

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 re facility services agreements.
6/06/03	.30	Shirley S Cho	Telephone conference with J. LeForce re resolution of military distribution contract (.2); email to R. Stovall re same (.1).
6/06/03	.80	Frank A Chavez	Research re filing complaint for violation of automatic stay for attorney review and use.
6/06/03	1.30	Haleh Rahjoo	Telephone conference with A. Paris, R. Wynne, D. Capozzola and D. Smith re Kelley Foods motion (.7); review and analysis of multiple emails from A. Paris and D. Capozzola re same (.3); conference with A. Paris re same (.3).
6/06/03	.50	Damian D Capozzola	Draft discovery in Kelley Foods litigation.
6/06/03	4.80	Andrew E Paris	Conference with D. Capozzola re Kelley hearing, discovery (.3); analyze discovery needs (4.5).
6/06/03	.70	Andrew E Paris	Conference with D. Capozzola re discovery (.3); revise discovery requests (.4).
6/07/03	3.40	Damian D Capozzola	Draft discovery in Kelley Foods litigation (2.1); call customers re affidavits in Kelley Foods litigation (1.3).
6/07/03	.80	Andrew E Paris	Revise discovery requests.
6/08/03	.80	Shirley S Cho	Review and analyze five relief from stays filed.
6/08/03	4.10	Haleh Rahjoo	Review and analysis of motion for relief from stay filed by EZ Mart and related exhibits (1.6); review and analysis of motion for relief from stay filed by Hays and related facility agreement (1.2); draft summary of both motions (.8); send emails to A. Paris

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

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			and D. Cappozola re same (.2); review and reply to emails from D. Cappozola re Kelley Foods objection (.3).
6/08/03	.70	Damian D Capozzola	Draft discovery re Kelley foods.
6/09/03	.40	Shirley S Cho	Review and forward lift stay settlement request to A. Paris (.1); review letter from M. Branzburg re Hershey lift stay order and email to M. Branzburg re same (.1); emails to K. Miller re Zurich's motion to file documents under seal (.2).
6/09/03	3.20	Haleh Rahjoo	Review and reply to multiple emails from D. Cappozola and A. Paris re Kelley Food's motion and Fleming's objection (.4); review Kelley's document requests for discovery (.7); conference with A. Paris re same (.3); telephone conference with A. Paris, D. Smith and D. Cappozola re same (.8); conference with A. Paris re various legal issues including post and prepetition default (.4); conference with S. Kopman re same (.3); review and reply to emails from E. Brady and S. Cho re same (.3).
6/09/03	2.00	Damian D Capozzola	Draft Kelley discovery.
6/09/03	11.00	Andrew E Paris	Revise discovery requests for Kelley and investigate facts and draft motion to continue E-Z Mart and Hays matters.
6/09/03	3.80	Geoffrey A Richards	Review EZ Mart Lift Stay papers (2.1); prepare for and participate in telephone conference with MJ. Walsh and T. Morrow re strategy for resolving motion (.8); telephone conference with EZ Mart re resolution of motion (.9).
6/10/03	.40	Shirley S Cho	Review and revise Hershey lift stay stipulation (.3); review and return email of R. Stovall re same (.1).
6/10/03	.50	Frank A Chavez	Locate and retrieve documents re

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

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			continuance of hearing for relief of automatic stay for attorney review and use.
6/10/03	3.50	Haleh Rahjoo	Review and reply to multiple emails from D. Cappozola, A. Paris, and R. Wynne re Kelley, Hays and EZ Mart motions (.7); review and reply to emails from D. Cappozola re rule 4001 order (.3); review and reply to emails from S. Kopman and C. Lhulier re same (.3); review and reply to emails from G. Richards and S. Cho re same (.3); review document demand responses for Kelley Food discovery (.5); review draft of Fleming response to Kelley discovery request (.4); conference with D. Paris re motion to continue hearing on Hays and EZ Mart (.4); telephone conference with C. Lhulier re same (.3); review and reply to multiple emails from C. Lhulier re same (.3).
6/10/03	1.80	Damian D Capozzola	Communications and analysis re strategy in Kelley Foods (1.1); prepare discovery in Kelley Foods (.7).
6/10/03	.40	Eric C Liebeler	Review Kelley pleadings.
6/10/03	10.00	Andrew E Paris	Conference with S. Michel re Hays opposition briefing, facts (.5); conferences with E. Liebeler, G. Richards, D. Capozzola re various factual and legal issues arising from Hays and E-Z Mart motions (.9); revise Kelley discovery (4.8); participate in conference call with Creditors Committee (.9); prepare outline for Kelley matter (1.8); revise motion to continue (1.1).
6/10/03	.90	Sydne J Michel	Prepare for and participate in Kirkland & Ellis conference re Hays Food motion to lift stay (.3); review and analyze motion documents (.4); voice mail for G. Jennings and draft e-mails to team re Hays Food FSA (.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>
6/11/03	.90	Shirley S Cho	Review and revise two lift stay stipulations (.4); telephone conference with R. Stovall re same (.2); telephone conferences with J. Leforce re lift stay settlement (.2); review and return email R. Jenson re termination of contract (.1).
6/11/03	.30	Shirley S Cho	Review and return emails of E. Liebler and D. Capozzola re administrative action in violation of automatic stay (.1); review research memorandum re same (.2).
6/11/03	.30	Richard L Wynne	Telephone conference with A. Paris re Kelly, Hays and EZ motions to lift stay and continuance issues (two calls).
6/11/03	3.60	Haleh Rahjoo	Draft motion and order to continue hearing on Hays and E-Z Mart motions (2.8); review and reply to emails from C. Lhulier re same (.3); conference with A. Paris re same (.5).
6/11/03	7.50	Damian D Capozzola	Communications and analysis of the following matters: Kelley Foods discovery (1.5); DSD litigation matters (3.0); Hawaii software issues (1.0); Beikman suit in Arizona (.5); Florida issues (.5); draft answer in Farris litigation (1.0).
6/11/03	12.50	Andrew E Paris	Finalize and serve discovery responses on Kelley matter (5.4); investigate and prepare Fleming discovery responses for Kelley matter (6.7); conferences with H. Rahjoo re various bankruptcy questions related to Kelley, Hays and E-Z Mart (.4).
6/11/03	1.30	Geoffrey A Richards	Review and revise interrogatories and document production requests re WK Corporation litigation.
6/11/03	6.10	Sydne J Michel	Review and analyze Hays and Kelley motions to lift stay and related

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

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			documents (1.3); prepare for and participate in telephone conference with G. Jennings re Hays and Kelley motions to lift stay (1.2); draft objection to Hays motion to lift stay (3.6).
6/12/03	4.00	Edgar I Yep	Print spreadsheet documents from email from D. Capozzola and label documents in preparation for document production to Kelley Foods.
6/12/03	2.10	Shirley S Cho	Meet and confer with M. Dawson and R. Stovall re military contract terminations (.5); revise Hershey lift stay stipulation (.5); revise Unilever lift stay stipulation (.4); review and respond to email from Unilever's counsel re revisions to same (.1); telephone conference with M. Dawson re revisions to same (.2); meet and confer with R. Stovall re revisions to same (.1); email to E. Liebeler re state court litigation filed in violation of stay (.2); review and respond to email of R. Jenson re Montpelier re lift stay contract (.1).
6/12/03	.50	Frank A Chavez	Locate, retrieve and distribute for attorney review and use documents re motion for relief filed by Warrington.
6/12/03	.70	Marjon E Ghasemi	Review and analyze Stanford motion for relief from stay (.4); telephone calls and emails to G. Ward re same (.3).
6/12/03	1.90	Haleh Rahjoo	Legal research on anticipatory repudiation under Tennessee law (.9); prepare memorandum re same (.6); review and analysis of emails from A. Paris G. Richards and R. Wynne re Hays and E-Z Marts motions (.4).
6/12/03	2.70	Haleh Rahjoo	Conference with A. Paris re E-Z Mart objection to motion to continue hearing (.4); review and reply to emails from A. Groesch re hearing agenda 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>
			transcript (.3); conference with C. Mitchell re Hays motion (.3); review and compare terms of E-Z Mart supplier agreement and Kelley Foods facility agreement (.8); prepare chart re same (.7); conference with A. Paris re same (.2).
6/12/03	1.60	Haleh Rahjoo	Review discovery request and respond for Kelley Foods motion (.8); review and reply to multiple emails from A. Paris re same (.4); review and reply to multiple emails from C. Lhulier re emergency hearing to continue hearing (.4).
6/12/03	1.90	Damian D Capozzola	Call customers in Kelley Foods (.9); prepare Kelley discovery (1.0).
6/12/03	3.00	Andrew E Paris	Telephone conference with B. Roof, R. Wynne, E. Libeler, lawyers for Hays and E-Z Mart re continuation motion and factual discovery (1.8); telephone conference with larger legal team re retailer relationships (1.2)
6/13/03	1.30	Shirley S Cho	Review motion to file lift stay under seal from Albertsons (.2); voicemail to R. Schrock re same (.1); telephone conference with R. Chesley and R. Schrock re Albertson's lift stay motion (.1); review and analyze same (.3); telephone conference with B. May and A. Paris re same (.3); follow-up telephone conference with A. Paris re same (.1); telephone conference with C. Lhulier and A. Paris re calendaring of same (.2).
6/13/03	1.30	Shirley S Cho	Telephone conference with J. Leforce re Overseas stipulation (.1); review and forward same to M. Dawson and R. Stovall (.1); telephone conference with M. Branzburg re Hershey lift stay stipulation (.2); review hearing transcript re 6/4 omnibus hearing (.3); meet and confer with M. Dawson and 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>
			Stovall re military lift stay contracts (.5); review and return voicemail of M. Ghasemi re lift stay violation (.1).
6/13/03	.30	Frank A Chavez	Locate, retrieve and distribute for attorney review and use documents re relief from stay filed by Albertson's.
6/13/03	1.00	Marjon E Ghasemi	Telephone conference with counsel for Stanford University re motion for relief from stay (.2); exchange email correspondence with G. Ward re same (.2); review insurance documents re Stanford's motion for relief from stay (.4); email correspondence to counsel for Stanford re same (.2).
6/13/03	3.60	Haleh Rahjoo	Legal research re issues for objection to Hays motion for relief from stay (3.2); conference with C. Michel re Hays motion (.4).
6/13/03	2.30	Haleh Rahjoo	Send email to C. Michel re Hays motion (.2); review and reply to email from A. Paris re W.K Corporation lease (.3); review and reply to email from M. Woods re same (.2); legal research on certain definitions under Tennessee law (.5); telephone conference with A. Paris re Albertsons' motion for relief from stay (.3); telephone conference with C. Lhullier re same (.3); review Albertson's motion and notice (.5).
6/13/03	5.10	Eric C Liebeler	Review and analyze Albertson's motion to lift stay on FSA.
6/13/03	10.00	Andrew E Paris	Prepare for and argue continuance motion at telephonic hearing (3.1); revise discovery responses (5.0); draft objection to motion by Albertson's to shorten time (1.9).
6/13/03	.50	Sydne J Michel	Review Albertson's motion to lift stay.
6/14/03	.10	Sydne J Michel	Review correspondence re retailers' motions to lift stay.

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

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6/14/03	4.90	Sydne J Michel	Revise objection to Hayes motion to lift stay.
6/16/03	1.90	Shirley S Cho	Telephone conference with A. Paris re Albertson's lift stay (.2); telephone conference with A. Paris and T. Stenger re Albertson's lift stay (.2); follow-up telephone conference with A. Paris re same (.2); review draft opposition to Albertson's lift stay and email comments to A. Paris re same (.3); email draft opposition to J. Skidmore (.1); email to R. Stovall re Hershey military lift stay (.1); telephone conference with M. Dawson re military lift stay contracts (.2); telephone conference with A. Paris re EZ Mart lift stay (.2); review two relief from stay motions filed for recoupment and forward same (.2); emails to R. Stovall re military termination agreements (.2).
6/16/03	.50	Marjon E Ghasemi	Review correspondence from Hardin County Attorney re returned check and relief from stay (.3); telephone conference with V. Hood re same (.2).
6/16/03	3.80	Haleh Rahjoo	Review Albertson's motion for relief from stay and related documents (1.8); review and reply to multiple emails from A. Paris and C. Lhulier re filing of objection to Albertson's motion (.4); review objection to Albertson's motion (.5); telephone conference with C. Lhulier re same (.3); telephone conference with S. Nicholson re same (.3); review and reply to email from S. Nicholson re same (.2); telephone conference with A. Paris and S. Cho re same (.3).
6/16/03	2.30	Haleh Rahjoo	Review and reply email from R. Wynne re order to continue stay in Kelley Foods matter (.2); review and reply to emails from C. Lhulier re same (.3); legal



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>
			research on section 362(e) (.6); draft order to continue stay in effect in same matter (.5); review and reply to emails from M. Paslay and E. Schultenover re W.K. Corporation motion to reject agreements(.5); review and reply to emails from A. Paris re same (.2).
6/16/03	5.80	Haleh Rahjoo	Extensive legal research on sections 365(c) and (f) and state law governing agreements for Albertson's (4.3); draft memorandum re same (1.5).
6/16/03	2.90	Haleh Rahjoo	Draft motion and order to file objection to Albertson's motion for shorten time under seal (.9); review and reply to multiple emails from A. Paris, S. Cho and C. Lhulier re same (.5); conference with A. Paris re same (.3); telephone conference with C. Lhulier re same (.2); draft stipulation of continuance of hearing for Kelley Foods motion (.8); review and reply to emails from A. Paris re same (.2).
6/16/03	.40	Andrew J Groesch	Research re automatic stay precedent.
6/16/03	10.10	Andrew E Paris	Finalize objection to Albertson's motion to shorten time and S.Q.S. Foods motion to shorten time (4.7); telephone conference with Ted Stenger re settlement issues (.4); review Albertson's motion and investigate facts with S. Nicholson (4.4); conference with T. Morrow re E-Z Mart facts (.6).
6/16/03	3.40	Sydne J Michel	Draft discovery request for admissions to Hays Food (2.0); review correspondence re retailer motion to lift stay (.2); revise objection to Hays Food motion to lift stay (1.2).
6/17/03	5.00	Allison Mayo Andrews	Analysis and preparation of Kelley evidentiary documents to transmit to counsel in TN.

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	.40	Shirley S Cho	Review Village of Elm Grove relief from stay (.1); email to A. Gold re Unilever lift stay stipulation status (.1); review and return email of D. Capozzola re litigation and possible stay violation (.1); review and forward letter from Kelley's counsel re invoice (.1).
6/17/03	1.20	Marjon E Ghasemi	Telephone call to counsel for Stanford re motion for relief from stay (.1); exchange email correspondence with counsel for Stanford re same (.4); email to Marsh re same (.1) several telephone conferences with Marsh and G. Ward re same (.4); confer with S. Cho re same (.2)
6/17/03	.30	Marjon E Ghasemi	Confer with S. Cho re Hardin County correspondence.
6/17/03	2.80	Haleh Rahjoo	Legal research on Texas law re opportunity to cure default (2.5); review and reply to emails from A. Paris re same (.3).
6/17/03	3.20	Haleh Rahjoo	Revise order to continue Kelley Food Motion (.3); review and reply to emails from C. Lhulier re same (.2); revise stipulation to continue Kelley Foods Motion (.7); review and reply to emails from A. Paris re same (.3); review and reply to emails from A. Paris and C. Lhulier re Albertson's motion and request for telephonic hearing (.2); review emails from E. Schultenover and A. Paris re W.K. Corporation filing (.2); review Fleming response to Kelley's interrogatories (.4); revise order to continue hearing for Hays and EZ Mart motion (.4); review and reply to emails from C. Lhulier and A. Paris re same (.2); review and reply to emails from A. Paris re Albertson's and Kelley Foods' agreements and motions for relief from stay (.3).

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

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6/17/03	9.50	Andrew E Paris	Conference with M. Walsh, G. Richards and E-Z Mart lawyers re motion to lift stay (.7); conference with B. Mendez re Kelley discovery issues (.6); draft interrogatory responses (4.0); conduct legal research into opportunity to cure (4.2).
6/17/03	1.50	Sydne J Michel	Draft and revise G. Jennings affidavit and objection to motion to lift stay (1.2); telephone conference with M. Carey re Hays FSA and loan issues (.2); leave and respond to voice mail messages from A. Paris re same (.1).
6/17/03	.30	Sydne J Michel	Telephone conference with A. Paris re Hays motion to lift stay (.1); review FSA and related documents re same (.2).
6/18/03	1.30	Shirley S Cho	Meet and confer with A. Paris re lift stay strategy (.4); email to M. Branzburg re Hershey lift stay stipulation (.1); review and return voicemail of R. Wynne re Hershey lift stay (.1); review and return voicemails from V. Hood and M. Ghasemi re violation of stay (.1); review supplemental brief re Albertsons lift stay (.2); emails to committee counsel re Hershey lift stay (.2); telephone conference with R. Stovall re military contracts (.2).
6/18/03	.30	Marjon E Ghasemi	Telephone calls to and from S. Cho and G. Richards re Hardin County correspondence.
6/18/03	1.10	Haleh Rahjoo	Review and reply to emails from A. Paris, C. Lhulier and S. McFarland re filing under seal of EZ Mart objection (.4); review and reply to emails from A. Paris re EZ Mart, SQS, Hays and Albertsons motions (.3); review trustee's objection to Albertson's motion to file under seal (.4).

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

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6/18/03	3.00	Damian D Capozzola	Finalize Kelley Foods document production and communications with D. Smith re same (2.0); finalize written document demand responses in Kelley Foods matter and communications with D. Paris re same (1.0).
6/18/03	9.60	Andrew E Paris	Negotiate Hays settlement with R. Mersky, client (2.1); discuss settlement with E-Z Mart lawyer (.5); discuss settlement with SQS lawyer (.3); draft preliminary response to Albertson's motion to lift stay (3.1); revise objection to E-Z Mart motion to lift stay (3.6).
6/18/03	1.10	Geoffrey A Richards	Review Eddystone lift stay pleadings (.9); telephone conference with R. Buday re same (.2).
6/18/03	.40	Sydne J Michel	Leave and respond to voice mail messages from R. Mersky re Hays FSA, loan and lease issues (.1); telephone conference with M. Carey re same (.3).
6/18/03	5.70	Sydne J Michel	Revise G. Jennings affidavit (.5); revise objection to Hays motion to lift stay (.5); draft discovery requests to Hays Food (4.7).
6/18/03	.50	Sydne J Michel	Participate in Kirkland telephone conferences re retailer motions to lift stay and FSA, loan and lease issues.
6/18/03	1.10	Sydne J Michel	Multiple telephone conferences with R. Mersky re FSA, loan and lease issues (.9); telephone conference with M. Carey re FSA, loan and lease issues (.2).
6/19/03	2.30	Shirley S Cho	Review and forward voicemail of G. Richards re violation of stay (.1); briefly review five relief from stays filed for 7/17 omnibus hearing (.2); telephone conference with S. Michel, A. Paris, R. Monsky re Hays lift stay (.4); telephone conference with R.

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

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			Buday, S. Michel, A. Paris re same (.4); review Hartford lift stay stipulation (.3); telephone conference with C. Lymm re same (.2); email to E. Davis re revisions to same (.2); review and revise Hershey stipulated lift stay order (.2); email to M. Branzburg re same (.1); email to committee counsel re same (.1); review and reply to emails of L. Mandel re same (.1).
6/19/03	.50	Haleh Rahjoo	Review committee's joinder objection to Albertson motion for shorten time (.3); review and reply to emails from A. Paris re same (.2).
6/19/03	10.30	Andrew E Paris	Draft E-Z Mart objection (6.7); conferences with S. Nicholson, C. Birchette re same (.5); work on Hays settlement negotiations (3.1).
6/19/03	.80	Sydne J Michel	Revise objection to Hays motion to lift stay (.5); revise G. Jennings affidavit re same (.3).
6/19/03	.80	Sydne J Michel	Draft memorandum re the Hays FSA, loan and lease issues.
6/19/03	3.40	Sydne J Michel	Revise discovery requests to Hays Food.
6/19/03	2.00	Sydne J Michel	Review and analyze Hays Food lease documents (1.0); draft memorandum to C. Birchette re lease history (1.0).
6/19/03	1.30	Sydne J Michel	Draft stipulation to continue hearing and filing deadlines on Hays motion to lift stay.
6/19/03	1.70	Sydne J Michel	Telephone conference with A. Jones re Memphis statistics for affidavit (.4); revise affidavit for objection to lift stay motion (1.3).
6/20/03	5.30	Adam Hagen	Research Texas law on tortious interference with contract (4.0); draft letter to GSC re potential tortious interference with contract (1.3).

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

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6/20/03	2.20	Shirley S Cho	Research violation of automatic stay under Kentucky law (.5); draft letter to Kentucky county counsel re same (1.0); telephone conference with R. Roof and A. Paris re same and lift stay matters (.3); telephone conference with S. Michel re Hayes lift stay settlement (.2); telephone conference with A. Paris re lift stay strategy (.2).
6/20/03	.40	Richard L Wynne	Telephone conference with A. Paris re Albertson's motion for relief from stay and reply required.
6/20/03	.50	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re lifts to automatic stay of various creditors.
6/20/03	.80	Haleh Rahjoo	Review EZ Mart order to file under seal (.2); review and reply to emails from S. Cho re SQS motion (.2); review and reply to emails and voicemails from A. Paris re Albertson's and SQS motions (.4).
6/20/03	4.70	Steven E Bledsoe	Review Albertson's motion to lift stay and formulate response to same.
6/20/03	.20	Eva H Davis	Telephone conference with C. Lymn re preparation for hearing for Hartford relief from stay.
6/20/03	11.70	Andrew E Paris	Revise E-Z Mart objection (1.6); draft objection to Albertson's motion to lift stay (5.4); legal research re tortious interference law and conferences with B. Roof and E. Liebelier re same (4.7).
6/20/03	2.00	Sydne J Michel	Review and analyze E-Z Mart motion to lift stay (.5); research issues re expert testimony on industry average fill rate requirements (1.5).
6/20/03	3.20	Sydne J Michel	Research stipulated orders and lease rejection procedures (1.2); review

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

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			related pleadings and documents (2.0).
6/20/03	2.20	Sydne J Michel	Multiple telephone conferences with K. Twiss, A. Jones, G. Jennings and B. Folse re Hays account receivables and FSA issues (1.6); review related documents (.6).
6/20/03	.10	Sydne J Michel	Draft correspondence to R. Mersky re Hays stipulation to continue filing deadlines.
6/21/03	1.10	Haleh Rahjoo	Review and reply to voicemails from A. Paris re Albertson's and EZ Mart motions (.3); review and reply to email from A. Paris re SQS stipulation (.2); review and reply to email from S. Cho re same (.2); review and reply to voicemail from G. Richards re motion to assume and assign leases (.2); review and reply to voicemail from R. Buday re same (.2).
6/21/03	7.30	Steven E Bledsoe	Review and revise opposition to motion to lift stay filed by Albertson's and telephone conferences with S. Nicholson re his affidavit in support of same.
6/21/03	.20	Eva H Davis	Telephone conferences/emails with C. Lymn re stipulation and possible hearing preparation and status of Hartford motion for relief from stay.
6/21/03	6.00	Andrew E Paris	Revise Albertson's objection; revise E-Z Mart objection; telephone conference with legal team and client re upcoming hearing.
6/22/03	.20	Shirley S Cho	Review revised Unilever lift stay stipulation.
6/22/03	5.20	Haleh Rahjoo	Extensive legal research on section 365 and related issues (3.5); draft memorandum re same (1.2); conference with A. Paris and S. Bledsoe re objection to Albertson's motion (.5).

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

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6/22/03	9.20	Steven E Bledsoe	Review documents re opposition to motion to lift stay filed by Albertson's and supporting affidavit; telephone conferences with S. Nicholson re his affidavit in support of same.
6/22/03	1.00	Andrew J Groesch	Revise lift stay motion chart.
6/22/03	8.70	Andrew E Paris	Revise E-Z Mart and Albertson's objections.
6/23/03	2.90	Shirley S Cho	Review Albertson's opposition to lift stay and email to S. Bledsoe re same (.5); review and return email M. Dawson re Unilever lift stay stipulation (.1); email to R. Roof re Hartford lift stay stipulation (.1); review and return email E. Davis re Hartford revisions to stipulation (.1); review and revise Georgia Pacific lift stay stipulation (.3); review and respond to voicemails from A. Paris re Albertsons arguments to lift stay (.2); review Albertson's lift stay insert and case law from A. Paris and telephone conference with A. Paris re same (1.0); telephone conference with J. Lewis re EZ Mart and Hayes lift stay responses (.1); review Hartford stipulation & telephone conference with C. Lymm re same (.5).
6/23/03	4.60	Haleh Rahjoo	Extensive legal research on section 362 and related issues (3.4); draft memorandum re same (.8); conference with A. Paris and S. Bledsoe re same (.4).
6/23/03	2.20	Haleh Rahjoo	Telephone conference with R. Wynne, A. Paris and S. Bledsoe re objection to Albertson's motion (.5); review objection to Albertson's motion (.6); review S. Nicholson's affidavit for same (.5); review and reply to emails from A. Paris and S. Bledsoe re same (.3); conference with S. Bledsoe and A. Paris re same (.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>
6/23/03	7.00	Steven E Bledsoe	Finalize opposition to motion to lift stay filed by Albertson's and affidavit in support of same.
6/23/03	3.10	Eric C Liebeler	Review Albertson's materials.
6/23/03	.30	Eric C Liebeler	Edit letter to GSC and discuss with A. Paris.
6/23/03	2.30	Eric C Liebeler	Edit EZ-Mart brief.
6/23/03	14.00	Andrew E Paris	Finalize Albertson's and E-Z Mart objections and affidavits including multiple conferences with R. Janssen, M. Walsh re factual issues in E-Z Mart objection.
6/23/03	1.10	Geoffrey A Richards	Review Alberston's lift stay papers (.7); review response to same (.4).
6/23/03	.50	Sydne J Michel	File stipulation re hearing and filing deadlines in Hays Food case (.2); review related documents and draft correspondence to R. Mersky re same (.3).
6/24/03	.70	Christian Lymn	Telephone conference with Hartford re Stipulation.
6/24/03	.60	Shirley S Cho	Telephone conference with A. Paris re Hayes stipulated order (.2); telephone conference with R. Stovall re military lift stays (.1); email counsel re same (.2); telephone conference with D. Abott re Georgia Pacific's lift stay opposition (.1).
6/24/03	3.60	Haleh Rahjoo	Draft summary of Albertson's motion for relief from stay and Fleming's objection (1.8); review and reply to multiple emails from A. Paris and A. Groesch re same (.4); conference with S. Bledsoe re Fleming's motion to file under seal (.2); review and reply to emails from C. Lhulier re same (.2); conference with A. Paris re Kelley

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>
			Foods stipulation to continue hearing (.3); review same stipulation (.2); review and reply to emails from C. Lhulier re same (.2); conference with A. Paris re objection to EZ Mart motion for relief from stay (.3).
6/24/03	2.50	Steven E Bledsoe	Prepare for hearing of Albertson's motion to lift stay and analyze issues re same (1.0); participate in telephone conference re Albertson's motion (.5); formulate strategy for opposing Albertson's motion (1.0).
6/24/03	.50	Eva H Davis	Various telephone conferences with D. Paris (.3) and B. Roof (.2); re Hays relief from stay action and litigation re same.
6/24/03	6.10	Eric C Liebeler	Edit EZ-Mart brief.
6/24/03	13.00	Andrew E Paris	Revise E-Z Mart objections and related materials for filing.
6/24/03	1.10	Geoffrey A Richards	Review settlement proposals re facility standby agreement lift stay motions.
6/24/03	.70	Sydne J Michel	Draft memorandum to R. Boday and S. Cho re FSA and lease issues in Hays Food (.5); multiple telephone conferences with A. Paris re same (.2).
6/24/03	2.00	Sydne J Michel	Draft and revise Hays letter agreement re FSA.
6/24/03	4.10	Sydne J Michel	Draft Hays stipulation and orders and review related documents (4.0); review correspondence from S. Cho re same (.1).
6/24/03	.50	Sydne J Michel	Leave and respond to correspondence from R. Mersky re Hays FSA (.2); draft letter to R. Mersky re secondary suppliers (.3).
6/25/03	1.40	Shirley S Cho	Review EZ Mart draft opposition (.3); telephone conference with A. Paris re

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>
			same (.1); review and reply to email of J. Lewis re same (.1); review and respond to email of A. Paris re Hays settlement (.1); telephone conference with S. Michel re Hays settlement (.3); revise Hartford lift stay settlement order (.5).
6/25/03	4.90	Haleh Rahjoo	Legal research on willful violation of automatic stay and remedy (1.8); legal research on bankruptcy court jurisdiction (1.7); draft memorandum re same (1.4).
6/25/03	1.70	Haleh Rahjoo	Conference with F. Lebron and A. Paris re deposition and discovery in EZ Mart matter (.4); review objection to EZ Mart motion and M. Walsh affidavit in support of objection (.5); review and reply to emails from A. Paris and E. Liebeler re EZ Mart agreement (.3); conference with A. Paris re lift stay issue (.3); review and reply to email from A. Groesch re same (.2).
6/25/03	5.00	Steven E Bledsoe	Attend court hearing re conference call and formulate strategy for discovery to serve on Albertson's and team meeting re case strategy and preparation for hearing on Albertson's motion to lift stay.
6/25/03	1.60	Eric C Liebeler	Telephone conference with court re Albertson's hearing.
6/25/03	4.40	Eric C Liebeler	Prepare for EZ-Mart depositions.
6/25/03	11.50	Andrew E Paris	Revise and file E-Z Mart objection and related materials (5.9); work on issues related to Hays, Albertson's (.5); draft discovery for E-Z Mart (4.5); conference with S. Smith re discovery schedule (.6).
6/25/03	2.50	Sydne J Michel	Draft and revise stipulation and order re Hays motion to lift stay (2.2); telephone conferences with S. Cho re

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>
			procedural issues in stipulation (.2); draft memorandum to B. Roof re same (.1).
6/26/03	1.30	Shirley S Cho	Review and respond emails from M. Dawson and R. Stovall re military settlements (.2) review and revise settlement agreement with Kellogg (.2); voicemail to T. Brown re same (.1); forward lift stay motions to M. Ghasemi (.2); emails to S. Bledsoe re committee request for Albertson's motion (.2); Revise Hays stipulation and order (.4).
6/26/03	1.50	Haleh Rahjoo	Review core mark motion under Rule 2004 (.4); conference with F. Lebron re same (.2); conference with A. Paris re same (.2); review conflict report (.4); review and reply to emails from A. Paris and A. Groesch re same (.3).
6/26/03	2.50	Steven E Bledsoe	Review discovery served by Albertson's and formulate strategy for responding to same (2.0); telephone conference with S. Nicholson re discovery served by Albertson's (.5).
6/26/03	2.00	Eric C Liebler	Review incoming Albertson's discovery (.7); outline depositions for EZ-Mart (1.3).
6/26/03	2.70	Eric C Liebler	Review outgoing EZ-Mart discovery; discuss changes and strategies with A. Paris (1.3); discuss deposition scheduling and strategy with A. Paris (1.4).
6/26/03	8.00	Andrew E Paris	Draft discovery for E-Z Mart matter and G.S.C. discovery including conference with E. Libeler, F. Lebron re discovery issues (5.1); draft letter to S. Smith re depositions and experts and conduct search for industry expert and financial expert for E-Z Mart matter (2.9).
6/26/03	.70	Sydne J Michel	Telephone conferences with R. Mersky re

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>
			Hays' FSA loan and lease issues (.3); draft memoranda to R. Roof re same (.2); draft and respond to correspondence from R. Mersky re FSA issues (.2).
6/27/03	.20	Shirley S Cho	Review revised Georgia-Pacific lift stay stipulation.
6/27/03	5.20	Eric C Liebeler	Prepare for depositions of EZ-Mart witnesses.
6/27/03	4.70	Andrew E Paris	Interview potential experts in E-Z Mart matter (4.1); draft questions likely to be posed (.6).
6/28/03	.10	Shirley S Cho	Review and reply to email of J. Lewis re Georgia Pacific stipulation.
6/28/03	2.20	Sydne J Michel	Review and analyze new retailer lift stay motions and related documents.
6/30/03	.20	Richard L Wynne	Analyze stay motion.
6/30/03	.30	Haleh Rahjoo	Conference with A. Paris re status of EZ Mart motion.
6/30/03	1.00	Steven E Bledsoe	Work on document request to Albertson's and formulate strategy for responding to document request from Albertson's.
6/30/03	3.40	Eric C Liebeler	Prepare for EZ-Mart depositions (2.1); discuss expert witnesses and hearing preparation with A. Paris (1.3).
6/30/03	5.00	Andrew E Paris	Analyze discovery needs and trial plan for E-Z Mart (2.1); conference with expert (1.5); conference with M. Walsh re various issues, including discovery (.4); conference with S. Smith re discovery (.7); review letter from S. Smith re discovery (.3).
6/30/03	.10	Sydne J Michel	Review letter from R. Mersky re letter of intent and Hays' FSA issues.
6/30/03	1.80	Sydne J Michel	Review and analyze documents related 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>
			letter of intent (1.0); review issues re how letter of intent affects Hays' Stipulation (.5); draft and respond to correspondence from B. Roof re C&S letter of intent and retailer FSAs (.3).
	526.00		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>
Local Transportation	71.00
Overtime Meals - Attorney	13.83
Scanned Images	47.85
Telephone	28.71
Standard Copies	.50
Postage	.83
Computer Database Research	2,500.35
Total Expenses	\$ 2,663.07

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.# 2682661

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IN THE MATTER OF                      **Retention of Professionals**  
   **File No. 40575-0026**

For legal services rendered through June 30, 2003 (see attached Description of Legal Services for detail)	\$ 40,374.50
For disbursements incurred through June 30, 2003 (see attached Description of Expenses for detail)	\$ 178.69
Total for legal services rendered and expenses incurred	\$ 40,553.19



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>
Robert T Buday	9.50	510.00	4,845.00
Shirley S Cho	7.40	420.00	3,108.00
Marjon E Ghasemi	59.10	345.00	20,389.50
Haleh Rahjoo	1.50	305.00	457.50
Geoffrey A Richards	11.00	460.00	5,060.00
Richard L Wynne	1.60	670.00	1,072.00
James M Celeski	5.50	105.00	577.50
Frank A Chavez	10.60	90.00	954.00
Elizabeth Cox Arnold	6.20	190.00	1,178.00
Andrew J Groesch	3.60	190.00	684.00
Denise Wymore	7.40	210.00	1,554.00
James R Strohl	3.30	150.00	495.00
<b>Total</b>	<b>126.70</b>		<b>\$ 40,374.50</b>

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>
5/21/03	.20	Shirley S Cho	Meet and confer with C. Hernandez re retention issue.
6/01/03	.30	Shirley S Cho	Review emails from L. Jones re retention applications (.1); review and return email from D. Capozzola re ordinary course professional (.1); review and respond to voicemail of R. Josephson re Glass retention application (.1).
6/01/03	.70	Richard L Wynne	Telephone conference with L. Jones and R. Roof re professional retentions and working through objections.
6/01/03	1.70	Marjon E Ghasemi	Exchange email correspondence with R. Wynne re The Food Partners retention (.2); exchange email correspondence with B. Roof re same (.1); telephone conference with B. Roof re committee concerns and UST objection re The Food Partners (.4); review and revise Bain retention application (.7); email correspondence to S. Cho and G. Richards re Bain retention (.2); email correspondence to B. Roof and L. Jones re The Food Partners' service agreements (.1).
6/01/03	3.10	Geoffrey A Richards	Examine debtors' professionals' applications for purposes of ensuring no redundancy of effort (2.7); telephone conference with B. Roof and F. Huffard re same (.4).
6/02/03	.80	Shirley S Cho	Telephone conference with T. Stenger re Alix Partners retention (.1); voicemails to J. Skidmore and W. Cohen re Blackstone retention (.1); telephone conference with L. Mandel re Alix Partners retention order (.1); telephone conference with S. Toll re Alix Partners retention order (.1);

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>
			telephone conference with S. Toll re Alix Partners retention (.1); review Blackstone opposition by Committee and forward to F. Huffard (.2); review and forward OCP request to M. Ghasemi (.1).
6/02/03	1.40	Shirley S Cho	Review draft Bain agreement and email to M. Ghasemi re same (.2); email to L. Jones re Blackstone retention (.1); telephone conference with D. Fournier re Compass revision to retention order (.1); review proposed Compass revision to retention order and forward same to T. Stenger (.1); review return email of M. Ghasemi re Bain retention (.1); telephone conference with M. Ghasemi and S. Toll re revisions to same (.2); review voicemail from T. Stenger re Compass retention (.1); draft email to D. Fournier re same (.1); review Glass retention order and circulate same to committee & lenders (.2); review and respond to emails of D. Fournier re Compass retention application (.2).
6/02/03	2.20	Marjon E Ghasemi	Telephone calls to and from B. Roof re The Food Partners retention (.2); telephone conference with M. Morris re The Food Partners retention (.3); telephone calls to and from S. Cho re committee discussion re The Food Partners (.1); follow up telephone conference with M. Morris (.3); email correspondence to L. Jones and B. Roof re same (.1); exchange email correspondence with S. Cho re Bain retention/termination application (.2); telephone conference with S. Tolle re revisions to APS retention order (.2); review and revise APS retention order (.2); exchange email correspondence with S. Cho and L. Mandel re same (.2); review and analyze committee objection to The Food Partners retention (.2); several telephone calls to and from B. Roof re The Food Partner retention (.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>
6/02/03	4.40	Marjon E Ghasemi	Several telephone calls to committee re objections to certain retention applications (.2); telephone conference with M. Hazy and B. Roof re TFP retention (.5); follow up telephone conference with M. Hazy re terms of TFP retention (.3); draft memorandum to L. Jones and B. Roof re TFP retention (.6); review and revise DMC retention application (1.5); draft McCleve affidavit re same (1.1); email correspondence to R. Buday and G. Richards re DMC retention (.2)
6/02/03	.70	Geoffrey A Richards	Review retention issues re B. Mee (.4); telephone conference with R. Buday re same (.3).
6/03/03	.50	Shirley S Cho	Telephone conference with D. Fournier re Compass and KPMG retention orders (.1); analyze OCP issue and review emails from D. Capozzola and M. Ghasemi re same (.2); review revised Compass order and email to D. Fournier re same (.2).
6/03/03	2.60	Marjon E Ghasemi	Exchange email correspondence with several parties re status of and revisions to retention applications of TFP, AP Services and Blackstone (.5); exchange email correspondence with S. Cho re supplementing OCP list, review and analyze OCP order re same (.3); exchange email correspondence with R. Buday re WCM and DMC retention (.7); several telephone conferences with R. Buday re same (.4); review and revise DMC retention application (.4); telephone conference with D. McCleve re DMC retention (.3).
6/03/03	2.30	Marjon E Ghasemi	Exchange email correspondence with R. Strongwater re supplemental affidavit (.2); exchange email correspondence with committee and S. Tolle re revised APS order (.2); telephone conference

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>
			with L. Mandel re same (.1); review and analyze proposed WCM engagement letter (.3); draft email correspondence to R. Buday re comments to proposed WCM engagement letter (.3); telephone calls to and from S. Tolle re APS revised order (.1); review and revise APS retention order (.2); exchange email correspondence with S. Cho and S. Lhulier re revised retention orders (.3); draft insert re affidavit re WCM retention (.2); review informational spreadsheet re Blackstone/TFP fee summary, forward same to M. Hazy (.3); telephone conference with B. Roof re status of TFP/Blackstone retention (.1).
6/03/03	.90	Geoffrey A Richards	Telephone conference with R. Buday re WCM retention issues (.4); revise engagement letter re same (.5).
6/04/03	.20	Shirley S Cho	Review revised KPMG retention order and email to D. Fournier re same.
6/04/03	.30	Denise Wymore	Review email from R. Johnson re affidavit of disinterestedness (.1); email to R. Johnson forwarding same (.2).
6/04/03	2.90	Marjon E Ghasemi	Several telephone conferences with R. Buday re WCM and DMC retention (.3); telephone conference with D. McCleve re same (.2); draft DMC retention application (1.6); draft affidavit of D. McCleve re same (.8).
6/04/03	.20	Marjon E Ghasemi	Exchange email correspondence with Kekst re fee application process.
6/05/03	3.50	Robert T Buday	Review, revise and negotiate proposed WCM retention agreement and review and revise proposed retention application.
6/05/03	1.20	Shirley S Cho	Draft Gleacher retention application.
6/05/03	8.30	Marjon E Ghasemi	Review and revise DMC retention

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>
			application (1.0); exchange email correspondence re same (.4); exchange email correspondence re WCM retention application (.3); telephone call to S. Phelps re Bain retention (.1); review and revise Bain retention application (1.2); draft Meacham affidavit re Bain retention application (.8); email correspondence re same to S. Phelps (.1); draft WCM retention application and order re same (3.4); review and analyze engagement letter for purposes of preparing application (.4); draft Mee affidavit in support of affidavit (1.1); several telephone conferences with W. Mee re WCM retention (.4); exchange email correspondence with R. Buday re WCM and DMC retention (.3).
6/05/03	1.50	Haleh Rahjoo	Review motion to approve termination agreement of Gleacher (.5); draft order for same (.7); review and reply to emails from S. Cho re same (.3).
6/05/03	.50	Geoffrey A Richards	Review and revise DMC retention papers.
6/06/03	.30	Denise Wymore	Review email from M. Ghasemi re Gleacher employment application (.1); email to M. Ghasemi forwarding same (.2).
6/06/03	3.30	Marjon E Ghasemi	Telephone conference with W. Mee re WCM retention (.3); review and revise WCM retention application (.3); telephone conference with Shepherd, Mullin re OCP procedures (.2); review lengthy voicemail from G. Richards re revisions to DMC retention application (.2); review and revise DMC retention application and McCleve affidavit re same (1.4); email correspondence to DMC, and voice mail to G. Richards and R. Buday re same (.2); review and analyze proposed revisions from Bain re Bain retention application (.4); telephone call to S. Phelps re comments re same (.2); 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>
			G. Richards re WCM retention (.1).
6/06/03	.40	Geoffrey A Richards	Review McAfee and Taft fee application.
6/09/03	3.50	Robert T Buday	Participate in several conferences with Fleming re terms and scope of WCM retention and review and revise proposed retention agreement.
6/09/03	.10	Shirley S Cho	Review and respond to email of J. Skidmore re extension of time to object to PWC fee application.
6/09/03	.30	Denise Wymore	Review email from S. Cho re fee application chart (.1); review email from C. Irmis re same (.2).
6/09/03	.80	Denise Wymore	Review several emails re affidavit of disinterestedness (.3); forward same (.5).
6/09/03	.50	James R Strohl	Research docket re objections filed against retention of Dovebid.
6/09/03	3.20	Marjon E Ghasemi	Exchange email correspondence re DMC retention application with various parties (.6); review and revise WCM retention application (1.2); review and analyze revised WCM engagement letter (.3); email correspondence to G. Richards and R. Buday re same (.3); several telephone conferences with ordinary course professionals re OCP retention and fee process (.8).
6/09/03	1.20	Elizabeth Cox Arnold	Research re McAfee & Taft fee application.
6/09/03	.10	Andrew J Groesch	Conference with B. Arnold re review of McAfee Taft fee application.
6/09/03	.90	Geoffrey A Richards	Telephone conference with M. Ghasemi re WCM retention issues (.5); telephone conference with M. Sharp re same (.4).
6/10/03	.40	Richard L Wynne	Analyze Gleacher motion to terminate and application.

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	1.30	Denise Wymore	Review email from M. Ghasemi re employment application of Hinman and Carmichael (.2); download documents re employment applications (.3); email to Hinman forwarding documents (.2); review and revise fee chart (.6)
6/10/03	3.00	Frank A Chavez	Locate, retrieve and organize various documents re employment applications and fee applications; prepare electronic case database re employment applications and fee applications for attorney review and use.
6/10/03	1.70	Marjon E Ghasemi	Several telephone conferences with D. McCleve re WCM retention application (.4); exchange email correspondence with G. Richards, R. Buday and C. Lhulier re same (.3); review and revise WCM retention application (1.0)
6/10/03	3.00	Elizabeth Cox Arnold	Review and prepare summary of professional fees.
6/11/03	.10	Shirley S Cho	Review and forward fee information from McAfee Taft.
6/11/03	.50	Richard L Wynne	Analyze Gleacher motion and supporting documents (.2); analyze motion to extend (.3).
6/11/03	.60	Denise Wymore	Review email from S. Cho re fee application chart (.1); revise fee application chart (.5).
6/11/03	.70	James R Strohl	Review docket re all fee application filed (.5); present results to A. Groesh re same.
6/11/03	1.50	Frank A Chavez	Prepare electronic case database re employment and fee applications filed for attorney review and use.
6/11/03	1.40	Marjon E Ghasemi	Exchange email correspondence with L. Carmichael re OCP procedures (.2); telephone conference with E. Creel re



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>
			OCP procedures (.2); telephone calls to and from various professionals re OCP procedures (.7); exchange email correspondence with F. Vecchione re OCP procedures (.2); exchange email correspondence with D. Cappazola and C. Lhulier re OCP procedures (.1).
6/11/03	.50	Marjon E Ghasemi	Exchange email correspondence with S. McFarland re fee applications of other professionals and procedures re same (.2); review and analyze draft of Kekst fee application (.2); exchange email correspondence with Kekst and C. Lhulier re same (.1).
6/11/03	2.40	Andrew J Groesch	Review E&Y fee application and summarize tasks and high cost items (1.7); draft summary of analysis and circulate to team (.7).
6/12/03	.10	Shirley S Cho	Email to A. Greene re committee concerns to Gleacher retention.
6/12/03	.20	Shirley S Cho	Review voicemail from R. Josephson re Glass final fee application and email to C. Lhulier re same (.1); email to R. Josephson re same (.1).
6/12/03	1.70	Marjon E Ghasemi	Exchange email correspondence with several OCPs re OCP procedures (.8); review and revise Gleacher retention order and email same to S. Cho (.3); exchange email correspondence with M. Zeka re OCP affidavit (.2); review OCP order re notice procedures (.2); email correspondence to S. Cho and C. Lhulier re same (.2).
6/13/03	.40	Shirley S Cho	Review and revise Gleacher retention order from M. Ghasemi (.3); review and respond to email of M. Scott re same (.1).
6/13/03	.10	Shirley S Cho	Meet and confer with C. Hernandez re OCP invoices.

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>
6/13/03	.50	James R Strohl	Review docket for fee application (.2); e-mail filing fee application documentation to T. Kreatschmon (.3).
6/13/03	.50	Marjon E Ghasemi	Exchange email correspondence with various parties including M. John, C. Lhulier, S. Cho, C. Knotts and C. Birchette re OCP professionals and procedures.
6/13/03	2.00	Elizabeth Cox Arnold	Review summary of fee application per G. Richards.
6/16/03	.20	Shirley S Cho	Emails to C. Lhulier re stock retention applications.
6/16/03	1.10	Geoffrey A Richards	Review fee application chart summarizing fees and payment issues involving budget.
6/17/03	.50	Shirley S Cho	Telephone conference with R. Hertzberg re Gleacher termination (.2); review email from J. Skidmore re Compass retention application (.1); review and forward email to C. Lhulier re OCP (.1); email to D. Fournier re Compass retention application (.1).
6/18/03	.10	Shirley S Cho	Email to C. Hernandez re professional fee applications.
6/18/03	1.00	Frank A Chavez	Maintain, for attorney review and use, electronic case database re motions to employ and fee applications.
6/18/03	2.00	Marjon E Ghasemi	Several telephone and email conferences with various parties including C. Lhulier, M. Sharp, B. Mee, D. McCleve and various other parties re WCM and DMC retention (1.0); review UST objection to same (.3); telephone conference with S. McFarland re WCM and DMC retention (.3); telephone and email conferences with several OCPs re OCP procedures (.4).
6/18/03	.80	Marjon E Ghasemi	Review various documents re status 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>
			various fee applications (.5); review fee application chart re same and forward same to client (.3).
6/18/03	.30	Geoffrey A Richards	Review US Trustee objection re Gleacher.
6/19/03	1.00	Frank A Chavez	Locate, retrieve and prepare for distribution to client all applications for employment and fee applications.
6/19/03	.90	Marjon E Ghasemi	Telephone conference with M. Sharp re scope of Staubach/RCS services (.3); confer with S. Cho re same (.2); follow up telephone call to M. Sharp re same (.1); exchange email correspondence with S. McFarland, W. Mee and D. McCleve re WCM/DMC retention (.3).
6/19/03	1.70	Geoffrey A Richards	Multiple calls with B. Nortman re Hilco retention issues (1.3); telephone conference with M. Sharp and advisory committee re same (.4).
6/20/03	1.90	Marjon E Ghasemi	Telephone conference with K. Larin re Alix retention order (.2); telephone call to L. Jones re same (.1); confer and exchange email with S. Cho re same (.2); exchange email correspondence with S. McFarland, M. Sharp and W. Mee re WCM and DMC retention (.6); review correspondence from K. Percy re professional fees (.2); telephone conference with K. Percy re same (.2); telephone conference with F. Vechione re OCP process (.2); exchange email correspondence with J. Benias re supplement to OCP list (.2).
6/23/03	.10	Shirley S Cho	Email to L. Jones re D&T application.
6/23/03	.10	Shirley S Cho	Review and forward Glass final fee application order to C. Lhulier, committee and UST.
6/23/03	4.40	Marjon E Ghasemi	Exchange email correspondence with real estate team re several parties.

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>
			including M. Sharp, W. Mee, D. McCleve and S. McFarland re WCM/DMC retention (.3); telephone conference with C. Mooney re W. Mee (.2); telephone conference with S. McFarland re WCM and DMC retention application (.3); telephone conference with real estate team and S. McFarland re DMC and WCM retention applications (1.2); draft supplemental Mee affidavit re WCM retention (1.2); draft supplemental McCleve affidavit re DMC retention (1.0); email correspondence to S. McFarland, M. Sharp, W. Mee and D. McCleve re same (.2).
6/23/03	.60	Geoffrey A Richards	Analyze Trustee's objection to WCM retention (.3); review Trustee's objection to DMC retention (.3).
6/24/03	2.50	Marjon E Ghasemi	Exchange email correspondence with W. Mee and D. McCleve re WCM and DMC retention applications (.6); several telephone conferences with S. McFarland re same (.5); computer research re same (1.0); telephone conference with M. Sharp, G. Richards and S. McFarland re same (.4).
6/25/03	2.50	Denise Wymore	Draft employment application for H. Davidson & Associates.
6/25/03	1.30	Frank A Chavez	Locate, retrieve, review, organize and distribute for attorney review and use, various documents re compensation and reimbursement of various professionals.
6/25/03	1.50	Marjon E Ghasemi	Telephone conference with J. Hill re liquor license broker retention (.3); telephone calls to and from B. Hall re same (.3); review and revise Bain retention and termination application (1.0); emails to S. Phelps and R. Wynne re same (.2).
6/25/03	.20	Marjon E Ghasemi	Telephone conference with S. Tolle re

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>
			Alix Partners retention order.
6/26/03	.40	Shirley S Cho	Review and return voicemail of M. Ghasemi re retention of expert (.1); Review Bain motion to employ/terminate (.2); meet and confer with M. Ghasemi re same (.1).
6/26/03	.80	Denise Wymore	Revise Davidson retention application.
6/26/03	.30	Frank A Chavez	Retrieve and distribute, for attorney review and use, various fee applications re work done by professionals for the month of May.
6/26/03	1.20	Marjon E Ghasemi	Confer with S. Cho re Bain retention application (.2); exchange email correspondence with S. Phelps re same (.2); exchange email correspondence with S. Cho and A. Paris re expert witness (.3); telephone and office conferences re same (.5).
6/27/03	.50	Denise Wymore	Review email from S. Cho re fee application chart (.1); review fee application chart (.3); email to F. Chavez re same (.1).
6/27/03	2.50	Frank A Chavez	Maintain and distribute, for attorney review and use, electronic case database re applications for employment and fee applications.
6/27/03	2.20	Marjon E Ghasemi	Review and revise Bain retention and termination application (2.0); telephone conference with C. Hernandez re same (.2).
6/28/03	.20	Marjon E Ghasemi	Telephone calls to and from S. Cho re Keene retention.
6/28/03	1.00	Marjon E Ghasemi	Review and revise Bain retention application.
6/28/03	.50	Andrew J Groesch	Correspond with D. Cole, J. Strohl, and J. Celeski re summary chart of debtors' and creditors' committee professionals

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>
			monthly fee applications (.4); review and respond to voicemail from G. Richards re same (.1).
6/30/03	2.50	Robert T Buday	Review and revise proposed consulting agreement for Keen Consulting and participate in conferences re same.
6/30/03	.40	Shirley S Cho	Review Bain retention/termination application (.3); meet and confer with M. Ghasemi re same (.1).
6/30/03	1.60	James R Strohl	Research docket re fee applications filed with the Court (.7); create spreadsheet re same (.9).
6/30/03	3.40	Marjon E Ghasemi	Draft Meacham affidavit re Bain retention application (1.0); draft order re Bain retention application (.5); review and revise retention application (1.5); telephone call to S. Phelps re same (.2); confer with S. Cho re same (.2).
6/30/03	5.50	James M Celeski	Create and update fee application chart.
6/30/03	.60	Andrew J Groesch	Correspond with G. Richards and E. Cox-Arnold re finalizing fee application chart.
6/30/03	.80	Geoffrey A Richards	Review and revise Keene retention agreement (.6); telephone conference with R. Buday re same (.2).
	126.70		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	137.83
Standard Copies	.90
Scanned Images	3.15
Telephone	36.81
Total Expenses	\$ 178.69

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.# 2682663

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IN THE MATTER OF                      Schedules/Statement of Financial Affairs  
File No. 40575-0027

For legal services rendered through June 30, 2003 (see attached Description of Legal Services for detail)	\$ 33,235.00
For disbursements incurred through June 30, 2003 (see attached Description of Expenses for detail)	\$ 331.98
Total for legal services rendered and expenses incurred	\$ 33,566.98



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>
Heather D Bawden	.50	225.00	112.50
Shirley S Cho	10.00	420.00	4,200.00
Steven R Kotarba	38.10	385.00	14,668.50
Richard Radnay	1.30	310.00	403.00
Geoffrey A Richards	11.30	460.00	5,198.00
Richard L Wynne	1.10	670.00	737.00
Andrew J Groesch	26.90	190.00	5,111.00
Alison V Keeny	11.50	150.00	1,725.00
James R Strohl	7.20	150.00	1,080.00
<b>Total</b>	<b>107.90</b>		<b>\$ 33,235.00</b>

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>
6/03/03	.20	Shirley S Cho	Meet and confer with B. Porter schedules status.
6/05/03	1.30	Shirley S Cho	Meet and confer with B. Porter re schedules/SOFA prep (1.1); follow up meet and confer with B. Porter and R. Stovall re same (.2).
6/10/03	.10	Shirley S Cho	Review and return email of B. Porter re schedules.
6/12/03	.60	Shirley S Cho	Meet and confer with M. Monger and B. Porter re status of schedules (.4); Email to C. Lhulier re schedules open question (.2).
6/13/03	.30	Shirley S Cho	Voicemail to G. Richards and S. Kotarba re schedules review (.1); meet and confer with B. Porter re same (.1); meet and confer with A. Azhari re same (.1).
6/13/03	.50	Andrew J Groesch	Print and circulate draft Schedules and SOFAs.
6/14/03	3.50	Steven R Kotarba	Review Fleming and Coremark SOFAs and Schedules, provide comments re same.
6/14/03	.30	Andrew J Groesch	Review and respond to voicemail from S. Kotarba re draft SOFAs.
6/15/03	1.60	Shirley S Cho	Review Fleming schedules (1.0); review Core-Mark schedules (.6).
6/16/03	1.00	Steven R Kotarba	Respond to questions, review revised information re SOFAs.
6/16/03	.20	Shirley S Cho	Telephone conference with C. Lhulier re schedules meeting and review email from B. Porter re same.
6/16/03	4.20	James R Strohl	Prepare and review precedent schedules and SOFA's.

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>
6/16/03	1.00	Andrew J Groesch	Research and pull SOFA and Schedules general notes precedent.
6/17/03	.80	James R Strohl	Review and organize schedule and SOFA precedent.
6/18/03	1.30	Richard Radnay	Telephone conference with C. Pak and H. Wallasea re transition services agreement (.3); telephone conference S. Cho and B. Porter re SOFA schedules and cure notices (1.0).
6/18/03	1.20	Shirley S Cho	Telephone conference with B. Porter, M. Monger, S. McFarland re schedules/SOFA (1.0); follow-up emails to K&E personnel re same (.2).
6/18/03	1.40	James R Strohl	Prepare schedules and SOFA precedent.
6/19/03	2.00	Steven R Kotarba	Review and comment on drafts of Statements and Schedules.
6/19/03	.20	Shirley S Cho	Review and reply to emails of K. Everett re SOFA questions.
6/20/03	.30	Shirley S Cho	Email to K. Everett re footnotes for schedules.
6/20/03	.80	James R Strohl	Prepare binders re schedules and SOFA's.
6/20/03	.30	Andrew J Groesch	Office conference with B. Porter re circulating drafts of SOFAs and Schedules.
6/23/03	1.00	Steven R Kotarba	Review and comment on SOFA/Schedule language.
6/23/03	.50	Heather D Bawden	Correspond with R. Radnay re schedules and notice process (.2); telephone conference with R. Radnay and B. Porter re data room materials (.3).
6/23/03	.60	Shirley S Cho	Telephone conference with B. Porter re schedules timetable (.1); telephone conference with M. Monger, B. Porter,

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>
			et al. re schedules (.5).
6/23/03	6.30	Andrew J Groesch	Proof and revise Schedules and SOFAs (5.8); telephone conference with AlixPartners, Fleming, and K&E re SOFA and Schedules (.5).
6/23/03	2.30	Geoffrey A Richards	Review and comment on schedules and statements of financial affairs (1.8); telephone conference with M. Monger re same (.5).
6/24/03	1.60	Steven R Kotarba	Review and comment on draft Statements and Schedules.
6/24/03	.90	Shirley S Cho	Review and return voicemails from G. Richards re revisions needed to schedules (.5); voicemails to A. Bates re same (.1); voicemail to C. Lhulier re schedules (.1); telephone conference with A. Bates re guarantee of liability (.2).
6/24/03	6.00	Andrew J Groesch	Proof and revise Schedules and SOFAs (4.5); telephone conference with R. Buday re Schedule A and accompanying notes (.3); correspond with K. Aebischer re UCC searches for secured creditors (.2); office conference with B. Porter and K. Everett re pending issues with Schedules and SOFAs (1.0).
6/25/03	2.30	Shirley S Cho	Review Fleming schedules/SOFA (1.3); review and return email of A. Bates re Schedule D (.1); review Coremark schedules/SOFA (.9).
6/25/03	6.00	Alison V Keeny	Proof SOFA's and schedules.
6/25/03	4.00	Andrew J Groesch	Review nd revise Schedules and SOFAs.
6/26/03	4.00	Steven R Kotarba	Work on-site re preparation of Statements and Schedules.
6/26/03	.10	Shirley S Cho	Review and return voicemail from S. Kotarba re schedules status.

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>
6/26/03	5.50	Alison V Keeny	Proof Schedules and SOFAs.
6/26/03	4.00	Andrew J Groesch	Review and revise Schedules and SOFAs.
6/27/03	6.50	Steven R Kotarba	Final page turn, meetings and other work to finalize Statements and Schedules for filing.
6/27/03	.10	Shirley S Cho	Review and return voicemail S. Kotarba re schedules status.
6/27/03	2.40	Andrew J Groesch	Review draft SOFA and mark-up changes (.8); office conference with B. Porter re changes to SOFA (.1); prepare for and participate in telephone conference with G. Richards, S. Kotarba, K. Everett, B. Porter, M. Monger re final revisions to SOFA and Schedules (1.5).
6/27/03	4.10	Geoffrey A Richards	Review and revise schedules and statements of financial affairs (3.5); office conference with S. Kotarba re same (.6).
6/28/03	4.00	Steven R Kotarba	Finalize Statements and Schedules re Filing.
6/28/03	1.60	Andrew J Groesch	Telephone conference with G. Richards re draft SOFAs and Schedules (.1); arrange for routing of final drafts of Fleming, CoreMark and Dunigan Fuels SOFA and Schedules in Chicago for S. Kotarba and New York for G. Richards (.5); review and respond to voicemail re additional information for SOFA and Schedules (.3); telephone conferences with B. Porter re final review of Dunigan, Fleming, and CoreMark SOFAs and Schedules (.2); telephone conferences with M. Monger re final review of SOFAs and Schedules (.5).
6/29/03	4.50	Steven R Kotarba	Review and comment on final drafts of Statements and Schedules.
6/29/03	4.90	Geoffrey A Richards	Review and comment on revised schedules and statements of financial affairs.

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>
6/30/03	10.00	Steven R Kotarba	Working on-site at Company Headquarters to finalize Statements and Schedules including revisions and answers to open questions in preparation for filing.
6/30/03	1.10	Richard L Wynne	Analyze SOFAs and schedule updates.
6/30/03	.50	Andrew J Groesch	Office conferences with S. Kotarba and AlixPartners re finalizing and filing SOFAs and Schedules in Delaware.
	107.90		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>
Standard Copies	7.30
Scanned Images	55.20
Overtime Meals	12.00
Overtime Meals - Attorney	14.05
Word Processing Overtime	106.65
Secretarial Overtime	58.13
Outside Messenger Services	78.65
Total Expenses	\$ 331.98

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

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

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

IN THE MATTER OF                      Shareholder Litigation  
File No. 40575-0028

Total for legal services rendered and expenses incurred	\$ 8,229.50
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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	.80	625.00	500.00
Drew D Panahi	.30	255.00	76.50
Geoffrey A Richards	16.20	460.00	7,452.00
Richard L Wynne	.30	670.00	201.00
<b>Total</b>	17.60		<b>\$ 8,229.50</b>

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>
5/18/03	.30	Richard L Wynne	Telephone conference with P. Aronzon re D&O settlement.
6/05/03	5.90	Geoffrey A Richards	Develope shareholder litigation strategy.
6/11/03	1.20	Geoffrey A Richards	Office conference with A. Dykes re shareholder litigation issues.
6/12/03	.80	Richard S Berger	Research re D&O issues and re 105 stay of D&O cases.
6/18/03	4.40	Geoffrey A Richards	Review shareholder litigation documents sent by G. Ward.
6/25/03	.30	Drew D Panahi	Telephone conference with G. Ward re derivative and officers and directors law suits.
6/25/03	3.30	Geoffrey A Richards	Prepare for and participate in telephone conference with A. Dykes, C. Hernandez, R. Wynne and D. Berger re D&O litigation issues (1.8); meeting with A. Dykes and C. Hernandez re same (1.5).
6/27/03	1.40	Geoffrey A Richards	Prepare shareholder litigation analysis (1.0); telephone conference with C. Hernandez re same (.4).
	17.60		TOTAL HOURS