Barbara J. Witter	Case Management Assistant since 2000. Joined firm in 2000.	\$ 50	14.5	\$ 725.00

Grand Total \$ 12,483.00

Total Attorney Compensation \$ 6,192.50

Total Attorney Hours 25.10

Blended Attorney Rate \$ 246.72

Dated: August 28, 2000  
Wilmington, Delaware

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In re	)	
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PURINA MILLS, INC.,	)	
a Delaware corporation, <u>et al.</u> ,	)	Case No. 99-3938(SLR)
	)	
	)	(Jointly Administered)
Debtors.	)	

**EIGHTH AND FINAL APPLICATION OF RICHARDS, LAYTON & FINGER, P.A.  
FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated October 29, 1999 (the "Administrative Order"), Richards, Layton & Finger, P.A. ("RL&F") hereby files this Eighth and Final Application for Compensation and Reimbursement of Expenses (the "Final Application"). By this Final Application, RL&F seeks allowance of: (i) \$12,483.00 as compensation and \$8,530.00 for reimbursement of actual and necessary expenses for a total of \$21,013.00 for the eighth interim period June 1, 2000 through June 29, 2000 (the "Eighth Interim Period"); and (ii) final allowance of compensation of \$120,426.40 and reimbursement of related expenses of 136,625.85 for the period from October 28, 1999 through June

29, 2000 (the "Combined Compensation Period").<sup>1</sup> In support of this Final Application, RL&F respectfully represents as follows:

#### Background

1. On October 29, 1999 (the "Petition Date"), Purina Mills, Inc. ("Purina") and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively the "Debtors") filed their voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. The Debtors' retention of RL&F was approved effective as of the Petition Date by this Court's Order dated October 29, 1999 ("Retention Order"). The Retention Order authorized RL&F to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

3. On April 5, 2000, the Court entered an order (the "Confirmation Order") confirming the Plan. Upon the completion of the various transactions contemplated by the Plan, the Plan became effective in accordance with its terms and the Debtors emerged from chapter 11 on June 29, 2000 (the "Effective Date").

#### Compensation Paid and Its Source

4. All services for which compensation is requested by RL&F were performed for or on behalf of the Debtors.

5. Except to the extent of the retainer paid to RL&F as described in the application seeking approval of RL&F's employment by the Debtors during the period covered by

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<sup>1</sup>The Combined Compensation Period is comprised of the Eighth Interim Period and the following additional interim compensation periods for which Richards, Layton & Finger, P.A. has previously filed fee applications in these cases (collectively, the "Prior Compensation Periods"); (a) October 29, 1999 through November 30, 1999; (b) December 1, 1999 through December 31, 1999; (c) January 1, 2000 through January 31, 2000; (d) February 1, 2000 through February 29, 2000; (e) March 1, 2000 through March 31, 2000; (f) April 1, 2000 through April 30, 2000; (g) May 1, 2000 through May 30, 2000.

this Application, RL&F has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between RL&F and any other person other than the directors of RL&F for the sharing of compensation to be received for services rendered in these cases.

#### Fee Statements

6. The fee statement for the Final Period of June 1, 2000 through and including June 29, 2000 is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of RL&F's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, this Court's Order No. 32 and the Administrative Order.

#### Actual and Necessary Expenses

7. A summary of actual and necessary expenses and daily logs of expenses incurred by RL&F for the Final Period of June 1, 2000 through June 29, 2000 is attached hereto as Exhibit B. RL&F charges its bankruptcy clients \$.15 per page for photocopying expenses. RL&F also charges all of its clients \$1.00 per page for out-going facsimile transmissions. Actual long-distance carrier charges for outgoing facsimile transmissions are reflected in the long-distance telephone charges.

8. Regarding providers of on-line legal research (e.g., LEXIS and WESTLAW), RL&F charges all its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal RL&F's actual cost. RL&F is currently under contract to pay these providers a flat fee every month. For certain months the flat fee may be higher than



actual usage. For certain other months the flat fee may be lower than actual usage. Charging its clients the on-line providers' standard usage rates allows RL&F to cover adequately the monthly flat fees it must pay to these types of providers.

9. RL&F believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, RL&F believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

#### Summary of Services Rendered

10. The directors and associates of RL&F who have rendered professional services in these cases are as follows: Daniel J. DeFranceschi and Paul N. Heath. The paraprofessionals of RL&F who have provided services to these attorneys in these cases are as follows: Laura B. Ahtes, Michael J. Halter, Krystal Johnson, Monica A. Molitor, Christopher M. Samis, Kimya M. Spencer, Nils A. Sundelin and Teresa Tabah.

11. RL&F, by and through the above-named persons, has prepared and/or assisted in the preparation of various applications and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these cases, and has performed all necessary professional services which are described and narrated in detail hereinafter.

#### Summary of Services By Project

11. The services rendered by RL&F during the Final Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. The attorneys and

paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in Exhibit A attached hereto.

A. Case Administration/Miscellaneous Matters

Fees: \$3,128.00; Total Hours: 47.10

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars, communications with the U.S. Trustee, review of work in process reports, review of notices of appearance, maintaining service lists, and matters related to exclusivity to file a plan of reorganization.

B. Creditor Inquiries

Fees: \$0; Total Hours: .0

This category includes all matters related to responding to creditor inquiries.

C. Meetings

Fees: \$0; Total Hours: .0

This category includes preparing for and attending meetings with debtors, creditors' committees, individual creditors, the U.S. Trustee and co-counsel.

D. Executory Contracts/Unexpired Leases

Fees: \$130.00; Total Hours: .50

This category includes all matters related to contract and lease analysis and matters related to assumption, assignment or rejection of executory contracts and unexpired leases.

E. Automatic Stay/Adequate Protection

Fees: \$320.00; Total Hours: 2.5

This category includes all matters relating to motions to modify the automatic stay; all other types of actions where adequate protection is the central issue; issues related to effect of automatic stay on pending matters.

F. Plan of Reorganization/Disclosure Statement

Fees: \$501.00; Total Hours: 3.50

This category includes all matters relating to review, formulation, negotiation, preparation and promulgation of plans of reorganization, disclosure statements and related corporate documentation and research relating thereto.

G. Use, Sale, Lease of Assets

Fees: \$0; Total Hours: .0

This category includes all matters relating to acquisitions, dispositions and other postpetition uses of property of the estate.

H. Cash Collateral/DIP Financing

Fees: \$0; Total Hours: .0

This category includes all matters relating to negotiation and documentation of debtor in possession financing and post-confirmation financing, all cash collateral issues and related pleadings.

I. Claims Administration

Fees: \$694.00; Total hours: 3.5

This category includes all matters relating to claims administration matters and bar date matters, including claims objections and related contested matters.

J. Court Hearing

Fees: \$4,772.50; Total Hours: 22.50

This category includes all matters relating to preparation for and attendance at court hearings.

K. General Corporate/Real Estate

Fees: \$0; Total Hours: .0

This category includes all matters relating to acquisitions, dispositions and other postpetition uses of property of the estate.

L. Schedules/SOFA/U.S. Trustee Reports

Fees: \$211,50; Total Hours: 2.2

This category includes all matters relating to preparation of schedules and amendments, statements of financial affairs and amendments, operating reports and other reports required by the United States Trustee or Bankruptcy Court.

M. Employee Issues

Fees: \$0; Total Hours: .0

This category includes all matters relating to employee wages, benefits, collective bargaining issues, other employee relation matters, ERISA and retiree benefits.

N. Environmental

Fees: \$0; Total Hours: .0

This category includes all environmental matters, other than environmental aspects of the plan of reorganization.

O. Tax Issues

Fees: \$0.; Total Hours: .0

This category includes all federal and state income, property, employment, excise and other tax matters, other than the tax aspects of the plan of reorganization.

P. Litigation/Adversary Proceedings

Fees: \$55.50; Total Hours: .60

This category includes all litigation and adversary proceedings.

Q. Professional Retention/Fee Issues

Fees: \$570.00; Total Hours: 5.20

This category includes tasks related to preparing applications to retain professionals and objecting to fees of other professionals.

R. Fee Application Preparation

Fees: \$2,100.50; Total Hours: 20.20

This category includes preparation of interim and final fee applications.

S. Vendor/Suppliers

Fees: \$0; Total Hours: .0

This category includes tasks related to vendors and suppliers, including reclamation issues.

T. Non-Working Travel

Fees: \$0; Total Hours: .0

This category includes all travel time not otherwise chargeable.

U. Utilities

Fees: \$0; Total Hours: .0

This category includes tasks related to utility issues.

V. Insurance

Fees: \$0; Total Hours: .0

This category includes tasks related to insurance policies or coverage.

Valuation of Services

12. Attorneys and paraprofessionals of RL&F have expended a total of 124.3 hours in connection with this matter during the Final Period, as follows:

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>RATE</u> <u>(\$/hr.)</u>
Daniel J. DeFranceschi	22.2	260
Paul N. Heath	2.9	145

<u>PARAPROFESSIONALS</u>	<u>HOURS</u>	<u>RATE</u> <u>\$/hr.</u>
Laura B. Ahtes	1.2	105
Yvonne A. Dalton	2.0	95
Michael J. Halter	45.6	90
Krystal L. Johnson	3.5	50
Monica A. Molitor	.9	95
Christopher M. Samis	4.6	50
Kimya M. Spencer	4.7	50
Nils A. Sundelin	2.7	50
Teresa J. Tabah	3.0	95
Barbara J. Witter	14.5	50

The nature of the work performed by these persons is fully set forth in Exhibit A attached hereto.

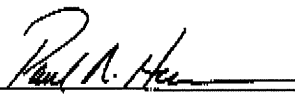
These are RL&F's normal hourly rates for work of this character.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by RL&F is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, RL&F has reviewed the requirements of Order No. 32 and believes that this Application complies with that Order.

WHEREFORE, RL&F respectfully requests that the Court enter a final order, in the form attached hereto as Exhibit C, providing (i) that for the Eighth Interim Period of June 1, 2000 through June 29, 2000, an allowance be made to RL&F in the sum of \$12,483.00 as compensation

for necessary professional services rendered, and the sum of \$8,530.00 for reimbursement of actual and necessary costs and expenses, for a total of \$21,013.00, and (ii) that all compensation and expenses sought by RL&F for all interim periods, including the Eighth Interim Period, be approved in the amount of \$120,426.40 for necessary professional services rendered and \$136,625.85 for necessary costs and expenses, and for such other and further relief as this Court may deem just and proper.

Dated: August 28, 2000  
Wilmington, Delaware

  
Daniel J. DeFranceschi (No. 2732)  
Paul Heath (No. 3704)  
RICHARDS, LAYTON, & FINGER, P.A.  
One Rodney Square  
P. O. Box 551  
Wilmington, Delaware 19899  
(302) 658-6541  
Attorneys for Debtors and Debtors-in-Possession