

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>
			and organize original documents to send offsite (1.0).
6/30/03	4.00	Shannon Roberts	Review, code, assign file location numbers to various documents re central file database (2.6); draft descriptions, and bates stamp re same (1.4).
6/30/03	1.10	Frank A Chavez	Monitor and maintain, for attorney review and use electronic case database re filed pleadings.
6/30/03	.50	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use e-mail addresses of various individuals for compilation of a player's e-mail address list.
6/30/03	.80	Frank A Chavez	Maintain and modify, for attorney review, electronic case database re leases and assets.
	320.60		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending June 30, 2003
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Description of Expenses

<u>Description</u>	<u>Amount</u>
Computer Database Research	235.33
Word Processing Overtime	147.96
Overtime Meals	21.00
Secretarial Overtime	232.50
Outside Copy/Binding Services	749.76
Binding	49.00
Tabs/Indexes/Dividers	97.60
Standard Copies	2,735.20
Scanned Images	30.75
Telephone	1.37
Overnight Delivery	167.76
Overtime Transportation	426.00
Information Broker Doc/Svcs	132.30
Total Expenses	\$ 5,026.53

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.# 2682677

IN THE MATTER OF **Hearings**
 File No. 40575-0034

For legal services rendered through June 30, 2003 (see attached Description of Legal Services for detail)	\$ 92,637.50
For disbursements incurred through June 30, 2003 (see attached Description of Expenses for detail)	\$ 6,197.48
Total for legal services rendered and expenses incurred	\$ 98,834.98

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Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ashley H Anderson	3.20	310.00	992.00
Robert T Buday	4.00	510.00	2,040.00
Damian D Capozzola	3.30	410.00	1,353.00
Shirley S Cho	35.80	420.00	15,036.00
Marjon E Ghasemi	13.20	345.00	4,554.00
Vicki V Hood	1.00	615.00	615.00
Jason D Horwitz	8.20	345.00	2,829.00
Steven R Kotarba	16.50	385.00	6,352.50
Christian Lymn	1.50	225.00	337.50
Sydne J Michel	.70	420.00	294.00
Linda K Myers	1.30	545.00	708.50
Haleh Rahjoo	9.60	305.00	2,928.00
Irene M Reed	.50	270.00	135.00
Geoffrey A Richards	48.30	460.00	22,218.00
Victoria Wales	2.00	270.00	540.00
Richard L Wynne	21.40	670.00	14,338.00
Frank A Chavez	1.50	90.00	135.00
Elizabeth Cox Arnold	1.80	190.00	342.00
Andrew J Groesch	47.70	190.00	9,063.00
Gary M Vogt	28.00	210.00	5,880.00
Denise Wymore	3.20	210.00	672.00
Alison V Keeny	6.50	150.00	975.00
James R Strohl	2.00	150.00	300.00
Total	261.20		\$ 92,637.50

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Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
5/05/03	.30	Richard L Wynne	Review and analyze transcript of May 1, 2003 hearing (.3); telephone conference with K. Gwynne, counsel for Del Monte, re possible settlement of their objections (.3).
5/05/03	1.20	Geoffrey A Richards	Teleconference with client and professionals to review hearing results.
5/07/03	1.00	Vicki V Hood	Work re May 6th orders re benefits issues and DIP financing.
5/15/03	.20	Ashley H Anderson	Review agenda for May 19th hearing.
5/15/03	2.40	Geoffrey A Richards	Prepare for and participate in professionals call re hearing preparation.
5/18/03	5.40	Jason D Horwitz	Prepare for omnibus hearing.
5/18/03	1.00	Andrew J Groesch	Prepare for and participate in office conference with AlixPartners, Pachulski, and K&E re 5/19/03 omnibus hearing.
5/28/03	.30	Marjon E Ghasemi	Review and revise June 4 hearing chart.
5/31/03	1.50	Haleh Rahjoo	Telephone conference with K&E team re upcoming hearing.
6/01/03	.40	Shirley S Cho	Review and respond to email of M. Ghasemi re 6/25 hearing items (.2); review and revise 6/4 hearing status chart (.2).
6/01/03	.90	Richard L Wynne	Telephone conference with L. Jones, T. Stenger, R. Roof and G. Richards re hearing preparation.
6/01/03	.40	Marjon E Ghasemi	Exchange email correspondence with S. Cho re motions re June 25 hearing (.2); exchange email correspondence with V.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Wales re same (.2).
6/02/03	1.50	Jason D Horwitz	Prepare for and participate in conference call with company legal team re matters on the agenda for June 4 hearing.
6/02/03	3.30	Shirley S Cho	Telephone conference with R. Roof and D. Capozzola re witnesses for 6/4 hearing items (.2); review and respond to email of R. Wynne re same (.1); telephone conference with R. Wynne re status of 6/4 hearing items (.4); review and return voicemail M. Ghasemi re 6/25 hearing items (.1); review and return voicemail of M. Hazy re 6/4 hearing items (.1); telephone conference with D. Capozzola re witnesses for 6/4 hearing (.2); telephone conference with M. Hazy re 6/4 hearing items (.2); telephone conference with L. Jones, G. Richards, et al. re 6/4 hearing prep (1.8); review filed 6/4 agenda (.2).
6/02/03	.50	Gary M Vogt	Telephone conference with A. Groesch to discuss staffing issues re 6/4/03 omnibus hearing.
6/02/03	3.00	Ashley H Anderson	Prepare for sale hearing re Richmar assets.
6/02/03	1.00	Marjon E Ghasemi	Prepare for and participate in telephone conference re June 4 hearing preparation.
6/02/03	1.60	Haleh Rahjoo	Review agenda for June 4 hearing (.4); telephone conference with legal professionals re same (1.2).
6/02/03	1.50	Andrew J Groesch	Prepare for 6/4 omnibus hearing.
6/02/03	4.90	Geoffrey A Richards	Prepare for and participate in call re review and resolution of objections for June 4 hearing.
6/03/03	4.00	Steven R Kotarba	Prepare various motions, motion

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			summaries and PACA status report for 6/4 hearing.
6/03/03	1.30	Jason D Horwitz	Prepare for and participate in conference call with company's legal team re status of matters on agenda for June 4 hearing.
6/03/03	2.50	Shirley S Cho	Voicemail to M. Ghasemi re 6/4 hearing item pleadings needed (.1); voicemail to R. Wynne re same (.1); telephone conference with Committee re status of 6/4 hearing items (.7); telephone conference with C. Lhulier re orders for hearing (.4); emails to K&E team re revised orders needed (.2); telephone conference with L. Jones, G. Richards, et al. re 6/4 hearing items (.9); email to R. Wynne re same (.1).
6/03/03	1.50	Richard L Wynne	Telephone conference with S. Cho re preparation for hearing (.4); telephone conference with S. Cho and G. Richards re update on issues for hearing (.6); preparation of numerous e-mails re hearing and settlement (.5).
6/03/03	2.00	Denise Wymore	Download objections filed for June 2 hearing (1.5); coordinate with S. Cho re same (.5).
6/03/03	4.40	Gary M Vogt	Review amended agenda letter and motion summaries to determine status of proposed orders to be presented at 6/4/03 omnibus hearing (2.5); prepare for and participate in telephone conference re 6/4/03 hearing preparation status (1.2); office conference with C. Lhulier to discuss and coordinate issues re 6/4/03 hearing (.7).
6/03/03	2.70	Gary M Vogt	Assembly of draft proposed orders and motion summary materials requested for use in preparing for 6/4/03 omnibus hearing.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/03/03	2.60	Marjon E Ghasemi	Several telephone conferences with M. Morris re preparation for June 4 hearing (.4); exchange email correspondence with M. Morris re same (.2); review and analyze various documents and pleadings re June 4 hearing preparation for attorneys presenting (1.2); prepare for and participate in telephone conference with K&E and Pachulski Fleming teams re June 4 hearing preparation (.8).
6/03/03	1.70	Haleh Rahjoo	Review revised agenda (.3); telephone conferences with K&E team re June 4th hearing (1.4).
6/03/03	2.00	Andrew J Groesch	Prepare for and participate in agenda review telephone conferences with K&E, AlixPartners, Pachulski re 6/4/03 hearing.
6/03/03	1.00	Andrew J Groesch	Review docket and send pleadings to attorneys.
6/03/03	1.90	Geoffrey A Richards	Prepare for final agenda call re resolution of open issues set for hearing.
6/03/03	.90	Geoffrey A Richards	Prepare for and review agenda for hearing with committee representatives.
6/03/03	6.70	Geoffrey A Richards	Prepare hearing outlines (4.9); prepare witnesses for hearing (1.8).
6/04/03	2.50	Steven R Kotarba	Prepare for 6/4/ hearing.
6/04/03	3.00	Steven R Kotarba	Participate telephonically in 6/4/03 hearing.
6/04/03	3.70	Shirley S Cho	Attend court hearing telephonically (2.7); draft summary of hearing results (1.0).
6/04/03	5.50	Richard L Wynne	Prepare for and attend omnibus hearing and meetings with clients and opposing counsel.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/04/03	1.20	Denise Wymore	Review docket re objections to motions schedule for June 4th hearing.
6/04/03	7.50	Gary M Vogt	Assist with assembly, preparation and organization of final proposed order materials to be offered at 6/4 omnibus hearing (3.3); assist attorneys at 6/4 omnibus hearing (4.2).
6/04/03	14.20	Geoffrey A Richards	Prepare for and participate in hearing.
6/04/03	.50	Geoffrey A Richards	Prepare for and participate in teleconference with committee professionals re agenda items.
6/05/03	.60	Shirley S Cho	Revise hearing agenda summary.
6/05/03	2.50	Alison V Keeny	Update and edit omnibus hearing objection chart.
6/05/03	1.00	Frank A Chavez	Locate, retrieve and organize various pleadings re 6/25/03 hearing for attorney review and use.
6/05/03	.30	Marjon E Ghasemi	Review revised June 4 hearing memorandum.
6/05/03	.50	Andrew J Groesch	Telephone conference with C. Knotts re hearing transcripts form of draft orders (.2); correspond with C. Knotts re draft orders (.3).
6/05/03	.30	Andrew J Groesch	Review and respond to voicemail re status of 6/4 omnibus hearing.
6/05/03	2.00	Andrew J Groesch	Review, revise, and distribute hearing summary.
6/05/03	.50	Linda K Myers	Review of results of June 4th hearing.
6/06/03	2.50	Alison V Keeny	Update and edit omnibus hearing objection chart.
6/06/03	.50	Frank A Chavez	Retrieve, organize and distribute various pleadings re 6/25/03 hearing for attorney review and use.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/06/03	.30	Marjon E Ghasemi	Review and analyze revised memo re June 4 hearing.
6/06/03	3.50	Andrew J Groesch	Revise June 25, 2003 omnibus hearing chart (1.8); office conference with G. Richards re hearing summary memo (.6); revise June 4, 2003 hearing summary (1.1).
6/09/03	1.10	Shirley S Cho	Telephone conference with G. Richards, C. Lhulier et al. re 6/25 filings (.6); review and revise 6/25 hearing chart (.4); review and respond to email of J. Skidmore re committee call to discuss 6/25 hearing items (.1).
6/09/03	3.50	Andrew J Groesch	Review and revise June 25, 2003 omnibus hearing chart (2.0); research orders entered and terms for June 4, 2003 summary (1.5).
6/10/03	1.50	Shirley S Cho	Telephone conference with G. Richards, S. McFarland, et al. re status of 6/25 hearing items (.8); telephone conference with committee counsel re same (.7).
6/10/03	.50	Irene M Reed	Meet with V. Wales re handling of objections in bankruptcy court.
6/10/03	.80	Marjon E Ghasemi	Telephone conference with G. Richards, S. Cho and committee (partial) (.3); telephone conference with Fleming team re preparation for June 25 hearing (.5).
6/10/03	4.90	Andrew J Groesch	Research status of orders from June 4, 2003 omnibus hearing (1.3); draft June 25, 2003 omnibus hearing chart (3.0); review docket for newly filed motions (.6).
6/11/03	.10	Shirley S Cho	Review and return email A. Groesch re 6/25 hearing chart.
6/11/03	.60	Richard L Wynne	Analyze motions for omnibus hearing.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/11/03	2.90	Andrew J Groesch	Review and revise omnibus hearing chart for 6/25/03 (.9); review, research facts, and revise 6/4/03 hearing summary (2.0).
6/12/03	1.40	Shirley S Cho	Telephone conference with K&E team and Pachulski re status of pleadings for 6/25 (1.2); emails to A. Groesch re 6/25 hearing chart (.2).
6/12/03	1.30	Marjon E Ghasemi	Prepare for and participate in telephone conference with Fleming team re open issues and matters re June 25 hearing (1.1); follow up telephone conference with S. Cho (.2).
6/12/03	.90	Haleh Rahjoo	Telephone conference with K&E legal team re June 25th hearing.
6/12/03	.70	Andrew J Groesch	Correspond with Pachulski re matters set for 6/25/03 omnibus hearing and revise hearing chart (.5); correspond with H. Rahjoo re status of motions continued from 6/4/03 omnibus hearing (.2).
6/12/03	.90	Andrew J Groesch	Revise omnibus hearing chart after legal issues telephone conference with updates.
6/12/03	2.00	Andrew J Groesch	Revise 6/25/03 omnibus hearing chart to reflect status of objections.
6/13/03	.20	Shirley S Cho	Telephone conference with M. Hazy re extension of time to respond to severance and other items for 6/25 hearing agenda.
6/13/03	.90	Haleh Rahjoo	Attend telephonic hearing for motion to continue hearing for Hays and EZ Mart motion (.5); telephone conference with C. Lhulier and A. Paris re same (.4).
6/13/03	2.70	Damian D Capozzola	Prepare for and participate in hearing on FSA motions.
6/16/03	1.50	Shirley S Cho	Telephone conference with committee

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			counsel re 6/25 hearing (.8); review and revise 6/25 hearing agenda (.5); emails to C. Lhulier, I. Kharasch, and S. McFarland re committee questions re 6/25 hearing items (.2).
6/16/03	.10	Shirley S Cho	Email to J. Lewis re extension of time to respond to debtors' motions.
6/16/03	3.40	Andrew J Groesch	Review docket for newly filed motions and objections for omnibus hearing chart (1.0); draft omnibus hearing chart for 6/25/03 hearing (2.4).
6/16/03	.50	Andrew J Groesch	Conference with M. Najjarpour re compiling hearing notebook with revised agenda.
6/17/03	1.40	Shirley S Cho	Review and respond to emails of R. Kampfner re extensions of time to respond to 6/25 motions (.2); review and respond to email of A. Groesch re 6/25 hearing chart (.1); telephone conference with R. Roof, M. Ghasemi, T. Kreatschman et al. re 6/25 hearing prep (1.1).
6/17/03	1.30	Marjon E Ghasemi	Prepare for and participate in telephone conference in preparation of June 25 hearing.
6/17/03	1.20	Haleh Rahjoo	Telephone conference with K&E team re June 25 hearing (.9); review court docket for latest filings (.3).
6/17/03	.50	Andrew J Groesch	Revise and circulate omnibus hearing chart for 6/25/03.
6/18/03	.80	Shirley S Cho	Revise 6/25 hearing chart (.6); emails to S. McFarland re revisions to 6/25 agenda (.2).
6/18/03	1.50	Alison V Keeny	Create binder of supplemental hearing materials.
6/18/03	2.00	James R Strohl	Review and update hearing binders.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/18/03	1.30	Andrew J Groesch	Revise hearing chart for omnibus hearing set for 6/25/03 (1.0); review docket for motions set for upcoming hearings (.3).
6/19/03	3.20	Shirley S Cho	Review revised agenda for 6/25 hearing (.5); email to Committee re telephone conference to review 6/25 hearing items (.2); prepare for and telephone conference with committee counsel re 6/25 hearing agenda (.5); internal K&E and Pachulski call re 6/25 agenda items (1.8); emails to B. Campbell re 6/25 agenda revisions (.2).
6/19/03	1.30	Marjon E Ghasemi	Prepare for and participate in telephone conference with Fleming team re June 25 hearing preparation.
6/19/03	1.00	Andrew J Groesch	Revise hearing chart for 6/25/03 omnibus hearing.
6/19/03	1.00	Andrew J Groesch	Prepare for and participate in telephone conference with K&E, Pachulski, and AlixPartners re status of objections to motions set for 6/25/03 hearing.
6/20/03	1.00	Shirley S Cho	Prepare for and telephone conference with committee re 6/25 hearing.
6/20/03	.30	Richard L Wynne	Telephone conference with S. Cho re omnibus hearing preparation.
6/20/03	.20	Marjon E Ghasemi	Telephone conference with J. Benias re draft June 25 hearing agenda (.1); email to J. Benias re same (.1).
6/20/03	.30	Haleh Rahjoo	Review and reply to emails from A. Groesch re matters for next hearing.
6/20/03	2.40	Geoffrey A Richards	Prepare for and participate in telephone conference with committee professionals re identify and resolve objections to motions set for June 25 hearing.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/21/03	2.00	Robert T Buday	Participate in conference call re pending motions for June 25th hearing.
6/21/03	2.00	Steven R Kotarba	Prepare for and participate in team conference call re hearing prep to update re PACA status, bar date motion, etc.
6/21/03	1.50	Christian Lymn	Telephone conference with K&E and Pachulski re June 25 hearing matters.
6/21/03	2.30	Shirley S Cho	Review and revise 6/25 hearing chart (.3); telephone conference with L. Jones, R. Wynne, et al. re 6/25 hearing agenda (2.0).
6/21/03	1.50	Haleh Rahjoo	Telephone conference with K&E team re next hearing.
6/21/03	.60	Damian D Capozzola	Participate in telephone conference re June 25, 2003 hearing and provide DSD litigation update to the group.
6/21/03	3.00	Andrew J Groesch	Revise hearing chart for 6/25/03 omnibus hearing (1.5); prepare for and participate in telephone conference with K&E and Pachulski re status of preparation for 6/25/03 omnibus hearing (1.5).
6/22/03	2.00	Steven R Kotarba	Prepare written summary of PACA status, create and obtain factual information to include in summary, prepare summary re Bar Date Order.
6/22/03	1.00	Andrew J Groesch	Review docket for additional pending objections.
6/23/03	1.70	Shirley S Cho	Telephone conference with R. Roof, G. Richards, A. Paris re 6/25 hearing agenda (.6); telephone conference with J. Skidmore re 6/25 hearing items (.1); draft summary of hearing matters (.5); telephone conference with R. Roof re witnesses for hearing (.2); email to K&E team re summaries still needed (.3).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/23/03	.70	Gary M Vogt	Office conference with A. Groesch to discuss issues re preparations for 6/25/03 omnibus hearing.
6/23/03	.50	Linda K Myers	Review of agenda for June 25 hearing.
6/24/03	2.00	Robert T Buday	Participate in conference call re hearing agenda and address issues re orders effecting rejection and assumption and assignment of leases.
6/24/03	3.00	Steven R Kotarba	Revisions to Orders (including bar date notice and order) and summaries re 6/25 hearing.
6/24/03	3.70	Shirley S Cho	Telephone conference with G. Richards, et al. re status of 6/25 hearing agenda (1.5); telephone conference with A. DeNatale et al re 6/25 agenda items (.6); follow-up telephone conference with G. Richards, L. Jones et al. re 6/25 hearing prep (1.6).
6/24/03	1.80	Richard L Wynne	Telephone conference with G. Richards re hearing preparation (.3); analyze motions, responses and orders for omnibus hearing (1.5).
6/24/03	2.50	Richard L Wynne	Telephone conference with bank attorneys re agenda (.5); telephone conference re agenda review and preparation with all Kirkland & Ellis and Pachulski team (2.0).
6/24/03	1.50	Victoria Wales	Prepare for and telephone conference re hearing.
6/24/03	4.50	Gary M Vogt	Prepare for and participate in noon agenda telephone conference (1.0); assist attorneys with preparations for 6/25/03 omnibus hearing (2.7); research and obtain case law re U.S. Trustee objection to Albertson motion for leave to file under seal (.8).
6/24/03	3.00	Marjon E Ghasemi	Prepare for and participate in

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			telephone conference re June 25 hearing (1.5); draft June 25 hearing preparation memorandum (1.5).
6/24/03	1.00	Andrew J Groesch	Correspond with K&E Fleming team attorneys re status of summaries and draft orders. re preparation for 6/25/03 omnibus hearing.
6/24/03	1.50	Andrew J Groesch	Prepare for and participate in telephone conference with K&E and Pachulski Stang attorneys re preparation for 6/25/03 omnibus hearing.
6/24/03	1.80	Geoffrey A Richards	Review and revise hearing summaries prepared for June 25th hearing.
6/24/03	1.90	Geoffrey A Richards	Review open items and resolution of same with Kirkland and Pachulski team.
6/24/03	1.20	Geoffrey A Richards	Prepare for and participate in bank group call re items set for June 25 hearing.
6/24/03	.50	Sydne J Michel	Participate in Kirkland telephone conferences re June 25, 2003 hearing and retailer motions to lift stay.
6/25/03	3.50	Shirley S Cho	Two telephone conferences with D. Fournier re hearing items (.2); telephone conference with C. Lhulier and G. Richards re orders for hearing (.1); review and respond to emails of C. Lhulier re same (.2); attend omnibus hearing telephonically (2.0); draft summary of hearing results (.7); review voicemails re G. Richards re status of hearing matters (.1); email to C. Lhulier re same (.1); voicemail to R. Wynne re same (.1).
6/25/03	8.00	Richard L Wynne	Appearance at meetings with clients and L. Jones in preparation for meetings with committee counsel and bank counsel re hearing preparation and resolution of issues (5.0); appearance at hearing.

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			omnibus and post -hearing discussions with clients (3.0).
6/25/03	.50	Victoria Wales	Multiple telephone conferences re objections filed for the June 25th hearing.
6/25/03	2.50	Gary M Vogt	Assist attorneys at 6/25/03 omnibus hearing.
6/25/03	5.20	Gary M Vogt	Assemble, prepare and organize proposed order materials to be offered at 6/25/03 omnibus hearing (4.2); research and obtain documents re severance pay issue (1.0).
6/25/03	1.80	Elizabeth Cox Arnold	Review amended hearing agenda and docket.
6/25/03	.80	Andrew J Groesch	Review docket for motions to lift stay (.3); review and circulate hearing memorandum to team (.2); office conference with R. Hawk re status of motions to lift stay (.3).
6/25/03	6.90	Geoffrey A Richards	Prepare for and participate in hearing (3.8); prepare witnesses for same (3.1).
6/25/03	.50	Geoffrey A Richards	Telephone conference with A. Denatale and D. Ginsberg re hearing status.
6/25/03	.20	Sydne J Michel	Review and respond to correspondence from A. Paris and S. Cho re FSA, lease issues and procedures motion at June 25 hearing.
6/26/03	1.60	Shirley S Cho	Telephone conference with C. Lhulier re 6/25 hearing agenda (.2); revise 6/25 hearing summary (.4); review and revise 7/17 hearing items and assign open motions (1.0).
6/26/03	.40	Marjon E Ghasemi	Review hearing memorandum re outcome of June 25 hearing.
6/26/03	5.50	Andrew J Groesch	Prepare for and participate in legal

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			issues telephone conference with K&E, Goodmans, and AlixPartners re 6/25/03 hearing (.5); review docket for motions to lift stay (1.0); download and print motions for R. Hawk (.5); compile chart for 7/17/03 omnibus hearing (3.5).
6/26/03	.50	Andrew J Groesch	Prepare for and participate in legal issues telephone conference with K&E, Goodmans, and AlixPartners re 6/25/03 hearing.
6/26/03	.30	Linda K Myers	Review of hearing summary from 6/25.
6/27/03	.20	Shirley S Cho	Revise 6/25 hearing summary.
6/27/03	.90	Geoffrey A Richards	Review and revise hearing summary.
	261.20		TOTAL HOURS

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Description of Expenses

<u>Description</u>	<u>Amount</u>
Overtime Meals - Legal Assistant	15.94
Travel Meals	30.90
Other Travel Expenses	400.00
Travel Expense	494.64
Airfare	2,088.88
Transportation to/from airport	181.00
Overnight Delivery	52.25
Computer Database Research	65.60
Word Processing Overtime	36.99
Overtime Meals - Attorney	9.00
Fax Telephone Charge	1.74
Fax Charge	12.00
Overtime Transportation	264.95
Court Reporter Fee/Deposition	2,185.06
Standard Copies	102.00
Scanned Images	27.60
Telephone	228.93
Total Expenses	\$ 6,197.48

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.# 2682679

IN THE MATTER OF **Insurance**
 File No. 40575-0035

For legal services rendered through June 30, 2003 (see attached Description of Legal Services for detail)	\$ 29,885.00
For disbursements incurred through June 30, 2003 (see attached Description of Expenses for detail)	\$ 139.70
Total for legal services rendered and expenses incurred	\$ 30,024.70

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>
Richard S Berger	12.40	625.00	7,750.00
Shirley S Cho	4.00	420.00	1,680.00
Marjon E Ghasemi	44.50	345.00	15,352.50
Vicki V Hood	.50	615.00	307.50
Geoffrey A Richards	7.70	460.00	3,542.00
Richard L Wynne	1.40	670.00	938.00
Denise Wymore	1.50	210.00	315.00
Total	72.00		\$ 29,885.00

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>
6/02/03	.20	Marjon E Ghasemi	Review correspondence from United States Aviation Underwriters re workers compensation insurance.
6/03/03	.10	Shirley S Cho	Review emails from R. Waller and G. Ward re termination of insurance policy.
6/03/03	1.00	Marjon E Ghasemi	Exchange email correspondence with B. Loose and J. Benias re insurance motion (.3); several telephone calls with P. Anderson, R. Waller and S. Bledsoe re Old Republic casualty renewal (.4); exchange email correspondence with R. Waller, S. Cho and S. Bledsoe re same (.3).
6/03/03	.50	Vicki V Hood	Work re cancellation of workers compensation insurance in Texas.
6/04/03	.60	Shirley S Cho	Meet and confer with R. Stovall and R. Waller re insurance coverage (.3); telephone conferences with M. Ghasemi re same (.3).
6/04/03	1.60	Marjon E Ghasemi	Prepare for and participate in telephone conference with Marsh and R. Waller re Old Republic and Zurich insurance policy renewals (.7); follow up telephone conference with S. Bledsoe (.2); follow up telephone conference with S. Cho (.2); review and revise insurance motion (.3); email correspondence re same (.2).
6/05/03	.20	Marjon E Ghasemi	Exchange email correspondence with S. Cho and G. Richards re insurance motion.
6/06/03	.40	Shirley S Cho	Telephone conference with M. Ghasemi re workers compensation insurance termination (.2); review emails from M. Ghasemi re same (.2).

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>
6/06/03	4.70	Marjon E Ghasemi	Several telephone conferences with Marsh (insurance brokers to Fleming), S. Bledsoe (partially) and G. Ward and R. Stovall (partially) re Old Republic insurance program (1.3); telephone call to R. Stovall re same (.1); exchange email correspondence with S. Cho and S. Bledsoe re same (.3); telephone conference with P. Anderson re same (.4); follow up telephone conference with R. Stovall re same (.2); telephone conference with G. Richards re same (.1); telephone conference with S. Cho re same (.2); several emails to Fleming insurance group re same (.2); review lengthy voicemail from G. Richards re revisions to insurance motion re workers' compensation premiums (.2); review and revise same (.9); email correspondence to and voicemail to G. Richards re same (.2); review and analyze Old Republic policy (.6).
6/06/03	.70	Geoffrey A Richards	Review motion to pay workers' compensation premiums (.4); office conference with M., Ghasemi re same (.3).
6/09/03	1.60	Marjon E Ghasemi	Review and revise workers' compensation insurance motion (.3); review and analyze first day employee wages motion and order re workers compensation authority (.3); confer with S. Cho re same (.1); telephone call to C. Lhulier re same (.1); emails to G. Richards and B. Loose re same (.1); exchange email correspondence with S. McFarland re same (.1); telephone conference with R. Waller re status of Old Republic negotiations (.3); telephone conference with P. Anderson re same (.3).
6/09/03	.50	Richard S Berger	Telephone conference with J. Richards re case background and re insurance issues (.3); telephone conference with S. Cho re insurance issues and 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>
			history (.1); review Fleming corporate structure and capitalization profile (.1).
6/10/03	.40	Shirley S Cho	Strategize re workers' compensation question with M. Ghasemi and R. Stovall.
6/10/03	1.90	Marjon E Ghasemi	Telephone conference with R. Waller, R. Stovall and Old Republic and Marsh representatives re renewal of workers' compensation policy (.7); several follow up telephone conferences with G. Richards, R. Stovall and S. Cho re same (.6); follow up telephone call to P. Anderson re same (.1); prepare for and participate in conference with R. Berger re pending Old Republic issues (.5).
6/10/03	1.30	Richard S Berger	Conference M. Ghasemi re workers compensation issues (.3); review and analysis of Old Republic workers compensation policy and proposed stipulation and motion to assume insurance contract (.4); telephone conference with R. Stovall (Alix & Co.), R. Waller (Fleming), J. Brownfield (Marsh), B. Martin, M. Glover, Francioni and Stills (Old Republic, Peg Anderson (Lord, Bissell) and M. Ghasemi (K&E) re workers compensation issues (.6).
6/10/03	.40	Richard S Berger	Conference with E. Davis. and C. Lynn re surety bonds.
6/10/03	1.20	Geoffrey A Richards	Review and revise Old Republic confidentiality agreement (.8); telephone conference with M. Ghasemi re same (.4).
6/11/03	4.30	Marjon E Ghasemi	Telephone conference with P. Anderson re confidentiality agreement and status of related issues (.2); draft confidentiality agreement re Old Republic (1.0); email correspondence to

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>
			various Fleming team members re same (.1); email same to P. Anderson (.1); several telephone conferences with R. Waller re Old Republic policy (.5); telephone conference with R. Stovall re same (.3); draft motion to assume existing Old Republic insurance policy and stipulation (1.7); review and analyze existing policy re same (.4).
6/11/03	.50	Richard S Berger	Telephone conference with R. Stoval, E. Davis, C. Lynn, N. Keller and A. Cain re surety bonds and collateral for surety bonds.
6/12/03	.20	Shirley S Cho	Telephone conference with M. Ghasemi re Old Republic negotiations.
6/12/03	1.30	Marjon E Ghasemi	Exchange email correspondence with R. Waller re Old Republic renewal issues (.3); telephone calls to and from various parties, including R. Waller, R. Stovall, S. Cho and M. Kieselstein re same (.9); telephone calls to and from P. Anderson re confidentiality agreement (.1).
6/13/03	.30	Shirley S Cho	Review and revise motion to assume Old Republic contract.
6/13/03	3.60	Marjon E Ghasemi	Telephone conference with P. Anderson re confidentiality agreement and motion to assume (.3); review and revise confidentiality agreement and email same to P. Anderson (.4); email correspondence to R. Waller, R. Stovall and G. Richards re same (.1); telephone calls to and from R. Waller re various issues related to Old Republic (.3); review and revise motion to assume Old Republic policy (2.5).
6/14/03	4.00	Marjon E Ghasemi	Review and revise motion to assume Old Republic insurance policy (2.0); draft motion to shorten time re motion to assume (1.3); exchange email correspondence with G. Richard, R.

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>
			Wynne and S. Cho re same (.4); voicemails to and from G. Richards and R. Wynne re same (.3).
6/15/03	1.80	Geoffrey A Richards	Telephone conference with M. Ghasemi re Old Republic bond issuance (.4); review transaction documents re same (1.4).
6/16/03	.10	Shirley S Cho	Review emails from M. Ghasemi and G. Richards re Old Republic insurance agreement.
6/16/03	1.50	Denise Wymore	Research re Officers and Directors insurance motion.
6/16/03	5.70	Marjon E Ghasemi	Review revised draft of confidentiality agreement re Old Republic (.2); exchange email correspondence with G. Richards re same (.2); review and revise motion to assume Old Republic policy (2.0); review and revise motion to shorten notice re motion to assume (1.0); review voicemail from R. Wynne re same (.1); telephone conference with P. Anderson re same (.2); telephone conferences with various parties, including S. Cho, G. Richards and R. Stovall re same (.8); email correspondence to insurance brokers re Old Republic (.2); review existing Old Republic policy for purposes of revising motion to assume (.6); exchange email correspondence with J. Massingill re settlement of workers' compensation claims (.3); voicemail to S. Kotarba re same (.1).
6/16/03	.80	Richard S Berger	Telephone conference with R. Dixon, R. Stovall, G. Ward, R. Waller, B. Lebow, L. Dixon, E. Davis and C. Lynn re XL term sheet (.7); further conference E. Davis and C. Lynn re bankruptcy issues related to XL term sheet (.1).
6/16/03	.70	Geoffrey A Richards	Office conference with R. Stovall re Old Republic insurance issues.

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>
6/17/03	.50	Shirley S Cho	Telephone conference with J. McMahon re Old Republic motion to assume (.1); meet and confer with M. Ghasemi re same (.1); review Old Republic motion to assume and motion to shorten time (.3).
6/17/03	1.40	Richard L Wynne	Telephone conference with C. Hernandez, A. Dykes, N. Lemon, L. Jones and other counsel re D&O litigation, securities claims, insurance, insured vs. insured issues.
6/17/03	2.80	Marjon E Ghasemi	Telephone conference with S. Cho and J. McMahon re motion to assume Old Republic policy (.2); exchange email correspondence with various parties including committee, C. Lhulier, G. Richards and counsel for Old Republic re motion to assume (.6); several telephone conferences re same (1.0); draft stipulation and order re motion to assume and assign Old Republic motion (1.0).
6/17/03	.50	Richard S Berger	Conference with E. Davis and C. Lymn re surety bond issues (.1); Telephone conference with E. Davis re Hartford agreement (.1); review and analysis of bankruptcy issues in Hartford agreement (.3).
6/18/03	.50	Shirley S Cho	Meet and confer with M. Ghasemi re Old Republic.
6/18/03	4.20	Marjon E Ghasemi	Several telephone conferences with P. Anderson re motion to assume (.4); exchange emails and voicemails with G. Richards re same (.4); prepare for and participate in telephone conference with G. Richards and P. Anderson re same (.5); several telephone conferences with Marsh and Rob Stovall re renewal terms re Old Republic policy (.7); telephone conference with Ace and Marsh re settlement of workers' compensation LPT claims (.3); review and revise motion to assume 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>
			stipulation and order re same (1.0); confer with S. Cho re same (.3); exchange email correspondence with Marsh re several open insurance issues (.3); exchange email correspondence with J. Massingill re same (.3).
6/18/03	1.70	Richard S Berger	Review e-mail re Hartford issues and draft of Hartford stipulation (.3); conference R. Itkin re Hartford issues (.2); prepare revised Hartford stipulation and e-mail to E. Davis and C. Lymn re same (1.2).
6/18/03	1.20	Geoffrey A Richards	Telephone conference with M. Ghasemi (.7) and office conference with R. Stovall (.5) re Old Republic insurance bond issues.
6/18/03	.30	Geoffrey A Richards	Telephone conference with P. Anderson and M. Ghasemi re Old Republic.
6/19/03	.30	Shirley S Cho	Telephone conference with M. Ghasemi and J. Skidmore re Old Republic motion (.2); meet and confer with M. Ghasemi re same (.1).
6/19/03	3.00	Marjon E Ghasemi	Confer with S. Cho re Old Republic (.1); telephone conference with S. Cho and J. Skidmore re same (.2); several telephone and email conferences with P. Anderson and G. Richards re revisions to same (1.0); telephone and email conferences with Marsh re renewal of Old Republic policy (.7); email proposed final draft of motion to assume J. Skidmore (.1); review and revise motion to assume and emergency motion re same (.6); telephone conference with R. Stovall re pending Old Republic issues (.3).
6/19/03	.60	Richard S Berger	Telephone conference with G. Ward, R. Stovall, E. Davis, C. Lymn and N. Keller re Hartford bonds.
6/19/03	2.10	Richard S Berger	Further study of bankruptcy issues in

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>
			and extended revision and redrafting of proposed Hartford stipulation.
6/20/03	.50	Shirley S Cho	Telephone conference with J. Skidmore re Old Republic (.1); email to R. Stovall re same (.2); telephone conference with M. Ghasemi and R. Stovall re same (.2).
6/20/03	.40	Marjon E Ghasemi	Telephone conference with S. Cho and R. Waller re Old Republic (.2); confer with S. Cho re same (.2).
6/20/03	.30	Richard S Berger	Consideration of bankruptcy issues re Hartford stipulation and conference R. Itkin re same.
6/21/03	.10	Shirley S Cho	Review and return email of T. Stenger re Old Republic.
6/23/03	.80	Richard S Berger	Review and analysis of Hartford's changes to proposed stipulation (.4); review comments by E. Davis and S. Cho (.1); conference C. Lymn re Hartford changes to stipulation and further revisions to stipulation (.3).
6/23/03	1.80	Geoffrey A Richards	Review draft order re Old Republic (.7); office conference with M. Ghasemi re same (.5); telephone conference with Old Republic counsel re same (.6).
6/24/03	.80	Richard S Berger	Telephone conference with J. Mercier, G. Cramley and C. Lymn re revisions to Hartford stipulation (.7); further conference with C. Lymn re same (.1).
6/24/03	.50	Richard S Berger	Review and analysis of Hartford indemnity agreement (.4); conference with C. Lymn re same and re security for Hartford costs (.1).
6/24/03	.50	Richard S Berger	Communications with E. Davis and S. Cho re Hartford stipulation (.2); telephone conference and e-mail to and from C. Lymn re Hartford stipulation (.3).

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	3.30	Marjon E Ghasemi	Telephone call to B. Loose re settlement of workers' compensation claim (.1); review and revise agreement re Old Republic policy (1.5); telephone calls to and from P. Anderson re same (.3); several telephone conferences with G. Richards re same (.4); telephone conferences with R. Stovall re same (.4); telephone conferences with C. Hernandez and B. Roof re same (.3); emails and telephone calls to G. Richards re same (.3).
6/25/03	.50	Richard S Berger	Review revised Hartford stipulation and revise retention provisions (.4); conference C. Lynn re same (.1).
6/25/03	.60	Richard S Berger	Review and rewrite proposed order approving Hartford stipulation.
6/30/03	.70	Marjon E Ghasemi	Telephone calls to and from G. Richards and S. Cho re Old Republic stipulation (.2); review entered Old Republic order and forward same to counsel for Old Republic (.2); telephone conference with R. Waller re issuance of new insurance policies (.3).
	72.00		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>
Computer Database Research	67.83
Standard Copies	21.60
Overtime Meals - Attorney	9.73
Scanned Images	16.35
Telephone	24.19
Total Expenses	\$ 139.70

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.# 2682681

IN THE MATTER OF **WARN issues re distribution facilities**
 File No. 40575-0036

For legal services rendered through June 30, 2003 (see attached Description of Legal Services for detail)	\$ 2,301.00
For disbursements incurred through June 30, 2003 (see attached Description of Expenses for detail)	\$ 4.85
Total for legal services rendered and expenses incurred	\$ 2,305.85

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>
Shirley S Cho	.40	420.00	168.00
Geoffrey A Richards	4.20	460.00	1,932.00
Richard L Wynne	.30	670.00	201.00
Total	4.90		\$ 2,301.00

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>
6/04/03	.10	Shirley S Cho	Meet and confer with D. Jerome re WARN issue.
6/09/03	.10	Shirley S Cho	Telephone conference with D. Jerome re WARN analysis.
6/10/03	.20	Shirley S Cho	Telephone conference with J. Irving re WARN issue.
6/11/03	3.90	Geoffrey A Richards	Research WARN case law in Third Circuit (1.1); telephone conference with V. Hood and J. Irving re same (.5); telephone conference with bank counsel re same (.9); telephone conference with B. Roof re same (.4); review and revise conditional WARN notice (.4); telephone conference with D. Coleman re same (.6).
6/29/03	.30	Richard L Wynne	Telephone conference with G. Richards re WARN act and bid motion.
6/29/03	.30	Geoffrey A Richards	Review and revise conditional WARN notice.
	4.90		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>
Telephone	1.25
Standard Copies	3.60
Total Expenses	\$ 4.85