

TASK CODE: B160.1 Fee Application of Others

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/02/03	J. Skidmore	Correspondence from S. Cho and R. Josephson re revised Glass order.	0.10	175.00	17.50
06/03/03	J. Skidmore	Correspondence to D. Dunne and P. Aronzon re Greenberg Traurig bill for services to local counsel to bank group.	0.10	175.00	17.50
06/03/03	J. Skidmore	Correspondence to J. Lewis re Greenberg Traurig fees as Bank Group local counsel.	0.10	175.00	17.50
06/09/03	J. Skidmore	Correspondence to S. Cho re PWC fee application.	0.10	175.00	17.50
06/13/03	I. Cohen	Review letter from S. Cousins re secured lenders' fees and preliminary review of invoice.	0.20	460.00	92.00
06/17/03	I. Cohen	Memo from M. Barker and review chart of all professionals and fee range.	0.20	460.00	92.00
06/20/03	I. Cohen	Review Notice of Amendment and Amendment to Glass and Associates First and Final Fee Motion	0.10	460.00	46.00
06/20/03	I. Cohen	Review proposed order approving Glass fee application.	0.10	460.00	46.00
06/20/03	J. Skidmore	Correspondence with M. Hazy re draft Glass order.	0.10	175.00	17.50
06/23/03	R. Hertzberg	Review Glass fee order.	0.20	410.00	82.00

Fleming Companies, Inc. Official Committee of
Client/Matter Number: 127226.00002
July 21, 2003

Invoice: 10174164
Page 77

06/26/03	J. Cook	Email to W. Cohen, D. Fournier, R. Hertzberg re K&E 5'03 Fee Application.	0.10	140.00	14.00
Total B160.1 Fee Application of Others			<u>1.40</u>	<u>459.50</u>	

Fleming Companies, Inc. Official Committee of
Client/Matter Number: 127226.00002
July 21, 2003

Invoice: 10174164
Page 78

TASK CODE: B161 Fees/Objections

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/10/03	R. Hertzberg	Correspondence from S. Cho re extension on PWC application.	0.20	410.00	82.00
Total B161 Fees/Objections			<u>0.20</u>		<u>82.00</u>

TASK CODE: B170 Employment of Professionals

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/02/03	I. Cohen	Telephone call from D. Fournier with updated information on retention hearings.	0.10	460.00	46.00
06/02/03	I. Cohen	Telephone call from L. Lattig with current status on supplemental information provided to US Trustee.	0.20	460.00	92.00
06/02/03	I. Cohen	Telephone call from A. DeNatale re hearing on retention.	0.20	460.00	92.00
06/02/03	D. Fournier	Telephone J. McMahon re Pepper retention (.1); telephone W. Cohen re same (.2); telephone C. Lhulier re status for agenda (.1); email to J. McMahon re same (.1).	0.50	395.00	197.50
06/02/03	D. Kayes	Analysis of retention issues.	0.20	435.00	87.00
06/02/03	E. Bonnett	Conference with J. Cook re Pepper Hamilton's retention.	0.20	100.00	20.00
06/02/03	E. Bonnett	E-mails to/from D. Fournier re various retention applications.	0.20	100.00	20.00
06/02/03	J. Cook	Review certificate of service re Pepper retention application re certain service parties.	0.20	140.00	28.00
06/03/03	D. Fournier	Follow-up re PH retention application.	0.50	395.00	197.50
06/09/03	E. Bonnett	Review docket for order approving Pepper Hamilton's retention application.	0.10	100.00	10.00

06/11/03	J. Cook	Review docket re Pepper Hamilton Retention Order.	0.10	140.00	14.00
06/12/03	D. Fournier	Review US Trustee changes to Compass Order (.1); confer with E Bonnett re certification of counsel (.1); review and revise same (.2); emails from/to M. Hozy re 328 (a) issue (.2).	0.60	395.00	237.00
06/12/03	D. Fournier	Review docket re PH retention order and circulate same.	0.10	395.00	39.50
06/12/03	E. Bonnett	Conference with D. Fournier re Certificate of Counsel re Compass retention.	0.20	100.00	20.00
06/12/03	E. Bonnett	Preparation of Certificate of Counsel re Compass retention.	0.20	100.00	20.00
06/15/03	I. Cohen	Memo from D. Fournier re indemnification authority in Third Circuit.	0.10	460.00	46.00
06/16/03	D. Fournier	Telephone H. Tepner re form of order (.1); confer with E. Bonnett re filing Certification of Counsel.	0.20	395.00	79.00
06/16/03	E. Bonnett	Preparation and execution of Certification of Counsel re Compass retention application for e-filing.	0.30	100.00	30.00
06/16/03	E. Bonnett	Preparation of service of Certification of Counsel re Compass retention application.	0.20	100.00	20.00

06/17/03	I. Cohen	Telephone call from S. Schirmang requesting status of retention of committee professionals.	0.10	460.00	46.00
06/17/03	D. Fournier	Telephone D. Dunne re Milbank retention.	0.10	395.00	39.50
06/24/03	I. Cohen	Telephone call to B. Kaufman re retention of Keen Realty.	0.10	460.00	46.00
06/24/03	R. Hertzberg	Telephone call with H. Bordwin - Keen re status on choosing real estate agent.	0.20	410.00	82.00
06/26/03	I. Cohen	Review with J. Skidmore the basis for Pepper supplemental disclosure.	0.20	460.00	92.00
06/27/03	E. Bonnett	Preparation of Certification of Counsel re Compass retention.	0.30	100.00	30.00
06/27/03	E. Bonnett	E-mail to A. Michailoff re Certification of Counsel re Compass retention.	0.10	100.00	10.00
06/27/03	E. Bonnett	Preparation and execution of Certificate of Counsel re Compass retention for e-filing.	0.30	100.00	30.00
06/27/03	E. Bonnett	Preparation of service of Certification of Counsel re Compass retention.	0.20	100.00	20.00
06/30/03	I. Cohen	Telephone call from H. Bordwin advising re retention of Keen Consultants.	0.10	460.00	46.00
Total B170 Employment of Professionals			6.10		1,737.00

TASK CODE: B170.1 Retention of Others

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/02/03	E. Bonnett	E-mail to J. Lewis re Food Partners retention.	0.10	100.00	10.00
06/03/03	I. Cohen	Telephone call from R. Wynne re retention of Gladstone.	0.20	460.00	92.00
06/03/03	R. Hertzberg	Review revised order on Dovebid employment.	0.20	410.00	82.00
06/03/03	R. Hertzberg	Correspondence from B. Kaufman re information on Dovebid agreement.	0.20	410.00	82.00
06/03/03	R. Hertzberg	Correspondence from J. Horwitz re position on Dovebid retention.	0.20	410.00	82.00
06/03/03	R. Hertzberg	Telephone call with B. Kaufman re position on Dovebid application.	0.20	410.00	82.00
06/03/03	R. Hertzberg	Telephone call with J. Horwitz re settlement of Dovebid motion.	0.20	410.00	82.00
06/09/03	D. Kayes	Examine motion re Gleacher termination agreement.	0.30	435.00	130.50
06/09/03	J. Skidmore	Correspondence from S. Cho re draft Gleacher termination agreement.	0.10	175.00	17.50
06/09/03	J. Skidmore	Conference with D. Kayes re Gleacher retention and termination agreement.	0.20	175.00	35.00

06/09/03	J. Skidmore	Correspondence to I.W. Cohen re Gleacher retention and termination agreement.	0.10	175.00	17.50
06/10/03	I. Cohen	Telephone to A. Greene re outline of settlement.	0.20	460.00	92.00
06/10/03	R. Hertzberg	Telephone call with A. Greene re support for Gleacher on compensation.	0.20	410.00	82.00
06/10/03	J. Skidmore	Correspondence to M. Hazy re DMC Real Estate retention.	0.10	175.00	17.50
06/10/03	J. Skidmore	Begin review Gleacher retention and termination motions and prepare summary to Committee re same.	0.40	175.00	70.00
06/11/03	D. Fournier	Telephone M. Hazy re Compass retention order (.1); emails from/to Compass re same.	0.20	395.00	79.00
06/11/03	J. Skidmore	Continue review of Gleacher retention/termination and prepare summary re same.	1.10	175.00	192.50
06/12/03	R. Hertzberg	Correspondence to B. Kaufman re Gleacher compensation analysis.	0.20	410.00	82.00
06/12/03	R. Hertzberg	Telephone call with A. Greene re questions on Gleacher fees.	0.20	410.00	82.00
06/13/03	J. Skidmore	Correspondence from B. Kaufman re Gleacher financial information to prepare analysis.	0.10	175.00	17.50
06/13/03	J. Skidmore	Telephone conference with B. Kaufman's office re Gleacher financial information to prepare analysis.	0.20	175.00	35.00

06/13/03	J. Skidmore	Correspondence to B. Kaufman re Alex Green email.	0.10	175.00	17.50
06/13/03	J. Skidmore	Review motion, agreement and proposed order and preparation summary re WCM retention application.	0.60	175.00	105.00
06/15/03	J. Skidmore	Correspondence from B. Kaufman re Gleacher retention and termination.	0.10	175.00	17.50
06/15/03	J. Skidmore	Correspondence to b. Kaufman re Gleacher retention and termination.	0.10	175.00	17.50
06/16/03	R. Hertzberg	Review amendment to AP services engagement letter.	0.20	410.00	82.00
06/16/03	J. Skidmore	Telephone call with B. Kaufman re DMC motion, WCM motion, Gleacher motion.	0.30	175.00	52.50
06/16/03	J. Skidmore	Correspondence to B. Kaufman re DMC and WCM retention applications.	0.10	175.00	17.50
06/17/03	D. Fournier	Emails from/to J. Skidmore re Compass.	0.10	395.00	39.50
06/17/03	R. Hertzberg	Conference with J. Skidmore re issue on Gleacher fees.	0.20	410.00	82.00
06/17/03	J. Skidmore	Correspondence with D. Fournier re status of Compass retention application and correspondence to S. Cho re same.	0.10	175.00	17.50

06/17/03	J. Skidmore	Correspondence with S. Campbell re Gleacher retention termination agreement.	0.10	175.00	17.50
06/17/03	J. Skidmore	Telephone conference with S. Campbell re Gleacher fee application and termination motion.	0.20	175.00	35.00
06/17/03	J. Skidmore	Conference with I.W. Cohen re Gleacher retention and termination and summary of status re lease rejection motion.	0.20	175.00	35.00
06/17/03	J. Skidmore	Correspondence to B. Kaufman re Gleacher analysis.	0.10	175.00	17.50
06/17/03	J. Skidmore	Correspondence from B. Kaufman re Gleacher retention analysis.	0.10	175.00	17.50
06/17/03	J. Skidmore	Telephone conference with B. Kaufman re Gleacher, lease motion, DMC and WCM appointment.	0.40	175.00	70.00
06/18/03	I. Cohen	Review with R. Hertzberg conditions on support of Hilco.	0.20	460.00	92.00
06/18/03	R. Hertzberg	Telephone call with A. Greene re adjourning hearing and information needed from Gleacher (.20) and correspondence to A. Greene re same.	0.40	410.00	164.00
06/18/03	J. Skidmore	Conference with R. Hertzberg re Gleacher retention and termination issues.	0.20	175.00	35.00

06/18/03	J. Skidmore	Correspondence to B. Kaufman re status of Gleacher retention.	0.10	175.00	17.50
06/20/03	I. Cohen	Review memos to and from R. Balinsky, T. Asante and M. Kramer re Chanin and Hawk joint retention issues and Debtor's concerns.	0.20	460.00	92.00
06/25/03	I. Cohen	Review Tepner memo re Blackstone retention.	0.20	460.00	92.00
06/26/03	I. Cohen	Review memo from H. Tepner to Committee on Debtor's retention of professionals.	0.20	460.00	92.00
06/27/03	J. Skidmore	Review notice of disinterestedness re ordinary course professions re 1) Ballard Spahr, 2) Gibbons Del Deo, 3) Waller Lansden, 4) Sheppard, Mullin, 5) Scott & Kienzl, 6) Sullivan & Thoreson, and 7) Quarles & Brady.	1.40	175.00	245.00
06/30/03	J. Skidmore	Conference with R. Hertzberg re appointment of Ordinary Course Professionals.	0.20	175.00	35.00
Total B170.1 Retention of Others			11.00	2,967.50	

TASK CODE: B171 Employment of Professionals/Objections

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/02/03	I. Cohen	Review scope of objections to Blackstone.	0.20	460.00	92.00
06/02/03	I. Cohen	Gathering supplemental information for Trustee re Pepper retention.	1.00	460.00	460.00
06/02/03	D. Fournier	Review and revise objection to Blackstone Retention Application (.3); telephone W. Cohen re same (.1).	0.40	395.00	158.00
06/02/03	D. Fournier	Telephone H. Tepner re resolution of Debtor concerns on retention (.2); prepare and circulate insert for order re same (.4); telephone S. Cho re same (.1).	0.70	395.00	276.50
06/02/03	D. Fournier	Follow up with N. Peterman re US Trustee issues on KPMG retention.	0.20	395.00	79.00
06/02/03	R. Hertzberg	Telephone call with J. Hoards re position on Dovebid application.	0.20	410.00	82.00
06/02/03	R. Hertzberg	Correspondence from J. Skidmore re issue on Blackstone objection (.20) and telephone call with J. Skidmore re amending same (.20).	0.20	410.00	82.00
06/02/03	D. Kayes	Revise objections re Blackstone.	0.20	435.00	87.00

06/02/03	D. Kayes	Analysis of issues re Blackstone.	0.50	435.00	217.50
06/02/03	D. Kayes	Telephone call from J. Skidmore re Blackstone objections.	0.20	435.00	87.00
06/02/03	J. Skidmore	Conference with I.W. Cohen re resolution of Committee objections re Blackstone application.	0.20	175.00	35.00
06/02/03	J. Skidmore	Correspondence to P. Aronson re resolution of Committee objections re Blackstone application.	0.10	175.00	17.50
06/02/03	J. Skidmore	Correspondence to D. Fournier re resolution of Committee objections re Blackstone application.	0.10	175.00	17.50
06/02/03	J. Skidmore	Preparation of objection re Blackstone retention.	0.60	175.00	105.00
06/02/03	J. Skidmore	Revisions to objection to Blackstone retention and prepare for filing.	0.20	175.00	35.00
06/02/03	J. Skidmore	Correspondence with D. Fournier re indemnity clause re Blackstone retention application.	0.10	175.00	17.50
06/02/03	J. Skidmore	Telephone conference with M. Hazy re coordination of language in objection to Food Partners and Blackstone retention applications.	0.20	175.00	35.00
06/02/03	J. Skidmore	Correspondence from P. Aronson and L. Mandel re Blackstone objection.	0.10	175.00	17.50

06/02/03	J. Skidmore	Correspondence to P. Aronzon and L. Mandel re Blackstone objection.	0.10	175.00	17.50
06/02/03	J. Skidmore	Telephone conference with J. Lewis re Blackstone objection re Success fees.	0.20	175.00	35.00
06/02/03	J. Skidmore	Telephone conference with R. Hertzberg re Blackstone objection re Success fees.	0.20	175.00	35.00
06/02/03	J. Skidmore	Telephone conference with D. Kayes re Blackstone objection re Success fees.	0.20	175.00	35.00
06/02/03	J. Skidmore	Telephone confrence with J. Lewis and D. Dunne re Blackstone objection re Success fees.	0.20	175.00	35.00
06/02/03	M. Alexsy	Telephone call from and to M. Hazy re objection to Blackstone and Food Partners retention applications.	0.20	110.00	22.00
06/02/03	M. Alexsy	Communication to J. Skidmore re same.	0.10	110.00	11.00
06/02/03	J. Cook	Assist D. Fournier re filing and service of Objection to Blackstone Retention and Objection to Food Partners Objection.	1.30	140.00	182.00
06/03/03	I. Cohen	Telephone call from D. Dunne re additional objection to Blackstone needed.	0.20	460.00	92.00
06/03/03	I. Cohen	Review and revise supplemental objection to Blackstone and review unusual objection to Blackstone.	0.30	460.00	138.00

06/03/03	I. Cohen	Continued work on supplemental information for US Trustee.	0.80	460.00	368.00
06/03/03	I. Cohen	Review additional supplemental information for US Trustee.	0.50	460.00	230.00
06/03/03	I. Cohen	Telephone call to D. Fournier re status of information for US Trustee.	0.20	460.00	92.00
06/03/03	D. Fournier	Revise Compass order (.3); telephone J. McMahon re same (.1); emails from/to S. Cho re same (.1); telephone H. Tepner (2x) re same (.2).	0.70	395.00	276.50
06/03/03	D. Fournier	Emails to/from P. Aronzon re Blackstone issues.	0.20	395.00	79.00
06/03/03	R. Hertzberg	Review amendment to Glass retention.	0.20	410.00	82.00
06/03/03	R. Hertzberg	Correspondence from R. Josephson re settlement amount with Glass & Associates.	0.20	410.00	82.00
06/03/03	R. Hertzberg	Telephone call with D. Fournier re issues related to employment application.	0.20	410.00	82.00
06/03/03	D. Kayes	Work on Blackstone objections.	0.20	435.00	87.00
06/03/03	D. Kayes	Telephone call from L. Mandel re Blackstone issues.	0.20	435.00	87.00
06/03/03	J. Skidmore	Prepare supplemental objection re Blackstone application.	0.70	175.00	122.50

06/03/03	J. Skidmore	Review and revise Blackstone supplemental objection with I.W. Cohen.	0.30	175.00	52.50
06/03/03	J. Skidmore	Review Committee call notes with D. Kayes re Blackstone application and Committee concerns.	0.20	175.00	35.00
06/03/03	J. Skidmore	Correspondence to D. Fournier re final draft of Blackstone supplemental objection.	0.10	175.00	17.50
06/03/03	J. Skidmore	Correspondence with P. Aronzon re Blackstone supplemental objection.	0.10	175.00	17.50
06/03/03	J. Skidmore	Correspondence with L. Mandel re Blackstone supplemental objection.	0.10	175.00	17.50
06/04/03	I. Cohen	Telephone call to D. Fournier reviewing supplemental information for US Trustee.	0.30	460.00	138.00
06/04/03	D. Fournier	Telephone D. Dunne re contested retention applications.	0.30	395.00	118.50
06/04/03	D. Fournier	Telephone J. McMahon re resolution of objections to retention applications (.2); prepare proffer re same (.6).	0.80	395.00	316.00
06/04/03	D. Fournier	Prepare for potential contested hearing on Compass and KPMG Applications.	1.30	395.00	513.50
06/05/03	I. Cohen	Review with D. Fournier the Supplemental Disclosure to Trustee re waivers and claim investigation.	0.20	460.00	92.00

06/05/03	I. Cohen	Telephone call to D. Fournier re supplemental information for US Trustee and submission of certification re same.	0.20	460.00	92.00
06/05/03	D. Fournier	Telephone W. Cohen re Pepper and Milbank retention applications (.2); review and revise Certificate of No Objection re same (.2); initial draft of Second Supplemental Declaration re same (.6); email to J. McMahon re Certificate of No Objection (.1).	1.10	395.00	434.50
06/05/03	E. Bonnett	Conference with D. Fournier re Pepper Hamilton's retention.	0.10	100.00	10.00
06/05/03	E. Bonnett	Preparation of Certificate of No Objection re Pepper Hamilton's retention.	0.20	100.00	20.00
06/05/03	E. Bonnett	E-mail to D. Fournier re Certificate of No Objection re Pepper Hamilton's retention.	0.10	100.00	10.00
06/06/03	I. Cohen	Review certification of no objection re Pepper retention.	0.20	460.00	92.00
06/06/03	E. Bonnett	Conference with J. Cook re Pepper Hamilton's retention application.	0.20	100.00	20.00
06/06/03	E. Bonnett	E-mail to D. Fournier re Pepper Hamilton's retention order.	0.10	100.00	10.00

06/06/03	E. Bonnett	Review Certificate of No Objection re Pepper Hamilton's retention application.	0.10	100.00	10.00
06/06/03	E. Bonnett	Conference with D. Fournier re Certificate of No Objection re Pepper Hamilton's retention application.	0.20	100.00	20.00
06/06/03	E. Bonnett	Preparation and execution of Certificate of No Objection re Pepper Hamilton's retention for e-filing.	0.30	100.00	30.00
06/06/03	E. Bonnett	Preparation of Service for Certificate of No Objection re Pepper Hamilton's retention application.	0.30	100.00	30.00
06/06/03	E. Bonnett	E-mail to D. Fournier re Certificate of No Objection re Pepper Hamilton's retention application.	0.10	100.00	10.00
06/10/03	D. Fournier	Revise Compass retention order (.6); forward to J. McMahon with email message (.1).	0.70	395.00	276.50
06/15/03	I. Cohen	Memo from J. Helen Cook re filing objections to Blackstone and Food Partners Retention applications.	0.10	460.00	46.00
06/17/03	I. Cohen	Telephone call from D. Dunne re status of AlixPartners proposal.	0.20	460.00	92.00
06/17/03	I. Cohen	Telephone call from D. Dunne re AlixPartner proposal and presentation to subcommittee.	0.20	460.00	92.00

06/18/03	I. Cohen	Review amendment to AlixPartners engagement terms/compensation proposal.	0.20	460.00	92.00
06/18/03	I. Cohen	Review memo from S. Schirmang re counter proposal to AlixPartner compensation structure.	0.10	460.00	46.00
06/18/03	R. Hertzberg	Conference with J. Skidmore re potential objection to Gleacher fees.	0.20	410.00	82.00
06/18/03	R. Hertzberg	Correspondence from H. Tepner re position of debtor employment of Hilco on real estate (.20), telephone call with B. Cohen re same (.20) and correspondence to H. Tepner re objection as long as not polarizing re position of committee (.20).	0.60	410.00	246.00
06/18/03	R. Hertzberg	Telephone call with P. Aronzon re status on the Blackstone and Alix Partner employment and offers received on asset.	0.30	410.00	123.00
06/19/03	I. Cohen	Review with J. Skidmore status of retention of professionals and telephone call to D. Kayes re Blackstone retention.	0.20	460.00	92.00
06/19/03	I. Cohen	Telephone call from T. Stenger re AlixPartner position on compensation response from committee.	0.20	460.00	92.00
06/19/03	I. Cohen	Review supplemental committee objection re Blackstone.	0.10	460.00	46.00

06/19/03	I. Cohen	Review memo from D. Dunne re filing early objections to AlixPartner, Blackstone and Glass.	0.10	460.00	46.00
06/20/03	I. Cohen	(6/17/03) Review memos to and from D. Fournier and J. Skidmore re status of Compass retention order.	0.10	460.00	46.00
06/20/03	I. Cohen	Telephone call from D. Dunne re Alix Partner compensation structure and proposal for retention.	0.20	460.00	92.00
06/20/03	I. Cohen	Review, with S. Schirmang, P. Aronzon's response to proposed Alix Partner compensation.	0.20	460.00	92.00
06/21/03	I. Cohen	Review status of order retaining Compass.	0.10	460.00	46.00
06/23/03	I. Cohen	Review memos from L. Mandel and proposed revised order in the Alix Partners retention.	0.20	460.00	92.00
06/23/03	I. Cohen	Preparation of memo to L. Mandel re Alix Partners order.	0.10	460.00	46.00
06/23/03	I. Cohen	Review memo from L. Mandel to S. Cho re presentation of Alix Partners Order.	0.10	460.00	46.00
06/23/03	I. Cohen	Review memos to and from S. Schirmang and L. Mandel re Alix Partners counterproposal re compensation and success fee.	0.20	460.00	92.00

06/23/03	D. Fournier	Emails from/to H. Tepner re hearing on Compass Retention Application.	0.30	395.00	118.50
06/24/03	I. Cohen	Review with R. Hertzberg contested motion re Blackstone.	0.20	460.00	92.00
06/24/03	D. Fournier	Telephone H. Tepner re preparation for contested hearing on Compass retention (.3); preparation of proffer re same (.7); follow-up calls with H. Tepner re same (.3); research re 328 (.5).	1.80	395.00	711.00
06/24/03	D. Fournier	Multiple calls with D. Dunne re Milbank retention application.	0.60	395.00	237.00
06/24/03	R. Hertzberg	Telephone calls (2) with B. Cohen and D. Fournier re Blackstone employment and other hearings.	0.40	410.00	164.00
06/25/03	I. Cohen	Conference with D. Kayes reviewing Blackstone proposal from Tepner.	0.20	460.00	92.00
06/25/03	I. Cohen	Telephone call to S. Schirmang reviewing the status of agenda and Tepner Blackstone counterproposal.	0.20	460.00	92.00
06/25/03	D. Fournier	Prepare for hearing on contested application to retain Blackstone.	1.70	395.00	671.50
06/25/03	D. Kayes	Examine Tepner memo re Blackstone terms.	0.20	435.00	87.00
06/25/03	D. Kayes	Work on memo re Blackstone terms.	0.20	435.00	87.00

Fleming Companies, Inc. Official Committee of
Client/Matter Number: 127226.00002
July 21, 2003

Invoice: 10174164
Page 97

06/25/03	J. Skidmore	Telephone conference with J. Lewis re Glass retention order.	0.20	175.00	35.00
06/26/03	D. Fournier	Revise order approving Compass Incentive Fee (.3); emails to H. Tepner and J. McMahon re same (.2).	0.50	395.00	197.50
06/26/03	D. Kayes	Examine memo re Blackstone and Alix Partners.	0.20	435.00	87.00
06/27/03	D. Fournier	Review and revise certification of counsel for Compass retention.	0.10	395.00	39.50
Total B171 Employment of Professionals/Objections			<u>30.60</u>	<u>10,832.5</u>	<u>0</u>

TASK CODE: B185 Assumption/Rejection of Leases and Contracts

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
05/13/03	K. Ostrowski	Preparation of correspondence to N. Barker re rejection of Holland and Knight lease.	0.20	195.00	39.00
05/17/03	K. Ostrowski	Receive and review Debtors' proposal to reject leases (1.5); receive and review KPMG analysis re same (.3); prepare memo to I.W. Cohen re same (.2)	2.00	195.00	390.00
05/22/03	K. Ostrowski	Telephone conference with N. Barker regarding lease rejection; revise pleading summary regarding lease rejections.	0.40	195.00	78.00
06/02/03	R. Hertzberg	Review Muir-Rainbow's supplemental objection on lease cure.	0.20	410.00	82.00
06/02/03	R. Hertzberg	Review Woodbury Village Shopping on potential assumption of lease.	0.20	410.00	82.00
06/02/03	K. Ostrowski	Prepare correspondence (2) to R. Buday regarding lease objections.	0.40	195.00	78.00
06/02/03	K. Ostrowski	Review and analyze correspondence from R. Buday regarding lease rejections.	0.20	195.00	39.00
06/03/03	R. Hertzberg	Correspondence from K. Ostrowski re removal of leases from rejection list.	0.20	410.00	82.00

06/03/03	K. Ostrowski	Review of correspondence (2) from N. Baker regarding rejection of subleases.	0.40	195.00	78.00
06/03/03	K. Ostrowski	Preparation of correspondence (2) to N. Barker regarding rejection of subleases.	0.40	195.00	78.00
06/03/03	K. Ostrowski	Telephone conference with N. Barker regarding rejection of subleases.	0.20	195.00	39.00
06/03/03	K. Ostrowski	Conference with J. Skidmore regarding rejection of subleases.	0.20	195.00	39.00
06/03/03	K. Ostrowski	Telephone call from L. Mandel regarding lease rejections.	0.20	195.00	39.00
06/03/03	K. Ostrowski	Telephone call for L. Mandel regarding lease rejections.	0.20	195.00	39.00
06/03/03	J. Skidmore	Review pleadings re hearings re lease rejection motion and notice of store closings	0.30	175.00	52.50
06/03/03	J. Skidmore	Respond to J. Lewis, D. Dunne and R. Hertzberg re lease rejection motion and notice of store closings.	0.20	175.00	35.00
06/03/03	J. Skidmore	Telephone conference with L. Mandel re motion re lease agreement docket no. 644.	0.20	175.00	35.00
06/03/03	J. Skidmore	Correspondence to R. Hertzberg re motion re lease agreement docket no. 644.	0.10	175.00	17.50
06/03/03	J. Skidmore	Conference with K. Ostrowski re lease rejection re sublease agreements.	0.20	175.00	35.00

06/03/03	J. Skidmore	Conference with K. Ostrowski re sublease agreements re reviewing re objection.	0.20	175.00	35.00
06/04/03	K. Ostrowski	Review of correspondence from B. Buday regarding retention of leases.	0.20	195.00	39.00
06/04/03	K. Ostrowski	Preparation of memo to R. Hertzberg regarding rejection of leases.	0.20	195.00	39.00
06/05/03	I. Cohen	Telephone call from D. Dunne re open question and settlement of military contracts.	0.20	460.00	92.00
06/05/03	I. Cohen	Telephone call to A. Mandell re military contract settlement.	0.20	460.00	92.00
06/10/03	R. Hertzberg	Correspondence from K. Ostrowski re removal of Kennedy property from lease list.	0.20	410.00	82.00
06/10/03	S. Hulbert	Communication with J. Skidmore re pleading summary for Debtors' Motion to Extend Time to Assume, Assign or Reject.	0.10	160.00	16.00
06/10/03	S. Hulbert	Preparation of summary for Debtors' Motion to Extend Time to Assume, Assign or Reject.	0.70	160.00	112.00
06/10/03	J. Skidmore	Conference with K. Ostrowski re lease rejection motions.	0.20	175.00	35.00
06/10/03	J. Skidmore	Correspondence from N. Barker re leases, Gleacher, Dove Bid motions.	0.10	175.00	17.50

06/10/03	J. Skidmore	Prepare summary re procedures re lease rejection and assumption.	0.70	175.00	122.50
06/11/03	I. Cohen	Telephone from S. Schirmang with information re termination of military contracts.	0.20	460.00	92.00
06/12/03	R. Hertzberg	Correspondence from M. Quigg re question on lease on store and position (.20) and correspondence to M. Quigg re same (.20).	0.40	410.00	164.00
06/12/03	J. Skidmore	Correspondence to N. Balkar and T. Collura re yes, less leases and O'Malia and Farm Fresh agreements re 6/25/03 hearings.	0.20	175.00	35.00
06/12/03	J. Skidmore	Review of yes, less lease motion and prepare summary re same.	0.80	175.00	140.00
06/13/03	J. Skidmore	Correspondence with N. Barker re lease review.	0.10	175.00	17.50
06/13/03	J. Skidmore	Review motion, agreements and proposed order and prepare summary re Fresh Brands and O'Malia lease assumption.	1.10	175.00	192.50
06/13/03	J. Skidmore	Correspondence with N. Barker re review of lease agreements and update re analysis of same.	0.20	175.00	35.00
06/15/03	J. Skidmore	Motion of SQS to compel immediately assume or reject contract.	0.30	175.00	52.50

06/17/03	K. Ostrowski	Review and analyze issues regarding rejection of leases.	0.50	195.00	97.50
06/17/03	J. Skidmore	Correspondence to N. Barker re lease motions analysis.	0.10	175.00	17.50
06/17/03	J. Skidmore	Telephone conference with KPMG re review of analysis re pending lease motions and agenda items for Thursday Committee conference call.	0.70	175.00	122.50
06/17/03	J. Skidmore	Telephone conference with L. Mandel re Old Republic Insurance Company motion.	0.20	175.00	35.00
06/17/03	J. Skidmore	Correspondence to N. Barker re Old Republic Insurance Company motion.	0.10	175.00	17.50
06/17/03	J. Skidmore	Correspondence to S. Cho re extending notice to 10 days re lease procedures motion.	0.10	175.00	17.50
06/17/03	J. Skidmore	Correspondence with S. Cho re lease procedures motion and request for 10 days notice.	0.20	175.00	35.00
06/17/03	J. Skidmore	Correspondence with C. Mathews re lease motion 1403 and Alix Partners detail re same.	0.10	175.00	17.50
06/17/03	J. Skidmore	Correspondence from N. Barker re extension to object to lease motion 1403.	0.10	175.00	17.50
06/17/03	M. Alexsy	Conference with K. Ostrowski re status of lease rejections.	0.20	110.00	22.00
06/18/03	J. Skidmore	Telephone conference with S. Cho re procedures motion re lease assumption and rejection.	0.20	175.00	35.00

06/19/03	K. Ostrowski	Telephone conference with L. Mandel regarding lease assumption/rejection issues.	0.20	195.00	39.00
06/19/03	J. Skidmore	Telephone conference with L. Mandel re lease procedures motion and Committee's position.	0.20	175.00	35.00
06/19/03	J. Skidmore	Correspondence to S. Cho re Old Republic Insurance motion.	0.10	175.00	17.50
06/19/03	J. Skidmore	Telephone conference with N. Barker re Old Republic Insurance motion and lease rejection analysis update.	0.30	175.00	52.50
06/19/03	J. Skidmore	Correspondence from C. Mathews re no. 1403 lease motion and protective objection re same.	0.10	175.00	17.50
06/19/03	J. Skidmore	Telephone conference with S. Cho re Old Republic Insurance motion.	0.20	175.00	35.00
06/19/03	J. Skidmore	Conference with I.W. Cohen re Old Republic Insurance motion.	0.20	175.00	35.00
06/20/03	R. Hertzberg	Review motion authorizing stipulation regarding Old Republic.	0.40	410.00	164.00
06/20/03	J. Skidmore	Correspondence to C. Mathews re lease motion 1403.	0.10	175.00	17.50
06/20/03	J. Skidmore	Correspondence to S. Cho re lease motion 1403 and request for extension re lack of documents.	0.10	175.00	17.50

06/20/03	J. Skidmore	Correspondence from S. Cho re lease motion no. 1403.	0.10	175.00	17.50
06/20/03	J. Skidmore	Telephone conference with N. Barker re workers compensation motion.	0.20	175.00	35.00
06/20/03	J. Skidmore	Prepare objection re lease motion no. 1403.	0.50	175.00	87.50
06/20/03	J. Skidmore	Telephone conference with A. Garber re lease objection no. 1403.	0.20	175.00	35.00
06/20/03	J. Skidmore	Correspondence from S. Cho re Old Republic motion and response from Old Republic re extension.	0.10	175.00	17.50
06/21/03	J. Skidmore	Correspondence with S. Cho re Old Republic insurance motion and committee position re same.	0.10	175.00	17.50
06/23/03	I. Cohen	Review memo from S. Cho re assumption of Old Republic insurance policy.	0.10	460.00	46.00
06/23/03	I. Cohen	Review memo from J. Skidmore and Kirkland re coordinating proposed revisions to order.	0.20	460.00	92.00
06/23/03	I. Cohen	Review memo to Committee re Old Republic insurance stipulation and Committee's recommendation.	0.20	460.00	92.00
06/23/03	R. Hertzberg	Review limited objection by Bradley to lease motion.	0.20	410.00	82.00
06/23/03	R. Hertzberg	Revise Old Republic motion summary to committee.	0.20	410.00	82.00

06/23/03	J. Skidmore	Telephone call with S. Cho re status of lease motion 944 and proposed order (.2); correspondence to D. Fournier re same (.1)	0.30	175.00	52.50
06/23/03	J. Skidmore	Correspondence to committee re Old Republic motion and stipulation (.3); review correspondence re notion to sell excess inventory re Minnesota and Arizona store locations (.1).	0.40	175.00	70.00
06/23/03	J. Skidmore	Correspondence from N. Barker re status update re Old Republic negotiations (.1); correspondence to same re same (.1)	0.20	175.00	35.00
06/24/03	R. Hertzberg	Correspondence from B. Davies re open issues on Old Republic motion (.20) and correspondence to B. Davies re same (.20).	0.40	410.00	164.00
06/24/03	J. Skidmore	Correspondence from B. Kaufman re lease motion no. 944.	0.10	175.00	17.50
06/24/03	J. Skidmore	Correspondence to H. Ratchu re lease motion no. 944.	0.10	175.00	17.50
06/24/03	J. Skidmore	Telephone conference with H. Ratchu re lease motion no. 944.	0.20	175.00	35.00
06/25/03	J. Skidmore	Correspondence from N. March re lease landlord B&B Associates and request for expedited decision re lease rejection.	0.10	175.00	17.50

06/25/03	J. Skidmore	Telephone confrence with D. Fournier re review of lease motion re extension of time and inquiry re additional stipulation order re utilities motion.	0.20	175.00	35.00
06/25/03	J. Skidmore	Review revised order re lease motion 944.	0.20	175.00	35.00
06/25/03	J. Skidmore	Correspondence to D. Fournier re lease motion 944.	0.10	175.00	17.50
06/25/03	J. Skidmore	Telephone conference with N. March re assumption of B&B Associates lease.	0.20	175.00	35.00
06/26/03	J. Skidmore	Correspondence from L. Mandel re Old Republic stipulated order and updates to task list.	0.10	175.00	17.50
06/30/03	R. Hertzberg	Review motion and stipulation on Plymouth lease termination (.30) and conference with J. Skidmore re same (.20).	0.50	410.00	205.00
06/30/03	J. Skidmore	Correspondence to R. Hertzberg re motion and stipulation re unexpired real property leases.	0.10	175.00	17.50
06/30/03	J. Skidmore	Correspondence to J. Lewis re Citi Capital Trailer Lease motion.	0.10	175.00	17.50
06/30/03	J. Skidmore	Preliminary review of draft lease motion re Plymouth Station Shopping Center.	0.20	175.00	35.00
06/30/03	J. Skidmore	Correspondence to N. Barker re lease motion re Plymouth Station Shopping Center.	0.20	175.00	35.00

Fleming Companies, Inc. Official Committee of
Client/Matter Number: 127226.00002
July 21, 2003

Invoice: 10174164
Page 107

06/30/03	J. Skidmore	Review motion and prepare summary re motion to vacate order re Westlake lease rejection.	0.50	175.00	87.50
Total B185 Assumption/Rejection of Leases and Contracts			<u>23.40</u>		<u>5,183.00</u>

TASK CODE: B190 Contested Matters/Motions

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/02/03	J. Skidmore	Correspondence with S. Cho re Debtor and Committee Counsel call re 6/4/03 hearings, priority list of hearings and update re Blackstone.	0.20	175.00	35.00
06/02/03	J. Skidmore	Correspondence with L. Mandel re status of adversary proceedings.	0.10	175.00	17.50
06/03/03	R. Hertzberg	Correspondence from S. Cho re position on RTX motion adjournment.	0.20	410.00	82.00
06/03/03	J. Skidmore	Telephone confrence with D. Fournier re review of Committee objections.	0.20	175.00	35.00
06/04/03	I. Cohen	Telephone call from D. Fournier with preliminary report on Craig Williams.	0.20	460.00	92.00
06/09/03	J. Skidmore	Correspondence with J. Lewis re Alabama Converter stipulation order.	0.10	175.00	17.50
06/10/03	I. Cohen	Review emails to and from I. Kharasch and L. Mandel re rejection damage waiver by Kraft and follow up memos re scope of waiver.	0.20	460.00	92.00
06/15/03	I. Cohen	Review memo re Ferris Produce adversary.	0.10	460.00	46.00

06/16/03	R. Hertzberg	Telephone call from I. Karesch re status with RTX motion.	0.20	410.00	82.00
06/17/03	R. Hertzberg	Review motion by Albertson for leave to file motion under seal.	0.30	410.00	123.00
06/17/03	J. Skidmore	Conference with I.W. Cohen re contested matters re 6/25/03 hearings.	0.20	175.00	35.00
06/17/03	J. Skidmore	Review debtors motion to file response under seal re Albertsons.	0.20	175.00	35.00
06/17/03	J. Skidmore	Conference with R. Hertzberg re Committees' position re Albertsons' motion.	0.20	175.00	35.00
06/17/03	J. Skidmore	Conference with R. Hertzberg re filing motion to object under seal re Albertson's motion.	0.20	175.00	35.00
06/17/03	J. Skidmore	Telephone conference with S. Cho re Albertson's motion and Gleacher fees.	0.20	175.00	35.00
06/18/03	D. Fournier	Revise Albertsons Joinder (.2); telephone J. Fleming re same (.1); multiple emails re same (.1).	0.40	395.00	158.00
06/18/03	R. Hertzberg	Review request by Albertson's for telephonic hearing on motion.	0.20	410.00	82.00
06/18/03	R. Hertzberg	Revise motion on Albertson.	0.20	410.00	82.00
06/18/03	A. Hiller	Preparation of motion for filing documents under seal at D. Fournier's request.	0.50	245.00	122.50

Fleming Companies, Inc. Official Committee of
Client/Matter Number: 127226.00002
July 21, 2003

Invoice: 10174164
Page 110

06/18/03	A. Hiller	Preparation of joinder in lieu of seal motion, per request of J. Skidmore.	0.60	245.00	147.00
06/18/03	J. Skidmore	Prepare motion to file objection under seal re Albertsons.	0.70	175.00	122.50
06/18/03	J. Skidmore	Correspondence to D. Fournier re Albertsons.	0.10	175.00	17.50
06/18/03	J. Skidmore	Review motion re Albertsons with R. Hertzberg.	0.20	175.00	35.00
06/18/03	J. Skidmore	Prepare objection to Albertsons motion to shorten time.	0.80	175.00	140.00
06/18/03	J. Skidmore	Review docket re objections filed on 6/18/02 re 6/25/03 hearings.	0.10	175.00	17.50
06/18/03	J. Skidmore	Telephone conference with D. Fournier re Committees Joinder objection re Albertsons motion to shorten time.	0.20	175.00	35.00
06/19/03	I. Cohen	Review pleading summaries for additional 6/25/03 hearings on Albertson's motion for leave to file under seal and SQS motion to compel assumption or rejection.	0.10	460.00	46.00
06/19/03	D. Fournier	Review and sign Kraft stipulation; telephone S. McFarland re same.	0.20	395.00	79.00
06/20/03	I. Cohen	Review Notice of Motion and Motion of Debtors to file response under seal Glen Albertson's.	0.20	460.00	92.00

06/20/03	I. Cohen	Conference call with Debtor's counsel and co-counsel re 6/19/03 hearings and review agenda.	0.70	460.00	322.00
06/23/03	I. Cohen	Review letter from Conner and Winters stipulating to withdrawal of RTX motion.	0.20	460.00	92.00
06/23/03	I. Cohen	Review summaries of Albertson's Motion for Leave to File Under Seal and SQS Family Foods' Motion to Compel Termination of "Batch" Bill Distribution Agreement and Distributor Supply Agreement.	0.20	460.00	92.00
06/23/03	R. Hertzberg	Correspondence from I. Kharash re withdrawal of RTX motion.	0.20	410.00	82.00
06/24/03	I. Cohen	Telephone call to J. Skidmore re review of orders on stipulated and contested motions.	0.20	460.00	92.00
06/24/03	D. Fournier	Emails from/to S. McFarland re Alabama Power stipulation (.2); review matters scheduled for 6/25/03 hearing re Committee position on same (.8).	1.00	395.00	395.00
06/24/03	R. Hertzberg	Meeting with B. Cohen re RTX motion and dispute on A/R motion.	0.20	410.00	82.00
06/24/03	R. Hertzberg	Telephone call with D. Fournier re position on RTX withdrawal and A/R matrix.	0.20	410.00	82.00

06/24/03	J. Skidmore	Correspondence from S. McFarland re Alabama Power stipulation.	0.10	175.00	17.50
06/24/03	J. Skidmore	Telephone conference with S. McFarland re Alabama Power stipulation.	0.20	175.00	35.00
06/25/03	J. Skidmore	Review draft document re Jersey stipulated order re utilities motion.	0.10	175.00	17.50
06/25/03	J. Skidmore	Correspondence with D. Fournier re utilities motion.	0.10	175.00	17.50
06/25/03	J. Skidmore	Review revised stipulation order re Jersey re utilities motion.	0.20	175.00	35.00
06/25/03	J. Skidmore	Correspondence to D. Fournier re Jersey re utilities motion.	0.10	175.00	17.50
06/26/03	R. Hertzberg	Confer with J. Skidmore re discovery on Albertson motion.	0.20	410.00	82.00
06/26/03	J. Skidmore	Correspondence to R. Hertzberg re Albertsons discovery materials.	0.10	175.00	17.50
06/26/03	J. Skidmore	Telephone conference with J. Lewis re review of Albertson's motion filed under seal.	0.20	175.00	35.00
06/26/03	J. Skidmore	Correspondence to S. Cho re Albertsons motion filed under seal.	0.10	175.00	17.50
06/26/03	J. Skidmore	Conference with R. Hertzberg re Albertsons motion, discovery, and status update.	0.20	175.00	35.00

Fleming Companies, Inc. Official Committee of
Client/Matter Number: 127226.00002
July 21, 2003

Invoice: 10174164
Page 113

06/27/03	R. Hertzberg	Correspondence from J. Skidmore re service of discovery by Albertson.	0.20	410.00	82.00
06/30/03	I. Cohen	Review updated task list for 7/7/03 and any filed motions.	0.20	460.00	92.00
06/30/03	I. Cohen	Memo from M. Hazy re MAL settlement proposal.	0.10	460.00	46.00
06/30/03	R. Hertzberg	Conference with J. Skidmore re status on Albertson's motion and discovery.	0.20	410.00	82.00
06/30/03	R. Hertzberg	Correspondence from I. Kharash re RTX withdrawal letter.	0.20	410.00	82.00
06/30/03	R. Hertzberg	Conference with J. Skidmore re answer under seal in Albertson and ordinary course professional and affidavit.	0.20	410.00	82.00
06/30/03	J. Skidmore	Review debtors motion to file objection under seal re Albertsons.	0.30	175.00	52.50
06/30/03	J. Skidmore	Conference with R. Hertzberg re Albertson's motion and corresponding deadlines.	0.20	175.00	35.00
Total B190 Contested Matters/Motions			<u>13.40</u>	<u>4,092.50</u>	

TASK CODE: B191 General Litigation

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
06/19/03	I. Cohen	Review American Greetings TRO.	0.10	460.00	46.00
06/23/03	R. Hertzberg	Correspondence from L. Mandel re handling on AM Greeting Litigation.	0.20	410.00	82.00
06/24/03	R. Hertzberg	Telephone call with L. Mandel re question on Eddystone complaint.	0.20	410.00	82.00
06/24/03	R. Hertzberg	Telephone call with D. Fournier re handling the Eddystone complaint.	0.20	410.00	82.00
06/30/03	R. Hertzberg	Review memo on Eddystone complaint.	0.20	410.00	82.00
06/30/03	J. Skidmore	Review docket re Eddy Stone's adversary and correspondence to R. Hertzberg re same.	0.20	175.00	35.00
06/30/03	J. Skidmore	Review motion and prepare summary re debtors' motion to extend time within which debtors may remove actions pursuant to section 1452 and Rule 9027.	0.40	175.00	70.00
06/30/03	S. Scott	Meet with J. Skidmore re Eddystone adversary case.	0.20	95.00	19.00
06/30/03	S. Scott	Review court docket re Eddystone filings.	0.20	95.00	19.00
Total B191 General Litigation			<hr/> 1.90		<hr/> 517.00