

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

May 28, 2003  
Invoice # 190061

| Date    | Billing<br>Initials | Hours | Description   | Amount    |
|---------|---------------------|-------|---|-----------|
| 4/25/03 | NIX                 | 2.70  | TELEPHONE CONFERENCE RE: DISTRIBUTIONS AND RELATED MATTERS RE: COURT DIVORCE DECREE ISSUES (.4) RESEARCH RE: ALTERNATE PAYEE ALLOCATION (1.1); TELEPHONE CONFERENCE WITH DIVORCE ATTORNEY RE: SAME (.3); PREPARE AND REVISE DOCUMENTS (.9).   | 634.50    |
| 4/28/03 | NIX                 | 3.60  | REVIEW DOCUMENTS RE: QDRO DISTRIBUTIONS FOR RETIREMENT PLAN (.4); PREPARE DOCUMENTS WITH JIM PRINCE RE: QDROS (.9); OFFICE CONFERENCE WITH JIM PRINCE RE: QDROS (.2); RESEARCH RE: SAME (.8); TELEPHONE CONFERENCE WITH ATTORNEYS FOR ALTERNATE PAYEES (.4); PREPARE DOCUMENTS RE: QDRO DISTRIBUTIONS (.9).   | 846.00    |
| 4/29/03 | HENS                | 1.70  | OFFICE CONFERENCE WITH J. PRINCE (.1); INDEX DOCUMENTS FOR FILING PACKAGE TO PBGC ON FIVE PLANS: FLEMING COMPANIES, INC. PENSION PLAN; GODFREY COMPANY SUBSIDIARIES' PENSION PLAN; PENSION PLAN OF S.M. FLICKINGER CO., INC.; RETIREMENT PLAN FOR ARIZONA WAREHOUSE AND DISTRIBUTION EMPLOYEES; CORE-MARK INTERNATIONAL, INC. NON-BARGAINING EMPLOYEES PENSION PLAN; INDEX AND BINDER FOR ALL DOCUMENTS SUBMITTED TO PBGC (1.6) | 119.00    |
| 4/30/03 | NIX                 | 3.20  | PREPARE DOCUMENTS FOR ALTERNATE PAYEE AND COURT ISSUES RE: DIVORCE DECREE FOR RETIREMENT PLAN DISTRIBUTIONS RE: DISTRIBUTIONS FROM QDRO (.9); RESEARCH RE: PLAN AMENDMENTS (.4); TELEPHONE CONFERENCE WITH ATTORNEY FOR ALTERNATE PAYEE (.2); PREPARE DOCUMENTS (.5); RESEARCH RE: DISTRIBUTIONS FROM QDRO (.4); REVIEW AND REVISE DOCUMENTS RE: SAME (.8).   | 752.00    |
| 4/30/03 | NIX                 | 4.20  | REVIEW DOCUMENTS AND REVISE RE: DISTRIBUTIONS TO RETIREMENT PLANS (2.1); CONFERENCE CALL WITH DIVORCE ATTORNEY RE: SAME (.8); TELEPHONE CONFERENCE WITH IRS RE: PLAN (.3); CONFERENCE WITH D. HYDE RE: SAME (.2); PREPARE DOCUMENTS RE: ALLOCATIONS AND DISTRIBUTIONS TO PARTICIPANTS (.8).   | 987.00    |
| Totals  |                     | 65.40 |   | 12,082.00 |

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**EXPENSES**

| Cost Code             | Date    | Description               | Quantity | Unit Cost | Amount       |
|-----------------------|---------|---------------------------|----------|-----------|--------------|
| TEL                   | 4/5/03  | FACSIMILE                 | 7.00     | 0.50      | 3.50         |
| T                     | 4/7/03  | TELEPHONE 5305387551 2362 | 0.86     | 0.56      | 0.48         |
| T                     | 4/8/03  | TELEPHONE 9729068650 2270 | 0.43     | 0.56      | 0.24         |
| T                     | 4/9/03  | TELEPHONE 5124632016 2270 | 1.07     | 0.56      | 0.60         |
| T                     | 4/9/03  | TELEPHONE 3026617000 2270 | 2.57     | 0.56      | 1.44         |
| T                     | 4/9/03  | TELEPHONE 3125252337 2270 | 1.07     | 0.56      | 0.60         |
| T                     | 4/9/03  | TELEPHONE 3125252337 2270 | 0.64     | 0.56      | 0.36         |
| T                     | 4/9/03  | TELEPHONE 2064478962 2270 | 1.71     | 0.56      | 0.96         |
| T                     | 4/11/03 | TELEPHONE 9729068593 2270 | 3.43     | 0.56      | 1.92         |
| T                     | 4/14/03 | TELEPHONE 9723776441 2270 | 0.86     | 0.56      | 0.48         |
| TEL                   | 4/14/03 | FACSIMILE                 | 10.00    | 0.50      | 5.00         |
| TEL                   | 4/14/03 | FACSIMILE                 | 8.00     | 0.50      | 4.00         |
| T                     | 4/17/03 | TELEPHONE 2142236188 2270 | 1.93     | 0.56      | 1.08         |
| T                     | 4/18/03 | TELEPHONE 9729062121 2270 | 0.43     | 0.56      | 0.24         |
| T                     | 4/18/03 | TELEPHONE 9729062121 2270 | 0.21     | 0.56      | 0.12         |
| T                     | 4/18/03 | TELEPHONE 9729062121 2270 | 0.43     | 0.56      | 0.24         |
| T                     | 4/18/03 | TELEPHONE 2147048712 2270 | 0.21     | 0.56      | 0.12         |
| T                     | 4/18/03 | TELEPHONE 4056272252 2270 | 0.21     | 0.56      | 0.12         |
| T                     | 4/23/03 | TELEPHONE 8013630940 2362 | 0.43     | 0.56      | 0.24         |
| T                     | 4/24/03 | TELEPHONE 9729068650 2270 | 0.21     | 0.56      | 0.12         |
| T                     | 4/30/03 | TELEPHONE 9729061433 2270 | 1.07     | 0.56      | 0.60         |
| T                     | 4/30/03 | TELEPHONE 2136808605 2270 | 0.64     | 0.56      | 0.36         |
| <b>Total Expenses</b> |         |                           |          |           | <b>22.82</b> |

**Total Current Fees** **12,082.00**

**Total Current Expenses** **22.82**

**Net Current Billing for this Matter** **12,104.82**

Thank you for the opportunity to provide service to you.

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

May 28, 2003  
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MATTER SUMMARY PAGE

| Initials | Timekeeper Name      | Title              | Rate   | Hours | Amount    |
|----------|----------------------|--------------------|--------|-------|-----------|
| CALL     | JENNIFER H. CALLAHAN | ASSOCIATE          | 175.00 | 12.20 | 2,135.00  |
| HENS     | JANE E. HENSON       | LEGAL<br>ASSISTANT | 70.00  | 15.40 | 1,078.00  |
| NIX      | RICHARD D. NIX       | SHAREHOLDER        | 235.00 | 36.40 | 8,554.00  |
| PAPA     | JOHN A. PAPAHRONIS   | SHAREHOLDER        | 225.00 | 1.40  | 315.00    |
| Totals   |                      |                    |        | 65.40 | 12,082.00 |

# 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: MISC. ANTI TRUST MATTERS  
Matter# 11420.07944

PROFESSIONAL SERVICES THROUGH 04/30/2003

| Date    | Billing<br>Initials | Hours | Description  | Amount |
|---------|---------------------|-------|--|--------|
| 4/4/03  | HUFF                | 1.20  | WORK ON CONTRACT TERMINATIONS, REJECTIONS RE RETURN INC MATTER, LACROSSE CENTER, HAWAII ISSUE.   | 288.00 |
| 4/4/03  | HUFF                | .30   | TELEPHONE CONFERENCE CLIENT KEN WEINGARTNER RE RETURN INC, HAWAII CONTRACT TERMS, REJECTION AND TERMINATION ISSUES, LACROSSE CENTER ETC; NOTES.  | 72.00  |
| 4/11/03 | HUFF                | 1.90  | WORK ON RECLAMATION CONTRACT ISSUES, EFFECT OF BANKRUPTCY ON PENDING HAWAII RE-NEGOTIATION, AND REJECTION ISSUES RE FT. WAYNE, KANSAS CITY AND LINCOLN, ISSUES RE EXTENSION AGREEMENT. | 456.00 |
| 4/16/03 | HUFF                | .20   | REVIEW MEMO FROM BIRCHETTE RE ROBINSON PATMAN MATTER AND DOCUMENTS TO BE SENT, SCHEDULING OF CONFERENCE CALL.  | 48.00  |
| 4/17/03 | HUFF                | 2.30  | REVIEW MEMO FROM SHELDON AND CRAIG RE DAYMON MATTER..  | 552.00 |
| 4/17/03 | HUFF                | 3.20  | WORK ON DAYMON MATTER RE BROKERAGE ISSUES, ROBINSON PATMAN, INVOICES FOR FEES.   | 768.00 |
| 4/17/03 | HUFF                | 1.40  | REVIEW FAX FROM BIRCHETTE RE UNILEVER AND VENDOR MANUAL, ROBINSON PATMAN ISSUES.   | 336.00 |
| 4/18/03 | HUFF                | 2.90  | REVIEW PRIOR DAYMON FILES RE BROKERAGE ISSUES, FEE FOR SERVICES, RESEARCH RE ROBINSON PATMAN ISSUES, FACTS RE ARRANGEMENT, BILLINGS.   | 696.00 |

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MISC. ANTI TRUST MATTERS  
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| Date    | Billing<br>Initials | Hours | Description  | Amount |
|---------|---------------------|-------|--|--------|
| 4/18/03 | HUFF                | .90   | REVIEW UNILEVER LETTERS RE VENDOR MANUAL AND ROBISON PATMAN CLAIMS, FILE RE PREVIOUS MANUAL, ISSUE.  | 216.00 |
| 4/21/03 | HUFF                | 2.90  | RESEARCH RE DAYMON AND ROBINSON PATMAN ISSUES RE BROKERAGE, FEE FOR SERVICE ARRANGEMENTS, INVOICES.  | 696.00 |
| 4/21/03 | HUFF                | 3.10  | CONFERENCE CALL WITH NATHAN SHELDON AND BIRCHETTE RE FACTS INVOLVED IN DAYMON SITUATION, PAST PRACTICES AND INVOICES, BROKERAGE ROLE AND ISSUES RE REVENUES, EXPOSURE, DEFENSES. | 744.00 |
| 4/21/03 | HUFF                | .80   | TELEPHONE CONFERENCE CRAIG BIRCHETTE RE UNILEVER AND VENDOR PARTNER MANUAL, ISSUES RE PRICING, RECENT LETTER.  | 192.00 |
| 4/22/03 | HUFF                | 3.80  | REVIEW VENDOR PARTNER MANUAL, ISSUES RE ROBINSON PATMAN, PRICING ETC, AND RESPONSE TO UNILEVER.  | 912.00 |
| 4/22/03 | HUFF                | 1.20  | ADDITIONAL REVIEW OF ISSUES RAISED BY DAYMON INQUIRY, INVOICES RE SERVICES BY BROKER, ROBINSON PATMAN ISSUES, RESEARCH.  | 288.00 |
| 4/23/03 | HUFF                | 2.80  | WORK ON ROBINSON PATMAN ISSUES RE VENDOR MANUAL AND UNILEVER ISSUES, REVIEW MANUAL.  | 672.00 |
| 4/24/03 | HUFF                | 1.80  | WORK ON ROBINSON PATMAN ISSUES RE VENDOR MANUAL AND UNILEVER ISSUES..  | 432.00 |
| 4/24/03 | HUFF                | 1.80  | RESEARCH RE ROBINSON PATMAN ISSUES REAISED BY DAYMON RELATIONSHIP.   | 432.00 |
| 4/25/03 | HUFF                | 1.60  | WORK ON VENDOR MANUAL REVIEW, ISSUES, ROBINSON PATMAN CLAIMS, RESPONSE.  | 384.00 |
| 4/25/03 | HUFF                | .20   | ATTENTION TO FILE RE DRAFTS, NOTES AND DOCUMENTS FOR IDR CONTRACT.   | 48.00  |
| 4/28/03 | HUFF                | 1.40  | REVIEW UNILEVER CLAIMS RE VENDOR PARTNER MANUAL, ROBINSON PATMAN ISSUES.   | 336.00 |
| 4/29/03 | HUFF                | 1.30  | WORK ON ROBINSON PATMAN RESEARCH ISSUES RE VENDOR MANUAL TERMS AND CONDITIONS, DISCLAIMER, REFUSAL BY UNILEVER.  | 312.00 |
| 4/29/03 | HUFF                | 1.10  | FURTHER REVIEW OF ISSUES RE BROKERAGE AND FEES FOR SERVICE IN DAYMON ARRANGEMENT AND ROBINSON PATMAN ISSUES.   | 264.00 |
| 4/30/03 | HUFF                | 1.20  | REVIEW OF MATERIALS AND RESEARCH RE BROKERAGE PRACTICES IN CONNECTION WITH DAYMON ARRANGEMENT, ROBINSON PATMAN ISSUES, EXPOSURE.   | 288.00 |

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| <b>Date</b>   | <b>Billing<br/>Initials</b> | <b>Hours</b> | <b>Description</b> | <b>Amount</b>   |
|---------------|-----------------------------|--------------|--------------------|-----------------|
| <b>Totals</b> |                             | <b>39.30</b> |                    | <b>9,432.00</b> |

| <b>Cost<br/>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** **9,432.00**

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

**Net Current Billing for this Matter** **9,432.00**

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

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MISC. ANTI TRUST MATTERS  
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MATTER SUMMARY PAGE

| Initials | Timekeeper Name     | Title       | Rate   | Hours | Amount   |
|----------|---------------------|-------------|--------|-------|----------|
| HUFF     | LAURENCE M. HUFFMAN | SHAREHOLDER | 240.00 | 39.30 | 9,432.00 |
| Totals   |                     |             |        | 39.30 | 9,432.00 |

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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: MISC. ENVIRONMENTAL MATTERS  
Matter# 11420.07945

PROFESSIONAL SERVICES THROUGH 04/30/2003

| Date   | Billing<br>Initials | Hours | Description  | Amount |
|--------|---------------------|-------|--|--------|
| 4/1/03 | WELC                | .60   | REVIEW AND RESPOND TO E-MAIL MESSAGE FROM LOUIS PRICE CONCERNING PENDING ENVIRONMENTAL MATTERS AFFECTING FLEMING (.1); REVIEW PAYMENT AND EFFECTIVE DATE PROVISIONS OF CONSENT ORDER AND FINAL AGREEMENT TO BE ENTERED IN USEPA ENFORCEMENT PROCEEDING (.2); PREPARE E-MAIL MESSAGE TO LOUIS PRICE CONCERNING USEPA SETTLEMENT OF ENFORCEMENT ACTION AND POSSIBLE COURSE OF ACTION (.1); REVIEW E-MAIL MESSAGE FROM EVONNE ROBERSON (FLEMING) CONCERNING BANKRUPTCY (.2)         | 156.00 |
| 4/2/03 | WELC                | .70   | PREPARE E-MAIL MESSAGE AND LETTER TO JOHN TIELSCH (USEPA) CONCERNING FLEMING'S FILING OF BANKRUPTCY (USEPA ENFORCEMENT ACTION); PREPARE LETTER TO JUDGE BRIO (USEPA ADMINISTRATIVE HEARING) (.4); REVIEW GURLEY PLAINTIFFS MOTION TO DISQUALIFY (.3)   | 182.00 |
| 4/4/03 | WELC                | 1.20  | TELEPHONE CALL FROM DAVE STEGMANN CONCERNING PENDING ENVIRONMENTAL MATTERS (.4); CONFERENCE WITH ROSS PLOURDE CONCERNING EFFECT OF BANKRUPTCY UPON ENVIRONMENTAL CLAIMS (.2); ANALYZE WITH LOUIS PRICE THE EFFECT OF BANKRUPTCY ISSUES UPON PENDING ENVIRONMENTAL CASES AND EFFECT UPON UNSIGNED CONSENT ORDER (.2); REVIEW LETTER DATED 3/31/03 FROM KEELY O'BRYAN (IBC MFG CO) CONCERNING GURLEY LITIGATION (.1); REVIEW AND RESPOND TO E-MAIL MESSAGE FROM DAVE STEGMANN (.3) | 312.00 |



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|---------|---------------------|-------|--|--------|
| 4/7/03  | WELC                | .20   | REVIEW E-MAIL MESSAGE FROM CRAIG BIRCHETTE (.1); CONFERENCE WITH LOUIS PRICE CONCERNING CONFERENCE CALL CONCERNING BANKRUPTCY ISSUES (.1)  | 52.00  |
| 4/8/03  | WELC                | 2.90  | REVIEW AND ANALYZE ORDER ENTERED BY JUDGE BRIO CONCERNING FLEMING BANKRUPTCY (.5); CONFERENCE WITH LOUIS PRICE CONCERNING SAME (.1); REVIEW EXTENDED MESSAGE FROM JOHN TIELSCH (USEPA) CONCERNING JUDGE BRIO'S ORDER AND CONSENT AGREEMENT AND FINAL ORDER (CAFO) (.3); REVIEW AND ANALYZE CAFO (.5); CONFERENCE WITH LOUIS PRICE (.2); TELEPHONE CALL TO JOHN TIELSCH (.4); CONFERENCE CALL WITH LOUIS PRICE, CARLOS HERNANDEZ, KIRKLAND AND ELLIS ATTORNEYS, FLEMING PERSONNEL, ET AL. CONCERNING BANKRUPTCY MATTERS (.9)  | 754.00 |
| 4/9/03  | WELC                | .20   | REVIEW CORRESPONDENCE FROM MASON & DIXON TRUCK LINES CONCERNING GURLEY LITIGATION  | 52.00  |
| 4/11/03 | WELC                | 2.90  | PREPARE LETTER TO JANICE BIVENS (USEPA) CONCERNING R & H SITE (.2); TELEPHONE CALL FROM DAVE STEGMANN (.4); PREPARE LETTER TO DENISE ROBERTS (USEPA) CONCERNING GREAT LAKES CONTAINER SUPERFUND SITE (.3); PREPARE SUPPLEMENTAL RESPONSE TO USEPA REQUEST FOR INFORMATION CONCERNING GREAT LAKES CONTAINER SITE (.5); REVIEW FAX FROM MARTHA WAGNER OF LETTER DATED 4/9/03 FROM M. GHASEMI (.2); PREPARE DRAFT OF SUGGESTION OF BANKRUPTCY FOR R&H OIL, WARDEN OIL, GREAT LAKE CONTAINER, AND FPR SITES AND USEPA ENFORCEMENT ACTION (.4); TELEPHONE CALL TO DAVE STEGMANN CONCERNING UST ISSUES (.4); PREPARE E-MAIL MESSAGE TO DENISE WYMORE (K&E) (.2); PREPARE LETTER TO RACHELLE LAVALLE (MINNESOTA POLLUTION CONTROL AGENCY)(.3) | 754.00 |
| 4/11/03 | WELC                | 1.10  | REVIEW FAX DATED 4/10/03 FROM COURT CLERK OF ORDER ENTERED 4/9/03 (GURLEY LITIGATION) (.3); CURSORY REVIEW OF USEPA AND, AS APPLICABLE, TEXAS NATURAL RESOURCE CONSERVATION COMMISSION SITE UPDATES OF R & H OIL COMPANY SITE, WARDEN OIL SITE, AND FLORIDA PETROLEUM REPROCESSORS SITE (.5); PREPARE SUPPLEMENTAL RESPONSES TO USEPA INFORMATION REQUEST CONCERNING THE FLORIDA PETROLEUM REPROCESSORS AND R & H SITES AND PREPARE LETTER TO GREG ARMSTRONG (USEPA-FPR SITE) (.3)   | 286.00 |

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|---------|---------------------|-------|--|----------|
| 4/14/03 | WELC                | 5.20  | PREPARE AND FINALIZE ALL SUPPLEMENTAL RESPONSES TO USEPA INFORMATION REQUESTS CONCERNING ALL SITES OF INVOLVEMENT (3.8); FINALIZE LETTERS & ENCLOSURES TO USEPA PROJECT PERSONNEL AT ALL SUPERFUND SITES WHERE FLEMING IS A POTENTIAL RESPONSIBLE PERSON AND CALL FROM LINDA MIDYETT (MINNEAPOLIS) (.4); PREPARE LETTER TO USEPA FILING CLERK REGION 5 (.3); REVIEW FILED CONSENT AGREEMENT AND FINAL ORDER (MINNEAPOLIS) (.4); PREPARE LETTER TO CRAIG BIRCHETTE AND REVIEW LETTER FROM USEPA (MINN) (.3)                       | 1,352.00 |
| 4/14/03 | WELC                | .10   | REVIEW E-MAIL MESSAGE FROM LOUIS PRICE CONCERNING SUGGESTION OF BANKRUPTCY AND ACTION TO BE TAKEN CONCERNING PENDING MATTERS   | 26.00    |
| 4/15/03 | WELC                | 1.90  | REVIEW LETTER DATED 4/11/03 FROM CO-DEFENDANT (GURLEY) (.2); PREPARE LETTER TO COURT CLERK, PLAINTIFFS AND NON-SETTLING DEFENDANTS (GURLEY) (.4); REVIEW AND RESPOND TO E-MAIL FROM DAVE STEGMANN CONCERNING ENVIRONMENTAL MATTERS (.4); REVIEW NOTICE FROM CO-DEFENDANT IN GURLEY LITIGATION (.3); REVIEW AND RESPOND TO E-MAIL MESSAGE FROM SHIRLEY CHO (.4); REVIEW E-MAIL MESSAGE FROM DAVE STEGMANN (.3); EACH ENTRY CONCERNS PENDING ENVIRONMENTAL MATTERS AFFECTING FLEMING   | 494.00   |
| 4/16/03 | WELC                | 1.60  | REVIEW AND RESPOND TO E-MAIL MESSAGE FROM LINDA MIDYETT (MINNEAPOLIS RELEASE) (.3); REVIEW E-MAIL MESSAGE FROM DAVE STEGMANN (.1); PREPARE AFFIDAVITS IN CONNECTION WITH USEPA ENFORCEMENT ORDER (.9); TELEPHONE CALL TO LINDA MIDYETT (.3)  | 416.00   |
| 4/17/03 | WELC                | 2.80  | PREPARE AFFIDAVITS FOR EXECUTION BY LINDA MIDYETT AND JOHN JOHNSON CONCERNING USEPA ENFORCEMENT ORDER (MINNEAPOLIS FACILITY) (1.3); REVIEW RESPONSES OF FLEMING TO USEPA INFORMATION REQUEST CONCERNING MINNEAPOLIS RELEASE (.4); REVIEW FAX OF ORDER ENTERED ON 4/16/03 BY JUDGE DONALD (GURLEY CASE) (.3); PREPARE LETTER WITH ENCLOSURE TO MATTHEW P. COGLIANESE (FLORIDA PETROLEUM REPROCESSORS SITE PRP GROUP) (.3); CURSORY REVIEW OF CONSENT AGREEMENT AND FINAL ORDER (USEPA) (.3); PREPARE E-MAIL TO LINDA MIDYETT (.2) | 728.00   |

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| 4/18/03 | WELC                | .30   | REVIEW E-MAIL MESSAGE FROM MICHELLE BASERVA (FLORIDA PETROLEUM REPROCESSORS SITE) (.2); ASSIMILATE AND RESEND FLEMING MATERIALS TO MATTHEW COGLIANESE (.1)  | 78.00  |
| 4/21/03 | WELC                | .90   | REVIEW TELEPHONE MESSAGE FROM MARK GRUMMER (KIRKLAND & ELLIS) CONCERNING ENVIRONMENTAL MATTERS (.2); REVIEW ORDER ENTERED APRIL 16, 2003 IN GURLEY LITIGATION (.4); TELEPHONE CALL TO MARK GRUMMER (.3)   | 234.00 |
| 4/22/03 | WELC                | 1.60  | REVIEW AND RESPOND TO E-MAIL MESSAGE FROM SHIRLEY CHO (K&E) CONCERNING PENDING ENVIRONMENTAL MATTERS (.4); PREPARE LETTER TO SHIRLEY CHO (.3); PREPARE LETTER WITH ENCLOSURES TO MARK GRUMMER (K&E) (.4); PREPARE E-MAIL MESSAGE TO SHIRLEY CHO; CURSORY REVIEW CONTACT LIST FORWARDED BY DAVE STEGMANN (.2); REVIEW E-MAIL MESSAGE WITH ATTACHMENT FROM LOUIS PRICE CONCERNING HANDLING OF TASKS (.1); REVIEW AND RESPOND TO ADDITIONAL E-MAIL MESSAGE FROM SHIRLEY CHO (.2)             | 416.00 |
| 4/23/03 | WELC                | 1.60  | PREPARE UPDATE AND ANALYZE MEMO TO SHIRLEY CHO OF STATUS OF ENVIRONMENTAL SITES AND ACTIONS (.7); CURSORY REVIEW OF MASON & DIXON'S MOTION FOR SUMMARY JUDGMENT (.3); REVIEW EXTENDED TELEPHONE MESSAGE FROM MARK GRUMMER (K&E) (.2); PREPARE E-MAIL MESSAGE TO SHIRLEY CHO AND MARK GRUMMER (.2); TELEPHONE CALL TO MARK GRUMMER (.2)  | 416.00 |
| 4/24/03 | WELC                | .30   | TELEPHONE CALL FROM DAVE STEGMANN (.1); TELEPHONE CALL TO DAVE STEGMANN (.1); RECEIVE AND REVIEW FILED SUGGESTION OF BANKRUPTCY FROM USEPA ADMINISTRATIVE CLERK (.1)  | 78.00  |
| 4/25/03 | WELC                | .20   | REVIEW EXTENDED TELEPHONE MESSAGE FROM DAVE STEGMANN CONCERNING UST ISSUE   | 52.00  |
| 4/28/03 | WELC                | 1.80  | TELEPHONE CALL FROM/TO DAVE STEGMANN CONCERNING UST ISSUE AND STATUS OF MINNEAPOLIS AFFIDAVITS (.5); REVIEW E-MAIL MESSAGE DATED 4/28/03 WITH ATTACHMENTS FROM DAVE STEGMANN (.1); REVIEW SECOND E-MAIL MESSAGE DATED 4/28/03 WITH ATTACHMENT FROM DAVE STEGMANN (.3); TELEPHONE CALL TO DAVE STEGMANN (.3); REVISE DRAFT OF LETTER TO STATE REGULATORS CONCERNING USTS (.4); PREPARE E-MAIL MESSAGE TO DAVE STEGMANN; REVIEW AND RESPOND TO THIRD E-MAIL MESSAGE FROM DAVE STEGMANN (.2) | 468.00 |

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|---------------|---------------------|--------------|---|-----------------|
| 4/30/03       | WELC                | .20          | TELEPHONE CALL FROM DAVE STEGMANN CONCERNING UST FINANCIAL ASSURANCE ISSUE  | 52.00           |
| 4/30/03       | WELC                | .80          | PREPARE E-MAIL MESSAGE TO DAVE STEGMANN CONCERNING STATUS OF TRAINING REQUIREMENTS AND AFFIDAVITS WITH RESPECT TO USEPA CONSENT ORDER (.2); PREPARE E-MAIL MESSAGE TO JOHN TIELSCHE (USEPA) CONCERNING FORMS OF AFFIDAVITS TO BE SUBMITTED IN CONNECTION WITH USEPA CONSENT ORDER (.2); REVIEW AND RESPOND TO E-MAIL MESSAGE DATED 4/30/03 FROM DAVE STEGMANN CONCERNING FOREGOING (.2); REVIEW E-MAIL MESSAGE DATED 4/30/03 FROM LINDA MIDYETT TO DAVE STEGMANN CONCERNING STATUS OF AFFIDAVITS (.2) | 208.00          |
| 4/30/03       | WELC                | 1.60         | REVIEW AND RESPOND TO E-MAIL MESSAGE DATED APRIL 30, 2003 FROM FAITH MCMANUS CONCERNING ACCURACY OF ENVIRONMENTAL REPRESENTATIONS WITH RESPECT TO CALIFORNIA-BASED FOOD 4 LESS RETAIL STORES BEING SOLD BY FLEMING (1.1); TELEPHONE CALL TO DAVE STEGMANN CONCERNING ENVIRONMENTAL CONCERNS/ISSUES WITH RESPECT TO CALIFORNIA RETAIL STORES BEING SOLD BY FLEMING (.3); PREPARE E-MAIL MESSAGE TO DAVE STEGMANN CONCERNING DISPOSITION OF CALIFORNIA RETAIL STORES (.2)                               | 416.00          |
| <b>Totals</b> |                     | <b>30.70</b> |   | <b>7,982.00</b> |

#### EXPENSES

| Cost<br>Code          | Date    | Description                        | Quantity | Unit Cost | Amount       |
|-----------------------|---------|------------------------------------|----------|-----------|--------------|
| FEX                   | 4/2/03  | FEDERAL EXPRESS CORP. 634274544060 | 1.00     | 11.47     | 11.47        |
| FEX                   | 4/2/03  | FEDERAL EXPRESS CORP. 634274544071 | 1.00     | 11.80     | 11.80        |
| FEX                   | 4/2/03  | FEDERAL EXPRESS CORP. 634274544071 | 1.00     | 10.00     | 10.00        |
| FEX                   | 4/22/03 | FEDERAL EXPRESS CORP. 634274546902 | 1.00     | 11.91     | 11.91        |
| <b>Total Expenses</b> |         |                                    |          |           | <b>45.18</b> |

**FLEMING COMPANIES, INC.**  
**MISC. ENVIRONMENTAL MATTERS**  
**Matter # 11420.07945**

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

|  |                        |
|--|------------------------|
| <b>Total Current Fees</b>                  | <b>7,982.00</b>        |
| <b>Total Current Expenses</b>              | <b>45.18</b>           |
| <b>Net Current Billing for this Matter</b> | <b><u>8,027.18</u></b> |

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

FLEMING COMPANIES, INC.  
MISC. ENVIRONMENTAL MATTERS  
Matter # 11420.07945

May 28, 2003  
Invoice # 190061

MEMBERSHIP SUMMARY PAGE

| Initials | Timekeeper Name | Title       | Rate   | Hours | Amount   |
|----------|-----------------|-------------|--------|-------|----------|
| WELC     | STEVEN R. WELCH | SHAREHOLDER | 260.00 | 30.70 | 7,982.00 |
| Totals   |                 |             |        | 30.70 | 7,982.00 |

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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: TOBACCO LITIGATION  
Matter# 11420.07963

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

| Date    | Billing<br>Initials | Hours | Description  | Amount |
|---------|---------------------|-------|--|--------|
| 4/21/03 | WALT                | .20   | EMAIL TO JOHN MCELLIGOTT RE BANKRUPTCY AND<br>BADON CASE | 40.00  |
| Totals  |                     | 0.20  |  | 40.00  |

| Cost<br>Code   | Date | Description | Quantity | Unit Cost | Amount |
|----------------|------|-------------|----------|-----------|--------|
| Total Expenses |      |             |          |           | 0.00   |

**Total Current Fees** 40.00

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 40.00

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
TOBACCO LITIGATION  
Matter # 11420.07963

May 28, 2003  
Invoice # 190061

WALTERS SUMMARY PAGE

| Initials | Timekeeper Name | Title       | Rate   | Hours | Amount |
|----------|-----------------|-------------|--------|-------|--------|
| WALT     | JOSEPH WALTERS  | SHAREHOLDER | 200.00 | 0.20  | 40.00  |
| Totals   |                 |             |        | 0.20  | 40.00  |



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LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: FLEMING-AG SEATTLE JOINT VENTURE  
Matter# 11420.08003

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

| Date          | Billing<br>Initials | Hours       | Description  | Amount        |
|---------------|---------------------|-------------|--|---------------|
| 4/1/03        | CARR                | .40         | TELEPHONE CONFERENCE AAA CASE MANAGER RE:<br>AUTOMATIC STAY (.1); CORRESPONDENCE CASE<br>MANAGER RE: AUTOMATIC STAY (.3)   | 62.00         |
| 4/1/03        | PETE                | 3.00        | CONFERENCE WITH CARRIER RE: AGI LITIGATION<br>DOCUMENTS (.1); REVIEW AND ANALYZE FLEMING &<br>COREMARK DOCUMENTS AND PREPARATIONS FOR<br>PRODUCTION PER DISCOVERY REQUESTS (2.9) | 240.00        |
| 4/8/03        | PETE                | .50         | REVIEW AND CATEGORIZE DOCUMENT PRODUCTION<br>AND LABEL   | 40.00         |
| <b>Totals</b> |                     | <b>3.90</b> |  | <b>342.00</b> |

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

**Total Current Fees** **342.00**

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

**Net Current Billing for this Matter** **342.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
FLEMING-AG SEATTLE JOINT VENTURE  
Matter # 11420.08003

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

| Initials | Timekeeper Name   | Title              | Rate   | Hours | Amount |
|----------|-------------------|--------------------|--------|-------|--------|
| CARR     | KYMALA B. CARRIER | ASSOCIATE          | 155.00 | 0.40  | 62.00  |
| PETE     | DIANNA PETERS     | LEGAL<br>ASSISTANT | 80.00  | 3.50  | 280.00 |
| Totals   |                   |                    |        | 3.90  | 342.00 |

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POST OFFICE BOX 299013  
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: BIG 8 FOODS - FSBA  
Matter# 11420.08044

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

| Date          | Billing<br>Initials | Hours       | Description  | Amount          |
|---------------|---------------------|-------------|--|-----------------|
| 4/2/03        | ADKI                | .50         | TELEPHONE CONF WITH KEVIN KELLY REGARDING REVISIONS TO FSA AND LOAN DOCUMENTS  | 77.50           |
| 4/3/03        | ADKI                | .10         | TELEPHONE JEFF MINSTER REGARDING BIG 8 FOODS FSA   | 15.50           |
| 4/8/03        | ADKI                | 2.80        | REVIEW AND REVISE LOAN DOCUMENTS AND FSA (1.6); TELEPHONE CONF WITH KEVIN KELLY REGARDING TERMS OF FSA, THE NOTES AND REVISIONS REQUESTED BY RETAILER (1.2)  | 434.00          |
| 4/9/03        | ADKI                | 2.10        | REVISE LOAN DOCUMENTS (1.8); TELEPHONE WALLY WHITE (.1); DRAFT TRANSMITTAL EMAIL TO FLEMING (.2)   | 325.50          |
| 4/22/03       | ADKI                | .30         | TELEPHONE CALL FROM MARK HEDRICK REGARDING REVISED DRAFT DOCUMENTS (.2); TELEPHONE WALLY WHITE REGARDING CONFERENCE WITH MARK HEDRICK (.1)   | 46.50           |
| 4/23/03       | ADKI                | .70         | TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING REQUESTED REVISIONS TO SECURITY AGREEMENT (.2); REVISE SECURITY AGREEMENT (.3); FORWARD REVISED DRAFTS TO MARK HEDRICK (.1); TELEPHONE CONFERENCE WITH MARK HEDRICK (.1) | 108.50          |
| 4/28/03       | ADKI                | .70         | TEL CONFERENCE WITH KEVIN KELLY REGARDING BIG 8 FOODS REFINANCING (.4); TEL CONFERENCE WITH MARK HEDRICK REGARDING SAME (.3)   | 108.50          |
| <b>Totals</b> |                     | <b>7.20</b> |  | <b>1,116.00</b> |

**FLEMING COMPANIES, INC.**  
**BIG 8 FOODS - FSBA**  
**Matter # 11420.08044**

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

| <b>Cost<br/>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>     |
| <b>Total Current Fees</b>                  |             |                    |                 |                  | <b>1,116.00</b> |
| <b>Total Current Expenses</b>              |             |                    |                 |                  | <b>0.00</b>     |
| <b>Net Current Billing for this Matter</b> |             |                    |                 |                  | <b>1,116.00</b> |

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

FLEMING COMPANIES, INC.  
BIG 8 FOODS - FSBA  
Matter # 11420.08044

May 28, 2003  
Invoice # 190061

WEATHER SUMMARY PAGE

| Initials | Timekeeper Name | Title     | Rate   | Hours | Amount   |
|----------|-----------------|-----------|--------|-------|----------|
| ADKI     | M. CRAIG ADKINS | ASSOCIATE | 155.00 | 7.20  | 1,116.00 |
| Totals   |                 |           |        | 7.20  | 1,116.00 |

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LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: BROKERAGE AGREEMENT - JEM MARKETING GROUP  
Matter# 11420.08048

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

| Date   | Billing<br>Initials | Hours | Description  | Amount |
|--------|---------------------|-------|--|--------|
| 4/2/03 | NORD                | 1.60  | REVIEW EMAIL FROM NICK WRIGHT RE JEM MARKETING (.1); REVIEW LOAN PAYMENT PROPOSAL FROM JEM MARKETING (.2); CONFERENCE WITH PRICE RE BANKRUPTCY AFFECT ON JEM MARKETING CLAIMS (.2); TELEPHONE CONFERENCE WITH NICK WRIGHT AND JIM CREELY RE JEM MARKETING (.4); DRAFT DEMAND LETTER TO JEM MARKETING (.6); EMAIL TO NICK WRIGHT (.1) | 384.00 |
| 4/3/03 | COUR                | 1.60  | RESEARCHING THE STATUTE OF LIMITATIONS TO ENFORCE A DEMAND NOTE IN NEW YORK.   | 200.00 |
| 4/3/03 | COUR                | 2.20  | RESEARCHING THE STATUTE OF LIMITATIONS FOR A NON-NEGOTIABLE DEMAND NOTE AND A NEGOTIABLE DEMAND NOTE IN OKLAHOMA.  | 275.00 |
| 4/3/03 | COUR                | 2.10  | RESEARCHING WHETHER FLEMING'S DEMAND NOTE IS A NEGOTIABLE INSTRUMENT ENTITLING IT TO THE LARGER STATUTE OF LIMITATIONS APPLICABLE TO NEGOTIABLE INSTRUMENTS IN OKLAHOMA,   | 262.50 |
| 4/3/03 | NORD                | .60   | CONFERENCES WITH COURT RE RESEARCH ON STATUTE OF LIMITATIONS ISSUES FOR JEM MARKETING DEMAND NOTES UNDER OKLAHOMA AND NEW YORK LAW (.2); TELEPHONE CONFERENCE WITH NICK WRIGHT RE JEM MARKETING (.2); REVISE INSERT FOR LETTER TO JEFF KOLPEN OF JEM MARKETING (.2)  | 144.00 |
| 4/4/03 | COUR                | 3.00  | DRAFTING MEMORANDUM REGARDING WHETHER FLEMING'S DEMAND NOTE IS A NEGOTIABLE INSTRUMENT AND THE APPLICABLE STATUS OF LIMITATIONS FOR THE DEMAND NOTE IN NEW YORK AND OKLAHOMA.  | 375.00 |

FLEMING COMPANIES, INC.  
 BROKERAGE AGREEMENT - JEM MARKETING GROUP  
 Matter # 11420.08048

May 28, 2003  
 Invoice # 190061

| Date          | Billing<br>Initials | Hours        | Description  | Amount          |
|---------------|---------------------|--------------|--|-----------------|
| 4/4/03        | COUR                | 1.40         | RESEARCHING WHETHER THE STATUTE OF LIMITATIONS TO COLLECT ON A DEBT MAY BE EXTENDED BY ACKNOWLEDGING THE DEBT OR BY AGREEMENT OF THE PARTIES AND THE PROCEDURES NECESSARY TO EXTEND THE STATUTE OF LIMITATIONS.  | 175.00          |
| 4/7/03        | NORD                | .30          | REVIEW EMAILS FROM NICK WRIGHT RE JEM MARKETING (.1); EMAILS TO NICK WRIGHT RE JEM MARKETING (.2)  | 72.00           |
| 4/8/03        | NORD                | 2.30         | REVIEW EMAIL FROM JEFF KOLPEN RE JEM (.1); REVIEW COURT MEMORANDUM RE STATUTE OF LIMITATIONS ON JEM DEMAND NOTES (.3); TELEPHONE CONFERENCE WITH NICK WRIGHT AND REVIEW EMAILS BETWEEN NICK WRIGHT AND JIM CREELY RE JEM (.3); CONFERENCE WITH PRICE RE JEM BANKRUPTCY ISSUES (.2); MEMORANDUM TO NICK WRIGHT RE COMMISSION AND BONUS CLAIMS (1.4)   | 552.00          |
| 4/9/03        | NORD                | 1.80         | REVIEW EMAIL FROM NICK WRIGHT AND JIM CREELY RE JEM (.2); CONFERENCE WITH HUFFMAN RE PRIOR DEALINGS WITH JEM AND DRAFTING OF DOCUMENTS (.3); MEMORANDUM TO NICK WRIGHT RE COMMISSIONS AND BONUSES AND SOURCES OF PAYMENT OF DEMAND NOTE FROM JEM (.6); MEMORANDUM TO NICK WRIGHT RE STATUTE OF LIMITATIONS ON DEMAND NOTE FROM JEM (.5); EMAIL TO NICK WRIGHT RE MEMORANDA (.1); EMAIL TO PRICE (.1) | 432.00          |
| 4/10/03       | NORD                | .20          | MEMORANDUM RE STATUTE OF LIMITATIONS ON APRIL 20, 1998 DEMAND PROMISSORY NOTE FROM JEM   | 48.00           |
| 4/11/03       | NORD                | .40          | MEMORANDUM RE STATUTE OF LIMITATIONS ON APRIL 18, 1998 JEM DEMAND NOTE (.3); EMAIL TO NICK WRIGHT (.1)   | 96.00           |
| 4/14/03       | NORD                | .30          | REVIEW EMAILS FROM NICK WRIGHT RE JEM; EMAIL TO NICK WRIGHT  | 72.00           |
| <b>Totals</b> |                     | <b>17.80</b> |  | <b>3,087.50</b> |

**EXPENSES**

| Cost<br>Code | Date   | Description | Quantity | Unit Cost | Amount |
|--------------|--------|-------------|----------|-----------|--------|
| LEX          | 4/3/03 | WESTLAW     | 6.80     | 6.50      | 44.21  |

**FLEMING COMPANIES, INC.**  
**BROKERAGE AGREEMENT - JEM MARKETING GROUP**  
**Matter # 11420.08048**

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

| <b>Cost<br/>Code</b>                       | <b>Date</b> | <b>Description</b> | <b>Quantity</b> | <b>Unit Cost</b> | <b>Amount</b>   |
|--|-------------|--------------------|-----------------|------------------|-----------------|
| <b>Total Expenses</b>                      |             |                    |                 |                  | <b>44.21</b>    |
| <b>Total Current Fees</b>                  |             |                    |                 |                  | <b>3,087.50</b> |
| <b>Total Current Expenses</b>              |             |                    |                 |                  | <b>44.21</b>    |
| <b>Net Current Billing for this Matter</b> |             |                    |                 |                  | <b>3,131.71</b> |

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



FLEMING COMPANIES, INC.  
BROKERAGE AGREEMENT - JEM MARKETING GROUP  
Matter # 11420.08048

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

| Initials | Timekeeper Name   | Title       | Rate   | Hours | Amount   |
|----------|-------------------|-------------|--------|-------|----------|
| COUR     | TODD COURT        | ASSOCIATE   | 125.00 | 10.30 | 1,287.50 |
| NORD     | J. MICHAEL NORDIN | SHAREHOLDER | 240.00 | 7.50  | 1,800.00 |
| Totals   |                   |             |        | 17.80 | 3,087.50 |

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1945 LAKEPOINTE DRIVE  
POST OFFICE BOX 299013  
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: NORTHEAST FROZEN FOODS  
Matter# 11420.08053

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

| Date    | Billing<br>Initials | Hours | Description  | Amount |
|---------|---------------------|-------|--|--------|
| 4/1/03  | BOCO                | .40   | CONFERENCE CARRIER (.2); PREPARATION OF MEMO TO VANN & MITCHELL (.2)   | 98.00  |
| 4/1/03  | CARR                | .80   | TELEPHONE CONFERENCE OWEN LALOR RE: AUTOMATIC STAY (.3); CORRESPONDENCE LALOR RE: AUTOMATIC STAY (.2); CONFERENCE BOCOCK RE: STRATEGY (.3)   | 124.00 |
| 4/1/03  | PALM                | .50   | REVIEW OF DOCUMENTS, FILES AND NOTEBOOKS, PREPARATION OF DOCUMENTS TO UPDATE TRIAL NOTEBOOKS   | 32.50  |
| 4/2/03  | PALM                | .50   | REVIEW OF BOCOCK 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  |
| 4/3/03  | BOCO                | .50   | REVIEW OF VANN MESSAGE (.1); PREPARATION OF MEMO TO LOLAR (.2); CONFERENCE CARRIER (.2)  | 122.50 |
| 4/4/03  | BOCO                | .70   | STUDY AND ANALYSIS OF STAY ISSUES AND BEST OPTION AND FORUM FOR RESOLUTION OF FLEMING CLAIM AND DISPOSITION OF PHOENIX CLAIM   | 171.50 |
| 4/8/03  | BOCO                | .50   | REVIEW OF MITCHELL MEMO AND MESSAGE; PREP OF MEMO TO MITCHELL  | 122.50 |
| 4/9/03  | BOCO                | .40   | ANALYSIS OF SPLITTING CLAIMS V COUNTERCLAIMS   | 98.00  |
| 4/21/03 | BOCO                | .50   | ANALYSIS OF FORUM FOR PROSECUTION OF CLAIMS AND PREPARATION OF UPDATE NOTICE TO THE AAA OF STATUS  | 122.50 |

FLEMING COMPANIES, INC.  
NORTHEAST FROZEN FOODS  
Matter # 11420.08053

May 28, 2003  
Invoice # 190061

| Date    | Billing<br>Initials | Hours | Description   | Amount   |
|---------|---------------------|-------|---|----------|
| 4/21/03 | PALM                | .40   | REVIEW OF DOCUMENTS, PREPARATION OF LETTER<br>RE: HOLDING CASE IN ABEYANCE, PREPARATION OF<br>FAX TRANSMITTAL TO AAA AND OPPOSING COUNSEL | 26.00    |
| 4/30/03 | BOCO                | .30   | ANALYSIS OF BEST PROCEDURE FOR PROSECUTION<br>OF CLAIMS   | 73.50    |
| Totals  |                     | 5.50  |   | 1,023.50 |

**EXPENSES**

| Cost<br>Code   | Date   | Description | Quantity | Unit Cost | Amount |
|----------------|--------|-------------|----------|-----------|--------|
| TEL            | 4/4/03 | FACSIMILE   | 3.00     | 0.50      | 1.50   |
| Total Expenses |        |             |          |           | 1.50   |

Total Current Fees 1,023.50

Total Current Expenses 1.50

Net Current Billing for this Matter 1,025.00

Thank you for the opportunity to provide service to you.

**FLEMING COMPANIES, INC.**  
**NORTHEAST FROZEN FOODS**  
**Matter # 11420.08053**

**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>   |
|-----------------|------------------------|--------------------|-------------|--------------|-----------------|
| BOCO            | JOSEPH H. BOCK         | SHAREHOLDER        | 245.00      | 3.30         | 808.50          |
| CARR            | KYMALA B. CARRIER      | ASSOCIATE          | 155.00      | 0.80         | 124.00          |
| PALM            | SEPHY L. PALMERTON     | LEGAL<br>ASSISTANT | 65.00       | 1.40         | 91.00           |
| <b>Totals</b>   |                        |                    |             | <b>5.50</b>  | <b>1,023.50</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: INTELLECTUAL PROPERTY MATTERS  
Matter# 11420.08084

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

| Date          | Billing<br>Initials | Hours       | Description   | Amount        |
|---------------|---------------------|-------------|---|---------------|
| 4/16/03       | DOUGH               | .30         | REVIEW LETTER FROM M. GHASEMI OF KIRKLAND & ELLIS RE: SUGGESTION OF BANKRUPTCY IN LEMELSON CASE (.1), BEGIN REVIEW FILES OF FILES (.2). | 75.00         |
| 4/24/03       | DOUGH               | .20         | CONFERENCE GILBERT RE: LEMELSON ISSUES AND INVOLVEMENT OF FIRM IN PAST (.1), WORK ON RESPONSE TO ATTORNEY RE: LITIGATION (.1).          | 50.00         |
| <b>Totals</b> |                     | <b>0.50</b> |   | <b>125.00</b> |

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

**Total Current Fees** **125.00**

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

**Net Current Billing for this Matter** **125.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
INTELLECTUAL PROPERTY MATTERS  
Matter # 11420.08084

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

| Initials | Timekeeper Name            | Title       | Rate   | Hours | Amount |
|----------|----------------------------|-------------|--------|-------|--------|
| DOUGH    | CLIFFORD C. DOUGHERTY, III | SHAREHOLDER | 250.00 | 0.50  | 125.00 |
| Totals   |                            |             |        | 0.50  | 125.00 |

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1945 LAKEPOINTE DRIVE  
POST OFFICE BOX 299013  
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: FAMILY COMPANY OF AMERICA LOAN RESTRUCTURE  
Matter# 11420.08105

## PROFESSIONAL SERVICES THROUGH 04/30/2003

| Date          | Billing<br>Initials | Hours       | Description  | Amount        |
|---------------|---------------------|-------------|--|---------------|
| 4/4/03        | CARR                | 1.20        | BRIEF REVIEW AND STATEGY ANALYSIS OF FILES IN PREPARATION FOR DRAFTING LETTER TO OPPOSING COUNSEL IN FOUR ADVERSARY PROCEEDINGS (.9); DRAFTING LETTER TO COUNSEL FOR FOUR ADVERSARY PLAINTISS RE: FLEMING'S BANKRUPTCY FILING (.3) | 186.00        |
| 4/9/03        | CARR                | .20         | TELEPHONE CONFERENCE WALLY WHITE RE: STATUS OF ADVERSARY PROCEEDINGS   | 31.00         |
| 4/11/03       | CARR                | .10         | TELEPHONE CONFERENCES WHITE RE: DISBURSEMENTS RECEIVED FROM ESTATE   | 15.50         |
| <b>Totals</b> |                     | <b>1.50</b> |  | <b>232.50</b> |

## EXPENSES

| Cost<br>Code | Date   | Description               | Quantity | Unit Cost | Amount |
|--------------|--------|---------------------------|----------|-----------|--------|
| T            | 4/4/03 | TELEPHONE 3143456562 3283 | 0.43     | 0.56      | 0.24   |
| T            | 4/4/03 | TELEPHONE 3145527017 3283 | 0.43     | 0.56      | 0.24   |
| T            | 4/4/03 | TELEPHONE 3146215065 3283 | 0.43     | 0.56      | 0.24   |
| T            | 4/4/03 | TELEPHONE 3147272824 3283 | 0.21     | 0.56      | 0.12   |
| T            | 4/4/03 | TELEPHONE 3144801505 3283 | 0.43     | 0.56      | 0.24   |
| T            | 4/4/03 | TELEPHONE 3146132550 3283 | 0.43     | 0.56      | 0.24   |
| T            | 4/4/03 | TELEPHONE 3147272824 3283 | 0.21     | 0.56      | 0.12   |

**FLEMING COMPANIES, INC.**  
**FAMILY COMPANY OF AMERICA LOAN RESTRUCTURE**  
**Matter # 11420.08105**

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

| <b>Cost<br/>Code</b>  | <b>Date</b> | <b>Description</b> | <b>Quantity</b> | <b>Unit Cost</b> | <b>Amount</b> |
|-----------------------|-------------|--------------------|-----------------|------------------|---------------|
| TEL                   | 4/7/03      | FACSIMILE          | 20.00           | 0.50             | 10.00         |
| <b>Total Expenses</b> |             |                    |                 |                  | <b>11.44</b>  |

**Total Current Fees** **232.50**

**Total Current Expenses** **11.44**

**Net Current Billing for this Matter** **243.94**

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



FLEMING COMPANIES, INC.  
FAMILY COMPANY OF AMERICA LOAN RESTRUCTURE  
Matter # 11420.08105

May 28, 2003  
Invoice # 190061

MATTER SUMMARY PAGE

| Initials | Timekeeper Name   | Title     | Rate   | Hours | Amount |
|----------|-------------------|-----------|--------|-------|--------|
| CARR     | KYMALA B. CARRIER | ASSOCIATE | 155.00 | 1.50  | 232.50 |
| Totals   |                   |           |        | 1.50  | 232.50 |

# McAfee & Taft

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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: ISP BATCH BILL DISTRIBUTION  
Matter# 11420.08120

## PROFESSIONAL SERVICES THROUGH 04/30/2003

| Date          | Billing<br>Initials | Hours       | Description  | Amount        |
|---------------|---------------------|-------------|--|---------------|
| 4/1/03        | MULL                | .20         | REVIEW CORRESPONDENCE AND PLEADINGS                                | 42.00         |
| 4/9/03        | MULL                | .20         | REVIEW PLEADINGS   | 42.00         |
| 4/9/03        | JDS                 | .20         | REVISE SUGGESTION OF BANKRUPTCY                                    | 31.00         |
| 4/11/03       | JDS                 | .20         | CORRESPOND WITH BANKRUPTCY COUNSEL RE:<br>SUGGESTION OF BANKRUPTCY | 31.00         |
| <b>Totals</b> |                     | <b>0.80</b> |  | <b>146.00</b> |

## EXPENSES

| Cost<br>Code          | Date   | Description               | Quantity | Unit Cost | Amount      |
|-----------------------|--------|---------------------------|----------|-----------|-------------|
| T                     | 4/2/03 | TELEPHONE 5802344300 2315 | 0.21     | 0.56      | 0.12        |
| <b>Total Expenses</b> |        |                           |          |           | <b>0.12</b> |

**FLEMING COMPANIES, INC.**  
**ISP BATCH BILL DISTRIBUTION**  
**Matter # 11420.08120**

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

|  |                      |
|--|----------------------|
| <b>Total Current Fees</b>                  | <b>146.00</b>        |
| <b>Total Current Expenses</b>              | <b>0.12</b>          |
| <b>Net Current Billing for this Matter</b> | <b><u>146.12</u></b> |

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

FLEMING COMPANIES, INC.  
ISP BATCH BILL DISTRIBUTION  
Matter # 11420.08120

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

| Initials | Timekeeper Name    | Title       | Rate   | Hours | Amount |
|----------|--------------------|-------------|--------|-------|--------|
| JDS      | JOHN D. STINER     | ASSOCIATE   | 155.00 | 0.40  | 62.00  |
| MULL     | M. RICHARD MULLINS | SHAREHOLDER | 210.00 | 0.40  | 84.00  |
| Totals   |                    |             |        | 0.80  | 146.00 |

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POST OFFICE BOX 299013  
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: NOWELL'S  
Matter# 11420.08174

PROFESSIONAL SERVICES THROUGH 04/30/2003

| Date    | Billing<br>Initials | Hours | Description   | Amount |
|---------|---------------------|-------|---|--------|
| 4/3/03  | ADKI                | .20   | TELEPHONE CONFERENCE WITH JEFF MINSTER REGARDING ACCOUNTING ENTRIES FOR LOAN TO RHODES GROCERY, INC.  | 31.00  |
| 4/8/03  | KELLE               | .90   | REVIEW DOCUMENTS LEFT BY CRAIG ADKINS (.3); SEARCH IMS AND BEGIN TO SET UP SUBFILES FOR DOCUMENTS (.3); REQUEST RETURN TO ME FOR FILING OF DOCUMENTS (.3)   | 58.50  |
| 4/9/03  | ADKI                | .30   | REVIEW CLOSING DOCUMENTS FOR SALE TO JERDEN FOODS   | 46.50  |
| 4/9/03  | KELLE               | 2.80  | BEGIN REVIEW OF FILES AND COPYING LEASES, AMENDMENTS, ETC. FOR ATTACHMENT TO NEW SUBLEASES  | 182.00 |
| 4/10/03 | ADKI                | 2.80  | TEL CONFERENCE WITH DANA BICKFORD AND ERIK CHALUT REGARDING FUNDING LOANS FOR RHODES GROCERY, INC. AND JERDEN FOODS, INC. (.4); REVIEW LOAN DOCUMENTS REGARDING FLEMING OBLIGATIONS FOR FUNDING LOANS (2.4) | 434.00 |
| 4/10/03 | KELLE               | .90   | COMPLETE COPYING OF LEASE FILES   | 58.50  |
| 4/11/03 | ADKI                | .30   | TEL CONFERENCE WITH JEFF MINSTER REGARDING ACCOUNTING ENTRIES FOR LOANS TO JERDEN FOODS   | 46.50  |
| 4/21/03 | KELLE               | 2.20  | ASSEMBLE SIGNATURE PAGES/SUBLEASE DOCUMENTS   | 143.00 |
| 4/22/03 | KELLE               | .90   | REVIEW DOCUMENTS WITH CRAIG ADKINS AND COPY (.4); PREPARE TRANSMITTAL LETTER TO JEFF MINSTER (.3); COURIER TO JEFF MINSTER AT FLEMING SHARTEL (.2)  | 58.50  |

FLEMING COMPANIES, INC.  
NOWELL'S  
Matter # 11420.08174

May 28, 2003  
Invoice # 190061

| Date   | Billing<br>Initials | Hours | Description | Amount   |
|--------|---------------------|-------|-------------|----------|
| Totals |                     | 11.30 |             | 1,058.50 |

**EXPENSES**

| Cost<br>Code   | Date    | Description                        | Quantity | Unit Cost | Amount |
|----------------|---------|------------------------------------|----------|-----------|--------|
| T              | 4/10/03 | TELEPHONE 3128612200 3283          | 5.14     | 0.56      | 2.88   |
| TEL            | 4/10/03 | FACSIMILE                          | 69.00    | 0.50      | 34.50  |
| FEX            | 4/22/03 | FEDERAL EXPRESS CORP. 634274546784 | 1.00     | 13.84     | 13.84  |
| COU3           | 4/30/03 | YELLOW CAB COURIER                 | 1.00     | 10.00     | 10.00  |
| Total Expenses |         |                                    |          |           | 61.22  |

Total Current Fees 1,058.50

Total Current Expenses 61.22

Net Current Billing for this Matter 1,119.72

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
NOWELL'S  
Matter # 11420.08174

May 28, 2003  
Invoice # 190061

MATTER SUMMARY PAGE

| Initials | Timekeeper Name | Title              | Rate   | Hours | Amount   |
|----------|-----------------|--------------------|--------|-------|----------|
| ADKI     | M. CRAIG ADKINS | ASSOCIATE          | 155.00 | 3.60  | 558.00   |
| KELLE    | STAN KELLEY     | LEGAL<br>ASSISTANT | 65.00  | 7.70  | 500.50   |
| Totals   |                 |                    |        | 11.30 | 1,058.50 |

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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: GOODNER'S DISCOUNT FOODS, LLC  
Matter# 11420.08184

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

| Date          | Billing<br>Initials | Hours       | Description   | Amount        |
|---------------|---------------------|-------------|---|---------------|
| 4/2/03        | ADKI                | .50         | FILE MANAGEMENT (.2); TELEPHONE CONF WITH JEFF<br>MINSTER REGARDING STATUS OF FORECLOSURE<br>SALE (.30) | 77.50         |
| 4/2/03        | KELLE               | .20         | SET UP NEW SUBFILE, REQUEST FOLDER  | 13.00         |
| 4/8/03        | KELLE               | .20         | REVIEW IMS RE: SUBFILE REQUEST; FORWARD TO<br>CRAIG AKDINS  | 13.00         |
| 4/11/03       | KELLE               | .20         | REVIEWED FILE FOR PROJECT (.7); SORT DOCUMENTS<br>(.3)  | 13.00         |
| <b>Totals</b> |                     | <b>1.10</b> |   | <b>116.50</b> |

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

**Total Current Fees** **116.50**

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

**Net Current Billing for this Matter** **116.50**

Thank you for the opportunity to provide service to you.



FLEMING COMPANIES, INC.  
GOODNER'S DISCOUNT FOODS, LLC  
Matter # 11420.08184

May 28, 2003  
Invoice # 190061

MEMBER SUMMARY PAGE

| Initials | Timekeeper Name | Title              | Rate   | Hours | Amount |
|----------|-----------------|--------------------|--------|-------|--------|
| ADKI     | M. CRAIG ADKINS | ASSOCIATE          | 155.00 | 0.50  | 77.50  |
| KELLE    | STAN KELLEY     | LEGAL<br>ASSISTANT | 65.00  | 0.60  | 39.00  |
| Totals   |                 |                    |        | 1.10  | 116.50 |

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POST OFFICE BOX 299013  
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: FLAGSTAFF PRICE CHOPPER  
Matter# 11420.08217

PROFESSIONAL SERVICES THROUGH 04/30/2003

| Date    | Billing<br>Initials | Hours | Description  | Amount |
|---------|---------------------|-------|--|--------|
| 4/15/03 | ADKI                | 1.00  | REVIEW FILE FOR PURPOSE OF DRAFTING DEFAULT NOTICE LETTER (8); TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING SAME (2)  | 155.00 |
| 4/16/03 | ADKI                | .80   | TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING DEFAULT NOTICE LETTER (1); DRAFT DEFAULT NOTICE LETTER (7)   | 124.00 |
| 4/17/03 | ADKI                | .50   | TELEPHONE CONFERENCE WITH LEONARD BIBB REGARDING RETAILER COMMUNICATIONS AND ACTIONS (4); TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING SAME (1)   | 77.50  |
| 4/21/03 | ADKI                | 2.20  | DRAFT SURRENDER AGREEMENT FOR PRICE CHOPPER FOODS, LLC (1.6); REVIEW UCC SEARCH RESULTS (.6)   | 341.00 |
| 4/21/03 | KELLE               | 1.00  | UCC SEARCH ON PRICE CHOPPER FOODS, LLC; PRINT RESULTS, DELIVER TO CRAIG ADKINS   | 65.00  |
| 4/22/03 | ADKI                | .70   | REVISE SURRENDER AGREEMENT   | 108.50 |
| 4/23/03 | ADKI                | 2.10  | TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING TERMS OF SURRENDER AGREEMENT (2); TELEPHONE CONFERENCE WITH LEONARD BIBB REGARDING STATUS OF STORE (3); TELEPHONE CONFERENCE WITH WALLY WHITE, LEONARD BIBB AND JIM ESTERMAN REGARDING SURRENDER AGREEMENT, RETAILERS' REQUEST FOR RELEASES, AND AUTHORITY TO TAKE LEGAL ACTION (4); REVISE SURRENDER AGREEMENT (1.0); TELEPHONE CONFERENCE WITH WALLY WHITE AND DANA BICKFORD REGARDING AUTHORITY TO CONSUMMATE SURRENDER (2) | 325.50 |

FLEMING COMPANIES, INC.  
FLAGSTAFF PRICE CHOPPER  
Matter # 11420.08217

May 28, 2003  
Invoice # 190061

| Date    | Billing<br>Initials | Hours | Description   | Amount   |
|---------|---------------------|-------|---|----------|
| 4/24/03 | ADKI                | .40   | TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING SURRENDER AGREEMENT STATUS (.1); TELEPHONE CONFERENCE WITH TOM BAUER REGARDING ACTIONS OF RETAILER AND CLAIMS AGAINST FLEMING (.3)  | 62.00    |
| 4/25/03 | ADKI                | 1.10  | TELEPHONE CONFERENCE WITH DAN LOEB, COUNSEL FOR PRICE CHOPPER (.6); TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING CALL FROM DAN LOEB (.2); TELEPHONE CONFERENCE WITH TOM BAUER REGARDING STATUS AT STORE AND ALLEGED RETAILER CLAIMS AGAINST FLEMING (.3) | 170.50   |
| Totals  |                     | 9.80  |   | 1,429.00 |

**EXPENSES**

| Cost<br>Code   | Date    | Description                        | Quantity | Unit Cost | Amount |
|----------------|---------|------------------------------------|----------|-----------|--------|
| FEX            | 4/16/03 | FEDERAL EXPRESS CORP. 634274545994 | 1.00     | 11.58     | 11.58  |
| FEX            | 4/16/03 | FEDERAL EXPRESS CORP. 634274546008 | 1.00     | 11.58     | 11.58  |
| Total Expenses |         |                                    |          |           | 23.16  |

Total Current Fees 1,429.00  
Total Current Expenses 23.16

Net Current Billing for this Matter 1,452.16

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
FLAGSTAFF PRICE CHOPPER  
Matter # 11420.08217

May 28, 2003  
Invoice # 190061

MATTER SUMMARY PAGE

| Initials | Timekeeper Name | Title              | Rate   | Hours | Amount   |
|----------|-----------------|--------------------|--------|-------|----------|
| ADKI     | M. CRAIG ADKINS | ASSOCIATE          | 155.00 | 8.80  | 1,364.00 |
| KELLE    | STAN KELLEY     | LEGAL<br>ASSISTANT | 65.00  | 1.00  | 65.00    |
| Totals   |                 |                    |        | 9.80  | 1,429.00 |

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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: MATCHING 401(K) PLAN  
Matter# 11420.08247

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

| Date          | Billing<br>Initials | Hours       | Description   | Amount        |
|---------------|---------------------|-------------|---|---------------|
| 4/1/03        | PRIN                | .60         | REVIEW DETERMINATION LETTER RECEIVED FROM IRS (2). REVIEW PLAN DOCUMENT TO DETERMINE METHOD FOR MAKING AMENDMENTS REQUIRED BY IRS IN PLAN DETERMINATION LETTER (4).                             | 126.00        |
| 4/3/03        | PRIN                | .20         | TELEPHONE CONFERENCE WITH MARCIA CARMEN REGARDING QDRO.   | 42.00         |
| 4/4/03        | PRIN                | .60         | REVIEW AND REVISE AMENDMENT TO PLAN TO ELIMINATE (4). TELEPHONE CONFERENCE WITH MARY FARLEY REGARDING EXECUTION OF AMENDMENT AND OTHER RELATED ISSUES (2).                                      | 126.00        |
| 4/8/03        | PRIN                | .40         | OFFICE CONFERENCE WITH JANE HENSON REGARDING PROCESSING QDRO FOR CALIFORNIA EMPLOYEE (2). TELEPHONE CONFERENCE WITH MARY FARLEY REGARDING PLAN AMENDMENT (2)                                    | 84.00         |
| 4/10/03       | PRIN                | .50         | REVIEW PLAN DOCUMENT TO DETERMINE WHETHER IN SERVICE DISTRIBUTIONS ARE TO BE PERMITTED (3). TELEPHONE CONFERENCE WITH MARY FARLEY CONCERNING DOL INVESTIGATION AND INSERVICE DISTRIBUTIONS (2). | 105.00        |
| 4/28/03       | PRIN                | .70         | RESEARCH REGARDING REQUIREMENT OF PLAN TO SELF CORRECT WITH RESPECT TO FAILURE TO MAKE CONTRIBUTIONS TO PLAN TIMELY. (3) REVIEW QDRO SUBMITTED BY JAMES DIMATTEO (4)                            | 147.00        |
| <b>Totals</b> |                     | <b>3.00</b> |   | <b>630.00</b> |

**FLEMING COMPANIES, INC.**  
**MATCHING 401(K) PLAN**  
**Matter # 11420.08247**

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

| <b>Cost<br/>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>   |
| <b>Total Current Fees</b>                  |             |                    |                 |                  | <b>630.00</b> |
| <b>Total Current Expenses</b>              |             |                    |                 |                  | <b>0.00</b>   |
| <b>Net Current Billing for this Matter</b> |             |                    |                 |                  | <b>630.00</b> |

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

FLEMING COMPANIES, INC.  
MATCHING 401(K) PLAN  
Matter # 11420.08247

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

| Initials | Timekeeper Name | Title      | Rate   | Hours | Amount |
|----------|-----------------|------------|--------|-------|--------|
| PRIN     | JAMES C. PRINCE | OF COUNSEL | 210.00 | 3.00  | 630.00 |
| Totals   |                 |            |        | 3.00  | 630.00 |

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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: SALE OF FRG STORES  
Matter# 11420.08277

PROFESSIONAL SERVICES THROUGH 04/30/2003

| Date    | Billing<br>Initials | Hours | Description   | Amount |
|---------|---------------------|-------|---|--------|
| 4/17/03 | ADKI                | 1.30  | CONFERENCE WITH LOUIS PRICE REGARDING PROPOSED ACQUISITION BY BASHAS OF TWO FORMER ABCO STORES (.1); TELEPHONE CONFERENCE WITH MIKE CAREY REGARDING SAME (.1); TELEPHONE ANDY ABRAHAM, COUNSEL TO BASHAS, REGARDING SAME (.5); TELEPHONE CONFERENCE WITH TOM STRZELCZYCK REGARDING SAME (.3); REVIEW CORRESPONDENCE FROM ANDY ABRAHAM (.3)  | 201.50 |
| 4/17/03 | MCWI                | .20   | SEND CLOSING DOCUMENTS TO FILE FOR R. SALAMY.   | 14.00  |
| 4/18/03 | ADKI                | 1.30  | TELEPHONE CONFERENCE WITH ANDY ABRAHAM REGARDING PROPOSED ACQUISITION BY BASHAS (.2); REVIEW MEMO FROM ANDY ABRAHAM (1.1)   | 201.50 |
| 4/22/03 | ADKI                | 3.70  | REVIEW UCC SEARCH RESULTS FOR FLEMING AND AFFILIATES TO DETERMINE STATUS OF LICENSE BASHAS QUESTIONED IN MEMO FROM ANY ABRAHAM (1.7); REVIEW FILES FOR STORE SALES TO SMIRNCO AND R.S. DALE (.8); TELEPHONE CONFERENCE WITH TOM STRZELCZYCK REGARDING BASHAS MATTER (.3); TELEPHONE CONFERENCE WITH RAY DALE REGARDING LIEN ISSUES INVOLVING HIS STORE (.3); TELEPHONE CONFERENCE WITH MAUREEN ANDERS, COUNSEL FOR BASHAS, REGARDING PROPOSED ACQUISITION (.3); REVIEW UCC FINANCING STATEMENTS (.2); TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING BASHAS (.1) | 573.50 |
| 4/22/03 | KELLE               | 1.10  | GO ONLINE TO PULL COPIES OF FINANCING STATEMENTS (.8); DELIVER TO CRAIG ADKINS (.3)   | 71.50  |



FLEMING COMPANIES, INC.  
 SALE OF FRG STORES  
 Matter # 11420.08277

May 28, 2003  
 Invoice # 190061

| Date          | Billing<br>Initials | Hours        | Description  | Amount          |
|---------------|---------------------|--------------|--|-----------------|
| 4/23/03       | ADKI                | 3.60         | DRAFT LETTER AND MEMO TO ANDY ABRAHAM REGARDING LIEN ISSUES (3.1); TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING BASHAS LIEN ISSUES (.1); TELEPHONE CONFERENCE WITH TOM STRZELCZYK REGARDING BASHAS LIEN ISSUES (.2); TELEPHONE CONFERENCE WITH ANDY ABRAHAM REGARDING SAME (.2) | 558.00          |
| 4/23/03       | KELLE               | .70          | UCC SEARCH ON SMIRNCO, INC. (AZ) (.5); DELIVER TO CRAIG ADKINS (.2)  | 45.50           |
| 4/30/03       | ADKI                | 2.30         | REVIEW CORRESPONDENCE FROM MAUREEN ANDERS (.3); REVISE MEMO TO ANDY ABRAHAM REGARDING STATUS OF LIENS ON TWO FORMER ABCO STORES (1.2); REVIEW FLEMING FILES REGARDING SALES OF FORMER ABCO STORES TO R. S. DALE AND SMIRNCO (.8)   | 356.50          |
| 4/30/03       | MCWI                | 1.40         | FINALIZE SET OF SAFEWAY CLOSING DOCUMENTS FOR R. SALAMY.   | 98.00           |
| <b>Totals</b> |                     | <b>15.60</b> |  | <b>2,120.00</b> |

  

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

  

|  |                 |
|--|-----------------|
| <b>Total Current Fees</b>                  | <b>2,120.00</b> |
| <b>Total Current Expenses</b>              | <b>0.00</b>     |
| <b>Net Current Billing for this Matter</b> | <b>2,120.00</b> |

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
SALE OF FRG STORES  
Matter # 11420.08277

May 28, 2003  
Invoice # 190061

MATTER SUMMARY PAGE

| Initials | Timekeeper Name  | Title              | Rate   | Hours | Amount   |
|----------|------------------|--------------------|--------|-------|----------|
| ADKI     | M. CRAIG ADKINS  | ASSOCIATE          | 155.00 | 12.20 | 1,891.00 |
| KELLE    | STAN KELLEY      | LEGAL<br>ASSISTANT | 65.00  | 1.80  | 117.00   |
| MCWI     | KAREN MCWILLIAMS | LEGAL<br>ASSISTANT | 70.00  | 1.60  | 112.00   |
| Totals   |                  |                    |        | 15.60 | 2,120.00 |

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1945 LAKEPOINTE DRIVE  
POST OFFICE BOX 299013  
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: DUNIGAN FUELS, INC.  
Matter# 11420.08302

## PROFESSIONAL SERVICES THROUGH 04/30/2003

| Date          | Billing<br>Initials | Hours       | Description  | Amount        |
|---------------|---------------------|-------------|--|---------------|
| 4/1/03        | COLE                | .30         | CONFERENCE PRICE RE STATUS AND ASSETS AVAILABLE  | 82.50         |
| 4/3/03        | COLE                | 1.20        | TELEPHONE CONFERENCE JACK YOUNG RE INTEREST IN DUNIGAN (.3), OFFICE CONFERENCE WITH PRICE RE STRUCTURE OF TRANSACTION WITH YOUNG (.3), CONFERENCE CALL WITH RICH AND LOUIS RE POSSIBLE STRUCTURES OF SALE (.6) | 330.00        |
| 4/3/03        | PRICE               | .50         | TELEPHONE RICH HAWK, CHRIS COLEMAN RE POSSIBLE SOLUTIONS TO SELL COMPANY   | 125.00        |
| <b>Totals</b> |                     | <b>2.00</b> |  | <b>537.50</b> |

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

**Total Current Fees** 537.50

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 537.50

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
DUNIGAN FUELS, INC.  
Matter # 11420.08302

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

| Initials | Timekeeper Name  | Title       | Rate   | Hours | Amount |
|----------|------------------|-------------|--------|-------|--------|
| COLE     | W. CHRIS COLEMAN | SHAREHOLDER | 275.00 | 1.50  | 412.50 |
| PRICE    | LOUIS J. PRICE   | SHAREHOLDER | 250.00 | 0.50  | 125.00 |
| Totals   |                  |             |        | 2.00  | 537.50 |

# McAfee & Taft

A PROFESSIONAL CORPORATION

*Leaders in Creating Legal Solutions®*

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

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: LEWIS JONES FOOD MARKET, INC.  
Matter# 11420.08306

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

| Date          | Billing<br>Initials | Hours       | Description   | Amount          |
|---------------|---------------------|-------------|---|-----------------|
| 4/1/03        | ADKI                | 4.30        | TELEPHONE CONFERENCE WITH JEFF MINSTER REGARDING SALE OF THOMASTON STORE BY ASR (.3); TELEPHONE CONFERENCE WITH KEITH KNIGHT REGARDING SAME (.2); CONFERENCE WITH LOUIS PRICE REGARDING SAME (.2); TELEPHONE CONFERENCE WITH BO BRADLEY REGARDING STORE SALE, CLOSING ISSUES, AND FLEMING BANKRUPTCY FILING (.5); REVISE SUBLEASE TERMINATIONS (1.1); REVIEW AND REVISE LEASE ASSIGNMENT (1.8); TELEPHONE CONFERENCE WITH CHARLES MOONEY REGARDING AUTHORITY TO CONSUMMATE TRANSACTION (.2) | 666.50          |
| 4/2/03        | ADKI                | 2.80        | DRAFT CLOSING ESCROW LETTER (1.2); DRAFT LETTER REGARDING EQUIPMENT LEASE (.8); TELEPHONE CONF WITH JEFF MINSTER AND NOVA JAMES REGARDING UCC RELEASE (.3); TELEPHONE CONF WITH BO BRADLEY REGARDING CLOSING PROCEDURES (.2); TELEPHONE CONF WITH KEITH KNIGHT AND JIMMY CHATWELL REGARDING CLOSING PROCEDURES (.3)   | 434.00          |
| 4/3/03        | ADKI                | .20         | TELEPHONE CONFERENCE WITH JEFF MINSTER TO VERIFY PAYMENT OF WIRE AND CONFIRM UCC RELEASES   | 31.00           |
| <b>Totals</b> |                     | <b>7.30</b> |   | <b>1,131.50</b> |

FLEMING COMPANIES, INC.  
LEWIS JONES FOOD MARKET, INC.  
Matter # 11420.08306

May 28, 2003  
Invoice # 190061

**EXPENSES**

| Cost<br>Code   | Date   | Description               | Quantity | Unit Cost | Amount |
|----------------|--------|---------------------------|----------|-----------|--------|
| C              | 4/1/03 | COPIES - MEMO             | 2.00     | 0.15      | 0.30   |
| T              | 4/2/03 | TELEPHONE 7066600665 3376 | 0.43     | 0.56      | 0.24   |
| TEL            | 4/2/03 | FACSIMILE                 | 8.00     | 0.50      | 4.00   |
| T              | 4/2/03 | TELEPHONE 7066600665 3376 | 0.86     | 0.56      | 0.48   |
| Total Expenses |        |                           |          |           | 5.02   |

Total Current Fees 1,131.50

Total Current Expenses 5.02

Net Current Billing for this Matter 1,136.52

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
LEWIS JONES FOOD MARKET, INC.  
Matter # 11420.08306

May 28, 2003  
Invoice # 190061

MEMBER SUMMARY PAGE

| Initials | Timekeeper Name | Title     | Rate   | Hours | Amount   |
|----------|-----------------|-----------|--------|-------|----------|
| ADKI     | M. CRAIG ADKINS | ASSOCIATE | 155.00 | 7.30  | 1,131.50 |
| Totals   |                 |           |        | 7.30  | 1,131.50 |

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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: HENDERSON, NEVADA LEASE  
Matter# 11420.08329

## PROFESSIONAL SERVICES THROUGH 04/30/2003

| Date   | Billing<br>Initials | Hours | Description | Amount |
|--------|---------------------|-------|-------------|--------|
| Totals |                     | 0.00  |             | 0.00   |

## EXPENSES

| Cost<br>Code   | Date    | Description                                  | Quantity | Unit Cost | Amount |
|----------------|---------|--|----------|-----------|--------|
| 99             | 4/21/03 | PACER SERVICE CENTER -<br>INFORMATION SEARCH | 28.91    | 1.00      | 28.91  |
| Total Expenses |         |  |          |           | 28.91  |

**Total Current Fees** 0.00

**Total Current Expenses** 28.91

**Net Current Billing for this Matter** 28.91

Thank you for the opportunity to provide service to you.



FLEMING COMPANIES, INC.  
HENDERSON, NEVADA LEASE  
Matter # 11420.08329

May 28, 2003  
Invoice # 190061

MATTER SUMMARY PAGE

| Initials | Timekeeper Name | Title | Rate | Hours | Amount |
|----------|-----------------|-------|------|-------|--------|
|          | Totals          |       |      | 0.00  | 0.00   |

# McAfee & Taft

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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: SCOZIO'S FOODS  
Matter# 11420.08343

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

| Date          | Billing<br>Initials | Hours       | Description  | Amount        |
|---------------|---------------------|-------------|--|---------------|
| 4/3/03        | NORD                | .60         | TELEPHONE CONFERENCE WITH JIM ESTERMAN RE<br>FACILITY STANDBY AGREEMENT AND RELATED<br>ISSUES                            | 144.00        |
| 4/7/03        | NORD                | .50         | REVISE FACILITY STANDBY AGREEMENT (.4); EMAIL<br>TO JIM ESTERMAN (.1)  | 120.00        |
| 4/8/03        | NORD                | .20         | REVIEW EMAIL FROM JIM ESTERMAN RE FACILITY<br>STANDBY AGREEMENT AND RELATED ISSUES; EMAIL<br>TO JIM ESTERMAN             | 48.00         |
| 4/9/03        | NORD                | .40         | REVISE LOAN AND SECURITY AGREEMENT (.3); EMAIL<br>TO RETAILER'S COUNSEL WITH NEW DRAFTS OF<br>TRANSACTION DOCUMENTS (.1) | 96.00         |
| 4/10/03       | NORD                | .30         | TELEPHONE CONFERENCE WITH MCINTYRE FOODS<br>COUNSEL RE DOCUMENTS; EMAIL TO JIM ESTERMAN                                  | 72.00         |
| <b>Totals</b> |                     | <b>2.00</b> |  | <b>480.00</b> |

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

**FLEMING COMPANIES, INC.**  
**SCOZIO'S FOODS**  
**Matter # 11420.08343**

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

|  |                      |
|--|----------------------|
| <b>Total Current Fees</b>                  | <b>480.00</b>        |
| <b>Total Current Expenses</b>              | <b>0.00</b>          |
| <b>Net Current Billing for this Matter</b> | <b><u>480.00</u></b> |

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

FLEMING COMPANIES, INC.  
SCOZIO'S FOODS  
Matter # 11420.08343

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

| Initials | Timekeeper Name   | Title       | Rate   | Hours | Amount |
|----------|-------------------|-------------|--------|-------|--------|
| NORD     | J. MICHAEL NORDIN | SHAREHOLDER | 240.00 | 2.00  | 480.00 |
| Totals   |                   |             |        | 2.00  | 480.00 |

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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: BOYS OF ENID, LLC  
Matter# 11420.08367

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

| Date          | Billing<br>Initials | Hours       | Description  | Amount       |
|---------------|---------------------|-------------|--|--------------|
| 4/7/03        | KELLE               | .30         | SET UP SUBFILE (.2), SEND MATERIAL TO CENTRAL FILING (.1)  | 19.50        |
| 4/8/03        | KELLE               | .70         | TELEPHONE TO OK COUNTY CLERK RE: COPIES AND REQUEST CHECK (.2); TRIP TO OK COUNTY CLERK TO PICK UP COPIES (.3); DELIVER TO CRAIG ADKINS (.2) | 45.50        |
| <b>Totals</b> |                     | <b>1.00</b> |  | <b>65.00</b> |

| Cost<br>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.  
BOYS OF ENID, LLC  
Matter # 11420.08367

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

| Initials | Timekeeper Name | Title              | Rate  | Hours | Amount |
|----------|-----------------|--------------------|-------|-------|--------|
| KELLE    | STAN KELLEY     | LEGAL<br>ASSISTANT | 65.00 | 1.00  | 65.00  |
| Totals   |                 |                    |       | 1.00  | 65.00  |

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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: PHOENIX FOODS  
Matter# 11420.08371

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

| Date          | Billing<br>Initials | Hours       | Description  | Amount        |
|---------------|---------------------|-------------|--|---------------|
| 4/1/03        | PALM                | .80         | REVIEW OF DOCUMENTS, FILES AND NOTEBOOKS, PREPARATION OF DOCUMENTS TO UPDATE TRIAL NOTEBOOKS, REVIEW OF RESUMES AND WEBSITES OF ARBITRATORS  | 52.00         |
| 4/2/03        | PALM                | .50         | REVIEW OF BOCOCK 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        | BOCO                | .70         | STUDY AND ANALYSIS OF STAY ISSUES AND BEST FORUM FOR RESOLUTION OF FLEMING V RETAILER CLAIMS   | 171.50        |
| 4/10/03       | CARR                | .40         | BRIEF REVIEW OF FLEMING'S CLAIMS RE: STRATEGY RELATING TO AUTOMATIC STAY ISSUES  | 62.00         |
| 4/21/03       | BOCO                | .50         | ANALYSIS OF BEST FOR PROSECUTION OF CLAIMS AND PREPARE OF NOTICE OF STATUS TO 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>3.30</b> |  | <b>466.50</b> |

**FLEMING COMPANIES, INC.**  
**PHOENIX FOODS**  
**Matter # 11420.08371**

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

**EXPENSES**

| <b>Cost<br/>Code</b>  | <b>Date</b> | <b>Description</b>        | <b>Quantity</b> | <b>Unit Cost</b> | <b>Amount</b> |
|-----------------------|-------------|---------------------------|-----------------|------------------|---------------|
| TEL                   | 4/4/03      | FACSIMILE                 | 3.00            | 0.50             | 1.50          |
| T                     | 4/21/03     | TELEPHONE 4043258034 3283 | 0.21            | 0.56             | 0.12          |
| TEL                   | 4/21/03     | FACSIMILE                 | 2.00            | 0.50             | 1.00          |
| T                     | 4/21/03     | TELEPHONE 9015270809 3283 | 0.21            | 0.56             | 0.12          |
| <b>Total Expenses</b> |             |                           |                 |                  | <b>2.74</b>   |

**Total Current Fees** **466.50**

**Total Current Expenses** **2.74**

**Net Current Billing for this Matter** **469.24**

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



**FLEMING COMPANIES, INC.**  
**PHOENIX FOODS**  
**Matter # 11420.08371**

**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> |
|-----------------|------------------------|--------------------|-------------|--------------|---------------|
| BOCO            | JOSEPH H. BOCK         | SHAREHOLDER        | 245.00      | 1.20         | 294.00        |
| CARR            | KYMALA B. CARRIER      | ASSOCIATE          | 155.00      | 0.40         | 62.00         |
| PALM            | SEPHY L. PALMERTON     | LEGAL<br>ASSISTANT | 65.00       | 1.70         | 110.50        |
| <b>Totals</b>   |                        |                    |             | <b>3.30</b>  | <b>466.50</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: B & R SUPERMARKET, INC. (FLORIDA)  
Matter# 11420.08384

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

| Date          | Billing<br>Initials | Hours       | Description   | Amount       |
|---------------|---------------------|-------------|---|--------------|
| 4/10/03       | KELLE               | .40         | SEARCH IMS (.2); SET UP SUBFILE FOR 2002 FACILITY<br>STANDBY AGREEMENT (.2) | 26.00        |
| <b>Totals</b> |                     | <b>0.40</b> |   | <b>26.00</b> |

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

**Total Current Fees** 26.00

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 26.00

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
B & R SUPERMARKET, INC. (FLORIDA)  
Matter # 11420.08384

May 28, 2003  
Invoice # 190061

MATTER SUMMARY PAGE

| Initials | Timekeeper Name | Title              | Rate  | Hours | Amount |
|----------|-----------------|--------------------|-------|-------|--------|
| KELLE    | STAN KELLEY     | LEGAL<br>ASSISTANT | 65.00 | 0.40  | 26.00  |
| Totals   |                 |                    |       | 0.40  | 26.00  |

# McAfee & Taft

A PROFESSIONAL CORPORATION

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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: HAYS FOOD TOWN FSBA  
Matter# 11420.08401

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

| Date          | Billing<br>Initials | Hours       | Description  | Amount        |
|---------------|---------------------|-------------|--|---------------|
| 4/29/03       | ADKI                | 1.00        | TELEPHONE CONFERENCE WITH WALLY WHITE RE:<br>LETTER TO HAYES FOOD TOWN, INC. (.1); REVIEW<br>CORRESPONDENCE FROM JIM ESTERMAN REGARDING<br>SAME (.9) | 155.00        |
| <b>Totals</b> |                     | <b>1.00</b> |  | <b>155.00</b> |

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

**Total Current Fees** 155.00

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 155.00

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
 RAINBOW FOODS SALE  
 Matter # 11420.08573

May 28, 2003  
 Invoice # 190061

| Date    | Billing<br>Initials | Hours | Description   | Amount |
|---------|---------------------|-------|---|--------|
| 4/30/03 | CHAP                | 1.20  | TELEPHONE CONFERENCE WITH BUYER'S COUNSEL REGARDING LANGUAGE OF SPECIFIC PROVISIONS AND CONTRACTS LISTED ON DISCLOSURE SCHEDULE   | 150.00 |
| 4/30/03 | CHAP                | .70   | REVISING DISCLOSURE SCHEDULES TO EXCLUDE OPERATING CONTRACTS OTHER THAN CERTAIN LEASES AND PHARMACY CONTRACTS   | 87.50  |
| 4/30/03 | CHAP                | 2.70  | REVISING DISCLOSURE SCHEDULES TO INCLUDE NEW EMPLOYEE LIST, NEW PERMITS SCHEDULE AND INFORMATION OBTAINED REGARDING ATM AND BANK SUBLEASES  | 337.50 |
| 4/30/03 | CHAP                | 2.00  | REVISING DISCLOSURE SCHEDULES TO INCLUDE CERTAIN PHARMACY CONTRACTS AND INFORMATION REGARDING ACTIVE SUBLEASES  | 250.00 |
| 4/30/03 | CHAP                | 2.00  | TELEPHONE CONFERENCE WITH K. RICHESSON, R. HAWK AND BLACKSTONE REPRESENTATIVES REGARDING DISCLOSURE SCHEDULES AND CONTRACT PROVISIONS   | 250.00 |
| 4/30/03 | CHAP                | .40   | TELEPHONE CALLS AND EMAILS TO ADRYENNE COOPER AND BRIAN LAKE RE: ENVIRONMENTAL ISSUES AND SUBLEASES   | 50.00  |
| 4/30/03 | HUFF                | .70   | PREPARATION OF ROUNDY'S HSR FILING.   | 168.00 |
| 4/30/03 | HYDE                | 1.80  | REVIEW CONTRACT AND MISC. CONTRACT DILIGENCE ISSUES (.5); CONFERENCE WITH PRICE, RIGGS AND ROUNDY'S LAWYERS RE: CONTRACT AND MEPPA (.6); CONFERENCE WITH MARY FARLEY RE: 401(K) LOANS AT RAINBOW (.2); REVIEW MEPPA ISSUES (.2); CONFERENCE WITH PRINCE RE MEPPA (.3) | 504.00 |
| 4/30/03 | HYDE                | .70   | REVIEW MEPPA ISSUES AND OTHER BENEFIT ISSUES (.3); CONFERENCE WITH RICK RIGGS AND LOUIS PRICE RE MEPPA AND BENEFITS (.4)  | 196.00 |
| 4/30/03 | PRICE               | .30   | WORK ON SECTION 5.12 REP AND WARRANTY   | 75.00  |
| 4/30/03 | PRICE               | .40   | TELEPHONE BEAR STEARNS RE ROUNDY'S FINANCING CONDITION  | 100.00 |
| 4/30/03 | PRICE               | .50   | TELEPHONE HYDE RE RAINBOW PAY TO STAY BONUS PLAN AND TELEPHONE CONFERENCE WOOD RE SAME (.2), TELEPHONE SHIRLEY CHO RE FILING MOTION TO APPROVE PAY TO STAY PLAN (.3)  | 125.00 |
| 4/30/03 | PRICE               | 2.60  | TELEPHONE CONFERENCE WITH JOHN EMANUEL AND CLIENTS RE OPEN DEAL POINTS  | 650.00 |
| 4/30/03 | PRICE               | 1.80  | CONFERENCE CALL WITH CLIENTS AND BLACKSTONE ADVISORS RE DISCUSSIONS WITH COMMITTEE AND DEAL ISSUES  | 450.00 |

FLEMING COMPANIES, INC.  
 RAINBOW FOODS SALE  
 Matter # 11420.08573

May 28, 2003  
 Invoice # 190061

| Date    | Billing<br>Initials | Hours | Description   | Amount   |
|---------|---------------------|-------|---|----------|
| 4/30/03 | PRICE               | .40   | ATTENTION TO BID PROCEDURES ISSUES, REVISE APA TO CHANGE DATES FOR ADEQUATE ASSURANCES INFO FROM ROUNDY'S; EMAILS TO IRA RE SAME  | 100.00   |
| 4/30/03 | PRIN                | 2.10  | REVIEW NEW DRAFT OF ASSET PURCHASE AGREEMENT (.4) AND LEGAL RESEARCH REGARDING REQUIREMENTS FOR EXCEPTION FORM ASSESSMENT OF WITHDRAWAL LIABILITY UNDER MEPPA FOR SALE OF ASSETS.(1.1) OFFICE CONFERENCE WITH DUDLEY HYDE REGARDING SAME.(.6)   | 441.00   |
| 4/30/03 | RIGG                | 1.70  | CONFERENCE HAWK, RICHESSON RE CONTRACT ISSUES, POSITIONS, DILIGENCE   | 425.00   |
| 4/30/03 | RIGG                | 3.30  | CONFERENCE CALL EMANUEL RE CONTRACT AND NEGOTIATION   | 825.00   |
| 4/30/03 | RIGG                | 6.40  | REVIEW VARIOUS PROVISIONS IN AGREEMENT (1.7); PREPARE FOR CONFERENCE CALL (1.2); TELEPHONE CONNER RE BEAR STEARNS (.3); TELEPHONE BEAR STEARNS RE LETTER (.4); CONFERENCE SALAMY, PRICE RE SCHEDULES (.2); DRAFTING (1.5); CONFERENCE EMANUEL, HAWK, RICHESSON AND NEGOTIATION (1.1)  | 1,600.00 |
| 4/30/03 | WOOD                | 5.90  | DRAFTING AND RELATED WORK INCLUDING RAINBOW STAY BONUS PROGRAM (3.2); CONFERENCE WITH HYDE RE TERMS (.2); TELEPHONE CONFERENCES WITH ATTORNEYS FOR K&E RE MOTION FOR APPROVAL OF BONUS PROGRAM (.6), TELEPHONE CONFERENCES WITH DEE JEROME (.5); TELEPHONE CONFERENCE WITH TOM MYERS (.4); TELEPHONE CONFERENCE WITH CARLOS HERNANDEZ (.3); PROVIDING SUPPLEMENTAL INFORMATION AND EXPLANATIONS RE EXISTING SEPARATION PROGRAM TO K&E ATTORNEY (.7) | 1,357.00 |
| 4/30/03 | WOOD                | .40   | CONFERENCE WITH PRICE RE DISCLOSURE OF RAINBOW STAY BONUS PROGRAM TO ROUNDY'S (.1); TELEPHONE CONFERENCE WITH DEE JEROME RE SAME (.3)   | 92.00    |
| 4/30/03 | WOOD                | .50   | TELEPHONE CONFERENCE WITH HYDE AND DEE JEROME RE RAINBOW STAY BONUS PROGRAM (.3); FOLLOW-UP WITH INFORMATION TO K&E ATTORNEY RE SAME (.2)   | 115.00   |
| 4/30/03 | KELLE               | 2.20  | FINISH ENTERING ALL UCC'S ON CHART AND REVIEW FOR ACCURACY (1.0); E-MAIL TO RICK RIGGS AND STEPHANIE CHAPMAN RE: MINNESOTA FIXTURE FILINGS (.4); TELEPHONE WITH STEPHANIE CHAPMAN RE: CHART (.3); SEPARATE FILINGS FOR SUBFILE (.5)   | 143.00   |

FLEMING COMPANIES, INC.  
 RAINBOW FOODS SALE  
 Matter # 11420.08573

May 28, 2003  
 Invoice # 190061

| Date          | Billing<br>Initials | Hours         | Description  | Amount           |
|---------------|---------------------|---------------|--|------------------|
| 5/5/03        | PRIN                | 1.30          | OFFICE CONFERENCE WITH DUDLEY HYDE<br>REGARDING WARN ISSUES. (.2) LEGAL RESEARCH<br>REGARDING WARN ISSUES CONCERNING EXCEPTIONS<br>TO NOTICE REQUIREMENTS. (.8) TELEPHONE<br>CONFERENCE WITH DUDLEY HYDE AND DEE JEROME<br>REGARDING WARN NOTICE. (.3) | 273.00           |
| 5/13/03       | MALO                | .30           | TELEPHONE CONFERENCE WITH K. ODUM AT CT<br>CORPORATION IN ST; LOUIS RE: RESEARCH RELATED<br>TO MERGER TRAIL FOR APPLEBAUM FOOD MARKETS,<br>INC.  | 37.50            |
| <b>Totals</b> |                     | <b>452.20</b> |  | <b>90,763.50</b> |

# EXPENSES

| Cost<br>Code | Date    | Description                        | Quantity | Unit Cost | Amount |
|--------------|---------|------------------------------------|----------|-----------|--------|
| C            | 4/2/03  | COPIES - MEMO                      | 120.00   | 0.15      | 18.00  |
| FEX          | 4/10/03 | FEDERAL EXPRESS CORP. 634274545034 | 1.00     | 17.53     | 17.53  |
| T            | 4/11/03 | TELEPHONE 9729062167 2232          | 0.43     | 0.56      | 0.24   |
| T            | 4/11/03 | TELEPHONE 9729068062 2232          | 0.43     | 0.56      | 0.24   |
| T            | 4/14/03 | TELEPHONE 9729068062 2232          | 0.21     | 0.56      | 0.12   |
| FEX          | 4/14/03 | FEDERAL EXPRESS CORP. 634274545310 | 1.00     | 10.83     | 10.83  |
| T            | 4/17/03 | TELEPHONE 9729062167 2232          | 0.21     | 0.56      | 0.12   |
| T            | 4/17/03 | TELEPHONE 9729068020 2232          | 0.43     | 0.56      | 0.24   |
| T            | 4/17/03 | TELEPHONE 9729068062 2232          | 0.43     | 0.56      | 0.24   |
| T            | 4/18/03 | TELEPHONE 9729062167 2232          | 0.21     | 0.56      | 0.12   |
| T            | 4/18/03 | TELEPHONE 9729062167 2232          | 0.64     | 0.56      | 0.36   |
| T            | 4/21/03 | TELEPHONE 9729062248 2232          | 0.21     | 0.56      | 0.12   |
| T            | 4/22/03 | TELEPHONE 9729062167 2232          | 0.21     | 0.56      | 0.12   |
| T            | 4/22/03 | TELEPHONE 9729068125 2232          | 0.21     | 0.56      | 0.12   |
| T            | 4/22/03 | TELEPHONE 9729062167 2232          | 0.21     | 0.56      | 0.12   |
| T            | 4/22/03 | TELEPHONE 9729062248 2232          | 0.43     | 0.56      | 0.24   |
| 99           | 4/22/03 | CT CORPORATION SYSTEM              | 43.25    | 1.00      | 43.25  |
| T            | 4/22/03 | TELEPHONE 4142235042 2253          | 0.43     | 0.56      | 0.24   |
| T            | 4/22/03 | TELEPHONE 3109909645 2253          | 0.21     | 0.56      | 0.12   |
| T            | 4/22/03 | TELEPHONE 4142235042 2253          | 3.64     | 0.56      | 2.04   |
| T            | 4/22/03 | TELEPHONE 4142235042 2253          | 0.21     | 0.56      | 0.12   |
| T            | 4/22/03 | TELEPHONE 3109909645 2253          | 0.21     | 0.56      | 0.12   |

**FLEMING COMPANIES, INC.**  
**RAINBOW FOODS SALE**  
**Matter # 11420.08573**

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

| Cost Code | Date    | Description                        | Quantity | Unit Cost | Amount |
|-----------|---------|------------------------------------|----------|-----------|--------|
| 99        | 4/22/03 | CT CORPORATION SYSTEM              | 189.50   | 1.00      | 189.50 |
| FEX       | 4/22/03 | FEDERAL EXPRESS CORP. 634274546946 | 1.00     | 10.83     | 10.83  |
| T         | 4/23/03 | TELEPHONE 3123454345 2354          | 0.21     | 0.56      | 0.12   |
| T         | 4/23/03 | TELEPHONE 3123454345 2354          | 0.21     | 0.56      | 0.12   |
| C         | 4/23/03 | COPIES - MEMO                      | 198.00   | 0.15      | 29.70  |
| T         | 4/24/03 | TELEPHONE 9729062264 2232          | 0.43     | 0.56      | 0.24   |
| T         | 4/24/03 | TELEPHONE 9729068649 2232          | 0.43     | 0.56      | 0.24   |
| T         | 4/24/03 | TELEPHONE 9729062248 2232          | 1.29     | 0.56      | 0.72   |
| T         | 4/24/03 | TELEPHONE 9729062142 2232          | 0.21     | 0.56      | 0.12   |
| T         | 4/24/03 | TELEPHONE 9729062180 2232          | 0.43     | 0.56      | 0.24   |
| T         | 4/24/03 | TELEPHONE 9729068168 2232          | 0.86     | 0.56      | 0.48   |
| T         | 4/24/03 | TELEPHONE 9729062334 2232          | 0.43     | 0.56      | 0.24   |
| T         | 4/24/03 | TELEPHONE 9725231108 2232          | 0.43     | 0.56      | 0.24   |
| T         | 4/25/03 | TELEPHONE 2142632408 2232          | 0.64     | 0.56      | 0.36   |
| T         | 4/25/03 | TELEPHONE 9529455330 2232          | 0.21     | 0.56      | 0.12   |
| TEL       | 4/25/03 | FACSIMILE                          | 8.00     | 0.50      | 4.00   |
| T         | 4/25/03 | TELEPHONE 9529455330 2232          | 3.00     | 0.56      | 1.68   |
| T         | 4/25/03 | TELEPHONE 3102034260 2253          | 0.64     | 0.56      | 0.36   |
| T         | 4/25/03 | TELEPHONE 9529455306 3347          | 0.64     | 0.56      | 0.36   |
| T         | 4/25/03 | TELEPHONE 9729062264 2232          | 0.43     | 0.56      | 0.24   |
| T         | 4/27/03 | TELEPHONE 4142235042 3377          | 18.86    | 0.56      | 10.56  |
| T         | 4/28/03 | TELEPHONE 3107722353 2253          | 0.21     | 0.56      | 0.12   |
| 99        | 4/28/03 | CT CORPORATION SYSTEM              | 182.75   | 1.00      | 182.75 |
| T         | 4/28/03 | TELEPHONE 3107722353 2253          | 1.93     | 0.56      | 1.08   |
| T         | 4/29/03 | TELEPHONE 4142235042 2253          | 0.21     | 0.56      | 0.12   |
| T         | 4/29/03 | TELEPHONE 9529433932 2396          | 0.21     | 0.56      | 0.12   |
| T         | 4/29/03 | TELEPHONE 9729062180 2396          | 0.21     | 0.56      | 0.12   |
| T         | 4/29/03 | TELEPHONE 9729062142 2396          | 0.43     | 0.56      | 0.24   |
| T         | 4/29/03 | TELEPHONE 9723046256 2253          | 7.50     | 0.56      | 4.20   |
| T         | 4/29/03 | TELEPHONE 9729062248 2396          | 0.43     | 0.56      | 0.24   |
| T         | 4/29/03 | TELEPHONE 9729062264 2396          | 0.43     | 0.56      | 0.24   |
| T         | 4/29/03 | TELEPHONE 9729062248 2396          | 0.64     | 0.56      | 0.36   |
| T         | 4/29/03 | TELEPHONE 9729062166 2396          | 0.21     | 0.56      | 0.12   |
| T         | 4/29/03 | TELEPHONE 9729062166 2396          | 0.21     | 0.56      | 0.12   |
| T         | 4/29/03 | TELEPHONE 9729068122 2396          | 0.43     | 0.56      | 0.24   |
| T         | 4/29/03 | TELEPHONE 9729062180 2396          | 0.43     | 0.56      | 0.24   |
| T         | 4/29/03 | TELEPHONE 9729062334 2396          | 0.43     | 0.56      | 0.24   |
| TEL       | 4/29/03 | FACSIMILE                          | 6.00     | 0.50      | 3.00   |
| T         | 4/29/03 | TELEPHONE 9729062264 2396          | 0.43     | 0.56      | 0.24   |



FLEMING COMPANIES, INC.  
RAINBOW FOODS SALE  
Matter # 11420.08573

May 28, 2003  
Invoice # 190061

| Cost<br>Code   | Date    | Description               | Quantity | Unit Cost | Amount |
|----------------|---------|---------------------------|----------|-----------|--------|
| C              | 4/29/03 | COPIES - MEMO             | 168.00   | 0.15      | 25.20  |
| T              | 4/29/03 | TELEPHONE 9729062322 3347 | 0.43     | 0.56      | 0.24   |
| T              | 4/30/03 | TELEPHONE 9729062264 2396 | 0.21     | 0.56      | 0.12   |
| T              | 4/30/03 | TELEPHONE 3107722353 2253 | 1.29     | 0.56      | 0.72   |
| T              | 4/30/03 | TELEPHONE 9729062248 2396 | 0.21     | 0.56      | 0.12   |
| T              | 4/30/03 | TELEPHONE 9529455330 2396 | 0.43     | 0.56      | 0.24   |
| T              | 4/30/03 | TELEPHONE 9729453932 2396 | 0.21     | 0.56      | 0.12   |
| T              | 4/30/03 | TELEPHONE 9529453932 2396 | 0.21     | 0.56      | 0.12   |
| T              | 4/30/03 | TELEPHONE 9529452951 2396 | 1.07     | 0.56      | 0.60   |
| T              | 4/30/03 | TELEPHONE 3107722353 2253 | 0.21     | 0.56      | 0.12   |
| Total Expenses |         |                           |          |           | 566.51 |

Total Current Fees 90,763.50

Total Current Expenses 566.51

Net Current Billing for this Matter 91,330.01

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
RAINBOW FOODS SALE  
Matter # 11420.08573

May 28, 2003  
Invoice # 190061

MEMBER SUMMARY PAGE

| Initials | Timekeeper Name      | Title              | Rate   | Hours  | Amount    |
|----------|----------------------|--------------------|--------|--------|-----------|
| CHAP     | STEPHANIE CHAPMAN    | ASSOCIATE          | 125.00 | 59.20  | 7,400.00  |
| HUFF     | LAURENCE M. HUFFMAN  | SHAREHOLDER        | 240.00 | 44.50  | 10,680.00 |
| HYDE     | J. DUDLEY HYDE       | SHAREHOLDER        | 280.00 | 18.00  | 5,040.00  |
| KELLE    | STAN KELLEY          | LEGAL<br>ASSISTANT | 65.00  | 24.20  | 1,573.00  |
| MALO     | MARK W. MALONE       | ASSOCIATE          | 125.00 | 0.30   | 37.50     |
| MCWI     | KAREN MCWILLIAMS     | LEGAL<br>ASSISTANT | 70.00  | 1.10   | 77.00     |
| MEYE     | M. BRANDON MEYER     | ASSOCIATE          | 145.00 | 7.40   | 1,073.00  |
| NORD     | J. MICHAEL NORDIN    | SHAREHOLDER        | 240.00 | 2.10   | 504.00    |
| PRICE    | LOUIS J. PRICE       | SHAREHOLDER        | 250.00 | 105.10 | 26,275.00 |
| PRIN     | JAMES C. PRINCE      | OF COUNSEL         | 210.00 | 8.50   | 1,785.00  |
| RIGG     | RICHARD A. RIGGS     | SHAREHOLDER        | 250.00 | 88.20  | 22,050.00 |
| SALA     | RICHARD J. SALAMY    | ASSOCIATE          | 145.00 | 85.40  | 12,383.00 |
| WOOD     | ELIZABETH SCOTT WOOD | SHAREHOLDER        | 230.00 | 8.20   | 1,886.00  |
| Totals   |                      |                    |        | 452.20 | 90,763.50 |

# McAfee & Taft

A PROFESSIONAL CORPORATION

*Leaders in Creating Legal Solutions®*

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

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: DEMOCRAT & CHRONICLE  
Matter# 11420.08580

## PROFESSIONAL SERVICES THROUGH 04/30/2003

| Date    | Billing<br>Initials | Hours | Description   | Amount |
|---------|---------------------|-------|---|--------|
| 4/1/03  | CARR                | .30   | CORRESPONDENCE JOSEPH MINER RE: AUTOMATIC STAY  | 46.50  |
| 4/18/03 | PETE                | .50   | CONFERENCE WITH CARRIER RE: DEMOCRAT & CHRONICLE LITIGATION AND REVIEW COURT DOCKET SHEET FOR ADDITIONAL FILINGS (.1); REVIEW PLEADINGS AND PREAPRE 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  |
| Totals  |                     | 1.10  |   | 101.50 |

## EXPENSES

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

**FLEMING COMPANIES, INC.**  
**DEMOCRAT & CHRONICLE**  
**Matter # 11420.08580**

**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.  
DEMOCRAT & CHRONICLE  
Matter # 11420.08580

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<br>ASSISTANT | 50.00  | 0.30  | 15.00  |
| PETE     | DIANNA PETERS     | LEGAL<br>ASSISTANT | 80.00  | 0.50  | 40.00  |
| Totals   |                   |                    |        | 1.10  | 101.50 |

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1945 LAKEPOINTE DRIVE  
POST OFFICE BOX 299013  
LEWISVILLE, TX 75029

May 28, 2003

Invoice #: 190061

LOUIS J. PRICE (400)

RE: CLIENT V. WIGLEY ET AL.  
Matter# 11420.08585

PROFESSIONAL SERVICES THROUGH 07/30/2003

| Date    | Billing<br>Initials | Hours | Description   | Amount |
|---------|---------------------|-------|---|--------|
| 4/1/03  | MULL                | .20   | REVIEW CORRESPONDENCE FROM STINER   | 42.00  |
| 4/9/03  | JDS                 | .20   | REVISE SUGGESTION OF BANKRUPTCY   | 31.00  |
| 4/9/03  | JONESP              | .40   | FINALIZATION OF SUGGESTIONS OF BANKRUPTCY (.2);<br>SERVICE OF SUGGESTIONS OF BANKRUPTCY (.2)  | 28.00  |
| 4/9/03  | FACT                | .30   | FILE SUGGESTION OF BANKRUPTCY   | 15.00  |
| 4/11/03 | MULL                | .20   | EMAIL MEMO TO STINER RE: SUGGESTION OF<br>BANKRUPTCY  | 42.00  |
| 4/14/03 | MULL                | .50   | REVIEW MOTIONS FOR SUMMARY JUDGMENT FILED<br>BY WIGLEY AND SMITH (.3), LETTER TO CHARLES<br>MOONEY RE: MOTIONS FOR SUMMARY JUDGMENT (.2)  | 105.00 |
| 4/21/03 | JDS                 | .30   | CONFERENCE WITH PRICE RE: EFFECT OF AUTOMATIC<br>STAY ON CLAIMS IN WHICH FLEMING IS PLAINTIFF<br>(.2); CORRESPOND WITH OPPOSING COUNSEL RE:<br>HEARING ON DEFENDANTS' MOTION FOR SUMMARY<br>JUDGMENT AGAINST FLEMING (.1) | 46.50  |
| 4/22/03 | MULL                | .20   | REVIEW CORRESPONDENCE FROM STINER TO<br>DEFENDANT'S COUNSEL (.1), REVIEW EMAIL MEMO<br>FROM STINER (.1)   | 42.00  |
| 4/24/03 | MULL                | .20   | REVIEW MEMOS FROM STINER RE: STATUS HEARING   | 42.00  |
| 4/29/03 | MULL                | .10   | CONFERENCE JOHN STINER RE: STAY AND STRIKING<br>HEARING ON MOTION FOR SUMMARY JUDGMENT  | 21.00  |
| Totals  |                     | 2.60  |   | 414.50 |

**FLEMING COMPANIES, INC.**  
**CLIENT V. WIGLEY ET AL.**  
**Matter # 11420.08585**

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

| <b>Cost<br/>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>   |
| <b>Total Current Fees</b>                  |             |                    |                 |                  | <b>414.50</b> |
| <b>Total Current Expenses</b>              |             |                    |                 |                  | <b>0.00</b>   |
| <b>Net Current Billing for this Matter</b> |             |                    |                 |                  | <b>414.50</b> |

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

FLEMING COMPANIES, INC.  
CLIENT V. WIGLEY ET AL.  
Matter # 11420.08585

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

| Initials | Timekeeper Name    | Title              | Rate   | Hours | Amount |
|----------|--------------------|--------------------|--------|-------|--------|
| FACT     | TERRI FACTOR       | LEGAL<br>ASSISTANT | 50.00  | 0.30  | 15.00  |
| JDS      | JOHN D. STINER     | ASSOCIATE          | 155.00 | 0.50  | 77.50  |
| JONESP   | PENNI JONES        | LEGAL<br>ASSISTANT | 70.00  | 0.40  | 28.00  |
| MULL     | M. RICHARD MULLINS | SHAREHOLDER        | 210.00 | 1.40  | 294.00 |
| Totals   |                    |                    |        | 2.60  | 414.50 |



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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: PACA DISPUTES  
Matter# 11420.08590

PROFESSIONAL SERVICES THROUGH 04/30/2003

| Date    | Billing<br>Initials | Hours | Description  | Amount |
|---------|---------------------|-------|--|--------|
| 4/3/03  | STEF                | 1.10  | REVIEWED PACA/BANKRUPTCY LAW TO DETERMINE<br>RAMIFICATIONS OF BANKRUPTCY ON USDA<br>PROCEEDING (.6); REVIEWED PACA CONSTRUCTIVE<br>TRUST PROVISIONS PERTINENT TO BANKRUPTCY<br>PROCEEDING (.5) | 137.50 |
| 4/7/03  | STEF                | .50   | DRAFTED LETTERS TO AUSTIN AND MEALMAN<br>REGARDING THE USDA'S DETERMINATION WITH<br>RESPECT TO THEIR RESPONSIBLY CONNECTED<br>STATUS   | 62.50  |
| 4/25/03 | STEF                | .30   | TELEPHONE CALL TO USDA TO OBTAIN EXTENSION<br>FOR AUSTIN AND MEALMAN TO RESPOND TO THE<br>DETERMINATION  | 37.50  |
| 4/25/03 | STEF                | 1.10  | GATHERED DOCUMENTS FOR KIRKLAND AND ELLIS,<br>AUSTIN, AND MEALMAN REGARDING PACA DISPUTES  | 137.50 |
| 4/25/03 | STEF                | 1.30  | DRAFTED LETTER TO AUSTIN AND MEALMAN<br>REGARDING FLEMING'S INDEMNIFICATION OF THEIR<br>CLAIMS IN LIGHT OF BANKRUPTCY FILING   | 162.50 |
| 4/29/03 | STEF                | .30   | TELEPHONE CALL TO WEYLAND AND FRASIER<br>REGARDING APPEAL ON EXTENSION FOR AUSTIN AND<br>MEALMAN'S APPEAL  | 37.50  |
| Totals  |                     | 4.60  |  | 575.00 |

FLEMING COMPANIES, INC.  
PACA DISPUTES  
Matter # 11420.08590

May 28, 2003  
Invoice # 190061

**EXPENSES**

| Cost<br>Code   | Date   | Description | Quantity | Unit Cost | Amount |
|----------------|--------|-------------|----------|-----------|--------|
| LEX            | 4/3/03 | WESTLAW     | 0.11     | 6.50      | 0.74   |
| Total Expenses |        |             |          |           | 0.74   |

**Total Current Fees** 575.00

**Total Current Expenses** 0.74

**Net Current Billing for this Matter** 575.74

Thank you for the opportunity to provide service to you.

**FLEMING COMPANIES, INC.**  
**PACA DISPUTES**  
**Matter # 11420.08590**

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

**MEMORANDUM SUMMARY PAGE**

| <b>Initials</b> | <b>Timekeeper Name</b> | <b>Title</b> | <b>Rate</b> | <b>Hours</b> | <b>Amount</b> |
|-----------------|------------------------|--------------|-------------|--------------|---------------|
| STEF            | CHRISTIN L. STEFANI    | ASSOCIATE    | 125.00      | 4.60         | 575.00        |
| <b>Totals</b>   |                        |              |             | <b>4.60</b>  | <b>575.00</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: COLUMBIA, MO  
Matter# 11420.08599

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

| Date          | Billing<br>Initials | Hours       | Description   | Amount        |
|---------------|---------------------|-------------|---|---------------|
| 4/1/03        | RIGG                | .50         | REVIEW MATERIAL FROM LANDLORD AND REPORTS<br>RE COLUMBIA LOCATION | 125.00        |
| <b>Totals</b> |                     | <b>0.50</b> |   | <b>125.00</b> |

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

**Total Current Fees** 125.00

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 125.00

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
COLUMBIA, MO  
Matter # 11420.08599

May 28, 2003  
Invoice # 190061

MATTER SUMMARY PAGE

| Initials | Timekeeper Name  | Title       | Rate   | Hours | Amount |
|----------|------------------|-------------|--------|-------|--------|
| RIGG     | RICHARD A. RIGGS | SHAREHOLDER | 250.00 | 0.50  | 125.00 |
| Totals   |                  |             |        | 0.50  | 125.00 |

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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: H.N.A., INC.  
Matter# 11420.08605

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

| Date          | Billing<br>Initials | Hours       | Description   | Amount       |
|---------------|---------------------|-------------|---|--------------|
| 4/25/03       | PRICE               | .30         | REVIEW FSA DOCUMENTS IN CONNECTION WITH SLC<br>SALE; CONFERENCE ADKINS RE DOCUMENTS | 75.00        |
| <b>Totals</b> |                     | <b>0.30</b> |   | <b>75.00</b> |

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

**Total Current Fees** **75.00**

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

**Net Current Billing for this Matter** **75.00**

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

FLEMING COMPANIES, INC.  
H.N.A., INC.  
Matter # 11420.08605

May 28, 2003  
Invoice # 190061

MEMBER SUMMARY PAGE

| Initials | Timekeeper Name | Title       | Rate   | Hours | Amount |
|----------|-----------------|-------------|--------|-------|--------|
| PRICE    | LOUIS J. PRICE  | SHAREHOLDER | 250.00 | 0.30  | 75.00  |
| Totals   |                 |             |        | 0.30  | 75.00  |

# McAfee & Taft

A PROFESSIONAL CORPORATION

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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: SENTKER FOOD CORPORATION  
Matter# 11420.08606

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

| Date    | Billing<br>Initials | Hours | Description   | Amount |
|---------|---------------------|-------|---|--------|
| 4/25/03 | PRICE               | .30   | ATTENTION TO SENTKER DOCUMENTS IN<br>CONNECTION WITH SALT LAKE CITY MATTER,<br>EXCHANGE MESSAGES WITH KIRSTEN RE SAME | 75.00  |
| Totals  |                     | 0.30  |   | 75.00  |

| Cost<br>Code   | Date | Description | Quantity | Unit Cost | Amount |
|----------------|------|-------------|----------|-----------|--------|
| Total Expenses |      |             |          |           | 0.00   |

**Total Current Fees** 75.00

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 75.00

Thank you for the opportunity to provide service to you.



FLEMING COMPANIES, INC.  
SENTER FOOD CORPORATION  
Matter # 11420.08606

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

| Initials | Timekeeper Name | Title       | Rate   | Hours | Amount |
|----------|-----------------|-------------|--------|-------|--------|
| PRICE    | LOUIS J. PRICE  | SHAREHOLDER | 250.00 | 0.30  | 75.00  |
| Totals   |                 |             |        | 0.30  | 75.00  |

# 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: INSURANCE ISSUES TX SEC. CLASS ACTION & DERIVATIVE ACTIONS  
Matter# 11420.08608

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

| Date   | Billing<br>Initials | Hours | Description  | Amount   |
|--------|---------------------|-------|--|----------|
| 4/1/03 | HERM                | 3.20  | VARIOUS TELEPHONE CALLS TO G. WARD REGARDING DIRECTORS AND OFFICERS INSURANCE ISSUES AND AFFECT OF BANKRUPTCY (1.2); TELEPHONE WALDIE AND JONES REGARDING SETTLEMENT ISSUES (.4); TELEPHONE BRISTOW REGARDING SETTLEMENT ISSUES (.3); REVIEW POLICIES REGARDING RESCISSION (1.3) | 864.00   |
| 4/2/03 | HERM                | 1.60  | CORRESPONDENCE WITH WARD REGARDING INSURANCE ISSUE (.6); REVIEW PLEADINGS (1.0)  | 432.00   |
| 4/3/03 | HERM                | 2.20  | RESEARCH ADVANCEMENT OF COSTS ISSUES (1.5); TELEPHONE WARD AND STANDISH REGARDING ADVANCEMENT OF COSTS (.7)  | 594.00   |
| 4/4/03 | HERM                | 5.10  | VARIOUS TELEPHONE CALLS WARD REGARDING INSURANCE ISSUES (.9); REVIEW BANKRUPTCY INSURANCE ISSUES (2.2); REVIEW POLICY AND RESEARCH RESCISSION (2.0)  | 1,377.00 |
| 4/7/03 | RAMS                | 2.00  | RESEARCH RE: INSURED VS. INSURED EXCLUSION AND ITS APPLICATION TO A BANKRUPTCY TRUSTEE.  | 250.00   |
| 4/7/03 | RAMS                | 1.00  | RESEARCH RE: INSURED VS. INSURED EXCLUSION APPLIES TO BANKRUPTCY TRUSTEE OR DEBTOR IN POSSESSION.  | 125.00   |
| 4/7/03 | HERM                | .50   | VARIOUS TELEPHONE CALLS WITH GEORGE WARD REGARDING RESCISSION OF POLICY  | 135.00   |
| 4/7/03 | PETE                | 2.50  | CONFERENCE WITH HERMES RE: INSURANCE ISSUES REGARDING SEC AND DERIVATIVE ACTIONS (.1); REVIEW AND ANALYZE VARIOUS DOCUMENTS AND CATEGORIZE DOCUMENTS (2.4)   | 200.00   |

**FLEMING COMPANIES, INC.**  
**INSURANCE ISSUES TX SEC. CLASS ACTION & DERIVATIVE ACTIONS**  
**Matter # 11420.08608**

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

| <b>Date</b> | <b>Billing<br/>Initials</b> | <b>Hours</b> | <b>Description</b>  | <b>Amount</b> |
|-------------|-----------------------------|--------------|---|---------------|
| 4/8/03      | RAMS                        | 3.00         | DRAFT MEMO RE: SAME.  | 375.00        |
| 4/8/03      | RAMS                        | .60          | RESEARCH RE: INSURED VS. INSURED EXCLUSION AND ITS APPLICATION TO TRUSTEE OR DEBTOR IN POSSESSION   | 75.00         |
| 4/9/03      | RAMS                        | .30          | RESEARCH RE: INSURED VS. INSURED EXCLUSION AS IT APPLIES TO TRUSTEE OR DEBTOR IN POSSESSION.  | 37.50         |
| 4/9/03      | RAMS                        | 2.40         | CONFERENCE WITH LOUIS PRICE RE: RESEARCH ON WHETHER ESTATE OR DIRECTORS OWN PROCEEDS OF D&O POLICY; WHETHER REIMBURSEMENT CLAIMS ARE SUBROGATED UNDER 11 USC 510(B).                      | 300.00        |
| 4/10/03     | RAMS                        | 1.80         | RESEARCH RE: INSURED V. INSURED EXCLUSION AS IT APPLIES TO BANKRUPTCY TRUSTEES AND DEBTORS IN POSSESSION.   | 225.00        |
| 4/10/03     | RAMS                        | 2.00         | REVISION OF MEMO RE: INSURED V. INSURED EXCLUSION AS APPLICABLE TO TRUSTEE OR DEBTOR IN POSSESSION.   | 250.00        |
| 4/10/03     | PETE                        | .30          | REVIEW AND CATEGORIZE CORRESPONDENCE; RESEARCH AND INSURANCE DOCUMENTS  | 24.00         |
| 4/14/03     | RAMS                        | 1.80         | RESEARCH RE: SUBORDINATION OF INDEMNIFICATION CLAIMS OF DIRECTORS AND OFFICERS UNDER 11 USC 510(B).   | 225.00        |
| 4/14/03     | HERM                        | 2.30         | REVIEW CORRESPONDENCE (.3); TELEPHONE BRISTOW REGARDING RESCISSION ISSUES (.4); TELEPHONE WARD REGARDING RESCISSION (.4); REVIEW POLICIES (1.2)   | 621.00        |
| 4/15/03     | BLAK                        | 2.80         | RESEARCH RELATING TO DIRECTOR LIABILITY FOR CANADIAN PROVINCIAL TAXES AND UNITED STATES STATE TAXES (2.6); OFFICE CONFERENCE WITH JOHN HERMES OF MCAFEE & TAFT RE RESULTS OF RESEARCH (2) | 462.00        |
| 4/15/03     | HERM                        | 3.20         | TELEPHONE WARD REGARDING RESERVATION OF RIGHTS (.3); REVIEW CORRESPONDENCE AND POLICIES REGARDING RESCISSION AND RESERVATION OF RIGHTS (2.9)  | 864.00        |
| 4/15/03     | PETE                        | .60          | CONFERENCE WITH HERMES RE: INSURANCE DOCUMENTS (.1); REVIEW AND ASSEMBLE INSURANCE DOCUMENTS (.5)   | 48.00         |
| 4/17/03     | RAMS                        | 2.70         | CONFERENCE WITH JOHN HERMES RE: RESEARCH ON VALIDITY OF POLICY PROVISION DEFINING LOSS TO INCLUDE TAX PENALTIES.  | 337.50        |

FLEMING COMPANIES, INC.  
INSURANCE ISSUES TX SEC. CLASS ACTION & DERIVATIVE ACTIONS  
Matter # 11420.08608

May 28, 2003  
Invoice # 190061

| Date    | Billing<br>Initials | Hours | Description  | Amount   |
|---------|---------------------|-------|--|----------|
| 4/17/03 | RAMS                | 2.20  | RESEARCH RE: WHETHER COVERAGE A EXCLUSION OF COVERAGE FOR CLAIM INDEMNIFIABLE IS INOPERATIVE IN THE EVENT OF CORPORATE BANKRUPTCY.   | 275.00   |
| 4/17/03 | HERM                | 3.30  | REVIEW VARIOUS POLICIES AND CORRESPONDENCE REGARDING FIDUCIARY ISSUES (2.1) REVIEW POLICY REGARDING PACA ISSUES (1.0) TELEPHONE WARD REGARDING PACA (.2)   | 891.00   |
| 4/18/03 | RAMS                | 3.40  | RESEARCH RE: WHETHER BANKRUPTCY WILL ELIMINATE THE EXCLUSION IN COVERAGE A RE: INDEMNITY CLAIMS OTHERWISE COVERED BY COVERAGE B.   | 425.00   |
| 4/18/03 | RAMS                | 2.20  | DRAFT MEMO RE: LOSS DEFINED TO EXCLUDE TAXES IMPOSED BY LAW AND CONTRACTUAL VALIDITY OF THE CLAUSE.  | 275.00   |
| 4/21/03 | RAMS                | 3.60  | RESEARCH RE: DIRECTORS AND OFFICERS ABILITY TO UTILIZE COVERAGE A AND COVERAGE B WHEN INSURED IS IN BANKRUPTCY.  | 450.00   |
| 4/21/03 | RAMS                | 1.70  | REVISE MEMO RE: D&O POLICY'S DEFINITION OF LOSS TO EXCLUDE TAX LIABILITY.  | 212.50   |
| 4/21/03 | HERM                | 1.10  | REVIEW NEW COMPLAINT AND RELATED MATERIAL (.9); RESEARCH REGARDING COVERAGE OF NEW COMPLAINT (.2)  | 297.00   |
| 4/21/03 | PETE                | .50   | REVIEW ORDERS AND PLEADINGS; REVIEW CORRESPONDENCE; ROUTE DOCUMENTS  | 40.00    |
| 4/22/03 | RAMS                | .80   | RESEARCH RE: RETENTION RATES APPLICABLE DURING BANKRUPTCY TO COVERAGE A AND COVERAGE B.  | 100.00   |
| 4/22/03 | HERM                | 3.20  | MEMO TO HYDE REGARDING FIDUCIARY COVERAGE (1.4); VARIOUS TELEPHONE WITH WARD REGARDING FIDUCIARY POLICIES (.6); REVIEW RESEARCH REGARDING FIDUCIARY POLICIES (1.2)                                       | 864.00   |
| 4/23/03 | HERM                | 4.20  | PREPARE FOR CONFERENCE CALL, CONFERENCE CALL WITH BRISTOW, LEMON, DURST, HERNANDEZ AND WARD, RESCISSION RESEARCH, TELEPHONE DURST REGARDING RESCISSION, CORRESPONDENCE WITH BRISTOW REGARDING RESCISSION | 1,134.00 |
| 4/24/03 | HERM                | 1.40  | RESEARCH RESCISSION ISSUES (1.1) TELEPHONE WARD REGARDING SAME (.3)  | 378.00   |
| 4/24/03 | PETE                | .50   | REVIEW ORDER DISMISSING DALLAS ORDER AND ROUTE PLEADINGS (.2); REVIEW AND CATEGORIZE NOTES AND RESEARCH (.3)   | 40.00    |

FLEMING COMPANIES, INC.  
INSURANCE ISSUES TX SEC. CLASS ACTION & DERIVATIVE ACTIONS  
Matter # 11420.08608

May 28, 2003  
Invoice # 190061

| Date          | Billing<br>Initials | Hours        | Description   | Amount           |
|---------------|---------------------|--------------|---|------------------|
| 4/25/03       | HERM                | 1.10         | REVIEW RESEARCH REGARDING ADVANCEMENT OF COSTS (.6); REVIEW CORRESPONDENCE WITH STANDISH REGARDING SAME (.2); TELEPHONE CARLOS REGARDING SAME (.2); CONFERENCE PRICE REGARDING SAME (.1)                        | 297.00           |
| 4/28/03       | HERM                | 2.30         | REVIEW STANDISH DRAFTS OF UNDERTAKING (.7); CONFERENCE PRICE REGARDING UNDERTAKING (.2); TELEPHONE WARD AND REVIEW RESEARCH REGARDING UNDERTAKING (.5); REVIEW DOCUMENTS FROM WARD ON ADVANCEMENT OF COSTS (.9) | 621.00           |
| 4/28/03       | PETE                | .50          | CONFERENCE WITH HERMES; ARRANGEMENTS FOR MEETING IN DALLAS  | 40.00            |
| 4/29/03       | HERM                | 2.20         | TELEPHONE GEORGE WARD REGARDING D&O ISSUES (.3); CONFERENCE WARD AND PRICE REGARDING D&O ISSUES (.9); RESEARCH D&O ISSUES (1.0)   | 594.00           |
| 4/30/03       | RAMS                | 2.60         | RESEARCH RE: THE MEANING OF "FINANCIAL INSOLVENCY" WITHIN THE D&O POLICY.   | 325.00           |
| 4/30/03       | HERM                | 2.20         | REVIEW D&O APPLICATION FILES (1.0); PREPARE FOR MEETING ON D&O IN DALLAS (1.2)  | 594.00           |
| <b>Totals</b> |                     | <b>80.90</b> |   | <b>15,673.50</b> |

EXPENSES

| Cost<br>Code | Date    | Description               | Quantity | Unit Cost | Amount |
|--------------|---------|---------------------------|----------|-----------|--------|
| T            | 4/1/03  | TELEPHONE 9729062191 2258 | 0.64     | 0.56      | 0.36   |
| T            | 4/1/03  | TELEPHONE 7132291400 2258 | 0.21     | 0.56      | 0.12   |
| T            | 4/1/03  | TELEPHONE 2027197130 2258 | 0.21     | 0.56      | 0.12   |
| TEL          | 4/2/03  | FACSIMILE                 | 6.00     | 0.50      | 3.00   |
| T            | 4/2/03  | TELEPHONE 9729062191 2258 | 0.21     | 0.56      | 0.12   |
| T            | 4/3/03  | TELEPHONE 9729062191 2258 | 0.21     | 0.56      | 0.12   |
| T            | 4/3/03  | TELEPHONE 9729062191 2258 | 6.86     | 0.56      | 3.84   |
| T            | 4/3/03  | TELEPHONE 9729062191 2258 | 0.21     | 0.56      | 0.12   |
| T            | 4/3/03  | TELEPHONE 9729062191 2258 | 0.64     | 0.56      | 0.36   |
| T            | 4/3/03  | TELEPHONE 9729062191 2258 | 2.14     | 0.56      | 1.20   |
| T            | 4/4/03  | TELEPHONE 9729062191 2258 | 0.21     | 0.56      | 0.12   |
| T            | 4/4/03  | TELEPHONE 9729062191 2258 | 0.21     | 0.56      | 0.12   |
| T            | 4/14/03 | TELEPHONE 7132291234 2258 | 3.21     | 0.56      | 1.80   |

FLEMING COMPANIES, INC.  
INSURANCE ISSUES TX SEC. CLASS ACTION & DERIVATIVE ACTIONS  
Matter # 11420.08608

May 28, 2003  
Invoice # 190061

| Cost Code      | Date    | Description               | Quantity | Unit Cost | Amount |
|----------------|---------|---------------------------|----------|-----------|--------|
| T              | 4/14/03 | TELEPHONE 7132291400 2258 | 0.21     | 0.56      | 0.12   |
| T              | 4/14/03 | TELEPHONE 9729062191 2258 | 1.29     | 0.56      | 0.72   |
| T              | 4/14/03 | TELEPHONE 9729062191 2258 | 2.36     | 0.56      | 1.32   |
| T              | 4/15/03 | TELEPHONE 9729062191 2258 | 0.21     | 0.56      | 0.12   |
| T              | 4/15/03 | TELEPHONE 9729062191 2258 | 0.21     | 0.56      | 0.12   |
| T              | 4/16/03 | TELEPHONE 9729062191 2258 | 0.21     | 0.56      | 0.12   |
| T              | 4/16/03 | TELEPHONE 9729062191 2258 | 0.86     | 0.56      | 0.48   |
| T              | 4/16/03 | TELEPHONE 9729062191 2258 | 0.21     | 0.56      | 0.12   |
| T              | 4/22/03 | TELEPHONE 9729062191 2258 | 1.71     | 0.56      | 0.96   |
| T              | 4/23/03 | TELEPHONE 9729062191 2258 | 0.43     | 0.56      | 0.24   |
| T              | 4/23/03 | TELEPHONE 9729062191 2258 | 0.43     | 0.56      | 0.24   |
| T              | 4/28/03 | TELEPHONE 9729062191 2258 | 0.43     | 0.56      | 0.24   |
| C              | 4/28/03 | COPIES - MEMO             | 84.00    | 0.15      | 12.60  |
| C              | 4/28/03 | COPIES - MEMO             | 41.00    | 0.15      | 6.15   |
| Total Expenses |         |                           |          |           | 34.95  |

Total Current Fees 15,673.50

Total Current Expenses 34.95

Net Current Billing for this Matter 15,708.45

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.  
INSURANCE ISSUES TX SEC. CLASS ACTION & DERIVATIVE ACTIONS  
Matter # 11420.08608

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

| Initials      | Timekeeper Name  | Title              | Rate   | Hours        | Amount           |
|---------------|------------------|--------------------|--------|--------------|------------------|
| BLAK          | T. MICHAEL BLAKE | ASSOCIATE          | 165.00 | 2.80         | 462.00           |
| HERM          | JOHN N. HERMES   | SHAREHOLDER        | 270.00 | 39.10        | 10,557.00        |
| PETE          | DIANNA PETERS    | LEGAL<br>ASSISTANT | 80.00  | 4.90         | 392.00           |
| RAMS          | NATALIE RAMSEY   | ASSOCIATE          | 125.00 | 34.10        | 4,262.50         |
| <b>Totals</b> |                  |                    |        | <b>80.90</b> | <b>15,673.50</b> |

# 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: SLATER, ET AL VS.  
Matter# 11420.08617

**PROFESSIONAL SERVICES THROUGH 02/30/2003**

| Date    | Billing Initials | Hours | Description   | Amount |
|---------|------------------|-------|---|--------|
| 4/1/03  | ROBI             | .70   | REVIEW PLEADINGS AND ORDER  | 189.00 |
| 4/2/03  | ROBI             | .30   | TELEPHONE CONFERENCE FEDERMAN RE: STAY  | 81.00  |
| 4/2/03  | ROBI             | .30   | REVIEW REPORTS ON CASES PENDING AND STATUS  | 81.00  |
| 4/2/03  | ROBI             | .50   | REVIEW LETTERS AND PLEADINGS  | 135.00 |
| 4/3/03  | ROBI             | .40   | REVIEW LETTER FROM PLAINTIFFS AND PLEADINGS IN TEXAS CASES  | 108.00 |
| 4/7/03  | ROBI             | .50   | REVIEW BRIEFS IN MDL CASE   | 135.00 |
| 4/8/03  | BART             | 3.00  | INDEX PLEADINGS IN SLATER AND COLARICH FROM STATE COURT AND FEDERAL COURT FILINGS (1.7); ORGANIZATION OF TEXAS CASE PLEADINGS (.5); ORGANIZATION OF MDL PLEADINGS (.4); OPEN FILES FOR NEW MATERIALS (.4) | 210.00 |
| 4/9/03  | BART             | 1.50  | REVISE INDICES AND PLEADINGS FILES FOR COLARICH AND SLATER  | 105.00 |
| 4/14/03 | FACT             | .30   | FILE SUGGESTION OF BANKRUPTCY   | 15.00  |
| 4/15/03 | ROBI             | .50   | REVIEW LETTERS, MEMOS, PLEADINGS FROM PLAINTIFFS  | 135.00 |
| 4/16/03 | ROBI             | .60   | TELEPHONE CONFERENCES ROBERTSON, FEDERMAN, ROBERTSON RE STAY  | 162.00 |
| 4/17/03 | ROBI             | .30   | REVIEW PLEADING AND ORDER   | 81.00  |
| 4/21/03 | ROBI             | .70   | REVIEW MEMOS AND PLEADINGS; DRAFT MEMOS RE: SAME  | 189.00 |
| 4/22/03 | ROBI             | .40   | REVIEW ORDERS; ATTENTION TO FAXING SAME   | 108.00 |



FLEMING COMPANIES, INC.  
SLATER, ET AL VS.  
Matter # 11420.08617

May 28, 2003  
Invoice # 190061

| Date          | Billing<br>Initials | Hours        | Description  | Amount          |
|---------------|---------------------|--------------|--|-----------------|
| 4/23/03       | ROBI                | .40          | REVIEW MEMOS; REVIEW PLEADINGS   | 108.00          |
| 4/23/03       | BART                | .40          | PREPARE FAX TO BAKER BOTTS (.2); ORGANIZATION<br>OF NEW FILE MATERIALS (.2)            | 28.00           |
| 4/24/03       | ROBI                | .40          | REVIEW PLEADINGS AND ORDERS IN MDL CASE  | 108.00          |
| 4/25/03       | ROBI                | .50          | TELEPHONE CONFERENCE FEDERMAN'S OFFICE;<br>REVIEW PLEADINGS; DRAFT MEMOS RE: DISMISSAL | 135.00          |
| 4/25/03       | BART                | .20          | PREPARE FAX OF FILE STAMPED NOTICE OF<br>BANKRUPTCY TO COUNSEL FOR PLAINTIFFS          | 14.00           |
| 4/28/03       | ROBI                | .30          | REVIEW PLEADINGS IN TEXAS CASES  | 81.00           |
| 4/28/03       | ROBI                | 1.00         | REVIEW PLEADINGS IN TEXAS CASES AND MDL<br>PROCEEDING                                  | 270.00          |
| 4/28/03       | ROBI                | .20          | REVIEW MEMOS ABOUT TEXAS CASES   | 54.00           |
| 4/28/03       | ROBI                | .10          | DRAFT MEMOS RE: STRATEGY   | 27.00           |
| 4/28/03       | ROBI                | .40          | REVIEW PLEADINGS   | 108.00          |
| 4/28/03       | ROBI                | .40          | REVIEW BRIEFS IN TEXAS CASES   | 108.00          |
| <b>Totals</b> |                     | <b>14.30</b> |  | <b>2,775.00</b> |

#### EXPENSES

| Cost<br>Code          | Date    | Description               | Quantity | Unit Cost | Amount       |
|-----------------------|---------|---------------------------|----------|-----------|--------------|
| TEL                   | 4/1/03  | FACSIMILE                 | 2.00     | 0.50      | 1.00         |
| TEL                   | 4/15/03 | FACSIMILE                 | 7.00     | 0.50      | 3.50         |
| T                     | 4/15/03 | TELEPHONE 7132297813 3715 | 0.64     | 0.56      | 0.36         |
| T                     | 4/16/03 | TELEPHONE 7132291585 2260 | 0.43     | 0.56      | 0.24         |
| TEL                   | 4/22/03 | FACSIMILE                 | 2.00     | 0.50      | 1.00         |
| TEL                   | 4/22/03 | FACSIMILE                 | 6.00     | 0.50      | 3.00         |
| TEL                   | 4/23/03 | FACSIMILE                 | 5.00     | 0.50      | 2.50         |
| T                     | 4/23/03 | TELEPHONE 7132297813 3347 | 1.29     | 0.56      | 0.72         |
| TEL                   | 4/25/03 | FACSIMILE                 | 45.00    | 0.50      | 22.50        |
| T                     | 4/29/03 | TELEPHONE 7132297813 3347 | 0.86     | 0.56      | 0.48         |
| TEL                   | 4/29/03 | FACSIMILE                 | 11.00    | 0.50      | 5.50         |
| <b>Total Expenses</b> |         |                           |          |           | <b>40.80</b> |

**FLEMING COMPANIES, INC.**  
**SLATER, ET AL VS.**  
**Matter # 11420.08617**

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

|  |                        |
|--|------------------------|
| <b>Total Current Fees</b>                  | <b>2,775.00</b>        |
| <b>Total Current Expenses</b>              | <b>40.80</b>           |
| <b>Net Current Billing for this Matter</b> | <b><u>2,815.80</u></b> |

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

FLEMING COMPANIES, INC.  
SLATER, ET AL VS.  
Matter # 11420.08617

May 28, 2003  
Invoice # 190061

**MATTER SUMMARY PAGE**

| Initials      | Timekeeper Name | Title           | Rate   | Hours        | Amount          |
|---------------|-----------------|-----------------|--------|--------------|-----------------|
| BART          | NANCY BARTON    | LEGAL ASSISTANT | 70.00  | 5.10         | 357.00          |
| FACT          | TERRI FACTOR    | LEGAL ASSISTANT | 50.00  | 0.30         | 15.00           |
| ROBI          | REID E. ROBISON | SHAREHOLDER     | 270.00 | 8.90         | 2,403.00        |
| <b>Totals</b> |                 |                 |        | <b>14.30</b> | <b>2,775.00</b> |

# McAfee & Taft

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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: COLARICH, ET AL VS.  
Matter# 11420.08618

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

| Date    | Billing<br>Initials | Hours | Description                   | Amount |
|---------|---------------------|-------|-------------------------------|--------|
| 4/14/03 | FACT                | .30   | FILE SUGGESTION OF BANKRUPTCY | 15.00  |
| Totals  |                     | 0.30  |                               | 15.00  |

| Cost<br>Code   | Date | Description | Quantity | Unit Cost | Amount |
|----------------|------|-------------|----------|-----------|--------|
| Total Expenses |      |             |          |           | 0.00   |

**Total Current Fees** 15.00

**Total Current Expenses** 0.00

**Net Current Billing for this Matter** 15.00

Thank you for the opportunity to provide service to you.