

Exhibit 1
Disclosure of PricewaterhouseCoopers LLP's Audit Clients and Affiliates

Allianz AG ⁽¹⁾	Parent Company of Top 20 Equity Holders (Panco Equity Advisors, LLC)
American International Group, Inc. (AIG)	Parent Company of Lenders to Debtor (Sun-America Life Insurance Co.)
Bank of America	Lenders to Debtor, and Debtors' Underwriters & Agents
Bank One (Corp.) ⁽¹⁾	Indenture Trustees
Bankers Trust ⁽¹⁾	Indenture Trustees
Barclays Global Investors NA	Top 20 Equity Holders
Barclays Venture (Corp.)	Lenders to Debtor
BNP Paribas (SA)	Lenders to Debtor, and Debtors' Underwriters & Agents
Bradywine Asset Management Inc.	Top 20 Equity Holders
CIT BUS CR (Business Credit) ⁽¹⁾	Lenders to Debtor
Citicbank NA ⁽¹⁾	Debtors' Underwriters and Agents
Compagnie de Saint-Gobain	Parent Company of Debtor Subsidiary (FCI Holding Corporation)
Conseco (Inc.)	Lenders to Debtor
Credit Agricole Indosuez ⁽¹⁾	Parent Company of Lenders to Debtor (all Indosuez entities listed in PricewaterhouseCoopers' database)
Deerfield ⁽¹⁾⁽¹⁾	Lenders to Debtor
Deutsche Bank AG ⁽¹⁾	Debtors' Underwriters and Agents
Deutsche Bank Alex Brown ⁽¹⁾	Debtors' Underwriters and Agents
Eaton Vance CDO III Ltd. ⁽¹⁾	Lenders to Debtor
Eaton Vance CDO IV Ltd. ⁽¹⁾	Lenders to Debtor
Eaton Vance Corp. ⁽¹⁾	Parent Company of Lenders to Debtor (all Eaton Vance entities listed in PricewaterhouseCoopers' database)
Eaton Vance Institutional Senior Floating-Rate Fund ⁽¹⁾	Lenders to Debtor
Eaton Vance Senior Income Trust ⁽¹⁾	Lenders to Debtor
Eaton Vance VT Floating-Rate Income Fund ⁽¹⁾	Lenders to Debtor
FCI Holding Corporation	Debtor Subsidiary
Fleet Bank	Lenders to Debtor
FleetBoston Financial Corporation	Parent Company of Lenders to Debtor (Fleet Bank)
Fortis Capital Corp.	Lenders to Debtor, Debtors' Underwriters and Agents
Fortis Financial Services LLC	Parent Company of Lenders to Debtor, and Debtors' Underwriters and Agents (Fortis Capital Corp.)
Franklin Float Rate Trust	Lenders to Debtor
Goldman Sachs & Company	Top 20 Equity Holders
Highland ⁽¹⁾	Lenders to Debtor
ING INV (Investments LLC) ⁽¹⁾	Lenders to Debtor
J.P. Morgan Chase (& Co)	Lenders to Debtor
Legg Mason Inc.	Parent Company of Top 20 Equity Holders (Bradywine Asset Management Inc. and Royce & Association Inc.)
M&T ⁽¹⁾	Indenture Trustees
Manufacturers and Traders (Trust Company)	Lenders to Debtor, Debtors' Underwriters and Agents, and Indenture Trustees
Maverick Capital Ltd. ⁽¹⁾	Top 20 Equity Holders

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Mellon Bank N.A. ⁽²⁾	Top 20 Equity Holders
Mellon Financial Corporation ⁽¹⁾	Parent Company of Top 20 Equity Holders (Mellon Bank N.A.)
Nationwide Mutual Insurance Co. ⁽¹⁾	Lenders to Debtor
New York Life	Lenders to Debtor
New York Life Insurance & Annuity	Lenders to Debtor
New York Life Insurance Company	Parent Company of Lenders to Debtor (New York Life and New York Life Insurance & Annuity)
Nomura ⁽¹⁾	Lenders to Debtor
Oppenheimer ⁽²⁾	Lenders to Debtor
PARTIDIS	Parent Company of Debtor Subsidiary (FCI Holding Corporation)
Point P SA Holding	Parent Company of Debtor Subsidiary (FCI Holding Corporation)
Prudential ⁽²⁾	Lenders to Debtor
Raiffeisen Zentralbank Osterreich AG	Parent Company of Lenders to Debtor (RZB)
Royce & Association Inc.	Top 20 Equity Holders
Salomon Smith Barney ⁽¹⁾	Debtors' Underwriters and Agents
Southeastern Asset Management Inc. ⁽¹⁾	Top 20 Equity Holders
State Street Corp. ⁽¹⁾	Top 20 Equity Holders
Strategic Advisor Inc. (SAI)	Lenders to Debtor
SunAmerica Life (Insurance Co.)	Lenders to Debtor
Travelers Property Casualty Corp. ⁽¹⁾	Parent Company of Lenders to Debtor (Travelers Insurance Company)
UBS Warburg ⁽¹⁾	Debtors' Underwriters and Agents
Vanguard Group Inc.	Top 20 Equity Holders
Wasatch Advisors Inc. ⁽¹⁾	Top 20 Equity Holders

Notes:

- (1) The named entity is an affiliate of a PricewaterhouseCoopers' audit client.
 (2) PricewaterhouseCoopers performs audit services for a client or clients that match this entity name. However, the client(s) may or may not be affiliated with the entity who is a party in this preceding.
 (3) The named entity is a PricewaterhouseCoopers' restricted entity, i.e. PricewaterhouseCoopers individuals are not allowed to make any investment in securities of the entity under the existing AICPA independence rules. The named entity, however, is not a PricewaterhouseCoopers' audit client or affiliate.

Exhibit 2
Disclosure of PricewaterhouseCoopers LLP's Non-Audit Clients and Interested Parties

Fleming Companies, Inc	Debtor
Allianz AG ⁽¹⁾	Parent Company of Top 20 Equity Holders (Pimco Equity Advisors, LLC)
American Express (AMEX)	Lenders to Debtor
American International Group, Inc. (AIG)	Parent Company of Lenders to Debtor (Sun-America Life Insurance Co.)
Antares Mariner ⁽²⁾	Lenders to Debtor
Archie R. Dykes ⁽¹⁾⁽²⁾	Directors and Officers of Debtor
Bank of America	Lenders to Debtor, Debtors' Underwriters and Agents
Bank One (Corp.)	Indenture Trustees
Bankers Trust	Indenture Trustees
Barclays Global Investors NA	Top 20 Equity Holders
Barclays Venture (Corp.)	Lenders to Debtor
Bear Stearns & Co Inc.	Debtors' Underwriters and Agents
Black Diamond	Lenders to Debtor
BNP Paribas (SA)	Lenders to Debtor, Debtors' Underwriters and Agents
Clase Manhattan Bank NA	Debtors' Underwriters and Agents
CITI BUS CR (Business Credit)	Lenders to Debtor
Citibank NA	Debtors' Underwriters and Agents
Citicorp North America, Inc.	Debtors' Underwriters and Agents
CNA Financial Corp.	Parent Company of Lenders to Debtor (Continental Casualty Company Inc.)
Comerica Bank, Detroit, Michigan	Lenders to Debtor
Conseco (Inc.)	Lenders to Debtor
Continental Casualty (Company Inc.)	Lenders to Debtor
Credit Agricole Indosuez	Parent Company of Lenders to Debtor (all Indosuez entities listed in PricewaterhouseCoopers' database)
Credit Agricole SA ⁽¹⁾	Parent Company of Lenders to Debtor (all Indosuez entities listed in PricewaterhouseCoopers' database)
CSAM Funding I	Lenders to Debtor
Dearfield ⁽²⁾	Lenders to Debtor
Deutsche Bank AG	Debtors' Underwriters and Agents
Deutsche Bank Alex Brown	Debtors' Underwriters and Agents
Deutsche Bank Securities Corp.	Debtors' Underwriters and Agents
Eaton Vance CDO III, Ltd.	Lenders to Debtor
Eaton Vance CDO IV, Ltd.	Lenders to Debtor
Eaton Vance Corp.	Parent Company of Lenders to Debtor (all Eaton Vance entities listed in PricewaterhouseCoopers' database)
Eaton Vance Institutional Senior Loan Fund	Lenders to Debtor
Eaton Vance Senior Income Trust	Lenders to Debtor

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First Dominion FDG I	Lenders to Debtor
First Dominion FDG II	Lenders to Debtor
First Union Capital Market	Debtors' Underwriters and Agents
Fleet Bank	Lenders to Debtor
Fleet/Boston Financial Corporation	Parent Company of Lenders to Debtor (Fleet Bank)
Fortis Bank ⁽¹⁾	Parent Company of Lenders to Debtor, and Debtors' Underwriters and Agents (Fortis Capital Corp.)
Fortis Capital Corp.	Lenders to Debtor, Debtors' Underwriters and Agents
Franklin CLO I Ltd.	Lenders to Debtor
Franklin CLO II Ltd.	Lenders to Debtor
Fuji Bank	Debtors' Underwriters and Agents
GE Capital	Lenders to Debtor
General Acceptance Corp.	Debtor Subsidiary
Goldman Sachs & Company	Top 20 Equity Holders
Guaranty Federal Bank	Lenders to Debtor
Harch CLO I	Lenders to Debtor
Hightland ⁽¹⁾	Lenders to Debtor
Indoseuz ⁽¹⁾	Lenders to Debtor
Indoseuz Capital FDG IIA	Lenders to Debtor
J.P. Morgan Chase (& Co.)	Lenders to Debtor
Kenneth M. Duberstein	Directors and Officers of Debtor
Legg Mason Inc.	Parent Company of Top 20 Equity Holders (Brandywine Asset Management Inc. and Royce & Association Inc.)
Lehman Brothers	Debtors' Underwriters and Agents
Lehman Brothers Holdings Inc.	Parent Company of Debtors' Underwriters and Agents (Lehman Brothers)
Lehman Commercial Paper Inc.	Lenders to Debtors, and Debtors' Underwriters and Agents
Loews Corporation	Parent Company of Lenders to Debtors (Continental Casualty Company, Inc.)
Long Lane ⁽¹⁾	Lenders to Debtor
M&T ⁽¹⁾	Indenture Trustees
Manufacturers & Traders (Trust Company)	Lenders to Debtor, Debtors' Underwriters and Agents, and Indenture Trustees
Mark S. Hansen ⁽¹⁾	Directors and Officers of Debtor
Mass Mutual	Lenders to Debtor
Mass Mutual Life Insurance Company ⁽¹⁾	Parent Company of Lenders to Debtor (Mass Mutual Life Insurance Company Inc.)
Massmutual Holding Company ⁽¹⁾	Parent Company of Lenders to Debtor (Mass Mutual Life Insurance Company Inc.)
Mellon Bank N.A.	Top 20 Equity Holders
Mellon Financial Corporation ⁽¹⁾	Parent Company of Top 20 Equity Holders (Mellon Bank N.A.)

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Mizuho Corporate Bank Ltd.	Lenders to Debtor
Mizuho Holdings Inc. ⁽¹⁾	Parent Company of Lenders to Debtor (Mizuho Corp Bank Ltd.)
Morgan Stanley	Parent Company of Debtors' Underwriters and Agents (Morgan Stanley & Co)
Morgan Stanley & Co.	Debtors' Underwriters and Agents
Morgan Stanley Prime Income Trust	Lenders to Debtors
Mountain Capital CLO I	Lenders to Debtor
Natexis BQES POP (Natexis Banques Populaires)	Lenders to Debtor
National City Bank Cleveland	Parent Company of Lenders to Debtor (National City Bank Cleveland)
National City Corporation ⁽¹⁾	Lenders to Debtor
Nationwide Life Insurance Co.	Lenders to Debtor
Nationwide Mutual Insurance Company	Lenders to Debtor
New York Life Insurance & Annuity	Parent Company of Lenders to Debtor (New York Life and New York Life Insurance & Annuity)
New York Life Insurance Company	Lenders to Debtor
Nomura	Lenders to Debtor
Oppenheimer ⁽²⁾	Lenders to Debtor
Pacific Partners I, L.P.	Lenders to Debtors
PAM Capital	Lenders to Debtors
Prudential	Lenders to Debtor
Rainbow Foods Group, Inc. ⁽¹⁾	Debtor Subsidiary
Royce & Association Inc.	Top 20 Equity Holders
RZB ⁽²⁾	Lenders to Debtor
Sankaty ⁽²⁾	Lenders to Debtor
Salomon Smith Barney	Debtors' Underwriters and Agents
Slaker Investment Corp. ⁽¹⁾	Top 20 Equity Holders
Siemens AG ⁽¹⁾	Parent Company of Lenders to Debtor (Siemens Financial)
Siemens Financial (Services, Inc.)	Lenders to Debtor
Societe Generale	Debtors' Underwriters and Agents
State Street Corp.	Top 20 Equity Holders
Strategic Advisors Inc. (SAI)	Lenders to Debtor
Sumitomo TR (Trust & Banking Co.)	Lenders to Debtor
SunAmerica Inc.	Parent Company of Lenders to Debtors (SunAmerica Life Insurance Co.)
SunAmerica Life (Insurance Co.)	Lenders to Debtor
TCW KZII CNC LCC ⁽²⁾	Lenders to Debtor
Transamerica Business Capital Corporation	Lenders to Debtor, and Debtors' Underwriters & Agents

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<p>Travelers Corporate Loan Fund Travelers Insurance (Company) Travelers Property Casualty Corp. UBS Warburg Vanguard Group Inc. Wachovia Bank NA Wachovia Corp. Wachovia Securities Inc.</p>	<p>Lenders to Debtor Lenders to Debtor Parent Company of Lenders to Debtor (Travelers Insurance Company) Debtors' Underwriters and Agents Top 20 Equity Holders Lenders to Debtor, and Debtors' Underwriters & Agents Parent Company of Debtors' Underwriter and Agents (Wachovia Securities Inc.) Debtors' Underwriters and Agents</p>
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Notes:

- (1) The named entity is an interested party in a matter in which PricewaterhouseCoopers provides non-audit services.
- (2) PricewaterhouseCoopers performs non-audit services for a client or clients that match this entity name. However, the client(s) may or may not be affiliated with the entity who is a party in this preceding.
- (3) The non-audit service PricewaterhouseCoopers performs for this client is preparing the individual's personal income tax return.

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
Fleming Companies, Inc., et al., ¹)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	
)	Related Docket No. 218

**FINAL ORDER AUTHORIZING RETENTION OF
PRICEWATERHOUSECOOPERS LLP AS FORENSIC
ACCOUNTANTS FOR THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF THE DEBTORS**

Upon the application (the "Application")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to sections 327(a) and 1107 of chapter 11 of title 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), authorizing them to retain PricewaterhouseCoopers LLP ("PricewaterhouseCoopers") as forensic accountants for the audit committee of the Board of Directors; and upon the Affidavit of Lawrence F. Ranallo in support of the Application; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that PricewaterhouseCoopers neither holds nor represents any interest adverse to the Debtors' estates; and it appearing that PricewaterhouseCoopers is "disinterested", as that term is

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

² Capitalized terms not otherwise defined herein shall have the meaning given them in the Application.

defined in section 101(14) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interest of the estates and their creditors; after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Application, as modified hereby, be, and it hereby is, granted on a final basis; and it is further

ORDERED that in accordance with section 327(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain PricewaterhouseCoopers as of the date of filing these chapter 11 cases (the "Petition Date") as the forensic accountants for the audit committee of the Board of Directors on the terms set forth in the Application; and it is further

ORDERED that PricewaterhouseCoopers shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court; and it is further

ORDERED that to the extent PricewaterhouseCoopers has a retainer, all amounts authorized by this Court to be paid to PricewaterhouseCoopers by the Debtors for its fees and expenses shall first be paid by draws against such retainer until the retainer is depleted; and it is further

ORDERED that notwithstanding the language to the contrary in the attachment to the Engagement Letter attached to the Application as Exhibit B relating to the limitation of liability of PricewaterhouseCoopers to the Debtors, PricewaterhouseCoopers may not contractually limit any and all liability imposed upon them by virtue of their retention as a

provider of services to the Debtors; and it is further

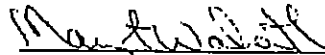
ORDERED that the indemnification provisions of the Engagement Letter and the attachment thereto are approved, subject to the following:

- (a) subject to the provisions of subparagraph (d) *infra*, the Debtors are authorized to indemnify, and shall indemnify, PricewaterhouseCoopers, in accordance with the Engagement Letter and the attachment thereto, for any claim arising from, related to, or in connection with PricewaterhouseCoopers' prepetition performance of the services described in the Engagement Letter;
- (b) subject to the provisions of subparagraph (d) *infra*, the Debtors are authorized to indemnify, and shall indemnify, PricewaterhouseCoopers, in accordance with the Engagement Letter and the attachment thereto, for any claim arising from, related to, or in connection with the services to be rendered as described in the Engagement Letter, but not for any claim arising from, related to, or in connection with PricewaterhouseCoopers' postpetition performance of any services other than the services described in the Engagement Letter unless such other postpetition services and indemnification therefor are approved by the Court;
- (c) notwithstanding any provision in the Engagement Letter or the attachment thereto to the contrary, the Debtors have no obligation to indemnify PricewaterhouseCoopers or provide contribution or the reimbursement to PricewaterhouseCoopers for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen from PricewaterhouseCoopers' gross negligence or willful misconduct, or (ii) settled prior to a judicial determination as to PricewaterhouseCoopers' gross negligence or willful misconduct, but determined by this Court, after notice and a hearing, to be a claim or expense for which PricewaterhouseCoopers should not receive indemnity, contribution or reimbursement under the terms of the Engagement Letter as modified by this Order; and
- (d) if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing these chapter 11 cases, PricewaterhouseCoopers believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement obligations under the Engagement Letter and the attachment (as modified by this Order), including without limitation the advancement of defense costs, PricewaterhouseCoopers must file an application therefor in this Court,

and the Debtors may not pay any such amounts to PricewaterhouseCoopers before the entry of an order by this Court approving the payment. This subparagraph (d) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by PricewaterhouseCoopers for indemnification, contribution or reimbursement and not a provision limiting the duration of the Debtors' obligation to indemnify PricewaterhouseCoopers; and it is further

ORDERED that notwithstanding anything in the Application, the Engagement Letter and attachment or herein, approval of the indemnification provisions contained in the Engagement Letter and attachment (as modified by this Order) shall not be construed as approving indemnification of any auditing or attestation services, any tax accounting services, or any business restructuring accounting services, nor will PricewaterhouseCoopers be entitled to indemnification where such indemnification is prohibited by applicable non-bankruptcy laws, rules or regulations. Indemnification shall be limited to the forensic accounting services as described in the Application and Engagement Letter.

Dated: May 6, 2003



Mary F. Walrath
United States Bankruptcy Judge

Re: Fleming Companies, Inc., et al.,

Summary of Professional Fees by Professional for the
period June 1, 2003 through and including June 30, 2003

<u>Personnel</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
P. Gendron	Partner	4.00	\$475	\$1,900.00
L. Ranallo	Partner	34.80	\$475	\$16,530.00
C. Reddin	Partner	27.20	\$475	\$12,920.00
D. Lane	Director	5.00	\$390	\$1,950.00
T. Wylie	Manager	117.70	\$325	\$38,252.50
N. Dawson	Senior Associate	0.40	\$250	\$100.00
S. Fisher	Senior Associate	114.90	\$250	\$28,725.00
R. Forgue	Senior Associate	0.80	\$250	\$200.00
E. Vance	Senior Associate	18.00	\$250	\$4,500.00
E. Bergin	Associate	35.60	\$175	\$6,230.00
M. Chow	Associate	7.00	\$175	\$1,225.00
R. Reese	Associate	92.40	\$175	\$16,170.00
R. Sachdeva	Associate	2.00	\$175	\$350.00
L. Wehmer	Associate	99.70	\$175	\$17,447.50
Total Professional Hours		<u>559.50</u>		
Total Professional Fees				\$146,500.00
Total Expenses				<u>\$7,105.61</u>
Total Fees and Expenses from June 1, 2003 through June 30, 2003:				<u>\$153,605.61</u>
 TOTAL FEES AND EXPENSES DUE THIS INVOICE				 <u>\$153,605.61</u>

Fleming Companies, Inc., et al.
Accounting of Time Expended by Professional by Day
June 1, 2003 through June 30, 2003

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Gendron, Paul	Partner	\$475	6/17/2003	2.0	Analyzed the Company's supporting documentation related to its Adjusting Journal Entries for its preliminary restatement.
			6/18/2003	2.0	Analyzed of the Company's supporting documentation related to its Adjusting Journal Entries for its preliminary restatement.
<i>Total hours & fees for Paul Gendron this period:</i>				4.0	
Ranallo, Lawrence F.	Partner	\$475	6/3/2003	7.8	Core-Mark electronic document review and review of documents identified as relevant in electronic review process.
			6/4/2003	5.2	Reviewed documents identified as relevant in electronic review process.
			6/6/2003	1.0	Follow-up interview with Greg Antholzner.
			6/9/2003	1.2	Developed outline related to report of findings.
			6/9/2003	0.3	Reviewed CD of relevant documents to be released to FTI Consulting.
			6/10/2003	3.3	Performed analysis and review of vendor deduction issues and 10/04/2002 Vendor Income Discussion.
			6/12/2003	2.2	Documented follow-up interview with Greg Antholzner and electronic media search related to Core-Mark.
			6/12/2003	0.2	Communicated information to E&Y regarding information needed for analysis of proxy disclosures.
			6/13/2003	2.3	Prepared and reviewed analyses to provide to Counsel related to vendor issues, Board of Director materials, Core-Mark, and other issues related to adjusting journal entries for preliminary restatement.
			6/16/2003	2.2	Performed analysis of vendor issues related to 10/04/2002 Vendor Income Discussion.
			6/16/2003	1.3	Developed outline for presentation to SEC.
			6/20/2003	1.1	Reviewed and edited presentation for SEC meeting.
			6/20/2003	1.2	Prepared and reviewed analyses and presentation for meeting with SEC.

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Ranallo, Lawrence F.	Partner	\$475	6/20/2003	2.0	Meeting with the SEC, Baker Botts, Harold Hirshman and PwC.
			6/25/2003	2.2	Collected and reviewed SEC presentation materials to produce to Counsel.
			6/27/2003	0.3	Discussion with Alice Peterson, Audit Committee Chairperson.
			6/27/2003	1.0	Reviewed bill detail for June invoices.
<i>Total hours & fees for Lawrence F. Ranallo this period:</i>				<u>34.8</u>	
Reddin, Charles	Partner	\$475	5/28/2003	0.6	Meeting with Fleming management, D&T, E&Y and PwC regarding status update.
			5/29/2003	2.4	Reviewed relevant documents.
			5/30/2003	2.2	Reviewed Company Adjusting Journal Entries, and met with Jerry Rebel regarding 2000 restatement issues.
			5/30/2003	3.4	Meeting with Becky Roof, Fleming, Baker Botts, Kirkland & Ellis, Sonnenschein, and PwC regarding vendor issues.
			6/2/2003	0.2	Discussion with Alice Peterson on retail issues.
			6/2/2003	2.6	Reviewed documents identified as relevant in electronic review process.
			6/2/2003	2.3	Reviewed documents identified as relevant in electronic review process.
			6/2/2003	0.8	Met with Ron Beam related to retail issues.
			6/5/2003	3.1	Reviewed documents identified as relevant in electronic review process.
			6/9/2003	1.1	Discuss report issues with Counsel.
			6/19/2003	4.2	Reviewed presentation and workpapers for SEC meeting.
			6/20/2003	1.1	Reviewed and edited presentation for SEC meeting.
			6/20/2003	2.0	Meeting with the SEC, Baker Botts, Harold Hirshman and PwC.
			6/25/2003	1.2	Reviewed hard documents obtained from employee personal files.
<i>Total hours & fees for Charles Reddin this period:</i>				<u>27.2</u>	
Lane, Darrell	Director	\$390	6/9/2003	1.0	Reviewed connectivity for electronic media review process.
			6/10/2003	2.0	Reviewed network diagram and security of electronic media.

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Lane, Darrell	Director	\$390	6/11/2003	1.0	Reviewed electronic media section of draft summary report and assisted in responding to data requests from Counsel.
			6/18/2003	1.0	Conference call regarding transition of electronic media with PwC, Fleming IT, and Counsel.
<i>Total hours & fees for Darrell Lane this period:</i>				<u>5.0</u>	
Wylie, Teri	Manager	\$325	6/2/2003	2.1	Identified and reviewed documents in response to Baker Botts list of follow up questions.
			6/2/2003	2.4	Prepared draft summary report at the request of counsel.
			6/2/2003	2.3	Reviewed interview memos and compiled supporting documents for draft summary report.
			6/3/2003	2.1	Reviewed interview memos and compiled supporting documents for draft summary report.
			6/3/2003	3.2	Reviewed working files of former Procurement and Accounting/Finance employees.
			6/4/2003	1.8	Reviewed working files of former Procurement employee.
			6/4/2003	1.3	Reviewed and analyzed supporting schedules for the 10/04/2002 Vendor Income Discussion and updated and analyzed schedules with year end numbers.
			6/4/2003	2.6	Prepared summary memo and supporting documents in response to follow-up questions from Baker Botts related to Company issues..
			6/4/2003	2.2	Prepared draft summary report at the request of counsel.
			6/5/2003	1.2	Prepared summary memo and supporting documents in response to follow-up questions from Baker Botts related to Company issues.
			6/5/2003	0.8	Met with Jerry Rebel, Fleming, and E&Y Contractor regarding vendor discount reserves.
			6/5/2003	1.4	Reviewed and analyzed supporting schedules for the 10/04/2002 Vendor Income Discussion and updated and analyzed schedules with year end numbers.
			6/5/2003	2.2	Prepared draft summary report at the request of counsel
			6/6/2003	3.5	Reviewed and analyzed supporting schedules for the 10/04/2002 Vendor Income Discussion and updated and analyzed schedules with year end numbers.
			6/6/2003	2.6	Prepared draft summary report at the request of counsel
			6/9/2003	0.8	Reviewed relevant documents identified in electronic media review process in preparation of draft summary report.

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Wylie, Teri	Manager	\$325	6/9/2003	4.3	Reviewed interview memos and prepared draft summary report at the request of counsel.
			6/9/2003	2.6	Reviewed and analyzed supporting schedules for the 10/04/2002 Vendor Income Discussion and updated and analyzed schedules with year end numbers.
			6/10/2003	3.1	Reviewed supporting documentation of vendor deduction reserve and met with Jerry Rebel, Fleming, to further document policies and procedures of deduction reserves.
			6/10/2003	2.5	Reviewed and analyzed supporting schedules for the 10/04/2002 Vendor Income Discussion and updated and analyzed schedules with year end numbers.
			6/10/2003	2.4	Reviewed relevant documents identified in electronic media review process in preparation of draft summary report.
			6/11/2003	0.8	Reviewed supporting documentation of vendor deduction reserve and met with Jerry Rebel, Fleming, to further document policies and procedures of deduction reserves.
			6/11/2003	2.6	Reviewed and analyzed supporting schedules for the 10/04/2002 Vendor Income Discussion and updated and analyzed schedules with year end numbers.
			6/12/2003	2.0	Reviewed and analyzed supporting schedules for the 10/04/2002 Vendor Income Discussion and updated and analyzed schedules with year end numbers.
			6/13/2003	1.8	Reviewed supporting documentation of vendor deduction reserve and met with Jerry Rebel, Fleming, to further document policies and procedures of deduction reserves.
			6/13/2003	0.4	Reviewed and analyzed supporting documentation received from Bill White, Fleming, in reference to earnings per share forecasts.
			6/13/2003	3.6	Prepared summary memo and supporting documents in response to follow-up questions from Baker Botts related to Company issues..
			6/16/2003	1.0	Reviewed interview notes and prepared draft summary report at the request of counsel.
			6/17/2003	1.0	Review interview summary memos for continued preparation of the summary report.
			6/18/2003	2.7	Discussions with Jerry Rebel, Fleming, regarding vendor deduction reserve policies and procedures in preparation for meeting with the SEC.
			6/18/2003	1.2	Prepared draft summary report at the request of counsel.

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Wylie, Teri	Manager	\$325	6/18/2003	3.4	Reviewed relevant documents relating to the vendor deduction reserves in preparation for meeting with the SEC.
			6/18/2003	4.8	Prepared for the 6/20/2003 meeting with the SEC, Baker Botts, Harold Hirshman and PwC.
			6/19/2003	0.8	Prepared for the 6/20/2003 meeting with the SEC, Baker Botts, Harold Hirshman and PwC.
			6/19/2003	0.9	Discussions with Jerry Rebel, Fleming, regarding vendor deduction reserve policies and procedures in preparation for meeting with the SEC.
			6/19/2003	3.9	Reviewed relevant documents relating to the vendor deduction and the deduction reserves in preparation for meeting with the SEC.
			6/19/2003	6.4	Prepared for the 6/20/2003 meeting with the SEC, Baker Botts, Harold Hirshman and PwC.
			6/20/2003	2.0	Meeting with the SEC, Baker Botts, Harold Hirshman and PwC.
			6/20/2003	2.0	Prepared for meeting with SEC.
			6/23/2003	2.7	Reviewed interview memos and prepared draft summary report at the request of counsel.
			6/23/2003	1.4	Reviewed May fee application and supporting schedules to be filed with the US Bankruptcy Court.
			6/23/2003	1.8	Prepared relevant documents from the files of current and former Fleming employees for submission to Baker Botts and the SEC.
			6/23/2003	2.2	Prepared of draft summary report at the request of counsel.
			6/24/2003	3.1	Prepared of draft summary report at the request of counsel.
			6/24/2003	1.6	Reviewed interview memos and prepared draft summary report at the request of counsel
			6/24/2003	0.8	Reviewed May fee application and supporting schedules to be filed with the US Bankruptcy Court.
			6/24/2003	1.4	Prepared relevant documents from the files of current and former Fleming employees for submission to Baker Botts and the SEC.
			6/25/2003	3.2	Preparation for and follow up interview of Phil Murphy, former Fleming employee.
			6/25/2003	2.1	Prepared draft summary report at the request of counsel.

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Wylie, Teri	Manager	\$325	6/25/2003	1.4	Reviewed interview memos and prepared draft summary report at the request of counsel
			6/26/2003	5.6	Prepared draft summary report at the request of counsel.
			6/26/2003	1.7	Reviewed interview memos and prepared draft summary report at the request of counsel
<i>Total hours & fees for Teri Wylie this period:</i>				<u>117.7</u>	
Dawson, Na	Senior Associate	\$250	6/12/2003	0.4	Researched bankruptcy court local rules in filing fee application and other related motions; communicated with attorneys on filing quarterly fee applications.
			<i>Total hours & fees for Na Dawson this period:</i>		
Fisher, Seth	Senior Associate	\$250	6/2/2003	2.1	Examined Board Material documents identified by Counsel.
			6/2/2003	1.8	Examined and analyzed Adjusting Journal Entries and Company responses to initiatives.
			6/2/2003	3.2	Examined hard document files identified by Counsel.
			6/2/2003	0.6	Examined and analyzed files provided by forecast department related to Company forecasts.
			6/3/2003	0.5	Examined and analyzed program code related to the vendor reserve database.
			6/3/2003	2.1	Examined forecasts in relation to sales initiative schedules.
			6/3/2003	0.5	Examined Board Meeting documents identified by Counsel.
			6/3/2003	1.5	Examined the draft 12-B 25 documentation as it related to the summary of Adjusting Journal Entries.
			6/3/2003	0.5	Examined Audit Committee files to gain understanding of information received by the Audit Committee.
			6/3/2003	1.2	Examined documents in Audit Committee files to determine information received by the Audit Committee.
			6/4/2003	3.2	Examined hard copy files from Board Meeting Materials and Audit Committee Meetings.
			6/4/2003	0.9	Examined and analyzed forecasts and sales initiative schedules.
			6/4/2003	0.6	Prepared documentation related to electronic search terms used to incorporate into summary of findings document.
6/4/2003	0.9	Examined and analyzed program code related to the vendor reserve database.			

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Fisher, Seth	Senior Associate	\$250	6/4/2003	0.8	Analyzed rent expense issue and how it may relate to the issuance of the Company's 12B-25.
			6/5/2003	2.5	Prepared summary of initiatives schedule with updated responses from the Company.
			6/5/2003	1.5	Examined and analyzed hard file documents identifying EPS information.
			6/5/2003	2.3	Met with Hal Preston, E&Y Contractor, and D&T to discuss assumptions and documentation for the vendor deduction payback reserve.
			6/6/2003	3.1	Examined and analyzed Company responses to initiative issues and documentation provided to support responses.
			6/9/2003	3.2	Examined and flagged documents as relevant based on information contained in DBX file.
			6/9/2003	1.2	Prepared analyses and supporting workpapers related to forecasts and actual results.
			6/9/2003	3.5	Assisted in preparation of electronic documents to be provided to FTI for response to SEC.
			6/9/2003	1.1	Assisted in reconciliation of electronic files from DBX and other relevant documents to produce to FTI for SEC production.
			6/10/2003	2.5	Prepared queries related to vendor deduction database to determine deductions by quarter.
			6/10/2003	0.8	Examined documents identified in Procurement personal files related to vendor disputes.
			6/10/2003	2.2	Prepared analyses related to paybacks and deductions by vendor by quarter.
			6/11/2003	2.6	Prepared queries in Payback Database to compile specific information related to paybacks and deductions by vendor.
			6/11/2003	1.1	Prepared analyses related to vendor deductions and paybacks.
			6/11/2003	1.5	Prepared analysis of Vendor Compliance Manual and deductions taken by Company.
			6/11/2003	0.5	Addressed open items and performed analyses related to Vendor Deduction for meeting with SEC.
			6/12/2003	1.4	Prepared analyses related to vendor paybacks and deductions.
			6/12/2003	1.7	Prepared supporting documentation and responses related to requests from Baker Botts and Counsel related to vendor deduction issues, initiatives, forecasts, board materials, etc.

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Fisher, Seth	Senior Associate	\$250	6/13/2003	0.5	Discussions with Jerry Rebel regarding vendor deduction reserve process.
			6/13/2003	2.5	Prepared supporting documentation and responses related to requests from Baker Botts and Counsel related to vendor deduction issues, initiatives, forecasts, board materials, etc.
			6/13/2003	2.7	Prepared analyses of paybacks and deductions by vendors related to responses to requests from Baker Botts and Counsel.
			6/13/2003	0.4	Prepared supporting documentation and responses related to requests from Baker Botts and Counsel related to vendor deduction issues, initiatives, forecasts, board materials, etc.
			6/13/2003	2.7	Prepared information related to Initiatives to be examined by Paul Gendron.
			6/16/2003	4.5	Prepared analyses related to vendor deductions and discount reserves. Prepare preliminary summary memo related to vendor deductions and reserves at the request of Counsel.
			6/17/2003	3.2	Prepared analyses related to vendor deductions and discount reserves. Prepare preliminary summary memo related to vendor deductions and reserves at the request of Counsel.
			6/17/2003	2.1	Examined relevant documents to identify issues related to vendor deductions and reserves.
			6/18/2003	1.0	Prepared draft memo related to vendor deductions and prepared analyses and presentation slides for meeting with SEC.
			6/18/2003	1.8	Performed analysis of Margin Adjustment Calculation related to various types of income..
			6/18/2003	0.7	Participated in portion of conference call with Fleming IT, Baker Botts, and PwC related to electronic media procedures/transition on a go forward basis.
			6/18/2003	2.2	Examined relevant documents to identify issues related to vendor deductions and reserves.
			6/18/2003	2.5	Prepared analyses related to vendor deductions and paybacks.
			6/18/2003	2.1	Prepared reconciliation analysis of historical reserve to amounts reserved for in analysis of initiative items.
			6/19/2003	4.5	Prepared analyses related to vendor deductions and paybacks for meeting with SEC and Quality Control checked analyses for presentation.

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Fisher, Seth	Senior Associate	\$250	6/19/2003	0.9	Discussions with Jerry Rebel and procurement personnel regarding vendor deduction policies and reserves.
			6/19/2003	3.5	Prepared supporting documents, workpapers, and analyses related to presentation to SEC.
			6/19/2003	2.2	Prepared analyses and presentation slides related to Vendor Deductions and Reserves for meeting with SEC.
			6/20/2003	2.0	Meeting with the SEC, Baker Botts, Harold Hirshman and PwC.
			6/20/2003	2.1	Prepare and reviewed supporting documents and presentation in preparation for meeting with SEC.
			6/23/2003	1.5	Examined Fee Application time and expense detail for the month of May.
			6/24/2003	3.5	Assisted in preparation and review of Fleming Fee Application for the month of May.
			6/25/2003	3.2	Analyzed Period 14, 2000 VSI documents identified by Jerry Rebel.
			6/25/2003	1.2	Examined plane logs for personal versus corporate use of airplanes.
			6/26/2003	1.6	Prepared PDF version of slide presentation and imaged documents to provide to Baker Botts to provide to the SEC.
			6/26/2003	2.5	Analyzed plane log information related to corporate use versus personal use.
			6/26/2003	1.2	Prepared weekly bills for the month of May.
			6/26/2003	1.1	Examined relevant documents and categorized by observation to use in draft summary report.
			6/27/2003	0.8	Examined relevant documents to categorize in respective observations.
6/27/2003	1.1	Examined documents related to EPS internal forecasts and external guidance.			
<i>Total hours & fees for Seth Fisher this period:</i>				<u>114.9</u>	
Forgue, Rebecca	Senior Associate	\$250	6/10/2003	0.8	Obtained documentation from Fleming employee related to initiatives.
<i>Total hours & fees for Rebecca Forgue this period:</i>				<u>0.8</u>	
Vance, Everett	Senior Associate	\$250	6/3/2003	1.8	Meeting with Ken Ontko and Fleming IT staff to discuss security issues with the review server.
			6/4/2003	3.2	Worked with Ken Ontko to configure desktop for access to review server from PwC Dallas office.

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Vance, Everett	Senior Associate	\$250	6/9/2003	2.0	Configured desktop for reviewing electronic media. Created search terms and built indexes.
			6/9/2003	6.2	Manually and systematically exported mail and attachments from .DBX. Exported results to CD.
			6/10/2003	1.8	Configured desktop for reviewing. Created search terms and built indexes. Export results to CD
			6/13/2003	1.0	Configured workstation for search terms. Executed search terms and documented results.
			6/16/2003	2.0	Searched relevant documents for specific search terms. Exported files and created CD to provide to Counsel..
<i>Total hours & fees for Everett Vance this period:</i>				18.0	
Bergin, Eric	Associate	\$175	6/10/2003	0.8	Examined Electronic documents relating to vendor disputes.
			6/10/2003	6.8	Examined and categorized relevant documents of Procurement personnel.
			6/11/2003	5.5	Researched and analyzed Board Minutes documents.
			6/12/2003	2.5	Prepared analysis of Senior Management memos to the Board of Directors.
			6/16/2003	4.7	Prepared analysis of vendor initiatives.
			6/16/2003	4.0	Prepared composite memo of vendor issues discussed in interview process.
			6/17/2003	3.2	Examined and categorized vendor documents into observations.
			6/17/2003	2.0	Prepared analysis of vendor initiatives.
			6/18/2003	3.7	Prepared analysis of vendor issues and deductions for presentation to SEC.
			6/20/2003	2.4	Prepared reconciliation of time and expense detail for May Fee Application.
			<i>Total hours & fees for Eric Bergin this period:</i>		
Chow, Martha	Associate	\$175	6/17/2003	0.3	Reviewed interview memos and incorporated findings into observations for draft summary report at the request of counsel.
			6/18/2003	4.9	Reviewed interview memos and incorporated findings into observations for draft summary report at the request of counsel.
			6/26/2003	0.7	Prepared memo of interview of Meredith Anderson.
			6/27/2003	1.1	Prepared memo of follow-up interview of Phil Murphy.

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
<i>Total hours & fees for Martha Chow this period:</i>				<u>7.0</u>	
Reese, Resh J.	Associate	\$175	6/4/2003	7.2	Prepared documentation for draft summary report of findings.
			6/5/2003	3.8	Analyzed supporting schedules for the 10/04/2002 Vendor Income Discussion and updated and analyzed schedules with year end numbers.
			6/6/2003	2.5	Analyzed supporting schedules for the 10/04/2002 Vendor Income Discussion and updated and analyzed schedules with year end numbers.
			6/9/2003	6.8	Analyzed supporting schedules for the 10/04/2002 Vendor Income Discussion and updated and analyzed schedules with year end numbers.
			6/10/2003	9.2	Analyzed supporting schedules for the 10/04/2002 Vendor Income Discussion and updated and analyzed schedules with year end numbers.
			6/11/2003	7.5	Analyzed supporting schedules for the 10/04/2002 Vendor Income Discussion and updated and analyzed schedules with year end numbers.
			6/12/2003	4.5	Examined documents in preparation for meeting with the SEC.
			6/13/2003	4.0	Examined documents in preparation for meeting with the SEC.
			6/16/2003	11.3	Examined and categorized relevant documents based upon vendor issues and observations.
			6/17/2003	8.1	Examined and categorized relevant documents based upon vendor issues and observations.
			6/18/2003	8.6	Examined and categorized relevant documents based upon vendor issues and observations.
			6/18/2003	2.8	Imaged relevant documents for meeting with the SEC.
			6/19/2003	2.7	Imaged relevant documents for meeting with the SEC.
			6/19/2003	5.9	Examined and categorized relevant documents based upon vendor issues and observations.
			6/20/2003	2.8	Assisted in preparation of the Bankruptcy Court Fee Application for the month of May.
			6/20/2003	2.5	Examined and prepared workpapers related to documents obtained from Procurement personnel.
			6/20/2003	0.8	Prepare hard documents from executive files for production to Baker Botts.
			6/23/2003	0.9	Assisted in preparation of the Bankruptcy Court Fee Application for the month of May.

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Reese, Resh J.	Associate	\$175	6/23/2003	0.5	Examined and categorized relevant documents based upon vendor issues and observations.
<i>Total hours & fees for Resh J. Reese this period:</i>				92.4	
Sachdeva, Renu	Associate	\$175	6/9/2003	2.0	Organized and created CD of relevant documents for production to SEC
<i>Total hours & fees for Renu Sachdeva this period:</i>				2.0	
Wehmer, Lori	Associate	\$175	6/2/2003	7.0	Updated composite interview memo.
			6/3/2003	8.0	Updated composite interview memo.
			6/4/2003	3.5	Updated composite interview memo.
			6/5/2003	5.5	Updated composite interview memo.
			6/6/2003	3.0	Updated composite interview memo.
			6/10/2003	4.5	Assisted in preparation of relevant documents for production to Counsel.
			6/10/2003	0.5	Updated composite interview memo.
			6/11/2003	0.5	Prepared Bankruptcy Court Fee Application for May 2003.
			6/11/2003	1.5	Assisted in preparation of relevant documents for production to Counsel.
			6/11/2003	0.5	Prepared analysis of summary of paybacks by quarter.
			6/11/2003	2.5	Updated composite interview memo.
			6/12/2003	2.7	Prepared Bankruptcy Court Fee Application for May 2003.
			6/12/2003	0.8	Examined court order to define deadlines and applications due.
			6/12/2003	0.8	Researched docket for possible objection to Bankruptcy Court Fee Application for April 2003.
			6/12/2003	2.0	Prepared summary of payback schedules and summary of deduction schedules.
			6/13/2003	0.5	Prepared Bankruptcy Court Fee Application for May 2003.
			6/13/2003	1.0	Researched potential objection to Bankruptcy Court Fee Application for April 2003.
			6/13/2003	2.5	Prepared analyses related to vendor deductions and paybacks.
			6/13/2003	2.5	Prepared Bankruptcy Court Fee Application for May 2003.

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Wehmer, Lori	Associate	\$175	6/16/2003	0.5	Researched updated version of docket for possible objection to PwC's Bankruptcy Court Fee Application for April 2003.
			6/16/2003	0.7	Summarized fees & expenses for period May 10-31 for Company to incorporate in its budget.
			6/16/2003	6.4	Prepared Bankruptcy Court Fee Application for May 2003.
			6/17/2003	5.3	Prepared Bankruptcy Court Fee Application for May 2003.
			6/17/2003	1.0	Prepared Certificate of No Objection to Bankruptcy Court Fee Application for April 2003.
			6/17/2003	0.7	Prepared Certificate of No Objection to Bankruptcy Court Fee Application for April 2003.
			6/17/2003	1.0	Prepared summary of billings to date for delivery to Fleming.
			6/18/2003	0.8	Reconciled time and expenses for Bankruptcy Court Fee Application for May 2003.
			6/18/2003	6.0	Prepared Bankruptcy Court Fee Application for May 2003.
			6/19/2003	0.5	Examined relevant documents to incorporate data needed for draft summary report.
			6/19/2003	1.5	Prepared graphs related to Vendor discount reserves, deductions, and paybacks.
			6/19/2003	5.5	Prepared Bankruptcy Court Fee Application for June 2003.
			6/20/2003	0.5	Faxed and Fed Exed Certification of Larry Ranallo to Jerry Rebel - Fleming for payment of April fee application/invoice.
			6/23/2003	5.5	Prepared Bankruptcy Court Fee Application for May and June 2003.
			6/24/2003	5.5	Prepared Bankruptcy Court Fee Application for May 2003.
			6/25/2003	5.5	Final preparation of Bankruptcy Court Fee Application for May 2003.
			6/25/2003	3.0	Researched order approving PwC's retention and faxed to Jerry Rebel, Fleming.
<i>Total hours & fees for Lori Wehmer this period:</i>				<u>99.7</u>	
Total hours this period:				<u><u>559.5</u></u>	

***Fleming Cos.
Expense Detail by Personnel
June 1, 2003 through June 30, 2003***

<u><i>Personnel</i></u>	<u><i>Expense Category</i></u>	<u><i>Date</i></u>	<u><i>Amount</i></u>	<u><i>Expense Description</i></u>
Fisher, S.	Personal Car Mileage	6/2/2003	\$14.40	Excess round trip mileage to client site: 40 miles x \$.36
	Personal Car Mileage	6/3/2003	\$14.40	Excess round trip mileage to client site: 40 miles x \$.36
	Personal Car Mileage	6/4/2003	\$14.40	Excess round trip mileage to client site: 40 miles x \$.36
	Personal Car Mileage	6/5/2003	\$14.40	Excess round trip mileage to client site: 40 miles x \$.36
	Personal Car Mileage	6/6/2003	\$14.40	Excess round trip mileage to client site: 40 miles x \$.36
	Personal Car Mileage	6/25/2003	\$14.40	Excess round trip mileage to client site: 40 miles x \$.36
Total expenses for Seth Fisher:			\$86.40	
Reddin, C.	Personal Car Mileage	6/20/2003	\$11.77	Mileage to SEC from Dallas office: 32.7 miles x \$.36
Total expenses for Charles Reddin:			\$11.77	
Reese, R.	Personal Car Mileage	6/4/2003	\$11.74	Excess round trip mileage to client site: 32.6 miles x \$.36
	Personal Car Mileage	6/5/2003	\$11.74	Excess round trip mileage to client site: 32.6 miles x \$.36
	Personal Car Mileage	6/6/2003	\$11.74	Excess round trip mileage to client site: 32.6 miles x \$.36
	Personal Car Mileage	6/7/2003	\$11.74	Excess round trip mileage to client site: 32.6 miles x \$.36
Total expenses for Resh J. Reese:			\$46.96	
Vance, E.	Personal Car Mileage	6/3/2003	\$7.20	Excess round trip mileage to client site: 20 miles x \$.36
	Personal Car Mileage	6/4/2003	\$7.20	Excess round trip mileage to client site: 20 miles x \$.36
Total expenses for Everett Vance:			\$14.40	

<u>Personnel</u>	<u>Expense Category</u>	<u>Date</u>	<u>Amount</u>	<u>Expense Description</u>
Wylie, T.	Meals	6/2/2003	\$3.78	Out-of-town breakfast.
	Airfare	6/6/2003	\$272.63	Round trip airfare between Houston and Dallas.
	Transportation/Parking	6/6/2003	\$250.93	Rental car for stay in Dallas.
	Lodging	6/6/2003	\$480.61	Lodging during stay in Dallas.
	Transportation/Parking	6/9/2003	\$21.00	Cab fare from airport to office.
	Airfare	6/13/2003	\$144.28	Round trip airfare between Houston and Dallas.
	Lodging	6/13/2003	\$803.49	Lodging during stay in Dallas.
	Transportation/Parking	6/13/2003	\$35.00	Cab fare from IAH to home.
	Transportation/Parking	6/13/2003	\$113.55	Rental car in for stay in Dallas.
	Transportation/Parking	6/18/2003	\$22.00	Cab fare from airport to office.
	Airfare	6/20/2003	\$257.63	Round trip airfare between Houston and Dallas.
	Miscellaneous Sundry	6/20/2003	\$10.00	Hotel tips at Adam's Mark
	Lodging	6/20/2003	\$303.96	Hotel stay in Dallas.
	Airfare	6/23/2003	\$94.00	Airfare from Houston to Dallas.
	Meals	6/23/2003	\$5.36	Out of town dinner
	Transportation/Parking	6/23/2003	\$5.50	Airport parking.
	Meals	6/23/2003	\$2.70	Out of town breakfast
	Transportation/Parking	6/24/2003	\$5.50	Airport parking.
	Meals	6/25/2003	\$37.20	Out of town dinner
	Meals	6/25/2003	\$4.70	Out of town dinner
	Meals	6/25/2003	\$4.43	Out of town dinner
	Airfare	6/25/2003	\$94.00	Airfare from Dallas to Houston.
	Transportation/Parking	6/25/2003	\$182.90	Rental car for stay in Dallas.
	Lodging	6/25/2003	\$278.55	Hotel stay in Dallas.
	Miscellaneous Sundry	6/25/2003	\$10.00	Hotel tips at Wyndham Hotel
	Transportation/Parking	6/25/2003	\$5.50	Airport parking.

Total expenses for Teri Wylie:

\$3,449.20

<u>Personnel</u>	<u>Expense Category</u>	<u>Date</u>	<u>Amount</u>	<u>Expense Description</u>
TOTAL PERSONNEL EXPENSES THIS PERIOD:			\$3,608.73	
Total Combined Administrative Expenses this period:			<u>\$3,496.88</u>	
TOTAL EXPENSES THIS PERIOD:			<u><u>\$7,105.61</u></u>	

Exhibit VII

**Fleming Cos.
Expense Detail
June 1, 2003 through June 30, 2003**

<u>Expense Category</u>	<u>Personnel</u>	<u>Date</u>	<u>Amount</u>	<u>Expense Description</u>
Airfare	Wylie, T.	6/6/2003	\$272.63	Round trip airfare between Houston and Dallas.
	Wylie, T.	6/13/2003	\$144.28	Round trip airfare between Houston and Dallas.
	Wylie, T.	6/20/2003	\$257.63	Round trip airfare between Houston and Dallas.
	Wylie, T.	6/23/2003	\$94.00	Airfare from Houston to Dallas.
	Wylie, T.	6/25/2003	\$94.00	Airfare from Dallas to Houston.
Total Airfare expenses:			<u>\$862.54</u>	
Lodging	Wylie, T.	6/6/2003	\$480.61	Lodging during stay in Dallas.
	Wylie, T.	6/13/2003	\$803.49	Lodging during stay in Dallas.
	Wylie, T.	6/20/2003	\$303.96	Hotel stay in Dallas.
	Wylie, T.	6/25/2003	\$278.55	Hotel stay in Dallas.
Total Lodging expenses:			<u>\$1,866.61</u>	
Meals	Wylie, T.	6/2/2003	\$3.78	Out-of-town breakfast.
	Wylie, T.	6/23/2003	\$2.70	Out of town breakfast
	Wylie, T.	6/23/2003	\$5.36	Out of town dinner
	Wylie, T.	6/25/2003	\$4.43	Out of town dinner
	Wylie, T.	6/25/2003	\$4.70	Out of town dinner
	Wylie, T.	6/25/2003	\$37.20	Out of town dinner
Total Meals expenses:			<u>\$58.17</u>	
Miscellaneous Sundry	Wylie, T.	6/20/2003	\$10.00	Hotel tips at Adam's Mark
	Wylie, T.	6/25/2003	\$10.00	Hotel tips at Wyndham Hotel

<u>Expense Category</u>	<u>Personnel</u>	<u>Date</u>	<u>Amount</u>	<u>Expense Description</u>
Total Miscellaneous Sundry expenses:			<u>\$20.00</u>	
Personal Car Mileage	Fisher, S.	6/2/2003	\$14.40	Excess round trip mileage to client site: 40 miles x \$.36
	Fisher, S.	6/3/2003	\$14.40	Excess round trip mileage to client site: 40 miles x \$.36
	Vance, E.	6/3/2003	\$7.20	Excess round trip mileage to client site: 20 miles x \$.36
	Fisher, S.	6/4/2003	\$14.40	Excess round trip mileage to client site: 40 miles x \$.36
	Reese, R.	6/4/2003	\$11.74	Excess round trip mileage to client site: 32.6 miles x \$.36
	Vance, E.	6/4/2003	\$7.20	Excess round trip mileage to client site: 20 miles x \$.36
	Fisher, S.	6/5/2003	\$14.40	Excess round trip mileage to client site: 40 miles x \$.36
	Reese, R.	6/5/2003	\$11.74	Excess round trip mileage to client site: 32.6 miles x \$.36
	Fisher, S.	6/6/2003	\$14.40	Excess round trip mileage to client site: 40 miles x \$.36
	Reese, R.	6/6/2003	\$11.74	Excess round trip mileage to client site: 32.6 miles x \$.36
	Reese, R.	6/7/2003	\$11.74	Excess round trip mileage to client site: 32.6 miles x \$.36
	Reddin, C.	6/20/2003	\$11.77	Mileage to SEC from Dallas office: 32.7 miles x \$.36
	Fisher, S.	6/25/2003	\$14.40	Excess round trip mileage to client site: 40 miles x \$.36
Total Personal Car Mileage expenses:			<u>\$159.53</u>	
Transportation/Parking	Wylie, T.	6/6/2003	\$250.93	Rental car for stay in Dallas.
	Wylie, T.	6/9/2003	\$21.00	Cab fare from airport to office.
	Wylie, T.	6/13/2003	\$35.00	Cab fare from IAH to home.
	Wylie, T.	6/13/2003	\$113.55	Rental car in for stay in Dallas.
	Wylie, T.	6/18/2003	\$22.00	Cab fare from airport to office.

<u>Expense Category</u>	<u>Personnel</u>	<u>Date</u>	<u>Amount</u>	<u>Expense Description</u>
Transportation/Parking	Wylie, T.	6/23/2003	\$5.50	Airport parking.
	Wylie, T.	6/24/2003	\$5.50	Airport parking.
	Wylie, T.	6/25/2003	\$182.90	Rental car for stay in Dallas.
	Wylie, T.	6/25/2003	\$5.50	Airport parking.
Total Transportation/Parking expenses:			<u>\$641.88</u>	
Total Combined Administrative Expenses this period:			<u>\$3,496.88</u>	
TOTAL EXPENSES THIS PERIOD:			<u><u>\$7,105.61</u></u>	

EXHIBIT VIII

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List of Notice Parties**

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