



3. The scope of services that the Firm proposes to provide to the Debtors includes representation of Fleming Companies, Inc. in the matters listed on Exhibit A.

4. The hourly rates that the Firm proposes to charge for its services presently range between \$110 and \$475 for lawyers and between \$65 and \$150 for paralegals.

5. To the best of my knowledge, formed after due inquiry, the Firm does not have any connection with the Debtors or currently represent any of their creditors, other parties-in-interest, the United States Trustee or any person employed by the Office of the United States Trustee with respect to the matters upon which it is to be engaged, and the Firm does not, by reason of any direct or indirect relationship to, connection with or interest in the Debtors, hold or represent any interest adverse to the Debtor, their estates or any class of creditors or equity interest holders, except that the Firm represents Manufacturers & Traders Trust Company ("M&T") as trustee for four bond transactions issued by the Debtor, described in bold text in Exhibit B. Appropriate waivers of any conflict of interest were obtained from Fleming Companies, Inc., as reflected in Exhibit C. M&T has formally tendered its resignation as trustee and a substitute trustee is in the process of being appointed under the bond documents. Therefore, our representation of M&T as trustee on this matter is limited to finalizing an agreement among M&T, Fleming and the new trustee. We believe the agreements are in substantially final form and our representation of M&T as trustee will be concluded shortly.

6. Thus, I believe that the Firm's representation of M&T, as well as other entities in matters which are concluded or are entirely unrelated to the Debtors is not adverse to the Debtors' interests, or the interests of their creditors or estates in respect of the matters for which the Firm will be engaged, nor will such services impair the Firm's ability to represent the Debtors in the ordinary course in these Chapter 11 Cases with respect to the matters listed in Exhibit A.

7. In addition, although unascertainable at this time after due inquiry, due to the magnitude of the Debtors' potential universe of creditors and the Firm's clients, the Firm may represent

certain other creditors of the Debtors, or certain parties owing monies for services rendered and disbursements incurred, in discrete matters entirely unrelated to the Debtors and their estates, but in this regard, the Firm's work for these clients will not include representation on any matters relating to the Chapter 11 Cases.

8. The Firm's process of ascertaining what, if any, connection it may have with any interest adverse to the Debtors, in their estates or any class of creditors or equity interest holder, consists of conflict searches in our database maintained for such purpose.

9. The Firm is currently owed \$97,042 on account of pre-petition services.

10. In light of the foregoing, I believe that the Firm does not hold or represent any interest materially adverse to the Debtors, their estates, creditors or equity interest holders, as identified to the Firm, with respect to the matters in which the Firm will be engaged.

11. The Firm further states that it has not shared, nor agreed to share any compensation received in connection with the Chapter 11 Cases with another party or person, other than as permitted by Section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

12. The foregoing constitutes the statement of the Firm pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

Cheryl R. Stone

Cheryl R. Stone, Esq.  
Hodgson Russ LLP  
One M&T Plaza, Suite 2000  
Buffalo, New York 14203-2391

Sworn to before me  
this 17<sup>th</sup> day of June, 2003

Linda J. Lipczynski  
Notary Public

LINDA J. LIPCZYNSKI  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires April 7, 2006



<u>Matter</u>	<u>Court</u>	<u>Opposing Counsel</u>
Fleming Companies v. FS Kids, LLC d/b/a Budweys Food Market, Inc. and Frank Budwey	U.S. District Court, Western District of New York Case No. 01-CV-0059	William F. Savino, Esq. Damon & Morey 100 Cathedral Place 298 Main Street Buffalo, NY 14202-4096 (716) 858-3790 (716) 856-5537 (fax)
Fleming Companies v. FS Kids, LLC d/b/a Budweys Food Market (eviction proceeding)	Lockport City Court Index No. C-0032-02  (both cases are subject to arbitration with American Arbitration Association)	Kevin Cross, Esq. Lippes Silverstein Mathias & Wexler LLP 700 Guaranty Building 28 Church Street Buffalo, NY 14202-3950 (716) 853-5100 (716) 853-5199 (fax)
In re: T.L. & J.M., Inc. d/b/a Jubilee Foods, debtors	U.S. Bankruptcy Court, Western District of PA, Erie Division, Chapter 7 Case No. 02-11358	Michael S. Jan Janin, Esq. Quinn Buseck Leenhuis Toohey & Kroto Inc. 2222 West Grandview Blvd. Erie, PA 16506-4508 (814) 833-2222  Gary Skiba, Chapter 7 Trustec 345 West Sixth Street Erie, PA 16507 (814) 454-6345
Fleming Companies v. Thomas L. Fico and Jean M. Fico	NY Supreme Court, County of Chautauqua, Index No. K1-2002-1692	
In re: Thomas L. Fico and Jean M. Fico	U.S. Bankruptcy Court, Western District of NY, Chapter 13 Case No. 03-10285 B	Scott F. Humble, Esq. 7 Jackson Avenue W.E. Jamestown, NY 14701 (716) 664-2339

<u>Matter</u>	<u>Court</u>	<u>Opposing Counsel</u>
Fleming Companies v. Farm to Fresh Market Foods, Inc., d/b/a Farm Fresh Foods	NY Supreme Court, County of Chautauqua, Index No. K1-2002-1551	John P. Rice, III, Esq. 24 North Erie Street P.O. Box 295 Mayville, NY 14757-0295 (716) 753-7150 (716) 753-3566 (fax)
Fleming Companies v. P&S Home Food Market, d/b/a Central Square IGA Plus, Dominic Visconti, Karen Visconti, James Moran and Colleen Moran	U.S. District Court Northern District of New York, Case No. 02-CV-1577	Robert B. Cox, Esq. Thomas Givas, Esq. Ali, Papas & Cox, P.C. 614 James Street, Suite 100 Syracuse, NY 13202 (315) 472-4481
Fleming Companies v. Deruyter Foods, Inc. d/b/a Deruyter Food Basket and Greg Bilodeau	U.S. District Court, Western District of New York, Case No. 02-CV-0565	
Fleming Companies v. Deruyter Foods, Inc. d/b/a Deruyter Food Basket (eviction proceeding)	Deruyter Town Court Case No. 300	
In re: Gregory L. Bilodeau	U.S. Bankruptcy Court, Northern District of NY, Chapter 7 Case No. 03-60506-6-sdg	Allan J. Bentkofsky 114 Genesee Street, Suite 504 Auburn, NY 13201 (315) 255-3414  Mary Elizabeth Leonard, Chapter 7 Trustee One North Main Street Cortland, NY 13045 (607) 756-0255

<u>Matter</u>	<u>Court</u>	<u>Opposing Counsel</u>
The Bank of New York v. Fleming Companies	NY Supreme Court, Erie County, Index No. 2001-9864  (subject to automatic stay)	<p>Brian M. Culnan, Esq. Iseman, Cunningham, Reister &amp; Hyde, LLP 9 Thurlow Terrace Albany, NY 12203 (518) 462-3000</p> <p>John K. Rottaris, Esq. Gross, Shuman, Brizdle &amp; Gilfillan, PC 465 Main Street, Suite 600 Buffalo, New York 14203 (716) 854-4300</p>

Exhibit B



The following chart reflects Fleming bond transactions for which Manufacturers & Traders Trust Company ("M&T") acted as Trustee. Only the transactions in bold are currently outstanding. The other transactions are included only for the sake of clarity since there is sometimes confusion resulting from the fact that there were several series of 10 5/8% Senior Subordinated Notes due 2007.

Principal Amount	Issue Name	Date of Indenture	Trustee	Comments
Zero (originally \$250,000,000)	10 1/2% Senior Subordinated Notes due 2004	7/25/97	M&T	Redeemed on 4/15/02 with proceeds of 9 7/8% senior subordinated notes due 2012
Zero (originally \$250,000,000)	10 5/8% Senior Subordinated Notes due 2007, [Series A]	7/25/97	M&T	Privately placed on 7/25/97; Exchanged for Series B; none now outstanding
<b>\$7,396,000 (originally \$250,000,000)</b>	<b>10 5/8% Senior Subordinated Notes due 2007, Series B</b>	<b>7/25/97</b>	<b>M&amp;T</b>	<b>Registered offering issued in exchange for Series A. Most outstanding Notes were exchanged for Series D after 3/15/02 exchange offer. Will be transferred to Bank One</b>
Zero (originally \$150,000,000)	10 5/8% Senior Subordinated Notes due 2007, Series C	10/15/01	M&T	Privately placed on 10/15/01 Exchanged for Series D
<b>\$392,604,000</b>	<b>10 5/8% Senior Subordinated Notes due 2007, Series D</b>	<b>10/15/01</b>	<b>M&amp;T</b>	<b>Registered offering issued on 3/15/02 in exchange for Series B and Series C Will be transferred to Bank One</b>
<b>\$200,000,000</b>	<b>9 1/4% Senior Notes due 2010</b>	<b>6/18/02</b>	<b>M&amp;T</b>	<b>Will be transferred to Bank of New York</b>
<b>\$260,000,000</b>	<b>9 7/8% Senior Subordinated Notes due 2012</b>	<b>4/15/02</b>	<b>M&amp;T</b>	<b>Will be transferred to Bank One</b>

Exhibit C



Paul Groenwegen  
direct: 518-433-2425  
pgroenwe@hodgsonruss.com

April 9, 2002

Carlos Hernandez, Esq.  
Fleming Companies, Inc.  
1945 Lakepointe Drive  
Lewisville, Texas 75057

Dear Mr. Hernandez:

Re: Proposed offering of \$260,000,000 principal amount of 9 7/8% Senior Subordinated Notes due 2012

I am writing to request your consent to our representation of Manufacturers and Traders Trust Company ("M&T") in connection with certain transactions involving Fleming Companies, Inc. (the "Company").

We have been asked to represent M&T in its capacity as trustee with respect to the Company's offering of \$260,000,000 principal amount of 9 7/8% Senior Subordinated Notes due 2012. As you know, we have also represented the Company on various matters. Our normal practice is to represent only one party in a commercial transaction because our representation of more than one party may create a conflict of interest. Since we are not representing the Company in this transaction, there is no actual conflict of interest in this case. However, we do represent the Company regularly on other matters and the possibility that a conflict of interest could arise in the future must be considered.

Since the Company is an important client, we will decline the opportunity to represent M&T in this transaction if the Company objects. On the other hand, if the Company does not object to our representing M&T in this transaction, we request that the Company acknowledge that it has been advised of the possibility of a conflict of interest arising, and consent to our representing M&T, by signing a copy of this letter below and returning it to us. Obviously, we will continue to maintain the confidences of the Company notwithstanding our representation of M&T in this transaction, and we will not undertake any other representations adverse to the Company without first obtaining your specific written consent.

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Three City Square • Albany, New York 12207 • telephone 518.465.2333 • facsimile 518.465.1567  
Albany • Boca Raton • Buffalo • New York City • Newark • Palm Beach Gardens • Toronto • www.hodgsonruss.com

APR -15' 02 (MON) 09:50

FLEMING EXECUTIVE

TEL: 972 906 1560

P. 002

APR-12-02 11:47

FROM: HODGSON RUSSELL ANDREWS WOODS GOODYEAR

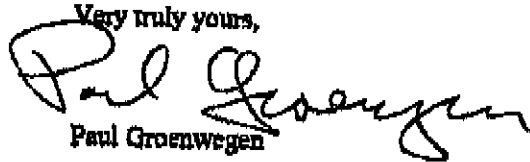
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T-718 P.03/02 F-703

Carlos Hernandez, Esq.  
April 8, 2002  
Page 2

Thank you very much for considering this request.


Very truly yours,

  
Paul Groenwegen

pg/dms

Agreed to and accepted this  
\_\_\_ day of April, 2002

FLEMING COMPANIES, INC.

By:   
Name: CARLOS M. HERNANDEZ  
Title: Senior VP, General Counsel & Sec.

cc: Drew Williamson, Esq.

Paul Grossweiner  
 Direct: 518-433-2425  
 pgrosswe@hodgsonruss.com



September 17, 2001

Carlos Hernandez, Esq.  
 Fleming Companies, Inc.  
 1945 Lakepointe Drive  
 Lewisville, Texas 75057

Dear Mr. Hernandez:

Re: Fleming Companies, Inc.  
 Tabulation Agent Agreement with Manufacturers and Traders Trust Company  
 Supplemental Indenture with respect to the 10 ½ Senior Subordinated Notes due 2004  
 and  
 Supplemental Indenture with respect to the 10 ¾ Senior Subordinated Notes due 2007

I am writing to request your consent to our representation of Manufacturers and Traders Trust Company ("M&T") in connection with certain transactions involving Fleming Companies, Inc. (the "Company").

We have represented M&T in its capacity as trustee under the Indenture dated July 25, 1997, pertaining to the 10 ½ Senior Subordinated Notes due 2004 and the 10 ¾ Senior Subordinated Notes due 2007 issued by the Company. We have now been asked to also represent M&T in its capacity as Tabulation Agent with respect to the solicitation of consents of the holders of the Notes to the execution of certain Supplemental Indentures and to represent M&T in its capacity as trustee in a proposed new issue of securities by the Company.

As you know, we have also represented the Company on various matters. Our normal practice is to represent only one party in a commercial transaction because our representation of more than one party may create a conflict of interest. Since we are not representing the Company in connection with the solicitation of consents or the proposed new issue of securities, there is no actual conflict of interest in this case. However, we do represent the Company regularly on other matters and the possibility that a conflict of interest could arise in the future must be considered.

Since the Company is an important client, we will decline the opportunity to represent M&T in this transaction if the Company objects. On the other hand, if the Company does not

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September 17, 2001  
Page 2

object to our representing M&T in this transaction, we request that the Company acknowledge that it has been advised of the possibility of a conflict of interest arising, and consent to our representing M&T, by signing a copy of this letter below and returning it to us.

Thank you very much for considering this request.


Very truly yours,

  
Paul Groenwegen

pg/slm

Agreed to and accepted this  
\_\_\_ day of \_\_\_\_\_, 2001.

FLEMING COMPANIES, INC.

By:   
Name:  
Title:

cc: Tracy K. Edmonson, Esq.

**HODGSON RUSS  
ANDREWS  
WOODS &  
GOODYEAR**  
ATTORNEYS AT LAW

1800 One M&T Plaza  
Buffalo, NY 14203-2301  
716-856-4000  
Fax 716-856-0848  
Toll 716-852-6135

Albany  
Saratoga Springs  
Buffalo  
New York  
Rochester  
Schenectady  
Syracuse  
(Others)

July 14, 1997

**VIA TELECOPY**

James V. Barwick, Esq.  
Fleming Companies, Inc.  
6301 Waterford Boulevard  
P.O. Box 25647  
Oklahoma City, Oklahoma 73126-0647

Dear Jim:

Re: Fleming Companies, Inc.  
\$250,000,000 Senior Subordinated Notes due 2004 and  
\$250,000,000 Senior Subordinated Notes due 2007

As Gary Schober has indicated, we have been asked to represent Manufacturers and Traders Trust Company ("M&T"), in its capacity as trustee under the indentures (the "Indentures") for the Senior Subordinated Notes (collectively the "Notes") to be issued by Fleming. While we have not yet been provided drafts of the Indentures, it would be customary for the Indentures to, among other things, set forth the rights of the holders of the Notes (the "Holders") and require the trustee to enforce such rights on behalf of the Holders. To the extent the trustee is required to enforce such rights, the interests of the trustee and the Holders may differ from the interests of Fleming.

Our normal practice is to represent only one party in a commercial transaction because our representation of more than one party may create a conflict of interest. This is because the interests of one party may be inconsistent with the interests of another party. Since we are not representing Fleming in connection with the issuance of the Notes, there is no actual conflict of interest in this case. However, we do represent Fleming regularly on other matters and the possibility that a conflict of interest could arise in the future must be considered.

Since Fleming is an important client, we will decline the opportunity to represent the trustee if Fleming objects to our representing the trustee in this transaction. On the other hand, if Fleming does not object to our representing the trustee in this transaction,

**HODGSON RUSS ANDREWS WOODS & GOODYEAR, LLP**


James Barwick, Esq.  
July 14, 1997  
Page 2

We request that Fleming acknowledge that it has been advised of the possibility of a conflict of interest arising, and consent to our representing the trustee, by signing a copy of this letter below and returning it to us.

Very truly yours,

**HODGSON, RUSS, ANDREWS, WOODS & GOODYEAR, LLP**

By

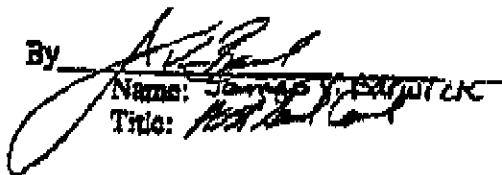


Frank J. Notaro

Agreed to and accepted this  
14 day of July, 1997

**FLEMING COMPANIES, INC.**

By

  
Name: James J. Barwick  
Title: *Attorney at Law*

CORPORATE (0077) (2/22, 0)



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

---

In re:

Chapter 11

Fleming Companies, et al.,

Case No. 03-10945 (MFW)

Debtor.

Jointly Administered

---

STATE OF NEW YORK     )  
  ss.:  
COUNTY OF ERIE         )

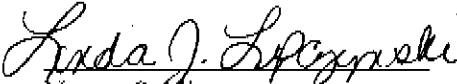
Bonnalyn R. O'Malley, being duly sworn, deposes and says:

1. That Deponent is not a party to this action and is over 18 years of age;
2. That Deponent is an employee of Hodgson Russ LLP; and, .
3. That on June 18, 2003, pursuant to this Court's May 20, 2003, Order

Authorizing Debtors to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of Debtors' Business, Deponent caused a copy of the **Affidavit of Disinterestedness** to be served by U. S. Mail, postage prepaid, upon the parties listed on the annexed Service List.

  
Bonnalyn R. O'Malley

Sworn to before me this  
18<sup>th</sup> day of June, 2003.

  
Notary Public

GBDOCS 132657v1 (2%CX011.DOC)

LINDA J. LIPCZYNSKI  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires April 7, 2006

Service List

Office of the United States Trustee  
Julie Compton, Esq.  
J. Caleb Boggs Federal Building  
844 N. King Street, Suite 2313  
Lock Box 35  
Wilmington, Delaware 19801

Pepper Hamilton  
*Counsel to the Official Committee  
of Unsecured Creditors*  
David B. Stratton, Esq.  
1201 Market Street, Suite 1600  
Wilmington, Delaware 19899

Pepper Hamilton  
*Counsel to Ad Hoc Trade Committee*  
I. William Cohen, Esq.  
100 Renaissance Center, Suite 3600  
Detroit, Michigan 48243-1157

Pachulski, Stang, Ziehl, Young, Wientraub &  
Jones  
*Counsel for Fleming Companies, Inc.*  
Laura Davis Jones, Esq.  
Chris J. Lhulier, Esq.  
919 North Market Street, 16<sup>th</sup> Floor  
P. O. Box 8705  
Wilmington, Delaware 19899-8705

Pachulski, Stang, Ziehl, Young, Wientraub &  
Jones  
*Counsel for Fleming Companies, Inc.*  
Ira D. Kharasch, Esq.  
10100 Santa Monica Blvd., #1100  
Los Angeles, California 90067

Kirkland & Ellis  
*Co-Counsel for the Debtors*  
James H.M. Sprayregen, Esq.  
Richard L. Wynne, Esq.  
Shirley, Cho, Esq.  
777 South Figueroa Street, 37<sup>th</sup> Floor  
Los Angeles, California 90012

Greenberg Traurig LLP  
*Counsel to Debtors' Senior Secured Lenders*  
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William E. Chipman, Jr., Esq.  
The Brandywine Building  
1000 West Street, Suite 1540  
Wilmington, Delaware 19801

White & Case  
*Counsel to Debtors' Senior Secured Lenders*  
Andrew P. DeNatale, Esq.  
Daniel Ginsberg, Esq.  
1155 Avenue of the Americas  
New York, New York 10036-2787