

# Exhibit C

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
Fleming Companies, Inc., <u>et al.</u> , <sup>1</sup>	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	

Objection Deadline: August 13, 2003 at 4:00 p.m. prevailing Eastern time  
Hearing Date: To be determined, if necessary

**NOTICE OF FILING FEE APPLICATION**

To: (a) the Office of the United States Trustee, (b) counsel to the Senior Secured Lenders, (c) [proposed] counsel to the Official Committee of Unsecured Creditors, (d) the Debtors, and (e) counsel to the Debtors.

McAfee & Taft, special corporate counsel to the debtors and debtors in possession in the above-captioned chapter 11 case, filed and served the *Third Monthly Application of McAfee & Taft a Professional Corporation for Compensation of Services Rendered and Reimbursement of Expenses as Special Corporate Counsel to the Debtors for the Period from June 1, 2003 through June 30, 2003*, seeking fees in the amount of \$200,206.00 (80% of \$250,257.50) and expenses in the amount of \$10,240.14 (the "Application").

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<sup>1</sup> The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

The Application is submitted pursuant to the Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement Expenses for Professionals and Committee Members entered by this Court on April 22, 2003 (the "Fee Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6<sup>th</sup> Floor, Wilmington, Delaware 19801, on or before August 13, 2003, at 4:00 p.m. prevailing Eastern Time.

At the same time, you must also serve a copy of the objection or response upon:

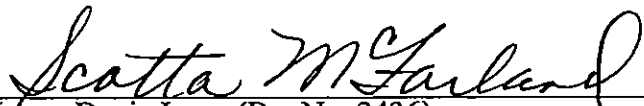
(1) counsel to the Debtors, Kirkland & Ellis, 777 South Figueroa Street, Los Angeles, California 90017, Attn: Richard Wynne, Esquire and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esquire; (2) counsel to Senior Secured Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attn: Andrew P. DeNatale, Esquire and Greenberg Traurig LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; (3) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Julie Compton, Esquire; and (4) counsel to the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 1005, Attn: Dennis F. Dunne, Esquire, and Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, Michigan 48243-1157, Attn: I. William Cohen, Esquire, and Pepper Hamilton LLP, 1201 Market Street, Suite 1600, Wilmington, Delaware, Attn: David M. Fournier, Esquire

A HEARING ON THE APPLICATION WILL BE HELD AT THE COURT'S  
CONVENIENCE ONLY IF OBJECTIONS OR RESPONSES ARE FILED.

KIRKLAND & ELLIS  
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and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &  
WEINTRAUB P.C.

  
\_\_\_\_\_  
Laura Davis Jones (Bar No. 2436)  
Ira D. Kharasch (CA Bar No. 109084)  
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Co-Counsel for the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
Fleming Companies, Inc., et al. <sup>1</sup>	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	
	)	Objection Due by: August __, 2003
	)	Hearing Date: Hearing will be held
	)	only if necessary

**SUMMARY SHEET OF THIRD MONTHLY APPLICATION OF MCAFEE & TAFT  
A PROFESSIONAL CORPORATION FOR THE COMPENSATION OF SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS  
SPECIAL CORPORATE COUNSEL TO THE DEBTORS  
FOR THE PERIOD FROM JUNE 1, 2003 THROUGH JUNE 30, 2003  
(LOCAL FORMS 101 AND 102)**

Name of Applicant:	McAfee & Taft A Professional Corporation
Authorized to Provide Professional Services to:	The Debtors and Debtors in Possession
Date of Retention:	May 20, 2003, effective as of April 1, 2003
Period for Which Compensation And Reimbursement is Sought:	June 1, 2003 through June 30, 2003
Amount of Compensation Sought As Actual, Reasonable and Necessary:	\$ 250,257.50 (80%, or \$200,206.00, presently sought as interim compensation)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$ 10,240.14

<sup>1</sup> The Debtors are the following entities: Fleming Companies, Inc.; FCI Corporation; Core-Mark International, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; Arizona Price Impact, L.L.C.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; E.A. Morris Distributors, Ltd. of Washington; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

This is a:      ☒ monthly      ☐ interim      ☐ final      application.

The total time expended for preparation of this application is approximately 8 hours and the corresponding compensation is approximately \$1240.00.

If this is not the first application filed, disclose the following for each prior application:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 29, 2003	April 1, 2003 – April 30, 2003	\$315,666.50	\$6,902.20	\$252,533.20	\$6,902.20
June 26, 2003	May 1, 2003 – May 31, 2003	\$278,651.50	\$5,133.45	\$222,921.20	\$5,133.45

Name of Professional Individual	Position, year assumed, prior relevant experience, year of obtaining relevant license to practice, area of expertise	Hourly Billing Rate (Including Changes)	Total Hours Billed	Total Compensation
M. Brandon Meyer	Associate; Joined firm August 7, 2001; Member of Oklahoma Bar since 2001; ERISA, Taxation.	\$145	8.5	\$1,232.50
Stephanie Chapman	Associate; Joined firm on August 21, 2002; Member of Oklahoma Bar since 2002; Real Estate	\$125	69.3	\$8,662.50
Dace Caldwell	Summer Associate	\$50	10.1	\$505.00
Tynan Grayson	Summer Associate	\$50	1.1	\$55.00
Jay Griffin	Summer Associate	\$50	2.7	\$135.00
Cindy Hamra	Summer Associate	\$50	19.8	\$990.00
Josh Smith	Summer Associate	\$50	4.4	\$220.00
Blake Sonne	Summer Associate	\$50	4.0	\$200.00
Stephen M. Hetrick	Summer Associate; Will join firm as an associate and become member of Oklahoma Bar in 2003.	\$50	3.8	\$190.00
Mark W. Malone	Associate; Joined firm August 7, 2002; Member of Oklahoma Bar since 2002; Corporate, Estate Planning.	\$125	113.4	\$14,175.00
Beauchamp M. Patterson	Associate; Joined firm August 6, 2001; Member of Oklahoma Bar since 2001; Litigation	\$125	0.5	\$62.50
M. Craig Adkins	Associate; Joined firm August 1, 1996; Member of Oklahoma Bar since 1996; Real Estate	\$155	129.3	\$20,041.50

Sheryl Newberry Young	Shareholder since Jan. 1, 1998; Joined firm May 1, 1990; Member of Oklahoma Bar since 1990; Litigation	\$185	22.1	\$4,088.50
Joseph H. Bocock	Shareholder since Sept. 1, 1982; Joined firm June 1, 1978; Member of Oklahoma Bar since 1978; Litigation	\$245	18.5	\$4,532.50
Steven W. Bugg	Shareholder since Jan. 1, 1989; Joined firm Jan. 1, 1982; Member of Oklahoma Bar since 1982; Bankruptcy, Litigation.	\$195	5.1	\$994.50
Kymala B. Carrier	Associate; Joined firm Sept. 1, 1998; Member of Oklahoma Bar since 1998; Litigation.	\$155	2.1	\$325.50
Jennifer H. Callahan	Associate; Joined firm August 1, 1996; Member of Oklahoma Bar since 1996; ERISA, Taxation.	\$175	3.8	\$665.00
Elizabeth D. Tyrrell	Shareholder since Jan. 1, 1994; Joined firm Sept. 1, 1985; Member of Oklahoma Bar since 1985; Corporate, Securities.	\$235	19.1	\$4,488.50
Clifford C. Dougherty, III	Shareholder since Aug. 1, 1998; Joined firm Feb. 1, 1998; Member of Oklahoma Bar since 1985; Intellectual Property.	\$250	0.2	\$50.00
John N. Hermes	Shareholder since Sept. 1, 1976; Joined firm May 1, 1975; Member of Oklahoma Bar since 1975; Litigation.	\$270	17.1	\$4,617.00
Laurence M. Huffman	Shareholder since Mar. 1, 1982; Joined firm August 1, 1978; Member of Oklahoma Bar since 1974; Litigation.	\$240	37.4	\$8,976.00
J. Dudley Hyde	Shareholder since Mar. 1, 1976; Joined firm June 1, 1974; Member of Texas Bar since 1969; Member of Oklahoma Bar since 1974; ERISA.	\$280	47.5	\$13,300.00
Justin Jackson	Associate; Joined firm August 17, 2000; Member of Oklahoma Bar since 2000; Corporate, Securities.	\$145	18.8	\$2,726.00
M. Richard Mullins	Shareholder since Jan. 1, 1996; Joined firm May 1, 1988; Member of Oklahoma Bar since 1988; Litigation.	\$210	1.6	\$336.00
John M. Mee	Of Counsel; Joined firm August 1, 1970; Member of Oklahoma Bar since 1954; Corporate, Securities.	\$350	1.0	\$350.00

John A. Papahronis	Shareholder since Jan. 1, 1994; Joined firm Jan. 1, 1983; Member of Oklahoma Bar since 1983; ERISA.	\$225	9.7	\$2,182.50
Richard D. Nix	Shareholder since Jan. 1, 1993; Joined firm June 1, 1985; Member of Oklahoma Bar since 1985; Corporate, ERISA.	\$235	34.5	\$8,107.50
Louis J. Price	Shareholder since Sept. 1, 1982; Joined firm Sept. 1, 1978; Member of Oklahoma Bar since 1978; Corporate, Bankruptcy.	\$250	166.0	\$41,500.00
Ross A. Plourde	Shareholder since Jan. 1, 1997; Joined firm October 1, 1994; Member of Oklahoma Bar since 1982; Bankruptcy, Litigation.	\$205	0.3	\$61.50
James C. Prince	Of Counsel; Joined firm Nov. 16, 2001; Member of Oklahoma Bar since 1981; Taxation, Corporate.	\$210	55.5	\$11,655.00
J. Michael Nordin	Shareholder since Jan. 1, 1989; Joined firm May 1, 1982; Member of Oklahoma Bar since 1982; Real Estate.	\$240	36	\$8,640.00
Richard A. Riggs	Shareholder since Mar. 1, 1976; Joined firm June 1, 1974; Member of Oklahoma Bar since 1974; Corporate, Real Estate.	\$250	142.7	\$35,675.00
Reid R. Robison	Shareholder since Mar. 1, 1975; Joined firm Jan. 1, 1972; Member of Oklahoma Bar since 1968; Member of Colorado Bar since 1971; Litigation.	\$270	8.4	\$2,268.00
John E. Sargent, Jr.	Shareholder since March 1, 1975; Joined firm March 1, 1971; Member of Oklahoma Bar since 1970; Real Estate	\$230	17.9	\$4,117.00
Mary Ellen Ternes	Of Counsel; Joined firm March 17, 2003; Member of Arkansas Bar since 1995, South Carolina Bar since 2002; Environmental	\$220	2.6	\$572.00
Richard J. Salamy	Associate; Joined firm March 3, 2000; Member of Oklahoma Bar since 1998; Member of Texas Bar since 1992; Corporate, Real Estate.	\$145	152.8	\$22,156.00
Myrna Schack Latham	Shareholder since Jan. 1, 1993; Joined firm June 1, 1985; Member of Oklahoma Bar since 1985; Litigation, Corporate, Real Estate.	\$210	3.2	\$672.00



Elizabeth Scott Wood	Shareholder since Jan. 1, 1989; Joined firm May 1, 1986; Member of Oklahoma Bar since 1980; Labor & Employment.	\$230	7.4	\$1,702.00
John D. Stiner	Associate; Joined firm August 1, 1998; Member of Oklahoma Bar since 1998; Bankruptcy, Litigation.	\$155	14.4	\$2,232.00
Jerry A. Warren	Shareholder since April 26, 1974; Joined firm June 1, 1968; Member of Oklahoma Bar since 1968; Corporate, Securities.	\$320	2.7	\$864.00
Steven R. Welch	Shareholder since Sept. 1, 1985; Joined firm August 1, 1981; Member of Oklahoma Bar since 1979; Environmental.	\$260	4.0	\$1,040.00
Drew D. Webb	Shareholder since Jan. 1, 1994; Joined firm October 1, 1986; Member of Oklahoma Bar since 1985; Litigation.	\$200	16.9	\$3,380.00
James B. Klepper	Associate; Joined firm March 1, 2001; Member of Oklahoma Bar since 2001; Intellectual Property	\$135	0.7	\$94.50
Michael J. La Brie	Shareholder since Jan. 1, 2000; Joined firm Feb. 1, 1998; Member of Oklahoma Bar since 1994; Intellectual Property	\$210	2.5	\$525.00
Nancy Barton	Legal Assistant; Joined firm July 10, 1989	\$70	1.3	\$91.00
Sephy L. Palmerton	Legal Assistant; Joined firm Feb. 25, 2002	\$65	1.2	\$78.00
Jane E. Henson	Legal Assistant; Joined firm August 25, 1980	\$70	10.6	\$742.00
Dianna Peters	Legal Assistant; Joined firm Nov. 10, 1986	\$80	29.9	\$2,392.00
Karen McWilliams	Legal Assistant; Joined firm August 3, 1998	\$70	1.8	\$126.00
Stan Kelley	Legal Assistant; Dec. 2, 2002	\$65	111.4	\$7,241.00
Patsy A. Trotter	Librarian; Joined firm August 17, 1987	\$90	0.2	\$18.00
Glenda Holden	Legal Assistant; Joined firm Oct. 1, 1999	\$80	2.4	\$192.00
Renca Belcher	Case Management Assistant; Joined firm Dec. 16, 1998	\$50	0.3	\$15.00

Total: \$250,257.50

Blended Rate: \$193.19 per hour for attorneys

Blended Rate: \$68.48 per hour for paraprofessionals

Total Blended Rate: \$178.95 per hour

### COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
Corporate Matters	1016.2	\$173,187.50
Customer Relationships	123.2	\$21,039.50
Employee Benefits	114.0	\$23,184.50
Environmental	4.0	\$1,040.00
Insurance	14.9	\$4,023.00
Intellectual Property	0.2	\$50.00
Litigation	43.0	\$8,796.00
Real Estate	78.7	\$17,955.00
Vendor Relationships	4.3	\$981.50
<b>Total</b>	<b>1398.5</b>	<b>\$ 250,257.50</b>

### EXPENSE SUMMARY

Expense Category	Service Provider (if applicable) <sup>2</sup>	Total Expense
Computer Assisted Legal Research (Rate:\$6.50 per minute)	WESTLAW	\$607.21
Court Reporting		\$ 0.00
Courier & Express Carriers	USPS/UPS/Federal Express	\$ 1,148.99
Facsimile (Rate:\$0.50 per page)		\$ 342.00
Filing/Court Fees		\$ 20.00
Out-of-Town Travel		\$ 6,732.36
Long Distance Telephone		\$ 748.29
Postage		\$ 0.00
Reproduction (Rate:\$0.15 per page)		\$493.80
Other	(See Exhibit to Application for Itemized Breakdown)	\$241.00
<b>Total</b>		<b>\$5,133.45</b>

<sup>2</sup> McAfee & Taft may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
Fleming Companies, Inc., et al. <sup>1</sup>	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	
	)	Objection Due by: August __, 2003
	)	Hearing Date: Hearing will be held
	)	only if necessary

**THIRD MONTHLY APPLICATION OF MCAFEE & TAFT A PROFESSIONAL  
CORPORATION FOR THE COMPENSATION OF SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS SPECIAL CORPORATE COUNSEL TO THE  
DEBTORS FOR THE PERIOD FROM JUNE 1, 2003 THROUGH JUNE 30, 2003**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") Del.Bankr.LR 2016-2, and this Court's Order Establishing Interim Fee Application and Expense Reimbursement Procedures, dated April 22, 2003 (the "Fee Order"), McAfee & Taft A Professional Corporation ("M&T") hereby submits its Third Monthly Application for the Compensation of Services Rendered and Reimbursement of Expenses as Special Corporate Counsel to the Debtors for the Period from June 1, 2003 through June 30, 2003 (the "Application"). By this Application, M&T seeks a monthly interim allowance of compensation in the amount of \$250,257.50 (80% of which is \$200,206.00) and reimbursement of actual and necessary expenses in the amount of

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<sup>1</sup> The Debtors are the following entities: Fleming Companies, Inc.; FCI Corporation; Core-Mark International, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; Arizona Price Impact, L.L.C.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; E.A. Morris Distributors, Ltd. of Washington; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

\$10,240.14 for a total of \$260,497.64 for the period June 1, 2003, through June 30, 2003 (the "Interim Period"). In support of this Application, M&T respectfully represents as follows:

**Background**

1. On April 1, 2003 (the "Petition date"), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

2. Since the Petition Date, the Debtors have operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2).

4. M&T has served as outside counsel to the Debtors for 30 years in relation to a wide range of legal activities, including general corporate, securities, finance, litigation, real estate, tax and regulatory matters of all types. At any given time, M&T is actively engaged on behalf of the Debtors in approximately 100 pending legal matters. The current standard hourly rates charged by McAfee & Taft for partners and counsel range from \$190 to \$350 per hour, the rates charged for associates range from \$125 to \$175 per hour, while the rates charged for legal assistants and other paraprofessionals range from \$70 to \$80 per hour.

5. The application for retention of M&T as Special Corporate Counsel to the Debtors (the "Employment Application") was approved by the Court on May 20, 2003, effective as of April 1, 2003. On that date, pursuant to 11 U.S.C. § 327(e), M&T received authority to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses as is customary for M&T's practice, for performing the following services for the Debtor:

(a) to advise the Debtors in connection with general corporate, business, tax and fiduciary matters;

(b) to advise the Debtors in connection with customer and vendor supply agreements, arrangements and programs and related financing activities, extensions of secured and unsecured loans and trade credit, and collection matters through litigation and arbitration proceedings;

(c) to advise the Debtors in connection with general real estate matters, including lease and sublease arrangements relating to store, warehouse and office properties, and dispositions and acquisitions of real estate;

(d) to advise the Debtors regarding and to assist the Debtors in the disposition of retail operations, other assets and subsidiaries;

(e) to advise the Debtors in connection with general business litigation;

(f) to advise the Debtors in connection with matters pertaining to insurance issues;

(g) to advise the Debtors in connection with franchising, licensing, and related matters;

(h) to advise the Debtors in connection with state, local and federal laws and regulations relating to the protection of the environment and human health, and regulations related to their business operations;

(i) to advise the Debtors in matters pertaining to all aspects of employment law and related matters, including employment practices and policies, employee terminations and discipline, equal employment, non-competition and other business protection issues;

(j) to advise the Debtors in matters pertaining to executive employment packages, stock options, awards, individual severance agreements and releases;

(k) to advise the Debtors in matters pertaining to employment based litigation and arbitration proceedings; and

(l) to advise the Debtors in connection with all aspects of the Debtors' employee benefit plans, programs and arrangements, and all the other numerous qualified and nonqualified employee benefit programs sponsored by the Debtors.

6. On April 22, 2003, the Court entered the Fee Order establishing procedures for interim compensation and reimbursement of expenses of professionals. Pursuant to the procedures set forth in the Fee Order, a professional may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a certificate of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and one hundred percent (100%) of the expenses requested, subject to the filing and approval of interim and final fee applications of the professional.

#### **Compensation Paid and Its Source**

7. All services for which M&T requests compensation were performed for or on behalf of the Debtors.

8. Except for the retainer described in this paragraph, M&T has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between M&T and any other person other than the shareholders of M&T for the sharing of compensation to be received for services rendered in these cases. On or

about March 19, 2003, the Debtors paid a retainer to M&T in the amount of \$300,000. After deducting \$92,661.39 from the retainer for current services performed, the Debtors supplemented the retainer on March 31, 2003 with a payment of \$92,661.39, bringing the total amount of the retainer held by M&T to \$300,000, of which \$25,000 was applied to the Debtors' prepetition account with M&T immediately prior to the filing of the petition in these cases. As of the date hereof, M&T has applied the total remaining retainer of \$275,000 to the amounts owed by Debtor with regard to M&T's 2 previous monthly fee applications and, as a result, this retainer has been exhausted. The retainer will not be replenished. In addition, the American Arbitration Association issued a refund on May 9, 2003 in the amount of \$793.76 and another on May 16, 2003 in the amount of \$750.00, which have been placed in escrow.

#### **Fee Statements**

9. The fee statement for the Interim Period is attached hereto as Exhibit A. This fee statement contains daily time entries relating to each matter for which services were performed by M&T during the Interim Period, and particularly describes the amount of time spent and the specific activity performed by each attorney and paraprofessional during the Interim Period with regard to each such matter.

10. To the best of M&T's knowledge, this Application complies with section 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Fee Order, the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Delaware Local Rules"), and the United States Trustee Guidelines for Reviewing Application for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the "Trustee's Guidelines").

11. M&T's time reports are initially entered into M&T's computerized time management system by the attorney or paraprofessional performing the described services. The time reports are organized on a daily basis with regard to each particular matter for which M&T has provided services. M&T is particularly sensitive to issues of "lumping" or "block billing" and has attempted to ensure that separate time entries are set forth in the time reports. M&T's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. M&T has reduced its charges related to any non-working "travel time" to 50% of M&T's standard hourly rate as required by the Delaware Local Rules. To the extent it is feasible, M&T attempts to work during travel.

#### Actual and Necessary Expenses

12. A summary and a detailed listing of actual and necessary expenses incurred by M&T for the Interim Period is included in the fee statement with regard to each particular matter. M&T customarily charges \$0.15 per page for photocopying expenses. M&T records copy charges for clients by documenting on charge slips the copy jobs incurred each day by the client. M&T summarized each the Debtor's photocopying charges for each particular matter

13. M&T charges \$0.50 per page for out-going facsimile transmissions. The charge for outgoing facsimile reflects M&T's calculation of the costs incurred by M&T for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. In accordance with the Delaware Local Rules, M&T has not charged the Debtors for incoming faxes.

14. Regarding providers of online legal research (e.g., Lexis and Westlaw), M&T charges the standard usage rates these providers charge for computerized legal research. M&T has



billed the Debtor for the actual costs of such services, with no premium, in accordance with the Delaware Local Rules.

15. M&T believes the foregoing rates are at or below the market rates that the majority of law firms charge clients for such services. In addition, M&T believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursement and other charges.

### Summary of Services Rendered

16. The shareholders and associates of M&T who have rendered professional services in these cases for which M&T seeks compensation, as well as the amount of time billed by each attorney and the total amount of compensation sought for such attorney are as follows:

Name of Professional Individual	Position, year assumed, prior relevant experience, year of obtaining relevant license to practice, area of expertise	Hourly Billing Rate (Including Changes)	Total Hours Billed	Total Compensation
M. Brandon Meyer	Associate; Joined firm August 7, 2001; Member of Oklahoma Bar since 2001; ERISA, Taxation.	\$145	8.5	\$1,232.50
Stephanie Chapman	Associate; Joined firm on August 21, 2002; Member of Oklahoma Bar since 2002; Real Estate	\$125	69.3	\$8,662.50
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Blake Sonne	Summer Associate	\$50	4.0	\$200.00
Stephen M. Hetrick	Summer Associate; Will join firm as an associate and become member of Oklahoma Bar in 2003.	\$50	3.8	\$190.00
Mark W. Malone	Associate; Joined firm August 7, 2002; Member of Oklahoma Bar since 2002; Corporate, Estate Planning.	\$125	113.4	\$14,175.00

Beauchamp M. Patterson	Associate; Joined firm August 6, 2001; Member of Oklahoma Bar since 2001; Litigation	\$125	0.5	\$62.50
M. Craig Adkins	Associate; Joined firm August 1, 1996; Member of Oklahoma Bar since 1996; Real Estate	\$155	129.3	\$20,041.50
Sheryl Newberry Young	Shareholder since Jan. 1, 1998; Joined firm May 1, 1990; Member of Oklahoma Bar since 1990; Litigation	\$185	22.1	\$4,088.50
Joseph H. Bocock	Shareholder since Sept. 1, 1982; Joined firm June 1, 1978; Member of Oklahoma Bar since 1978; Litigation	\$245	18.5	\$4,532.50
Steven W. Bugg	Shareholder since Jan. 1, 1989; Joined firm Jan. 1, 1982; Member of Oklahoma Bar since 1982; Bankruptcy, Litigation.	\$195	5.1	\$994.50
Kymala B. Carrier	Associate; Joined firm Sept. 1, 1998; Member of Oklahoma Bar since 1998; Litigation.	\$155	2.1	\$325.50
Jennifer H. Callaban	Associate; Joined firm August 1, 1996; Member of Oklahoma Bar since 1996; ERISA, Taxation.	\$175	3.8	\$665.00
Elizabeth D. Tyrrell	Shareholder since Jan. 1, 1994; Joined firm Sept. 1, 1985; Member of Oklahoma Bar since 1985; Corporate, Securities.	\$235	19.1	\$4,488.50
Clifford C. Dougherty, III	Shareholder since Aug. 1, 1998; Joined firm Feb. 1, 1998; Member of Oklahoma Bar since 1985; Intellectual Property.	\$250	0.2	\$50.00
John N. Hermes	Shareholder since Sept. 1, 1976; Joined firm May 1, 1975; Member of Oklahoma Bar since 1975; Litigation.	\$270	17.1	\$4,617.00
Laurence M. Huffman	Shareholder since Mar. 1, 1982; Joined firm August 1, 1978; Member of Oklahoma Bar since 1974; Litigation.	\$240	37.4	\$8,976.00
J. Dudley Hyde	Shareholder since Mar. 1, 1976; Joined firm June 1, 1974; Member of Texas Bar since 1969; Member of Oklahoma Bar since 1974; ERISA.	\$280	47.5	\$13,300.00
Justin Jackson	Associate; Joined firm August 17, 2000; Member of Oklahoma Bar since 2000; Corporate, Securities.	\$145	18.8	\$2,726.00

M. Richard Mullins	Shareholder since Jan. 1, 1996; Joined firm May 1, 1988; Member of Oklahoma Bar since 1988; Litigation.	\$210	1.6	\$336.00
John M. Mee	Of Counsel; Joined firm August 1, 1970; Member of Oklahoma Bar since 1954; Corporate, Securities.	\$350	1.0	\$350.00
John A. Papahronis	Shareholder since Jan. 1, 1994; Joined firm Jan. 1, 1983; Member of Oklahoma Bar since 1983; ERISA.	\$225	9.7	\$2,182.50
Richard D. Nix	Shareholder since Jan. 1, 1993; Joined firm June 1, 1985; Member of Oklahoma Bar since 1985; Corporate, ERISA.	\$235	34.5	\$8,107.50
Louis J. Price	Shareholder since Sept. 1, 1982; Joined firm Sept. 1, 1978; Member of Oklahoma Bar since 1978; Corporate, Bankruptcy.	\$250	166.0	\$41,500.00
Ross A. Plourde	Shareholder since Jan. 1, 1997; Joined firm October 1, 1994; Member of Oklahoma Bar since 1982; Bankruptcy, Litigation.	\$205	0.3	\$61.50
James C. Prince	Of Counsel; Joined firm Nov. 16, 2001; Member of Oklahoma Bar since 1981; Taxation, Corporate.	\$210	55.5	\$11,655.00
J. Michael Nordin	Shareholder since Jan. 1, 1989; Joined firm May 1, 1982; Member of Oklahoma Bar since 1982; Real Estate.	\$240	36	\$8,640.00
Richard A. Riggs	Shareholder since Mar. 1, 1976; Joined firm June 1, 1974; Member of Oklahoma Bar since 1974; Corporate, Real Estate.	\$250	142.7	\$35,675.00
Reid R. Robison	Shareholder since Mar. 1, 1975; Joined firm Jan. 1, 1972; Member of Oklahoma Bar since 1968; Member of Colorado Bar since 1971; Litigation.	\$270	8.4	\$2,268.00
John E. Sargent, Jr.	Shareholder since March 1, 1975; Joined firm March 1, 1971; Member of Oklahoma Bar since 1970; Real Estate	\$230	17.9	\$4,117.00
Mary Ellen Ternes	Of Counsel; Joined firm March 17, 2003; Member of Arkansas Bar since 1995, South Carolina Bar since 2002; Environmental	\$220	2.6	\$572.00

Richard J. Salamy	Associate; Joined firm March 3, 2000; Member of Oklahoma Bar since 1998; Member of Texas Bar since 1992; Corporate, Real Estate.	\$145	152.8	\$22,156.00
Myrna Schack Latham	Shareholder since Jan. 1, 1993; Joined firm June 1, 1985; Member of Oklahoma Bar since 1985; Litigation, Corporate, Real Estate.	\$210	3.2	\$672.00
Elizabeth Scott Wood	Shareholder since Jan. 1, 1989; Joined firm May 1, 1986; Member of Oklahoma Bar since 1980; Labor & Employment.	\$230	7.4	\$1,702.00
John D. Stiner	Associate; Joined firm August 1, 1998; Member of Oklahoma Bar since 1998; Bankruptcy, Litigation.	\$155	14.4	\$2,232.00
Jerry A. Warren	Shareholder since April 26, 1974; Joined firm June 1, 1968; Member of Oklahoma Bar since 1968; Corporate, Securities.	\$320	2.7	\$864.00
Steven R. Welch	Shareholder since Sept. 1, 1985; Joined firm August 1, 1981; Member of Oklahoma Bar since 1979; Environmental.	\$260	4.0	\$1,040.00
Drew D. Webb	Shareholder since Jan. 1, 1994; Joined firm October 1, 1986; Member of Oklahoma Bar since 1985; Litigation.	\$200	16.9	\$3,380.00
James B. Klepper	Associate; Joined firm March 1, 2001; Member of Oklahoma Bar since 2001; Intellectual Property	\$135.00	0.7	\$94.50
Michael J. La Brie	Shareholder since Jan. 1, 2000; Joined firm Feb. 1, 1998; Member of Oklahoma Bar since 1994; Intellectual Property	\$210.00	2.5	\$525.00

A total of 1239.4 hours were performed by attorneys and total fees of \$239,362.50 were incurred, resulting in a blended hourly rate for attorneys of \$193.19 per hour for attorneys.

17. The paraprofessionals of M&T who provided services to these attorneys in these cases during the Interim Period include the following paralegals and case management assistants:

Nancy Barton	Legal Assistant; Joined firm July 10, 1989	\$70	1.3	\$91.00
Sephy L. Palmerton	Legal Assistant; Joined firm Feb. 25, 2002	\$65	1.2	\$78.00
Jane E. Henson	Legal Assistant; Joined firm August 25, 1980	\$70	10.6	\$742.00
Dianna Peters	Legal Assistant; Joined firm Nov. 10, 1986	\$80	29.9	\$2,392.00
Karen McWilliams	Legal Assistant; Joined firm August 3, 1998	\$70	1.8	\$126.00
Stan Kelley	Legal Assistant; Dec. 2, 2002	\$65	111.4	\$7,241.00
Patsy A. Trotter	Librarian; Joined firm August 17, 1987	\$90	0.2	\$18.00
Glenda Holden	Legal Assistant; Joined firm Oct. 1, 1999	\$80	2.4	\$192.00
Renea Belcher	Case Management Assistant; Joined firm Dec. 16, 1998	\$50	0.3	\$15.00

A total of 159.1 hours were performed by paraprofessionals and total fees of \$10,895.00 were incurred, resulting in a blended hourly rate for attorneys of \$68.48 per hour for paraprofessionals.

18. M&T, by and through the above-named persons, has advised the Debtors on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below. M&T's efforts have been particularly extensive due to the size and complexity of Debtors' cases, and M&T has endeavored to avoid duplication of services with the Debtors' bankruptcy counsel.

#### Summary of Services by Project

The services rendered by M&T as Special Corporate Counsel to the Debtors pursuant to 11 U.S.C. § 327(e) during the Interim Period can be grouped into the categories set forth below. M&T attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally

described below, with a more detailed identification of the actual services provided set forth on the fee statements attached as Exhibit A. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each particular matter, a detailed description of the services provided by such individual, along with the number of hours for each individual and the total compensation sought for each matter for which M&T provided services to the Debtors. Based upon the time entries for each matter listed in the fee statements in Exhibit A, the following is an identification of the amount of time spent and fees incurred in connection with each listed category of services:

**A. Corporate Matters**

As indicated above, M&T has served as outside counsel to the Debtors for 30 years in relation to a wide range of legal activities, including general corporate, securities, finance, litigation, real estate, tax and regulatory matters of all types. At any given time, M&T is engaged in on behalf of the Debtors in approximately 100 pending legal matters. This category relates to service provided by M&T to the Debtors such as general business advice, corporate governance, advice regarding franchising, licensing, and related matters, advice regarding and assisting the Debtors in the disposition of retail operations, other assets and subsidiaries, and general contract matters.

Fees: \$173,187.50    Total Hours: 1016.2

**B. Customer Relationships**

This category relates to Debtors' multi-faceted relationships with their customers, and, specifically, includes such matters as customer supply agreements, arrangements and programs and related financing activities, extensions of secured and unsecured loans and trade credit, investments in customers, and collection matters.

Fees: \$21,039.50    Total Hours: 123.2

**C. Employee Benefits**

M&T provides services to the Debtors in connection with all aspects of the Debtors' employee benefit plans, programs and arrangements, and all the other numerous qualified and nonqualified employee benefit programs sponsored by the Debtors. This category also encompasses matters pertaining to all aspects of employment law and related matters, including employment practices and policies, employee terminations and discipline, equal employment, non-competition and other business protection issues, executive employment packages, stock options, awards, individual severance agreements and releases, as well as employment based litigation and arbitration proceedings.

Fees: \$23,184.50      Total Hours: 114.0

**D. Environmental**

M&T advises the Debtors in connection with state, local and federal laws and regulations relating to the protection of the environment and human health, and regulations related to their business operations.

Fees: \$1,040.00      Total Hours: 4.0

**E. Insurance**

This category involves M&T's advising the Debtors in connection with matters pertaining to insurance issues.

Fees: \$4,023.00      Total Hours: 14.9

**F. Intellectual Property**

This category involves M&T's advising and assisting the Debtors in patent, copyright, trademark, and related matters.

Fees: \$50.00      Total Hours: 0.2

**F. Litigation**

M&T advises the Debtors in connection with general business litigation and arbitration, including disputes with trading partners, collection of amounts owed Debtors, and other such matters.

Fees: \$8,796.00      Total Hours: 43.0

**G. Real Estate**

This category involves advising the Debtors in connection with general real estate matters, including lease and sublease arrangements relating to store, warehouse and office properties, and dispositions and acquisitions of real estate.

Fees: \$ 17,955.50      Total Hours: 78.7

**H. Vendor Relationships**

This category involves advising and assisting the Debtors with regard to vendor supply arrangements, and the Debtors' relationships with its suppliers.

Fees: \$ 981.50      Total Hours: 4.3

**Valuation of Services**

Attorneys and paraprofessionals of M&T expended a total of 1398.5 hours in connection with these categories during the Interim Period, as more fully reflected on an individual basis in the table above and on the fee statements attached as Exhibit A.

The nature of work performed by these persons is fully set forth in Exhibit A attached hereto. These are M&T's normal hourly rates for work of this character. The reasonable value of the services rendered by M&T to the Debtors during the Interim Period is \$250,257.50.

In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by M&T is fair and reasonable given (a) the

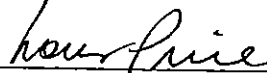


complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, M&T has reviewed the requirements of the Delaware Local Rules, including Del.Bankr.LR 2016-2, and believes that this Application complies with such rules.

WHEREFORE, M&T respectfully requests for the period June 1, 2003 through June 30, 2003, the sum of \$250,257.50 as compensation for necessary professional services rendered, and the sum of \$10,240.14 for reimbursement of actual necessary costs and expenses, for a total of \$260,497.64, and that the amount of \$210,446.14 be paid pursuant to the Fee Order to M&T, (80% of fees and 100% of costs incurred) and for such other and further relief as this Court may deem just and proper.

Date: July 24, 2003

McAfee & Taft A Professional Corporation



Louis Price, Okla. Bar. Assoc. #7299

John D. Stiner, Okla. Bar Assoc. #18148

Tenth Floor

Two Leadership Square

211 North Robinson

Oklahoma City, OK 73102

Telephone: (405) 235-9621

Facsimile: (405) 235-0439

Email: john.stiner@mcafeetaft.com

Special Corporate Counsel for

Fleming Companies, Inc., et al.

Debtors and Debtors in Possession

VERIFICATION

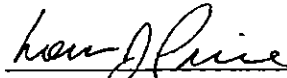
STATE OF OKLAHOMA    )  
                                  )  
COUNTY OF OKLAHOMA )

Louis Price, after being duly sworn according to law, deposes and says:

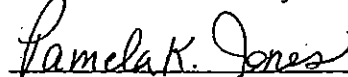
a)     I am a shareholder with the applicant law firm McAfee & Taft A Professional Corporation.

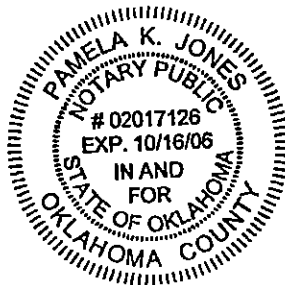
b)     I have personally performed some of the legal services rendered by McAfee & Taft as counsel to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of M&T.

c)     I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.

  
\_\_\_\_\_  
Louis J. Price

SWORN TO AND SUBSCRIBED  
before me this 24th day of July, 2003

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:  
10-16-06



# **EXHIBIT A**

1329075\_1

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

July 16, 2003

Invoice #: 192041

LOUIS J. PRICE (400)

RE: MISCELLANEOUS CORPORATE  
Matter# 11420.00001

**PROFESSIONAL SERVICES THROUGH 06/30/2003**

Date	Billing Initials	Hours	Description	Amount
4/30/03	PRIN	.80	WORK ON AMENDMENTS TO PENSION PLAN TO ALLOW FOR ALLOCATION OF FIDUCIARY RESPONSIBILITIES TO WATSON WYATT PURSUANT TO SERVICE AGREEMENT INCLUDING LEGAL RESEARCH REGARDING REQUIREMENTS TO BE SATISFIED IN ORDER FOR NAMED FIDUCIARIES TO BE RELIEVED OF LIABILITY WITH RESPECT TO DUTIES ALLOCATED TO OTHER PARTIES.	168.00
5/3/03	PRIN	.20	WORK ON PREPARATION OF AMENDMENT TO PROVIDE FOR ALLOCATION OF PLAN'S RESPONSIBILITIES.	42.00
5/5/03	PRIN	1.30	WORK ON AMENDMENT TO PENSION PLAN DOCUMENT TO PROVIDE FOR ALLOCATION OF FIDUCIARY RESPONSIBILITY TO WATSON WYATT (.5) WORK ON AMENDMENT TO TRUST AGREEMENT TO ALLOW TRUSTEE TO FOLLOW INSTRUCTIONS FROM WATSON WYATT (.8)	273.00
5/5/03	PRIN	1.30	WORK ON AMENDMENT TO PENSION PLAN DOCUMENT TO PROVIDE FOR ALLOCATION OF FIDUCIARY RESPONSIBILITY TO WATSON WYATT (.5) WORK ON AMENDMENT TO TRUST AGREEMENT TO ALLOW TRUSTEE TO ACCEPT INSTRUCTIONS CONCERNING INVESTMENT MANAGERS FROM WASTON WYATT (.8)	273.00
5/6/03	PRIN	.30	REVIEW AND REVISE AMENDMENT TO PENSION PLAN DOCUMENT TO PROVIDE FOR SPECIFIC ALLOCATION OF FIDUCIARIES RESPONSIBILITY FOR SUPERVISION OF INVESTMENT MANAGERS. (.3)	63.00

Date	Billing Initials	Hours	Description	Amount
5/6/03	PRIN	.30	REVIEW AND REVISE AMENDMENT TO PENSION PLAN DOCUMENT TO PROVIDE FOR SPECIFIC ALLOCATION OF FIDUCIARIES RESPONSIBILITY FOR SUPERVISION OF INVESTMENT MANAGERS. (.3)	63.00
5/12/03	PRIN	1.10	TELEPHONE CONFERENCE WITH MARY FARLEY RE STATUS OF REVIEW OF QDRO FOR JUDY SULLIVAN (.3) TELEPHONE CONFERENCE WITH KEN BERMAN REGARDING REPRESENTATIONS CONCERNING PENSION PLANS (.2) CALL JIM SIMCONSE TO DISCUSS SAME WITH KEN BERMAN. (.1) CALL MARY FARLEY TO DISCUSS INFO REQUESTED BY KEN BERMAN (.1) EMAIL DIANE STOKES TO OBTAIN INFORMATION CONCERNING KEN BERMAN.(.1) CHECK ON INFORMATION TO BE RECEIVED FROM KEN BERMAN (.3)	231.00
5/13/03	PRIN	.30	REVIEW AND REVISE AMENDMENTS TO THE PLAN DOCUMENT AND TRUST TO PROVIDE FOR ALLOCATION OF FIDUCIARY DUTY TO WATSON WYATT.(.3)	63.00
5/13/03	PRIN	.30	REVIEW AND REVISE AMENDMENTS TO PLAN DOCUMENT AND TRUST TO PROVIDE FOR ALLOCATION OF FIDUCIARY DUTY TO WATSON WYATT.	63.00
5/16/03	PRIN	1.40	REVIEW AND REVISE AMENDMENT TO PLAN DOCUMENT AND TRUST AGREEMENT TO ALLOW FOR ALLOCATION OF FIDUCIARY RESPONSIBILITIES TO WATSON WYATT.(1.1) TELEPHONE CONFERENCE WITH DONNA PORTER AT US BANK RE AMENDMENT TO TRUST AGREEMENT.(.3)	294.00
5/16/03	PRIN	1.50	REVIEW AND REVISE AMENDMENT TO PLAN DOCUMENT AND TRUST AGREEMENT TO ALLOW FOR ALLOCATION OF FIDUCIARY RESPONSIBILITIES TO WATSON WYATT. (1.1) TELEPHONE CONFERENCE WITH MARY FARLEY AND BARBARA BOATMAN AT HARRIS TRUST CONCERNING PURPOSE AND PROCEDURE FOR AMENDMENT TO TRUST AGREEMENT. (.4)	315.00
5/19/03	PRIN	.30	ASSEMBLE DOCUMENTS TO BE DELIVERED TO BARBARA BOATMAN AT HARRIS TRUST CONCERNING APPOINTMENT OF WATSON WYATT AS FIDUCIARY TO MONITOR INVESTMENT MANAGERS. (.3)	63.00
5/19/03	PRIN	.30	EMAIL TO DONNA POTTER REGARDING AMENDMENTS TO PLAN AND TRUST TO DELEGATE FIDUCIARY RESPONSIBILITIES TO WATSON WYATT CONCERNING MONITORING OF INVESTMENT MANAGER. (.2) CALL DONNA TO CHECK ON SAME. (.1)	63.00

Date	Billing Initials	Hours	Description	Amount
5/29/03	PRIN	.50	REVIEW EXECUTED DOCUMENTS RECEIVED FROM CARLOS HERNANDEZ. (.2) TELEPHONE CONFERENCE WITH DUDLEY HYDE RE DOCUMENTS TO BE FORWARDED TO WATSON WYATT FOR EXECUTION (.1) ASSEMBLE DOCUMENTS TO WATSON WYATT FOR EXECUTION (.2)	105.00
6/2/03	PRIN	.30	TELEPHONE CONFERENCE WITH DONNA POTTER AT US BANK CONCERNING AMENDMENT TO GODFREY COMPANY SUBSIDIARIES PENSION TRUST. (.2) PREPARE CORRESPONDENCE TO DONNA RE SAME. (.1)	63.00
6/4/03	SONN	2.10	RESEARCH LITIGATION AGAINST FAA STAYING ARBITRATION SO THAT DEBTORS CANNOT PURSUE THIRD PARTY CLAIMS	105.00
6/4/03	HUFF	.30	REVIEW STATUS AND NOTES RE DAYMON BROKERAGE ANALYSIS.	72.00
6/4/03	WOOD	3.10	TELEPHONE CONFERENCE WITH DEE JEROME RE WARN QUESTIONS AND RESEARCH RE SAME AND PREPARE SUMMARY FOR DEE OF RESULTS	713.00
6/5/03	SONN	.70	RESEARCH RE: LITIGATION INVOLVING AAA STAYING DEBTORS CLAIMS	35.00
6/5/03	PRIN	.80	REVISE CORRESPONDENCE TO DONNA POTTER AT US BANK CONCERNING REVISION TO TRUST AGREEMENT AND IDENTIFY DOCUMENTS TO BE FORWARDED TO HER. (.3) TELEPHONE CONFERENCE WITH BARBARA BOARDMAN REGARDING AMENDMENT NEEDED TO ABCO MARKETS PENSION TRUST (.3) PREPARE CORRESPONDENCE TO MIKE VITO AT PBGC RE PLANS (.2)	168.00
6/6/03	SONN	1.20	RESEARCH ANY LITIGATION AGAINST ARBITRATION ASSOCIATIONS FOR REFUSING TO ALLOW DEBTOR'S CLAIMS TO GO FORWARD	60.00
6/6/03	CARR	1.90	DRAFTING LETTER TO DIANE PEPPERS COMPILING FINAL LIST OF ADDITIONAL LITIGATION INFORMATION NEEDED FOR PREPARATION OF SCHEDULES	294.50
6/6/03	HYDE	.30	TELEPHONE CONFERENCE WITH DEE JEROME RE: DOL AUDIT	84.00
6/6/03	WOOD	.40	PROVIDE INFORMATION REGARDING STOCK OPTION AGREEMENTS TO DIAN STOKES PER HER REQUEST	92.00
6/9/03	PRICE	1.00	REVIEW PRO FORMAS AND WORK ON INVOICE FOR MAY INTERIM FEE APPLICATION	250.00

Date	Billing Initials	Hours	Description	Amount
6/10/03	WOOD	.50	TELEPHONE CONFERENCE WITH JOHN IRVING OF K&E RE WARN ISSUES; CALL TO DEE JEROME RE SAME AND RE STATUS OF MY RESPONSIBILITIES ON WARN, CONDITIONAL NOTICES, ETC.	115.00
6/11/03	CALD	3.70	ANALYZE AND REVIEW OF CASE LAW DEVELOPMENTS IN EMPLOYER'S FIDUCIARY DUTY TO DISCLOSE INFORMATION TO EMPLOYEES INVESTING IN EMPLOYER STOCK UNDER 404(C) OF ERISA	185.00
6/11/03	GRIFF	2.70	RESEARCHING CASE LAW, LEGISLATION, AND LAW JOURNALS FOR THE CURRENT TREND IN "FIDUCIARY LIABILITY" OF CORPORATE OFFICERS AND ESOP PLAN ADMINISTRATORS TO PARTICIPANTS	135.00
6/12/03	HUFF	.20	TELEPHONE CONFERENCE CLIENT WEINGARTNER RE RECLAMATION CONTRACTS.	48.00
6/12/03	HUFF	.40	REVIEW MESSAGE FROM CLIENT WEINGARTNER RE REJECTION CONTRACTS OF RETURN INC, CONFERENCE PRICE RE STATUS AND EMAIL TO SCOTTA RE BANKRUPTCY COURT STATUS.	96.00
6/12/03	WOOD	.50	CALL FROM JOHN IRVING AND TELEPHONE CONFERENCE WITH DEE JEROME RE PLANT CLOSINGS IN GENEVA, SUPERIOR AND LAFEYETTE	115.00
6/12/03	JDS	2.00	BEGIN WORKING ON SECOND MONTHLY INTERIM FEE APPLICATION	310.00
6/13/03	CALL	.20	CALL OTC RE SALES TAX ASSESSMENT	35.00
6/13/03	HYDE	.60	TELEPHONE CONFERENCE WITH DANA SAULS RE: 423 PLAN AND CORE MARK TRANSACTION; TELEPHONE CONFERENCE WITH CARLOS RE; MISC. BENEFITS ISSUES AND DOL ISSUES	168.00
6/13/03	MEE	.30	CONFERENCE RE STATUS OF THE BANKRUPTCY.	105.00
6/16/03	PRIN	.20	OFFICE CONFERENCE WITH JOHN PAPAHRONIS CONCERNING COBRA OBLIGATIONS WITH RESPECT TO EMPLOYEES WHO ARE TERMINATED AND WHO WERE PARTICIPANTS IN A PLAN WHICH HAS BEEN TERMINATED.(2)	42.00
6/17/03	JDS	.40	WORK ON SECOND INTERIM FEE APPLICATION	62.00
6/17/03	JDS	2.00	RESEARCH WHETHER SHAREHOLDER APPROVAL REQUIRED FOR CERTAIN ASSET SALES WHETHER UNDER SECTION 363 OR IN PLAN OF REORGANIZATION	310.00
6/18/03	HUFF	.30	CONFERENCE CLIENT WEINGARTNER RE ORDER OF COURT AND REJECTION OF ALL CONTRACTS WITH RETURN INC AND SEND COPY OF ORDER.	72.00

Date	Billing Initials	Hours	Description	Amount
6/18/03	HUFF	.50	EXCHANGE OF MEMOS WITH SCOTTA RE BANKRUPTCY COURT ACTION ON REJECTED CONTRACTS WITH RETURN INC AND REVIEW OF ORDER.	120.00
6/18/03	HUFF	.30	TELEPHONE CONFERENCE CLIENT WEINGARTNER RE STATUS OF REJECTED RETURN INC CONTRACTS, PENDING ISSUES RE DOCUMENTS, FEES ETC AND REVIEW FILE NOTES.	72.00
6/19/03	HERM	1.90	MEETING WITH BARRY FOLSE, BOCKOCK AND ADKINS REGARDING COLLECTION CASES	513.00
6/19/03	HUFF	.40	ANALYSIS RE PENDING LITIGATION PER INQUIRY OF DIANNE PETERS.	96.00
6/23/03	MEE	.70	CONFERENCE JEFF RICHARDS RE THE SEVERANCE AGREEMENTS. REVIEW OF A SAMPLE SEVERANCE AGREEMENT. PLACED CALL TO JEFF RICHARDS.	245.00
6/24/03	HUFF	.50	REVIEW DAYMON FILE NOTES, STATUS OF AUDIT INQUIRY AND OPEN ISSUES AND CONFERENCE WITH CLIENT BIRCHETTE RE STATUS OF AUDIT, CONCLUSIONS AND NOTE TO FILE.	120.00
6/25/03	HYDE	.40	TELEPHONE CONFERENCE WITH SARA EAGLE, PBGC RE: DISTRESS TERMINATION ISSUES; CONFERENCES WITH DANA SAULS RE: INFORMATION FOR PBGC	112.00
6/25/03	HYDE	.30	TELEPHONE CONFERENCE WITH DANA SAULS RE: MISC. BENEFIT AND EMPLOYEE TERMINATION OF EMPLOYMENT ISSUES	84.00
6/25/03	PRIN	2.30	TELEPHONE CONFERENCE WITH MARY FARLEY RE AMOUNT OF CONTRIBUTIONS WHICH WERE NOT TIMELY TRANSMITTED TO THE TRUSTEE DUE TO OFF CYCLE PROCESSING OF PAYROLL CHECKS (.1) REVIEW ABA STATEMENT CONCERNING RESPONSES TO AUDITOR'S REQUEST FOR INFORMATION (.8) REVIEW AND REVISE RESPONSE TO REQUEST FOR INFORMATION TO GRANT THORNTON (.4) OFFICE CONFERENCE WITH DUDLEY HYDE REGARDING RESPONSE TO AUDITORS (.1) PREPARE AND REVISE LETTER OF AUTHORIZATION TO ALLOW FOR ADDITIONAL RESP. TO AUDITORS. (.7) LOCATE INFO. (.2)	483.00
6/25/03	WOOD	.40	TELEPHONE CONFERENCE WITH DEE JEROME RE WARN ISSUES RELATED TO UPCOMING LEWISVILLE LAYOFFS	92.00
6/25/03	JDS	3.00	FINALIZE MAY 2003 INTERIM FEE APPLICATION	465.00



Date	Billing Initials	Hours	Description	Amount
6/26/03	HUFF	.50	REVIEW STATUS AND NOTES RE UNILEVER ISSUES RE VENDOR MANUAL AND TERMS, OPEN ISSUES RE COMPETING CLAIMS ON TERMS AND BRIEF CONFERENCE WITH CLIENT AND ATTENTION TO FILE MATERIALS.	120.00
6/26/03	LABR	.70	CHECK RECORDS RE ACTIVE FLEMING TRADEMARK REGISTRATIONS AND CORRESPONDENCE TO L. PRICE	147.00
6/26/03	WOOD	1.40	RESEARCH REGARDING WARN ISSUE OF "SEPARATE AND DISTINCT ACTION OR CAUSE" PER TELEPHONE CONFERENCE WITH DEE JEROME	322.00
6/26/03	JDS	1.00	FINALIZE MAY 2003 INTERIM FEE APPLICATION	155.00
6/27/03	HUFF	.30	ATTENTION TO NOTES, MATERIALS RE MILITARY PROCUREMENT ISSUES AND CONFERENCES WITH CLIENT DAWSON, ATTENTION TO FILE.	72.00
6/27/03	HUFF	.30	NOTES AND MATERIALS RE DAYMON INQUIRY TO FILE.	72.00
6/27/03	LABR	1.80	CHECK RECORDS FOR ACTIVE TRADEMARK REGISTRATIONS; TELEPHONE CONFERENCE WITH AND CORRESPONDENCE TO L. PRICE; PREPARE DOCUMENT RE DEADLINES AND CORRESPONDENCE TO V. GARIPALLI	378.00
6/27/03	PRICE	1.30	REVISE FACILITY STANDBY AGREEMENT FOR STILLE CO. AND PREPARE EMAIL TO BYRON LOVELL AT CLIENT EXPLAINING REVISIONS	325.00
6/27/03	PRICE	.70	ATTENTION TO NEW FSA PROJECTS AND FAX FROM DEBBIE WADE	175.00
6/27/03	WOOD	.20	TELEPHONE CONFERENCE WITH DEE JEROME RE WARN ISSUES	46.00
6/27/03	HOLD	2.40	GATHERED AND REVIEWED FLEMING TRADEMARK FILES; PREPARED CHART OF REGISTRATIONS; DISCUSSIONS WITH MIKE LABRIE	192.00
6/30/03	HYDE	1.50	TELEPHONE CONFERENCE WITH DEE JEROME RE: DOL AUDIT, DISTRESS TERMINATION ISSUES, RETIREMENT COMMITTEE ISSUES, FIDUCIARY ISSUES AND OTHER ADMINISTRATION ISSUES; TELEPHONE CONFERENCE WITH DANA SAULS RE: PARTIAL TERMINATION OF PENSION AND 401(K);	420.00
6/30/03	WOOD	.20	CONFERENCE WITH JOHN PAPAHRONIS RE COBRA AND RETIREE MEDICAL ISSUES PER CLIENT INQUIRY	46.00

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6/30/03	WOOD	.70	TELEPHONE CONFERENCE WITH DIANNE ALTES RE SEVERANCE CHANGES, PACKETS, ETC., REVIEW JUNE 25 ORDER AND TELEPHONE CONFERENCE WITH DEE JEROME RE SAME	161.00
6/30/03	JDS	2.00	RESEARCH ASSIGNABILITY OF FACILITY STANDBY AGREEMENTS	310.00
<b>Totals</b>		<b>61.70</b>		<b>11,156.50</b>

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
99	4/30/03	CT CORPORATION SYSTEM	26.00	1.00	26.00
T	5/1/03	TELEPHONE 8164605621 2388	0.64	0.56	0.36
LEX	5/5/03	WESTLAW	0.08	6.50	0.54
FEX	5/9/03	FEDERAL EXPRESS CORP. 634274548743	1.00	11.53	11.53
FEX	5/9/03	FEDERAL EXPRESS CORP. 634274548732	1.00	11.53	11.53
TVL	5/13/03	TRAVEL BY INACE- AIRLINES- DUDLEY HYDE TO DALLAS, FORT WORTH ON MAY 13.	1.00	569.50	569.50
TVL	5/20/03	TRAVEL- WILMINGTON, DE	1.00	239.00	239.00
FEX	5/21/03	FEDERAL EXPRESS CORP. 634274550103	1.00	14.51	14.51
M	5/22/03	TRAVEL MEALS	1.00	40.88	40.88
T	5/23/03	TELEPHONE 9728183917 2252	0.21	0.56	0.12
T	5/27/03	TELEPHONE 3128612395 2278	0.43	0.56	0.24
C	5/29/03	COPIES - MEMO	152.00	0.15	22.80
T	5/29/03	TELEPHONE 4142743976 2232	6.43	0.56	3.60
T	5/30/03	TELEPHONE 4043205102 2256	1.29	0.56	0.72
T	6/1/03	TELEPHONE 3107722353 2253	0.21	0.56	0.12
T	6/1/03	TELEPHONE 3109909645 2253	0.21	0.56	0.12
T	6/1/03	TELEPHONE 3109909645 2253	0.21	0.56	0.12
T	6/1/03	TELEPHONE 3102776910 2253	0.21	0.56	0.12
T	6/1/03	TELEPHONE 3109909645 2253	0.21	0.56	0.12
T	6/1/03	TELEPHONE 3109909645 2253	0.21	0.56	0.12
T	6/1/03	TELEPHONE 2145876256 2265	2.57	0.56	1.44
T	6/1/03	TELEPHONE 3109909645 2265	0.43	0.56	0.24
T	6/2/03	TELEPHONE 2022896700 2229	3.00	0.56	1.68
T	6/2/03	TELEPHONE 2145304001 2229	0.21	0.56	0.12

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Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	6/2/03	TELEPHONE 3109909645 2253	0.21	0.56	0.12
T	6/2/03	TELEPHONE 2187256839 2253	1.50	0.56	0.84
T	6/2/03	TELEPHONE 9729062177 2253	0.21	0.56	0.12
T	6/2/03	TELEPHONE 3128612041 2229	0.21	0.56	0.12
T	6/2/03	TELEPHONE 9725231108 2253	0.43	0.56	0.24
T	6/2/03	TELEPHONE 4142873935 2309	0.43	0.56	0.24
T	6/2/03	TELEPHONE 9729062327 2265	0.86	0.56	0.48
T	6/2/03	TELEPHONE 7158456227 2265	3.64	0.56	2.04
T	6/2/03	TELEPHONE 9729062327 2265	1.07	0.56	0.60
T	6/2/03	TELEPHONE 9729062182 2275	0.43	0.56	0.24
T	6/2/03	TELEPHONE 4142843935 2309	0.21	0.56	0.12
TEL	6/2/03	FACSIMILE	77.00	0.50	38.50
T	6/2/03	TELEPHONE 3127658080 2309	0.21	0.56	0.12
TEL	6/2/03	FACSIMILE	4.00	0.50	2.00
T	6/2/03	TELEPHONE 2629535901	4.50	0.56	2.52
T	6/2/03	TELEPHONE 2629535804	1.00	0.60	0.60
T	6/3/03	TELEPHONE 3026580380 3346	0.21	0.56	0.12
T	6/3/03	TELEPHONE 3026580380 3346	0.21	0.56	0.12
T	6/3/03	TELEPHONE 3026580380 3346	0.21	0.56	0.12
T	6/3/03	TELEPHONE 3102010760 3347	1.07	0.56	0.60
T	6/3/03	TELEPHONE 3102010760 3346	1.71	0.56	0.96
T	6/3/03	TELEPHONE 3102010760 3346	2.36	0.56	1.32
T	6/3/03	TELEPHONE 3102010760 3283	0.43	0.56	0.24
T	6/3/03	TELEPHONE 3125252337 2229	4.29	0.56	2.40
T	6/3/03	TELEPHONE 3102010760 3346	2.36	0.56	1.32
T	6/3/03	TELEPHONE 3125252500 2229	0.86	0.56	0.48
T	6/3/03	TELEPHONE 3026580380 3347	0.21	0.56	0.12
T	6/3/03	TELEPHONE	9.00	0.56	5.04
FEX	6/4/03	FEDERAL EXPRESS CORP. 634274551485	1.00	11.36	11.36
T	6/4/03	TELEPHONE 3125252337 2229	0.43	0.56	0.24
T	6/4/03	TELEPHONE 2023264020 2229	0.64	0.56	0.36
T	6/4/03	TELEPHONE 9729068649 2229	0.21	0.56	0.12
T	6/4/03	TELEPHONE 2022264020 2229	0.21	0.56	0.12
T	6/4/03	TELEPHONE 3129612475 2229	0.86	0.56	0.48
C	6/4/03	COPIES - MEMO	85.00	0.15	12.75
T	6/4/03	TELEPHONE 2145304001 2229	12.43	0.56	6.96
T	6/4/03	TELEPHONE 6022695510 2275	2.36	0.56	1.32
T	6/4/03	TELEPHONE 3124617329 2309	0.64	0.56	0.36
T	6/5/03	TELEPHONE 2145304001 2229	4.29	0.56	2.40

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Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	6/5/03	TELEPHONE 3128612092 2229	0.21	0.56	0.12
T	6/5/03	TELEPHONE 9729062181 2253	0.21	0.56	0.12
T	6/5/03	TELEPHONE 9729062177 2253	1.71	0.56	0.96
T	6/5/03	TELEPHONE 3107722353 2253	0.21	0.56	0.12
T	6/5/03	TELEPHONE 3109909645 2253	0.21	0.56	0.12
T	6/5/03	TELEPHONE 2023264020 2229	0.21	0.56	0.12
T	6/5/03	TELEPHONE 2143353551 2253	0.43	0.56	0.24
T	6/5/03	TELEPHONE 3129232625	0.64	0.56	0.36
T	6/5/03	TELEPHONE 4142743947 2265	0.43	0.56	0.24
T	6/5/03	TELEPHONE 9729062259 2265	0.43	0.56	0.24
T	6/5/03	TELEPHONE 9729068125 2265	2.79	0.56	1.56
T	6/5/03	TELEPHONE 4142743947 2265	3.21	0.56	1.80
T	6/5/03	TELEPHONE 4142235044	1.07	0.56	0.60
T	6/5/03	TELEPHONE 3129232625	0.64	0.56	0.36
T	6/5/03	TELEPHONE 4142235044	1.07	0.56	0.60
TVL	6/6/03	TRAVEL	1.00	-264.03	-264.03
T	6/6/03	TELEPHONE 3109909645 2253	0.21	0.56	0.12
M	6/6/03	TRAVEL MEALS	1.00	13.33	13.33
T	6/6/03	TELEPHONE 9729062327 2214	0.21	0.56	0.12
T	6/6/03	TELEPHONE 2145304001 2229	0.21	0.56	0.12
T	6/6/03	TELEPHONE 9729068649 2229	0.43	0.56	0.24
T	6/6/03	TELEPHONE 2145304001 2229	1.93	0.56	1.08
T	6/6/03	TELEPHONE 2145304001 2229	2.14	0.56	1.20
T	6/6/03	TELEPHONE 9729062167 2253	0.43	0.56	0.24
T	6/6/03	TELEPHONE 9178362419 2253	0.43	0.56	0.24
T	6/6/03	TELEPHONE 9729068125 2253	0.21	0.56	0.12
T	6/6/03	TELEPHONE 3109909645 2253	0.21	0.56	0.12
T	6/6/03	TELEPHONE 9729068125 2253	1.07	0.56	0.60
T	6/6/03	TELEPHONE 9729068125 2253	1.07	0.56	0.60
T	6/6/03	TELEPHONE 9729068122 2253	0.21	0.56	0.12
T	6/6/03	TELEPHONE 9729062177 2253	0.21	0.56	0.12
T	6/6/03	TELEPHONE 9729068665 2253	0.43	0.56	0.24
T	6/6/03	TELEPHONE 9729062177 2253	0.21	0.56	0.12
T	6/6/03	TELEPHONE 9729068665 2253	0.64	0.56	0.36
T	6/6/03	TELEPHONE 9729068125 2253	0.21	0.56	0.12
T	6/6/03	TELEPHONE 9729068125 2265	5.57	0.56	3.12
T	6/6/03	TELEPHONE 9729068125 2265	0.43	0.56	0.24
T	6/6/03	TELEPHONE 9729062327 2265	0.86	0.56	0.48
T	6/6/03	TELEPHONE 9178362419 2265	0.86	0.56	0.48

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Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	6/6/03	TELEPHONE 3107722353 2253	0.21	0.56	0.12
T	6/6/03	TELEPHONE 9729062327 2265	0.43	0.56	0.24
T	6/6/03	TELEPHONE 2629535882 3379	10.50	0.56	5.88
T	6/6/03	TELEPHONE 6158598248 2275	0.64	0.56	0.36
T	6/6/03	TELEPHONE 2147676867 2309	0.43	0.56	0.24
T	6/6/03	TELEPHONE 2629535882 3379	7.93	0.56	4.44
T	6/6/03	TELEPHONE 2629535882 3379	1.07	0.56	0.60
T	6/6/03	TELEPHONE 2629535882 3379	10.29	0.56	5.76
LEX	6/6/03	WESTLAW	24.28	6.50	157.83
T	6/7/03	TELEPHONE 9724070626 2253	0.21	0.56	0.12
T	6/7/03	TELEPHONE 9724070636 2253	3.43	0.56	1.92
T	6/9/03	TELEPHONE 2145304001 2229	0.21	0.56	0.12
T	6/9/03	TELEPHONE 9729068649 2229	0.21	0.56	0.12
T	6/9/03	TELEPHONE 9729062181 2253	0.21	0.56	0.12
T	6/9/03	TELEPHONE 2145304001 2229	1.50	0.56	0.84
T	6/9/03	TELEPHONE 2145304001 2229	0.21	0.56	0.12
T	6/9/03	TELEPHONE 9729068125 2253	0.21	0.56	0.12
T	6/9/03	TELEPHONE 9729068168 2253	0.21	0.56	0.12
T	6/9/03	TELEPHONE 4148411004 2253	0.21	0.56	0.12
T	6/9/03	TELEPHONE 4142235042 2253	0.43	0.56	0.24
T	6/9/03	TELEPHONE 4142235042 2253	0.43	0.56	0.24
T	6/9/03	TELEPHONE 4142235042 2253	0.64	0.56	0.36
T	6/9/03	TELEPHONE 4142235042 2253	0.86	0.56	0.48
T	6/9/03	TELEPHONE 9725231108 2253	0.43	0.56	0.24
T	6/9/03	TELEPHONE 4142235042 2253	1.93	0.56	1.08
T	6/9/03	TELEPHONE 9729068125 2265	1.71	0.56	0.96
T	6/9/03	TELEPHONE 4142235042 2265	1.93	0.56	1.08
T	6/9/03	TELEPHONE 9729062327 2265	0.43	0.56	0.24
T	6/9/03	TELEPHONE 4142235042 2265	0.43	0.56	0.24
T	6/9/03	TELEPHONE 9725231108 2253	0.21	0.56	0.12
T	6/9/03	TELEPHONE 4142235042 2265	0.86	0.56	0.48
T	6/9/03	TELEPHONE 4142235000 3303	0.43	0.56	0.24
T	6/9/03	TELEPHONE 7853576311 2309	0.43	0.56	0.24
TEL	6/9/03	FACSIMILE	7.00	0.50	3.50
T	6/10/03	TELEPHONE 2023264020 2229	0.64	0.56	0.36
T	6/10/03	TELEPHONE 9729068649 2229	0.21	0.56	0.12
T	6/10/03	TELEPHONE 9729068662 2229	0.86	0.56	0.48
T	6/10/03	TELEPHONE 9725231108 2253	0.86	0.56	0.48
T	6/10/03	TELEPHONE 9729068649 2229	0.64	0.56	0.36

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T	6/10/03	TELEPHONE 4147325042 2253	0.21	0.56	0.12
T	6/10/03	TELEPHONE 9729068662 2253	1.07	0.56	0.60
T	6/10/03	TELEPHONE 3108668242 2253	0.64	0.56	0.36
T	6/10/03	TELEPHONE 9729068665 2253	0.21	0.56	0.12
T	6/10/03	TELEPHONE 9729068662 2253	0.21	0.56	0.12
T	6/10/03	TELEPHONE 4142235042 2253	1.29	0.56	0.72
T	6/10/03	TELEPHONE 4142235042 2253	0.64	0.56	0.36
T	6/10/03	TELEPHONE 9729062181 2253	0.21	0.56	0.12
T	6/10/03	TELEPHONE 4043388111 3303	0.43	0.56	0.24
T	6/10/03	TELEPHONE 2142236188 2253	0.43	0.56	0.24
TEL	6/10/03	FACSIMILE	5.00	0.50	2.50
T	6/10/03	TELEPHONE 2023264070 2309	0.43	0.56	0.24
T	6/10/03	TELEPHONE 7853576311 2309	0.43	0.56	0.24
T	6/11/03	TELEPHONE 2145304001 2229	0.21	0.56	0.12
T	6/11/03	TELEPHONE 9722336903 2229	1.50	0.56	0.84
T	6/11/03	TELEPHONE 9729068650 2229	1.29	0.56	0.72
T	6/11/03	TELEPHONE 2149536467 2229	0.86	0.56	0.48
T	6/11/03	TELEPHONE 2023264020 2229	0.21	0.56	0.12
T	6/11/03	TELEPHONE 9729068649 2229	0.21	0.56	0.12
T	6/11/03	TELEPHONE 9722336903 2229	3.00	0.56	1.68
T	6/11/03	TELEPHONE 3128612092 2229	1.07	0.56	0.60
T	6/11/03	TELEPHONE 3125252337 2235	0.43	0.56	0.24
T	6/11/03	TELEPHONE 3125252337 2235	0.86	0.56	0.48
T	6/11/03	TELEPHONE 4155972017 2235	0.64	0.56	0.36
T	6/11/03	TELEPHONE 9729068662 2253	0.21	0.56	0.12
T	6/11/03	TELEPHONE 3256769183 2253	1.29	0.56	0.72
T	6/11/03	TELEPHONE 9728183917 2253	0.21	0.56	0.12
T	6/11/03	TELEPHONE 9729068662 2253	0.21	0.56	0.12
T	6/11/03	TELEPHONE 9185821211 2253	0.43	0.56	0.24
T	6/11/03	TELEPHONE 9729068662 2253	2.57	0.56	1.44
T	6/11/03	TELEPHONE 4024758230 2265	0.86	0.56	0.48
T	6/11/03	TELEPHONE 9729068649 2229	0.43	0.56	0.24
C	6/11/03	COPIES - MEMO	211.00	0.15	31.65
T	6/12/03	TELEPHONE 9729061379 2215	1.93	0.56	1.08
T	6/12/03	TELEPHONE 3012622257 2229	0.64	0.56	0.36
T	6/12/03	TELEPHONE 9729068649 2229	0.43	0.56	0.24
T	6/12/03	TELEPHONE 9729068649 2229	0.43	0.56	0.24
T	6/12/03	TELEPHONE 3128612092 2229	0.43	0.56	0.24
T	6/12/03	TELEPHONE 2145304001 2229	0.43	0.56	0.24

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<b>Cost Code</b>	<b>Date</b>	<b>Description</b>	<b>Quantity</b>	<b>Unit Cost</b>	<b>Amount</b>
T	6/12/03	TELEPHONE 9729061379 2253	0.64	0.56	0.36
T	6/12/03	TELEPHONE 9729061379 2253	5.14	0.56	2.88
T	6/12/03	TELEPHONE 9185821211 2253	1.07	0.56	0.60
T	6/12/03	TELEPHONE 2136808693 2253	0.43	0.56	0.24
T	6/12/03	TELEPHONE 9729068135 2210	0.86	0.56	0.48
T	6/12/03	TELEPHONE 9178820354 2253	0.86	0.56	0.48
T	6/12/03	TELEPHONE 9729061379 2215	1.50	0.56	0.84
T	6/12/03	TELEPHONE 9728183573 2265	0.43	0.56	0.24
T	6/12/03	TELEPHONE 2028795020 2270	0.43	0.56	0.24
T	6/12/03	TELEPHONE 9729068650 2270	0.21	0.56	0.12
T	6/13/03	TELEPHONE 2145304001 2229	1.71	0.56	0.96
T	6/13/03	TELEPHONE 9722336903 2229	2.36	0.56	1.32
T	6/13/03	TELEPHONE 9729068662 2253	0.64	0.56	0.36
T	6/13/03	TELEPHONE 9729062180 2217	0.21	0.56	0.12
T	6/13/03	TELEPHONE 9729068662 2253	1.07	0.56	0.60
T	6/13/03	TELEPHONE 9729068109 2253	0.21	0.56	0.12
T	6/13/03	TELEPHONE 9178820354 2253	0.43	0.56	0.24
T	6/13/03	TELEPHONE 2484955953 2253	0.21	0.56	0.12
T	6/13/03	TELEPHONE 2484955953 2253	0.43	0.56	0.24
T	6/13/03	TELEPHONE 9178820354 2253	0.43	0.56	0.24
T	6/13/03	TELEPHONE 9729068662 2253	0.21	0.56	0.12
T	6/13/03	TELEPHONE 9729068665 2253	0.21	0.56	0.12
T	6/13/03	TELEPHONE 9729068662 2253	0.43	0.56	0.24
T	6/13/03	TELEPHONE 9178820354 2253	0.43	0.56	0.24
T	6/13/03	TELEPHONE 9178820354 2253	0.21	0.56	0.12
T	6/13/03	TELEPHONE 9729061109 2253	0.21	0.56	0.12
T	6/13/03	TELEPHONE 9729068109 2253	0.21	0.56	0.12
T	6/13/03	TELEPHONE 9178362419 2253	0.21	0.56	0.12
T	6/13/03	TELEPHONE 9178820354 2253	0.21	0.56	0.12
T	6/13/03	TELEPHONE 3103836079 2253	2.36	0.56	1.32
T	6/13/03	TELEPHONE 9178820354 2253	3.00	0.56	1.68
T	6/13/03	TELEPHONE 9174883114 2253	1.50	0.56	0.84
T	6/13/03	TELEPHONE 9729068109 2253	10.93	0.56	6.12
T	6/13/03	TELEPHONE 5616209200 2265	0.43	0.56	0.24
T	6/13/03	TELEPHONE 9728183917 2265	0.21	0.56	0.12
T	6/14/03	TELEPHONE 9174883114 2253	0.64	0.56	0.36
T	6/14/03	TELEPHONE 9178820354 2253	4.71	0.56	2.64
T	6/14/03	TELEPHONE 9174883114 2253	9.21	0.56	5.16
T	6/14/03	TELEPHONE 9178362419 2253	0.86	0.56	0.48

FLEMING COMPANIES, INC.  
 MISCELLANEOUS CORPORATE  
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Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	6/15/03	TELEPHONE 9178820354 3377	0.43	0.56	0.24
T	6/16/03	TELEPHONE 9729062142 2229	0.21	0.56	0.12
T	6/16/03	TELEPHONE 2143353551 2229	0.43	0.56	0.24
T	6/16/03	TELEPHONE 9729068662 2253	0.64	0.56	0.36
T	6/16/03	TELEPHONE 9729062142 2229	1.71	0.56	0.96
T	6/16/03	TELEPHONE 9729062142 2229	0.21	0.56	0.12
T	6/16/03	TELEPHONE 3128612041 2229	0.43	0.56	0.24
T	6/16/03	TELEPHONE 9729068662 2253	0.43	0.56	0.24
T	6/16/03	TELEPHONE 2149536925 2253	0.43	0.56	0.24
T	6/16/03	TELEPHONE 9729068662 2253	0.21	0.56	0.12
T	6/16/03	TELEPHONE 2147250872 2253	0.43	0.56	0.24
T	6/16/03	TELEPHONE 9723957680 2253	0.43	0.56	0.24
T	6/16/03	TELEPHONE 9729062177 2253	1.71	0.56	0.96
T	6/16/03	TELEPHONE 9728183917 2265	0.21	0.56	0.12
T	6/16/03	TELEPHONE 9729062327 2265	1.07	0.56	0.60
T	6/16/03	TELEPHONE 5616209200 2265	0.43	0.56	0.24
T	6/16/03	TELEPHONE 3128613042 2265	0.21	0.56	0.12
T	6/17/03	TELEPHONE 2145304001 2229	2.57	0.56	1.44
T	6/17/03	TELEPHONE 2023264020 2229	0.86	0.56	0.48
T	6/17/03	TELEPHONE 3128612092 2229	0.43	0.56	0.24
T	6/17/03	TELEPHONE 9723957680 2253	0.21	0.56	0.12
T	6/17/03	TELEPHONE 2145304001 2229	8.57	0.56	4.80
T	6/17/03	TELEPHONE 2147250872 2253	0.43	0.56	0.24
T	6/17/03	TELEPHONE 9729062302 3374	0.43	0.56	0.24
T	6/17/03	TELEPHONE 9729062181 2253	0.21	0.56	0.12
T	6/17/03	TELEPHONE 9729068662 2253	0.21	0.56	0.12
T	6/17/03	TELEPHONE 9729062181 2253	0.43	0.56	0.24
T	6/17/03	TELEPHONE 6623424109 2253	0.21	0.56	0.12
T	6/17/03	TELEPHONE 9729062177 2253	0.21	0.56	0.12
T	6/17/03	TELEPHONE 2025890434 2253	2.36	0.56	1.32
T	6/17/03	TELEPHONE 9729062177 2253	0.21	0.56	0.12
T	6/17/03	TELEPHONE 2145876256 2253	0.86	0.56	0.48
T	6/17/03	TELEPHONE 9178820354 2253	0.86	0.56	0.48
T	6/17/03	TELEPHONE 9728183917 2265	0.21	0.56	0.12
T	6/17/03	TELEPHONE 9728183917 2265	0.21	0.56	0.12
T	6/17/03	TELEPHONE 5616209200 2265	0.64	0.56	0.36
T	6/17/03	TELEPHONE 9728180613 3374	0.43	0.56	0.24
TEL	6/17/03	FACSIMILE	4.00	0.50	2.00
T	6/18/03	TELEPHONE 3125252337 2229	0.64	0.56	0.36



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Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	6/18/03	TELEPHONE 9728183917 2252	0.21	0.56	0.12
T	6/18/03	TELEPHONE 9729068135 2210	0.86	0.56	0.48
T	6/18/03	TELEPHONE 9729068662 2253	0.21	0.56	0.12
T	6/18/03	TELEPHONE 9728183917 2265	2.36	0.56	1.32
T	6/18/03	TELEPHONE 5616209200 2265	1.07	0.56	0.60
T	6/18/03	TELEPHONE 4024758230 2265	0.64	0.56	0.36
T	6/18/03	TELEPHONE 9729061149 2265	0.64	0.56	0.36
T	6/19/03	TELEPHONE 9729068125 2210	0.64	0.56	0.36
T	6/19/03	TELEPHONE 9729068649 2229	0.64	0.56	0.36
T	6/19/03	TELEPHONE 9729068649 2229	0.21	0.56	0.12
T	6/19/03	TELEPHONE 9729062177 2210	0.21	0.56	0.12
T	6/19/03	TELEPHONE 2145304001 2229	1.71	0.56	0.96
T	6/19/03	TELEPHONE 7632530256 2309	0.43	0.56	0.24
T	6/19/03	TELEPHONE 3128612092 2229	0.64	0.56	0.36
T	6/19/03	TELEPHONE 2146732465 2229	0.86	0.56	0.48
T	6/19/03	TELEPHONE 9729068650 2235	0.21	0.56	0.12
T	6/19/03	TELEPHONE 9729062177 2253	0.21	0.56	0.12
T	6/19/03	TELEPHONE 3102776910 2253	0.21	0.56	0.12
T	6/19/03	TELEPHONE 2147250872 2253	0.21	0.56	0.12
T	6/19/03	TELEPHONE 5616209200 2265	0.64	0.56	0.36
T	6/19/03	TELEPHONE 9728183917 2265	0.21	0.56	0.12
T	6/19/03	TELEPHONE 2156797931 2309	2.57	0.56	1.44
T	6/19/03	TELEPHONE 7632530256 2309	0.64	0.56	0.36
T	6/19/03	TELEPHONE 3367477643 2309	0.21	0.56	0.12
T	6/19/03	TELEPHONE 3367477643 2309	0.43	0.56	0.24
T	6/19/03	TELEPHONE 7632530256 2309	0.21	0.56	0.12
TEL	6/19/03	FACSIMILE	4.00	0.50	2.00
TEL	6/19/03	FACSIMILE	11.00	0.50	5.50
T	6/19/03	TELEPHONE 9729062178 2360	3.00	0.56	1.68
T	6/19/03	TELEPHONE 2023264112 3303	0.64	0.56	0.36
T	6/19/03	TELEPHONE 2059125239 3376	0.43	0.56	0.24
T	6/19/03	TELEPHONE 2023264116 3346	0.21	0.56	0.12
T	6/20/03	TELEPHONE 4142743929 2210	0.43	0.56	0.24
T	6/20/03	TELEPHONE 2145304001 2229	0.21	0.56	0.12
T	6/20/03	TELEPHONE 2146737058 2229	0.21	0.56	0.12
T	6/20/03	TELEPHONE 8662791567 2253	0.21	0.56	0.12
T	6/20/03	TELEPHONE 8662791567 2253	0.21	0.56	0.12
T	6/20/03	TELEPHONE 8888964185 2253	0.21	0.56	0.12
T	6/20/03	TELEPHONE 9178820354 2253	0.43	0.56	0.24

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Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	6/20/03	TELEPHONE 9178820354 2253	0.43	0.56	0.24
T	6/20/03	TELEPHONE 9729068125 2210	0.21	0.56	0.12
T	6/20/03	TELEPHONE 9729068650 2309	0.21	0.56	0.12
T	6/20/03	TELEPHONE 4142235000 3376	0.43	0.56	0.24
T	6/20/03	TELEPHONE 4142235000 3376	0.21	0.56	0.12
TEL	6/20/03	FACSIMILE	3.00	0.50	1.50
T	6/21/03	TELEPHONE 9174883114 2253	0.43	0.56	0.24
T	6/22/03	TELEPHONE 3103741900 2253	0.64	0.56	0.36
T	6/23/03	TELEPHONE 3128612131 2223	0.43	0.56	0.24
T	6/23/03	TELEPHONE 9729068649 2229	0.43	0.56	0.24
T	6/23/03	TELEPHONE 3128612131 2223	0.43	0.56	0.24
T	6/23/03	TELEPHONE 2145304001 2229	0.21	0.56	0.12
T	6/23/03	TELEPHONE 2124552565 2253	0.21	0.56	0.12
T	6/23/03	TELEPHONE 2124552565 2253	0.21	0.56	0.12
T	6/23/03	TELEPHONE 2124552565 2253	0.43	0.56	0.24
T	6/23/03	TELEPHONE 2124552565 2253	1.07	0.56	0.60
T	6/23/03	TELEPHONE 9178820354 2253	0.21	0.56	0.12
T	6/23/03	TELEPHONE 2136808508 2253	0.21	0.56	0.12
T	6/23/03	TELEPHONE 4024215010 2265	0.43	0.56	0.24
T	6/23/03	TELEPHONE 4024758230 2265	6.43	0.56	3.60
T	6/23/03	TELEPHONE 9729062181 2265	0.43	0.56	0.24
T	6/24/03	TELEPHONE 2124552565 2253	0.86	0.56	0.48
T	6/24/03	TELEPHONE 9729068125 2253	0.43	0.56	0.24
T	6/24/03	TELEPHONE 6082292212 2253	0.43	0.56	0.24
T	6/24/03	TELEPHONE 9729068179 2210	0.43	0.56	0.24
T	6/24/03	TELEPHONE 9729062177 2253	1.29	0.56	0.72
T	6/24/03	TELEPHONE 8472172429 2265	4.50	0.56	2.52
T	6/24/03	TELEPHONE 9729067136 2253	0.21	0.56	0.12
T	6/24/03	TELEPHONE 9729068125 2265	0.43	0.56	0.24
T	6/24/03	TELEPHONE 2145304001 2229	0.43	0.56	0.24
T	6/24/03	TELEPHONE 9729068650 2309	0.64	0.56	0.36
T	6/25/03	TELEPHONE 9729068649 2229	0.21	0.56	0.12
T	6/25/03	TELEPHONE 3128612092 2229	0.21	0.56	0.12
T	6/25/03	TELEPHONE 9729061342 2253	0.43	0.56	0.24
TEL	6/25/03	FACSIMILE	9.00	0.50	4.50
T	6/25/03	TELEPHONE 9729068662 2253	0.21	0.56	0.12
T	6/25/03	TELEPHONE 9163734230 2253	0.64	0.56	0.36
T	6/25/03	TELEPHONE 9729062177 2253	0.21	0.56	0.12
T	6/25/03	TELEPHONE 9729061342 2253	1.29	0.56	0.72

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Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	6/25/03	TELEPHONE 9729062177 2253	0.21	0.56	0.12
T	6/25/03	TELEPHONE 9729068030 3376	0.64	0.56	0.36
T	6/26/03	TELEPHONE 9729062334 2217	0.43	0.56	0.24
T	6/26/03	TELEPHONE 9729061234 2217	2.36	0.56	1.32
T	6/26/03	TELEPHONE 9163734230 2253	2.36	0.56	1.32
T	6/26/03	TELEPHONE 2124902500 2253	2.79	0.56	1.56
T	6/26/03	TELEPHONE 9163734230 2253	10.07	0.56	5.64
T	6/26/03	TELEPHONE 2125835216 2253	4.29	0.56	2.40
T	6/26/03	TELEPHONE 9729068662 2253	0.21	0.56	0.12
T	6/26/03	TELEPHONE 9729068662 2253	1.29	0.56	0.72
T	6/26/03	TELEPHONE 9729068662 2253	0.21	0.56	0.12
T	6/26/03	TELEPHONE 9729068179 2253	0.43	0.56	0.24
T	6/26/03	TELEPHONE 9729068662 2253	0.21	0.56	0.12
T	6/26/03	TELEPHONE 9729061234 2217	0.21	0.56	0.12
T	6/26/03	TELEPHONE 2146732465 2253	0.43	0.56	0.24
T	6/26/03	TELEPHONE 3026524100 2315	0.43	0.56	0.24
T	6/26/03	TELEPHONE 7154862772 2253	1.93	0.56	1.08
T	6/26/03	TELEPHONE 2136808242 2256	4.71	0.56	2.64
T	6/26/03	TELEPHONE 2147470350 2265	2.14	0.56	1.20
T	6/26/03	TELEPHONE 9729061174 2275	0.21	0.56	0.12
T	6/26/03	TELEPHONE 3026524100 2315	0.43	0.56	0.24
LEX	6/26/03	WESTLAW	7.39	6.50	48.06
T	6/27/03	TELEPHONE 2147250872 2253	1.07	0.56	0.60
T	6/27/03	TELEPHONE 9729068662 2253	0.43	0.56	0.24
T	6/27/03	TELEPHONE 2145876256 2253	0.21	0.56	0.12
T	6/27/03	TELEPHONE 9178820354 2253	0.43	0.56	0.24
T	6/27/03	TELEPHONE 2145876256 2253	1.07	0.56	0.60
T	6/27/03	TELEPHONE 2147250872 2253	0.21	0.56	0.12
T	6/27/03	TELEPHONE 9729061174 2253	6.21	0.56	3.48
T	6/27/03	TELEPHONE 9729068649 2229	0.21	0.56	0.12
T	6/27/03	TELEPHONE 9729062177 2253	0.21	0.56	0.12
T	6/27/03	TELEPHONE 9729062177 2253	0.21	0.56	0.12
T	6/27/03	TELEPHONE 9729062182 2253	0.43	0.56	0.24
T	6/27/03	TELEPHONE 2147250872 2253	0.43	0.56	0.24
T	6/27/03	TELEPHONE 2147250872 2253	0.43	0.56	0.24
T	6/30/03	TELEPHONE 9729062327 2214	0.21	0.56	0.12
T	6/30/03	TELEPHONE 8593867362 2309	0.21	0.56	0.12
T	6/30/03	TELEPHONE 6123498282 2253	0.86	0.56	0.48
T	6/30/03	TELEPHONE 3372376491 2253	1.93	0.56	1.08

FLEMING COMPANIES, INC.  
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Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	6/30/03	TELEPHONE 2147250872 2253	0.43	0.56	0.24
T	6/30/03	TELEPHONE 9729061185 2253	2.14	0.56	1.20
T	6/30/03	TELEPHONE 9729068649 2270	0.43	0.56	0.24
T	6/30/03	TELEPHONE 4056597274 2270	0.43	0.56	0.24
Total Expenses					1,221.04

Total Current Fees 11,156.50

Total Current Expenses 1,221.04

Net Current Billing for this Matter 12,377.54

Thank you for the opportunity to provide service to you.

MEMORANDUM SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
CALD	DACE CALDWELL	LAW CLERK	50.00	3.70	185.00
CALL	JENNIFER H. CALLAHAN	ASSOCIATE	175.00	0.20	35.00
CARR	KYMALA B. CARRIER	ASSOCIATE	155.00	1.90	294.50
GRIFF	JAY GRIFFIN	LAW CLERK	50.00	2.70	135.00
HERM	JOHN N. HERMES	SHAREHOLDER	270.00	1.90	513.00
HOLD	GLENDA HOLDEN	LEGAL ASSISTANT	80.00	2.40	192.00
HUFF	LAURENCE M. HUFFMAN	SHAREHOLDER	240.00	4.00	960.00
HYDE	J. DUDLEY HYDE	SHAREHOLDER	280.00	3.10	868.00
JDS	JOHN D. STINER	ASSOCIATE	155.00	10.40	1,612.00
LABR	MICHAEL J. LA BRIE	SHAREHOLDER	210.00	2.50	525.00
MEE	JOHN M. MEE	OF COUNSEL	350.00	1.00	350.00
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	3.00	750.00
PRIN	JAMES C. PRINCE	OF COUNSEL	210.00	13.50	2,835.00
SONN	BLAKE SONNE	LAW CLERK	50.00	4.00	200.00
WOOD	ELIZABETH SCOTT WOOD	SHAREHOLDER	230.00	7.40	1,702.00
Totals				61.70	11,156.50

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

July 16, 2003

Invoice #: 192041

LOUIS J. PRICE (400)

RE: SUBSIDIARIES / GENERAL  
Matter# 11420.00013

**PROFESSIONAL SERVICES THROUGH 06/30/2003**

Date	Billing Initials	Hours	Description	Amount
6/2/03	MALO	.10	TELEPHONE CONFERENCE WITH A. MEAN AT KIRKLAND & ELLIS IN NEW YORK RE: REPLACEMENT STOCK CERTIFICATES FOR MARIETTA METRO MARKETS, INC.	12.50
6/2/03	MALO	.50	TELEPHONE CONFERENCE WITH C. LEE AT MARIETTA METRO MARKETS, INC. RE: THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN THE COMPANY.	62.50
6/2/03	MALO	.20	TELEPHONE CONFERENCE WITH J. ESTERMAN WITH FLEMING (MASSILLON DIVISION) RE: LOGISTICS OF EXECUTING DIRECTOR CONSENT AND REPLACEMENT STOCK CERTIFICATES RELATED TO MARIETTA METRO MARKETS, INC.	25.00
6/2/03	MALO	.80	REVIEW AND REVISE AFFIDAVIT OF LOST STOCK CERTIFICATE FOR CLASS B COMMON STOCK AND PREFERRED STOCK IN MARIETTA METRO MARKETS, INC.	100.00
6/2/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING TRANSMITTING DIRECTOR AND OFFICER LISTS (RESIDENTIAL AND BUSINESS) FOR CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES.	25.00
6/2/03	MALO	.40	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE (WITH ATTACHED INVESTMENT ANALYSIS) FROM J. ESTERMAN AT FLEMING (MASSILLON DIVISION) RE: MARIETTA METRO MARKETS, INC.	50.00

Date	Billing Initials	Hours	Description	Amount
6/2/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING TRANSMITTING THE BYLAWS FOR CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES.	25.00
6/2/03	MALO	.40	DRAFT REPLACEMENT STOCK CERTIFICATES REPRESENTING THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS, INC.	50.00
6/2/03	MALO	.40	RESEARCH LOCATION OF CORPORATE SEAL FOR MARIETTA METRO MARKETS, INC.	50.00
6/2/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING RE: FORM OF (1) DIRECTOR/OFFICER LISTS FOR CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES AND (2) BYLAWS FOR CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES.	12.50
6/2/03	MALO	.10	TELEPHONE MESSAGE FOR J. MINSTER AT FLEMING RE: (1) SEARCH FOR STOCK CERTIFICATES REPRESENTING THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS, INC. AND (2) CURRENT OFFICERS AND DIRECTORS FOR MARIETTA METRO MARKETS, INC.	12.50
6/2/03	MALO	.10	TELEPHONE MESSAGE FOR E. ROBERSON AT FLEMING RE: ASSISTANCE WITH ACCESS TO EQUITY STORE MINUTE BOOKS.	12.50
6/2/03	MALO	.20	TELEPHONE CONFERENCE WITH J. MINSTER AT FLEMING RE: LOCATION OF MARIETTA METRO MARKETS, INC. MINUTE BOOK.	25.00
6/2/03	MALO	.10	RECEIVE AND REVIEW TELEPHONE MESSAGE FROM A. MEAN AT KIRKLAND & ELLIS IN NEW YORK RE: REPLACEMENT STOCK CERTIFICATE FOR MARIETTA METRO MARKETS, INC.	12.50
6/2/03	MALO	.10	TELEPHONE CONFERENCE WITH R. GREAVES AT FLEMING RE: K. FUHRMANN'S SIGNATURE ON THE AFFIDAVIT OF LOST STOCK CERTIFICATE RELATED TO THE REISSUANCE OF SHARES FOR MARIETTA METRO MARKETS, INC.	12.50
6/2/03	MALO	1.00	DRAFT CORRESPONDENCE TO J. ESTERMAN WITH FLEMING (MASSILLON DIVISION) RE: ASSISTANCE WITH INFORMATION RELATED TO MARIETTA METRO MARKETS, INC.	125.00

Date	Billing Initials	Hours	Description	Amount
6/2/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING TRANSMITTING AFFIDAVIT OF LOST STOCK CERTIFICATES FOR CLASS B COMMON STOCK AND PREFERRED STOCK IN MARIETTA METRO MARKETS, INC. FOR K. FUHRMANN'S SIGNATURE.	25.00
6/2/03	MALO	.20	TELEPHONE CONFERENCE WITH J. ESTERMAN AT FLEMING (MASSILLON DIVISION) RE: (1) LOCATION OF CORPORATE MINUTE BOOK FOR MARIETTA METRO MARKETS, INC. AND (2) VERIFICATION OF INTEREST HELD BY RETAIL INVESTMENTS, INC. IN MARIETTA METRO MARKETS, INC.	25.00
6/2/03	MALO	.50	RESEARCH RE: BYLAWS FOR CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES.	62.50
6/2/03	MALO	.40	ORGANIZE DUPLICATE WRITTEN CONSENTS OF DIRECTORS AND/OR SHAREHOLDERS TO FORWARD TO S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. FOR FILING.	50.00
6/2/03	MALO	.70	REVIEW AND REVISE DIRECTOR AND OFFICER LISTS (BUSINESS AND RESIDENTIAL ADDRESSES) FOR CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES.	87.50
6/2/03	MALO	.20	TELEPHONE CONFERENCE WITH R. GREAVES AT FLEMING RE: (1) RESIDENTIAL ADDRESS INFORMATION FOR T. MORROW, (2) CURRENT DIRECTORS AND OFFICERS FOR CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES AND (3) COPY OF BYLAWS (WITH DIRECTOR INDEMNITY) FOR CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES.	25.00
6/2/03	MALO	.20	REVIEW AND REVISE DOCUMENT CHECKLIST RE: YEAR-END SUBSIDIARY MERGERS AND DISSOLUTIONS.	25.00
6/2/03	MALO	.70	REVIEW AND REVISE FLEMING SUBSIDIARY LIST.	87.50
6/2/03	MALO	.10	RECEIVE AND REVIEW ORIGINAL EXECUTED WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK INTERNATIONAL, INC. RE: ELECTION OF T. MORROW AS CHIEF RESTRUCTURING OFFICER.	12.50
6/2/03	MALO	.50	DRAFT CORRESPONDENCE TO S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL RE: COPIES OF WRITTEN CONSENTS OF BOARD OF DIRECTORS AND/OR SHAREHOLDERS RELATED TO CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES.	62.50



Date	Billing Initials	Hours	Description	Amount
6/2/03	MALO	.40	ARRANGE FOR FEDERAL EXPRESS DELIVERY OF (1) CORRESPONDENCE, (2) COPY OF EXECUTED AFFIDAVITS OF LOST STOCK CERTIFICATES, (3) WRITTEN CONSENT OF BOARD OF DIRECTORS OF MARIETTA METRO MARKETS, INC. RE: RE-ISSUANCE OF STOCK CERTIFICATES AND (4) NEW STOCK CERTIFICATES TO C. LEE AT MARIETTA METRO MARKETS, INC. AND J. ESTERMAN WITH FLEMING (MASSILLON DIVISION) FOR EXECUTION.	50.00
6/2/03	MALO	.50	DRAFT CORRESPONDENCE TO C. LEE AT MARIETTA METRO MARKETS, INC. RE: RE-ISSUANCE OF REPLACEMENT STOCK CERTIFICATES REPRESENTING THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS, INC.	62.50
6/2/03	MALO	.30	OFFICE CONFERENCE WITH J. MEE AT MCAFEE & TAFT RE: LAWSUIT FILED IN CALIFORNIA RELATED TO RICHARD AND MARY LOUISE TRAMONTIN.	37.50
6/2/03	MALO	.20	TELEPHONE CONFERENCE WITH B. TRACEY AT FLEMING (MASSILLON DIVISION) RE: AVAILABILITY TO SIGN WRITTEN CONSENT OF BOARD OF DIRECTORS OF MARIETTA METRO MARKETS, INC. RE: ISSUANCE OF REPLACEMENT STOCK CERTIFICATES.	25.00
6/2/03	MALO	.50	DRAFT CORRESPONDENCE TO J. ESTERMAN WITH FLEMING (MASSILLON DIVISION) TRANSMITTING (1) EXECUTED AFFIDAVITS OF LOST STOCK CERTIFICATES, (2) WRITTEN CONSENT OF BOARD OF DIRECTORS OF MARIETTA METRO MARKETS, INC. RE: ISSUANCE OF REPLACEMENT STOCK CERTIFICATES AND (3) REPLACEMENT STOCK CERTIFICATES FOR EXECUTION.	62.50
6/2/03	MALO	.20	TELEPHONE CONFERENCE WITH P. MAGANA AT FLEMING RE: HISTORY OF CALIFORNIA LAWSUIT RELATED TO RICHARD AND MARY LOUISE TRAMONTIN.	25.00
6/3/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO B. TRACEY AND J. ESTERMAN AT FLEMING (MASSILLON DIVISION) RE: EXECUTION OF WRITTEN CONSENT OF BOARD OF DIRECTORS OF MARIETTA METRO MARKETS, INC.	25.00
6/3/03	MALO	.20	TELEPHONE CONFERENCE WITH B. TRACEY WITH FLEMING (MASSILLON DIVISION) RE: EXECUTION OF THE WRITTEN CONSENT OF BOARD OF DIRECTORS OF MARIETTA METRO MARKETS, INC. RELATED TO THE REISSUANCE OF THE STOCK CERTIFICATES EVIDENCING THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS, INC.	25.00

Date	Billing Initials	Hours	Description	Amount
6/3/03	MALO	.10	TELEPHONE CONFERENCE WITH D. WADE AT FLEMING IN LEWISVILLE RE: J. MICHAEL WALSH'S POSITION AND SIGNATURE AUTHORITY FOR CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES.	12.50
6/3/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO L. GROOM AT MCAFEE & TAFT RE: UPDATING THE FLEMING SUBSIDIARY LIST ON THE MCAFEE & TAFT EXTRANET.	12.50
6/3/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM P. MAGANA AT FLEMING RE: REQUEST FOR HELP IN OBTAINING THE LAWSUIT SETTLEMENT AGREEMENT IN THE RICHARD AND MARY LOUISE TRAMONTIN MATTER (CALIFORNIA).	12.50
6/3/03	MALO	.40	RESEARCH RE: SETTLEMENT AGREEMENT IN THE RICHARD AND MARY LOUISE TRAMONTIN MATTER (CALIFORNIA).	50.00
6/3/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING TRANSMITTING THE MOST RECENT UPDATE OF THE FLEMING COMPANIES, INC. SUBSIDIARY LIST.	12.50
6/3/03	MALO	.30	REVIEW AND REVISE THE FLEMING COMPANIES, INC. SUBSIDIARY LIST.	37.50
6/3/03	MALO	.10	MINUTE BOOK MAINTENANCE RE: RAINBOW FOOD GROUP, INC.	12.50
6/3/03	MALO	.10	TELEPHONE CONFERENCE WITH C. MOONEY AT FLEMING RE: ELECTION OF NEW VICE PRESIDENT ON ALL SUBSIDIARIES OF CORE-MARK INTERNATIONAL, INC.	12.50
6/3/03	MALO	.10	RECEIVE AND REVIEW TELEPHONE MESSAGE FROM P. MAGANA AT FLEMING (CORPORATE BANKING) RE: OVERNIGHT MAILING OF SETTLEMENT AGREEMENT RELATED TO THE TRAMONTIN LAWSUIT.	12.50
6/3/03	MALO	.20	DRAFT CORRESPONDENCE TO P. MAGANA AT FLEMING (CORPORATE BANKING) TRANSMITTING SETTLEMENT AGREEMENT RE: THE TRAMONTIN LAWSUIT.	25.00
6/3/03	MALO	.10	TELEPHONE CONFERENCE WITH G. ANTHOLZNER AT CORE-MARK INTERNATIONAL IN CALIFORNIA RE: HEAD DISTRIBUTING COMPANY.	12.50
6/3/03	MALO	.10	TELEPHONE CONFERENCE WITH P. MAGANA AT FLEMING RE: SETTLEMENT AGREEMENT BY AND BETWEEN FLEMING COMPANIES, INC. AND RICHARD AND MARY LOUISE TRAMONTIN.	12.50

Date	Billing Initials	Hours	Description	Amount
6/3/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. RE: ANSWERS TO QUESTIONS ABOUT HEAD DISTRIBUTING COMPANY AND OFFICER/DIRECTOR LISTS FOR CORE-MARK AND RELATED SUBSIDIARIES.	25.00
6/3/03	MALO	.20	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. IN CALIFORNIA RE: (1) OFFICERS LIST FOR HEAD DISTRIBUTING COMPANY, (2) A COPY OF THE DOCUMENTS RELATED TO THE TRANSFER OF THE HEAD STOCK TO CORE-MARK, (3) COPIES OF CONSENTS EVIDENCING MR. WALSH'S ELECTION AS DIRECTOR AND OFFICER TO CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES, AND (4) NEW OFFICER/DIRECTOR LISTS FOR CORE-MARK AND RELATED SUBSIDIARIES.	25.00
6/3/03	MALO	1.70	REVIEW FILES RE: RICHARD AND MARY LOUISE TRAMONTIN SETTLEMENT.	212.50
6/3/03	MALO	.50	DRAFT (1) WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK INTERNATIONAL, INC., (2) WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK MID-CONTINENT, INC. AND (3) CONSENT OF BOARD OF DIRECTORS (OF C/M PRODUCTS, CORE-MARK INTERRELATED COMPANIES, AND GENERAL ACCEPTANCE CORPORATION) RE: ELECTION OF YET UNNAMED VICE PRESIDENT. (AT THE REQUEST OF C. MOONEY)	62.50
6/3/03	MALO	.10	TELEPHONE CONFERENCE WITH D. WADE AT FLEMING RE: LIST OF CORE-MARK ENTITIES FOR WHICH WRITTEN CONSENTS (ELECTING AN UNNAMED VICE PRESIDENT) ARE TO BE DRAFTED.	12.50
6/3/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO C. MOONEY AT FLEMING TRANSMITTING (1) WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK INTERNATIONAL, INC., (2) WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK MID-CONTINENT, INC. AND (3) CONSENT OF BOARD OF DIRECTORS (OF C/M PRODUCTS, CORE-MARK INTERRELATED COMPANIES, INC., AND GENERAL ACCEPTANCE CORPORATION) RE: ELECTION OF YET UNNAMED VICE PRESIDENT.	12.50
6/3/03	MALO	.10	TELEPHONE CONFERENCE WITH C. MOONEY AT FLEMING CONFIRMING THAT J. MICHAEL WALSH HAS BEEN DULY ELECTED AS AN OFFICER AND DIRECTOR OF CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES.	12.50

Date	Billing Initials	Hours	Description	Amount
6/4/03	MALO	.20	TELEPHONE CONFERENCE WITH J. ESTERMAN AT FLEMING (MASSILLON DIVISION) RE: STATUS OF SIGNATURES ON (1) THE WRITTEN CONSENT OF BOARD OF DIRECTORS OF MARIETTA METRO MARKETS, INC. RELATED TO THE RE-ISSUANCE OF STOCK CERTIFICATES TO EVIDENCE THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS AND (2) THE STOCK CERTIFICATES.	25.00
6/4/03	MALO	.20	TELEPHONE CONFERENCE WITH B. PORTER AT ALIXPARNTERS RE: OFFICERS AND DIRECTORS OF ALL FLEMING SUBSIDIARIES FOR PAST YEAR.	25.00
6/4/03	MALO	.10	TELEPHONE CONFERENCE WITH L. PRICE AT MCAFEE & TAFT (IN BANKRUPTCY COURT AT TIME OF CALL) RE: (1) OFFICERS OF RAINBOW FOOD GROUP, INC. AND (2) POSITION HELD AT FLEMING COMPANIES, INC. BY R. ROOF.	12.50
6/4/03	MALO	.10	TELEPHONE MESSAGE FOR R. GREAVES AT FLEMING RE: CONFIRMATION OF R. ROOF'S POSITION AT FLEMING COMPANIES, INC.	12.50
6/4/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM D. SIGLER WITH ERNST & YOUNG (AT FLEMING) RE: REPLACEMENT OF N. SHELDON WITH M. BECKWITH.	12.50
6/4/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM D. SIGLER WITH ERNST & YOUNG (AT FLEMING) RE: THE RESIGNATION OF N. SHELDON AND NEED FOR A REPLACEMENT OFFICER FOR SIGNATURE ON TAX RELATED ITEMS.	12.50
6/4/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. TRANSMITTING THE UPDATED (1) CORE-MARK INTERNATIONAL, INC. DIRECTOR/OFFICER LISTS (BUSINESS AND RESIDENTIAL ADDRESSES) AND (2) DIRECTOR/OFFICER LISTS (BUSINESS AND RESIDENTIAL ADDRESSES) FOR ALL DOMESTIC SUBSIDIARIES OF CORE-MARK INTERNATIONAL, INC.	25.00
6/4/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. TRANSMITTING THE HEAD DISTRIBUTING COMPANY INFORMATION PAGE FROM THE FLEMING COMPANIES, INC. SUBSIDIARY LIST.	25.00
6/4/03	MALO	.60	RESEARCH FLEMING SUBSIDIARY LIST RE: SUBSIDIARIES WHERE N. SHELDON IS AN OFFICER AND/OR DIRECTOR.	75.00

Date	Billing Initials	Hours	Description	Amount
6/4/03	MALO	.40	DRAFT REVISED OFFICER/DIRECTOR LISTS (RESIDENTIAL AND BUSINESS ADDRESSES) FOR HEAD DISTRIBUTING COMPANY.	50.00
6/4/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO C. VILCHES AT CORE-MARK INTERNATIONAL, INC. RE: SOCIAL SECURITY NUMBER AND DATE OF BIRTH FOR NEW OFFICERS AND DIRECTORS OF CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES.	25.00
6/4/03	MALO	.30	DRAFT E-MAIL CORRESPONDENCE TO C. VILCHES AND S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. RE: SOCIAL SECURITY NUMBER AND DATE OF BIRTH FOR DIRECTORS AND OFFICERS OF HEAD DISTRIBUTING COMPANY.	37.50
6/4/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL RE: COORDINATING COMPLETION OF ILLINOIS DEPARTMENT OF AGRICULTURE MEAT & POULTRY LICENSE RENEWAL FOR ROMEOVILLE DIVISION.	12.50
6/4/03	MALO	.70	RECEIVE AND REVIEW CORPORATE MINUTE BOOKS FOR MARIETTA METRO MARKETS, INC. FROM J. MINSTER AT FLEMING.	87.50
6/4/03	MALO	.30	TELEPHONE CONFERENCE WITH J. MINSTER AT FLEMING RE: (1) HIS DISCOVERY OF THE CORPORATE MINUTE BOOKS FOR MARIETTA METRO MARKETS, INC., (2) MISSING STOCK CERTIFICATES NUMBERED 4,5,6 AND 7, AND (3) TRANSFER OF THE MINUTE BOOKS TO M. MALONE AT MCAFEE & TAFT FOR REVIEW.	37.50
6/4/03	MALO	.20	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. RE: (1) ADDITIONAL INFORMATION NEEDED FOR OFFICERS/DIRECTORS OF HEAD DISTRIBUTING COMPANY, (2) SOCIAL SECURITY NUMBERS AND BIRTH DATES FOR NEW CORE-MARK INTERNATIONAL OFFICERS AND OR DIRECTORS AND (3) ANNUAL REPORTING ISSUES FOR HEAD DISTRIBUTING COMPANY.	25.00
6/4/03	MALO	.10	RECEIVE AND REVIEW TELEPHONE MESSAGE FROM J. MINSTER AT FLEMING RE: LOCATION OF CORPORATE MINUTE BOOK(S) FOR MARIETTA METRO MARKETS, INC.	12.50
6/4/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING RE: SPECIFIC LANGUAGE USED IN THE WRITTEN CONSENTS ACKNOWLEDGING THE RESIGNATION OF N. SHELDON AND ELECTION OF M. BECKWITH.	12.50

Date	Billing Initials	Hours	Description	Amount
6/4/03	MALO	.20	DRAFT REPLY E-MAIL CORRESPONDENCE TO S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL AND K. RICHESSON AT FLEMING RE: SHIFTING THE RESPONSIBILITY FOR ANNUAL REPORTING (FOR HEAD DISTRIBUTING COMPANY AND MINTER-WEISMAN CO.) FROM ERNST & YOUNG TO KEESAL, YOUNG & LOGAN.	25.00
6/4/03	MALO	.20	TELEPHONE CONFERENCE WITH D. SIGLER AT ERNST & YOUNG (AT FLEMING) RE: (1) ANNUAL REPORTING RESPONSIBILITIES FOR HEAD DISTRIBUTING COMPANY AND MINTER-WEISMAN CO., (2) RESIGNATION OF N. SHELDON AND (3) REPLACEMENT OF N. SHELDON.	25.00
6/4/03	MALO	.30	TELEPHONE CONFERENCE WITH R. GREAVES AT FLEMING RE: (1) RESIGNATION OF N. SHELDON, (2) EFFECTIVE DATE FOR REPLACEMENT FOR N. SHELDON, (3) REMOVAL OF C. HERNANDEZ FROM CORE-MARK INTERNATIONAL, INC. AND ALL RELATED SUBSIDIARIES AND (4) POTENTIAL REMOVAL OF K. RICHESSON FROM CORE-MARK INTERNATIONAL, INC. AND ALL RELATED SUBSIDIARIES.	37.50
6/4/03	MALO	.30	DRAFT CORRESPONDENCE TO S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. TRANSMITTING COPIES OF DOCUMENTS EVIDENCING FLEMING COMPANIES, INC. ASSIGNMENT OF HEAD DISTRIBUTING COMPANY STOCK TO CORE-MARK INTERNATIONAL, INC.	37.50
6/4/03	MALO	.10	TELEPHONE CONFERENCE WITH P. MAGANA AT FLEMING RE: FOLLOW UP ON HIS RECEIPT OF THE SETTLEMENT AGREEMENT RELATED TO THE TRAMONTIN MATTER.	12.50
6/4/03	MALO	.80	DRAFT WRITTEN CONSENT OF BOARD OF DIRECTORS OF NUMEROUS FLEMING COMPANIES, INC. SUBSIDIARIES RE: (1) APPROVAL OF THE RESIGNATION OF N. SHELDON AS AN OFFICER AND (2) THE ELECTION OF M. BECKWITH AS REPLACEMENT.	100.00
6/4/03	MALO	.50	DRAFT WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES RE: (1) THE APPROVAL OF THE RESIGNATION OF N. SHELDON AS AN OFFICER AND (2) THE ELECTION OF M. BECKWITH AS REPLACEMENT.	62.50
6/5/03	MALO	.10	TELEPHONE CONFERENCE WITH P. MAGANA AT FLEMING RE: RECEIPT OF THE SETTLEMENT AGREEMENT ASSOCIATED WITH THE TRAMONTIN LAWSUIT.	12.50
6/5/03	MALO	.40	REVIEW AND REVISE FLEMING SUBSIDIARY LIST.	50.00

Date	Billing Initials	Hours	Description	Amount
6/5/03	MALO	.30	DRAFT E-MAIL CORRESPONDENCE TO S. LORETZ- CONGDON AT CORE-MARK INTERNATIONAL, INC. AND K. RICHESSON AT FLEMING RE: THE TRANSFER OF MINTER-WEISMAN CO. STOCK FROM FLEMING COMPANIES, INC. TO CORE-MARK INTERNATIONAL, INC.	37.50
6/5/03	MALO	.40	DRAFT CORRESPONDENCE TO A. MEAN AT KIRKLAND & ELLIS IN NEW YORK RE: REPLACEMENT STOCK CERTIFICATES EVIDENCING THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS, INC.	50.00
6/5/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO A. MEAN AT KIRKLAND & ELLIS IN NEW YORK RE: DELIVERY OF THE REPLACEMENT STOCK CERTIFICATES EVIDENCING THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS, INC.	25.00
6/5/03	MALO	.10	RECEIVE AND REVIEW TELEPHONE MESSAGE FROM J. ESTERMAN WITH FLEMING (MASSILLON DIVISION) RE: (1) EXECUTION OF THE WRITTEN CONSENT OF BOARD OF DIRECTORS OF MARIETTA METRO MARKETS, INC., (2) EXECUTION OF THE REPLACEMENT STOCK CERTIFICATES, AND (3) RETURN OF THE CONSENT AND REPLACEMENT STOCK CERTIFICATES TO MCAFFEE & TAFT.	12.50
6/5/03	MALO	.30	REVIEW DOCUMENT CHECKLIST RE: YEAR-END SUBSIDIARY MERGERS AND DISSOLUTIONS FOR FINAL ITEMS NEEDING COMPLETION.	37.50
6/5/03	MALO	4.10	REVIEW AND REVISE THE SPREADSHEET SUMMARY OF DIRECTORS AND OFFICERS OF FLEMING SUBSIDIARIES (PROVIDED BY B. PORTER OF ALIXPARTNERS).	512.50
6/5/03	MALO	.30	REVIEW AND REVISE DIRECTOR AND OFFICER LISTS (BUSINESS AND RESIDENTIAL ADDRESSES) FOR HEAD DISTRIBUTING COMPANY.	37.50
6/5/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. RE: THE STATUS OF THE TRANSFER OF MINTER-WEISMAN CO. STOCK FROM FLEMING COMPANIES, INC. TO CORE-MARK INTERNATIONAL.	12.50
6/5/03	MALO	.20	TELEPHONE CONFERENCE WITH B. PORTER AT ALIX PARTNERS RE: REVISIONS TO DIRECTOR/OFFICER LIST FOR FLEMING COMPANIES, INC. AND SUBSIDIARIES.	25.00

Date	Billing Initials	Hours	Description	Amount
6/5/03	MALO	.70	RESEARCH RE: EFFECTIVE DATE FOR ELECTION OF OFFICERS AND DIRECTORS FOR HEAD DISTRIBUTING COMPANY.	87.50
6/5/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM B. PORTER AT ALIXPARTNERS RE: OFFICERS AND DIRECTORS (FOR ONE YEAR PRIOR TO BANKRUPTCY) FOR EACH FLEMING SUBSIDIARY.	12.50
6/5/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. RE: (1) NATHAN SHELDON RESIGNATION AND (2) CURRENT OFFICER LISTING FOR FLEMING COMPANIES, INC.	12.50
6/6/03	MALO	.50	REVIEW AND REVISE WRITTEN CONSENTS OF DIRECTORS, MEMBERS, MANAGERS AND SOLE GENERAL PARTNERS OF NUMEROUS FLEMING SUBSIDIARIES RE: THE RESIGNATION OF N. SHELDON AND THE ELECTION OF M. BECKWITH.	62.50
6/6/03	MALO	.70	DRAFT WRITTEN CONSENTS OF BOARD OF DIRECTORS OF CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES RE: THE RESIGNATION OF C. HERNANDEZ AND ELECTION OF T. STEVENS.	87.50
6/6/03	MALO	1.00	GENERAL MINUTE BOOK MAINTENANCE RE: SUBSIDIARIES OF FLEMING COMPANIES, INC.	125.00
6/6/03	MALO	.20	RECEIVE AND REVIEW FEDERAL EXPRESS PACKAGE FROM J. ESTERMAN WITH FLEMING (MASSILLON DIVISION) RE: EXECUTED REPLACEMENT STOCK CERTIFICATES EVIDENCING THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS, INC.	25.00
6/6/03	MALO	.20	FORWARD REPLACEMENT STOCK CERTIFICATES (ORIGINALS) EVIDENCING THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS, INC. TO A. MEAN WITH KIRKLAND & ELLIS IN NEW YORK AND COPIES TO C. LEE WITH MARIETTA METRO MARKETS, INC., J. ESTERMAN WITH FLEMING AND K. FUHRMANN WITH FLEMING (MASSILLON DIVISION)	25.00
6/8/03	MALO	.20	RECEIVE AND REVIEW ORIGINAL AFFIDAVITS OF LOST STOCK CERTIFICATES (PREFERRED STOCK AND CLASS B COMMON STOCK) RE: THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS, INC.	25.00



Date	Billing Initials	Hours	Description	Amount
6/8/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO A. MEAN AT KIRKLAND & ELLIS IN NEW YORK RE: HIS RECEIPT OF THE ORIGINAL REPLACEMENT STOCK CERTIFICATES EVIDENCING THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS, INC.	25.00
6/9/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO B. PORTER AT ALIXPARTNERS RE: STATUS OF REVISIONS TO OFFICER/DIRECTOR LIST.	12.50
6/9/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM R. GREAVES AT FLEMING RE: THE RESIGNATION OF N. SHELDON FROM ALL FLEMING SUBSIDIARIES, EFFECTIVE JUNE 13, 2003.	12.50
6/9/03	MALO	.10	TELEPHONE CONFERENCE WITH A. JASSO AT FLEMING RE: DIVISIONS OF FLEMING COMPANIES, INC.	12.50
6/9/03	MALO	.10	TELEPHONE CONFERENCE WITH A. JASSO AT FLEMING RE: DIRECTOR AND SHAREHOLDER CONSENTS EVIDENCING SAVE MART TRANSACTION.	12.50
6/9/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO A. JASSO AT FLEMING TRANSMITTING COPIES OF THE RICHMAR FOODS, INC. DIRECTOR AND SHAREHOLDER WRITTEN CONSENTS APPROVING THE SAVE MART TRANSACTION.	12.50
6/9/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM A. MEAN AT KIRKLAND & ELLIS IN NEW YORK RE: HIS RECEIPT OF THE ORIGINAL REPLACEMENT STOCK CERTIFICATES EVIDENCING THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS, INC.	12.50
6/9/03	MALO	.10	RECEIVE, REVIEW AND REPLY TO E-MAIL CORRESPONDENCE FROM A. JASSO AT FLEMING RE: DIRECTOR AND SHAREHOLDER CONSENTS AND/OR MINUTES APPROVING THE SAVE MART TRANSACTION.	12.50
6/9/03	MALO	2.70	REVIEW AND REVISE DIRECTOR AND OFFICER LIST PROVIDED BY B. PORTER AT ALIXPARTNERS.	337.50
6/9/03	MALO	.60	RESEARCH RICHMAR FOODS, INC. CORPORATE MINUTE BOOK RE: DIRECTOR AND SHAREHOLDER CONSENTS AND/OR MINUTES APPROVING THE SAVE MART TRANSACTION.	75.00
6/9/03	MALO	.50	MINUTE BOOK MAINTENANCE RE: EMAR.NET, INC.	62.50

Date	Billing Initials	Hours	Description	Amount
6/9/03	MALO	.60	ADDITIONAL REVIEW OF CORPORATE RECORDS FOR MARIETTA METRO MARKETS, INC. RE: RE-ISSUANCE OF PREFERRED AND CLASS B COMMON STOCK EVIDENCING THE RETAIL INVESTMENTS, INC. OWNERSHIP INTEREST IN MARIETTA METRO MARKETS, INC.	75.00
6/9/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO J. MINSTER AT FLEMING RE: MINUTE BOOK MAINTENANCE FOR THE CORPORATE MINUTE BOOKS FOR MARIETTA METRO MARKETS, INC.	12.50
6/9/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO B. PORTER AT ALIXPARTNERS RE: UPDATED VERSION OF THE DIRECTOR AND OFFICER LIST.	12.50
6/9/03	MALO	.20	DRAFT CORRESPONDENCE TO J. MINSTER AT FLEMING RE: TRANSFER OF MARIETTA METRO MARKETS, INC. MINUTE BOOKS BACK TO FLEMING.	25.00
6/9/03	MALO	.10	TELEPHONE CONFERENCE WITH B. PORTER RE: UPDATED DIRECTOR AND OFFICER LIST E-MAILED TO HIS FLEMING E-MAIL ADDRESS.	12.50
6/9/03	MALO	.50	MINUTE BOOK MAINTENANCE RE: CORPORATE MINUTE BOOKS FOR MARIETTA METRO MARKETS, INC.	62.50
6/9/03	MALO	.90	DRAFT MEMO TO FILE (TO BE PLACED IN MINUTE BOOK FOR MARIETTA METRO MARKETS, INC.) RE: REASONS FOR RE-ISSUANCE OF PREFERRED AND CLASS B COMMON STOCK.	112.50
6/10/03	MALO	.40	MINUTE BOOK MAINTENANCE RE: CORPORATE MINUTE BOOKS FOR MARIETTA METRO MARKETS, INC.	50.00
6/10/03	MALO	.10	TELEPHONE CONFERENCE WITH R. GREAVES AT FLEMING RE: RECENT CHANGES TO THE OFFICER'S LIST FOR FLEMING COMPANIES, INC.	12.50
6/10/03	MALO	.10	REVISE CORRESPONDENCE TO J. MINSTER AT FLEMING TRANSMITTING (VIA HAND DELIVERY) THE ORIGINAL CORPORATE MINUTE BOOKS FOR MARIETTA METRO MARKETS, INC.	12.50
6/10/03	MALO	.40	REVIEW AND REVISE THE FLEMING COMPANIES, INC. SUBSIDIARY LIST.	50.00
6/10/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM R. GREAVES AT FLEMING RE: ATTACHED UPDATE TO OFFICER LIST FOR FLEMING COMPANIES, INC.	12.50

Date	Billing Initials	Hours	Description	Amount
6/10/03	MALO	.30	REVIEW AND REVISE THE HEAD DISTRIBUTING COMPANY DIRECTOR AND OFFICER LIST (INCLUDING RESIDENTIAL ADDRESSES) RE: PERSONNEL CHANGES.	37.50
6/10/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO C. VILCHES AT CORE-MARK INTERNATIONAL, INC. TRANSMITTING THE UPDATED HEAD DISTRIBUTING COMPANY DIRECTOR AND OFFICER LIST (INCLUDING RESIDENTIAL ADDRESSES).	12.50
6/10/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO C. VILCHES AT CORE-MARK INTERNATIONAL, INC. RE: PERSONAL INFORMATION FOR NEW DIRECTOR/OFFICER AT HEAD DISTRIBUTING COMPANY.	12.50
6/10/03	MALO	.30	DOCUMENT ORGANIZATION RE: YEAR-END SUBSIDIARY MERGERS AND DISSOLUTIONS.	37.50
6/10/03	MALO	.20	DRAFT CORPORATE INFORMATION SHEET FOR RICHMAR FOODS, INC.	25.00
6/10/03	MALO	.80	MINUTE BOOK MAINTENANCE RE: CORPORATE MINUTE BOOKS FOR RICHMAR FOODS, INC.	100.00
6/10/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. RE: OFFICER'S LIST FOR FLEMING COMPANIES, INC.	12.50
6/10/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING RE: MOST CURRENT VERSION OF OFFICER'S LIST (TO INCLUDE RESIDENTIAL ADDRESSES AND SOCIAL SECURITY NUMBERS) AND PERMISSION TO FORWARD TO S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC.	12.50
6/11/03	MALO	.20	MINUTE BOOK MAINTENANCE RE: CORPORATE MINUTE BOOK FOR DUNIGAN FUELS, INC.	25.00
6/11/03	MALO	.20	DRAFT CORRESPONDENCE TO C. HERNANDEZ AT FLEMING RE: CT CORPORATION SYSTEM INVOICE # 576089-RI FOR SERVICES RENDERED TO FLEMING COMPANIES, INC. IN RELATION TO THE RAINBOW FOODS SALE.	25.00
6/11/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM A. JASSO AT FLEMING RE: .PDF COPY OF THE BYLAWS AND ARTICLES OF INCORPORATION FOR RICHMAR FOODS, INC.	12.50
6/11/03	MALO	.30	RECEIVE AND REVIEW FOR ACCURACY CT CORPORATION INVOICE # 576089-RI FOR SERVICES PROVIDED TO FLEMING COMPANIES, INC. IN RELATION TO THE RAINBOW FOODS SALE.	37.50

Date	Billing Initials	Hours	Description	Amount
6/11/03	MALO	.30	MINUTE BOOK MAINTENANCE RE: CORPORATE MINUTE BOOK FOR FLEMING FOREIGN SALES CORPORATION.	37.50
6/11/03	MALO	.30	TELEPHONE CONFERENCE WITH B. PORTER AT ALIXPARTNERS RE: SUBSIDIARIES AS GUARANTORS OF FLEMING BONDS.	37.50
6/11/03	MALO	.30	RESEARCH RE: .PDF FILES CONTAINING BYLAWS AND ARTICLES OF INCORPORATION FOR RICHMAR FOODS, INC.	37.50
6/11/03	MALO	.10	DRAFT E-MAILS TO A. JASSO AT FLEMING TRANSMITTING THE .PDF COPIES OF THE BYLAWS AND ARTICLES OF INCORPORATION FOR RICHMAR FOODS, INC.	12.50
6/11/03	MALO	.40	RECEIVE AND REVIEW FACSIMILE CORRESPONDENCE FROM B. PORTER AT ALIXPARTNERS RE: SUBSIDIARIES AS GUARANTORS OF FLEMING COMPANIES, INC. NOTES.	50.00
6/12/03	MALO	.10	RECEIVE AND REVIEW FACSIMILE CORRESPONDENCE FROM D. BARNES AT EXPORT ASSIST (BARBADOS) RE: SIGNATURE ON WRITTEN CONSENT OF DIRECTORS, MEMBERS, MANAGERS AND SOLE GENERAL PARTNER OF NUMEROUS FLEMING SUBSIDIARIES (TO INCLUDE FLEMING FOREIGN SALES CORPORATION) RELATED TO THE RESIGNATION OF N. SHELDON AND REPLACEMENT WITH M. BECKWITH.	12.50
6/12/03	MALO	.30	DRAFT E-MAIL CORRESPONDENCE TO D. BARNES AT EXPORT ASSIST (BARBADOS) TRANSMITTING WRITTEN CONSENT OF DIRECTORS, MEMBERS, MANAGERS AND SOLE GENERAL PARTNER (TO INCLUDE FLEMING FOREIGN SALES CORPORATION) RE: RESIGNATION OF N. SHELDON AND REPLACEMENT WITH M. BECKWITH, FOR EXECUTION.	37.50
6/12/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO C. VILCHES AT CORE-MARK INTERNATIONAL, INC. TRANSMITTING WRITTEN CONSENTS OF BOARD OF DIRECTORS OF CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES RE: RESIGNATION OF N. SHELDON AND REPLACEMENT WITH M. BECKWITH FOR EXECUTION BY J. WALSH.	25.00
6/12/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING TRANSMITTING WRITTEN CONSENTS OF BOARD OF DIRECTORS OF CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES AND NUMEROUS SUBSIDIARIES OF FLEMING COMPANIES, INC. RE: RESIGNATION OF N. SHELDON AND REPLACEMENT WITH M. BECKWITH.	25.00

Date	Billing Initials	Hours	Description	Amount
6/12/03	MALO	.40	REVIEW AND REVISE (1) WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK INTERNATIONAL, INC., (2) WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK MIDCONTINENT, INC., (3) WRITTEN CONSENT OF BOARD OF DIRECTORS OF REMAINING CORE-MARK SUBSIDIARIES AND (4) WRITTEN CONSENT OF DIRECTORS, MEMBERS, MANAGERS, AND SOLE GENERAL PARTNER OF NUMEROUS FLEMING SUBSIDIARIES RE: THE RESIGNATION OF N. SHELDON AND REPLACEMENT WITH M. BECKWITH.	50.00
6/12/03	MALO	.30	REVIEW AND REVISE (1) WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK INTERNATIONAL, INC., (2) WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK MIDCONTINENT, INC., AND (3) WRITTEN CONSENT OF BOARD OF DIRECTORS OF OTHER CORE-MARK SUBSIDIARIES RE: RESIGNATION OF C. HERNANDEZ AND REPLACEMENT WITH T. STEVENS.	37.50
6/12/03	MALO	.30	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING AND C. VILCHES AT CORE-MARK INTERNATIONAL, INC. TRANSMITTING (1) WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK INTERNATIONAL, INC., (2) WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK MIDCONTINENT, INC. AND (3) WRITTEN CONSENT OF BOARD OF DIRECTORS OF OTHER CORE-MARK SUBSIDIARIES RE: REPLACEMENT OF C. HERNANDEZ WITH T. STEVENS, FOR EXECUTION.	37.50
6/12/03	MALO	.40	TELEPHONE CONFERENCE WITH R. GREAVES AT FLEMING RE: (1) WRITTEN CONSENTS REMOVING N. SHELDON FROM ALL FLEMING SUBSIDIARIES, (2) WRITTEN CONSENTS REMOVING C. HERNANDEZ FROM CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES, AND (3) OUTSTANDING ISSUES.	50.00
6/12/03	MALO	.10	TELEPHONE CONFERENCE WITH R. RIGGS AT MCAFEE & TAFT RE: CORPORATE STATUS OF RICHMAR FOODS, INC.	12.50
6/12/03	MALO	.60	RESEARCH RE: STATUS OF CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES AS "SUBSIDIARY GUARANTORS" OF FLEMING NOTES OR AS "UNRESTRICTED SUBSIDIARIES" UNDER THE CREDIT INDENTURE.	75.00
6/12/03	MALO	1.10	REVIEW AND REVISE THE FLEMING COMPANIES, INC. SUBSIDIARY LIST.	137.50

Date	Billing Initials	Hours	Description	Amount
6/12/03	MALO	.30	REVIEW FLEMING SUMMARY DEBT SCHEDULE FORWARDED BY B. PORTER AT ALIXPARTNERS.	37.50
6/12/03	MALO	.40	RESEARCH RE: "DOING BUSINESS AS" NAMES FOR FAVAR CONCEPTS, LTD.	50.00
6/12/03	MALO	.20	TELEPHONE CONFERENCE WITH R. GREAVES AT FLEMING RE: EVIDENCE THAT GATEWAY FOODS OF ALTOONA MERGED WITH CORE-MARK INTERNATIONAL.	25.00
6/12/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM R. GREAVES AT FLEMING RE: GATEWAY FOODS OF ALTOONA AND ITS POSSIBLE TRANSFER TO CORE- MARK INTERNATIONAL, INC.	12.50
6/12/03	MALO	.50	RESEARCH RE: CORPORATE STATUS OF GATEWAY FOODS OF ALTOONA.	62.50
6/12/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING TRANSMITTING THE MOST RECENT VERSION OF THE FLEMING SUBSIDIARY LIST (DATED JUNE 12, 2003).	12.50
6/12/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO C. VILCHES AT CORE-MARK INTERNATIONAL, INC. RE: OFFER TO ANSWER ANY QUESTIONS THAT J. WALSH HAS REGARDING RECENT WRITTEN CONSENTS.	12.50
6/12/03	MALO	.20	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM C. VILCHES AT CORE-MARK INTERNATIONAL, INC. RE: (1) RETURN OF SOME WRITTEN CONSENTS EXECUTED BY J. WALSH AND (2) J. WALSH'S DECISION TO HOLD CERTAIN WRITTEN CONSENTS UNTIL HE CAN SPEAK WITH SOMEONE AT FLEMING.	25.00
6/12/03	MALO	.20	TELEPHONE CONFERENCE WITH M. GHASEMI AT KIRKLAND & ELLIS IN LOS ANGELES RE: POTENTIAL "DOING BUSINESS AS" NAMES FOR FAVAR CONCEPTS, LTD.	25.00
6/13/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM K. FUHRMANN AT FLEMING RE: MERGER OF GATEWAY FOODS OF ALTOONA.	12.50
6/13/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO K. FUHRMANN AT FLEMING RE: MERGER OF GATEWAY FOODS OF ALTOONA WITH FLEMING AND STATUS OF ALTOONA DIVISION.	12.50
6/13/03	MALO	.10	TELEPHONE CONFERENCE WITH D. VICK AT FLEMING RE: INFORMATION ON TRADEMARK YES!LESS.	12.50

Date	Billing Initials	Hours	Description	Amount
6/13/03	MALO	.80	RESEARCH CORPORATE MINUTE BOOKS FOR MALONE & HYDE, INC. RE: DOCUMENTS EVIDENCING STATUS OF ENTITY.	100.00
6/13/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING TRANSMITTING DOCUMENTS EVIDENCING CORPORATE STATUS OF MALONE & HYDE, INC.	12.50
6/13/03	MALO	.40	MINUTE BOOK MAINTENANCE RE: CORPORATE MINUTE BOOKS FOR FAVAR CONCEPTS, LTD. AND RICHMAR FOODS, INC.	50.00
6/13/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM R. GREAVES AT FLEMING RE: MERGER OF MALONE & HYDE INTO FLEMING.	12.50
6/13/03	MALO	.10	TELEPHONE CONFERENCE WITH M. GHASEMI AT KIRKLAND & ELLIS IN LOS ANGELES RE: TRADEMARK INFORMATION FOR FAVAR CONCEPTS, LTD.	12.50
6/13/03	MALO	.10	TELEPHONE MESSAGE FOR D. VICK AT FLEMING RE: TRADEMARK ISSUES FOR FAVAR CONCEPTS, LTD.	12.50
6/13/03	MALO	.50	DRAFT E-MAIL CORRESPONDENCE TO K. FUHRMANN AND R. GREAVES AT FLEMING RE: RESULTS OF RESEARCH RELATED TO THE TRANSFER OF THE ALTOONA DIVISION TO CORE-MARK INTERNATIONAL, INC.	62.50
6/13/03	MALO	.20	TELEPHONE CONFERENCE WITH R. GREAVES AT FLEMING RE: CONTACTS FOR TRADEMARK ISSUES.	25.00
6/13/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO M. GHASEMI AT KIRKLAND & ELLIS IN LOS ANGELES RE: TRADENAMES AND "DOING BUSINESS AS" NAMES FOR FAVAR CONCEPTS, LTD.	25.00
6/13/03	MALO	1.60	ADDITIONAL RESEARCH RE: "DOING BUSINESS AS" NAMES FOR FAVAR CONCEPTS, LTD.	200.00
6/13/03	MALO	.80	RESEARCH RE: CORPORATE STATUS OF GATEWAY FOODS OF ALTOONA, INC. (ALTOONA DIVISION) AND TRANSFER OF THIS DIVISION TO CORE-MARK INTERNATIONAL, INC.	100.00
6/14/03	MALO	.20	RECEIVE AND REVIEW CORRESPONDENCE FROM THE STATE OF CALIFORNIA FRANCHISE TAX BOARD TRANSMITTING REQUEST FOR PAYMENT OF MINIMUM FRANCHISE TAX RE: LAS, INC. WITHDRAWAL FROM THE STATE OF CALIFORNIA.	25.00

Date	Billing Initials	Hours	Description	Amount
6/14/03	MALO	.10	RECEIVE AND REVIEW CORRESPONDENCE FROM CT CORPORATION TRANSMITTING A FILE-STAMPED COPY (FROM COOK COUNTY, ILLINOIS RECORDER'S OFFICE) OF THE MINTER-WEISMAN, CO. APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS.	12.50
6/14/03	MALO	.40	GENERAL MINUTE BOOK MAINTENANCE.	50.00
6/16/03	MALO	.60	MINUTE BOOK MAINTENANCE RE: CORPORATE MINUTE BOOK FOR PIGGLY WIGGLY COMPANY.	75.00
6/16/03	MALO	.30	REVIEW AND REVISE FLEMING SUBSIDIARY LIST.	37.50
6/16/03	MALO	.30	DRAFT CORPORATE INFORMATION SHEET FOR PIGGLY WIGGLY COMPANY.	37.50
6/16/03	MALO	.10	TELEPHONE MESSAGE FOR A. JASSO AT FLEMING RE: TRANSITION OF R. GREAVES' DUTIES.	12.50
6/16/03	MALO	.20	TELEPHONE CONFERENCE WITH B. PORTER AT ALIXPARTNERS RE: (1) CORE-MARK SUBSIDIARIES AS GUARANTORS OF FLEMING COMPANIES, INC. NOTES AND (2) 5% SHAREHOLDERS OF FLEMING COMPANIES, INC.	25.00
6/16/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM K. RICHESSON AT FLEMING RE: RESIGNATION OF N. SHELDON AS AN OFFICER FROM ALL FLEMING SUBSIDIARIES.	12.50
6/16/03	MALO	.50	ADDITIONAL RESEARCH RE: FLEMING SUBSIDIARIES AS GUARANTORS OF FLEMING COMPANIES, INC. NOTES.	62.50
6/16/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO K. RICHESSON AT FLEMING RE: CONSENTS DRAFTED (AN IN THE PROCESS OF BEING EXECUTED) TO REMOVE N. SHELDON AS AN OFFICER FROM ALL FLEMING SUBSIDIARIES.	12.50
6/16/03	MALO	.30	DRAFT FACSIMILE CORRESPONDENCE TO D. SIGLER AT ERNST & YOUNG (AT FLEMING) RE: CALIFORNIA TAX CLEARANCE FOR LAS, INC.	37.50
6/16/03	MALO	.10	TELEPHONE CONFERENCE WITH D. SIGLER AT ERNST & YOUNG (AT FLEMING) RE: CALIFORNIA TAX CLEARANCE ISSUES RELATED TO THE LAS, INC. WITHDRAWAL FROM THE STATE OF CALIFORNIA.	12.50
6/16/03	MALO	.40	RECEIVE AND REVIEW EXECUTED DIRECTOR CONSENTS FROM J. WALSH AT CORE-MARK INTERNATIONAL, INC. RE: RESIGNATION OF C. HERNANDEZ AND RESIGNATION OF N. SHELDON.	50.00



Date	Billing Initials	Hours	Description	Amount
6/16/03	MALO	.30	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AND C. HERNANDEZ AT FLEMING RE: RECEIPT OF SOME BUT NOT ALL OUTSTANDING DIRECTOR CONSENTS FROM J. WALSH AT CORE-MARK INTERNATIONAL, INC.	37.50
6/16/03	MALO	.80	MINUTE BOOK MAINTENANCE RE: FLEMING TRANSPORTATION SERVICE, INC. CORPORATE MINUTE BOOK.	100.00
6/16/03	MALO	.40	DRAFT CORPORATE INFORMATION SHEET FOR THE FLEMING TRANSPORTATION SERVICE, INC. CORPORATE MINUTE BOOK.	50.00
6/17/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM C. VILCHES AT CORE-MARK INTERNATIONAL, INC. RE: INFORMATION RELATED TO T. MORROW, CHIEF RESTRUCTURING OFFICER OF CORE-MARK INTERNATIONAL, INC.	12.50
6/17/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM R. GREAVES AT FLEMING RE: SENTRY STORES AS A PART OF GODFREY AND FLEMING COMPANIES, INC.	12.50
6/17/03	MALO	.20	TELEPHONE CONFERENCE WITH B. PORTER AT ALIXPARTNERS RE: CORPORATE HISTORY OF MANY FLEMING COMPANIES, INC. SUBSIDIARIES.	25.00
6/17/03	MALO	.40	DRAFT FACSIMILE CORRESPONDENCE TO J. MASSINGILL AT FLEMING RE: EVIDENCE THAT SENTRY MARKETS, INC. MERGED WITH FLEMING COMPANIES, INC.	50.00
6/17/03	MALO	.90	RESEARCH FLEMING CORPORATE RECORDS RE: SENTRY STORES AS PART OF GODFREY AND FLEMING COMPANIES, INC.	112.50
6/17/03	MALO	.20	TELEPHONE CONFERENCE WITH J. MASSINGILL AT FLEMING RE: THE HISTORY OF SENTRY MARKETS, INC.	25.00
6/17/03	MALO	.20	RECEIVE AND REVIEW BOARD OF DIRECTOR CONSENTS EXECUTED BY J. WALSH RE: RESIGNATION OF C. HERNANDEZ AND REPLACEMENT WITH T. STEVENS.	25.00
6/17/03	MALO	.30	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM B. PORTER AT ALIXPARTNERS RE: CORPORATE HISTORY FOR NUMEROUS FLEMING SUBSIDIARIES (CURRENT AND PAST).	37.50

Date	Billing Initials	Hours	Description	Amount
6/17/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING TRANSMITTING A COPY OF FAX CORRESPONDENCE SENT TO J. MASSINGILL RE: SENTRY MARKETS, INC.	12.50
6/17/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO J. PRINCE AT MCAFEE & TAFT VERIFYING FLEMING'S OWNERSHIP INTEREST IN CHOUTEAU DEVELOPMENT COMPANY, LLC.	25.00
6/17/03	MALO	.60	RESEARCH RE: FLEMING COMPANIES, INC. OWNERSHIP INTEREST IN CHOUTEAU DEVELOPMENT COMPANY, L.L.C.	75.00
6/17/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING RE: RECEIPT OF WRITTEN CONSENTS OF BOARD OF DIRECTORS EXECUTED BY J. WALSH RELATED TO THE RESIGNATION OF C. HERNANDEZ AND REPLACEMENT WITH T. STEVENS.	12.50
6/17/03	MALO	.30	REVIEW AND REVISE DOCUMENT CHECKLIST RE: OUTSTANDING ISSUES RELATED TO THE 2002 YEAR-END SUBSIDIARY MERGERS AND DISSOLUTIONS.	37.50
6/18/03	MALO	.10	TELEPHONE CONFERENCE WITH R. GREAVES AT FLEMING RE: (1) PERSONAL INFORMATION FOR T. MORROW AND (2) POSSIBLE FUTURE OFFICER CHANGE.	12.50
6/18/03	MALO	.10	TELEPHONE MESSAGE FOR B. PORTER AT ALIXPARTNERS RE: HISTORY OF NUMEROUS ENTITIES RELATED TO FLEMING COMPANIES, INC.	12.50
6/18/03	MALO	.40	TELEPHONE CONFERENCE WITH R. GREAVES AT FLEMING RE: RESIGNATION OF C. HALL AND W. MERRIGAN FROM FLEMING AND ALL FLEMING SUBSIDIARIES.	50.00
6/18/03	MALO	3.60	RESEARCH RE: CORPORATE HISTORY FOR NUMEROUS CURRENT AND PAST FLEMING SUBSIDIARIES. (REQUEST FROM B. PORTER AT ALIXPARTNERS).	450.00
6/18/03	MALO	.10	TELEPHONE CONFERENCE WITH R. GREAVES AT FLEMING RE: RESIGNATION OF J. WALSH FROM FLEMING AND DRAFTING CONSENT TO EVIDENCE THIS.	12.50
6/18/03	MALO	.10	RECEIVE AND REVIEW TELEPHONE MESSAGE FROM D. SIGLER AT ERNST & YOUNG (AT FLEMING) RE: MINIMUM TAX PAYMENT FOR LAS, INC. IN CALIFORNIA (RELATED TO TAX CLEARANCE CERTIFICATE IN CALIFORNIA).	12.50

Date	Billing Initials	Hours	Description	Amount
6/18/03	MALO	.10	TELEPHONE CONFERENCE WITH D. SIGLER AT ERNST & YOUNG (AT FLEMING) RE: CONTACT WITH THE STATE OF CALIFORNIA FRANCHISE TAX BOARD TO CONFIRM THAT THE MINIMUM AMOUNT OF FRANCHISE DUE FOR LAS, INC. HAS BEEN PAID BY FLEMING AS PART OF ITS CONSOLIDATED RETURN.	12.50
6/18/03	MALO	.10	RESEARCH CALIFORNIA SECRETARY OF STATE'S WEBSITE RE: FLEMING COMPANIES, INC. CALIFORNIA CORPORATION NUMBER FOR INQUIRY WITH FRANCHISE TAX BOARD.	12.50
6/18/03	MALO	.70	TELEPHONE CONFERENCE WITH CALIFORNIA FRANCHISE TAX BOARD RE: LAS, INC. PAYMENT OF MINIMUM FRANCHISE TAX DUE FOR TAX YEAR ENDING 12/03 MADE BY FLEMING COMPANIES, INC. AS PART OF ITS CONSOLIDATED RETURN.	87.50
6/19/03	MALO	.20	TELEPHONE CONFERENCE WITH B. PORTER AT ALIXPARTNERS RE: PARTIAL RESULTS OF RESEARCH RELATED TO CORPORATE HISTORY OF ENTITIES RELATED TO FLEMING COMPANIES, INC.	25.00
6/19/03	MALO	.40	RESEARCH RE: SUCCESSOR ENTITIES OF TITLE HOLDERS ON VARIOUS REAL PROPERTIES ASSOCIATED WITH THE FLEMING BANKRUPTCY PROCEEDINGS. (REQUEST FROM K. EVERETT AT ALIXPARTNERS).	50.00
6/19/03	MALO	2.20	RESEARCH RE: CORPORATE HISTORY FOR NUMEROUS ENTITIES RELATED TO FLEMING COMPANIES, INC. (REQUEST FROM B. PORTER AT ALIXPARTNERS).	275.00
6/19/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. TRANSMITTING THE MINTER-WEISMAN CO. DIRECTOR AND OFFICER LIST (BUSINESS ADDRESSES).	12.50
6/19/03	MALO	.60	DRAFT DIRECTOR/OFFICER LIST (BUSINESS ADDRESSES) FOR MINTER-WEISMAN CO.	75.00
6/19/03	MALO	.10	TELEPHONE CONFERENCE WITH R. GREAVES AT FLEMING RE: INFORMATION FOR T. MORROW AS CHIEF RESTRUCTURING OFFICER FOR CORE-MARK INTERNATIONAL, INC.	12.50
6/19/03	MALO	.50	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING TRANSMITTING WRITTEN CONSENTS OF DIRECTORS AND SHAREHOLDERS RE: THE RESIGNATION OF C. HALL FROM NUMEROUS FLEMING SUBSIDIARIES.	62.50

Date	Billing Initials	Hours	Description	Amount
6/19/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING TRANSMITTING THE WRITTEN CONSENTS OF THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF FLEMING TRANSPORTATION SERVICE, INC. RE: THE RESIGNATION OF W. MERRIGAN.	25.00
6/19/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO C. VILCHES AT CORE-MARK INTERNATIONAL, INC. RE: OFFICER INFORMATION FOR W. MAY, JR., K. RICHISSON AND R. ROOF.	12.50
6/19/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO C. VILCHES AT CORE-MARK INTERNATIONAL, INC. RE: OFFICER INFORMATION FOR T. MORROW.	12.50
6/19/03	MALO	.20	TELEPHONE CONFERENCE WITH S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. RE: (1) STOCK FOR MINTER-WEISMAN CO. AND (2) DIRECTOR/OFFICER LIST FOR MINTER-WEISMAN CO.	25.00
6/19/03	MALO	.10	RECEIVE AND REVIEW FAX CORRESPONDENCE FROM R. GREAVES AT FLEMING RE: OFFICER INFORMATION FOR T. MORROW, CHIEF RESTRUCTURING OFFICER AT CORE-MARK INTERNATIONAL, INC.	12.50
6/19/03	MALO	.80	REVIEW FLEMING SUBSIDIARY LIST RE: CHANGES TO BE MADE AS A RESULT OF THE RESIGNATION OF C. HALL.	100.00
6/19/03	MALO	.30	REVIEW FLEMING SUBSIDIARY LIST RE: CHANGES TO BE MADE PURSUANT TO THE RESIGNATION OF W. MERRIGAN.	37.50
6/19/03	MALO	.30	DRAFT WRITTEN CONSENTS OF DIRECTOR AND SHAREHOLDER FLEMING TRANSPORTATION SERVICE, INC. RE: RESIGNATION OF W. MERRIGAN.	37.50
6/19/03	MALO	.50	DRAFT WRITTEN CONSENT OF BOARD OF DIRECTORS OF NUMEROUS FLEMING SUBSIDIARIES RE: RESIGNATION OF C. HALL WITH NO REPLACEMENT.	62.50
6/19/03	MALO	.10	TELEPHONE MESSAGE FOR B. HALL AT FLEMING RE: RESIGNATION OF C. HALL FROM FOOD 4 LESS BEVERAGE COMPANY AND POSSIBLE REPLACEMENT.	12.50
6/19/03	MALO	.40	DRAFT WRITTEN CONSENTS OF BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF PROGRESSIVE REALTY, INC. RE: RESIGNATION OF C. HALL AND REPLACEMENT WITH R. ROOF.	50.00
6/19/03	MALO	.30	DRAFT WRITTEN CONSENT OF DIRECTORS, MEMBERS, MANAGERS AND SOLE GENERAL PARTNER OF NUMEROUS FLEMING SUBSIDIARIES RE: THE RESIGNATION OF C. HALL AS VICE PRESIDENT AND REPLACEMENT WITH M. SCOTT.	37.50

Date	Billing Initials	Hours	Description	Amount
6/19/03	MALO	.50	DRAFT WRITTEN CONSENTS OF DIRECTOR AND SHAREHOLDER OF FOOD 4 LESS BEVERAGE COMPANY RE: RESIGNATION OF C. HALL.	62.50
6/19/03	MALO	.30	DRAFT WRITTEN CONSENT OF BOARD OF DIRECTORS OF FLEMING COMPANIES, INC. RE: RESIGNATION OF J. WALSH AS AN OFFICER OF FLEMING.	37.50
6/19/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO R. GREAVES AT FLEMING TRANSMITTING THE WRITTEN CONSENT OF BOARD OF DIRECTORS OF FLEMING COMPANIES, INC. RE: THE RESIGNATION OF J. WALSH.	25.00
6/20/03	MALO	.10	TELEPHONE CONFERENCE WITH R. GREAVES AT FLEMING RE: OUTSTANDING ISSUES.	12.50
6/20/03	MALO	.30	DRAFT CORRESPONDENCE TO D. ELKINS AT FLEMING (EXTERNAL REPORTS) RE: ENCLOSED VOIDED CHECK FOR \$190.00 RELATED TO CT CORPORATION INVOICE #'S 576089-RI AND 530237-RI.	37.50
6/20/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO K. EVERETT AT ALIXPARTNERS RE: ANSWERS TO QUESTIONS ABOUT SUCCESSOR ENTITIES RELATED TO NINE (9) HOLDERS OF PROPERTY RELATED TO THE FLEMING BANKRUPTCY PROCEEDINGS.	25.00
6/20/03	MALO	3.00	RESEARCH RE: SUCCESSOR ENTITIES OF TITLE HOLDERS OF CERTAIN REAL PROPERTIES ASSOCIATED WITH THE FLEMING BANKRUPTCY.	375.00
6/20/03	MALO	1.30	REVIEW AND REVISE FLEMING COMPANIES, INC. SUBSIDIARY LIST RE: RECENT OFFICER AND DIRECTOR CHANGES.	162.50
6/20/03	MALO	.40	DRAFT CORRESPONDENCE TO STATE OF CALIFORNIA FRANCHISE TAX BOARD RE: TAX CLEARANCE FOR LAS, INC.	50.00
6/20/03	MALO	.70	DRAFT MEMORANDUM TO R. RIGGS AT MCAFEE & TAFT RE: SUCCESSOR ENTITIES FOR TITLE HOLDERS ON CERTAIN REAL PROPERTIES ASSOCIATED WITH THE FLEMING COMPANIES, INC. BANKRUPTCY.	87.50
6/20/03	MALO	.10	OFFICE CONFERENCE WITH L. PRICE AT MCAFEE & TAFT RE: PAYMENT ISSUES RELATED TO CT CORPORATION INVOICE #'S 530237-RI AND 576089-RI.	12.50
6/20/03	MALO	.20	RESEARCH RE: CT CORPORATION INVOICE #'S 576089-RI AND 530237-RI.	25.00

Date	Billing Initials	Hours	Description	Amount
6/20/03	MALO	.30	TELEPHONE CONFERENCES WITH D. ELKINS AT FLEMING (EXTERNAL REPORTING) RE: FLEMING CHECK# 9505018976 (\$190.00) MADE PAYABLE TO MCAFEE & TAFT FOR SERVICES PERFORMED BY CT CORPORATION (CT INVOICE #S 576089-RI AND 530237-RI).	37.50
6/20/03	MALO	.40	DRAFT MEMORANDUM TO FILE RE: PAYMENT OF CT CORPORATION INVOICE #S 576089-RI AND 530237-RI.	50.00
6/22/03	MALO	1.50	RESEARCH RE: CORPORATE HISTORY FOR NUMEROUS ENTITIES RELATED TO FLEMING COMPANIES, INC. (REQUEST FROM B. PORTER AT ALIXPARTNERS).	187.50
6/23/03	MALO	.20	RECEIVE AND REVIEW PAST DUE NOTICE FROM CT CORPORATION RE: INVOICE # 415094-RI RELATED TO SERVICES PROVIDED TO FLEMING COMPANIES, INC.	25.00
6/23/03	MALO	.20	DRAFT MEMO TO FILE RE: STEPS TAKEN TO INFORM CT CORPORATION ABOUT THE STATUS OF PRE-BANKRUPTCY PETITION INVOICE # 415094-RI.	25.00
6/23/03	MALO	.10	RECEIVE AND REVIEW ORIGINAL SIGNATURE PAGE OF WRITTEN CONSENT OF DIRECTORS, MEMBERS, MANAGERS AND SOLE GENERAL PARTNER RE: THE RESIGNATION OF N. SHELDON AS ASSISTANT TREASURER AND REPLACEMENT WITH M. BECKWITH FROM D. BARNES AT FLEMING FOREIGN SALES CORPORATION (EXPORT ASSIST IN BARBADOS).	12.50
6/23/03	MALO	.10	TELEPHONE MESSAGE FOR J. LINNIHAN AT CT CORPORATION IN ST. LOUIS RE: PAST DUE NOTICE, SECOND REQUEST FOR CT CORPORATION INVOICE 415094-RI FOR SERVICES PROVIDED TO FLEMING PRE-BANKRUPTCY PETITION.	12.50
6/23/03	MALO	.90	REVISE FLEMING COMPANIES, INC. SUBSIDIARY LIST RE: RECENT DIRECTOR AND OFFICER CHANGES.	112.50
6/23/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO A. JASSO AT FLEMING TRANSMITTING THE LATEST VERSION OF THE FLEMING COMPANIES, INC. SUBSIDIARY LIST (DATED JUNE 23, 2003).	12.50
6/23/03	MALO	.10	TELEPHONE MESSAGE FOR B. PORTER AT ALIXPARTNERS RE: RESULTS OF ADDITIONAL RESEARCH OF ENTITIES RELATED TO FLEMING COMPANIES, INC.	12.50
6/23/03	MALO	.40	GENERAL MINUTE BOOK MAINTENANCE FOR SUBSIDIARIES OF FLEMING COMPANIES, INC.	50.00

FLEMING COMPANIES, INC.  
SUBSIDIARIES / GENERAL  
Matter # 11420.00013

July 16, 2003  
Invoice # 192041

Date	Billing Initials	Hours	Description	Amount
6/23/03	MALO	.10	TELEPHONE CONFERENCE WITH B. PORTER AT ALIXPARTNERS RE: COMPLETION OF RESEARCH IN CONJUNCTION WITH NUMEROUS ENTITIES RELATED TO FLEMING COMPANIES, INC.	12.50
6/23/03	MALO	.80	REVISE CORRESPONDENCE AND ATTACHMENTS TO CALIFORNIA FRANCHISE TAX BOARD RE: TAX CLEARANCE CERTIFICATE FOR LAS, INC.	100.00
6/23/03	MALO	.40	FINAL RESEARCH RE: CORPORATE HISTORY FOR NUMEROUS ENTITIES RELATED TO FLEMING COMPANIES, INC. (REQUEST FROM B. PORTER AT ALIXPARTNERS).	50.00
6/23/03	MALO	.40	RECEIVE AND REVIEW PAST DUE NOTICES FROM CT CORPORATION RE: INVOICE #S 2002164571-03 AND 325531-RI RELATED TO SERVICES PROVIDED TO FLEMING COMPANIES, INC. PRIOR TO FLEMING'S BANKRUPTCY PETITION.	50.00
6/23/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO L. GROOM AT MCAFEE & TAFT RE: UPDATING THE MCAFEE & TAFT EXTRANET WITH THE LATEST VERSION OF THE FLEMING COMPANIES, INC. SUBSIDIARY LIST (DATED JUNE 23, 2003).	12.50
6/24/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO A. JASSO AT FLEMING TRANSMITTING RETIREMENT AND RESIGNATION DATES FOR S. DAVIS, R. ALLEN AND H. BAUM FROM FLEMING COMPANIES, INC.	12.50
6/24/03	MALO	.40	RESEARCH RE: EFFECTIVE DATES FOR RESIGNATION OR RETIREMENT OF S. DAVIS, R. ALLEN AND H. BAUM FROM FLEMING COMPANIES, INC.	50.00
6/24/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM A. JASSO AT FLEMING RE: EFFECTIVE DATES FOR RESIGNATIONS OF CERTAIN OFFICERS AND/OR DIRECTORS FROM FLEMING.	12.50
6/24/03	MALO	.40	RESEARCH FLEMING SUBSIDIARY LIST RE: DATE J. REBEL WAS ELECTED AS ASSISTANT TREASURER OF FLEMING COMPANIES, INC.	50.00
6/24/03	MALO	.40	DRAFT MEMO TO FILE RE: CT CORPORATION SYSTEM INVOICE # 325531-RI AND CREDIT MEMO # 40914-RM FOR SERVICES RENDERED TO FLEMING BY CT CORPORATION IN RELATION TO THE 2002 YEAR-END SUBSIDIARY MERGERS AND DISSOLUTIONS (SERVICES PROVIDED PRE-BANKRUPTCY PETITION).	50.00

Date	Billing Initials	Hours	Description	Amount
6/24/03	MALO	.10	TELEPHONE MESSAGE FOR J. LINNIHAN AT CT CORPORATION IN ST. LOUIS RE: CT INVOICE #S 325531-RJ AND 2002164571-03 FOR SERVICES RENDERED TO FLEMING BY CT CORPORATION.	12.50
6/24/03	MALO	.30	DRAFT MEMO TO FILE RE: CT CORPORATION INVOICE # 2002164571-03 FOR SERVICES RENDERED TO FLEMING BY CT CORPORATION IN RELATION TO ANNUAL STATUTORY REPRESENTATION FOR FAVAR CONCEPTS, LTD.	37.50
6/24/03	MALO	.20	DRAFT CORRESPONDENCE TO M. MILLER AT NEVADA HOLDING SERVICES, INC. TRANSMITTING ORIGINAL FILE-STAMPED COPY (FROM THE NEVADA SECRETARY OF STATE) OF THE CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF RAINBOW FOOD GROUP, INC.	25.00
6/24/03	MALO	.40	REVIEW FLEMING COMPANIES, INC. SUBSIDIARY LIST RE: ENTITIES WHERE J. REBEL IS ALREADY AN OFFICER.	50.00
6/24/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO L. PRICE AT MCAFEE & TAFT AND C. HERNANDEZ AT FLEMING RE: ELECTION OF J. REBEL AS AN ASSISTANT TREASURER ON NUMEROUS SUBSIDIARIES OF FLEMING COMPANIES, INC.	12.50
6/24/03	MALO	.30	DRAFT E-MAIL CORRESPONDENCE TO A. JASSO AT FLEMING TRANSMITTING COPIES OF THE WRITTEN CONSENTS EVIDENCING THE ELECTION OF J. REBEL AS AN ASSISTANT TREASURER TO NUMEROUS FLEMING SUBSIDIARIES.	37.50
6/24/03	MALO	.60	REVIEW AND REVISE FLEMING COMPANIES, INC. SUBSIDIARY LIST RE: ELECTION OF J. REBEL AS ASSISTANT TREASURER TO NUMEROUS FLEMING SUBSIDIARIES.	75.00
6/24/03	MALO	.10	TELEPHONE CONFERENCE WITH A. JASSO AT FLEMING RE: (1) SUBSIDIARY LIST AND (2) WRITTEN CONSENTS TO ELECT J. REBEL AS AN ASSISTANT TREASURER TO NUMEROUS FLEMING SUBSIDIARIES.	12.50
6/24/03	MALO	.40	DRAFT WRITTEN CONSENT OF DIRECTORS, MEMBERS, MANAGERS AND SOLE GENERAL PARTNER OF NUMEROUS SUBSIDIARIES OF FLEMING COMPANIES, INC. RE: THE ELECTION OF J. REBEL AS AN ASSISTANT TREASURER.	50.00
6/24/03	MALO	.20	DRAFT WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK INTERNATIONAL, INC. RE: ELECTION OF J. REBEL AS ASSISTANT TREASURER.	25.00



Date	Billing Initials	Hours	Description	Amount
6/24/03	MALO	.20	DRAFT WRITTEN CONSENT OF BOARD OF DIRECTORS OF CORE-MARK MIDCONTINENT, INC. RE: ELECTION OF J. REBEL AS ASSISTANT TREASURER.	25.00
6/24/03	MALO	.20	DRAFT WRITTEN CONSENT OF BOARD OF DIRECTORS OF ASI OFFICE AUTOMATION, INC., C/M PRODUCTS, INC., CORE-MARK INTERRELATED COMPANIES, INC., GENERAL ACCEPTANCE CORPORATION AND MARQUISE VENTURES COMPANY, INC. RE: ELECTION OF J. REBEL AS ASSISTANT TREASURER.	25.00
6/24/03	MALO	.50	DRAFT MEMO TO L. PRICE AT MCAFEE & TAFT AND C. HERNANDEZ AT FLEMING RE: SUBSIDIARIES OF FLEMING COMPANIES, INC. WHERE J. REBEL IS ALREADY AN OFFICER AND SUBSIDIARIES WHERE HE COULD BE ELECTED AS AN ASSISTANT TREASURER.	62.50
6/25/03	MALO	.20	RECEIVE AND REVIEW PAST DUE NOTICE RE: CT CORPORATION INVOICE # 416148-RI FOR SERVICES RENDERED TO FLEMING COMPANIES, INC. BY CT CORPORATION (PRE-BANKRUPTCY PETITION).	25.00
6/25/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO A. JASSO AT FLEMING TRANSMITTING DIRECTOR AND SHAREHOLDER CONSENTS FOR FOOD 4 LESS BEVERAGE COMPANY, INC. RELATED TO THE RESIGNATION OF C. HALL AND ELECTION OF J. REBEL.	25.00
6/25/03	MALO	.20	RESEARCH RE: PAST ACTIONS TAKEN TO RESOLVE BILLING ISSUES RELATED TO CT CORPORATION INVOICE # 416148-RI.	25.00
6/25/03	MALO	.30	DRAFT CORPORATE INFORMATION SHEET FOR FLEMING RETAIL HOLDINGS.	37.50
6/25/03	MALO	.20	TELEPHONE CONFERENCE WITH J. LINNIHAN AT CT CORPORATION IN ST. LOUIS RE: CT CORPORATION INVOICE # 416148-RI.	25.00
6/25/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO A. JASSO AT FLEMING RE: DATE THAT J. REBEL WAS ELECTED AS AN ASSISTANT TREASURER FOR FLEMING COMPANIES, INC.	12.50
6/25/03	MALO	.30	RESEARCH RE: DATE THAT J. REBEL WAS ELECTED AS AN ASSISTANT TREASURER OF FLEMING COMPANIES, INC.	37.50
6/25/03	MALO	.10	TELEPHONE MESSAGE FOR D. SIGLER AT ERNST & YOUNT (AT FLEMING) RE: ADDITION OF NEW OFFICER TO CERTAIN FLEMING SUBSIDIARIES INCORPORATED IN NEVADA.	12.50

Date	Billing Initials	Hours	Description	Amount
6/25/03	MALO	.10	REVIEW AND REVISE DIRECTOR AND SHAREHOLDER CONSENTS FOR FOOD 4 LESS BEVERAGE COMPANY, INC. RE: ELECTION OF J. REBEL AS SOLE DIRECTOR AND PRESIDENT AND SECRETARY.	12.50
6/25/03	MALO	.10	TELEPHONE CONFERENCE WITH B. PORTER AT ALIXPARTNERS RE: LIST OF FLEMING SUBSIDIARIES WHERE J. REBEL IS BEING ADDED AS AN ASSISTANT TREASURER.	12.50
6/25/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO B. PORTER AT ALIXPARTNERS TRANSMITTING MEMORANDUM OUTLINING FLEMING SUBSIDIARIES WHERE J. REBEL WAS TO BE ELECTED AS AN ASSISTANT TREASURER.	25.00
6/25/03	MALO	.20	TELEPHONE CONFERENCE WITH B. HALL AT FLEMING RE: (1) SUBSTITUTE OFFICERS AND DIRECTOR FOR FOOD 4 LESS BEVERAGE COMPANY, INC. AND (2) OFFICERS FOR ABCO FOOD GROUP, INC. AND FLEMING RETAIL HOLDINGS, INC. (FORMERLY RAINBOW FOOD GROUP, INC.).	25.00
6/25/03	MALO	.50	REVIEW AND REVISE FLEMING COMPANIES, INC. SUBSIDIARY LIST.	62.50
6/25/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO A. JASSO AT FLEMING RE: REPLACEMENT OF N. SHELDON WITH M. BECKWITH ON CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES.	25.00
6/25/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM A. JASSO AT FLEMING RE: REPLACEMENT OF N. SHELDON WITH M. BECKWITH ON CORE-MARK INTERNATIONAL, INC. AND RELATED SUBSIDIARIES.	12.50
6/25/03	MALO	.20	MINUTE BOOK MAINTENANCE RE: FLEMING RETAIL HOLDINGS, INC. (FORMERLY RAINBOW FOOD GROUP, INC.)	25.00
6/26/03	MALO	.20	MINUTE BOOK MAINTENANCE RE: FLEMING RETAIL HOLDINGS, INC.	25.00
6/26/03	MALO	.10	RECEIVE AND REVIEW TELEPHONE MESSAGE FROM S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL RE: CORPORATE STATUS OF GENERAL ACCEPTANCE CORPORATION AND MARQUISE VENTURES COMPANY, INC.	12.50
6/26/03	MALO	.70	REVIEW AND REVISE FLEMING COMPANIES, INC. SUBSIDIARY LIST.	87.50
6/26/03	MALO	.10	TELEPHONE MESSAGE FOR S. LORETZ-CONGDON AT CORE-MARK INTERNATIONAL, INC. RE: CORPORATE STATUS OF GENERAL ACCEPTANCE CORPORATION AND MARQUISE VENTURES COMPANY, INC.	12.50

Date	Billing Initials	Hours	Description	Amount
6/27/03	MALO	1.10	RESEARCH RE: M. HANSON AND SUBSIDIARIES ON WHICH HE WAS A DIRECTOR AND/OR OFFICER AS OF MARCH 2002.	137.50
6/27/03	MALO	.20	RECEIVE, REVIEW AND REPLY TO E-MAIL FROM M. MILLER AT NEVADA HOLDING SERVICES, INC. RE: INFORMATION FOR OFFICERS OF FLEMING RETAIL HOLDINGS, INC.	25.00
6/27/03	MALO	.10	TELEPHONE CONFERENCE WITH C. HERNANDEZ AT FLEMING RE: (1) R. ROOF'S RESIGNATION FROM NUMEROUS FLEMING SUBSIDIARIES AND (2) RESIGNATION LETTERS TO BE DRAFTED FOR R. GRIFFIN, B. MERRIGAN, M. ANDERSON AND C. HALL.	12.50
6/27/03	MALO	.20	DRAFT RESIGNATION LETTER FOR EXECUTION BY R. ROOF RE: HER RESIGNATION FROM NUMEROUS FLEMING SUBSIDIARIES.	25.00
6/27/03	MALO	.10	TELEPHONE CONFERENCE WITH A. JASSO AT FLEMING RE: REQUEST FROM C. HERNANDEZ TO REMOVE R. ROOF AS A DIRECTOR OF ALL SUBSIDIARIES OF FLEMING, TO BE EFFECTIVE AS OF JUNE 27, 2003.	12.50
6/27/03	MALO	.40	DRAFT CONSENT OF SOLE SHAREHOLDERS FOR NUMEROUS FLEMING SUBSIDIARIES RE: RATIFYING THE RESIGNATION OF R. ROOF AS A DIRECTOR.	50.00
6/27/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO R. ROOF AT FLEMING (ALIXPARTNERS) TRANSMITTING RESIGNATION LETTER FOR EXECUTION AND RETURN TO MCAFEE & TAFT.	25.00
6/27/03	MALO	.10	TELEPHONE CONFERENCE WITH A. JASSO AT FLEMING RE: DETERMINATION OF WHETHER M. HANSON WAS AN OFFICER AND/OR DIRECTOR OF ANY FLEMING SUBSIDIARY AS OF MARCH OF 2002.	12.50
6/27/03	MALO	.30	DRAFT RESIGNATION LETTERS FOR R. GRIFFIN, W. MERRIGAN, M. ANDERSON AND C. HALL RE: THEIR RESIGNATIONS FROM FLEMING AND ALL FLEMING SUBSIDIARIES.	37.50
6/27/03	MALO	.20	REVIEW SUBSIDIARY LIST RE: SUBSIDIARIES ON WHICH M. ANDERSON OR R. GRIFFIN ARE OFFICERS AND/OR DIRECTORS AND WOULD NEED REPLACEMENT.	25.00
6/27/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO A. JASSO AT FLEMING TRANSMITTING THE RESIGNATION LETTERS FOR W. MERRIGAN, M. ANDERSON, R. GRIFFIN, AND C. HALL.	12.50

Date	Billing Initials	Hours	Description	Amount
6/27/03	MALO	.30	DRAFT E-MAIL CORRESPONDENCE TO A. JASSO AT FLEMING TRANSMITTING THE WRITTEN CONSENTS OF SOLE SHAREHOLDERS OF NUMEROUS FLEMING SUBSIDIARIES RE: THE RESIGNATION OF R. ROOF AS A DIRECTOR.	37.50
6/27/03	MALO	.10	RECEIVE AND REVIEW EXECUTED WRITTEN CONSENT OF BOARD OF DIRECTORS OF FLEMING RETAIL HOLDINGS, INC. RELATED TO THE ELECTION OF J. REBEL AS AN ASSISTANT TREASURER OF THE CORPORATION FROM M. MILLER AT NEVADA HOLDING SERVICES, INC.	12.50
6/27/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO A. JASSO AT FLEMING TRANSMITTING WRITTEN CONSENT OF BOARD OF DIRECTORS OF ABCO FOOD GROUP, INC. AND FLEMING RETAIL HOLDINGS, INC. RE: THE ELECTION OF J. REBEL AS AN ASSISTANT TREASURER OF THE CORPORATIONS.	25.00
6/27/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO M. MILLER AT NEVADA HOLDING SERVICES, INC. TRANSMITTING AN EXECUTION COPY OF THE WRITTEN CONSENT OF BOARD OF DIRECTORS OF FLEMING RETAIL HOLDINGS, INC. RE: THE ELECTION OF J. REBEL AS AN ASSISTANT TREASURER OF THE CORPORATION.	25.00
6/27/03	MALO	.20	REVISE FLEMING COMPANIES, INC. SUBSIDIARY LIST RE: ADDITIONAL SUBSIDIARIES WHERE J. REBEL ELECTED AS AN ASSISTANT TREASURER.	25.00
6/27/03	MALO	.40	REVIEW FLEMING COMPANIES, INC. SUBSIDIARY LIST RE: FLEMING SUBSIDIARIES WHERE M. SCOTT IS AN OFFICER AND/OR DIRECTOR.	50.00
6/27/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO B. PORTER AT ALIXPARTNERS TRANSMITTING THE TABLE SUMMARY OF FLEMING SUBSIDIARIES WHERE R. ROOF HAS BEEN ELECTED AS AN OFFICER AND/OR DIRECTOR.	12.50
6/27/03	MALO	.10	TELEPHONE CONFERENCE WITH B. PORTER AT ALIXPARTNERS RE: CONFIRMATION THAT R. ROOF IS A DIRECTOR OF DUNIGAN FUELS, INC.	12.50
6/27/03	MALO	.30	REVIEW AND REVISE TABLE SUMMARY RE: FLEMING SUBSIDIARIES WHERE R. ROOF HAS BEEN ELECTED AS AN OFFICER AND/OR DIRECTOR.	37.50

Date	Billing Initials	Hours	Description	Amount
6/27/03	MALO	.30	TELEPHONE CONFERENCE WITH D. SIGLER AT ERNST & YOUNG (AT FLEMING) RE: (1) ELECTION OF J. REBEL AS AN ASSISTANT TREASURER TO ABCO FOOD GROUP, INC. AND FLEMING RETAIL HOLDINGS, INC., (2) FLEMING COMPANIES, INC. SUBSIDIARY LIST (DATED JUNE 26, 2003), AND (3) RAINBOW FOOD GROUP, INC. NAME CHANGE TO FLEMING RETAIL HOLDINGS, INC.	37.50
6/27/03	MALO	.30	LEGAL RESEARCH RE: VACANCY ON BOARD OF DIRECTORS OF NUMEROUS FLEMING SUBSIDIARIES.	37.50
6/27/03	MALO	.10	RECEIVE AND REVIEW TELEPHONE MESSAGE FROM B. PORTER AT ALIXPARTNERS RE: ELECTION OF J. REBEL AS AN ASSISTANT TREASURER TO ABCO FOOD GROUP, INC. AND FLEMING RETAIL HOLDINGS, INC.	12.50
6/27/03	MALO	.10	TELEPHONE CONFERENCE WITH A. JASSO AT FLEMING RE: RESULTS OF RESEARCH RELATED TO M. HANSEN AND HIS STATUS AS AN OFFICER OF ANY FLEMING SUBSIDIARY IN MARCH OF 2002.	12.50
6/27/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO L. GROOM AT MCAFEE & TAFT RE: POSTING UPDATED FLEMING COMPANIES, INC. SUBSIDIARY LIST (DATED JUNE 26, 2003) TO THE MCAFEE & TAFT EXTRANET.	12.50
6/27/03	MALO	.30	FINAL REVISIONS TO FLEMING COMPANIES, INC. SUBSIDIARY LIST DATED JUNE 26, 2003.	37.50
6/27/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO A. JASSO AT FLEMING TRANSMITTING THE REVISED FLEMING COMPANIES, INC. SUBSIDIARY LIST (DATED JUNE 26, 2003).	25.00
6/27/03	MALO	.20	DRAFT WRITTEN CONSENT OF BOARD OF DIRECTORS OF FLEMING RETAIL HOLDINGS, INC. RE: ELECTION OF J. REBEL AS ASSISTANT TREASURER OF THE CORPORATION.	25.00
6/27/03	MALO	.20	DRAFT WRITTEN CONSENT OF BOARD OF DIRECTORS OF ABCO FOOD GROUP, INC. RE: ELECTION OF J. REBEL AS ASSISTANT TREASURER OF THE CORPORATION.	25.00
6/27/03	MALO	.20	DRAFT E-MAIL CORRESPONDENCE TO D. SIGLER AT ERNST & YOUNT (AT FLEMING) TRANSMITTING DOCUMENTS TO EVIDENCE THE RAINBOW FOOD GROUP, INC. NAME CHANGE TO FLEMING RETAIL HOLDINGS, INC.	25.00

Date	Billing Initials	Hours	Description	Amount
6/27/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO D. SIGLER AT ERNST & YOUNG (AT FLEMING) TRANSMITTING A COPY OF THE UPDATED FLEMING COMPANIES, INC. SUBSIDIARY LIST (DATE JUNE 26, 2003).	12.50
6/27/03	MALO	.10	TELEPHONE CONFERENCE WITH B. PORTER AT ALIXPARTNERS RE: ELECTION OF J. REBEL AS AN ASSISTANT TREASURER OF ABCO FOOD GROUP, INC. AND FLEMING RETAIL HOLDINGS, INC.	12.50
6/27/03	MALO	.70	REVISE FLEMING COMPANIES, INC. SUBSIDIARY LIST.	87.50
6/30/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO B. PORTER AT ALIXPARTNERS TRANSMITTING THE TABLE SUMMARY OF FLEMING COMPANIES, INC. SUBSIDIARIES WHERE R. ROOF HAS BEEN ELECTED AS AN OFFICER AND REMOVED AS A DIRECTOR.	12.50
6/30/03	MALO	.10	RECEIVE AND REVIEW E-MAIL CORRESPONDENCE FROM A. JASSO AT FLEMING RE: CONSENTS FOR RICHMAR FOODS RELATED TO THE SALE OF RETAIL STORES TO FRESH BRANDS.	12.50
6/30/03	MALO	.50	REVIEW AND REVISE FLEMING SUBSIDIARY LIST RE: RECENT DIRECTOR AND OFFICER CHANGES.	62.50
6/30/03	MALO	.30	REVIEW AND REVISE TABLE SUMMARY OF FLEMING COMPANIES, INC. SUBSIDIARIES WHERE R. ROOF HAS BEEN ELECTED AS AN OFFICER AND REMOVED AS A DIRECTOR.	37.50
6/30/03	MALO	.20	DRAFT CORRESPONDENCE TO C. HERNANDEZ AT FLEMING TRANSMITTING CT CORPORATION INVOICE # 597783-RI FOR PAYMENT.	25.00
6/30/03	MALO	.20	REVISE FLEMING SUBSIDIARY LIST RE: POSTING TO MCAFEE & TAFT EXTRANET.	25.00
6/30/03	MALO	.10	RECEIVE AND REVIEW INVOICE # 597783-RI FROM CT CORPORATION RE: SERVICES PROVIDED TO FLEMING COMPANIES, INC.	12.50
6/30/03	MALO	.10	DRAFT E-MAIL CORRESPONDENCE TO A. JASSO AT FLEMING RE: RESULTS OF RICHMAR FOODS, INC. RESEARCH RELATED TO WRITTEN CONSENTS APPROVING SALE OF RETAIL STORES TO FRESH BRANDS.	12.50
6/30/03	MALO	.60	RESEARCH RICHMAR FOODS, INC. CORPORATE MINUTE BOOKS FOR WRITTEN CONSENTS TO APPROVE THE SALE OF RETAIL STORES TO FRESH BRANDS.	75.00
<b>Totals</b>		<b>110.80</b>		<b>13,850.00</b>

FLEMING COMPANIES, INC.  
SUBSIDIARIES / GENERAL  
Matter # 11420.00013

July 16, 2003  
Invoice # 192041

**EXPENSES**

Total Current Fees	13,850.00
Total Current Expenses	301.48
Net Current Billing for this Matter	<u>14,151.48</u>

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
SUBSIDIARIES / GENERAL  
Matter # 11420.00013

July 16, 2003  
Invoice # 192041

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
MALO	MARK W. MALONE	ASSOCIATE	125.00	110.80	13,850.00
Totals				110.80	13,850.00



# McAfee & Taft

A PROFESSIONAL CORPORATION

*Leaders in Creating Legal Solutions®*

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

July 16, 2003

Invoice #: 192041

LOUIS J. PRICE (400)

RE: FURR'S SUPERMARKETS, INC.  
Matter# 11420.00186

**PROFESSIONAL SERVICES THROUGH 06/30/2003**

Date	Billing Initials	Hours	Description	Amount
6/9/03	PRICE	.70	EXCHANGE EMAILS WITH JONATHAN ALTER REGARDING ESCROW DEPOSIT (.1); ATTENTION TO DRAFT MOTION AND STIPULATION FROM FURRS' LENDERS REGARDING TERMINATION OF ESCROW (.5); EXCHANGE EMAILS WITH SHIRLEY CHO REGARDING NEED FOR COURT APPROVAL (.1)	175.00
6/23/03	SALA	.70	REVIEW ASSET PURCHASE AGREEMENT REGARDING ASSIGNMENT OF PURCHASE RIGHTS TO THIRD PARTIES.	101.50
<b>Totals</b>		<b>1.40</b>		<b>276.50</b>

Cost Code	Date	Description	Quantity	Unit Cost	Amount
<b>Total Expenses</b>					<b>0.00</b>

**Total Current Fees** 276.50

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 276.50

Thank you for the opportunity to provide service to you.

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

July 16, 2003  
Invoice # 192041

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	0.70	175.00
SALA	RICHARD J. SALAMY	ASSOCIATE	145.00	0.70	101.50
<b>Totals</b>				<b>1.40</b>	<b>276.50</b>

# McAfee & Taft

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

July 16, 2003

Invoice #: 192041

LOUIS J. PRICE (400)

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

## PROFESSIONAL SERVICES THROUGH 06/30/2003

Date	Billing Initials	Hours	Description	Amount
5/6/03	PRIN	.90	REVIEW AND REVISE AMENDMENT TO PENSION PLAN DOCUMENT TO PROVIDE FOR SPECIFIC ALLOCATION OF FIDUCIARIES RESPONSIBILITY FOR SUPERVISION OF INVESTMENT MANAGERS. (.3) REVIEW AND REVISE AMENDMENT TO MASTER TRUST AGREEMENT TO ALLOW WATSON WYATT TO NAME INVESTMENT MANAGERS (.4) TELEPHONE CONFERENCE WITH MARY FARLEY REGARDING QDRO FOR MRS. SULLIVAN. (.2)	189.00
5/13/03	PRIN	.50	REVISE AMENDMENT TO PLAN AND TRUST RE ALLOCATION OF FIDUCIARY RESPONSIBILITY TO WATSON WYATT PER DISCUSSION WITH DUDLEY HYDE AND WATSON WYATT (.5)	105.00
5/20/03	PRIN	1.70	OFFICE CONFERENCE WITH DUDLEY HYDE CONCERNING REVISIONS TO WATSON WYATT AGREEMENT FOR FIDUCIARY SERVICES. (.2) REVISE AGREEMENT AND RESOLUTION OF RETIREMENT COMMITTEE AUTHORIZATION SAME. (.4) REVISE MEMO OF CONSENT FOR THE RETIREMENT PLANS COMMITTEE TO APPROVE AND NOTIFY WATSON WYATT AGREEMENT AND RELATED DOCUMENTS (.4) ASSEMBLE DOCUMENTS TO FORWARD SAME TO CARLOS HERNANDEZ INCLUDING FINAL PROOFING OF SAME. (.7)	357.00
5/21/03	PRIN	.80	BRIEF RESEARCH REGARDING ACTIONS WHICH MAY BE TAKEN BY PBGC (.4) OFFICE CONFERENCE WITH DUDLEY HYDE REGARDING SULLIVAN QDRO (.1) CONFERENCE WITH MARY FARLEY CONCERNING SULLIVAN QDRO (.3)	168.00

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

**July 16, 2003**  
**Invoice # 192041**

<b>Date</b>	<b>Billing Initials</b>	<b>Hours</b>	<b>Description</b>	<b>Amount</b>
5/23/03	PRJN	.70	REVIEW BARKER PROPERTY SETTLEMENT AGREEMENT TO DETERMINE IF IT SATISFIES THE REQUIREMENTS TO CONSTITUTE A QDRO. (4) LEGAL RESEARCH REGARDING USE OF A PROPERTY SETTLEMENT AGREEMENT TO SATISFY QDRO REQUIREMENTS (.3)	147.00
5/29/03	PRJN	.10	TELEPHONE CONFERENCE WITH MARY FARLEY REGARDING BARKER QDRO (.1)	21.00
6/2/03	PRJN	.50	OFFICE CONFERENCE WITH DUDLEY HYDE REGARDING INFORMATION REQUESTED BY PBGC (.2). ARRANGE TO COPY PLAN DOCUMENTS AND AMENDMENTS (.3)	105.00
6/3/03	MEYE	.60	DRAFT LETTER TO INVESTMENT MANAGERS REGARDING FIDUCIARY SERVICES AGREEMENT	87.00
6/3/03	MEYE	.30	CONFERENCE WITH DUDLEY HYDE REGARDING LETTER TO INVESTMENT MANAGERS	43.50
6/3/03	MEYE	.60	REVIEW FIDUCIARY SERVICES AGREEMENT AND DRAFT LETTER REGARDING AGREEMENT	87.00
6/3/03	HYDE	1.90	REVIEW MISC. WATSON WYATT INVESTMENT CONSULTING SERVICES AGREEMENT; CONFERENCE WITH PHIL SCHNEIDER AND RUTH FALCK OF WATSON WYATT RE: LETTERS TO CUSTODIAN AND MANAGERS ; REVISE LETTERS TO CUSTODIAN AND MANAGERS; PREPARE LETTERS TO MANAGERS	532.00
6/3/03	PAPA	.50	CONFERENCE WITH HYDE RE MASTER PENSION TRUST DOCUMENTS; REVIEW FILES FOR DOCUMENTS	112.50
6/3/03	PRJN	.50	REVIEW MATERIALS CONCERNING BARKER QDRO (.5)	105.00
6/4/03	MEYE	.40	TELEPHONE CONFERENCE WITH RUTH FALCK REGARDING INVESTMENT MANAGER AGREEMENTS	58.00
6/4/03	MEYE	.30	CORRESPONDENCE WITH WATSON WYATT REGARDING INVESTMENT MANAGEMENT AGREEMENTS AND FIDUCIARY SERVICES AGREEMENT	43.50
6/4/03	MEYE	.90	REVIEW INVESTMENT POLICY STATEMENT FOR DEFINED BENEFIT PLANS	130.50
6/4/03	MEYE	.40	REVIEW FIDUCIARY SERVICES AGREEMENT	58.00
6/4/03	MEYE	.80	REVIEW INVESTMENT MANAGER AGREEMENTS FOR DEFINED BENEFIT PLANS	116.00
6/4/03	MEYE	.80	DRAFT LETTERS TO INVESTMENT MANAGERS AND CUSTODIAN	116.00

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

July 16, 2003  
Invoice # 192041

Date	Billing Initials	Hours	Description	Amount
6/4/03	HYDE	1.00	REVIEW AND REVISE LETTER FROM WATSON WYATT TO MANAGERS AND CUSTODIAN RE: INVESTMENTS; CONFERENCE WITH BRANDON MEYER RE: WATSON WYATT AGREEMENT FOR PENSION PLAN; TELEPHONE CONFERENCE WITH RUTH FALCK RE: PENSION PLAN	280.00
6/5/03	PRIN	.50	OFFICE CONFERENCE WITH DUDLEY HYDE RE STATUS OF PLAN AND DISCUSSIONS WITH PBGC (.1) REVIEW SUMMARY PLAN DESCRIPTION TO LOCATE LANGUAGE IDENTITY BY PBGC (.4)	105.00
6/5/03	PRIN	.70	OFFICE CONFERENCE WITH BRANDON MEYER REGARDING LETTERS OF INSTRUCTION TO STATE STREET BANK (.1) REVIEW LETTERS OF INSTRUCTION AND COMPARE SAME TO AGREEMENT WITH WATSON WYATT (.2) REVIEW INVESTMENT POLICY STATEMENT TO DETERMINE SCOPE OF COVERAGE (.3) DISCUSS COVERAGE OF INVESTMENT POLICY STATEMENT WITH BRANDON MEYER. (.1)	147.00
6/6/03	PRIN	.30	OFFICE CONFERENCE WITH DUDLEY HYDE REGARDING STATUS OF NEGOTIATIONS WITH PBGC (.25)	63.00
6/9/03	PRIN	2.80	ADDITIONAL REVIEW OF DOCUMENTS TO BE PROVIDED TO THE DEPARTMENT OF LABOR (1.1) MEET WITH DOL AUDITOR (1.6) ATTEMPT TO CALL GLENDA VAN HOYC - COUNSEL IN BARKER V BARKER RE QDRO (.1)	588.00
6/10/03	PRIN	1.90	TELEPHONE CONFERENCE WITH GLENDA VAN SYOC COUNSEL FOR MARY BARKER CONCERNING CHANGES TO QDRO REGARDING BENEFIT PAYABLE TO RONALD BARKER (.3) REVIEW AND REVISE DRAFT OF QDRO (.4) TELEPHONE CONFERENCE WITH MIKE VITO AT THE PBGC (.1) LOCATE DOCUMENTS REQUESTED AND ARRANGE FOR SAME TO BE SENT TO PBGC (.5) TELEPHONE CONFERENCE WITH MARY FARLEY REGARDING INFORMATION REQUESTED BY DOL (.2) DISCUSS SAME WITH DUDLEY HYDE AND DEE JEROME (.2) CALL DOL AUDITOR TO PROVIDE SAME. (.2)	399.00
6/11/03	MEYE	.60	REVIEW DIRECTION LETTERS FOR INVESTMENT MANAGERS	87.00
6/11/03	MEYE	.50	TELEPHONE CONFERENCE WITH BARCLAYS GLOBAL INVESTORS REGARDING INVESTMENT MANAGEMENT AGREEMENT	72.50

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

July 16, 2003  
Invoice # 192041

Date	Billing Initials	Hours	Description	Amount
6/11/03	HYDE	1.50	TELEPHONE CONFERENCE WITH SARA EAGLE, PBGC; TELEPHONE CONFERENCE WITH NICKI HOOD RE: PBGC; CONFERENCE WITH BOB RYAN AND SARA EAGLE, PBGC; TELEPHONE CONFERENCE WITH DEE JEROME AND BOB RYAN RE: PBGC/PENSION PLAN ISSUES	420.00
6/11/03	PRIN	1.40	REVIEW REVISED QDRO FOR RONALD BARKER (.3) PREPARE EMAIL TO JIM SINCOVEC AT WATSON WYATT RE BARKER QDRO. (.1) OFFICE CONFERENCE WITH BRANDON MEYER REGARDING STATUS OF AGREEMENT WITH WATSON WYATT. (.4) ARRANGE TO FORWARD AGREEMENT WITH WATSON WYATT TO DEE JEROME AND CARLOS HERNANDEZ FOR SIGNATURE (.6)	294.00
6/12/03	MEYE	.80	REVIEW AND REVISE DIRECTION LETTERS FOR PENSION PLAN INVESTMENT MANAGERS	116.00
6/12/03	PRIN	2.40	PREPARE FOR (.5) AND MEET WITH DEPARTMENT OF LABOR AUDITOR TO DISCUSS EXAMINATION (1.6) OFFICE CONFERENCE WITH DUDLEY HYDE REGARDING DOL INVESTIGATION. (.3)	504.00
6/16/03	MEYE	.60	CORRESPONDENCE WITH CHERYL WOODFORD OF BARCLAYS GLOBAL INVESTORS AND DUDLEY HYDE REGARDING FIDUCIARY SERVICES AGREEMENT WITH WATSON WYATT	87.00
6/16/03	HYDE	.30	REVIEW PENSION PLAN RE: ISSUES RE: DISTRESS TERMINATION OF PENSION PLAN	84.00
6/16/03	PRIN	2.40	TELEPHONE CONFERENCE WITH GEORGE ANGALONE, DEE JEROME, DUDLEY HYDE, VICKI HOOD, PBGC OFFICIALS, BOB RYAN FROM WATSON WYATT, VIRGINIA NICEWANDER, BOB KLEIN, JOHN MACK, MIKE VITO FROM PBGC (1.6) LOCATE AND REVIEW PBGC FORMS 600 AND 601 CONCERNING DISTRESS TERMINATION OF PLAN (.8)	504.00
6/17/03	HYDE	.70	TELEPHONE CONFERENCE WITH BOB RYAN RE: MISC. PENSION ISSUES RE: PENSION FUNDING; TELEPHONE CONFERENCE WITH DEE JEROME AND BOB RYAN RE: COMMUNICATIONS TO PENSION PLAN PARTICIPANTS	196.00
6/17/03	PRIN	.60	LOCATE LIST OF FLEMING PENSION PLANS (.1) REVIEW SCHEDULE OF SUBSIDIARIES TO DETERMINE WHETHER SUBSIDIARIES IDENTIFIED IN CONFERENCE CALL WITH PBGC AS NOT BEING IN BANKRUPTCY ARE INCLUDED IN THE FLEMING CONTROL GROUP (.2). OFFICE CONFERENCE WITH MARK MALONE RE OWNERSHIP OF CHOUTEAU DEVELOPMENT LLC (.3)	126.00

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

July 16, 2003  
Invoice # 192041

Date	Billing Initials	Hours	Description	Amount
6/18/03	PRIN	.20	REVIEW EMAIL FROM GLENDA VAN SYOC REGARDING QDRO FOR MARY BARKER (1) PREPARE EMAIL TO JIM SINCOVEC AT WATSON WYATT REGARDING BARKER QDRO.(1)	42.00
6/19/03	MEYE	.40	TELEPHONE CONFERENCE WITH DIAN STOKES REGARDING DIRECTION LETTERS FOR INVESTMENT MANAGERS	58.00
6/19/03	PRIN	.50	CALL LIZ SINICK AT STATE STREET TRUST TO DISCUSS EXECUTION OF TRUST AGREEMENT (1). LOCATE TRUST DOCUMENT. (1) REVIEW EMAIL FROM JIM SINCOVEC REGARDING BARKER QDRO (1) LOCATE AND REVIEW BARKER QDRO. (2)	105.00
6/19/03	PRIN	.50	TELEPHONE CONFERENCE WITH DIAN STOKES REGARDING EXECUTION OF AMENDMENT TO TRUST AGREEMENT (1) LOCATE TRUST DOCUMENTS AND ARRANGE TO FORWARD SAME TO DIANE FOR EXECUTION. (3) CALL LIZ SIMMEECK AT STATE STREET BANK REGARDING SAME (1)	105.00
6/20/03	PRIN	1.20	PREPARE EMAIL CORRESPONDENCE TO GLENDA VAN SYOC REGARDING QDRO FOR RONALD BARKER (4) CALL KATHRYN HARRIS TO DISCUSS SAME (1) TELEPHONE CONFERENCE WITH LIZ SIMNECK AT STATE STREET BANK RE AMENDMENTS TO PENSION TRUST DOCUMENTS (2) REVIEW PENSION TRUST DOCUMENTS TO DETERMINE WHICH PLANS ARE INCLUDED IN THE MASTER PENSION TRUST. (5)	252.00
6/24/03	HYDE	.30	TELEPHONE CONFERENCE WITH MARY FARLEY RE: PENSION PLAN ADMINISTRATION QUESTIONS	84.00
6/24/03	PRIN	1.10	TELEPHONE CONFERENCE WITH DIAN STOKES CONCERNING EXECUTION OF AMENDMENT TO MASTER PENSION TRUST. (1) TELEPHONE CONFERENCE WITH MARY FARLEY REGARDING REQUEST BY PLAN PARTICIPANT FOR A RETROACTIVE DISTRIBUTION (2) LEGAL RESEARCH REGARDING SAME (8)	231.00
6/26/03	MEYE	.50	REVIEW LETTERS FROM WATSON WYATT REGARDING FIDUCIARY SERVICES AGREEMENT	72.50
Totals		36.90		7,603.00

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

**July 16, 2003**  
**Invoice # 192041**

**EXPENSES**

<b>Cost Code</b>	<b>Date</b>	<b>Description</b>	<b>Quantity</b>	<b>Unit Cost</b>	<b>Amount</b>
FEX	5/29/03	FEDERAL EXPRESS CORP. 634274551040	1.00	19.66	19.66
T	6/3/03	TELEPHONE 3125252337 2235	0.43	0.56	0.24
T	6/3/03	TELEPHONE 3129612475 2235	0.21	0.56	0.12
T	6/3/03	TELEPHONE 3125252337 2235	0.43	0.56	0.24
FEX	6/5/03	FEDERAL EXPRESS CORP. 634274551739	1.00	27.17	27.17
T	6/20/03	TELEPHONE 7632530256 2309	1.50	0.56	0.84
T	6/20/03	TELEPHONE 3367477643 2309	0.21	0.56	0.12
<b>Total Expenses</b>					<b>48.39</b>

**Total Current Fees** **7,603.00**

**Total Current Expenses** **48.39**

**Net Current Billing for this Matter** **7,651.39**

**Thank you for the opportunity to provide service to you.**



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

July 16, 2003  
Invoice # 192041

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
HYDE	J. DUDLEY HYDE	SHAREHOLDER	280.00	5.70	1,596.00
MEYE	M. BRANDON MEYER	ASSOCIATE	145.00	8.50	1,232.50
PAPA	JOHN A. PAPAHRONIS	SHAREHOLDER	225.00	0.50	112.50
PRIN	JAMES C. PRINCE	OF COUNSEL	210.00	22.20	4,662.00
Totals				36.90	7,603.00

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

July 16, 2003

Invoice #: 192041

LOUIS J. PRICE (400)

RE: MISCELLANEOUS REAL ESTATE MATTERS  
Matter# 11420.00929

**PROFESSIONAL SERVICES THROUGH 06/30/2003**

Date	Billing Initials	Hours	Description	Amount
6/5/03	RIGG	.30	CONFERENCE OLSEN RE PROPOSED ASSIGNMENT OF RETAIL LEASE FORM	75.00
6/6/03	RIGG	.30	TELEPHONE GENEUX RE MINNEAPOLIS PSC	75.00
6/6/03	RIGG	.30	TELEPHONE STEGMANN RE MINNESOTA WHSE	75.00
6/10/03	RIGG	1.30	TELEPHONE MCCLEVE RE GARLAND PROPERTY (.3); REVIEW CONTRACT FORMS FROM MCCLEVE (.8); MEMO MCCLEVE (.2)	325.00
6/10/03	RIGG	.30	CONFERENCE SALAMY RE MEMPHIS LEASE ISSUE	75.00
6/11/03	RIGG	.50	REVIEW DOCUMENTS FOR ASSIGNMENT/FSA TRANSACTIONS AND NOTE SUGGESTIONS FOR KIRKLAND	125.00
6/11/03	RIGG	.60	REVIEW MEMO FROM PATTERSON RE NEBRASKA RETAILER (.2); REVIEW DEAL SUMMARY (.4)	150.00
6/11/03	RIGG	1.20	DRAFT CONTRACT FOR SALE OF GARLAND LAND (.7); REVIEW REVISIONS AND MEMO MCCLEVE (.3); MEMO MCCLEVE (.2)	300.00
6/12/03	RIGG	.90	REVISE AGREEMENT FOR LAND SALE (.2); TELEPHONE MCCLEVE (.3); MEMO MCCLEVE (.3); MEMO MCCLEVE RE CONTRACT (.2)	225.00
6/12/03	RIGG	.80	TELEPHONE MEE RE 59TH STREET SALE (.3); REVIEW CONTRACT LANGUAGE RE BANKRUPTCY (.5)	200.00
6/12/03	RIGG	.20	REVIEW MEMO FROM PATTERSON RE PROPOSED FSA	50.00

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

July 16, 2003  
 Invoice # 192041

Date	Billing Initials	Hours	Description	Amount
6/12/03	KELLE	.80	SEARCH IMS; ATTEMPT TO E-MAIL BILL MEE RE: NEW ADDRESS FOR JEFF PETERSON; TELEPHONE TO GREG DOWNS; LEFT MESSAGE; REVIEW VOICE MAIL FROM GREG DOWNS; RESEND E-MAIL TO BILL MEE; REVIEW E-MAIL FROM BILL MEE; CALL FOR CORRECT ADDRESS, RESEND	52.00
6/13/03	RIGG	1.40	DRAFT ASSIGNMENT/FSA FORMS (1.2); MEMO OLSEN RE FORMS, PROCEDURES (.2)	350.00
6/13/03	RIGG	.70	TELEPHONE MEE RE BROKERAGE ISSUES AND RESEARCH REAL ESTATE CODE	175.00
6/16/03	RIGG	.30	TELEPHONE STEGMANN RE OKC EASEMENT(.2); TELEPHONE STEGMANN RE HUNTINGDON WAREHOUSE SALE (.1)	75.00
6/17/03	RIGG	1.30	RESEARCH RE BROKERAGE ISSUES(1.1); REVIEW RULES OF REAL ESTATE COMMISSION (.2)	325.00
6/17/03	KELLE	.20	555 R. RIVER ROAD, TUCSON, AZ - E-MAIL TO ANN THAI REQUESTING FILE BE OVERNIGHTED TO CRAIG ADKINS	13.00
6/18/03	RIGG	.50	REVIEW MATERIAL FROM PATTERSON (.3); TELEPHONE PETER RE NEBRASKA RETAILER (.2)	125.00
6/18/03	RIGG	1.60	REVIEW HUNTINGDON FILES AND MEMO STEGMANN (1.2); REVIEW CLOSING DOCUMENTS FOR TWO SALES (.4)	400.00
6/18/03	KELLE	.30	MN-276- PREPARE TRANSMITTAL LETTER TO RETURN LEASE FILE TO FLEMING; UPDATE LEASE FILE TRACKER	19.50
6/18/03	KELLE	.30	RESEARCH BILLINGS TO APPLY REFUND CHECK FROM STATE OF CALIFORNIA RE: ARTICLES OF INCORPORATION ASI AUTOMATON; DELIVER CHECK TO ACCOUNTING	19.50
6/18/03	KELLE	.30	OK-058 - PREPARE TRANSMITTAL LETTER TO RETURN LEASE FILE TO FLEMING; UPDATE FLEMING LEASE FILE TRACKER	19.50
6/19/03	RIGG	1.10	REVIEW FILES AND CONFERENCE STEGMANN RE CLOSINGS (.6); MEMO STEGMANN (.3); LETTER STEGMANN (.2)	275.00
6/19/03	RIGG	.30	CONFERENCE MALONE RE SUBSIDIARY MERGERS	75.00
6/19/03	RIGG	.30	CONFERENCE SALAMY RE PLYMOUTH SALE	75.00
6/20/03	RIGG	.50	CONFERENCE MALONE RE MERGERS (.2); REVIEW MEMO AND CONFERENCE MALONE RE CERTAIN ENTITIES (.3)	125.00

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

July 16, 2003  
 Invoice # 192041

Date	Billing Initials	Hours	Description	Amount
6/20/03	RIGG	.70	REVIEW MATERIAL FROM REAL ESTATE COMMISSION RE CESSATION OF OPERATIONS (.5); TELEPHONE MEE (.2)	175.00
6/20/03	KELLE	.20	PREPARE TRANSMITTAL LETTER TO RETURN M)-227 TO FLEMING	13.00
6/23/03	RIGG	2.20	REVIEW MATERIAL FROM PATTERSON RE B&R RETAIL OPERATION (.5); TELEPHONE PATTERSON(.4) ; DRAFTING AGREEMENTS RE SUBLEASES AND FSA (1.3)	550.00
6/24/03	RIGG	2.30	TELEPHONE PETER (.8); TREL PATTERSON (.5); DRAFTING ASSIGNMENT AGREEMENT AND FSA (.7); CONFERENCE PRICE RE FSA FORM AND ASSIGNMENT STRUCTURE (.3)	575.00
6/24/03	KELLE	.30	REVIEW VARIOUS FLEMING FILES IN OFFICE TO DETERMINE STATUS; SEND TO CENTRAL FILING	19.50
6/24/03	KELLE	.50	REVIEW INVOICES FROM CT CORP RE: UCC SEARCHES ON VARIOUS FLEMING PROJECTS; APPROVE FOR PAYMENT AND SENT TO ACCOUNTING	32.50
6/24/03	KELLE	.30	PREPARE TRANSMITTAL LETTER TO RETURN THREE BOXES OF DOCUMENTS ON NOWELL'S TO DENNIS TONEY AT FLEMING IN LEWISVILLE	19.50
6/24/03	KELLE	.30	REVIEW NEW BATCH OF INVOICES FROM CT CORP FOR UCC SEARCHES; ASSIGN PROPER CLIENT-MATTER #, SEND TO ACCOUNTING FOR PAYMENT	19.50
6/25/03	RIGG	1.20	REVIEW REAL ESTATE RULES AND INACTIVE STATUS FORM (.8); MEMO MEE(.4)	300.00
6/25/03	RIGG	.40	TELEPHONE MCCLEVE RE OKC WAREHOUSE CONTRACT (.2); CONFERENCE SARGENT RE CONTRACT (.2)	100.00
6/26/03	RIGG	1.70	TELEPHONE PATTERSON (.4); REVISE DRAFT AGREEMENT RE B&R STORES (.3); TELEPHONE PATTERSON (.3); REVIEW MATERIAL FROM PATTERSON AND PIRTLE (.3); DRAFTING (.4)	425.00
6/27/03	RIGG	2.20	TELEPHONE PATTERSON (.4); REVIEW MATERIAL FROM PIRTLE ; DRAFTING (.3); TELEPHONE PETER (.6); DRAFTING ASSIGNMENT AND FSA DOCUMENTS (.9)	550.00
6/30/03	RIGG	.80	TELEPHONE MCCLEVE RE: LICENSING ISSUE (.2); REVIEW REAL ESTATE RULES AND MEMO MCCLEVY (.6)	200.00
6/30/03	RIGG	.50	REVIEW LETTER FROM SPIROPOULOS RE EL RENO FUEL FACILITY (.2); REVIEW FILE RE FUEL FACILITY LEASE AND RENEWAL OPTIONS (.3)	125.00

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

July 16, 2003  
Invoice # 192041

Date	Billing Initials	Hours	Description	Amount
6/30/03	RIGG	1.30	REVIEW MATERIAL FROM PIRTLE (.3); REVIEW DRAFT AND MEMO TO PETER (.3); MEMO PIRTLE (.2); REVISE DRAFT AND MEMO PETER (.5)	325.00
Totals		31.50		7,227.50

**EXPENSES**

Total Current Fees 7,227.50

Total Current Expenses 367.16

Net Current Billing for this Matter 7,594.66

Thank you for the opportunity to provide service to you.

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

July 16, 2003  
Invoice # 192041

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	3.50	227.50
RIGG	RICHARD A. RIGGS	SHAREHOLDER	250.00	28.00	7,000.00
Totals				31.50	7,227.50

# McAfee & Taft

A PROFESSIONAL CORPORATION

*Leaders in Creating Legal Solutions®*

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

July 16, 2003

Invoice #: 192041

LOUIS J. PRICE (400)

RE: KMART AGREEMENT  
Matter# 11420.00944

**PROFESSIONAL SERVICES THROUGH 06/30/2003**

Date	Billing Initials	Hours	Description	Amount
6/10/03	PRICE	.50	REVIEW AND COMMENT ON REQUEST FOR ADMINISTRATIVE EXPENSE CLAIM IN KMART BANKRUPTCY RELATING TO KMART DEDUCTION ON APRIL 4, 2003	125.00
<b>Totals</b>		<b>0.50</b>		<b>125.00</b>
<b>Total Current Fees</b>				<b>125.00</b>
<b>Total Current Expenses</b>				<b>0.00</b>
<b>Net Current Billing for this Matter</b>				<b>125.00</b>

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
KMART AGREEMENT  
Matter # 11420.00944

July 16, 2003  
Invoice # 192041

MEMBER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	0.50	125.00
Totals				0.50	125.00



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1945 LAKEPOINTE DRIVE  
POST OFFICE BOX 299013  
LEWISVILLE, TX 75029

July 16, 2003

Invoice #: 192041

LOUIS J. PRICE (400)

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

**PROFESSIONAL SERVICES THROUGH 06/30/2003**

Date	Billing Initials	Hours	Description	Amount
5/6/03	PRIN	.30	REVIEW AND REVISE AMENDMENT TO PENSION PLAN DOCUMENT TO PROVIDE FOR SPECIFIC ALLOCATION OF FIDUCIARIES RESPONSIBILITIES FOR SUPERVISION OF INVESTMENT MANAGERS. (.3)	63.00
5/13/03	PRIN	.30	REVIEW AND REVISE AMENDMENTS TO PLAN DOCUMENT AND TRUST TO PROVIDE FOR ALLOCATION OF FIDUCIARY DUTY TO WATSON WYATT. (.3)	63.00
<b>Totals</b>		<b>0.60</b>		<b>126.00</b>
<b>Total Current Fees</b>				<b>126.00</b>
<b>Total Current Expenses</b>				<b>0.00</b>
<b>Net Current Billing for this Matter</b>				<b>126.00</b>

Thank you for the opportunity to provide service to you.

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

July 16, 2003  
Invoice # 192041

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
PRIN	JAMES C. PRINCE	OF COUNSEL	210.00	0.60	126.00
Totals				0.60	126.00

# McAfee & Taft

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

July 16, 2003

Invoice #: 192041

LOUIS J. PRICE (400)

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

## PROFESSIONAL SERVICES THROUGH 06/30/2003

Date	Billing Initials	Hours	Description	Amount
6/16/03	WARR	1.60	REVIEW DOCUMENTS FROM DEBBIE VICK RE EQUISSERVE, OFFICE CONFERENCE RE BANKRUPTCY ISSUES AND TRANSFER AGENT AGREEMENT, REVIEW REGS RE TRANSFER AGENT REQUIREMENTS	512.00
6/17/03	WARR	.20	TELEPHONE DEBBIE VICK RE TRANSFER AGENT NEW CONTRACT REQUEST (OR DEMAND)	64.00
6/23/03	WARR	.90	REVIEW STOCK TRANSFER AGENT MATTERS, INCLUDING STATUS OF CURRENT AGREEMENT	288.00
<b>Totals</b>		<b>2.70</b>		<b>864.00</b>

Cost Code	Date	Description	Quantity	Unit Cost	Amount
<b>Total Expenses</b>					<b>0.00</b>

**Total Current Fees** 864.00

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 864.00

Thank you for the opportunity to provide service to you.

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

July 16, 2003  
Invoice # 192041

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
WARR	JERRY A. WARREN	SHAREHOLDER	320.00	2.70	864.00
Totals				2.70	864.00