

FLEMING COMPANIES, INC.
FURR'S SUPERMARKETS, INC.
Matter # 11420.00186

June 10, 2003
Invoice # 190687

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
MCWI	KAREN MCWILLIAMS	LEGAL ASSISTANT	70.00	2.90	203.00
PETE	DIANNA PETERS	LEGAL ASSISTANT	80.00	0.10	8.00
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	1.40	350.00
Totals				4.40	561.00

McAfee & Taft

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Leaders in Creating Legal Solutions®

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

June 10, 2003

Invoice #: 190687

LOUIS J. PRICE (400)

RE: v. HOMELAND
Matter# 11420.00563

PROFESSIONAL SERVICES THROUGH 05/31/2003

Date	Billing Initials	Hours	Description	Amount
5/16/03	PETE	.20	REVIEW AND ROUTE HOMELAND BANKRUPTCY PLEADINGS	16.00
5/30/03	PETE	.10	REVIEW AND ROUTE PLEADINGS FROM HOMELAND BANKRUPTCY	8.00
Totals		0.30		24.00

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			0.00

Total Current Fees 24.00

Total Current Expenses 0.00

Net Current Billing for this Matter 24.00

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
v. HOMELAND
Matter # 11420.00563

June 10, 2003
Invoice # 190687

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
PETE	DIANNA PETERS	LEGAL ASSISTANT	80.00	0.30	24.00
Totals				0.30	24.00

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

June 10, 2003

Invoice #: 190687

LOUIS J. PRICE (400)

RE: PENSION PLAN (FORMERLY CONSOLIDATED RETIREMENT PLAN)
Matter# 11420.00762

PROFESSIONAL SERVICES THROUGH 05/31/2003

Date	Billing Initials	Hours	Description	Amount
5/3/03	PRIN	.20	WORK ON PREPARATION OF AMENDMENT TO PROVIDE FOR ALLOCATION OF PLAN'S FIDUCIARY RESPONSIBILITIES.	42.00
5/3/03	PRIN	.20	WORK ON PREPARATION OF AMENDMENT TO PROVIDE FOR ALLOCATION OF PLAN'S FIDUCIARY RESPONSIBILITIES.	42.00
5/5/03	HYDE	1.30	REVIEW/REVISE INVESTMENT POLICY RE: WATSON WYATT AGREEMENT AND REVIEW/REVISE AGREEMENT WITH WATSON WYATT	364.00
5/5/03	PRIN	1.30	WORK ON AMENDMENT TO PENSION PLAN DOCUMENT TO PROVIDE FOR ALLOCATION OF FIDUCIARY RESPONSIBILITY TO WATSON WYATT (.5). PREPARE INITIAL DRAFT OF AMENDMENT TO MASTER TRUST AGREEMENT TO ALLOW WATSON WYATT TO SAME INVESTMENT MANAGERS (.8)	273.00
5/5/03	PRIN	.10	OFFICE CONFERENCE WITH DUDLEY HYDE REGARDING PREPARATION OF AMENDMENT TO PENSION PLAN TO ALLOW FOR APPOINTMENT OF WATSON WYATT TO OVERSEE INVESTMENT MANAGERS (.1)	21.00
5/6/03	HYDE	1.00	REVISE CHARTER FOR PENSION PLAN AND INVESTMENT POLICY STATEMENT; REVIEW/REVISE AMENDMENT TO PENSION PLAN FOR WATSON WYATT AGREEMENT	280.00

FLEMING COMPANIES, INC.
PENSION PLAN (FORMERLY CONSOLIDATED RETIREMENT PLAN)
Matter # 11420.00762

June 10, 2003
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Date	Billing Initials	Hours	Description	Amount
5/7/03	HYDE	2.00	REVISE AMENDMENTS TO RETIREMENT PLAN AND MASTER TRUST FOR WATSON WYATT AGREEMENT; REVISE INVESTMENT POLICY STATEMENT; CONFERENCE WITH JIM PRINCE RE: INVESTMENT POLICY STATEMENT; TELEPHONE CONFERENCES WITH BOB RYAN RE: MERGER OF PENSION TRUSTS FOR WATSON WYATT AGREEMENT AND MERGER OF ASSETS OF PLANS	560.00
5/7/03	HYDE	1.30	REVISE CHARTER AND INVESTMENT POLICY STATEMENT FOR RETIREMENT PLAN	364.00
5/7/03	PRIN	1.90	REVIEW AND REVISE AMENDMENTS TO THE PENSION PLAN TO ALLOW FOR ALLOCATION OF FIDUCIARY RESPONSIBILITY TO WATSON WYATT. (.6) REVIEW MASTER PENSION TRUST TO DETERMINE PLANS COVERED BY SAME AND OPERATION OF SAME. REVIEW AND REVISE AMENDMENT TO MASTER PENSION TRUST TO ALLOW WATSON WYATT AS DESIGNATED FIDUCIARY TO CAUSE THE SEGREGATION OF ASSETS AND DESIGNATION OF INVESTMENT MANAGER WITH RESPECT TO SUCH ASSETS (1.2) OFFICE CONFERENCE HENSON RE QDRO FOR DIMATTEO (.1)	399.00
5/7/03	PRIN	1.60	REVIEW AND REVISE AMENDMENTS TO INVESTMENT POLICY STATEMENT TO ALLOW FOR APPOINTMENT OF A DESIGNATED FIDUCIARY.	336.00
5/8/03	HYDE	.30	REVIEW AND REVISE LETTERS; TELEPHONE CONFERENCE WITH RUTH FALCK AND BOB RYAN RE: WATSON WYATT AGREEMENT AND INVESTMENT POLICY STATEMENT FOR PENSION PLAN	84.00
5/9/03	HYDE	.80	REVISE SPD; CONFERENCE WITH JIM PRINCE RE: PLAN ADMINISTRATION; TELEPHONE CONFERENCE WITH SUE TENLEY RE: SPD AND PLAN ADMINISTRATION QUESTIONS; TELEPHONE CONFERENCE WITH BILL PETERSON RE: PENSION ADMINISTRATION ISSUES	224.00
5/14/03	PRIN	1.10	OFFICE CONFERENCE WITH HYDE RE STATUS OF APPROVAL OF AMENDMENT TO TRUST TO APPROVE WATSON WYATT AS DESIGNATED FIDUCIARY. (.2) PREPARE AND REVISE DRAFT OF RESOLUTION OF RETIREMENT COMMITTEE TO RATIFY APPROVAL AGREEMENT WITH WATSON WYATT AND AMENDMENT OF PLANS AND TRUST. (.9)	231.00
5/16/03	HYDE	.30	TELEPHONE CONFERENCE WITH CINDY BOYLE, WATSON WYATT AGREEMENT AND OTHER FIDUCIARY ISSUES	84.00
5/19/03	HYDE	1.00	REVIEW RETIREMENT PLAN ISSUES; REVIEW AMENDMENTS TO PLAN	280.00

FLEMING COMPANIES, INC.
PENSION PLAN (FORMERLY CONSOLIDATED RETIREMENT PLAN)
Matter # 11420.00762

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Date	Billing Initials	Hours	Description	Amount
5/21/03	MEYE	.20	CONFERENCE WITH DUDLEY HYDE REGARDING PENDING DOL AUDIT	29.00
5/21/03	MEYE	.70	REVIEW AND PREPARE DOCUMENTS FOR DEPARTMENT OF LABOR INVESTIGATION	101.50
5/22/03	MEYE	.50	CORRESPONDENCE WITH CAPITAL GUARDIAN REGARDING INVESTMENT MANAGER AGREEMENT	72.50
5/22/03	MEYE	.10	TELEPHONE CALL WITH SCOTT MIZUNO OF CAPITAL GUARDIAN GROUP	14.50
5/22/03	MEYE	.40	TELEPHONE CONFERENCE WITH CAPITAL GUARDIAN REGARDING INVESTMENT MANAGER'S AGREEMENT	58.00
5/22/03	MEYE	.80	REVISE DOCUMENTS RELATED TO MANAGEMENT OF PENSION PLAN ASSETS	116.00
5/22/03	MEYE	.30	TELEPHONE CONFERENCE WITH CAPITAL GUARDIAN REGARDING INVESTMENT MANAGER AGREEMENT	43.50
5/22/03	MEYE	3.40	REVIEW AND PREPARE DOCUMENTS FOR DEPARTMENT OF LABOR INVESTIGATION	493.00
5/27/03	MEYE	.50	RESEARCH REGARDING MISSING PARTICIPANTS IN QUALIFIED PLANS	72.50
5/27/03	PRIN	.10	REVIEW EMAIL FROM MARY FARLEY CONCERNING QUESTIONS REGARDING THE PENSION PLAN RAISED BY STEWART TERBUS (1)	21.00
5/29/03	HYDE	.40	LETTER/MEMO TO RUTH FALCK, WATSON WYATT RE: IMPLEMENTATION OF SERVICES AGREEMENT; TELEPHONE CONFERENCE WITH RUTH FALCK RE: AGREEMENT	112.00
Totals		21.80		4,717.50

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
C	5/8/03	COPIES - MEMO	20.00	0.15	3.00
C	5/8/03	COPIES - MEMO	30.00	0.15	4.50
TEL	5/8/03	FACSIMILE	2.00	0.50	1.00
T	5/9/03	TELEPHONE 2156797931 2309	0.64	0.56	0.36
T	5/9/03	TELEPHONE 2156793345 3346	0.21	0.56	0.12
T	5/22/03	TELEPHONE 4046854220 2235	0.64	0.56	0.36

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PENSION PLAN (FORMERLY CONSOLIDATED RETIREMENT PLAN)
Matter # 11420.00762

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Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	5/22/03	TELEPHONE 7142575397 2235	0.86	0.56	0.48
T	5/22/03	TELEPHONE 4046854220 2235	0.43	0.56	0.24
T	5/22/03	TELEPHONE 7142575397 2235	1.50	0.56	0.84
T	5/22/03	TELEPHONE 7142575397 2235	0.21	0.56	0.12
T	5/22/03	TELEPHONE 7142575397 2235	0.43	0.56	0.24
T	5/22/03	TELEPHONE 7142575397 2235	0.21	0.56	0.12
Total Expenses					11.38

Total Current Fees **4,717.50**

Total Current Expenses **11.38**

Net Current Billing for this Matter **4,728.88**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
PENSION PLAN (FORMERLY CONSOLIDATED RETIREMENT PLAN)
Matter # 11420.00762

June 10, 2003
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MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
HYDE	J. DUDLEY HYDE	SHAREHOLDER	280.00	8.40	2,352.00
MEYE	M. BRANDON MEYER	ASSOCIATE	145.00	6.90	1,000.50
PRIN	JAMES C. PRINCE	OF COUNSEL	210.00	6.50	1,365.00
Totals				21.80	4,717.50

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

June 10, 2003

Invoice #: 190687

LOUIS J. PRICE (400)

RE: CONSOLIDATED SAVINGS PLUS PLAN
Matter# 11420.00797

PROFESSIONAL SERVICES THROUGH 05/31/2003

Date	Billing Initials	Hours	Description	Amount
5/9/03	NIX	3.10	REVIEW DOCUMENTS RE: ALLOCATIONS AND RELATED MATTERS RE: ALTERNATE PAYEES (1.4); RESEARCH RE: DISTRIBUTIONS AND RELATED MATTERS(1.7)	728.50
5/13/03	NIX	2.50	TELEPHONE CONFERENCE WITH ATTORNEYS RE: REVISING QDRO DOCUMENTS AND TIMING OF DISTRIBUTIONS (.7); REVIEW AND REVISE DOCUMENTS RE: SAVINGS PLAN QDRO PROCEDURES(1.3); SEND DOCUMENTS TO ATTORNEYS RE: QDROS (.5)	587.50
5/16/03	NIX	3.00	PREPARE AND SEND DOCUMENTS TO ATTORNEYS RE: QDRO DISTRIBUTIONS AND RELATED MATTERS RE: SAVINGS PLAN AND ALTERNATE PAYEES RIGHTS (2.2); TELEPHONE CONFERENCE WITH ATTORNEYS RE: QDROS(.8)	705.00
5/23/03	NIX	2.70	CONFERENCE WITH D. HYDE RE: PENSION PLAN AND SAVINGS PLAN PROVISIONS FOR ALLOCATIONS AND DISTRIBUTIONS (.6); PREPARE DOCUMENTS TO PARTICIPANTS RE: NOTIFICATION FOR DISTRIBUTION RIGHTS (1.8); TELEPHONE CONFERENCE WITH ATTORNEYS RE: ALLOCATION ISSUES(.3)	634.50
Totals		11.30		2,655.50

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			0.00

FLEMING COMPANIES, INC.
CONSOLIDATED SAVINGS PLUS PLAN
Matter # 11420.00797

June 10, 2003
Invoice # 190687

Total Current Fees	2,655.50
Total Current Expenses	0.00
Net Current Billing for this Matter	<u>2,655.50</u>

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FLEMING COMPANIES, INC.
CONSOLIDATED SAVINGS PLUS PLAN
Matter # 11420.00797

June 10, 2003
Invoice # 190687

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
NIX	RICHARD D. NIX	SHAREHOLDER	235.00	11.30	2,655.50
Totals				11.30	2,655.50

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

June 10, 2003

Invoice #: 190687

LOUIS J. PRICE (400)

RE: MISCELLANEOUS REAL ESTATE MATTERS
Matter# 11420.00929

PROFESSIONAL SERVICES THROUGH 05/31/2003

Date	Billing Initials	Hours	Description	Amount
5/2/03	RIGG	.40	TELEPHONE FERREN RE ARIZONA LOCATIONS (.2); CONFERENCE KELLEY RE BANK SUBLEASES (.2)	100.00
5/5/03	RIGG	.30	TELEPHONE DOWNS RE OKC WAREHOUSE SALE	75.00
5/5/03	RIGG	.40	TELEPHONE RICHESSON RE CALIFORNIA LANDLORD LETTER (.2); REVIEW LETTER (.1); CALL TO LAKE	100.00
5/5/03	RIGG	.50	CONFERENCE SARGENT RE OKC WAREHOUSE SALE, BANKRUPTCY LANGUAGE (.3); CONFERENCE SARGENT RE MACARTHUR PROPERTY SALE (.2)	125.00
5/5/03	RIGG	.90	CONFERENCE FERREN RE ARIZONA LOCATIONS (.1); CONFERENCE KELLEY RE FILES, CONSENT (.3); REVIEW CONSENT FORM (.3); CONFERENCE KELLEY RE EXECUTION (.2)	225.00
5/5/03	KELLE	.80	REVISIT ISSUE OF BANK LICENSE AGREEMENT IN THREE (3) AZ LOCATIONS WITH RICK RIGGS. REVIEW DOCUMENTS AND FORWARD DRAFT CONSENT LETTER TO RICK RIGGS; TELEPHONE WITH RICK RIGGS; REVISE CONSENT LETTER; E-MAIL TO KENT FERREN	52.00
5/6/03	RIGG	.40	REVIEW NOTES RE ARKANSAS STORE (.2); LETTER LAKE RE OUTSTANDING ISSUE, DISCHARGE IN BANKRUPTCY (.2)	100.00
5/6/03	RIGG	.40	REVIEW MEMO FROM RICHESSON (.1); TELEPHONE LAKE RE LANDLORD REIMBURSEMENT ALLOWANCE (.3)	100.00
5/6/03	RIGG	.20	TELEPHONE LAKE RE CALIFORNIA STORE ISSUE	50.00

FLEMING COMPANIES, INC.
 MISCELLANEOUS REAL ESTATE MATTERS
 Matter # 11420.00929

June 10, 2003
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Date	Billing Initials	Hours	Description	Amount
5/7/03	RIGG	.30	CONFERENCE SARGENT RE BANKRUPTCY PROCESS ON OKC WAREHOUSE SALE	75.00
5/7/03	RIGG	.20	TELEPHONE LAKE RE CALIFORNIA TI ALLOWANCE	50.00
5/7/03	RIGG	1.30	CONFERENCE PRICE, NORDIN, ADKINS RE RETAILER ASSIGNMENT, FSA TRANSACTIONS, STRATEGIES (.9); REVIEW MATERIAL FROM BUDAY RE ASSIGNMENTS (.4)	325.00
5/7/03	KELLE	.20	AR-028; LITTLE ROCK, ARKANSAS TAX DISPUTE. REVIEW IMS AND SET UP NEW FILE; SEND TO CENTRAL FILING	13.00
5/8/03	RIGG	.90	REVIEW ASSIGNMENT FORM FROM BUDAY RE RETAIL LEASES	225.00
5/8/03	RIGG	1.70	REVIEW FILES ON KANSAS LOCATIONS WITH DYER (1.3); CONSIDER STRATEGIES AND MEMO PATTERSON RE STRATEGIES, LEGAL ISSUES (.4)	425.00
5/9/03	RIGG	.80	REVIEW DRAFT FSA AND COMMENTS TO NORDIN RE PROPOSED RETAIL LEASE ASSIGNMENT PROGRAM	200.00
5/9/03	KELLE	.30	TX-309 - PREPARE TRANSMITTAL LETTER TO RETURN LEASE AND SUBLEASE FILE TO FLEMING; DELIVER TO OFFICE SERVICES	19.50
5/9/03	KELLE	.20	RUSSELL'S FOOD STORES, INC. - REQUEST MATTER # AND FILE; TELEPHONE TO CRAIG ADKINS RE: PROPER FLEMING DIVISION	13.00
5/9/03	KELLE	.10	W.K. CORPORATION - SET UP NEW MATTER #; TELEPHONE WITH CRAIG ADKINS RE: PROPER DIVISION	6.50
5/9/03	KELLE	.20	OK-079 - PREPARE TRANSMITTAL LETTER TO RETURN LEASE AND SUBLEASE FILE TO FLEMING, DELIVER TO OFFICE SERVICES, UPDATE FLEMING LEASE FILE TRACKER	13.00
5/9/03	KELLE	.20	KS-221 - PREPARE TRANSMITTAL LETTER TO RETURN LEASE AND SUBLEASE FILE TO FLEMING; UPDATE FLEMING LEASE FILE TRACKER	13.00
5/9/03	KELLE	.20	KS-092 - PREPARE TRANSMITTAL LETTER TO RETURN LEASE FILE TO FLEMING; UPDATE LEASE FILE TRACKER	13.00
5/12/03	KELLE	.20	KS-167 - PREPARE TRANSMITTAL LETTER TO RETURN LEASE FILE TO FLEMING; UPDATE FLEMING LEASE FILE TRACKER	13.00
5/12/03	KELLE	.20	KS-133 - PREPARE TRANSMITTAL LETTER TO RETURN LEASE FILE TO FLEMING; UPDATE FLEMING LEASE FILE TRACKER	13.00

FLEMING COMPANIES, INC.
MISCELLANEOUS REAL ESTATE MATTERS
Matter # 11420.00929

June 10, 2003
Invoice # 190687

Date	Billing Initials	Hours	Description	Amount
5/13/03	RIGG	.40	TELEPHONE THAI RE ARIZONA LEASE FILE (.2); CONFERENCE KELLEY RE BANK CONSENT ISSUE (.2)	100.00
5/13/03	KELLE	.20	CHAPPELL'S CEE BEE (NASHVILLE DIVISION) SET UP NEW MATTER NUMBER AND REQUEST FILE	13.00
5/13/03	KELLE	.20	VA-111 - SALEM, VA - PREPARE TRANSMITTAL LETTER TO RETURN LEASE FILE TO FLEMING; UPDATE FLEMING LEASE FILE TRACKER	13.00
5/13/03	KELLE	.30	OH-014 - PREPARE TRANSMITTAL LETTER TO SEND FLEMING LEASE FILE TO JULIE OLSON OF KIRKLAND ELLIS; RETRIEVE FILE FROM RICK RIGGS; UPDATE FLEMING LEASE FILE TRACKER	19.50
5/13/03	KELLE	.20	PREPARE TRANSMITTAL LETTER TO RETURN LEASE FILE TO FLEMING (MN-227); UPDATE FLEMING LEASE FILE TRACKER	13.00
5/13/03	KELLE	.20	KS-043 - PREPARE TRANSMITTAL LETTER TO RETURN LEASE FILE TO FLEMING; UPDATE FLEMING LEASE FILE TRACKER	13.00
5/14/03	KELLE	.40	AZ-036 & AZ-041: DISCUSS WITH CRAIG ADKINS COPYING OF LEASE FILES BEFORE RETURNING TO FLEMING; ARRANGE FOR COPYING OF FILES	26.00
5/14/03	KELLE	.20	TX-283 - BEGIN SEARCH FOR FLEMING LEASE FILE TO RETURN; DISCUSS WITH RICHARD SALAMY; E-MAIL TO FLEMING	13.00
5/14/03	KELLE	.20	REQUEST SUBFILE FOR DOCUMENTS RELATING TO AZ BANK LICENSE AGREEMENTS; REVIEW IMS FOR PROPER # TO ASSIGN, SEND DOCUMENTS TO CENTRAL FILING	13.00
5/15/03	RIGG	.30	MEMO BUDAY RE ASSIGNMENTS, FSA AGREEMENTS	75.00
5/15/03	RIGG	.30	CONFERENCE RE FSA FOR USE IN PROPOSED ASSIGNMENTS	75.00
5/15/03	KELLE	.30	AZ-036 PREPARE TRANSMITTAL LETTER TO RETURN FILES TO FLEMING	19.50
5/15/03	KELLE	.20	REVIEW DOCUMENTS RECEIVED FROM CALIFORNIA SEC OF STATE ON ASI AUTOMATION. DELIVER TO MARK MALONE	13.00
5/15/03	KELLE	.30	AZ-041- PREPARE TRANSMITTAL LETTER TO RETURN LEASE FILE TO FLEMING; UPDATE FLEMING LEASE FILE TRACKER	19.50
5/20/03	RIGG	.90	TELEPHONE KAMPF RE ISSUES WITH OHIO FSA (.4); REVIEW AGREEMENT AND TELEPHONE KAMPF (.5)	225.00

FLEMING COMPANIES, INC.
 MISCELLANEOUS REAL ESTATE MATTERS
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Date	Billing Initials	Hours	Description	Amount
5/20/03	KELLE	.20	TX-382- RESPOND TO E-MAIL FROM RICHARD SALAMY RE: MISSING LEASE FILE; CHECK FOR WHEREABOUTS OF FILE	13.00
5/21/03	RIGG	.70	REVIEW NOTES (.3); TELEPHONE PATTERSON RE KANSAS LOCATIONS (.4)	175.00
5/21/03	RIGG	.40	REVIEW MATERIAL FROM FERREN FE ASSIGNMENT OF LEASES, FSA'S (.2); MEMO FERREN (.2)	100.00
5/21/03	RIGG	.80	REVIEW FILE RE SACRAMENTO LOCATION (.3); REVIEW PROPOSED AGREEMENT (.2); LETTER LAKE RE PAYMENT OF TI ALLOWANCE (.3)	200.00
5/21/03	KELLE	.20	REVIEW INVOICE FROM CT CORP FOR UCC SEARCH DONE ON FLEMING COMPANIES, INC. IN TEXAS IN RELATION TO KMART SETTLEMENT; APPROVE FOR PAYMENT, SEND TO ACCOUNTING	13.00
5/22/03	RIGG	.60	REVIEW MATERIAL FROM BECKSTROM RE STATE INCENTIVES AND ASSIGNMENT TO FLEMING (.3); CONFERENCE CALLAHAN RE INCENTIVES (.2); CONFERENCE CALLAHAN RE LETTER TO ALBERTSON'S (.1)	150.00
5/22/03	RIGG	.30	REVIEW MEMO FROM FISK AND MEMO RE CONTRACT FOR IOWA FACILITY	75.00
5/22/03	RIGG	.30	TELEPHONE FERREN RE ASSIGNMENT AND FSA AGREEMENTS AND LIST OF AFFECTED RETAILERS	75.00
5/22/03	KELLE	.50	SEARCH OFFICES FOR TX-382 PURSUANT TO A REQUEST FROM ANN THAI AT FLEMING; E-MAIL TO ANN THAI OF FLEMING RE: STORE LOCATION	32.50
5/23/03	KELLE	.40	TX-282 - REVIEW E-MAIL FROM ANN THAI; SEARCH FOR LEASE FILE; E-MAIL TO ANN THAI RE: FILE	26.00
5/26/03	RIGG	.20	REVIEW DRAFT LETTER TO ALBERTSON'S RE TRANSFER OF QUALITY JOBS CREDITS IN CONNECTION WITH TULSA WAREHOUSE SALE	50.00
5/26/03	RIGG	.20	LETTER PETERSON RE CHOUTEAU NOTICE FROM SECRETARY OF STATE	50.00
5/26/03	RIGG	.30	REVIEW MATERIAL FROM FERREN AND PREPARE FOR CONFERENCE CALL WITH BUDAY	75.00
5/27/03	KELLE	.30	INDIAN SCHOOL ROAD - FORMER ABCO LOCATION. REVIEW INFO LEFT BY RICK RIGGS RE: CAM CHARGES	19.50
5/28/03	RIGG	.20	CONFERENCE KELLEY RE CAM ISSUE ON INDIAN SCHOOL ROAD PROPERTY	50.00
5/28/03	RIGG	.30	TELEPHONE MEE AND CONFERENCE SARGENT RE 59TH STREET WAREHOUSE CONTRACT	75.00

FLEMING COMPANIES, INC.
 MISCELLANEOUS REAL ESTATE MATTERS
 Matter # 11420.00929

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Date	Billing Initials	Hours	Description	Amount
5/28/03	RIGG	.20	TELEPHONE STEGMANN RE TULSA INCENTIVES AND LETTER TO ALBERTSON'S	50.00
5/29/03	RIGG	.70	CONFERENCE PRICE RE PROPOSED ASSIGNMENTS AND FSA FOR RETAILERS	175.00
5/29/03	RIGG	1.00	TELEPHONE OLSEN RE ASSIGNMENT ARRANGEMENTS WITH RETAILERS AND ISSUES FOR CLOSING, FSA'S	250.00
5/30/03	RIGG	.30	REVIEW MEMOS FROM BUDAY RE CONTRACTS FOR SALE	75.00
Totals		24.00		4,723.50

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
FEX	5/7/03	FEDERAL EXPRESS CORP. 634274548526	1.00	20.21	20.21
CO	5/20/03	COPIES -NATIONAL LEGAL, OKC	1.00	138.18	138.18
CO	5/20/03	COPIES -NATIONAL LEGAL, OKC	1.00	83.99	83.99
T	5/30/03	TELEPHONE 6123713207 3303	0.43	0.56	0.24
		Total Expenses			242.62

Total Current Fees 4,723.50

Total Current Expenses 242.62

Net Current Billing for this Matter 4,966.12

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
MISCELLANEOUS REAL ESTATE MATTERS
Matter # 11420.00929

June 10, 2003
Invoice # 190687

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	6.90	448.50
RIGG	RICHARD A. RIGGS	SHAREHOLDER	250.00	17.10	4,275.00
Totals				24.00	4,723.50

McAfee & Taft

A PROFESSIONAL CORPORATION

Leaders in Creating Legal Solutions®

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

June 10, 2003

Invoice #: 190687

LOUIS J. PRICE (400)

RE: KMART AGREEMENT
Matter# 11420.00944

PROFESSIONAL SERVICES THROUGH 05/31/2003

Date	Billing Initials	Hours	Description	Amount
5/8/03	PRICE	.30	REVIEW PLEADING FOR ANDREW RUNNING	75.00
5/21/03	PRICE	1.30	EXCHANGE EMAIL COMMUNICATIONS REGARDING STATUS OF THE COMPANY'S CLAIM REGARDING PAYMENT WITHHELD BY KMART; CONFERENCE CALL KYLE, ANDY RUNNING RE CLAIM AGAINST KMART	325.00
5/22/03	PRICE	.60	TELEPHONE LYNN Hiestand RE KMART PRE PETITION DEDUCTION; CONFERENCE CLIENT PEWITT RE SUMMARY OF KMART ITEMS NOT PAID, TELEPHONE Hiestand RE STATUS OF PAYMENT	150.00
5/27/03	PRICE	.30	REVIEW AND ANALYZE SCHEDULE OF KMART POST PETITION DEDUCTION, EMAIL TO KMART COUNSEL	75.00
5/28/03	PRICE	.20	DRAFT RESPONSE TO KMART REQUEST FOR INFORMATION REGARDING COREMARK SETOFFS	50.00
Totals		2.70		675.00

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			0.00

FLEMING COMPANIES, INC.
KMART AGREEMENT
Matter # 11420.00944

June 10, 2003
Invoice # 190687

Total Current Fees	675.00
Total Current Expenses	0.00
Net Current Billing for this Matter	<u>675.00</u>

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
KMART AGREEMENT
Matter # 11420.00944

June 10, 2003
Invoice # 190687

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	2.70	675.00
Totals				2.70	675.00

McAfee & Taft

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

June 10, 2003

Invoice #: 190687

LOUIS J. PRICE (400)

RE: S. M. FLICKINGER PENSION PLAN
Matter# 11420.07810

PROFESSIONAL SERVICES THROUGH 05/31/2003

Date	Billing Initials	Hours	Description	Amount
5/3/03	PRIN	.20	WORK ON PREPARATION OF AMENDMENT TO PROVIDE FOR ALLOCATION OF PLAN'S FIDUCIARY RESPONSIBILITIES.	42.00
5/5/03	PRIN	.50	WORK ON AMENDMENT TO PENSION PLAN DOCUMENT TO PROVIDE FOR ALLOCATION OF FIDUCIARY RESPONSIBILITY TO WATSON WYATT (.5)	105.00
5/8/03	HYDE	1.10	TELEPHONE CONFERENCE WITH MARY FARLEY RE: OVER PAYMENTS OF BENEFITS; RESEARCH FILING CLAIM FOR BENEFITS; REVIEWED FLICKINGER PLAN; TELEPHONE CONFERENCE WITH BOB RYAN AND JIM SINCOVIC, WATSON WYATT RE: FLICKINGER EXCESS BENEFITS FROM PLAN	308.00
5/9/03	HYDE	1.00	REVIEW CALCULATIONS AND METHODS OF RECOVERY; TELEPHONE CONFERENCE WITH DEE JEROME AND GEORGE WARD RE: OVERPAYMENTS FROM PLAN	280.00
5/16/03	PRIN	1.10	REVIEW AND REVISE AMENDMENT TO PLAN DOCUMENT AND TRUST AGREEMENT TO ALLOW FOR ALLOCATION OF FIDUCIARY RESPONSIBILITIES TO WATSON WYATT. (1.1)	231.00
Totals		3.90		966.00

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			0.00

FLEMING COMPANIES, INC.
S. M. FLICKINGER PENSION PLAN
Matter # 11420.07810

June 10, 2003
Invoice # 190687

Total Current Fees	966.00
Total Current Expenses	0.00
Net Current Billing for this Matter	<u>966.00</u>

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
S. M. FLICKINGER PENSION PLAN
Matter # 11420.07810

June 10, 2003
Invoice # 190687

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
HYDE	J. DUDLEY HYDE	SHAREHOLDER	280.00	2.10	588.00
PRIN	JAMES C. PRINCE	OF COUNSEL	210.00	1.80	378.00
Totals				3.90	966.00

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POST OFFICE BOX 299013
LEWISVILLE, TX 75029

June 10, 2003

Invoice #: 190687

LOUIS J. PRICE (400)

RE: SEC MATTERS (PROXY STMT, '34 ACT FILINGS, ETC.)
Matter# 11420.07941

PROFESSIONAL SERVICES THROUGH 05/31/2003

Date	Billing Initials	Hours	Description	Amount
5/1/03	WARR	.70	REVIEW EMAILS RE DIVIDEND REINVESTMENT PLAN, REVIEW PROSPECTUS AND PLAN RE TERMINATION, EMAIL RE SAME	224.00
5/6/03	WARR	.50	REVIEW CORRESPONDENCE RE DIVIDEND REINVESTMENT PLAN, PREPARE NOTICE TO PARTICIPANTS OF TERMINATION OF PLAN	160.00
5/7/03	WARR	.20	FLEMING NOTICE TO PARTICIPANTS RE TERMINATION OF DIVIDEND REINVESTMENT PLAN, EMAIL DRAFT TO KIRSTEN	64.00
5/8/03	WARR	.30	LETTER FOR ADMINISTRATOR TO DISTRIBUTE STOCK AND CASH	96.00
5/9/03	JACK	.30	PHONE CALL FROM DEBBIE VICK RE: WHETHER SHE MUST REPORT SALE OF SHARES BY BILL MARQUARD WHO CEASED BEING OFFICER OF FLEMING LAST SEPTEMBER	43.50
5/16/03	JACK	1.50	RESEARCH RE: AMENDING A REGISTRATION STATEMENT TO CLOSE AN OFFERING	217.50
5/16/03	WARR	.80	REVIEW VOICEMAIL FROM KIRSTEN, REVIEW FILES RE DIVIDEND REINVESTMENT PLAN TERMINATION MATTERS, TELEPHONE KIRSTEN	256.00
5/19/03	JACK	.30	CALL FROM DEBBIE VICK RE: REMOVAL OF RESTRICTIVE LEGEND FROM FORMER INSIDER'S SHARES	43.50
5/19/03	WARR	.30	TELEPHONE DEBBIE VICK RE DIVIDEND REINVESTMENT PLAN	96.00

FLEMING COMPANIES, INC.
SEC MATTERS (PROXY STMT, '34 ACT FILINGS, ETC.)
Matter # 11420.07941

June 10, 2003
Invoice # 190687

Date	Billing Initials	Hours	Description	Amount
5/22/03	WARR	.20	TELEPHONE DEBBIE VICK RE DISTRIBUTIONS FROM DIVIDEND REINVESTMENT PLAN	64.00
Totals		5.10		1,264.50

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			0.00

Total Current Fees 1,264.50

Total Current Expenses 0.00

Net Current Billing for this Matter 1,264.50

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
SEC MATTERS (PROXY STMT, '34 ACT FILINGS, ETC.)
Matter # 11420.07941

June 10, 2003
Invoice # 190687

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
JACK	JUSTIN JACKSON	ASSOCIATE	145.00	2.10	304.50
WARR	JERRY A. WARREN	SHAREHOLDER	320.00	3.00	960.00
Totals				5.10	1,264.50

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1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

June 10, 2003

Invoice #: 190687

LOUIS J. PRICE (400)

RE: FRANCHISE MATTERS
Matter# 11420.07942

PROFESSIONAL SERVICES THROUGH: 05/31/2003

Date	Billing Initials	Hours	Description	Amount
5/1/03	JACK	1.60	DRAFT LETTER TO HAYNESVILLE, LA FRANCHISEE RE: DEFAULT UNDER FRANCHISE AGREEMENTS FOR FOUR PIGGLY WIGGLY STORES	232.00
5/1/03	JACK	1.40	REVIEW FOUR SEPARATE FRANCHISE AGREEMENTS FOR HAYNESVILLE, LA FRANCHISEE RE: PROCEDURES TO TAKE UPON DEFAULT AND REMEDIES AVAILABLE TO PIGGLY WIGGLY UPON DEFAULT	203.00
5/5/03	TYRR	.10	REVIEW DENNIS COVE'S PROPOSED RESPONSE TO WINCO FOODS' LETTER REGARDING COMPARISON OF CASH REGISTER TAPES IN ADVERTISEMENTS	23.50
5/5/03	TYRR	.10	CONFERENCE PRICE RE: SAVE MART AGREEMENT	23.50
5/5/03	TYRR	.30	TELEPHONE JIM KAISER RE: POTENTIAL TERMINATION OF FRANCHISE AGREEMENTS FOR EXISTING FRANCHISEE AND FRANCHISEE'S OBLIGATIONS ON TERMINATION AND EFFECT OF SAVE MART AGREEMENT IN CONNECTION WITH RIGHT OF FIRST REFUSAL	70.50
5/6/03	TYRR	.20	TELEPHONE JIM KAISER RE: APPLICATION OF PROVISION IN SAVE MART AGREEMENT TO RENEWALS FRANCHISES AND DURATION OF PROVISION AND ALSO REGARDING ISSUANCE OF FESTIVAL LICENSE TO PROPOSED FRANCHISEE CONDITIONED ON ENTERING INTO FACILITY STANDBY AGREEMENT	47.00
5/6/03	TYRR	.10	CONFERENCE JOSEPH RE: PROVISION IN SAVE MART RELATING TO SAVE MART'S RIGHT TO REQUIRE FLEMING TO EXERCISE RIGHT OF FIRST REFUSAL IN FOOD 4 LESS FRANCHISE AGREEMENTS	23.50

FLEMING COMPANIES, INC.
FRANCHISE MATTERS
Matter # 11420.07942

June 10, 2003
Invoice # 190687

Date	Billing Initials	Hours	Description	Amount
5/6/03	TYRR	.20	REVIEW SAVE MART AGREEMENT IN CONNECTION WITH OBLIGATIONS ON TERMINATION OF FOOD 4 LESS FRANCHISES	47.00
5/6/03	TYRR	.10	RETURN KAISER'S CALL AND LEAVE MESSAGE REGARDING TERMINATION OF FRANCHISES AND EFFECT OF SAVE MART AGREEMENT ON OPTION TO PURCHASE	23.50
5/6/03	JOSE	.30	CONFERENCE WITH PAT ROGERS RE AGREEMENT WITH SAVE MART WITH RIGHT OF FIRST REFUSAL ON FOOD 4 LESS FRANCHISES	82.50
5/7/03	TYRR	.40	REVIEW ASSET PURCHASE AGREEMENT WITH SAVE MART DATED 5/5/03	94.00
5/7/03	TYRR	.20	E-MAIL KAISER RE: RIGHTS OF SAVE MART UNDER ITS TWO ASSET PURCHASE AGREEMENTS IN CONNECTION WITH RIGHTS OF FIRST REFUSAL UNDER FOOD 4 LESS FRANCHISE AGREEMENTS	47.00
5/7/03	TYRR	.30	CONFERENCE PRICE RE: SAVE MART AGREEMENT AND PHARMACY LICENSES	70.50
5/7/03	TYRR	.30	E-MAIL KIRSTEN RICHESSON RE: SAVE MART AGREEMENT	70.50
5/8/03	TYRR	.10	REVIEW KAISER E-MAILS TO RICHESSON RE: SAVE MART	23.50
5/8/03	TYRR	.60	DRAFTING RESPONSE TO LETTER FROM COUNSEL TO WINCO FOODS REGARDING COMPARATIVE ADVERTISING WITH FOOD 4 LESS IN NORTHERN CALIFORNIA	141.00
5/8/03	TYRR	.30	E-MAIL TO KAISER REGARDING OBLIGATIONS UNDER SAVE MART ASSET PURCHASE AGREEMENT	70.50
5/8/03	TYRR	.10	REVIEW KAISER E-MAIL TO RICHESSON REGARDING REMOVAL OF RIGHT OF FIRST REFUSAL FROM FRANCHISE AGREEMENTS IN NORTHERN CALIFORNIA	23.50
5/9/03	TYRR	1.10	CONFERENCE CALL KAISER AND BYRON LOVELL RE: PROPOSED CHANGES TO FOOD 4 LESS FRANCHISE AGREEMENT FROM CALIFORNIA FRANCHISEES	258.50
5/9/03	TYRR	.10	TELEPHONE KAISER RE: SAVE MART SITUATION AND TO ORGANIZE CONFERENCE CALL	23.50
5/9/03	TYRR	.10	TELEPHONE MATTHEW KANE FROM RALPH'S RE: PROPOSED DISCLOSURE OF CONTENTS OF LICENSE AGREEMENT TO FRANCHISEES	23.50
5/9/03	TYRR	.20	E-MAIL JIM KAISER RE: CONVERSATION WITH COUNSEL TO RALPHS AND ISSUES RAISED	47.00

FLEMING COMPANIES, INC.
 FRANCHISE MATTERS
 Matter # 11420.07942

June 10, 2003
 Invoice # 190687

Date	Billing Initials	Hours	Description	Amount
5/9/03	TYRR	.40	REVIEW FAX WITH PROPOSED CHANGES TO FRANCHISE AGREEMENT FOR NUGGET MARKET INC.	94.00
5/12/03	HETR	.20	OFFICE CONFERENCE WITH JUSTIN JACKSON REGARDING DRAFTING DEFAULT LETTERS TO PIGGLY WIGGLY FRANCHISE HOLDERS ARNOLD BOLES, CHARLES CALLAHAN, AND JIMMIE GIBBS FOR FAILURE TO PAY FRANCHISE FEES	10.00
5/12/03	TYRR	.10	REVIEW MOONEY'S E-MAIL RE: FOOD 4 LESS AND RESPOND	23.50
5/12/03	TYRR	.10	CONFERENCE PRICE RE: PROVISIONS OF FOOD 4 LESS RENEWAL AGREEMENT AND BANKRUPTCY IMPLICATIONS	23.50
5/12/03	TYRR	.10	REVIEW KAISER E-MAIL REGARDING ELIMINATION OF RIGHT OF FIRST REFUSAL FROM CALIFORNIA FRANCHISE AGREEMENTS AND RESPOND RE: UFOC UPDATES IN CONJUNCTION	23.50
5/12/03	TYRR	1.00	REVISE NUGGET MARKETS RENEWAL FRANCHISE AGREEMENT AND TRANSMIT TO KAISER	235.00
5/12/03	JACK	.10	OFFICE CONFERENCE WITH HETRICK;	14.50
5/13/03	HETR	.90	REVIEW OF FRANCHISE AGREEMENT WITH JIMMIE GIBBS TO DETERMINE DEFAULT PROCEDURES AND RIGHTS UPON DEFAULT (.3); DRAFTING OF LETTER OF DEFAULT TO JIMMIE GIBBS (.6)	45.00
5/13/03	HETR	.90	REVIEW OF FRANCHISE AGREEMENT WITH CHARLES CALLAHAN TO DETERMINE DEFAULT PROCEDURES AND RIGHTS UPON DEFAULT (.2); DRAFTING OF LETTER OF DEFAULT TO CHARLES CALLAHAN (.7)	45.00
5/13/03	HETR	.30	REVIEW OF FRANCHISE AGREEMENT WITH ARNOLD BOLES FOR DEFAULT PROCEDURES AND RIGHTS UPON DEFAULT (.1); DRAFTING OF LETTER OF DEFAULT (.2)	15.00
5/13/03	TYRR	.60	REVIEW PROPOSED CHANGES TO NUGGET MARKET FRANCHISE AGREEMENT RECEIVED FROM NUGGET MARKET COUNSEL	141.00
5/13/03	TYRR	.10	TELEPHONE KAISER RE: SUPPLY PROVISIONS OF FRANCHISE AGREEMENTS AND PROCEDURE FOR CHANGING SUPPLIER	23.50
5/13/03	TYRR	.30	TELEPHONE KAISER RE: PROPOSED CHANGES TO NUGGET MARKET AGREEMENT	70.50
5/13/03	TYRR	.10	E-MAIL JACKSON RE: REQUIREMENT THAT RENEWAL UFOCS BE FINALIZED BEFORE SIGNING RENEWALS OR NEW FRANCHISE AGREEMENTS	23.50