

Objection Deadline: 8/10/00 @ 4:00 p.m.
Hearing Date: Negative Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that on July 21, 2000, the above captioned debtors and debtors in possession (the "Debtors") filed and served the **Application for Compensation and Reimbursement of Expenses of William M. Mercer, Inc. for the Period June 1, 2000 through June 30, 2000** (the "Interim 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 on or before 4:00 p.m. on August 10, 2000.

PLEASE TAKE FURTHER NOTICE that if no objections to the Application are timely filed and served in accordance with the procedures described herein, the Court may enter an Order granting the relief requested without further notice or hearing. If an objection is properly filed and served and such objection is not otherwise resolved, or the Court determines that a hearing should be held in respect of the Application, a hearing will be scheduled at a time convenient to the

Court. Only those objections made in writing and timely filed and received in accordance with the procedures described herein will be considered by the Court at such hearing.

Dated: July 21, 2000
Wilmington, Delaware

A handwritten signature in black ink, appearing to read 'D.J. DeFranceschi', written over a horizontal line.

Daniel J. DeFranceschi (No. 2732)

Paul N. Heath (No. 3704)

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Attorneys Debtors and Debtors-in-Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Purina Mills, Inc.,
A Delaware corporation, et al.,

Debtor(s)

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Jointly Administered
Case No. 99-39-38

APPLICATION FOR COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES

Name of Applicant: William M. Mercer, Inc.

Authorized to Provide
Professional Services to: Purina Mills, Inc.

Date of Retention: October 28, 1999

Period for which compensation
and reimbursement is sought: June 1, 2000 through June 30, 2000

Amount of Compensation requested: \$ 39,316.50

Amount of Expense Reimbursement
Requested: \$ -0-

This is an: X interim final application.

The total time expended for the preparation of this application is approximately 205.2

and the corresponding compensation requested is approximately \$ 39,316.50

If this is not the first application filed, disclose the following for each prior application:

<u>Date Filed</u>	<u>Period Requested Covered</u>	<u>Fees, Expenses</u>	<u>Approved Fees, Expenses</u>
12/27/99	10/28/99-11/30/99	\$89,726, \$3,005.75	\$89,726, \$3,005.75
1/15/00	12/1/99-12/31/99	\$49,939.50, -0-	\$49,939.50, \$ N/A
2/15/00	1/1/00-1/31/0	\$42,199, -0-	\$42,199, \$ N/A
3/15/00	2/1/00-2/29/00	\$39,967, -0-	\$39,967, \$ N/A
4/15/00	3/1/00-3/31/00	\$67,003.50, -0-	\$67,003.50, \$N/A
5/15/00	4/1/00-4/30/00	\$73,510.50, -0-	\$73,510.50, \$N/A
6/15/00	5/1/00-5/31/00	\$29,669.00, -0-	\$_____, \$_____
7/14/00	6/1/00-6/30/00	\$39,316.50, -0-	\$_____, \$_____

431,331 total

Attachment B

Name of Professional Individual	Position with the applicant, number of years in that position, prior relevant experience, area of expertise	Hourly billing rate	Hours	Total Billed	Total Compensation
Jim Gorman	Principal & Client Manager, 10 months with Mercer, 20 years in employee benefits, human resources and labor relations both from a corporate environment and major employee benefit consulting perspective	430	5.2	2,236.00	2,236.00
David Slavney	Communications Practice Leader, with Mercer for six years	450	10.5	4,725.00	4,725.00
Pam Coffin	Principal, Retirement Consultant, fifteen years with Mercer, JD Degree	350	1.5	525.00	525.00
Adrianne Flournoy	Assistant to Retirement Department employed by Mercer for two years	100	2.5	250.00	250.00
Angie Castro	Healthcare department analyst, with two years with Mercer.	135	2.5	337.50	337.50
Ann Bremehr	Fellow of the Society of Actuaries (FSA) Over 20 years experience working on pension and other retirement plan administration	320	26.3	8,416.00	8,416.00
Glynda Lavelle	Pension Department Analyst, with Mercer nine years.	135	48.8	6,588.00	6,588.00
Cindy Stubits	Administrative Assistant, with Mercer three years.	100	2.1	210.00	210.00
Lisa Scott	Pension Department Analyst, with Mercer one year.	135	0.5	67.50	67.50
Sharon Harmon	Pension Department Analyst, with Mercer two years.	110	21.7	2,387.00	2,387.00
Barbara Myers	Administrative Assistant, with Mercer for two years	100	1.5	150.00	150.00
Chris Trower	Administrative Assistant for the Retirement Department, employed by Mercer for four years	100	3.4	340.00	340.00
Jeff Davis	Principal & Client Manager, 1 year with Mercer, 20 years in benefits consulting to large employees	0	0	-	-
Tina Manley	Consultant, five years with Mercer, MBA degree, Certified Employee Benefit Specialist designation, twelve years experience in healthcare consulting	20	9.8	2,450.00	2,450.00
Steve Douglas	Principal & Healthcare Practice Leader, CPA, with Mercer six years, 13 years in benefits industry	350	3	1,050.00	1,050.00

Elizabeth McKie	Communications Consultant, Attorney, with Mercer three years	275	0.5	137.50	137.50
Judy Dykes	Communications Department Consultant, with Mercer three years	230	13	2,990.00	2,990.00
Daniel Seaberg	Communications Department Technical Writer, with Mercer one year	130	40.1	5,213.00	5,213.00
Micah Lynn Oasem	Communications Department, Administrative Assistant, with Mercer one year	100	0.7	70.00	70.00
Sandy Swanson	Communications Department, Administrative Assistant, with Mercer one year	145	2.2	319.00	319.00
Susan Kessler-Skla	Communications Department Technical Writer/Editor, with Mercer 2 years	200	2	400.00	400.00
Steven Shorley	Communications Department, Technical Support Staff, with Mercer 1 year	90	2	180.00	180.00
David Shaw	Principal, Retirement Practice, FSA, with Mercer 16 years	350	0.2	70.00	70.00
Cindy Jaffe	Administrative Assistant, Group Benefits Department, with Mercer 1 year	100	0.2	20.00	20.00
Mercer Wash. DC	Legislative information resource center	37	5	185.00	185.00
Total			205.2	39,316.50	39,316.50
Blended Hourly Rate		192			

WILLIAM M. MERCER
TIME CHARGES AND EXPENSES
June 1, 2000 through June 30, 2000

**Transition of Purina Pension and SERP/CAP Work
from Koch Industries to Purina and On-going
Administration**

Date of Service	Provider of Consulting	Description of Service	Time In Minutes	Time In Hours	Time Charge	Hourly Rate
06/01/2000	Ann Bremehr	Discussion w/ J. Gough, Asset Study, PBGC filing	72.00	1.20	384.00	320.00
06/01/2000	Sharon Hammon	Reading retirement calculation	12.00	0.20	22.00	110.00
06/01/2000	Sharon Hammon	Checking pension set-up forms	48.00	0.80	88.00	110.00
06/01/2000	Ann Bremehr	Review transition valuation	30.00	0.50	160.00	320.00
06/02/2000	Jim Gorman	Meeting w/ J. Gough, CAP plan, FAS 87 calculation	60.00	1.00	430.00	430.00
06/02/2000	Sharon Hammon	Logging pension elections	12.00	0.20	22.00	110.00
06/02/2000	Ann Bremehr	Review data/plans for needed items	30.00	0.50	160.00	320.00
06/05/2000	Glynda Lavelle	Data changes for transition	60.00	1.00	135.00	135.00
06/05/2000	Ann Bremehr	Prepare data questions	150.00	2.50	800.00	320.00
06/06/2000	Sharon Hammon	Calculations: Read, Crutcher	60.00	1.00	110.00	110.00
06/06/2000	Glynda Lavelle	Peer review calculations	96.00	1.60	216.00	135.00
06/06/2000	Glynda Lavelle	CAP valuation, data entry, review A. Bremehr letter	300.00	5.00	675.00	135.00
06/06/2000	Ann Bremehr	Review questions with Glynda Lavelle	30.00	0.50	160.00	320.00
06/07/2000	Glynda Lavelle	Valuation for Year 2000, transfer 1999 data	132.00	2.20	297.00	135.00
06/07/2000	Ann Bremehr	Response to PBG on 1999 premium payment	72.00	1.20	384.00	320.00
06/07/2000	Glynda Lavelle	CAP valuation	60.00	1.00	135.00	135.00
06/07/2000	Ann Bremehr	Recalculate Zerbe benefit and lump sum	102.00	1.70	544.00	320.00
06/08/2000	Barb Meyers	Forms merge: Crutcher	30.00	0.50	50.00	100.00
06/08/2000	Chris Trower	Revised & finalized PBGC letter, distributed	72.00	1.20	120.00	100.00
06/08/2000	Sharon Hammon	Calculations reads, reviewed: Crutcher, Sweet, Phillips	168.00	2.80	308.00	110.00
06/08/2000	Ann Bremehr	Review calculations	48.00	0.80	256.00	320.00
06/08/2000	Ann Bremehr	Finalize review of valuation	120.00	2.00	640.00	320.00
06/08/2000	Ann Bremehr	Finalize data question	30.00	0.50	160.00	320.00
06/08/2000	Ann Bremehr	Plan document review	36.00	0.60	192.00	320.00
06/08/2000	Ann Bremehr	Review valuation assumptions/procedures	90.00	1.50	480.00	320.00
06/09/2000	Sharon Hammon	Actuarial increase, calculations, form preparation	120.00	2.00	220.00	110.00
06/09/2000	Ann Bremehr	Check late retirement calculation	30.00	0.50	160.00	320.00
06/12/2000	Jim Gorman	Preparation of monthly invoice to court	240.00	4.00	1,720.00	430.00
06/12/2000	Barb Meyers	Correspondence merge	12.00	0.20	20.00	100.00
06/12/2000	Glynda Lavelle	Data corrections '99 to 2000	168.00	2.80	378.00	135.00
06/12/2000	Ann Bremehr	Exhibit for SERP, discuss with J. Gough	60.00	1.00	320.00	320.00
06/13/2000	Glynda Lavelle	Review 2000 data	30.00	0.50	67.50	135.00
06/13/2000	Glynda Lavelle	CAP active employees, data corrections, spouse benefit entry review & load data	300.00	5.00	675.00	135.00
06/13/2000	Steve Shortley	CAP data entry	60.00	1.00	90.00	90.00
06/13/2000	Glynda Lavelle	SERP form	30.00	0.50	67.50	135.00
06/13/2000	Lisa Scott	Letter re: ERP plan values	30.00	0.50	67.50	135.00
06/13/2000	Ann Bremehr	SERP exhibits	42.00	0.70	224.00	320.00
06/13/2000	Chris Trower	Set-up merge letters	102.00	1.70	170.00	100.00
06/14/2000	Glynda Lavelle	Load pay fields into data, correct data discrepancies, data research	210.00	3.50	472.50	135.00
06/14/2000	Glynda Lavelle	CAP valuation, add spouse data, rerun, check rerun	150.00	2.50	337.50	135.00
06/14/2000	Glynda Lavelle	Finalize form	42.00	0.70	94.50	135.00
06/15/2000	Cindy Stubbitts	Weekly filing	12.00	0.20	20.00	100.00
06/15/2000	Sharon Hammon	Drafting letters for file request, review K. Fishero response	188.00	2.80	308.00	110.00
06/16/2000	William M. Mercer Washington D	Legislative information response	300.00	5.00	185.00	37.00
06/16/2000	Sharon Hammon	Information request letter to K. Fishero	60.00	1.00	110.00	110.00
06/16/2000	Ann Bremehr	Check CAP test lives	132.00	2.20	704.00	320.00
06/19/2000	Glynda Lavelle	CAP valuation, multiple data entries, program multiple dates of retirement	390.00	6.50	877.50	135.00
06/19/2000	Ann Bremehr	CAPA data questions	60.00	1.20	384.00	320.00
06/20/2000	Judy Dykes	Peer review 401(k) SPD	60.00	1.00	230.00	230.00

Date of Service	Provider of Consulting	Description of Service	Time In Minutes	Time In Hours	Time Charge	Hourly Rate
06/20/2000	Glynda Lavelle	CAP valuation, corrections to multiple retirement dates, liability projection	420.00	7.00	945.00	135.00
06/20/2000	Ann Bremehr	Check active test lives, identify problems with inactives, check final results	168.00	2.80	896.00	320.00
06/21/2000	Glynda Lavelle	run CAP at 8% + insurance	30.00	0.50	67.50	135.00
06/21/2000	Ann Bremehr	Review 8% numbers, create letters	102.00	1.70	544.00	320.00
06/21/2000	David Shaw	Review letter	12.00	0.20	70.00	350.00
06/22/2000	Ann Bremehr	Letter, answer peer review questions	42.00	0.70	224.00	320.00
06/22/2000	Chris Trower	Faced, copied letters	30.00	0.50	50.00	100.00
06/23/2000	Cindy Stubbits	Weekly filing	12.00	0.20	20.00	100.00
06/23/2000	Pam Coffin	Plan document issues	12.00	0.20	70.00	350.00
06/23/2000	Ann Bremehr	Review plan document changes, respond to J. Gough	42.00	0.70	224.00	320.00
06/26/2000	Sharon Hammon	Check: Rios, Greenfield	30.00	0.50	55.00	110.00
06/26/2000	Sharon Hammon	Letter: Read, file documentation	90.00	1.50	165.00	110.00
06/27/2000	Pam Coffin	Response to plan document questions	12.00	0.20	70.00	350.00
06/27/2000	Ann Bremehr	Discussion w/ J. Gough re: plan amendments	30.00	0.50	160.00	320.00
06/27/2000	Pam Coffin	Review of revised amendments from attorneys	48.00	0.80	280.00	350.00
06/27/2000	Glynda Lavelle	Correct data discrepancies	120.00	2.00	270.00	135.00
06/27/2000	Sharon Hammon	Letter: Greenfield, Call to K. Fishero	36.00	0.60	66.00	110.00
06/28/2000	Ann Bremehr	Responding to questions from G. Lavelle	48.00	0.80	256.00	320.00
06/28/2000	Glynda Lavelle	Identifying data problems, correcting data, updating 2000 valuation	390.00	6.50	877.50	135.00
06/28/2000	Sharon Hammon	Preparing, printing 14 calculations, completing 6 vt calculations; Dunbar, Phillips	180.00	3.00	330.00	110.00
06/28/2000	Sharon Hammon	Call from K. Fishero	18.00	0.30	33.00	110.00
06/28/2000	Sharon Hammon	Loggin of calculation information	30.00	0.50	55.00	110.00
06/29/2000	Sharon Hammon	Prepare 5 calculations	90.00	1.50	165.00	110.00
06/29/2000	Barb Meyers	Salary history entries: Wentworth, Thomas	48.00	0.80	80.00	100.00
06/30/2000	Cindy Stubbits	Weekly filing, monthly organization	60.00	1.00	100.00	100.00
06/30/2000	Sharon Hammon	Calculations on Barreda & McDon	60.00	1.00	110.00	110.00
06/30/2000	Sharon Hammon	Response from K. Fishero, data modification, follow-up with K. Fishero	120.00	2.00	220.00	110.00
Monthly Total:			7,028.00	117.00	21,233.50	

WILLIAM M. MERCER
TIME CHARGES AND EXPENSES
June 1, 2000 through June 30, 2000

**Implementation & Transition of Purina Mills
HealthCare and Life Insurance Benefit Program and
Benefit Communications**

Date of Service	Provider of Consulting	Description of Service	Time In Minutes	Time In Hours	Time Charge	Hourly Rate
06/01/2000	Adrienne Flournoy	Ran billing reports	12.00	0.20	20.00	100.00
06/02/2000	Cindy Stubits	Filing of Purina documents	12.00	0.20	20.00	100.00
06/02/2000	Angie Castro	Completing data file, reorganizing, consolidating older files, sending off site	42.00	0.70	94.50	135.00
06/02/2000	Judy Dykes	Coordinating 401(k) summary plan description work distribution	60.00	1.00	230.00	230.00
06/02/2000	Elizabeth McKle	Review plan documentation, discuss staffing issues	30.00	0.50	137.50	275.00
06/02/2000	Micah Lynn Qasem	photo copying	42.00	0.70	70.00	100.00
06/02/2000	Cindy Stubits	Weekly filing	12.00	0.20	20.00	100.00
06/03/2000	Adrienne Flournoy	Prepare May invoice	42.00	0.70	70.00	100.00
06/07/2000	Cindy Stubits	Filing of Purina documents	18.00	0.30	30.00	100.00
06/07/2000	Judy Dykes	Briefing and organizing writer to begin project	60.00	1.00	230.00	230.00
06/07/2000	Daniel Seaberg	Reviewing 401(k) plan information	30.00	0.50	65.00	130.00
06/08/2000	Daniel Seaberg	Drafting savings plan SPD	240.00	4.00	520.00	130.00
06/08/2000	Daniel Seaberg	Meeting to discuss 401(k) SPD	30.00	0.50	65.00	130.00
06/09/2000	Tina Manley	Follow-up discussion on FSA w/ K. Fishero	18.00	0.30	75.00	250.00
06/09/2000	Daniel Seaberg	Drafting retirement program SPD	222.00	3.70	481.00	130.00
06/12/2000	Daniel Seaberg	Drafting savings plan SPD	420.00	7.00	910.00	130.00
06/13/2000	David Slavney	General survey planning	30.00	0.50	225.00	450.00
06/13/2000	Jim Gorman	Discussing w/ J. Gough on dealer survey piece	12.00	0.20	86.00	430.00
06/13/2000	Daniel Seaberg	Drafting savings plan SPD	432.00	7.20	936.00	130.00
06/13/2000	Adrienne Flournoy	Finalize May invoice	36.00	0.60	60.00	100.00
06/14/2000	Daniel Seaberg	Drafting savings plan SPD	150.00	2.50	325.00	130.00
06/15/2000	Angie Castro	Discussions and research concerning LTD participation requirements, life insurance and LTD rates	108.00	1.80	243.00	135.00
06/15/2000	Steven Shorley	LTD premium waiver review	60.00	1.00	90.00	90.00
06/15/2000	Tina Manley	Full review of LTD and life insurance policies	360.00	6.00	1,500.00	250.00
06/15/2000	Tina Manley	Follow-up with Principal Life re: life ins. & LTD policies and transition issues	180.00	3.00	750.00	250.00
06/16/2000	Tina Manley	Continued follow-up with Principal Life re: life & LTD policies	30.00	0.50	125.00	250.00
06/20/2000	David Slavney	Meeting w/ J. Gough on survey elements	60.00	1.00	450.00	450.00
06/21/2000	Steve Douglas	Meeting w/ K. Fishero re: Principal Life life insurance and LTD policies and contracts	120.00	2.00	700.00	350.00
06/21/2000	Judy Dykes	Peer review 401(k) SPD	180.00	3.00	690.00	230.00
06/23/2000	Daniel Seaberg	Revised 401(k) SPD	270.00	4.50	585.00	130.00
06/23/2000	Judy Dykes	Review changes to 401(k) SPD	60.00	1.00	230.00	230.00
06/25/2000	Daniel Seaberg	Revised retirement plan SPD	210.00	3.50	455.00	130.00
06/26/2000	David Slavney	Discussion of survey topics with health care leader S. Douglas, draft survey	210.00	3.50	1,575.00	450.00
06/26/2000	Judy Dykes	Peer review modifications to 401(k) SPD, preparation of final version for release	300.00	5.00	1,150.00	230.00
06/26/2000	Sandy Swanson	Revise table of contents for 401(k) SPD	12.00	0.20	29.00	145.00
06/26/2000	Daniel Seaberg	Revise retirement savings plan SPD	210.00	3.50	455.00	130.00
06/26/2000	Cindy Jaffe	Create files	12.00	0.20	20.00	100.00
06/27/2000	David Slavney	Finalize survey draft, solicit comments	60.00	1.00	450.00	450.00
06/27/2000	Susan Kessler-Skla	Review survey price data processing, call w/ D. Slavney	120.00	2.00	400.00	200.00
06/27/2000	Judy Dykes	Coordinating document changes w/ David Slavney	60.00	1.00	230.00	230.00
06/27/2000	Sandy Swanson	Proof reading retirement savings plan SPD	120.00	2.00	290.00	145.00
06/27/2000	Adrienne Flournoy	Document preparation for meeting w/ Jeff Gough	60.00	1.00	100.00	100.00
06/27/2000	Daniel Seaberg	Final revisions to retirement savings plan	192.00	3.20	416.00	130.00
06/28/2000	David Slavney	Draft survey productions, meeting to review final draft	90.00	1.50	675.00	450.00
06/28/2000	Steve Douglas	Final survey draft meeting	60.00	1.00	350.00	350.00

Date of Service	Provider of Consulting	Description of Service	Time In Minutes	Time In Hours	Time Charge	Hourly Rate
06/28/2000	Pam Coffin	Questions re: COBRA administration and short-term disability	18.00	0.30	105.00	350.00
06/28/2000	David Slavney	Final review of SPD, delivery to Jeff Gough	90.00	1.50	675.00	450.00
06/29/2000	David Slavney	Draft survey cover memo, revise survey from comments	90.00	1.50	675.00	450.00
Monthly Total:			5,292.00	88.20	18,083.00	