

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

**PROOF OF CLAIM**



620658

Bar Date Ref # 2-NVM-87218

In re  
**Fleming Companies, Inc.**

Case Number  
**03-10945**

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**  
  
0354653620658  
  
Saul Ewing LLP  
Chesterbrook Office  
1200 Liberty Ridge Ste  
Wayne PA 19087

Creditor Telephone Number ( 610 ) 251-5084

CREDITOR TAX ID #  
**23-1416352**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR  
**12990**

Check here  replaces or  amends a previously filed claim dated \_\_\_\_\_

**1 BASIS FOR CLAIM**  
 Goods sold       Personal injury/wrongful death       Retiree benefits as defined in 11 U.S.C. § 1114(a)  
 Services performed       Taxes       Wages, salaries, and compensation (Fill out below)  
 Money loaned       Other (describe briefly)      Your social security number \_\_\_\_\_  
 Unpaid compensation for services performed from \_\_\_\_\_ to \_\_\_\_\_  
 (date) (date)

**2 DATE DEBT WAS INCURRED** 2/03 - 4/03

**3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE** \$ 22,844.04 (unsecured) \$ \_\_\_\_\_ (secured) \$ 22,844.04 (unsecured priority) (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**

**FILED**  
**SEP 08 2003**

Fleming Companies Claim  
08842

DATE SIGNED 9/3/03  
 SIGN and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any).  
Christopher J. Proppett, Partner

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**



CHRISTOPHER J PIPPETT

Phone (610) 251 5084

Fax (610) 722 3260

cpippett@saul.com

www.saul.com

March 11, 2003

Fleming  
Attn: Cathey Lewis  
650 Pencader Drive  
Newark, DE 19702

Re: Invoices for Professional Services

Dear Cathey

Enclosed please find our invoices for Professional Services rendered in connection with your matters.

If you have any questions regarding these invoices please do not hesitate to contact me. With kindest regards, I remain,

Very truly yours,

Christopher J. Pippett

CJP/ag

Pamela S. Goodwin - New Jersey Managing Partner

BALTIMORE CHESTERBROOK HARRISBURG NEW YORK PHILADELPHIA PRINCETON WILMINGTON

A DELAWARE LIMITED LIABILITY PARTNERSHIP



Federal Identification Number 23 1416352

Accounting Phone 215 972 7782

www saul com

FLEMING  
ATTN CATHEY LEWIS  
650 PENCADER DRIVE  
NEWARK, DE 19702

Invoice Number 141312  
Invoice Date 03/11/03  
Client Number 012990  
Matter Number 72661

Re GENERAL

FOR PROFESSIONAL SERVICES RENDERED THROUGH 02/28/03

Date	Tkpr		Hours	Value
-----	-----		-----	-----
02/13/03	CJP	REVIEW BANKRUPTCY NOTICE AND FILE RE SAME, TELEPHONE TO J ESTERMAN	0 5	157 50
02/14/03	CJP	TELEPHONE FROM J ESTERMAN RE NOTICE RECEIVED FROM BANKRUPTCY COURT, E-MAIL TO R WESTIN RE SAME, REVIEW DOCKETS	0 5	157 50
02/18/03	CJP	ELM COUNTRY MARKET - TELEPHONE TO P MASCHMEYER RE STATUS AND TIMING OF DISTRIBUTION OF ASSETS, DRAFT CORRESPONDENCE RE SAME	0 8	252 00
TOTAL HOURS			1 8	

TIMEKEEPER TIME SUMMARY

Timekeeper	Hours	Rate	Value
-----	-----	-----	-----
CHRISTOPHER J PIPPETT	1 8	at \$315 =	567 00

CURRENT FEES

567 00

Chesterbrook Office ♦ 1200 Liberty Ridge Suite 200 ♦ Wayne PA 19087 5055  
Phone (610) 251 5050 ♦ Fax (610) 651 5930

BALTIMORE CHESTERBROOK HARRISBURG NEW YORK PHILADELPHIA PRINCETON WILMINGTON

A DELAWARE LIMITED LIABILITY PARTNERSHIP

012990 THE FLEMING GROUP  
72661 GENERAL  
03/11/03

Invoice Number 141312  
Page 2

TOTAL AMOUNT OF THIS INVOICE

567 00



FLEMING  
ATTN CATHEY LEWIS  
650 PENCADER DRIVE  
NEWARK, DE 19702

Invoice Number 141313  
Invoice Date 03/11/03  
Client Number 012990  
Matter Number 80118

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Re FLEMING V CHARCAR COMPANY, ET AL

FOR PROFESSIONAL SERVICES RENDERED THROUGH 02/28/03

Date	Tkpr		Hours	Value
-----	-----		-----	-----
02/14/03	PJW	TELEPHONE TO AND TELEPHONE FROM J ESTERMAN RE APPROVAL OF \$50,000 SETTLEMENT, TELEPHONE TO AND TELEPHONE FROM K ROEBERG RE SETTLEMENT, DRAFTING SETTLEMENT AGREEMENT AND RELEASE, CONFERENCE WITH C PIPPETT RE SETTLEMENT	1 6	296 00
02/18/03	PJW	DRAFTING, EDITING, REVISING SETTLEMENT AGREEMENT AND RELEASE, DRAFTING PRAECIPE	2 6	481 00
02/19/03	PJW	REVISING SETTLEMENT AGREEMENT, ANALYSIS OF EFFECT OF DECEASED DEFENDANT A WOLF	1 6	296 00
02/21/03	PJW	TELEPHONE TO AND TELEPHONE FROM K ROEBERG RE SETTLEMENT AGREEMENT, REVISING AGREEMENT, DRAFTING PRAECIPE	1 1	203 50
02/24/03	PJW	TELEPHONE FROM K ROEBERG RE PAYMENT, ANALYSIS OF AARON WOLF ISSUES	0 4	74 00
02/27/03	PJW	REVISE PRAECIPE, E-MAIL K ROEBERG RE AGREEMENT	0 4	74 00
			-----	
		TOTAL HOURS	7 7	

012990 THE FLEMING GROUP  
80118 FLEMING V CHARCAR COMPANY, ET AL  
03/11/03

Invoice Number 141313  
Page 2

TIMEKEEPER TIME SUMMARY

Timekeeper	Hours	Rate	Value
-----	-----	-----	-----
PATRICK J WOLFE, JR	7 7	at \$185 =	1,424 50

CURRENT FEES 1,424 50

FOR COSTS ADVANCED AND EXPENSES INCURRED

TELEPHONE 2 12

CURRENT EXPENSES 2 12

TOTAL AMOUNT OF THIS INVOICE 1,426 62

PRIOR BALANCE DUE 630 08

TOTAL BALANCE DUE UPON RECEIPT 2,056 70



CHRISTOPHER J PIPPETT

Phone (610) 251 5084

Fax (610) 722 3260

cpippett@saul.com

www.saul.com

April 8, 2003

Fleming  
Attn: Cathey Lewis  
650 Pencader Drive  
Newark, DE 19702

Re: Invoices for Professional Services

Dear Cathey,

Enclosed please find our invoices for Professional Services rendered in connection with your matters.

If you have any questions regarding these invoices please do not hesitate to contact me. With kindest regards, I remain,

Very truly yours,

Christopher J Pippett

CJP/ag

Pamela S. Goodwin - New Jersey Managing Partner

BALTIMORE CHESTERBROOK HARRISBURG NEW YORK PHILADELPHIA PRINCETON WILMINGTON

A DELAWARE LIMITED LIABILITY PARTNERSHIP



Federal Identification Number 23 1416352

Accounting Phone 215 972 7782

www saul com

FLEMING
ATTN CATHEY LEWIS
650 PENCADER DRIVE
NEWARK, DE 19702

Invoice Number 142924
Invoice Date 04/07/03
Client Number 012990
Matter Number 78656

Re PLAZA THRIFTWAY

FOR PROFESSIONAL SERVICES RENDERED THROUGH 03/31/03

Table with columns: Date, Atty, Hours, Value. Row: 03/10/03 BP CONFER SPL, CONDUCT UCC SEARCH AND PROVIDE RESULTS TO SPL 0 5 60 00

TOTAL HOURS 0 5

ATTORNEY TIME SUMMARY

Table with columns: Attorney, Hours, Rate, Value. Row: BARBARA PARKES 0 5 at 120 00 = 60 00

CURRENT FEES 60 00

TOTAL AMOUNT OF THIS INVOICE 60 00

Chesterbrook Office ♦ 1200 Liberty Ridge Suite 200 ♦ Wayne PA 19087 5055

Phone (610) 251 5050 ♦ Fax (610) 651 5930

BALTIMORE CHESTERBROOK HARRISBURG NEW YORK PHILADELPHIA PRINCETON WILMINGTON

A DELAWARE LIMITED LIABILITY PARTNERSHIP





FLEMING  
ATTN CATHEY LEWIS  
650 PENCADER DRIVE  
NEWARK, DE 19702

Invoice Number 142925  
Invoice Date 04/07/03  
Client Number 012990  
Matter Number 80118

Re FLEMING V CHARCAR COMPANY, ET AL

FOR PROFESSIONAL SERVICES RENDERED THROUGH 03/31/03

Date	Atty		Hours	Value
-----	----		-----	-----
03/04/03	PJW	ANALYSIS OF RELEASE, CONFERENCE WITH K ROEBERG RE AARON WOLF	0 4	74 00
03/12/03	PJW	ANALYSIS OF A WOLF ESTATE DOCUMENTS, TELEPHONE TO K ROEBERG	0 4	74 00
03/13/03	PJW	REVISING SETTLEMENT AGREEMENT RE A WOLF	0 5	92 50
03/18/03	PJW	TELEPHONE TO K ROEBERG, REVISING AGREEMENT	0 5	92 50
03/20/03	PJW	TELEPHONE TO K ROEBERG RE AGREEMENTS/EXECUTION STATUS, TELEPHONE TO J ESTERMAN	0 3	55 50
03/26/03	PJW	TELEPHONE FROM K ROEBERG RE SETTLEMENT CHECK AND DOCUMENTS, EMAIL RE PRAECIPE, TELEPHONE FROM C PIPPETT RE STATUS	0 6	111 00
TOTAL HOURS			2 7	

ATTORNEY TIME SUMMARY

Attorney	Hours	Rate	Value
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PATRICK J WOLFE, JR	2 7	at 185 00 =	499 50
CURRENT FEES			499 50

Chesterbrook Office ♦ 1200 Liberty Ridge Suite 200 ♦ Wayne PA 19087 5055

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BALTIMORE CHESTERBROOK HARRISBURG NEW YORK PHILADELPHIA PRINCETON WILMINGTON

A DELAWARE LIMITED LIABILITY PARTNERSHIP

012990 THE FLEMING GROUP  
80118 FLEMING V CHARCAR COMPANY, ET AL  
04/07/03

Invoice Number 142925  
Page 2

FOR COSTS ADVANCED AND EXPENSES INCURRED

TELEPHONE 0 71

CURRENT EXPENSES -----  
0 71

TOTAL AMOUNT OF THIS INVOICE 500 21  
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FLEMING  
 ATTN CATHEY LEWIS  
 650 PENCADER DRIVE  
 NEWARK, DE 19702

Invoice Number 142926  
 Invoice Date 04/07/03  
 Client Number 012990  
 Matter Number 83336

Re M&A SUPERMARKET, INC D B A JULES MARKET

FOR PROFESSIONAL SERVICES RENDERED THROUGH 03/31/03

Date	Atty		Hours	Value
-----	----		-----	-----
02/26/03	CJP	REVIEW CORRESPONDENCE AND TELEPHONE TO J ESTERMAN RE PURSUIT OF LITIGATION AGAINST CUSTOMER, TELEPHONE TO F X RILEY RE SAME	0 5	157 50
03/04/03	CJP	REVIEW CORRESPONDENCE, TELEPHONE TO T RILEY RE STRATEGY FOR QUICK ACTION TO COLLECT AND PROTECT COLLATERAL	0 5	157 50
03/06/03	CJP	REVIEW FAX AND TELEPHONE TO T RILEY AND J ESTERMAN RE SAME	0 7	220 50
03/07/03	FXR	REVIEW FILE, TELEPHONE WITH C PIPPETT RE CLAIM AND STRATEGY, RESEARCH UCC ISSUES AND TEMPORARY RESTRAINING ORDER	4 0	1,000 00
03/07/03	FXR	FURTHER REVIEW OF STRATEGY FOR COLLECTING DEBT, CONFERENCE WITH S LYNCH RE SAME	1 3	325 00
03/07/03	SPL	CONFERENCE WITH F RILEY RE ORDER TO SHOW CAUSE WITH TEMPORARY RESTRAINTS, REVIEW CLIENT DOCUMENTS	2 6	429 00
03/07/03	SPL	RESEARCH CREDITOR'S REMEDIES/PROCEDURE TO ENFORCE	1 0	165 00
03/07/03	CJP	REVIEW DOCUMENTS, TELEPHONE TO T RILEY RE OPTIONS TO PROCEED, TELEPHONE TO J ESTERMAN RE SAME	1 8	567 00
03/09/03	SPL	REVIEW CLIENT DOCUMENTS, RESEARCH STATUTES/CASE LAW RE ORDER TO SHOW	4 9	808 50

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Phone (610) 251 5050 ♦ Fax (610) 651 5930

BALTIMORE CHESTERBROOK HARRISBURG NEW YORK PHILADELPHIA PRINCETON WILMINGTON

A DELAWARE LIMITED LIABILITY PARTNERSHIP

Date	Atty		Hours	Value
-----	----		-----	-----
		CAUSE, DRAFT COMPLAINT/MOTION FOR TEMPORARY RESTRAINTS		
03/10/03	SPL	CONFERENCE WITH F RILEY AND CLIENT RE ORDER TO SHOW CAUSE, REVIEW CLIENT DOCUMENTS, REVIEW DEMAND LETTER, CONFERENCE WITH B PARKES RE UCC FILINGS, REVIEW UCC FILINGS, CONFERENCE WITH F RILEY	1 8	297 00
03/10/03	FXR	MEETING WITH S LYNCH RE ANALYSIS OF AGREEMENTS, SEVERAL TELEPHONES TO J ESHERMAN RE STRATEGY AND AGREEMENTS, PREPARE DEMAND LETTER, TELEPHONE TO C PIPPETT RE STRATEGY	2 3	575 00
03/10/03	CJP	TELEPHONE FROM T RILEY RE FILING OF PLEADINGS AND REVIEW OF DOCUMENTS, REVIEW DOCUMENTS RE SAME	0 5	157 50
03/11/03	CJP	REVIEW NOTICE OF TERMINATION AND DEFAULT AND COMPARE WITH DOCUMENTS	0 3	94 50
03/14/03	FXR	DISCUSSION WITH S LYNCH RE ORDER TO SHOW CAUSE AND COMPLAINT	0 4	100 00
03/14/03	SPL	CONFERENCE WITH F RILEY RE ORDER TO SHOW CAUSE, DRAFT COMPLAINT, ORDER AND BRIEF, REVISE BRIEF RE ORDER TO SHOW CAUSE	4 6	759 00
03/17/03	SPL	CONTINUE DRAFTING ORDER TO SHOW CAUSE (ORDER, BRIEF, VERIFIED COMPLAINT), CONFERENCE WITH F RILEY	8 7	1,435 50
03/18/03	SPL	DRAFT BRIEF, ORDER, VERIFIED COMPLAINT AND CERTIFICATION RE ORDER TO SHOW CAUSE, DRAFT AAA SUBMISSION, RESEARCH AND REVIEW CASE LAW RE SEARCH AND SEIZURE, REVIEW/REVISE BRIEF IN SUPPORT OF ORDER TO SHOW CAUSE	7 3	1,204 50
03/19/03	FXR	REVIEW OF INITIAL DRAFT OF PLEADINGS IN SUPPORT OF ORDER TO SHOW CAUSE AND COMPLAINT	1 3	325 00
03/19/03	SPL	DRAFT ORDER TO SHOW CAUSE, BRIEF, COMPLAINT, CERTIFICATION AND APPLICATION, TELEPHONE CONFERENCE WITH J ESTERMAN RE DOCUMENTS, INVOICES AND CASE STATUS	4 3	709 50

012990  
83336  
04/07/03

THE FLEMING GROUP  
M&A SUPERMARKET, INC D B A JULES MARKE

Invoice Number 142926  
Page 3

Date	Atty		Hours	Value
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03/20/03	FXR	CONTINUED REVIEW OF ORDER TO SHOW CAUSE APPLICATION, MEETING WITH S LYNCH RE SAME	1 3	325 00
03/20/03	SPL	DRAFT ORDER TO SHOW CAUSE, APPLICATION, BRIEF, CERTIFICATION AND COMPLAINT, CONFERENCE WITH F RILEY	4 8	792 00
03/21/03	SPL	DRAFT ORDER TO SHOW CAUSE, BRIEF, COMPLAINT, APPLICATION, CERTIFICATION AND ORDER, CONFERENCE WITH F RILEY, DRAFT E-MAIL TO J ESTERMAN RE CERTIFICATION	3 7	610 50
03/24/03	FXR	PREPARE FOR ORAL ARGUMENT ON ORDER TO SHOW CAUSE WITH TRO	1 0	250 00
03/24/03	SPL	CONFERENCE WITH F RILEY, DRAFT E-MAIL TO J ESTERMAN, TELEPHONE CONFERENCE WITH J ESTERMAN, TELEPHONE CONFERENCE WITH JUDGE'S CLERK RE ORDER TO SHOW CAUSE, PREPARE EXHIBITS FOR CERTIFICATION	1 0	165 00
03/24/03	CJP	TELEPHONE FROM F X RILEY RE FILING OF COMPLAINT	0 6	189 00
03/25/03	FXR	COURT APPEARANCE FOR EX PARTE TRO, COORDINATION OF FILING OF NOTICE OF COURT'S RULING	6 0	1,500 00
03/25/03	CJP	TELEPHONE FROM F X RILEY RE RESULTS OF HEARING ON TRO, TELEPHONE TO J ESTERMAN AND E-MAIL RE SAME	1 0	315 00
03/25/03	SPL	TELEPHONE CONFERENCE WITH J ESTERMAN AND F RILEY RE CLIENT DOCUMENTS, REVIEW CLIENT DOCUMENTS, REVISE CERTIFICATION AND VERIFIED COMPLAINT, PREPARE ORDER TO SHOW CAUSE AND EXHIBITS, RESEARCH CASE LAW RE EX PARTE TEMPORARY RESTRAINTS, TELEPHONE CONFERENCE WITH JUDGE'S CLERK RE CIS, CONFERENCE WITH F RILEY, CONFERENCE WITH F RILEY RE ORDER TO SHOW CAUSE HEARING AND JUDGE'S INSTRUCTIONS, DRAFT LETTER TO PARTIES/COUNSEL, PREPARE EXHIBITS, RESEARCH LOCATIONS FOR SERVICE, CONFERENCE WITH F RILEY RE ORDER TO SHOW CAUSE, TELEPHONE CONFERENCE WITH B ZORN (WHITE ROSE) RE ORDER TO SHOW CAUSE	4 7	775 50

012990  
83336  
04/07/03

THE FLEMING GROUP  
M&A SUPERMARKET, INC D B A JULES MARKE

Invoice Number 142926  
Page 4

Date	Atty		Hours	Value
-----	-----		-----	-----
03/26/03	FXR	DISCUSSIONS WITH S LYNCH RE CERTIFICATIONS BY PRIOR LIEN HOLDER, TRO HEARING, TELEPHONE TO J ESTERMAN RE TRO ISSUED BY COURT, COORDINATE EFFORTS TO REVIEW DEFENDANTS' OPERATIONS, TELEPHONE TO C PIPPETT RE SAME	7 3	1,825 00
03/26/03	CJP	TELEPHONE FROM F X RILEY RE HEARING ON TRO AND POSSIBLE OUTCOMES AND OPTIONS, REVIEW AGREEMENTS RE SAME	0 5	157 50
03/26/03	SPL	CONFERENCES WITH F RILEY, B ZORN AND N ROSENBLOOM RE ORDER TO SHOW CAUSE, DRAFT CERTIFICATION OF B ZORN, TELEPHONE CONFERENCE WITH G PETERSON RE ANUB INC 'S PURCHASE OF LEONIA STORE, CONFERENCE WITH F RILEY RE SAME, TELEPHONE CONFERENCE WITH J ESTERMAN AND F RILEY RE ORDER TO SHOW CAUSE AND INSPECTION OF RECORDS, DRAFT LETTER TO T MALOOF RE ORDER TO SHOW CAUSE AND INSPECTION OF RECORDS, REVIEW CASE FILE RE UCC FILINGS, DRAFT SUBPOENA TO J PETERSON RE RECORDS, DRAFT LETTER TO J PETERSON RE MONEY IN ESCROW, DRAFT COMPLAINT V HAZOU, DRAFT AMENDED 4 5-1 CERTIFICATION	7 9	1,303 50
03/27/03	SPL	DRAFT LETTER TO G PETERSON RE FUNDS IN ESCROW, REVISE SUBPOENA, CONFERENCE WITH F RILEY RE INSPECTION OF RECORDS	0 8	132 00
03/28/03	SPL	REVIEW DOCUMENTS AT JULES MARKET, TRAVEL TO AND FROM, TELEPHONE CONFERENCE WITH J ESTERMAN AND F RILEY RE SETTLEMENT/OTSC, TELEPHONE CONFERENCE WITH T MALOOF RE SETTLEMENT, DRAFT LETTER TO T MALOOF RE SAME, DRAFT COMPLAINT RE GUARANTY, TELEPHONE CONFERENCE WITH F RILEY AND J ESTERMAN RE SAME, DRAFT AMENDED 4 5-1 CERTIFICATION, DRAFT CIVIL CASE INFORMATION STATEMENT, DRAFT LETTER TO CLERK RE FILING	6 7	1,105 50
03/31/03	CJP	TELEPHONE FROM F X RILEY RE RETURN TO COURT FOR TRO	0 3	94 50

012990  
83336  
04/07/03

THE FLEMING GROUP  
M&A SUPERMARKET, INC D B A JULES MARKE

Invoice Number 142926  
Page 5

Date	Atty		Hours	Value
03/31/03	SPL	TELEPHONE CONFERENCE WITH J ESTERMAN, F RILEY AND T MALOOF, DRAFT LETTER TO COURT RE IMMEDIATE RELIEF, DRAFT LETTER TO COURT AND COUNSEL FILING AMENDED 4 5-1 CERTIFICATION, DRAFT/REVISE LETTER TO T MALOOF RE SETTLEMENT, TELEPHONE CONFERENCE WITH JUDGE'S CLERK AND T MALOOF RE TELECONFERENCE	2 9	478 50
03/31/03	FXR	LETTER TO DEFENDANTS' COUNSEL RE SETTLEMENT, TELEPHONE TO COURT RE MODIFICATION TO TRO AND ORDER TO SHOW CAUSE, REVIEW OF LETTER BRIEF TO COURT RE REQUEST FOR MODIFICATION TO TRO AND ORDER TO SHOW CAUSE, REVIEW MODIFIED R 4 5-1 CERTIFICATION, PARTICIPATE IN TELEPHONE TO DEFENDANTS' COUNSEL RE HEARING ON APRIL 1	1 3	325 00
			TOTAL HOURS	100 6

ATTORNEY TIME SUMMARY

Attorney	Hours	Rate	Value
SEAN P LYNCH	67 7	at 165 00 =	11,170 50
CHRISTOPHER J PIPPETT	6 7	at 315 00 =	2,110 50
FRANCIS X RILEY	26 2	at 250 00 =	6,550 00

CURRENT FEES

19,831 00

FOR COSTS ADVANCED AND EXPENSES INCURRED

PHOTOCOPYING	273 50
TELEPHONE	23 37
TELECOPIER	18 00
POSTAGE	24 96
MILEAGE & TOLLS	105 20
SUPPLIES	3 00
MEALS	11 18

CURRENT EXPENSES

459 21

012990 THE FLEMING GROUP  
83336 M&A SUPERMARKET, INC D B A JULES MARKE  
04/07/03

Invoice Number 142926  
Page 6

TOTAL AMOUNT OF THIS INVOICE

20,290 21  
=====





CHRISTOPHER J PIPPETT

Phone (610) 251 5084

Fax (610) 722 3260

cpippett@saul.com

www.saul.com

September 3, 2003

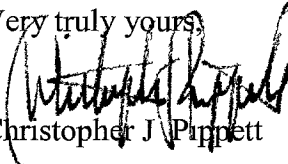
Bankruptcy Management Corporation  
P O Box 900  
El Segundo, CA 90245-0900

In re Fleming Companies, Inc  
United States Bankruptcy Court for the District of Delaware  
Case Number 03-10945

Dear Sir/Madam

Enclosed for filing is an original Proof of Claim in the above-referenced matter. Kindly date-stamp and return the additional copy to me in the self-addressed, stamped envelope provided.

If you should have any questions regarding the enclosed, please do not hesitate to call me at the office number indicated above.

Very truly yours,  
  
Christopher J. Pippett

CJP/sjs  
Enclosures

Pamela S. Goodwin - New Jersey Managing Partner

BALTIMORE CHESTERBROOK HARRISBURG NEW YORK PHILADELPHIA PRINCETON WILMINGTON

A DELAWARE LIMITED LIABILITY PARTNERSHIP