

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

PROOF OF CLAIM



607282

Bar Date Ref # 2-NVM-73069

In re **Fleming Companies, Inc , et al ,** Case Number **03-10945 (MFW)**

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A "request for payment of an administrative expense may be filed pursuant to 11 U S C § 503

Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach copy of statement giving particulars

Check box if you have never received any notices from the bankruptcy court in this case

Check box if this address differs from the address on the envelope sent to you by the court

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again

Name of Creditor and Address

0354653607282

Cabaniss Johnston Gardner Dumas & O'Neal
PO Box 830612
Birmingham AL 35233 0612

Creditor Telephone Number **(205) 716-5200**

CREDITOR TAX ID #

63-0034500

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Client number 7185

Check here replaces or amends if this claim

a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (describe briefly)
- Retiree benefits as defined in 11 U S C § 1114(a)
- Wages salaries and compensation (Fill out below)

Your social security number _____

Unpaid compensation for services performed from _____ to _____ (date) (date)

regular services

2 DATE DEBT WAS INCURRED

prior to 4/1/03

3 IF COURT JUDGMENT DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 19,432.71 (unsecured)

\$ _____ (secured)

\$ _____ (unsecured priority)

\$ 19,432.71 (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below

Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges

5 SECURED CLAIM

Check this box if your claim is secured by collateral (including a right of setoff)

Brief description of collateral

- Real Estate
- Motor Vehicle
- Other _____

Value of collateral \$ _____

Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim

Specify the priority of the claim

- Wages salaries or commissions (up to \$4 650*) earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor's business whichever is earlier 11 U S C § 507(a)(3)
- Contributions to an employee benefit plan 11 U S C § 507(a)(4)
- Up to \$2 100* of deposits toward purchase lease or rental of property or services for personal family or household use 11 U S C § 507(a)(6)
- Alimony maintenance or support owed to a spouse former spouse or child 11 U S C § 507(a)(7)
- Taxes or penalties owed to governmental units 11 U S C § 507(a)(8)
- Other Specify applicable paragraph of 11 U S C § 507(a) _____

Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

8 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments mortgages security agreements and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available explain If the documents are voluminous attach a summary

9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4 00 p m , September 15, 2003, Pacific Daylight Time

BY MAIL TO
Bankruptcy Management Corporation
P O BOX 900
El Segundo CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo CA 90245

THIS SPACE FOR COURT USE ONLY

AUG 29 2003
BMC

DATE SIGNED

8/22/03

SIGN and print the name and title, if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)

C S Mc Givaren, Jr.
Partner

Fleming Companies Claim



07138

Penalty for presenting fraudulent claim is a fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 AND 3571

See Other Side For Instructions

CABANISS JOHNSTON GARDNER, DUMAS & O NEAL

2001 PARK PLACE TOWER SUITE 700
BIRMINGHAM ALABAMA 35203

63 0034530

(205) 716 5200

MR WILLIAM C MEE, VICE PRESIDENT
SHARED SERVICES - REAL ESTATE
FLEMING COMPANIES, INC
1945 LAKEPOINTE DRIVE
P O BOX 299013
LEWISVILLE, TX 75029

MARCH 12, 2003
FLEMING COMPANIES, INC

INVOICE NO 2003030748
FILE NO 007185-00014 011

RE WAVERLY SQUARE LIMITED PARTNERSHIP VS FLEMING

PREVIOUS BALANCE	\$	368 08
FEES FOR PROFESSIONAL SERVICES THROUGH 02/28/2003	\$	376 50
EXPENSE ADVANCES THROUGH 02/28/2003	\$	2 72
		<hr/>
NET BALANCE THIS STATEMENT	\$	<u>379.22</u>
TOTAL DUE	\$	<u>747.30</u>

----- SERVICES SUMMARY -----

CSM	20	HOURS AT	225 00	=	45 00
JMG	1 70	HOURS AT	195 00	=	331 50

PLEASE RETURN REMITTANCE COPY WITH PAYMENT
P O BOX 830612, BIRMINGHAM, AL 35283-0612

CABANISS JOHNSTON GARDNER DUMAS & O NEAL

2001 PARK PLACE TOWER SUITE 700

BIRMINGHAM ALABAMA 35203

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FLEMING COMPANIES, INC

MARCH 12, 2003

INVOICE NO 2003030748
FILE NO 007185-00014 011

RE **WAVERLY SQUARE LIMITED PARTNERSHIP VS FLEMING**

<u>DATE</u>	<u>ATTY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
02/12/2003	JMG	TELEPHONE CONFERENCE WITH DUTCH OIL'S ATTORNEY, E-MAIL TO AND FROM BILL MEE	40
02/21/2003	JMG	TELEPHONE CALL FROM DUTCH OIL'S ATTORNEY, TELEPHONE CONFERENCE WITH BILL MEE'S OFFICE, REVIEW FAX FROM DUTCH OIL'S ATTORNEY AND CLOSING DOCUMENTS	20
02/24/2003	CSM	CLOSING TERMS AFFECTING FLEMING	20
02/24/2003	JMG	TELEPHONE CONFERENCE WITH BILL MEE RE STATUS, FURTHER ACTION NEEDED, LETTER TO DUTCH OIL'S ATTORNEY	60
02/26/2003	JMG	E-MAIL FROM JIM MOZINGO RE SALE OF SHOPPING CENTER, E-MAILS FROM BILL SANDLINGER (AEGON) AND BILL COLBERT (DUTCH OIL), E-MAILS TO AND FROM BILL MEE RE CONSENT TO TRANSFER OF INSURANCE PROCEEDS	30
02/28/2003	JMG	REVIEW CORRESPONDENCE AND ENCLOSURES FROM JIM MOZINGO AND BILL COLBERT RE SALE OF SHOPPING CENTER, LETTER TO BILL MEE	20
TOTAL FEES			\$ 376 50

CABANISS, JOHNSTON GARDNER, DUMAS & O NEAL

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MARCH 12, 2003

INVOICE NO 2003030748
FILE NO 007185-00014 011

RE **WAVERLY SQUARE LIMITED PARTNERSHIP VS FLEMING**

<u>DATE</u>	<u>EXPENSE NAME</u>	<u>AMOUNT</u>
SUMMARY	TELEPHONE	83
SUMMARY	TELECOPY	39
SUMMARY	COPIES	1 50
		<hr/>
	TOTAL EXPENSES	\$ 2 72
	TOTAL FEES PLUS EXPENSES	\$ <u>379.22</u>

CABANISS JOHNSTON GARDNER DUMAS & O NEAL

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LEWISVILLE, TX 75029

AUGUST 11, 2003
FLEMING COMPANIES, INC

INVOICE NO 2003082529
FILE NO 007185-00014 011

RE **WAVERLY SQUARE LIMITED PARTNERSHIP VS FLEMING**

PREVIOUS BALANCE	\$	379 22
FEEES FOR PROFESSIONAL SERVICES THROUGH 04/01/2003	\$	493 50
EXPENSE ADVANCES THROUGH 04/01/2003	\$	39 68
		<hr/>
NET BALANCE THIS STATEMENT	\$	<u>533.18</u>
TOTAL DUE	\$	<u>912.40</u>

----- SERVICES SUMMARY -----

CSM	20	HOURS AT	225 00	=	45 00
JMG	2 30	HOURS AT	195 00	=	448 50

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FLEMING COMPANIES, INC

AUGUST 11, 2003

INVOICE NO 2003082529
FILE NO 007185-00014 011

RE **WAVERLY SQUARE LIMITED PARTNERSHIP VS FLEMING**

<u>DATE</u>	<u>ATTY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
03/06/2003	JMG	E-MAILS FROM AND TO BILL SINDLINGER (AEGON), TELEPHONE CONFERENCE WITH BILL COLBERT (DUTCH OIL'S ATTORNEY)	20
03/10/2003	JMG	E-MAILS FROM BILL COLBERT, REVIEW CORRESPONDENCE FROM DEWITT HICKS AND PROPOSED CONTRACT WITH P E LAMOREAUX, REVIEW AND SIGN APPROVAL LETTER TO AEGON RE TRANSFER OF INSURANCE PROCEEDS, LETTER TO BILL MEE	60
03/11/2003	CSM	CONFERENCE WITH JMG RE CONTRACT FOR RE- MEDIATION	20
03/11/2003	JMG	CONFERENCE WITH CSM RE STATUS, REVIEW REVISED REMEDICATION CONTRACT WITH P E LAMOREAUX, TELEPHONE CALL FROM DEWITT HICKS, E-MAIL FROM BILL SINDLINGER, E-MAIL TO BILL MEE	50
03/17/2003	JMG	REVIEW LETTER FROM DEWITT HICKS	10
03/24/2003	JMG	TELEPHONE CALL FROM DEWITT HICKS, TELEPHONE CALL TO BILL MEE'S OFFICE	10
03/26/2003	JMG	TELEPHONE CONFERENCE WITH BILL MEE, FAX LETTER TO BRIAN LAKE RE STATUS, TELEPHONE CALLS TO JIM MOZINGO'S, DEWITT HICKS'S OFFICES, E-MAIL FROM MOZINGO	80

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FLEMING COMPANIES, INC

AUGUST 11, 2003

INVOICE NO 2003082529
FILE NO 007185-00014 011

RE **WAVERLY SQUARE LIMITED PARTNERSHIP VS FLEMING**

TOTAL FEES **\$ 493 50**

<u>DATE</u>	<u>EXPENSE NAME</u>	<u>AMOUNT</u>
SUMMARY	TELEPHONE	64
SUMMARY	POSTAGE	1 48
SUMMARY	TELECOPY	7 50
SUMMARY	SUPPLIES, MISC	5 76
SUMMARY	COPIES	24 30
	TOTAL EXPENSES	\$ 39 68
	TOTAL FEES PLUS EXPENSES	\$ <u>533.18</u>

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BIRMINGHAM ALABAMA 35203

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(205) 716 5200

MR TOM FICHT
FLEMING COMPANIES, INC
GENEVA DIVISION
P O BOX 398
GENEVA, AL 36340

MARCH 12, 2003
FLEMING COMPANIES, INC

INVOICE NO 2003030747
FILE NO 007185-00016 011

RE **GIVORNS FOODS V FLEMING COMPANIES, INC , ET AL**

FEEES FOR PROFESSIONAL SERVICES THROUGH 02/28/2003	\$	11,057 00
EXPENSE ADVANCES THROUGH 02/28/2003	\$	457 25
		<hr/>
NET BALANCE THIS STATEMENT	\$	<u>11,514.25</u>
TOTAL DUE	\$	<u>11,514.25</u>

----- SERVICES SUMMARY -----

CSM	4 70	HOURS AT	225 00	=	1,057 50
SAT	20	HOURS AT	225 00	=	45 00
JMG	49 90	HOURS AT	195 00	=	9,730 50
DBM	1 60	HOURS AT	140 00	=	224 00

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FLEMING COMPANIES, INC

MARCH 12, 2003

INVOICE NO 2003030747
FILE NO 007185-00016 011

RE **GIVORNS FOODS V FLEMING COMPANIES, INC , ET AL**

<u>DATE</u>	<u>ATTY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
02/03/2003	CSM	ANALYZE STORE OPERATION DATA, STUDY STORE ANALYSIS AND CONFERENCE WITH JMG	80
02/03/2003	JMG	TELEPHONE CALLS FROM PLAINTIFF'S ATTORNEY RE CHUCK STEPHENS DOCUMENTS, REVIEW DOCUMENTS PREVIOUSLY PRODUCED RE FINANCIAL INFORMATION, TELEPHONE CONFERENCE WITH MINSTER, REVIEW E-MAIL FROM JEFF MINSTER AND FINANCIAL ANALYSIS, CONFERENCE WITH CSM RE FINANCIAL DOCUMENTS, POSSIBLE EXPERT WITNESS	1 30
02/04/2003	JMG	TELEPHONE CONFERENCE WITH PLAINTIFF'S ATTORNEY RE STEPHEN'S DOCUMENTS, REVISE LETTERS TO PLAINTIFFS' ATTORNEY RE REMOVED INVENTORY ITEMS, CONFERENCE WITH CSM RE REMOVED INVENTORY AND CREDITS, FAX TO AND FROM TRAWA JENKINS, TELEPHONE CONFERENCE WITH TRAWA JENKINS	60
02/05/2003	CSM	CONFERENCE WITH JMG RE RESET OF STRESS AND CONVERSION CLAIM, FURTHER WORK TO DEFEAT CLAIM	40
02/05/2003	JMG	TELEPHONE CALL FROM TRAWA JENKINS RE LETTER TO RICHARD OGLE, REVIEW PRIOR REQUEST FOR PRODUCTION RESPONSES RE DRAFT KEITH KNIGHT LETTER TO ADAIR	20
02/06/2003	CSM	REVIEW DRAFT OF TERMS, CONFERENCE WITH JMG RE LATE DISCOVERY AND IMPACT IN CASE, PARTICULARLY	1 20

CABANISS JOHNSTON, GARDNER DUMAS & O NEAL

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MARCH 12, 2003

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RE **GIVORNS FOODS V FLEMING COMPANIES, INC , ET AL**

<u>DATE</u>	<u>ATTY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
		CONVERSION CLAIMS, FOLLOW UP INVESTIGATION, CONFERENCE WITH JMG RE MCCOY OR GIVORN BEING FIRST, QUESTIONS TO ASK ABOUT CONVERSION OF INVENTORY	
02/06/2003	JMG	CONFERENCE WITH CSM RE KEITH KNIGHT'S 11/29/99 DRAFT LETTER TO ADAIR, REVIEW PLAINTIFF'S LEASE TERMS REFLECTED IN LETTER	40
02/07/2003	JMG	TELEPHONE CONFERENCE WITH KEITH KNIGHT RE 11/29/99 DRAFT LETTER	20
02/10/2003	JMG	E-MAIL FROM AND TO CHARLES MOONEY	10
02/11/2003	JMG	PREPARE FOR UPCOMING DEPOSITIONS	1 60
02/12/2003	CSM	CORRESPONDENCE AND MATERIAL FOR ADAM, CPA	50
02/12/2003	JMG	PREPARE FOR UPCOMING DEPOSITIONS, REVIEW CORRESPONDENCE FROM ADAIR'S ATTORNEY AND ADDITIONAL DOCUMENTS PRODUCED BY ADAIR, LETTERS TO ADAIR'S ATTORNEY, LETTER TO TOM FICHT, DRAFT SECOND SET OF INTERROGATORIES TO ADAIR, REVIEW DOCUMENTS PRODUCED BY CHUCK STEPHENS, LETTER TO PLAINTIFF'S ATTORNEY	3 50
02/13/2003	JMG	FILE AND SERVE SECOND SET OF INTERROGATORIES TO ADAIR	10
02/14/2003	JMG	CONFERENCE WITH CSM	10

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FLEMING COMPANIES, INC

MARCH 12, 2003

INVOICE NO 2003030747
FILE NO 007185-00016 011

RE **GIVORNS FOODS V FLEMING COMPANIES, INC , ET AL**

<u>DATE</u>	<u>ATTY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
02/17/2003	CSM	REVIEW NOTES ON ADAIR DEPOSITION FOR DEPOSITION OF GIVORN	50
02/17/2003	JMG	PREPARE FOR UPCOMING DEPOSITIONS, REVIEW PLAINTIFF'S UNSIGNED ANSWERS TO INTERROGATORIES	8 80
02/18/2003	JMG	PREPARE FOR UPCOMING DEPOSITIONS, TELEPHONE CALL TO SKIP MCCOY'S OFFICE	8 70
02/19/2003	CSM	TELEPHONE CONFERENCE WITH JMG RE MCCOY, TELEPHONE CONFERENCE WITH JMG RE MCCOY DEPOSITION	40
02/19/2003	JMG	TAKE DEPOSITION OF SKIP MCCOY IN LANETT, ALABAMA	11 40
02/20/2003	JMG	TAKE DEPOSITION OF MIKE GIVORNS IN LANETT, ALABAMA	10 30
02/20/2003	DBM	REVIEW DOCUMENTS, TELEPHONE CONFERENCE WITH JMG REGARDING DOCUMENTS	1 60
02/21/2003	SAT	CONFERENCE WITH JMG RE ETHICAL ISSUES	20
02/21/2003	JMG	CONFERENCE WITH SAT, REVIEW RECENT BRUCE AND HOLMAN CASES, CONFERENCE WITH CSM	40
02/24/2003	CSM	CONFERENCE WITH JMG RE PLAINTIFF'S INTERROGATORY RESPONSES AND SUMMARY	30

CABANISS JOHNSTON GARDNER DUMAS & O NEAL

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MARCH 12, 2003

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FILE NO 007185-00016 011

RE **GIVORNS FOODS V FLEMING COMPANIES, INC , ET AL**

<u>DATE</u>	<u>ATTY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
		JUDGMENT PROGRESS	
02/24/2003	JMG	REVIEW PLAINTIFF'S EXECUTED ANSWERS TO INTERROGATORIES	10
02/26/2003	CSM	READ STATUTE OF FRAUD CASES AND NOTE TO JMG RE USE	60
02/26/2003	JMG	REVIEW PLAINTIFF'S LATEST INTERROGATORIES AND REQUEST FOR PRODUCTION	10
02/27/2003	JMG	REVIEW DOCUMENTS RECEIVED FROM FLEMING RE JOHN LYLE DRAFT LEASES, TELEPHONE CONFERENCE WITH JIM BEACHBOARD, FAX TO BEACHBOARD, WORK ON DEPOSITION SUMMARY LETTER TO TOM FICHT	1 60
02/28/2003	JMG	WORK ON DEPOSITION SUMMARY LETTER TO TOM FICHT, TELEPHONE CONFERENCE WITH JIM BEACHBOARD	40

TOTAL FEES

\$ 11,057 00

<u>DATE</u>	<u>EXPENSE NAME</u>	<u>AMOUNT</u>
SUMMARY	TELEPHONE	67
SUMMARY	TELECOPY	4 06
SUMMARY	WESTLAW	25 14

CABANISS JOHNSTON GARDNER DUMAS & O NEAL

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FLEMING COMPANIES, INC

MARCH 12, 2003

INVOICE NO 2003030747
FILE NO 007185-00016 011

RE **GIVORNS FOODS V FLEMING COMPANIES, INC , ET AL**

<u>DATE</u>	<u>EXPENSE NAME</u>	<u>AMOUNT</u>
SUMMARY	COPIES	40 80
02/12/2003	COPIES OGLE, LILES & UPSHAW	197 64
02/25/2003	MILEAGE EXPENSE 2-19 & 20 JMG TO LANETT, AL	172 80
02/25/2003	MEAL EXPENSE 2-19 & 20 JMG WHILE IN LANETT, AL	16 14
		<hr/>
	TOTAL EXPENSES	\$ 457 25
	TOTAL FEES PLUS EXPENSES	\$ <u>11,514.25</u>

CABANISS, JOHNSTON GARDNER, DUMAS & O NEAL

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NET BALANCE THIS STATEMENT	\$	<u>11,514.25</u>
TOTAL DUE	\$	<u>11,514.25</u>

REMITTANCE COPY

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MR TOM FICHT
FLEMING COMPANIES, INC
GENEVA DIVISION
P O BOX 398
GENEVA, AL 36340

AUGUST 11, 2003
FLEMING COMPANIES, INC

INVOICE NO 2003082531
FILE NO 007185-00016 011

RE **GIVORNS FOODS V FLEMING COMPANIES, INC , ET AL**

PREVIOUS BALANCE	\$	11,514 25
FEES FOR PROFESSIONAL SERVICES THROUGH 04/01/2003	\$	4,086 00
EXPENSE ADVANCES THROUGH 04/01/2003	\$	2,387 74
		<hr/>
NET BALANCE THIS STATEMENT	\$	<u>6,473.74</u>
TOTAL DUE	\$	<u>17,987.99</u>

----- SERVICES SUMMARY -----

CSM	2 60	HOURS AT	225 00	=	585 00
JMG	13 00	HOURS AT	195 00	=	2,535 00
DBM	6 90	HOURS AT	140 00	=	966 00

**PLEASE RETURN REMITTANCE COPY WITH PAYMENT
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CABANISS JOHNSTON GARDNER DUMAS & O NEAL

2001 PARK PLACE TOWER SUITE 700

BIRMINGHAM ALABAMA 35203

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FLEMING COMPANIES, INC

AUGUST 11, 2003

INVOICE NO 2003082531

FILE NO 007185-00016 011

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<u>DATE</u>	<u>ATTY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
02/21/2003	CSM	CONFERENCE WITH JMG RE GIVORNS' TESTIMONY AND LIKELIHOOD OF SUMMARY JUDGMENT, THINGS TO DO	50
03/10/2003	JMG	WORK ON DEPOSITION SUMMARY LETTER TO TOM FICHT, REVIEW ADDITIONAL DOCUMENTS TO BE PRODUCED, WORK ON LETTER TO PLAINTIFF'S ATTORNEY, WORK ON AMENDED ANSWER AND COUNTERCLAIM, TELEPHONE CONFERENCE WITH JIM BEACHBOARD	2 50
03/11/2003	JMG	WORK ON COUNTERCLAIM AND CROSS-CLAIM, REVIEW ADDITIONAL DOCUMENTS TO BE PRODUCED, REVISE LETTER TO PLAINTIFF'S ATTORNEY, WORK ON DEPOSITION SUMMARY LETTER TO TOM FICHT, TELEPHONE CALL FROM PLAINTIFF'S ATTORNEY	3 70
03/12/2003	CSM	REVIEW PRODUCTION TO OGLE AND CROSS CLAIM RE ADAIR, CONFERENCE WITH JMG RE CROSS CLAIM ON CONVERSION CLAIM	70
03/12/2003	JMG	CONFERENCE WITH CSM RE POSSIBLE ETHICAL VIOLATIONS BY SKIP MCCOY, FAXES TO CHARLES MOONEY AND TRAWA JENKINS	30
03/18/2003	JMG	TELEPHONE CALL FROM KERI TIMM RE STATUS OF CASE	10
03/20/2003	JMG	REVIEW FAX FROM TRAWA JENKINS, TELEPHONE CONFERENCE WITH TRAWA JENKINS, REVISE 2ND AMENDED ANSWER, REVIEW TRANSCRIPTS OF SKIP	3 00

CABANISS JOHNSTON, GARDNER DUMAS & O NEAL

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63 0034530

(205) 716 5200

FLEMING COMPANIES, INC

AUGUST 11, 2003

INVOICE NO 2003082531
FILE NO 007185-00016 011

RE **GIVORNS FOODS V FLEMING COMPANIES, INC , ET AL**

<u>DATE</u>	<u>ATTY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
		MCCOY AND MICHAEL GIVORNS, LETTER TO PLAINTIFF'S ATTORNEY RE ADDITIONAL DOCUMENTS NEEDED, TELEPHONE CONFERENCE WITH JIM BEACHBOARD, LAURA WILTSHIRE RE WHETHER HE GAVE SKIP MCCOY AUTHORITY TO TALK TO TERRY CARR	
03/20/2003	DBM	CONFERENCE WITH JMG REGARDING LAWYER'S COMMUNICATION WITH PERSON REPRESENTED BY COUNSEL, REVIEW MCCOY DEPOSITION	70
03/21/2003	DBM	RESEARCH ON EXCLUSION OF EVIDENCE OBTAINED IN VIOLATION OF RULES OF PROFESSIONAL CONDUCT, REVIEW DEPOSITION OF SKIP MCCOY	3 20
03/24/2003	CSM	CONFERENCE WITH JMG, CONFERENCE WITH JMG RE SUMMARY JUDGMENT ON STATUTE OF FRAUD, RELIANCE AND CONVERSION, JUDGMENT ON PLEADING V SUMMARY JUDGMENT, CONFERENCE WITH JMG RE INSURANCE COMPANY QUESTIONS	90
03/24/2003	JMG	CONFERENCE WITH DBM, REVIEW DBM'S RESEARCH ON AFFECT OF POSSIBLE ETHICAL VIOLATION BY SKIP MCCOY, E-MAIL TO GEORGE WARD, WORK ON RESPONSE TO PLAINTIFF'S LATEST INTERROGATORIES AND REQUEST FOR PRODUCTION, WORK ON MOTION FOR SUMMARY JUDGMENT	2 20
03/24/2003	DBM	REVIEW DEPOSITION OF SKIP MCCOY REGARDING CONVERSATIONS WITH REPRESENTED PARTY, RESEARCH ON RULE 4 2 OF THE RULES OF	3 00

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FLEMING COMPANIES, INC

AUGUST 11, 2003

INVOICE NO 2003082531
FILE NO 007185-00016 011

RE **GIVORNS FOODS V FLEMING COMPANIES, INC , ET AL**

<u>DATE</u>	<u>ATTY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
		PROFESSIONAL CONDUCT	
03/25/2003	JMG	E-MAIL FROM GEORGE WARD, REVIEW DBM'S RESEARCH ON ETHICS OPINION	10
03/26/2003	CSM	CONFERENCE WITH JMG RE SUMMARY JUDGMENT	10
03/26/2003	JMG	CONFERENCE WITH CSM	10
03/27/2003	CSM	CONFERENCE WITH JMG RE WORK TO DO ON SUMMARY JUDGMENT	20
03/27/2003	JMG	TELEPHONE CONFERENCE WITH GEORGE WARD RE ANSWERS TO INTERROGATORIES, INSURANCE ISSUES	30
03/28/2003	JMG	REVISE, FILE AND SERVE ANSWERS TO INTERROGATORIES	20
04/01/2003	CSM	CONFERENCE WITH JMG RE CHAPTER 11	20
04/01/2003	JMG	CONFERENCE WITH CSM RE BANKRUPTCY, DRAFT, FILE AND SERVE SUGGESTION OF BANKRUPTCY	50
		TOTAL FEES	\$ 4,086 00

<u>DATE</u>	<u>EXPENSE NAME</u>	<u>AMOUNT</u>
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FLEMING COMPANIES, INC

AUGUST 11, 2003

INVOICE NO 2003082531
FILE NO 007185-00016 011

RE **GIVORNS FOODS V FLEMING COMPANIES, INC , ET AL**

<u>DATE</u>	<u>EXPENSE NAME</u>	<u>AMOUNT</u>
SUMMARY	TELEPHONE	2 91
SUMMARY	TELECOPY	59
SUMMARY	SUPPLIES, MISC	12 54
SUMMARY	COPIES	75 00
04/01/2003	DEPOSITION OF M GIVORN AND SKIP MCCOY ATTENDANCE DATE 02/20/03 (NATIONAL COURT REPORTING)	2,296 70

	TOTAL EXPENSES	\$ 2,387 74
	TOTAL FEES PLUS EXPENSES	\$ <u>6,473.74</u>

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MR TOM FICHT
FLEMING COMPANIES, INC
GENEVA DIVISION
P O BOX 398
GENEVA AL 36340

AUGUST 11, 2003
FLEMING COMPANIES, INC

INVOICE NO 2003082531
FILE NO 007185-00016 011

RE **GIVORNS FOODS V FLEMING COMPANIES, INC , ET AL**

PREVIOUS BALANCE	\$	11,514 25
FEES FOR PROFESSIONAL SERVICES THROUGH 04/01/2003	\$	4,086 00
EXPENSE ADVANCES THROUGH 04/01/2003	\$	2,387 74
		<hr/>
NET BALANCE THIS STATEMENT	\$	<u>6,473.74</u>
TOTAL DUE	\$	<u>17,987.99</u>

REMITTANCE COPY

Please return with payment to
P O Box 830612, Birmingham, AL 35283-0612

CABANISS JOHNSTON GARDNER DUMAS & O NEAL

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MR CLARK A WARD
CHIEF ACCOUNTANT
PIGGLY WIGGLY
CORPORATE HEADQUARTERS
1991 CORPORATE AVENUE
MEMPHIS, TN 38132-1702

FEBRUARY 24, 2003
FLEMING COMPANIES, INC

INVOICE NO 2003020543
FILE NO 007185-00002 011

RE **CORPORATE**

FEES FOR PROFESSIONAL SERVICES THROUGH 01/31/2003	\$	<u>697 50</u>
TOTAL DUE THIS STATEMENT	\$	697 50
Less Prepayments or Overpayments Applied		<u>(165 18)</u>
NET BALANCE THIS STATEMENT	\$	<u>532.32</u>
TOTAL DUE	\$	<u>532.32</u>

----- SERVICES SUMMARY -----

CSM	50	HOURS AT	225 00	=	112 50
JMG	3 00	HOURS AT	195 00	=	585 00

**PLEASE RETURN REMITTANCE COPY WITH PAYMENT
P O BOX 830612, BIRMINGHAM, AL 35283-0612**

CABANISS, JOHNSTON GARDNER DUMAS & O NEAL

2001 PARK PLACE TOWER SUITE 700

BIRMINGHAM ALABAMA 35203

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(205) 716 5200

FLEMING COMPANIES, INC

FEBRUARY 24, 2003

INVOICE NO 2003020543
FILE NO 007185-00002 011

RE **CORPORATE**

<u>DATE</u>	<u>ATTY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
01/14/2003	CSM	REVIEW AND CONFERENCE WITH JMG RE AUDITOR'S LETTER	50
01/14/2003	JMG	WORK ON AUDIT INQUIRY LETTER, E-MAIL FROM AND TO KATHY LINDQUIST, CONFERENCE WITH CSM	2 90
01/16/2003	JMG	WORK ON AUDIT LETTER	10
TOTAL FEES			\$ 697 50
TOTAL FEES PLUS EXPENSES			\$ <u>697.50</u>

CABANISS, JOHNSTON GARDNER DUMAS & O NEAL

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FLEMING COMPANIES, INC

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TOTAL DUE	\$	<u>532.32</u>

REMITTANCE COPY

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P O Box 830612, Birmingham, AL 35283-0612

WILLIAM F GARDNER
CRAWFORD S MCGIVAREN JR
SYDNEY F FRAZIER JR
BENJAMEN T ROWE
WILLIAM A ROBINSON
PATRICK H SIMS
DONALD J STEWART
ROY J CRAWFORD
WILLIAM K THOMAS
F GERALD BURNETT
DAVID S DUNKLE
C FRED DANIELS
G THOMAS SULLIVAN
DAVID L KANE
R BOYD MILLER
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RICHARD ELDON DAVIS
MELANIE MERKLE BASS
JOHN M GRAHAM
IAN D ROSENTHAL

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E H CABANISS 1857 1936
FORNEY JOHNSTON 1879 1965
LUCIEN D GARDNER JR 1903 1988
M CAMPER O'NEAL 1907 1989

August 25, 2003

Bankruptcy Management Corporation
P O Box 900
El Segundo, California

Re In re Fleming Companies, Inc., et al., United States Bankruptcy
Court for the District of Delaware, Case Number 03-10945 (MFW)

Dear Sir/Madam

Please find enclosed for filing the original and copy of this firm's Proof of Claim in the captioned matter. Please file the original and stamp the copy with the date filed, and return the copy to me in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

John M. Graham

JMG cj

Enclosures