Description of Legal Services

Date	Hours	Name	Description
4/01/03	.30	Marjon E Ghasemi	Review and revise draft order granting wages motion.
4/01/03	.50	Marjon E Ghasemi	Telephone conferernces with V. Hood and S. Northcutt re employee benfits.
4/01/03	3.00	Jack N Bernstein	Draft motion for key employee retention program.
4/02/03	.50	Bennett L Spiegel	Telephone conference with S. Northcutt re pre-petition wages (.2); joint message to L. Jones re same (.1); circulate revised draft letter to DeNatale for L. Jones and C. Hernandez approval (.2).
4/02/03	.20	Bennett L Spiegel	Review communications to employees re chapter 11 process.
4/02/03	.40	Marjon E Ghasemi	Review and revise draft of employee Q&As for purposes of providing input to S. Northcutt.
4/02/03	.70	Marjon E Ghasemi	Telephone conference with S. Northcutt and several Fleming personnel re status of employee wages benfits.
4/02/03	.30	Vicki V Hood	Review documents re pension issues.
4/03/03	.40	Shirley S Cho	Telephone conference with S. Northcutt, et al. re employee benefits questions (.3); voicemail to M. Ghasemi and V. Hood re same (.1).
4/03/03	2.60	Marjon E Ghasemi	Several telephone conferences with S. Cho and E. Robbins re acquiring information for US Trustee re wages and benefits motion (.5); Review and analyze various documents re the same (.6); Exchange email correspondence with E. Robbins re same (.2)Telephone conference with S. Northcutt, Jennifer Blease and Tom Meyers re issues related

Date	Hours	Name	Description
			to employee wages and benefits (1.2); Telephone conference with Jack Bernstein re employee benefits matters (.3).
4/04/03	.10	Shirley S Cho	Review and respond to email of D. Jerome re COBRA coverage (.1)
4/04/03	1.00	Marjon E Ghasemi	Telephone conference with Scott Northcutt and Dee Jerome re status of employee benefits and wages; review and analysis of various materials provided by S. Northcutt re same.
4/04/03	.40	Marjon E Ghasemi	Several telephone conferences with D. Jerome re status of employee benefits.
4/04/03	1.50	Vicki V Hood	Analyze company and benefits.
4/06/03	.30	Shirley S Cho	Review emails from R. Waller re employee benefits questions (.3).
4/07/03	.40	Marjon E Ghasemi	Review and analyze draft of correspondence to employees re SERP (.3); email correspondence to D. Jerome re same (.1).
4/07/03	.50	Marjon E Ghasemi	Several telephone conferences with Erin Robbins (FTI) re employee benefits
4/07/03	1.00	Marjon E Ghasemi	Review and analyze various emails re status of employee wages and benefits from K&E professionals and G. Ward, D. Jerome and O. Potter; reply to same.
4/07/03	1.50	Vicki V Hood	Telephone conference with D. Moore re pension issues (.5); prepare for April 8 telephone conference re pension issues (1.0).
4/08/03	.20	Shirley S Cho	Confer with C. Hernandez re director fee issues.
4/08/03	.50	Marjon E Ghasemi	Several telephone conferences with R. Geaves and FTI re prepetition employee wages and benefit obligations (.3); exchange email correspondence re same

Date	Hours	Name	Description
			(.2).
4/08/03	2.50	Vicki V Hood	Telephone conferenc with D. Jerome, D. Hyde and B. Ryan re pension funding and related issues (1.5); analyze materials re pension funding issues (1.0).
4/09/03	.70	Marjon E Ghasemi	Several telephone conferences with D. Jerome re bonuses and other employee compensation, confer with B. Spiegel re same (.7)
4/09/03	1.80	Vicki V Hood	Analyze materials re pension funding issues (1.5); telephone conference with M. Ghasemi re estimates for 2003 pension funding (.3).
4/09/03	2.90	Vicki V Hood	Revise severance Q&A's (1.0); telephone conference with M. Ghasemi re severance Q&A's (.6); telephone conference with D. Jerome re severance issues (.3); work re KERP Issues (1.0).
4/10/03	.40	Susan J Perry	Telephone conferences with pension recipients.
4/10/03	1.60	Marjon E Ghasemi	Several telephone conference with J. Haigh (counsel to H. Manoff) re retirement benefits of former Fleming employee (.6); Several telephone conference with D. Coleman, D. Jerome and A. Richards re labor and wages issues (1.0)
4/10/03	3.00	Vicki V Hood	Work re PBGC contingent claim and request for position on creditors committee (1.0); analyze materials re pension underfunding (1.7); telephone conference with company re same (.3).
4/11/03	.20	Shirley S Cho	Review and respond to email of V. Hood re employee benefits question (.2).
4/11/03	1.00	Vicki V Hood	Work re employee Q&A's re stock purchase plan (1.0).
4/13/03	1.50	Marjon E Ghasemi	Research re priority status of certain

Date	Hours	Name	Description
			employee wages and benefits for purposes of advising the company re the same.
4/14/03	4.00	Yuan-Ying Hsu	Conference with V. Hood re research (.1); research on when claims may be brought re detrimental reliance in the context of retirement plans (3.9).
4/14/03	1.00	Vicki V Hood	Analysis of reportable event filings with PBGC (.5); telephone conference with J. Prince re reportable event filings (.5).
4/14/03	2.00	Vicki V Hood	Analysis of benefits Q&A questions (.5); analysis of motion re 401(k) plan (.5); review documents re potential ERISA claim under 401(k) plan (1.0).
4/15/03	.10	Shirley S Cho	Review wage information from M. Ghasemi.
4/15/03	1.00	Yuan-Ying Hsu	Research on whether plan participants may have a claim of detrimental reliance if plan terms change.
4/15/03	1.50	Vicki V Hood	Telephone conference with D. Hyde re pension issues (.5); analyze legal issues re change in pension duties and delegation of duties (1.0).
4/16/03	.10	Shirley S Cho	Review voicemail from employee re SERP.
4/16/03	2.50	Lori A Lenard	Research on plan expenses and fiduciary duties.
4/17/03	.10	Shirley S Cho	Review and return voicemail of V. Hood re SERP.
4/17/03	.50	Yuan-Ying Hsu	Research re pension liabilities and obligations.
4/17/03	4.00	Lori A Lenard	Research re pension plan expenses and fiduciary duties (2.3); draft memorandum re same (1.7).
4/17/03	.60	Marjon E Ghasemi	Telephone conference with D. Jerome re

Date	Hours	Name	Description
			stock purchase plan (.3), review documents provided by D. Jerome and confer with S. Cho re same (.3)
4/17/03	.50	Vicki V Hood	Analyze materials re pension plan liabilities.
4/17/03	.70	Vicki V Hood	Work re SERP issues (.5); message to R. Stong, counsel to former managers with SERP benefit (.2).
4/18/03	3.00	Yuan-Ying Hsu	Research re pension plan liabilities (1.8); prepare for conference with V. Hood re same (1.2).
4/21/03	.10	Shirley S Cho	Exchange email correspondence with M. Ghasemi re employee vacation pay.
4/21/03	.60	Marjon E Ghasemi	Telephone conference with D. Jerome re allowable employee priority amounts (.3); review memorandum from K. Mahlke re employee wages and benefits for purposes of providing comments (.3).
4/21/03	.50	Marjon E Ghasemi	Telephone conference with L. Jones re employees vacation pay (.3); Telephone conference with S. Lampy (BMC) re payment of wages of Canadian employees (.2)
4/21/03	2.40	Vicki V Hood	Telephone conference with B. Ryan re April 22 Finance Committee meeting re pension issues (.4); prepare for April 22 Finance Committee meeting (2.0).
4/22/03	.20	Yuan-Ying Hsu	Prepare for conference with V. Hood (.1); conference with V. Hood re amendment of 401(k) plan (.1).
4/22/03	.50	Jack N Bernstein	Telephone conference with local counsel re retiree issues (.3); prepare correspondence re same (.2).
4/22/03	1.00	Vicki V Hood	Telephone conference with attorneys re status of benefits matters.
4/22/03	2.50	Vicki V Hood	Attend Finance Committee meeting re

Date	Hours	Name	Description
			pension funding issues.
4/22/03	2.10	John S Irving, Jr.	Telephone conferences with K. Mahlke re sick pay and vacation issues (.1); research and provide answers to K. Mahlke (.3); additional sick pay questions and answers to K. Mahlke and D. Coleman (.2); telephone call G. Richards re same (.2); prepare advisory memo for K. Mahlke re same (1.3).
4/23/03	.10	Shirley S Cho	Exchange email correspondence with M. Ghasemi re wage payment issues.
4/23/03	1.30	Marjon E Ghasemi	Telephone conference with D. Jerome and D. Coleman re payment of certain bonuses (.3); Telephone conference with D. Jerome, D. Coleman and J. Irving re bonus payments and issues related to payment of vacation and sick pay (.3); review and analyze draft correspondence from J. Irving re payment of certain employee obligations (.3), email correspondence re comments to same (.2); exchange email correspondence with D. Jerome re effective date of wages order (.2)
4/23/03	3.00	Jack N Bernstein	Review SERP re change in control and bankruptcy option issues (1.0); telephone conference re KERP and SERP issues (1.0); review revised KERP proposal (.5); telephone conferences with retirees re benefit status (.5).
4/23/03	1.00	Vicki V Hood	Identify future landing issues re pension funding.
4/23/03	4.30	John S Irving, Jr.	Sick and vacation pay issues with D. Coleman and draft advice letter re same (1.9); New Boston, Ohio closing and confer with G. Richards and T. Meyers re same and report (1.); exchange email correspondence with D. Jerome re COBRA and collective bargaining issues and Save Mart liabilities (1.4).

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Date	Hours	Name	Description
4/24/03	1.70	Marjon E Ghasemi	Review and revise supplemental wage motion.
4/24/03	2.00	Vicki V Hood	Prepare financing agreement re benefits matters (1.0); prepare same re retiree medical liability (1.0).
4/25/03	.20	Marjon E Ghasemi	Telephone calls to and from S. Cho re payment of certain family support payments (.2).
4/25/03	4.10	Vicki V Hood	Work re SERP issues (.8); work re finalizing terms for KERP (1.0); telephone conference with C. Hernandez re executive compensation issues (.3); telephone conferences with D. Hyde re executive compensation issues (1.0); telephone conference with attorneys re pending issues (1.0).
4/25/03	1.00	John S Irving, Jr.	Draft advisory letters re vacation and safety incentive pay for D. Coleman.
4/25/03	.90	Geoffrey A Richards	Telephone conference with D. Imhoff re benefits issues (.6); telephone conference with V. Hood re same (.3).
4/26/03	.60	Marjon E Ghasemi	Exchange email correspondence with V. Hood re employee benefit and wages obligations (.3); exchange email correspondence with D. Jerome re same (.2); email correspondence to G. Richards and R. Wynne re same (.1)
4/28/03	.10	Shirley S Cho	Email correspondence to M. Ghasemi re Family Support Payment Center.
4/28/03	.50	Marjon E Ghasemi	Telephone conference with P. Grimes re payments to Family Payment Center (.3); exchange email correspondence with P. Grimes re same (.2)
4/28/03	4.00	Jack N Bernstein	Legal research re multiemployer withdrawal liability priority issues in bankruptcy (3.0); prepare memorandum re same (1.0).

Date	Hours	Name	Description
4/28/03	1.00	Vicki V Hood	Revise KERP motion.
4/29/03	.20	Shirley S Cho	Exchange email correspondence with D. Vick re stock option plan.
4/29/03	.30	Shirley S Cho	Confer with D. Jerome re stay incentives (.2); email to D. Jerome re same (.1).
4/29/03	.30	Frank A Chavez	Locate, retrieve and distribute documents re employee wages.
4/29/03	1.80	Marjon E Ghasemi	Telephone conference with V. Hood re employee benefits issues and KERP (.3); review email correspondence from V. Hood and G. Richards re same (.2); Exchange email correspondence with P. Grimes re family support obligations (.3); draft correspondence re authorization to honor checks issued re family support obligations (.4); email same to D. Jerome and P. Grimes (.2); several telephone calls to Donnie at Family Support Center re authorization to honor checks (.2) Telephone conference with P. Grimes re same (.2)
4/29/03	.50	Andrew J Groesch	Exchange email correspondence with S. Kotarba re questions from Fleming retirees.
4/29/03	3.10	Vicki V Hood	Telephone conference with D. Hyde re accrued vacation payments and Pay to Stay Program (.5); work re KERP terms (1.0); conference call with lawyers to resolve wage and benefits issues for May motions (1.0); work re employment agreement issues for former employees (.6).
4/29/03	3.00	John S Irving, Jr.	Prepare for and participate in telephone conference re labor and pension issues related to CoreMark Marshfield, WI distribution center with V. Hood and H. Hautau (1.5); prepare report memorandum to G. Richards, et al. re same (1.5).

The Fleming Company
Legal Services for the Period Ending April 30, 2003
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Date	Hours	Name	Description
4/30/03	.20	Shirley S Cho	Emails to R. Roof re KERP.
4/30/03	.10	Shirley S Cho	Email to V. Hood re pay to stay.
4/30/03	.40	Shirley S Cho	Review and forward emails received re pay to stay information from McAfee and R. Hawk (.2); voicemails to H. Rahjoo re same (.2).
4/30/03	.20	Vicki V Hood	Telephone conference with A. Groesch re response to Fleming pensions.
4/30/03	1.50	Vicki V Hood	Telephone conference with D. Imhoff re executive compensation issues re management raises and former employee contracts (.5); work re KERP issues (1.0).
	100.80		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Description of Expenses

Description	Amount
Telephone call to: DALLAS NE,TX 972-906-8649	3.74
Telephone call to: DALLAS NE,TX 972-906-8649	.62
Telephone call to: HOLLY OAK,DE 302-791-8540	8.52
Telephone call to: HOLLY OAK,DE 302-791-8540	1.45
Telephone call to: HOLLY OAK,DE 302-791-8540	1.66
Telephone call to: HOLLY OAK,DE 302-791-8540	1.25
Telephone call to: DALLAS NE,TX 972-906-1433	1.25
Telephone call to: DALLAS NE,TX 972-906-1433	.50
Fax page charge to 714-970-1137	3.75
Standard Copies	1.00
Telephone call to: DALLAS NE,TX 972-906-7106	11.43
Fax phone charge to 212-446-4900	.75
Fax phone charge to 212-446-4900	4.48
Fax page charge to 212-446-4900	2.25
Fax page charge to 212-446-4900	36.00
Telephone call to: DALLAS NE,TX 972-906-8649	1.45
Telephone call to: DE SOTO,TX 214-223-6188	1.25
Telephone call to: MINEAPOLIS,MN 612-339-4139	.50
Telephone call to: DALLAS NE,TX 972-906-1433	.50
Telephone call to: DALLAS NE,TX 972-906-1433	1.25
Telephone call to: DE SOTO,TX 214-223-6188	.75
Telephone call to: MINEAPOLIS,MN 612-340-7916	.50
Telephone call to: DALLAS NE,TX 972-906-8665	1.74
Telephone call to: DALLAS NE,TX 972-906-8159	3.24
Telephone call to: GANADO,TX	.50

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Description	Amount
512-771-3217	
Telephone call to: WILMINGTON,DE	1.25
302-652-4100	
Telephone call to: MINEAPOLIS,MN	.50
612-340-8900	
Telephone call to: DE SOTO,TX	1.00
214-223-6188	
West Publishing-TP,Database Usage 4.03	22.09
Telephone call to: OKLA CITY,OK	.62
405-552-2309	
Telephone call to: NEWYORKCTY,NY	.50
212-521-4845	
Telephone call to: DALLAS NE,TX	1.04
972-906-8665	
Telephone call to: DALLAS NE,TX	.75
972-906-8649	
UPS Dlvry to:John F.	14.52
Emanual,Milwaukee,WI from:Maureen D	
O'Brien	
Telephone call to: DALLAS NE,TX	1.25
972-906-8099	
Telephone call to: STATE OF,DE	2.49
302-778-6406	
West Publishing-TP,Database Usage 4.03	36.71
Telephone call to: HARRISBURG,PA	.62
717-730-8710	
Telephone call to: OKLA CITY,OK	.50
405-552-2253	
Telephone call to: STATE OF,DE	1.25
302-778-6401	
Telephone call to: TORONTO,ON	1.38
416-979-2211	
Telephone call to: DALLAS NE,TX	4.98
972-906-8649	
Standard Copies	1.30
Scanned Images	1.95
Telephone call to: W CENTRAL,OK	.83
580-345-2741	
Telephone call to: DALLAS NE,TX	.62
972-296-2885	
Fax page charge to 213-680-8500	1.50
Telephone call to: NEWYORKCTY,NY	3.33
212-819-8992	
Telephone call to: DALLAS NE,TX	1.04
972-906-8099	
Telephone call to: DALLAS NE,TX	.75

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Description	Amount
972-906-8099 Telephone call to: MINEAPOLIS,MN 612-340-7916	.75
Total Expenses	$ 193.85

May 27, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Peter S. Willmott

KIRKLAND & ELLIS
PARTNERSHIPS INCLUDING PROFESSIONAL CORPORATIONS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2661623

IN THE MATTER OF **Employee Issues**

For legal services rendered through April 30, 2003 (see attached Description of Legal Services for detail)	$ 44,888.00
For disbursements incurred through April 30, 2003 (see attached Description of Expenses for detail)	$ 339.69
Total for legal services rendered and expenses incurred	$ 45,227.69

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Jack N Bernstein	2.50	395.00	987.50
Shirley S Cho	2.40	420.00	1,008.00
Marjon E Ghasemi	8.20	345.00	2,829.00
Vicki V Hood	14.30	615.00	8,794.50
John S Irving, Jr.	59.00	495.00	29,205.00
Haleh Rahjoo	2.00	305.00	610.00
Geoffrey A Richards	.70	460.00	322.00
Bennett L Spiegel	.80	625.00	500.00
Richard L Wynne	.30	670.00	201.00
Andrew J Groesch	.50	190.00	95.00
Susan J Perry	1.60	210.00	336.00
Total	92.30		$ 44,888.00

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Description of Legal Services

Date	Hours	Name	Description
4/01/03	.20	Shirley S Cho	Telephone conference with S. Northcutt re employee issues.
4/01/03	.50	Marjon E Ghasemi	Several telephone conferences with V. Hood and S. Northcutt re key employee retention program.
4/01/03	3.00	Vicki V Hood	Review and analyze materials re pension funding issues (2.0); telephone conference with D. Hedge and B. Ryan re pension issues (1.0).
4/01/03	2.00	Vicki V Hood	Analyze legal issues re employee severance (1.0); analyze legal issues re KERP (1.0).
4/01/03	2.30	John S Irving, Jr.	Telephone conferences with D. Coleman, S. Cho, J. Sprayregan re labor issues (2.0); prepare for and participate in telephone conference on April with client (.3).
4/02/03	.30	Bennett L Spiegel	Telephone conference with S. Northcutt re pull back severance and bonus and retirement components of previously funded payroll (.2); exchange voicemail with L. Jones re same (.1).
4/02/03	.50	Bennett L Spiegel	Review materials re preliminary injunction issued by New Jersey Federal Court on 4/1 re covenant not to compete.
4/02/03	1.60	Marjon E Ghasemi	Telephone conference with E. Robbins re payroll (.4); review various documents re same (1.2).
4/02/03	.80	Marjon E Ghasemi	Telephone conference with S. Northcutt and Fleming amployees re severance issues.
4/02/03	.70	Vicki V Hood	Legal analysis re severance issues.

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Date	Hours	Name	Description
4/02/03	4.70	John S Irving, Jr.	Telephone conference with R. Wayne re labor issues (2.0); labor issues telephone conference with D. Coleman and B. Marigani (1.5); review Maslin, OH labor agreement (1.0); telephone conference with S. Cho re same (.2).
4/03/03	.70	Marjon E Ghasemi	Telephone conference with B. Stacotte re severance issues related to union employees.
4/03/03	1.00	Vicki V Hood	Analyze wage and severance issues.
4/03/03	3.30	John S Irving, Jr.	Review labor contracts for restrictive provisions (2.0); office conference with D. Coleman re obstacles to bargaining (.2); office conferences with S. Cho re labor issues (.1); analyze labor issues and prepare strategy (1.0).
4/04/03	1.00	Jack N Bernstein	Legal research re severance plan preference issues.
4/04/03	2.60	John S Irving, Jr.	Internal telephone conference call re labor issues (1.0); review labor contracts for restrictive provisions (1.0); review labor issues with D. Coleman and A. Richards (.3); report to R. Wynne re labor issues (.3).
4/04/03	1.60	John S Irving, Jr.	Review labor contracts for restrictive provisions (1.0); review labor issues with D. Coleman and A. Richards (.3); report to R. Wynne re labor issues (.3).
4/05/03	.20	John S Irving, Jr.	Preparations for telephone conferences re labor issues.
4/06/03	1.50	John S Irving, Jr.	Attorney telephone conference R. Wynne and B. Spiegel to discuss DIP/labor issues, preparations and notes.
4/07/03	2.00	John S Irving, Jr.	Review labor contracts (Le Crosse, Sacramento) for concession demands (1.80); confer with A. Richards re

Date	Hours	Name	Description
			bargaining strategies and economic support for demands and notes (.2).
4/08/03	1.50	Jack N Bernstein	Legal research re severance issues.
4/08/03	1.00	Vicki V Hood	Telephone conference with D. Jerome, P. Willmott, D. Hyde, B. Ryan and J. Stegenga re KERP.
4/08/03	2.20	John S Irving, Jr.	Review Fleming Wholesale union CBAs (1.0); confer with D. Coleman and A. Richards re union bargaining issues and agenda for Dallas meeting on April 9 (.2); prepare for meeting in Dallas April 9 and collect materials (1.0).
4/09/03	.50	Marjon E Ghasemi	Telephone conference with V. Hood and D. Jerome re draft of employee questions and answers for severed employees, review and analyze drafts of same in preparation of call.
4/09/03	8.70	John S Irving, Jr.	Review labor contracts (3.7); meetings in Dallas with D. Coleman, A. Richards and W. Merrigan re labor issues and bargaining strategies (5.0).
4/10/03	.80	Marjon E Ghasemi	Telephone conference with John Irving and D. Coleman re termination of employees, confer with B. Spiegel re same.
4/10/03	3.60	John S Irving, Jr.	Prepare labor-relations summary memorandum (2.3); respond to requests re accrued vacation pay issues and conferences with re same (1.3).
4/11/03	.50	Marjon E Ghasemi	Email exchange with R. Gise and Fleming management re outstanding union benefit payments, telephone call to R. Gise re same.
4/11/03	4.00	John S Irving, Jr.	Preparation of labor-relations assessment.
4/14/03	.30	Shirley S Cho	Review labor memorandum from J. Irving.

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Date	Hours	Name	Description
4/14/03	.10	Shirley S Cho	Email to C. Mooney re director compensation.
4/14/03	.20	Richard L Wynne	Telephone conference with V. Hood re KERP plan.
4/14/03	.40	Marjon E Ghasemi	Email exchange with G. Potter re union dues and benefit payments (.2); telephone call to R. Gise (counsel for UFCW) re same (.2).
4/14/03	1.00	Vicki V Hood	Work re KERP design and presentation.
4/14/03	1.00	John S Irving, Jr.	Review distribution labor agreements.
4/15/03	.10	John S Irving, Jr.	Messages from and to D. Coleman.
4/16/03	.40	Marjon E Ghasemi	Exchange email correspondence with D. Jerome re severance program, review documents re same.
4/18/03	.10	Shirley S Cho	Review and return voicemail of V. Hood re employee issues.
4/18/03	1.50	Vicki V Hood	Review documents re increase in compensation for D. Jerome (1.0); review director compensation plan (.5).
4/21/03	.10	Shirley S Cho	Review voicemail from C. Campi re Core-Mark employee.
4/22/03	.30	Susan J Perry	Locate copies of relevant labor contracts.
4/22/03	.10	Shirley S Cho	Telephone conference with J. Irving re labor status.
4/22/03	.10	Shirley S Cho	Exchange email correspondence with J. Irving re labor status.
4/22/03	.10	Shirley S Cho	Voicemail to G. Richards re employee issues.
4/22/03	.10	Shirley S Cho	Review and respond to email of G. Van Osdell re employee reimbursements.
4/22/03	.10	Shirley S Cho	Review and forward voicemail from D.

Date	Hours	Name	Description
			Wade re labor questions.
4/22/03	.10	Shirley S Cho	Review voicemail from S. Perry re labor contracts.
4/22/03	.50	Vicki V Hood	Telephone conference with D. Imhoff re KERP document preparation.
4/23/03	.20	Susan J Perry	Exchange email correspondence with D. Wade, A. Groesch and BMC re labor contracts.
4/23/03	.10	Susan J Perry	Telephone conference with D. Wade re labor contracts.
4/23/03	.50	Susan J Perry	Exchange email correspondence with T. Hinton re labor contracts (.2); review and analyze labor contracts re same (.3).
4/23/03	.70	Marjon E Ghasemi	Exchange email correspondence with S. Cho re employee obligations of Canadian employees (.3); exchange email correspondence with H. Hatau re same (.2); telephone calls to and from Canadian counsel re same (.2)
4/23/03	3.60	Vicki V Hood	Analyze KERP and supplemental retirement benefit plans (2.0); conference call with client and D. Imhoff re KERP and related executive compensation plans (1.2); telephone conference with D. Hyde re incentive plans (.4).
4/23/03	.70	Geoffrey A Richards	Telephone conference with D. Jerome, V. Hood and C. Hernandez re KERP issues.
4/24/03	.10	Susan J Perry	Review email from T. Hinton re labor contracts.
4/24/03	.10	Shirley S Cho	Review voicemails from G. Richards re labor issues.
4/24/03	.20	Shirley S Cho	Meet and confer with D. Coleman re labor issues.

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Date	Hours	Name	Description
4/24/03	.10	Shirley S Cho	Email to G. Richards re labor issues.
4/24/03	.70	Marjon E Ghasemi	Several telephone calls to and from G. Richards and J. Irving re certain union obligations (.4); review and analyze wages motion and order re same (.3).
4/24/03	.30	Haleh Rahjoo	Voicemail communications with G. Richards and J. Irving re labor issues.
4/24/03	4.00	John S Irving, Jr.	Review Warsaw, NC labor contract re management discretion to relocate work (1.0); attorney conferences and research re payment of accrued sick leave and safety incentive pay and attorney conferences and messages (Coleman, Hernandez, Morrigan, Ghasmire, Richards) (2.0); redraft advisory letter re sick pay (1.0).
4/25/03	.20	Susan J Perry	Review and analyze additional labor contracts review from T. Hinton.
4/25/03	.20	Shirley S Cho	Telephone conference with D. Jerome re KERP and employee wages issue.
4/25/03	.60	Marjon E Ghasemi	Several telephone calls to and from J. Irving re labor issues pertaining to bonuses and sick pay (.3); several telephone calls to from and R. Guisere vacation pay re union employees (.3).
4/25/03	1.70	Haleh Rahjoo	Prepare for and participate in telephone conference with J. Irving re labor issues (.3); review and reply to emails from J. Irving re same (.4); review documents re same (1.0).
4/25/03	2.00	John S Irving, Jr.	Attorney conferences with M. Ghasemi and H. Rahjoo (.2); conference with W. Loose (Alix) re CoreMark Marshfield CBA and follow-up with H. Hautau (.3); review Marshfield CBA (1.5).
4/26/03	1.50	John S Irving, Jr.	Review and analyze CBA re work transfer and operational change re Coremark per W. Loose and preliminary report to W.

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Date	Hours	Name	Description
			Loose.
4/28/03	.20	Susan J Perry	Review and distribute copies of labor contracts.
4/28/03	.10	Shirley S Cho	Review letters from J. Irving to D. Coleman re labor issues.
4/28/03	2.40	John S Irving, Jr.	Marshfield work relocation issues and alternatives reviewed, research and report to H. Hautau.
4/29/03	.10	Shirley S Cho	Review and return email of J. Irving re document requests from union.
4/29/03	.10	Shirley S Cho	Voicemail to V. Hood re KERP.
4/29/03	.10	Richard L Wynne	Telephone conference with J. Hood re KERP.
4/29/03	3.80	John S Irving, Jr.	Telephone conference with D. Coleman and review Teamster Local 92 information request confer with B. Loose re CoreMark DC options (.1); additional information re CoreMark from H. Hautau (.2); review and analyze labor contracts (1.5); prepare CoreMark options memorandum (2.0).
4/30/03	.10	Shirley S Cho	Telephone conference with T. Myers re employee issues.
4/30/03	.50	Andrew J Groesch	Review and revise various documents re Kerp precedent.
4/30/03	7.50	John S Irving, Jr.	Analyze CoreMark labor options and prepare discussion memorandum for W. Loose (5.5); review and analyze union Massillon information (2.).
	92.30		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Description of Expenses

Description	Amount
Telephone call to: OKLA CITY,OK 405-552-2229	2.29
Telephone call to: GARLAND,TX 214-530-4001	.62
Overtime Meals Laura J Vines	12.00
Bernadette McCoy - Revisions to Memo	105.25
Standard Copies	2.40
Scanned Images	.90
Telephone call to: GARLAND,TX 214-530-4001	.62
Telephone call to: OKLA CITY,OK 405-659-7274	1.74
Telephone call to: DALLAS NE,TX 972-906-8010	.83
Telephone call to: OKLA CITY,OK 405-552-2229	1.25
Telephone call to: DALLAS NE,TX 972-906-8099	.62
Telephone call to: DALLAS NE,TX 972-906-8649	1.45
Fax page charge to 972-906-1494	3.00
Standard Copies	.40
Standard Copies	.20
Scanned Images	.30
Scanned Images	.30
Telephone call to: OKLA CITY,OK 405-552-2229	.62
Fax phone charge to 248-358-1969	1.74
Fax phone charge to 248-358-1969	1.49
Fax page charge to 248-358-1969	12.75
Fax page charge to 248-358-1969	12.75
Standard Copies	3.40
Scanned Images	3.15
Telephone call to: OKLA CITY,OK 405-552-2229	1.45
Scanned Images	.75
Telephone call to: NORTH EAST,NJ 201-556-4070	1.04
Standard Copies	.30
Standard Copies	1.20
West Publishing-TP,Database Usage 4.03	164.88
Total Expenses	$ 339.69

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

May 27, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Peter S. Willmott

KIRKLAND & ELLIS
PARTNERSHIPS INCLUDING PROFESSIONAL CORPORATIONS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2661624

IN THE MATTER OF **Environmental Counseling**

For legal services rendered through April 30, 2003 (see attached Description of Legal Services for detail)	$ 6,653.50
For disbursements incurred through April 30, 2003 (see attached Description of Expenses for detail)	$ 107.69
Total for legal services rendered and expenses incurred	$ 6,761.19

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Shirley S Cho	1.40	420.00	588.00
Mark E Grummer	12.70	445.00	5,651.50
Geoffrey A Richards	.90	460.00	414.00
Total	15.00		$ 6,653.50

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Description of Legal Services

Date	Hours	Name	Description
4/15/03	.10	Shirley S Cho	Review and forward email from D. Stegman re environmental issues to R. Buday.
4/17/03	.90	Mark E Grummer	Telephone conference with G. Richards re background of case and environmental issues (.3); review documents and materials re environmental issues (.6).
4/18/03	1.20	Mark E Grummer	Obtain and review background material and additional documents re environmental issues (1.0); voicemails to K. Richesson and S. Welch re environmental issues (.2).
4/21/03	.30	Shirley S Cho	Review and respond to email from S. Welch re environmental matters (.2); email to M. Grummer re environmental issues (.1).
4/21/03	1.30	Mark E Grummer	Exchange voice mails with K. Richesson re environmental issues (.1); analyze regulatory considerations re "Exhibit C" (.1); prepare for and participate in telephone conference with S. Welch, outside environmental counsel, re environmental issues (.8); review status and identify future handling (.2); office conference with J. Davis re impact on environmental obligations of lease termination (.1).
4/22/03	.90	Shirley S Cho	Review and respond to email of M. Grummer re environmental issues (.2); review and reply to email of M. Grummer re environmental issues (.1); review and return voicemail of M. Grummer re environmental matters (.2); telephone conference with M. Grummer re environmental issues (.4).
4/22/03	.70	Mark E Grummer	Telephone conference with J. Horwitz re proposed sale of two facilities (.3);

Date	Hours	Name	Description
			review documents re same (.2); prepare email to S. Cho. re response re exhibit C in view of regulatory considerations (.2).
4/22/03	2.10	Mark E Grummer	Prepare for and participate in telephone conference with D. Stegman to review various environmental issues including environmental obligations related to lease termination.
4/22/03	1.40	Mark E Grummer	Review status of environmental issues and exchange emails and voice messages with S. Cho and R. Buday re same (1.2); begin review of environmental issues in sale contracts for two facilities (.2).
4/22/03	.90	Geoffrey A Richards	Telephone conference with M. Grummer re removal of underground storage tanks (.4); review regulations re same (.3); telephone conference with M. Grummer re other environmental issues (.2).
4/23/03	.10	Shirley S Cho	Review email from M. Grummer re EPA issue.
4/23/03	2.10	Mark E Grummer	Research re bankruptcy-triggered notice requirement re environmental issues and send excerpt of regulations to D. Stegman (.9); review superfund site administrative settlement and telephone conference with S. Welch re same (.7); office conference with attorney re real estate issues (.5).
4/24/03	1.10	Mark E Grummer	Prepare for and participate in bankruptcy team conference call (.4); review status of outstanding environmental issues (.7).
4/28/03	1.40	Mark E Grummer	Telephone conference with D. Plummer, R. Johnson, and W. Wheeler re environmental issues in lease terminations (.3); telephone conferences with L. Putman re same (.2); telephone conference with L. Putman, D. Plummer, R. Johnson, and W.

The Fleming Company
Legal Services for the Period Ending April 30, 2003
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Date	Hours	Name	Description
			Wheeler re same and applicable regulatory requirements (.9).
4/30/03	.50	Mark E Grummer	Review notes of pending environmental issues (.3); telephone conference with D. Stegman re same(.2).
	15.00		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Description of Expenses

Description		Amount
Telephone call to: OKLA CITY,OK 405-552-2214		.92
Telephone call to: OKLA CITY,OK 405-552-2214		12.92
Telephone call to: DALLAS NE,TX 972-906-2327		40.60
Telephone call to: OKLA CITY,OK 405-552-2214		.92
West Publishing-TP,Database Usage	4.03	5.95
West Publishing-TP,Database Usage	4.03	42.23
Telephone call to: DALLAS NE,TX 972-906-2327		.92
Telephone call to: DALLAS NE,TX 972-906-2327		3.23
Total Expenses		$ 107.69

May 27, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Peter S. Willmott

KIRKLAND & ELLIS
PARTNERSHIPS INCLUDING PROFESSIONAL CORPORATIONS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2661625

IN THE MATTER OF **Executory Contracts**

For legal services rendered through April 30, 2003 (see attached Description of Legal Services for detail)	$ 148,133.00
For disbursements incurred through April 30, 2003 (see attached Description of Expenses for detail)	$ 78.90
Total for legal services rendered and expenses incurred	$ 148,211.90

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Robert T Buday	140.70	510.00	71,757.00
Erik W Chalut	1.90	345.00	655.50
Shirley S Cho	7.10	420.00	2,982.00
Marjon E Ghasemi	41.40	345.00	14,283.00
Jason D Horwitz	3.20	345.00	1,104.00
Julie C Olsen	15.50	310.00	4,805.00
Haleh Rahjoo	3.50	305.00	1,067.50
Bennett L Spiegel	.40	625.00	250.00
Peter M Spingola	6.30	345.00	2,173.50
William R Springer	2.70	255.00	688.50
Victoria Wales	153.50	270.00	41,445.00
Richard L Wynne	1.50	670.00	1,005.00
Nathaniel M Marrs	4.50	410.00	1,845.00
Frank A Chavez	.80	90.00	72.00
Andrew J Groesch	2.10	190.00	399.00
Laurie L Ruxton	15.50	185.00	2,867.50
Tana M Ryan	1.30	165.00	214.50
Denise Wymore	.90	210.00	189.00
Susan J Perry	.50	210.00	105.00
Total	403.30		$ 147,908.00

Description of Legal Services

Date	Hours	Name	Description
4/01/03	.30	Denise Wymore	Telephone conference with T. Ryan re lease rejection motion.
4/01/03	1.30	Tana M Ryan	Email and telephone conference with S. Cho re final approval of lease rejection motion.
4/01/03	1.30	Marjon E Ghasemi	Review and revise draft of lease rejection motion (1.); exchange email correspondence re same (.3).
4/02/03	.10	Bennett L Spiegel	Telephone calls to and from J. Warner of Piper Piedmont re aviation lease issues.
4/02/03	.30	Bennett L Spiegel	Telephone conference with E. Weiss re ticketmaster turnoff of service in light of alleged breach.
4/02/03	.40	Erik W Chalut	Telephone conference with C. Mooney and Circle K re agreements with Circle K.
4/03/03	6.00	Robert T Buday	Review precedent re calculation of 502(b)(6) damages and revise memorandum re procedure for calculating same (3.5); draft and revise outline re lease rejection procedures and rights under the bankruptcy code (2.5).
4/04/03	7.00	Julie C Olsen	Draft memo re procedures for rejecting and vacating leased facilities.
4/04/03	5.50	Robert T Buday	Review correspondence re proposed assignment of lease agreements and address various landlord issues presented by rejection of leases and review motions filed (4.5); review proposal submitted by real estate consultants (1.0).
4/04/03	.40	Shirley S Cho	Review memorandum to client re lease issues in bankruptcy from R. Buday (.2); draft email to R. Buday re status

Date	Hours	Name	Description
			of lease issues(.2).
4/04/03	.70	Victoria Wales	Prepare for and confer with R. Buday and J. Olsen re preparation of lease summary charts and 502(b)(6) charts.
4/05/03	.10	Shirley S Cho	Review and respond to email of C. Mooney re assumption of Coremark related contract.
4/06/03	.10	Shirley S Cho	Review email re Ticketmaster contract.
4/07/03	11.70	Robert T Buday	Participate in numerous conferences with representatives of Fleming re lease rejections and disposition of real property (6.5); draft and revise memoranda re lease rejections and calculation of damages (3.2); review pleadings and file documents from company re same. (2.0).
4/07/03	7.50	Victoria Wales	Prepare 502(b)(6) chart to calculate landlord damage cap (2.8); prepare lease summary chart for the Company (1.5); review filed motions (1.7).
4/07/03	.80	Frank A Chavez	Locate, review and organize pleadings and documents re lease rejection motion for preparation of electronic database for attorney review and use.
4/08/03	.20	Shirley S Cho	Review and respond to emails re lease rejection objections.
4/08/03	.60	Richard L Wynne	Prepare and attend telephone conference with R. Buday re real estate lease.
4/08/03	.40	Marjon E Ghasemi	Telephone conference with Counsel to certain landlords re leases of his client that were not rejected.
4/08/03	.40	Marjon E Ghasemi	Telephone conference with C. Coleman (counsel for landlords) re several rejected leases.
4/08/03	.40	Marjon E Ghasemi	Review correspondence from A. Berryman (counsel to certain lessors) re lease

Date	Hours	Name	Description
			obligations.
4/09/03	9.50	Robert T Buday	Prepare for and attend meetings to address lease rejection issues and discuss business relationship with subtenants (4.0); review pleadings and documents re real property and proposed disposition of same (5.5).
4/09/03	.30	Shirley S Cho	Review emails from S. McFarland re Minnesota Twins contract (.2); review emails from K. Richesson re same (.1).
4/09/03	1.50	Erik W Chalut	Telephone conference with D. Bickford re various contracts with customers and whether company has authority to honor same (.4); telephone conference with G. Terrazas re same (.6); follow up re open issues re same (.5).
4/09/03	4.50	Victoria Wales	Prepare for and attend meetings with the real estate team re lease rejections.
4/09/03	1.50	Marjon E Ghasemi	Telephone conference with J. Balistreri (counsel to certain landlords) re status of leases (.3); email exchange with C. Lhulier re order rejecting leases (.3). telephone conference with D. Branch (counsel to certain landlords) re status of leases under the cash collateral agreement (.2); email correspondence with A. Bates and L. Myers re status of leases under cash collateral and dip financing agreements (.4); telephone conference with A. Anderson re status of leases under cash collateral agreement (.3)
4/10/03	.40	Shirley S Cho	Review motion from Minnesota Twins re executory contract (.2); email to K. Richesson and C. Mooney re same (.1); meet and confer with C. Mooney and K. Richesson re same (.1).
4/10/03	5.80	Victoria Wales	Prepare lease charts for the real estate team (2.0); prepare for and

Date	Hours	Name	Description
			confer with R. Buday and real estate team at the Company re various issues at leased sites (1.5); telephone conferences with numerous landlords and their counsel re lease rejection issues (1.8); exchange email correspondence with company re lease issues (.5).
4/10/03	1.60	Marjon E Ghasemi	Telephone call to J. Balistreri re lease issues (.2); telephone call to P. Guillot re lease termination issues (.2); telephone conference with V. Wales re status of certain leases (.4); review email correspondence with R. Buday, V. Wales and S. Cho re status of certain leases (.8).
4/11/03	11.80	Robert T Buday	Participate in numerous telephone conferences withlandlords re failure to surrender premises and subtenants in possession (6.0); legal research re right to assume and assign a sublease and rights of subtenants upon rejection of lease (3.5); telephone conferences with company representatives re outstanding issues involved in lease rejections (2.3).
4/11/03	1.00	Shirley S Cho	Confer with M. Ghasemi re lease issues (.3); strategize re amendment procedures to proposed lease rejection order (.7).
4/11/03	5.00	Victoria Wales	Telephone conference with B. Lake re schedule of rejected leases (.3); review correspondence from the Company re lease issues (.5); prepare correspondence to BMC re landlord notice address' (.2); conference with R Buday re landlordcalls re rejected leases (1.0); multiple conferences with M. Ghasemi, S. Cho, R. Buday and the Company re amending the first day rejection motion (2.0); prepare comprehensive chart with lease information (1.0).

The Fleming Company
Legal Services for the Period Ending April 30, 2003
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Date	Hours	Name	Description
4/11/03	3.50	Marjon E Ghasemi	Review and analyze motion of Bradley operating limited partnership for order directing payment (.6); several telephone conferences with R. Buday and V. Wales re Bradley motion and related lease issues (.7); telephone call to R. Mason (counsel to Bradley) re motion (.2); return call of B. Melvin (National Retail Equipment Liquidators) re potential asset sale (.2); review correspondence from S. Welman (counsel for the DEC Investments) re rejected leases (.4); telephone call to S. Welman re same (.2); review and analyze documents re amendments to lease rejection list (.4); email correspondence with R. Buday, V. Wales and G. Terrazas re amendments to lease rejection list (.4); email exchange with C. Lhulier and S. McFarland re Delaware practice re revising lease rejection list (.4).
4/12/03	7.00	Victoria Wales	Review and respond to correspondence from Company and bankruptcy group (2.5); prepare landlord issues list re landlord correspondence and resolution of issues (3.2); prepare Fleming request list (.5); review landlord correspondence re rejections and non payment of rent (.6); prepare correspondence to the Company re request for documents (.2).
4/13/03	4.00	Victoria Wales	Review landlord correspondence and respond to the same (2.0); revise landlord issues chart (2.0).
4/14/03	10.50	Robert T Buday	Participate in multiple conference calls with landlords re lease rejection issues (5.5); conferences with company re real estate issues and procedures for handling lease rejections (3.5); review and revise memorandum re lease surrender issues (1.5).
4/14/03	.20	Shirley S Cho	Review voicemails re landlord inquiries

Date	Hours	Name	Description
			and forward to M. Ghasemi.
4/14/03	7.50	Victoria Wales	Revise lease and sublease rejection chart (3.3); multiple telephone conferences with R. Buday, J. Stang and real estate team at the Company re modification of rejection motion (1.5); multiple telephone conferences with landlords and their counsel re lease rejection issues (2.7).
4/14/03	3.60	Marjon E Ghasemi	Telephone conference with V. Wales re pending lease issues (.4); exchange email correspondence with G. Terrazas re status of April lease payments (.3); review objection of CV-SCE to lease rejection motion (.4); telephone conference with R. Buday, V. Wales and S. McFarland re lease rejection issues (1.0); review and analyze numerous objections and other replies filed in connection with lease rejection motion (1.5).
4/15/03	3.00	Julie C Olsen	Telephone conference re real property lease issues (1.5); conference with R. Buday re real property lease issues (.5); draft lease assignment agreement (1.0).
4/15/03	11.50	Robert T Buday	Prepare for and participate in numerous telephone conferences and internal meetings with company andbankruptcy group to discuss procedures re lease rejections (7.0); telephone conferences with numerous landlords re assignment of subleases in satisfaction of 502(b)(6) claims (4.5).
4/15/03	.20	Shirley S Cho	Review lease status chart from M. Ghasemi.
4/15/03	8.20	Victoria Wales	Prepare for and conference with R. Buday re landlord issues at rejected lease sites (1.5); multiple conferences with landlords and their counsel re lease rejection issues (3.5); revise

Date	Hours	Name	Description
			landlord issues chart (1.5); multiple conferences with landlords re stipulations as to lease rejection modification (1.3); review objections filed re the lease rejection motion (.4).
4/15/03	5.60	Marjon E Ghasemi	Prepare for and participate in telephone conference with G. Richards, L. Jones and R. Buday re lease rejection motion and coordinating Objections to the same (1.0); telephone conference with R. Buday and V. Wales re objections to lease rejection motion (.8); review and analyze numerous objections and replies filed in response to the lease objection motion (2.5); telephone conference with Jim Stang (Pachulski) and R. Buday re lease rejection and related issues (.6); draft form letter to parties re lease rejection list, email same to R. Buday (.7).
4/15/03	.30	Andrew J Groesch	Conference with S. Kotarba re contract modification with Unilever.
4/15/03	.20	Andrew J Groesch	Correspond with Unilever for additional documents
4/16/03	.50	Susan J Perry	Research precedent files for Delaware stipulations and articles re executory contracts.
4/16/03	9.70	Robert T Buday	Conferences with numerous landlords re objections concerning relation back, sublease issues and repair issues (7.7); review pleadings and conferences with company re calculation of 502(b)(6) claims (2.0).
4/16/03	.90	Jason D Horwitz	Continued research and analysis of section 365(d)(3) and postpetition lease payment issues (.7); conference with K&E sales team re same (.2).
4/16/03	.10	Shirley S Cho	Review and forward lease rejection

Date	Hours	Name	Description
			inquiry to M. Ghasemi.
4/16/03	6.70	Victoria Wales	Draft correspondence and stipulations re lease rejection modification (2.8); review correspondence from the Company and respond to the same (.4); multiple telephone conference with landlords and their counsel re lease rejection issues (2.5); revise landlord issue chart (1.0).
4/16/03	6.10	Marjon E Ghasemi	Several telephone conferences with V. Wales re status of lease rejection modification list (.5); telephone conference with J. Stang and C. Lhulier re lease rejection oppositions (.4); telephone conference with V. Wales and J. Stang re lease rejection modification procedures (.5); draft stipulation to remove landlord from lease rejection list (.4); draft stipulation to continue lease rejection motion with respect to particular leases (.3); draft form cover letter to landlords re continuance of hearing date (.3); several telephone conferences with J. Stang, R. Buday and V. Wales re status lease rejection motion (1.5); review and analyze numerous lease objection motions for purposes of preparing to reply to same (2.2); draft reply to lease rejection motion
4/16/03	1.00	Andrew J Groesch	Exchange email correspodence with S. Kotarba, G. Richards and Unilever's counsel re Unilever amendment.
4/17/03	.10	Shirley S Cho	Review and respond to email of L. Mandel re Bradley's motion.
4/17/03	.10	Shirley S Cho	Telephone conference with M. Ghasemi re status of Bradley's motion.
4/17/03	.20	Shirley S Cho	Review and forward lease rejection objections to M. Ghasemi.

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Date	Hours	Name	Description
4/17/03	.60	Denise Wymore	Revise lease motion.
4/17/03	10.50	Victoria Wales	Multiple telephone conferences with landlords and their counsel re lease rejection issues (1.5); prepare for and participate in telephone conference with internal lawyer team re open issues (1.0); prepare for and participate in telephone conference with R. Buday and the real estate team at the Company real property issues (1.0); review motions filed re lease rejections (2.0); revise exhibits to lease rejection modification motions (2.0); resolve lease rejection modification issues (3.0).
4/17/03	5.80	Marjon E Ghasemi	Draft motion for modification of motion to reject leases (continuance re subleases) (1.5); draft exhibit a to motion for modification (.8); draft order granting motion to modify re subleases (.4); review and revise omnibus reply re lease rejection motion (1.5); several telephone conferences with J. Stang and C. Lhulier re lease rejection motion (.5); several telephone calls with R. Buday and V. Wales re motions to modify lease rejection motion and exhibits to same (.8); email exchange with R. Buday and V. Wales re lease rejection motion (.3).
4/18/03	12.30	Robert T Buday	Conferences with numerous landlords re objections assignment of subleases and status of unpaid rent (6.5); conferences with the company re revisions to lease rejection chart (2.5); discuss and review motions re amendment of lease rejection motion and address issues re additional time to vacate premises (3.3).
4/18/03	.10	Shirley S Cho	Voicemail to L. Mandel re lease rejection issues.

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Date	Hours	Name	Description
4/18/03	.30	Richard L Wynne	Telephone conference with R. Hertzberg and P. Aronzon re lease objections.
4/18/03	1.50	Victoria Wales	Multiple telephone conferences with landlords and their counsel re lease rejection issues.
4/18/03	.30	Andrew J Groesch	Internal K&E conferences with G. Richards re April 21 hearing and executory contracts.
4/19/03	3.50	Robert T Buday	Telephone conferences with company re 502(b)(6) analysis and requests by KPMG for lease analysis (1.5); review and address issues re objections filed by creditors committee (2.0).
4/19/03	4.00	Victoria Wales	Telephone conference with Alix Partners, KPMG, and B. Lake re lease rejection (.5); conference with R. Buday re same (.3); review lease charts prepared by the Company (1.5); draft correspondence re lease with sublease (.5); exchange email correspondence re lease rejection modifications and reply to same (1.2).
4/20/03	.10	Shirley S Cho	Review voicemail from V. Wales re lease rejections.
4/20/03	.20	Shirley S Cho	Review objection by committee to lease rejection motion.
4/20/03	.20	Richard L Wynne	Telephone conference with L. Jones re lease negotiation motion.
4/20/03	.30	Marjon E Ghasemi	Several telephone calls to and from S. Cho, R. Buday and V. Wales re marketing efforts of leases for purposes of preparing for 4/21 hearing.
4/20/03	.30	Andrew J Groesch	Draft email correspondence re executory contracts to Company.
4/21/03	1.50	Robert T Buday	Review revised exhibits for lease rejection motion and coordinate removal of additional properties from list.

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Date	Hours	Name	Description
4/21/03	.20	Shirley S Cho	Review and forward email of K. Richesson re executory contract issue.
4/21/03	.50	Shirley S Cho	Review case precedent re lease rejections.
4/21/03	.10	Shirley S Cho	Review voicemail of R. Buday re lease marketing.
4/21/03	7.00	Victoria Wales	Multiple conferences with landlords and their counsel re lease rejection issues (2.5); revise landlord issues chart (.5); prepare for and meet with L. Ruxton re filing lease rejections and objections (.8); conference call with R. Buday, J. Olsen, and G. Terrazas re leased properties on Indian reservations (.5); edit lease and sublease chart (1.8); review e-mail correspondence re real property issues and respond to the same (.9).
4/21/03	1.20	Marjon E Ghasemi	Telephone conference with T. Wales re status of lease rejection motion and related issues (.3); review correspondence from Cline Williams re administrative lease payments, exchange email correspondence with R. Buday and S. Cho re same (.4); email correspondence with S. McFarland re leases involved with Bradley motion (.3); review limited objection of Bradley to lease rejection motion (.3)
4/22/03	11.50	Robert T Buday	Conferences with the company and review address issues re landlord letters and objections (5.5); address issues re real estate deliveries to DIP lender and conferences with N. Marrs re same (1.5); review and revise proposed purchase agreement for owned property dispositions (2.0); review further revised exhibits for lease rejection motion and coordinate removal of additional properties from list (2.5).

The Fleming Company
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May 27, 2003

Date	Hours	Name	Description
4/22/03	.10	Shirley S Cho	Review contract to reject.
4/22/03	8.00	Victoria Wales	Prepare for and conference with internal lawyers re open issues (1.5); conference with R. Buday re outstanding landlords issues (1.5); conference with J. Stang re notice periods (.4); conference with Marjon re notice periods and filing motion to extend time to assume or reject (.6); revise lease and sublease chart (3.0); prepare letters re automatic stay to landlords (1.0).
4/22/03	2.30	Marjon E Ghasemi	Exchange email correspondence with R. Buday, S. McFarland and J. Stang re motions to extend time to assume/reject and lease rejection procedures motion (.5); telephone conference with V. Wales re pending landlord and lease issues (.4); return telephone call of John Laker re landlord inquiry (.2); review and revise lease rejection procedures motion (1.0); exchange email correspondence with S. McFarland re Bradley's motion (.2).
4/22/03	4.00	Laurie L Ruxton	Prepare binder re Landlord's Objections re Rejected Leases.
4/23/03	11.20	Robert T Buday	Telephone conferences with numerous landlords and their counsel re lease rejection issues (8.7); telephone conferences with the company re landlord correspondence and objections notice issues re revised rejection lists (2.5).
4/23/03	.60	Jason D Horwitz	Telephone conferences with M. Honeybone re prepetition claims relating to lease rejections (.3); office conferences re same (.3).
4/23/03	.10	Shirley S Cho	Review draft executive contract memo.
4/23/03	.10	Shirley S Cho	Telephone conference with W. Springer re executive contracts memo.

Date	Hours	Name	Description
4/23/03	.20	Shirley S Cho	Review and respond to email from C. Mooney re executive contract analysis.
4/23/03	.10	Shirley S Cho	Review email from D. Wade re contracts gathering.
4/23/03	.40	Richard L Wynne	Telephone conference with S. Cho re retailer terminations (.2); review and analyze asset sale summary (.2).
4/23/03	4.00	Victoria Wales	Multiple telephone conferences with landlords re lease rejection issues (2.5); telephone conference with S. Allen at BMC re management of the lease rejection lists and related items (.5); research municipal violation and fine and treatment in bankruptcy (1.0).
4/23/03	5.80	Victoria Wales	Exchange email correspondence with K&E team and various landlords and counsel to same re real property issues (2.0); revise lease rejection chart (1.0); revise active lease chart (2.8).
4/23/03	2.00	Victoria Wales	Exchange email correspondence with K&E team and various landlords and counsel to same re real property issues.
4/23/03	1.90	Marjon E Ghasemi	Exchange email correspondence with L. Price re status of lease rejection motion (.2); review and revise draft of executory contract rejection procedures motion (.8); email correspondence with V. Wales re pending lease obligations (.2); email correspondence with G. Van Osdell re de minimis asset motion (.3); email exchange with A. Pastel (counsel to landlord) re status of lease rejection motion (.2); confer with M. Honeybone re rejection of certain executory contracts (.2)
4/23/03	2.50	Laurie L Ruxton	Work on preparation of Landlord Objections binder.
4/23/03	3.00	Nathaniel M Marrs	Review Fresno lease amendment and

Date	Hours	Name	Description
			additional purchase and sale agreement.
4/24/03	3.00	Robert T Buday	Conferences with numerous landlords re lease issues.
4/24/03	1.70	Jason D Horwitz	Research and analysis of case law re rejection damages claims (.6); office conferences re same (.7); telephone conference with G. Terrazas re same (.4).
4/24/03	.10	Shirley S Cho	Email to M. Ghasemi re contract for rejection.
4/24/03	.20	Shirley S Cho	Telephone conference with M. Ghasemi re lease rejection procedures motion.
4/24/03	10.60	Victoria Wales	Multiple conferences with landlords re lease rejection issues (3.2); research issue re termination rights under lease (1.3); telephone conference with B. Lake, D. Stegman re owned real property (.5); prepare for and conference with A. Mena re owned real property (.3); draft correspondence to County Assessor (.4); telephone conference with R. Buday and M. Ghasemi re rejections procedures motion (.5); telephone conference with T. Gulledge re notice addresses (.3); telephone conference with BMC re the same (.5); prepare for and participate in telephone conference with real estate team re real property issues (1.0); prepare for and participate in telephone conference with internal lawyers re pending issues (1.0); review lease for termination right (.4); telephone conference with Alix Partners re lease portfolio and owned properties (.4); telephone conference with Companyre preparation of lease notice addresses (.8).
4/24/03	2.30	Marjon E Ghasemi	Telephone conference with V. Wales re lease rejection procedures motion and motion to extend time to assume or reject (.3); telephone conference with

Date	Hours	Name	Description
			V. Wales re lease rejection procedures motion and related issues (.5); telephone conference with V. Wales and R. Buday re same (.3); review and analyze local and federal rules re service requirements of rejection procedures motion (.3); exchange email correspondence with R. Buday, V. Wales, J. Stang and S. McFarland re lease rejection procedures motion and motion to extend the time to assume or reject (.5); several telephone conferences with S. McFarland re lease rejection procedures motion (.4).
4/24/03	3.00	Laurie L Ruxton	Review and organize various documents re preparation of binder for landlord letters and objections.
4/24/03	1.50	Nathaniel M Marrs	Review correspondence from various people, including V. Wales re lease issues (1.1); review lease summary chart (.4).
4/25/03	.20	Shirley S Cho	Review and respond to emails of M. Ghasemi re lease rejection procedure.
4/25/03	12.00	Victoria Wales	Telephone interviews with real estate consultant groups and the Company (3.0); resolve noticing issues with respect to the motion to modify the rejection list (.5); review sublease list from the Company (.5); prepare for and conference with the real estate team re real property issues (1.0); revise checklist as to the real estate section (.8); multiple conferences with landlords re lease rejection issues (2.0); review edits to lease and sublease chart (2.5); revise lease and sublease chart (1.7).
4/25/03	1.50	Laurie L Ruxton	Prepare Landlord Consent and Objections (1.4); telephone conference with V. Wales re preparation of binder (.1).
4/26/03	2.70	William R Springer	Research re ability of force supplier

Date	Hours	Name	Description
			to discontinue relationship.
4/26/03	1.20	Marjon E Ghasemi	Review correspondence from J. Bradford (counsel to landlord) re status of lease (.3); Telephone call to with J. Bradford re same (.2); exchange email correspondence with S. McFarland, V. Wales and R. Buday re pending lease and sublease issues (.5); telephone call to and from J. Stang re motion of Phoenix (.2)
4/27/03	5.20	Peter M Spingola	Research re application of state franchise laws in the context of bankruptcy in connection with potential termination of certain franchise agreements (2.0); research re treatment of franchise contracts as executory contracts in bankruptcy (2.1); review and analyze Piggly Wigglyfranchise agreement re same (1.1).
4/27/03	.10	Shirley S Cho	Email to R. Wynne re contract rejection.
4/27/03	.10	Shirley S Cho	Email to M. Ghasemi re contract rejection motion.
4/27/03	.30	Shirley S Cho	Review and respond to email of R. Buday re subleases (.1); review and respond to emails of R. Buday re assignment of lease (.2).
4/27/03	5.00	Victoria Wales	Revise active lease and sublease chart (2.5); review correspondence re real property issues and respond to the same (2.5).
4/28/03	3.50	Julie C Olsen	Draft assignment of lease form.
4/28/03	7.50	Robert T Buday	Numerous conferences with landlords re lease rejection status and objections (5.0); review revised motions amending rejection list and address issues re removal and substitution of leases (2.5).

The Fleming Company
Legal Services for the Period Ending April 30, 2003
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Date	Hours	Name	Description
4/28/03	.10	Shirley S Cho	Exchange email correspondence re DiGiorgio contract.
4/28/03	.10	Shirley S Cho	Exchange email correspondence re contract rejection.
4/28/03	5.70	Victoria Wales	Multiple telephone conferences with landlords' counsel re leased properties (2.0); review and revise chart re leased and subleased properties (3.7).
4/28/03	1.40	Marjon E Ghasemi	Exchange email correspondence with M. Honeybone re rejection of certain executory contracts (.3); exchange email correspondence with S. McFarland and S. Cho re motion to reject certain executory contracts (.3); Telephone conference with J. Horwitz re procedures to assume executory contracts (.3) Telephone conference with V. Wales re lease cancellation issues (.5)
4/29/03	2.00	Julie C Olsen	Prepare Assignment of Lease, Sublease and Release document for assignment to landlord.
4/29/03	4.00	Robert T Buday	Participate in numerous calls with landlords and address objections and lease issues.
4/29/03	.10	Shirley S Cho	Exchange email correspondence with J. Garrison re Piggly Wiggly lease.
4/29/03	.10	Shirley S Cho	Exchange email correspondence with G. Richards re same.
4/29/03	10.50	Victoria Wales	Conference with T. Gulledge re lease rejection reconciliation chart (.5); reconcile the lease rejections lists (5.0); revise lease and sublease chart (2.0); multiple telephone conferences with landlords re lease rejection issues (1.5); telephone conference with M. Ghasemi re lease rejection modification (.5); locate information onthe Company's owned real property and

Date	Hours	Name	Description
			conference with A. Mena re the same (1.0).
4/29/03	1.10	Haleh Rahjoo	Review letter from R. Shrock re Albertson's contract (.3); email correspondence to T. Brown and L. Price re same (.3); telephone conferences with M. Nordin, L. Price and T. Brown re same (.5).
4/29/03	1.60	Haleh Rahjoo	Review correspondence from P. Whitaker re Russell's Food Stores contract (.4); draft and correspondence to P. Whitaker re same (.6); email correspondence to B. May, T. Kreatschman, S. Cho and L. Price re same (.6).
4/30/03	10.00	Robert T Buday	Participate in numerous telephone conferences with the company re lease rejection issues, real property sale issues retention of real estate professionals and retention of brokers (6.0); participate in numerous calls with landlords and address lease issues (4.0).
4/30/03	1.10	Peter M Spingola	Analyze issues re franchise agreements in bankruptcy and application of state franchise laws and termination of retail relationships (.7) and internal conference with R. Buday and M. Fatall re same (.4).
4/30/03	.30	Shirley S Cho	Telephone conference with R. Leveberg re Performance Contracting (.2); voicemail to T. Morrow re same (.1).
4/30/03	.10	Shirley S Cho	Email to L. Jones and R. Wynne re form of termination agreement.
4/30/03	.10	Shirley S Cho	Review assignment agreement draft from R. Buday.
4/30/03	10.00	Victoria Wales	Prepare correspondence to landlords re violation of stay and rescission of surrender letters (2.5); review revised lease rejection and modification lists

Date	Hours	Name	Description
			(2.5); prepare for and conference with real estate team re real property issues (1.0); conference with J. Stang re filing separate sublease rejection motion (.5); review assignment of sublease agreement (.5); multiple conferences with landlords re lease rejection issues (2.0); revise landlord issues list (1.0).
4/30/03	.60	Marjon E Ghasemi	Telephone conference with R. Buday re assumption and assignment of subleases (.3); review email correspondence from R. Buday re same (.3)
4/30/03	4.50	Laurie L Ruxton	Confer with V. Wales re review of Landlord's objections and letters (.8); work on preparation of binder of relevant documents (3.7).
4/30/03	.80	Haleh Rahjoo	Review letter from A. Perlstein re Best Yet Markets agreement (.5); email correspondence to B. May, Louis Price and S. Cho re same (.3).
	405.80		TOTAL HOURS

Description of Expenses

Description	Amount
Standard Copies	.40
Telephone call to: DALLAS NE,TX 972-906-2181	.50
Standard Copies	78.00
Total Expenses	$ 78.90

May 27, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Peter S. Willmott

KIRKLAND & ELLIS
PARTNERSHIPS INCLUDING PROFESSIONAL CORPORATIONS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2661626

IN THE MATTER OF **Fee/Employment Applications**

For legal services rendered through April 30, 2003 (see attached Description of Legal Services for detail)	$ 53,878.50
For disbursements incurred through April 30, 2003 (see attached Description of Expenses for detail)	$ 36.45
Total for legal services rendered and expenses incurred	$ 53,914.95

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Shirley S Cho	9.30	420.00	3,906.00
Eva H Davis	.80	545.00	436.00
Marjon E Ghasemi	43.80	345.00	15,111.00
Eric C Liebeler	1.50	525.00	787.50
Geoffrey A Richards	1.30	460.00	598.00
Bennett L Spiegel	2.80	625.00	1,750.00
Richard L Wynne	1.10	670.00	737.00
Stephanie A Brewer	7.00	165.00	1,155.00
Frank A Chavez	2.00	90.00	180.00
Ellen J Kratofil	39.70	190.00	7,543.00
Tana M Ryan	3.30	165.00	544.50
Denise Wymore	21.10	210.00	4,431.00
Stephanie D Frye	6.30	165.00	1,039.50
Susan J Perry	8.10	210.00	1,701.00
Edward B Thomas	65.20	165.00	10,758.00
Rebecca L Trizna	19.40	165.00	3,201.00
Total	232.70		$ 53,878.50

Description of Legal Services

Date	Hours	Name	Description
4/01/03	5.20	Rebecca L Trizna	Analyze and annotate subsidiary reports for Top 20 List and related research.
4/01/03	.80	Stephanie D Frye	Analyze Top 20 list re potential conflicts.
4/01/03	4.80	Denise Wymore	Review conflict search reports (2.8);draft K&E retention application (2.0).
4/02/03	7.00	Edward B Thomas	Analyze Top 20 Creditors list for purposes of completing conflicts check.
4/02/03	3.00	Rebecca L Trizna	Enter Vendors' List into conflicts database and search (1.8); analyze and annotate conflicts report of Vendors' List (1.2).
4/02/03	6.10	Denise Wymore	Review conflicts search (5.5); review several emails re employment application (.6).
4/02/03	3.30	Tana M Ryan	Review documents re K&E retention application (2.1); telephone conferences with D. Erie and E. Nelson re potential conflicts (.6); exchange email with D. Wymore and S. Cho re same (.6).
4/02/03	2.00	Frank A Chavez	Review and prepare electronic database re conflicts for attorney review and use.
4/03/03	1.20	Ellen J Kratofil	Set up initial conflicts files re email tracking (.9); telephone conference with M. Ghasemi re email process (.3).
4/03/03	7.00	Edward B Thomas	Analysis of Top 20 Creditors.
4/03/03	.70	Shirley S Cho	Telephone conference with B. Spiegel re timing of filing of K&E retention application (.1); telephone call to L. Price re same (.1); telephone call to

Date	Hours	Name	Description
			T. Feil re same (.1); telephone call to J. Stegenga re same (.1); telephone conference with M. Ghasemi re K&E retention application and status of professionals' retentions (.3).
4/03/03	.50	Bennett L Spiegel	Review draft K&E retention application (.2); conference with M. Ghasemi re same (.3).
4/03/03	4.80	Marjon E Ghasemi	Revise K&E employment application and affidavit to same (2.8); review and analysis of conflicts results (.8); several telephone conferences with conflicts department re conflicts search (.6); confer with B. Spiegel re K&E employment application (.3); confer with S. Cho re same (.3).
4/04/03	1.00	Ellen J Kratofil	Review voice mails from J. Timpe, S. Cho and M. Ghasemi re conflicts review timetable for purposes of K&E retention (.3); prepare conflicts search results (.7).
4/04/03	3.00	Edward B Thomas	Analyze Top 20 Creditors list.
4/04/03	4.00	Stephanie A Brewer	Entry of additional insurers into Legalkey to search (1.0); analyze files for results (1.5); enter search results into excel file and sending e-mail delivering results (1.5).
4/04/03	3.50	Susan J Perry	Preparation of Exhibit A to employment application.
4/04/03	.60	Susan J Perry	Research employment application affidavit.
4/04/03	1.50	Susan J Perry	Preparation of Exhibit B to employment K&E application.
4/04/03	1.70	Susan J Perry	Prepare memorandum and locate exhibits for distribution to K&E team re instructions on how to bill for fee application billing procedures.

Date	Hours	Name	Description
4/04/03	1.50	Shirley S Cho	Review and return voicemail of J. Sprayregen re fee application (.1); review and analyze draft of K&E retention application (.5); confer with M. Ghasemi re same (.3); confer with S. Perry and D. Wymore re additional work needed (.3); confer with R. Wynne re same (.3)
4/04/03	.30	Bennett L Spiegel	Telephone conferences and emails with M. Ghasemi (.2); update J. Sprayregen re preparation of K&E retention application (.1).
4/04/03	4.00	Denise Wymore	Review and analyze conflict searches.
4/04/03	7.00	Marjon E Ghasemi	Review and revise K&E affidavit of J. Sprayregen in support of K&E's employment application (3.5); confer with S. Cho and R. Wynne re same (.5); review and analysis of conflicts results for exhibit B to same (2.5); email correspondence re conflicts analysis (.5).
4/05/03	5.00	Ellen J Kratofil	Review conflicts search results (1.0); prepare tracking sheet (1.1); leave voice mails for billing attorneys re potential conflicts (2.9).
4/05/03	1.00	Shirley S Cho	Review voicemail from J. Sprayregen re retention application (.1); voicemails to M. Ghasemi re same (.2); review and revise K&E retention application (.5); analyze re status of fee application (.2).
4/05/03	3.00	Marjon E Ghasemi	Review and analyze conflicts materials for purposes of conducting conflicts analysis.
4/05/03	.40	Marjon E Ghasemi	Draft order approving retention application of K&E.
4/06/03	3.00	Ellen J Kratofil	Leave voice mails for billing attorneys re potential conflicts (1.0); track voice mail replies (1.5); answer email

Date	Hours	Name	Description
			queries re conflicts searching from M. Ghasemi (.5).
4/06/03	7.50	Rebecca L Trizna	Search subsidiaries of Top 20 re conflicts search.
4/06/03	.20	Shirley S Cho	Review and return voicemail from J. Sprayregen re K&E retention application (.1); review and return voicemail of M. Ghasemi re same (.1).
4/06/03	1.00	Bennett L Spiegel	Telephone conference with professionals from Glass, Gleacher, K&E and certain management representatives re status of DIP negotiations, trade lien negotiations, timing issues, critical vendor issues, PACA issues.
4/06/03	1.50	Marjon E Ghasemi	Review and analyze various emails and documents re revisions to K&E retention application (.5); review and revise K&E retention application accordingly (1.0).
4/07/03	4.00	Ellen J Kratofil	Review and track voice mail replies from billing attorneys re conflicts searches (1.0); prepare conflicts lateral hire emails (2.0); review and analyze draft affidavit and exhibit B for conflicts accuracy (.8); send voice mails to billing attorneys re additional conflicts issues (.2).
4/07/03	3.00	Stephanie A Brewer	Review analysis re the Top 50 Vendors list.
4/07/03	3.70	Rebecca L Trizna	Search Nestle subsidiaries in conflicts database (.8); analyze and annotate conflicts reports for Top 20 creditors (2.9).
4/07/03	2.00	Shirley S Cho	Review and revise K&E retention application (.8); telephone conference with M. Ghasemi re same (.2); confer with C. Mooney re same (.2); further review of K&E retention application and telephone conference with M. Ghasemi re

Date	Hours	Name	Description
			same (.8).
4/07/03	1.20	Denise Wymore	Revise Exhibit B to K&E retention Application.
4/07/03	.70	Marjon E Ghasemi	Review and analyze conflicts tracking chart re K&E retention application (.5); Telephone conference with conflicts department re same (.2).
4/08/03	2.80	Ellen J Kratofil	Prepare conflicts lateral hire emails (1.5); review voice mail replies re conflicts from various billing attorneys and track information (.5); review draft affidavit exhibit B for conflicts accuracy and edit changes for M. Ghasemi (.8).
4/08/03	5.00	Edward B Thomas	Analyze Top 20 Creditors lists for conflicts process re retention application.
4/08/03	.30	Shirley S Cho	Review and respond to voicemails of M. Ghasemi re K&E retention application.
4/08/03	.80	Denise Wymore	Review emails re conflict searches for K&E.
4/08/03	.50	Marjon E Ghasemi	Several telephone conferences with Ellen Kratofil re conflicts analysis re K&E retention application.
4/08/03	3.60	Marjon E Ghasemi	Review and analyze new information re potential conflicts (.9); review and revise affidavit of J. Sprayregen and exhibits to same accordingly (2.7).
4/08/03	.50	Marjon E Ghasemi	Several telephone conferences with N. Murray re K&E retention application.
4/09/03	5.50	Ellen J Kratofil	Prepare conflicts lateral hire emails (1.8); send out lateral hire emails (.2); track conflicts lateral hire email replies and follow-up (2.0); review search results (1.5).
4/09/03	8.00	Edward B Thomas	Review and analyze landlord and

Date	Hours	Name	Description
			additional creditor lists for purposes of completing conflicts analysis re retention application.
4/09/03	.80	Shirley S Cho	Meet and confer with K. Richesson re D&T retention application (.2); emails to C. Lhulier and M. Ghasemi re same (.2); review and revise Sprayregen affidavit in support of K&E retention application (.4).
4/09/03	.50	Bennett L Spiegel	Telephone conference and emails re preparation of K&E retention application including affidavit of disinterestedness.
4/09/03	.80	Richard L Wynne	Telephone conference with N. Rider and Glass consultants re purchasing procurement and budget.
4/09/03	.50	Denise Wymore	Review email from E. Thomas and conflict search results.
4/09/03	.50	Denise Wymore	Review conflict search results.
4/09/03	2.00	Marjon E Ghasemi	Exchange email correspondence re conflicts search for purposes of completing K&E retention application (.5); several telephone conferences with E. Kratofil and S. Cho re disclosures (.5); review and revise affidavit of J. Sprayregen and exhibits to same (1.0)
4/10/03	3.80	Ellen J Kratofil	Review and track conflicts lateral email replies (1.3); search and review all names from master list (2.5).
4/10/03	.70	Shirley S Cho	Finalize K&E fee application, affidavit and exhibits for filing.
4/10/03	.50	Bennett L Spiegel	Review revised draft screening procedures memorandum (.1); review revised draft application for employment and related affidavit (.4).
4/10/03	2.00	Marjon E Ghasemi	Review and analyze various emails re

Date	Hours	Name	Description
			revisions to affidavit of J. Sprayregen (.5); review and revise K&E retention application and affidavit of J. Sprayregen (1.5).
4/11/03	2.10	Ellen J Kratofil	Track additional conflicts lateral hire email responses (.3); review conflicts search results and follow-up (1.8).
4/12/03	1.30	Geoffrey A Richards	Attention to potential conflicts issues.
4/13/03	6.50	Edward B Thomas	Review and analyze Vendor and Landlord lists for purposes of completing conflicts analysis re retention application.
4/14/03	7.00	Edward B Thomas	Conflicts analysis of Customer list for purposes of completing conflicts analysis re retention applicaiton.
4/15/03	.70	Ellen J Kratofil	Review and analyze conflicts search results re landlords, additional insurers and customers.
4/15/03	.50	Denise Wymore	Review updated conflict search (.5).
4/16/03	.80	Ellen J Kratofil	Retrieve and review filed employment application and affidavit and follow-up.
4/16/03	.30	Susan J Perry	Research re confidentiality agreement between a debtor and creditors' committee (.2); email same to M. Ghasemi and A. Anderson (.1).
4/17/03	7.60	Ellen J Kratofil	Review Exhibit A of J. Sprayregen affidavit against conflicts master list (.8); review search results re additional insurers, additional creditors and Debtor affiliates for potential conflicts issues (3.6); prepare tracking sheet (2.4); send out voice mails re additional conflicts issues (.8).
4/17/03	7.00	Edward B Thomas	Review and analyze additional names to

Date	Hours	Name	Description
			the Vendor list for purposes of completing conflicts analysis re retention application.
4/17/03	5.50	Stephanie D Frye	Search various other entities for potential conflicts.
4/17/03	.10	Shirley S Cho	Voicemail to J. Compton re retention application.
4/17/03	.20	Shirley S Cho	Telephone conference with M. Ghasemi re U.S. retention.
4/17/03	.10	Shirley S Cho	Review and return voicemail from J. Sprayregen re retention application.
4/17/03	.10	Shirley S Cho	Review voicemail from M. Ghasemi re retention application.
4/17/03	.50	Denise Wymore	Review emails re conflict searches.
4/17/03	.60	Marjon E Ghasemi	Several telephone conferences with E. Kratofil re status of conflicts search (.4); review emails from UST re information required re retention applications (.2)
4/18/03	1.40	Ellen J Kratofil	Review and analyze conflicts information re Additional Creditors 4/17/03 and add relevant issues to tracking sheet (.7); leave voice mails for billing attorneys re additional creditors 4/17/03 list (.2); analysis and voice mails re additional insurers and additional professionals (.5).
4/18/03	8.00	Edward B Thomas	Review and analyze additional names to creditors' and insurers' lists purposes of completing conflicts analysis.
4/18/03	.30	Richard L Wynne	Telephone conference call with L. Jones and U.S. trustee re employment application.
4/18/03	2.80	Marjon E Ghasemi	Numerous telephone calls to and from E. Kratofil and S. Cho re status of conflicts search re retention

Date	Hours	Name	Description
			application (.6); draft supplemental affidavit of J. Sprayregen re retention application (1.0); draft exhibit to supplemental affidavit of J. Sprayregen re K&E retention application (.8); review and analyze documents provided by E. Kratofil re updated conflicts results for purposes of drafting supplemental affidavit of J. Sprayregen (.4).
4/19/03	.20	Ellen J Kratofil	Review voice mail from M. Lindblom re relationship, update conflicts tracking sheet and forward information to S. Cho and M. Ghasemi.
4/20/03	1.00	Marjon E Ghasemi	Several telephone calls to and from E. Kratofil re status of conflicts search re K&E retention application (.3); several telephone calls to and from S. Cho re same (.3); review and analyze updated conflicts information (.4)
4/21/03	6.70	Edward B Thomas	Conflicts analysis of additional names for purposes of completing conflicts search.
4/21/03	.30	Susan J Perry	Email to E. Kratofil re officer and director conflicts check.
4/22/03	.20	Shirley S Cho	Telephone conference with M. Ghasemi re retention application.
4/22/03	.10	Shirley S Cho	Confer with M. Ghasemi re retention.
4/22/03	.10	Shirley S Cho	Review voicemail from M. Ghasemi re retention.
4/22/03	.10	Shirley S Cho	Telephone conference with M. Ghasemi re retention.
4/22/03	.60	Denise Wymore	Download retention application and order.
4/22/03	1.00	Marjon E Ghasemi	Several telephone conferences with C. Lane re conflicts issues re retention application, confer with S. Cho re same

Date	Hours	Name	Description
			(.6); several telephone call to and from R. Wynne and G. Richards re conflicts issues (.4).
4/23/03	.20	Susan J Perry	Open additional matters numbers for billing purposes.
4/23/03	1.40	Marjon E Ghasemi	Several telephone calls to and from G. Richards re updated conflicts search (.3); several telephone calls to and from N. Murray re conflicts searches (.3); several telephone calls to and from E. Kratofil re same (.3); review and analyze various conflicts materials (.3); telephone conference with E. Liebeler re same (.2).
4/23/03	1.50	Eric C Liebeler	Check and analyze conflicts re adversary action (1.2); several telephone conferences with K. Crow re same (.3).
4/24/03	.20	Shirley S Cho	Email to W. Springer re fee application.
4/24/03	.50	Marjon E Ghasemi	Exchange email correspondence with W. Springer and S. Cho re interim fee procedures (.2); review order re interim fee procedures (.3)
4/28/03	.60	Ellen J Kratofil	Telephone conference with M. Ghasemi re relationships with creditors (.1); Dun & Bradstreet research re entity search, email re same (.5).
4/28/03	.60	Denise Wymore	Research re K&E employment.
4/28/03	4.80	Marjon E Ghasemi	Review and revise first supplemental affidavit of J. Sprayregen (3.3); several telephone conferences with N. Murray re disclosures for purposes of preparing to draft supplemental affidavit (.4); several telephone conferences with E. Kratofil re disclosures for purposes of preparing to draft supplemental affidavit (.4); review and analyze various documents re

Date	Hours	Name	Description
			disclosures for purposes of drafting supplemental affidavit (.5) email correspondence to R. Wynne, G. Richards and S. Cho re supplemental affidavit (.2)
4/29/03	.60	Shirley S Cho	Voicemail to M. Ghasemi re retention application (.1); telephone conference with M. Ghasemi re same (.3); strategize re same (.2).
4/29/03	.30	Shirley S Cho	Review G. Richard's comments to supplemental Sprayregan affidavit.
4/29/03	2.50	Marjon E Ghasemi	Exchange email correspondence with R. Kwasteniet re interim fees and fee application process (.3); review and analyze interim fee order (.3); review and revise supplemental affidavit of J. Sprayregen (1.0); exchange email correspondence with L. Myers and E. Davis re disclosures for supplemental affidavit (.3); telephone calls to and from E. Davis and G. Richards re same (.3); telephone call to J. Sprayregen re revisions to supplemental affidavit re K&E retention application (.2); telephone call to N. Murray re same (.1).
4/29/03	.50	Eva H Davis	Various telephone conferences/emails with M. Ghasemi (.1); S. Cho (.1); C. Lymn (.1); G. Richards (.1); and L. Myers (.1) re disclosure for employment application, background information, etc.
4/30/03	1.00	Denise Wymore	Telephone conference with R. Higgins and M. Ghasemi re fee applications (.4); review local rules re monthly fee applications (.6).
4/30/03	3.20	Marjon E Ghasemi	Telephone conference with R. Higgins, T. Hakha and D. Wymore re billing and fee procedures (.4); review and analyze various documents re billing procedures for purposes of preparing memorandum to

Date	Hours	Name	Description
			outside professionals re same (1.0); review and revise supplemental affidavit of J. Sprayregen re retention application (1.5); telephone calls to and from G. Richards and J. Sprayregen re same (.3).
4/30/03	.30	Eva H Davis	Follow up telephone conferences with C. Lymn, J. Hammes and G. Richards.
	232.70		TOTAL HOURS

Description of Expenses

Description	Amount
Telephone call to: WILMINGTON,DE 302-652-4100	.50
Telephone call to: DALLAS NE,TX 972-906-8649	2.74
Telephone call to: NYC BRONX,NY 212-761-4356	.50
Telephone call to: DALLAS NE,TX 972-906-8159	2.99
Telephone call to: PORTLAND,OR 503-294-9537	1.74
Telephone call to: WILMINGTON,DE 302-573-6491	.75
Telephone call to: DETROIT,MI 313-259-7110	.50
Telephone call to: OKLA CITY,OK 405-627-2252	.50
Telephone call to: DETROIT,MI 313-259-7110	.50
Telephone call to: DETROIT,MI 313-393-7433	2.24
Telephone call to: STATE OF,DE 302-778-6405	1.25
Telephone call to: NY CITY,NY 917-825-7895	1.74
Telephone call to: NEWYORKCTY,NY 212-906-1713	.50
Telephone call to: GRD PR,TX 214-704-1676	1.00
Telephone call to: DALLAS,TX 214-754-5298	.75
Telephone call to: NY CITY,NY 917-446-9066	1.00
Telephone call to: DALLAS NE,TX 972-906-8099	.50
Telephone call to: DALLAS,TX 469-223-7085	.50
Telephone call to: NY CITY,NY 917-225-7555	.50
Fax phone charge to 847-835-3793	1.00
Fax page charge to 847-835-3793	5.25
Fax phone charge to 212-446-4900	1.25
Fax page charge to 212-446-4900	8.25

Total Expenses	$ 36.45

May 27, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Peter S. Willmott

KIRKLAND & ELLIS
PARTNERSHIPS INCLUDING PROFESSIONAL CORPORATIONS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2661628

IN THE MATTER OF **First Day Pleadings**

For legal services rendered through April 30, 2003 (see attached Description of Legal Services for detail)	$ 78,249.50
For disbursements incurred through April 30, 2003 (see attached Description of Expenses for detail)	$ 456.49
Total for legal services rendered and expenses incurred	$ 78,705.99

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Ashley H Anderson	4.50	310.00	1,395.00
Andrew J Bates	10.00	345.00	3,450.00
Jack N Bernstein	20.50	395.00	8,097.50
Erik W Chalut	9.20	345.00	3,174.00
Shirley S Cho	35.70	420.00	14,994.00
Marjon E Ghasemi	28.60	345.00	9,867.00
Vicki V Hood	11.00	615.00	6,765.00
Linda K Myers	8.40	545.00	4,578.00
Haleh Rahjoo	10.40	305.00	3,172.00
Geoffrey A Richards	1.30	460.00	598.00
Bennett L Spiegel	9.70	625.00	6,062.50
Richard L Wynne	15.60	670.00	10,452.00
Frank A Chavez	16.30	90.00	1,467.00
Andrew J Groesch	3.00	190.00	570.00
Tana M Ryan	8.50	165.00	1,402.50
Denise Wymore	2.70	210.00	567.00
Susan J Perry	7.80	210.00	1,638.00
Total	203.20		$ 78,249.50

Description of Legal Services

Date	Hours	Name	Description
4/01/03	1.20	Susan J Perry	Multiple telephone conferences with customer/vendors/attorneys re first day pleadings.
4/01/03	3.50	Susan J Perry	Review and revise Affidavit of Peter Willmott re First Day Pleadings, insert background paragraphs from related motions.
4/01/03	1.30	Susan J Perry	Gather and locate precedent and exhibits to First Day Motions for attorneys.
4/01/03	10.40	Shirley S Cho	Telephone conference with K&E team and L. Jones, I. Kharasch, C. Lhulier re first day pleading preparation (1.0); follow-up telephone conference re same (.9); review and revise Willmott affidavit in support of first day hearings (1.5); review and revise critical trade motion, exhibits and order (2.0); review cash management motion, exhibits, and order (.8); review and make suggested revisions to cash collateral motion (1.0); review and revise lease rejection motion, exhibits and order (1.0); review index of first day motions from C. Lhulier (.3); exchange email correspondence with C. Lhulier re service of first day pleadings (.3); telephone conferences with C. Lhulier re status of first day pleadings (.5); review and analyze prepetition invoice/post petition delivery motion (.3); review and analyze reclamation motion (.3); review and analyze PACA motion (.5).
4/01/03	1.30	Shirley S Cho	Review and make suggested revisions to wages motion (1.0); meet and confer with M. Ghasemi re changes to same (.3).

The Fleming Company
Legal Services for the Period Ending April 30, 2003
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Date	Hours	Name	Description
4/01/03	.30	Shirley S Cho	Telephone conference with E. Chalut re customer programs.
4/01/03	6.80	Bennett L Spiegel	Review all First Day Motions and Orders and Affidavit of Peter Willmott insupport of same (3.2); prepare comments and proposed revisions (1.6) conference with S. Cho; M. Ghasemi, Pachulski team and FTI team re same (2.0).
4/01/03	8.00	Richard L Wynne	Preparation and review of first day motions (4.1); several telephone conferences with creditors re case status (2.0); telephone conference with K&E team and Pachulski team re first day pleading preparation (1.0) follow up telephone conference with K&E Pachulski team re same (.9).
4/01/03	2.50	Richard L Wynne	Telephone conferences with company re first day issues (2.5).
4/01/03	2.20	Erik W Chalut	Review and revise Customer Programs motion and send copy of same to S. Cho (.8); prepare for and participate in telephone conference with K&E team re finalizing first days and status of case (.8); telephone conference with C. Mooney re Customer Programs motion (.3); review and revise Customer Programs motion per C. Mooney's comments (.3).
4/01/03	2.00	Ashley H Anderson	Prepare for and participate in telephone conference with K&E and Pachulski team re first day motions (1.0); prepare for and participate in telephone conference with internal KE team on cash collateral stipulation and DIP (.5); prepare for and participate in telephone conference with L. Myers, B. Spiegel and S. Cho on Emergency Motion re same (.5).
4/01/03	10.00	Andrew J Bates	Telephone conferences re first day bankruptcy motions and orders (2.2);

Date	Hours	Name	Description
			review of proposed motions and orders in preparation of filing first day motions (5.6); telephone conferences with K&E team and other Fleming team members (2.2).
4/01/03	5.50	Frank A Chavez	Retrieve, review and analyze various documents re various first day motions.
4/01/03	6.50	Marjon E Ghasemi	Review and revise wages motion (5.5); confer with B. Spiegel, S. Cho and S. McPherson (Pachuski) re same (1.0).
4/01/03	.40	Marjon E Ghasemi	Several telephone conferences with C. Mooney re status of first day pleadings.
4/01/03	.90	Marjon E Ghasemi	Several telephone conferences with E. Robbins (FTI) re employee wages and employees over priority amount for purposes of finalizing wages motion (.4); several telephone conferences with D. Jerome re same (.5).
4/01/03	2.00	Marjon E Ghasemi	Several telephone conferences with Fleming management and personnel re union and employee wages and benefits issues for purposes of completing wages and benefits motion (1.6); Several telephone conferences with S. Mopers re revisions to wages and benefits motion (.4)
4/01/03	1.50	Marjon E Ghasemi	Several telephone conferences with S. Northcutt and additional other Fleming personnel re employee concerns re wages and benefits.
4/01/03	3.00	Vicki V Hood	Analyze legal issues, draft and revise first day wage/benefits motion and order.
4/01/03	4.30	Linda K Myers	Review of petitions (.5); several telephone conferences re reporting, insurance issues, cash accounts (2.5); participate in first day motion call (1.3).

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Date	Hours	Name	Description
4/02/03	.50	Susan J Perry	Exchange email correspondence re first day motions re various parties.
4/02/03	6.50	Shirley S Cho	Multiple telephone conference with I. Kharasch re status of first day pleadings (.7); multiple telephone conferences with S. McFarland re revisions to first day pleadings (1.0); multiple conferences with B. Spiegel re revisions to first day pleadings (1.0); review and revise first day affidavit of P. Willmott in support of first day pleadings (3.0); telephone conference with K&E team and L. Jones, I. Kharesch, C. Lhulier re status of first day pleadings and information needed (.8).
4/02/03	.80	Shirley S Cho	Review and revise wages motion (.5); confer with M. Ghasemi re to same (.3).
4/02/03	1.00	Shirley S Cho	Review and revise critical trade motion and order (.5); review and revise customer programs motion (.5).
4/02/03	.30	Bennett L Spiegel	Telephone conference with L. Myers re update re Banks position in preparation for 4/3 telephone conference re first day motions.
4/02/03	.80	Bennett L Spiegel	Conference call with Banks' representatives re proposed changes to relief being sought in first day motions.
4/02/03	.80	Bennett L Spiegel	Telephone conference with management re Bank proposed revisions to relief being sought in first day motions.
4/02/03	2.00	Richard L Wynne	Telephone conference with bank re first day hearings (.5); conference with L. Jones re first day hearings (1.0); telephone conference with bank attorneys re progress of first day motions and orders (.5).

The Fleming Company
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Date	Hours	Name	Description
4/02/03	1.00	Richard L Wynne	Conference with L. Jones re preparation for first day hearings.
4/02/03	.90	Richard L Wynne	Review and revise affidavit of P. Willmott on evidentiary basis (.5); confer with I. Kharasch re revisions to PACA order (.4).
4/02/03	.70	Richard L Wynne	Telephone conference with Kellogg counsel re critical trade and shipments and critical vendor status.
4/02/03	2.40	Denise Wymore	Review several emails re critical vendor handling (.5); prepare chart re critical vendor calls (1.9).
4/02/03	.30	Erik W Chalut	Exchange email correspondence with M. Ghasemi re customer programs issues.
4/02/03	1.50	Ashley H Anderson	Review and revise cash collateral and DIP motions (1.3); prepare for and participate in telephone conference with S. McFarland (.2).
4/02/03	4.00	Frank A Chavez	Review, analyze, organize and prepare electronic database re First Day Pleadings and Critical vendor issues.
4/02/03	3.50	Marjon E Ghasemi	Review and revise wages and benefits motion (1.9); several telephone calls with Fleming personnel re information required to revise the same (1.6).
4/02/03	2.00	Marjon E Ghasemi	Draft errata re affidavit of Peter Willmott (1.5); confer with Steve Eaton and C. Mooney re same (.5).
4/02/03	3.00	Jack N Bernstein	Review and revise KERP motion (2.6); draft correspondence re same (.4).
4/02/03	2.30	Linda K Myers	Telephone conference with banks on first day pleadings (1.8); telephone conference with B. Spiegel re same (.5).
4/03/03	.50	Susan J Perry	Telephone conference with B. Freeman re requests for all First Days/Top 20's

Date	Hours	Name	Description
			(.3); exchange email correspondence re same (.2).
4/03/03	9.20	Shirley S Cho	Review proposed revisions to P. Willmott affidavit (.5); multiple and conferences with C. Lhulier re changes to proposed orders and debt chart exhibit (1.0) confer with P. Willmott re revised Willmott affidavit (1.0); confer with P. Willmott and D. Jerome re witness preparation (.5); confer with D. Jerome re facts in Willmott affidavit (1.0); strategize with R. Wynne and P. Willmott re status of first day hearing matters (1.0); attend court hearing re first day motions (4.0); telephone conference with B. Spiegel re results of hearing (.2).
4/03/03	2.80	Shirley S Cho	Confer with L. Jones re revisions to draft wages order needed (.3); confer with D. Jerome re same (.3); review and revise draft wages order (1.0); confer with D. Jerome re further revisions needed to same (.2); confer with L. Jones re further revisions needed to same (.1); further review and revisions to wages order (.6); email correspondence to J. Compton re revised order (.2); voicemail to R. Wynne and B. Spiegel re KERP motion (.1).
4/03/03	.20	Bennett L Spiegel	Telephone conference with S. Cho re summary report on outcome of first day hearings.
4/03/03	.50	Bennett L Spiegel	Telephone conference with R. Wynne and J. Sprayregen re followup on first day hearings (.3); telephone conference with L. Myers and A. Greene re same (.2).
4/03/03	1.00	Erik W Chalut	Telephone conferences with G. Terrazas re cap on customer program prepetition payments (.5); correspondence with S. Cho and G. Terrazas re follow up re same (.2); telephone conference with S.

Date	Hours	Name	Description
			Cho and C. Lhulier re customer programs cap (.3).
4/03/03	.50	Ashley H Anderson	Review documents re status of first day hearings.
4/03/03	.50	Frank A Chavez	Telephone conference with Terry Hall re critical vendor hearings.
4/03/03	1.30	Frank A Chavez	Prepare electronic database of first day motions for attorney review and use.
4/03/03	2.50	Frank A Chavez	Retrieve, review and organize first day pleadings for preparation of electronic database for attorney review and use.
4/03/03	2.00	Jack N Bernstein	Revise KERP motion (1.0); prepare KERP affidavit (1.0).
4/03/03	1.80	Linda K Myers	Prepare and participate in call re first day pleadings (.9); telephone conference with R. Wynne re first day hearing and trade liens (.3); telephone conference with A. Greene re same (.3); telephone conference with B. Spiegel re same (.3).
4/04/03	.10	Shirley S Cho	Email correspondence to C. Lhulier re wages order (.1).
4/04/03	1.30	Erik W Chalut	Telephone conferences with Pachulski re status of filing of customer programs order (.2); telephone conference with G. Terrazas re same (.2); prepare for and telephone conference with D. Eiler, G. Terrazas and others re interpretation of customer programs order (.4); detailed e-mail to S. Cho and other follow-up re same (.5).
4/04/03	1.00	Jack N Bernstein	Continue preparation of KERP affidavit.
4/04/03	.50	Vicki V Hood	Revise KERP motion.
4/07/03	.80	Susan J Perry	Arrange download of first day orders not previously received; forward all to

Date	Hours	Name	Description
			B. Freeman.
4/07/03	.20	Shirley S Cho	Telephone conference with C. Lhulier re further first day relief needed.
4/07/03	.20	Frank A Chavez	Locate, review and prepare for attorney review requested documents in support of first day motions.
4/07/03	.30	Frank A Chavez	Retrieve and analyze order re wages motion for attorney use and review.
4/07/03	1.50	Frank A Chavez	Prepare electronic database re all first day motions for attorney review and use.
4/07/03	2.50	Marjon E Ghasemi	Review and analyze updated conflicts results (.9); revise affidavit of J. Sprayregen to reflect the same (1.6).
4/07/03	1.00	Vicki V Hood	Analyze payment issues under first day wage/benefits order.
4/08/03	.50	Shirley S Cho	Review notes re additional first day pleadings needed.
4/08/03	1.10	Erik W Chalut	Telephone conference with Fleming re customer programs issue (.4); follow up re same (.3); e-mail correspondence to S. Cho re additional customer programs motion (.4).
4/08/03	.50	Frank A Chavez	Maintain electronic database of creditor inquiries re first day motions for attorney review and use.
4/08/03	2.50	Jack N Bernstein	Revise draft KERP motion; (1.5); revise draft KERP affidavit; (1.0).
4/09/03	.20	Marjon E Ghasemi	Telephone call to S. Kozins (counsel to Bayer) re critical vendor list.
4/10/03	.30	Bennett L Spiegel	Conference with M. Ghasemi re issues re wages order.
4/10/03	.30	Denise Wymore	Email to E. Baris re critical trade vendors (.3).

The Fleming Company
Legal Services for the Period Ending April 30, 2003
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Date	Hours	Name	Description
4/10/03	3.30	Erik W Chalut	Prepare for and participate in telephone conferences with Fleming company officials re customer programs issues (2.4); detailed voice-mail to S. Cho re same (.3); legal research re company's authority to make certain customer payments (.6).
4/10/03	.50	Andrew J Groesch	Correspond with S. Kotarba re first day books and precedent notebooks.
4/10/03	1.50	Vicki V Hood	Work re KERP issues (1.0); telephone conference with E. Robbins and D. Imhoff from FTI re KERP (.5).
4/11/03	.50	Ashley H Anderson	Draft revisions to affidavit of P. Willmott and email to P. Willmott re same.
4/11/03	.30	Marjon E Ghasemi	Email exchange with V. Hood and S. Cho re KERP (.3).
4/11/03	.20	Andrew J Groesch	Correspond with S. Perry re first day motions and orders.
4/11/03	.30	Andrew J Groesch	Correspond with S. Cho re first day hearing precedent.
4/11/03	2.00	Vicki V Hood	Analyze documents re KERP issues (2.0).
4/14/03	.50	Richard L Wynne	Conference with S. Cho re changes to supplement to critical trade issue.
4/14/03	.20	Marjon E Ghasemi	Telephone conference with C. Mooney re status of supplement to wages motion (.2).
4/14/03	2.00	Andrew J Groesch	Determine which first day orders have been entered, index and compile first day order book.
4/15/03	2.30	Marjon E Ghasemi	Review and analyze information provided by D. Jerome re supplemental wages order, confer with S. Cho re same (.5), Several telephone conference with D. Jerome re information required for

Date	Hours	Name	Description
			supplemental wages order (.5), several telephone conferences with E. Robbins re information required for supplemental wages order (.5); draft supplemental wages order (.8).
4/15/03	3.00	Jack N Bernstein	Revise KERP motion; (1.5); revise KERP affidavit (1.0); review KERP plan document re same (.5).
4/16/03	.10	Shirley S Cho	Telephone conference with D. Jerome re revised wages order.
4/16/03	.10	Shirley S Cho	Telephone conference with C. Mooney re director expense reimbursement.
4/16/03	.30	Shirley S Cho	Telephone conference with C. Hernandez and D. Jerome re wage motion.
4/16/03	5.90	Tana M Ryan	Telephone conference with E. Liebeler re trust objections to cash management motion (.3); research re rule 7001(1) and trust objections to motion (3.1); email same to E. Liebeler; research re Delaware constructive trust law (2.2); email same to E. Liebeler S. Cho (.3).
4/16/03	1.10	Marjon E Ghasemi	Telephone conference with E. Robbins re information required for supplemental wages order (.3); several telephone conferences with E. Robbins re wages and benefits inquiries from client (.5); Telephone conference with S. Cho, C. Hernandez and D. Jerome re supplemental wages order (.3).
4/16/03	.70	Marjon E Ghasemi	Confer with G. Terrazas re supplement to customer programs motion (.3); review documents provided by client re supplement to customer programs motion (.4).
4/16/03	1.00	Vicki V Hood	Revise continuation of first day wage and benefits motion.
4/17/03	.20	Shirley S Cho	Telephone conference with D. Jerome and M. Ghasemi re wage order.

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Date	Hours	Name	Description
4/18/03	1.00	Vicki V Hood	Review documents re re KERP.
4/20/03	.50	Shirley S Cho	Draft memorandum to L. Jones re wages order.
4/20/03	.20	Shirley S Cho	Telephone conference with D. Jerome re wages order.
4/21/03	2.60	Tana M Ryan	Research re critical vendor case law.
4/21/03	.80	Marjon E Ghasemi	Review and analyze first day hearing transcripts and wages order re prepetition wages and priority amounts. employees vacation pay (.3); Telephone conference with S. Lampy (BMC) re payment of wages of Canadian employees (.2)
4/22/03	2.90	Marjon E Ghasemi	Telephone conference with D. Jerome and H. Hautier re payment of employee wages (.4); review and analyze wages motion and order re authority to honor payroll withholding taxes (.4); Telephone conference with N. Keller re same (.2); draft supplemental wages motion (1.5); exchange email correspondence with G. Potter re payment of certain employee wages and benefits (.2); exchange email correspondence with G. Van Osdell and S. Cho re certain employee programs (.2)
4/22/03	1.30	Geoffrey A Richards	Telephone conference with S. Cho re payment of wages and related benefits under first day order (.4); telephone conference with M. Ghasemi re same (.3); review order (.3); confer with C. Hernandez re same (.3).
4/23/03	.10	Shirley S Cho	Exchange email correspondence V. Hood re wages order.
4/24/03	.30	Shirley S Cho	Review and revise supplemental wages motion.
4/24/03	.10	Shirley S Cho	Confer with D. Jerome re wages motion.

Date	Hours	Name	Description
4/24/03	.80	Marjon E Ghasemi	Review and analyze wages motion and order re same (.3); review and revise supplemental wages motion (.5).
4/25/03	.20	Shirley S Cho	Review and revise director's compensation motion.
4/25/03	.10	Shirley S Cho	Voicemail to M. Ghasemi re letter needed re authority to cash checks.
4/25/03	3.00	Jack N Bernstein	Telephone conference re KERP issues (1.0); review revised KERP (.5); prepare revised KERP motion (1.0); revise KERP affidavit (.5).
4/27/03	.20	Shirley S Cho	Exchange emails correspondence with M. Ghasemi re wages order.
4/28/03	1.00	Vicki V Hood	Work re payment issues re employee vacation and bonuses (.6); telephone conference with D. Imhoff re director compensation and other executive compensation (.4).
4/29/03	3.50	Jack N Bernstein	Telephone conference with client re multiemployer withdrawal liability issues (1.0); continue legal re search re same (1.5); review revised KERP (.5); prepare correspondence re same (.5).
4/30/03	.10	Shirley S Cho	Voicemail to R. Roof re wages motion.
4/30/03	.10	Shirley S Cho	Telephone conference with L. Price re pay to stay motion.
4/30/03	6.70	Haleh Rahjoo	Draft motion and order to authorize stay bonus program for Rainbow employees (5.9). Research re same (.8)
4/30/03	3.70	Haleh Rahjoo	Multiple conference calls with S. Cho, J. Horwitz M. Ghasemi and G. Richards re stay bonus motion (.9); review and respond to multiple voicemails and emails from S. Cho, E. Wood, L. Price, and D. Jerome re same (1.5); review

Date	Hours	Name	Description
			separation agreement, stay bonus agreement and related documents (1.3).
4/30/03	2.50	Jack N Bernstein	Prepare revised KERP motion and supporting affidavit.
	203.20		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Description of Expenses

Description	Amount
Overtime Meals David A Breach	9.00
18676 - SECRETARY SUPPORT	149.97
Telephone call to: LEWISVILLE,TX 972-906-2177	2.78
Telephone call to: NORTHBROOK,IL 847-564-8157	.97
Telephone call to: NORTHBROOK,IL 847-564-8157	.96
Telephone call to: OKLA CITY,OK 405-945-8775	28.65
Telephone call to: GRD PR,TX 214-676-8692	1.74
Overtime Meals David A Breach	9.00
18676 - SECRETARY SUPPORT	124.97
Telephone call to: SAN FRAN,CA 415-505-8894	1.35
Telephone call to: RICHMOND,BC 604-244-4631	8.07
Telephone call to: DALLAS,TX 214-969-8642	18.29
Telephone call to: RICHMOND,BC 604-244-4631	4.45
Telephone call to: DALLAS,TX 214-969-8642	2.49
Telephone call to: STATE OF,OR 503-709-4566	1.25
Telephone call to: OKLA CITY,OK 405-945-8775	1.04
Telephone call to: BIRMINGHAM,MI 248-566-8488	1.92
Telephone call to: OKLA CITY,OK 405-945-8775	.50
Telephone call to: CHICAGO,IL 312-933-3449	2.71
Standard Copies	.60
Standard Copies	33.00
Telephone call to: ATLNTIC CY,NJ 609-442-1800	.76
Standard Copies	2.50
Standard Copies	20.70
Scanned Images	2.85
Scanned Images	.90
Scanned Images	1.50

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Description	Amount
Telephone call to: RICHMOND,BC 604-244-4631	1.09
Telephone call to: DES MOINES,IA 515-278-6500	.75
Standard Copies	12.50
Telephone call to: NEWYORKCTY,NY 212-696-4600	.50
Scanned Images	.30
Telephone call to: DES MOINES,IA 515-278-6500	.75
Telephone call to: NEWYORKCTY,NY 212-696-4600	5.23
Telephone call to: LOSANGELES,CA 213-680-8400	1.45
Telephone call to: NY CITY,NY 917-301-9818	1.00
Total Expenses	$ 456.49

May 27, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Peter S. Willmott

KIRKLAND & ELLIS
PARTNERSHIPS INCLUDING PROFESSIONAL CORPORATIONS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2661629

IN THE MATTER OF **Intellectual Property**

For legal services rendered through April 30, 2003 (see attached Description of Legal Services for detail)	$ 33,120.00
For disbursements incurred through April 30, 2003 (see attached Description of Expenses for detail)	$ 46.19
Total for legal services rendered and expenses incurred	$ 33,166.19

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Shirley S Cho	.90	420.00	378.00
Michael G Fatall	41.70	345.00	14,386.50
Gregg Kirchhoefer	5.40	620.00	3,348.00
Peter M Spingola	43.50	345.00	15,007.50
Total	91.50		$ 33,120.00

Description of Legal Services

Date	Hours	Name	Description
4/09/03	.20	Shirley S Cho	Review email from J. Sprayregen re software infringement issue (.1); email to P. Spingola re same (.1).
4/10/03	2.50	Peter M Spingola	Internal conference with M. Fatall re Fleming bankruptcy issues (.5); internal conference with S. Cho and M. Fatall re same (.3); internal conference with M. Fatall and G. Kirchhoefer re same (.3); review background materials of company (1.0); internal conference with M. Fatall re potential franchisee issues (.4).
4/10/03	2.60	Michael G Fatall	Internal K&E conference with P. Spingola re Fleming bankruptcy, IP issues (.5); internal K&E conference with P. Spingola, S. Cho re same (.3); telephone conference with S. Cho and Fleming counsel re IP aspects of bankruptcy transaction, initial matters (.4); internal K&E conference with G. Kirchhoefer, P. Spingola re same (.3); review background materials re same (.7); internal K&E conference with P. Spingola re Fleming franchise issues (.4).
4/10/03	.20	Gregg Kirchhoefer	Review and prepare voicemail re bankruptcy and IP issues.
4/11/03	1.70	Peter M Spingola	Internal K&E conference with M. Fatall re franchisee agreements (.5); review and analyze issues re infringement re license held by W. Berry (.5); internal K&E conference with M. Fatall re same (.3); telephone conference call with M. Fatall and J. Kaiser re franchise issues (.4).
4/11/03	2.50	Michael G Fatall	Review and analyze e-mail received from W. Berry re copyright infringement (.3); internal K&E conference with P.

Date	Hours	Name	Description
			Spingola re same (.3); telephone conference with P. Spingola, J. Kaiser re Fleming franchise agreements and relationships (.4); internal conference with P. Spingola re same (.5); review and analyze background materials re Fleming companies business, bankruptcy status and issues (1.0).
4/14/03	2.30	Peter M Spingola	Telephone conference with J. Garrison of Piggly Wiggly re franchise contract issues (.2); draft e-mail to S. Cho re infringement issues relating to software owned by W. Barry (.2); telephone conference with J. Kaiser re franchise contracts (.3); review and analyze 10-Q and Willmott affidavit for intellectual property issues (1.6).
4/14/03	2.30	Michael G Fatall	Continue to review and analyze background and company materials re IP aspects of bankruptcy.
4/14/03	.20	Gregg Kirchhoefer	Review e-mail re IP issues.
4/15/03	3.70	Peter M Spingola	Internal K&E conference with J. Garrison and M. Fatall re changing franchise agreements to license agreements (.5); review and analyze issues re same (.3); analyze sample franchise contracts for grants of intellectual property rights and potential application of section 365(n) (.4); internal K&E conference with G. Kirchhoefer and M. Fatall re franchisee issues (.4); review voicemail from G. Richards re sale of SLC customer list (.2); internal K&E conference with M. Fatall re same (.8); research re same (.5); internal K&E conference with K. Richesson and M. Fatall re draft agreement for sale of SLC customer list (.6).
4/15/03	5.40	Michael G Fatall	Telephone conference call J. Garrison and P. Spingola re Piggly Wiggly transition from franchise relationship

Date	Hours	Name	Description
			to licensing relationship (.5); telephone conference with K. Richesson, P. Spingola re sale of SLC facility customer lists (.6); draft and revise agreement re same (1.6); telephone conferences with P. Spingola re legal issues involved with same (.8); review and analysis of draft license agreements for Piggly Wiggly licensees in light of transfer from franchise relationship to licensing relationship (1.5); internal K&E conference with G. Kirchhoefer, P. Spingola re franchise issues (.4).
4/15/03	.50	Gregg Kirchhoefer	Review and prepare e-mail re IP and franchising issues (.3); conference with P. Spingola and M. Fatall re same (.2).
4/16/03	4.40	Peter M Spingola	Analyze emails from K. Richesson and R. Hawk re sale of SLC customer list and other assets (.5); internal K&E conferences with M. Fatall re same (.6); internal K&E conference with M. Fatall and K. Richesson re sale of customer lists (.3); internal K&E conference with M. Fatall and M. Carey re same (.2); internal K&E conference with M. Fatall and G. Richards re same (.4); draft APA re same (2.4).
4/16/03	4.40	Michael G Fatall	Telephone conference with P. Spingola, K. Richesson re sale of customers lists for SLC facility, draft APA re same (.3); telephone conference with P. Spingola, M. Carey re same (.2); review and analyze e-mail and additional terms re same (.5); telephone conference with P. Spingola, G. Richards re same (.4); internal conferences with P. Spingola re same (.6); review and revise same (2.0); send same to client for review and discussion (.2); conference call with J. Garrison re transfer from franchise to license arrangement (.2).

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Date	Hours	Name	Description
4/16/03	.10	Shirley S Cho	Review and return voicemail of M. Fatall re intellectual property issue.
4/17/03	3.90	Peter M Spingola	Telephone conference with M. Fatall re sale of SLC customer list and purchase agreement re same (1.0); internal K&E conference with G. Kirchhoefer and M. Fatall re draft agreement re same (.4); telephone conferences with K. Richesson re same (1.5); analyze issues re same (1.0).
4/17/03	4.50	Michael G Fatall	Internal K&E conferences with P. Spingola re SLC APA (1.0); telephone conference with G. Kirchhoefer and P. Spingola re comments and revisions to SLC APA (.4); telephone conference with P. Spingola, K. Richesson re same (.5); telephone conference with G. Richards, K. Richesson, P. Spingola re same (1.0); review and revise same (1.2); internal K&E conference with G. Kirchhoefer, P. Spingola re same (.4).
4/17/03	2.40	Gregg Kirchhoefer	Review and prepare e-mail and voicemail re list purchase agreement and IP issues (.4); review and revise list purchase agreement (1.2); prepare for, and participate in, internal conferences with G. Richards, P. Spingola and M. Fatall re same (.8).
4/18/03	.40	Peter M Spingola	Telephone conference with M. Fatall re sale of SLC customer lists (.2); internal K&E conference with G. Kirchhoefer re same (.2).
4/18/03	2.70	Michael G Fatall	Internal K&E conference with G. Kirchhoefer re comments to SLC APA (.3); telephone conference with M. Carey, K. Richesson re same (.6); draft and revise same (1.6); telephone conference with P. Spingola re SLC purchase and sale agreement (.2).
4/18/03	1.20	Gregg Kirchhoefer	Review and prepare e-mail re IP issues (.2); conference with M. Fatall re same

Date	Hours	Name	Description
			(.2); review and revise draft re same (.4); review documents re same (.4).
4/21/03	.20	Peter M Spingola	Internal K&E conference with M. Fatall re agreement re sale of SLC customer lists.
4/21/03	.20	Michael G Fatall	Internal K&E conference with P. Spingola re SLC purchase APA.
4/21/03	.40	Shirley S Cho	Strategize re telephone conference with J. Garrison re Piggly Wiggly (.2); telephone conference with J. Garrison re Piggly Wiggly (.2).
4/21/03	.30	Gregg Kirchhoefer	Review and prepare e-mail re IP issues.
4/22/03	1.60	Peter M Spingola	Internal K&E conference with M. Fatall re software infringement issues re W. Barry (.1); analyze issues re same (.2); analyze sale checklist (.1); review e-mails from K. Richesson re trademark issues and proposal from associated foods (1.0); conferences with M. Fatall re same (.2).
4/22/03	1.10	Michael G Fatall	Review and analyze sale list and allocation of responsibility for tasks (.2); review and analysis of e-mails received from K. Richesson re trademark issues and SLC APA comments from AFC (.6); internal K&E conference with P. Spingola re same (.2); internal K&E conference with P. Spingola re W. Berry software infringement issues (.1).
4/23/03	3.40	Peter M Spingola	Review e-mails from K. Richesson and W. Fraumann re sale of SLC customer list (.2); internal K&E conferences with M. Fatall re structure of deal (.3); analyze issues re same (.3); telephone conference with W. Fraumann, M. Fatall and K. Richesson re sale of customer list (1.0); review and revise draft agreement (.6); telephone conference with J. Kaiser re restrictions re granting of license to the Jubilee

Date	Hours	Name	Description
			trademark (.2); analyze license agreement for potential restrictions (.4); review voice mail from G. Richards re comments to draft purchase agreement (.1); review e-mails and voice mails from K. Richesson, E. Davis and W. Fraumann re status of sale of customer list (.3).
4/23/03	1.60	Michael G Fatall	Internal K&E conference with P. Spingola re SLC APA, voicemail response to W. Fraumann re same (.3); telephone conference with P. Spingola, W. Fraumann, K. Richesson re same, revisions and comments to same (1.0); review and analyze email response from buyer re same (.3).
4/23/03	.20	Shirley S Cho	Review and return voicemail of A. Bates re intellectual property issues (.1); review and return telephone call of J. Garrison re Piggly Wiggly (.1).
4/24/03	7.20	Peter M Spingola	Internal K&E conference with M. Fatall re remaining issues re sale of SLC customer list (.2); review letter from SAP objecting to use of software license (.3); analyze issues re transfer of security agreement (.3); telephone conference with M. Fatall, W. Fraumann, E. Davis, K. Richesson and Fleming management re strategy re sale of SLC customer lists (.8); telephone conference with M. Fatall, Fleming and buyer re same (1.0); telephone conference call with M. Fatall, K. Richesson, C. Mooney and M. Carey re revised deal for sale of notes (.4); review and revise draft SLC APA (2.5); email to K. Richesson re same (.3); internal K&E conferences with K. Richesson and M. Fatall re draft agreement (.5); review e-mails from K. Richesson re amounts on notes (.7); telephone conference with W. Fraumann re status of deal (.2).

Date	Hours	Name	Description
4/24/03	3.00	Michael G Fatall	Telephone conference with Fleming, E. Davis, P. Spingola and W. Fraumann re SLC APA (.8); telephone conference with Fleming, buyer, P.Spingola re same (1.0); telephone conference with K. Richesson, C. Mooney, P. Spingola, M. Carey re same (.4); review and analyze SLC APA (.4); review and analyze Piggly Wiggly proposed license agreement (.2); emails with S. Cho re same (.2).
4/25/03	3.80	Peter M Spingola	Voicemail to S. Cho re outstanding IP tasks to complete (.1); voicemail to buyer re sale of SLC notes (.1); telephone conference with K. Richesson re same and re facility agreements (.4); review and revise draft agreement (1.0) conference with N. Berube re structure of deal (.3); analyze issues re same (.2); review and analyze issues re certain IP-related executory contracts (.3); telephone conference with K. Richesson and review emails from same re new proposed terms for deal (.6); review FSA documents (.2); internal K&E conferences with M. Fatall re revisions to SLC APA (.6).
4/25/03	1.40	Michael G Fatall	Review, analyze and revise draft SLC APA (.8); internal K&E conference with P. Spingola re same (.6).
4/28/03	2.90	Peter M Spingola	Internal K&E conferences with M. Fatall re sale of SLC notes and FSAs (1.1); participate in telephone conference with M. Carey, N. Berube and counsel for buyer of SLC assets (1.5); review voice mail from M. Carey re sale of SLC assets and analyze issues re same (.3).
4/28/03	5.60	Michael G Fatall	Telephone conference with K. Richesson, C. Mooney, M. Carey re SLC APA (1.2); review e-mails and drafts of same (.3); telephone conference with buyer, buyer's counsel, C. Mooney, and M. Carey re same (1.5); review and analyze customer FSAs and notes received from

Date	Hours	Name	Description
			client (1.6);internal K&E conferences with P. Spingola re same (1.0).
4/29/03	2.60	Peter M Spingola	Internal K&E conferences with M. Fatall re revisions to SLC (.5); internal K&E conference with G. Kirchhoefer re same (.1); review and revise agreement re same (.9); internal K&E conference with M. Fatall and G. Kirchhoefer re same (.5); review and respond to e-mail from S. Cho re Piggly Wiggly license (.1); review and analyze issues re letter from SAP re enforceability of ipso facto clause (.4); voicemail to S. Nolan re same (.1).
4/29/03	2.40	Michael G Fatall	Telephone conferences with C. Mooney, M. Carey re revised SLC agreement (.3); draft and revise SLC APA (.8); review Ridley's lease agreements and materials sent by M. Carey re same (.3); conference with G. Kirchhoefer, P. Spingola re same (.5); internal K&E conference with P. Spingola re same (.5).
4/29/03	.60	Gregg Kirchhoefer	Review and prepare e-mail re IP issues (.3); conference with P. Spingola and M. Fatall re same (.3).
4/30/03	2.90	Peter M Spingola	Internal K&E conferences with M. Fatall re APA for SLC customer note and leases (.3); review e-mails from M. Fatall and agreement re revised terms of deal (1.0); review chart re structure of Fleming corporation (.2); telephone conference with M. Fatall and J. Garrison re release for Piggly Wiggly license agreement (.2); revise SLC APA per comments from S. Gerson and E. Davis (1.2).
4/30/03	2.00	Michael G Fatall	Voicemails to G. Richards, E. Davis re SLC APA (.3); telephone and e-mail conferences with M. Carey re same (.3); draft and revise IP task list for IP issues in matter (.5); internal K&E

Date	Hours	Name	Description
			conference with R. Buday, P. Spingola re franchise issues and termination of retailer relationships (.4); telephone conference with P. Spingola, J. Garrison re same, Piggly Wiggly franchisee terminations (.2); internal K&E conferences with P. Spingola re customer agreement, notes and leases (.3).
	91.50		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Description of Expenses

Description		Amount
Telephone call to: 212-836-7319	NEWYORKCTY,NY	.83
Telephone call to: 972-906-1234	DALLAS NE,TX	2.91
Telephone call to: 972-906-1235	DALLAS NE,TX	1.45
Telephone call to: 972-906-2177	DALLAS NE,TX	.62
Telephone call to: 972-906-1234	DALLAS NE,TX	.83
Telephone call to: 972-906-2177	DALLAS NE,TX	.62
Telephone call to: 972-906-2177	DALLAS NE,TX	5.61
Telephone call to: 972-906-2177	DALLAS NE,TX	3.33
Telephone call to: 972-906-1234	DALLAS NE,TX	1.99
Telephone call to: 972-906-2181	DALLAS NE,TX	.62
Telephone call to: 972-906-2334	DALLAS NE,TX	.83
Telephone call to: 972-906-2177	DALLAS NE,TX	7.90
Telephone call to: 972-906-2177	DALLAS NE,TX	.62
Telephone call to: 801-944-8621	HOLLADAY,UT	1.04
Telephone call to: 801-944-8621	HOLLADAY,UT	.83
Telephone call to: 214-223-6188	DE SOTO,TX	.83
Telephone call to: 801-978-8404	SLC OGDEN,UT	11.02
Telephone call to: 801-415-3000	SLC OGDEN,UT	.62
Telephone call to: 972-906-1234	DALLAS NE,TX	1.45
Telephone call to: 972-906-7161	DALLAS NE,TX	2.24
Total Expenses		$ 46.19

May 27, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Peter S. Willmott

KIRKLAND & ELLIS
PARTNERSHIPS INCLUDING PROFESSIONAL CORPORATIONS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2661631

IN THE MATTER OF **Liens**

For legal services rendered through April 30, 2003 (see attached Description of Legal Services for detail)	$ 16,812.50
For disbursements incurred through April 30, 2003 (see attached Description of Expenses for detail)	$ 30.00
Total for legal services rendered and expenses incurred	$ 16,842.50

The Fleming Company
Legal Services for the Period Ending April 30, 2003
May 27, 2003

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Andrew J Bates	2.00	345.00	690.00
Robert T Buday	.60	510.00	306.00
Shirley S Cho	.20	420.00	84.00
Linda K Myers	4.40	545.00	2,398.00
Bennett L Spiegel	3.60	625.00	2,250.00
J Garrett Van Osdell	13.80	345.00	4,761.00
Richard L Wynne	7.40	670.00	4,958.00
Catherine A Aebischer	3.50	185.00	647.50
Frank A Chavez	1.20	90.00	108.00
Denise Wymore	.50	210.00	105.00
Susan J Perry	1.30	210.00	273.00
Shannon Roberts	1.60	145.00	232.00
Total	40.10		$ 16,812.50

Description of Legal Services

Date	Hours	Name	Description
4/03/03	.70	Susan J Perry	Review UCC results received from Baker Botts and CT corporation (.6); telephone conference with CT corporation re possibility of receiving in electronic format (.1).
4/03/03	.90	Linda K Myers	Telephone conference to A. DeNatale re trade liens (.5); telephone conference with A. Bates re same (.4).
4/04/03	.30	Susan J Perry	Telephone conference with G. Van Osdell re UCC results (.2); arrange for all to be shipped to him (.1).
4/04/03	1.70	J Garrett Van Osdell	Review UCC filings and lien searches (1.3); conference with S. Perry re same (.4).
4/04/03	2.50	Linda K Myers	Telephone conference with D. Kayes re trade lien memorandum (1.0); draft response to same (1.5).
4/07/03	.30	Bennett L Spiegel	Telephone conference with L. Myers re status of negotiations re trade liens.
4/08/03	2.00	Bennett L Spiegel	Telephone conference with L. Myers re report on attempts to negotiate trade lien with bank counsel and B. Cohen for ad hoc trade group (.7); joint telephone conference with J. Stone and A. Greene re same and future handling (1.3).
4/08/03	.30	Bennett L Spiegel	Telephone conference with L. Myers re restriction or granting junior trade lien.
4/09/03	1.00	Bennett L Spiegel	Review documents and related emails re trade lien.
4/09/03	.50	Richard L Wynne	Review and analysis of trade lien documents.