FLEMING COMPANIES, INC.
RAINBOW FOODS SALE
Matter # 11420.08573

May 28, 2003
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/30/03	CHAP	1.20	TELEPHONE CONFERENCE WITH BUYER'S COUNSEL REGARDING LANGUAGE OF SPECIFIC PROVISIONS AND CONTRACTS LISTED ON DISCLOSURE SCHEDULE	150.00
4/30/03	CHAP	.70	REVISING DISCLOSURE SCHEDULES TO EXCLUDE OPERATING CONTRACTS OTHER THAN CERTAIN LEASES AND PHARMACY CONTRACTS	87.50
4/30/03	CHAP	2.70	REVISING DISCLOSURE SCHEDULES TO INCLUDE NEW EMPLOYEE LIST, NEW PERMITS SCHEDULE AND INFORMATION OBTAINED REGARDING ATM AND BANK SUBLEASES	337.50
4/30/03	CHAP	2.00	REVISING DISCLOSURE SCHEDULES TO INCLUDE CERTAIN PHARMACY CONTRACTS AND INFORMATION REGARDING ACTIVE SUBLEASES	250.00
4/30/03	CHAP	2.00	TELEPHONE CONFERENCE WITH K. RICHESSON, R. HAWK AND BLACKSTONE REPRESENTATIVES REGARDING DISCLOSURE SCHEDULES AND CONTRACT PROVISIONS	250.00
4/30/03	CHAP	.40	TELEPHONE CALLS AND EMAILS TO ADRYENNE COOPER AND BRIAN LAKE RE: ENVIRONMENTAL ISSUES AND SUBLEASES	50.00
4/30/03	HUFF	.70	PREPARATION OF ROUNDY'S HSR FILING.	168.00
4/30/03	HYDE	1.80	REVIEW CONTRACT AND MISC. CONTRACT DILIGENCE ISSUES (.5); CONFERENCE WITH PRICE, RIGGS AND ROUNDY'S LAWYERS RE: CONTRACT AND MEPPA (.6); CONFERENCE WITH MARY FARLEY RE: 401(K) LOANS AT RAINBOW (.2); REVIEW MEPPA ISSUES (.2); CONFERENCE WITH PRINCE RE MEPPA (.3)	504.00
4/30/03	HYDE	.70	REVIEW MEPPA ISSUES AND OTHER BENEFIT ISSUES (.3); CONFERENCE WITH RICK RIGGS AND LOUIS PRICE RE MEPPA AND BENEFITS (.4)	196.00
4/30/03	PRICE	.30	WORK ON SECTION 5.12 REP AND WARRANTY	75.00
4/30/03	PRICE	.40	TELEPHONE BEAR STEARNS RE ROUNDY'S FINANCING CONDITION	100.00
4/30/03	PRICE	.50	TELEPHONE HYDE RE RAINBOW PAY TO STAY BONUS PLAN AND TELEPHONE CONFERENCE WOOD RE SAME (.2), TELEPHONE SHIRLEY CHO RE FILING MOTION TO APPROVE PAY TO STAY PLAN (.3)	125.00
4/30/03	PRICE	2.60	TELEPHONE CONFERENCE WITH JOHN EMANUEL AND CLIENTS RE OPEN DEAL POINTS	650.00
4/30/03	PRICE	1.80	CONFERENCE CALL WITH CLIENTS AND BLACKSTONE ADVISORS RE DISCUSSIONS WITH COMMITTEE AND DEAL ISSUES	450.00

FLEMING COMPANIES, INC.
RAINBOW FOODS SALE
Matter # 11420.08573

May 28, 2003
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/30/03	PRICE	.40	ATTENTION TO BID PROCEDURES ISSUES, REVISE APA TO CHANGE DATES FOR ADEQUATE ASSURANCES INFO FROM ROUNDY'S; EMAILS TO IRA RE SAME	100.00
4/30/03	PRIN	2.10	REVIEW NEW DRAFT OF ASSET PURCHASE AGREEMENT (.4) AND LEGAL RESEARCH REGARDING REQUIREMENTS FOR EXCEPTION FORM ASSESSMENT OF WITHDRAWAL LIABILITY UNDER MEPPA FOR SALE OF ASSETS.(1.1) OFFICE CONFERENCE WITH DUDLEY HYDE REGARDING SAME.(.6)	441.00
4/30/03	RIGG	1.70	CONFERENCE HAWK, RICHESSON RE CONTRACT ISSUES, POSITIONS, DILIGENCE	425.00
4/30/03	RIGG	3.30	CONFERENCE CALL EMANUEL RE CONTRACT AND NEGOTIATION	825.00
4/30/03	RIGG	6.40	REVIEW VARIOUS PROVISIONS IN AGREEMENT (1.7); PREPARE FOR CONFERENCE CALL (1.2); TELEPHONE CONNER RE BEAR STEARNS (.3); TELEPHONE BEAR STEARNS RE LETTER (.4); CONFERENCE SALAMY, PRICE RE SCHEDULES (.2); DRAFTING (1.5); CONFERENCE EMANUEL, HAWK, RICHESSON AND NEGOTIATION (1.1)	1,600.00
4/30/03	WOOD	5.90	DRAFTING AND RELATED WORK INCLUDING RAINBOW STAY BONUS PROGRAM (3.2); CONFERENCE WITH HYDE RE TERMS (.2); TELEPHONE CONFERENCES WITH ATTORNEYS FOR K&E RE MOTION FOR APPROVAL OF BONUS PROGRAM (.6), TELEPHONE CONFERENCES WITH DEE JEROME (.5); TELEPHONE CONFERENCE WITH TOM MYERS (.4); TELEPHONE CONFERENCE WITH CARLOS HERNANDEZ (.3); PROVIDING SUPPLEMENTAL INFORMATION AND EXPLANATIONS RE EXISTING SEPARATION PROGRAM TO K&E ATTORNEY (.7)	1,357.00
4/30/03	WOOD	.40	CONFERENCE WITH PRICE RE DISCLOSURE OF RAINBOW STAY BONUS PROGRAM TO ROUNDY'S (.1); TELEPHONE CONFERENCE WITH DEE JEROME RE SAME (.3)	92.00
4/30/03	WOOD	.50	TELEPHONE CONFERENCE WITH HYDE AND DEE JEROME RE RAINBOW STAY BONUS PROGRAM (.3); FOLLOW-UP WITH INFORMATION TO K&E ATTORNEY RE SAME (.2)	115.00
4/30/03	KELLE	2.20	FINISH ENTERING ALL UCC'S ON CHART AND REVIEW FOR ACCURACY (1.0); E-MAIL TO RICK RIGGS AND STEPHANIE CHAPMAN RE: MINNESOTA FIXTURE FILINGS (.4); TELEPHONE WITH STEPHANIE CHAPMAN RE: CHART (.3); SEPARATE FILINGS FOR SUBFILE (.5)	143.00

FLEMING COMPANIES, INC.
RAINBOW FOODS SALE
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Date	Billing Initials	Hours	Description	Amount
5/5/03	PRIN	1.30	OFFICE CONFERENCE WITH DUDLEY HYDE REGARDING WARN ISSUES. (.2) LEGAL RESEARCH REGARDING WARN ISSUES CONCERNING EXCEPTIONS TO NOTICE REQUIREMENTS. (.8) TELEPHONE CONFERENCE WITH DUDLEY HYDE AND DEE JEROME REGARDING WARN NOTICE. (.3)	273.00
5/13/03	MALO	.30	TELEPHONE CONFERENCE WITH K. ODUM AT CT CORPORATION IN ST; LOUIS RE: RESEARCH RELATED TO MERGER TRAIL FOR APPLEBAUM FOOD MARKETS, INC.	37.50
Totals		**452.20**		**90,763.50**

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
C	4/2/03	COPIES - MEMO	120.00	0.15	18.00
FEX	4/10/03	FEDERAL EXPRESS CORP. 634274545034	1.00	17.53	17.53
T	4/11/03	TELEPHONE 9729062167 2232	0.43	0.56	0.24
T	4/11/03	TELEPHONE 9729068062 2232	0.43	0.56	0.24
T	4/14/03	TELEPHONE 9729068062 2232	0.21	0.56	0.12
FEX	4/14/03	FEDERAL EXPRESS CORP. 634274545310	1.00	10.83	10.83
T	4/17/03	TELEPHONE 9729062167 2232	0.21	0.56	0.12
T	4/17/03	TELEPHONE 9729068020 2232	0.43	0.56	0.24
T	4/17/03	TELEPHONE 9729068062 2232	0.43	0.56	0.24
T	4/18/03	TELEPHONE 9729062167 2232	0.21	0.56	0.12
T	4/18/03	TELEPHONE 9729062167 2232	0.64	0.56	0.36
T	4/21/03	TELEPHONE 9729062248 2232	0.21	0.56	0.12
T	4/22/03	TELEPHONE 9729062167 2232	0.21	0.56	0.12
T	4/22/03	TELEPHONE 9729068125 2232	0.21	0.56	0.12
T	4/22/03	TELEPHONE 9729062167 2232	0.21	0.56	0.12
T	4/22/03	TELEPHONE 9729062248 2232	0.43	0.56	0.24
99	4/22/03	CT CORPORATION SYSTEM	43.25	1.00	43.25
T	4/22/03	TELEPHONE 4142235042 2253	0.43	0.56	0.24
T	4/22/03	TELEPHONE 3109909645 2253	0.21	0.56	0.12
T	4/22/03	TELEPHONE 4142235042 2253	3.64	0.56	2.04
T	4/22/03	TELEPHONE 4142235042 2253	0.21	0.56	0.12
T	4/22/03	TELEPHONE 3109909645 2253	0.21	0.56	0.12

FLEMING COMPANIES, INC.
RAINBOW FOODS SALE
Matter # 11420.08573

May 28, 2003
Invoice # 190061

Cost Code	Date	Description	Quantity	Unit Cost	Amount
99	4/22/03	CT CORPORATION SYSTEM	189.50	1.00	189.50
FEX	4/22/03	FEDERAL EXPRESS CORP. 634274546946	1.00	10.83	10.83
T	4/23/03	TELEPHONE 3123454345 2354	0.21	0.56	0.12
T	4/23/03	TELEPHONE 3123454345 2354	0.21	0.56	0.12
C	4/23/03	COPIES - MEMO	198.00	0.15	29.70
T	4/24/03	TELEPHONE 9729062264 2232	0.43	0.56	0.24
T	4/24/03	TELEPHONE 9729068649 2232	0.43	0.56	0.24
T	4/24/03	TELEPHONE 9729062248 2232	1.29	0.56	0.72
T	4/24/03	TELEPHONE 9729062142 2232	0.21	0.56	0.12
T	4/24/03	TELEPHONE 9729062180 2232	0.43	0.56	0.24
T	4/24/03	TELEPHONE 9729068168 2232	0.86	0.56	0.48
T	4/24/03	TELEPHONE 9729062334 2232	0.43	0.56	0.24
T	4/24/03	TELEPHONE 9725231108 2232	0.43	0.56	0.24
T	4/25/03	TELEPHONE 2142632408 2232	0.64	0.56	0.36
T	4/25/03	TELEPHONE 9529455330 2232	0.21	0.56	0.12
TEL	4/25/03	FACSIMILE	8.00	0.50	4.00
T	4/25/03	TELEPHONE 9529455330 2232	3.00	0.56	1.68
T	4/25/03	TELEPHONE 3102034260 2253	0.64	0.56	0.36
T	4/25/03	TELEPHONE 9529455306 3347	0.64	0.56	0.36
T	4/25/03	TELEPHONE 9729062264 2232	0.43	0.56	0.24
T	4/27/03	TELEPHONE 4142235042 3377	18.86	0.56	10.56
T	4/28/03	TELEPHONE 3107722353 2253	0.21	0.56	0.12
99	4/28/03	CT CORPORATION SYSTEM	182.75	1.00	182.75
T	4/28/03	TELEPHONE 3107722353 2253	1.93	0.56	1.08
T	4/29/03	TELEPHONE 4142235042 2253	0.21	0.56	0.12
T	4/29/03	TELEPHONE 9529433932 2396	0.21	0.56	0.12
T	4/29/03	TELEPHONE 9729062180 2396	0.21	0.56	0.12
T	4/29/03	TELEPHONE 9729062142 2396	0.43	0.56	0.24
T	4/29/03	TELEPHONE 9723046256 2253	7.50	0.56	4.20
T	4/29/03	TELEPHONE 9729062248 2396	0.43	0.56	0.24
T	4/29/03	TELEPHONE 9729062264 2396	0.43	0.56	0.24
T	4/29/03	TELEPHONE 9729062248 2396	0.64	0.56	0.36
T	4/29/03	TELEPHONE 9729062166 2396	0.21	0.56	0.12
T	4/29/03	TELEPHONE 9729062166 2396	0.21	0.56	0.12
T	4/29/03	TELEPHONE 9729068122 2396	0.43	0.56	0.24
T	4/29/03	TELEPHONE 9729062180 2396	0.43	0.56	0.24
T	4/29/03	TELEPHONE 9729062334 2396	0.43	0.56	0.24
TEL	4/29/03	FACSIMILE	6.00	0.50	3.00
T	4/29/03	TELEPHONE 9729062264 2396	0.43	0.56	0.24

FLEMING COMPANIES, INC.
RAINBOW FOODS SALE
Matter # 11420.08573

May 28, 2003
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Cost Code	Date	Description	Quantity	Unit Cost	Amount
C	4/29/03	COPIES - MEMO	168.00	0.15	25.20
T	4/29/03	TELEPHONE 9729062322 3347	0.43	0.56	0.24
T	4/30/03	TELEPHONE 9729062264 2396	0.21	0.56	0.12
T	4/30/03	TELEPHONE 3107722353 2253	1.29	0.56	0.72
T	4/30/03	TELEPHONE 9729062248 2396	0.21	0.56	0.12
T	4/30/03	TELEPHONE 9529455330 2396	0.43	0.56	0.24
T	4/30/03	TELEPHONE 9729453932 2396	0.21	0.56	0.12
T	4/30/03	TELEPHONE 9529453932 2396	0.21	0.56	0.12
T	4/30/03	TELEPHONE 9529452951 2396	1.07	0.56	0.60
T	4/30/03	TELEPHONE 3107722353 2253	0.21	0.56	0.12
		Total Expenses			**566.51**

Total Current Fees	**90,763.50**
Total Current Expenses	**566.51**
Net Current Billing for this Matter	**91,330.01**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
RAINBOW FOODS SALE
Matter # 11420.08573

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
CHAP	STEPHANIE CHAPMAN	ASSOCIATE	125.00	59.20	**7,400.00**
HUFF	LAURENCE M. HUFFMAN	SHAREHOLDER	240.00	44.50	**10,680.00**
HYDE	J. DUDLEY HYDE	SHAREHOLDER	280.00	18.00	**5,040.00**
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	24.20	**1,573.00**
MALO	MARK W. MALONE	ASSOCIATE	125.00	0.30	**37.50**
MCWI	KAREN MCWILLIAMS	LEGAL ASSISTANT	70.00	1.10	**77.00**
MEYE	M. BRANDON MEYER	ASSOCIATE	145.00	7.40	**1,073.00**
NORD	J. MICHAEL NORDIN	SHAREHOLDER	240.00	2.10	**504.00**
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	105.10	**26,275.00**
PRIN	JAMES C. PRINCE	OF COUNSEL	210.00	8.50	**1,785.00**
RIGG	RICHARD A. RIGGS	SHAREHOLDER	250.00	88.20	**22,050.00**
SALA	RICHARD J. SALAMY	ASSOCIATE	145.00	85.40	**12,383.00**
WOOD	ELIZABETH SCOTT WOOD	SHAREHOLDER	230.00	8.20	**1,886.00**
	Totals			**452.20**	**90,763.50**

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: DEMOCRAT & CHRONICLE
Matter# 11420.08580

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	CARR	.30	CORRESPONDENCE JOSEPH MINER RE: AUTOMATIC STAY	46.50
4/18/03	PETE	.50	CONFERENCE WITH CARRIER RE: DEMOCRAT & CHRONICLE LITIGATION AND REVIEW COURT DOCKET SHEET FOR ADDITIONAL FILINGS (.1); REVIEW PLEADINGS AND PREAPRE SUGGESTION OF BANKRUPTCY (.3); INSTRUCTIONS RE: FILING; SERVICE ON COUNSEL OF RECORD (.1)	40.00
4/18/03	FACT	.30	FILE SUGGESTION OF BANKRUPTCY AND MAIL TO CERTIFICATE OF SERVICE	15.00
Totals		**1.10**		**101.50**

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
TEL	4/1/03	FACSIMILE	2.00	0.50	1.00
		Total Expenses			**1.00**

FLEMING COMPANIES, INC.
DEMOCRAT & CHRONICLE
Matter # 11420.08580

May 28, 2003
Invoice # 190061

Total Current Fees	**101.50**
Total Current Expenses	**1.00**
Net Current Billing for this Matter	**102.50**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
DEMOCRAT & CHRONICLE
Matter # 11420.08580

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
CARR	KYMALA B. CARRIER	ASSOCIATE	155.00	0.30	**46.50**
FACT	TERRI FACTOR	LEGAL ASSISTANT	50.00	0.30	**15.00**
PETE	DIANNA PETERS	LEGAL ASSISTANT	80.00	0.50	**40.00**
	Totals			**1.10**	**101.50**

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ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: CLIENT V. WIGLEY ET AL.
Matter# 11420.08585

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	MULL	.20	REVIEW CORRESPONDENCE FROM STINER	42.00
4/9/03	JDS	.20	REVISE SUGGESTION OF BANKRUPTCY	31.00
4/9/03	JONESP	.40	FINALIZATION OF SUGGESTIONS OF BANKRUPTCY (.2); SERVICE OF SUGGESTIONS OF BANKRUPTCY (.2)	28.00
4/9/03	FACT	.30	FILE SUGGESTION OF BANKRUPTCY	15.00
4/11/03	MULL	.20	EMAIL MEMO TO STINER RE: SUGGESTION OF BANKRUPTCY	42.00
4/14/03	MULL	.50	REVIEW MOTIONS FOR SUMMARY JUDGMENT FILED BY WIGLEY AND SMITH (.3), LETTER TO CHARLES MOONEY RE: MOTIONS FOR SUMMARY JUDGMENT (.2)	105.00
4/21/03	JDS	.30	CONFERENCE WITH PRICE RE: EFFECT OF AUTOMATIC STAY ON CLAIMS IN WHICH FLEMING IS PLAINTIFF (.2); CORRESPOND WITH OPPOSING COUNSEL RE: HEARING ON DEFENDANTS' MOTION FOR SUMMARY JUDGMENT AGAINST FLEMING (.1)	46.50
4/22/03	MULL	.20	REVIEW CORRESPONDENCE FROM STINER TO DEFENDANT'S COUNSEL (.1), REVIEW EMAIL MEMO FROM STINER (.1)	42.00
4/24/03	MULL	.20	REVIEW MEMOS FROM STINER RE: STATUS HEARING	42.00
4/29/03	MULL	.10	CONFERENCE JOHN STINER RE: STAY AND STRIKING HEARING ON MOTION FOR SUMMARY JUDGMENT	21.00
Totals		**2.60**		**414.50**

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FLEMING COMPANIES, INC.
CLIENT V. WIGLEY ET AL.
Matter # 11420.08585

May 28, 2003
Invoice # 190061

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			0.00

Total Current Fees 414.50

Total Current Expenses 0.00

Net Current Billing for this Matter 414.50

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
CLIENT V. WIGLEY ET AL.
Matter # 11420.08585

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
FACT	TERRI FACTOR	LEGAL ASSISTANT	50.00	0.30	**15.00**
JDS	JOHN D. STINER	ASSOCIATE	155.00	0.50	**77.50**
JONESP	PENNI JONES	LEGAL ASSISTANT	70.00	0.40	**28.00**
MULL	M. RICHARD MULLINS	SHAREHOLDER	210.00	1.40	**294.00**
	Totals			**2.60**	**414.50**

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: PACA DISPUTES
Matter# 11420.08590

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/3/03	STEF	1.10	REVIEWED PACA/BANKRUPTCY LAW TO DETERMINE RAMIFICATIONS OF BANKRUPTCY ON USDA PROCEEDING (.6); REVIEWED PACA CONSTRUCTIVE TRUST PROVISIONS PERTINENT TO BANKRUPTCY PROCEEDING (.5)	137.50
4/7/03	STEF	.50	DRAFTED LETTERS TO AUSTIN AND MEALMAN REGARDING THE USDA'S DETERMINATION WITH RESPECT TO THEIR RESPONSIBLY CONNECTED STATUS	62.50
4/25/03	STEF	.30	TELEPHONE CALL TO USDA TO OBTAIN EXTENSION FOR AUSTIN AND MEALMAN TO RESPOND TO THE DETERMINATION	37.50
4/25/03	STEF	1.10	GATHERED DOCUMENTS FOR KIRKLAND AND ELLIS, AUSTIN, AND MEALMAN REGARDING PACA DISPUTES	137.50
4/25/03	STEF	1.30	DRAFTED LETTER TO AUSTIN AND MEALMAN REGARDING FLEMING'S INDEMNIFICATION OF THEIR CLAIMS IN LIGHT OF BANKRUPTCY FILING	162.50
4/29/03	STEF	.30	TELEPHONE CALL TO WEYLAND AND FRASIER REGARDING APPEAL ON EXTENSION FOR AUSTIN AND MEALMAN'S APPEAL	37.50
Totals		**4.60**		**575.00**

FLEMING COMPANIES, INC.
PACA DISPUTES
Matter # 11420.08590

May 28, 2003
Invoice # 190061

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
LEX	4/3/03	WESTLAW	0.11	6.50	0.74
		Total Expenses			**0.74**

Total Current Fees	**575.00**
Total Current Expenses	**0.74**
Net Current Billing for this Matter	**575.74**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
PACA DISPUTES
Matter # 11420.08590

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
STEF	CHRISTIN L. STEFANI	ASSOCIATE	125.00	4.60	**575.00**
	Totals			**4.60**	**575.00**

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: COLUMBIA, MO
Matter# 11420.08599

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	RIGG	.50	REVIEW MATERIAL FROM LANDLORD AND REPORTS RE COLUMBIA LOCATION	125.00
Totals		**0.50**		**125.00**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			**0.00**

Total Current Fees **125.00**

Total Current Expenses **0.00**

Net Current Billing for this Matter **125.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
COLUMBIA, MO
Matter # 11420.08599

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
RIGG	RICHARD A. RIGGS	SHAREHOLDER	250.00	0.50	**125.00**
	Totals			**0.50**	**125.00**

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: H.N.A., INC.
Matter# 11420.08605

PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/25/03	PRICE	.30	REVIEW FSA DOCUMENTS IN CONNECTION WITH SLC SALE;CONFERENCE ADKINS RE DOCUMENTS	75.00
Totals		**0.30**		**75.00**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			**0.00**

Total Current Fees **75.00**

Total Current Expenses **0.00**

Net Current Billing for this Matter **75.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
H.N.A., INC.
Matter # 11420.08605

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	0.30	**75.00**
	Totals			**0.30**	**75.00**

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: SENTKER FOOD CORPORATION
Matter# 11420.08606

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/25/03	PRICE	.30	ATTENTION TO SENTKER DOCUMENTS IN CONNECTION WITH SALT LAKE CITY MATTER, EXCHANGE MESSAGES WITH KIRSTEN RE SAME	75.00
Totals		**0.30**		**75.00**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			**0.00**

Total Current Fees **75.00**

Total Current Expenses **0.00**

Net Current Billing for this Matter **75.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
SENTKER FOOD CORPORATION
Matter # 11420.08606

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	0.30	**75.00**
	Totals			**0.30**	**75.00**

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: INSURANCE ISSUES TX SEC. CLASS ACTION & DERIVATIVE ACTIONS
Matter# 11420.08608

PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	HERM	3.20	VARIOUS TELEPHONE CALLS TO G. WARD REGARDING DIRECTORS AND OFFICERS INSURANCE ISSUES AND AFFECT OF BANKRUPTCY (1.2); TELEPHONE WALDIE AND JONES REGARDING SETTLEMENT ISSUES (.4); TELEPHONE BRISTOW REGARDING SETTLEMENT ISSUES (.3); REVIEW POLICIES REGARDING RESCISSION (1.3)	864.00
4/2/03	HERM	1.60	CORRESPONDENCE WITH WARD REGARDING INSURANCE ISSUE (.6); REVIEW PLEADINGS (1.0)	432.00
4/3/03	HERM	2.20	RESEARCH ADVANCEMENT OF COSTS ISSUES (1.5); TELEPHONE WARD AND STANDISH REGARDING ADVANCEMENT OF COSTS (.7)	594.00
4/4/03	HERM	5.10	VARIOUS TELEPHONE CALLS WARD REGARDING INSURANCE ISSUES (.9); REVIEW BANKRUPTCY INSURANCE ISSUES (2.2); REVIEW POLICY AND RESEARCH RESCISSION (2.0)	1,377.00
4/7/03	RAMS	2.00	RESEARCH RE: INSURED VS. INSURED EXCLUSION AND ITS APPLICATION TO A BANKRUPTCY TRUSTEE.	250.00
4/7/03	RAMS	1.00	RESEARCH RE: INSURED VS. INSURED EXCLUSION APPLIES TO BANKRUPTCY TRUSTEE OR DEBTOR IN POSSESSION.	125.00
4/7/03	HERM	.50	VARIOUS TELEPHONE CALLS WITH GEORGE WARD REGARDING RESCISSION OF POLICY	135.00
4/7/03	PETE	2.50	CONFERENCE WITH HERMES RE: INSURANCE ISSUES REGARDING SEC AND DERIVATIVE ACTIONS (.1); REVIEW AND ANALYZE VARIOUS DOCUMENTS AND CATEGORIZE DOCUMENTS (2.4)	200.00

FLEMING COMPANIES, INC.
INSURANCE ISSUES TX SEC. CLASS ACTION & DERIVATIVE ACTIONS
Matter # 11420.08608

May 28, 2003
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/8/03	RAMS	3.00	DRAFT MEMO RE: SAME.	375.00
4/8/03	RAMS	.60	RESEARCH RE: INSURED VS. INSURED EXCLUSION AND ITS APPLICATION TO TRUSTEE OR DEBTOR IN POSSESSION	75.00
4/9/03	RAMS	.30	RESEARCH RE: INSURED VS. INSURED EXCLUSION AS IT APPLIES TO TRUSTEE OR DEBTOR IN POSSESSION.	37.50
4/9/03	RAMS	2.40	CONFERENCE WITH LOUIS PRICE RE: RESEARCH ON WHETHER ESTATE OR DIRECTORS OWN PROCEEDS OF D&O POLICY; WHETHER REIMBURSEMENT CLAIMS ARE SUBROGATED UNDER 11 USC 510(B).	300.00
4/10/03	RAMS	1.80	RESEARCH RE: INSURED V. INSURED EXCLUSION AS IT APPLIES TO BANKRUPTCY TRUSTEES AND DEBTORS IN POSSESSION.	225.00
4/10/03	RAMS	2.00	REVISION OF MEMO RE: INSURED V. INSURED EXCLUSION AS APPLICABLE TO TRUSTEE OR DEBTOR IN POSSESSION.	250.00
4/10/03	PETE	.30	REVIEW AND CATARORIZE CORRESPONDENCE; RESEARCH AND INSURANCE DOCUMENTS	24.00
4/14/03	RAMS	1.80	RESEARCH RE: SUBORDINATION OF INDEMNIFICATION CLAIMS OF DIRECTORS AND OFFICERS UNDER 11 USC 510(B).	225.00
4/14/03	HERM	2.30	REVIEW CORRESPONDENCE (.3); TELEPHONE BRISTOW REGARDING RESCISSION ISSUES (.4); TELEPHONE WARD REGARDING RESCISSION (.4); REVIEW POLICIES (1.2)	621.00
4/15/03	BLAK	2.80	RESEARCH RELATING TO DIRECTOR LIABILITY FOR CANADIAN PROVINCIAL TAXES AND UNITED STATES STATE TAXES (2.6); OFFICE CONFERENCE WITH JOHN HERMES OF MCAFEE & TAFT RE RESULTS OF RESEARCH (.2)	462.00
4/15/03	HERM	3.20	TELEPHONE WARD REGARDING RESERVATION OF RIGHTS (.3); REVIEW CORRESPONDENCE AND POLICIES REGARDING RESCISSION AND RESERVATION OF RIGHTS (2.9)	864.00
4/15/03	PETE	.60	CONFERENCE WITH HERMES RE: INSURANCE DOCUMENTS (.1); REVIEW AND ASSEMBLE INSURANCE DOCUMENTS (.5)	48.00
4/17/03	RAMS	2.70	CONFERENCE WITH JOHN HERMES RE: RESEARCH ON VALIDITY OF POLICY PROVISION DEFINING LOSS TO INCLUDE TAX PENALTIES.	337.50

FLEMING COMPANIES, INC.
INSURANCE ISSUES TX SEC. CLASS ACTION & DERIVATIVE ACTIONS
Matter # 11420.08608

May 28, 2003
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/17/03	RAMS	2.20	RESEARCH RE: WHETHER COVERAGE A EXCLUSION OF COVERAGE FOR CLAIM INDEMNIFIABLE IS INOPERATIVE IN THE EVENT OF CORPORATE BANKRUPTCY.	275.00
4/17/03	HERM	3.30	REVIEW VARIOUS POLICIES AND CORRESPONDENCE REGARDING FIDUCIARY ISSUES (2.1) REVIEW POLICY REGARDING PACA ISSUES (1.0) TELEPHONE WARD REGARDING PACA (.2)	891.00
4/18/03	RAMS	3.40	RESEARCH RE: WHETHER BANKRUPTCY WILL ELIMINATE THE EXCLUSION IN COVERAGE A RE: INDEMNITY CLAIMS OTHERWISE COVERED BY COVERAGE B.	425.00
4/18/03	RAMS	2.20	DRAFT MEMO RE: LOSS DEFINED TO EXCLUDE TAXES IMPOSED BY LAW AND CONTRACTUAL VALIDITY OF THE CLAUSE.	275.00
4/21/03	RAMS	3.60	RESEARCH RE: DIRECTORS AND OFFICERS ABILITY TO UTILIZE COVERAGE A AND COVERAGE B WHEN INSURED IS IN BANKRUPTCY.	450.00
4/21/03	RAMS	1.70	REVISE MEMO RE: D&O POLICY'S DEFINITION OF LOSS TO EXCLUDE TAX LIABILITY.	212.50
4/21/03	HERM	1.10	REVIEW NEW COMPLAINT AND RELATED MATERIAL (.9); RESEARCH REGARDING COVERAGE OF NEW COMPLAINT (.2)	297.00
4/21/03	PETE	.50	REVIEW ORDERS AND PLEADINGS; REVIEW CORRESPONDENCE; ROUTE DOCUMENTS	40.00
4/22/03	RAMS	.80	RESEARCH RE: RETENTION RATES APPLICABLE DURING BANKRUPTCY TO COVERAGE A AND COVERAGE B.	100.00
4/22/03	HERM	3.20	MEMO TO HYDE REGARDING FIDUCIARY COVERAGE (1.4); VARIOUS TELEPHONE WITH WARD REGARDING FIDUCIARY POLICIES (.6); REVIEW RESEARCH REGARDING FIDUCIARY POLICIES (1.2)	864.00
4/23/03	HERM	4.20	PREPARE FOR CONFERENCE CALL, CONFERENCE CALL WITH BRISTOW, LEMON, DURST, HERNANDEZ AND WARD, RESCISSION RESEARCH, TELEPHONE DURST REGARDING RESCISSION, CORRESPONDENCE WITH BRISTOW REGARDING RESCISSION	1,134.00
4/24/03	HERM	1.40	RESEARCH RESCISSION ISSUES (1.1) TELEPHONE WARD REGARDING SAME (.3)	378.00
4/24/03	PETE	.50	REVIEW ORDER DISMISSING DALLAS ORDER AND ROUTE PLEADINGS (.2); REVIEW AND CATEGORIZE NOTES AND RESEARCH (.3)	40.00

Date	Billing Initials	Hours	Description	Amount
4/25/03	HERM	1.10	REVIEW RESEARCH REGARDING ADVANCEMENT OF COSTS (.6); REVIEW CORRESPONDENCE WITH STANDISH REGARDING SAME (.2); TELEPHONE CARLOS REGARDING SAME (.2); CONFERENCE PRICE REGARDING SAME (.1)	297.00
4/28/03	HERM	2.30	REVIEW STANDISH DRAFTS OF UNDERTAKING (.7); CONFERENCE PRICE REGARDING UNDERTAKING (.2); TELEPHONE WARD AND REVIEW RESEARCH REGARDING UNDERTAKING (.5); REVIEW DOCUMENTS FROM WARD ON ADVANCEMENT OF COSTS (.9)	621.00
4/28/03	PETE	.50	CONFERENCE WITH HERMES; ARRANGEMENTS FOR MEETING IN DALLAS	40.00
4/29/03	HERM	2.20	TELEPHONE GEORGE WARD REGARDING D&O ISSUES (.3); CONFERENCE WARD AND PRICE REGARDING D&O ISSUES (.9); RESEARCH D&O ISSUES (1.0)	594.00
4/30/03	RAMS	2.60	RESEARCH RE: THE MEANING OF "FINANCIAL INSOLVENCY" WITHIN THE D&O POLICY.	325.00
4/30/03	HERM	2.20	REVIEW D&O APPLICATION FILES (1.0); PREPARE FOR MEETING ON D&O IN DALLAS (1.2)	594.00
Totals		**80.90**		**15,673.50**

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/1/03	TELEPHONE 9729062191 2258	0.64	0.56	0.36
T	4/1/03	TELEPHONE 7132291400 2258	0.21	0.56	0.12
T	4/1/03	TELEPHONE 2027197130 2258	0.21	0.56	0.12
TEL	4/2/03	FACSIMILE	6.00	0.50	3.00
T	4/2/03	TELEPHONE 9729062191 2258	0.21	0.56	0.12
T	4/3/03	TELEPHONE 9729062191 2258	0.21	0.56	0.12
T	4/3/03	TELEPHONE 9729062191 2258	6.86	0.56	3.84
T	4/3/03	TELEPHONE 9729062191 2258	0.21	0.56	0.12
T	4/3/03	TELEPHONE 9729062191 2258	0.64	0.56	0.36
T	4/3/03	TELEPHONE 9729062191 2258	2.14	0.56	1.20
T	4/4/03	TELEPHONE 9729062191 2258	0.21	0.56	0.12
T	4/4/03	TELEPHONE 9729062191 2258	0.21	0.56	0.12
T	4/14/03	TELEPHONE 7132291234 2258	3.21	0.56	1.80

FLEMING COMPANIES, INC.
INSURANCE ISSUES TX SEC. CLASS ACTION & DERIVATIVE ACTIONS
Matter # 11420.08608

May 28, 2003
Invoice # 190061

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/14/03	TELEPHONE 7132291400 2258	0.21	0.56	0.12
T	4/14/03	TELEPHONE 9729062191 2258	1.29	0.56	0.72
T	4/14/03	TELEPHONE 9729062191 2258	2.36	0.56	1.32
T	4/15/03	TELEPHONE 9729062191 2258	0.21	0.56	0.12
T	4/15/03	TELEPHONE 9729062191 2258	0.21	0.56	0.12
T	4/16/03	TELEPHONE 9729062191 2258	0.21	0.56	0.12
T	4/16/03	TELEPHONE 9729062191 2258	0.86	0.56	0.48
T	4/16/03	TELEPHONE 9729062191 2258	0.21	0.56	0.12
T	4/22/03	TELEPHONE 9729062191 2258	1.71	0.56	0.96
T	4/23/03	TELEPHONE 9729062191 2258	0.43	0.56	0.24
T	4/23/03	TELEPHONE 9729062191 2258	0.43	0.56	0.24
T	4/28/03	TELEPHONE 9729062191 2258	0.43	0.56	0.24
C	4/28/03	COPIES - MEMO	84.00	0.15	12.60
C	4/28/03	COPIES - MEMO	41.00	0.15	6.15
		Total Expenses			**34.95**

Total Current Fees	**15,673.50**
Total Current Expenses	**34.95**
Net Current Billing for this Matter	**15,708.45**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
INSURANCE ISSUES TX SEC. CLASS ACTION & DERIVATIVE ACTIONS
Matter # 11420.08608

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
BLAK	T. MICHAEL BLAKE	ASSOCIATE	165.00	2.80	**462.00**
HERM	JOHN N. HERMES	SHAREHOLDER	270.00	39.10	**10,557.00**
PETE	DIANNA PETERS	LEGAL ASSISTANT	80.00	4.90	**392.00**
RAMS	NATALIE RAMSEY	ASSOCIATE	125.00	34.10	**4,262.50**
	Totals			**80.90**	**15,673.50**

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: SLATER, ET AL VS.
Matter# 11420.08617

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	ROBI	.70	REVIEW PLEADINGS AND ORDER	189.00
4/2/03	ROBI	.30	TELEPHONE CONFERENCE FEDERMAN RE: STAY	81.00
4/2/03	ROBI	.30	REVIEW REPORTS ON CASES PENDING AND STATUS	81.00
4/2/03	ROBI	.50	REVIEW LETTERS AND PLEADINGS	135.00
4/3/03	ROBI	.40	REVIEW LETTER FROM PLAINTIFFS AND PLEADINGS IN TEXAS CASES	108.00
4/7/03	ROBI	.50	REVIEW BRIEFS IN MDL CASE	135.00
4/8/03	BART	3.00	INDEX PLEADINGS IN SLATER AND COLARICH FROM STATE COURT AND FEDERAL COURT FILINGS (1.7); ORGANIZATION OF TEXAS CASE PLEADINGS (.5); ORGANIZATION OF MDL PLEADINGS (.4); OPEN FILES FOR NEW MATERIALS (.4)	210.00
4/9/03	BART	1.50	REVISE INDICES AND PLEADINGS FILES FOR COLARICH AND SLATER	105.00
4/14/03	FACT	.30	FILE SUGGESTION OF BANKRUPTCY	15.00
4/15/03	ROBI	.50	REVIEW LETTERS, MEMOS, PLEADINGS FROM PLAINTIFFS	135.00
4/16/03	ROBI	.60	TELEPHONE CONFERENCES ROBERTSON, FEDERMAN, ROBERTSON RE STAY	162.00
4/17/03	ROBI	.30	REVIEW PLEADING AND ORDER	81.00
4/21/03	ROBI	.70	REVIEW MEMOS AND PLEADINGS; DRAFT MEMOS RE: SAME	189.00
4/22/03	ROBI	.40	REVIEW ORDERS; ATTENTION TO FAXING SAME	108.00

FLEMING COMPANIES, INC.
SLATER, ET AL VS.
Matter # 11420.08617

May 28, 2003
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/23/03	ROBI	.40	REVIEW MEMOS; REVIEW PLEADINGS	108.00
4/23/03	BART	.40	PREPARE FAX TO BAKER BOTTS (.2); ORGANIZATION OF NEW FILE MATERIALS (.2)	28.00
4/24/03	ROBI	.40	REVIEW PLEADINGS AND ORDERS IN MDL CASE	108.00
4/25/03	ROBI	.50	TELEPHONE CONFERENCE FEDERMAN'S OFFICE; REVIEW PLEADINGS; DRAFT MEMOS RE: DISMISSAL	135.00
4/25/03	BART	.20	PREPARE FAX OF FILE STAMPED NOTICE OF BANKRUPTCY TO COUNSEL FOR PLAINTIFFS	14.00
4/28/03	ROBI	.30	REVIEW PLEADINGS IN TEXAS CASES	81.00
4/28/03	ROBI	1.00	REVIEW PLEADINGS IN TEXAS CASES AND MDL PROCEEDING	270.00
4/28/03	ROBI	.20	REVIEW MEMOS ABOUT TEXAS CASES	54.00
4/28/03	ROBI	.10	DRAFT MEMOS RE: STRATEGY	27.00
4/28/03	ROBI	.40	REVIEW PLEADINGS	108.00
4/28/03	ROBI	.40	REVIEW BRIEFS IN TEXAS CASES	108.00
Totals		**14.30**		**2,775.00**

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
TEL	4/1/03	FACSIMILE	2.00	0.50	1.00
TEL	4/15/03	FACSIMILE	7.00	0.50	3.50
T	4/15/03	TELEPHONE 7132297813 3715	0.64	0.56	0.36
T	4/16/03	TELEPHONE 7132291585 2260	0.43	0.56	0.24
TEL	4/22/03	FACSIMILE	2.00	0.50	1.00
TEL	4/22/03	FACSIMILE	6.00	0.50	3.00
TEL	4/23/03	FACSIMILE	5.00	0.50	2.50
T	4/23/03	TELEPHONE 7132297813 3347	1.29	0.56	0.72
TEL	4/25/03	FACSIMILE	45.00	0.50	22.50
T	4/29/03	TELEPHONE 7132297813 3347	0.86	0.56	0.48
TEL	4/29/03	FACSIMILE	11.00	0.50	5.50
		Total Expenses			**40.80**

FLEMING COMPANIES, INC.
SLATER, ET AL VS.
Matter # 11420.08617

May 28, 2003
Invoice # 190061

Total Current Fees	**2,775.00**
Total Current Expenses	**40.80**
Net Current Billing for this Matter	**2,815.80**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
SLATER, ET AL VS.
Matter # 11420.08617

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
BART	NANCY BARTON	LEGAL ASSISTANT	70.00	5.10	**357.00**
FACT	TERRI FACTOR	LEGAL ASSISTANT	50.00	0.30	**15.00**
ROBI	REID E. ROBISON	SHAREHOLDER	270.00	8.90	**2,403.00**
	Totals			**14.30**	**2,775.00**

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: COLARICH, ET AL VS.
Matter# 11420.08618

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/14/03	FACT	.30	FILE SUGGESTION OF BANKRUPTCY	15.00
Totals		**0.30**		**15.00**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			**0.00**

Total Current Fees **15.00**

Total Current Expenses **0.00**

Net Current Billing for this Matter **15.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
COLARICH, ET AL VS.
Matter # 11420.08618

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
FACT	TERRI FACTOR	LEGAL ASSISTANT	50.00	0.30	**15.00**
	Totals			**0.30**	**15.00**

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ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: V. T. A. SOLBERG CO., INC.
Matter# 11420.08620

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	BOCO	2.10	TELEPHONE CONFERENCES HOULIHAN; REVIEW OF LIEN RELEASE RELATED DOCUMENTS; CONFERENCE PRICE; PREP OF MEMO TO HOULIHAN AND JOHNSON	514.50
4/2/03	BOCO	.50	REVIEW OF EXECUTED SETTLEMENT AGREEMENTS; CONF PALMERTON REL CLOSING DETAILS	122.50
4/2/03	PALM	.50	REVIEW OF DOCUMENTS, PREPARATION OF FAX TRANSMITTAL AND ATTACHMENT OF SETTLEMENT AGREEMENT TO OPPOSING COUNSEL, DRAFT OF LETTER TO OPPOSING COUNSEL RE: SETTLEMENT AGREEMENT, PREPARATION OF AGREEMENT FOR ENCLOSURE TO LETTER	32.50
4/3/03	BOCO	.50	TELEPHONE CONFERENCE HOULIHAN; CONFERENCE PALMERTON RE; CLOSING	122.50
4/3/03	PALM	.50	REVIEW OF DOCUMENTS, TELEPHONE CONFERENCES TO OPPOSING COUNSEL'S OFFICES RE: SETTLEMENT AGREEMENT, DRAFT OF LETTER TO CLIENT ENCLOSING SETTLEMENT AGREEMENT, ORGANIZATION OF DOCUMENTS FOR FILES	32.50
4/4/03	BOCO	.30	REVIEW AND EXECUTION OF JOINT DISMISSAL	73.50
4/4/03	BOCO	.40	CONFIRMATION OF SETTLEMENT FUNDS AND REVIEW OF CLOSING DOCUMENTS	98.00
4/4/03	PALM	.50	REVIEW OF DOCUMENTS, DRAFT OF LETTER TO AAA REGARDING SETTLEMENT, PREPARATION OF ATTACHMENT TO LETTER, PREPARATION OF FAX TRANSMITTAL TO AAA AND OPPOSING COUNSEL, PREPARATION OF DOCUMENTS FOR FILES	32.50

FLEMING COMPANIES, INC.
V. T. A. SOLBERG CO., INC.
Matter # 11420.08620

May 28, 2003
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
Totals		**5.30**		**1,028.50**

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/1/03	TELEPHONE 7153561422 2256	0.86	0.56	0.48
T	4/2/03	TELEPHONE 7153655066 3376	0.43	0.56	0.24
FEX	4/2/03	FEDERAL EXPRESS CORP. 634274544185	1.00	11.47	11.47
T	4/3/03	TELEPHONE 7153561422 2352	0.64	0.56	0.36
T	4/3/03	TELEPHONE 7153655060 2352	0.43	0.56	0.24
T	4/4/03	TELEPHONE 9724909008 3303	0.21	0.56	0.12
T	4/4/03	TELEPHONE 7153655066 3303	0.43	0.56	0.24
TEL	4/4/03	FACSIMILE	9.00	0.50	4.50
		Total Expenses			**17.65**

Total Current Fees	**1,028.50**
Total Current Expenses	**17.65**
Net Current Billing for this Matter	**1,046.15**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
V. T. A. SOLBERG CO., INC.
Matter # 11420.08620

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
BOCO	JOSEPH H. BOCOCK	SHAREHOLDER	245.00	3.80	**931.00**
PALM	SEPHY L. PALMERTON	LEGAL ASSISTANT	65.00	1.50	**97.50**
	Totals			**5.30**	**1,028.50**

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ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: ELY, MINNESOTA REVENUE BOND
Matter# 11420.08632

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/22/03	PRICE	.50	TELEPHONE JEFF MINSTER RE STATUS OF PURCHASE OPTION, DEFAULT, CONFERENCE ADKINS RE OUTLINING DEAL POINTS	125.00
Totals		**0.50**		**125.00**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			**0.00**

Total Current Fees **125.00**

Total Current Expenses **0.00**

Net Current Billing for this Matter **125.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
ELY, MINNESOTA REVENUE BOND
Matter # 11420.08632

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	0.50	**125.00**
	Totals			**0.50**	**125.00**

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: CLIENT V. AMERICAN FREIGHTWAYS
Matter# 11420.08637

PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	REAU	.30	TELEPHONE CONFERENCE WITH COURT AND OPPOSING COUNSEL REGARDING BANKRUPTCY (.1); TELEPHONE CONFERENCE WITH OPPOSING COUNSEL REGARDING SAME (.2).	43.50
4/11/03	MULL	.20	MEMO TO STEPHANIE REAUGH RE: SUGGESTION OF BANKRUPTCY	42.00
4/11/03	REAU	.40	DRAFT SUGGESTION OF BANKRUPTCY AND PREPARE FOR FILING (.3); PREPARE SAME FOR FILING (.1).	58.00
4/11/03	MACK	.90	CONFERENCE WITH REAUGH RE STATE COURT FILING (.2); PREPARE SUGGESTION FOR BANKRUPTCY FOR FILING (.2); MAIL SUGGESTION FOR BANKRUPTCY PER CERTIFICATE OF SERVICE (.1); PREPARE LETTER TO MARJON GHASEMI TRANSMITTING SUGGESTION OF BANKRUPTCY PURSUANT TO MULLINS' REQUEST AND ASSEMBLE FOR MAIL (.4)	67.50
4/11/03	FACT	.30	FILE SUGGESTION OF BANKRUPTCY FOR CASE	15.00
Totals		**2.10**		**226.00**

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
FIL	4/8/03	FILING FEES - -OKLAHOMA COUNTY CLER	K 1.00	4.00	4.00

FLEMING COMPANIES, INC.
CLIENT V. AMERICAN FREIGHTWAYS
Matter # 11420.08637

May 28, 2003
Invoice # 190061

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			4.00

Total Current Fees	**226.00**
Total Current Expenses	**4.00**
Net Current Billing for this Matter	**230.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
CLIENT V. AMERICAN FREIGHTWAYS
Matter # 11420.08637

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
FACT	TERRI FACTOR	LEGAL ASSISTANT	50.00	0.30	**15.00**
MACK	ALLISON MACK	LEGAL ASSISTANT	75.00	0.90	**67.50**
MULL	M. RICHARD MULLINS	SHAREHOLDER	210.00	0.20	**42.00**
REAU	STEPHANIE REAUGH	ASSOCIATE	145.00	0.70	**101.50**
	Totals			**2.10**	**226.00**

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POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: GRUMPY'S LLC
Matter# 11420.08638

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/8/03	SALA	.20	TELEPHONE CONFERENCE WITH D. CONANT RE PERSONAL GUARANTY FOR GRUMP'S LLC.	29.00
4/9/03	SALA	.20	TELEPHONE CONFERENCE WITH JEFF MINSTER AND NOVA JAMES RE PERSONAL GUARANTY FOR GRUMPY'S LLC.	29.00
4/23/03	KELLE	.30	REVIEW BILL FROM CT FOR UCC SEARCH, FIND MATTER #, APPROVE BILL FOR PAYMENT.	19.50
Totals		**0.70**		**77.50**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			**0.00**

Total Current Fees **77.50**

Total Current Expenses **0.00**

Net Current Billing for this Matter **77.50**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
GRUMPY'S LLC
Matter # 11420.08638

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	0.30	**19.50**
SALA	RICHARD J. SALAMY	ASSOCIATE	145.00	0.40	**58.00**
	Totals			**0.70**	**77.50**

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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: CHATENAY SQUARE / ALBERTSON'S
Matter# 11420.08642

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/3/03	ADKI	.50	REVIEW AND FINALIZE DEAL BOOK (.3); CONFERENCE WITH STAN KELLEY RE: SAME (.2)	77.50
4/4/03	KELLE	.80	WORK ON TABLE OF CONTENTS; REVIEW NOTES FROM CRAIG ADKINS; SEND DOCUMENTS FOR COPY RE: DEAL BOOK	52.00
4/8/03	KELLE	.70	PULL DOCUMENTS AND ORDER IN ACCORDANCE WITH TABLE OF CONTENTS, BEGIN SPIRAL DEAL BOOKS	45.50
4/9/03	KELLE	.80	CONTINUE WORK ON DOCUMENTS, PACKAGE UP FOR BINDING.	52.00
4/14/03	KELLE	2.00	TAB DOCUMENTS, MAKE FINAL COPIES (1.5); DELIVER TO RENAE BELCHER FOR BINDING (.3); REQUEST SUBFILES FOR ORIGINAL DOCUMENTS (.2)	130.00
4/15/03	BELC	.30	PREPARATION OF DEAL BOOK	15.00
4/16/03	KELLE	.50	REVIEW DEAL BOOK (.3); PREPARE TRANSMITTAL LETTER TO SEND DEAL BOOK TO CHARLES MOONEY OF FLEMING COMPANIES (.2).	32.50
4/17/03	KELLE	.40	FINISH CLEANING UP DOCUMENTS AFTER COMPLETION OF DEAL BOOK (.3), SEND FILES TO CENTRAL FILING (.1)	26.00
Totals		**6.00**		**430.50**

FLEMING COMPANIES, INC.
CHATENAY SQUARE / ALBERTSON'S
Matter # 11420.08642

May 28, 2003
Invoice # 190061

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
FEX	4/16/03	FEDERAL EXPRESS CORP. 634274545880	1.00	15.51	15.51
		Total Expenses			**15.51**

Total Current Fees	**430.50**
Total Current Expenses	**15.51**
Net Current Billing for this Matter	**446.01**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
CHATENAY SQUARE / ALBERTSON'S
Matter # 11420.08642

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	0.50	**77.50**
BELC	RENEA BELCHER	LEGAL ASSISTANT	50.00	0.30	**15.00**
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	5.20	**338.00**
	Totals			**6.00**	**430.50**

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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: P & J, INC.
Matter# 11420.08644

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/6/03	ADKI	1.50	REVIEW CORRESPONDENCE FROM VANCE NYE REGARDING POST-CLOSING ITEMS (.2); REVIEW CLOSING DOCUMENTS (1.0); EMAIL TO JEFF MINSTER AND NOVA JAMES REGARDING UCC RELEASES (.2); FILE MANAGEMENT (.1)	232.50
4/7/03	KELLE	.40	DO UCC SEARCH ON BOYS OF ENID, LLC. (.3); PRINT RESULTS, FORWARD TO CRAIG ADKINS (.1)	26.00
4/7/03	KELLE	.70	DISCUSS UCC SEARCH RESULTS WITH CRAIG ADKINS (.3); PREPARE REQUEST FOR COPIES OF UCC DOCUMENTS (.2); TRIP TO OK COUNTY CLERK'S OFFICE TO DROP OFF REQUEST (.3).	45.50
4/9/03	ADKI	.40	TELEPHONE CONFERENCE WITH VANCE NYE REGARDING POST-CLOSING ITEMS (.3); TELEPHONE CONFERENCE WITH NOVA JAMES (.1)	62.00
Totals		**3.00**		**366.00**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			**0.00**

FLEMING COMPANIES, INC.
P & J, INC.
Matter # 11420.08644

May 28, 2003
Invoice # 190061

Total Current Fees	**366.00**
Total Current Expenses	**0.00**
Net Current Billing for this Matter	**366.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
P & J, INC.
Matter # 11420.08644

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	1.90	**294.50**
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	1.10	**71.50**
	Totals			**3.00**	**366.00**

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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: JMM ENTERPRISES, INC.
Matter# 11420.08645

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/2/03	ADKI	.20	TELEPHONE CONF WITH MARK LOVELACE REGARDING SECOND CLOSING	31.00
4/11/03	KELLE	.80	REVIEW DOCUMENTS FOR SIGNATURES (.4), BEGIN TOC FOR DEAL BOOK (.4)	52.00
Totals		**1.00**		**83.00**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			**0.00**

Total Current Fees **83.00**

Total Current Expenses **0.00**

Net Current Billing for this Matter **83.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
JMM ENTERPRISES, INC.
Matter # 11420.08645

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	0.20	**31.00**
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	0.80	**52.00**
	Totals			**1.00**	**83.00**

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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: CRUCO FOODS, INC.
Matter# 11420.08646

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/9/03	SALA	.60	TELEPHONE CONFERENCE WITH ATTORNEY FOR CRUCO FOODS RE POST-CLOSING MATTERS (.3). TELEPHONE CONFERENCE WITH NOVA JAMES RE UCC FIXTURE FILING FOR CRUCO FOODS (.3).	87.00
Totals		**0.60**		**87.00**

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/8/03	TELEPHONE 6613279661 2232	0.21	0.56	0.12
		Total Expenses			**0.12**

Total Current Fees	**87.00**
Total Current Expenses	**0.12**
Net Current Billing for this Matter	**87.12**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
CRUCO FOODS, INC.
Matter # 11420.08646

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
SALA	RICHARD J. SALAMY	ASSOCIATE	145.00	0.60	**87.00**
	Totals			**0.60**	**87.00**

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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: BAUERSFELD ENTERPRISES, INC.
Matter# 11420.08647

PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/2/03	ADKI	.40	DRAFT LETTER TO JEFF MINSTER REGARDING BAUERSFELD EQUITY STORE DOCUMENTS	62.00
4/7/03	ADKI	.20	TELEPHONE CONFERENCE WITH JEFF MINSTER AND JIM FENZEL REGARDING STATUS OF LEASE DEFAULTS	31.00
4/9/03	ADKI	1.30	REVIEW SUBORDINATIONS AND LANDLORD'S CONSENTS (.5); TELEPHONE CONFERENCE WITH JEFF MINSTER REGARDING EQUIPMENT LEASES (.3); REVIEW UCC SEARCHES (.3); DRAFT NOTICE LETTER TO BANK REGARDING EQUIPMENT LEASES (.2)	201.50
Totals		**1.90**		**294.50**

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/9/03	TELEPHONE 7852678473 3715	0.21	0.56	0.12
TEL	4/9/03	FACSIMILE	2.00	0.50	1.00
		Total Expenses			**1.12**

FLEMING COMPANIES, INC.
BAUERSFELD ENTERPRISES, INC.
Matter # 11420.08647

May 28, 2003
Invoice # 190061

Total Current Fees	**294.50**
Total Current Expenses	**1.12**
Net Current Billing for this Matter	**295.62**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
BAUERSFELD ENTERPRISES, INC.
Matter # 11420.08647

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	1.90	**294.50**
	Totals			**1.90**	**294.50**

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LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: GEORGE KEENER V.
Matter# 11420.08648

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/22/03	MCHA	.30	RECEIPT AND REVIEW OF OESC FILE; INSTRUCTIONS ON FILE CREATION	19.50
Totals		**0.30**		**19.50**

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/22/03	TELEPHONE 9185842931 3376	0.21	0.56	0.12
T	4/22/03	TELEPHONE 9185842931 3376	0.43	0.56	0.24
TEL	4/22/03	FACSIMILE	6.00	0.50	3.00
		Total Expenses			**3.36**

Total Current Fees	**19.50**
Total Current Expenses	**3.36**
Net Current Billing for this Matter	**22.86**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
GEORGE KEENER V.
Matter # 11420.08648

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
MCHA	CYNTHIA MCHALE	LEGAL ASSISTANT	65.00	0.30	**19.50**
	Totals			**0.30**	**19.50**

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LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: REINHART BROS. INC.
Matter# 11420.08655

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/4/03	SALA	2.90	REVIEW SECURITY AGREEMENTS AND UCC FILINGS FOR REINHART BROS. AND B & A MALLORY TO DETERMINE NECESSITY OF REFILING (2.7). UPDATE LOUIS PRICE (.2).	420.50
Totals		**2.90**		**420.50**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			**0.00**

Total Current Fees **420.50**

Total Current Expenses **0.00**

Net Current Billing for this Matter **420.50**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
REINHART BROS. INC.
Matter # 11420.08655

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
SALA	RICHARD J. SALAMY	ASSOCIATE	145.00	2.90	**420.50**
	Totals			**2.90**	**420.50**

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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: PRODUCE WAREHOUSE ACQUISITION OF FRESH 'N SAVE
Matter# 11420.08657

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	SALA	.30	TELEPHONE CONFERENCE WITH BOB NEILL, ATTORNEY FOR BEST YET MARKETS AND JIM ESTERMAN RE STATUS OF PROJECT.	43.50
4/3/03	MCWI	1.40	ASSEMBLE SETS OF FINAL NARA SUBORDINATION DOCUMENTS FOR R. SALAMY.	98.00
4/9/03	SALA	1.40	TELEPHONE CONFERENCE WITH BOB NEILL RE STATUS OF AMENDED DOCUMENTS (.2). TRANSMIT COPIES OF LOAN DOCUMENTS TO NICK WRIGHT (.3). UPDATE JIM ESTERMAN (.1). DRAFT COVER LETTER TO WALLY WHITE (.6). TELEPHONE CONFERENCE WITH ATTORNEY FOR NARA BANK RE SUBORDINATION AGREEMENT (.2).	203.00
4/9/03	MCWI	1.00	ONLINE UCC SEARCH RE BEST YET ENTITIES FOR R. SALAMY.	70.00
4/10/03	SALA	1.10	REVIEW NEW UCC SEARCHES FOR BEST YET MARKETS (.7). REQUEST INFO FROM NOVA JAMES RE UCC FILINGS (.2). TELEPHONE CONFERENCE WITH NOVA JAMES RE UCC FILINGS (.2).	159.50
4/10/03	MCWI	1.50	ONLINE UCC SEARCHES FOR PRODUCE WAREHOUSE ENTITIES FOR R. SALAMY.	105.00
4/21/03	ADKI	.60	TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING STATUS OF SUPPLY RELATIONSHIP (.2); CONFERENCE WITH RICHARD SALAMY REGARDING SAME (.4)	93.00

FLEMING COMPANIES, INC.
PRODUCE WAREHOUSE ACQUISITION OF FRESH 'N SAVE
Matter # 11420.08657

May 28, 2003
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/21/03	SALA	.50	EVALUATE APPROPRIATENESS OF DEFAULT NOTICE WITH CRAIG ADKINS FOR BEST YET MARKETS BY PROVIDING BACKGROUND OF NEGOTIATION AND LIEN PRIORITY.	72.50
4/22/03	ADKI	.60	TELEPHONE CONFERENCE WITH WALLY WHITE AND RAY SPRINKLE REGARDING LEGAL OPTIONS FOR FLEMING AS A RESULT OF CUSTOMERS DEFAULT UNDER FSA (.4); CONFERENCE WITH RICHARD SALAMY REGARDING SAME (.2)	93.00
4/22/03	SALA	.40	REVIEW RE BEST YET DEFAULT WITH CRAIG ADKINS.	58.00
Totals		**8.80**		**995.50**

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/1/03	TELEPHONE 9147649200 2232	0.64	0.56	0.36
T	4/4/03	TELEPHONE 9147649200 2232	0.21	0.56	0.12
T	4/8/03	TELEPHONE 9147649200 2232	0.43	0.56	0.24
T	4/9/03	TELEPHONE 3308793393 2232	0.43	0.56	0.24
T	4/9/03	TELEPHONE 9147649200 2232	0.64	0.56	0.36
TEL	4/9/03	FACSIMILE	25.00	0.50	12.50
T	4/9/03	TELEPHONE 5164796300 2232	0.86	0.56	0.48
T	4/9/03	TELEPHONE 6107688333 3376	3.64	0.56	2.04
T	4/10/03	TELEPHONE 9729062167 2232	0.43	0.56	0.24
		Total Expenses			**16.58**

Total Current Fees **995.50**

Total Current Expenses **16.58**

Net Current Billing for this Matter **1,012.08**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
PRODUCE WAREHOUSE ACQUISITION OF FRESH 'N SAVE
Matter # 11420.08657

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	1.20	**186.00**
MCWI	KAREN MCWILLIAMS	LEGAL ASSISTANT	70.00	3.90	**273.00**
SALA	RICHARD J. SALAMY	ASSOCIATE	145.00	3.70	**536.50**
	Totals			**8.80**	**995.50**

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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: CHICKASHA, OK INSURANCE CLAIM
Matter# 11420.08666

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/2/03	KELLE	.40	TELEPHONE TO CLIFF SMITH (.1); TELEPHONE TO KEITH BRUSH, STORE MANAGER AT CHICKASHA LOCATION TO CHECK ON AWNING ISSUE AND INSURANCE CHECK (.2); E-MAIL TO RICK RIGGS (.1)	26.00
Totals		**0.40**		**26.00**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			**0.00**

Total Current Fees **26.00**

Total Current Expenses **0.00**

Net Current Billing for this Matter **26.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
CHICKASHA, OK INSURANCE CLAIM
Matter # 11420.08666

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	0.40	**26.00**
	Totals			**0.40**	**26.00**

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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: SANDER BROTHERS OF NEW YORK, INC.
Matter# 11420.08669

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/4/03	ADKI	1.90	REVISE LOAN DOCUMENTS (1.7); TELEPHONE JIM ESTERMAN REGARDING LOAN DOCUMENTS (.2)	294.50
4/7/03	ADKI	.30	REVISE LOAN DOCUMENTS	46.50
4/8/03	ADKI	.50	REVISE LOAN DOCUMENTS (.4); EMAIL TO JIM ESTERMAN (.1)	77.50
4/10/03	ADKI	1.20	TELEPHONE CONFERENCE WITH JOHN DUNN (1.0); TELEPHONE CONFERENCE WITH JIM ESTERMAN REGARDING COMMENTS FROM JOHN DUNN (.1); DRAFT TRANSMITTAL EMAIL TO JOHN DUNN (.1)	186.00
4/14/03	ADKI	.10	TELEPHONE CONFERENCE WITH JIM ESTERMAN REGARDING STATUS OF LOAN	15.50
Totals		**4.00**		**620.00**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			**0.00**

211 North Robinson, Suite 1000 • Oklahoma City, OK 73102-7103
Phone (405) 235-9621 • Fax (405) 235-0439 • www.mcafeetaft.com

FLEMING COMPANIES, INC.
SANDER BROTHERS OF NEW YORK, INC.
Matter # 11420.08669

May 28, 2003
Invoice # 190061

Total Current Fees	**620.00**
Total Current Expenses	**0.00**
Net Current Billing for this Matter	**620.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
SANDER BROTHERS OF NEW YORK, INC.
Matter # 11420.08669

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	4.00	**620.00**
	Totals			**4.00**	**620.00**

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: DANFORTH & KELLY
Matter# 11420.08678

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	KELLE	.10	TELEPHONE WITH TERESA HIBBARD OF PRI RE: HOBBY LOBBY SUBLEASE	6.50
4/1/03	KELLE	.70	REVIEW VOICE MAIL FROM RICK RIGGS (.1); MAKE COPIES OF EXHIBITS TO HOBBY LOBBY SUBLEASE (.4); PREPARE TRANSMITTAL LETTER (.1); COURIER TO HOBBY LOBBY (.1).	45.50
4/10/03	KELLE	.60	REVIEW DOCUMENTS (.3); REVIEW IMS FOR EXISTING SUBFILES (.2); REQUEST SUBFILES FOR DRAFTS, CORRESPONDENCE (.1)	39.00
4/11/03	KELLE	.20	RECEIVED SUBFILE; SORT MATERIAL, FILE	13.00
4/16/03	KELLE	2.70	TELEPHONE CONFERENCE WITH RICK RIGGS (.3); BEGIN ASSEMBLING SIGNATURE PAGES FOR FINAL DOCUMENTS (.7);COPY DOCUMENTS FOR FILE (.7); PREPARE TRANSMITTAL LETTERS TO TERESA HIBBARD, BILL DARROW AND ALLEN LEV (.7); SEND DOCUMENTS (.3)	175.50
4/18/03	KELLE	.70	MEETING WITH RICK RIGGS RE: HOBBY LOBBY SUBLEASE (.3); ATTEMPT TO CALL BRIAN LAKE (.2); E-MAIL TO BRIAN LAKE (.2)	45.50
4/21/03	KELLE	.90	REVIEW E-MAIL FROM BRIAN LAKE AND PRINT FOR FILE (.2); COPY SUBLEASE FOR ALLEN LEV AND PREPARE TRANSMITTAL LETTER (.2); FED EX COPY OF HOBBY LOBBY SUBLEASE TO LEV (.2); PREPARE TRANSMITTAL LETTER TO RETURN MO-225 TO FLEMING (.2); UPDATE LEASE FILE TRACKER (.1)	58.50

FLEMING COMPANIES, INC.
DANFORTH & KELLY
Matter # 11420.08678

May 28, 2003
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/23/03	KELLE	.90	TELEPHONE FROM ALLEN LEV'S OFFICE (.1); RETURN CALL TO KIN PROPERTIES, LEFT VOICE MAIL (.1); REVIEW VOICE MAIL (.2); RETURN TELEPHONE FROM DIANNE JOHNSON (.2); TELEPHONE CONFERENCE WITH KIN PROPERTIES RE: HOBBY LOBBY SUBLEASE (.1); E-MAIL TO RICK RIGGS AND REVIEW PREVIOUS E-MAIL (.1); E-MAIL TO BRIAN LAKE AT FLEMING (.1)	58.50
Totals		**6.80**		**442.00**

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
FEX	4/16/03	FEDERAL EXPRESS CORP. 634274545869	1.00	11.91	11.91
T	4/18/03	TELEPHONE 9729062259 2354	0.21	0.56	0.12
T	4/18/03	TELEPHONE 9729062267 2354	0.21	0.56	0.12
T	4/18/03	TELEPHONE 9729062259 2354	0.21	0.56	0.12
T	4/18/03	TELEPHONE 9729062267 2354	0.21	0.56	0.12
FEX	4/21/03	FEDERAL EXPRESS CORP. 634274546578	1.00	11.91	11.91
FEX	4/21/03	FEDERAL EXPRESS CORP. 634274546604	1.00	25.66	25.66
T	4/23/03	TELEPHONE 5616209200 2354	0.43	0.56	0.24
T	4/23/03	TELEPHONE 5616209200 2354	0.21	0.56	0.12
T	4/23/03	TELEPHONE 5616209200 2354	0.64	0.56	0.36
T	4/23/03	TELEPHONE 5616209200 2354	0.64	0.56	0.36
T	4/23/03	TELEPHONE 5616209200 2354	0.43	0.56	0.24
T	4/23/03	TELEPHONE 5616209200 2354	0.21	0.56	0.12
COU3	4/30/03	COURIER SERVICE	1.00	8.00	8.00
		Total Expenses			**59.40**

FLEMING COMPANIES, INC.
DANFORTH & KELLY
Matter # 11420.08678

May 28, 2003
Invoice # 190061

Total Current Fees	**442.00**
Total Current Expenses	**59.40**
Net Current Billing for this Matter	**501.40**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
DANFORTH & KELLY
Matter # 11420.08678

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	6.80	**442.00**
	Totals			**6.80**	**442.00**

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LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: MEDINA, NY STORE SALE
Matter# 11420.08680

PROFESSIONAL SERVICES THROUGH: 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/11/03	KELLE	.40	REVIEW FILE FOR RETURN OF DOCUMENTS (.3); E-MAIL TO DAN CANALE RE: EXECUTED DOCUMENTS (.1).	26.00
Totals		**0.40**		**26.00**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			**0.00**

Total Current Fees **26.00**

Total Current Expenses **0.00**

Net Current Billing for this Matter **26.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
MEDINA, NY STORE SALE
Matter # 11420.08680

May 28, 2003
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	0.40	**26.00**
	Totals			**0.40**	**26.00**