

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			potential IP/IT transitional issues for APA and TSA (1.7); review and analyze draft transition services agreement and schedules (1.8).
6/26/03	.40	Robert M Jason	Review revised bid documents and related correspondence.
6/26/03	1.50	Shirley S Cho	Review asset purchase agreement and telephone conference with C. Pak re same (1.2); review C&S sale press release and forward to committee (.3).
6/26/03	1.70	Richard L Wynne	Telephone conference with F. Huffard re deal (.3); analyze new bid letter proposals (.4); telephone conference with committee re C&S bid and general update (1.0).
6/26/03	.30	Denise Wymore	Review email from V. Wales re lease chart (.1); respond to same (.2).
6/26/03	10.30	Victoria Wales	Prepare for and participate in telephone conference re asset dispositions (.8); prepare for and participate in the legal issues conference call (1.0); prepare for and telephone conference with real estate team (1.0); review correspondence re lease and other real property issues and respond thereto (3.8); multiple conferences with landlords and their counsel re lease issues (1.5); conference with L. Ruxton re various title and survey issues (.7); revise the real estate agenda (1.5).
6/26/03	.20	Ashley H Anderson	Participate in telephone conference with Baker Botts attorneys re de minimis asset sale order.
6/26/03	2.50	J Garrett Van Osdel	Review and revise store purchase agreement and ancillary documents for sale to Bashas Inc. (2.1); perform lien search for Bradley's sale and correspondence with Kirkland & Ellis attorneys re same (.4)

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

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6/26/03	3.70	J Garrett Van Osdel	Multiple telephone conferences with Pachulski, BMC, Alix Partners and Kirkland & Ellis attorneys re asset sale matters (1.5); review court docket and asset sale filings in connection with Plotkin transaction (.8); draft certificate of counsel re revised notice of sale re Fresh Brands' transaction (1.4).
6/26/03	.50	Frank A Chavez	Research, for attorney review and use, the disposition of proposed order re sale of pharmacy assets.
6/26/03	1.00	Frank A Chavez	Locate, retrieve, analyze, and distribute, for attorney review and use, documents re to disposition of various de minimis assets.
6/26/03	3.30	Marjon E Ghasemi	Telephone conference with D. McCleve re Peoria and York real estate sales (.3); exchange email correspondence with R. Buday re real estate sales notices (.3); review and revise notices re Peoria and York (.8); telephone conferences with C. Lhulier and T. Feil re same (.5); exchange email correspondence with T. Feil re same (.3); exchange email correspondence with B. Hall re liquor license sale (.3); telephone conference with B. Hall re same (.3); telephone conference with S. Gerson re same (.2).
6/26/03	3.20	Elisabeth Martin	Review correspondence and draft of agreement for Las Cruces liquor license sale and prepare mark-up and list of questions re same.
6/26/03	1.80	Elisabeth Martin	Telephone conferences with T. Kloepper and J. Prey to follow-up re pharmacy sales (.3); telephone conference with J. Boyd re Bradley, IL fixtures and equipment APA and follow-up re same (.5); prepare draft of notice for Bradley, IL fixtures and equipment APA

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

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			and follow-up re same (1.0).
6/26/03	1.70	Seth J Gerson	Review and edit drafts of letters and other materials to potential bidders for Core-Mark (.5); review and edit form of Confidentiality Agreement for such transaction (1.2).
6/26/03	1.30	Seth J Gerson	Telephone conference with certain members of client, AlixPartners, other professionals and other members of K&E re asset sales and dispositions and status of same (.6); begin reviewing correspondence and term sheet for bids for New Mexico liquor license (.5); multiple telephone conferences with E. Martin re various matters related to sale of Bradley, IL store and closing of certain pharmacy sales (.2).
6/26/03	.90	Seth J Gerson	Review latest drafts of letter of intent between client and C&S for sale of assets of Wholesale Distribution Business (.4); telephone conference with other members of Asset Disposition Advisory Committee (.5).
6/26/03	3.40	Seth J Gerson	Review correspondence from Circle K to Core-Mark (.2); review terms of certain agreements between Core-Mark and Circle K and summaries thereof (2.8); telephone conference with M. Walsh, G. Richards and members of Blackstone re same (.4).
6/26/03	1.00	Laurie L Ruxton	Met with D. Medina re document distribution (.3); meet with R. Buday re disposition matters (.2); review of correspondence re survey bid (.2); review of title commitments (.3).
6/26/03	9.00	Eva H Davis	Multiple revisions to Bid Letter (1.6); various telephone conferences with F. Huffard (.7), T. Stenger (.4), K. Richesson (.8), R. Wynne (.4), S. Cho (.4), C. Pak (.8) re same; all hands telephone conferences with F. Huffard,

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			T. Stenger K. Richesson, C. Pak and M. Genereux re final revisions to bid letter (.5); review and comment on revised draft of Asset Purchase Agreement (1.6); review and comment on revised draft of Transition Services Agreement (1.1) and telephone conferences with P. Caruso re same (.3); coordinate with F. Huffard, T. Stenger, K. Richesson re Meetings in New York (.4).
6/26/03	2.80	Willard G Fraumann, P.C.	Conference call re Asset Disposition (.5); review letter of intent re C&S (.5); review bid documents (1.0); telephone conferences E. Davis and S. Gerson (.5); review and respond to voicemails and e-mails (.3).
6/26/03	1.10	Geoffrey A Richards	Prepare for and participate in daily sales call.
6/27/03	9.50	Richard Radnay	Draft and prepare disclosure schedules (6.9); review transition services agreement, revised bid letters and asset purchase agreement (2.6).
6/27/03	17.50	Charles C Pak	Coordinate and review comments to and revise C&S purchase agreement.
6/27/03	7.70	Robert T Buday	Review and revise proposed notices of sales of real property in York, PA and Peoria, IL and address issues re information required for notices (3.5); participate in sales call (1.0); review and revise proposed settlement agreement with Hays Foods and address issues re same (2.2); review correspondence and address potential environmental issues concerning Oak Park Ponds property.
6/27/03	3.80	Richard J Tilley	Draft escrow agreement (1.0); discuss escrow agreement with C. Pak (.3); review and revise escrow agreement (2.5)

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/27/03	7.30	Paul S Caruso	Telephone conference with E. Davis re Transition Services Agreement (.5); telephone conference with P. Spingola and J. Irving re same (.5); revise and distribute Transition Services Agreement to working group (3.8); review final bid letter and draft asset purchase agreement (2.5).
6/27/03	.30	Robert M Jason	Review new drafts of bid documents.
6/27/03	9.50	Shirley S Cho	Review final bid letter (1.0); revise auction timeline (.5); review and revise sale pleadings per revisions from S. Gerson re bidding procedures (.6); telephone conference with F. Huffard re bidding procedures (.3); prepare for and telephone conference with C. Pak re revisions to APA (.7); review precedent in support of designation rights (1.0); telephone conference with E. Davis, C. Pak, F. Huffard, T. Stenger re bidding procedures (1.0); voicemail to R. Wynne re same (.2); multiple review and revisions to bidding procedures (4.2).
6/27/03	1.40	Richard L Wynne	Telephone conference with all partners re C&S bid letter negotiations (1.0); telephone conference with T. Stenger and S. Cho re C&S bid letter negotiations (.4).
6/27/03	4.50	Denise Wymore	Research re sale motion.
6/27/03	6.00	Victoria Wales	Prepare for and participate in telephone conference re asset dispositions (1.0); review correspondence re lease and other real property issues and respond thereto (3.0); multiple conferences with landlords and their counsel re lease issues (1.5); conference with M. Ghasemi re survey proposal (.5).
6/27/03	.50	Ashley H Anderson	Receive confirmation of post-closing payment from client and relay

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			confirmation to S. Gerson; prepare for and participate in telephone conference with Ernst & Young.
6/27/03	3.20	J Garrett Van Osdell	Conference call re sales with Alix Partners, Kirkland & Ellis and the Company (.6); multiple telephone conferences with Kirkland & Ellis, Pachulski, Baker & Botts and BMC re asset sales and filings (1.9); review court docket and asset sales in connection with Fresh Brands and other recent asset sales (.7).
6/27/03	1.80	J Garrett Van Osdell	Review and revise notice of sale for Bradley's transaction and correspondence with L. Martin and BMC re same (.7); telephone conference with C. Lhulier re court docket (.3); revise de minimis asset sale list for circulation to working group (.8).
6/27/03	2.40	Marjon E Ghasemi	Telephone calls to and from L. Martin re liquor license sale (.2); telephone conference with counsel for Diversified re York real estate sale (.3); telephone conference with R. Buday re same (.3); review real estate procedures order re same (.3); several telephone conferences with V. Wales re pending real estate sale and related issues (1.0); telephone conference with G. Van Osdell re real estate notices and objections to same (.3).
6/27/03	.30	Marjon E Ghasemi	Exchange email correspondence with R. Buday and J. Olsen re real estate sale notices.
6/27/03	3.80	Elisabeth Martin	Telephone conference with Company re asset sales (.8); telephone conferences with S. Gerson, J. Thatcher, B. Hall, J. Hamm and H. Davidson re Las Cruces liquor license (2.0); review e-mail correspondence re Las Cruces liquor license and follow-up re same (1.0).

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/27/03	1.70	Elisabeth Martin	Telephone conferences with J. Pray and M. Timm to follow-up re payment for pharmacy sales and follow-up via e-mail re El Paso pharmacy inventories (.8); telephone conference with J. Boyd re Bradley, IL APA and follow up re same (.3); review E&Y tax analysis and write e-mail re transfer tax certificates (.6).
6/27/03	1.30	Seth J Gerson	Telephone conference with members of client, AlixPartners, Pachulski and other members of K&E re various asset sales and dispositions and status thereof (.6); work on various matters related to sale of certain de minimis assets and related documentation and notices therefor (.7).
6/27/03	3.60	Seth J Gerson	Review and edit multiple drafts of letter of intent with C&S (.5); review and edit revised draft of bidding procedures for transaction with C&S (2.7); work on various other matters in connection with such transaction, including review of press release (.4).
6/27/03	2.20	Seth J Gerson	Review and edit multiple bids and associated documents for sale of certain liquor licenses (1.8); multiple telephone conferences with E. Martin re same (.2); telephone conference with M. Walsh, G. Richards and members of Blackstone re agreements between Core-Mark and Circle K (.2).
6/27/03	.70	Laurie L Ruxton	Correspond with V. Wales re real estate matters (.2); correspond with lender counsel re schedule of mortgaged property (.2); review of Oklahoma purchase agreement (.3).
6/27/03	11.50	Eva H Davis	Review and comment on multiple drafts of transition services agreement (.9); telephone conferences/emails with P. Caruso re same (.8); all hands telephone conferences to discuss bid

The Fleming Company
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July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			letter with M. Gross, R. Grossman, C. Wistreich, T. Stenger, F. Huffard, K. Richesson, and other financial and professional representatives (1.4); prepare further revisions to bid letter and distribute same(.9); telephone conferences/emails with R. Radnay re schedules APA and Transition Services Agreement (.6); review and comment on further revised asset purchase agreement (1.4); meetings with C. Pak re same (.5); all hands telephone conference with T. Stenger, K. Richesson, F. Huffard and C. Pak re asset purchase agreement and schedules (4.2); review/comment on bidding procedures motion (.4); telephone conferences with T. Stenger, F Huffard, K Richesson re same (.4)
6/27/03	2.30	Willard G Fraumann, P.C.	Asset Disposition conference call (.5); review letter of intent for C&S (.5); review bid letter (.5); telephone conference E. Davis and S. Gerson (.5); review and respond to voicemails and e-mails (.3).
6/27/03	1.10	Geoffrey A Richards	Review final C&S bid letter.
6/27/03	.20	Geoffrey A Richards	Review Bradley sale notice.
6/27/03	.30	Geoffrey A Richards	Review updated asset sale chart.
6/28/03	3.00	Richard Radnay	Review asset purchase agreement.
6/28/03	4.00	Paul S Caruso	Review revised Transition Services Agreement and Asset Purchase Agreement (3.0); respond to inquiries from Fleming, J. Alix and Blackstone re same (1.0).
6/28/03	.60	Shirley S Cho	Strategize re notice procedures for APA (.1); review precedent re designation rights (.5).
6/28/03	1.40	Eva H Davis	Various telephone conferences and emails re deal status, strategy and

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July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			upcoming meetings and coordination with C. Pak (.2), G. Richards (.2), R Wynne (.2), S Cho (.2), P. Caruso (.2), A. Mehta (.2), R. Radnay (.2).
6/28/03	2.00	Andrew J Groesch	Review Grand Union Docket re IT transition agreement (1.9); review voicemail from Weil Gotschal (.1).
6/29/03	4.50	Richard Radnay	Review asset purchase and transition services agreements (3.0); prepare for drafting of schedules (1.5).
6/29/03	8.00	Charles C Pak	Review and comment on transition services agreement, escrow agreement and purchase agreement re C&S.
6/29/03	2.00	Paul S Caruso	Coordinate conference calls re Transition Services Agreement (1.0); respond to e-mail and voicemails re same (1.0).
6/29/03	6.90	Shirley S Cho	Review email of K. Ziman re sale order needed (.1); review draft of asset purchase agreement (.7); draft motion to approve asset purchase agreement (6.0); review and reply to voicemail of R. Wynne re notice procedures (.1)
6/29/03	6.10	Eva H Davis	Prepare for meetings with C &S, including review of, comment on and prepare issues list associated with asset purchase agreement (1.8), transition services agreement (1.6), escrow agreement (1.6), bidding procedures (1.1).
6/29/03	1.20	Andrew J Groesch	Review third supplement from Grand Union case to determine date of final asset purchase agreement (1.0); make reservations for auction in New York office (.2).
6/30/03	1.50	Julie C Olsen	Obtain broker materials necessary for preparation of Memphis notice, review title commitment for additional notice parties, send to M. Ghasemi for

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Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			preparation of notice.
6/30/03	13.30	Alison Hunter	Print transaction documents and read bid letter and bidding procedures (.9); internal meetings at K&E offices with F. Huffard, T. Stenger, K. Richesson, C. Pak and A. Hunter to discuss status of transaction, bid letter, asset purchase agreement, transition services agreement and schedules (4.3); review Skadden's revised draft of asset purchase agreement; distribute various documents to group; call K&E specialists to ask for comments (3.9); all hands meeting to discuss material issues with C&S (B. Hamlin, M. Gross, C. Weistrick), Skadden (R. Grossman, K. Kreiger), Simpson (K. Ziman), F. Huffard, T Stenger, K. Richesson, C. Pak, A. Hunter (4.1).
6/30/03	10.20	Amit Mehta	Conferences with various Fleming employees and R. Radnay re purchase agreement schedules, draft and prepare same.
6/30/03	1.50	Amit Mehta	Conference with P. Caruso, C&S; S. Fleming and J. Alix re transition services.
6/30/03	12.00	Richard Radnay	Meet with various employees of company re disclosure schedules and draft and prepare disclosure schedules (10.0); review markup of asset purchase agreement (2.0).
6/30/03	12.60	Charles C Pak	Internal meetings at K&E offices with F. Huffard, T. Stenger, K. Richesson, E. Davis, A. Hunter, to discuss status of transaction, bid letter, asset purchase agreement, transition services agreement and schedules (4.3); review and comment on Skadden's revised draft of asset purchase agreement and discuss same with client at K&E NY offices (3.9); all hands meeting to discuss material issues with C&S (B. Hamlin, M.

The Fleming Company
 Legal Services for the Period Ending June 30, 2003
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Gross, C. Wistreich), Skadden (R. Grossman, K. Kreiger), Simpson (K. Ziman), F. Huffard, T. Stenger, K. Richesson, E. Davis, A Hunter (4.1); various telephone conferences/emails with all hands at K&E to update on issues and review of asset purchase agreement (R. Buday, V. Hood, J. Irving, R. Wynne, S. Cho, P. Spingola, B. Jason, R. Radnay, P. Caruso, A. Mahit, etc) (.3).
6/30/03	4.00	Robert T Buday	Participate in the sales call (1.0); review proposed closing documents for Yes!Less transaction and discuss closing mechanics and entry of sale orders (2.4); review documents re rejection of various personal property leases (.6).
6/30/03	1.00	Richard J Tilley	Review and revise escrow agreement.
6/30/03	10.00	Paul S Caruso	Office conference with Fleming and J. Alix personnel re transitions services (2.8); office conference with J. Alix and C&S personnel re overhead costs (1.2); correspond and telephone conferences with E. Davis re Transition Services Agreement (.6); continue drafting Transition Services Agreement (3.); review comments to APA provided by C&S (2.4).
6/30/03	6.30	Robert M Jason	Review correspondence re asset purchase issues (.6); review and revise Skadden's markup of asset purchase agreement (2.8); draft correspondence re same (1.2); tax research re same (1.7).
6/30/03	4.90	Shirley S Cho	Review and forward marketing questions to Blackstone (.3); Review bidding procedure comments from Committee (.3); telephone conference with L. Mandel re same (.2); review comments from C&S to bidding procedures order and APA (1.2); telephone conference with G. Richards

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			re same (.2); revise bidding procedures order per comments received (2.5); telephone conference with M. Monger re cure procedures (.2).
6/30/03	1.30	Richard L Wynne	Telephone conference with E. Davis re C&S deal (.4); analyze APA draft (.9).
6/30/03	1.00	Richard L Wynne	Telephone conference with C. Pak re Skadden APA draft (.1); telephone conference with E. Davis re Skadden mark up (.2); telephone conference with G. Richards re deal points on APA (.3); analyze White & Case and A&R mark up of APA (.4).
6/30/03	.60	Richard L Wynne	Analyze Skadden APA comments.
6/30/03	1.50	Victoria Wales	Prepare for and participate in the asset disposition call.
6/30/03	4.00	Ashley H Anderson	Attend to various post-closing duties relating to Richmar sale including matters relating to bankruptcy filings, and discuss post-closing matters with L. Penny.
6/30/03	3.00	Ashley H Anderson	Review docket to ensure all Richmar sale documents are on file and were served upon the appropriate parties (1.0); research and assemble court docket filings for post-closing duties re Richmar sale (2.0)
6/30/03	1.20	J Garrett Van Osdel	Telephone conference with R. Buday and M. Ghasemi re de minimis asset orders and correspondence with Pachulski re same (.5) review CNO, order filings and correspondence with Pachulski re same (.7).
6/30/03	1.50	Marjon E Ghasemi	Review draft press release re asset sale (.2); telephone conference with R. Buday and G. Van Osdel (partial) re asset sales and related issues (.5); email to G. Richards and R. Buday re York real estate sale (.2); telephone

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			call to S. Kotarba re same (.1); telephone call to J. Huggett re same (.1); telephone and email conferences with E. Arnold re asset sale tracking chart (.4).
6/30/03	3.50	Elisabeth Martin	Review and prepare comments to draft APA for Las Cruces liquor license, telephone conferences with H. Davidson and J. Hamm to follow-up re same and write e-mail to B. Hall re same.
6/30/03	2.90	Elisabeth Martin	Telephone conference with Company re asset sales (1.0); revise APA for Bradley, IL fixtures and equipment, distribute and telephone conference with R. Hawk re same (.8); telephone conferences with S. Gerson, J. Thatcher, M. Timm and R. Hawk to follow-up re pharmacy closings and prepare spreadsheet re same (1.1).
6/30/03	6.30	Seth J Gerson	Review and edit revised draft of Bidding Procedures (1.1); review and edit revised draft of APA and review and edit markup of counsel to C&S to same (5.2).
6/30/03	1.30	Seth J Gerson	Telephone conference with members of client, AlixPartners, Pachulski and other members of K&E re various asset sales and dispositions and status thereof (1.0); review revised draft of APA for sale of retail store in Bradley, IL (.3).
6/30/03	3.50	Laurie L Ruxton	Telephone conference with V. Wales re various matters (.3); review of correspondence re rejected leases (.2); correspond with D. Stegman re abstract fees on Site 2 (.2); confer with J. Olsen re Site 8 closing (.2); review of legal descriptions re Site 8 (.3); correspond with title company re issues (.3); review of revised Owned Properties chart (.2); confer with D. Medina re delivery of title documents

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			to White & Case (.2); correspond with V. Wales and J. Calasciabetta re leased properties (.3); revise Leased Sites Chart with comments information (.3); work on Lease Binders (1.0).
6/30/03	12.60	Eva H Davis	Internal meetings at K&E offices with F. Huffard, T. Stenger, K. Richesson, C. Pak, A. Hunter, to discuss status of transaction, bid letter, asset purchase agreement, transition services agreement and schedules (4.3); review and comment on Skadden's revised draft of asset purchase agreement and discuss same with client at K&E NY offices (3.9); all hands meeting to discuss material issues with C&S (B. Hamlin, M. Gross, C. Wistreich), Skadden (R. Grossman, K. Kreiger), Simpson (K. Ziman), F. Huffard, T. Stenger, K. Richesson, C. Pak, A. Hunter (4.1); various telephone conferences/emails with all hands at K&E to update on issues and review of asset purchase agreement (R. Buday, V. Hood, J. Irving, R. Wynne, S. Cho, P. Spingola, B. Jason, R. Radnay, P. Caruso, A. Mahit, etc) (.3).
6/30/03	2.50	Willard G Fraumann, P.C.	Conference call (.5); review final release (1.0); review Skadden comments to APA (1.0).
6/30/03	3.50	Andrew J Groesch	Research and obtain precedent from counsel for Grand Union for APA and transition agreement.
6/30/03	19.80	Geoffrey A Richards	Participate in negotiations with wholesale division purchaser re purchase agreement terms (10.1); review and comment on revised purchase agreement (5.6); telephone conference with kirkland team re same (1.2); office conferences with client re same (2.9).
6/30/03	.70	Geoffrey A Richards	Telephone conferences with R. Williams

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Legal Services for the Period Ending June 30, 2003
July 25, 2003

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			re Plotkin order (.3); telephone conference with Courtney re same (.2); telephone conference with buyer's counsel re same (.2).
	1,820.40		TOTAL HOURS

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 Legal Services for the Period Ending June 30, 2003
 July 25, 2003

Description of Expenses

<u>Description</u>	<u>Amount</u>
Library Document Procurement	10.00
Court Reporter Fee/Deposition	283.00
Overtime Meals	12.00
Tabs/Indexes/Dividers	3.10
Working Meals/K&E and Others	1,477.41
Computer Database Research	1,145.80
Transportation to/from airport	23.46
Outside Copy/Binding Services	1,077.92
Information Broker Doc/Svcs	66.26
Overtime Meals - Attorney	228.11
Scanned Images	239.85
Secretarial Overtime	2,382.84
Fax Telephone Charge	13.68
Binding	5.25
Working Meals/K&E Only	382.61
Overnight Delivery	463.25
Overtime Transportation	185.00
Telephone	873.94
Fax Charge	522.75
Standard Copies	1,361.40
Local Transportation	430.70
Calendar/Court Services	10.00
Word Processing Overtime	347.47
Total Expenses	\$ 11,545.80

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

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

IN THE MATTER OF Utilities
File No. 40575-0032

Total for legal services rendered and expenses incurred	\$ 272.25
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Legal Services for the Period Ending June 30, 2003
July 25, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Shirley S Cho	.10	420.00	42.00
Marjon E Ghasemi	.50	345.00	172.50
Andrew J Groesch	.30	190.00	57.00
Total	.90		\$ 271.50

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Legal Services for the Period Ending June 30, 2003
July 25, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/02/03	.50	Marjon E Ghasemi	Telephone conference with T. Morrow re certain utility payments (.2); review correspondence from city of Sacramento re same (.2); exchange email correspondence with S. Cho re same (.1)
6/03/03	.10	Shirley S Cho	Review and forward utilities demand letter to C. Lhulier.
6/12/03	.30	Andrew J Groesch	Correspond with S. McFarland re status of utility objectors.
	.90		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

Description of Expenses

<u>Description</u>	<u>Amount</u>
Scanned Images	.75
Total Expenses	\$.75

July 25, 2003

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

ATTN: Peter S. Willmott

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

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

Inv.# 2682675

IN THE MATTER OF **File, Docket, Calendar Maintenance**
 File No. 40575-0033

For legal services rendered through June 30, 2003 (see attached Description of Legal Services for detail)	\$ 40,922.00
For disbursements incurred through June 30, 2003 (see attached Description of Expenses for detail)	\$ 5,026.53
Total for legal services rendered and expenses incurred	\$ 45,948.53

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Wenette Bradford	13.00	105.00	1,365.00
Frank A Chavez	55.50	90.00	4,995.00
Elizabeth Cox Arnold	4.40	190.00	836.00
Andrew J Groesch	16.80	190.00	3,192.00
Antoinette Huerta	16.80	90.00	1,512.00
Allison Mayo Andrews	10.50	185.00	1,942.50
Michael Najjarpour	23.10	105.00	2,425.50
Gary M Vogt	3.00	210.00	630.00
Michael West	10.80	100.00	1,080.00
Denise Wymore	2.90	210.00	609.00
Edgar I Yep	31.50	90.00	2,835.00
David Hernandez	29.50	150.00	4,425.00
Alison V Keeny	2.00	150.00	300.00
Shannon Roberts	69.00	145.00	10,005.00
James R Strohl	31.80	150.00	4,770.00
Total	320.60		\$ 40,922.00

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
5/13/03	1.00	David Hernandez	Input various correspondence and pleadings into electronic database.
5/15/03	3.50	Michael West	Create labels to multiple site diligence and working files.
5/16/03	5.00	Michael West	Create labels and organize multiple site diligence and working files for L. Ruxton.
5/16/03	2.50	David Hernandez	Review and edit correspondence to update central file.
5/19/03	.50	Michael West	Segregate and label diligence files.
5/21/03	4.00	David Hernandez	Review, sort, and organize documents re pleadings and correspondence (2.3); index pleadings by date for storage (.7); edit duplicates and prepare new documents for scanning (1.0).
5/29/03	1.80	Michael West	Create labels and organize diligence work files to sites 42 and 43.
6/01/03	1.00	Andrew J Groesch	Locate and circulate Kelley pleadings to D. Capozolla.
6/02/03	3.50	Shannon Roberts	Produce, review, and categorize correspondence re central file database (2.0); assign bates numbers file location numbers, and prepare for scanning re same (1.5).
6/02/03	.30	James R Strohl	Research recently filed orders posted on the Court docket.
6/02/03	2.10	James R Strohl	Update shadow docket (1.2); link shadow docket to concordance database (.9).
6/02/03	.40	Frank A Chavez	Locate and retrieve documents re 5/8/03 filing by Piggly Wiggly for attorney review and use.

The Fleming Company
 Legal Services for the Period Ending June 30, 2003
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/02/03	1.10	Frank A Chavez	Monitor and distribute electronic case database re all filed pleadings for attorney review and use.
6/02/03	.80	Frank A Chavez	Monitor electronic case database, retrieve and organize documents re all objections filed for attorney review and use.
6/03/03	1.90	Denise Wymore	Download recent filed documents from Pacer and circulate.
6/03/03	1.40	Shannon Roberts	Review newly received correspondence, sort, and categorize re central files.
6/03/03	.90	James R Strohl	Research recently filed motions and orders posted on the Court docket re leases and aviation equipment (.6); research recently filed affidavits filed with the Court (.3).
6/03/03	2.70	James R Strohl	Update shadow docket (1.6); link new shadow docket items to concordance database (1.1).
6/03/03	5.00	David Hernandez	Review new documents for duplicates (2.3); sort documents and index pleadings according to date (.7); bates label new documents (1.6); prepare documents for scanning (.4).
6/03/03	2.80	Andrew J Groesch	Review and revise calendar of upcoming dates.
6/04/03	2.20	Shannon Roberts	Draft descriptions and assign file location numbers re central file database (1.5); review newly received pleadings re same (.7).
6/04/03	1.00	James R Strohl	Update shadow adversary dockets on G drive (.7); link new shadow adversary docket items to concordance database (.3).
6/04/03	1.50	James R Strohl	Update shadow docket (.9); link new shadow docket items to concordance database (.6).

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/04/03	1.00	Frank A Chavez	Monitor and distribute electronic case database re all filed pleadings in bankruptcy and adversarial proceedings for attorney review and use.
6/04/03	.90	Frank A Chavez	Monitor electronic case database for retrieval of pleadings re entered orders for maintenance of database reviewed and used by attorneys.
6/04/03	.50	Frank A Chavez	Locate, retrieve and distribute documents re retention and employment of Gleacher Partners LLC as financial advisor and investment banker to the debtors for attorney review and use.
6/04/03	.60	Frank A Chavez	Locate, retrieve, organize, and prepare for distribution objections filed in bankruptcy proceedings.
6/05/03	.90	Alison V Keeny	Update and edit calendar.
6/05/03	5.50	Shannon Roberts	Review, categorize, and code various documents re central files (2.1); draft descriptions, assign file location, and bates numbers re same (3.0); coordinate with vender and prepare documents for scanning (.4).
6/05/03	.30	James R Strohl	Research docket for recently filed motions and orders.
6/05/03	1.60	James R Strohl	Update shadow docket (1.1); link new shadow docket item to concordance database (.5).
6/05/03	5.00	Wenette Bradford	Review Central File database (1.9); edit and update re same (2.0); conduct quality control for distribution (1.1).
6/05/03	1.10	Frank A Chavez	Monitor and distribute electronic database re filed pleadings for attorney review and use.
6/05/03	.40	Frank A Chavez	Retrieve, organize and distribute various pleadings re orders filed for

The Fleming Company
 Legal Services for the Period Ending June 30, 2003
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			attorney review and use.
6/05/03	7.00	Michael Najjarpour	Update Fleming database on concordance.
6/05/03	2.70	Andrew J Groesch	Review and prepare documents for central files.
6/05/03	1.50	Andrew J Groesch	Office conference with M. Najjarpour re maintenance of concordance database (.5); correspond with team re upcoming dates (.8); office conference with A. Keeny re revisions to charts (.2).
6/06/03	4.60	Shannon Roberts	Produce, review, and code pleadings and correspondence re central files (2.1); draft descriptions, assign file location numbers, and bates stamp re same (2.5).
6/06/03	.80	Frank A Chavez	Monitor and distribute electronic database re filed pleadings for attorney review and use.
6/06/03	.50	Frank A Chavez	Locate, retrieve and distribute various documents re omnibus motions and orders for settlement procedures for attorney review and use.
6/06/03	2.80	Michael Najjarpour	Update Fleming database on Concordance.
6/06/03	1.80	Andrew J Groesch	Review docket for new filings (.9); pull and circulate orders to A. Anderson (.9).
6/07/03	.50	Shannon Roberts	Review newly received correspondence.
6/08/03	3.50	Shannon Roberts	Review, categorize, and code pleadings, memorandums, and correspondence re central file database (1.6); assign file location numbers, and bates stamp re same (.5); draft descriptions re same (1.4).
6/09/03	5.00	Wenette Bradford	Review Fleming Master File Index (1.6); edit and update re same (3.4).
6/09/03	1.10	Frank A Chavez	Monitor and distribute electronic case

The Fleming Company
 Legal Services for the Period Ending June 30, 2003
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			database re pleadings filed for attorney review and use.
6/09/03	1.50	Frank A Chavez	Retrieve and organize entered orders for maintenance of case database for attorney review and use.
6/09/03	.50	Frank A Chavez	Locate, retrieve and distribute documents re filing of debtor's schedules and statement of financial affairs.
6/09/03	.50	Frank A Chavez	Locate, retrieve and organize for distribution various documents filed re defense expenses.
6/09/03	2.20	Frank A Chavez	Locate, retrieve, and organize all applications for employment and all related filings for preparation of electronic case database.
6/10/03	.50	Shannon Roberts	Search and recover from central files for the most recent 10K and 10Q documents.
6/10/03	4.00	Shannon Roberts	Review, categorize, and code correspondence re central files (1.1); draft descriptions, assign file location numbers, and bates stamp re same (1.9); review daily memorandums and pleading re same (1.0).
6/10/03	2.20	James R Strohl	Update shadow docket (1.4); link concordance database to new shadow docket items (.8).
6/10/03	.10	James R Strohl	Research docket re Condisco, Inc.
6/10/03	3.00	David Hernandez	Organize, index, and sort new documents (1.2); prepare documents for scanning and store pleadings (1.8).
6/10/03	1.50	Frank A Chavez	Locate, retrieve and organize documents re entered orders for maintenance and distribution of case database for attorney review and use.

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/10/03	.70	Frank A Chavez	Monitor and distribute electronic case database re filed pleadings for attorney review and use.
6/10/03	.20	Frank A Chavez	Locate and distribute documents re prepetition obligations and customer programs for attorney review and use.
6/10/03	2.30	Andrew J Groesch	Pull pleadings and circulate to team (.7); research revised dates for calendar (.5); update calendar (1.1).
6/10/03	.50	Andrew J Groesch	Correspond with D. Capozzola and A. Andrews re database issues.
6/11/03	4.30	Shannon Roberts	Produce, review, and categorize various documents re central file database (1.8); code and draft descriptions (1.0); assign file location numbers, bates stamp and review entries re same (1.5).
6/11/03	4.00	James R Strohl	Review docket re recently filed motion and orders.
6/11/03	4.00	David Hernandez	Enter documents into electronic database (3.1); review documents for duplicates (.4); store pleadings (.2); organize documents for scanning (.3).
6/11/03	1.00	Frank A Chavez	Monitor and distribute electronic case database re filed pleadings for attorney review and use.
6/11/03	1.10	Frank A Chavez	Maintain and distribute case database re filed orders for attorney review and use.
6/11/03	2.30	Michael Najjarpour	Update Fleming database on Concordance.
6/12/03	2.20	Shannon Roberts	Review and code various documents re central file database.
6/12/03	1.40	James R Strohl	Update shadow docket (1.0); link new shadow docket items to concordance database (.4).

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/12/03	.70	Frank A Chavez	Monitor and distribute electronic case database re filed pleadings for attorney review and use.
6/12/03	1.50	Frank A Chavez	Review, analyze and organize various documents re lease rejections for attorney review and use.
6/12/03	2.00	Michael Najjarpour	Update Fleming database on Concordance.
6/12/03	.70	Andrew J Groesch	Review docket for upcoming matters for calendar and task list.
6/13/03	.30	Alison V Keeny	Update conference call calendar.
6/13/03	2.40	Shannon Roberts	Review, sort, and code various newly received documents re central files.
6/13/03	.80	Frank A Chavez	Monitor and distribute electronic case database re filed pleadings for attorney review and use.
6/13/03	2.00	Michael Najjarpour	Update Fleming database on Concordance.
6/14/03	3.10	Shannon Roberts	Draft descriptions, assign file location numbers, and bates stamp various documents re central files.
6/16/03	.60	Denise Wymore	Review email from S. Cho re docket removal request (.1); research re same (.5).
6/16/03	4.60	Shannon Roberts	Review, categorize, and code document re central files (2.6); draft descriptions, assign file location numbers, and bates stamp re same (2.0).
6/16/03	3.00	Wenette Bradford	Organize and sort Fleming documents for coding (1.2); attach file locations labels re same (1.8).
6/16/03	1.20	Frank A Chavez	Monitor and distribute electronic case database re filed pleadings for attorney review and use.
6/16/03	3.00	Frank A Chavez	Review and analyze documents re leases for maintenance and distribution of

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			electronic case database.
6/16/03	.30	Frank A Chavez	Locate, retrieve and distribute for attorney review and use objections to motion for order filed by DDB Limited.
6/16/03	7.00	Michael Najjarpour	Update Fleming Database on Concordance.
6/16/03	1.40	Elizabeth Cox Arnold	Discuss filing deadlines with A. Groesch (.7); review docket (.7).
6/17/03	3.80	Antoinette Huerta	Research and compile documents per the request of D. Capozzola; update pleadings and correspondence into main database.
6/17/03	3.00	Shannon Roberts	Review correspondence, categorize, and code re central file database.
6/17/03	1.40	James R Strohl	Update shadow docket (.8); link new shadow docket items to concordance database (.6).
6/17/03	5.00	David Hernandez	Review new documents for duplicates (1.7); enter documents into electronic database (3.3).
6/17/03	.50	Frank A Chavez	Monitor and distribute electronic case database re filed pleadings for attorney review and use.
6/17/03	.50	Frank A Chavez	Locate, retrieve and distribute for attorney review and use various documents re docket items number 13 and 941.
6/17/03	.50	Frank A Chavez	Locate, retrieve and distribute for attorney review and use documents re certificates of no objection filed by Walgreen and ShopKo.
6/17/03	.30	Frank A Chavez	Retrieve and distribute for attorney review and use electronic case database re disposition of leases.
6/17/03	1.00	Andrew J Groesch	Review docket sheet for newly filed motions.

The Fleming Company
 Legal Services for the Period Ending June 30, 2003
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/18/03	7.00	Edgar I Yep	Organize documents and enter into database (4.5); compile documents requested by A. Paris (2.0); prepare e-mails to send to D. Alexander at client site (.5).
6/18/03	4.50	Allison Mayo Andrews	Analysis and preparation of evidentiary documents for databasing (3.5); review, process and collate incoming pleading and correspondence for filing (1.0).
6/18/03	.80	Alison V Keeny	Create binder labels (.4); teleconference with digital services and reproduction services re status of printouts re SOFA's (.4).
6/18/03	4.60	Shannon Roberts	Produce, review, and categorize various documents re central files (1.4); assign file location number, bates numbers, and code re same (2.0); review and edit newly entered information on database re same (1.2).
6/18/03	1.50	James R Strohl	Update shadow docket (.8); link shadow docket to concordance database (.7).
6/18/03	.50	James R Strohl	Review docket for recently filed orders.
6/18/03	2.00	David Hernandez	Enter documents into electronic database (.6); prepare documents for off-site storage (1.4).
6/18/03	1.10	Frank A Chavez	Monitor and distribute, for attorney review and use, electronic case database re filed pleadings.
6/18/03	.60	Frank A Chavez	Monitor court's electronic case database; locate, retrieve and distribute, for attorney review and use, various pleadings re certificate of no objection re pharmacy sales to Walgreen and ShopKo.
6/18/03	1.30	Frank A Chavez	Maintain, for attorney review and use, electronic case database re leases and

The Fleming Company
 Legal Services for the Period Ending June 30, 2003
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			assets.
6/19/03	6.50	Edgar I Yep	Organize documents and enter into database.
6/19/03	6.00	Allison Mayo Andrews	Update database and process evidentiary documents received from client.
6/19/03	1.60	James R Strohl	Update shadow docket (.9); link new shadow docket items to concordance database (.7).
6/19/03	1.80	James R Strohl	Monitor Fleming docket re orders filed with the Court (.9); draft and send e-mail to Fleming attorneys re same (.4); create and update excel order log re same (.5).
6/19/03	1.20	Frank A Chavez	Monitor and distribute, for attorney review and use, electronic case database re filed pleadings.
6/19/03	.50	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, orders re sale of assets.
6/19/03	.60	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re objections to lease motions.
6/19/03	.50	Frank A Chavez	Locate, retrieve and organize various documents re class certification of adversarial parties for attorney review and use.
6/19/03	1.30	Frank A Chavez	Maintain case database re all order entered, for attorney review and use.
6/20/03	.50	Shannon Roberts	Review and categorize various documents re central file database.
6/20/03	1.60	James R Strohl	Update shadow docket (1.1); link new shadow docket items to concordance database (.5).
6/20/03	1.40	James R Strohl	Research docket re recently filed

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			motions and orders (.7); e-mail Fleming attorneys updated case status re same (.7).
6/20/03	.90	Frank A Chavez	Monitor and distribute, for attorney review and use, electronic case database re filed pleadings.
6/20/03	.50	Frank A Chavez	Monitor court's electronic case database; locate, retrieve and distribute, for attorney review and use, various documents re sale of assets to Walgreen and ShopKo.
6/20/03	.50	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re class certification of plaintiffs in adversarial case.
6/22/03	1.00	Andrew J Groesch	Review and organize correspondence for central files.
6/23/03	12.00	Edgar I Yep	Prepare and organize documents in preparation for entering in produced document database.
6/23/03	.40	Denise Wymore	Review email from V. Wales re docket entry issues (.1); retrieve and forward same (.3).
6/23/03	4.30	Shannon Roberts	Review and produce new correspondence re central files (1.0); review for duplicates, and categorize re same (1.3); code and assign file location numbers re same (2.0).
6/23/03	.80	Gary M Vogt	Conference with S. Roberts to discuss and resolve database issues.
6/23/03	1.00	Frank A Chavez	Monitor and distribute, for attorney review and use, electronic case database re filed pleadings.
6/23/03	.80	Frank A Chavez	Maintain, for attorney review and use, electronic case database re rejected leases utilizing previously excluded information sent via electronic

The Fleming Company
 Legal Services for the Period Ending June 30, 2003
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			correspondence.
6/23/03	.70	Frank A Chavez	Maintain, for attorney review and use, electronic case database re debtor's assets and disposition of said assets.
6/23/03	.50	Elizabeth Cox Arnold	Discuss items to be added to calendar with A. Groesch.
6/24/03	7.50	Antoinette Huerta	Update and image documents into main database and main files and create subfiles.
6/24/03	1.20	Shannon Roberts	Produce, review, assign file location numbers, and categorize various documents re central files.
6/24/03	1.30	James R Strohl	Research docket re recently filed motion and orders.
6/24/03	1.10	Frank A Chavez	Monitor and distribute, for attorney review and use, electronic case database re filed pleadings.
6/24/03	1.20	Frank A Chavez	Locate, retrieve and organize in document package for attorney use, certificate of no objection re sale of debtor's assets.
6/24/03	.50	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, data re disposition of various leases.
6/24/03	1.60	Frank A Chavez	Maintain, for attorney review and use, electronic case database re leases, assets, and disposition thereof.
6/24/03	.80	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, documents re sale of various assets.
6/24/03	1.50	Elizabeth Cox Arnold	Review docket and update task list.
6/25/03	5.50	Antoinette Huerta	Update and image documents into main database and main files and create subfiles.

The Fleming Company
 Legal Services for the Period Ending June 30, 2003
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/25/03	3.70	Shannon Roberts	Produce, review, and categorize various documents re central files (1.5); assign file location numbers, bates stamp, and prepare for scanning re same (2.0); begin review of newly received mail sort claims, correspondence and critical date documents (.2).
6/25/03	.60	James R Strohl	Research docket ie recently filed orders and motions.
6/25/03	.90	James R Strohl	Update shadow docket.
6/25/03	.80	Frank A Chavez	Monitor and distribute, for attorney review and use, electronic case database re filed pleadings.
6/25/03	.50	Frank A Chavez	Locate, retrieve, organize and distribute, for attorney review and use, various documents re cross-border insolvency protocol.
6/25/03	1.10	Frank A Chavez	Maintain and distribute, for attorney review and use, electronic case database re leases and assets.
6/25/03	.60	Frank A Chavez	Maintain and distribute, for attorney review and use, case database re all entered orders.
6/25/03	.50	Frank A Chavez	Monitor court's electronic case database, for attorney review and use, for retrieval of certificates of no objection to sale of various debtor's assets.
6/26/03	.80	Shannon Roberts	Begin review of newly received documents re central file database.
6/26/03	2.20	Gary M Vogt	Examine database to review and resolve missing image file issues.
6/26/03	1.10	James R Strohl	Update shadow docket on G drive (.2); link new shadow docket items to concordance database (.9).
6/26/03	3.00	David Hernandez	Review, organize and index new

The Fleming Company
Legal Services for the Period Ending June 30, 2003
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			pleadings (1.4); label and store documents (.7); perform quality control review on pleadings/documents previously stored (.9).
6/26/03	1.20	Frank A Chavez	Monitor and distribute, for attorney review and use, electronic case database re filed pleadings.
6/26/03	.40	Frank A Chavez	Maintain, for attorney review and use, electronic case database re leases and assets.
6/27/03	4.60	Shannon Roberts	Continue review of newly received documents re central file database (1.1); categorize, code, and assign file location numbers to documents re same (2.6); draft correspondence and send claims to the correct parties (.9).
6/27/03	1.30	Frank A Chavez	Monitor and distribute, for attorney review and use, electronic case database re filed pleadings.
6/27/03	1.10	Frank A Chavez	Maintain, for attorney review and use, electronic case database re rejected leases.
6/27/03	1.20	Frank A Chavez	Retrieve, organize and prepare documents, for attorney review and use, for document package re May 1 and 27, 2003 hearings, adversarial proceedings for Nickles Bakery, Superior Dairy and Farris Produce and April 3, 2003 cash management order.
6/27/03	1.00	Elizabeth Cox Arnold	Contact calendar court services regarding event notification system (.7); discuss same with A. Gropes (.3).
6/29/03	1.50	Andrew J Groesch	Review and organize materials for central file.
6/30/03	6.00	Edgar I Yep	Prepare documents for and enter into database (4.0); organize documents for circulation to attorneys (1.0); compile