

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

FILED

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

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

Debtors.

Chapter 11

Case No. 99-3938 (SLR)

NOTICE OF FINAL FEE APPLICATION

PLEASE TAKE NOTICE that on August 28, 2000 the above-captioned debtors (the "Debtors") filed and served the Final Application of **Sitrick and Company, Inc. for Allowance of Compensation and Reimbursement of Expenses** (the "Final Application").

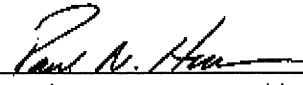
PLEASE TAKE FURTHER NOTICE that objections, if any, to the Final Application must be made in writing, filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, and be served upon and received by the undersigned counsel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

PLEASE TAKE FURTHER NOTICE that a hearing on the Final 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

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writing 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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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

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

Debtors.

Jointly Administered
Case No. 99-3938(SLR)

Chapter 11

**FINAL APPLICATION OF SITRICK AND COMPANY, INC. FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Sitrick And Company, Inc., corporate communications consultants for Purina Mills, Inc., a Delaware corporation, (the "Debtor"), as and for its **Seventh Interim Application** (the "Application") for Allowance of Compensation and Reimbursement of Expenses covering the period June 1, 2000 through June 30, 2000 (the "Application Period"), respectfully sets forth as follows:

I. Applicant's Background

1. Applicant is a strategic communications consulting firm with a specialty in crisis management and turnaround situations with its main office located at 1840 Century Park East, Suite 800, Los Angeles, California 90067 and branch offices at 675 Third Avenue, Suite 3108, New York, New York, 10017 and 1917 Windsor Road, Alexandria, Virginia 22307. Applicant has extensive experience nationwide in insolvency proceedings involving Chapter 11 cases, and out of court workouts, functioning as strategic and corporate communications consultants, or representing debtors as consultants or financial advisors.
2. Each member of Applicant's firm has brought individual specialized areas of expertise to these cases.
3. A summary schedule listing the name of each member of the Applicant who worked on these cases during the Application Period, together with their position with Sitrick And Company, Inc., the year such member joined Sitrick And Company, Inc., the hourly rate and hours worked by each member of Applicant, and the resulting fee (hourly rate times hours) is annexed hereto as Attachment B.

II. Case Background and Applicant's Retention

4. The Debtor is America's largest producer and marketer of animal nutrition products. As of October 28, 1999, the Debtor and its affiliates (collectively, the "Purina Mills Companies") operated 49 plants employing approximately 2500 employees. As of August 31, 1999, Purina Mills had approximately \$773.7 million in assets and approximately \$753.2 million in liabilities.

5. On October 28, 1999 (the "Petition Date"), the Debtor and certain of its affiliates filed with this Court separate voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Pursuant to Bankruptcy Code Section 1107 and 1108, the Debtors are continuing in possession of their properties and in the management of their businesses as debtors-in-possession. By Order dated October 29, 1999, the Debtors' separate Chapter 11 cases are being jointly administered.
6. On August 27, 1999 Sitrick And Company, Inc. was retained by Purina Mills, Inc. to provide corporate communications services.
7. On December 15, 1999, this Court entered its Order, Attachment A, the Retention Order, authorizing the retention of Sitrick And Company, Inc. nunc pro tunc to the petition date to provide corporate communication services to the Debtors.
8. Prior to the petition date, Applicant received \$333,365.50 in retainer. As of the petition date, the entire retainer had been applied to pay for services rendered and costs and expenses incurred.
9. Applicant makes this Final Application for compensation for professional services rendered and for reimbursement of actual and necessary costs and expenses incurred by Applicant from June 1, 2000 through June 30, 2000.

III. Services Rendered

10. Since its retention, Applicant has performed extensive communications and public relations services. Broadly speaking, Applicant has participated in virtually every aspect of this Chapter 11 case in providing corporate communication services to the Debtor. As noted above, Attachment B, annexed hereto, contains a summary of time and expenses analyses of Applicant's services in this Applications Period, and is incorporated herein for all purposes. Attachment C, annexed hereto, contains copies of Applicant's detailed invoices to the Debtor for the Application Period, which set forth in detail for each member of Applicant such member's time and expense charges, and daily activity summaries, and is incorporated herein for all purposes.
11. As stated above, Applicant has performed extensive communications and public relations services. Applicant's activities contribute to the continuity to the business by providing: strategic direction through consultation; stabilization of the business through drafting and distribution of press releases and internal and external communications to employees, dealers, customers and vendors; responding to media, vendor, dealer, employee and customer queries; drafting and communicating actions required to meet SEC regulations; setting up and monitoring toll-free information hotline to field questions related to the filing from vendors, employees, customers and other interested parties; draft communications for internal and external use related to specific Chapter 11 events; negotiation of pre petition debt with critical outbound trucking vendors and on-going business planning.

12. During the Application Period, Applicant's efforts contributed to the following results:

- Strategic direction
- Stabilization through internal and external communications
- Handled media, vendor, dealer customer and other interested parties queries
- Communicated actions as required to meet SEC regulations
- Monitored toll-free hotline
- On-going business and Chapter 11 related issues resolution
- Document preparation for internal and external use
- Preparation and distribution of news release to media and other audiences

13. Throughout this Chapter 11 case, Applicant has been advised by, and has worked closely with, the Company's management, bankruptcy counsel, corporate counsel and financial advisors to address and resolve the many issues the Debtor has faced.

IV. Amounts Requested

14. This application is made pursuant to Bankruptcy Code Sections 105(a) and 331, the Administrative Order.

15. All services for which interim allowance is requested were performed for and on behalf of the Debtor and its Estate, and not on behalf of any other entity or party in interest.

16. The Application seeks interim allowance of compensation for all services rendered and expenses incurred by Applicant during the Application Period. Specifically, Applicant is seeking an allowance of compensation in the total amount of \$1,422.12 representing the sum of (i) reasonable compensation for actual and necessary professional services rendered in the amount of \$1,162.50, plus (ii) reimbursement for necessary expenses actually incurred in the amount of \$259.62.

17. Applicant, pursuant to the Administrative Order, prepared monthly invoices describing, for each day of the month, the daily charge, if any, and the hours expended, a detailed account of activities, as well as out-of-pocket expenses incurred. As noted earlier copies of the monthly invoices are included as Attachment C and are incorporated herein by reference for all purposes.

18. Applicant has expended funds for necessary disbursements and expenses, in the form of airline travel, taxi fares, hotel stays, automobile rental, parking charges, meals, telephone charges, overnight delivery charges, online services expenses, and certain small miscellaneous expenses. Applicant believes that each expense incurred in the Application Period was a necessary cost, and has been reasonably incurred in conjunction with Applicant's services. A summary of such expenses is annexed hereto as Attachment D.

19. Applicant does not charge for computer usage or for incoming facsimiles. Telephone charges are billed at cost and outgoing facsimile charges are billed at \$1.00 per page.

V. Compensation

20. During the period covered by this Application, Applicant has submitted an invoice totaling \$1,422.12 consisting of fees of \$1,162.50 and expenses totaling \$259.62.

VI. Other Information

21. There is no agreement or understanding between the Applicant and any other party for the sharing of compensation requested in the Application.
22. Applicant is seeking interim allowance of all compensation for services rendered and reimbursement of expenses incurred in the Application Period.
23. Applicant respectfully submits that the services rendered to the Debtor in this case have been of great value and benefit to the Debtor's estate.

Wherefore, in accordance with the foregoing, Applicant respectfully requests compensation for services rendered totaling \$1,162.50 and reimbursement for expenses incurred totaling \$259.62 as corporate communications consultants for the Debtor in connection with this case in the total amount of \$1,422.12 during the Application Period as set forth more fully in the Application.

Dated: August 24, 2000
Los Angeles, California

Sitrick And Company, Inc.
Corporate Communications Consultants
For the Debtors and Debtors-in-Possession

By 

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