

# 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

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: MISCELLANEOUS REAL ESTATE MATTERS  
Matter# 11420.00929

**PROFESSIONAL SERVICES THROUGH 04/30/2003**

Date	Billing Initials	Hours	Description	Amount
4/1/03	KELLE	.20	MN-263 - PREPARE TRANSMITTAL LETTER TO RETURN LEASE FILE TO FLEMING.	13.00
4/1/03	KELLE	.30	GA-123 - CALL TO FRANK KITELINGER RE: RENT PAID ON THIS LOCATION (.2); DELIVER INFO TO CRAIG ADKINS (.1)	19.50
4/2/03	KELLE	.30	GA-123 - PREPARE TRANSMITTAL LETTER TO RETURN FILE TO FLEMING (.2); UPDATE LEASE TRACKER (.1)	19.50
4/3/03	RIGG	.40	TELEPHONE CRAMER RE PROGRESSIVE REALTY LICENSE (.1); CONFERENCE BELCHER RE CERTIFICATE FROM SECRETARY OF STATE (.2); TELEPHONE CRAMER RE CERTIFICATE (.1)	100.00
4/3/03	SALA	.50	REVIEW LEASE FOR OK-059 PER REQUEST OF J. BROOKS RE: CAM PROVISIONS.	72.50
4/4/03	RIGG	.50	CONFERENCE FERREN RE ARIZONA BANK LOCATIONS (.2); CONFERENCE SALAMY RE LEASE ISSUES (.3)	125.00
4/4/03	SALA	1.10	DRAFT COVER LETTER TO JOSEPHINE BROOKS RE OK-059 LEASE PROVISIONS.	159.50
4/4/03	KELLE	.10	UT-040 SPRINGVILLE, UT REQUEST SUBFILE, SEND MATERIAL TO CENTRAL FILING	6.50
4/4/03	KELLE	.10	OK-048 MIDWEST CITY, OK REQUEST NEW SUBFILE, SEND MATERIAL TO CENTRAL FILING	6.50
4/4/03	KELLE	.10	TX-158 ORANGE, TX REQUEST NEW SUBFILE, SEND MATERIAL TO CENTRAL FILING.	6.50
4/4/03	KELLE	.10	OK-176 - TULSA, OK REQUEST NEW SUBFILE, SEND MATERIAL TO CENTRAL FILING	6.50

FLEMING COMPANIES, INC.  
HAYS FOOD TOWN FSBA  
Matter # 11420.08401

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	1.00	155.00
Totals				1.00	155.00

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LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: SALE OF BAKER'S STORES  
Matter# 11420.08416

**PROFESSIONAL SERVICES THROUGH 04/30/2003**

Date	Billing Initials	Hours	Description	Amount
4/4/03	SALA	.20	TELEPHONE CONFERENCE WITH ANGELA MCKINNEY RE ASSIGNMENT OF NORITSU CONTRACT FROM BAKER'S TO DILLONS.	29.00
4/8/03	SALA	.30	RESPOND TO REQUEST BY ANGELA MCKINNEY, NORITSU RE ASSIGNMENT OF CONTRACT TO DILLON'S TO PROVIDE COPY OF EXECUTED DOCUMENTS.	43.50
<b>Totals</b>		<b>0.50</b>		<b>72.50</b>

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

**Total Current Fees** 72.50

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 72.50

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
SALE OF BAKER'S STORES  
Matter # 11420.08416

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
SALA	RICHARD J. SALAMY	ASSOCIATE	145.00	0.50	72.50
Totals				0.50	72.50

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

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: V. CLARK RETAIL ENTERPRISES, INC.  
Matter# 11420.08436

PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	ROBI	.40	TELEPHONE CONFERENCES CONWAY RE: EFFECT OF BANKRUPTCY	108.00
4/1/03	BART	.30	ORGANIZATION OF NEW CLARK BANKRUPTCY MATERIALS	21.00
4/4/03	BART	1.00	PREPARE TRIAL MATERIALS FOR DEAD FILES	70.00
4/9/03	PATT	1.90	REVIEW ALL RECENT BANKRUPTCY FILINGS.	237.50
4/10/03	BART	1.00	ORGANIZATION OF MATERIALS INTO FILES FOR STORAGE	70.00
4/14/03	PATT	.30	REVIEW RECENT FILINGS IN ILLINOIS BANKRUPTCY	37.50
4/16/03	PATT	.40	TRANSMITTAL TO CRAIG BIRCHETTE (.2). CONFERENCE WITH MULLINS (.2)	50.00
4/16/03	MULL	.20	CONFERENCE BEAU PATTERSON (.1), EMAIL CORRESPONDENCE WITH BEAU PATTERSON (.1)	46.00
4/16/03	ROBI	.30	TELEPHONE CONFERENCE CONWAY RE: EFFECT OF BANKRUPTCY ON ARBITRATION; DRAFT MEMO	81.00
4/17/03	ROBI	.20	REVIEW LETTERS FROM CONWAY	54.00
4/18/03	PATT	.50	REVIEW RECENTLY FILED BKR PLEADINGS IN ILLINOIS CASE	62.50
4/18/03	HARRS	.70	PREPARED SUGGESTION OF BANKRUPTCY (.3); SUPPLEMENTED AND REVISED SUGGESTION OF BANKRUPTCY (.2); CORRESPONDENCE TO JEREMY JACKSON RE: SUGGESTION OF BANKRUPTCY (.2)	115.50
4/21/03	HARRS	.20	FINALIZED SUGGESTION OF BANKRUPTCY	33.00
4/21/03	ROBI	.20	REVIEW LETTERS FROM CONWAY	54.00

211 North Robinson, Suite 1000 • Oklahoma City, OK 73102-7103  
Phone (405) 235-9621 • Fax (405) 235-0439 • [www.mcafeetaft.com](http://www.mcafeetaft.com)

FLEMING COMPANIES, INC.  
V. CLARK RETAIL ENTERPRISES, INC.  
Matter # 11420.08436

May 28, 2003  
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/29/03	ROBI	.30	REVIEW FAX FROM AAA; DRAFT MEMO RE UNREPAID COSTS SENT TO AAA	81.00
Totals		7.90		1,121.00

**EXPENSES**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/1/03	TELEPHONE 3127047749 2260	0.21	0.56	0.12
TEL	4/29/03	FACSIMILE	3.00	0.50	1.50
Total Expenses					1.62

Total Current Fees 1,121.00

Total Current Expenses 1.62

Net Current Billing for this Matter 1,122.62

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
V. CLARK RETAIL ENTERPRISES, INC.  
Matter # 11420.08436

May 28, 2003  
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
BART	NANCY BARTON	LEGAL ASSISTANT	70.00	2.30	161.00
HARRS	SHAWN HARRELL	ASSOCIATE	165.00	0.90	148.50
MULL	M. RICHARD MULLINS	SHAREHOLDER	230.00	0.20	46.00
PATT	BEAUCHAMP M. PATTERSON	ASSOCIATE	125.00	3.10	387.50
ROBI	REID E. ROBISON	SHAREHOLDER	270.00	1.40	378.00
Totals				7.90	1,121.00

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POST OFFICE BOX 299013  
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: HARVEST LOGISTICS, INC. ET. AL. V.  
Matter# 11420.08437

PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	HARRS	.60	CONFERENCE WITH REID ROBISON RE: NOTIFYING COUNSEL FOR T&B AND OTHER INTERESTED PARTIES OF BANKRUPTCY FILING (.2); TELEPHONE CONFERENCE WITH JAMES O'BRIEN RE: FLEMING FILING BANKRUPTCY AND LITIGATION TO BE STAYED (.3); REVIEWED NOTICE OF BANKRUPTCY FILED IN DELAWARE (.1)	99.00
4/1/03	MULL	.20	MEMO TO ROBISON AND HARRELL RE: EFFECT OF BANKRUPTCY	46.00
4/1/03	ROBI	.40	CONFERENCES BIRCHETTE, ET. AL. RE: IMPACT OF FILING	108.00
4/1/03	ROBI	.40	ATTENTION TO BANKRUPTCY FILING	108.00
4/1/03	ROBI	.40	ATTENTION TO SUMMARY JUDGMENT PAPERS	108.00
4/1/03	BART	3.00	ORGANIZATION OF CASE MATERIALS INTO FILES (2.0); TELEPHONE BOYLE (.2); CONFIRM INVOICE INFORMATION (.8)	210.00
4/2/03	ROBI	1.00	ATTENTION TO SUMMARY JUDGMENT PAPERS	270.00
4/3/03	ROBI	.20	DRAFT MEMO TO BOYLE RE HIS FEES	54.00
4/4/03	ROBI	1.00	FINISH REVIEW OF BOTTOMS TRANSCRIPT	270.00
4/4/03	ROBI	.80	CONFERENCE MULLINS RE: PLEADINGS TO FILE RE: BANKRUPTCY FILING	216.00
4/4/03	BART	1.70	ORGANIZATION OF PRE-TRIAL MATERIALS FOR STORAGE (1.0); ORGANIZATION OF NEW FILES AND MATERIALS (.5); FOLLOW-UP RE PAYMENT OF BOYLE INVOICES (.2)	119.00



FLEMING COMPANIES, INC.  
HARVEST LOGISTICS, INC. ET. AL. V.  
Matter # 11420.08437

May 28, 2003  
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/7/03	HARRS	.40	REVIEWED SECOND AMENDED SCHEDULING ORDER (.2); LEFT VOICEMAIL FOR DARNECIA CAMPBELL RE: FLEMING BANKRUPTCY AND STAY (.1); LEFT VOICEMAIL FOR SHIRLEY CHO RE: ADVISING COURT OF BANKRUPTCY AND FILING NOTICE WITH COURT DUE TO PENDING DEADLINES (.1)	66.00
4/7/03	MULL	1.10	DRAFTING MEMO TO KIRKLAND & ELLIS RE: FACTS (.9), REVIEW EMAIL CORRESPONDENCE (.2)	253.00
4/7/03	ROBI	.40	PLANNING; DRAFT MEMOS; REVIEW MEMOS	108.00
4/8/03	HARRS	1.00	REVIEWED MEMORANDUM TO KIRKLAND & ELLIS RE: SUMMARY OF LITIGATION (.2); TELEPHONE CONFERENCE WITH DENISE WEIMORE RE: FILING NOTICE OF PENDENCY WITH COURT (.2); CORRESPONDENCE FROM MS. WEIMORE RE: SAME (.1); PREPARED NOTICE OF PENDENCY (.3); SUPPLEMENTED AND REVISED NOTICE OF PENDENCY (.2)	165.00
4/8/03	MULL	.60	DRAFTING MEMO TO KIRKLAND & ELLIS RE: SUMMARY OF CASE	138.00
4/8/03	ROBI	.10	TELEPHONE CONFERENCE K & E LAWYERS RE BOYLE	27.00
4/8/03	ROBI	.20	DRAFT PLEADING RE: BANKRUPTCY	54.00
4/8/03	ROBI	.30	DRAFT MEMOS RE: EFFECT OF BANKRUPTCY	81.00
4/9/03	HARRS	.70	FINALIZED SUGGESTION OF BANKRUPTCY TO BE FILED WITH COURT (.2); CORRESPONDENCE TO ALYSSA GREEN RE: FILING SAME (.2); LEFT VOICEMAIL FOR DARNECIA CAMPBELL RE: AUTOMATIC STAY (.1); TELEPHONE CONFERENCE WITH MS. CAMPBELL RE: BANKRUPTCY FILING AND COURT ENTERING ORDER STAYING LITIGATION (.2)	115.50
4/9/03	MULL	.20	REVIEW NOTICE OF BANKRUPTCY	46.00
4/9/03	ROBI	.30	CONFERENCE HARRELL RE NEEDED PLEADINGS	81.00
4/9/03	ROBI	.20	TELEPHONE CONFERENCE BOYLE	54.00
4/10/03	HARRS	.60	TELEPHONE CONFERENCE WITH DRYDEN LIDDLE RE: SUGGESTION OF BANKRUPTCY (.2); CONFERENCE WITH R. MULLINS RE: SUGGESTION OF BANKRUPTCY, CONFERENCE WITH MR. LIDDLE AND FILING OF SUGGESTION OF BANKRUPTCY (.2); CORRESPONDENCE TO DRYDEN LIDDLE RE: NOTICE OF PENDENCY AND DATE FILED (.2)	99.00
4/10/03	ROBI	2.00	COMPLETION OF DESIGNATION OF GERMANO TRANSCRIPT	540.00
4/10/03	FACT	3.50	UPDATE PLEADING INDEX	175.00

FLEMING COMPANIES, INC.  
HARVEST LOGISTICS, INC. ET. AL. V.  
Matter # 11420.08437

May 28, 2003  
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/11/03	BART	2.50	ORGANIZE DOCUMENTS PRODUCED BY PLAINTIFFS	175.00
4/14/03	HARRS	1.20	CORRESPONDENCE FROM C. RAMEY RE: CROUCH & INABNETT'S BILL FOR MARCH 2003 (.2); REVIEWED CROUCH & INABNETT'S BILL FOR MARCH 2003 (.2); CONFERENCE WITH R. MULLINS RE: PAYMENT OF SAME AND STATUS OF ORDER FROM COURT STAYING CASE (.1); CONFERENCE WITH L. PRICE RE: PAYMENT OF CROUCH & INABNETT'S BILL (.1); CORRESPONDENCE TO C. BIRCHETT RE: PLACING SAME IN LINE FOR PAYMENT (.2); LEFT VOICEMAIL FOR A. GREEN RE: FILING SUGGESTION OF BANKRUPTCY (.1); REVIEWED ORDER STAYING CASE (.2); LEFT VOICEMAIL FOR D. CAMPBELL RE: STAY AND ORDER ENTERED BY COURT (.1)	198.00
4/14/03	MULL	.40	REVIEW MEMO FROM ROBISON RE: ISSUES (.2); MEMO TO ROBISON AND HARRELL (.1); REVIEW ORDER ON AUTOMATIC STAY (.1)	92.00
4/14/03	ROBI	.30	DRAFT MEMOS; PLANNING; REVIEW ORDER	81.00
4/15/03	HARRS	.20	CORRESPONDENCE TO J. O'BRIEN RE: FLEMING'S SUGGESTION OF BANKRUPTCY FILED WITH COURT	33.00
4/15/03	ROBI	.20	ATTENTION TO EXPERT BILLINGS	54.00
4/17/03	BART	2.00	ORGANIZE DOCUMENTS PRODUCED BY PLAINTIFFS FOR STORAGE	140.00
4/18/03	MULL	.20	REVIEW SCHEDULING DEADLINES FOR REPORTS TO COURT ON BANKRUPTCY	46.00
4/22/03	HARRS	.20	CORRESPONDENCE FROM VICTORIA BIROV RE: SIGNATURE PAGE AND ERRATA SHEET FOR DEPOSITION OF DON GERMANO (.1); REVIEWED SIGNATURE PAGE AND ERRATA SHEET FOR DEPOSITION OF DON GERMANO (.1)	33.00
4/24/03	ROBI	.40	TELEPHONE CONFERENCE LEIBLER RE EXPERT BILLING; DRAFT MEMOS RE SAME	108.00
4/24/03	BART	.60	LOCATE ALL OF EXPERT WITNESS BOYLE'S UNPAID INVOICES AND CALCULATE AMOUNT DUE	42.00
4/28/03	ROBI	.40	TELEPHONE CONFERENCES LEIBLER, RUNNING RE: EXPERT BILLING; DRAFT MEMO RE: EXPERT BILLING	108.00
4/28/03	ROBI	.20	ATTENTION TO QUARTERLY PAYMENT ISSUE.	54.00
4/30/03	HARRS	.20	TELEPHONE CONFERENCE WITH MIKE DOLPHENS RE: AUTOMATIC STAY, CLOSING OF FT. WAYNE WAREHOUSE, HIM MOVING TO TULSA FACILITY, AND MAINTAINING CONTACT WITH TLC WITNESSES	33.00

FLEMING COMPANIES, INC.  
HARVEST LOGISTICS, INC. ET. AL. V.  
Matter # 11420.08437

May 28, 2003  
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
Totals		30.30		4,807.50

**EXPENSES**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/1/03	TELEPHONE 2123260121 2205	0.43	0.56	0.24
T	4/2/03	TELEPHONE 9729068662 2260	1.07	0.56	0.60
T	4/7/03	TELEPHONE 2147532365 2205	0.43	0.56	0.24
T	4/7/03	TELEPHONE 2136808242 2205	0.43	0.56	0.24
T	4/8/03	TELEPHONE 2136808227 2205	0.43	0.56	0.24
T	4/8/03	TELEPHONE 2136808227 2205	0.64	0.56	0.36
T	4/8/03	TELEPHONE 9729062180 2260	0.64	0.56	0.36
T	4/9/03	TELEPHONE 2147532365 2205	0.43	0.56	0.24
DEP	4/9/03	CERTIFIED COPY DOUG HENRY - -LEIGH & ASSOCIATES COURT REPORTERS	1.00	107.51	107.51
T	4/14/03	TELEPHONE 2149227100 2205	0.21	0.56	0.12
T	4/14/03	TELEPHONE 2147532365 2205	0.43	0.56	0.24
TEL	4/14/03	FACSIMILE	3.00	0.50	1.50
TVL	4/16/03	TRAVEL -NEWARK 3-30-03 -PARK AVENUE TRAVEL	1.00	439.00	439.00
TVL	4/16/03	TRAVEL -DALLAS 3-27-03 -PARK AVENUE TRAVEL	1.00	225.50	225.50
T	4/24/03	TELEPHONE 2136808484 2260	1.07	0.56	0.60
T	4/28/03	TELEPHONE 2136808484 2260	0.64	0.56	0.36
T	4/28/03	TELEPHONE 3128612412 2260	1.29	0.56	0.72
<b>Total Expenses</b>					<b>778.07</b>

**Total Current Fees** **4,807.50**

**Total Current Expenses** **778.07**

**Net Current Billing for this Matter** **5,585.57**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
HARVEST LOGISTICS, INC. ET. AL. V.  
Matter # 11420.08437

May 28, 2003  
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
BART	NANCY BARTON	LEGAL ASSISTANT	70.00	9.80	686.00
FACT	TERRI FACTOR	LEGAL ASSISTANT	50.00	3.50	175.00
HARRS	SHAWN HARRELL	ASSOCIATE	165.00	5.10	841.50
MULL	M. RICHARD MULLINS	SHAREHOLDER	230.00	2.70	621.00
ROBI	REID E. ROBISON	SHAREHOLDER	270.00	9.20	2,484.00
Totals				30.30	4,807.50

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LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: V. DISCOUNT CIGARETTES, INC.  
Matter# 11420.08439

**PROFESSIONAL SERVICES THROUGH 04/30/2003**

Date	Billing Initials	Hours	Description	Amount
4/30/03	MULL	.20	LETTER TO WALLY WHITE RE: MONTHLY SETTLEMENT PAYMENT FROM DISCOUNT	42.00
Totals		0.20		42.00

Cost Code	Date	Description	Quantity	Unit Cost	Amount
Total Expenses					0.00

**Total Current Fees** 42.00

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 42.00

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
V. DISCOUNT CIGARETTES, INC.  
Matter # 11420.08439

May 28, 2003  
Invoice # 190061

MEMORANDUM SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
MULL	M. RICHARD MULLINS	SHAREHOLDER	210.00	0.20	42.00
Totals				0.20	42.00

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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: SWNG, LLC  
Matter# 11420.08442

**PROFESSIONAL SERVICES THROUGH 07/31/2003**

Date	Billing Initials	Hours	Description	Amount
4/7/03	KELLE	.20	SET UP SUBFILE, SEND MATERIAL WITH REQUEST TO FILEROOM	13.00
<b>Totals</b>		<b>0.20</b>		<b>13.00</b>

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

**Total Current Fees** 13.00

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 13.00

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

FLEMING COMPANIES, INC.  
SWNG, LLC  
Matter # 11420.08442

May 28, 2003  
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	0.20	13.00
Totals				0.20	13.00



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ATTENTION: CARLOS M. HERNANDEZ  
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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: V. DON VAN WINKLE, DON VAN WINKLE FARMERS MARKET  
Matter# 11420.08463

PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/2/03	PALM	.50	REVIEW OF BOCKOCK MEMO, REVIEW OF DOCUMENTS, DRAFT OF LETTER TO AAA AND OPPOSING COUNSEL RE: BANKRUPTCY NOTICE, PREPARATION OF NOTICE FOR ENCLOSURE TO LETTER, PREPARATION OF FAX TRANSMITTAL TO AAA AND OPPOSING COUNSEL	32.50
4/4/03	SHIN	.50	RESEARCH AND ANALYSIS OF BANKRUPTCY-RELATED ISSUES, INCLUDING THE AUTOMATIC STAY AND JURISDICTIONAL ISSUES.	62.50
4/4/03	BOCO	.80	STUDY AND ANALYSIS OF STAY PROCEDURES AND BEST FORUM FOR RESOLUTION OF FLEMING CLAIM AND TIMING OF CLAIMS	196.00
4/4/03	BOCO	.40	TELEPHONE CONFERENCE SULLIVAN RE: STAY PROCEDURES AND OUTLOOK FOR RESOLUTION OF FLEMING CLAIM	98.00
4/4/03	CARR	1.90	RESEARCH AND ANALYSIS OF BANKRUPTCY STAY AND JURISDICTION ISSUES	294.50
4/7/03	PALM	.30	REVIEW OF DOCUMENTS, PREPARATION OF SUBFILES REQUESTS	19.50
4/9/03	BOCO	.40	ANALYSIS OF OPTIONS FOR SPLITTING CLAIMS V. COUNTERCLAIMS	98.00
4/9/03	BOCO	.20	REVIEW OF AAA ORDER STAYING PROCEEDINGS AND IMPOSING DEADLINES	49.00
4/9/03	CARR	1.10	STRATEGY AND ANALYSIS OF APPLICATION OF BANKRUPTCY STAY TO VAN WINKLE'S SET-OFF AND AFFIRMATIVE CLAIMS	170.50

FLEMING COMPANIES, INC.  
V. DON VAN WINKLE, DON VAN WINKLE FARMERS MARKET  
Matter # 11420.08463

May 28, 2003  
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/9/03	CARR	1.10	WORKING ON INTRODUCTION AND STATEMENT OF FACTS FOR BRIEF RE: FLEMING'S ELECTION TO PROCEED WITH CLAIM	170.50
4/10/03	BOCO	.30	STUDY OF ISSUE SEGREGATION FOR CLAIM PUSUIT	73.50
4/11/03	BOCO	.20	REVIEW OF WAGNER LETTER RE: BANKRUPTCY PROCEDURES	49.00
4/14/03	CARR	1.30	CONTINUED REVIEW OF PRIOR PLEADINGS AND CORRESPONDENCE AND DRAFTING INTRODUCTION AND STATEMENT OF FACTS RE: BRIEF IN SUPPORT OF INTENTION TO PURSUE CLAIMS AGAINST VAN WINKLES	201.50
4/21/03	BOCO	.50	ANALYSIS OF BEST FORUM AND PROCEDURE FOR PROSECUTION OF CLAIM AND PREPARE OF NOTICE TO THE AAA	122.50
4/21/03	PALM	.40	REVIEW OF DOCUMENTS, PREPARATION OF LETTER RE: HOLDING CASE IN ABEYANCE, PREPARATION OF FAX TRANSMITTAL TO AAA AND OPPOSING COUNSEL	26.00
<b>Totals</b>		<b>9.90</b>		<b>1,663.50</b>

**EXPENSES**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/4/03	TELEPHONE 3038924428 2256	1.71	0.56	0.96
TEL	4/4/03	FACSIMILE	3.00	0.50	1.50
LEX	4/4/03	WESTLAW	2.98	6.50	19.34
T	4/21/03	TELEPHONE 2526339600 3303	0.21	0.56	0.12
T	4/21/03	TELEPHONE 4043258034 3303	0.21	0.56	0.12
T	4/21/03	TELEPHONE 5594901919 3376	0.21	0.56	0.12
TEL	4/21/03	FACSIMILE	2.00	0.50	1.00
TBL	4/21/03	FACSIMILE	2.00	0.50	1.00
<b>Total Expenses</b>					<b>24.16</b>

**FLEMING COMPANIES, INC.**  
**V. DON VAN WINKLE, DON VAN WINKLE FARMERS MARKET**  
**Matter # 11420.08463**

**May 28, 2003**  
**Invoice # 190061**

<b>Total Current Fees</b>	<b>1,663.50</b>
<b>Total Current Expenses</b>	<b>24.16</b>
<b>Net Current Billing for this Matter</b>	<b><u>1,687.66</u></b>

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

FLEMING COMPANIES, INC.  
V. DON VAN WINKLE, DON VAN WINKLE FARMERS MARKET  
Matter # 11420.08463

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
BOCO	JOSEPH H. BOCK	SHAREHOLDER	245.00	2.80	686.00
CARR	KYMALA B. CARRIER	ASSOCIATE	155.00	5.40	837.00
PALM	SEPHY L. PALMERTON	LEGAL ASSISTANT	65.00	1.20	78.00
SHIN	RONALD T. SHINN, JR.	ASSOCIATE	125.00	0.50	62.50
<b>Totals</b>				<b>9.90</b>	<b>1,663.50</b>

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

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: C. B. RAGLAND ACQUISITION  
Matter# 11420.08468

**PROFESSIONAL SERVICES THROUGH 04/30/2003**

Date	Billing Initials	Hours	Description	Amount
4/2/03	ADKI	.50	TELEPHONE CONF WITH DAVID SMITH REGARDING C.B. RAGLAND SETTLEMENT (3); REVIEW CORRESPONDENCE FROM DAVID SMITH REGARDING C.B. RAGLAND (2)	77.50
<b>Totals</b>		<b>0.50</b>		<b>77.50</b>

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

**Total Current Fees** 77.50

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 77.50

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
C. B. RAGLAND ACQUISITION  
Matter # 11420.08468

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	0.50	77.50
Totals				0.50	77.50

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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: WRIGHT MANAGEMENT, INC.  
Matter# 11420.08477

PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	SALA	1.70	TELEPHONE CONFERENCE WITH J. MINSTER RE RELEASE OF OBLIGATIONS OF WRIGHT MANAGEMENT FROM FACILITY STANDBY AGREEMENT (4). DRAFT SETTLEMENT AND RELEASE FOR WRIGHT MANAGEMENT (1.2). TELEPHONE CONFERENCE WITH ATTORNEY FOR RETAILER (.1).	246.50
4/1/03	SALA	1.60	REVISE DRAFT OF RELEASE FOR WRIGHT MANAGEMENT (1.2). RESPOND TO NOVA JAMES REQUEST REGARDING AMENDING UCC FILINGS (.4).	232.00
4/4/03	SALA	.30	RESPOND TO PETE BRIDGES, RETAILER'S ATTORNEY (.2); UPDATE JEFF MINSTER AND WALLY WHITE RE POSITION OF WRIGHT MANAGEMENT (.1).	43.50
4/9/03	SALA	.30	REVISE FORM OF RELEASE FOR WRIGHT MANAGEMENT AND TRANSMIT TO PETE BRIDGES, ATTORNEY FOR RETAILER WITH REQUEST FOR COMMENTS.	43.50
4/24/03	SALA	.10	RESPOND TO INQUIRY BY KEITH KNIGHT RE STATUS OF RELEASE OF WRIGHT MANAGEMENT.	14.50
<b>Totals</b>		<b>4.00</b>		<b>580.00</b>

FLEMING COMPANIES, INC.  
WRIGHT MANAGEMENT, INC.  
Matter # 11420.08477

May 28, 2003  
Invoice # 190061

**EXPENSES**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/1/03	TELEPHONE 3347453504 2232	0.43	0.56	0.24
Total Expenses					0.24

**Total Current Fees** 580.00

**Total Current Expenses** 0.24

**Net Current Billing for this Matter** 580.24

Thank you for the opportunity to provide service to you.



FLEMING COMPANIES, INC.  
WRIGHT MANAGEMENT, INC.  
Matter # 11420.08477

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
SALA	RICHARD J. SALAMY	ASSOCIATE	145.00	4.00	580.00
Totals				4.00	580.00

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

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: BIG BUY FOODS, INC. - FSBA  
Matter# 11420.08487

PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	WEBB	.10	CANCEL ARBITRATION HEARING ARRANGEMENTS.	20.00
4/1/03	WEBB	.20	TELEPHONE CONFERENCE OPPOSING COUNSEL BLACKBURN RE STATUS.	40.00
4/1/03	WEBB	.20	HANDLE CORRESPONDENCE RE: DISCOVERY AND MOTION (.1); HANDLE DOCUMENTS PRODUCED BY BIG BUY (.1).	40.00
4/1/03	WEBB	.20	ANALYSIS RE: BANKRUPTCY/STAY ISSUES RE BANKRUPTCY FILING.	40.00
4/1/03	WEBB	.10	REVIEW MEMO FROM ROBERSON RE: NOTICE OF FILING BANKRUPTCY	20.00
4/1/03	WEBB	.30	PREPARE LETTER TO SCHERER RE BANKRUPTCY FILING AND FAX.	60.00
4/2/03	WEBB	.10	LETTER FROM SCHERER OF AAA RE SUSPENSION OF ARBITRATION	20.00
4/4/03	WEBB	1.30	ANALYSIS OF BANKRUPTCY ISSUES AFFECTING RIGHT OF RECOVERY AND COUNTERCLAIM - BANKRUPTCY STAY/JURISDICTIONAL ISSUES	260.00
4/4/03	WEBB	.10	TELEPHONE CONFERENCE MINSTER RE STAY ISSUES	20.00
4/8/03	WEBB	.10	MEMO FROM MULLINS AND TELEPHONE CONF MULLINS RE STATUS/STAY/JURISDICTIONAL ISSUES	20.00
4/8/03	WEBB	.10	TELEPHONE CONF KEITH KNIGHT OF FLEMING/GENEVA RE STATUS AND STAY AND JURISDICTIONAL ISSUES	20.00

FLEMING COMPANIES, INC.  
BIG BUY FOODS, INC. - FSBA  
Matter # 11420.08487

May 28, 2003  
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/9/03	WEBB	.90	ANALYSIS RE STAY AND JURISDICTIONAL ISSUES (INCLUDING DISAGGREGATION) AND PROCEDURE FOR RESOLVING SAME	180.00
Totals		3.70		740.00

**EXPENSES**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/1/03	TELEPHONE 9724909008 3303	0.43	0.56	0.24
TEL	4/1/03	FACSIMILE	5.00	0.50	2.50
TEL	4/3/03	FACSIMILE	3.00	0.50	1.50
T	4/8/03	TELEPHONE 3346845325 2255	1.07	0.56	0.60
Total Expenses					4.84

Total Current Fees 740.00

Total Current Expenses 4.84

Net Current Billing for this Matter 744.84

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
BIG BUY FOODS, INC. - FSBA  
Matter # 11420.08487

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
WEBB	DREW D. WEBB	SHAREHOLDER	200.00	3.70	740.00
Totals				3.70	740.00

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ATTENTION: CARLOS M. HERNANDEZ  
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POST OFFICE BOX 299013  
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: ABCO POST CLOSING REAL ESTATE MATTERS  
Matter# 11420.08505

**PROFESSIONAL SERVICES THROUGH 04/30/2003**

Date	Billing Initials	Hours	Description	Amount
4/7/03	KELLE	.20	SET UP SUBFILE; SEND MATERIAL TO CENTRAL FILING	13.00
4/7/03	KELLE	.30	SET UP SUBFILE RE: PROTEC REFRIGERATION CLAIM (.2); SET UP SUBFILE RE: EQUIPMENT BROKERS LIEN CLAIM (.1)	19.50
<b>Totals</b>		<b>0.50</b>		<b>32.50</b>

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

**Total Current Fees** **32.50**

**Total Current Expenses** **0.00**

**Net Current Billing for this Matter** **32.50**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
ABCO POST CLOSING REAL ESTATE MATTERS  
Matter # 11420.08505

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	0.50	32.50
Totals				0.50	32.50

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

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: HAMILTON, N.J.  
Matter# 11420.08507

## PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/21/03	CARR	.20	REVIEWING LETTER FROM WAKEFERN/SHOP-RITE'S LAWYERS RE: INTENT TO ENFORCE SUBPOENA	31.00
4/21/03	PRICE	.30	CONFERENCE STINER RE RULE 30(B)(6) SUBPOENA, ATTENTION TO LETTER FROM CADWALADER RE DEPOSITION	75.00
4/21/03	JDS	.30	RESEARCH WHETHER SECTION 362 AUTOMATIC STAY PROHIBITS ENFORCEMENT OF SUBPOENAS SERVED ON FLEMING PREPETITION IN CASE IN WHICH FLEMING IS NOT A PARTY	46.50
4/29/03	CARR	.10	TEL CONFERENCE DEE JEROME'S OFFICE RE: OBTAINING LAST KNOWN ADDRESS OF GARY JAMES IN RESPONSE TO SUBPOENA SERVED BY SHOP-RITE	15.50
4/30/03	CARR	.20	TELEPHONE CONFERENCE DAN KUHN (SHOP-RITE'S LAWYER) RE: RESPONSE TO SUBPOENA FOR DEPOSITION AND FOR DOCUMENTS	31.00
Totals		1.10		199.00

## EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
FEX	4/3/03	FEDERAL EXPRESS CORP. 634274544244	1.00	11.80	11.80
99	4/21/03	PACER SERVICE CENTER- INFORMATION SEARCH	40.60	1.00	40.60

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**FLEMING COMPANIES, INC.**  
**HAMILTON, N.J.**  
**Matter # 11420.08507**

**May 28, 2003**  
**Invoice # 190061**

<b>Cost Code</b>	<b>Date</b>	<b>Description</b>	<b>Quantity</b>	<b>Unit Cost</b>	<b>Amount</b>
T	4/30/03	TELEPHONE 2125045642 2310	1.07	0.56	0.60
<b>Total Expenses</b>					<b>53.00</b>

**Total Current Fees** **199.00**

**Total Current Expenses** **53.00**

**Net Current Billing for this Matter** **252.00**

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



FLEMING COMPANIES, INC.  
HAMILTON, N.J.  
Matter # 11420.08507

May 28, 2003  
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
CARR	KYMALA B. CARRIER	ASSOCIATE	155.00	0.50	77.50
JDS	JOHN D. STINER	ASSOCIATE	155.00	0.30	46.50
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	0.30	75.00
Totals				1.10	199.00

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LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: SALE OF SALEM, VA WAREHOUSE  
Matter# 11420.08509

**PROFESSIONAL SERVICES THROUGH 04/30/2003**

Date	Billing Initials	Hours	Description	Amount
4/1/03	RIGG	1.10	REVIEW AND REVISE SALEM PURCHASE/SALE CONTRACT (.8); TELEPHONE MEE RE SALEM (.1); TELEPHONE LEV RE SALEM CONTRACT (.2)	275.00
4/2/03	RIGG	2.00	DRAFT SALEM CONTRACT (.9); TELEPHONE ROANOKE TITLE COMPANY RE TITLE REQUIREMENTS (.4); TELEPHONE LEV RE SALEM (.2); TELEPHONE SALEM ESCROW AGENT (.3); DRAFTING, MEMO MEE RE CONTRACT (.2)	500.00
4/3/03	RIGG	1.50	DRAFT PURCHASE/SALE AGREEMENT FOR SALEM WAREHOUSE (.6); MEMOS MEE, LEV RE SAME (.4); REVIEW HSN-SALEM LEASE (.5)	375.00
4/4/03	RIGG	.80	CONFERENCE DOWNS RE SALEM SALE (.3); MEMO MEE (.1); CONFERENCE MEE RE SALEM CONTRACT, RIGHT OF FIRST REFUSAL (.4)	200.00
4/14/03	RIGG	1.30	TELEPHONE MEE RE SALEM (.2); REVIEW SALEM CONTRACT WITH KIN PROP (.4); CONFERENCE DOWNS RE STATUS, BANKRUPTCY ISSUES (.3); REVIEW TITLE INFORMATION ON SALEM (.4)	325.00
4/15/03	RIGG	.70	TELEPHONE MEE RE SALEM SALE (.1); REVIEW SALEM CONTRACT AND HSN LEASE (.4); MEMO MEE RE SALEM CONTRACT (.2)	175.00
4/15/03	RIGG	.60	TELEPHONE MEE RE SALEM (.2); REVIEW SALEM TITLE MATERIAL (.3); TELEPHONE MEE RE STATUS (.1)	150.00

FLEMING COMPANIES, INC.  
 SALE OF SALEM, VA WAREHOUSE  
 Matter # 11420.08509

May 28, 2003  
 Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/16/03	RIGG	1.30	TELEPHONE MEE RE SALEM STATUS (.2); CONFERENCE PRICE RE SALES CONTRACT FOR SALEM (.2); MEMO BUDAY RE BK PROCEDURE (.4); TELEPHONE DOWNS RE STATUS CONTRACT (.3); DRAFTING CONTRACT FOR SALEM (.2)	325.00
4/18/03	RIGG	.60	DRAFTING CONTRACT (.4); CONFERENCE DOWNS RE TERMS, STATUS (.2)	150.00
4/22/03	RIGG	.70	REVIEW SALEM CONTRACT (.3); CONFERENCE MEE, DOWNS RE STATUS AND ISSUES (.4)	175.00
4/25/03	RIGG	.90	TELEPHONE BUDAY RE BK PROCEDURE (.6); REVISE SALEM CONTRACT (.3)	225.00
4/30/03	RIGG	.40	TELEPHONE THAI RE HSN-SALEM LEASE (.1); TELEPHONE LAKE RE HSN-SALEM LEASE (.1); MEMO RE SALEM LEASE (.2)	100.00
<b>Totals</b>		<b>11.90</b>		<b>2,975.00</b>

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

**Total Current Fees** **2,975.00**

**Total Current Expenses** **0.00**

**Net Current Billing for this Matter** **2,975.00**

Thank you for the opportunity to provide service to you.

**FLEMING COMPANIES, INC.**  
**SALE OF SALEM, VA WAREHOUSE**  
**Matter # 11420.08509**

**May 28, 2003**  
**Invoice # 190061**

**MATTER SUMMARY PAGE**

<b>Initials</b>	<b>Timekeeper Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
<b>RIGG</b>	<b>RICHARD A. RIGGS</b>	<b>SHAREHOLDER</b>	<b>250.00</b>	<b>11.90</b>	<b>2,975.00</b>
<b>Totals</b>				<b>11.90</b>	<b>2,975.00</b>

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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: SPRINGFIELD, MO  
Matter# 11420.08510

**PROFESSIONAL SERVICES THROUGH 04/30/2003**

Date	Billing Initials	Hours	Description	Amount
4/10/03	KELLE	.70	REVIEW DOCUMENTS (.5); REQUEST SUBFILES FOR DRAFTS, CORRESPONDENCE AND ATTORNEY NOTES (.2)	45.50
4/11/03	KELLE	.30	RECEIVED SUBFILES; FILE MATERIAL	19.50
<b>Totals</b>		<b>1.00</b>		<b>65.00</b>

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

**Total Current Fees** 65.00

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 65.00

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
SPRINGFIELD, MO  
Matter # 11420.08510

May 28, 2003  
Invoice # 190061

MAINDER SUMMARY PAGE					
Initials	Timekeeper Name	Title	Rate	Hours	Amount
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	1.00	65.00
Totals				1.00	65.00

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ATTENTION: CARLOS M. HERNANDEZ  
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LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: DI GIORGIO CORPORATION (CASE NO. 2887) V.  
Matter# 11420.08547

PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	SNY	1.50	TELEPHONE CONFERENCE WITH BOB NEILL RE STATUS OF LAWSUIT (.2); PHONE MESSAGE TO BRENDAN JUDGE AND PAM MADAS RE STATUS OF LAWSUIT (.2); PHONE MESSAGES TO AND FROM GEORGE BOYLE RE STATUS (.2); E-MAIL FROM RICHARD HERRMANN RE PROCEDURES FOR NOTIFYING DI GIORGIO OF NEW CUSTOMERS IN RESTRICTED TERRITORY AND TELEPHONE CONFERENCE WITH HERRMANN (.6); CONFERENCE WITH ROBISON RE COMMISSION PAYMENTS TO DI GIORGIO (.3)	277.50
4/1/03	ROBI	.30	REVIEW FAXES RE: INJUNCTION	81.00
4/1/03	ROBI	.30	CONFERENCES YOUNG, STINER RE: INJUNCTION	81.00
4/1/03	ROBI	.40	ATTENTION TO BANKRUPTCY FILING AND NOTICE TO COURT	108.00
4/1/03	ROBI	.40	WORK ON FILE ORGANIZING DOCUMENTS RELATING TO BOND	108.00
4/1/03	BART	2.00	TELEPHONE COURT RE BANKRUPTCY (.2); PREPARE LETTER AND FAX RE BANKRUPTCY (.5); ORGANIZATION OF NEW FILES AND MATERIALS (1.3)	140.00
4/2/03	SNY	4.60	REVIEW CORRESPONDENCE TO JUDGE CAVANAUGH FROM RICHARD CATENACC RE INJUNCTION ORDER (.3); CONFERENCE WITH STINER AND ROBISON RE CATENACCI'S LETTER (.3); RESEARCH CASES CITED IN CATENACCI'S LETTER AND ADDITIONAL CASES (3.2); REVIEW JUDGE CAVANAUGH'S OPINION AND ORDER (.3); MEMORANDUM TO ROBISON RE RESEARCH (.5)	851.00

FLEMING COMPANIES, INC.  
DI GIORGIO CORPORATION (CASE NO. 2887) V.  
Matter # 11420.08547

May 28, 2003  
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/2/03	ROBI	1.10	ATTENTION TO ISSUES ARISING FROM ISSUANCE OF ORDER GRANTING INJUNCTION AFTER STAY	297.00
4/2/03	ROBI	.10	REVIEW FAXES RE: INJUNCTION	27.00
4/2/03	ROBI	.20	TELEPHONE CONFERENCE LOCAL COUNSEL	54.00
4/2/03	ROBI	.40	TELEPHONE CONFERENCES HERNANDEZ AND BIRCHETTE	108.00
4/2/03	ROBI	.20	DRAFT MEMOS RE: STAY	54.00
4/2/03	ROBI	.20	PLANNING RE: STAY AND INJUNCTION	54.00
4/2/03	JDS	1.10	REVIEW LETTER FROM DI GIORGIO TO JUDGE CAVANAUGH (0.2); TELEPHONE CONFERENCE WITH FRANK VECCHIONE, REID ROBISON AND PAMELA MADAS RE: EVENTS SURROUNDING ENTRY OF PRELIMINARY INJUNCTION BY DISTRICT COURT AFTER AUTOMATIC STAY (0.4); CONFERENCE WITH S. YOUNG RE: RESEARCH INTO CASES CITED BY DI GIORGIO (0.2); TELEPHONE CALL WITH DEBTOR'S COUNSEL RE: FACTS OF ENTRY OF PRELIMINARY INJUNCTION AFTER AUTOMATIC STAY (0.3)	170.50
4/3/03	SNY	1.00	CONFERENCE WITH ROBISON RE AUTOMATIC STAY (.2); REVIEW PHONE MESSAGE FROM CARLOS HERNANDEZ RE AUTOMATIC STAY (.2); CONFERENCE WITH STINER (.1); ADDITIONAL RESEARCH RE VIOLATION OF AUTOMATIC STAY (.5)	185.00
4/3/03	ROBI	.30	TELEPHONE CONFERENCE HERNANDEZ RE: INJUNCTION	81.00
4/3/03	ROBI	.30	TELEPHONE CONFERENCE K&E RE: BOND	81.00
4/3/03	ROBI	.20	TELEPHONE CONFERENCE HERNANDEZ RE: SALES TO BEST YET	54.00
4/3/03	ROBI	.30	TELEPHONE CONFERENCE COUNSEL FOR PRODUCE WAREHOUSE RE: INJUNCTION	81.00
4/3/03	ROBI	.30	DRAFT MEMOS RE: BOND	81.00
4/3/03	ROBI	.50	REVIEW CASES CITED BY PLAINTIFF AND OTHER CASES RE ORDER IN DEROGATION OF STAY	135.00
4/3/03	ROBI	.10	PLANNING RE: BOND	27.00
4/3/03	ROBI	.20	TELEPHONE CONFERENCE HERNANDEZ AND WYNNE RE: INJUNCTION AND BOND	54.00
4/3/03	ROBI	.30	DRAFT MEMO RE: EFFECT OF STAY	81.00



FLEMING COMPANIES, INC.  
 DI GIORGIO CORPORATION (CASE NO. 2887) V.  
 Matter # 11420.08547

May 28, 2003  
 Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/3/03	JDS	1.00	DRAFT AFFIDAVIT IN SUPPORT OF BANKRUPTCY MOTION REGARDING TIMING OF PRELIMINARY INJUNCTION (.9); MEMOS TO LOCAL COUNSEL AND DEBTOR'S COUNSEL RE: SAME (.1)	155.00
4/4/03	ROBI	.10	REVIEW LETTER RE: BOND	27.00
4/4/03	ROBI	.30	REVIEW DOCKET SHEET	81.00
4/4/03	ROBI	.30	PLANNING RE: BOND	81.00
4/4/03	JDS	.50	MEMOS TO DEBTOR'S COUNSEL RE: RESPONDING TO DI GIORGIO'S REQUEST FOR CLARIFICATION FROM JUDGE CAVANAUGH	77.50
4/4/03	BART	2.00	PREPARE FAX TO CRAIG BIRCHETTE RE: INJUNCTION ENTERED BY COURT (.2); ORGANIZATION OF NEW MATERIALS AND FILES (.8); PREPARE MATERIALS FOR BANKRUPTCY LAWYER RE INJUNCTION (1.0)	140.00
4/7/03	SNY	.80	REVIEW PHONE MESSAGE FROM BOB NEILL RE PRODUCE WAREHOUSE (.1); CONFERENCE WITH STINER AND ROBISON RE STATUS OF INJUNCTION (.2); REVIEW E-MAIL TO AND FROM HEIKO SCHULTZ AT KIRKLAND AND ELLIS, WITH COPY OF BANKRUPTCY MOTION (.5)	148.00
4/7/03	ROBI	.10	PLANNING RE: RESPONSE ON BOND	27.00
4/7/03	ROBI	.20	DRAFT MEMOS RE: BOND AND STAY	54.00
4/7/03	ROBI	.20	ATTENTION TO GETTING ORDER FAXED	54.00
4/7/03	ROBI	.20	REVIEW MEMOS RE: BOND	54.00
4/7/03	ROBI	.20	TELEPHONE CONF NEILL RE: BEST YET SALES	54.00
4/7/03	ROBI	.20	REVIEW MEMOS RE: BOND	54.00
4/7/03	ROBI	.30	DRAFT MEMOS RE: POSITION OF PRODUCE WAREHOUSE	81.00
4/7/03	JDS	.40	MEMOS TO KIRKLAND AND ELLIS RE: BANKRUPTCY MOTION REGARDING JUDGE'S ORDER FOR PRELIMINARY INJUNCTION	62.00
4/7/03	BART	2.00	PREPARE INJUNCTION MATERIALS FOR FED EX TO BANKRUPTCY COUNSEL (.4); PREPARE FAX TO BOB NEILL OF FLEMING RE: INJUNCTION(.2); LOCATE MATERIALS AND PREPARE FAXES AND EMAIL DOCUMENTS TO BANKRUPTCY COUNSEL HEIKO SCHULTZ (1.4)	140.00
4/8/03	SNY	.60	CONFERENCE WITH ROBISON RE BOND (.2); REVIEW RAITSES' CERTIFICATION RE DAMAGE TO PRODUCE WAREHOUSE (.2); E-MAIL TO HEIKO SCHULTZ RE STATUS OF STAY (.2)	111.00

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Date	Billing Initials	Hours	Description	Amount
4/8/03	ROBI	.60	REVIEW EMERGENCY PLEADINGS	162.00
4/8/03	ROBI	.20	DRAFT MEMOS RE: BANKRUPTCY ISSUES	54.00
4/8/03	ROBI	.60	DRAFT MEMO RE: SAME	162.00
4/8/03	ROBI	.40	TELEPHONE CONFERENCE MADAS RE PROPOSED HEARING	108.00
4/8/03	BART	.30	LOCATE INFORMATION AND MATERIALS FOR BANKRUPTCY COUNSEL	21.00
4/9/03	SNY	.40	REVIEW MEMORANDA FROM ROBISON RE STATUS OF STAY (.2); CONFERENCE WITH SALAMY RE BEST YET MARKETS (.2)	74.00
4/9/03	ROBI	.80	TELEPHONE CONFERENCES KIRKLAND & ELLIS RE: HEARING	216.00
4/9/03	ROBI	.20	ATTENTION TO FAX RE: HEARING	54.00
4/9/03	ROBI	.20	REVIEW FAX RE: HEARING	54.00
4/9/03	ROBI	.40	DRAFT REPORT RE: STATUS OF CASE	108.00
4/9/03	BART	.40	PREPARE FAX TO BANKRUPTCY COUNSEL RE: INJUNCTION; ORGANIZATION OF FILE MATERIALS	28.00
4/10/03	SNY	1.40	CONFERENCE WITH STINER RE BOND (.2); LEAVE MESSAGE WITH CHARLES MOONEY RE STATUS OF STAY (.1); RESEARCH RE BONDS AND APPEALS OF INJUNCTION ORDERS (.8); MEMORANDA TO ROBISON AND STINER RE BONDS AND APPEALS OF INJUNCTION ORDERS (.3)	259.00
4/10/03	JDS	.70	TELEPHONE CALL WITH BANKRUPTCY COUNSEL RE: RESULTS OF BANKRUPTCY HEARING AND STRATEGY RE: UPCOMING CONFERENCE WITH JUDGE CAVANAUGH (0.3); CONFERENCE WITH S. YOUNG RE: SAME (0.2); TELEPHONE CONFERENCE WITH R. ROBISON RE: SAME (0.2)	108.50
4/10/03	JDS	.20	EMAIL TO BANKRUPTCY COUNSEL RE: STRATEGY FOR 4/11/03 HEARING WITH JUDGE	31.00
4/10/03	JDS	.30	MEMOS TO S. YOUNG RE: HEARING WITH DISTRICT COURT JUDGE ON 4/11/03	46.50

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Date	Billing Initials	Hours	Description	Amount
4/11/03	SNY	2.70	TELEPHONE CONFERENCE WITH HEIKO SCHULTZ, RICHARD WYNNE, ERIC LIEBLER, FRANK VECCHIONE AND JOHN STNER RE BOND (.2); TELEPHONE HEARING WITH JUDGE CAVANAUGH RE BOND (.6); CONFERENCE WITH STNER RE BOND (.2); TELEPHONE CONFERENCE WITH CATHY LEWIS IN RAY SPRINKLE'S OFFICE RE INFORMATION FOR BOND (.1); LEAVE MESSAGE WITH CHARLES MOONEY RE TELEPHONE HEARING (.1); REVIEW INFORMATION RE TARGET (.7); TELEPHONE CONFERENCE WITH RAY SPRINKLE RE INFORMATION FOR BOND (.2); TELEPHONE CONFERENCE WITH DOYLE EILER RE INFORMATION FOR BOND (.2); E-MAIL TO MOONEY, EILER, SPRINKLE AND HERRMANN RE INFORMATION FOR BOND (.2); E-MAIL TO SCHULTZ RE BOND (.1); E-MAIL TO EILER RE BOND (.1)	499.50
4/11/03	ROBI	1.50	TELEPHONE CONFERENCES FLEMING RE BOND HEARING	405.00
4/11/03	ROBI	.60	PLANNING RE: SAME	162.00
4/11/03	JDS	1.00	PREPARE FOR AND PARTICIPATE IN CONFERENCE WITH DISTRICT COURT ON INJUNCTION ISSUES BY ARGUING AMOUNT OF BOND	155.00
4/11/03	BART	1.70	LOCATE INFORMATION RE ADMISSION TO 3RD CIRCUIT COURT OF APPEALS (.5); PREPARE PACKET OF 3RD CIRCUIT MATERIALS FOR COUNSEL REVIEW (.7); OBTAIN CERTIFICATES OF GOOD STANDING FROM WESTERN DISTRICT (.5)	119.00
4/11/03	FACT	.30	GET THREE CERTIFICATES OF GOOD STANDINGS	15.00
4/14/03	SNY	1.80	REVIEW PHONE MESSAGE FROM ROBISON RE BOND (.1); REVIEW CORRESPONDENCE AND DOCUMENTS FROM SPRINKLE RE SPECIALTY FOODS (.2); REVIEW CORRESPONDENCE FROM ALLEN PERLSTEIN (BEST YET MARKET'S BANKRUPTCY COUNSEL) (.2); REVIEW E-MAIL FROM CRAIG BIRCHETTE RE STATUS (.2); CONFERENCE WITH ROBISON RE BRIEF FOR BOND (.2); E-MAIL TO AND FROM RICK HERRMANN, TELEPHONE CONFERENCE WITH RICK HERRMANN, AND CORRESPONDENCE TO HERRMANN RE INFORMATION FOR BOND (.7); E-MAIL TO NICK WRIGHT RE SPECIALTY FOODS SALES (.2)	333.00
4/14/03	ROBI	.60	ATTENTION TO APPEAL AND APPEAL PLEADINGS	162.00
4/14/03	ROBI	.20	REVIEW FAX RE: APPEAL	54.00
4/14/03	ROBI	.10	TELEPHONE CONFERENCE PRODUCE WAREHOUSE COUNSEL RE: HIS LETTER	27.00

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4/14/03	ROBI	.20	CONFERENCE RE BOND	54.00
4/14/03	ROBI	.60	TELEPHONE CONFERENCE SPRINKLE AND HERRMANN RE: COMPLIANCE WITH INJUNCTION	162.00
4/14/03	ROBI	.10	REVIEW FAX RE: COMPLIANCE	27.00
4/15/03	SNY	3.70	CONFERENCE WITH ROBISON RE SPECIALTY FOODS (.2); REVIEW MEMORANDA RE NONCOMPETE AND SPECIALTY FOODS (.3); REVIEW E-MAIL FROM CATHY LEWIS RE SPECIALTY FOODS (.1); LEAVE MESSAGE WITH HEIKO SCHULTZ RE STATUS (.1); CONFERENCE WITH STINER RE INJUNCTION (.2); TELEPHONE CONFERENCE WITH PAM MADAS' OFFICE RE TRANSCRIPT (.1); PREPARE UPDATED MEMORANDUM RE INJUNCTION AND NONCOMPETE AGREEMENT REQUIREMENTS (2.0); REVIEW COURT'S ORDER RE BOND AND CORRESPONDENCE FROM BRENDAN JUDGE TO JUDGE CAVANAUGH (.3); LEAVE MESSAGE WITH JUDGE CAVANAUGH'S COURT REPORTER (.1); E- MAIL MEMORANDUM AND DOCUMENTS TO FLEMING CRAIG BIRCHETTE, RAY SPRINKLE, ETC. (.3)	684.50
4/15/03	ROBI	.20	REVIEW MEMOS RE: COMPLIANCE	54.00
4/15/03	ROBI	.20	TELEPHONE CONFERENCE PRODUCE WAREHOUSE COUNSEL RE: VIOLATION OF STAY	54.00
4/15/03	ROBI	.30	TELEPHONE CONFERENCE SPRINKLE RE: COMPLIANCE	81.00
4/15/03	ROBI	.20	TELEPHONE CONFERENCE SPRINKLE RE: COMPLIANCE	54.00
4/15/03	ROBI	.30	TELEPHONE CONFERENCES BIRCHETTE RE: COMPLIANCE	81.00
4/15/03	ROBI	.40	TELEPHONE CONFERENCE CATANACCI RE: ORDERS	108.00
4/15/03	ROBI	.20	DRAFT MEMOS RE: ORDERS	54.00
4/15/03	ROBI	.20	REVIEW PLEADINGS	54.00
4/15/03	BART	1.50	LOCATE SPECIALTY FOODS LIST AND SCAN TO ENSURE FLEMING'S COMPLIANCE WITH INJUNCTION (.3); OPEN NEW FILES (.4); LOCATE EXHIBITS TO NONCOMPETE AND SCAN (.5); ORGANIZATION OF FILE MATERIALS (.3)	105.00

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4/16/03	SNY	5.90	TELEPHONE CONFERENCE WITH BIRCHETTE, SPRINKLE, BELL, HERRMANN, LENJON, CREEELY, MOKRISKI, AND KLINE RE INJUNCTION (.7); CONFERENCE WITH ROBISON AND STINER RE INJUNCTION (.5); E-MAIL TO AND FROM RICK HERRMANN RE INJUNCTION (.4) E-MAIL TO MIKE KLEIN RE INJUNCTION (.3); REVIEW MESSAGE FROM HEIKO SCHULTZ RE STATUS (.1); TELEPHONE CONFERENCE WITH JIM CREEELY RE INJUNCTION (.2); REVIEW DOCUMENTS FROM SPRINKLE RE SPECIALTY FOODS (2.0); CORRESPONDENCE TO JIM CREEELY RE INJUNCTION (.3); WORK ON PROPOSED LETTER TO FLEMING PERSONNEL RE THE INJUNCTION (1.2); TELEPHONE CONFERENCE WITH HEIKO SCHULTZ RE STATUS (.2)	1,091.50
4/16/03	ROBI	.20	DRAFT MEMOS RE: COMPLIANCE	54.00
4/16/03	ROBI	.20	REVIEW MEMOS RE: COMPLIANCE	54.00
4/16/03	ROBI	.30	TELEPHONE CONFERENCE COUNSEL FOR BEST YET MARKET RE: VIOLATION OF STAY	81.00
4/16/03	ROBI	1.10	CONFERENCE CALL RE PLAN FOR COMPLIANCE WITH INJUNCTION AND CNC	297.00
4/16/03	ROBI	.30	TELEPHONE CONFERENCE SPRINKLE AND HERRMANN RE NEW CUSTOMER	81.00
4/16/03	ROBI	.40	ATTENTION TO SALES TO SAME	108.00
4/16/03	ROBI	.20	REVIEW 3RD CIRCUIT RULES RE MANDAMUS	54.00
4/16/03	ROBI	.50	CONSIDERING APPEAL ISSUES	135.00
4/16/03	ROBI	.60	REVIEW MEMOS RE DAMAGES TO CITE RE BOND	162.00
4/16/03	JDS	.10	MEMOS TO ROBISON RE: APPEAL AND MANDAMUS	15.50
4/16/03	JDS	1.20	CONFERENCE CALL WITH CLIENT REPS RE: INJUNCTION TO ADVISE OF NEED TO COMPLY WITH SAME TO AVOID ANY QUESTION OF CONTEMPT	186.00

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Date	Billing Initials	Hours	Description	Amount
4/17/03	SNY	5.70	REVIEW E-MAIL FROM HEIKO SCHULTZ RE APPEAL (.2); CORRESPONDENCE TO SPRINKLE, KLEIN, BARRY, CREELY AND WRIGHT RE INJUNCTION (.2); REVIEW E-MAIL FROM SPRINKLE RE BEST YET MARKET STORES (.2); MEMORANDUM TO ROBISON AND STINER RE APPEAL OF CAVANAUGH'S ORDER (2.5); TELEPHONE CONFERENCE WITH RAY SPRINKLE RE INJUNCTION (.2); TELEPHONE CONFERENCE WITH NICK WRIGHT'S OFFICE RE INJUNCTION (.2); TELEPHONE CONFERENCE WITH MIKE KLEIN RE INJUNCTION (.3); CONFERENCE CALL WITH LIEBELER, SCHULTZ, BIRCHETTE, ROBISON AND STINER RE APPEAL (.8); TELEPHONE CONFERENCE WITH JUDGE CAVANAUGH'S COURT REPORTER RE TRANSCRIPT (.1); E-MAIL TO PAM MADAS RE TRANSCRIPT (.1); E-MAIL BIRCHETTE RE STATUS (.1)	1,054.50
4/17/03	ROBI	.10	REVIEW LETTER FROM DE	27.00
4/17/03	ROBI	.30	REVIEW MEMO RE BEST YET MARKET DEBT	81.00
4/17/03	ROBI	.70	PLANNING RE APPEAL	189.00
4/17/03	ROBI	.40	DRAFT COMPLIANCE LETTER	108.00
4/17/03	ROBI	.20	CONFERENCE RE: APPEAL	54.00
4/17/03	ROBI	.50	CONFERENCE CALL RE MANDAMUS AND APPEAL	135.00
4/17/03	JDS	.80	TELEPHONE CONFERENCE WITH C. BIRCHETTE, R. ROBISON, S. YOUNG AND BANKRUPTCY COUNSEL RE: APPEAL AND MANDAMUS OF PRELIMINARY INJUNCTION (ADVISED ON ISSUES SUCH AS RES JUDICATE EFFECT OF COURT'S FACT FINDINGS)	124.00
4/18/03	ROBI	.10	REVIEW PLEADINGS RE: BOND	27.00
4/18/03	ROBI	.10	REVIEW PLEADINGS RE: BOND	27.00
4/18/03	ROBI	.20	REVIEW COMPLIANCE LETTERS	54.00
4/18/03	ROBI	1.00	ADDRESSING QUESTION RE SALES OF PRECOOKED MEAT TO TARGET	270.00

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Date	Billing Initials	Hours	Description	Amount
4/21/03	SNY	3.70	CONFERENCE WITH ROBISON RE BOND (.2); E-MAIL TO CRAIG BIRCHETTE RE FREEZER FOODS (.2); WORK ON CERTIFICATION FOR RICK HERRMANN SUPPORTING INCREASE IN BOND (1.0); CONFERENCE WITH STINER RE BOND (.2); E-MAIL TO HERRMANN RE CERTIFICATION (.2); WORK ON CERTIFICATION FOR DOYLE EILER, E-MAIL TO EILER, TELEPHONE CONFERENCE WITH EILER AND REVISE CERTIFICATION (1.2); REVIEW BANKRUPTCY FILINGS RE RELIEF FROM AUTOMATIC STAY, AND PROPOSED ORDER (.3); TELEPHONE CONFERENCE WITH RAY SPRINKLE RE FREEZER FOODS (.2); E-MAIL TO CRAIG BIRCHETTE RE FREEZER FOODS (.2)	684.50
4/21/03	ROBI	.10	REVIEW MEMOS RE: TARGET SALES	27.00
4/21/03	ROBI	.40	DRAFT AFFIDAVITS RE BONDING OF INJUNCTION	108.00
4/21/03	ROBI	.10	DRAFT MEMOS RE: TARGET SALES	27.00
4/21/03	ROBI	.70	ATTENTION TO COMPLIANCE LETTERS	189.00
4/22/03	SNY	2.30	CONFERENCE WITH ROBISON RE FREEZER FOODS (.2); REVIEW E-MAIL FROM CRAIG BIRCHETTE RE FREEZER FOODS (.1); LEAVE MESSAGE WITH BIRCHETTE RE FREEZER FOODS (.1); TELEPHONE CONFERENCE WITH RICK HERRMANN RE CERTIFICATION (.2); REVIEW EILER'S DEPOSITION FOR TESTIMONY RE CATEGORIES OF PROHIBITED PRODUCTS (.7); TELEPHONE CONFERENCE WITH CRAIG BIRCHETTE RE FREEZER FOODS (.2); E-MAIL TO TOM BARRY RE SPECIALTY FOODS (.2); CONFERENCE CALL WITH BIRCHETTE, STEVE SULLIVAN AND JACK KIMBERLAND RE FREEZER FOODS (.5); LEAVE MESSAGE WITH RAY SPRINKLE RE FREEZER FOODS (.1)	425.50
4/22/03	ROBI	.30	ATTENTION TO BUDGET FOR CASE	81.00
4/22/03	ROBI	.30	PLANNING RE RESPONSE TO NEFF LETTER	81.00
4/22/03	ROBI	.20	REVIEW FAX RE: BOND	54.00
4/23/03	SNY	7.90	REVIEW MESSAGES FROM ROBISON RE BRIEF (.2); REVIEW E-MAIL FROM RAY SPRINKLE AND FROM TOM BARRY RE SPECIALTY FOODS (.5); TWO TELEPHONE CONFERENCES WITH RICK HERRMANN RE CERTIFICATION (1.5); CONFERENCE WITH STINER RE BRIEF (.5); REVIEW HERRMANN'S REVISIONS TO CERTIFICATION (.3); REVIEW CORRESPONDENCE FROM RICHIE NEFF RE SHOP N BAG (.1); WORK ON BRIEF RE BOND (4.3); E-MAIL TO AND FROM PAM MADAS RE BRIEF (.3); TELEPHONE CONFERENCE WITH FRANK VECCHIONE RE STATUS OF BANKRUPTCY (.2)	1,461.50

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4/23/03	ROBI	.20	REVIEW PLEADINGS	54.00
4/23/03	ROBI	.20	DRAFT LETTER RE: STATUS	54.00
4/23/03	ROBI	.50	REVIEW DOCUMENTS RE SPECIALTY FOODS SALES	135.00
4/23/03	ROBI	.20	DRAFT PLEADINGS	54.00
4/23/03	ROBI	.10	REVIEW COMPLIANCE LETTERS	27.00
4/23/03	ROBI	.20	REVIEW DOCUMENTS RE: SALES OF SPECIALITY ITEMS	54.00
4/23/03	JDS	1.50	RESEARCH CASES PERTAINING TO AMOUNT OF BOND REQUIRED WITH ISSUANCE OF PRELIMINARY INJUNCTION TO ASSIST S. YOUNG IN DRAFTING BRIEF ON ISSUE BEFORE JUDGE CAVANAUGH	232.50
4/24/03	SNY	2.60	ADDITIONAL RESEARCH AND WORK ON BRIEF RE BOND (1.4); E-MAIL TO AND FROM RUSS MCREYNOLDS RE QUARTERLY COMMISSION PAYMENTS AND E-MAIL TO BIRCHETTE, MOONEY AND PRICE RE COMMISSION PAYMENTS (.5); E-MAIL TO AND FROM PAM MADAS RE BRIEF (.2); CORRESPONDENCE TO PAM MADAS AND JENNIFER MARA RE BRIEF (.2); LEAVE MESSAGE WITH RICHARD WYNNE RE COMMISSION PAYMENTS (.1); REVISE CORRESPONDENCE TO NEFF RE SHOP N BAG STORE (.2)	481.00
4/24/03	ROBI	.60	BRIEFING RE: BOND	162.00
4/24/03	ROBI	.20	DRAFT CERTIFICATION OF HERRMANN	54.00
4/24/03	ROBI	.20	DRAFT MEMOS RE: BOND	54.00
4/24/03	ROBI	.10	DRAFT RESPONSE TO NEFF LETTER	27.00
4/24/03	ROBI	.10	ATTENTION TO QUESTION RE QUARTERLY PAYMENT	27.00
4/24/03	ROBI	.10	DRAFT LETTER TO NEFF	27.00
4/24/03	JDS	.50	REVISE BRIEF REGARDING AMOUNT OF BOND POSTED BY DI GIORGIO	77.50
4/25/03	SNY	.90	TELEPHONE CONFERENCE WITH NICK WRIGHT AND JIM CREELY RE SPECIALTY FOODS (.2); E-MAIL TO MADAS RE BRIEF ON BOND (.1); E-MAIL TO AND FROM JENNIFER MARA RE BRIEF ON BOND (.2); E-MAIL FROM CRAIG BIRCHETTE RE FREEZER FOODS (.1); E-MAIL TO RAY SPRINKLE RE FREEZER FOODS (.2); REVIEW FAX FROM JENNIFER MARA RE BRIEF (.1)	166.50
4/25/03	ROBI	.20	REVIEW CERTIFICATION OF HERRMANN	54.00
4/25/03	ROBI	1.00	REVIEW TRANSCRIPT OF PRELIMINARY INJUNCTION HEARING	270.00



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4/25/03	ROBI	1.00	REVIEW TRANSCRIPT OF P.I. HEARING	270.00
4/28/03	SNY	.30	TELEPHONE CONFERENCE WITH ANDY RUNNING AT KIRKLAND AND ELLIS RE QUARTERLY COMMISSION PAYMENTS	55.50
4/28/03	SNY	.30	TELEPHONE CONFERENCE WITH RUSS MCREYNOLDS RE QUARTERLY COMMISSION PAYMENTS TO DI GIORGIO	55.50
4/28/03	SNY	1.00	RESEARCH AND WORK ON NOTICE OF APPEAL OF PRELIMINARY INJUNCTION AND RELATED ORDERS; CONFERENCE WITH STINER AND MADAS RE NOTICE OF APPEAL; REVIEW MESSAGE FROM HEIKO SCHULTZ RE APPEAL	185.00
4/28/03	SNY	.40	E-MAIL TO AND FROM RAY SPRINKLE RE PROPOSED SALES WITHIN THE RESTRICTED TERRITORY	74.00
4/28/03	SNY	.40	CONFERENCE WITH ROBISON AND REVIEW AMENDMENTS TO NONCOMPETE AGREEMENT RE QUARTERLY COMMISSION PAYMENTS'	74.00
4/28/03	SNY	.10	REVIEW SPRINKLE'S CORRESPONDENCE AND ATTACHMENTS RICHARD NEFF AT DI GIORGIO RE NEW AND DISCONTINUED SPECIALTY FOODS	18.50
4/28/03	SNY	.20	E-MAIL TO AND FROM SHIRLEY CHO AT KIRLAND AND ELLIS REGARDING PAYMENT OF MINIMUM COMMISSION TO DI GIORGIO	37.00
4/28/03	SNY	.40	E-MAILS TO STEVE KOTARBA AT KIRLAND AND ELLIS RE QUARTERLY COMMISSION PAYMENTS TO DI GIORGIO	74.00
4/28/03	SNY	1.30	E-MAIL TO AND FROM NICK WRIGHT RE SALES OF SPECIALTY FOODS WITHIN THE RESTRICTED TERRITORY (.5); WORK ON PROPOSED CORRESPONDENCE TO CUSTOMERS OF SPECIALTY FOODS (.8)	240.50
4/28/03	ROBI	.50	PLANNING RE APPEAL	135.00
4/28/03	ROBI	.20	REVIEW LETTERS AND PLEADINGS	54.00
4/28/03	ROBI	.80	ATTENTION TO COMPLIANCE ISSUES AND TO THE COMMISSION PAYMENT ISSUE	216.00
4/28/03	ROBI	.20	ATTENTION TO QUARTERLY PAYMENT ISSUE.	54.00
4/28/03	ROBI	.50	CONF YOUNG RE: COMPLIANCE ISSUES	135.00
4/28/03	ROBI	.50	PLANNING TO APPEAL	135.00
4/28/03	JDS	.20	REVIEW NOTICE OF APPEAL	31.00

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4/29/03	SNY	.10	REVIEW CORRESPONDENCE FROM RICHARD NEFF RE SPECIALTY FOODS	18.50
4/29/03	SNY	.50	REVIEW AND RESPOND TO E-MAIL FROM RAY SPRINKLE RE SPECIALTY FOODS; REVIEW EXHIBIT D TO SECOND AMENDMENT TO NONCOMPETE RE SPECIALTY FOODS	92.50
4/29/03	SNY	.30	E-MAIL TO CRAIG BIRCHETTE RE CLASSIFICATION OF FROZEN PRODUCTS FOR SALE IN THE RESTRICTED TERRITORY	55.50
4/29/03	SNY	.10	REVIEW PHONE MESSAGE FROM RAY SPRINKLE RE TELEPHONE CALL FROM RICHARD NEFF REGARDING SPECIALTY FOODS	18.50
4/29/03	SNY	.30	E-MAIL TO AND FROM NICK WRIGHT RE LETTER TO CUSTOMERS OF SPECIALTY FOODS	55.50
4/29/03	SNY	1.90	CONFERENCE WITH ROBISON AND STINER RE NOTICE OF APPEAL (.2); REVIEW ORDERS, RESEARCH RE APPEAL OF RELATED ORDERS, AND REVISE NOTICE OF APPEAL (1.4); E-MAIL TO AND FROM PAM MADAS RE NOTICE OF APPEAL (.2); E-MAIL TO HEIKO SCHULTZ RE NOTICE OF APPEAL (.1)	351.50
4/29/03	SNY	.30	REVIEW E-MAIL FROM KIRLAND AND ELLIS AND CONFERENCE WITH STINER AND ROBISON RE COMMISSION PAYMENT TO DI GIORGIO	55.50
4/29/03	ROBI	.30	DRAFT NOTICE OF APPEAL	81.00
4/29/03	ROBI	.20	REVIEW FAXES OF NEFF LETTER	54.00
4/29/03	ROBI	.50	REVIEW MEMO RE EXECUTORY CONTRACT AVOIDANCE; PLANNING RE SAME	135.00
4/29/03	ROBI	.60	ATTENTION TO MEANS OF AVOIDING CONTRACT; DRAFT MEMOS RE SAME	162.00
4/29/03	JDS	.30	CONFERENCE WITH S. YOUNG AND R. ROBISON IN ORDER TO DETERMINE WHETHER QUARTERLY PAYMENT UNDER NONCOMPETE AGREEMENT IS REQUIRED (ADVISED ON PREPETITION NATURE OF DEBT)	46.50
4/29/03	JDS	.50	MEMO TO ROBISON RE: FLEMING'S CONTINUING OBLIGATIONS UNDER NONCOMPETE AGREEMENT AND PRELIMINARY INJUNCTION DATED MARCH 31, 2003	77.50
4/30/03	SNY	.20	E-MAIL TO AND FROM NICK WRIGHT RE SALES OF SPECIALTY FOODS	37.00

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4/30/03	SNY	.10	REVIEW ORDER FOR DEPOSITING SUM OF MONEY WITH THE COURT (RE DIGIORGIO'S SECURITY FOR INJUNCTION)	18.50
4/30/03	SNY	.50	REVISE NOTICE OF APPEAL; E-MAIL TO AND FROM PAM MADAS RE NOTICE OF APPEAL; PHONE MESSAGES TO AND FROM PAM MADAS RE NOTICE OF APPEAL	92.50
4/30/03	SNY	.20	E-MAIL TO AND FROM RUSS MCREYNOLDS RE QUARTERLY COMMISSIONS	37.00
4/30/03	SNY	.50	CONFERENCE WITH STINER AND ROBISON RE NOTICE OF APPEAL; REVIEW E-MAIL FROM HEIKO SCHULTZ RE NOTICE OF APPEAL	92.50
4/30/03	SNY	.60	REVIEW AND RESPOND TO E-MAIL FROM GEOFFREY RICHARDS RE COMMISSION PAYMENTS	111.00
4/30/03	SNY	.20	CONFERENCE WITH STINER RE COMMISSION PAYMENTS	37.00
4/30/03	ROBI	.40	TELEPHONE CONFERENCES MOONEY'S OFFICE RE CONFIDENTIALITY AGREEMENT RE PROPOSED SALE OF ASSETS TO DG; REVIEW FAX OF CONFIDENTIALITY AGREEMENT	108.00
4/30/03	ROBI	.50	ATTENTION TO NOTICE OF APPEAL	135.00
4/30/03	ROBI	.20	CONFERENCE STINER RE: PRODUCE WAREHOUSE ISSUES	54.00
4/30/03	ROBI	.60	REVIEW MEMOS AND DRAFT MEMOS RE APPEAL ISSUES; PLANNING RE SAME	162.00
<b>Totals</b>		<b>116.10</b>		<b>23,212.00</b>

#### EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/1/03	TELEPHONE 9097174124 2279	0.43	0.56	0.24
T	4/1/03	TELEPHONE 9736396288 2279	0.21	0.56	0.12
T	4/1/03	TELEPHONE 9735964483 2279	0.43	0.56	0.24
T	4/1/03	TELEPHONE 9147648310 2279	0.21	0.56	0.12
T	4/1/03	TELEPHONE 9147649200 2279	0.21	0.56	0.12
T	4/1/03	TELEPHONE 9736453574 2315	0.43	0.56	0.24
T	4/1/03	TELEPHONE 9735964483 2315	0.21	0.56	0.12

FLEMING COMPANIES, INC.  
DI GIORGIO CORPORATION (CASE NO. 2887) V.  
Matter # 11420.08547

May 28, 2003  
Invoice # 190061

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/1/03	TELEPHONE 9735964483 2315	0.21	0.56	0.12
T	4/1/03	TELEPHONE 9729062322 3374	0.43	0.56	0.24
T	4/1/03	TELEPHONE 9735359217 3376	0.21	0.56	0.12
T	4/1/03	TELEPHONE 9736396288 3376	0.43	0.56	0.24
T	4/1/03	TELEPHONE 9735359217 3376	0.43	0.56	0.24
T	4/1/03	TELEPHONE 9735350500 2279	0.43	0.56	0.24
M	4/1/03	TRAVEL MEALS	1.00	38.34	38.34
TEL	4/1/03	FACSIMILE	4.00	0.50	2.00
TVL	4/1/03	TRAVEL	1.00	149.01	149.01
T	4/2/03	TELEPHONE 9735964483 2315	0.43	0.56	0.24
T	4/2/03	TELEPHONE 9735964483 2315	0.43	0.56	0.24
T	4/2/03	TELEPHONE 9729062322 3283	0.21	0.56	0.12
T	4/2/03	TELEPHONE 9729062322 3283	0.43	0.56	0.24
T	4/2/03	TELEPHONE 9729062322 3283	0.21	0.56	0.12
TEL	4/3/03	FACSIMILE	24.00	0.50	12.00
T	4/3/03	TELEPHONE 2136808500 3715	1.71	0.56	0.96
T	4/3/03	TELEPHONE 9729068662 2260	0.21	0.56	0.12
T	4/3/03	TELEPHONE 2136808412 2315	0.64	0.56	0.36
T	4/3/03	TELEPHONE 2136808412 2315	0.64	0.56	0.36
T	4/7/03	TELEPHONE 2136808500 3374	1.93	0.56	1.08
T	4/7/03	TELEPHONE 9147648310 3376	0.86	0.56	0.48
T	4/7/03	TELEPHONE 2136808500 3376	2.36	0.56	1.32
TEL	4/7/03	FACSIMILE	19.00	0.50	9.50
TEL	4/7/03	FACSIMILE	29.00	0.50	14.50
TEL	4/7/03	FACSIMILE	19.00	0.50	9.50
T	4/7/03	TELEPHONE 2136808500 3376	1.93	0.56	1.08
TEL	4/7/03	FACSIMILE	13.00	0.50	6.50
FEX	4/7/03	FEDERAL EXPRESS CORP. 634274544483	1.00	40.80	40.80
TEL	4/8/03	FACSIMILE	6.00	0.50	3.00
T	4/9/03	TELEPHONE 2136808492 2260	0.21	0.56	0.12
T	4/9/03	TELEPHONE 2136808500 3303	0.64	0.56	0.36
TEL	4/9/03	FACSIMILE	6.00	0.50	3.00
T	4/10/03	TELEPHONE 9729062181 2279	0.43	0.56	0.24
T	4/10/03	TELEPHONE 3022862235 2279	0.21	0.56	0.12
FIL	4/11/03	CERTIFICATES OF GOOD STANDING -- U.S. DISTRICT COURT CLERK	1.00	45.00	45.00
T	4/11/03	TELEPHONE 3022862215 2279	0.64	0.56	0.36
T	4/11/03	TELEPHONE 8667790773 2315	0.21	0.56	0.12
T	4/11/03	TELEPHONE 9729062181 2279	0.64	0.56	0.36

FLEMING COMPANIES, INC.  
DI GIORGIO CORPORATION (CASE NO. 2887) V.  
Matter # 11420.08547

May 28, 2003  
Invoice # 190061

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/11/03	TELEPHONE 9729068504 2279	0.21	0.56	0.12
T	4/11/03	TELEPHONE 9729068687 2279	0.64	0.56	0.36
T	4/11/03	TELEPHONE 8667790773 2315	0.21	0.56	0.12
T	4/14/03	TELEPHONE 3022862235 2279	0.43	0.56	0.24
T	4/14/03	TELEPHONE 3022862209 3376	0.21	0.56	0.12
C	4/14/03	COPIES - MEMO	20.00	0.15	3.00
T	4/14/03	TELEPHONE 5164796300 2260	0.21	0.56	0.12
TEL	4/14/03	FACSIMILE	2.00	0.50	1.00
TEL	4/14/03	FACSIMILE	8.00	0.50	4.00
T	4/15/03	TELEPHONE 5164796300 2260	0.43	0.56	0.24
T	4/15/03	TELEPHONE 9735350500 2260	2.57	0.56	1.44
T	4/15/03	TELEPHONE 9729062180 2260	0.64	0.56	0.36
T	4/15/03	TELEPHONE 2136808492 2279	0.43	0.56	0.24
T	4/15/03	TELEPHONE 9736452978 2279	0.43	0.56	0.24
C	4/15/03	COPIES - MEMO	150.00	0.15	22.50
T	4/15/03	TELEPHONE 9735964483 2279	0.64	0.56	0.36
T	4/16/03	TELEPHONE 6105647415 2279	2.14	0.56	1.20
T	4/16/03	TELEPHONE 2136808400 2260	0.64	0.56	0.36
T	4/16/03	TELEPHONE 9732286909 2279	0.21	0.56	0.12
T	4/16/03	TELEPHONE 9732286909 2279	0.21	0.56	0.12
T	4/16/03	TELEPHONE 2136808492 2279	4.50	0.56	2.52
T	4/16/03	TELEPHONE 5164796300 2260	0.43	0.56	0.24
FEX	4/16/03	FEDERAL EXPRESS CORP. 634274545928	1.00	29.91	29.91
FEX	4/17/03	FEDERAL EXPRESS CORP. 634274546225	1.00	11.91	11.91
FEX	4/17/03	FEDERAL EXPRESS CORP. 634274546247	1.00	11.91	11.91
FEX	4/17/03	FEDERAL EXPRESS CORP. 634274546214	1.00	11.91	11.91
FEX	4/17/03	FEDERAL EXPRESS CORP. 634274546236	1.00	11.91	11.91
FEX	4/17/03	FEDERAL EXPRESS CORP. 634274546203	1.00	11.91	11.91
T	4/17/03	TELEPHONE 6107688246 2279	0.43	0.56	0.24
T	4/17/03	TELEPHONE 9732286909 2279	0.43	0.56	0.24
T	4/17/03	TELEPHONE 8149475424 2279	1.07	0.56	0.60
T	4/17/03	TELEPHONE 3022862215 2279	0.64	0.56	0.36
T	4/17/03	TELEPHONE 9729062322 3283	0.64	0.56	0.36
TEL	4/17/03	FACSIMILE	8.00	0.50	4.00
TEL	4/18/03	FACSIMILE	17.00	0.50	8.50
T	4/21/03	TELEPHONE 4844103745 2279	0.43	0.56	0.24
T	4/22/03	TELEPHONE 3022862215 2279	0.86	0.56	0.48
T	4/22/03	TELEPHONE 9729062322 3347	0.21	0.56	0.12
T	4/22/03	TELEPHONE 9729062180 2279	0.64	0.56	0.36

FLEMING COMPANIES, INC.  
DI GIORGIO CORPORATION (CASE NO. 2887) V.  
Matter # 11420.08547

May 28, 2003  
Invoice # 190061

Cost Code	Date	Description	Quantity	Unit Cost	Amount
TEL	4/22/03	FACSIMILE	2.00	0.50	1.00
T	4/22/03	TELEPHONE 9729068687 2279	0.21	0.56	0.12
TEL	4/22/03	FACSIMILE	2.00	0.50	1.00
T	4/23/03	TELEPHONE 3022862235 2279	4.07	0.56	2.28
T	4/23/03	TELEPHONE 3022862235 2279	3.64	0.56	2.04
T	4/24/03	TELEPHONE 2136808400 2279	0.64	0.56	0.36
FEX	4/24/03	FEDERAL EXPRESS CORP. 634274547107	1.00	11.91	11.91
TEL	4/25/03	FACSIMILE	40.00	0.50	20.00
TEL	4/25/03	FACSIMILE	2.00	0.50	1.00
TEL	4/28/03	FACSIMILE	3.00	0.50	1.50
T	4/28/03	TELEPHONE 3128612412 2279	0.21	0.56	0.12
TEL	4/28/03	FACSIMILE	3.00	0.50	1.50
T	4/29/03	TELEPHONE 3128612131 2315	0.64	0.56	0.36
T	4/30/03	TELEPHONE 2136808492 2315	1.93	0.56	1.08
T	4/30/03	TELEPHONE 9735964483 2279	0.43	0.56	0.24
T	4/30/03	TELEPHONE 9729068662 2260	0.21	0.56	0.12
T	4/30/03	TELEPHONE 9729062182 2260	0.86	0.56	0.48
T	4/30/03	TELEPHONE 9729068662 2260	0.43	0.56	0.24
Total Expenses					533.28

Total Current Fees 23,212.00

Total Current Expenses 533.28

Net Current Billing for this Matter 23,745.28

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
DI GIORGIO CORPORATION (CASE NO. 2887) V.  
Matter # 11420.08547

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
BART	NANCY BARTON	LEGAL ASSISTANT	70.00	9.90	693.00
FACT	TERRI FACTOR	LEGAL ASSISTANT	50.00	0.30	15.00
JDS	JOHN D. STINER	ASSOCIATE	155.00	10.30	1,596.50
ROBI	REID E. ROBISON	SHAREHOLDER	270.00	37.90	10,233.00
SNY	SHERYL NEWBERRY YOUNG	SHAREHOLDER	185.00	57.70	10,674.50
Totals				116.10	23,212.00

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POST OFFICE BOX 299013  
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: WEATHERFORD SUPER SAVE, INC.  
Matter# 11420.08552

**PROFESSIONAL SERVICES THROUGH 04/30/2003**

Date	Billing Initials	Hours	Description	Amount
4/10/03	KELLE	.50	MAKE REVISIONS TO TABLE OF CONTENTS (.4), PREPARE FOR DEAL BOOK (.1)	32.50
Totals		0.50		32.50

Cost Code	Date	Description	Quantity	Unit Cost	Amount
Total Expenses					0.00

**Total Current Fees** 32.50

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 32.50

Thank you for the opportunity to provide service to you.



FLEMING COMPANIES, INC.  
WEATHERFORD SUPER SAVE, INC.  
Matter # 11420.08552

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	0.50	32.50
Totals				0.50	32.50

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LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: CAROLINA TURKEYS V.  
Matter# 11420.08561

## PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	CARR	.30	CORRESPONDENCE BENNETT ABBOTT RE: AUTOMATIC STAY	46.50
4/18/03	PETE	.50	CONFERENCE WITH CARRIER RE: CAROLINA TURKEYS LITIGATION (.1); REVIEW PLEADINGS AND PREPARE SUGGESTION OF BANKRUPTCY (.3); INSTRUCTIONS RE: FILING SERVICE ON COUNSEL OF RECORD (.1)	40.00
4/18/03	FACT	.30	FILE SUGGESTION OF BANKRUPTCY AND MAIL TO CERTIFICATE OF SERVICE	15.00
<b>Totals</b>		<b>1.10</b>		<b>101.50</b>

## EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
TEL	4/1/03	FACSIMILE	2.00	0.50	1.00
		<b>Total Expenses</b>			<b>1.00</b>

**FLEMING COMPANIES, INC.**  
**CAROLINA TURKEYS V.**  
**Matter # 11420.08561**

**May 28, 2003**  
**Invoice # 190061**

<b>Total Current Fees</b>	<b>101.50</b>
<b>Total Current Expenses</b>	<b>1.00</b>
<b>Net Current Billing for this Matter</b>	<b><u>102.50</u></b>

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

FLEMING COMPANIES, INC.  
CAROLINA TURKEYS V.  
Matter # 11420.08561

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
CARR	KYMALA B. CARRIER	ASSOCIATE	155.00	0.30	46.50
FACT	TERRI FACTOR	LEGAL ASSISTANT	50.00	0.30	15.00
PETE	DIANNA PETERS	LEGAL ASSISTANT	80.00	0.50	40.00
Totals				1.10	101.50

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May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: LAURA L. WEST V.  
Matter# 11420.08564

## PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	LIBRAR	.30	RESEARCH FOR JRW - LEXIS CASE	27.00
4/7/03	MCHA	.30	PREPARATION OF LETTER TO COURT REPORTER RE: CANCELLATION OF DEPOSITION	19.50
4/9/03	MCHA	.20	TELEPHONE CALL TO COURT REPORTER IN TALLAHASSEE RE: CONFIRMATION OF DEPOSITION CANCELLATION	13.00
4/9/03	MCHA	.20	TELEPHONE CALL FROM COURT REPORTER IN TALLAHASSEE RE: CONFIRMATION OF DEPOSITION CANCELLATION	13.00
4/11/03	MCHA	.20	TELEPHONE CALL TO COURT REPORTER IN MO RE: NO COPIES OF DEPOSITIONS	13.00
4/11/03	MCHA	.20	TELEPHONE CALL FROM COURT REPORTER RE: COPIES OF DEPOSITIONS ON HOLD	13.00
Totals		1.40		98.50

## EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
M	4/1/03	TRAVEL MEALS	1.00	27.40	27.40
TVL	4/1/03	TRAVEL	1.00	-50.45	-50.45
TVL	4/8/03	TRAVEL	1.00	771.07	771.07
T	4/11/03	TELEPHONE 8169416409 2388	0.43	0.56	0.24

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**FLEMING COMPANIES, INC.**  
**LAURA L. WEST V.**  
**Matter # 11420.08564**

**May 28, 2003**  
**Invoice # 190061**

<b>Cost Code</b>	<b>Date</b>	<b>Description</b>	<b>Quantity</b>	<b>Unit Cost</b>	<b>Amount</b>
TVL	4/24/03	TRAVEL - SW AIRLINES	1.00	482.00	482.00
<b>Total Expenses</b>					<b>1,230.26</b>

**Total Current Fees** **98.50**

**Total Current Expenses** **1,230.26**

**Net Current Billing for this Matter** **1,328.76**

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

FLEMING COMPANIES, INC.  
LAURA L. WEST V.  
Matter # 11420.08564

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
LIBRAR	PATSY A. TROTTER	LEGAL ASSISTANT	90.00	0.30	27.00
MCHA	CYNTHIA MCHALE	LEGAL ASSISTANT	65.00	1.10	71.50
Totals				1.40	98.50

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LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: CORE-MARK INTERNATIONAL, INC. NON-BARGAINING EMPLOYEES PENSION  
Matter# 11420.08569

**PROFESSIONAL SERVICES THROUGH 4/30/2003**

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
<b>Totals</b>		<b>0.80</b>		<b>168.00</b>

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

**Total Current Fees** 168.00

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 168.00

Thank you for the opportunity to provide service to you.



FLEMING COMPANIES, INC.  
CORE-MARK INTERNATIONAL, INC. NON-BARGAINING EMPLOYEES PENSION  
Matter # 11420.08569

May 28, 2003  
Invoice # 190061

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
PRIN	JAMES C. PRINCE	OF COUNSEL	210.00	0.80	168.00
Totals				0.80	168.00

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ATTENTION: CARLOS M. HERNANDEZ  
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LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: RAINBOW FOODS SALE  
Matter# 11420.08573

**PROFESSIONAL SERVICES THROUGH 04/30/2003**

Date	Billing Initials	Hours	Description	Amount
4/1/03	HUFF	1.80	WORK ON DRAFT OF HSR AND RELATED DOCUMENTS.	432.00
4/1/03	PRICE	.80	TELEPHONE CONFERENCE HAWK, KIRSTEN, MORGAN STANLEY RE ROUNDY'S DEAL	200.00
4/1/03	RIGG	1.80	REVIEW DILIGENCE REQUESTS (.7); REVIEW PRIOR DRAFT CONTRACT (.5); CONFERENCE CALL RICHESSON, HAWK ET AL RE STRATEGY, ISSUES, DRAFTING (.6)	450.00
4/2/03	HUFF	1.10	REVIEW MEMO FROM EATON RE DOCUMENTATION FOR AND WORK ON HSR FILING FOR ROUNDY'S.	264.00
4/2/03	HUFF	1.90	RESEARCH AND ANALYSIS RE RAINBOW STORES TRANSACTION, STORE EXHIBIT AND ASSET PURCHASE CONTRACT.	456.00
4/2/03	HUFF	2.10	REVIEW MEMO FROM PRICE RE HSR DATA AND CONTACT WITH RICH HAWK RE SAME AS WELL AS DOCUMENTS NEEDED AND ANALYSIS.	504.00
4/2/03	PRICE	1.50	TELEPHONE KIRSTEN, RICH HAWK, GARRETT VAN OSDELL RE PROCESS ISSUES (.7), ATTENTION TO FURR'S CONTRACT (.8)	375.00
4/2/03	PRICE	.60	CONFERENCE HUFFMAN RE HSR (.3), CONFERENCE HYDE RE PBGC AND PENSION PLAN ISSUES (.3)	150.00
4/2/03	RIGG	1.30	CONFERENCE PRICE, SALAMY RE CONTRACT (.3); REVIEW CONTRACT RE POSSIBLE REVISIONS IN LIGHT OF BANKRUPTCY (1.0)	325.00
4/3/03	HUFF	.90	REVIEW ASSET PURCHASE AGREEMENT WITH ROUNDY'S.	216.00

FLEMING COMPANIES, INC.  
 RAINBOW FOODS SALE  
 Matter # 11420.08573

May 28, 2003  
 Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/3/03	HUFF	2.40	WORK ON ROUNDY'S/ FLEMING HSR FILING, DATA ETC.	576.00
4/3/03	PRICE	3.00	ATTENTION TO WILLIS STEIN DILIGENCE LIST (1.0), TELEPHONE HAWK (.3), EMAIL TO RICK WYNNE (.1), WORK ON APA (1.6)	750.00
4/3/03	RIGG	.80	REVIEW PRIOR DRAFT (.5); REVIEW REQUESTS FROM HAWK (.3)	200.00
4/3/03	SALA	.20	REVIEW DILIGENCE REQUEST FROM ROUNDY'S IN ORDER TO PREPARE RESPONSE.	29.00
4/4/03	HUFF	2.10	WORK ON TRANSACTION WITH ROUNDY'S, ASSET PURCHASE AGREEMENT.	504.00
4/4/03	PRICE	.30	TELEPHONE RICK WYNNE RE BANKRUPTCY APPROVAL AND SALE PROCESS	75.00
4/4/03	RIGG	.80	REVIEW DILIGENCE REQUESTS (.5); CONFERENCE PRICE RE REQUESTS (.3)	200.00
4/7/03	HUFF	2.80	REVIEW MEMO FROM BESCH AND WORK ON DRAFT OF HSR FILING.	672.00
4/7/03	PRICE	5.00	REVISE ASSET PURCHASE AGREEMENT (3.6), TELEPHONE MAZER, CONNER (.2); CONFERENCE SALAMY RE REVISED SCHEDULES (.4), ATTENTION TO APA (.5), EMAIL TO FLEMING PARTIES WITH COMMENTS REGARDING BANKRUPTCY ISSUES (.3)	1,250.00
4/7/03	SALA	1.90	RECEIVE INSTRUCTION WITH LOUIS PRICE REGARDING REVISIONS TO SCHEDULES (.4). REVIEW SEC. 365(F) FOR PURPOSES OF REVISING SCHEDULES (.3). REVISE SCHEDULES (1.0). TRANSMIT DRAFT OF SCHEDULES TO KIRKLAND ELLIS (.2).	275.50
4/8/03	HUFF	1.90	WORK ON PREPARATIONS FOR HSR FILING.	456.00
4/8/03	PRICE	.90	TELEPHONE JON MAZER RE STATUS (.2), TELEPHONE JOHN EMANUEL RE AGREEMENT (.5), TELEPHONE LAURA JONES RE CURRENT DRAFT (.2)	225.00
4/9/03	HUFF	1.80	WORK ON DATA AND FILING INFORMATION FOR ROUNDY'S TRANSACTION AND FTC HSR FILING.	432.00
4/9/03	PRICE	2.30	TELEPHONE STEVE CONNER, JON MAZER RE STATUS OF DRAFTS (1.8); TELEPHONE SCOTT MCFARLAND RE APA, BANKRUPTCY SALE PROCEDURE, MECHANICS (.5)	575.00
4/10/03	HUFF	.90	WORK ON HSR FILING DRAFT.	216.00
4/10/03	HYDE	.60	REVIEW CONTRACT	168.00
4/10/03	HYDE	1.20	REVIEW AGREEMENT	336.00

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4/10/03	PRICE	2.50	REVIEW REVISED DRAFT OF APA	625.00
4/10/03	PRICE	.50	TELEPHONE SCOTTA, IRA RE COMMENTS AND BANKRUPTCY ISSUES	125.00
4/10/03	SALA	1.70	REVIEW REVISED PURCHASE AGREEMENT FOR ROUNDY'S TO ENSURE SCHEDULES ACCURATE (1.5) UPDATE LOUIS PRICE RE SCHEDULES (2).	246.50
4/10/03	SALA	1.60	REVIEW REVISED PURCHASE AGREEMENT FOR ROUNDY'S TO ENSURE SCHEDULES ACCURATE.	232.00
4/10/03	MCWI	.70	ORGANIZE CORRESPONDENCE, NOTES, AND DRAFTS FOR FILES FOR R. SALAMY.	49.00
4/11/03	HUFF	2.30	WORK ON PREPARATION OF HSR FILING AND RELATED ISSUES, ASSET PURCHASE AGREEMENT, DOCUMENTS.	552.00
4/11/03	HYDE	1.00	REVIEW ASSET/SALE AGREEMENT	280.00
4/11/03	PRICE	.80	TELEPHONE KIRSTEN, RICH RE COMMENTS ON ROUNDY'S DRAFT, STATUS OF ALTERNATIVE OFFERS	200.00
4/11/03	SALA	3.90	REVIEW AND REVISE MARKED DRAFT OF PURCHASE AGREEMENT FOR ROUNDY'S.	565.50
4/11/03	SALA	1.60	REVISE PURCHASE AGREEMENT FOR ROUNDY'S PER REQUEST OF LOUIS PRICE.	232.00
4/13/03	PRICE	1.50	CONTINUE REVIEW OF REVISED APA DRAFT	375.00
4/14/03	HUFF	2.10	WORK ON FILING FOR FTC RE SALE TO ROUNDY'S.	504.00
4/14/03	HYDE	2.80	REVIEW CONTRACT(1.1); DRAFT MEMO (.7); CONFERENCE WITH PRICE RE: CONTRACT (1.0)	784.00
4/14/03	HYDE	.50	REVIEW CONTRACT FOR SALE OF ASSETS	140.00
4/14/03	PRICE	8.70	CONFERENCE RIGGS (.3), TELEPHONE RICH HAWK, STEPHEN CONNER (.4), TELEPHONE DUDLEY HYDE (.3) ALL RE REVISED DRAFT OF APA, POTENTIAL DISCUSSIONS WITH ALTERNATIVE BUYER AND DEAL PROTECTION ISSUES; REVISE CONTRACT (5.0); TELEPHONE IRA KHARASCH, PREPARE LIST OF CONTRACT COMMENTS (2.0); TELEPHONE STEVE CONNER RE COMMENT LIST (.3); CONFERENCE SALAMY RE INCORPORATION OF ROUNDY'S COMMENTS INTO DRAFT APA (.4)	2,175.00
4/14/03	RIGG	2.50	CONFERENCE PRICE, HAWK, CONNER RE STRATEGIES, COMMENTS (.9); CONFERENCE PRICE RE RESPONSE TO ROUNDY CONTRACT (.4); REVIEW DRAFT CONTRACT (1.2)	625.00

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4/14/03	SALA	3.40	REVISE DRAFT OF PURCHASE AGREEMENT FOR ROUNDY'S (3.0). REVIEW REVISIONS WITH LOUIS PRICE AND RICK RIGGS (.4).	493.00
4/14/03	WOOD	1.40	REVIEW AND COMMENT ON EMPLOYEE SECTIONS OF RAINBOW AGREEMENT PER PRICE'S REQUEST	322.00
4/15/03	HUFF	1.90	WORK ON HART SCOTT FILING.	456.00
4/15/03	HUFF	1.30	DRAFTING, EDITING HSR FILING FOR SALE TO ROUNDYS.	312.00
4/15/03	HYDE	1.30	CONFERENCE WITH LOUIS PRICE AND RICK RIGGS RE CONTRACT (.6); CONFERENCE WITH PRICE AND JOHN EMANUEL (.7)	364.00
4/15/03	PRICE	13.90	WORK ON DRAFT APA (5.2), VARIOUS TELEPHONE CONFERENCE MORGAN STANLEY RE EMPLOYEE MATTERS (2.0), TELEPHONE JOHN EMANUEL RE ROUNDY'S (.8), TELEPHONE CLIENT RE ALTERNATIVE OFFERS (.3), DRAFTING REVISED CONTRACT (3.4), TELEPHONE KIRSTEN RICHESSON AND RICH HAWK RE CONTRACT COMMENTS (1.2), CONFERENCE SALAMY AND RIGGS RE CONTRACT DRAFTING (.6); TELEPHONE KHARASCH RE BANKRUPTCY ISSUES, BID PROCEDURES, AUCTION, QUALIFIED BIDDER REQUIREMENTS (.5)	3,475.00
4/15/03	RIGG	11.90	DRAFTING CONTRACT (2.1); REVIEW BUYER'S COMMENTS (1.4); CONFERENCE PRICE RE CONTRACT AND DRAFTING LANGUAGE FOR CONTRACT (.6); CONFERENCE PRICE, RICHESSON, HAWK RE CONTRACT, DRAFTING, BANKRUPTCY ISSUES, CLOSING, REPRESENTATIONS (2.4); DRAFTING CONTRACT LANGUAGE (1.7); CONFERENCE RICHESSON, HAWK RE ISSUES IN CONTRACT, STRATEGIES (.8); REVIEW MATERIAL FROM KHARASCH (.4); DRAFTING LANGUAGE FOR CONTRACT (2.5)	2,975.00
4/15/03	SALA	14.00	REVISE PURCHASE AGREEMENT FOR ROUNDY'S PER INSTRUCTION OF RICK RIGGS AND LOUISE PRICE (10.0); REVIEW CHANGES WITH RICK RIGGS AND LOUIS PRICE (2.0); TELEPHONE CONFERENCE WITH KIRSTEN RICHESSON, RICH HAWK, LOUIS PRICE AND RICK RIGGS TO DISCUSS REVISIONS AND FLEMING'S POSITION ON POSSIBLE DIFFICULT AREAS IN NEGOTIATIONS WITH ROUNDY'S (2.0).	2,030.00
4/16/03	HUFF	2.40	WORK ON PREPARATION OF HSR FILING AND ISSUES RE: SAME.	576.00

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4/16/03	PRICE	8.80	WORK ON REVISED DRAFT OF APA (2.2), PARTICIPATE IN EXCESS ASSETS DISPOSITION CALL (1.2), TELEPHONE CONFERENCE JOHN EMANUEL, JENNER BLOCK RE MECHANICS, DUE DILIGENCE, PROCEDURES, SCHEDULING (1.8); CONTINUE WORKING ON APA DRAFT(3.0), CONFERENCE RIGGS, SALAMY RE DRAFT (.6)	2,200.00
4/16/03	RIGG	7.40	DRAFTING CONTRACT (1.3); CONFERENCE PRICE, RICHESSON, HAWK RE ISSUES, CONTRACT (.8); TELEPHONE EMANUEL RE: OPEN ISSUES(.4); DRAFTING CONTRACT (2.7); TELEPHONE RICHESSON, HAWK (.6); REVIEW AND REVISE DRAFT (1.1); MEMO EMANUEL (.5)	1,850.00
4/16/03	SALA	12.00	FURTHER REVISIONS TO PURCHASE AGREEMENT FOR ROUNDY'S FOLLOWING CONFERENCE WITH KIRSTEN RICHESSON AND RICH HAWK (10.5); DISCUSS PROVISIONS OF PURCHASE AGREEMENT RELATING TO EMPLOYEE BENEFITS WITH JIM PRINCE (1.0); REVIEW EMPLOY BENEFITS PROVISION TO ENSURE FLEMING'S INTEREST PROTECTED (.5).	1,740.00
4/17/03	HUFF	.90	WORK ON DRAFT OF FILING FOR FTC.	216.00
4/17/03	HUFF	.80	RESEARCH AND ANALYSIS RE HSR AND DOCUMENTS, EXHIBITS.	192.00
4/17/03	PRICE	.30	CONFERENCE RIGGS RE DILIGENCE MATTERS, UCC SEARCHES,	75.00
4/17/03	RIGG	3.20	DRAFT CONTRACT LANGUAGE (.9); CONFERENCE PRICE, SALAMY RE FINALIZING CONTRACT (.5); CONFERENCE HAWK, RICHESSON RE ISSUES, CONTRACT LANGUAGE (.9); DRAFT CONTRACT LANGUAGE (.6); CONFERENCE SALAMY RE SCHEDULES, ISSUES FOR ATTENTION (.3)	800.00
4/17/03	SALA	.50	REQUEST INFO FROM BRIAN LAKE AND RICH HAWK (.2). INSTRUCT STAN KELLEY RE UCC SEARCHES FOR RAINBOW AND FLEMING IN NEVADA, MINNESOTA, OKLAHOMA, AND WISCONSIN (.3).	72.50
4/17/03	MCWI	.20	ORGANIZE DRAFTS AND REQUEST NEW FILE FOR R. SALAMY.	14.00
4/17/03	KELLE	.60	TELEPHONE WITH RICHARD SALAMY (.2); BEGIN UCC SEARCHES ON RAINBOW FOOD GROUP, INC., FLEMING COMPANIES, INC. (.3); DISCUSS WITH RICHARD SALAMY (.1)	39.00
4/18/03	HUFF	1.90	WORK ON HSR FILING FOR ROUNDY'S TRANSACTION AND COORDINATION OF DATA, INFORMATION, 4(C) DOCUMENTS, TIMING ETC.	456.00

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4/18/03	PRIN	.60	TELEPHONE CONFERENCE WITH JOHN EMMANUEL REGARDING ASSUMPTION OF UNION CONTRACTS BY ROUNDY'S (4). OFFICE CONFERENCES WITH RICHARD SALAMY AND RICK RIGGS (2).	126.00
4/18/03	RIGG	3.10	CONFERENCE PRICE RE STRATEGY (3); TELEPHONE CONNER RE BIDS (4); TELEPHONE EMMANUEL OFFICE RE REAL ESTATE MATTERS (4); CONFERENCE PRICE RE ALPHA CONTRACT (3); CONFERENCE HAWK, CONNER RE ALPHA CONTRACT, ISSUES (7); TELEPHONE CONNER (4); TELEPHONE PRICE, HAWK RE STATUS, STRATEGY (6)	775.00
4/18/03	SALA	5.00	CONFERENCE WITH RICK RIGGS RE PROPOSED DRAFT OF PURCHASE AGREEMENT FOR NEW BUYER (4). REVIEW LETTER OF INTENT FOR NEW BUYER (5); CREATE A NEW DRAFT OF PURCHASE AGREEMENT FOR NEW BUYER (4.1).	725.00
4/18/03	KELLE	.90	ORDER UCC SEARCH FROM CT ON RAINBOW FOOD GROUP, INC. AND FLEMING COMPANIES, INC. IN MINNESOTA, NEVADA, OKLAHOMA AND WISCONSIN (4); TELEPHONE CONFERENCE WITH CT RE: CERTIFIED SEARCH (3); E-MAIL TO RICHARD SALAMY RE: FIXTURE FILINGS (2)	58.50
4/20/03	SALA	2.50	TELEPHONE CONFERENCE WITH RICK HAWK RE LETTER OF INTENT FROM NEW BUYER (3); REVISE PURCHASE AGREEMENT FOR NEW BUYER (2.2).	362.50
4/21/03	HUFF	.90	MEMO TO EATON RE ROUNDY'S MATTER, HSR, DATA NEEDED.	216.00
4/21/03	PRICE	5.80	CONFERENCE STEPHANIE CHAPMAN RE WORK ON DEAL (4), CONFERENCE SALAMY RE STATUS OF SCHEDULES (4), TELEPHONE CONFERENCE CLIENT, ROUNDY'S, WILLIS STEIN, MORGAN STANLEY RE OPEN DEAL POINTS (2.9); TELEPHONE CONFERENCE CLIENT RE OPEN DEAL POINTS AND PREPARE FOR CALL WITH PROSPECTIVE BUYER (2.1)	1,450.00
4/21/03	PRIN	.90	PARTICIPATE IN CONFERENCE CALL WITH PARTIES REGARDING ROUNDY'S TRANSACTION.	189.00
4/21/03	RIGG	6.10	CONFERENCE PRICE, SALAMY RE CONTACT, DILIGENCE ISSUES (9); CONFERENCE CALL MORGAN STANLEY, ROUNDY'S AND FLEMING RE CONTRACT ISSUES, NEGOTIATIONS (2.1); CONFERENCE CALL HAWK AND RICHESON RE ISSUES (1.4); REVIEW NOTES AND CONFERENCE CALL ROUNDY'S, MORGAN STANLEY AND FLEMING (1.1); WORK ON CONTRACT LANGUAGE (6)	1,525.00

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4/21/03	SALA	4.90	REVISE DRAFT OF PURCHASE AGREEMENT FOR PROSPECTIVE BUYER (3.5); DISCUSS KIRSTEN RICHESSON, RICH HAWK, LOUIS PRICE, RICK RIGGS NEGOTIATIONS WITH ROUNDY'S REGARDING ISSUES OF LABOR UNIONS, PURCHASE PRICE ADJUSTMENTS, ESCROWS, INDEMNIFICATION, TIMEFRAME AND MODIFICATIONS TO DISCLOSURE SCHEDULES (1.4)	710.50
4/21/03	SALA	1.50	CONFERENCE CALL WITH RICK RIGGS, LOUIS PRICE, RICH HAWK, KIRSTEN RICHESSON RE NEGOTIATIONS WITH OTHER BUYERS AND STATUS OF ROUNDY'S.	217.50
4/21/03	MCWI	.20	ORGANIZE MATERIAL FOR FILES FOR R. SALAMY.	14.00
4/22/03	HUFF	1.60	WORK ON HSR DATA, FILING.	384.00
4/22/03	PRICE	.50	TELEPHONE RICH HAWK RE OPEN DEAL ISSUES, LOGISTICS	125.00
4/22/03	PRICE	2.90	PREPARE FOR CONFERENCE CALL WITH PROSPECTIVE BUYER AND MORGAN STANLEY (1.0), CONFERENCE CALL RE OPEN DEAL POINTS AND CAUCUS WITH CLIENTS (1.5); TELEPHONE JOHN EMANUEL RE STATUS OF OPEN POINTS (.4)	725.00
4/22/03	RIGG	2.90	DRAFTING (.9); TELEPHONE CONNER RE ALPHA CONTRACT (.3); CONFERENCE PRICE RE CONTRACT (.4); REVIEW CONTRACT DRAFT (.5); CONFERENCE CALL RICHESSON, HAWK RE ISSUES, DRAFTING (.8)	725.00
4/22/03	SALA	5.80	REVISE Roudy's DISCLOSURE SCHEDULES (2.0); TELEPHONE CONFERENCE WITH ROUNDY'S, ROUNDY'S COUNSEL, LOUIS PRICE, RICK RIGGS, KIRSTEN RICHESSON AND RICH HAWK TO REVIEW ROUNDY'S COMMENTS TO FLEMING'S PROPOSED REVISIONS TO THE ROUNDY'S APA AND DETERMINE HOW TO REVISE DISCLOSURE SCHEDULES ACCORDINGLY (2.8); REVISE DRAFT OF APA FOR PROSPECTIVE BUYERS AND TRANSMIT TO MORGAN STANLEY (1.0).	841.00
4/22/03	SALA	2.10	INSTRUCT STEPHANIE CHAPMAN ON STATUS OF SCHEDULES TO ROUNDY'S PURCHASE AGREEMENT AND INFORMATION STILL NEEDED (.4); REVISE SCHEDULES TO ROUNDY'S PURCHASE AGREEMENT AND TRANSMIT LATEST DRAFT TO KIRSTEN RICHESSON AND RICH HAWK WITH LIST OF COMMENTS AND OPEN ISSUES (1.7).	304.50
4/22/03	KELLE	.30	TELEPHONE CONFERENCE WITH CT RE: FLEMING AND RAINBOW UCC FILINGS (.2); E-MAIL TO RICHARD SALAMY (.1)	19.50



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4/23/03	HUFF	2.20	TELEPHONE CONFERENCE CLIENT WEINGARTNER RE ROUNDY'S SALE AND RETURN INC CONTACT FOR RECLAMATION, NEED TO PRESERVE FOR OTHER STORES AND RAINBOW STORES NOT SOLD TO ROUNDY'S, REJECTION AND TIMING ISSUES AND RESEARCH AND ANALYSIS RE: SAME.	528.00
4/23/03	HUFF	1.90	RESEARCH AND ANALYSIS RE: INC RECLAMATION CONTRACT AND ROUNDY'S TRANSACTION, ISSUE RE ASSUMPTION, STATUS, SERVICES ETC, PENDING REJECTION, SERVICING OTHER STORES.	456.00
4/23/03	HYDE	.50	CONFERENCE WITH PRICE RE: CONTRACT FOR SALE OF ASSETS	140.00
4/23/03	PRICE	.40	ATTENTION TO OPERATING CONTRACT AND OTHER DISCLOSURE SCHEDULES (.2), CONFERENCE HYDE RE MEPPA AND UNION CONTRACT ISSUES (.2)	100.00
4/23/03	RIGG	2.50	DRAFTING (.8); CONFERENCE SALAMY RE SCHEDULES, ISSUES (.6); CONFERENCE PRICE RE DEPOSIT (.3); CONFERENCE PRICE, SALAMY RE SCHEDULES (.8)	625.00
4/23/03	SALA	5.10	RESPOND TO REQUEST BY ROUNDY'S FOR INFORMATION ON CERTAIN OPERATING CONTRACTS (4.0). RESEARCH RE STATUS OF FLEMING'S RECLAMATION CONTRACTS TO RESPOND TO REQUEST FOR INFORMATION BY ROUNDY'S COUNSEL (1.1).	739.50
4/23/03	SALA	.80	DRAFT MEMORANDUM TO KIRSTEN RICHESSON AND RICH HAWK REGARDING REMAINING OPEN ISSUES TO BE ADDRESSED IN ORDER TO COMPLETE THE DISCLOSURE SCHEDULES TO THE ROUNDY'S PURCHASE AGREEMENT.	116.00
4/23/03	KELLE	1.40	REVIEW UCC DOCUMENTS FROM CT (.5); REVIEW E-MAIL FROM RICHARD SALAMY AND TELEPHONE TO CT RE: FIXTURE FILINGS (.3); E-MAIL TO CT AND DISCUSS RESULTS WITH RICHARD SALAMY (.3); REVIEW E-MAIL FROM CT RE: FIXTURE FILINGS AND FORWARD TO RICHARD SALAMY (.3)	91.00
4/24/03	CHAP	1.70	REVIEWING DISCLOSURE SCHEDULES AND PURCHASE AGREEMENT TO DETERMINE STATUS AND OPEN ISSUES	212.50
4/24/03	HUFF	1.30	WORK ON ROUNDY'S HSR TRANSACTION FILING.	312.00
4/24/03	PRICE	1.40	CONFERENCE RICHESSON RE STATUS OF APA (.7), LEAVE MESSAGE FOR EMANUEL (.1), WORK ON ESCROW AGREEMENT (.6)	350.00

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4/24/03	PRICE	3.00	TELEPHONE CONFERENCE CLIENT AND BANKRUPTCY COUNSEL RE STATUS OF APA (1.4), TELEPHONE RIGGS RE REAL ESTATE ISSUES (.3), ATTENTION TO DISCLOSURE SCHEDULES (1.3)	750.00
4/24/03	RIGG	2.40	REVIEW SCHEDULES AND CONFERENCE SALAMY RE SCHEDULES (.7); TELEPHONE EMANUEL RE OWNED STORE (.3); CONFERENCE CALL HAWK RE STATUS (.4); TELEPHONE DALLET RE REAL ESTATE (.4); CONFERENCE PRICE, HAWK RE SCHEDULE, STATUS (.3); CONFERENCE SALAMY RE SCHEDULES (.3)	600.00
4/24/03	SALA	1.60	INITIAL REVIEW OF UCC FILINGS AGAINST RAINBOW FOOD GROUP AND FLEMING PURSUANT TO ROUNDY'S PURCHASE AGREEMENT (.4); TELEPHONE CONFERENCE WITH EVONNE ROBERSON RE FLEMING AND RAINBOW INTELLECTUAL PROPERTY (.3); REQUEST INFORMATION ABOUT CURRENT EMPLOYEES OF RAINBOW FROM DEE JEROME (.3); REVISE DISCLOSURE SCHEDULES (.6).	232.00
4/24/03	SALA	8.60	REVIEW MEMORANDUM TO KIRSTEN RICHESON AND RICH HAWK RE OPEN ISSUES RELATING TO ROUNDY'S DISCLOSURE SCHEDULES (2.5); REVIEW STATUS OF SCHEDULES AND STILL-MISSING OR OUTDATED INFORMATION WITH STEPHANIE CHAPMAN (.8); TELEPHONE CONFERENCE WITH EVONNE ROBERSON RE FLEMING AND RAINBOW INTELLECTUAL PROPERTY (.8); REVIEW LISTS OF RAINBOW TRADEMARKS (.7); REQUEST INFORMATION RE LITIGATION MATTERS FROM CRAIG BIRCHETTE FOR ROUNDY'S DISCLOSURE SCHEDULES (.4); DRAFT ESCROW AGREEMENT TO ATTACH AS EXHIBIT TO ROUNDY'S PURCHASE AGREEMENT (3.0); REQUEST INFORMATION FROM DAVE SIGLER RE TAX MATTERS TO BE INCLUDED IN THE ROUNDY'S SCHEDULES (.4).	1,247.00
4/25/03	MEYE	4.70	RESEARCH REGARDING WARN NOTICE OBLIGATION IN CONNECTION WITH SALE OF STORE (3.6); RESEARCH MINNESOTA LAW FOR STATE LAWS COMPARABLE TO FEDERAL WARN REQUIREMENT (1.1)	681.50
4/25/03	CHAP	5.20	DRAFTING LICENSE AGREEMENT AND TRANSITION SUPPLY AGREEMENT	650.00
4/25/03	CHAP	2.40	MEMO RE: STATUS OF DISCLOSURE SCHEDULES	300.00
4/25/03	HUFF	.90	EMAIL TO ANDY, ATTORNEY FOR ROUNDY'S RE HSR; FILING AND DRAFTING RE: SAME.	216.00

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4/25/03	HYDE	3.10	CONFERENCES WITH PRICE RE: ROUNDY'S DEAL (1.1); CONFERENCE WITH VICKI HOOD, K&B RE: UNION VACATION PAYMENTS (.4); CONFERENCES WITH DEE JEROME RE: ROUNDY'S CONTRACT (.8); REVIEW NEW CONTRACT TO PURCHASE ASSETS (.8)	868.00
4/25/03	PRICE	6.00	CONFERENCE RIGGS RE REAL ESTATE ISSUES, PLAN FOR RESOLVING OPEN ISSUES (1.4); WORK ON EMPLOYEE ISSUES AND OBLIGATIONS (1.0), TELEPHONE VICKI HOOD, HYDE SEVERAL TIMES RE GENERAL TERMS OF EMPLOYEE OBLIGATIONS (.8), TELEPHONE RICH HAWK, DEE JEROME RE MEMO TO EMPLOYEES (.4), REVISE TOM MYERS' MEMO (.2); CONFERENCE RIGGS, HAWK RE APA, WORK ON DISCLOSURE SCHEDULES (2.2)	1,500.00
4/25/03	PRIN	.90	REVIEW BENEFIT PLAN AND EMPLOYEE PROVISIONS OF DRAFT OF ASSET PURCHASE AGREEMENT WITH ROUNDY'S	189.00
4/25/03	RIGG	4.50	DRAFTING CONTRACT, SCHEDULES (1.9); CONFERENCE PRICE, RICHESON RE CONTRACT, BANKRUPTCY, ISSUES (.5); CONFERENCE SALAMY RE SCHEDULES (.4); DRAFTING (.6); TELEPHONE ZEKA RE TITLE, LEASE MATTER (.5); TELEPHONE EMANUEL RE LEASES, TITLE (.4); TELEPHONE CONNER RE STATUS (.2)	1,125.00
4/25/03	SALA	6.70	TELEPHONE CONFERENCE WITH DAVE SIGLER RE RAINBOW TAX ISSUES (.4); TELEPHONE CONFERENCE WITH MARTY TIMM RE RAINBOW PHARMACIES (.3); TELEPHONE CONFERENCE WITH JODY PEREZ RE PAYROLL AND OTHER TAXES FOR RAINBOW (.3); TELEPHONE CONFERENCE WITH EVONNE ROBERSON RE RAINBOW INTELLECTUAL PROPERTY (.4); REVISE DISCLOSURE SCHEDULES FOR ROUNDY'S PURCHASE AGREEMENT (4.0); INSTRUCTIONS TO STEPHANIE CHAPMAN REGARDING ADDITIONAL INFORMATION REQUIRED FOR ROUNDY'S DISCLOSURE SCHEDULES (.7); INPUT ON DISCLOSURE SCHEDULE REVISIONS FROM RICK RIGGS (.6).	971.50
4/25/03	KELLE	6.00	BEGIN WORK ON SCHEDULE OF UCC'S (4.8); SET UP SUBFILE FOR EXCLUSIVITY LETTERS (.2); TELEPHONE WITH LIZ HELLINGA OF CT RE: MINNESOTA FILINGS (.3); TELEPHONE WITH RICHARD SALAMY RE: FIXTURE FILINGS (.3); REVIEW E-MAIL FROM RICHARD SALAMY RE: STORE LIST (.2); OPEN SUBFILE FOR DILIGENCE - REAL ESTATE (.2)	390.00

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4/26/03	MEYE	1.40	RESEARCH MINNESOTA LAW REGARDING MASS EMPLOYMENT LAYOFF IN CONNECTION WITH SALE OF BUSINESS (.8); RESEARCH FEDERAL WARN ISSUES (.6)	203.00
4/26/03	CHAP	3.60	MEMO TO L. PRICE AND R. RIGGS SUMMARIZING ASSET PURCHASE AGREEMENT AND THE CURRENT STATUS OF THE DISCLOSURE SCHEDULES.	450.00
4/26/03	CHAP	2.00	REVIEWING AND REVISING PURCHASE AGREEMENT	250.00
4/26/03	CHAP	4.10	TELEPHONE CALL WITH K. RICHESSON, R. HAWK, AND MORGAN STANLEY REPRESENTATIVE RE: OPEN ISSUES, SPECIFIC PROVISIONS TO REVISE AND STRATEGY.	512.50
4/26/03	HYDE	1.90	TELEPHONE CONFERENCES WITH DEE JEROME RE: CONTRACT (.7); REVIEW AND REVISE CONTRACT (.6); CONFERENCE WITH PRINCE RE: SAME (.2); CONFERENCE WITH PRICE RE CONTRACT (.4)	532.00
4/26/03	PRICE	10.70	WORK ON APA (9.1), CONFERENCE CALL WITH CLIENTS RE NEW DRAFT (1.6)	2,675.00
4/26/03	PRIN	1.60	ADDITIONAL REVIEW AND REVISION OF LATEST DRAFT OF ASSET PURCHASE AGREEMENT (.2). MEET WITH DUDLEY HYDE TO REVIEW (1.0).	336.00
4/26/03	NORD	2.10	REVIEW LICENSE AGREEMENT (.4); CONFERENCES WITH CHAPMAN RE NEGOTIATION OF LICENSE AGREEMENT (.2); REVISE LICENSE AGREEMENT (1.4); EMAIL TO CHAPMAN RE LICENSE AGREEMENT (.1)	504.00
4/26/03	RIGG	9.50	DRAFTING (2.8); CONFERENCE RICHESSON, HAWK RE NEGOTIATIONS, OPEN ISSUES (2.3); DRAFTING (4.4)	2,375.00
4/27/03	CHAP	4.30	REVIEWING AND REVISING DISCLOSURE SCHEDULES TO REFLECT WEEKEND DISCUSSIONS.	537.50
4/27/03	CHAP	1.90	REVIEWING AND REVISING DISCLOSURE SCHEDULE TO INCLUDE NEW CLAIMS AND LITIGATION INFORMATION.	237.50
4/27/03	CHAP	5.00	TELEPHONE CALL WITH BUYER'S COUNSEL TO DISCUSS PROPOSED CHANGES AND OPEN ISSUES RE: DISCLOSURE SCHEDULES.	625.00
4/27/03	PRICE	10.20	TELEPHONE CONFERENCE JOHN EMANUEL RE APA NEGOTIATIONS (1.9); WORK ON REVISED APA (8.3)	2,550.00
4/27/03	RIGG	11.30	REVIEW COMMENTS FROM EMANUEL AND DRAFTING (2.5); CONFERENCE EMANUEL AND NEGOTIATION (3.1); DRAFTING CONTRACT AND SCHEDULES (5.7)	2,825.00

FLEMING COMPANIES, INC.  
RAINBOW FOODS SALE  
Matter # 11420.08573

May 28, 2003  
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/28/03	MEYE	1.30	RESEARCH MINNESOTA LAW REGARDING WARN REQUIREMENTS (.7); TELEPHONE CONFERENCE WITH MINNESOTA STATE DISLOCATED WORKER PROGRAM OFFICIAL (.3); REVIEW PURCHASE/SALE AGREEMENT REGARDING SALARY AND BENEFITS OFFERED TO EMPLOYEES BY BUYER (.3)	188.50
4/28/03	CHAP	2.00	REVIEWING DISCLOSURE SCHEDULE TO DETERMINE MISSING INFORMATION AND OPEN DISCLOSURE ISSUES	250.00
4/28/03	CHAP	2.60	REVIEWING AND REVISING ACQUIRED CONTRACTS SCHEDULE	325.00
4/28/03	CHAP	1.00	REVIEWING PURCHASE AGREEMENT TO INCLUDE DEFINED TERMS	125.00
4/28/03	CHAP	1.60	REVIEWING AND UPDATING CROSS-REFERENCES WITHIN PURCHASE AGREEMENT	200.00
4/28/03	HUFF	.80	WORK ON HSR FILING.	192.00
4/28/03	HYDE	.80	REVIEW CONTRACT ISSUES, BENEFITS, ETC. (.4); TELEPHONE CONFERENCE WITH DEE JEROME RE: SAME (.4)	224.00
4/28/03	PRICE	.60	TELEPHONE KIRSTEN RICHESSON RE OPEN DEAL POINTS AND PLAN FOR TIMING	150.00
4/28/03	PRICE	1.50	ATTENTION TO DISCLOSURE SCHEDULES (.5), CONFERENCE CALL WITH ROUNDY'S, RAINBOW OPERATING PERSONNEL RE OPERATING CONTRACTS (1.0)	375.00
4/28/03	PRICE	1.40	CONFERENCE DUDLEY HYDE RE UNION PENSION PLAN AND LOCAL 73A MEATCUTTERS PLAN WITHDRAWAL LIABILITY AND CONTRACT ASSUMPTION ISSUE (.5), TELEPHONE ALLAN RICHARDS AT COMPANY RE LOCAL 73A CONTRACT (.3), TELEPHONE IRA KHARASCH RE HIS CONFERENCE WITH BUYER'S BANKRUPTCY COUNSEL REGARDING BID PROTECTIONS AND CBA ASSUMPTION (.6)	350.00
4/28/03	PRIN	.90	REVIEW SCHEDULE OF BENEFIT PLANS IN ASSET PURCHASE AGREEMENT AND REVISIONS TO DRAFT OF ASSET PURCHASE AGREEMENT.	189.00
4/28/03	RIGG	3.20	CONFERENCE CALL HAWK, RICHESSON RE STATUS, STRATEGIES, NEGOTIATION (.7); CONFERENCE DALLEY RE TITLE ISSUES (.4); TELEPHONE ZEKA OFFICE RE COMMITMENTS (.3); CONFERENCE PRICE RE CONTRACT (.4); CONFERENCE SALAMY RE ACQUIRED CONTRACTS (.4); REVIEW SALE ORDER DRAFT (.4); CONFERENCE CALL EMANUEL, PRICE RE CONTRACTS (.6)	800.00

FLEMING COMPANIES, INC.  
RAINBOW FOODS SALE  
Matter # 11420.08573

May 28, 2003  
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/28/03	KELLE	5.80	REVIEW UCC RESULTS ON FLEMING COMPANIES AND RAINBOW FOOD GROUP (.6); REQUEST SUBFILE FOR UCC DOCUMENTS (.2); ADD NEW UCC INFO TO SPREADSHEET (5.0)	377.00
4/29/03	CHAP	.40	EMAILS RE: LATE FEES ASSESSED ON RENT PAYMENT	50.00
4/29/03	CHAP	.50	PHONE CALLS REGARDING INTELLECTUAL PROPERTY RIGHTS AND LICENSES	62.50
4/29/03	CHAP	.50	TELEPHONE CALLS AND EMAILS RE: SEC INQUIRY AND LANDLORD DISPUTES	62.50
4/29/03	CHAP	2.40	REVISING DISCLOSURE SCHEDULE TO REFLECT NEW INFORMATION	300.00
4/29/03	CHAP	.50	TELEPHONE CALLS REGARDING APPLICABLE UNION CONTRACTS AND POTENTIAL WITHDRAWAL LIABILITY UNDER UNION PENSION PLANS	62.50
4/29/03	CHAP	.40	TELEPHONE CALLS REGARDING CURE COSTS ASSOCIATED WITH LEASES	50.00
4/29/03	CHAP	.30	REVIEWING ASSET PURCHASE AGREEMENT AND REVISING DEFINITIONAL SECTION	37.50
4/29/03	CHAP	.40	TELEPHONE CALLS RE: PAYMENT OF SALES AND USE TAXES AND REAL ESTATE TAXES	50.00
4/29/03	CHAP	.70	REVIEWING LEASE FILES REGARDING ENVIRONMENTAL INVESTIGATIONS OR OTHER NOTICES	87.50
4/29/03	CHAP	.90	REVIEWING LEASE FILES FOR BANK AND ATM SUBLEASES TO DETERMINE EFFECTIVE DATES.	112.50
4/29/03	CHAP	1.40	REVISING DISCLOSURE SCHEDULES RE: RECENT EVENTS, INTELLECTUAL PROPERTY AND SUBLEASES.	175.00
4/29/03	CHAP	.50	TELEPHONE CALLS TO FLEMING AND RAINBOW PERSONNEL REGARDING POTENTIAL OVERPAYMENT OF PAYROLL TAXES	62.50
4/29/03	HUFF	.90	WORK ON DRAFT OF HSR FILING.	216.00
4/29/03	HYDE	1.80	CONFERENCE WITH LOUIS PRICE RE: CONTRACT (.6); TELEPHONE CONFERENCE WITH DEE JEROME RE: STAY AND SEVERANCE PLANS (.4); CONFERENCE WITH PRICE RE: CONTRACT BENEFIT ISSUES (.2); REVIEW CONTRACT (.2); CONFERENCES WITH LOUIS PRICE RE: ROUNDY'S STAFF/SEVERANCE PLANS (.4)	504.00
4/29/03	PRICE	.40	TELEPHONE HYDE, ALLAN RICHARDS RE UNION WITHDRAWAL LIABILITY	100.00

FLEMING COMPANIES, INC.  
 RAINBOW FOODS SALE  
 Matter # 11420.08573

May 28, 2003  
 Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/29/03	PRICE	.40	ATTENTION TO DRAFT BID PROCEDURES AND SALE ORDER TO MAKE SURE THEY ARE CONSISTENT WITH APA, COMMENTS TO IRA KHARASCH	100.00
4/29/03	PRICE	.80	TELEPHONE CONFERENCE CLIENT RE STATUS OF OPEN POINTS AND ITEMS NEEDED TO COMPLETE CONTRACT AND SCHEDULES	200.00
4/29/03	PRICE	1.00	WORK ON DRAFT MOTION FOR BID PROCEDURES	250.00
4/29/03	PRICE	.30	REPORT ON SALE CALL ON STATUS OF ROUNDY'S DEAL	75.00
4/29/03	PRICE	.40	CONFERENCE HYDE RE EMPLOYEE BONUS PROGRAM FOR RAINBOW FOOD STORES PRE CLOSING	100.00
4/29/03	PRIN	.20	OFFICE CONFERENCE WITH DUDLEY HYDE REGARDING REVISIONS TO ASSET PURCHASE AGREEMENT.	42.00
4/29/03	RIGG	1.60	CONFERENCE PRICE, SALAMY RE CONTRACT, ACQUIRED CONTRACTS (.3); TELEPHONE HAWK, RICHESON RE NEGOTIATIONS, CONDITIONS (.7); TELEPHONE EMANUEL AND NEGOTIATION (.4); CONFERENCE SALAMY RE SCHEDULES (.2)	400.00
4/29/03	KELLE	7.00	CONTINUE WORK ON LISTING UCC FILINGS ON RAINBOW FOOD GROUP AND FLEMING COMPANIES, INC. LISTING DEBTOR, SECURED PARTY, DATE AND PLACE OF FILING TYPE OF FILING AND BRIEF DESCRIPTION OF COLLATERAL (4.0); RECEIVED MORE UCC FILINGS FROM CT CORPORATION, ADD TO LIST (1.5); REVIEW LIST TO COMBINE DUPLICATE FILINGS (.7); CONFERENCE WITH RICK RIGGS RE: COUNTY FIXTURE FILINGS (.5); TELEPHONE STEPHANIE CHAPMAN RE: UCC PROJECT (.3)	455.00
4/30/03	CHAP	.50	TELEPHONE CALL RE: ENVIRONMENTAL ASPECTS OF STORE PROPERTIES	62.50
4/30/03	CHAP	2.60	CONFERENCE CALL WITH FLEMING PERSONNEL AND REPRESENTATIVES AND ROUNDY'S PERSONNEL AND REPRESENTATIVES TO DISCUSS OPEN ISSUES WITH RESPECT TO DISCLOSURE SCHEDULES	325.00
4/30/03	CHAP	.60	REVIEWING AND REVISING DISCLOSURE SCHEDULES; ADDING INFORMATION RECEIVED FROM FLEMING PERSONNEL RE: CLAIMS, LITIGATION AND DISPUTES, CURE COSTS, AND SALES AND USE TAX.	75.00
4/30/03	CHAP	.20	TELEPHONE CALL RE: PHARMACY AGREEMENTS AND THE ACCURACY OF THE LIST OF AGREEMENTS CONTAINED IN THE DISCLOSURE SCHEDULES	25.00

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

**May 28, 2003**  
**Invoice # 190061**

<b>Date</b>	<b>Billing Initials</b>	<b>Hours</b>	<b>Description</b>	<b>Amount</b>
4/4/03	KELLE	.10	DIAMOND FOOD MARKETS - SET UP SUBFILE	6.50
4/4/03	KELLE	.10	MN-040 - TWO HARBORS, MN REQUEST SUBFILE, SEND MATERIAL TO CENTRAL FILING	6.50
4/4/03	KELLE	.10	BALLINGER, TX - REQUEST NEW SUBFILE, SEND MATERIAL TO CENTRAL FILING.	6.50
4/4/03	KELLE	.10	WYNNE, AR (AR-197) REQUEST SUBFILE, SEND MATERIAL TO CENTRAL FILING	6.50
4/4/03	KELLE	.20	MILLINGTON, TN (TN-167) REQUEST SUBFILE, SEND MATERIAL TO FILING	13.00
4/7/03	MCWI	.20	REQUEST NEW FILE RE NORMAN LEASE DISPUTE FOR R. SALAMY.	14.00
4/7/03	KELLE	.20	REVIEW NOTICE RECORDED FROM FLORIDA DEPT. OF AGRICULTURE RE: PIGGLY WIGGLY RE: FRANCHISE EXEMPTION FILING. FORWARD TO JUSTIN JACKSON	13.00
4/7/03	KELLE	.40	MEETING WITH FILE ROOM RE: VARIOUS FLEMING SUBFILES SENT DOWN	26.00
4/8/03	SALA	.20	TELEPHONE CONFERENCE WITH TREY GULLEDGE RE BAUERSFELD LEASE AMENDMENT.	29.00
4/8/03	KELLE	.30	AT REQUEST OF PROGRESSIVE REALTY, BEGIN SEARCH FOR LISTING AGREEMENT BETWEEN FLEMING AND PRI	19.50
4/9/03	KELLE	.30	OK-044: PREPARE TRANSMITTAL LETTER TO RETURN LEASE FILE TO FLEMING (.2); UPDATE LEASE FILE TRACKER (.1)	19.50
4/10/03	KELLE	1.20	WORK ON FLEMING LEASE FILE TRACKER (.4); TRACK DOWN FILES (.5); UPDATE RECORDS (.3)	78.00
4/10/03	KELLE	.20	AZ-083 - PREPARE TRANSMITTAL LETTER TO RETURN FILE TO FLEMING; UPDATE FLEMING LEASE FILE TRACKER	13.00
4/11/03	KELLE	.60	SALE OF PENN HEFNER PROPERTY (.4); SEARCH IMS FOR MATTER NUMBER, FILING (.2)	39.00
4/11/03	KELLE	1.00	TELEPHONE WITH MISSY CRAMER RE: CONTRACT BETWEEN PRI AND FLEMING COMPANIES, INC. (.3); CONTINUE SEARCH OF IMANAGE FOR DOCUMENT (.7)	65.00
4/14/03	KELLE	.40	TN-034 - PREPARE TRANSMITTAL LETTER TO RETURN FILE TO FLEMING (.1); UPDATE LEASE FILE TRACKER (.1); COPY DOCUMENTS FROM FILE (.2)	26.00
4/15/03	KELLE	.30	RECEIVED COPIES OF DOCUMENTS FROM FLEMING ON FLEMING PROJECTS; SEARCH IMS, SEND DOCUMENTS TO FILES	19.50



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

May 28, 2003  
 Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/15/03	KELLE	1.10	REVIEW AND COPY DOCUMENTS - KS-092 (.4); REVIEW AND COPY DOCUMENTS - KS-133 (.5); REVIEW AND COPY DOCUMENTS - KS-221 (.2)	71.50
4/15/03	KELLE	.30	SEARCH IMS FOR RECORDS (.1); SET UP SUBFILE (.1); SEND TO FILING (.1)	19.50
4/16/03	KELLE	.30	UPDATE EXTRANET SITE RE: PROJECTS	19.50
4/17/03	KELLE	.50	PENN-HEFNER, LLC - SEARCH IMS FOR FILE # (.3); DISCUSS MATERIAL WITH RICK RIGGS (.1); SEND MATERIAL TO FILE (.1)	32.50
4/17/03	KELLE	1.90	ATTEND FLEMING REAL ESTATE MEETING WITH LOUIS PRICE, RICHARD RIGGS, DIANNA PETERS RE: REAL ESTATE PLEADINGS (.6); REVIEW MOTION TO REJECT (.4); PREPARE NOTEBOOK FOR RE PLEADINGS (.4); BEGIN WORK ON LIST FOR PLEADINGS (.5)	123.50
4/17/03	KELLE	1.60	REVIEW E-MAIL FROM ANN THAI (.2); RETRIEVE MO-226 AND KY-189 TO RETURN TO FLEMING (.4); PREPARE TRANSMITTAL LETTERS (.2); REVIEW FILE AND COPY DOCUMENTS FROM KY-189 PRIOR TO RETURNING, ROUTE TO RICK RIGGS (.5); UPDATE TO FLEMING LEASE FILE TRACKER (.3)	104.00
4/18/03	KELLE	1.10	COPY CERTIFICATE OF INCORPORATION FOR P AND J, INC. (.2); FAX TO PAT BLEVINS (.2); REVIEW E-MAIL RE: MINUTES AND BY LAWS (.2); DISCUSS WITH CRAIG ADKINS (.2); VOICE MAIL FOR CLIFF SMITH; TELEPHONE CONFERENCE WITH CLIFF SMITH (.2); E-MAIL TO CRAIG ADKINS (.1)	71.50
4/18/03	KELLE	.80	HIGH YIELD NOTES: REVIEW VOICE MAIL FROM RUSSELL WHITLEY RE: SIGNATURE ON THIRD SUPPLEMENTAL INDENTURE (.2); MEETING WITH JUSTIN JACKSON RE: 9 7/8 NOTES (.4); BEGIN SEARCHING IMS AGAIN FOR FILES (.2)	52.00
4/21/03	KELLE	.30	KS-092 - LOG FILE INTO FLEMING LEASE FILE TRACKER	19.50
4/21/03	KELLE	.30	L-C FOODS, INC.: PREPARE TRANSMITTAL LETTER TO RETURN FILES TO JEFF MINSTER AT FLEMING/SHARTEL	19.50
4/21/03	KELLE	.30	P AND J, INC. TELEPHONE WITH PAT BLEVINS (.1); DISCUSS WITH CRAIG ADKINS AND REVIEW FILE FOR DOCUMENTS (.1); REVIEW E-MAIL FROM CRAIG ADKINS AND (.1)	19.50
4/23/03	RIGG	.40	REVIEW FILE FOR CHOUTEAU SUBLEASE (.3); MEMO FERREN RE SUBLEASE ISSUES AT CHOUTEAU (.1)	100.00
4/23/03	KELLE	.20	KHARNEY, NE - SET UP NEW MATTER #	13.00

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

May 28, 2003  
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/25/03	RIGG	.30	TELEPHONE STEGMANN RE PHOENIX WAREHOUSE (.2); CONFERENCE RE CLOSING PHOENIX WAREHOUSE, PENDING CLAIM (.1)	75.00
4/28/03	RIGG	.30	REVIEW MEMO FROM FERREN AND MEMO FERREN RE OHIO LOCATION	75.00
4/29/03	RIGG	.40	CONFERENCE SARGENT RE MACARTHUR LOCATION SALE, TELEPHONE DOWNS	100.00
4/30/03	RIGG	.20	TELEPHONE FERREN RE CALIFORNIA LEASE MATTER	50.00
4/30/03	RIGG	.20	TELEPHONE FERREN RE KANSAS CITY STORE LOCATION	50.00
4/30/03	RIGG	.20	TELEPHONE FERREN RE OHIO LEASE ASSIGNMENT	50.00
4/30/03	RIGG	.30	CONFERENCE PRICE RE GOODLETTSVILLE WAREHOUSE RE LANDLORD DEMAND (.2); MEMO LAKE RE GOODLETTSVILLE LEASE ISSUE (.1)	75.00
<b>Totals</b>		<b>20.60</b>		<b>2,076.00</b>

**EXPENSES**

Cost Code	Date	Description	Quantity	Unit Cost	Amount
FEX	4/1/03	FEDERAL EXPRESS CORP. 634274543899	1.00	44.43	44.43
FEX	4/2/03	FEDERAL EXPRESS CORP. 634274544174	1.00	15.36	15.36
T	4/4/03	TELEPHONE 9729062242 2232	0.43	0.56	0.24
FEX	4/4/03	FEDERAL EXPRESS CORP. 634274544369	1.00	21.95	21.95
T	4/7/03	TELEPHONE 9015371035 2232	1.50	0.56	0.84
T	4/7/03	TELEPHONE 9729062259 2232	0.21	0.56	0.12
T	4/8/03	TELEPHONE 9015371035 2232	0.64	0.56	0.36
T	4/8/03	TELEPHONE 9729062353 2232	0.43	0.56	0.24
T	4/8/03	TELEPHONE 9729062259 2232	0.21	0.56	0.12
FEX	4/9/03	FEDERAL EXPRESS CORP. 634274544840	1.00	19.01	19.01
FEX	4/10/03	FEDERAL EXPRESS CORP. 634274544976	1.00	19.01	19.01
FEX	4/14/03	FEDERAL EXPRESS CORP. 634274545300	1.00	22.16	22.16
FEX	4/17/03	FEDERAL EXPRESS CORP. 634274546041	1.00	26.59	26.59
FEX	4/17/03	FEDERAL EXPRESS CORP. 634274546052	1.00	19.01	19.01
TEL	4/18/03	FACSIMILE	6.00	0.50	3.00
T	4/18/03	TELEPHONE 5802374285 3303	0.64	0.56	0.36
COU3	4/30/03	YELLO CAB COURIER	1.00	12.50	12.50

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

**May 28, 2003**  
**Invoice # 190061**

<b>Cost Code</b>	<b>Date</b>	<b>Description</b>	<b>Quantity</b>	<b>Unit Cost</b>	<b>Amount</b>
T	4/30/03	TELEPHONE 9728183917 2252	0.21	0.56	0.12
T	4/30/03	TELEPHONE 9729068004 2252	0.21	0.56	0.12
<b>Total Expenses</b>					<b>205.54</b>

**Total Current Fees** **2,076.00**

**Total Current Expenses** **205.54**

**Net Current Billing for this Matter** **2,281.54**

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

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

May 28, 2003  
Invoice # 190061

STATEMENT SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	15.40	1,001.00
MCWI	KAREN MCWILLIAMS	LEGAL ASSISTANT	70.00	0.20	14.00
RIGG	RICHARD A. RIGGS	SHAREHOLDER	250.00	3.20	800.00
SALA	RICHARD J. SALAMY	ASSOCIATE	145.00	1.80	261.00
Totals				20.60	2,076.00

# 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

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: KMART AGREEMENT  
Matter# 11420.00944

PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/4/03	PRICE	.30	TELEPHONE KYLE PEWITT RE KMART DEDUCTIONS	75.00
4/7/03	KELLE	.20	REVIEW INVOICES FROM CT RE: TEXAS LIEN SEARCH; FORWARD TO ACCOUNTING FOR PAYMENT	13.00
4/8/03	PETE	.50	CONFERENCE WITH PRICE RE: KMART (.1); REVIEW AND ASSEMBLE KMART DOCUMENTS (.3); FAX DOCUMENTS TO FLEMING PER PRICE (.1)	40.00
4/9/03	PRICE	2.10	TELEPHONE LYNN Hiestand, KRISTEN ROONEY RE CAPITAL FACTORS, CURRENT DEDUCTIONS TAKEN BY KMART (.3); TELEPHONE KYLE PEWITT, BILL MERRIGAN RE STATUS OF KMART/COREMARK ACCOUNTS (.3); ATTENTION TO ACCOUNTS RECEIVABLE (1.1); TELEPHONE TONY DAVIS RE KMART OFFSETS, SETTLEMENT ORDER, APPEAL AND CRITICAL VENDOR PAYMENT (.4)	525.00
4/14/03	PRICE	.70	TELEPHONE LYNN Hiestand RE KMART DEDUCTIONS (.4), TELEPHONE TONY DAVIS RE APPEAL OF SETTLEMENT ORDER (.3)	175.00
4/17/03	PRICE	2.30	TEL ANDY RUNNING OF KIRKLAND RE KMART DEDUCTIONS, POSSIBLE ACTIONS, ATTENTION TO CAPITAL FACTORS EMERGENCY MOTION TO RECOVER CRITICAL VENDOR PAYMENTS AND FOR STAY OF PLAN CONFIRMATION (.6); TEL LYNN Hiestand RE SAME (.2); MEMO TO KYLE PEWITT RE KMART DEDUCTIONS (1.5)	575.00
4/23/03	PRICE	.80	TELEPHONE KYLE PEWITT, ANDY RUNNING RE STATUS OF KMART DEDUCTIONS, POSSIBLE REMEDIES	200.00

**FLEMING COMPANIES, INC.**  
**KMART AGREEMENT**  
**Matter # 11420.00944**

**May 28, 2003**  
**Invoice # 190061**

<b>Date</b>	<b>Billing Initials</b>	<b>Hours</b>	<b>Description</b>	<b>Amount</b>
4/23/03	PETE	1.00	CONFERENCES WITH PRICE RE: KMART PLEADINGS (.2); REVIEW AND CATEGORIZE KMART SETTLEMENT RELATED DOCUMENTS (.6); FAX DOCUMENTS TO FLEMING (.2)	80.00
<b>Totals</b>		<b>7.90</b>		<b>1,683.00</b>

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

**Total Current Fees** **1,683.00**

**Total Current Expenses** **0.00**

**Net Current Billing for this Matter** **1,683.00**

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

FLEMING COMPANIES, INC.  
KMART AGREEMENT  
Matter # 11420.00944

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	0.20	13.00
PETE	DIANNA PETERS	LEGAL ASSISTANT	80.00	1.50	120.00
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	6.20	1,550.00
Totals				7.90	1,683.00

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

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

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

**PROFESSIONAL SERVICES THROUGH 04/30/2003**

Date	Billing Initials	Hours	Description	Amount
4/23/03	PRIN	.70	REVIEW LETTER FROM JOHN HANCOCK RE STOCK OWNERSHIP BY FLICKINGER PLAN (.4). DISCUSS SAME WITH DUDLEY HYDE AND MARY FARLEY (.3).	147.00
Totals		0.70		147.00

Cost Code	Date	Description	Quantity	Unit Cost	Amount
Total Expenses					0.00

**Total Current Fees** 147.00

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 147.00

Thank you for the opportunity to provide service to you.



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

**May 28, 2003**  
**Invoice # 190061**

**MEMBERSHIP SUMMARY PAGE**

<b>Initials</b>	<b>Timekeeper Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
PRIN	JAMES C. PRINCE	OF COUNSEL	210.00	0.70	147.00
<b>Totals</b>				<b>0.70</b>	<b>147.00</b>

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

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

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

## PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	WARR	.20	OFFICE CONFERENCE RE 401(K) PLAN PURCHASE OF FLEMING STOCK	64.00
4/2/03	WARR	.20	OFFICE CONFERENCE RE 401(K) PLAN PURCHASES OF FLEMING STOCK	64.00
4/28/03	WARR	.60	TELEPHONE HERNANDEZ RE NEAL RIDER LOAN, REVIEW FILES RE CALLING NOTE ON TERMINATION OF EMPLOYMENT	192.00
4/29/03	WARR	.20	REVIEW FILES FOR RIDER LOAN DOCUMENTS	64.00
4/30/03	WARR	1.50	TELEPHONE CARLOS, REVIEW SARBANNES-OXLEY RE MAINTAINING EXISTING LOAN, REVIEW RIDER LOAN DOCUMENTS RE ACCELERATION, DEFAULT, ETC., CHECK FEDERAL RESERVE BOARD MARGIN REQUIREMENTS	480.00
4/30/03	WARR	.30	REVIEW RE TERMINATION OF DIVIDEND REINVESTMENT PLAN	96.00
<b>Totals</b>		<b>3.00</b>		<b>960.00</b>

## EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	4/14/03	TELEPHONE 918588212 3378	0.43	0.56	0.24
<b>Total Expenses</b>					<b>0.24</b>

211 North Robinson, Suite 1000 • Oklahoma City, OK 73102-7103  
Phone (405) 235-9621 • Fax (405) 235-0439 • [www.mcafeetaft.com](http://www.mcafeetaft.com)

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

**May 28, 2003**  
**Invoice # 190061**

<b>Total Current Fees</b>	<b>960.00</b>
<b>Total Current Expenses</b>	<b>0.24</b>
<b>Net Current Billing for this Matter</b>	<b><u>960.24</u></b>

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

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

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
WARR	JERRY A. WARREN	SHAREHOLDER	320.00	3.00	960.00
Totals				3.00	960.00

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

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: FRANCHISE MATTERS  
Matter# 11420.07942

**PROFESSIONAL SERVICES THROUGH 07/30/2003**

Date	Billing Initials	Hours	Description	Amount
4/2/03	JACK	4.10	CALL FROM JIM GARRISON RE: NEED FOR CHANGES TO PIGGLY WIGGLY LICENSE AGREEMENT (1.1); REVIEW AND ANALYSIS OF THE CORRECT PROVISIONS OF THE PIGGLY WIGGLY LICENSE AGREEMENT (3.0)	594.50
4/3/03	TYRR	.30	REVIEW AMENDED AND RESTATED LICENSE AGREEMENT FOR FOOD 4 LESS TO DETERMINE WHETHER FLEMING MAY BRING CLAIM FOR TRADEMARK INFRINGEMENT, TERMINATION PROVISIONS	70.50
4/3/03	TYRR	.40	TELEPHONE KAISER RE: WINNCO USE OF FOOD 4 LESS CASH REGISTER IN PRINT ADS (.1); CONFERENCE RAHHAL RE: SAME AND ISSUES OF TRADEMARK INFRINGEMENT, FALSE ADVERTISING (.2); MESSAGE TO KAISER RE: SAME (.1)	94.00
4/4/03	TYRR	.20	TELEPHONE KAISER RE: WINCO ADVERTISING MATTER	47.00
4/4/03	TYRR	.20	CONFERENCE RAHHAL RE: OPTIONS IN THE WINCO ADVERTISING MATTER	47.00
4/4/03	RAHH	.50	REVIEW OF ADVERTISING MATERIALS, PRELIMINARY RESEARCH AND CONFERENCE WITH E. TYRRELL RE: WINCO AD USING FOOD 4 LESS PRICES AND RECEIPTS FOR COMPARISON WITH WINCO PRICES	105.00
4/8/03	TYRR	.20	CONFERENCE NORDIN RE: WEXFORD FRANCHISE DOCUMENTS AND MCINTYRE FOODS LOAN	47.00

FLEMING COMPANIES, INC.  
FRANCHISE MATTERS  
Matter # 11420.07942

May 28, 2003  
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/8/03	TYRR	1.50	TELEPHONE KAISER RE: LICENSE AGREEMENT WITH RALPH'S (.4); SEND E-MAIL RE: TERMINATION PROVISIONS UNDER LICENSE AGREEMENT (.6); CONFERENCE PRICE RE: FOOD 4 LESS FRANCHISEES AND BUSINESS (.5)	352.50
4/9/03	TYRR	.30	E-MAIL KAISER RE: EFFECT OF BANKRUPTCY STAY ON RALPH'S ABILITY TO TERMINATE LICENSE AGREEMENT	70.50
4/9/03	TYRR	1.00	DRAFT LETTER TO WINCO RE: USE OF REGISTER TAPES FOR FOOD 4 LESS	235.00
4/9/03	JACK	4.20	CALL FROM JIM GARRISON RE: USE OF EXISTING UFOC FOR FRANCHISEE DISCLOSURE IN GEORGIA (.4); RESEARCH AND ANALYSIS RE: USE OF OLD UFOC FOR FRANCHISE DISCLOSURES IN GEORGIA (2.2); REVIEW AND REVISE LICENSE AGREEMENT (1.6)	609.00
4/10/03	TYRR	.50	COMPARISON OF STANDARD FESTIVAL FOODS AGREEMENT AND SCOZIO VERSION	117.50
4/10/03	TYRR	.20	REVIEW REQUEST FROM KAISER RE: DISCLOSURE OF FOOD 4 LESS LICENSE AGREEMENT (.1); REVIEW LICENSE AGREEMENT AND RESPOND TO KAISER (.1)	47.00
4/11/03	HETR	1.90	RESEARCH OF STATUTE OF LIMITATIONS FOR CONTRACTS IN THE STATES IN WHICH PIGGLY WIGGLY HAS FRANCHISES	95.00
4/11/03	TYRR	.30	TELEPHONE DENNIS COVE RE: LETTER TO WINCO FOODS	70.50
4/11/03	JACK	1.30	CALL FROM JIM GARRISON RE: SUGGESTED REVISIONS TO THE PIGGLY WIGGLY LICENSE AGREEMENT (.3); OFFICE CONFERENCE WITH STEPHEN HETRICK RE: INSTRUCTIONS ON THE RESEARCH REQUESTED BY PIGGLY WIGGLY RE: STATUTES OF LIMITATIONS FOR CONTRACT ACTIONS IN STATES WHERE PIGGLY WIGGLY HAS FRANCHISED LOCATIONS (.3); REVIEW AND REVISION OF PIGGLY WIGGLY LICENSE AGREEMENT (.4); REVISION OF MEMO RE: STATUTE OF LIMITATIONS FOR CONTRACT ACTIONS IN STATES WHERE PIGGLY WIGGLY HAS FRANCHISED LOCATIONS (3)	188.50
4/17/03	TYRR	.50	REVIEW ADDITIONAL INFORMATION RE: WINCO (.1); REVISE LETTER TO WINCO (.2); TRANSMIT DRAFT TO KAISER AND COVE (.1); TRANSMIT LETTER TO WINCO (.1)	117.50

FLEMING COMPANIES, INC.  
FRANCHISE MATTERS  
Matter # 11420.07942

May 28, 2003  
Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/17/03	JACK	3.10	REVIEW OF FRANCHISE AGREEMENTS OF RICHLANDS, GA FRANCHISEE RE: PROCEDURES AND REMEDIES AVAILABLE ON FRANCHISEE'S DEFAULT (1.2); REVIEW OF FRANCHISE AGREEMENT OF GOODWATER, AL FRANCHISEE RE: PROCEDURES AND REMEDIES AVAILABLE ON FRANCHISEE'S DEFAULT (.9); REVIEW OF FRANCHISE AGREEMENT OF DEMOPOLIS, AL FRANCHISEE RE: PROCEDURES AND REMEDIES AVAILABLE ON FRANCHISEE'S DEFAULT (1.)	449.50
4/21/03	JACK	2.60	REVIEW AND REVISION OF PIGGLY WIGGLY SIGN LEASE AGREEMENT (.8); CALL FROM JIM GARRISON RE: HAYNESVILLE, LA FRANCHISEE DEFAULT ON 4 FRANCHISE AGREEMENTS (.3); REVIEW OF EMAIL FROM BRIAN COOK AND DRAFT DEFAULT LETTERS TO HAYNESVILLE, AL FRANCHISEE (1.5)	377.00
4/23/03	TYRR	.10	MESSAGE TO JOSEPH RE: FRANCHISEE'S REQUEST FOR COPY OF LICENSE AGREEMENT WITH RALPH'S	23.50
4/24/03	TYRR	.50	CONFERENCE JOSEPH RE: RALPH'S LICENSE AGREEMENT AND DISCLOSURE TO FOOD 4 LESS FRANCHISEES (.3); TELEPHONE KAISER RE: SAME (.1); TELEPHONE MATTHEW KANE AND LEAVE MESSAGE RE: SAME (.1)	117.50
4/24/03	TYRR	.20	CONFERENCE CHAPMAN RE: LICENSE FOR RAINBOW STORES	47.00
4/24/03	JOSE	.50	REVIEW EMAIL MESSAGES REGARDING REQUEST FOR LICENSE AGREEMENT BY CALIFORNIA FOOD 4 LESS FRANCHISEES (.2); CONFERENCE WITH E. TYRRELL RE INFORMATION REQUESTED BY CALIFORNIA FOOD 4 LESS FRANCHISEES (.3)	137.50
4/29/03	TYRR	.20	REVIEW RESPONSE FROM COUNSEL TO WINCO FOODS REGARDING COMPARATIVE ADVERTISING (.1); FORWARD RESPONSE TO JIM KAISER (.1)	47.00
4/29/03	TYRR	.10	TRANSMIT ORIGINAL WINCO LETTER AND RESPONSE TO DENNIS COVE	23.50
4/30/03	TYRR	.10	TELEPHONE MESSAGE TO MATT KANE AT RALPH'S REGARDING DISCLOSURE OF TERMS OF LICENSE AGREEMENT; E-MAIL MESSAGE TO KAISER RE: SAME	23.50
Totals		25.00		4,154.00

**FLEMING COMPANIES, INC.**  
**FRANCHISE MATTERS**  
**Matter # 11420.07942**

**May 28, 2003**  
**Invoice # 190061**

**EXPENSES**

<b>Cost Code</b>	<b>Date</b>	<b>Description</b>	<b>Quantity</b>	<b>Unit Cost</b>	<b>Amount</b>
T	4/3/03	TELEPHONE 9729062334 2217	0.43	0.56	0.24
T	4/8/03	TELEPHONE 9729062334 2217	1.50	0.56	0.84
T	4/8/03	TELEPHONE 9729062334 2217	0.21	0.56	0.12
T	4/8/03	TELEPHONE 9729061234 2240	0.21	0.56	0.12
T	4/9/03	TELEPHONE 2099574917 2217	0.86	0.56	0.48
TEL	4/15/03	FACSIMILE	6.00	0.50	3.00
T	4/24/03	TELEPHONE 3108846000 2217	0.64	0.56	0.36
T	4/29/03	TELEPHONE 2099568550 3347	0.21	0.56	0.12
T	4/29/03	TELEPHONE 9729062303 3376	0.43	0.56	0.24
TEL	4/29/03	FACSIMILE	3.00	0.50	1.50
TEL	4/29/03	FACSIMILE	5.00	0.50	2.50
T	4/30/03	TELEPHONE 3108846000 2217	0.43	0.56	0.24
<b>Total Expenses</b>					<b>9.76</b>

**Total Current Fees** **4,154.00**

**Total Current Expenses** **9.76**

**Net Current Billing for this Matter** **4,163.76**

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



FLEMING COMPANIES, INC.  
FRANCHISE MATTERS  
Matter # 11420.07942

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

Initials	Timekeeper Name	Title	Rate	Hours	Amount
HETR	STEPHEN M. HETRICK	LAW CLERK	50.00	1.90	95.00
JACK	JUSTIN JACKSON	ASSOCIATE	145.00	15.30	2,218.50
JOSE	MICHAEL E. JOSEPH	SHAREHOLDER	275.00	0.50	137.50
RAHH	ANTHONY L. RAHHAL	SHAREHOLDER	210.00	0.50	105.00
TYRR	ELIZABETH D. TYRRELL	SHAREHOLDER	235.00	6.80	1,598.00
<b>Totals</b>				<b>25.00</b>	<b>4,154.00</b>

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

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: MISC. EMPLOYEE, HEALTH AND BENEFIT MATTERS - R  
Matter# 11420.07943

PROFESSIONAL SERVICES THROUGH 04/30/2003

Date	Billing Initials	Hours	Description	Amount
4/1/03	CALL	.40	CONFERENCE WITH HYDE RE ASSOC STOCK PURCHASE PLAN (.2); REVIEW SAME RE PARTICIPANT WITHDRAWALS (.2)	70.00
4/1/03	PAPA	.40	TELEPHONE FROM PHILLIPS RE CAFE PLAN ISSUE; RESEARCH	90.00
4/1/03	NIX	2.50	TELEPHONE CONFERENCE WITH ATTORNEYS RE: PLAN DISTRIBUTION ISSUES RE: QDRO DOCUMENTS (.4); PREPARE DOCUMENTS RE: QDRO DOCUMENTS (.7); OFFICE CONFERENCE (.3); RESEARCH RE: SAME AND PREPARE DOCUMENTS (.9); TELEPHONE CONFERENCE (.2)	587.50
4/2/03	CALL	.20	CONFERENCE WITH PAT DODD RE FICA REFUND PROCEDURES	35.00
4/2/03	PAPA	.20	TELEPHONE FROM PHILLIPS RE HIPAA PRIVACY NOTICE	45.00
4/2/03	PAPA	.40	CONF WITH HYDE RE CAFE PLAN ISSUE; TELEPHONE TO PHILLIPS	90.00
4/4/03	CALL	1.80	CONFERENCE WITH WOOD AND CARLOS HERNANDEZ RE EMPLOYMENT ISSUES (.5); DRAFT MEMO RE SAME (1.3)	315.00
4/4/03	NIX	3.20	REVIEW DOCUMENTS RE: PLAN AND DISTRIBUTION ISSUES (1.6); RESEARCH RE: SAME (1.2); PREPARE DOCUMENTS RE: QDRO (.4).	752.00
4/7/03	CALL	1.10	REVIEW PLAN TERMINATION PROVISIONS AND CONFERENCE WITH HYDE (.8); REVIEW AND REVISE SBEP LETTER (.3)	192.50

FLEMING COMPANIES, INC.  
 MISC. EMPLOYEE, HEALTH AND BENEFIT MATTERS - R  
 Matter # 11420.07943

May 28, 2003  
 Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/7/03	PAPA	.20	TEL FROM FARLEY RE AMENDMENTS TO DB PLANS	45.00
4/7/03	NIX	3.10	RESEARCH RE: QDRO DISTRIBUTION ISSUES (1.0); PREPARE DOCUMENTS RE: SAME (.8); OFFICE CONFERENCE WITH D. HYDE RE: PLAN DISTRIBUTIONS (.4); RESEARCH (.3); TELEPHONE CONFERENCE WITH ATTORNEYS RE: SAME (.6).	728.50
4/8/03	CALL	1.50	TELEPHONE CONF WITH HYDE RE TERMINATION PROVISIONS (.3); DRAFT MEMO RE SAME (1.0); TELEPHONE CONF WITH HYDE (.2)	262.50
4/8/03	PAPA	.20	TELEPHONE TO PHILLIPS RE HIPAA ISSUE	45.00
4/8/03	NIX	2.70	RESEARCH RE: PLAN DISTRIBUTIONS AND RELATED ATTORNEY QUESTIONS RE: QDROS (.8); PREPARE DOCUMENTS RE: DISTRIBUTIONS FROM RETIREMENT PLAN (.8); OFFICE CONFERENCE WITH J. CALLAHAN RE: TESTING OF PLANS (.2); RESEARCH RE: ALLOCATION AND TESTING ISSUES (.9).	634.50
4/9/03	CALL	.30	TELEPHONE CONFERENCE WITH HYDE RE TERMINATION PROVISIONS (.2); REVIEW SAME (1)	52.50
4/9/03	NIX	2.50	PREPARE DOCUMENTS AND SEND TO ALTERNATE PAYEES RE: DISTRIBUTION ISSUES RE: ALLOCATION AND TESTING ISSUES (1.); RESEARCH RE: SAME (.3); PREPARE DOCUMENTS RE: DISTRIBUTIONS FROM RETIREMENT PLAN (.4); REVIEW AND REVISE DIVORCE DECREE ISSUES (.3); RESEARCH (.5).	587.50
4/9/03	HENS	3.60	SEARCH SEC DATABASE FOR INCENTIVE, RETENTION OR SEVERANCE PLANS AFTER COMPANY HAS ELECTED BANKRUPTCY AT THE REQUEST OF J. WHEELER (2.0); OFFICE CONFERENCE WITH PRINCE RE SCHEDULE OF SUBS FOR PBGC (.3); PREPARE SUB LISTING FOR PBGC WITH OWNERSHIP (1.3)	252.00
4/10/03	NIX	1.80	TELEPHONE CONFERENCE WITH ATTORNEY RE: DISTRIBUTIONS (.4); PREPARE DOCUMENTS RE: DISTRIBUTIONS FROM RETIREMENT PLAN (.4); RESEARCH RE: SAME (.5); OFFICE CONFERENCE WITH BRANDON MEYER RE: ALLOCATION AND VESTING (.3); RESEARCH RE: SAME (.2).	423.00
4/11/03	CALL	1.60	TELEPHONE CONFERENCE WITH DEE JEROME (.2); CONFERENCE WITH WOOD RE SEVERANCE PAY (.5); RESEARCH RE SAME (.9)	280.00
4/14/03	HENS	5.20	QDRO REVIEW: RICHARD COLGAN (8), RODNEY LAVERGNE (.6), REVISION OF BAYLEY QDRO (.4); LIMITING QDRO (.7); PERKINS QDRO (.8); PREPARE LETTERS TO COUNSEL AND PRINCIPALS INVOLVED IN QDROS WITH COPIES TO N. STRESING (1.9)	364.00

FLEMING COMPANIES, INC.  
 MISC. EMPLOYEE, HEALTH AND BENEFIT MATTERS - R  
 Matter # 11420.07943

May 28, 2003  
 Invoice # 190061

Date	Billing Initials	Hours	Description	Amount
4/15/03	CALL	.40	REVIEW TERMS OF SERP AGREEMENTS	70.00
4/15/03	NIX	3.60	RESEARCH RE: DISTRIBUTION AND RELATED ISSUES (1.4); CONFERENCE WITH D. HYDE RE: PLAN ISSUES (.2); RESEARCH RE: DISTRIBUTIONS FROM RETIREMENT PLAN (.4); REVIEW DOCUMENTS RE: RELATED MATTERS (.5); RESEARCH RE: DISTRIBUTIONS FROM RETIREMENT PLAN (1.1).	846.00
4/15/03	HENS	1.10	REVIEW COLGAN'S 401(K) QDRO (.3); PREPARE LETTER OF APPROVAL TO COUNSEL (.4); REVIEW OF CURRY QDRO (.4)	77.00
4/16/03	HENS	1.20	DRAFT RESPONSE LETTER TO CURRY COUNSEL RE DEFICIENCIES IN QDRO (.6); PREPARE FOR OFFICE CONFERENCE WITH PRINCE RE OUTSTANDING QDROS (.2); OFFICE CONFERENCE WITH PRINCE RE OUTSTANDING QDROS (.4)	84.00
4/17/03	HENS	1.50	UPDATE QDRO TRACKING (.4); PREPARE AND EMAIL RESULTS MEMO TO K. HARRIS (1.1)	105.00
4/18/03	HENS	.50	AT THE REQUEST OF J. PRINCE REVIEW SUBMITTED TABLE TO PBGC FORM 4010 AND MARK DISCREPANCIES (.4); OFFICE CONFERENCE WITH M. MALONE AND J. PRINCE RE SAME (.1)	35.00
4/21/03	CALL	.20	REVIEW ASSOC STOCK PURCHASE PLAN	35.00
4/22/03	CALL	.40	REVIEW ASSOCIATE STOCK PURCHASE PLAN (.3); TELEPHONE CONFERENCE WITH HYDE RE SAME (.1)	70.00
4/23/03	CALL	.80	CONFERENCE WITH HYDE RE CANCELLATION OF PLANS	140.00
4/24/03	CALL	.50	CONFERENCE WITH HYDE RE FICA AND TERMINATION OF PLANS	87.50
4/24/03	NIX	3.30	REVIEW DOCUMENTS RE: PLAN DESIGN AND RELATED ALLOCATION ISSUES (.8); TELEPHONE CONFERENCE RE: PLAN AMENDMENTS (.2); CONFERENCE WITH B. MEYER RE: SAME (.2); RESEARCH RE: PLAN AMENDMENTS (1.6); TELEPHONE CONFERENCE RE: SAME (.3); TELEPHONE CONFERENCE WITH IRS (.2)	775.50
4/24/03	HENS	.60	PULL PLANS FOR REVIEW BY PRINCE (.4); REDIRECT MAIL RE QDROS ON PERKINS AND CLUFF (.2)	42.00
4/25/03	CALL	3.00	DRAFT RESOLUTIONS RE TERMINATION OF PLANS (.8); RESEARCH FICA ISSUES (2.2)	525.00