

Inc. is a member of the UCC. Attorneys believe this does not form the basis of any conflict, or potential conflict of interest in this matter. Prior to the formation of the UCC, Attorneys represented Kraft Foods and Nestle, USA at the hearing on the First Day Orders. Additionally, the Firm and its members and associates do not hold or represent or have any connection with the United States Trustee or any person employed in the office of the United States Trustee, except that Chris W. Pierce was previously hired by the Office of the United States Trustee as an expert witness in an unrelated matter. Mr. Pierce's involvement in this unrelated matter concluded several months ago.

6. The Firm, its members, and its associates do not hold any interest adverse to the above-entitled estate.

7. The Firm, its members, and its associates have not shared or agreed to share compensation with any other entity.

8. The Firm was hired on February 14, 2001, and received no retainer.

9. In general, the professional services the Firm is to render as local counsel are as follows:

a. To represent and to render legal advice to the UCC and its counsel, Pepper Hamilton, LLP regarding all aspects of this bankruptcy case, including, without limitation, any issues related to the continued operation of Debtor's business, meetings of creditors, claims

objections, adversary proceedings, plan confirmation and all hearings before this Court;

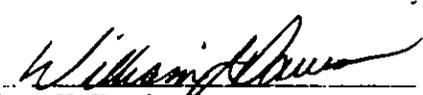
b. To prepare on behalf of the UCC in conjunction with Pepper Hamilton LLP necessary answers, motions, applications, orders, reports and other legal papers;

c. To perform any other legal services for the UCC as deemed appropriate.

10. The Official Committee of Unsecured Creditors desire to employ said Firm at the rate of \$275.00 for William F. Davis, Esq., \$175.00 for Chris W. Pierce, Esq., \$150.00 for Mary Kay

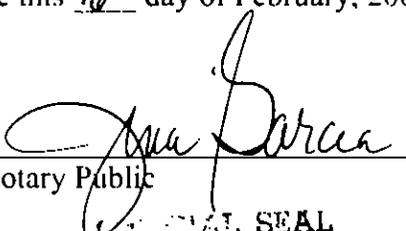
paralegal time, plus costs, expenses and applicable taxes, as set forth in the retainer agreement attached as Exhibit A to the Official Committee of Unsecured Creditors Motion to Employ Attorneys

11. With regard to the "Accounting Services" proposed to be provided pursuant to the Retainer Agreement, Davis & Pierce, P.C. employs Diane Miles-Kazimiroff as a salaried business manager for the Firm of Davis & Pierce, P.C. Ms. Miles-Kazimiroff has an accounting degree, and has successfully completed all portions of the Certified Public Account Exam, but has not completed the public accounting experience requirements due to her employment with the Firm. Ms. Miles-Kazimiroff has worked for the Firm of Davis & Pierce, P.C. since 1990, and has extensive experience in the preparation of Operating Reports, Fee Applications, distributions to unsecured creditors, and other reporting requirements of Chapter 11 Debtors-in-Possession. Ms. Miles-Kazimiroff's services are generally of a paralegal nature, in that she assists with the preparation of required court documents, and supporting exhibits, rather than providing books and accounting for the day to day operations of the Debtor. As stated above, Ms. Miles-Kazimiroff is a salaried employee of Davis & Pierce, P.C., and receives no direct compensation from any client.


William F. Davis, Esq.

SUBSCRIBED AND SWORN to before me this 16th day of February, 2001, by William F. Davis.

MY COMMISSION EXPIRES:
06/30/01


Notary Public
NOTARIAL SEAL
JANA GARCIA
NOTARY PUBLIC STATE OF NEW MEXICO
My Commission Expires 06/30/01

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